



中國信貸科技
CREDIT CHINA FINTECH

Credit China FinTech Holdings Limited
中國信貸科技控股有限公司

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

Stock Code 股份代號: 8207

2016 年報
Annual Report

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

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

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

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This report, for which the directors of Credit China FinTech Holdings Limited (the “Company” and the “Directors”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purposes of giving information with regard to the Company and its subsidiaries. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）的特色

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

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

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本報告的資料乃遵照創業板證券上市規則而刊載，旨在提供有關中國信貸科技控股有限公司（「本公司」）及其附屬公司之資料。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。董事在作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成份；且並無遺漏任何事項，足以令致本報告所載任何陳述或本報告產生誤導。

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Glossary

詞彙

Unless the context otherwise requires, the capitalized terms used under Corporate Information, Financial Highlights, Chairman’s Statement, Management Discussion and Analysis, Biographical Details of Directors and Senior Management, Corporate Governance Report, Report of the Directors, Environmental, Social and Governance Report and Financial Summary shall have the respective meanings set out below.

除文義另有所指外，公司資料、財務摘要、主席報告、管理層討論與分析、董事及高級管理層之履歷詳情、企業管治報告、董事會報告、環境、社會及管治報告以及財務概要所用詞彙應具有以下所載的各項涵義。

“2016 AGM” 「二零一六年股東週年大會」	指	the AGM held on Monday, 9 May 2016 於二零一六年五月九日（星期一）舉行的股東週年大會
“2017 AGM” 「二零一七年股東週年大會」	指	the AGM to be held on Tuesday, 9 May 2017 將於二零一七年五月九日（星期二）舉行的股東週年大會
“AGM(s)” 「股東週年大會」	指	annual general meeting(s) of the Company 本公司股東週年大會
“Articles of Association” 「章程細則」	指	articles of association of the Company 本公司之章程細則
“Audit Committee” 「審核委員會」	指	audit committee of the Board 董事會審核委員會
“Board” 「董事會」	指	board of Directors 董事會
“business day” 「營業日」	指	has the meaning ascribed thereto under the GEM Listing Rules 具有創業板上市規則所賦予的涵義
“CCF” or “Company” or “Credit China FinTech” 「CCF」或「本公司」或 「中國信貸科技」	指	Credit China FinTech Holdings Limited, incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on GEM (Stock code: 8207) 中國信貸科技控股有限公司，一間於開曼群島註冊成立之有限公司，其已發行股份於聯交所創業板上市及交易（股份代號：8207）
“Chairman” 「主席」	指	chairman of the Board 董事會主席
“Chief Executive Officer” 「首席執行官」	指	chief executive officer of the Company 本公司之首席執行官
“close associate(s)” 「緊密聯繫人士」	指	has the meaning ascribed thereto under the GEM Listing Rules 具有創業板上市規則所賦予的涵義

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“Company Secretary” 「公司秘書」	指	company secretary of the Company 本公司之公司秘書
“controlling shareholder(s)” 「控股股東」	指	has the same meaning ascribed to it under the GEM Listing Rules 具有創業板上市規則所賦予的涵義
“CG Code” 「企業管治守則」	指	corporate governance code contained in Appendix 15 to the GEM Listing Rules 創業板上市規則附錄十五所載之企業管治守則
“Director(s)” 「董事」	指	director(s) of the Company 本公司董事
“EGM(s)” 「股東特別大會」	指	extraordinary general meeting(s) of the Company 本公司股東特別大會
“Executive Director(s)” or “ED(s)” 「執行董事」	指	executive Director(s) 執行董事
“GDP” 「GDP」	指	gross domestic product 國內生產總值
“GEM” 「創業板」	指	the Growth Enterprise Market of the Stock Exchange 聯交所創業板
“GEM Listing Rules” 「創業板上市規則」	指	Rules Governing the Listing of Securities on GEM 創業板證券上市規則
“Group” 「本集團」	指	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” 「港元」	指	Hong Kong Dollars, the lawful currency of Hong Kong 港元，香港法定貨幣
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Independent Auditor” 「獨立核數師」	指	independent auditor of the Company 本公司獨立核數師
“Independent Non-executive Director(s)” or “INED(s)” 「獨立非執行董事」	指	independent non-executive Director(s) 獨立非執行董事

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“Nomination Committee” 「提名委員會」	指	nomination committee of the Board 董事會提名委員會
“Non-executive Director(s)” or “NED(s)” 「非執行董事」	指	non-executive Director(s) 非執行董事
“PRC” 「中國」	指	the People’s Republic of China and, for the purpose of this annual report, excluding Hong Kong, the Macau Special Administrative Region and Taiwan 中華人民共和國，就本年報而言，不包括香港、澳門特別行政區及台灣
“Register of Members” 「股東名冊」	指	register of members of the Company 本公司股東名冊
“Remuneration Committee” 「薪酬委員會」	指	remuneration committee of the Board 董事會薪酬委員會
“RMB” 「人民幣」	指	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
“SFO” 「證券及期貨條例」	指	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) 證券及期貨條例（香港法例第571章）
“Share(s)” 「股份」	指	ordinary share(s) of par value of HK\$0.02 each in the share capital of the Company 本公司股本中每股面值0.02港元之普通股
“Shareholder(s)” 「股東」	指	holder(s) of the Share(s) 股份持有人
“SME(s)” 「中小企業」	指	small and medium-sized enterprise(s) 小型及中型企業
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“subsidiary(ies)” 「附屬公司」	指	has the same meaning ascribed to it under the GEM Listing Rules 具有創業板上市規則所賦予的相同涵義
“Year” 「本年度」	指	year ended 31 December 2016 截至二零一六年十二月三十一日止年度
“%” 「%」或「百分比」	指	per cent. or percentage 百分比

Corporate Information 公司資料

DIRECTORS

Executive Directors

Mr. Phang Yew Kiat
(Vice-Chairman and Chief Executive Officer)
Mr. Chng Swee Ho
Mr. Sheng Jia

Non-executive Directors

Mr. Li Mingshan *(Chairman)*
Mr. Li Gang
Mr. Wong Sai Hung
Mr. Zhang Zhenxin
Ms. Zhou Youmeng

Independent Non-executive Directors

Mr. Ge Ming
Dr. Ou Minggang
Mr. Wang Wei
Dr. Yin Zhongli

COMPANY SECRETARY

Mr. Kwok Siu Man *(A fellow of The Hong Kong Institute of Chartered Secretaries)*

COMPLIANCE OFFICER

Mr. Chng Swee Ho

AUTHORISED REPRESENTATIVES

Mr. Phang Yew Kiat
Mr. Kwok Siu Man

董事

執行董事

彭耀傑先生
(副主席兼首席執行官)
莊瑞豪先生
盛佳先生

非執行董事

李明山先生 *(主席)*
李剛先生
黃世雄先生
張振新先生
周友盟女士

獨立非執行董事

葛明先生
歐明剛博士
王巍先生
尹中立博士

公司秘書

郭兆文先生 *(香港特許秘書公會之資深會員)*

合規主任

莊瑞豪先生

法定代表

彭耀傑先生
郭兆文先生

AUDIT COMMITTEE

Mr. Ge Ming (*Chairman*)
Dr. Ou Minggang
Mr. Wang Wei
Dr. Yin Zhongli

審核委員會

葛明先生 (*主席*)
歐明剛博士
王巍先生
尹中立博士

NOMINATION COMMITTEE

Dr. Ou Minggang (*Chairman*)
Mr. Ge Ming
Mr. Wang Wei
Dr. Yin Zhongli

提名委員會

歐明剛博士 (*主席*)
葛明先生
王巍先生
尹中立博士

REMUNERATION COMMITTEE

Mr. Wang Wei (*Chairman*)
Mr. Ge Ming
Dr. Ou Minggang
Dr. Yin Zhongli

薪酬委員會

王巍先生 (*主席*)
葛明先生
歐明剛博士
尹中立博士

PRINCIPAL BANKERS

China Merchants Bank Hong Kong Branch
21/F, Bank of America Tower
12 Harcourt Road
Central, Hong Kong

China Construction Bank Corporation
(Shanghai Nanjing West Road Sub-branch)
No. 577-587, Nanjing West Road
Shanghai, The People's Republic of China

主要往來銀行

招商銀行香港分行
香港中環
夏慤道12號
美國銀行中心21樓

中國建設銀行股份有限公司
(上海南京西路支行)
中華人民共和國上海
南京西路577-587號

Corporate Information

公司資料

INDEPENDENT AUDITOR

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

LEGAL ADVISER

Mayer Brown JSM
16th-19th Floors, Prince's Building
10 Chater Road, Central
Hong Kong

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 3533-39, Level 35
Two Pacific Place
88 Queensway
Hong Kong

獨立核數師

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

法律顧問

孖士打律師行
香港
中環遮打道10號
太子大廈16-19樓

註冊辦事處

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

香港主要營業地點

香港
金鐘道88號
太古廣場二座
35樓3533-39室

Corporate Information 公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room E-F, 28F, Mirae Asset Tower
No. 166 Lujiazui Ring Road
Pudong, Shanghai,
The PRC
Postal Code 200120

總辦事處及中國主要營業地點

中國
上海浦東新區
陸家嘴環路166號
未來資產大廈28樓E-F室
郵編200120

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman, KY1-1110
Cayman Islands

於開曼群島的主要股份過戶及登記處

Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman, KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

WEBSITE

www.creditchina.hk

網站

www.creditchina.hk

STOCK CODE

08207

股份代號

08207

INVESTOR RELATIONS CONTACT

ir@creditchina.hk

投資者關係聯繫方式

ir@creditchina.hk

Financial Highlights

財務摘要

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	Changes 變動
Operating Results	經營業績			
Turnover	營業額	1,075,677	429,590	150.4%
Profit for the year	年度溢利	342,247	80,041	327.5%
Profit attributable to owners of the Company	本公司擁有人應佔溢利	301,122	85,606	251.7%
Non-GAAP profit attributable to owners of the Company (Note a)	本公司擁有人應佔非一般公認會計原則溢利 (附註a)	414,105	96,391	329.6%

		RMB 人民幣	RMB 人民幣 (Restated) (經重列)	Changes 變動
Earnings per share (Note b)	每股盈利 (附註b)			
– basic	– 基本	1.48 cents分	0.51 cents分	190.2%
– diluted	– 攤薄	1.43 cents分	0.51 cents分	180.3%
Non-GAAP earnings per share (Note a)	每股非一般公認會計原則盈利 (附註a)			
– basic	– 基本	2.04 cents分	0.58 cents分	251.7%
– diluted	– 攤薄	1.97 cents分	0.57 cents分	245.6%

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	Changes 變動
FINANCIAL POSITION	財務狀況			
Total assets	資產總額	8,862,513	4,871,701	81.9%
Bank balances and cash	銀行結餘及現金	1,233,391	615,015	100.5%
Total liabilities	負債總額	4,620,933	2,239,115	106.3%
Net assets	資產淨額	4,241,580	2,632,586	61.1%

Note a:

Since the third quarter of 2016, we have included relevant non-generally accepted accounting principles (“GAAP”) adjustments for certain non-cash items and certain impact of acquisition or disposal transactions. We adopted the new presentation in order to more clearly illustrate our non-GAAP financial measure, and to be more consistent with what we believe to be industry practice. Comparative figures have been adjusted to conform to the new presentation.

Note b:

The calculation of the basic and diluted earnings per share for the year ended 2016 and 2015 have been adjusted as a result of the share subdivision effective on 19 September 2016.

附註a:

自二零一六年第三季度以來，本公司已納入就若干非現金項目及收購或出售交易之若干影響所作出之有關非一般公認會計原則（「非一般公認會計原則」）調整。本公司已採納新呈列，以更清楚地闡述非一般公認會計原則財務計量，我們相信此更符合業內慣例。比較數字已作調整以與新呈列一致。

附註b:

截至二零一六年及二零一五年止年度之每股基本及攤薄盈利之計算已因於二零一六年九月十九日生效之股份拆細而作調整。

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the Board, I am pleased to present our annual results for the year ended 31 December 2016.

As China continues to reconfigure itself towards a services and consumption-driven economy, the country is experiencing a 'new normal' of slower GDP growth when compared with the past decade. The year 2016 in particular was marked by turbulence in the Chinese equity market, which has made Chinese investors more rational about their expectations for yields and returns, and more aware of the risks associated with investment products in general. Against this macro backdrop, traditional financial institutions reliant on conventional business models have struggled to sustain their growth, while FinTech enterprises that have been able to combine innovative business models with technology to enhance and disrupt financial services have flourished.

Over the past three years, the Group has developed a FinTech services ecosystem in China comprising multiple operating platforms and over 32 million users. CCF's platforms are widely recognized by regulatory bodies, such as the People's Bank of China (PBOC), and industry associations, such as the National Internet Finance Association (NIFA), for their high quality risk management systems and consistent compliance with regulations. The Group's online investment platforms were also among the first batch of platforms to appoint commercial banks as custodians for clients' funds, which puts CCF firmly in line with the latest regulatory requirements and has laid a solid foundation for the expected restructuring and consolidation of the industry, which is already underway.

With its internet and mobile solutions, the Group provides 24 x 7 online financial services to individuals, SMEs and merchants in China and across Asia. In 2016, the Group focused on expanding its ecosystem and strategically diversifying its product and service offerings with the aim to deliver sustainable and stable returns for CCF's shareholders. For example, the Group successfully expanded into the mobile point-of-sale solutions space through its new platform, Shanghai Jifu, which provides accessible and affordable tools for small merchants to grow and participate in the wider economy. Through the Group's Weshare Finance platform, which provides online, big data-driven automated consumer loan services, CCF has diversified from its traditionally SME-focused business to cover the wider mass market and target the emerging middle class in second-to fourth-tier cities in China, whose financial needs have been underserved by traditional financial institutions.

各位股東：

本人謹代表董事會，欣然提呈本集團截至2016年12月31日止年度的全年業績。

中國經濟繼續處於向服務及消費型經濟轉型的結構調整期，經濟增長較過往十年放緩已成為「新常态」。中國股市於2016年經歷震盪，投資者對投資回報及收益率的預期更趨理性，並更大程度關注投資產品的相關風險。在此宏觀背景下，部份無法突破固有業務模式框格的傳統金融機構難以維持增長，相反一些有能力結合創新科技及嶄新業務模式的金融科技企業得以蓬勃發展。

過去三年，中國信貸科技成功在中國構建一個擁有多個領先平台的金融科技生態系統，累積超過3,200萬個用戶。本集團旗下的金融科技平台具備完善的風險管理系統，獲監管機構及行業協會，包括中國人民銀行、中國互聯網金融協會等的廣泛認可。本集團的在線投資平台是首批符合監管要求引入銀行資金存管制度的平台。集團旗下平台緊跟監管法規，使集團得以於行業整頓期間奠定穩固根基。

中國信貸科技致力透過互聯網及移動互聯網，為中國以至亞洲的個人、中小企及商戶提供全天候的在線金融服務。2016年，本集團專注於擴大金融科技生態系統並策略性地多元化其產品及服務，為股東帶來可持續而穩定的回報。例如，本集團成功透過新平台上海即富，將業務擴展至移動零售支付領域。上海即富為小型商戶提供便捷及收費合理的收單工具，協助他們參與實體經濟並實現業務增長，助其分享經濟成果。此外，透過掌眾金融的自動化大數據消費信貸平台，本集團將以往以中小企為核心的業務拓展至更廣闊的大眾市場，並瞄準中國二三四線城市的新興中產階級，解決他們從傳統金融服務中未能滿足的融資需求。

Chairman's Statement

主席報告

The Group also witnessed remarkable organic business growth, with its UCF Pay service recording transaction volumes of RMB193.9 billion, up 89% from 2015. First House Loan also had a successful 2016, with its annualized transaction volumes up 119% year-on-year to RMB7.7 billion. As a result of the aforementioned organic growth and strategic investments, the Group's reported profit to shareholders amounted to RMB301.1 million, 251.7% higher than the year before. Furthermore, earnings per share amounted to RMB1.48 cents, 190.2% higher compared with RMB0.51 cents in 2015.

In 2016, the Company took advantage of its status as a listed issuer to raise funds through various channels, raising over HKD2 billion through convertible bonds and loans, the proceeds of which have provided strong support for the Group's rapid business growth.

The Group has also taken a lead in FinTech development in the region. This was recognized when the Group became a founding member of the Global Blockchain Business Council in January 2017, and is evident from CCF's expansion into Southeast Asian markets. The Group hopes to replicate its successful experience in China by focusing on Southeast Asian countries with low banking penetration rates but high mobile internet connectivity, which CCF believes are key factors for assessing market potential for the development of FinTech services.

Looking ahead to 2017, CCF will continue to leverage its strengths and build on its core competencies, with the goal of becoming a leading pan-Asian FinTech services group. It shall remain heavily focused on retaining and attracting talented employees and valued clients.

Lastly, on behalf of the Board, I would like to extend my gratitude to all shareholders for their continuous support, and I would also like to express my sincere thanks to all employees for their dedication and contributions to the Group. As a team, the Group is committed to achieving sustainable growth while creating more value for shareholders and stakeholders in the long-run.

Li Mingshan
Chairman

Hong Kong, 21 March 2017

與此同時，本集團於業務內部增長方面亦取得驕人成績。先鋒支付的服務交易量達到人民幣1,939億元，較2015年增長89%。第一房貸於2016年表現超卓，年化交易量同比增長119%至人民幣77億元。基於業務內部增長及策略投資的成果，本集團的股東應佔溢利為人民幣301,100,000元，較去年增長251.7%。此外，每股盈利為人民幣1.48分，較2015年的人民幣0.51分增長190.2%。

2016年，中國信貸科技充分利用上市平台的融資優勢，以多元化的融資渠道籌集資金，通過可換股債券及貸款等方式共融資超過20億港元，為集團的高速發展提供了強大的支持。

此外，中國信貸科技積極推動亞洲區內的金融科技發展。本集團戰略佈局東南亞金融科技市場，並於2017年1月成為全球區塊鏈理事會之常務理事。本集團希望將其於中國成功的金融科技服務經驗，輸出至銀行服務普及率低但移動互聯網滲透率高的東南亞國家，協助該些國家發掘金融科技市場的潛力。

展望2017年，中國信貸科技將繼續發揮自身的業務優勢，鞏固核心競爭力，致力成為泛亞地區的領先金融科技服務集團，全力吸納和挽留客戶及人才。

最後，我謹代表董事會，感謝全體股東的鼎力支持，亦謹此向全體員工為本集團作出的熱誠投入及貢獻致以誠摯謝意！長遠而言，本集團整個團隊將致力實現可持續增長，為股東及持份者創造更高價值。

主席
李明山

香港·二零一七年三月二十一日

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

Industry Trends

In 2016, we witnessed a year full of opportunities and changes across the FinTech industry in China. The industry saw healthy growth throughout the year, with the transaction volume of online third party payments and P2P lending having increased by 61% to RMB19.2 trillion and 110% to RMB2.1 trillion respectively. Credit China FinTech is well positioned to capture these growth opportunities with its diversified FinTech business presence.

The growth potential of the FinTech industry has attracted a large number of operators from a wide variety of backgrounds who wish to capitalize on opportunities in this fast-growing space. China's regulators have rolled out a series of new and constantly evolving rules and regulations to better protect the general public's interests. Following the promulgation of the government's relevant policies in China, the fintech industry, especially the peer-to-peer ("P2P") lending space underwent a period of transformation and consolidation. On 24 August 2016, China Banking Regulatory Commission, Ministry of Industry and Information Technology, Ministry of Public Security and China Internet Network Information Office jointly issued the 《網絡借貸信息中介機構業務活動管理暫行辦法》(the Interim Measures on Administration of the Business Activities of Peer-to-Peer Lending Information Intermediaries, "Interim Measures"), which clearly defined the regulatory and operational requirements for P2P operators in China. On 13 October 2016, the 《互聯網金融風險專項整治工作實施方案》(Implementation Plan for Special Regulation on Internet Financial Risk) was promulgated by State Council, which rebuilt the regulatory concept of internet finance, and further strengthened its regulatory efforts. There was a significant reduction in the total number of operating P2P lending platforms in China as a result of these policies and the unregulated growth came to an end. Clearly, such policies and industry evolution benefit the fintech industry and ensure its long term stable, healthy and sustainable development.

業務回顧及展望

行業趨勢

二零一六年，我們見證了中國金融科技行業充滿機遇與變革的一年。行業經歷了健康發展，全年第三方支付交易規模和P2P貸款規模分別增長了61%和110%，達到人民幣19.2萬億元和人民幣2.1萬億元。中國信貸科技依托多元化的金融科技業務，把握住行業增長機會。

金融科技行業的增長潛力吸引了大量不同背景的運營者參與分享行業的機會。中國的監管機關已經推行了一系列新規和不斷變革的監管政策，來保護大眾的權益。隨著中國政府頒佈相關政策，金融科技行業尤其是P2P貸款領域經歷了轉型及洗牌期。二零一六年八月二十四日，中國銀監會、工信部、公安部及國家互聯網信息辦公室聯合發佈《網絡借貸信息中介機構業務活動管理暫行辦法》，明確對中國P2P運營商的監管及運營規定。於二零一六年十月十三日，國務院發佈了《互聯網金融風險專項整治工作實施方案》，該方案重塑了互聯網金融的監管理念，進一步加強監管力度。受該等政策影響，全國運營中的P2P貸款平台總數大幅縮減，野蠻生長告一段落。這樣的政策動向及行業格局演變無疑對金融科技的長久穩定健康可持續發展更為有利。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

(Continued)

Industry Trends (Continued)

Over the same period, the Group's platforms have actively participated in various activities contributing to the sustainable and regulatory development of fintech environment in China. In September 2016, the National Internet Finance Association of China ("NIFA") launched the credit information sharing platform for P2P lending players in China, and First P2P, the flagship P2P platform in our ecosystem became one of the 17 inaugural information sharing institutions. By leveraging on its comprehensive business qualifications and risk management capabilities, the Group's various fintech platforms received affirmation and recognition from regulatory authorities (such as the People's Bank of China) and industry associations (such as NIFA). We believe that Credit China FinTech will remain as a key player and is well-positioned to solidify its market leadership during the industry consolidation stage.

In 2016, we also saw a range of technological innovations on big data, cloud computing, artificial intelligence and blockchain, and these innovations were widely applied in a number of areas such as payment and clearing, financing, wealth management, retail banking, insurance and transaction settlement. A new era of technological revolution in the finance industry is in its full swing.

In 2016, by leveraging on existing businesses, we built up additional revenue streams such as mobile point of sale ("POS") services, online consumer finance and mobile gaming services through strategic investments. As a result, we have successfully established an integrated fintech service ecosystem, consisting of three core business segments, namely 1) third party payment, 2) online investment, and 3) technology-enabled lending. Together with traditional loans and mobile gaming, we will continue to focus on these five revenue streams to further strengthen our market position.

業務回顧及展望 (續)

行業趨勢 (續)

同期，本集團旗下平台積極參與多項活動，為中國金融科技環境的可持續及監管發展助一臂之力。於二零一六年九月，中國互聯網金融協會（「互金協會」）為中國P2P借貸運營商發佈信用信息共享平台，而我們生態系統中的核心P2P平台網信理財成為初始17家信息共享機構之一。本集團各金融科技平台憑借齊全的業務資質、完備的風險管控能力獲得監管機構（如中國人民銀行）以及行業協會（如互金協會等）的肯定和認可。我們相信中國信貸科技能夠在行業整頓期內繼續保持和鞏固行業領先地位。

二零一六年，隨著大數據、雲計算、人工智能、區塊鏈等一系列技術創新，全面應用於支付清算、借貸融資、財富管理、零售銀行、保險、交易結算等諸多領域。一場新的技術革命正在金融行業全面展開。

二零一六年，我們依托原有業務佈局，通過戰略性投資引入移動銷售點（「POS」）服務、線上消費貸、手游服務等新的業務板塊，成功打造了由1) 第三方支付、2) 在線投資、及3) 科技驅動貸款三個核心業務板塊組成的金融科技服務生態系統。連同傳統貸款和手游業務，我們將繼續專注這五項收入來源，進一步加強我們的市場地位。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

(Continued)

Operational Highlights

- **Third party payment**

UCF Pay Limited (“UCF Pay”), our 100% owned online third party payment platform, has maintained its leading position in the online third party payment service sector in China. The total transaction volume in 2016 reached RMB193.9 billion, representing a growth of 89% year-on-year (total transaction volume in 2015: RMB102.5 billion), of which the transaction volume in December 2016 reached a new monthly high to RMB29.7 billion. UCF Pay’s accumulated active users reached 3.25 million in December 2016, representing an increase of over 64% as compared to 1.97 million at the end of 2015. During the year ended 31 December 2016, UCF Pay diversified its merchant customer base through the rollout of cross-border payment solutions and P2P fund custody solutions. It also introduced new services, such as direct banking solutions and cloud wallet services, to satisfy emerging customer demands:

- Direct banking solutions provides advisory services to commercial banks on the construction of direct banking as well as system building. It is a product of UCF Pay’s leading technology. Currently, it provides such services for two commercial banks;
- Cloud wallet services is embedded in our customers’ App to which it provides users with additional convenience in daily transactions. Users can choose to use various applications, such as mobile phone top-up, utilities bill payments, shopping and entertainment, as well as credit card bill payments through this product, and complete payments using UCF Pay. This product helps our customers to diversify their applications and increase their user stickiness. Currently, approximately 20 applications have been incorporated into cloud wallet services.

業務回顧及展望 (續)

營運摘要

- **第三方支付**

我們100%控股的網上第三方支付平台先鋒支付有限公司(「先鋒支付」)一直維持其中國網上第三方支付服務行業之領先地位。二零一六年的總交易量達到人民幣1,939億元，同比增長89%（二零一五年總交易量為人民幣1,025億元），其中，二零一六年十二月份的交易量創下月度新高，達到人民幣297億元。先鋒支付累計活躍用戶於二零一六年十二月達325萬，相較二零一五年年底的197萬有逾64%的增幅。截至二零一六年十二月三十一日止年度，先鋒支付佈局跨境支付解決方案、P2P資金存管解決方案，令商戶結構更加多元化；並通過推出直銷銀行解決方案、雲錢包等特色解決方案，滿足客戶多種新增需求：

- 直銷銀行解決方案是先鋒支付為商業銀行提供直銷銀行建設方案諮詢、系統搭建等服務，是先鋒支付先進技術能力的輸出。目前已為兩家商業銀行提供服務；
- 雲錢包是先鋒支付提供的一款植入於商戶App的產品，為用戶的日常交易提供額外便利。用戶通過該產品可選擇話費充值、生活繳費、購物娛樂、信用卡還款等消費場景，並通過先鋒支付完成支付。該產品幫助接入商戶豐富應用場景、增加用戶黏性。目前已有約20款應用接入雲錢包產品。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

(Continued)

Operational Highlights (Continued)

- **Third party payment (Continued)**

Shanghai Jifu Xinxi Jishu Fuwu Co., Ltd.* (上海即富信息技術服務有限公司) (“Shanghai Jifu”), our mobile POS provider which is 35% owned by the Group, provides flexible and convenient mobile POS solutions to small-and-micro sized merchants. Shanghai Jifu recorded over RMB632 billion of total transaction volume in 2016, representing a growth of 70% year-on-year. Total registered users reached 7.53 million by December 2016, compared to 3.56 million in December 2015. In 2016, Shanghai Jifu gained excellent reputation, and developed strong sales channels, which strengthened the stickiness and loyalty of its small-and-micro sized merchant customers. In addition, Shanghai Jifu continued to optimize its risk management procedures, and established a new risk control system. Shanghai Jifu remained innovative on product development and launched customized rate for individual customers during the year ended 31 December 2016, which contributed to the rapid growth in payment business.

Pursuant to the sales and purchase agreement dated 26 November 2015, Shanghai Jifu has met the guaranteed profit, that audited consolidated net profit after tax for the year ended 31 December 2016 not less than RMB150 million for the year ended 31 December 2016.

業務回顧及展望 (續)

營運摘要 (續)

- **第三方支付 (續)**

我們的移動POS業務附屬公司上海即富信息技術服務有限公司(「上海即富」)(本集團持有35%權益)為小微商戶提供方便靈活的移動POS解決方案。上海即富於二零一六年錄得總交易量突破人民幣6,320億元，同比增長70%。截至二零一六年十二月之註冊用戶總數達753萬，而二零一五年十二月為356萬。二零一六年，上海即富通過持續的服務，積累了良好的行業口碑和強大的市場營銷渠道，增強小微商戶客戶群體的黏性和忠誠度；同時上海即富不斷優化風控體系，建立了新風控系統，並在產品開發方面不斷創新，在截至二零一六年十二月三十一日止年度推出了單客戶自定費率功能，促進支付業務保持高速增長。

根據日期為二零一五年十一月二十六日之買賣協議，上海即富已達到保證利潤，即截至二零一六年十二月三十一日止年度之經審核綜合除稅後純利不低於人民幣150,000,000元。

* For identification purposes only 僅供識別

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

(Continued)

Operational Highlights (Continued)

- **Online investment**

In 2016, First P2P upgraded itself with a strategic positioning as a comprehensive online investment platform for financial assets comprising P2P loans, funds, insurance, securities and asset management. First P2P achieved a significant growth and strong operating results in 2016: its total accumulated transaction volume reached RMB155.5 billion by the end of 2016, and its annual total transaction volume was RMB76.3 billion in 2016. During the year ended 31 December 2016, its annualized transaction volume reached RMB25.7 billion, increased by 93% year-on-year. The average term of products in 2016 was about 121 days, increased by approximately 53 days as compared with 68 days in 2015. First P2P's registered users reached 7.55 million as of end of 2016. In 2016, First P2P became a member of NIFA, was awarded the Information Resilience Excellence Awards by British Standards Institution (BSI), and gained the 2016 Chinese Financial Technology Pioneers honor issued by Zhongguancun Internet Finance Institute (CZIFI). The platform's operation and information security system also met the international standards of ISO 9001 and ISO 27001. In May 2016, First P2P introduced Haikou United Rural Commercial Bank as its third party custodian bank. In August 2016, First P2P completed its Series C round financing, led by institutional investors including China Construction Bank International.

業務回顧及展望 (續)

營運摘要 (續)

- **在線投資**

二零一六年，網信理財升級為一個綜合金融資產投資平台，策略定位為一個含有P2P貸款、基金、保險、證券和資產管理等多類產品的綜合平台。網信理財在二零一六年取得顯著增長和良好的經營業績，截至二零一六年末，網信理財累計交易總額達到人民幣1,555億元，二零一六年年度交易總額達到人民幣763億元。截至二零一六年十二月三十一日止年度，年化交易額達到人民幣257億元，同比增長93%。二零一六年產品平均期限為約121天，相比於二零一五年的68天上升約53天。截至二零一六年末，網信理財之註冊用戶達到755萬人。二零一六年，網信理財榮膺互金協會會員單位、被英國標準協會(BSI)授予信息韌性卓越獎、獲得中關村互聯網金融研究院頒發的二零一六年度中國金融科技先鋒企業稱號。平台之營運及資訊安全系統亦符合ISO 9001和ISO 27001國際標準。二零一六年五月，網信理財引入海口聯合農村商業銀行作為第三方存管銀行。二零一六年八月，網信理財完成C輪融資，由包括建銀國際在內的機構投資者領投。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

(Continued)

Operational Highlights (Continued)

- **Online investment (Continued)**

In 2016, the total transaction volume of Financial Workshop reached RMB7.0 billion and, its annualized transaction volume reached RMB2.7 billion, increased by 89% year-on-year. The average term of investments in 2016 was about 139 days, increased by approximately 80 days as compared with 59 days in 2015. As at 31 December 2016, Financial Workshop's registered users reached 0.94 million, with 208,000 new users in 2016. During the year ended 31 December 2016, Financial Workshop became a founding member of NIFA, one of the first batch of enterprises allowed to access into the Product Registration and Information Disclosure System of Beijing Internet P2P Lending Industry Association. Financial Workshop embraced regulatory changes, and successfully launched fund custodian system as it partnered with Huishang Bank in October 2016. Financial Workshop also optimized its products mix, expanded product offerings including supply chain finance and launched consumer finance products. Currently, Financial Workshop has developed partnership with two consumer finance loan originators. In addition, Financial Workshop commissioned "Yibaoquan", the third party electronic contract data preservation service, whereby electronic contracts signed by users can be kept at Financial Workshop and Yibaoquan simultaneously, which would enhance data and information security. To improve user experience, Financial Workshop has brought various new features online, including member grading system, membership point system, which together with "Douge Mall" and game center, has increased user stickiness.

業務回顧及展望 (續)

營運摘要 (續)

- **在線投資 (續)**

二零一六年金融工場之交易總額達到人民幣70億元及年化交易額達到人民幣27億元，同比增長89%。二零一六年產品平均交易期限為約139天，相比於二零一五年的59天上升約80天。於二零一六年十二月三十一日，註冊用戶數量為94萬，於二零一六年新增用戶208,000名。截至二零一六年十二月三十一日止年度，金融工場成為互金協會首批會員單位、首批接入北京市網貸行業協會產品登記及信息披露系統。金融工場擁抱監管變化，於二零一六年十月順利接入徽商銀行資金存管系統。金融工場也優化了產品結構，拓展了供應鏈金融產品、推出了消費信貸產品，目前已經開發了兩個消費貸資產端合作方。此外，金融工場上線了「易保全」第三方電子合同數據保全服務，用戶簽署的電子合同同時保存在金融工場和易保全，提升了數據信息安全。在提升用戶體驗方面，金融工場新上線多項功能，包括會員等級體系、會員積分制，配合「豆哥商城」、遊戲中心等新功能，提升用戶黏性。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

(Continued)

Operational Highlights (Continued)

- **Technology-enabled lending**

Shenzhen Yifangyidai Information Technology Service Company Limited* (深圳壹房壹貸信息技術服務有限公司) (“First House Loan”) also achieved a significant growth in 2016, with total transaction volume reaching RMB17.5 billion, or 23% increase year-on-year. During the year ended 31 December 2016, its annualized transaction volume reached RMB7.7 billion, or 119% increase year-on-year. The average term of products in 2016 was approximately 160 days, up by about 70 days as compared with 90 days in 2015. During the year ended 31 December 2016, First House Loan continued its product innovation, developed and launched many new products with different features and target customers, such as “No. 7 Youjudai”, “No. 9 Youjudai”, “No.2 Lejudai” and “No.3 Lejudai”. In light of the policy changes and movement in market conditions, First House Loan improved its existing risk management process and optimized relevant procedures, which had significantly improved its review and approval efficiency. At the same time, First House Loan continued to expand its businesses, and explored alternative lower-cost funding sources through cooperation with banks, insurance companies and trusts, aiming at building its platform with multi-asset channels and multi-funding sources.

業務回顧及展望 (續)

營運摘要 (續)

- **科技驅動貸款業務**

深圳壹房壹貸信息技術服務有限公司(「第一房貸」)於二零一六年度之交易總額達到人民幣175億元，比去年同期交易總額上升23%。截至二零一六年十二月三十一日止年度，年化交易額達到人民幣77億元，比去年同期年化交易額增長119%。二零一六年產品平均期限為約160天，相比於去年的90天上升約70天。截至二零一六年十二月三十一日止年度，第一房貸繼續產品創新，開發並落地「友居貸7號」、「友居貸9號」、「樂居貸2號」及「樂居貸3號」等多款不同特徵和對象的新產品。風險管理方面，第一房貸根據政策變化及市場行情，及時調整現有風險管理流程並完善相關制度，業務審批時效大幅提高。同時，第一房貸不斷拓展業務，探索與銀行、保險公司、信託等低成本資金渠道的合作模式，目標為打造多資產渠道向多資金渠道進行資產分發的平台。

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Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

(Continued)

Operational Highlights (Continued)

- **Technology-enabled lending (Continued)**

Weshare, which is an online consumer lending platform operated by Leyu Limited (“Leyu”), equity interest of which was acquired by the Group in 2016, recorded a remarkable performance in 2016. Weshare positioned itself as providing matching services for cash loans targeting young customers in second-, third- and fourth-tier cities in China. Based on big data analytics as well as risk management capabilities, Weshare has established strategic cooperation with a number of banks, consumer finance companies and online small loan companies, in which Weshare serves as the loan facilitator. As at the end of 2016, Weshare (including strategic cooperations based on financial cloud platforms), had 9.09 million of registered users (vs. 2.46 million as at the end of 2015). The annual accumulated transaction volume reached RMB7.77 billion, representing 3.4 times of such value in 2015, and the lending value and number of transactions in December 2016 alone reached over RMB1.5 billion and 1 million, respectively. In 2016, Weshare established the quantitative risk assessment module, targeting blue collars and emerging white collars. By leveraging on tens of data sources, the module can form a database with thousands of variables, and incorporate application fraud model, application credit risk model, transaction behavior risk model, collection repayment intention and capacity model. In addition, such module had significantly decreased the overdue rate and bad debt rate as it utilized machine learning and artificial intelligence technologies.

業務回顧及展望 (續)

營運摘要 (續)

- **科技驅動貸款業務 (續)**

由Leyu Limited (「Leyu」)營運的在線消費信貸金融平台掌眾(本集團於二零一六年收購其股權)亦於二零一六年斬獲不俗業績。掌眾定位於面向中國二三四線城市年輕客戶群體提供快速小額現金借款撮合服務。基於大數據分析及智能風控技術,已與多家銀行、消費金融公司及互聯網小貸等達成戰略合作,為其提供助貸服務。截至二零一六年十二月底,掌眾金融(含基於金融雲平台的戰略合作)已累計註冊用戶909萬(二零一五年底累計註冊用戶246萬),年度累計撮合交易額人民幣77.7億元,是去年同期的3.4倍,二零一六年十二月單月撮合放款金額及筆數突破人民幣15億元及100萬筆。二零一六年,掌眾金融重點建設完成了面向藍領及新白領的量化風險評級體系,依托幾十個數據源,形成了數千變量的特徵工程庫,建立了包含申請欺詐模型、申請信用風險模型、交易行為風險模型、催收還款意願與能力模型在內的模型庫,並通過引入機器學習和人工智能技術,大幅降低了借款逾期觸發率與壞賬率。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

(Continued)

Operational Highlights (Continued)

- **Others**

Shenzhen Qiyuan Tianxia Technology Company Limited* (深圳起源天下科技有限公司) (“Qiyuan”), a mobile gaming services provider which is 51% owned by the Group, also saw outstanding performance during the year ended 31 December 2016. In 2016, Qiyuan focused on launching two popular games including Jifeng Jianhun and Jidou Xiyou. Of which, Jidou Xiyou achieved outstanding performance and recorded gross billings of approximately RMB125 million during the year ended 31 December 2016. As at the end of December 2016, the registered users of Jidou Xiyou alone surpassed 5.68 million and Qiyuan’s accumulated registered users reached 8.16 million.

Pursuant to the sales and purchase and subscription agreement dated 29 January 2016, Qiyuan has met the guaranteed profit, that the audited consolidated net profit for the year ended 31 December 2016 not less than RMB50,000,000.

Strategic Highlights

In 2016, through the acquisitions and integration of Shanghai Jifu, Qiyuan and Weshare, the Group kept on enriching its fintech ecosystem. We expanded user base by capturing mobile POS merchants, mobile gaming users and consumer finance borrowers, and diversified into new revenue streams. The new businesses could also generate strong synergistic effects with our existing businesses, laying a solid foundation for further exploiting the potentials of the Chinese fintech market.

In December 2016, as one of the co-founders, the Group established “Asia FinTech Merger and Acquisition Fund of Funds” with a total target fund size of RMB10 billion. The Group will leverage on this opportunity to continue identifying accretive and synergistic investments in the broader fintech field.

業務回顧及展望 (續)

營運摘要 (續)

- **其他**

本集團旗下之手機遊戲服務供應商深圳起源天下科技有限公司(「起源」)(本集團持有51%權益)亦於截至二零一六年十二月三十一日止年度取得佳績。二零一六年,起源重點推出了《疾風劍魂》和《激鬥西遊》兩款熱門遊戲。其中《激鬥西遊》取得優異業績,在截至二零一六年十二月三十一日止年度創造約人民幣1.25億元的總流水。截至二零一六年十二月底,該遊戲註冊用戶數突破568萬人,而起源累計註冊用戶數達到816萬人。

根據日期為二零一六年一月二十九日之買賣協議,起源已達到保證利潤,即截至二零一六年十二月三十一日止年度之經審核綜合除稅後純利不低於人民幣50,000,000元。

戰略摘要

二零一六年,透過收購及整合上海即富、起源及掌眾,本集團不斷拓寬豐富其金融科技生態圈佈局,將用戶基礎拓寬至移動POS商戶、手機遊戲用戶和小額消費信貸受眾群體,收入來源進一步多元化。新業務亦能與集團原有業務產生強大的協同效應,為進一步挖掘中國金融科技市場潛力奠定了堅實的基礎。

二零一六年十二月,本集團作為共同發起人之一成立總規模達人民幣100億元的「亞洲金融科技併購母基金」。本集團將以此為契機,繼續於更加廣闊的金融科技空間內物色具有增值及協同效應之投資。

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Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK (Continued)

Strategic Highlights (Continued)

During the year ended 31 December 2016, the Group furthered its business development and explored collaboration with a number of fintech companies in Southeast Asia. In November 2016, the Group signed an agreement to acquire the Vietnam-based Amigo Technologies Joint Stock Company (“Amigo Technologies”), which marked the first foothold of our international expansion strategy. The Group will set up a regional headquarters in Singapore, which will help us capture the fast-growing fintech sector in Southeast Asia, increase the competitiveness of Credit China FinTech, and solidify our leading position in the Pan-Asian fintech industry.

FINANCIAL REVIEW

Revenues

For the year ended 31 December 2016, the Group reported revenues of RMB1,075.6 million, an increase of 150.4% year-on-year. The increase was primarily attributable to growth in revenues from online investment and technology-enabled lending services, driven by strong growth in transaction volumes on our key platforms First House Loan and Financial Workshop and our recent acquisition of the online consumer lending platform Weshare which contributed to the Group’s revenues in the fourth quarter, and a significant growth in payment transaction volume on our core third party payment platform UCF Pay, as well as healthy growth in interest and financial consultancy service income driven by an increase in the average size of our loan portfolio during the year ended 31 December 2016. The following table sets forth the Group’s revenues by segment of business for the years ended 31 December 2015 and 2016.

業務回顧及展望 (續)

戰略摘要 (續)

截至二零一六年十二月三十一日止年度，本集團已經與東南亞許多金融科技公司接觸商討業務發展和合作，亦於二零一六年十一月簽約收購越南公司Amigo Technologies Joint Stock Company (「Amigo Technologies」)，標誌著中國信貸科技邁出海外發展戰略的第一步。集團擬在新加坡建立區域總部，幫助我們有效把握東南亞地區金融科技行業的巨大發展空間，提升中國信貸科技的整體競爭力，鞏固我們在泛亞洲地區金融科技行業的領導地位。

財務回顧

收入

截至二零一六年十二月三十一日止年度，本集團錄得收入為人民幣1,075,600,000元，較去年增長150.4%。增加乃主要由於本年度在線投資及科技驅動貸款服務收入增加，受我們的主要平台第一房貸及金融工場之交易量強勁增長及近期收購掌眾之網上消費貸款平台（其於第四季度貢獻收入）所推動，我們的核心第三方支付平台先鋒支付之付款交易量大幅增加以及貸款組合平均規模增加推動利息及財務諮詢服務收入穩健增長所致。下表載列本集團截至二零一五年及二零一六年十二月三十一日止年度按業務分部劃分之收入。

For the year ended 31 December 截至十二月三十一日止年度

		2016 二零一六年		2015 二零一五年	
		RMB'000 人民幣千元	% of total revenues 佔總收入 百分比	RMB'000 人民幣千元	% of total revenues 佔總收入 百分比
Traditional loans and financing	傳統貸款及融資	429,988	40.0	188,896	43.9
Third party payment service	第三方支付服務	189,983	17.6	128,148	29.9
Online investment and technology-enabled lending service	在線投資及科技驅動貸款服務	366,517	34.1	112,546	26.2
Others	其他	89,189	8.3	-	-
Total	總計	1,075,677	100.0	429,590	100.0

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Revenues (Continued)

Traditional loans and financing income

Traditional loans and financing income mainly includes interest income and financial consultancy service income, which were derived from the Group's loan financing services including entrusted loans, pawn loans and other loans secured with assets or guarantees. It generated 40.0% of the Group's total revenues and recorded an increase of 127.7% to RMB429.9 million for the year ended 31 December 2016. The significant increase in traditional loans and financing income was primarily due to the increase in the average size of our loan portfolio during the year ended 31 December 2016 as we had deployed our excess capital raised from capital raising activities during the year ended 31 December 2016 for short-term lending before investment opportunities were subsequently identified and financed.

Third party payment service income

The third party payment business, which included the provision of online payment transactions, payment system consultancy and related services, generated revenues of RMB189.9 million for the year ended 31 December 2016, an increase of 48.2% year-on-year. It represented 17.6% of the Group's total revenues. The increase reflected a significant growth in total transaction volume on our core third party payment platform UCF Pay to RMB193.9 billion for the year ended 31 December 2016, an increase of 89% year-on-year.

Online investment and technology-enabled lending service income

Our online investment and technology-enabled lending service income mainly includes income generated by our online property loan platform First House Loan, P2P platform Financial Workshop, as well as our 48%-owned online consumer lending platform Weshare which we acquired in November 2016. For the year ended 31 December 2016, the Group's online investment and technology-enabled lending business recorded revenues of RMB366.5 million, an increase of 225.7% year-on-year. It represented 34.1% of the Group's total revenues, of which Financial Workshop reported revenues of RMB74.6 million, representing a 1.2-fold increase year-on-year; First House Loan reported revenues of RMB160.6 million, representing a 1.3-fold increase year-on-year; and Weshare reported revenues of RMB121.0 million in the fourth quarter of 2016. The increase in the business segment's revenues is driven by continued strong growth in transaction volumes and lengthening in the average term of investment products across the First House Loan and Financial Workshop platforms, which have contributed to higher effective fee rates charged per transaction.

財務回顧 (續)

收入 (續)

傳統貸款及融資收入

傳統貸款及融資收入主要包括利息收入及財務諮詢服務收入，該等收入產生自本集團之貸款融資服務，包括委託貸款、典當貸款及以資產或擔保作抵押之其他貸款。其收入佔本集團總收入之40.0%並錄得增長127.7%至截至二零一六年十二月三十一日止年度之人民幣429,900,000元。傳統貸款及融資收入大幅增加乃主要因於截至二零一六年十二月三十一日止年度，我們的貸款組合平均規模因我們於其後物色到投資機會並為其提供資金前已將截至二零一六年十二月三十一日止年度進行之股本集資活動所籌集之額外資金投放於短期借貸而擴大所致。

第三方支付服務收入

於截至二零一六年十二月三十一日止年度，第三方支付業務（包括提供網上支付交易、支付系統諮詢及相關服務）產生之收入為人民幣189,900,000元，同比增長48.2%。其佔本集團總收入之17.6%。該增長反映我們的核心第三方支付平台先鋒支付之總交易量大幅增長至截至二零一六年十二月三十一日止年度之人民幣193,900,000,000元，同比增長89%。

在線投資及科技驅動貸款服務收入

在線投資及科技驅動貸款服務收入主要包括來自網上物業貸款平台第一房貸、P2P平台金融工場以及我們擁有48%權益之在線消費貸款平台掌眾（其由我們於二零一六年十一月收購）之收入。於截至二零一六年十二月三十一日止年度，本集團之在線投資及科技驅動貸款服務錄得之收入為人民幣366,500,000元，同比增長225.7%。其佔本集團總收入之34.1%。其中，金融工場錄得收入人民幣74,600,000元，同比增長1.2倍；第一房貸錄得收入人民幣160,600,000元，同比增長1.3倍。掌眾於二零一六年第四季度錄得收入人民幣121,000,000元。該業務分部之收入增加乃受第一房貸及金融工場平台之全部投資產品（其貢獻就每筆交易收取更高之實際費率）之交易量持續強勁增長及平均期限延長所推動。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Revenues (Continued)

Others

Others include mobile gaming service income generated by our 51%-owned subsidiary Qiyuan, which we acquired in April 2016. The mobile gaming business contributed RMB89.2 million of revenues to the Group for the year ended 31 December 2016, primarily due to the launch of two game titles during the year ended 31 December 2016.

Interest expenses

Interest expenses mainly comprised interest due on bank and other loans, Hong Kong dollar-denominated convertible bonds, United States (“US”) dollar-denominated convertible bonds, RMB-denominated corporate bonds and Hong Kong dollar-denominated corporate bonds. The Group’s interest expenses increased by 134.5% year-on-year to RMB238.1 million for the year ended 31 December 2016. As at 31 December 2016, the Group’s external funding increased by 156.3% year-on-year to RMB3,367.8 million, of which bank and other borrowings amounted to RMB1,820.2 million (31 December 2015: RMB845.8 million); corporate bonds and convertible bonds amounted to RMB1,547.6 million (31 December 2015: RMB467.9 million).

Other income

Other income mainly comprised bank interest income, convertible bond interest income and government grants. The Group’s other income increased by 10.2% year-on-year to RMB26.9 million for the year end 31 December 2016.

財務回顧 (續)

收入 (續)

其他

其他包括由我們擁有51%權益之附屬公司起源(其由我們於二零一六年四月收購)貢獻之手機遊戲服務收入。於截至二零一六年十二月三十一日止年度,手機遊戲業務為本集團貢獻收入人民幣89,200,000元,乃主要因於截至二零一六年十二月三十一日止年度推出兩款新遊戲所致。

利息開支

利息開支主要包括銀行及其他貸款、以港元計值之可換股債券、以美元計值之可換股債券、以人民幣計值之公司債券及以港元計值之公司債券之應付利息。本集團之利息開支同比增加134.5%至截至二零一六年十二月三十一日止年度之人民幣238,100,000元。於二零一六年十二月三十一日,本集團的外部資金同比增加156.3%至人民幣3,367,800,000元,其中銀行及其他借貸為人民幣1,820,200,000元(二零一五年十二月三十一日:人民幣845,800,000元);公司債券及可換股債券為人民幣1,547,600,000元(二零一五年十二月三十一日:人民幣467,900,000元)。

其他收入

其他收入主要包括銀行利息收入、可換股債券利息收入及政府津貼。本集團之其他收入同比增加10.2%至截至二零一六年十二月三十一日止年度之人民幣26,900,000元。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Handling charges, administrative and other operating expenses

The Group's handling charges, administrative and other operating expenses primarily comprised salaries and staff welfare, intermediary handling charges for third party payment services, bank and financing charges, sales and marketing related expenses, and rental expenses. In line with the significant increase in the scale and staff headcount of our online investment and technology-enabled lending and third party payment businesses and owing to the acquisition of certain new subsidiaries, including Leyu and Qiyuan, the Group's handling charges, administrative and other operating expenses increased by 63.1% to RMB374.9 million for the year ended 31 December 2016 year-on-year. The increase is partly offset by a 13.9% decrease year-on-year in handling charges for third party payment services to RMB24.8 million for the year ended 31 December 2016, due to a fall in average handling fee rates charged by banks, as well as year-on-year lower number of verification payments as a result of higher average per transaction volume. As a percentage of revenues, handling charges, administrative and other operating expenses decreased to 34.9% for the year ended 31 December 2016 from 53.5% for the year ended 31 December 2015.

Share-based payment expenses

Share-based payment expenses of the Group for the year ended 31 December 2016 increased by 150.3% to RMB109.9 million. The increase was due to new share options granted in July 2016, November 2016 and December 2016, respectively.

Share of results of associates

Share of results of associates for the year ended 31 December 2016 increased to RMB45.7 million. The year-on-year increase was mainly attributable to the contribution from our newly acquired 35% interest in Shanghai Jifu.

財務回顧 (續)

手續費、行政及其他經營開支

本集團之手續費、行政及其他經營開支主要包括薪金及員工福利、第三方支付服務之中介手續費、銀行及融資費用、銷售及市場推廣相關開支及租金開支。與我們的在線投資及科技驅動貸款及第三方支付業務規模大幅擴大及員工人數大幅增加一致以及由於收購若干新附屬公司(包括Leyu及起源)，本集團之手續費、行政及其他經營開支同比增加63.1%至截至二零一六年十二月三十一日止年度之人民幣374,900,000元。增加由第三方支付服務之手續費同比減少13.9%至截至二零一六年十二月三十一日止年度之人民幣24,800,000元抵銷部份，而有關減少乃由於銀行收取之平均手續費率下降以及較高之平均每筆交易量令驗證付款數目同比减少所致。手續費、行政及其他經營開支佔收入之百分比由截至二零一五年十二月三十一日止年度之53.5%下降至截至二零一六年十二月三十一日止年度之34.9%。

以股份支付之開支

本集團於截至二零一六年十二月三十一日止年度之以股份支付之開支增加150.3%至人民幣109,900,000元。該增加乃因分別於二零一六年七月、二零一六年十一月及二零一六年十二月授出新購股權所致。

應佔聯營公司業績

截至二零一六年十二月三十一日止年度，應佔聯營公司業績增加至人民幣45,700,000元。同比增長主要由於我們新收購上海即富之35%權益之貢獻所致。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Profit for the year ended 31 December 2016

The profit for the year ended 31 December 2016 was RMB342.2 million, representing an increase of 327.5% year-on-year as compared to RMB80.0 million for the year ended 31 December 2015.

The increase was mainly due to a significant increase in turnover of RMB646.1 million despite an increase in interest expenses of RMB136.6 million, handling charges, administrative and other operating expenses of RMB145.1 million, and share-based payment expenses of RMB66.0 million. In addition, certain subsidiaries in the People's Republic of China (the "PRC") have enjoyed High Technology Enterprises income tax treatment and have been subject to a concessionary tax rate at 15% since 2016.

Profit attributable to owners of the Company

Our profit attributable to owners of the Company for the year ended 31 December 2016 was RMB301.1 million, an increase of 251.7% as compared to RMB85.6 million for the year ended 31 December 2015. Excluding the non-recurring gain on disposal of subsidiaries, loss on deemed disposal of an associate, loss on disposal of an associate, share-based payment expenses and certain other non-cash items, non-GAAP profit attributable to owners of the Company for the year ended 31 December 2016 was RMB414.1 million, an increase of 330.0% as compared to RMB96.3 million for the year ended 31 December 2015.

財務回顧 (續)

截至二零一六年十二月三十一日止年度溢利

截至二零一六年十二月三十一日止年度，溢利為人民幣342,200,000元，較截至二零一五年十二月三十一日止年度之人民幣80,000,000元同比增長327.5%。

該增加乃主要由於營業額大幅增加人民幣646,100,000元所致，儘管增加利息開支人民幣136,600,000元、手續費、行政及其他經營開支人民幣145,100,000元及以股份支付之開支人民幣66,000,000元。此外，於中華人民共和國（「中國」）之若干附屬公司自二零一六年起享有高新技術企業所得稅優惠及須按優惠稅率15%納稅。

本公司擁有人應佔溢利

截至二零一六年十二月三十一日止年度，本公司擁有人應佔溢利為人民幣301,100,000元，較截至二零一五年十二月三十一日止年度之人民幣85,600,000元增加251.7%。撇除出售附屬公司之非經常性收益、視作出售一間聯營公司之虧損、出售一間聯營公司之虧損、以股份支付之開支及若干其他非現金項目，截至二零一六年十二月三十一日止年度，本公司擁有人應佔非一般公認會計原則溢利為人民幣414,100,000元，較截至二零一五年十二月三十一日之人民幣96,300,000元增加330.0%。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

財務回顧 (續)

Reconciliations of non-GAAP measures to the nearest comparable GAAP measures

The table below sets forth a reconciliation of our profit attributable to owners of the Company to non-GAAP profit attributable to owners of the Company for the year indicated:

非一般公認會計原則計量與最近可比較一般公認會計原則計量之對賬

下表載列於所示年度本公司擁有人應佔溢利與本公司擁有人應佔非一般公認會計原則溢利之對賬：

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit attributable to owners of the Company	本公司擁有人應佔溢利	301,122	85,606
Adjustments for:	就下列各項調整：		
Share-based payment expenses	以股份支付之開支	109,986	43,999
Change in fair value of embedded derivative components of convertible bond	可換股債券之內含衍生工具部份之公平值變動	208	7,877
Gain on disposal of subsidiaries	出售附屬公司之收益	(37)	(42,091)
Change in fair value of investment property	投資物業之公平值變動	-	1,000
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損	2,029	-
Loss on disposal of an associate	出售一間聯營公司之虧損	797	-
Non-GAAP profit attributable to owners of the Company	本公司擁有人應佔非一般公認會計原則溢利	414,105	96,391

The Company's management believes that the non-GAAP financial measures provide investors with useful supplementary information to assess the performance of the Group's core operations by excluding certain non-cash items and certain impact of acquisition or disposal transactions.

本公司管理層認為，非一般公認會計原則財務計量透過撇除若干非現金項目及收購或出售交易之若干影響為投資者提供有用之補充資料以評估本集團核心業務之表現。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Share Subdivision

On 19 August 2016, the Board announced its proposal that each of the existing issued and unissued ordinary share of par value of HK\$0.10 each in the share capital of the Company be subdivided into five (5) subdivided ordinary shares of par value of HK\$0.02 each (the "Share Subdivision"). An ordinary resolution to approve the Share Subdivision was duly passed by the shareholders of the Company by way of poll at the extraordinary general meeting held on 15 September 2016. The Share Subdivision took effect on 19 September 2016.

Further details of the Share Subdivision were set out in the announcements of the Company dated 19 August 2016 and 22 August 2016, and the circular issued by the Company dated 23 August 2016, and the poll results of the extraordinary general meeting were set out in the Company's announcement dated 15 September 2016.

As a result of the Share Subdivision, each of the shares of par value of HK\$0.10 subdivided into five subdivided shares of par value of HK\$0.02 each became effective on 19 September 2016. With effect from the same date, (i) the exercise price of the outstanding share options of the Company (the "Outstanding Share Options") and the conversion price of the outstanding convertible bonds of the Company (the "Outstanding Convertible Bonds") and (ii) the number of Subdivided Shares falling to be issued upon exercise of the subscription rights attaching to the Outstanding Share Options and the conversion rights attaching to the Outstanding Convertible Bonds were adjusted in the following manner as a result of the Share Subdivision:

		Immediately before the Share Subdivision becoming effective 於緊接股份拆細生效前		Immediately after the Share Subdivision becoming effective 於緊隨股份拆細生效後	
		Exercise price/ conversion price per Share	Number of Shares falling to be issued	Adjusted exercise price per subdivided Share	Adjusted number of subdivided Shares falling to be issued
		每股行使價／兌換價	將予發行之 股份數目	調整後每股 經拆細股份 之行使價	調整後將予 發行之經拆細 股份數目
Share Options	購股權	HK\$1.814 – HK\$3.49 1.814港元 – 3.49港元	442,274,000	HK\$0.3628 – HK\$0.698 0.3628港元 – 0.698港元	2,211,370,000
Convertible Bonds	可換股債券	HK\$2.6 – HK\$3.476 2.6港元 – 3.476港元	454,625,118	HK\$0.52 – HK\$0.6952 0.52港元 – 0.6952港元	2,273,125,590

Further details of the above adjustment were set out in the Company's announcement dated 15 September 2016.

財務回顧 (續)

股份拆細

於二零一六年八月十九日，董事會宣佈，其建議將本公司股本中每股面值為0.10港元之現有已發行及未發行普通股拆細為五(5)股每股面值為0.02港元之經拆細普通股(「股份拆細」)。批准股份拆細之一項普通決議案獲本公司股東於二零一六年九月十五日舉行之股東特別大會上正式投票通過。股份拆細自二零一六年九月十九日起生效。

股份拆細之進一步詳情載於本公司日期為二零一六年八月十九日及二零一六年八月二十二日之公告，以及本公司刊發日期為二零一六年八月二十三日之通函，股東特別大會之投票表決結果載於本公司日期為二零一六年九月十五日之公告。

由於股份拆細，每股面值0.10港元之股份拆細為五股每股面值0.02港元之經拆細股份於二零一六年九月十九日生效。自同日起，(i)本公司尚未行使購股權(「尚未行使購股權」)之行使價及本公司尚未行使可換股債券(「尚未行使可換股債券」)之兌換價及(ii)於尚未行使購股權附帶之認購權及尚未行使可換股債券附帶之兌換權獲行使後將予發行之經拆細股份數目，已因股份拆細而按下列方式進行調整：

上述調整之進一步詳情載於本公司日期為二零一六年九月十五日之公告。

Management Discussion and Analysis

管理層討論與分析

OUTLOOK AND STRATEGIES FOR 2017

• Third party payment

China's online payment market has become relatively mature through many years of development. With a modest growth rate within the overall market, UCF Pay has developed a number of new services and will continue to proactively expand its businesses in 2017 to capture new growth opportunities:

- Approved by the People's Bank of China in October 2015, UCF Pay obtained the qualifications to conduct cross-border Renminbi ("RMB") settlement business and promoted the cross-border payment solutions. Such product provides cross-border merchants a convenient payment solution that supports domestic RMB collections and overseas RMB settlement. Currently, it has offered such services to over 20 customers including Amazon and Qunar;
- P2P fund custody solutions are a range of services offered to commercial banks involved in custodian banking services for P2P lending platforms. Leveraging on its strong technological capabilities and industry expertise, UCF Pay provides consultancy and technology support services to commercial banks to ensure P2P lending platforms to have access to commercial banks' fund custody system in an efficient and rapid manner. Currently, UCF Pay has provided services to two commercial banks.

With the rapid penetration of smart phones, the mobile POS payment market possesses tremendous growth potential. To meet the needs of small and micro-sized enterprises, Shanghai Jifu will make full use of its distribution resources to offer specialized financial services to improve its revenue model. At the same time, Shanghai Jifu will continue to focus on the individual and small and micro-sized market segments, dive into the specialized segments through smart POS, increase investments for market integration to enlarge market share, and further explore the financial needs of existing customers by leveraging on the existing merchant base and transaction data.

二零一七年之展望及戰略

• 第三方支付業務

中國在線支付市場經過多年發展已較為成熟，隨着行業增幅逐步放緩，先鋒支付已打造多項全新服務，將在二零一七年繼續大力發展以下業務，尋找新的增長機會：

- 跨境支付解決方案是基於先鋒支付在二零一五年十月獲人行核准批復的跨境人民幣結算業務資質，為跨境商戶提供境內人民幣收款並向境外商家結算人民幣的便捷支付解決方案。目前先鋒支付向20家以上商戶提供該服務，包括「亞馬遜」和「去哪兒網」等；
- 網貸資金存管解決方案是先鋒支付針對P2P貸款平台資金存管業務為商業銀行提供的方案諮詢與技術開發服務。先鋒支付基於自身強大的技術積累與行業經驗，為商業銀行開展P2P貸款平台資金存管服務提供諮詢與技術輸出服務，協助網貸平台高效快速接入銀行資金存管系統。目前已為兩家商業銀行提供服務。

隨著智能手機的快速滲透，移動支付市場增長潛力巨大。為滿足小微企業的發展需求，上海即富將充分發揮代理渠道資源，打造有當地特色的金融服務產品，改進收益模式。同時上海即富將繼續保持個人及小微商戶市場的優勢，通過智能POS切入專業化領域，加大市場整合投入以擴大市場份額，依托現有商戶基礎和交易數據，挖掘現有客戶的金融需求。

Management Discussion and Analysis

管理層討論與分析

OUTLOOK AND STRATEGIES FOR 2017

(Continued)

- **Online investment**

According to Wangdaizhijia, in 2016, the transaction volume of P2P lending industry amounted to RMB2,063.7 billion, representing a year-on-year growth of 110%, reflecting the fact that the P2P lending industry is still favoured by a large number of investors. In the second half of 2016, with the release of Interim Measures, the P2P lending industry entered into a consolidation stage, and we expect that the number of P2P lending platforms will continue to decrease for a period of time. Hence, we remain cautiously optimistic towards the online investment and lending industry in China and will focus on improving our existing business operation. In 2017, First P2P will continue to enrich its financial products mix, improve user's experience and keep on maintaining its leading industry position and market recognition. Financial Workshop will continue to focus on compliance rectification, expand the scale of consumer finance assets, further improve its platforms, refine its functions and explore new marketing channels to strengthen its competitiveness.

二零一七年之展望及戰略 (續)

- **在線投資業務**

根據網貸之家數據，二零一六年全年，網絡借貸行業交易規模達到人民幣20,637億元，同比增長110%，反映了P2P網貸行業仍然獲得大量投資人青睞的事實。進入二零一六年下半年，隨著暫行辦法的頒佈，網貸行業步入規範發展的新階段，我們預計未來一段時間內P2P貸款平台數量還會減少。因此，我們對中國網貸行業保持謹慎樂觀的態度，並將專注於提升現有業務營運。二零一七年，網信理財將繼續豐富金融產品、提升用戶體驗，繼續保持領先的行業地位和市場認可度。金融工場將繼續加大在合規方面的整改力度，擴充消費信貸業務的資產規模，並進一步完善平台、細化功能、探索新營銷途徑，增強行業競爭力。

Management Discussion and Analysis

管理層討論與分析

OUTLOOK AND STRATEGIES FOR 2017

(Continued)

• Technology-enabled lending

In 2017, First House Loan will continue to develop its key customers and expand its retail business. The corporate business will remain First House Loan's core business, and its strategy is to establish business relationship with tens of top 100 national and local high-quality property developers, and to explore low-cost funding sources with banks, trust companies as well as other fintech platforms, thus achieving a win-win situation from both investment and financing perspectives. On retail business, its strategy is to expand its footprints in major first- and second-tier cities, build up market share and develop new customers, as well as accumulate data and develop mortgage, bridging and credit products, through cooperation with real estate brokers.

In 2017, the online consumer finance industry is expected to experience a significant growth, with more internet players participating. Weshare will capitalize on its strong risk management capabilities and establish collaboration with other online platforms and funding sources. Weshare will also optimize product mix that was originally comprised of cash loans and instalment loans to diversify the loan product portfolio and achieve business expansion with larger customer base and more diversified product offerings, further enhancing its leading position.

• Others

In 2017, Qiyuan plans to roll out new games such as The New Three Swordsmen (刀劍笑新傳), Monkey King's Legend (大聖傳), Texas Hold'em (德州撲克), Prisoners in Dream (夢境囚徒) and other games in domestic and overseas channels. The mobile game featuring the Hollywood IP "The Hunger Games" (飢餓遊戲) signed by Qiyuan will also be launched into the market in the Greater China region. At the same time, the new live video platform established by Qiyuan will also broadcast live globally, which is expected to change the traditional profitability model of live streaming industry, thus acquiring a diversified source of income and user base.

二零一七年之展望及戰略 (續)

• 科技驅動貸款業務

二零一七年，第一房貸將繼續挖掘重點客戶並拓展零售業務範圍。對公業務仍將是第一房貸業績的主力支撐結構，經營策略為打通數十家全國百強及地方優質房地產企業與銀行、信託、其他金融科技平台等低成本融資渠道，實現投融資共贏。零售業務方面，經營策略為通過與經紀公司合作，佈局一二線主要城市，搶佔市場，儲備客戶，積累數據，協同發展抵押類、過橋類、信用類等多種產品。

二零一七年，在線消費貸業務預計將迎來顯著增長，更多互聯網公司正不斷湧入並參與競爭。掌眾通過輸出自身平台積累的技術風控能力，將與各流量方、資金方達成深層次合作，優化原有基於現金貸和分期貸的產品組合，使提供借款的品種選擇更加多元化，實現更多用戶群、更多產品的業務拓展，進一步提升行業領先地位。

• 其他

二零一七年，起源將計劃在國內和海外渠道全面推出《刀劍笑新傳》、《大聖傳》、《德州撲克》、《夢境囚徒》等新遊戲，起源簽約的好萊塢IP《飢餓遊戲》的手機移動遊戲也將在大中華區市場上線。同時，起源打造的視頻平台也將在全球範圍內直播上線，有望打破傳統直播行業的運營模式和盈利模式，為起源貢獻更多元化的收入和用戶量。

Management Discussion and Analysis

管理層討論與分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the year ended 31 December 2016, the Group's source of funds was mainly from cash generated from operations, new borrowings, issue of corporate bonds and convertible bonds. As at 31 December 2016, the Group had bank balances and cash of RMB1,233.3 million (31 December 2015: RMB615.0 million), of which 77.4%, 11.1% and 11.5% were denominated in RMB, US dollars and HK\$ respectively.

As at 31 December 2016, the Group had interest-bearing borrowings, which mainly comprised corporate bonds, convertible bonds, bank and other borrowings, amounted to RMB3,367.8 million (31 December 2015: RMB1,313.7 million). The gearing ratio, representing the ratio of total borrowings to total assets of the Group, was 0.38 as at 31 December 2016 (31 December 2015: 0.27).

The share subdivision of each issued and unissued ordinary share of HK\$0.1 each in the share capital of the Company into five (5) ordinary shares of HK\$0.02 each was effective on 19 September 2016.

During the year under review, the Group did not use any financial instruments for hedging purposes.

BORROWINGS AND BANK OVERDRAFTS

The Group had RMB1,820.2 million in borrowings or bank overdrafts as at 31 December 2016 (2015: RMB845.8 million).

流動資金、財務資源及資本架構

於截至二零一六年十二月三十一日止年度，本集團之資金來源主要來自營運、新借貸、發行公司債券及可換股債券產生之現金。於二零一六年十二月三十一日，本集團之銀行結餘及現金為人民幣1,233,300,000元（二零一五年十二月三十一日：人民幣615,000,000元），其中77.4%、11.1%及11.5%分別以人民幣、美元及港元計值。

於二零一六年十二月三十一日，本集團有計息借貸（主要包括公司債券、可換股債券、銀行借貸及其他借貸）達人民幣3,367,800,000元（二零一五年十二月三十一日：人民幣1,313,700,000元）。於二零一六年十二月三十一日，以本集團總借貸與總資產之比率列示之資產負債比率為0.38（二零一五年十二月三十一日：0.27）。

將本公司股本中每股面值為0.1港元之已發行及未發行之普通股拆細為五(5)股每股面值為0.02港元之普通股之股份拆細於二零一六年九月十九日生效。

於回顧年度內，本集團並無使用任何金融工具作對沖用途。

借貸及銀行透支

於二零一六年十二月三十一日，本集團有人民幣1,820,200,000元之借貸或銀行透支（二零一五年：人民幣845,800,000元）。

Management Discussion and Analysis

管理層討論與分析

INDEBTEDNESS AND CHARGE ON ASSETS

As at 31 December 2016, the Group had long term borrowings amounting to RMB804.9 million (2015: RMB150.0 million) and short term borrowings amounting to RMB1,015.3 million (2015: RMB695.8 million), of which RMB126.0 million was interest-bearing at floating rates, and secured by the investment property of the Group with a carrying amount of RMB574.0 million; RMB542.6 million was interest-bearing at fixed rate, and secured by share charges on certain wholly-owned subsidiaries; RMB237.3 million was interest-bearing at floating rate, and secured by bank deposits of RMB252.8 million; and RMB31.3 million was interest-bearing at fixed rate, and secured by trade receivable. The remaining borrowings amounting to RMB883.0 million were unsecured and interest-bearing at fixed rates.

As at 31 December 2016, the Group had long term unsecured corporate bonds in an aggregate principal amount of RMB154.4 million (2015: RMB60.0 million) and short term unsecured corporate bonds in an aggregate principal amount of Nil (2015: RMB173.7 million).

As at 31 December 2016, the Group had long term unsecured liability component of convertible bonds amounting to RMB1,393.2 million (2015: RMB234.1 million).

FUND RAISING ACTIVITIES

During the year ended 31 December 2016, 9888.cn Limited ("9888.cn"), an indirect wholly-owned subsidiary of the Company completed the issue of convertible bonds in the principal amount of RMB90,000,000 pursuant to a subscription agreement entered into between 9888.cn and Jiefang Media (UK) Co., Ltd. (解放傳媒(英國)有限公司) ("Jiefang Media"), a shareholder of the Company, and the Company as guarantor. At any time after the issue date and up to the maturity date, Jiefang Media shall have the right to convert the said convertible bonds into 6% equity interest in 9888.cn (as enlarged by the conversions). There was no conversion or redemption of the said convertible bonds during the year ended 31 December 2016.

負債及資產抵押

於二零一六年十二月三十一日，本集團之長期借貸為人民幣804,900,000元（二零一五年：人民幣150,000,000元）及短期借貸為人民幣1,015,300,000元（二零一五年：人民幣695,800,000元），其中人民幣126,000,000元按浮動利率計息，並以本集團賬面值為人民幣574,000,000元之投資物業作抵押；人民幣542,600,000元為按固定利率計息及以就若干全資附屬公司設立之股份押記作抵押；人民幣237,300,000元為按浮動利率計息及以銀行存款人民幣252,800,000元作抵押；及人民幣31,300,000元為按固定利率計息及以貿易應收款作抵押。餘下借貸人民幣883,000,000元為無抵押及按固定利率計息。

於二零一六年十二月三十一日，本集團之長期無抵押公司債券本金總額為人民幣154,400,000元（二零一五年：人民幣60,000,000元）及短期無抵押公司債券本金總額為零（二零一五年：人民幣173,700,000元）。

於二零一六年十二月三十一日，本集團之長期無抵押可換股債券之債務部份為人民幣1,393,200,000元（二零一五年：人民幣234,100,000元）。

集資活動

截至二零一六年十二月三十一日止年度，本公司之間接全資附屬公司金融工場有限公司（「金融工場」）完成根據由金融工場、本公司股東解放傳媒（英國）有限公司（「解放傳媒」）及本公司（作為擔保人）訂立之一份認購協議發行本金額為人民幣90,000,000元之可換股債券。於發行日期後及直至到期日止任何時間，解放傳媒有權將上述可換股債券轉換為金融工場經轉換擴大後之6%股權。截至二零一六年十二月三十一日止年度，概無轉換或贖回上述可換股債券。

Management Discussion and Analysis

管理層討論與分析

FUND RAISING ACTIVITIES (Continued)

During the year ended 31 December 2016, the Group completed the issue of 3-year convertible bonds in the principal amount of HK\$1,000,000,000 (equivalent to RMB862,068,000), which bear interest at a rate of 7% per annum payable semi-annually. The convertible bonds are denominated in HK\$ and entitle the holders to convert them into ordinary shares of the Company at any time between the issue date to the maturity date at an initial conversion price of HK\$0.6952 per share, subject to customary adjustments pursuant to the terms and conditions of the convertible bonds. Assuming that there is full conversion of the convertible bonds at the initial conversion price of HK\$0.6952 per share, the convertible bonds will be convertible into 1,438,434,965 shares (subject to adjustments as set out in the conditions for issue of the convertible bonds). The net proceeds from the issue of the convertible bonds, after deduction of related expenses, was HK\$983.3 million. As at the date of this report, the 3-year convertible bonds in the principal amount of HK\$50,000,000 (equivalent to RMB43,020,000) were converted and a total of 71,921,748 ordinary shares were allotted by the Company. During the year under review, there was no redemption of the said convertible bonds.

During the year ended 31 December 2016, the Group also completed the issue of 3-year convertible bonds in the principal amount of US\$45,000,000 (equivalent to HK\$349,200,000) (the “2019 A Convertible Bonds”) and HK\$100,000,000 (the “2019 B Convertible Bonds”), which bear floating rate interest and interest at a rate of 7% per annum respectively and payable semi-annually. During the year under review, the 2019 B Convertible Bonds in the principal amount of HK\$10,008,099 were converted and a total of 14,396,000 ordinary shares were allotted by the Company. Assuming that there is full conversion of the convertible bonds at the initial conversion price of HK\$0.6952 per share, the convertible bonds will be convertible into 646,144,990 shares (subject to adjustments as set out in the conditions for issue of the convertible bonds). The net proceeds from the issue of the convertible bonds, after deduction of related expenses, was HK\$446.7 million. During the year under review, there was no redemption of the 2019 A Convertible Bonds and the 2019 B Convertible Bonds.

The Company has fully utilized the net proceeds and applied them for general working capital and financing acquisitions and investments.

集資活動 (續)

截至二零一六年十二月三十一日止年度，本集團完成發行本金額為1,000,000,000港元（相當於約人民幣862,068,000元）之三年期可換股債券，其按年利率7%計息，須每半年付息一次。可換股債券乃以港元列值並賦予持有人權利可於發行日期至到期日期間隨時按每股0.6952港元之初始轉換價（可根據可換股債券之條款及條件作出慣常調整）將其轉換為本公司之普通股。假設可換股債券按初步轉換價每股0.6952港元悉數轉換，則可換股債券將轉換為1,438,434,965股股份（可進行發行可換股債券之條件所載之調整）。發行可換股債券之所得款項淨額（經扣除相關開支後）為983,300,000港元。於本報告日期，本金額為50,000,000港元（相當於人民幣43,020,000元）之三年期可換股債券已獲轉換及本公司已配發合共71,921,748股普通股。於回顧年度內，概無贖回上述可換股債券。

截至二零一六年十二月三十一日止年度，本集團亦完成發行本金額為45,000,000美元（相當於349,200,000港元）之三年期可換股債券（「二零一九年A可換股債券」）及本金額為100,000,000港元之三年期可換股債券（「二零一九年B可換股債券」），分別按浮動利率及按年利率7%計息，須每半年付息一次。於回顧年度內，本金額為10,008,099港元之二零一九年B可換股債券已獲轉換及本公司已配發合共14,396,000股普通股。假設可換股債券獲按初步轉換價每股0.6952港元悉數轉換，則可換股債券將轉換為646,144,990股股份（可進行發行可換股債券之條件所載之調整）。發行可換股債券之所得款項淨額（經扣除相關開支後）為446,700,000港元。於回顧年度內，概無贖回二零一九年A可換股債券及二零一九年B可換股債券。

本公司已悉數動用所得款項淨額及將其用作一般營運資金及為收購及投資提供資金。

Management Discussion and Analysis

管理層討論與分析

FUND RAISING ACTIVITIES (Continued)

A portion of the funds raised had been deployed for short-term lending in the traditional loans and financing business before investment opportunities such as acquisitions and new projects were subsequently identified. As at 31 December 2016, the Group's loan receivables amounted to RMB3,469.7 million, of which RMB934.7 million was subsequently repaid by borrowers to the Group up to 15 March 2017. As of 15 March 2017, the Group's outstanding loan receivables amounted to RMB2,535.0 million, of which past due loan receivables amounted to RMB430.2 million, which decreased by 45.1% year-on-year and represented a significant reduction from RMB784 million as at 31 December 2015.

During the year under review, the Group did not use any financial instruments for hedging purposes.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year ended 31 December 2016, the Group has completed the following significant transactions:

On 21 April 2016, the Group acquired a 51% equity interest in Qiyuan through structured contracts for a total consideration of RMB174.0 million, of which RMB55.0 million was satisfied in cash and the remaining RMB119.0 million was satisfied by the issuance of consideration shares by the Company. Qiyuan is engaged in the provision of mobile gaming services.

On 30 April 2016, the Group acquired a 35% equity interest in Shanghai Jifu through structured contracts for a total consideration of RMB560.0 million, of which RMB160 million was satisfied in cash and the remaining RMB400.0 million was satisfied by the issuance of 258,318,335 new ordinary shares of the Company (the "Shares") (equivalent to 1,291,591,675 new shares after share sub-division effective on 19 September 2016) at HK\$1.89 per share (equivalent to approximately RMB1.55 per share). Shanghai Jifu is a leading provider of mobile POS solutions in China.

集資活動 (續)

所籌集之部份資金已於其後物色到投資機會(如收購及新項目)前投放於傳統貸款及融資業務之短期借貸。於二零一六年十二月三十一日,本集團之應收貸款為人民幣3,469,700,000元,其中人民幣934,700,000元其後於二零一七年三月十五日前由借款人償還予本集團。於二零一七年三月十五日,本集團之尚未收回應收貸款為人民幣2,535,000,000元,其中已逾期應收貸款為人民幣430,200,000元,其較於二零一五年十二月三十一日之人民幣784,000,000元同比大幅減少45.1%。

於回顧年度內,本集團並無使用任何金融工具作對沖用途。

重大收購或出售附屬公司及聯屬公司

截至二零一六年十二月三十一日止年度,本集團已完成下列重大交易:

於二零一六年四月二十一日,本集團透過結構性合約以總代價人民幣174,000,000元收購起源之51%股權,其中人民幣55,000,000元以現金支付及餘下人民幣119,000,000元由本公司以發行代價股份之方式支付。起源從事提供手機遊戲服務。

於二零一六年四月三十日,本集團透過結構性合約以總代價人民幣560,000,000元收購上海即富之35%股權,其中人民幣160,000,000元以現金支付及餘下人民幣400,000,000元以按每股1.89港元(相等於每股約人民幣1.55元)發行258,318,335股本公司之新普通股(「股份」)支付(相等於股份拆細於二零一六年九月十九日生效後之1,291,591,675股新股份)。上海即富為中國之移動POS解決方案領軍企業。

Management Discussion and Analysis

管理層討論與分析

MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES (Continued)

On 24 November 2016 and 14 December 2016, the Group acquired a total of 48% equity interest in Leyu through structured contracts for a total consideration of RMB800.0 million, of which RMB320.0 million was satisfied in cash and the remaining RMB480.0 million was satisfied by the issuance of 714,147,470 new Shares at HK\$0.7681 per share (equivalent to approximately RMB0.6548 per share). Leyu and its subsidiaries and consolidated affiliated entities operate an online consumer leading platform under the “Weshare” brand.

Other than disclosed above, there were no material acquisitions or disposals of subsidiaries and affiliated companies during the year ended 31 December 2016.

Subsequent to the end of the reporting period, the Group has entered into the following important transactions:

On 30 November 2016, the Group entered into a share subscription agreement with Amigo Technologies and its existing shareholder. Pursuant to the said agreement, the Group has conditionally agreed to subscribe for, and Amigo Technologies has conditionally agreed to allot and issue shares of Amigo Technologies, representing approximately 51% of the enlarged issued share capital of Amigo Technologies to the Group at a cash consideration of VND286,588,125,000 (equivalent to approximately USD12,725,000). The transaction has been completed on 25 January 2017.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND EXPECTED SOURCES OF FUNDING

Save as disclosed under “Management Discussion and Analysis” in this report, there was no specific plan for material investments or capital assets as at 31 December 2016.

CONTINGENT LIABILITIES

As at 31 December 2016, the Group had no significant contingent liabilities (2015: Nil).

重大收購或出售附屬公司及聯屬公司 (續)

於二零一六年十一月二十四日及二零一六年十二月十四日，本集團透過結構性合約以總代價人民幣800,000,000元收購Leyu之合共48%股權，其中人民幣320,000,000元以現金支付及餘下人民幣480,000,000元以按每股0.7681港元（相等於每股約人民幣0.6548元）發行714,147,470股新股份支付。Leyu及其附屬公司及綜合聯屬實體為「掌眾」品牌下營運在線消費之領先平台。

除上文披露者外，於截至二零一六年十二月三十一日止年度內，本集團並無重大收購或出售附屬公司及聯屬公司。

於報告期末後，本集團已訂立下列重大交易：

於二零一六年十一月三十日，本集團與Amigo Technologies及其現有股東訂立一份股份認購協議。根據上述協議，本集團已有條件同意認購，而Amigo Technologies已有條件同意向本集團配發及發行Amigo Technologies之股份，相當於Amigo Technologies之經擴大已發行股本約51%，現金代價為286,588,125,000越南盾（相等於約12,725,000美元）。該交易已於二零一七年一月二十五日完成。

重大投資或資本資產及預計資金來源之未來計劃

於二零一六年十二月三十一日，除於本報告「管理層討論與分析」所披露者外，概無重大投資或資本資產之具體計劃。

或然負債

於二零一六年十二月三十一日，本集團並無重大或然負債（二零一五年：無）。

Management Discussion and Analysis

管理層討論與分析

CAPITAL COMMITMENTS

As at 31 December 2016, the Group had the following capital commitments:

資本承擔

於二零一六年十二月三十一日，本集團有以下資本承擔：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Capital expenditure contracted but not provided for in respect of:		
Acquisition of plant and equipment	9,242	4,011

FOREIGN EXCHANGE EXPOSURE

The Group operates mainly in Hong Kong and Mainland China. For the operations in Hong Kong, most of the transactions are denominated in HK\$ and US dollars. The exchange rate of US dollars against HK\$ is relatively stable and the related currency exchange risk is considered minimal. For the operations in Mainland China, most of the transactions are denominated in RMB. Given the level of depreciation of RMB against HK\$ during the year ended 31 December 2015, no financial instrument was used for hedging purposes.

The Group is mainly exposed to the fluctuation of HK\$ against RMB as certain of its bank balances are denominated in HK\$ which is not the functional currency of the relevant group entities. The Group has not made other arrangement to hedge against the exchange rate risk. However, the Directors and management will continue to monitor the foreign exchange exposure and will consider utilizing applicable derivatives to hedge out the exchange risk when necessary.

外匯風險

本集團主要於香港及中國內地營運。就香港之營運而言，大部分交易以港元及美元計值。美元兌港元之匯率相對穩定，相關貨幣匯兌風險被視為極低。就中國內地之營運而言，大部分交易以人民幣計值。由於截至二零一五年十二月三十一日止年度內人民幣兌港元貶值，故並無使用金融工具作對沖用途。

由於本集團若干銀行結餘以港元計值，而港元並非相關集團實體之功能貨幣，故本集團主要面對港元兌人民幣波動的風險。本集團並未作出其他安排以對沖匯率風險。然而，董事及管理層將持續監察外匯風險，並將在有需要時考慮採用適當衍生工具對沖外匯風險。

Management Discussion and Analysis

管理層討論與分析

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluations of the financial conditions of its customers. To manage liquidity risk, the Directors closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2016, the Group had a total of 837 staff and 15 contractors (2015: 267 staff and 10 contractors). Total staff costs (including Directors' emoluments) were approximately RMB220.8 million and total share options benefit to contractors were RMB48.6 million for the year ended 31 December 2016 (2015: RMB80.5 million and RMB26.8 million, respectively). Remuneration is determined by reference to the market conditions and the performance, qualifications and experience of individual employees. Year-end bonuses based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include contributions to a statutory mandatory provident fund scheme and social insurance together with housing provident funds for its employees in Hong Kong and the PRC, respectively.

The Group operates a share option scheme for the purpose of providing incentives and rewards to eligible directors, employees and contractors of the Group, who contribute to the success of the Group's operations.

庫務政策

本集團採納穩健庫務政策。本集團透過對客戶財務狀況進行持續信貸評估，竭力降低信貸風險。為管理流動資金風險，董事會密切監察本集團之流動資金狀況，以確保本集團資產、負債及承擔的流動資金結構可應付其資金需求。

僱員及薪酬政策

於二零一六年十二月三十一日，本集團僱員總數為837人及15名外判商（二零一五年：267名僱員及10名外判商）。截至二零一六年十二月三十一日止年度，員工總成本（包括董事酬金）約為人民幣220,800,000元及向外判商提供之購股權福利合共為人民幣48,600,000元（二零一五年：分別為人民幣80,500,000元及人民幣26,800,000元）。薪酬乃經參考市況及個別僱員表現、資歷及經驗而釐定。僱員按個別表現獲發年終花紅，作為對其貢獻的表彰及獎勵。其他福利包括分別為香港及中國僱員向法定強制性公積金計劃及社會保險連同住房公積金作出供款。

本集團設立購股權計劃，以向為本集團成功經營作出貢獻之本集團合資格董事、僱員及外判商提供獎勵及回報。

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情



Mr. Li Mingshan
李明山先生

Chairman and
Non-executive Director
主席及非執行董事



Mr. Phang Yew Kiat
彭耀傑先生

Vice-chairman,
Chief Executive Officer and
Executive Director
副主席、首席執行官及
執行董事



Mr. Chng Swee Ho
莊瑞豪先生

Executive Director
執行董事



Mr. Sheng Jia
盛佳先生

Executive Director
執行董事



Mr. Li Gang
李剛先生

Non-executive Director
非執行董事



Mr. Wong Sai Hung
黃世雄先生

Non-executive Director
非執行董事



Mr. Zhang Zhenxin
張振新先生

Non-executive Director
非執行董事



Ms. Zhou Youmeng
周友盟女士

Non-executive Director
非執行董事



Mr. Ge Ming
葛明先生

Independent Non-executive
Director
獨立非執行董事



Dr. Ou Minggang
歐明剛博士

Independent Non-executive
Director
獨立非執行董事



Mr. Wang Wei
王巍先生

Independent Non-executive
Director
獨立非執行董事



Dr. Yin Zhongli
尹中立博士

Independent Non-executive
Director
獨立非執行董事

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷詳情

DIRECTORS 董事

Chairman and Non-executive Director 主席及非執行董事



Mr. Li Mingshan
李明山先生

Mr. Li Mingshan (李明山先生), aged 64, was appointed as the Chairman and Non-executive Director of the Company on 7 July 2014. Mr. Li is a senior economist and has around 22 years of management experience in the securities industry. Mr. Li graduated from East China Normal University as a post-graduate with a major in global economics in May 1998 and obtained a Master's degree in Business Administration from Asia International Open University (Macau) in September 2000. Mr. Li was previously the vice general manager of Shanghai Shenyin Securities Company (上海申銀證券公司), the predecessor of Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券股份有限公司) from January 1993 to June 1996 and the vice general manager of Shenyin & Wanguo Securities Co., Ltd. from June 1996 to March 1998. Mr. Li was also the deputy general manager of the Shanghai Stock Exchange from March 1998 to May 2001. During the period from May 2001 to March 2014, Mr. Li was the corporate general manager and an executive director of Haitong Securities Co., Ltd.*/# (Stock Code: 6837/SSE Code: 600837) being in charge of the overall management of its operations. Mr. Li was a non-executive director and the chairman of Haitong International Securities Group Limited (previously known as Taifook Securities Group Limited) from January 2010 to April 2011 and was also the chairman of Haitong International Holdings Limited from August 2010 to March 2011. Mr. Li was a director of Fullgoal Fund Management Co., Ltd. from 2005 until August 2014. Mr. Li was a director of Sinovel Wind Group Co., Ltd.# (華銳風電科技(集團)股份有限公司) (SSE Code: 601558) from February 2015 to March 2016.

李明山先生，64歲，於二零一四年七月七日獲委任為本公司之主席兼非執行董事。李先生是高級經濟師，擁有約22年證券行業管理經驗。李先生於一九九八年五月畢業於華東師範大學，獲授世界經濟學碩士學位，並於二零零零年九月獲亞洲（澳門）國際公開大學授予商業管理學碩士學位。李先生於一九九三年一月至一九九六年六月期間在上海申銀證券公司（申銀萬國證券股份有限公司之前身）擔任副總經理，並於一九九六年六月至一九九八年三月擔任申銀萬國證券股份有限公司副總經理。李先生亦曾於一九九八年三月至二零零一年五月期間擔任上海證券交易所副總經理。李先生曾於二零零一年五月至二零一四年三月期間於海通證券股份有限公司*#（股份代號：6837／上海證券代碼：600837）擔任公司總經理兼執行董事，一直負責其整體經營管理工作。李先生於二零一零年一月至二零一一年四月期間擔任海通國際證券集團有限公司（前稱為大福證券集團有限公司）之非執行董事兼主席，亦於二零一零年八月至二零一一年三月擔任海通國際控股有限公司之主席。李先生自二零零五年起至二零一四年八月擔任富國基金管理有限公司之董事。李先生自二零一五年二月至二零一六年三月擔任華銳風電科技（集團）股份有限公司#（上海證券代碼：601558）之董事。

* a company listed on the Stock Exchange

* 於聯交所上市的公司

a company listed on Shanghai Stock Exchange

於上海證券交易所上市的公司

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

DIRECTORS (Continued) 董事 (續)

Vice-chairman, Chief Executive Officer and Executive Director 副主席、首席執行官及執行董事



Mr. Phang Yew Kiat
彭耀傑先生

Mr. Phang Yew Kiat (彭耀傑先生), aged 48, was appointed as the Deputy Chairman and an Executive Director of the Company on 23 December 2013 and a Co-Chairman of the Company on 17 March 2014. Mr. Phang has been the Vice-chairman and the Chief Executive Officer of the Company since 7 July 2014 and has been appointed as an Authorised Representative of the Company since 18 September 2014. Mr. Phang is an independent non-executive director of Chuan Holdings Limited* (Stock Code: 1420) since May 2016. Mr. Phang has been a co-chairman of Deer Creek Advisors Private Office for the Asia-Pacific Region since July 2012 and has obtained over 21 years of experience in the banking and finance industry and served in senior management positions at various financial institutions.

Mr. Phang was the principal director of the Standard Chartered Private Bank during January 2011 to June 2012. In June 2009, Mr. Phang was appointed as the general manager for SME businesses for Standard Chartered Bank Singapore and Malaysia. In 2005, Mr. Phang was a founding member (as the senior representative of Standard Chartered Bank) of China Bohai Bank in the PRC and acted as an executive director and deputy chief executive officer of China Bohai Bank from 2006 to 2009, with full responsibilities for the consumer banking business (including both personal and SME businesses). Mr. Phang obtained a Master's degree in Business Administration in International Business from the University of Bristol in June 1995, and a Bachelor's degree of Engineering in Microelectronic Systems Engineering from the faculty of Technology of the University of Manchester in July 1993. Over the past 10 years, Mr. Phang has also attended executive education training at leading global business schools, namely Harvard Business School, Stanford Business School, Columbia Business School and INSEAD.

彭耀傑先生，48歲，於二零一三年十二月二十三日獲委任為本公司之副主席兼執行董事，及於二零一四年三月十七日獲委任為本公司之聯席主席。彭先生自二零一四年七月七日起為本公司之副主席兼首席執行官及自二零一四年九月十八日起獲委任為本公司之授權代表。彭先生自二零一六年五月起為川控股有限公司（股份代號：1420）之獨立非執行董事。彭先生自二零一二年七月起為Deer Creek Advisors Private Office亞太區聯席主席，並於銀行及金融界獲得逾21年經驗，並曾於多間金融機構擔任高級管理層職務。

彭先生自二零一一年一月至二零一二年六月期間出任渣打私人銀行首席董事。於二零零九年六月，彭先生獲委任為渣打銀行之新加坡及馬來西亞中小企業業務總經理。於二零零五年，彭先生為中國之中國渤海銀行之創始成員（作為渣打銀行之高級代表），並自二零零六年至二零零九年期間出任中國渤海銀行之執行董事兼副行政總裁，全權負責個人銀行業務（包括個人及中小企業業務）。彭先生於一九九五年六月獲布里斯托爾大學頒授國際商業專業工商管理碩士學位及於一九九三年七月獲曼徹斯特大學技術學院頒授微電子系統工程專業工程學士學位。於過往十年，彭先生亦參加全球頂級商學院即哈佛大學商學院、斯坦福大學商學院、哥倫比亞大學商學院及歐洲工商管理學院之高管教育培訓。

* a company listed on the Stock Exchange
* 於聯交所上市的公司

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷詳情

DIRECTORS (Continued) 董事 (續)

Executive Director 執行董事



Mr. Chng Swee Ho
莊瑞豪先生

Mr. Chng Swee Ho (莊瑞豪先生), aged 48, was appointed as an Executive Director of the Company on 17 March 2014. He was also appointed as the Compliance Officer of the Company on 18 September 2014. Mr. Chng has obtained 25 years' experience in consulting, investment and banking and provided advisory services to clients from a wide range of financial sectors in North America, Europe and more than 10 countries in Asia.

Mr. Chng was an independent director of Beiqi Foton Motor Co., Ltd.[#] (SSE Code: 600166) from December 2014 to December 2016. He was the Greater China managing partner of A.T. Kearney from 2012 to March 2016. Mr. Chng was a partner of Bain & Company, Inc. during 2007 to 2011 and was a partner of The Boston Consulting Group, Greater China during 2003 to 2006. Mr. Chng obtained a Bachelor's degree in Accountancy from Nanyang Technological University of Singapore in May 1992.

莊瑞豪先生，48歲，於二零一四年三月十七日獲委任為本公司之執行董事。彼亦於二零一四年九月十八日獲委任為本公司之合規主任。莊先生於諮詢、投資及銀行業務方面獲得25年經驗，並為於北美、歐洲及亞洲逾十個國家之金融行業之多名客戶提供顧問服務。

莊先生自二零一四年十二月至二零一六年十二月為北汽福田汽車股份有限公司[#]（上海證券代碼：600166）之獨立董事。莊先生自二零一二年至二零一六年三月曾為A.T. Kearney之大中華區管理合夥人。莊先生曾於二零零七年至二零一一年期間為Bain & Company, Inc.之合夥人及於二零零三年至二零零六年期間則為The Boston Consulting Group大中華區之合夥人。莊先生於一九九二年五月獲新加坡南洋理工大學頒發會計學士學位。

[#] a company listed on Shanghai Stock Exchange
[#] 於上海證券交易所上市的公司

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

DIRECTORS (Continued) 董事 (續)

Executive Director 執行董事



Mr. Sheng Jia
盛佳先生

Mr. Sheng Jia (盛佳先生), aged 36, was appointed as an Executive Director of the Company on 23 December 2013. Mr. Sheng has been the chief executive officer of NCF Group Limited since July 2013. Mr. Sheng has extensive experience in design, research and development of web search and related products, and has over 7 years' experience in leading global search infrastructure teams in renowned multinational software companies. Mr. Sheng was appointed as the product manager of Google Inc. in 2010 and was responsible for the global product search and product infrastructure business. Mr. Sheng was one of the founders of Yunrang (Beijing) Information Technology Limited[^], which was established in 2010.

Mr. Sheng obtained a Master's degree in Computer Science from the University of Toronto in 2005, and a Bachelor's degree of Computer Science and Technology from Tsinghua University in 2002.

盛佳先生，36歲，於二零一三年十二月二十三日獲委任為本公司之執行董事。盛先生自二零一三年七月起為網信集團有限公司之首席執行官。盛先生於網絡搜索及相關產品之設計及研發方面擁有豐富經驗，並於國際知名軟件公司之全球領先搜索基礎架構團隊方面擁有逾7年經驗。盛先生曾於二零一零年獲委任為Google Inc.之產品經理，負責全球產品搜索及產品基礎架構業務。盛先生為於二零一零年成立之雲壤（北京）信息技術有限公司之創辦人之一。

盛先生於二零零五年獲多倫多大學頒授計算機科學系碩士學位及於二零零二年獲清華大學頒授計算機科學與技術系學士學位。

[^] the English translation of Chinese names or words is for information purpose only and should not be regarded as the official English translation of such Chinese names or words

[^] 該等中文名稱或詞彙之英文翻譯僅供參考，並不應被視為有關中文名稱或詞彙之正式英文翻譯

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情



Mr. Li Gang
李剛先生

DIRECTORS (Continued) 董事 (續)

Non-executive Director 非執行董事

Mr. Li Gang (李剛先生), aged 59, was appointed as a Non-executive Director of the Company on 17 November 2014.

Mr. Li was a chairman of Jilin Yongda Group Co., Ltd. (吉林永大集團股份有限公司) * (SZSE Code: 002622.SZ) from June 2015 to August 2016. He was a non-executive director and a member of the remuneration committee of the board of directors of PCCW Limited* (Stock Code: 0008) from November 2011 to August 2014. Mr. Li was a vice president of China United Network Communications Corporation Limited from February 2009 to June 2014.

Mr. Li was a vice president of China Unicom (Hong Kong) Limited* ("Unicom HK") (Stock Code: 762) from April 2006 to February 2009 and was a senior vice president of Unicom HK from February 2009 to June 2014. From April 2006 to October 2008, he was an executive director of Unicom HK. From August 1999 to December 2005, he was the vice-chairman, general manager and chairman of Guangdong Mobile Communication Co., Limited and the chairman and general manager of Beijing Mobile Communication Co., Limited. From May 2000 to December 2005, he was an executive director of China Mobile (Hong Kong) Limited. Mr. Li joined 中國聯合網絡通信集團有限公司 (China United Network Communications Group Company Limited) in December 2005 and served as its vice president.

Mr. Li holds a Master's degree in Business Administration from Jinan University, PRC. He has worked in the telecommunications industry for a long period of time and has deep management experience.

李剛先生，59歲，於二零一四年十一月十七日獲委任為本公司之非執行董事。

李先生於二零一五年六月至二零一六年八月擔任吉林永大集團股份有限公司* (深證代號：002622.SZ)之董事長。彼於二零一一年十一月至二零一四年八月期間任電訊盈科有限公司* (股份代號：0008)之非執行董事及董事會薪酬委員會成員。李先生於二零零九年二月至二零一四年六月期間擔任中國聯合網絡通信有限公司之副總裁。

李先生於二零零六年四月起至二零零九年二月期間曾擔任中國聯合網絡通信(香港)股份有限公司* (「中國聯通香港」) (股份代號：762)副總裁，並於二零零九年二月至二零一四年六月期間曾為中國聯通香港高級副總裁。於二零零六年四月起至二零零八年十月期間，彼亦為中國聯通香港執行董事。於一九九九年八月至二零零五年十二月期間，彼曾先後擔任廣東移動通信有限責任公司副董事長、總經理及董事長，以及北京移動通信有限責任公司董事長及總經理。於二零零零年五月至二零零五年十二月期間，彼為中國移動(香港)有限公司執行董事。李先生於二零零五年十二月加入中國聯合網絡通信集團有限公司擔任副總裁。

李先生持有中華人民共和國暨南大學工商管理碩士學位。彼長期在電信行業工作，具有豐富的管理經驗。

* a company listed on the Stock Exchange

* 於聯交所上市的公司

* a company listed on Shenzhen Stock Exchange

* 於深圳證券交易所上市的公司

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

DIRECTORS (Continued) 董事 (續)

Non-executive Director 非執行董事



Mr. Wong Sai Hung
黃世雄先生

Mr. Wong Sai Hung (黃世雄先生), aged 61, was appointed as a Non-executive Director of the Company on 17 March 2014. Mr. Wong was an executive director of LW Asset Management Advisors Limited which is an investment management company registered under the Securities and Future Commission of Hong Kong, from April 2013 to April 2014. Mr. Wong has been a director of One Asset Management Limited, a company incorporated in Thailand, since 1992. Mr. Wong has also been the chairman and a non-executive director of China Regenerative Medicine International Limited (formerly known as China Bio-Med Regeneration Technology Limited)* (Stock Code: 8158) since July 2009 and June 2008 respectively, and was re-designated from a non-executive director to an executive director in January 2016 and was re-designated from chairman to vice-chairman in October 2016. Mr. Wong has been an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd* (Stock Code: 2318) since June 2013 and was an independent non-executive director of Hong Kong Exchanges and Clearing Limited* (Stock Code: 0388) from 2003 until his retirement in October 2016. Mr. Wong has also been an independent non-executive director of JPMorgan Chinese Investment Trust plc, which is listed on the London Stock Exchange since 1 August 2014. Mr. Wong was a non-executive director of ARN Investment SICAV, a company listed on the Luxembourg Stock Exchange, from June 2010 to January 2014. Mr. Wong was the chief executive officer of ICBC (Asia) Investment Management Company Limited from 2008 to 2011. Mr. Wong was also the chief executive officer of BOCI-Prudential Asset Management Limited, a joint venture between Bank of China International and Prudential of the United Kingdom, during 2001 to 2005, and was the regional managing director of Prudential Portfolio Managers Asia during 1999 and 2000 when the joint venture started. In addition, he held senior positions at LGT Asset Management from 1977 to 1998. Mr. Wong graduated from The Hong Kong Polytechnic University with a Higher Diploma in Business Studies in October 1977.

黃世雄先生，61歲，於二零一四年三月十七日獲委任為本公司之非執行董事。黃先生於二零一三年四月起至二零一四年四月期間為利達財富管理顧問有限公司（根據香港證券及期貨事務監察委員會登記作投資管理公司）之執行董事，且自一九九二年以來擔任於泰國註冊成立之One Asset Management Limited之董事。黃先生亦自二零零九年七月及二零零八年六月起於中國再生醫學國際有限公司（前稱為中國生物醫學再生科技有限公司）*（股份代號：8158）分別擔任主席及非執行董事，並於二零一六年一月由非執行董事調任為執行董事並於二零一六年十月由主席調任為副主席。黃先生自二零一三年六月起為中國平安保險（集團）股份有限公司*（股份代號：2318）之獨立非執行董事，自二零零三年起為香港交易及結算所有限公司*（股份代號：0388）之獨立非執行董事，直至彼於二零一六年十月退任。黃先生亦自二零一四年八月一日以來擔任JPMorgan Chinese Investment Trust plc（於倫敦證券交易所上市）之獨立非執行董事。黃先生於二零一零年六月至二零一四年一月為ARN Investment SICAV（為於盧森堡證券交易所上市之公司）之非執行董事。於二零零八年至二零一一年期間，黃先生為工銀亞洲投資管理有限公司之行政總裁。於二零零一年至二零零五年期間，黃先生亦為中銀國際英國保誠資產管理有限公司（為中銀國際及英國保誠成立之合營企業）之行政總裁，而於一九九九年及二零零零年出任英國保誠資產管理亞洲之區域董事總經理（當時合營企業剛剛成立）。此外，於一九七七年至一九九八年期間，彼於LGT Asset Management曾多次擔任高級職位。黃先生於一九七七年十月畢業於香港理工大學，持有商管系高級文憑。

* a company listed on the Stock Exchange

* 於聯交所上市的公司

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷詳情



Mr. Zhang Zhenxin
張振新先生

DIRECTORS (Continued) 董事 (續)

Non-executive Director 非執行董事

Mr. Zhang Zhenxin (張振新先生), aged 45, was appointed as a Non-executive Director of the Company on 12 July 2015. He is currently one of the substantial shareholders of the Company.

Mr. Zhang is the chairman of UCF Holdings Limited (先鋒控股集團有限公司) (formerly known as “China UCF Group Co. Limited 中國先鋒金融集團有限公司”). He was a director of Shenzhen Keybridge Communications Co., Ltd. (深圳鍵橋通訊技術股份有限公司)⁺ (SZSE Code: 002316) from June 2015 to September 2016. He was the general manager of the business and securities department of Dalian Shenyin & Wanguo Securities Co., Ltd.. He was also the chairman of Lianhe Chuangye Guarantee Group Co., Ltd.[^] (聯合創業擔保集團有限公司). Mr. Zhang graduated from the Dongbei University of Finance and Economics in the PRC with a Master’s degree in economics.

張振新先生，45歲，於二零一五年七月十二日獲委任為本公司之非執行董事。彼現為本公司之主要股東之一。

張先生現為先鋒控股集團有限公司（前稱「中國先鋒金融集團有限公司」）之董事長。彼於二零一五年六月至二零一六年九月曾擔任深圳鍵橋通訊技術股份有限公司⁺（深證代號：002316）之董事。彼曾出任申銀萬國證券股份有限公司大連之營業部總經理。彼亦曾出任聯合創業擔保集團有限公司之董事長。張先生畢業於中國東北財經大學，並取得經濟學碩士學位。

⁺ a company listed on Shenzhen Stock Exchange

⁺ 於深圳證券交易所上市的公司

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Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

DIRECTORS (Continued) 董事 (續)

Non-executive Director 非執行董事



Ms. Zhou Youmeng
周友盟女士

Ms. Zhou Youmeng (周友盟女士), aged 53, was appointed as a Non-executive Director of the Company on 11 December 2015. She obtained a Master's degree of Business Administration (International) from The University of Hong Kong in 2004 and a Doctorate of Business Administration from Grenoble École de Management in France in 2013. Ms. Zhou was a general manager of the Guangdong network branch of China United Network Communications Group Co., Ltd. (中國聯合網絡通信集團有限公司)[#] (SSE Code: 600050) from July 2011 to May 2012 and was a general manager of China United Network Communications Group Co., Ltd in the Marketing Department from May 2012 to December 2013. She has been a director, vice-chairman and president of Shenzhen Aisidi Co., Ltd. (深圳市愛施德股份有限公司)⁺ (SZSE Code: 002416) since January 2014.

Ms. Zhou is a recipient of the National May 1 Labour Medal in 1991 and was awarded a subsidy by the State Council of the PRC in 1993 in recognition of her contribution to the engineering technology. She was certified as a Senior Communications Engineer in 2006.

周友盟女士，53歲，於二零一五年十二月十一日獲委任為本公司之非執行董事。彼於二零零四年獲香港大學工商管理(國際)碩士學位，並於二零一三年獲法國格勒諾布爾管理學院工商管理博士學位。周女士自二零一一年七月至二零一二年五月擔任中國聯合網絡通信集團有限公司[#](上海證券代碼：600050)廣東網絡分公司總經理，並於二零一二年五月至二零一三年十二月擔任中國聯合網絡通信集團有限公司市場營銷部總經理。彼自二零一四年一月起擔任深圳市愛施德股份有限公司⁺(深證代號：002416)董事、副董事長及總裁。

周女士為一九九一年全國五一勞動獎章獲獎人士並於一九九三年獲得中國國務院津貼，以表彰其對工程技術的貢獻。彼於二零零六年獲授予高級通信工程師資格。

[#] a company listed on Shanghai Stock Exchange
於上海證券交易所上市的公司

⁺ a company listed on Shenzhen Stock Exchange
於深圳證券交易所上市的公司

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷詳情

DIRECTORS (Continued) 董事 (續)

Independent Non-executive Director 獨立非執行董事



Mr. Ge Ming
葛明先生

Mr. Ge Ming (葛明先生), aged 65, was appointed as an Independent Non-executive Director of the Company, the Chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee on 18 September 2014. Mr. Ge is a Certified Public Accountant and a senior fellow of the Chinese Institute of Certified Public Accountants. Mr. Ge is also a senior accountant as certified by the Ministry of Finance of the PRC and an overseas member of the Society of Chinese Accountants & Auditors. Mr. Ge graduated with a Master's degree in Accountancy from the Research Institute for Fiscal Science, Ministry of Finance of the PRC, after his study during the period from 1979 to 1982.

Mr. Ge has over 31 years of experience in the field of auditing and advisory services and has assisted in the listing of various PRC companies on the Stock Exchange. Mr. Ge has been an independent non-executive director of Ping An Insurance (Group) Company of China Ltd* (Stock code: 2318) since June 2015. Mr. Ge was a partner of Ernst & Young Hua Ming LLP and retired from his position in August 2014. Mr. Ge also served as an independent non-executive director of Shunfeng Photovoltaic International Limited* (Stock Code: 1165) from January 2011 to February 2013.

葛明先生，65歲，於二零一四年九月十八日獲委任為本公司之獨立非執行董事、審核委員會主席、薪酬委員會及提名委員會各自之成員。葛先生為註冊會計師及中國註冊會計師協會高級會計師。葛先生亦獲中國財政部授予高級會計師資格及為香港華人會計師公會之海外會員。葛先生於一九七九年至一九八二年期間於中國財政部財政科學研究所修讀會計學碩士課程並於一九八二年畢業。

葛先生擁有逾31年之審計及顧問服務行業經驗並協助多間中國公司於聯交所上市。葛先生自二零一五年六月起為中國平安保險(集團)股份有限公司*(股份代號: 2318)之獨立非執行董事。葛先生曾為安永華明會計師事務所合夥人及自二零一四年八月起退任。葛先生亦曾於二零一一年一月至二零一三年二月擔任順風光電國際有限公司*(股份代號: 1165)之獨立非執行董事。

* a company listed on the Stock Exchange
於聯交所上市的公司

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

DIRECTORS (Continued) 董事 (續)

Independent Non-executive Director 獨立非執行董事



Dr. Ou Minggang
歐明剛博士

Dr. Ou Minggang (歐明剛博士), aged 49, was appointed as an Independent Non-executive Director of the Company and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 8 October 2015. He was also appointed as the Chairman of the Nomination Committee on 11 October 2015. Dr. Ou is currently a director of International Finance Department and International Finance Research Institute of China Foreign Affairs University and has been teaching in China Foreign Affairs University since 2002. Dr. Ou was awarded a Bachelor's degree in Economics from Zhongnan University of Finance and Economics in 1989 and a Master's degree in Economics from Hunan Institute of Finance and Economics (now known as Hunan University) in 1999. Dr. Ou obtained his Doctorate in Economics from the Chinese Academy of Social Sciences in 2002. Dr. Ou was a visiting scholar of Brunel University London in 2011.

歐明剛博士，49歲，於二零一五年十月八日獲委任為本公司之獨立非執行董事，以及審核委員會、薪酬委員會及提名委員會各自之成員。彼亦於二零一五年十月十一日獲委任為提名委員會之主席。歐博士現任外交學院國際金融系及國際金融研究中心主任，歐博士自二零零二年起於外交學院任教。歐博士於一九八九年獲中南財經大學經濟學學士學位，並於一九九九年獲湖南財經學院（現稱為：湖南大學）經濟學碩士學位。歐博士於二零零二年獲中國社會科學院經濟學博士學位。歐博士於二零一一年在倫敦布魯內爾大學作訪問學者。

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情



Mr. Wang Wei
王巍先生

DIRECTORS (Continued) 董事 (續)

Independent Non-executive Director 獨立非執行董事

Mr. Wang Wei (王巍先生), aged 58, was appointed as an Independent Non-executive Director of the Company, the Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee on 7 July 2014. Mr. Wang is the founding chairman of the China Mergers & Acquisitions Association (CMAA), the Chinese Museum of Finance (Group) and the China M&A Group. Mr. Wang has been an independent director of Shanghai SMI Holding Co., Ltd.# (SSE Code: 600649) since May 2011, Hua Yuan Property Co., Ltd.# (SSE Code: 600743) since November 2014 and Lifan Industry (Group) Co., Ltd.# (SSE Code: 601777) since December 2010. Mr. Wang is also an independent director of Neusoft Group Co., Ltd.# (SSE Code: 600718).

Mr. Wang has organised and supervised IPO underwritings for over 40 Chinese companies in both domestic and overseas markets. He is a financial consultant on restructuring, financing, M&A and IPO for many leading companies in China. Mr. Wang had worked in many leading organisations and corporations such as the World Bank. Mr. Wang also serves as the economic advisor for several ministerial and provincial governments in the PRC.

Mr. Wang obtained a Master's degree in Economics in the PRC and a Doctorate of Philosophy in Economics from Fordham University in the United States. An author of many books, journals, articles and a well-known lecturer, he has given seminars and lectures in many universities.

Mr. Wang's excellence has been recognised by the public and he has received a number of awards, including the 2012 M&A Lifetime Achievement Award from M&A Advisor LLC in New York.

王巍先生，58歲，於二零一四年七月七日獲委任為本公司之獨立非執行董事、薪酬委員會主席、審核委員會之成員及提名委員會之成員。王先生乃中國併購公會(CMAA)創始會長、中國金融博物館(集團)理事長及萬盟併購集團(China M&A Group)董事長。王先生自二零一一年五月、二零一四年十一月、二零一零年十二月以來分別為上海城投控股股份有限公司#(上海證券代碼:600649)、華遠地產股份有限公司#(上海證券代碼:600743)及力帆實業(集團)股份有限公司#(上海證券代碼:601777)之獨立董事。王先生現時亦為東軟集團股份有限公司#(上海證券代碼:600718)之獨立董事。

王先生已組織及監管40家以上中國公司於國內及海外市場之首次公開發售包銷。彼就中國領導性公司之重組、融資、併購及首次公開發售擔任財務顧問。王先生曾於多間領導性組織及企業(例如:世界銀行)任職。王先生亦擔任中國多個部級及省級政府之經濟顧問。

王先生於中國獲頒經濟學碩士學位及於美國福坦莫大學獲頒經濟學博士學位。作為眾多書籍、期刊、文章之作者及著名講師，彼已於多間大學舉行研討會及講座。

王先生之優秀才能已獲公眾認同且彼已榮獲多項獎項，包括於紐約榮獲M&A Advisor LLC評選之二零一二年併購終身成就獎。

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Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

DIRECTORS (Continued) 董事 (續)

Independent Non-executive Director 獨立非執行董事



Dr. Yin Zhongli
尹中立博士

Dr. Yin Zhongli (尹中立博士), aged 49, was appointed as an Independent Non-executive Director of the Company and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 11 October 2015. Dr. Yin is currently a deputy director of the Institute of Finance and Banking of Institute of Finance and Banking of Chinese Academy of Social Sciences. Dr. Yin obtained a Doctorate in Agricultural Economics and Management from the Graduate House of Chinese Academy of Social Sciences in 2003.

Dr. Yin was an independent director of Guangbo Group Stock Co., Ltd.[^] (廣博集團股份有限公司)⁺ (SZSE Code: 002103.SZ) from November 2011 to February 2017 and Beijing Jingxi Culture and Tourism Co., Ltd.[^] (北京京西文化旅游股份有限公司)⁺ (SZSE Code: 000802.SZ) from March 2015 to September 2016.

尹中立博士，49歲，於二零一五年十月十一日獲委任為本公司之獨立非執行董事，以及審核委員會、薪酬委員會及提名委員會各自之成員。尹博士現任中國社會科學院金融研究所之金融市場研究室副主任。尹博士於二零零三年於中國社會科學院研究生院獲得農業經濟與管理學博士學位。

尹博士於二零一一年十一月至二零一七年二月曾擔任廣博集團股份有限公司⁺ (深證代號：002103.SZ)之獨立董事，並於二零一五年三月至二零一六年九月曾擔任北京京西文化旅游股份有限公司[^] (深證代號：000802.SZ)之獨立董事。

⁺ a company listed on Shenzhen Stock Exchange

⁺ 於深圳證券交易所上市的公司

[^] the English translation of Chinese names or words is for information purpose only and should not be regarded as the official English translation of such Chinese names or words

[^] 該等中文名稱或詞彙之英文翻譯僅供參考，並不應被視為有關中文名稱或詞彙之正式英文翻譯

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷詳情

SENIOR MANAGEMENT 高級管理層

Mr. Tam Kwok Ho, Ronald (譚國豪先生), aged 35, was appointed as the Chief Financial Officer of the Company on 1 May 2016. Mr. Tam joined the Company in April 2015 as Vice President of Corporate Finance and is responsible for the Group's overall capital markets, M&A and investor relations activities. Mr. Tam has over 14 years of experience in advising companies on capital raising, mergers and acquisitions, private equity investments and corporate finance. Prior to joining the Company, Mr. Tam was an executive director at Daiwa Capital Markets Hong Kong Limited, where he was the head of General Industrials Investment Banking for Greater China, and was previously a director at Crosby Capital Partners, with a focus on private equity and special situations investments in the metals and mining sector. Mr. Tam commenced his investment banking career at Goldman Sachs in Hong Kong where he spent six years in its Equity Capital Markets and Corporate Finance groups, and advised corporate clients and financial sponsors on equity, equity-linked, and M&A transactions across industries in Asia. Mr. Tam graduated magna cum laude with a Bachelor of Arts degree in Economics and Computer Science from Yale University in 2002.

譚國豪先生，35歲，於二零一六年五月一日獲委任為本公司首席財務官。譚先生於二零一五年四月加入本公司擔任企業融資部副總裁並負責本集團之整體資本市場、併購及投資者關係業務。譚先生於就集資、併購、私募股權投資及企業融資向公司提供意見方面擁有逾14年經驗。於加入本公司之前，譚先生曾擔任大和資本市場香港有限公司之執行董事，彼為該公司面向大中華區之一般工業投資銀行業務之主管，此前他曾擔任Crosby Capital Partners之董事，專注於金屬及採礦行業私募股權及特殊情況投資。譚先生於香港高盛開展其投資銀行業務事業，彼於該公司之股本市場及企業融資組合領域工作了六年，並就股本、股本相連及亞洲跨行業併購交易向企業客戶及財務資助人提供意見。譚先生於二零零二年以優等成績畢業於耶魯大學，持有經濟與計算機科學文學士學位。

Ms. Xie Sha (謝莎女士), aged 33, joined the Company in May 2014 as the Vice President of Corporate Development Department. Ms. Xie previously worked in the investment banking division at BNP Paribas and later worked as an investment manager at a private equity fund. Ms. Xie obtained her Master's degree in Finance from The University of Hong Kong.

謝莎女士，33歲，於二零一四年五月加入本公司為企業發展部副總裁。謝女士先前曾於法國巴黎銀行投資銀行部門工作，及於一家私募基金擔任投資經理。謝女士取得香港大學金融碩士學位。

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

SENIOR MANAGEMENT (Continued) 高級管理層 (續)

Mr. Cui Haichen (崔海晨先生), aged 41, graduated from Beijing University of Post and Telecommunications with a Master's Degree in Software Engineering. Mr. Cui is currently the Chief Executive Officer of Financial Workshop. Mr. Cui joined China UCF Group in March 2013 and held positions as Chief Technology Officer of Financial Workshop and also Deputy Development Director of Net Credit Finance Group. During 2012 and 2013, Mr. Cui was internet technical director of CreditEase Company, responsible for the system design, development, and operation and maintenance of its internet-based online trading platform (such as Yirendai (宜人貸), Yinongdai (宜農貸) and Yichedai (宜車貸)). During 2007 to 2012, Mr. Cui was the research and development director of AMBOW Education Group (NYSE: AMBO), responsible for the design, development, and operation and maintenance of its system and products (including online E-learning system, school management system and course learning system) based on internet, mobile internet and local area network. Mr. Cui has rich experience in information technology, team management and project management.

崔海晨先生，41歲，畢業於北京郵電大學軟件工程碩士。崔先生是現任金融工場首席執行官。崔先生於二零一三年三月加入中國先鋒金融集團，歷任金融工場首席技術官、網信金融集團開發副總監等職。崔先生於二零一二年及二零一三年曾任宜信公司互聯網技術總監，負責宜信公司基於互聯網的在線交易平台（宜人貸、宜農貸、宜車貸等）的系統設計、開發與運維；崔先生於二零零七年至二零一二年曾任安博教育集團（NYSE: AMBO）研發總監，負責基於互聯網、移動互聯網、局域網的系統和產品（在線E-learning系統、學校管理系統、課程學習系統等）的設計、開發與運維。崔先生擁有豐富的資訊科技從業及團隊管理、項目管理經驗。

Mr. Liu Gang (劉剛先生), aged 42, joined UCF Pay Limited (先鋒支付有限公司), a subsidiary of the Company, as the Chief Executive Officer in December 2013. Mr. Liu has over 16 years' extensive working and management experience in the areas of payment, consultancy and telecommunications. He was the senior vice president of Shanghai Hanyin Information Technology Co., Ltd. (上海瀚銀信息技術有限公司) from 2009 to 2012, fully responsible for the payment business department of the company. He was also the head of Tenpay Mobile Payment Centre of Tencent (騰訊財付通移動支付中心), responsible for the research and development, operation and business development of mobile payment and O2O payment products, and for key projects such as WeChat payment, WeChat red pocket, QQ Wallet and Tenpay App. Mr. Liu studied at the Beijing Information Technology Institute from August 1993 to July 1997 and obtained a Bachelor's degree with a major in Information Management and Information Systems.

劉剛先生，42歲，於二零一三年十二月加入本公司之附屬公司先鋒支付有限公司擔任首席執行官。劉先生於支付、諮詢及通訊領域擁有逾16年之豐富工作及管理經驗。彼自二零零九年起至二零一二年期間擔任上海瀚銀信息技術有限公司之高級副總裁，全面負責該公司支付業務部。彼亦曾為騰訊財付通移動支付中心之總監，負責手機支付及O2O支付產品之研發、運營以及業務發展，及主要項目，如微信支付、微信紅包、QQ錢包及財付通應用。劉先生自一九九三年八月至一九九七年七月期間於北京信息科技學院學習並獲頒信息管理及信息系統學士學位。

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷詳情

SENIOR MANAGEMENT (Continued) 高級管理層 (續)

Ms. Shen Jian (沈劍女士), aged 41, was appointed as the Senior Vice President of the Company on 2 July 2014. Ms. Shen is also the chairman of Shenzhen Yifangyidai Information Technology Service Company Limited (深圳壹房壹貸信息技術服務有限公司) (“First House Loan”), a subsidiary of the Company. She is responsible for the internet housing loan financing business. Ms. Shen possesses abundant experience in successfully implementing internet business platforms, media development and customer resources management. Prior to joining First House Loan, she was the general manager of the marketing division of CCTV Music Channel. Before that, she was the deputy general manager of sales for China of sina.com (新浪網技術中國有限公司). She had worked for sina.com for eight years, where she led the team to achieve brilliant sales performance exceeding that of other sales districts and generated a significant revenue contribution to the company’s results. Ms. Shen obtained an EMBA degree from the Cheung Kong Graduate School of Business and a Master’s degree in Economics from the China Center for Economic Research at Peking University.

沈劍女士，41歲，於二零一四年七月二日獲委任為本公司高級副總裁。沈女士亦為本公司附屬公司深圳壹房壹貸信息技術服務有限公司（「第一房貸」）之董事長，及彼負責互聯網房貸金融業務。沈女士於成功實施互聯網平台、媒體拓展以及客戶資源管理方面擁有豐富經驗。於加入第一房貸之前，彼擔任中央電視台音樂頻道營銷部總經理，此前曾出任新浪網技術中國有限公司銷售副總經理。於新浪網服務八年期間，沈女士帶領其團隊完成卓越的銷售業績，領先於其他銷售區，為該公司貢獻重大收入。沈女士獲得長江商學院EMBA學位及北京大學中國經濟研究中心經濟學碩士學位。

Ms. Wei Wei (魏薇女士), aged 41, graduated from Renmin University of China. Ms. Wei is the chairlady of Beijing Fenghuang Credit Management Co., Ltd. (北京鳳凰信用管理有限公司), a wholly-owned subsidiary of the Company since January 2015. Ms. Wei worked as the chief executive officer of Beijing Dazhong Lianhe Investment Management Co., Ltd. (北京大眾聯合投資管理有限公司) from January 2012 to December 2014, and was the general manager of the operation management centre of United Venture Group Limited (聯合創業集團有限公司) from March 2010 to December 2011. Ms. Wei worked as the deputy general manager of Beijing Lianhe Kaiyuan Investment Guarantee Co., Ltd. (北京聯合開元投資擔保有限公司) from January 2009 to February 2010, and joined China UCF Group in 2006. She was the finance director of United Venture Guarantee Group, Beijing Branch from March 2006 to December 2008. With over 10 years of experience in administrative positions of traditional finance industry, Ms. Wei has rich and practical experience in peer-to-peer (P2P) industry and possesses comprehensive and unique industry insight and vision. She is a leader in microfinance business and an active practitioner of inclusive financial system.

魏薇女士，41歲，畢業於中國人民大學。魏女士由二零一五年一月至今，擔任本公司全資附屬公司北京鳳凰信用管理有限公司之董事長。魏女士於二零一二年一月至二零一四年十二月曾任北京大眾聯合投資管理有限公司之首席執行官，並於二零一零年三月至二零一一年十二月曾任聯合創業集團有限公司營運管理中心總經理。魏女士於二零零九年一月至二零一零年二月曾任北京聯合開元投資擔保有限公司副總經理，並於二零零六年加入中國先鋒金融集團，於二零零六年三月至二零零八年十二月曾任聯合創業擔保集團北京分公司之財務經理。經歷超過10年傳統金融行業管理崗位的歷練，魏女士擁有豐富的個人對個人(P2P)行業實戰經驗和全面而獨到的行業視角及理念，是小微金融的領軍人物，普惠金融體系的積極踐行者。

Corporate Governance Report

企業管治報告

The Board hereby presents this Corporate Governance Report for the Year.

董事會謹此呈列本年度之本企業管治報告。

CORPORATE GOVERNANCE PRACTICES

The Company acknowledges the important roles of its Board in providing effective leadership and direction to the business of the Group, and ensuring transparency and accountability of the Company's operations. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Company has applied the principles and code provisions as set out in the "Corporate Governance Code and Corporate Governance Report" contained in Appendix 15 to the GEM Listing Rules.

In the opinion of the Board, the Company has complied with the code provisions set out in the CG Code save as disclosed in this report. Key corporate governance principles and practices of the Company are summarized below.

A. THE BOARD

A.1 RESPONSIBILITIES AND DELEGATION

The overall management and control of the Company's business are vested in the Board. The Board is responsible for establishing policies, strategies and plans, providing leadership in creating value and overseeing the Company's financial performance on behalf of the Shareholders. All Directors carry out their duties in good faith and in compliance with applicable laws and regulations, taking decisions objectively and acting in the interests of the Company and the Shareholders at all times.

企業管治常規

本公司深明董事會對於就本集團之業務提供有效領導及指引，以及確保本公司經營之透明度及問責性之重要性。董事會制定適當政策，並推行適用於本集團業務進程及增長之企業管治常規。

本公司已應用創業板上市規則之附錄十五所載「企業管治守則及企業管治報告」載列之原則及守則條文。

董事會認為，除本報告所披露者外，本公司已遵守企業管治守則所載之守則條文。本公司之主要企業管治原則及常規概述如下。

A. 董事會

A.1 責任及職權委託

本公司業務的整體管理及監控由董事會負責。董事會負責制定政策、策略及計劃，代表股東領導本公司創造價值並監察本公司之財務表現。全體董事均忠誠履行職責，遵守適用法例及規例，作出客觀決定，並且時刻按符合本公司及股東之利益行事。

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.1 RESPONSIBILITIES AND DELEGATION

(Continued)

The Board reserves for its decisions all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those involving conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the senior management, with a view to ensuring that the Board procedures and all applicable laws and regulations are followed. Each Director is able to seek independent professional advice in appropriate circumstances at the Company's expenses, upon making a reasonable request to the Board.

The Board has delegated a schedule of responsibilities to the Chief Executive Officer and senior management of the Company. These responsibilities include implementing decisions of the Board and directing and co-ordinating day-to-day operation and management of the Company.

The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions being entered into by the foregoing officers and senior management.

A. 董事會 (續)

A.1 責任及職權委託 (續)

董事會保留其在本公司所有重大事宜之決策權，包括批准及監察所有政策事務、整體策略及預算、內部監控及風險管理系統、重大交易（尤其是牽涉利益衝突之交易）、財務資料、董事的委任及其他重大財務及營運事宜。

全體董事可全面及適時取得所有相關資料以及獲得高級管理人員之意見及服務，務求確保董事會程序及所有適用法例及規例得到遵守。各董事可於適當情況下，向董事會提出合理要求而尋求獨立專業意見，費用由本公司承擔。

董事會已向本公司首席執行官及高級管理人員委派責任列表。該等責任包括執行董事會的決定及領導及協調本公司的日常營運和管理。

董事會定期審核所委派的職能及責任。上述主管人員及高級管理人員訂立任何重大交易前，須先獲董事會批准。

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.2 BOARD COMPOSITION

The Board comprised the following Directors during the Year and up to the date of this report:-

Executive Directors

Mr. Phang Yew Kiat (*Vice-Chairman and Chief Executive Officer*)
Mr. Chng Swee Ho
Mr. Sheng Jia

Non-executive Directors

Mr. Li Mingshan (*Chairman*)
Mr. Li Gang
Mr. Wong Sai Hung
Mr. Zhang Zhenxin
Ms. Zhou Youmeng

Independent Non-executive Directors

Mr. Ge Ming
Dr. Ou Minggang
Mr. Wang Wei
Dr. Yin Zhongli

A list of all Directors (by category) is set out under the section headed "Corporate Information" in this annual report and is also disclosed in all corporate communications issued by the Company pursuant to the GEM Listing Rules from time to time. The INEDs are expressly identified in all corporate communications of the Company. There is no relationship between the Chairman and the Chief Executive Officer. There was no financial, business, family or other material relationship among the Directors. The biographical details of the Directors are set out under the section headed "Biographical Details of Directors and Senior Management" in this annual report.

A. 董事會 (續)

A.2 董事會的組成

於本年度及直至本報告日期，董事會由下列董事組成：

執行董事

彭耀傑先生 (*副主席兼首席執行官*)
莊瑞豪先生
盛佳先生

非執行董事

李明山先生 (*主席*)
李剛先生
黃世雄先生
張振新先生
周友盟女士

獨立非執行董事

葛明先生
歐明剛博士
王巍先生
尹中立博士

全體董事名單 (按職務類別分類) 載於本年報「公司資料」一節，亦在本公司根據創業板上市規則不時刊發之所有公司通訊中披露。獨立非執行董事在本公司所有公司通訊中有明確識別。主席與首席執行官之間概無關係。董事之間概無財務、業務、家庭或其他重大關係。董事之履歷資料詳情載於本年報「董事及高級管理層之履歷詳情」一節。

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.2 BOARD COMPOSITION (Continued)

During the Year, the Board has at all times met the requirements of the GEM Listing Rules relating to the appointment of at least three INEDs with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise as required under the GEM Listing Rules.

The Board has maintained the necessary balance of skills and experience appropriate for the business requirements and objectives of the Group and for the exercise of independent judgement. Each ED supervises areas of the Group's business in accordance with his expertise. The INEDs bring different business and financial expertise, experiences and independent judgement to the Board and they are invited to serve on the Board committees of the Company. Through participation in Board meetings, taking the lead in managing issues involving potential conflicts of interests and/or serving on the Board committees, the INEDs have made contributions to the effective operation of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the Shareholders.

The Company has received a written annual confirmation from each INED of his independence pursuant to the requirements of the GEM Listing Rules. The Company considers all INEDs to be independent in accordance with the independence guidelines set out in the GEM Listing Rules.

A. 董事會 (續)

A.2 董事會的組成 (續)

於本年度，董事會符合創業板上市規則委任最少三名獨立非執行董事之規定，其中最少一名須具備創業板上市規則所規定合適之專業資格、會計及相關財務管理專業知識。

董事會一直在本集團業務需要及目標與行使獨立判斷所適用的技巧與經驗之間維持必要之平衡。各執行董事根據其專業知識監督本集團業務之特定範疇。獨立非執行董事為董事會提供不同之業務及財務專業知識、經驗及獨立判斷，而彼等會獲邀為本公司董事會轄下各委員會提供服務。透過參與董事會會議、在管理涉及潛在利益衝突事宜上擔當領導工作及為董事會轄下各委員會提供服務，全體獨立非執行董事均對本公司之有效營運貢獻良多，並給予充份之制衡作用，以保障本集團及股東之利益。

本公司已根據創業板上市規則的規定收到每名獨立非執行董事有關其獨立性之年度書面確認書。本公司認為所有獨立非執行董事均具獨立身份，符合創業板上市規則所列之獨立性指引。

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.3 CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles and duties of the Chairman and the Chief Executive Officer are carried out by different individuals.

The Chairman is Mr. Li Mingshan, who provides leadership for the Board and ensures its effectiveness in all aspects. With the support of the senior management, the Chairman is also responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at the Board meetings.

The Chief Executive Officer is Mr. Phang Yew Kiat, who is in charge of the Company's day-to-day management and operations and focuses on implementing the objectives, policies and strategies approved and delegated by the Board.

A.4 APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the EDs is engaged on a service agreement with the Company for a term of three years. The Company has also issued a letter of appointment for a term of three years to each of the NEDs.

In accordance with the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years. All of the retiring Directors, being eligible, will offer themselves for re-election at the 2017 AGM. The Board may from time to time and at any time appoint any person to be a Director, either to fill a casual vacancy of the Board, or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his/her appointment, and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

A. 董事會 (續)

A.3 主席及首席執行官

主席及首席執行官之職位及職務由不同人士擔任。

主席為李明山先生，彼領導董事會並確保其在所有方面均有效力。在高級管理人員的支持下，主席亦負責確保董事及時收取足夠、完整而可靠之資料及董事會會議上所提出事項之適當簡報。

首席執行官為彭耀傑先生，彼負責本公司的日常管理及經營，並集中於實施董事會批准及委派之目標、政策及策略。

A.4 委任及重選董事

各執行董事均與本公司訂有為期三年的服務協議。本公司亦向各非執行董事發出任期為三年的委任函。

根據章程細則，現時三分之一的董事須輪值退任，惟每名董事須至少每三年於股東週年大會上輪值退任一次。所有退任董事將可符合資格並願意於二零一七年股東週年大會上重選連任。董事會可不時及隨時委任任何人士為董事，以填補董事會之臨時空缺或作為現有董事會之新增成員。董事會委任以填補臨時空缺之任何董事將任職直至彼獲委任後之首次股東大會為止，並將於該大會上重選連任，而獲董事會委任作為現有董事會之新增成員之任何董事將僅任職至下屆股東週年大會，屆時將符合資格膺選連任。

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.4 APPOINTMENT AND RE-ELECTION OF DIRECTORS (Continued)

Pursuant to the aforesaid provisions of the Articles of Association, four Directors, being Mr. Li Mingshan, Mr. Chng Swee Ho, Mr. Sheng Jia and Mr. Li Gang, shall retire at the forthcoming 2017 AGM and, being eligible, will offer themselves for re-election thereat. A circular which contains detailed information of the retiring Directors pursuant to the GEM Listing Rules will be sent to the Shareholders.

The procedures and process of appointment, re-election and removal of the Directors are laid down in the Articles of Association. The Company has established a Nomination Committee which is responsible for reviewing the Board composition, monitoring the appointment and succession planning of the Directors and assessing the independence of the INEDs. The criteria for selection of the Directors are mainly based on the professional qualification, experience and time commitment to the Company of the candidates. Details of the Nomination Committee and its work performed are set out in the section headed "Board Committees" below.

A.5 INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT FOR DIRECTORS

All Directors received induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is sufficiently aware of his/her responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements.

The existing Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities.

A. 董事會 (續)

A.4 委任及重選董事 (續)

根據上述章程細則條文，四名董事（即李明山先生、莊瑞豪先生、盛佳先生及李剛先生）須於二零一七年應屆股東週年大會上退任，並符合資格於大會上膺選連任。一份根據創業板上市規則載有所有將退任董事之詳盡資料之通函將寄發予股東。

委任、重選及罷免董事之手續及程序已列入章程細則。本公司已成立提名委員會，提名委員會負責檢討董事會的組成、監控董事委任及繼任方案及評估獨立非執行董事之獨立性。董事選擇標準主要根據候選人之專業資格、經驗及對本公司付出之時間而定。提名委員會及其所進行工作之詳情載於下文「董事會轄下的委員會」一節。

A.5 董事入職培訓及持續專業發展

所有董事均於首次獲委任時獲得就任通知，以確保彼等適當明白本集團之業務及營運，並且完全了解創業板上市規則所規定的責任及義務及有關的監管規定。

現任董事不斷掌握最新的法律及監管規定，以及了解最新的業務及市場變化，以便履行彼等的職責。

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.5 INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT FOR DIRECTORS (Continued)

According to the records maintained by the Company, the Directors have participated in continuous professional development by attending seminars and/or reading materials during the Year.

A. 董事會 (續)

A.5 董事入職培訓及持續專業發展 (續)

根據本公司所保存之記錄，董事於本年度通過出席研討會及／或閱覽資料而參與持續專業發展。

		Reading Materials 閱覽資料	Attended Seminars 出席研討會
EDs			
Mr. Phang Yew Kiat	執行董事 彭耀傑先生	✓	✓
Mr. Chng Swee Ho	莊瑞豪先生	✓	-
Mr. Sheng Jia	盛佳先生	✓	✓
NEDs			
Mr. Li Mingshan	非執行董事 李明山先生	✓	✓
Mr. Li Gang	李剛先生	✓	✓
Mr. Wong Sai Hung	黃世雄先生	✓	✓
Mr. Zhang Zhenxin	張振新先生	✓	-
Ms. Zhou Youmeng	周友盟女士	✓	✓
INEDs			
Mr. Ge Ming	獨立非執行董事 葛明先生	✓	-
Dr. Ou Minggang	歐明剛博士	✓	-
Mr. Wang Wei	王巍先生	✓	✓
Dr. Yin Zhongli	尹中立博士	✓	✓

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.6 BOARD MEETINGS

A.6.1 Board Practices and Conduct of Meetings

Schedules for regular Board meetings are normally agreed with the Directors in advance in order to ensure their attendance. In addition, notice of at least 14 days is given for a regular Board meeting. For other Board meetings, reasonable notice is generally given.

Draft agenda of each of the Board meetings is usually sent to all Directors together with the notice in order to give them an opportunity to include any other matters in the agenda for discussion at the meeting.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each regular Board meeting to provide them with materials relating to the transactions to be discussed in the meeting in order to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

The Chairman, the Chief Executive Officer and other relevant senior management normally attend the regular Board meetings and, where necessary, other Board and Board committee meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Group.

The Compliance Department of the Company is responsible to keep the minutes of all Board and Board committee meetings. Draft minutes are normally circulated to the Directors for comments within a reasonable time after each meeting and the final version is open for the Directors' inspection.

According to current Board practice, any material contract, transaction or arrangement which involves a conflict of interest for a substantial shareholder (as defined in the GEM Listing Rules) of the Company, a Director or the Chief Executive Officer, will be considered and dealt with by the Board at a duly convened Board meeting. The Articles of Association contain provisions requiring the Directors to abstain from voting and not to be counted in the quorum at meetings for approving contracts, transactions or arrangements in which such Directors or any of their associates (as defined in the GEM Listing Rules) have a material interest.

A. 董事會 (續)

A.6 董事會會議

A.6.1 董事會會議之常規及進程

為確保董事出席會議，常規董事會會議的時間表一般會事先與董事協定。此外，常規董事會會議最少有十四天的通知期。至於其他董事會會議，一般亦會發出合理通知。

各董事會會議的草擬議程一般會連同有關通告發送予所有董事，讓彼等有機會將任何其他事宜納入議程以於會議中討論。

每次舉行常規董事會會議，均於最少三天前向所有董事發送董事會文件連同所有適當、完整及可靠資料，向彼等提供關於將於會議上討論的事務的材料，以使董事可作出知情決定。董事會及每名董事於有需要時，亦有自行接觸高級管理層之獨立途徑。

主席、首席執行官及其他相關高級管理人員一般會出席常規董事會會議，並於有需要時出席其他董事會及董事委員會會議，就本集團的業務發展、財務及會計事宜、規例的遵守、企業管治及其他主要方面提供意見。

本公司之合規部門負責所有董事會及董事委員會會議的會議紀錄。每次會議後一般會於合理時間內向董事發送會議紀錄初稿以供董事評註，而最後定稿可供各董事查閱。

根據現行董事會常規，涉及本公司主要股東（定義見創業板上市規則）、董事或首席執行官利益衝突之任何重大合約、交易或安排，將在正式召開的董事會會議上由董事會審議及處理。章程細則載有條文，規定如董事或彼等任何聯繫人（定義見創業板上市規則）在有關交易中涉及重大利益，則有關董事在批准有關合約、交易或安排的會議上須放棄投票，亦不得計入會議之法定人數。

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.6 BOARD MEETINGS (Continued)

A.6.2 Directors' Attendance Records

The Board meets regularly for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

During the Year, the Board held four Board meetings which were the regular ones held at approximately quarterly intervals on 21 March 2016, 9 May 2016, 8 August 2016 and 7 November 2016, respectively. The attendance of each Director is as follows:

A. 董事會 (續)

A.6 董事會會議 (續)

A.6.2 董事之出席記錄

董事會定期舉行會議，以檢討及批准財務及經營表現，及審議及批准本公司之整體策略及政策。當有重大事件或重要事項需要討論及議決，董事會會額外舉行會議。

於本年度內，董事會分別於二零一六年三月二十一日、二零一六年五月九日、二零一六年八月八日及二零一六年十一月七日舉行四次董事會會議，大約每季度舉行一次常規會議，各董事之出席記錄如下：

		Number of regular Board meetings attended/ Eligible to attend 出席常規董事會會議 ／合資格出席 董事會會議次數	AGM attended/ Eligible to attend 出席股東週年大會 ／合資格出席 股東週年大會次數	EGMs attended/ Eligible to attend 出席股東特別大會 ／合資格出席 股東特別大會次數
EDs	執行董事			
Mr. Phang Yew Kiat	彭耀傑先生	4/4	1/1	3/3
Mr. Chng Swee Ho	莊瑞豪先生	4/4	0/1	3/3
Mr. Sheng Jia	盛佳先生	4/4	1/1	3/3
NEDs	非執行董事			
Mr. Li Mingshan	李明山先生	4/4	0/1	0/3
Mr. Li Gang	李剛先生	4/4	1/1	1/3
Mr. Wong Sai Hung	黃世雄先生	4/4	1/1	2/3
Mr. Zhang Zhenxin	張振新先生	3/4	0/1	0/3
Ms. Zhou Youmeng	周友盟女士	4/4	1/1	3/3
INEDs	獨立非執行董事			
Mr. Ge Ming	葛明先生	4/4	1/1	3/3
Dr. Ou Minggang	歐明剛博士	4/4	1/1	3/3
Mr. Wang Wei	王巍先生	4/4	1/1	2/3
Dr. Yin Zhongli	尹中立博士	4/4	1/1	3/3

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.6 BOARD MEETINGS (Continued)

A.6.2 Directors' Attendance Records (Continued)

There were six additional Board meetings held and attended by certain EDs, NEDs and INEDs during the normal course of business throughout the Year. Apart from the said meetings, matters requiring the Board's approval were arranged by means of circulation of written resolutions of all Board members.

All businesses transacted at the Board meetings and by written resolutions were well-documented. Minutes of the Board meetings and written resolutions of the Directors are kept by the Company and are available to all Directors.

During the Year, the AGM was held on 9 May 2016. Three EGMs were held on 26 January 2016, 22 April 2016 and 15 September 2016, respectively. The attendance of each Director is set out on page 62 of this annual report.

Pursuant to code provision A.6.7 of the CG Code, the independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Due to other engagements, an INED and certain NEDs were unable to attend some of the EGMs and certain NEDs were unable to attend the AGM. To mitigate the above, future general meetings would be scheduled earlier to avoid timetable clashes.

Code provision E.1.2 of the CG Code requires the Chairman to attend the AGM. Due to other business commitments which must be attended by Mr. Li Mingshan, he was not able to attend the 2016 AGM. Mr. Phang Yew Kiat, the Vice-Chairman and Chief Executive Officer, acted as the chairman of the 2016 AGM to ensure an effective communication with the Shareholders. Mr. Li had a follow-up with Mr. Phang in respect of the opinions expressed or concerns raised, if any, by the Shareholders at the 2016 AGM.

A. 董事會 (續)

A.6 董事會會議 (續)

A.6.2 董事之出席記錄 (續)

於整個本年度內，若干執行董事、非執行董事及獨立非執行董事於日常業務中舉行及出席了額外六次董事會會議。除上述會議外，需要董事會批准之事宜均透過書面決議案方式於董事會全體成員間傳閱處理。

於董事會會議及以書面決議案處理的所有事項均妥為記錄。董事會會議記錄及董事會書面決議案由本公司保存，並可供全體董事查閱。

於本年度內，股東週年大會於二零一六年五月九日舉行，三次股東特別大會分別於二零一六年一月二十六日、二零一六年四月二十二日及二零一六年九月十五日舉行。各董事之出席記錄載於本年報第62頁。

根據企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會，以對股東之意見有公正之了解。由於其他事務，一名獨立非執行董事及若干名非執行董事無法出席若干次股東特別大會及若干名非執行董事無法出席股東週年大會。為減少出現上述情況，日後股東大會將提前計劃以避免時間衝突。

企業管治守則之守則條文第E.1.2條規定，主席須出席股東週年大會。由於李明山先生必須參加其他商業事務，彼未能出席二零一六年股東週年大會。副主席兼首席執行官彭耀傑先生擔任二零一六年股東週年大會主席，以確保與股東進行有效溝通。李先生已向彭先生了解跟進於二零一六年股東週年大會上股東曾提出或表達的意見（如有）。

Corporate Governance Report

企業管治報告

A. THE BOARD (Continued)

A.7 REQUIRED STANDARD OF DEALINGS

The Company has adopted its securities dealing code (the “Own Code”) regarding dealings in the Company’s securities by the Directors, senior management and certain employees of the Group (who are likely to be in possession of unpublished inside information in relation to the Company or its securities) on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “Required Standard of Dealings”). A specific enquiry has been made by the Company with each of the Directors and all of them have confirmed that they had complied with the required standards set out in the Required Standard of Dealings and the Own Code throughout the Year.

No incident of non-compliance of the Required Standard of Dealings and the Own Code by the Directors, senior management and relevant employees was noted by the Company.

When the Company is aware of any restricted period for dealings in the Company’s securities, the Company will notify the Directors, senior management and relevant employees in advance.

A. 董事會 (續)

A.7 交易必守準則

本公司已就本集團董事、高級管理層及若干僱員（彼等極有可能掌握有關本公司或其證券的未公佈內幕消息）買賣本公司證券自行採納一套證券買賣行為守則（「自訂守則」），其條款並不比創業板上市規則第5.48條至第5.67條所載董事進行證券買賣的規定準則（「交易必守準則」）寬鬆。本公司已向本公司全體董事作出具體查詢，而彼等各自已確認於整個本年度內一直遵守交易必守準則及自訂守則所載規定準則。

本公司並無發現董事、高級管理層及有關僱員有任何不遵守交易必守準則及自訂守則之事件。

倘若本公司知悉任何有關買賣本公司證券的限制期，本公司將會事先通知其董事、高級管理層及相關僱員。

Corporate Governance Report

企業管治報告

B. BOARD COMMITTEES

The Board has established four Board committees, namely, the Executive Committee, the Audit Committee, the Nomination Committee and the Remuneration Committee, for overseeing particular aspects of the Company's affairs. The Audit Committee, the Nomination Committee, and the Remuneration Committee have been established with defined written terms of reference, which are published on the respective websites of the Company and the Stock Exchange, and are available to the Shareholders upon request. All the Board committees should report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of the Board committees are in line with, so far as practicable, those of the Board meetings set out in sub-section A.6.1 above.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

B.1 EXECUTIVE COMMITTEE

The Executive Committee comprises all the EDs with Mr. Phang Yew Kiat acting as the chairman of such Committee. The Executive Committee operates as a general management committee under the direct authority of the Board to increase the efficiency for the business decision. It monitors the execution of the Company's strategic plans and operations of all business units of the Group and discusses and makes decisions on matters relating to the management and day-to-day operations of the Company.

B. 董事會轄下的委員會

董事會已成立四個董事會轄下的委員會，分別為執行委員會、審核委員會、提名委員會及薪酬委員會，藉以監督本公司事務之特定方面。審核委員會、提名委員會及薪酬委員會成立均訂有界定的書面職權範圍，此等資料已刊發於本公司及聯交所之有關網站，及於股東要求時可供查閱。董事會轄下各委員會應向董事會匯報彼等所作決定或建議。

董事會轄下各委員會舉行會議的常規、程序及安排，在實際可行情況下均與上文第A.6.1分節所載有關董事會會議的常規、程序及安排貫徹一致。

董事會轄下各委員會均獲得充足資源以履行彼等的職責，並可應合理要求而於適當情況下徵詢獨立專業意見，費用由本公司承擔。

B.1 執行委員會

執行委員會由全體執行董事組成，並由彭耀傑先生擔任該委員會的主席。執行委員會為直屬於董事會之一般管理委員會，以提高業務決策效率。執行委員會監察本公司策略性計劃之執行及本集團全部業務單位之營運，並就有關本公司管理及日常運作之事宜作出討論及決策。

Corporate Governance Report

企業管治報告

B. BOARD COMMITTEES (Continued)

B.2 AUDIT COMMITTEE

The Audit Committee comprises a total of four members, namely Mr. Ge Ming (chairman), Dr. Ou Minggang, Mr. Wang Wei and Dr. Yin Zhongli. All of them are INEDs. The chairman of the Audit Committee also possesses the appropriate accounting and financial management expertise as required under Rule 5.28 of the GEM Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The principal duties of the Audit Committee are to (i) review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or external auditor before submission to the Board; (ii) review the Company's relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendation to the Board on the appointment, reappointment and removal of the external auditor; and (iii) review the adequacy and effectiveness of the Company's financial reporting, internal control and risk management systems and associated procedures.

B. 董事會轄下的委員會 (續)

B.2 審核委員會

審核委員會共包括四名成員，即葛明先生（主席）、歐明剛博士、王巍先生及尹中立博士。彼等均為獨立非執行董事。審核委員會主席亦具備創業板上市規則第5.28條所規定之合適會計及財務管理專業知識。概無審核委員會成員為本公司現任外聘核數師的前合夥人。

審核委員會的主要職能為(i)審閱財務報表及報告，並於本公司負責會計及財務報告職能的職員、合規主任或外聘核數師向董事會提呈任何重大或非尋常項目前對其作出考慮；(ii)參考核數師執行的工作檢討本公司與外聘核數師的關係、彼等之核數費及其委聘條款，並就委任、續聘及罷免外聘核數師向董事會提出建議；及(iii)檢討本公司的財務報告、內部監控及風險管理系統及相關制度的充分性和有效性及相關程序。

Corporate Governance Report

企業管治報告

B. BOARD COMMITTEES (Continued)

B.2 AUDIT COMMITTEE (Continued)

During the Year, the Audit Committee met four times. Two of the meetings were attended by the external auditor and the Audit Committee members under a private session without EDs. During the Year, the Audit Committee performed the following major tasks:

- Review and discussion of the relevant draft quarterly, interim and annual financial statements, results announcements and reports, the related accounting principles and practices adopted by the Group and the relevant audit findings;
- Review and discussion of the financial reporting, internal control and risk management systems of the Group;
- Discussion and recommendation of the re-appointment of the external auditor; and
- Review of the Company's continuing connected transactions for the Year pursuant to the GEM Listing Rules.

During the Year, the attendance of each member of the Audit Committee is as follows:

Mr. Ge Ming (<i>Chairman</i>)	葛明先生 (主席)
Dr. Ou Minggang	歐明剛博士
Mr. Wang Wei	王巍先生
Dr. Yin Zhongli	尹中立博士

There is no disagreement between the Board and the Audit Committee regarding the re-appointment of external auditor.

The terms of reference of the Audit Committee setting out its role and responsibilities are available on the respective websites of the Stock Exchange and the Company.

B. 董事會轄下的委員會 (續)

B.2 審核委員會 (續)

於本年度內，審核委員會曾舉行四次會議。其中兩次會議由外聘核數師及審核委員會成員出席且並無執行董事出席的情況下在私下進行。於本年度內，審核委員會執行以下主要任務：

- 審閱及討論有關草擬季度、中期及年度財務報表、業績公告及報告、本集團採納的相關會計原則及慣例及相關核數發現；
- 審閱及討論本集團的財務報告、內部監控及風險管理制度；
- 討論及建議續聘外聘核數師；及
- 根據創業板上市規則審閱本公司於本年度之持續關連交易。

於本年度內，審核委員會各成員之出席記錄如下：

**Number of
meetings attended/
Eligible to attend**
出席會議/
合資格出席
會議次數

4/4
4/4
4/4
4/4

董事會與審核委員會在續聘外聘核數師之事宜上並無意見分歧。

載列審核委員會職能及職責之職權範圍於聯交所及本公司之有關網站可供查閱。

Corporate Governance Report

企業管治報告

B. BOARD COMMITTEES (Continued)

B.3 NOMINATION COMMITTEE

Pursuant to the CG Code, the Company has established the Nomination Committee which comprises a total of four members, namely Dr. Ou Minggang (chairman), Mr. Ge Ming, Mr. Wang Wei and Dr. Yin Zhongli, all of whom being INEDs.

The principal duties of the Nomination Committee are to (i) review the Board composition; (ii) identify qualified individuals to become members of the Board; (iii) monitor the appointment and succession planning of the Directors; and (iv) assess the independence of the INEDs.

During the Year, the Nomination Committee met once and performed the following major tasks:

- Review and discussion of the existing structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group;
- Assessment of the independence of the existing INEDs; and
- Recommendation on the re-appointment of the retiring Directors at the 2016 AGM pursuant to the Articles of Association.

During the Year, the attendance of each member of the Nomination Committee is as follows:

		Number of meeting attended/ Eligible to attend 出席會議/ 合資格出席 會議次數
Dr. Ou Minggang (<i>Chairman</i>)	歐明剛博士 (主席)	1/1
Mr. Ge Ming	葛明先生	1/1
Mr. Wang Wei	王巍先生	1/1
Dr. Yin Zhongli	尹中立博士	1/1

The terms of reference of the Nomination Committee setting out its role and responsibilities are available on the respective websites of the Stock Exchange and the Company.

B. 董事會轄下的委員會 (續)

B.3 提名委員會

本公司已根據企業管治守則成立共由四名成員，即歐明剛博士（主席）、葛明先生、王巍先生及尹中立博士組成之提名委員會，彼等均為獨立非執行董事。

提名委員會的主要職責包括(i)檢討董事會的組成；(ii)物色可成為董事會成員的合資格人選；(iii)監控董事委任及繼任方案；及(iv)評估獨立非執行董事的獨立性。

於本年度內，提名委員會曾舉行一次會議，乃執行以下主要任務：

- 檢討及討論董事會的現存架構、人數及組成，以確保其擁有適用於本集團業務需求的專業知識、技能及經驗的平衡；
- 評估現任獨立非執行董事的獨立性；及
- 根據章程細則於二零一六年股東週年大會上就續聘退任董事提出建議。

於本年度內，提名委員會各成員之出席記錄如下：

載列提名委員會職能及職責之職權範圍於聯交所及本公司之有關網站可供查閱。

Corporate Governance Report

企業管治報告

B. BOARD COMMITTEES (Continued)

B.4 REMUNERATION COMMITTEE

The Remuneration Committee comprises a total of four members, namely Mr. Wang Wei (chairman), Mr. Ge Ming, Dr. Ou Minggang and Dr. Yin Zhongli. All of them are INEDs.

The principal duties of the Remuneration Committee are to (i) make recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management and the establishment of a formal and transparent procedure for developing a policy on such remuneration; (ii) make recommendations on the remuneration packages of the EDs and senior management; and (iii) review and approve performance-based remuneration by reference to the corporate goals and objectives resolved by the Board from time to time.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management by band for the Year is set out below: (6)

In the band of 組別介乎		Number of Individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	0
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	2
HK\$3,000,001 to HK\$4,000,000	3,000,001港元至4,000,000港元	1
HK\$4,000,001 to HK\$5,000,000	4,000,001港元至5,000,000港元	1
HK\$5,000,001 to HK\$6,000,000	5,000,001港元至6,000,000港元	1

Details of the remuneration of each Director for the Year are set out in note 14 to the consolidated financial statements contained in this annual report.

During the Year, the Remuneration Committee met twice and performed the following major tasks:

- Review and making of recommendation on the payment of a year-end bonus and a special bonus to the Directors and senior management of the Group; and
- Review and making of recommendation on the current remuneration package of the Directors and senior management of the Group.

B. 董事會轄下的委員會 (續)

B.4 薪酬委員會

薪酬委員會共包括四名成員，即王巍先生（主席）、葛明先生、歐明剛博士及尹中立博士。彼等均為獨立非執行董事。

薪酬委員會的主要職責包括(i)就本公司董事及高級管理層成員之薪酬待遇政策及架構提出建議及就設立正式而具透明度的程序以制定有關薪酬政策向董事會提出建議；(ii)就執行董事及高級管理人員的薪酬組合提出建議；及(iii)參考董事會不時議決的公司目的及目標檢討及批准以表現為本的薪酬。

根據企業管治守則守則條文第B.1.5條，於本年度按薪酬組別劃分之高級管理人員薪酬載列如下：

各董事於本年度之薪酬詳情載於本年報所載綜合財務報表附註14。

於本年度內，薪酬委員會曾舉行兩次會議及執行以下主要任務：

- 就向本集團董事及高級管理層支付年終花紅及特別花紅作出檢討及提出建議；及
- 就本集團董事及高級管理層的現行薪酬組合作出檢討及提出建議。

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B. BOARD COMMITTEES (Continued)

B.4 REMUNERATION COMMITTEE (Continued)

During the Year, the attendance of each member of the Remuneration Committee is as follows:

		Number of meetings attended/ Eligible to attend 出席會議/ 合資格出席 會議次數
Mr. Wang Wei (<i>Chairman</i>)	王巍先生 (主席)	2/2
Mr. Ge Ming	葛明先生	2/2
Dr. Ou Minggang	歐明剛博士	2/2
Dr. Yin Zhongli	尹中立博士	2/2

The terms of reference of the Remuneration Committee setting out its role and responsibilities are available on the respective websites of the Stock Exchange and the Company.

C. BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy on 13 March 2014, which sets out the approach to achieve diversity on the Board. The Company considers that diversity of Board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

B. 董事會轄下的委員會 (續)

B.4 薪酬委員會 (續)

於本年度內，薪酬委員會各成員之出席記錄如下：

		Number of meetings attended/ Eligible to attend 出席會議/ 合資格出席 會議次數
Mr. Wang Wei (<i>Chairman</i>)	王巍先生 (主席)	2/2
Mr. Ge Ming	葛明先生	2/2
Dr. Ou Minggang	歐明剛博士	2/2
Dr. Yin Zhongli	尹中立博士	2/2

載列薪酬委員會職能及職責之職權範圍於聯交所及本公司各自之網站可供查閱。

C. 董事會成員多元化政策

董事會已於二零一四年三月十三日採納董事會成員多元化政策，其中載有實現董事會成員多元化之方法。本公司認為可透過多方面考慮實現董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任將用人唯才，並在考慮候選人時以客觀標準充分顧及董事會成員多元化之裨益。

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

The Directors have acknowledged their responsibilities for preparing the consolidated financial statements of the Group for the Year.

The Board is responsible for presenting a balanced, clear and understandable assessment of quarterly, interim and annual reports, price-sensitive announcements and other disclosures required under the GEM Listing Rules and other regulatory requirements. The management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

E. RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for maintaining adequate risk management and internal control systems to safeguard the interests of the Shareholders and the Group's assets and, with the support of the Audit Committee, for reviewing the effectiveness of such system on an ongoing basis. The senior management reviews and evaluates the control process and monitors any risk factors on a regular basis and reports to the Board and the Audit Committee on any findings and measures to address the variances and identified risks.

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

D. 董事就財務報表作出財務申報之責任

董事已確認彼等對於編製本集團於本年度的綜合財務報表之責任。

董事會負責根據創業板上市規則及其他監管規定呈列對季度報告、中期報告及年報所作的平衡、清晰及易於理解之評估、有關價格敏感資料之公佈及其他披露資料。管理層已向董事會提供所需的解釋及資料，以便董事會就本集團財務資料及狀況作出知情評估，以提呈予董事會審批。

概無有關可對本公司持續經營之能力構成重大疑問之事件或狀況之重大不明朗因素。

E. 風險管理及內部監控

董事會負責維持足夠之風險管理及內部監控系統，以保障股東利益及本集團資產，並在審核委員會的支持下負責按持續基準檢討該系統之效能。高級管理層定期檢討及評估監控程序和監察任何風險因素，並向董事會及審核委員會匯報任何發現及以處理有關偏差及已識別之風險之措施。

風險管理及內部監控系統乃旨在管理而非消除未能達成業務目標之風險，且僅可就重大錯誤陳述或損失提供合理而非絕對之保證。

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E. RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

The objectives of the risk management and internal control systems include:

- to strengthen the Group's risk management and internal control in compliance with the GEM Listing Rules requirements;
- to establish and constantly improve the risk management and internal control systems;
- to implement a top-down and group-wide risk management system that covers every aspect of the business; and
- to keep baseline risks within the acceptable range.

The Group has complied with the risk management and internal control code provisions set out in code C.2.4 of Appendix 15 to the GEM Listing Rules by having adopted a three-tier risk management approach to identify, assess, mitigate and handle risks. At the first line of defence, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defence, defines rule sets and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within the acceptable range and that the first line of defence is effective. As the final line of defence, the Audit Committee, with the professional advices and opinions from the Group's internal audit function, ensures that the first and second lines of defence are effective through constant inspection and monitoring.

The aim of internal control is to reasonably guarantee the compliance of its operation and management with regulations and laws, assets security, and authenticity and integrity of financial report and related information, improve the efficiency and effectiveness of operating activities and promote the realization of development strategy of the Group.

During the Year, the Board has conducted a review of the effectiveness of the risk management and internal control systems and considered them effective and adequate.

E. 風險管理及內部監控 (續)

風險管理及內部監控系統之目標包括：

- 根據創業板上市規則規定加強本集團之風險管理及內部監控；
- 建立及持續提升風險管理及內部監控系統；
- 實施由上而下並適用於全集團之風險管理系統，其涵蓋業務之各個方面；及
- 維持基線風險在可接受範圍內。

本集團已透過採納三級風險管理方法以識別、評估、降低及處理風險，遵守創業板上市規則附錄15守則第C.2.4條所載之風險管理及內部監控守則條文。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關之風險。作為第二道防線，管理層界定規則組合及模型、提供技術支持、制定新制度及監督組合管理並確保風險在可接受範圍內及第一道防線行之有效。作為最後一道防線，審核委員會在本集團內部審計職能之專業建議及意見下透過持續檢查及監控確保第一道防線及第二道防線行之有效。

內部監控旨在合理保證公司經營管理合規合法、資產安全、財務報告及相關資料真實完整，提高經營活動之效率及成效，以及促進本集團實現發展策略。

於本年度內，董事會已檢討風險管理及內部監控系統之成效，並認為該等系統屬有效及充足。

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F. INDEPENDENT AUDITOR AND ITS REMUNERATION

The statement of the Independent Auditor on its reporting responsibilities for the Group's financial statements for the Year is set out in the section headed "Independent Auditor's Report" in this annual report.

The fees paid/payable to SHINEWING (HK) CPA Limited, the Independent Auditor, in respect of audit services and non-audit services for the Year are analyzed below:—

Type of services provided by the independent auditor 獨立核數師提供的服務種類

		Fees paid/payable 已付／應付費用 HK\$ 港元
<i>Audit services</i>	審計服務	1,900,000
<i>Non-audit services</i>	非審計服務	
– In relation to merger and acquisition assignments	– 有關合併及收購委派	870,000
– Others	– 其他	90,000
		960,000
TOTAL:	合計：	2,860,000

F. 獨立核數師及其酬金

獨立核數師有關其對於本集團於本年度的財務報表申報責任之聲明，載於本年報「獨立核數師報告」一節。

於本年度，就獨立核數師信永中和（香港）會計師事務所有限公司提供之審計服務及非審計服務而支付／應付的費用分析如下：

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G. CORPORATE GOVERNANCE FUNCTIONS

The Board as a whole is responsible for performing the corporate governance duties including:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct applicable to employees and the Directors; and
- (e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report contained in the Company's annual reports.

During the Year and up to the date of this report, the Board has reviewed and performed the said (a), (b), (c) and (e) corporate governance functions.

H. SHAREHOLDERS' RIGHTS

As one of the measures to safeguard Shareholders' interests and rights, separate resolutions are proposed at Shareholders' meetings on each substantial issue, including the election of individual Directors, for Shareholders' consideration and voting. Besides, various rights of Shareholders, including the right to propose resolutions, are contained in the Articles of Association.

G. 企業管治職能

董事會整體負責履行企業管治職責，其包括：

- (a) 發展及檢討本公司有關企業管治之政策及常規並向董事會作出建議；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 檢討及監察有關遵守法定及監管規定之本公司政策及常規；
- (d) 發展、檢討及監察適用於僱員及董事之行為守則；及
- (e) 檢討本公司遵守企業管治守則及本公司之年報所載企業管治報告內之披露事項。

於本年度內及截至本報告日期，董事會已檢討及履行上述第(a)、(b)、(c)及(e)項企業管治職能。

H. 股東權利

作為其中一項保障股東利益及權利的措施，在股東大會上就每項重大議題（包括選舉個別董事）分別提呈決議案以供股東考慮及投票。此外，股東的各種權利（包括提呈決議案的權利）載於章程細則。

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H. SHAREHOLDERS' RIGHTS (Continued)

A summary of certain rights of the Shareholders is disclosed below:–

Procedures for convening EGMs and putting forward proposals at general meetings

Each general meeting other than an AGM shall be called an EGM. General meetings may be held in any part of the world as may be determined by the Board. According to article 58 of the Articles of Association, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Any requisition to convene an EGM or proposal to be put forward at the general meeting can be addressed to the principal place of business in Hong Kong of the Company marked with the attention of the Company Secretary. The requisitionists must state in their request(s) the objects of the EGM to be convened, and such request must be signed by all the requisitionists. Upon receipt, the Company will verify the requisitionists' particulars and if the request is in order, the Company will convene the EGM in accordance with the Articles of Association.

Procedures for proposing a person for election as a Director

The procedures for proposing a person for election as a Director are posted under the Investor Relations section of the Company's website at www.creditchina.hk.

H. 股東權利 (續)

股東之若干權利概要披露如下：

召開股東特別大會之程序及於股東大會上提呈建議

股東週年大會以外之各股東大會均稱為股東特別大會。股東大會可在董事會決定之世界任何地方舉行。根據章程細則第58條，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本（賦予於本公司股東大會上投票權）十分之一之股東於所有時間均有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。倘遞呈後二十一(21)日內，董事會未有召開該大會，則遞呈要求人士可按同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而合理產生之所有開支應由本公司償付予要求人。

任何召開股東特別大會之要求或將於股東大會提呈之建議可送交本公司香港主要營業地點，並註明公司秘書收。遞呈要求人士必須於要求中指明將予召開之股東特別大會之目的，且此要求須經全體遞呈要求人士簽署。本公司收訖要求後將核實遞呈要求人士之資料，倘若要求符合程序，本公司將根據其章程細則召開股東特別大會。

提名一名人士選任董事之程序

提名一名人士選任董事之程序登載於本公司網站www.creditchina.hk投資者關係部份。

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I. COMMUNICATIONS WITH SHAREHOLDERS

The Board believes that a transparent and timely disclosure of the Group's information will enable Shareholders and investors to make the best investment decision and to have better understanding on the Group's business performance and strategies. It is also vital for developing and maintaining sustainable investor relations with the Company's potential and existing investors.

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

Shareholders should direct their enquiries about their shareholdings or their notification of change of correspondence address or their dividend/distribution instructions to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited and for other enquiries, Shareholders and investors may also write directly to the Company's principal place of business in Hong Kong at Rooms 3533-39, Level 35, Two Pacific Place, 88 Queensway, Hong Kong or via email to "ir@creditchina.hk" for any enquiries. Enquiries are dealt with in an informative and timely manner.

The Board considers that general meetings of the Company provide an important channel for the Shareholders to exchange their views with the Board. The Chairman as well as the chairmen and/or other members of the Board committees will endeavor to be available at the meetings to answer any questions raised by the Shareholders.

The Company continues to enhance communication and relationship with its investors. Designated senior management officers maintain regular dialogues with institutional investors and analysts to keep them informed of the Group's developments.

I. 與股東之溝通

董事會相信，具透明度及適時披露本集團資料將有助股東及投資者作出最佳投資決定，並可使他們更加了解本集團之業務表現及策略。此舉亦對發展及維繫與本公司的潛在投資者及現有投資者之持續投資者關係至為重要。

本公司設有網站「www.creditchina.hk」作為與股東及投資者溝通之平台，可供公眾人士瀏覽有關本集團業務發展及營運、財務資料、企業管治常規及其他資料的資訊。

股東應向本公司之香港股份過戶登記分處卓佳證券登記有限公司查詢有關其持股或通知其通訊地址變動或作出其股息／分派指示之事宜，就其他查詢而言，股東及投資者可直接致函本公司之香港主要營業地點（地址為香港金鐘道88號太古廣場二座35樓3533-39室）或透過電郵「ir@creditchina.hk」查詢。本公司會適時處理有關查詢及提供相關資訊。

董事會認為本公司股東大會為股東與董事會交換意見的重要渠道。主席及董事會轄下各委員會主席及／或其他成員將盡量出席會議，回答股東提出的任何問題。

本公司持續加強與投資者的溝通及關係。本公司指派高級管理人員與機構投資者及分析師保持定期對話，讓彼等了解本集團的發展。

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J. COMPANY SECRETARY

Mr. Kwok Siu Man (“Mr. Kwok”) has been appointed as the Company Secretary since 7 July 2014. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable law, rules and regulations are followed.

Mr. Kwok was nominated by Boardroom Corporate Services (HK) Limited (“Boardroom”) to assume such office and Boardroom has been providing certain corporate secretarial services to the Company pursuant to an engagement letter entered into between the Company and Boardroom. The primary person at the Company with whom Mr. Kwok has been contacting in respect of company secretarial matters is Mr. Yu Wai Cheong, the Financial Controller of the Company.

As Mr. Kwok was first appointed the company secretary of a Hong Kong Hang Seng Index constituent stock company in 1991 and has been acting in such capacity for a number of other reputable companies listed on the Stock Exchange at substantial times since then, he was not required to have at least 15 hours of relevant continuous professional development training for the Year under the Listing Rules for five consecutive years from 2012 (including the Year). Despite the above exemption, Mr. Kwok had delivered and attended over 15 hours’ relevant seminars during the Year.

J. 公司秘書

郭兆文先生（「郭先生」）已自二零一四年七月七日起獲委任為公司秘書。全體董事均可獲得公司秘書之意見及服務，以確保董事會程序以及所有適用法例、規則及法規已獲遵從。

郭先生已獲寶德隆企業服務（香港）有限公司（「寶德隆」）提名擔任有關職務，而寶德隆一直根據本公司與寶德隆訂立之委聘函，向本公司提供若干公司秘書服務。與郭先生就公司秘書事務保持聯絡之首要人士為本公司之集團財務總監余偉昌先生。

由於郭先生曾先於一九九一年獲委任為香港恒生指數成份股公司之公司秘書並自那時起長時間內為聯交所上市之多間其他知名公司擔任該職務，故根據上市規則，彼於自二零一二年起連續五年（包括本年度）毋須接受至少15個小時之相關持續專業發展培訓。儘管獲得上述豁免，郭先生於本年度已履行及參加15個小時以上之相關研討會。

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K. INSIDE INFORMATION

With respect to the procedures and internal controls for the handling and dissemination of price-sensitive information, the Company is aware of its obligations under Part XIVA of the SFO and the GEM Listing Rules and has established the inside information/price-sensitive information disclosure policy (the “Disclosure Policy”) with close regard to the “Guidelines on Disclosure of Inside Information” issued by the Securities and Future Commission of Hong Kong.

The Disclosure Policy includes, among other things:

- (a) only designated persons are authorised to communicate the Company’s corporate matters with investors, analysts, the media or other members of the investment community;
- (b) Directors or senior management shall report to Chief Executive Officer any potential/suspected inside information as soon as practicable for him to consult (if appropriate) the Board thereafter for determining the nature of developments, and if required, making appropriate disclosure;
- (c) disclosure of inside information must be made in a manner that can provide for equal, timely and effective access by the public to the disclosed inside information;
- (d) inside information must be kept strictly confidential until a public announcement is made and shall be disseminated in accordance with the requirements of the GEM Listing Rules before it is released via other channels.

L. CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the Company’s constitutional documents.

K. 內幕消息

有關處理及發佈股價敏感資料之程序及內部監控，本公司知悉其根據證券及期貨條例第XIVA部及創業板上市規則之責任，並因應香港證券及期貨事務監察委員會頒佈之「內幕消息披露指引」而制訂內幕消息／股價敏感資料之披露政策。

披露政策包括（其中包括）：

- (a) 僅指定人士獲授權與投資者、分析師、媒體或投資者其他成員交流本公司之公司事宜；
- (b) 董事或高級管理人員須於實際可行情況下盡快向行政總裁匯報任何潛在／涉嫌內幕消息以供其隨後諮詢（如適用）董事會以釐定發展之性質，及如需要，作為適當披露；
- (c) 披露內幕消息須以可為獲取所披露內幕消息之公眾人士提供平均、及時及有效途徑之方式作出；
- (d) 內幕消息須嚴格保密，直至作為公佈為止，並須於透過其他渠道刊發前根據上市規則規定發佈。

L. 憲章文件

於本年度，本公司之憲章文件概無任何變動。

Report of the Directors

董事會報告

The Board is pleased to present the annual report and the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company acts as an investment company. The principal activities of the Company's subsidiaries are the provision of traditional financing services and related financing consultancy services including entrusted loan service, real estate-backed loan service, pawn loan service, other loan service and microfinance service, and internet financing services including third party payment services, online investment and technology-enabled lending services and related activities on loan portfolio management.

RESULTS AND DIVIDENDS

The Group's results for the Year and the state of affairs of the Company and the Group at 31 December 2016 are set out in the consolidated financial statements on pages 163 to 357 of this annual report.

Since 2014, the Group has been focusing on building up our internet finance strategy by making significant investments in third party payment and online investment and technology-enabled lending service platform businesses, and has successfully delivered strong operational growth in our internet finance business as evidenced by its over 50% contribution to the Group's turnover in 2016 (2015: 50%). As we anticipate the internet finance industry to enter into a consolidation phase in the coming 12 months, the Group is proactively seeking to capitalize on further investment opportunities as they arise.

As a result, the Board does not recommend the payment of any final dividend for the Year, and intends to reinvest our profits in accelerating our growth momentum, with the aim of further reinforcing our leading position in the internet finance industry and ultimately building long term shareholder value.

董事會欣然呈列本集團本年度的年報及經審核綜合財務報表。

主要業務

本公司是一間投資公司。本公司附屬公司之主要業務為提供傳統融資服務及相關融資諮詢服務（包括委託貸款服務、房地產抵押貸款服務、典當貸款服務、其他貸款服務及小額融資服務）、以及互聯網融資服務（包括第三方支付服務）、在線投資及科技驅動貸款服務以及貸款組合管理之相關業務。

業績及股息

本集團於本年度的業績及本公司與本集團於二零一六年十二月三十一日的事務狀況載於本年度第163頁至第357頁的綜合財務報表。

自二零一四年以來，本集團透過大力投資第三方支付及在線投資及科技驅動貸款服務平台業務貫徹其互聯網金融策略，並由有關業務於二零一六年為本集團貢獻超過50%（二零一五年：50%）之營業額可見，本集團之互聯網金融業務已成功錄得強勁營運增長。由於本集團預期互聯網金融行業於未來12個月內將進入整合階段，故本集團積極尋求於進一步投資機會出現時把握有關機會。

因此，董事會並無就本年度建議派發任何末期股息，並擬利用本集團之溢利進行再投資以加快本集團之增長勢頭，從而進一步加強本集團於互聯網金融行業之領導地位及最終創造長期股東價值。

Report of the Directors

董事會報告

BUSINESS REVIEW

A review of the business of the Group during the Year and a discussion on the Group's future business development are provided in the Management Discussion and Analysis on pages 12 to 37 of this annual report. Description of possible risks and uncertainties that the Group may be facing can be found in the Management Discussion and Analysis on pages 12 to 37 of this annual report and note 5 to the consolidated financial statements. Also, the Company's communications with its investors are contained in the Corporate Governance Report on page 76 of this annual report.

Sustainability and Environmental Initiatives

The Group is committed to sustainable development of the environment and our society. We work to advance environmental and social progress and conduct business in a way that creates value for our clients and employees. The Group complies with all relevant environmental regulations and practice "Reduce, Reuse and Recycle" with the following initiatives:

- Promotes the knowledge of environmental protection to staff and advocates to sort their trash into separate bins.
- Saves power by implementing automatic lights off during non-business hours.
- Adjusts the air conditioning and refrigeration system to low settings when necessary.

Relationships with Key Stakeholders

The Group recognizes that our employees, customers and business associates are keys to our sustainability journey. We strive to achieve corporate sustainability through engaging our employees, providing quality services for our customers, collaborating with business partners and supporting our community.

The Company places a significant emphasis on human capital. The Company provides a fair workplace and constant physical exercise training classes, and promotes non-discrimination and diversity to our staff, together with competitive remuneration and benefits, as well as a range of opportunities for career advancement based on employees' merits and performance. The Company provides periodical trainings for staff to keep them abreast of the latest developments in the market and industry, in the form of both internal trainings and trainings provided by experts from external organizations.

業務回顧

本集團於本年度內之業務回顧及本集團日後業務發展之討論載於本年報第12至第37頁之管理層討論與分析。本集團可能面臨之潛在風險及不確定因素載述於本年報第12至第37頁之管理層討論與分析及綜合財務報表附註5內。此外，本公司與其投資者之溝通載於本年報第76頁之企業管治報告。

可持續性及環保措施

本集團致力於環境及我們社會之可持續性發展。我們透過為我們客戶及僱員創造價值之方式，致力推進環保及社會進步。本集團遵守所有相關環保法規，踐行「減少、重複及循環利用」，並推行以下措施：

- 向員工普及環保知識，倡導將垃圾進行分類。
- 節能降耗，於非營業時間內實行自動熄燈。
- 如必需，將空調及製冷系統調至低檔。

與主要持份者之關係

本集團認識到，我們的僱員、客戶及商業夥伴乃我們可持續性發展之關鍵。我們透過聘用僱員、向客戶提供優質服務、與商業夥伴合作及為社區提供支持，努力實現企業的可持續發展。

本公司尤其重視人力資本。本公司提供一個公平工作場所及不間斷健身培訓班以及促進我們員工的平等及多元化，並提供具競爭力之薪酬及福利，以及一系列基於僱員價值及表現之職業發展機會。本公司透過內部培訓及外部機構專家提供培訓兩種方式，為員工提供定期培訓，令彼等可掌握市場及行業之最新發展態勢。

Report of the Directors

董事會報告

BUSINESS REVIEW (Continued)

Relationships with Key Stakeholders (Continued)

To enhance customers' satisfaction and promote a customer-oriented culture within the Group, we value the feedback from customers through setting enquiring email to guarantee accessible communication and satisfaction surveys. When dealing with a customer's complaint, we treat it as an opportunity to improve our relationship with the customer, addressing the concern in a timely manner. As regards the communication with our business associates, we proactively collaborate with our contractors to deliver quality sustainable products and services, and make spot checks on goods and services during the contractual periods.

PERMITTED INDEMNITIES

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

Pursuant to the Articles of Association, every Director shall be secured harmless out of assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which he/she shall or may incur or sustain by or by reason of any act done, incurred in or omitted in or about the execution of his/her duties.

CLOSURE OF REGISTER OF MEMBERS

The 2017 AGM is scheduled for Tuesday, 9 May 2017. For determining the entitlement of the Shareholders to attend and vote at the 2017 AGM, the Register of Members will be closed from Thursday, 4 May 2017 to Tuesday, 9 May 2017, both days inclusive, during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the 2017 AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 May 2017.

業務回顧 (續)

與主要持份者之關係 (續)

為提升客戶滿意度及於本集團內促進客戶為本文化，我們重視客戶之意見反饋，透過設立詢問電郵，保證溝通及滿意度調查的順暢。於處理客戶投訴時，我們視其為改善我們與客戶關係之機會，及時表達我們對此問題之關注。在與我們商業夥伴溝通方面，我們與訂約商積極合作，交付優質可持續之產品及服務，並於合約期內對產品及服務進行抽查。

允許彌償

本公司已就其董事及高級管理人員可能因企業活動面對之法律訴訟，為董事及行政人員之責任作適當之投保安排。

根據章程細則，每名董事就其因履行其職責或與此有關之任何已完成、未完成或疏忽行為而產生或可能產生之所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及溢利獲得彌償，確保避免因此受損。

暫停辦理股份過戶登記手續

二零一七年股東週年大會訂於二零一七年五月九日（星期二）舉行。為釐定股東出席二零一七年股東週年大會並於會上投票之權利，本公司將於二零一七年五月四日（星期四）至二零一七年五月九日（星期二）（包括首尾兩日）暫停辦理股份過戶登記手續，期間不會進行任何股份之過戶登記。為符合出席二零一七年股東週年大會並於會上投票之資格，未登記的股份持有人須確保所有股份過戶表格連同有關股票必須於二零一七年五月二日（星期二）下午四時三十分前送交本公司於香港的股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理過戶登記手續。

Report of the Directors 董事會報告

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five years is set out in the financial summary on page 358 of this annual report. This summary does not form part of the audited consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 42 to the consolidated financial statements.

ISSUE OF EQUITY SECURITIES

Entering into a share purchase agreement to subscribe for 205,917 Series A Preferred Shares in BitFury Group Limited ("BitFury Group")

On 3 May 2016, the Company entered into a share purchase agreement (the "Share Purchase Agreement") with BitFury Group to subscribe for 205,917 Series A Preferred Shares in BitFury Group for a total consideration of US\$30,000,047.73 (approximately HK\$234.0 million). The consideration comprised an amount of US\$10,000,015.91 (approximately HK\$78.0 million) to be paid in cash and US\$20,000,031.82 (approximately HK\$156.0 million) to be paid by issuing a total of 49,758,898 consideration shares of the Company (the "Consideration Shares"). As intended, upon the closing of the transaction on or before 3 June 2016, the Company would hold 205,917 Series A Preferred Shares which represent approximately 6.38% of the entire issued share capital in BitFury Group (on a fully converted and diluted basis). BitFury Group is the private Bitcoin blockchain infrastructure provider and transaction processing company, which provides a full service chain of hardware and software products.

On 25 January 2017, the Company and BitFury Group agreed to revise certain terms of the Share Purchase Agreement after arms' length negotiations. The major amendments to the Share Purchase Agreement were as follows:

- (a) the aggregate number of Series A Preferred Shares subscribed for by the Company had been reduced from 205,917 Series A Preferred Shares to 68,639 Series A Preferred Shares; and

財務概要

本集團在過去五個年度之業績及資產與負債概要載於本報告第358頁之財務概要。該概要並不構成經審核綜合財務報表的一部份。

股本

本公司股本於本年度內之變動詳情載於綜合財務報表附註42。

發行股本證券

訂立一份股份購買協議以認購 205,917股BitFury Group Limited (「BitFury Group」)之A系列優先股

於二零一六年五月三日，本公司與BitFury Group訂立股份購買協議（「股份購買協議」），以認購205,917股BitFury Group之A系列優先股，總代價為30,000,047.73美元（約234,000,000港元）。代價由以現金支付之金額10,000,015.91美元（約78,000,000港元）及透過發行合共49,758,898股本公司代價股份（「代價股份」）支付之20,000,031.82美元（約156,000,000港元）組成。如先前擬定，待交易於二零一六年六月三日或之前完成後，本公司將持有205,917股A系列優先股，相當於BitFury Group全部已發行股本之約6.38%（按悉數轉換及攤薄基準計算）。BitFury Group為私人比特幣區塊鏈基礎設施供應商及交易處理公司，其提供硬件及軟件產品方面之全面服務。

於二零一七年一月二十五日，本公司與BitFury Group於公平磋商後協定修訂股份購買協議之若干條款。股份購買協議之主要修訂如下：

- (a) 本公司認購之A系列優先股總數由205,917股A系列優先股減至68,639股A系列優先股；及

Report of the Directors

董事會報告

ISSUE OF EQUITY SECURITIES (Continued)

Entering into a share purchase agreement to subscribe for 205,917 Series A Preferred Shares in BitFury Group Limited (“BitFury Group”) (Continued)

(b) the aggregate purchase price had been reduced from US\$30,000,047.73, of which US\$10,000,015.91 was to be paid in cash and US\$20,000,031.82 in the Consideration Shares, to US\$10,000,015.91, which shall be paid in the Consideration Shares only.

On 26 January 2017, the transaction was completed and 124,397,247 Consideration Shares were issued by the Company.

Please refer to the announcements of the Company dated 3 May 2016 and 26 January 2017 for details.

Entering into a supplemental agreement to the sale and purchase agreement in relation to acquisition of a 35% equity interest in Shanghai Jifu Xinxu Jishu Fuwu Co., Ltd.* (上海即富信息技術服務有限公司) (“Shanghai Jifu”)

On 24 February 2016, a supplemental agreement was entered into between the Group and the relevant parties to amend and supplement certain terms on the sale and purchase agreement for the acquisition of Shanghai Jifu. The Group acquired a 35% equity interest in Shanghai Jifu through structured contracts for a total consideration of RMB560 million, of which RMB160 million was satisfied in cash and RMB400 million was satisfied by the issuance of the consideration shares of 258,318,335 new shares (equivalent to 1,291,591,675 new shares after share subdivision effective on 19 September 2016) by the Company. Shanghai Jifu is a leading provider of mobile POS solutions in China.

Please refer to the announcement of the Company dated 24 February 2016 and the circular of the Company dated 7 April 2016 for details.

發行股本證券 (續)

訂立一份股份購買協議以認購 205,917股BitFury Group Limited (「BitFury Group」)之A系列優先股 (續)

(b) 總購買價由30,000,047.73美元(其中10,000,015.91美元以現金支付及20,000,031.82美元以代價股份支付)減至10,000,015.91美元(其將僅以代價股份支付)。

於二零一七年一月二十六日，交易已完成及本公司已發行124,397,247股代價股份。

有關詳情，請參閱本公司日期為二零一六年五月三日及二零一七年一月二十六日之公告。

訂立有關收購上海即富信息技術服務有限公司(「上海即富」)35%股權之買賣協議之補充協議

於二零一六年二月二十四日，本集團與有關訂約方訂立補充協議以修訂及補充有關收購上海即富之買賣協議之若干條款。本集團透過結構性合約收購上海即富之35%股權，總代價為人民幣560,000,000元，其中人民幣160,000,000元以現金支付及人民幣400,000,000元以本公司發行代價股份258,318,335股新股份(相等於股份拆細於二零一六年九月十九日生效後之1,291,591,675股新股份)之方式支付。上海即富為中國之移動POS解決方案領軍企業。

詳情請參閱本公司日期為二零一六年二月二十四日之公告及本公司日期為二零一六年四月七日之通函。

Report of the Directors

董事會報告

ISSUE OF EQUITY SECURITIES (Continued)

Entering into a share purchase agreement to acquire 48% equity interest in Leyu Limited (“Leyu”)

On 31 October 2016, the Company and Marvel Paradise Group Limited, a wholly-owned subsidiary of the Company, as buyer entered into a share purchase agreement (as amended by a supplemental agreement dated 21 November 2016) with Starshine Global Investments Limited, Sanbao Star Limited, Mr. Zhang Jinghua, Prajna Technology Limited and Mr. Wang Lisong collectively as sellers, for the acquisition of 48% of the entire issued share capital of Leyu for a total consideration of RMB800 million, of which RMB320 million was to be settled by cash on the closing date and the remaining RMB480 million was to be satisfied by the issuance of the consideration shares of 714,147,470 shares by the Company. The consideration shares were issued in two tranches, (i) 80% were issued on the closing date and (ii) 20% were issued within five business days upon confirmation that all requisite registrations had been made. Leyu and its subsidiaries and consolidated affiliated entities are principally online consumer finance marketplaces, connecting investors and individual borrowers from a variety of channels to facilitate loans through mobile applications.

Please refer to the announcements of the Company dated 31 October 2016, 16 November 2016 and 21 November 2016 and paragraph 6. Leyu of the section headed “Structured Contracts” of this report for details.

PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

PLANT AND EQUIPMENT

Details of movements in the plant and equipment of the Group during the Year are set out in note 18 to the consolidated financial statements.

發行股本證券 (續)

就收購Leyu Limited (「Leyu」)之48%股權而訂立之股份購買協議

於二零一六年十月三十一日，本公司及本公司之全資附屬公司Marvel Paradise Group Limited (作為買方)與Starshine Global Investments Limited、Sanbao Star Limited、張敬華先生、Prajna Technology Limited及王力松先生(統稱賣方)就收購Leyu全部已發行股本之48%訂立股份購買協議(經日期為二零一六年十一月二十一日的補充協議修訂)，總代價為人民幣800,000,000元，其中人民幣320,000,000元將於完成日期以現金結付及餘下人民幣480,000,000元將透過由本公司發行代價股份714,147,470股股份支付。代價股份將分兩批發行：(i) 80%將於完成日期發行及(ii) 20%將於確認已作出所有必須登記後五個營業日內發行。Leyu及其附屬公司及綜合關聯方主要為在線消費金融市場，透過移動應用程式連接投資者與個別借款人，以多種渠道促成貸款。

有關詳情，請參閱本公司日期為二零一六年十月三十一日、二零一六年十一月十六日及二零一六年十一月二十一日之公告以及本報告「架構合約」一節6. Leyu一段。

優先購買權

章程細則或開曼群島法律並無有關本公司須按比例向現有股東提呈新股以供認購之優先購買權條文。

廠房及設備

本集團廠房及設備於本年度內之變動詳情載於綜合財務報表附註18。

Report of the Directors

董事會報告

INVESTMENT PROPERTY

The Group revalued its investment property at the year end date. Details of such revaluation are set out in note 19 to the consolidated financial statements.

BANK LOANS AND OTHER BORROWINGS

Details of bank loans and other borrowings of the Group as at 31 December 2016 are set out in note 35 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in note 50(b) to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 December 2016, the Company's reserves available for distribution to equity holders comprising share premium account less accumulated losses amounted to approximately RMB2,641.2 million (2015: RMB1,486.2 million).

MAJOR CUSTOMERS AND SUPPLIERS

For the Year, the percentage of revenue attributable to the Group's major customers is set out below:

Revenue	
– The largest customer	3.0%
– The total of the five largest customers	11.0%

Due to the nature of the activities of the Group as a financial services provider, no major supplier contributed significantly to the Group's purchases and the aggregate purchases from the Group's five largest suppliers for the Year was less than 30% of the Group's purchase for the Year.

投資物業

本集團於年結日重估其投資物業。有關重估詳情載於綜合財務報表附註19。

銀行貸款及其他借貸

本集團於二零一六年十二月三十一日之銀行貸款及其他借貸詳情載於綜合財務報表附註35。

儲備

本公司及本集團於本年度內的儲備變動詳情分別載於綜合財務報表附註50(b)及綜合權益變動表。

可分派儲備

於二零一六年十二月三十一日，本公司可分派予權益持有人的儲備（包括股份溢價賬減累計虧損）約為人民幣2,641,200,000元（二零一五年：人民幣1,486,200,000元）。

主要客戶及供應商

於本年度，本集團主要客戶應佔收入之百分比如下：

收入	
– 最大客戶	3.0%
– 五大客戶合計	11.0%

由於本集團作為金融服務供應商之經營活動性質，並無對本集團採購貢獻重大之主要供應商，而於本年度來自本集團五大供應商之總採購少於本集團於本年度採購之30%。

Report of the Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

(Continued)

As far as the Directors are aware, neither the Directors nor their close associates (as defined in the GEM Listing Rules) nor any Shareholder (which to the knowledge of Directors own more than 5% of the Company's issued share capital) had any interest in the five largest customers or suppliers of the Group.

DIRECTORS

The Directors during the Year and up to the date of this report are named as follows:

Executive Directors

Mr. Phang Yew Kiat (*Vice-Chairman and Chief Executive Officer*)
Mr. Chng Swee Ho
Mr. Sheng Jia

Non-executive Directors

Mr. Li Mingshan (*Chairman*)
Mr. Li Gang
Mr. Wong Sai Hung
Mr. Zhang Zhenxin
Ms. Zhou Youmeng

Independent Non-executive Directors

Mr. Ge Ming
Dr. Ou Minggang
Mr. Wang Wei
Dr. Yin Zhongli

In accordance with articles 84(1) and 84(2) of the Articles of Association, Mr. Li Mingshan, Mr. Chng Swee Ho, Mr. Sheng Jia and Mr. Li Gang would retire by rotation and, being eligible, offer themselves for re-election at the 2017 AGM.

主要客戶及供應商 (續)

就董事所悉，董事或彼等之緊密聯繫人士（定義見創業板上市規則）或任何股東（就董事所知擁有本公司已發行股本超過5%者）概無於本集團五大客戶或供應商中擁有任何權益。

董事

於本年度及直至本報告日期董事如下：

執行董事

彭耀傑先生 (*副主席兼首席執行官*)
莊瑞豪先生
盛佳先生

非執行董事

李明山先生 (*主席*)
李剛先生
黃世雄先生
張振新先生
周友盟女士

獨立非執行董事

葛明先生
歐明剛博士
王巍先生
尹中立博士

按照章程細則第84(1)條及第84(2)條之規定，李明山先生、莊瑞豪先生、盛佳先生及李剛先生將於二零一七年股東週年大會上輪值退任，並符合資格且將願意膺選連任。

Report of the Directors

董事會報告

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The biographical information of the Directors and senior management of the Group are set out on pages 38 to 53 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years, which is renewable automatically for successive terms for one year unless and until (i) terminated by either party thereto giving not less than three months' prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) the executive Director not being re-elected as a Director or being removed by the Shareholders at general meeting of the Company in accordance with the Articles of Association.

Each of the NEDs and INEDs has been appointed for a fixed term of three years and shall be subject to retirement, re-election and removal in accordance with the Articles of Association.

None of the Directors proposed for re-election at the 2017 AGM has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

董事會及高級管理層

本集團之董事及高級管理層的履歷資料載於本年報第38頁至第53頁。

董事之服務合約

各執行董事已與本公司訂立服務合約，初步為期三年，屆滿時可自動續期一年，除非及直至(i)任何一方給予另一方不少於三個月的事先書面通知(最後通知日期為初步任期的最後一天或其後任何時候)予以終止；或(ii)執行董事不再當選董事或遭股東根據章程細則於本公司股東大會上罷免。

各非執行董事及獨立非執行董事的固定任期為三年，並須根據章程細則退任、重選及免職。

建議於二零一七年股東週年大會重選連任之各董事均無訂立本公司不可在一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed herein, no Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group, to which the Company or any of its subsidiaries was a party during the Year.

EMOLUMENT POLICY

A remuneration committee is set up for reviewing the Group's emolument policy and structure of all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

The Directors' fees are subject to Shareholders' approval at general meeting every year. Other emoluments are determined by the Board by reference to the Directors' duties, responsibilities and performance and the results of the Group.

Details of the emoluments of the Directors and five individuals with the highest emoluments are set out in notes 14 and 15 to the consolidated financial statements, respectively.

RETIREMENT BENEFITS SCHEMES

Particulars of the retirement benefits schemes of the Group are set out in note 44 to the consolidated financial statements.

董事於重大交易、安排或合約的權益

除本文所披露者外，概無董事直接或間接於本公司或其任何附屬公司於本年度所訂立對本集團業務而言屬重大的任何交易、安排或合約當中擁有重大權益。

酬金政策

本公司已成立薪酬委員會以就本集團經營業績、個別表現及可資比較市場慣例檢討本集團全體董事及高級管理人員的酬金政策及架構。

董事及五大高薪人士酬金

董事袍金須於每年之股東大會上取得股東批准。其他酬金乃由董事會參照董事之職責、責任及表現及本集團業績而釐定。

董事及五大高薪人士酬金的詳情分別載於綜合財務報表附註14及15。

退休福利計劃

本集團退休福利計劃之詳情載於綜合財務報表附註44。

Report of the Directors

董事會報告

COMPETING INTEREST OF DIRECTORS

For the Year, the Directors were not aware of any business or interest of the Directors, the controlling shareholder of the Company (as defined under the GEM Listing Rules) and their respective close associates (as defined under the GEM Listing Rules) that competed or might compete with the business of the Group and any other conflict of interest which any such person or entity has or may have with the Group, save that Mr. Zhang Zhenxin (“Mr. Zhang”), a NED and a substantial shareholder (as defined under the GEM Listing Rules) of the Company, has an interest in the continuing connected transactions relating to a sub-tenancy and master agreement for a business centre, and a sub-tenancy agreement and tenancy agreements for the premises in Beijing, the PRC as announced by the Company on 23 October 2014 and 25 January 2017, respectively. Mr. Zhang is also interested in NCF Wealth Holdings Limited (formerly known as First P2P Limited) (“NCF”), as the sole owner of Great Reap Ventures Limited which is NCF’s majority shareholder, and as the 99% registered shareholder of 北京東方聯合投資管理有限公司 (Beijing Dongfang Lianhe Investment Management Limited) which is the operating company of NCF’s business in the PRC. Please refer to the Company’s announcement dated 12 January 2015 for further details. In addition, Mr. Zhang has a 36% shareholding in 鳳凰資產管理有限公司 (Phoenix Asset Management Limited) which held 51% of the equity interest in 海南先鋒網信小額貸款有限公司 (Hainan Pioneer Internet Microfinance Limited) and was diluted to 24.99% in February 2016. Please refer to the Company’s announcement dated 11 August 2014 for further details. Mr. Zhang also beneficially owns 36.50% of 上海中鋒商業保理有限公司 (Shanghai Zhongfeng Business Factoring Ltd.).

董事競爭權益

於本年度，董事概不知悉董事、本公司控股股東（定義見創業板上市規則）及彼等各自的緊密聯繫人士（定義見創業板上市規則）之任何業務或權益與或可能與本集團業務構成競爭，及任何有關人士或實體與本集團擁有或可能擁有任何其他利益沖突，惟誠如本公司分別於二零一四年十月二十三日及二零一七年一月二十五日所公佈，本公司之非執行董事及主要股東（定義見創業板上市規則）張振新先生（「張先生」）於有關商務中心的分租及主協議以及位於中國北京的物業之分租協議及租賃協議之持續關連交易中擁有權益除外。張先生亦擁有NCF Wealth Holdings Limited（前稱第一P2P有限公司）（「NCF」）之權益，彼作為Great Reap Ventures Limited（NCF的大股東）的惟一擁有人及持有北京東方聯合投資管理有限公司（NCF業務的中國營業公司）99%權益之註冊股東。更多詳情，請參閱本公司日期為二零一五年一月十二日之公告。此外，張先生擁有鳳凰資產管理有限公司（持有海南先鋒網信小額貸款有限公司51%股權）36%股權及於二零一六年二月攤薄至24.99%。更多詳情，請參閱本公司日期為二零一四年八月十一日之公告。張先生亦實益擁有上海中鋒商業保理有限公司36.50%股權。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2016, the interests of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

於二零一六年十二月三十一日，董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有須：(a)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（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條規定記錄在該條所述之登記冊之權益；或(c)根據創業板上市規則第5.46至第5.67條知會本公司及聯交所之權益如下：

Interests in the Shares and the underlying Shares of the Company

於本公司股份及相關股份之權益

Name of Directors/ Chief executive	Capacity/Nature of interests	Number of Shares/ underlying Shares interested	Note(s)	Total interests	Approximate percentage of the Company's issued Shares*
董事／主要 行政人員姓名	身份／權益性質	擁有權益之 股份／ 相關股份數目	附註	總權益	佔本公司已 發行股份之 概約百分比*
Mr. Phang Yew Kiat 彭耀傑先生	Beneficial owner 實益擁有人	175,000,000	1, 8	175,000,000	0.81%
Mr. Chng Swee Ho 莊瑞豪先生	Beneficial owner 實益擁有人	63,700,000	1, 8	63,700,000	0.30%
Mr. Sheng Jia 盛佳先生	Beneficial owner 實益擁有人	40,000,000	1, 8	40,400,000	0.19%
	Family interest 家族權益	400,000	2, 8		

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉(續)

Interests in the Shares and the underlying Shares of the Company (Continued)

於本公司股份及相關股份之權益(續)

Name of Directors/ Chief executive	Capacity/Nature of interests	Number of Shares/ underlying Shares interested 擁有權益之 股份/ 相關股份數目	Note(s) 附註	Total interests 總權益	Approximate percentage of the Company's issued Shares* 佔本公司已 發行股份之 概約百分比*
Mr. Li Gang 李剛先生	Beneficial owner 實益擁有人	28,000,000	1, 8	28,000,000	0.13%
Mr. Wong Sai Hung 黃世雄先生	Beneficial owner 實益擁有人	28,000,000	1, 8	28,000,000	0.13%
Mr. Zhang 張先生	Beneficial owner 實益擁有人	593,148,000	8	3,933,308,000	18.27%
	Interest in a controlled corporation 於受控制法團之權益	3,250,160,000	3, 8		
	Family interest 家族權益	90,000,000	4, 8		
Ms. Zhou Youmeng 周友盟女士	Beneficial owner 實益擁有人	8,000,000	5, 8	9,140,000	0.04%
	Beneficial owner 實益擁有人	1,140,000	8		
Mr. Ge Ming 葛明先生	Beneficial owner 實益擁有人	18,400,000	6, 8	18,400,000	0.09%
Mr. Wang Wei 王巍先生	Beneficial owner 實益擁有人	18,400,000	6, 8	22,900,000	0.11%
	Beneficial owner 實益擁有人	4,500,000	8		
Dr. Ou Minggang 歐明剛博士	Beneficial owner 實益擁有人	13,400,000	7, 8	13,400,000	0.06%
Dr. Yin Zhongli 尹中立博士	Beneficial owner 實益擁有人	13,400,000	7, 8	13,400,000	0.06%

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

Interests in the Shares and the underlying Shares of the Company (Continued)

Notes:

1. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015 and 8 November 2016.
 2. These interests represent the Shares held by Ms. Hu Haichen, the wife of Mr. Sheng Jia. Therefore, Mr. Sheng Jia was deemed to be interested in these Shares under the SFO.
 3. These Shares were held by First Pay Limited[#] ("First Pay"), the entire issued share capital of which was owned by Mr. Zhang. Therefore, Mr. Zhang was deemed to be interested in these Shares under the SFO.
 4. These Shares were held by Ms. Zhang Xiaomin ("Ms. Zhang") who is the wife of Mr. Zhang. Therefore, Mr. Zhang was deemed to be interested in these Shares under the SFO.
 5. These interests represent the underlying Shares comprised in the share option granted by the Company on 8 November 2016.
 6. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2014, 11 December 2015 and 12 December 2016.
 7. These interests represent the total underlying Shares comprised in the share options granted by the Company on 11 December 2015 and 12 December 2016.
 8. On 19 August 2016, the Board announced its proposal of the Share Subdivision (as defined in section headed "Share Option Scheme" below). An ordinary resolution to approve the Share Subdivision was duly passed by the Shareholders by way of poll at the extraordinary general meeting held on 15 September 2016. The Share Subdivision took effect on 19 September 2016.
 9. All interests stated above are long positions.
- * *The percentage represents the total number of the Shares and the underlying Shares interested divided by the number of issued Shares as at 31 December 2016 (i.e. 21,523,671,893 Shares).*
- [#] *First Pay Limited has changed its name to "Asia FinTech Company Limited" with effect from 3 March 2017.*

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉 (續)

於本公司股份及相關股份之權益 (續)

附註：

1. 該等權益指於二零一四年十二月十一日、二零一五年十二月十一日及二零一六年十一月八日由本公司授出之購股權涉及之相關股份總數。
 2. 該等權益指由胡海晨女士(盛佳先生的妻子)持有。因此，根據證券及期貨條例，盛佳先生被視為於該等股份中擁有權益。
 3. 該等股份由第一支付有限公司(「第一支付」)持有，而第一支付之全部已發行股本由張先生擁有。因此，根據證券及期貨條例，張先生被視為於該等股份中擁有權益。
 4. 該等股份由張曉敏女士(「張女士」)(張先生之妻子)持有。因此，根據證券及期貨條例，張先生被視為於該等股份中擁有權益。
 5. 該等權益指於二零一六年十一月八日由本公司授出之購股權涉及之相關股份。
 6. 該等權益指於二零一四年十二月十一日、二零一五年十二月十一日及二零一六年十二月十二日由本公司授出之購股權涉及之相關股份總數。
 7. 該等權益指於二零一五年十二月十一日及二零一六年十二月十二日由本公司授出之購股權涉及之相關股份總數。
 8. 於二零一六年八月十九日，董事會宣佈其股份拆細(定義見下文「購股權計劃」一節)建議。批准股份拆細之一項普通決議案獲股東於二零一六年九月十五日舉行之股東特別大會上以投票方式正式通過。股份拆細自二零一六年九月十九日起生效。
 9. 以上所述所有權益均為好倉。
- * *該百分比乃所擁有權益之股份及相關股份總數除以於二零一六年十二月三十一日之已發行股份數目(即21,523,671,893股股份)。*
- [#] *第一支付有限公司已將其名稱更改為「Asia FinTech Company Limited」，自二零一七年三月三日起生效。*

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

Interests in the Shares and the underlying Shares of the Company (Continued)

Details of the above share options granted by the Company are set out under the section headed "Share Option Scheme" below.

Save as disclosed above, as at 31 December 2016, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO), or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉(續)

於本公司股份及相關股份之權益(續)

本公司所授出上述購股權之詳情載於下文「購股權計劃」一節。

除上文披露者外，於二零一六年十二月三十一日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有須：(a)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任何權益或淡倉(包括根據證券及期貨條例有關條文彼被當作或視為擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條規定記錄在該條所述之登記冊之任何權益或淡倉；或(c)根據創業板上市規則第5.46至第5.67條知會本公司及聯交所之任何權益或淡倉。

Report of the Directors

董事會報告

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

主要股東及其他人士於股份及相關股份中的權益及淡倉

As at 31 December 2016, so far as is known to the Directors, the following persons and entities, other than a Director and the chief executive of the Company, had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

於二零一六年十二月三十一日，據董事所知，下列人士及實體（董事及本公司主要行政人員除外）於股份及相關股份中擁有根據證券及期貨條例第336條記錄於本公司須予存置之登記冊的權益或淡倉：

Interests in the Shares – Long Position

於股份之權益—好倉

Name of substantial shareholders	Capacity/Nature of interests	Number of Shares interested	Note(s)	Total interests	Approximate percentage of the Company's issued Shares* 佔本公司已發行股份之概約百分比*
主要股東名稱／姓名	身份／權益性質	所擁有權益之股份數目	附註	總權益	
First Pay 第一支付	Beneficial owner 實益擁有人	3,250,160,000	5	3,250,160,000	15.10%
Ms. Zhang 張女士	Beneficial owner 實益擁有人	90,000,000	5	3,933,308,000	18.27%
	Family interest 家族權益	3,843,308,000	1, 5		
Jiefang Media (UK) Co. Limited ("Jiefang Media") 解放傳媒(英國)有限公司 ("解放傳媒")	Beneficial owner 實益擁有人	1,848,012,000	5	1,848,012,000	8.59%
Shanghai Xinhua Publishing Group Limited ("Xinhua Publishing") 上海新華發行集團有限公司 ("新華發行")	Interest in a controlled corporation 於受控制法團之權益	1,848,012,000	2, 5	1,848,012,000	8.59%
Shanghai United Media Group ("United Media") 上海報業集團("上海報業")	Interest in controlled corporations 於受控制法團之權益	1,848,012,000	2, 5	1,848,012,000	8.59%

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SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

主要股東及其他人士於股份及相關股份中的權益及淡倉(續)

Interests in the Shares – Long Position (Continued) 於股份之權益—好倉(續)

Name of substantial shareholders	Capacity/Nature of interests	Number of Shares interested	Note(s)	Total interests	Approximate percentage of the Company's issued Shares*
主要股東名稱/姓名	身份/權益性質	所擁有權益之股份數目	附註	總權益	佔本公司已發行股份之概約百分比*
Shanghai Greenland Group Company Limited ("Greenland Group") 上海綠地(集團)有限公司 (「綠地集團」)	Interest in controlled corporations 於受控制法團之權益	1,848,012,000	2, 5	1,848,012,000	8.59%
Aisidi (HK) Ltd. ("Aisidi HK") 愛施德(香港)有限公司 (「愛施德香港」)	Beneficial owner 實益擁有人	576,923,075	3, 5	1,326,923,075	6.16%
	Beneficial owner 實益擁有人	750,000,000			
Shenzhen Aisidi Co., Ltd. ("SZ Aisidi") 深圳市愛施德股份有限公司 (「深圳市愛施德」)	Interest in a controlled corporation 於受控制法團之權益	1,326,923,075	4, 5	1,326,923,075	6.16%
Sinomaster Group ("Sinomaster") 神州通集團(「神州通」)	Interest in controlled corporations 於受控制法團之權益	1,326,923,075	4, 5	1,326,923,075	6.16%
Shenzhen Huaxiafeng Ltd. ("SZ Huaxiafeng") 深圳市華夏風投資有限公司 (「深圳華夏風」)	Interest in controlled corporations 於受控制法團之權益	1,326,923,075	4, 5	1,326,923,075	6.16%
Huang Shao Wu ("Mr. Huang") 黃紹武(「黃先生」)	Interest in controlled corporations 於受控制法團之權益	1,326,923,075	4, 5	1,326,923,075	6.16%

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SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

主要股東及其他人士於股份及相關股份中的權益及淡倉(續)

Interests in the Shares – Long Position (Continued)

於股份之權益—好倉(續)

Notes:

附註:

- (1) Out of the total 3,843,308,000 Shares, 3,250,160,000 Shares were held by First Pay, the entire issued share capital of which was owned by Mr. Zhang who is the husband of Ms. Zhang, and the remaining 593,148,000 Shares were held by Mr. Zhang. Therefore, Mr. Zhang was deemed to be interested in these Shares under the SFO.
 - (2) These Shares were held by Jiefang Media. Jiefang Media was wholly-owned by Xinhua Publishing which was in turn owned by United Media and its associates as to approximately 50.8% and Greenland Group as to approximately 39%. Therefore, under the SFO, Xinhua Publishing was deemed to be interested in all the Shares held by Jiefang Media, and each of United Media and Greenland Group was deemed to be interested in all the Shares which Xinhua Publishing was deemed to be interested in.
 - (3) These underlying Shares represented 576,923,075 Shares to be issued upon full conversion of the convertible bonds (the "Convertible Bonds") in the principal amount of HK\$300,000,000 (subject to adjustments as set out in the conditions for issue of the Convertible Bonds).
 - (4) These 750,000,000 Shares and 576,923,075 underlying Shares were held by Aisidi HK, which was wholly-owned by SZ Aisidi. SZ Aisidi was owned as to 56% by Sinomaster which in turn is owned by SZ Huaxiafeng. SZ Huaxiafeng was owned by Mr. Huang as to 90%. Therefore, under the SFO, each of SZ Aisidi, Sinomaster, SZ Huaxiafeng and Mr. Huang was deemed to be interested in the Shares and the underlying Shares held by Aisidi HK.
 - (5) On 19 August 2016, the Board announced its proposal of the Share Subdivision (as defined in the section headed "Share Option Scheme" below). An ordinary resolution to approve the Share Subdivision was duly passed by the Shareholders by way of poll at the extraordinary general meeting held on 15 September 2016. The Share Subdivision took effect on 19 September 2016.
- * The percentage represents the total number of the Shares and the underlying Shares interested divided by the number of issued Shares as at 31 December 2016 (i.e. 21,523,671,893 Shares).
- (1) 於合共3,843,308,000股股份中，3,250,160,000股股份由第一支付持有，而第一支付之全部已發行股本由張先生（張女士之丈夫）擁有，而餘下593,148,000股股份由張先生擁有。因此，根據證券及期貨條例，張先生被視為於該等股份中擁有權益。
 - (2) 該等股份由解放傳媒持有。解放傳媒由新華發行全資擁有，而新華發行則由上海報業及其聯繫人士擁有約50.8%權益及由綠地集團擁有約39%權益。因此，根據證券及期貨條例，新華發行被視為於解放傳媒持有的全部股份中擁有權益，而上海報業及綠地集團均被視為於新華發行被視為於其中擁有權益的全部股份中擁有權益。
 - (3) 該等相關股份指於本金額為300,000,000港元之可換股債券（「可換股債券」）獲悉數轉換時將予發行之576,923,075股股份（根據發行人可換股債券之條件所載可予調整）。
 - (4) 該等750,000,000股股份及576,923,075股相關股份乃由愛施德香港持有，而愛施德香港乃由深圳市愛施德全資擁有。深圳市愛施德由神州通擁有56%權益，而神州通繼而由深圳華夏風擁有。深圳華夏風由黃先生擁有90%權益。因此，根據證券及期貨條例，深圳市愛施德、神州通、深圳華夏風及黃先生各自被視為於愛施德香港持有之股份及相關股份中擁有權益。
 - (5) 於二零一六年八月十九日，董事會宣佈其股份拆細（定義見下文「購股權計劃」一節）建議。批准股份拆細之一項普通決議案獲股東於二零一六年九月十五日舉行之股東特別大會上正式投票通過。股份拆細自二零一六年九月十九日起生效。
- * 該百分比乃所擁有權益之股份及相關股份總數除以於二零一六年十二月三十一日之已發行股份數目（即21,523,671,893股股份）。

Save as disclosed above, as at 31 December 2016, according to the register required to be kept by the Company under section 336 of the SFO, there was no person who or entity which had any interest or short position in the Shares or underlying Shares, which would fall to be disclosed to the Company under the SFO.

除上述者外，於二零一六年十二月三十一日，根據本公司按照證券及期貨條例第336條須存置之權益登記冊所示，並無人士或實體於股份或相關股份中擁有根據證券及期貨條例須向本公司披露的任何權益或淡倉。

Report of the Directors

董事會報告

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) pursuant to the written resolution of the Shareholders on 4 November 2010, which was amended on 26 January 2016, for the purpose of providing incentives or rewards to the eligible participants for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. Eligible participants of the Share Option Scheme include the Directors, INEDs, employees of the Group, customers of the Group, and consultants, advisers, managers, officers or entities that provide research, development or other technological support to the Group.

The Company underwent a share subdivision of each issued and unissued ordinary share of HK\$0.1 each in the share capital of the Company into five shares of HK\$0.02 each (the “Share Subdivision”).

Upon the Share Subdivision becoming effective on 19 September 2016, the exercise prices of the outstanding options granted under the Share Option Scheme were adjusted from HK\$1.814 per share, HK\$2.13 per share, HK\$3.37 per share and HK\$3.49 per share to HK\$0.3628 per Share, HK\$0.426 per Share, HK\$0.674 per Share and HK\$0.698 per Share, respectively and the numbers of Shares to be issued upon the exercise of the options were adjusted from 182,125,000 shares, 30,629,000 shares, 91,920,000 shares and 137,600,000 shares to 910,625,000 Shares, 153,145,000 Shares, 459,600,000 Shares and 688,000,000 Shares, respectively. The above adjustments became effective on 19 September 2016.

Share options comprising a total of 1,099,500,000 underlying Shares were granted during the Year if taking into consideration the effect of the Share Subdivision (2015: 129,470,000 underlying shares, equivalent to 647,350,000 Shares if taking into consideration the effect of the Share Subdivision). Thus, there were 860,980,000 Shares available for issue under the Share Option Scheme, representing approximately 3.96% of issued Shares as at the date of this report. Options comprising a total of 46,312,500 underlying Shares had lapsed, and options comprising a total of 55,565,000 underlying Shares had been exercised as at 31 December 2016.

購股權計劃

本公司已於二零一零年十一月四日根據股東之書面決議案採納一項購股權計劃（「購股權計劃」），並於二零一六年一月二十六日作出修訂，以便對合資格參與者為本集團作出貢獻給予獎勵或獎賞及／或讓本集團得以招攬及挽留高質素僱員及吸引對本集團有價值的人力資源。購股權計劃之合資格參與者包括董事、獨立非執行董事、本集團僱員、本集團客戶、及顧問、諮詢人、經理人員、高級職員或向本集團提供研發或其他技術支援的實體。

本公司將本公司股本中每股面值0.1港元之已發行及未發行普通股拆細為五股每股面值0.02港元之股份（「股份拆細」）。

於股份拆細於二零一六年九月十九日生效後，根據購股權計劃授出之未行使購股權的行使價分別由每股1.814港元、每股2.13港元、每股3.37港元及每股3.49港元調整至每股股份0.3628港元、每股股份0.426港元、每股股份0.674港元及每股股份0.698港元，而該等購股權獲行使將予發行之股份數目分別由182,125,000股、30,629,000股、91,920,000股及137,600,000股調整至910,625,000股股份、153,145,000股股份、459,600,000股股份及688,000,000股股份。以上調整於二零一六年九月十九日生效。

倘經計及股份拆細之影響，於本年度內，涉及總共1,099,500,000股相關股份（二零一五年：129,470,000股相關股份（倘經計及股份拆細之影響，相等於647,350,000股））之購股權已獲授出，因此購股權計劃項下有860,980,000股股份可供發行，相當於於本報告日期之已發行股份約3.96%。於二零一六年十二月三十一日，涉及合共46,312,500股相關股份之購股權已失效，及涉及合共55,565,000股相關股份之購股權已獲行使。

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SHARE OPTION SCHEME (Continued)

購股權計劃 (續)

Details of movements of the share options granted under the Share Option Scheme for the Year were as follows:

根據購股權計劃所授出購股權於本年度內之變動詳情如下：

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					
					As at 1 January 2016	Granted during the Year	Exercised during the Year	Cancelled during the Year	Lapsed during the Year	As at 31 December 2016
類別	授出日期	行使期	每股行使價 HK\$ 港元	加權平均收市價 HK\$ 港元	於二零一六年一月一日	本年度內授出	本年度內行使	本年度內註銷	本年度內失效	於二零一六年十二月三十一日
Directors										
董事										
Mr. Phang Yew Kiat	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	50,000,000 ^(a)	-	-	-	-	50,000,000
彭耀傑先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	25,000,000 ^(a)	-	-	-	-	25,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	-	100,000,000 ^(a)	-	-	-	100,000,000
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								
Mr. Chng Swee Ho	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	15,000,000 ^(a)	-	-	-	-	15,000,000
莊瑞豪先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	15,000,000 ^(a)	-	-	-	-	15,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	-	10,000,000 ^(a)	-	-	-	10,000,000
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								
Mr. Sheng Jia	11 December 2014	11 December 2015 to 10 December 2024	0.3628	-	15,000,000 ^(a)	-	-	-	-	15,000,000
盛佳先生	二零一四年十二月十一日	二零一五年十二月十一日至二零二四年十二月十日								
	11 December 2015	11 December 2016 to 10 December 2025	0.674	-	15,000,000 ^(a)	-	-	-	-	15,000,000
	二零一五年十二月十一日	二零一六年十二月十一日至二零二五年十二月十日								
	8 November 2016	8 November 2017 to 7 November 2026	0.98	-	-	10,000,000 ^(a)	-	-	-	10,000,000
	二零一六年十一月八日	二零一七年十一月八日至二零二六年十一月七日								

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SHARE OPTION SCHEME (Continued)

購股權計劃 (續)

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					As at 31 December 2016 於二零一六年十二月三十一日
					As at 1 January 2016 於二零一六年一月一日	Granted during the Year 本年度內授出	Exercised during the Year 本年度內行使	Cancelled during the Year 本年度內註銷	Lapsed during the Year 本年度內失效	
類別	授出日期	行使期	每股行使價 HK\$ 港元	加權平均收市價 HK\$ 港元						
Mr. Li Gang 李剛先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	-	10,000,000 ⁽²⁾	-	-	-	-	10,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	-	10,000,000 ⁽⁴⁾	-	-	-	-	10,000,000
	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	0.98	-	-	8,000,000 ⁽⁶⁾	-	-	-	8,000,000
Mr. Wong Sai Hung 黃世雄先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	-	10,000,000 ⁽²⁾	-	-	-	-	10,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	-	10,000,000 ⁽⁴⁾	-	-	-	-	10,000,000
	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	0.98	-	-	8,000,000 ⁽⁶⁾	-	-	-	8,000,000
Ms. Zhou Youmeng 周友盟女士	8 November 2016 二零一六年十一月八日	8 November 2017 to 7 November 2026 二零一七年十一月八日至二零二六年十一月七日	0.98	-	-	8,000,000 ⁽⁶⁾	-	-	-	8,000,000
Mr. Ge Ming 葛明先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	-	5,000,000 ⁽²⁾	-	-	-	-	5,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	-	7,400,000 ⁽⁴⁾	-	-	-	-	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	-	-	6,000,000 ⁽⁷⁾	-	-	-	6,000,000

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SHARE OPTION SCHEME (Continued)

購股權計劃 (續)

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					As at 31 December 2016 於二零一六年十二月三十一日
					As at 1 January 2016 於二零一六年一月一日	Granted during the Year 本年度內授出	Exercised during the Year 本年度內行使	Cancelled during the Year 本年度內註銷	Lapsed during the Year 本年度內失效	
類別	授出日期	行使期	每股行使價 HK\$ 港元	加權平均收市價 HK\$ 港元	於二零一六年一月一日	本年度內授出	本年度內行使	本年度內註銷	本年度內失效	於二零一六年十二月三十一日
Mr. Wang Wei 王魏先生	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至二零二四年十二月十日	0.3628	-	5,000,000 ⁽²⁾	-	-	-	-	5,000,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	-	7,400,000 ⁽⁴⁾	-	-	-	-	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	-	-	6,000,000 ⁽⁷⁾	-	-	-	6,000,000
Dr. Ou Minggang 歐明剛博士	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	-	7,400,000 ⁽⁴⁾	-	-	-	-	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	-	-	6,000,000 ⁽⁷⁾	-	-	-	6,000,000
Dr. Yin Zhongji 尹中立博士	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至二零二五年十二月十日	0.674	-	7,400,000 ⁽⁴⁾	-	-	-	-	7,400,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至二零二六年十二月十一日	0.786	-	-	6,000,000 ⁽⁷⁾	-	-	-	6,000,000
					214,600,000	168,000,000	-	-	-	382,600,000

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SHARE OPTION SCHEME (Continued)

購股權計劃 (續)

Category	Date of grant	Exercise period	Exercise price per Share	Weighted average closing price	Number of underlying Shares comprised in the share options 購股權涉及之相關股份數目					As at 31 December 2016 於二零一六年十二月三十一日
					As at 1 January 2016 於二零一六年一月一日	Granted during the Year 本年度內授出	Exercised during the Year 本年度內行使	Cancelled during the Year 本年度內註銷	Lapsed during the Year 本年度內失效	
類別	授出日期	行使期	每股行使價 HK\$ 港元	加權平均收市價 HK\$ 港元	二零一六年一月一日	本年度內授出	本年度內行使	本年度內註銷	本年度內失效	二零一六年十二月三十一日
Employees (in aggregate) 僱員(合計)	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至 二零二四年十二月十日	0.3628	0.8961	163,500,000 ^(a)	-	(18,170,000)	-	(27,500,000)	117,830,000
	8 June 2015 二零一五年六月八日	8 June 2016 to 7 June 2025 二零一六年六月八日至 二零二五年六月七日	0.426	0.9081	175,250,000 ^(a)	-	(26,995,000)	-	(12,812,500)	135,442,500
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至 二零二五年十二月十日	0.674	-	90,000,000 ^(a)	-	-	-	(5,000,000)	85,000,000
	5 July 2016 二零一六年七月五日	5 July 2017 to 4 July 2026 二零一七年七月五日至 二零二六年七月四日	0.698	-	-	113,000,000 ^(a)	-	-	(1,000,000)	112,000,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至 二零二六年十二月十一日	0.786	-	-	43,500,000 ⁽⁷⁾	-	-	-	43,500,000
					428,750,000	156,500,000	(45,165,000)	-	(46,312,500)	493,772,500
Consultants 顧問	11 December 2014 二零一四年十二月十一日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至 二零二四年十二月十日	0.3628	0.9019	657,500,000 ^(a)	-	(10,400,000)	-	-	647,100,000
	11 December 2015 二零一五年十二月十一日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至 二零二五年十二月十日	0.674	-	270,000,000 ^(a)	-	-	-	-	270,000,000
	5 July 2016 二零一六年七月五日	5 July 2017 to 4 July 2026 二零一七年七月五日至 二零二六年七月四日	0.698	-	-	575,000,000 ^(a)	-	-	-	575,000,000
	12 December 2016 二零一六年十二月十二日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至 二零二六年十二月十一日	0.786	-	-	200,000,000 ⁽⁷⁾	-	-	-	200,000,000
					927,500,000	775,000,000	(10,400,000)	-	-	1,692,100,000
Total 總計					1,570,850,000	1,099,500,000	(55,565,000)	-	(46,312,500)	2,568,472,500

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SHARE OPTION SCHEME (Continued)

Notes:

- (1) The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- (2) The share options are exercisable according to the following vesting schedule:
 - (i) one-fourth of the share options shall vest on 10 December 2015;
 - (ii) one-fourth of the share options shall vest on 10 December 2016;
 - (iii) one-fourth of the share options shall vest on 10 December 2017; and
 - (iv) one-fourth of the share options shall vest on 10 December 2018.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$1.79 per share (equivalent to HK\$0.358 per Share).

- (3) The share options are exercisable according to the following vesting schedule:
 - (i) one-fourth of the share options shall vest on 7 June 2016;
 - (ii) one-fourth of the share options shall vest on 7 June 2017;
 - (iii) one-fourth of the share options shall vest on 7 June 2018; and
 - (iv) one-fourth of the share options shall vest on 7 June 2019.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$2.13 per share (equivalent to HK\$0.426 per Share).

- (4) The share options are exercisable according to the following vesting schedule:
 - (i) 40% of the share options shall vest on 10 December 2016;
 - (ii) 30% of the share options shall vest on 10 December 2017; and
 - (iii) 30% of the share options shall vest on 10 December 2018.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$3.43 per share (equivalent to HK\$0.686 per Share).

購股權計劃 (續)

附註：

- (1) 購股權之歸屬期由授出日期起計直至行使期開始止。
- (2) 該等購股權可根據下列歸屬時間表行使：
 - (i) 購股權之四分之一將於二零一五年十二月十日歸屬；
 - (ii) 購股權之四分之一將於二零一六年十二月十日歸屬；
 - (iii) 購股權之四分之一將於二零一七年十二月十日歸屬；及
 - (iv) 購股權之四分之一將於二零一八年十二月十日歸屬。

每股面值0.1港元之普通股於緊接購股權授出日期前之收市價為每股1.79港元（相等於每股股份0.358港元）。

- (3) 該等購股權可根據下列歸屬時間表行使：
 - (i) 購股權之四分之一將於二零一六年六月七日歸屬；
 - (ii) 購股權之四分之一將於二零一七年六月七日歸屬；
 - (iii) 購股權之四分之一將於二零一八年六月七日歸屬；及
 - (iv) 購股權之四分之一將於二零一九年六月七日歸屬。

每股面值0.1港元之普通股於緊接購股權授出日期前之收市價為每股2.13港元（相等於每股股份0.426港元）。

- (4) 該等購股權可根據下列歸屬時間表行使：
 - (i) 購股權之40%將於二零一六年十二月十日歸屬；
 - (ii) 購股權之30%將於二零一七年十二月十日歸屬；及
 - (iii) 購股權之30%將於二零一八年十二月十日歸屬。

每股面值0.1港元之普通股於緊接購股權獲授出日期前之收市價為每股3.43港元（相等於每股股份0.686港元）。

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SHARE OPTION SCHEME (Continued)

Notes: (Continued)

(5) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 4 July 2017;
- (ii) 30% of the share options shall vest on 4 July 2018; and
- (iii) 30% of the share options shall vest on 4 July 2019.

The closing price of the ordinary shares of HK\$0.1 each immediately before the date on which the share options were granted was HK\$3.04 per share (equivalent to HK\$0.61 per Share).

(6) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 7 November 2017;
- (ii) 30% of the share options shall vest on 7 November 2018; and
- (iii) 30% of the share options shall vest on 7 November 2019.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.97 per Share.

(7) The share options are exercisable according to the following vesting schedule:

- (i) 40% of the share options shall vest on 11 December 2017;
- (ii) 30% of the share options shall vest on 11 December 2018; and
- (iii) 30% of the share options shall vest on 11 December 2019.

The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.76 per Share.

購股權計劃 (續)

附註：(續)

(5) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一七年七月四日歸屬；
- (ii) 購股權之30%將於二零一八年七月四日歸屬；及
- (iii) 購股權之30%將於二零一九年七月四日歸屬。

每股面值0.1港元之普通股於緊接購股權獲授出日期前之收市價為每股3.04港元(相等於每股股份0.61港元)。

(6) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一七年十一月七日歸屬；
- (ii) 購股權之30%將於二零一八年十一月七日歸屬；及
- (iii) 購股權之30%將於二零一九年十一月七日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股0.97港元。

(7) 該等購股權可根據下列歸屬時間表行使：

- (i) 購股權之40%將於二零一七年十二月十一日歸屬；
- (ii) 購股權之30%將於二零一八年十二月十一日歸屬；及
- (iii) 購股權之30%將於二零一九年十二月十一日歸屬。

股份於緊接購股權獲授出日期前之收市價為每股0.76港元。

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SHARE OPTION SCHEME (Continued)

Please refer to note 49 to the consolidated financial statements for details of the fair value of share options granted in 2016.

The fair value of share options granted to the Directors and employees were calculated using the Black-Scholes option pricing model. The inputs into the model were as follows:

		11 December 2014 二零一四年 十二月十一日	8 June 2015 二零一五年 六月八日	11 December 2015 二零一五年 十二月十一日	5 July 2016 二零一六年 七月五日	8 November 2016 二零一六年 十一月八日	12 December 2016 二零一六年 十二月十二日
Inputs into the model	輸入該模式之數據						
Exercise price #	行使價#	HK\$0.3628港元	HK\$0.426港元	HK\$0.674港元	HK\$0.698港元	HK\$0.98港元	HK\$0.786港元
Expected volatility	預期波幅	41.71%-42.35%	44.56%-49.47%	48.48%-50.96%	36.00%	38.6%-52.79%	44.32%-53.52%
Expected life	預期年期	2-5 years年	2-5 years年	2-4 years年	2.5-10 years年	10 years年	10 years年
Expected dividend yield	預期股息收益	0.676%	0.219%	0.287%	0.264%	0.164%	0.215%
Risk-free rate	無風險利率	0.43%-1.237%	0.48%-1.31%	0.404%-0.895%	0.42%-0.93%	1.12%	1.57%

The expected volatility of the share options granted under the Share Option Scheme was determined by using the historical volatility of the share price of comparable companies and the Company respectively. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

The fair values of share options granted to consultants were measured at the fair value of the services received. With regard to the subjectivity and uncertainty of the values of the share options, such values are subject to a number of assumptions and the limitation of the model.

The Group recognised total expenses of approximately RMB109,986,000 for the Year (2015: RMB43,999,000) in relation to share options granted by the Company.

Further particulars of the Share Option Scheme are set out in Note 49 to the consolidated financial statements.

restated as a result of share subdivision effective on 19 September 2016.

購股權計劃 (續)

有關於二零一六年獲授出購股權公平值之詳情，請參閱綜合財務報表附註49。

授予董事及僱員之購股權之公平值乃使用伯力克-舒爾茲期權定價模式計算。輸入該模式之數據如下：

根據購股權計劃授出之購股權之預期波幅乃分別採用可資比較公司及本公司之股價之過往波幅而釐定。該模式所採用之預期年期已根據管理層之最佳估計就不可轉讓性、行使限制及行為因素之影響作出調整。

授予顧問之購股權之公平值乃按已收取服務之公平值計量。就購股權價值之主觀性及不確定性而言，有關價值須受若干假設及模型限制所影響。

本集團於本年度就本公司授出之購股權確認開支總額約人民幣109,986,000元（二零一五年：人民幣43,999,000元）。

購股權計劃之進一步詳情載於綜合財務報表附註49。

因於二零一六年九月十九日生效之股份拆細而經重列。

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DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the Year did the Directors and the chief executive of the Company (including their respective spouses and children under 18 years of age) have any interest in, or were granted, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company and/or its associated corporations (within the meaning of the SFO). In addition, none of them exercised any such rights during the Year.

Save as disclosed above, at no time during the Year was the Company or any of its subsidiaries, associated companies, fellow subsidiaries or holding companies a party to any arrangements to enable the Directors or the chief executive of the Company to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company and/or its associated corporations (within the meaning of the SFO).

董事收購股份或債券之權利

除上文披露者外，於本年度內任何時間，本公司董事及主要行政人員（包括彼等各自之配偶及十八歲以下之子女）概無於可認購本公司及／或其相聯法團（定義見證券及期貨條例）股份（或認股權證或債券，倘適用）之任何權利中擁有任何權益，亦無獲授該等權利。此外，於本年度，彼等概無行使任何有關權利。

除上文所披露者外，於本年度內任何時間，本公司或其任何附屬公司、相聯法團、同系附屬公司或控股公司概無參與訂立任何安排，致使董事或本公司主要行政人員於本公司及／或其相聯法團（定義見證券及期貨條例）之股份或相關股份或債券中擁有任何權益或淡倉。

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董事會報告

STRUCTURE CONTRACTS

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) (“Shanghai Yintong”)

Shanghai Yintong recorded revenue and a net profit of RMB2,097,000 and RMB118,800, respectively, for the Year (for the year ended 31 December 2015: revenue and a net loss of RMB129,000 and RMB1,753,000, respectively). As at 31 December 2016, the total assets and net assets of Shanghai Yintong were RMB44,534,000 and RMB44,390,000, respectively (as at 31 December 2015: RMB43,455,000 and RMB44,272,000, respectively).

On 11 June 2003, Shanghai Yintong, a limited liability company established in the PRC, entered into the structure contracts (the “Structure Contracts”) with Lucky Target Property Consultants (Shanghai) Company Limited (峻岭物業顧問(上海)有限公司) (“Lucky Consultants”), a limited liability company established in the PRC and an indirectly wholly-owned subsidiary of the Company and its equity holders, namely, Shanghai Jinhan Investment Development Limited (上海錦瀚投資發展有限公司) (“Jinhan Investment”), a limited liability company established in the PRC and Xinrong Asset Management Limited (新融資產管理有限公司) (“Xinrong Asset”), a limited liability company established in the PRC, pursuant to which all the business activities of Shanghai Yintong are managed by Lucky Consultants and all economic benefits and risks arising from the business of Shanghai Yintong are transferred to Lucky Consultants.

架構合約

1. 上海銀通典當有限公司(「上海銀通」)

於本年度，上海銀通錄得收入及純利分別為人民幣2,097,000元及人民幣118,800元(截至二零一五年十二月三十一日止年度：收入及淨虧損分別為人民幣129,000元及人民幣1,753,000元)。於二零一六年十二月三十一日，上海銀通之資產總值及資產淨值分別為人民幣44,534,000元及人民幣44,390,000元(於二零一五年十二月三十一日：分別為人民幣43,455,000元及人民幣44,272,000元)。

於二零零三年六月十一日，上海銀通，一間於中國成立之有限責任公司，與峻岭物業顧問(上海)有限公司(「峻岭顧問」，一間於中國成立之有限責任公司，並為本公司之間接全資附屬公司)及其股權持有人(即上海錦瀚投資發展有限公司(「錦瀚投資」，一間於中國成立之有限責任公司)及新融資產管理有限公司(「新融資產」，一間於中國成立之有限責任公司))訂立架構合約(「架構合約」)，據此，上海銀通的所有業務活動由峻岭顧問管理，而上海銀通業務產生的全部經濟利益及風險則轉讓予峻岭顧問。

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STRUCTURE CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) (“Shanghai Yintong”) (Continued)

The following is a summary of the principal terms of the Structure Contracts:

(1) Management Agreement

On 25 February 2010, Jinhan Investment, Xinrong Asset, Shanghai Yintong and Lucky Consultants entered into a management agreement (the “Management Agreement”), pursuant to which Lucky Consultants agreed to manage and operate the business, including pawn loan and entrusted loans, of Shanghai Yintong. Under the Management Agreement, Lucky Consultants is responsible for the management and operation of Shanghai Yintong.

Under the Management Agreement, Lucky Consultants shall assume all economic benefits and risks arising from the business of Shanghai Yintong. The revenue of Shanghai Yintong, after deducting all relevant costs and expenses (including taxes) shall be paid to Lucky Consultants after the financial statements of Shanghai Yintong have been audited.

The term of the Management Agreement is 10 years commencing on 25 February 2010, and renewable at the request of Lucky Consultants.

(2) Pledge Agreement

On 25 February 2010, Jinhan Investment, Xinrong Asset, Shanghai Yintong and Lucky Consultants entered into a pledge agreement (the “Pledge Agreement”), pursuant to which Jinhan Investment and Xinrong Asset granted to Lucky Consultants a continuing first priority security interest over their respective equity interests in the registered capital of Shanghai Yintong (the “Pledged Securities”). The Pledged Securities represent the entire equity interests in the registered capital of Shanghai Yintong, and the entering into of the Pledge Agreement secures due performance of the contractual obligations by Jinhan Investment, Xinrong Asset and Shanghai Yintong under the Structure Contracts.

架構合約 (續)

1. 上海銀通典當有限公司 (「上海銀通」) (續)

架構合約的主要條款概覽如下：

(1) 管理協議

於二零一零年二月二十五日，錦瀚投資、新融資產、上海銀通及峻嶺顧問訂立管理協議（「管理協議」），據此，峻嶺顧問同意管理及經營上海銀通的典當貸款及委托貸款業務。根據管理協議，峻嶺顧問負責上海銀通的管理及營運。

根據管理協議，峻嶺顧問將獲得上海銀通業務所產生的所有經濟收益並承擔所有風險。上海銀通的收入於扣除所有有關成本及開支（包括稅項）後須於上海銀通的財務報表經審核後支付予峻嶺顧問。

管理協議的年期為十年，自二零一零年二月二十五日開始，並可根據峻嶺顧問的要求進行更新。

(2) 質押協議

於二零一零年二月二十五日，錦瀚投資、新融資產、上海銀通及峻嶺顧問訂立質押協議（「質押協議」），據此，錦瀚投資及新融資產就彼等各自於上海銀通註冊資本的股本權益授予峻嶺顧問一項持續最優先擔保權益（「質押擔保」）。質押擔保指於上海銀通註冊資本的全部股本權益，而訂立質押協議確保錦瀚投資、新融資產及上海銀通妥為履行於架構合約項下的合約責任。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

1. Shanghai Yintong Dian Dang Company Limited* (上海銀通典當有限公司) (“Shanghai Yintong”) (Continued)

(2) Pledge Agreement (Continued)

The Pledge Agreement is for a term commencing on 25 February 2010 and ending on the date of termination of the Management Agreement.

The pawn loan business currently engaged by Shanghai Yintong is regulated by, amongst others, the Pawning Measures. In accordance with applicable PRC law and regulations, an application for the establishment of a new pawnshop must be submitted to local commerce authorities and thereafter must undergo examination and approval by provincial level commerce authorities and finally the Ministry of Commerce (the “MOFCOM”) before the MOFCOM can issue the requisite Pawn Operations Business Licence. Further, a transfer (or accumulated transfers) to a third party of more than 50% of the equity interests in a pawnshop must receive approval from the provincial level commerce authorities and thereafter must undergo examination and approval by the MOFCOM. However, as at 31 December 2015, no relevant rules and regulations had been announced by the PRC governmental authorities regulating this sector. Approval for investment in pawn business by foreign invested companies in the PRC falls under an administrative act, which means that if there are no established laws governing the investment by foreign invested companies in pawn business, no approval can be granted and no licence can be issued to a foreign invested company.

In addition to the above regulatory issue, the reasons for adopting the Structure Contracts together with the risks associated with them are disclosed in the prospectus of the Company dated 15 November 2010. There were no material changes to the Structure Contracts and/or the circumstances under which they were adopted, nor was there any unwinding of them or of a failure to do the same due to the restrictions that led to their adoption being removed.

架構合約 (續)

1. 上海銀通典當有限公司 (「上海銀通」) (續)

(2) 質押協議 (續)

質押協議年期為自二零一零年二月二十五日起直至管理協議終止日期為止。

上海銀通目前從事的典當貸款業務受 (其中包括) 《典當管理辦法》的規限。根據適用之中國法律及法規, 申請成立新典當行必須向地方商務部門遞交申請, 並隨後通過省級商務部門及最後經商務部 (「商務部」) 的審核及批准, 然後商務部方會頒發典當經營許可證。此外, 向第三方轉讓 (或累計轉讓) 典當行超過50%股本權益需獲省級商務部門批准, 並隨後通過商務部的審核及批准。然而, 於二零一五年十二月三十一日, 監管此行業的中國政府機關概無頒佈相關法例及法規。批准外商投資公司於中國投資典當貸款業務屬於行政行為, 故倘並無現成法律規管外商投資公司於典當業的投資, 不得向外商投資公司授予許可或頒發執照。

除上述監管發佈以外, 採納架構合約之理由連同與此有關之風險披露於本公司日期為二零一零年十一月十五日之招股章程內。架構合約及/或彼等採用之情況並無重大變動, 該等架構合約亦無遭解除或因導致彼等採用之限制被剔除而未能解除該等結構性合約。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

2. Beijing Phoenix Credit Management Corporation* (北京鳳凰信用管理有限公司) (“Beijing Phoenix”)

For the Year, Beijing Phoenix recorded revenue of RMB74,665,000 and a net profit of RMB23,595,000, respectively (for the year ended 31 December 2015: RMB33,245,000 and RMB5,889,000, respectively). As at 31 December 2016, the total assets and net assets of Beijing Phoenix were RMB87,238,000 and RMB78,162,000, respectively (as at 31 December 2015: RMB59,520,000 and RMB54,567,000, respectively).

On 11 August 2014, Wanjun Hangzhou Venture Capital Management Company Limited (“Wanjun Hangzhou”), a wholly-owned subsidiary of the Company, entered into an acquisition agreement to acquire all the equity interests in Beijing Phoenix through structured contracts at a consideration of RMB50.0 million. The transaction was completed on 28 January 2015.

On 3 March 2016, the structured contracts signed between Beijing Phoenix and Wanjun Hangzhou were desolved. On the same date, new structured contracts were signed between Beijing Phoenix and 北京偉創鼎成諮詢有限公司 (「北京偉創」) with the same terms and conditions.

The principal business of Beijing Phoenix is engaged in operating an online P2P lending business, which concentrates on financial assets, via a website (www.9888.cn 金融工場) under the brand name of Financial Workshop/金融工場.

The existing shareholder of Beijing Phoenix is a nominee which holds 100% of its registered capital.

(1) Exclusive Option Agreement

The nominee has irrevocably agreed, to the extent permitted under the laws of the PRC, to transfer to 北京偉創 or any persons(s) designated by 北京偉創 at any time and from time to time, all or part of its equity interests in Beijing Phoenix, or all or part of the assets of Beijing Phoenix.

架構合約 (續)

2. 北京鳳凰信用管理有限公司 (「北京鳳凰」)

於本年度，北京鳳凰分別錄得收入人民幣74,665,000元及純利人民幣23,595,000元 (截至二零一五年十二月三十一日止年度：分別為人民幣33,245,000元及人民幣5,889,000元)。於二零一六年十二月三十一日，北京鳳凰之資產總值及資產淨值分別為人民幣87,238,000元及人民幣78,162,000元 (於二零一五年十二月三十一日：分別為人民幣59,520,000元及人民幣54,567,000元)。

於二零一四年八月十一日，本公司全資附屬公司萬峻(杭州)創業投資管理有限公司 (「萬峻杭州」) 訂立一份收購協議，以代價人民幣50,000,000元透過結構性合約收購北京鳳凰之全部股權。該交易已於二零一五年一月二十八日完成。

於二零一六年三月三日，由北京鳳凰與萬峻杭州簽訂之架構合約已獲解除。於同日，北京鳳凰與北京偉創鼎成諮詢有限公司 (「北京偉創」) 簽訂條款及條件相同之新架構合約。

北京鳳凰之主要業務為以金融工場之品牌透過網站(www.9888.cn金融工場)營運網上P2P放貸業務，其集中於金融資產。

北京鳳凰之現有股東為代名人，並持有其註冊資本之100%。

(1) 獨家期權協議

代名人已不可撤回同意，於中國法律准許之範圍內，隨時或不時向北京偉創或北京偉創指定之任何人士轉讓其於北京鳳凰之全部或部份股權，或北京鳳凰之全部或部份資產。

Report of the Directors 董事會報告

STRUCTURE CONTRACTS (Continued)

2. Beijing Phoenix Credit Management Corporation* (北京鳳凰信用管理有限公司) (“Beijing Phoenix”) (Continued)

(1) Exclusive Option Agreement (Continued)

北京偉創 may exercise its rights under the Exclusive Option Agreement at any time and in any manner at its sole discretion as permitted under the laws of the PRC. The exercise price of each of the rights under the paragraph above shall be RMB1 or the lowest price permitted under the laws of the PRC, subject to any other price as required by the PRC governmental authorities.

The nominee undertook that, among other things, it will not (i) amend the articles of association of Beijing Phoenix; (ii) increase or decrease the registered capital of Beijing Phoenix; (iii) transfer, mortgage, create any security interest or third party rights in its equity interests in Beijing Phoenix (save for the pledge under the Equity Pledge Agreement set out in paragraph (3) below); or (iv) appoint or remove any directors of Beijing Phoenix.

(2) Exclusive Consultancy and Services Agreement

Beijing Phoenix has engaged 北京偉創 on an exclusive basis to provide consultancy services in connection with the business of Beijing Phoenix, including technology research and development, technology support, technology consultation, technology training and other related management and corporate consultation services.

In consideration of the provision of consultancy services, Beijing Phoenix will pay 北京偉創 a monthly service fee equivalent to 100% of the monthly net income of Beijing Phoenix. During the term of the Exclusive Consultancy and Services Agreement, 北京偉創 shall have the right to adjust the service fees at its sole discretion without the consent of Beijing Phoenix.

架構合約 (續)

2. 北京鳳凰信用管理有限公司 (「北京鳳凰」) (續)

(1) 獨家期權協議 (續)

北京偉創可按其全權酌情隨時以中國法律准許之任何方式行使其於獨家期權協議項下之權利。上段項下之各項權利之行使價將為人民幣1元或中國法律准許之最低價格，惟須受中國政府機關所規定之任何其他價格規限。

代名人承諾 (其中包括)，彼將不會(i)修訂北京鳳凰之組織章程細則；(ii)增加或減少北京鳳凰之註冊股本；(iii)將其於北京鳳凰之股權轉讓、按揭、設置任何抵押權益或第三方權利(下文(3)段所載之股權質押協議項下之質押除外)；或(iv)委任或罷免北京鳳凰之任何董事。

(2) 獨家諮詢及服務協議

北京鳳凰已委聘北京偉創就北京鳳凰之業務按獨家基準提供諮詢服務，包括技術研發、技術支援、技術諮詢、技術培訓及其他相關管理及企業諮詢服務。

作為提供諮詢服務之代價，北京鳳凰將向北京偉創支付相等於北京鳳凰之每月淨收入100%之每月服務費。於獨家諮詢及服務協議年內，北京偉創將有權於並未經北京鳳凰同意之情況下全權酌情調整服務費。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

2. Beijing Phoenix Credit Management Corporation* (北京鳳凰信用管理有限公司) (“Beijing Phoenix”) (Continued)

(3) Equity Pledge Agreement

The nominee(s) has/have agreed to pledge all equity interests in Beijing Phoenix held by the nominee(s) (including present registered capital and its rights and benefits and any future registered capital and its rights and benefits acquired or held by the nominee(s) subsequent to the date of the Equity Pledge Agreement) to 北京偉創, as continuing first priority collateral security for the performance of all payment obligations of the nominee(s) (including but not limited to those under the Exclusive Consultancy and Services Agreement as set out in paragraph (2) above and relevant interests, costs and expenses).

(4) Business Cooperation Agreement

北京偉創 and Beijing Phoenix have established a cooperation committee (the “Cooperation Committee”), and its composition and the appointment procedure of the committee chairman and members shall be the same as those of the Board. The functions of the Cooperation Committee include (1) supervision of daily business operation of Beijing Phoenix; (2) confirming and adjusting the service fees payable by Beijing Phoenix to 北京偉創 under the Exclusive Consultancy and Services Agreement; (3) supervision of the execution of the Business Cooperation Agreement and the Exclusive Consultancy and Services Agreement as set out in paragraph (2) above; and (4) formulating and making recommendations on principal and strategic operation issues of the business of Beijing Phoenix and 北京偉創.

架構合約 (續)

2. 北京鳳凰信用管理有限公司 (「北京鳳凰」) (續)

(3) 股權質押協議

代名人已同意向北京偉創質押代名人所持有之所有北京鳳凰股權 (包括於股權質押協議日期後代名人所收購或持有之現有註冊股本及其權利及利益以及任何未來註冊股本及其權利及利益), 作為履行代名人之全部付款責任 (包括但不限於獨家諮詢及服務協議 (如上文(2)段所載) 項下及相關利息、成本及開支之付款責任) 之持續優先抵押擔保。

(4) 商業合作協議

北京偉創與北京鳳凰已成立合作委員會 (「合作委員會」), 而其組成及委員會主席及成員之委任程序將與董事會者相同。合作委員會之職能包括(1)監管北京鳳凰之日常業務營運; (2)確認及調整北京鳳凰根據獨家諮詢及服務協議應付北京偉創之服務費; (3)監管商業合作協議及獨家諮詢及服務協議 (如上文(2)段所載) 之執行; 及(4)就北京鳳凰及北京偉創之業務之主要及策略經營事宜制定及作出推薦意見。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

2. Beijing Phoenix Credit Management Corporation* (北京鳳凰信用管理有限公司) (“Beijing Phoenix”) (Continued)

(5) Power of Attorney

The nominee(s) has/have, among other things, irrevocably authorised 北京偉創 or any members of the board of directors of 北京偉創 and its respective successors or liquidators to act on its behalf all matters in relation to its equity interests in Beijing Phoenix, including attending shareholders' meeting, signing minutes of shareholders' meeting and shareholders' resolutions, exercising its full shareholder's rights under the articles of association of Beijing Phoenix and applicable PRC laws and regulations, including but not limited to shareholders' voting right, the right to sell, transfer, pledge or otherwise dispose of all or part of rights relating to its equity interest in Beijing Phoenix, appointing the legal representative, chairman, director, supervisor, managing director and other senior management of Beijing Phoenix, filing documents with the relevant companies registry and exercising the right to appropriate, use or otherwise dispose of the dividends declared by Beijing Phoenix.

There were no material changes to the structured contracts and/or the circumstances under which they were adopted, nor was there any unwinding of them or of a failure to do the same due to the restrictions that led to their adoption being removed.

架構合約 (續)

2. 北京鳳凰信用管理有限公司 (「北京鳳凰」) (續)

(5) 授權書

代名人已 (其中包括) 不可撤回授權北京偉創或北京偉創董事會之任何成員及其各自之繼任者或清盤人代表處理有關其於北京鳳凰之股權之所有事宜, 包括出席股東大會、簽署股東大會之大會記錄及股東決議案、根據北京鳳凰之組織章程細則及適用中國法例及法規悉數行使其股東權利, 包括但不限於股東之投票權、出售、轉讓、質押或另行處置全部或部份有關其於北京鳳凰之股權之權利、委任北京鳳凰之法定代表、主席、董事、監事、董事總經理及其他高級管理層、向相關公司註冊處提交文件及行使權利以劃撥、使用或另行處置北京鳳凰所宣派之股息。

結構性合約及/或彼等採用之情況並無重大變動, 該等結構性合約亦無遭解除或因導致彼等採用之限制被剔除而未能解除該等結構性合約。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

2. Beijing Phoenix Credit Management Corporation* (北京鳳凰信用管理有限公司) (“Beijing Phoenix”) (Continued)

Apart from foreign ownership restrictions, the structured contracts also relate to internet content provision (ICP) licences. The Company understands that it will be subject to more stringent requirements or additional requirements imposed by the Ministry of Industry and Information Technology of the PRC or its local counterparts (the “Relevant Authority”) as compared to domestic enterprises in the PRC. As compared to domestic enterprises in the PRC, the Relevant Authority will require more information, documents and other proof from an applicant which is a foreign-owned enterprise in various aspects, such as the identity and nationality of its ultimate individual shareholders, its prior experience in operating value-added telecommunications businesses and a proven track record of its overseas business operations (collectively, the “Additional Information”). No criteria, standard, guidance or interpretation documents have been published by the Relevant Authority on how the Additional Information will be assessed, whether in qualitative or quantitative aspect, and on the extent or form of requirements of the Additional Information.

Due to the lack of clarity on how the requirements in respect of the Additional Information can be satisfied, an applicant like the Company will be unable to follow such requirements when applying for an ICP licence to the Relevant Authority, and hence, there will be a prolonged process of application with unknown results. Hence, there exists great difficulty and uncertainty for the foreign-owned enterprises to apply for an ICP licence from the Relevant Authority in the PRC. Taking into account the above points, in order not to interrupt the daily operations of Beijing Phoenix, the Group had to adopt the structured contracts to own all the equity interests of Beijing Phoenix.

In addition to the above regulatory point, the reasons for using the structured contracts together with the risks associated with them as well as the actions taken by the Group to mitigate such risks were disclosed in the Company’s announcements dated 11 August and 20 October 2014.

For detailed information relating to the reasons for using structured contracts, risk associated and action taken by the Company to mitigate the risks, please refer to the announcement issued by the Company on 12 August 2014.

架構合約 (續)

2. 北京鳳凰信用管理有限公司 (「北京鳳凰」) (續)

除外資擁有權限制外，結構性合約亦與互聯網內容提供許可證有關。本公司明白其將受中國工業和信息化部或其地方分支機構（「相關機關」）施加之較中國國內企業更嚴格規定或額外規定所規限。與中國國內企業比較，相關機關將於各方面向屬外資企業之申請人要求更多資料、文件及其他證明，例如其最終個人股東之身份及國籍、其過往於營運增值電信服務之經驗及其海外業務營運之良好往績記錄（統稱「額外資料」）。相關機關概無就將如何評估額外資料（不論於質量或數量方面）及就額外資料規定之程度或形式刊發任何條件、標準、指引或詮釋文件。

由於缺乏如何可符合有關額外資料之規定之清晰度，申請人（如本公司）將無法於向相關機關申請互聯網內容提供許可證時遵循該等規定，因此，申請過程將為冗長且結果未能確定。因此，外資企業於中國向相關機關申請互聯網內容提供許可證存在重大困難及不確定性。經計及上述各項，為不影響北京鳳凰之日常營運，本集團須採用結構性合約以擁有北京鳳凰之全部股權。

除上述監管方面外，使用結構性合約之理由連同與彼等有關之風險以及本集團所採取減低有關風險之行動乃披露於本公司日期為二零一四年八月十一日及十月二十日之公告內。

有關使用結構性合約之理由、相關風險及本公司所採取減低風險之行動之詳細資料，請參閱本公司於二零一四年八月二十日刊發之公告。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

3. UCF Pay Limited* (先鋒支付有限公司) ("UCF Pay") (Formerly named as Dalian UCF Business Services Co., Limited* 大連 先鋒商務服務有限公司)

For the Year, UCF Pay recorded revenue and a net profit of RMB203,185,500 and RMB122,001,000, respectively (for the year ended 31 December 2015: RMB140,070,000 and RMB83,638,000, respectively). As at 31 December 2016, the total assets and net assets of UCF pay were RMB591,146,000 and RMB340,296,000 respectively (as at 31 December 2015: RMB1,091,163,000 and RMB218,295,000 respectively).

In October 2013, the Group entered into structured contracts with 聯合創業集團有限公司 (United Venture Guarantee Group Co. Ltd.*), a company established in the PRC with limited liability and 98.17% indirectly owned by Mr. Zhang ("UVG Group"), and 國融聯合中小企業投資顧問(北京)有限公司 (Guorong United SME Investment Consultancy (Beijing) Co. Ltd.*), a company established in the PRC with limited liability and owned by an independent third party ("Guorong Investment"). The structured contracts relate to the effective control over and the rights to enjoy the economic benefits in and/or assets of UCF Pay which is principally engaged in the provision of online third party payment services and prepaid card issuance business in the PRC and which has a third party payment licence issued by the People's Bank of China. Online payment profit is primarily obtained from transaction fee and interest income from reserve fund accounts.

架構合約 (續)

3. 先鋒支付有限公司 (「先鋒支付」) (前稱大連先鋒商務服務有限公司)

於本年度，先鋒支付錄得收入及純利分別為人民幣203,185,500元及人民幣122,001,000元 (截至二零一五年十二月三十一日止年度：分別為人民幣140,070,000元及人民幣83,638,000元)。於二零一六年十二月三十一日，先鋒支付之資產總值及資產淨值分別為人民幣591,146,000元及人民幣340,296,000元 (於二零一五年十二月三十一日：分別為人民幣1,091,163,000元及人民幣218,295,000元)。

於二零一三年十月，本集團分別與聯合創業集團有限公司 (一間於中國成立之有限公司並由張先生間接擁有98.17%權益) (「聯合創業集團」) 及國融聯合中小企業投資顧問(北京)有限公司 (一間於中國成立之有限公司並由一名獨立第三方擁有) (「國融投資」) 訂立架構合約。該等架構合約乃關乎對先鋒支付 (其主要於中國從事提供網上第三方支付服務及預付卡發行業務並持有中國人民銀行頒發之第三方支付牌照) 之實際控制權及享有其經濟利益及／或其資產之權利。網上支付利潤主要來自交易費及儲備資金賬的利息收入。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

3. UCF Pay Limited* (先鋒支付有限公司) (“UCF Pay”) (Formerly named as Dalian UCF Business Services Co., Limited* 大連先鋒商務服務有限公司) (Continued)

The Group is not able to acquire the equity interests in UCF Pay because foreign invested enterprises in the PRC are not granted approval and licences to engage in online payment services. The structured contracts include an exclusive management and operation contract, an exclusive call option contract, a shareholders' entrustment contract and an equity pledge contract, together with powers of attorney ancillary to such agreements (collectively, the “Control Contracts”). Taken as a whole, the Control Contracts allow the Group to effectively control UCF Pay and, therefore, recognise and receive substantially all of the economic benefits of the business and operations of UCF Pay. The following is a summary of the principal terms of the Control Contracts:

- (a) UCF Pay has agreed to (i) engage the Group to provide exclusive and comprehensive management and operation services to UCF Pay; and (ii) pay an annual management service fee to the Group equal to the revenue generated by UCF Pay after deducting all relevant costs and expenses (including taxes), losses and related reserve funds;

架構合約 (續)

3. 先鋒支付有限公司 (「先鋒支付」) (前稱大連先鋒商務服務有限公司) (續)

本集團無法收購先鋒支付之股權，因為於中國之外資企業不得獲發批准及牌照從事網上支付服務。架構合約包括一份獨家管理及經營合約、一份獨家認購期權合約、一份股東委託合約及一份股權質押合約，連同該等協議附帶之委託書（統稱「控制權合同」）。總體而言，控制權合同令本集團可實際控制先鋒支付，因此，確認及收取先鋒支付之業務及經營之絕大部份經濟利益。以下為控制權合同之主要條款概要：

- (a) 先鋒支付已同意(i)委聘本集團向先鋒支付提供獨家及綜合管理及運營服務；及(ii)支付一筆年度管理服務年費予本集團，金額等同於先鋒支付所產生的收益，已扣除所有相關成本及開支（包括稅費）、彌補虧損及提取相關公積金；

Report of the Directors

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STRUCTURE CONTRACTS (Continued)

3. UCF Pay Limited* (先鋒支付有限公司) (“UCF Pay”) (Formerly named as Dalian UCF Business Services Co., Limited* 大連先鋒商務服務有限公司) (Continued)

- (b) UVG Group and Guorong Investment (i) have granted the Group the exclusive right to acquire any or all the equity interests in UCF Pay at the lowest price as and when permitted under the relevant PRC laws and regulations on the condition that such acquisition shall be in compliance with relevant PRC laws and regulations; (ii) have pledged all their equity interests in UCF Pay to the Group for the purpose of securing the performance of their and UCF Pay’s respective contractual obligations under the Control Contracts; and (iii) have entrusted the Group or its designated party to exercise all their respective rights as shareholders of UCF Pay, including but not limited to the rights to vote in a shareholders’ meeting, sign shareholders’ resolutions and file documents with the relevant registration authority and the rights to receive the remaining assets of UCF Pay upon the winding-up of UCF Pay. The Control Contracts shall be legally binding on the successors of UVG Group and Guorong Investment in the event of any change in their holding of the “equity interest of UCF Pay due to bankruptcy, winding-up, termination of operation or any other reason”; and
- (c) in case of a dispute in relation to the Control Contracts, the parties to the Control Contracts shall negotiate in good faith to resolve the dispute. If the dispute cannot be settled through negotiation within 45 days, any party may refer the dispute to the Dalian Arbitration Commission in the PRC for an arbitration award which shall be final and binding on the parties concerned. In addition, pursuant to the terms of the Control Contracts, the Dalian Arbitration Commission has the power to effect actions or arbitral awards on any shares, assets or business of UCF Pay, including the grant of compensation orders, restraining orders or winding up order. Such arbitration awards will be enforced by the People’s Courts of the PRC with jurisdiction.

架構合約 (續)

3. 先鋒支付有限公司 (「先鋒支付」) (前稱大連先鋒商務服務有限公司) (續)

- (b) 聯合創業集團及國融投資(i)已授出獨家權利予本集團，在相關中國法律法規允許的前提下，以相關中國法律法規允許的最低價格收購先鋒支付的任何或全部股權；(ii)已將所持有之先鋒支付全部股權質押予本集團，以擔保其及先鋒支付履行各自於控制權合同下的合同責任；及(iii)已委託本集團或其指定的人士行使彼等各自因作為先鋒支付股東的一切權利，包括但不限於有權於股東大會投票、簽署股東決議案及向相關註冊機關呈交文件，以及有權於先鋒支付清盤時，接收先鋒支付的餘下資產。倘由於「破產、清盤、終止營運或任何其他原因，導致聯合創業集團及國融投資持有之先鋒支付股權出現任何變動」，控制權合同將對其繼任人有法律約束力；及
- (c) 倘就控制權合同出現爭議，則控制權合同訂約各方應秉持真誠原則協商以解決爭議。倘無法於四十五日內透過協商解決爭議，任何訂約方可將爭議提交中國大連仲裁委員會進行仲裁，而有關仲裁裁決將是最終結果，對有關訂約方具有約束力。此外，根據控制權合同之條款，大連仲裁委員會有權對先鋒支付的任何股份、資產或業務作出行動或仲裁裁決，包括發出賠償令、限制令或清盤令。有關仲裁裁決將由具有司法管轄權之中國人民法院執行。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

3. UCF Pay Limited* (先鋒支付有限公司) (“UCF Pay”) (Formerly named as Dalian UCF Business Services Co., Limited* 大連先鋒商務服務有限公司) (Continued)

The Control Contracts are valid for a term of ten years commencing on 21 November 2013 and may be extended for such further ten-year period as may be requested by the Group. The Group is entitled to effect the early termination of the Control Contracts at its own discretion. Neither UCF Pay nor its shareholders may vary or terminate the Control Contracts. There were no material changes to the Control Contracts and/or the circumstances under which they were adopted, nor was there any unwinding of them or of a failure to do the same due to the restrictions that led to their adoption being removed. The Group intends to unwind the Control Contracts arrangement and directly hold the equity interests of UCF Pay when the relevant restrictions no longer exist. For further details, including the risks associated with the Control Contracts as well as the actions taken by the Group to mitigate such risks, please refer to the Company’s announcement dated 9 October 2013.

For detailed information relating to the reasons for using structured contracts, risk associated and action taken by the Company to mitigate the risks, please refer to the announcement issued by the Company on 10 October 2013.

* For identification purpose only

架構合約 (續)

3. 先鋒支付有限公司 (「先鋒支付」) (前稱大連先鋒商務服務有限公司) (續)

控制權合同的有效期自二零一三年十一月二十一日起計為期十年，並可應本集團的要求另外續期十年。本集團有權酌情提早終止控制權合同。先鋒支付或其股東均不得修改或終止控制權合同。控制權合同及／或彼等採用之情況並無重大變動，該等控制權合同亦無遭解除或因導致彼等採用被剔除之限制而未能解除該等控制權合同。本集團擬於有關限制不再存在時，解除控制權合同安排，並直接持有先鋒支付之股權。有關進一步詳情（包括與控制權合同相關之風險及本集團所採取以減輕該等風險之措施）請參閱本公司日期為二零一三年十月九日之公告。

有關使用結構性合約之理由、相關風險及本公司所採取減低風險之行動之詳細資料，請參閱本公司於二零一三年十月十日刊發之公告。

* 僅供識別

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

4. Shenzhen Qiyuan Tianxia Technology Company Limited* (深圳起源天下科技有限公司) (“Qiyuan”)

For the Year, Qiyuan recorded revenue and a net profit of RMB89,189,000 and RMB62,891,000, respectively (for the year ended 31 December 2015: Nil for both). As at 31 December 2016, the total assets and the net assets of Qiyuan were RMB146,207,000 and RMB68,106,000 respectively (as at 31 December 2015: Nil for both).

On 21 April 2016, Amazing Express Development Limited (the “Investor”), a wholly-owned subsidiary of the Company, entered into an acquisition agreement with Mr. Wong Zheng (the “Seller”) to acquire a 51% equity interest in Qiyuan which includes 深圳萬合眾一科技有限公司 (Shenzhen Wanhezongyi Technology Company Limited*) (the “WFOE”) through structured contracts at a consideration of RMB55.0 million, which was satisfied by cash and a contingent consideration by the issue of shares of HK\$0.1 each (HK\$0.02 each after the effect of the Share Subdivision on 19 September 2016). The transaction was completed on 21 April 2016. Qiyuan is engaged in the provision of mobile gaming service.

The existing shareholders of Qiyuan includes one nominee shareholder (the “Nominee Shareholder”), who is nominated by the Investor and holds 51% of Qiyuan’s registered capital. The Nominee Shareholder is a member of the senior management of the Company and is a third party independent of the Company, the Investor and their respective connected persons (as defined in the GEM Listing Rules).

架構合約 (續)

4. 深圳起源天下科技有限公司 (「起源」)

於本年度，起源錄得收入及純利分別為人民幣89,189,000元及人民幣62,891,000元（截至二零一五年十二月三十一日止年度：兩者均為零）。於二零一六年十二月三十一日，起源支付之資產總值及資產淨值分別為人民幣146,207,000元及人民幣68,106,000元（截至二零一五年十二月三十一日止年度：兩者均為零）。

於二零一六年四月二十一日，本公司全資附屬公司精通發展有限公司（「投資者」）與王政先生（「賣方」）訂立一份收購協議，以代價人民幣55,000,000元透過架構合約收購起源（包括深圳萬合眾一科技有限公司（「外商獨資企業」）之51%股權，有關代價乃以現金支付及或然代價乃以發行每股面值0.1港元（於二零一六年九月十九日股份拆細生效後為每股面值0.02港元）之股份之方式支付。該交易已於二零一六年四月二十一日完成。起源從事提供手機遊戲服務業務。

起源之現有股東包括一名由投資者提名及持有起源51%註冊資本之代名人股東（「代名人股東」）。代名人股東為本公司之高級管理人員成員及為獨立於本公司、投資者及彼等各自之關連人士之第三方（定義見創業板上市規則）。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

4. Shenzhen Qiyuan Tianxia Technology Company Limited* (深圳起源天下科技有限公司) (“Qiyuan”) (Continued)

(1) Exclusive Option Agreement

The Seller and the Nominee Shareholder irrevocably agree, to the extent permitted under the laws of the PRC, to transfer to the WFOE or any persons(s) designated by the WFOE at any time all or part of their equity interests in Qiyuan.

The WFOE may exercise its rights as stated in the paragraph above at any time at its sole discretion as permitted under the laws of the PRC. The exercise price of each of the rights under the paragraph above shall be the nominal price, subject to other price requirements (if any) as may be imposed or required by relevant PRC governmental authorities or law, in any case being the lowest possible price permissible.

The Seller and the Nominee Shareholder undertake that, among other things, they will not (i) amend the articles of association of Qiyuan; (ii) increase or decrease the registered capital of Qiyuan; (iii) sell, transfer, mortgage or create any security interest or third party rights in their equity interests in Qiyuan; or (iv) approve any merger or acquisition activities of Qiyuan without prior written permission of the WFOE.

(2) Exclusive Business Cooperation Agreement

Qiyuan has agreed to engage the WFOE on an exclusive basis to provide services in connection with the business of Qiyuan, such as business assistance, technical services, consulting services etc. Qiyuan has further agreed not to, and agreed to procure that its subsidiaries will not, without the WFOE's prior written consent, participate, be interested, engage, acquire or hold any business which competes directly or indirectly with the WFOE in the PRC. In exchange, Qiyuan will pay the WFOE service fee, on a yearly basis, equivalent to all of its income and economic interests following deduction of any necessary costs, expenses, taxation and mandatory social insurance and housing funds etc., which are determined by the WFOE.

架構合約 (續)

4. 深圳起源天下科技有限公司 (「起源」) (續)

(1) 獨家購買權協議

賣方及代名人股東不可撤回地同意，於中國法律准許之情況下，隨時將彼等於起源之股權全部或部份轉讓予外商獨資企業或外商獨資企業指定之任何人士。

外商獨資企業可隨時按中國法律所准許之情況，全權酌情行使其於上段載列之權利。上段項下之權利各自之行使價應為面值，其須遵守相關中國政府機關或法律施加或規定之其他價格規定（如有），惟於任何情況下均為最低可能准許價格。

賣方及代名人股東承諾，（其中包括）彼等將不會(i)修訂起源之組織章程細則；(ii)增加或減少起源之註冊資本；(iii)出售、轉讓、抵押彼等於起源之股權或就彼等於起源之股權增設任何擔保權益或第三方權利；或(iv)於未經外商獨資企業書面准許之情況下批准起源之合併或收購活動。

(2) 獨家業務合作協議

起源已同意委聘外商獨資企業就起源之業務，如業務協助、技術服務、諮詢服務等按獨家基準提供服務，起源已進一步同意不會並同意促使其附屬公司將不會，在並無外商獨資企業之事先書面同意之情況下，參與、擁有、從事、收購或持有任何與外商獨資企業在中國直接或間接構成競爭之業務。作為交換，起源將按年度基準，於扣除所需成本、開支、稅項及強制性社會保險及住房公積金後向外商獨資企業支付相等於其全部收入及經濟利益之服務費，該等款項由外商獨資企業釐定。

STRUCTURE CONTRACTS (Continued)

4. Shenzhen Qiyuan Tianxia Technology Company Limited* (深圳起源天下科技有限公司) (“Qiyuan”) (Continued)

(3) Equity Pledge Agreements

The Seller has agreed to pledge all equity interests in Qiyuan held by him, being 49% of all the equity interests in Qiyuan (including all present and future rights and benefits derived from such equity interests and any additional interests in Qiyuan acquired by him subsequent to the date of the Seller's Equity Pledge Agreement) to the WFOE, as continuing first priority collateral security for the performance of all payment obligations of Qiyuan (including but not limited to those under the Exclusive Business Cooperation Agreement as stated in paragraph (2) above and relevant interests, costs and expenses).

The Nominee Shareholder, as another registered shareholder of Qiyuan holding 51% of all the equity interests in Qiyuan, together with the WFOE and Qiyuan, entered into the Nominee Shareholder's Equity Pledge Agreement, the terms of which are substantially the same as those set out in the Seller's Equity Pledge Agreement.

(4) Entrustment Agreement for Shareholders' Voting Rights

The Seller and the Nominee Shareholder, among other things, irrevocably and unconditionally undertake to authorise any person designated by the WFOE (including but not limited to the members of the board of directors of the WFOE and their respective successors or liquidators) to exercise on their behalf all shareholders' rights under the articles of association of Qiyuan and applicable PRC laws and regulations, including but not limited to (i) propose, call together, attend, be counted for quorum and vote at shareholders meetings, (ii) act as, appoint and/or replace Qiyuan's legal representative, chairman, executive directors, supervisors, managing director and/or other senior management, (iii) sign minutes of shareholders meetings and resolutions and other documents to be filed with relevant companies registrars, (iv) represent and exercise any voting powers and receive any distributions on their behalf in the event of Qiyuan's insolvency or winding up or similar events, and (v) file documents with the relevant companies registrar.

架構合約 (續)

4. 深圳起源天下科技有限公司 (「起源」) (續)

(3) 股權質押協議

賣方已同意向外商獨資企業質押其所持有之全部起源股權 (即起源全部股權之49%) (包括自賣方之股權質押協議日期後其所增購的起源的任何股權及額外權益所產生的所有現有及未來權利及利益), 作為起源之全部付款責任 (包括但不限於獨家業務合作協議 (如上文(2)段所載列) 項下及相關利息、成本及開支之付款責任) 之持續優先抵押擔保。

代名人股東 (作為另一位於起源持有全部股權51%之起源註冊股東), 連同外商獨資企業及起源訂立代名人股東之股權質押協議, 其條款大體上與賣方之股權質押協議所載之條款相同。

(4) 股東投票權之委託協議

賣方及代名人股東將 (其中包括) 不可撤回及無條件承諾授權外商獨資企業所指定的任何人士 (包括但不限於外商獨資企業之董事會成員及彼等各自之繼任者或清盤人) 根據起源的組織公司章程及適用的中國法律及法規代彼等行使所有股東權利, 包括 (但不限於) (i) 建議、召集、出席股東大會, 計入為法定人數及投票的權利, (ii) 作為、獲委任及/或取代法定代表、主席、執行董事、監事、董事總經理及/或其他高級管理層的權利; (iii) 簽署股東大會會議記錄及決議案及向相關公司註冊處處長提交之其他文件的權利, (iv) 於起源破產或清盤或類似事項之情況下, 代表彼等聲明及行使任何投票權利, 及(v)向相關公司註冊處提交文件的權利。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

4. Shenzhen Qiyuan Tianxia Technology Company Limited* (深圳起源天下科技有限公司) (“Qiyuan”) (Continued)

(4) *Entrustment Agreement for Shareholders’ Voting Rights (Continued)*

For detailed information relating to the reasons for using structured contracts, risk associated and action taken by the Company to mitigate the risks, please refer to the announcement issued by the Company on 21 April 2016.

5. Shanghai Jifu

For the Year, Shanghai Jifu recorded revenue and a net profit of RMB707,159,000 and RMB115,380,000, respectively (for the year ended 31 December 2015: Nil for both). As at 31 December 2016, the total assets and the net liabilities of Shanghai Jifu were RMB489,125,000 and RMB18,161,000 respectively (as at 31 December 2015: Nil for both). Share of results of associates for the Year was approximately RMB40.4 million (as at 31 December 2015: Nil).

On 30 October 2015, the Group entered into a sale and purchase agreement with Bonus Partners Worldwide Limited and Essential Perfection Enterprise Limited, pursuant to which the Company conditionally agreed to acquire a 100% equity interest in Genesis Business Holdings Limited and indirectly a 35% equity interest in Shanghai Jifu through structured contracts for a total consideration of approximately RMB560 million, of which RMB160 million was satisfied in cash and RMB400 million was satisfied by the issuance of 258,318,335 new Shares at HK\$1.89 each (equivalent to RMB1.55 per share). The acquisition was completed on 30 April 2016.

The principal business of Shanghai Jifu is providing mobile payment service.

The existing shareholders of Shanghai Jifu include one nominee shareholder which holds 35% of its registered capital.

架構合約 (續)

4. 深圳起源天下科技有限公司 (「起源」) (續)

(4) *股東投票權之委託協議 (續)*

有關使用結構性合約之理由、相關風險及本公司所採取減低風險之行動之詳細資料，請參閱本公司於二零一六年四月二十一日刊發之公告。

5. 上海即富

於本年度，上海即富錄得收入及純利分別為人民幣707,159,000元及人民幣115,380,000元（截至二零一五年十二月三十一日止年度：兩者均為零）。於二零一六年十二月三十一日，上海即富之資產總值及負債淨值分別為人民幣489,125,000元及人民幣18,161,000元（於二零一五年十二月三十一日：兩者均為零）。年內應佔聯營公司之業績為約人民幣40,400,000元（於二零一五年十二月三十一日：零）。

於二零一五年十月三十日，本集團與合盈環球有限公司及德美企業有限公司訂立買賣協議，據此，本公司有條件同意收購創峰控股有限公司之100%股權及透過結構性合約間接擁有上海即富之35%股權，總代價為約人民幣560,000,000元，其中人民幣160,000,000元以現金支付及人民幣400,000,000元以發行每股面值1.89港元（相等於每股人民幣1.55元）之258,318,335股新股份之方式支付。收購事項已於二零一六年四月三十日完成。

上海即富之主要業務為提供移動支付服務。

上海即富之現有股東包括一名持有其35%註冊資本之代名人股東。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

5. Shanghai Jifu (Continued)

(1) Exclusive Option Agreement

Shenzhen Laimeiju Trade Co., Ltd* (深圳市來美居貿易有限公司) (“Shenzhen Laimeiju”) irrevocably agrees, to the extent permitted under the laws of the PRC, to transfer to Shanghai Jirui or any persons(s) designated by Shanghai Jirui at any time all or part of its equity interests in Shenzhen Laimeiju. Shanghai Jirui Information Technology Co., Ltd (“Shanghai Jirui”) may exercise its rights as stated in the paragraph above at any time at its sole discretion as permitted under the laws of the PRC. The exercise price of each of the rights under the paragraph above shall be the nominal price, subject to other price requirements (if any) as may be imposed or required by relevant PRC governmental authorities or law, in any case being the lowest possible price permissible. Ms. Huang Juan and 深圳市文信顯示技術有限公司 (Shenzhen Wenxin Xianshi Technology Co., Ltd.*) (“Shenzhen Wenxin”) undertake that, among other things, they will not (i) amend the articles of association of Shenzhen Laimeiju; (ii) increase or decrease the registered capital of Shenzhen Laimeiju; (iii) transfer, mortgage or create any security interest or third party rights in their equity interests in Shenzhen Laimeiju; or (iv) approve any merger or acquisition activities of Shenzhen Laimeiju without prior written permission of Shanghai Jirui.

架構合約 (續)

5. 上海即富 (續)

(1) 獨家購買權協議

深圳市來美居貿易有限公司 (「深圳來美居」) 不可撤回地同意，於中國法律准許之範圍內，隨時向上海即瑞或上海即瑞指定之任何人士轉讓其於深圳來美居之全部或部份股權。在中國法律許可之情況下，上海即瑞信息科技有限公司 (「上海即瑞」) 可全權酌情隨時行使其於上段所載之權利。上段項下之各項權利之行使價將為名義價格，惟須受相關中國政府機關或法律可能施加或規定之其他價格規定 (如有)，在任何情況下均為可能許可之最低價格。黃娟女士及深圳市文信顯示技術有限公司 (「深圳文信」) 承諾 (其中包括)，彼等將不會 (i) 修訂深圳來美居之組織章程細則；(ii) 增加或減少深圳來美居之註冊股本；(iii) 將其於深圳來美居之股權轉讓、抵押或設置任何抵押權益或第三方權利；或 (iv) 未取得上海即瑞事先書面准許下批准深圳來美居之任何合併或收購活動。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

5. Shanghai Jifu (Continued)

(2) Exclusive Business Cooperation Agreement

Shenzhen Laimeiju has agreed to engage Shanghai Jirui on an exclusive basis to provide services in connection with the business of Shenzhen Laimeiju, such as business assistance, technical services, consulting services etc. Shenzhen Laimeiju has further agreed not to, and agreed to procure that its subsidiaries will not, without Shanghai Jirui's prior written consent participate, be interested, engage, acquire or hold any business which competes directly or indirectly with Shanghai Jirui in the PRC (in each case whether as a shareholder, partner, agent, employee or otherwise).

In exchange, Shenzhen Laimeiju will pay Shanghai Jirui a service fee, on a yearly basis, equivalent to all of its income and economic interests following deduction of any necessary costs, expenses, taxation and mandatory social insurance and housing funds etc., which are determined by Shanghai Jirui.

架構合約 (續)

5. 上海即富 (續)

(2) 獨家業務合作協議

深圳來美居已同意委聘上海即瑞就深圳來美居之業務按獨家基準提供服務，如業務支持、技術服務、諮詢服務等。深圳來美居已進一步同意不會並同意促使其附屬公司將不會，在未經上海即瑞事先書面同意下，參與、於當中擁有權益、從事、收購或持有任何於中國直接或間接與上海即瑞構成競爭之業務（在各種情況下，不論作為股東、合夥人、代理、僱員或以其他身份）。

作為交換，深圳來美居將在扣除任何所需成本、開支、稅項及強制性社會保險以及住房公積金等後每年向上海即瑞支付相等於其所有收入及經濟利益之服務費，該費用乃由上海即瑞釐定。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

5. Shanghai Jifu (Continued)

(3) Equity Pledge Agreement

Ms. Huang Juan and Shenzhen Wenxin have agreed to pledge all equity interests in Shenzhen Laimeiju held by them (including all present and future rights and benefits derived from such equity interests and any additional interests in Shenzhen Laimeiju acquired by them subsequent to the date of the Equity Pledge Agreement) to Shanghai Jirui, as continuing first priority collateral security for the performance of all payment obligations of Shenzhen Laimeiju (including but not limited to those under the Exclusive Business Cooperation Agreement as stated in paragraph (2) above and relevant interests, costs and expenses).

(4) Authorisation and Entrustment Agreement

Ms. Huang Juan and Shenzhen Wenxin, among other things, irrevocably and unconditionally undertake to authorise any person designated by Shanghai Jirui (including but not limited to the members of the board of directors of Shanghai Jirui and their respective successors or liquidators) to exercise on their behalf all shareholders' rights under the articles of association of Shenzhen Laimeiju and applicable PRC laws and regulations, including but not limited to (i) to attend, be counted for quorum and vote at shareholders meetings, (ii) to act as, appoint and/or replace Shenzhen Laimeiju's legal representative, chairman, executive directors, supervisors, managing director and/or other senior management, (iii) to sign minutes of shareholders meetings and resolutions and other documents to be filed with relevant companies registrars, (iv) to represent and exercise any voting powers and receive any distributions on their behalf in the event of Shenzhen Laimeiju's insolvency or winding up or similar events, and (v) to file documents with the relevant companies registrar.

For detailed information relating to the reasons for using structured contracts, risk associated and action taken by the Company to mitigate the risks, please refer to the circular issued by the Company on 7 April 2016.

架構合約 (續)

5. 上海即富 (續)

(3) 股權質押協議

黃娟女士及深圳文信已同意向上海即瑞質押彼等所持有之所有深圳來美居股權(包括自有關股權及彼等於股權質押協議日期後所增購深圳來美居之任何權益所產生之所有現有及未來權利及利益),作為履行深圳來美居之全部付款責任(包括但不限於獨家業務合作協議(如上文第(2)段所載列)項下及相關利息、成本及開支之付款責任)之持續優先抵押擔保。

(4) 授權及委託協議

黃娟女士及深圳文信(其中包括)不可撤回地及無條件地承諾授權上海即瑞所指定之任何人士(包括但不限於上海即瑞之董事會成員及彼等各自之繼任者或清盤人)根據深圳來美居之組織章程細則及適用之中國法律及法規代彼等行使所有股東權利,包括但不限於(i)出席股東大會、計入股東大會之法定人數並於股東大會上投票;(ii)擔任、委任及/或代替深圳來美居之法定代表、主席、執行董事、監事、董事總經理及/或其他高級管理層;(iii)簽署股東大會會議記錄及決議案以及將向相關公司註冊處提交之其他文件;(iv)倘深圳來美居無力償債、清盤或出現類似事件,則代表及代彼等行使任何投票權並收取任何分派;及(v)向相關公司註冊處提交文件。

有關使用結構性合約之理由、相關風險及本公司所採取減低風險之行動之詳細資料,請參閱本公司於二零一六年四月七日刊發之通函。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

6. Leyu

For the Year, Leyu recorded revenue and a net profit of RMB121,045,000 and RMB28,772,000, respectively (for the year ended 31 December 2015: Nil for both). As at 31 December 2016, the total assets and the net liabilities of Leyu were RMB289,269,000 and RMB14,252,000 respectively (as at 31 December 2015: Nil for both).

On 31 October 2016, Marvel Paradise Group Limited, a wholly-owned subsidiary of the Company, entered into an acquisition agreement to acquire a 48% equity interest in Leyu which includes 北京掌眾軟件技術有限責任公司 (Beijing Weshare Software Technology Limited*), (the “Beijing WFOE”) through structured contracts (the “Leyu Structured Contracts”) at a total consideration of RMB800 million, of which RMB320.0 million was satisfied in cash and the remaining RMB480 million was satisfied by the issuance of 714,147,470 new Shares at HK\$0.7681 each (equivalent to RMB0.6548 per Share). On 24 November 2016 and 14 December 2016, the Company allotted and issued 541,251,368 Shares and 172,896,102 Shares to the sellers respectively. However, the completion of the transaction should be subject to the terms of the acquisition agreement signed between the sellers and the Company. The transaction was completed on 14 December 2016. Leyu and its subsidiaries and consolidated affiliated entities are principally online consumer finance marketplaces, connecting investors and individual borrowers from a variety of channels to facilitate loans through mobile applications.

The existing shareholders of Leyu include one nominee shareholder which holds 48% of its registered capital.

架構合約 (續)

6. Leyu

於本年度，Leyu錄得收入及純利分別為人民幣121,045,000元及人民幣28,772,000元（截至二零一五年十二月三十一日止年度：兩者均為零）。於二零一六年十二月三十一日，Leyu之資產總值及負債淨額分別為人民幣289,269,000元及人民幣14,252,000元（於二零一五年十二月三十一日：兩者均為零）。

於二零一六年十月三十一日，本公司全資附屬公司Marvel Paradise Group Limited訂立一份收購協議，以總代價人民幣800,000,000元透過架構合約（「Leyu架構合約」）收購北京掌眾軟件技術有限責任公司（「北京外商獨資企業」）之48%股權，其中人民幣320,000,000元以現金支付，而餘額人民幣480,000,000元以發行每股面值0.7681港元（相等於每股股份人民幣0.6548元）之714,147,470股新股份之方式支付。於二零一六年十一月二十四日及二零一六年十二月十四日，本公司分別向賣方配發及發行541,251,368股股份及172,896,102股股份。該交易已於二零一六年十二月十四日完成。Leyu及其附屬公司及綜合關聯方主要為在線消費金融市場，透過移動應用程式連接投資者與個別借款人，以多種渠道促成貸款。

Leyu之現有股東包括一名持有其48%註冊資本之代名人股東。

Report of the Directors 董事會報告

STRUCTURE CONTRACTS (Continued)

6. Leyu (Continued)

(1) Exclusive Business Cooperation Agreements

The Beijing WFOE shall provide the OPCOs i.e. 北京掌眾金融信息服務有限公司 (Beijing Weshare Financial Message Service Limited*) and 北京掌眾財富資產管理有限公司 (Beijing Weshare Wealth Management Limited*), with exclusive technical services, business advisory, including, among others, computer software technology development, technical consulting and business management consulting. The Beijing WFOE shall issue bills on a quarterly basis to the OPCOs in accordance with an agreed price, adjusted depending on the workload and commercial value of its services provided to the OPCOs. The OPCOs shall pay the consulting service fees to the Beijing WFOE accordingly.

(2) Exclusive Option Agreements

The shareholders of the OPCOs (the “OPCO Shareholders”) irrevocably and unconditionally grant exclusive share options to the Beijing WFOE that entitles the Beijing WFOE to require each of the OPCO Shareholders to transfer, to the extent permitted by the PRC laws, all or part of OPCO Shareholders’ equity interests in the OPCOs to the Beijing WFOE or any person(s) designated by the Beijing WFOE at the minimum consideration permitted by the PRC laws. Pursuant to the Exclusive Option Agreements, the OPCO Shareholders shall not, among other things, (i) transfer any of their equity interests in the OPCOs nor create any pledge or any other security unless in the ordinary and usual course of business and with prior written consent from the Beijing WFOE, or (ii) alter the registered capital of the OPCOs or approve the distribution of dividends to the OPCO Shareholders without prior written consent from the Beijing WFOE.

架構合約 (續)

6. Leyu (續)

(1) 獨家業務合作協議

北京外商獨資企業將向該等營運公司 (即北京掌眾金融信息服務有限公司及北京掌眾財富資產管理有限公司) 提供獨家技術服務、業務諮詢, 包括 (其中包括) 電腦軟件技術開發、技術諮詢及業務管理諮詢。北京外商獨資企業將根據經協定價格按季度向該等營運公司發出賬單, 並視乎其向該等營運公司所提供服務之工作量及商業價值進行調整。該等營運公司須因此向北京外商獨資企業支付顧問服務費。

(2) 獨家購買權合同

營運公司股東 (「營運公司股東」) 不可撤銷及無條件向北京外商獨資企業授予獨家購股權, 其賦予北京外商獨資企業權利可要求各營運公司股東, 以中國法律允許之最少代價, 向北京外商獨資企業或北京外商獨資企業指定之任何人士轉讓 (於中國法律允許之範圍內) 營運公司股東於該等營運公司之全部或部分股權。根據獨家購買權合同, 營運公司股東將不得 (其中包括) (i) 轉讓彼等於該等營運公司之任何股權, 亦不得對其設立任何質押或任何其他抵押, 除非於一般及正常業務過程中進行並取得北京外商獨資企業事先書面同意, 或(ii) 未取得北京外商獨資企業事先書面同意下, 更改該等營運公司之註冊資本或批准向該等營運公司之股東分派股息。

Report of the Directors

董事會報告

STRUCTURE CONTRACTS (Continued)

6. Leyu (Continued)

(3) Equity Pledge Agreements

The OPCO Shareholders agree to pledge all of their equity interests in the OPCOs, equivalent to all the equity interests in the OPCOs, to the Beijing WFOE to secure the performance of all the contractual obligations and the payment of guaranteed debts of the OPCO Shareholders and the OPCOs under the Leyu Structured Contracts. Pursuant to the Equity Pledge Agreements, absent prior written consent from the Beijing WFOE, the OPCO Shareholders shall not, among other things, (i) transfer any of their equity interests in the OPCOs nor create any new pledge or any other security thereon, or (ii) transfer any of their rights or obligations under the Exclusive Business Cooperation Agreements and the Equity Pledge Agreements to any third parties.

(4) Powers of Attorney

Each OPCO Shareholder irrevocably authorises the Beijing WFOE, or any person(s) designated by the Beijing WFOE, to exercise on its or his behalf all of its or his rights and powers as a OPCO Shareholder, including, among other things, (i) acting as the agent of the OPCO Shareholder to attend the shareholders' meetings of the OPCOs, (ii) representing the OPCO Shareholder and exercising the voting rights on matters requiring discussion and approval at shareholders' meetings of the OPCOs, or (iii) proposing to appoint or remove directors and other members of senior management.

(5) Spousal Consent Letter

The spouse of Mr. Zhang Jinghua unconditionally and irrevocably, among other things, (i) acknowledges that all the equity interests in the OPCOs registered under the name of the OPCO Shareholders (as applicable) do not form part of their matrimonial property, (ii) undertakes that she will not claim any remedy in respect of the equity interests in the OPCOs obtained under the Leyu Structured Contracts, and (iii) undertakes that she will not participate in the operation and management of the OPCOs.

For detailed information relating to the reasons for using structured contracts, risk associated and action taken by the Company to mitigate the risks, please refer to the announcement issued by the Company on 31 October 2016.

架構合約 (續)

6. Leyu (續)

(3) 股權質押合同

營運公司股東同意向北京外商獨資企業質押彼等於該等營運公司之全部股權(相等於該等營運公司之全部股權),以確保履行Leyu架構合約項下之所有合約責任及支付營運公司股東及該等營運公司之擔保債務。根據股權質押合同,尚未取得北京外商獨資企業事先書面同意,營運公司股東將不得(其中包括)(i)轉讓彼等於該等營運公司之任何股權,亦不得對其設立任何新質押或任何其他抵押,或(ii)向任何第三方轉讓彼等於獨家業務合作協議及股權質押合同項下之任何權利或責任。

(4) 授權委託協議

各營運公司股東不可撤回地授權北京外商獨資企業(或北京外商獨資企業指定之任何人士)代其行使作為營運公司股東之一切權利及權力,包括(其中包括)(i)作為營運公司股東之代理出席該等營運公司之股東大會,(ii)代表營運公司股東及就須於該等營運公司之股東大會上討論及批准之事宜行使投票權,或(iii)建議委任或罷免董事及其他高級管理層成員。

(5) 配偶同意函

張敬華先生之配偶無條件及不可撤回地(其中包括)(i)承認所有以營運公司股東(如適用)名義登記之該等營運公司之股權並不構成彼等婚姻財產之一部分,(ii)承諾彼將不會就根據Leyu架構合約取得的該等營運公司之股權索取任何補償,及(iii)承諾彼不會參與該等營運公司的營運及管理。

有關使用結構性合約之理由、相關風險及本公司所採取減低風險之行動之詳細資料,請參閱本公司於二零一六年十月三十一日刊發之公告。

Report of the Directors

董事會報告

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group had the following continuing connected transactions which are subject to the reporting, annual review, announcement and independent shareholders' approval under Chapter 20 of the GEM Listing Rules.

1. Sub-tenancy Agreement and Master Agreement for Business Centre

- (i) On 23 October 2014, the Company as sub-lessee entered into a sub-tenancy agreement with UCF Holdings Group Limited (formerly known as "China UCF Group Co., Limited") ("UCF") as sub-lessor in respect of the sub-tenancy of an office premises in Hong Kong at a monthly rent of HK\$471,360 for the period commencing on 25 October 2014 and ending on 31 December 2016 (the "Sub-tenancy Agreement").
- (ii) On 23 October 2014, Ever Step Holdings Limited, a wholly-owned subsidiary of the Company, entered into a master agreement for business centre with Beijing Fengchao Business Service Co., Ltd. ("Beijing Fengchao") in respect of the use of the business centres of Beijing Fengchao and other associates of Mr. Zhang (excluding the Group) from time to time (the "Connected Group") by any member of the Group from time to time for the period commencing on 25 October 2014 and ending on 31 December 2016 (the "Master Agreement for Business Centre").

Mr. Zhang is a NED and a substantial shareholder of the Company. UCF, Beijing Fengchao and members of the Connected Group are associates of Mr. Zhang and hence connected persons of the Company. The transactions under the Sub-tenancy Agreement and the Master Agreement for Business Centre constitute continuing connected transactions for the Company pursuant to the GEM Listing Rules.

不獲豁免持續關連交易

於本年度內，本集團曾進行下列須遵守創業板上市規則第20章項下申報、年度審閱、公告及獨立股東批准規定的持續關連交易。

1. 分租協議及商務中心主協議

- (i) 於二零一四年十月二十三日，本公司（作為分承租人）與先鋒控股集團有限公司（前稱「中國先鋒金融集團有限公司」）（「先鋒集團」）（作為分出租人）訂立分租協議（「分租協議」），內容有關由二零一四年十月二十五日起至二零一六年十二月三十一日止期間按月租471,360港元分租香港辦公室物業。
- (ii) 於二零一四年十月二十三日，永階控股有限公司（本公司之全資附屬公司）與北京蜂巢商務服務有限公司（「北京蜂巢」）訂立商務中心主協議（「商務中心主協議」），內容有關由本集團之任何成員公司由二零一四年十月二十五日起至二零一六年十二月三十一日止期間內不時使用北京蜂巢及張先生之其他聯繫人士（不包括本集團）（「關連集團」）之商務中心。

張先生為本公司之非執行董事兼主要股東。先鋒集團、北京蜂巢及關連集團之成員公司為張先生之聯繫人士，並因此為本公司之關連人士。根據創業板上市規則，分租協議及商務中心主協議項下之交易構成本公司之持續關連交易。

Report of the Directors

董事會報告

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS (Continued)

不獲豁免持續關連交易 (續)

2. Annual Caps

The maximum aggregate annual consideration for the aforesaid continuing connected transactions for the three years ended 31 December 2016 and the actual amounts of such transactions for the years are as follows:

2. 年度上限

截至二零一六年十二月三十一日止三個年度上述持續關連交易之最高年度代價總額及於本年度有關交易之實際金額如下：

	Caps for the three years ended			Approximate actual amounts for the Year 本年度之概約實際金額 RMB'000 人民幣千元
	2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	
I. Continuing connected transactions with UCF I. 與先鋒集團之持續關連交易				
(a) Lease arrangements with UCF as sub-lessor (HKD'000) (a) 與先鋒集團(作為分出租人)之租賃安排(千港元)	1,052	5,656	5,656	5,656
II. Continuing connected transactions with Beijing Fengchao II. 與北京蜂巢之持續關連交易				
(b) Lease arrangements with Beijing Fengchao as lessor (b) 與北京蜂巢(作為出租人)之租賃安排	3,200	6,500	8,000	-

For detailed information relating to the above transactions, please refer to the announcement issued by the Company on 23 October 2014.

有關上述交易之詳細資料，請參閱本公司刊發日期為二零一四年十月二十三日之公告。

Report of the Directors

董事會報告

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS (Continued)

不獲豁免持續關連交易 (續)

3. Review by INEDs and Auditors

The INEDs have reviewed the above continuing connected transactions and confirmed that:

- i) in respect of the Sub-tenancy Agreement and the Master Agreement for Business Centre, the transactions carried out during the Year have been entered into (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favorable to the Group than terms available to or from (as appropriate) independent third parties; and (c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The independent auditors of the Company have performed procedures on the above continuing connected transactions and issued a letter to the Board to confirm that:

- i) the continuing connected transactions have been approved by the Board;
- ii) for transactions involving the provisions of goods or services by the Group, they have found that the transactions were, in all material respects, in accordance with the pricing policies of the Group;
- iii) they have found that the transactions were entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- iv) the continuing connected transactions have not exceeded their respective caps.

3. 由獨立非執行董事及核數師審閱

獨立非執行董事經已審閱上述持續關連交易並確認：

- i) 就分租協議及商務中心主協議而言，於本年度內進行的交易乃(a)於本集團的日常及一般業務過程中訂立；(b)按照一般商務條款訂立，或如可供比較的交易不足以判斷該等交易的條款是否為一般商業條款，則按對本集團而言不遜於獨立第三方可取得或提供（如適用）的條款訂立；及(c)根據按若干條款對其監管的有關協議訂立，而該等條款屬公平合理，並且符合股東的整體利益。

本公司獨立核數師已對上述持續關連交易進行有關程序，並向董事會發出函件確認：

- i) 持續關連交易已獲董事會批准；
- ii) 就涉及本集團提供貨物或服務的交易而言，核數師發現該等交易於各重大方面已按照本集團的定價政策進行；
- iii) 核數師發現該等交易於各重大方面已按照監管該等交易的相關協議進行；及
- iv) 持續關連交易並未超出彼等各自的上限。

Report of the Directors

董事會報告

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS (Continued)

3. Review by INEDs and Auditors (Continued)

After the year end date of 31 December 2016, the Group/ Company had made the following continuing connected transactions which are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules:

1. On 25 January 2017, the Company as sub-lessee entered into a new sub-tenancy agreement with UCF as sub-lessor in respect of the sub-tenancy of an office premises in Hong Kong at a monthly rent of HK\$471,360 for a year commencing on 1 January 2017 and ending on 31 December 2017 (the "Hong Kong Sub-tenancy Agreement") after the Sub-tenancy Agreement had expired on 31 December 2016.
2. On 25 January 2017, UCF Pay Limited* (先鋒支付有限公司北京分公司), an indirect wholly-owned subsidiary of the Company, entered into a tenancy agreement for office premises in Beijing with Beijing Xiaoyun Huayuan Real Estate Co., Ltd.* (北京霄雲華園置業有限公司) ("Beijing Xiaoyun") in respect of the use of the office premises at a rent of RMB11.56 per day per square metre (inclusive of operation fees and property fees) for a year commencing on 1 January 2017 and ending on 31 December 2017 (both days inclusive) (the "First Beijing Tenancy Agreement").
3. On 1 August 2016, 北京壹房壹貸信息技術服務有限公司("Beijing Yifang Yidai"), an indirect wholly-owned subsidiary of the Company, entered into a tenancy agreement for office premises in Beijing with Beijing Xiaoyun in respect of the use of the office premises at a rent of RMB11.56 per day per square metre (inclusive of operation fees and property fees) for 1 year and 5 months commencing on 1 August 2016 to 31 December 2017 (both days inclusive) (the "Second Beijing Tenancy Agreement").

* For identification purposes only

不獲豁免持續關連交易 (續)

3. 由獨立非執行董事及核數師審閱 (續)

於年度結算日二零一六年十二月三十一日後，本集團／本公司已作出以下根據創業板上市規則第20章須遵守申報、公告及年度審閱規定，惟獲豁免遵守獨立股東批准規定之持續關連交易：

1. 於二零一七年一月二十五日，本公司（作為分承租人）與先鋒集團（作為分出租人）訂立一份新分租協議（「香港分租協議」），內容有關於分租協議已於二零一六年十二月三十一日屆滿後，由二零一七年一月一日起至二零一七年十二月三十一日止一年按月租471,360港元分租一處位於香港之辦公室物業。
2. 於二零一七年一月二十五日，先鋒支付有限公司北京分公司（本公司之間接全資附屬公司）與北京霄雲華園置業有限公司（「北京霄雲」）就位於北京之辦公室物業訂立租賃協議（「首份北京租賃協議」），內容有關由二零一七年一月一日起至二零一七年十二月三十一日止一年（包括首尾兩日）按每日每平方米人民幣11.56元（包括經營費及物業費）之租金使用辦公室物業。
3. 於二零一六年八月一日，北京壹房壹貸信息技術服務有限公司（「北京壹房壹貸」）（本公司之間接全資附屬公司）與北京霄雲就位於北京之辦公室物業訂立租賃協議（「第二份北京租賃協議」），內容有關由二零一六年八月一日起至二零一七年十二月三十一日止一年零五個月期間（包括首尾兩日）按每日每平方米人民幣11.56元（包括經營費及物業費）之租金使用辦公室物業。

* 僅供識別

Report of the Directors

董事會報告

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS (Continued)

不獲豁免持續關連交易 (續)

3. Review by INEDs and Auditors (Continued)

- On 25 January 2017, 深圳壹房壹貸信息技術服務有限公司(“Shenzhen Yifang Yidai”), an indirect wholly-owned subsidiary of the Company, entered into a tenancy agreement for an expanded area of the office premises in Beijing as mentioned in the Second Beijing Tenancy Agreement with Beijing Xiaoyun in respect of the use of the office premises at a rent of RMB11.56 per day per square metre (inclusive of operation fees and property fees) for a year commencing on 1 January 2017 to 31 December 2017 (both days inclusive) (the “Third Beijing Tenancy Agreement”).

Mr. Zhang is a NED and a substantial shareholder of the Company. UCF and Beijing Xiaoyun are Mr. Zhang’s close associates and hence connected persons of the Company. Accordingly, the Hong Kong Sub-tenancy Agreement as well as the First Beijing Tenancy Agreement, the Second Beijing Tenancy Agreement and the Third Beijing Tenancy Agreement (collectively, the “Beijing Tenancy Agreements”) and the transactions contemplated thereunder constitute continuing connected transactions of the Company pursuant to the GEM Listing Rules.

As the total rental payable under the Second Beijing Tenancy Agreement for the Year was approximately RMB179,256 (equivalent to approximately HK\$200,767) and will amount to approximately RMB427,636 (equivalent to approximately HK\$478,953) for the year ending 31 December 2017 (the “Year 2017”), respectively, the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules (the “Percentage Ratios”) in respect of the transactions contemplated under the Second Beijing Tenancy Agreement was less than 0.1%. As such, these transactions constituted de minimis continuing connected transactions pursuant to Rule 20.74(1) of the GEM Listing Rules and were fully exempt from shareholders’ approval, annual review and all disclosure requirements under Chapter 20 of the GEM Listing Rules.

3. 由獨立非執行董事及核數師審閱 (續)

- 於二零一七年一月二十五日，深圳壹房壹貸信息技術服務有限公司(「深圳壹房壹貸」)(本公司之間接全資附屬公司)與北京霄雲就位於北京之辦公室物業(誠如第二份北京租賃協議所述)之擴展面積訂立租賃協議(「第三份北京租賃協議」)，內容有關由二零一七年一月一日起至二零一七年十二月三十一日止一年(包括首尾兩日)按每日每平方米人民幣11.56元(包括經營費及物業費)之租金使用辦公室物業。

張先生為本公司之非執行董事及主要股東。先鋒金融及北京霄雲為張先生之緊密聯繫人士，並因此為本公司之關連人士。因此，根據創業板上市規則、香港分租協議以及首份北京租賃協議、第二份北京租賃協議及第三份北京租賃協議(統稱「北京租賃協議」)及其項下擬進行之交易構成本公司之持續關連交易。

由於本年度根據第二份北京租賃協議應付之租金總額約為人民幣179,256元(相等於約200,767港元)及於截至二零一七年十二月三十一日止年度(「二零一七年度」)將約為人民幣427,636元(相等於約478,953港元)，創業板上市規則第19.07條所載有關第二份北京租賃協議項下擬進行之交易之適用百分比率(「百分比率」)低於0.1%。因此，根據創業板上市規則第20.74(1)條，該等交易構成符合最低豁免水平之持續關連交易，並獲豁免全面遵守創業板上市規則第20章項下之股東批准、年度審閱及所有披露規定。

Report of the Directors

董事會報告

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS (Continued)

3. Review by INEDs and Auditors (Continued)

The maximum aggregate amount of rent during the term of the Third Beijing Tenancy Agreement for the Year 2017 will amount to approximately RMB2,725,690 (equivalent to approximately HK\$3,052,773). The rental under each of the Second Beijing Tenancy Agreement and the Third Beijing Tenancy Agreement was determined after arm's length negotiations by reference to the rental of other comparable premises in the vicinity. Pursuant to Rule 20.79 of the GEM Listing Rules, the transactions contemplated under the Beijing Tenancy Agreements are required to be aggregated for the purpose of calculating the applicable Percentage Ratios.

As the highest applicable Percentage Ratio thereof exceeds 0.1% but is less than 5%, the Beijing Tenancy Agreements are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval under the GEM Listing Rules.

不獲豁免持續關連交易 (續)

3. 由獨立非執行董事及核數師審閱 (續)

第三份北京租賃協議於截至二零一七年度之期限內之最高租金總額將約為人民幣2,725,690元(相等於約3,052,773港元)。第二份北京租賃協議及第三份北京租賃協議各自項下之租金乃參考於鄰近地點之其他相若物業之租金經公平磋商後釐定。根據創業板上市規則第20.79條，就計算適用百分比率而言，北京租賃協議項下擬進行之交易須合併計算。

由於其最高適用百分比率超過0.1%但低於5%，故根據創業板上市規則，北京租賃協議須遵守申報、公告及年度審閱規定，惟獲豁免遵守獨立股東批准規定。

CONNECTED TRANSACTIONS

There was no connected transactions between the Group and its associates during the Year.

關連交易

本集團與其聯繫人士於本年度並無進行關連交易。

RELATED PARTY TRANSACTIONS

Save for the transactions disclosed under "Non-exempt Continuing Connected Transactions" and "Connected Transactions", details of the related party transactions entered into by the Group are set out in note 47 to the consolidated financial statements, which do not constitute notifiable connected transactions under the GEM Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

關連方交易

除「不獲豁免持續關連交易」及「關連交易」所披露的交易外，本集團訂立的關連方交易的詳情已載於綜合財務報表附註47，而該等交易根據創業板上市規則並不構成須予公佈的關連交易。本公司已遵守創業板上市規則第20章項下之披露規定。

Report of the Directors

董事會報告

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company did not redeem any of its Shares listed and traded on the Stock Exchange, nor did the Company or any of its subsidiaries purchase or sell any of such Shares during the Year, save as disclosed in the section headed "Issue of Equity Securities" of this report above.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the Year.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the INEDs an annual written confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all the INEDs to be independent.

CORPORATE GOVERNANCE

The Board is of the view that the Company has complied with all the code provisions set out in the CG Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules and all the requirements of the GEM Listing Rules, except for the following:

Pursuant to code provision A.6.7 of the CG Code, the INEDs and other NEDs should attend general meetings and develop a balanced understanding of the views of Shareholders. Due to other engagements, an INED and certain NEDs were unable to attend some of the EGMs and certain NEDs were unable to attend the AGM held on 9 May 2016. To mitigate the above, future general meetings would be scheduled earlier to avoid timetable clashes.

購買、出售或贖回上市證券

於本年度，本公司概無贖回其於聯交所上市及買賣之任何股份，本公司或其任何附屬公司概無購買或出售任何有關股份，惟本報告內上文「發行股本證券」一節所披露者除外。

管理合約

於本年度，概無訂立或存續有關本集團業務全部或任何重大部份之管理及行政之合約。

確認獨立性

本公司已收到各獨立非執行董事根據創業板上市規則第5.09條就其獨立性發出的年度書面確認函，並認為所有獨立非執行董事均為獨立。

企業管治

董事會認為，本公司一直遵守創業板上市規則附錄十五所載企業管治守則及企業管治報告載列的所有守則條文及創業板上市規則之所有規定，惟以下情況除外：

根據企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會，以對股東之意見有公正之了解。由於其他事務，一名獨立非執行董事及若干名非執行董事無法出席若干次股東特別大會及若干名非執行董事無法出席於二零一六年五月九日舉行之股東週年大會。為減少出現上述情況，日後股東大會將提前計劃以避免時間衝突。

Report of the Directors

董事會報告

CORPORATE GOVERNANCE (Continued)

Code provision E.1.2 of the CG Code requires the Chairman to attend the AGMs. Due to other business commitments which must be attended by Mr. Li Mingshan, he was not able to attend the AGM held on 9 May 2016. Mr. Phang Yew Kiat, the Vice-Chairman and Chief Executive Officer, acted as the chairman thereof to ensure an effective communication with the Shareholders. To mitigate the above, the 2017 AGM has been scheduled earlier to avoid the timetable clashes.

A report on the principal corporate governance practices adopted by the Company is set out on pages 54 to 78 of this annual report.

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 report, at least 25% of the Company's total issued Shares was held by the public throughout the Year and thereafter up to the date of this report.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed above as well as the 7% Convertible Bonds A, the 7% Convertible Bonds B, the US\$ Convertible Bonds and the 6% Convertible Bonds, the particulars of which are set out in note 39 to the consolidated financial statements, no equity-linked agreements that (i) will or may result in the Company issuing Shares or (ii) require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the Year or subsisted at the end of the Year.

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

企業管治 (續)

企業管治守則之守則條文第E.1.2條規定，主席須出席股東週年大會。由於李明山先生必須參加其他商業事務，彼未能出席於二零一六年五月九日舉行之股東週年大會。副主席兼首席執行官彭耀傑先生擔任此大會主席，以確保與股東進行有效溝通。為減少出現上述情況，二零一七年股東週年大會已提前計劃以避免時間衝突。

有關本公司採納的主要企業管治常規的報告載於本年報第54頁至第78頁。

足夠公眾持股量

根據於本報告日期本公司可透過公開渠道獲得的資料且就董事所知，本公司於整個本年度及此後直至本報告日期，全部已發行股份的至少25%由公眾人士持有。

股票掛鈎協議

除上文所披露的購股權計劃以及7%可換股債券A、7%可換股債券B、美元可換股債券及6%可換股債券（其詳情載於綜合財務報表附註39）外，本公司於本年度概無訂立任何股票掛鈎協議或有關協議於本年度未存續，而(i)將會或可能令致本公司發行股份，或(ii)致使本公司須訂立將會或可能令致本公司發行股份的任何協議。

稅項寬減

本公司並不知悉股東因持有股份而可獲得任何稅項寬減。倘股東不確定購買、持有、出售或處置股份或行使股份相關權利方面的稅務影響，彼等應諮詢彼等之專業顧問。

Report of the Directors

董事會報告

REVIEW OF THE FINAL RESULTS BY AUDIT COMMITTEE

The Audit Committee comprises four members, namely Mr. Ge Ming (Chairman), Dr. Ou Minggang, Mr. Wang Wei and Dr. Yin Zhongli, all of them being INEDs.

The Group's audited consolidated financial statements for the Year and this annual report have been reviewed by the Audit Committee. The Board is of the opinion that such financial information has been prepared in compliance with the applicable accounting standards, the requirements under the GEM Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

FURTHER INFORMATION

Reference is made to the Company's clarification announcement dated 21 December 2016 (the "Clarification Announcement"), Anonymous Analytic's report dated 13 December 2016 (the "AA Report") and further report of 21 December 2016 (the "Further Report"). Unless the context otherwise requires, terms defined in the Clarification Announcement shall have the same meanings when used herein.

The Company's auditor, SHINEWING (HK) CPA Limited ("SHINEWING"), and Roma Appraisals Limited ("Roma"), have confirmed to the Company that they have reviewed the AA Report, the Clarification Announcement and the Further Report. SHINEWING has confirmed to the Company that it has not withdrawn or indicated to withdraw its audit opinion in the Company's financial statements for each of the years ended 2013 to 2015; and Roma has confirmed to the Company that it has not withdrawn or indicated to withdraw their opinion in the valuation report of the Shanghai Property or Worthy Trade. Each of SHINEWING and Roma agrees with the Company's disclosure in the Clarification Announcement in relation to the Company's financial statements and the valuation reports on the Shanghai Property and Worthy Trade, respectively.

審核委員會審閱末期業績

審核委員會由四名成員即葛明先生(主席)、歐明剛博士、王巍先生及尹中立博士組成。彼等均為獨立非執行董事。

本集團於本年度之經審核綜合財務報表及本年報已由審核委員會審閱。董事會認為，有關財務資料乃根據適用會計準則、創業板上市規則之規定及任何其他適用法律規定編製，並已作出充足披露。

進一步資料

謹此提述本公司日期為二零一六年十二月二十一日之澄清公告(「澄清公告」)、日期為二零一六年十二月十三日匿名分析報告(「匿名分析報告」)及二零一六年十二月二十一日之進一步報告(「進一步報告」)。除文義另有所指外，澄清公告所界定之詞彙與本報告所使用者具有相同涵義。

本公司之核數師信永中和(香港)會計師事務所有限公司(「信永中和」)及羅馬國際評估有限公司(「羅馬」)已向本公司確認彼等已審閱匿名分析報告、澄清公告及進一步報告。信永中和已向本公司確認其概無撤銷或表示撤銷其於本公司截至二零一三年至二零一五年止各年之財務報表中之審核意見；及羅馬已向本公司確認其概無撤銷或表示撤銷其於上海物業或Worthy Trade之估值報告中之意見。信永中和及羅馬各自同意本公司於澄清公司分別就本公司之財務報表及上海物業及Worthy Trade之估值報告之披露。

Report of the Directors

董事會報告

FURTHER INFORMATION (Continued)

The Company had convened a full Board meeting on 20 December 2016 (the “Board Meeting”) prior to the publication of the Clarification Announcement. At the Board Meeting, the AA Report and the Clarification Announcement were circulated to each executive, non-executive and independent non-executive Director, including all the members of the Audit Committee, for their review and consideration. The Audit Committee had considered the contents of both the AA Report and the Clarification Announcement and had agreed with the response of the Company as set out in the Clarification Announcement to the allegations of the AA Report.

The marketing team of Shanghai Jifu mistakenly thought that (i) the Company was a member of the group of companies which were the subsidiaries of UCF Group, and (ii) the Company had already entered into definite agreement to invest Shanghai Jifu in August 2015. As the name “UCF Group” carries higher branding effect and is more widely recognized in the PRC than the name “Credit China”, the marketing team of Shanghai Jifu described that UCF Group was the controlling shareholder of Shanghai Jifu.

According to the relevant regulations of the People’s Bank of China, there are various types of third party payment licence, including bank card acceptance (銀行卡收單), internet payment (網絡支付), pre-paid card issuance and acceptance (預付卡發行和受理), etc. The scope of UCF Pay’s third party payment licence is limited to “internet payment, pre-paid card issuance and acceptance”. Shanghai Jifu had never operated an internet payment business, and as such, did not need to use UCF Pay’s third party payment licence. As disclosed in the Company’s circular dated 7 April 2016, Shanghai Jifu operates various virtual e-commerce platforms so that business owners can open virtual shops and display and sell products online. The licence required for the operation of such virtual e-commerce platforms is a telecommunication value-added business licence.

進一步資料 (續)

本公司已於刊發澄清公告前於二零一六年十二月二十日召開全體董事會會議(「董事會會議」)。於董事會會議上，匿名分析報告及澄清公告乃向各執行、非執行及獨立非執行董事(包括審核委員會之全體成員)發送以供其審核及考慮。審核委員會已考慮匿名分析報告及澄清報告之內容並如澄清公司所載同意本公司就匿名分析報告之指控作出之回應。

上海即富之營銷團隊錯誤地認為(i)本公司為集團公司(其為先鋒金融集團之附屬公司)之成員公司，及(ii)本公司已於二零一五年八月訂立明確協議以投資上海即富。由於「先鋒金融集團」名稱具有較高品牌效益並較「中國信貸」名稱於中國更受廣泛關注，故上海即富之營銷團隊描述先鋒金融集團為上海即富之控股股東。

根據中國人民銀行之有關規例，現有各種類型的第三方支付許可證，包括銀行卡收單、網絡支付、預付卡發行和受理。先鋒支付之第三方支付許可證範圍限於「網絡支付、預付卡發行和受理」。上海即富從未經營網絡支付業務，故此無需使用先鋒支付之第三方支付許可證。誠如本公司日期為二零一六年四月七日之通函所披露，上海即富經營各種虛擬電商平台，以致商家可開設虛擬店鋪並在線展示及銷售產品。經營有關虛擬電商平台所需之許可證為電信增值業務經營許可證。

Report of the Directors

董事會報告

FURTHER INFORMATION (Continued)

As disclosed in the Jifu Circular, Shanghai Jifu also sells personal self-initiated payment processing terminals to provide bank card acceptance services which is to facilitate small and micro business owners to complete a transaction originated via the above-mentioned virtual e-commerce platforms but the payment of which is done offline (i.e. via payment processing terminals which provides bank card acceptance services). The licence required for the provision of bank card acceptance services is a third party payment license (bank card acceptance). The virtual e-commerce platforms operated by Shanghai Jifu only offers a “payment upon delivery” option for buyers whereby buyers will be able to utilise a personal self-initiated payment processing terminal to process their payment upon delivery. The said platforms do not offer an online payment option and as such, Shanghai Jifu’s operation of such virtual e-commerce platforms do not require a third party payment license for internet payment.

The Shanghai BDGH Report was commissioned by Shanghai Huaji Investment Group Limited* (上海華集投資(集團)有限公司) (“Shanghai Huaji”), a company which entered into an entrusted loan agreement with an indirect wholly-owned subsidiary of the Company on 8 July 2013 in relation to the advance of RMB150 million in favour of Shanghai Huaji secured by the mortgage on a property owned by Shanghai Huaji. The said property was subsequently transferred to Shanghai Shenlong Business Consultancy Limited* (上海深隆商務諮詢有限公司) (“Shanghai Shenlong”), which is an indirect wholly-owned subsidiary of the Company, and as such, the Shanghai BDGH Report was contained in Shanghai Shenlong’s SAIC filings. Based on the records of the Company that are available to the Directors, the Directors are not able to ascertain whether or not the Company/previous directors of the Company (the “Previous Directors”) had been aware of and considered the Shanghai BDGH Report before determining the RMB396 million consideration. Moreover, the Shanghai BDGH Report was commissioned by Shanghai Huaji, a company independent of and not connected with the Company, and the Company/Previous Directors would not have relied on a valuation report commissioned by such third party.

The Company noted that the inconsistent incorporation date of Shanghai Huali stated in the Company’s 2013 annual report and the SAIC record was a clerical mistake, which was rectified in 2016 annual report and noted by the Company auditor.

進一步資料(續)

誠如即富通函所披露，上海即富亦銷售個人主動支付受理終端以提供銀行卡收單服務，從而促進小微商家完成透過上述虛擬電商平台產生之交易，惟其支付於線下完成（如透過支付受理終端提供銀行卡收單服務）。提供銀行卡收單服務所需之許可證為第三方支付許可證（銀行卡收單）。上海即富經營之虛擬電商平台僅為買方提供「交付後付款」方案，因此買方將可使用個人主動支付受理終端以於交付後受理其支付。上述平台並不提供在線支付方案，因此上海即富經營有關虛擬電商平台無需網絡支付之第三方支付許可證。

上海八達國瑞報告由上海華集投資(集團)有限公司(「上海華集」，一間與本公司之間接全資附屬公司)於二零一三年七月八日就向上海華集墊付人民幣150,000,000元並由上海華集擁有物業之按揭作抵押訂立委託貸款協議之公司)編製。上述物業其後轉讓予上海深隆商務諮詢有限公司(「上海深隆」，其為本公司之間接全資附屬公司)，故此上海八達國瑞報告乃載於上海深隆之工商局存檔內。根據董事可獲得之本公司記錄，董事無法確定本公司／本公司前任董事(「前任董事」)是否於釐定人民幣396,000,000元代價前知悉並審議上海八達國瑞報告。此外，上海八達國瑞報告由上海華集(一間獨立於本公司且與本公司並無關連之公司)編製，而本公司／前任董事將不會依賴有關第三方編製之估值報告。

本公司留意到，本公司二零一三年年報及工商局記錄所述之上海華集之不一致註冊成立日期為一處文字打印小錯誤，其已於二零一六年經審核報告內予以糾正及本公司核數師已知悉。

Report of the Directors

董事會報告

EVENT AFTER THE REPORTING PERIOD

Details of the significant events after the year end date of 31 December 2016 are set out in note 51 to the consolidated financial statements.

INDEPENDENT AUDITOR

The consolidated financial statements of the Group for the Year have been audited by SHINEWING (HK) CPA Limited (“SHINEWING”), which will retire at the 2017 AGM. The Board has taken the Audit Committee’s recommendation that a resolution to re-appoint SHINEWING as the Independent Auditor will be proposed at the 2017 AGM.

ON BEHALF OF THE BOARD

Phang Yew Kiat

Vice-Chairman and Chief Executive Officer

Hong Kong, 21 March 2017

報告期後事項

於截至二零一六年十二月三十一日止年度後重大事項之詳情載於綜合財務報表附註51。

獨立核數師

本集團於本年度的綜合財務報表已由信永中和（香港）會計師事務所有限公司（「信永中和」）審核，其將於二零一七年股東週年大會上退任。董事會已接納審計委員會之建議，而有關續聘信永中和為獨立核數師的決議案將於二零一七年股東週年大會上提呈。

代表董事會

副主席兼首席執行官

彭耀傑

香港，二零一七年三月二十一日

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

This is the first year for Credit China Fintech Holdings Limited and its subsidiaries (collectively referred to as the “Group”) to prepare the Environmental, Social, and Governance (the “ESG”) report to highlight its ESG performance. This ESG report is to oblige to the recommendation (“ESG Reporting Guide”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the performance reporting on ESG issues.

THE SCOPE, MATERIALITY, AND REPORTING PERIOD OF THIS REPORT

Unless otherwise stated, this ESG report covers the Group’s overall performance in three subject areas, namely, environment, social and governance for the business operations in Hong Kong and China during the reporting period for the year ended 31 December 2016; which are in compliance with the “Comply or Explain” provisions set out in the ESG Reporting Guide.

During the reporting period, the Group principally engage in two main areas: (i) fintech business (e.g. online investment and technology-enabling lending service and third party payment service); and (ii) traditional loan financing business (e.g. entrusted loan, pawn loan and other loan secured with assets or guarantees). The operations are principally taken place in Mainland China. The Hong Kong office is mainly responsible for the relevant compliance issues in relation to listing on the Growth Enterprise Market board (“GEM”) of the Stock Exchange. Therefore, after conducting the materiality testing, the Group has decided to include all levels of subsidiaries which engage in the above two main businesses in Mainland China and the office in Hong Kong. All information are from the official documents or statistic reports of the Group.

關於本報告

本年度乃中國信貸科技控股有限公司及其附屬公司（統稱「本集團」）首次就本集團在環境、社會及管治範疇上的表現編撰之報告（「ESG報告」）。本ESG報告乃應香港聯合交易所有限公司（「聯交所」）就相關事宜的表現申報推薦意見（「ESG指引」）而發表。

本報告的適用範圍、重要性及報告期

除另有說明者外，本ESG報告涵蓋本集團在香港及中國的業務運作於截至二零一六年十二月三十一日止年度的報告期間，在環境、社會及管治範疇的整體表現。本公司已遵守ESG指引的「不遵守就解釋」條文。

報告期間，本集團業務主要包括兩大範疇：(i) 金融科技業務（如：在線投資及科技驅動貸款服務及第三方支付服務）；及(ii) 傳統融資業務（如委託貸款、典當貸款及其他資產擔保貸款），業務主要運營地區為中國內地。香港辦事處主要為負責本公司在香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市的相關合規事宜。因此，在進行重要性測試後，本集團決定在本ESG報告涵蓋本集團在中國內地的上述兩大業務各級子公司、以及香港辦事處所有資料來自本公司的正式文件或統計報告。

Environmental, Social and Governance Report

環境、社會及管治報告

MISSION AND VISION OF THE GROUP

The Group was listed on the GEM board in November 2010 and now has become a leading Fintech group with a focus on providing 24 x 7 online financial services to SMEs, merchants and individuals in China and Asia through internet and mobile solutions.

As a responsible fintech service company, the Group understands the rationale of keeping business, environment and society grow together. In order to realize sustainable development of the Company, at the same time of promoting business growth, the Group has to strike a fine balance among the interests of investors and shareholders, clients, employees, business partners, and other stakeholders in society.

ENVIRONMENTAL PROTECTION

The Group is principally engaged in fintech services and traditional loan financing services whereas its nature does not involve any direct production procedure and therefore there is no direct emission of exhaust gas and greenhouse gas, discharge of wastewater and discharges into land, production of hazardous and non hazardous waste, etc. However, we still strive to minimise the adverse impact of our businesses on the environment through enhancing operational efficiency and implementing eco friendly measures.

All our subsidiaries are committed to ensuring compliance with the relevant laws in their jurisdictions. We require our Hong Kong office and all subsidiaries to review their business practices regularly to deploy improvement measures for enhancing sustainability by making more efficient use of water, electricity, paper and other resources.

As a fintech service company, we promote “paperless” operations in our fintech services which is different from the traditional banking practices. Our documents are mostly in electronic form and conducted through online system in order to reduce the consumption of paper.

本集團的使命及願景

本集團於二零一零年十一月在創業板上市，現時已成為中國領先的綜合金融科技集團，致力於通過互聯網及移動互聯網，為中國及亞洲的中小企業、商戶及個人提供全天候的網上金融服務。

作為一家負責任的金融科技服務公司，本集團瞭解企業堅持業務經營、環境與社會共同成長的理念，在積極推動業務增長的同時，亦須平衡包括投資者及股東、客戶、員工、合作夥伴及社會等不同持份者的利益，方能實現企業的可持續發展。

環保

本集團主要從事金融科技業務及傳統融資和貸款業務，業務本質不涉及任何直接生產工序，故沒有直接的廢氣及溫室氣體排放、水及土地的排污、有害及無害廢棄物的產生等。然而，我們依然積極透過提升營運效率及實施環保措施，以減少我們業務運作過程中對環境的負面影響。

我們轄下所有業務的各級子公司均嚴格遵守當地的相關環保法律及條例。我們要求香港辦公室及各子公司定期審視及檢查業務運營過程，實行改善措施以更有效地利用水、電、紙張等辦公室資源，提升企業環保可持續性發展。

作為金融科技服務公司，本集團金融科技業務與傳統銀行運營模式不同，積極採取無紙化。我們大部份文件均主要透過網上系統電子處理，降低紙張消耗量。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL PROTECTION (Continued)

In addition, operating online financial service platform allows the Group to only set up main offices in Hong Kong, Shanghai and Beijing and the Group would not need to maintain an extensive branch network to handle customer service, which has achieved significant savings in cost, energy and resource consumption.

During the Reporting Period, the Group has implemented the following measures on energy saving and environmental protection in our daily operations:

1. Promotion of the use of telephone and video conference system across a number of offices to reduce the need of airplane travel by management and the corresponding carbon emissions;
2. Reusing papers, encouraging use of computer and tablets, reducing printing;
3. Install LED lighting system to reduce power consumption due to lighting;
4. Promotion of registration system of office supplies; regular check on office supplies consumption is conducted to reduce unnecessary waste;
5. Limited use of air conditioning and lighting in some subsidiary offices in accordance to the provision of the commercial buildings where the offices are located in order to reduce power consumption;
6. Procuring electronic products meeting relevant environmental requirements, and repairing damaged or old electronic products in a timely manner to extend the shelf life and reduce electronic solid waste.

Our administration department or staff of various offices oversees the implementation of the above initiatives, as well as general sustainability and environmental policies for employees. Under the monitoring and guidance from the administration department, our business units maintain environmental best practices across the Group to ensure all working procedures in the Group shall be performed with law and rule being abided by. We continuously review our policies and practices to integrate environmental considerations into working procedures. We will report to our management upon review of internal environmental policies and practices, with recommended actions being adopted when necessary.

環保 (續)

此外，透過經營網上金融服務平台，讓本集團除於香港、上海及北京開設主要辦公室外，不需要設立龐大分行網絡處理客戶服務，顯著減少成本以及能源和資源消耗。

報告期間，本集團在日常營運的節能環保方面實施以下措施：

1. 在各辦公室推廣利用完善的電話及視像系統，降低董事及員工出差次數，間接減少相應碳排放；
2. 在各辦公室實施循環使用紙張、以及利用電腦及平板電腦，減少紙品印刷；
3. 採用LED照明系統，降低因照明所產生的用電量；
4. 提倡辦公用品登記制度，定期核查辦公用品消耗情況，減少不必要浪費；
5. 部份子公司辦公室根據所在商業大廈規定，實施空調及照明限制開放，減少耗電量；
6. 採購符合相關環保規定的電子用品，儘量及時維修損壞或舊的電子用品，延長其使用壽命，減少電子固廢。

各辦公室的行政部及人員監督上述措施的實施情況、以及僱員的可持續發展及環保政策。在行政部的監察及指導下，各業務執行最佳環保實務，以確保所有工序符合法律。我們持續審視我們的政策及實務，在工作過程中加以考慮環保因素。審視內部環保政策及實務後，我們會匯報予管理層，如有需要會提出建議措施。

Environmental, Social and Governance Report

環境、社會及管治報告

HUMAN RESOURCES

Overview of Employment

Our management undertakes to ensure that all human resources practices within the Group are in compliance with applicable laws and regulations as reports on malpractices are duly submitted to senior management with recommendations on how to handle such cases when necessary.

The business nature of the Group has no specific requirements or conventions on gender. The Group also have no specific requires on age and thus the overall age distribution is in line with the industry convention. During the Reporting Period, the Group has no significant changes in employment composition (including ratio of male to female, age, etc.).

We have a comprehensive human resource management system which is strictly implemented. The system is based on “Employment Ordinance” in Hong Kong, “Labour Law of the People’s Republic of China”, “Law of the People’s Republic of China on Employment Contracts” and other existing laws and regulations. At the same time, the Group has given the employees the documents and materials on the related entry guidelines and clearly conveyed the messages about employment policies, mission and vision of the Group, work ethics, occupational safety and health guidelines. We strive to make sure our staff know their rights and welfare while work in compliance with the relevant laws and regulations according to the system so as to protect the rights of both sides.

The Group adjusts remuneration and welfare with reference to the job nature, experience, job performance, market conditions as well as performance appraisal. The Group is in favour of internal promotion, and therefore we provide adequate on job and professional training to create promotion opportunities.

人力資源

僱員概況

管理層確保本集團內所有人力資源實務均符合相關法規。我們會即時向高級管理層報告任何不當行為，並於需要時提出處理建議。

本集團的業務性質並無性別上的特別要求或慣例。本集團亦無對年齡的特別要求，整體年齡分佈亦符合行業慣例。報告期間，本集團在僱員組成（包括男女比例、年齡等）情況沒有重大改變。

本集團擁有並嚴格執行一套全面的人力資源管理制度，相關制度在香港《僱傭條例》及《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等現有法律、法規的基礎上編製。同時，本集團已就此制度給予僱員相關的入職指引等文件及資料，明確向各階級的僱員傳達有關僱傭政策、組織使命及願景、工作職業道德，以及職安健指引等訊息，確保僱員清晰瞭解其權利及福利的同時，根據此制度合規合法地工作，保障雙方權益。

本集團按照工作性質、資歷、工作表現及市場情況，並經過績效評估而釐訂僱員薪酬及福利。本集團鼓勵內部晉升，因此為僱員提供足夠在職及專業培訓，提供晉升機會。

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環境、社會及管治報告

1. EMPLOYMENT

Apart from the above remuneration and employment system, the Group also ensure equal opportunities to and no rights deprived from all staff without discrimination of gender, race, religion, age, marital and family status, disability or any other reasons.

Moreover, to attract and retain staff, the Group has formulated a competitive package of remuneration and welfare system, including basic salary and overtime compensation, staff welfare and rights such as Mandatory Provident Fund, insurance, statutory and extra annual leaves, sick leaves, various allowances and severance payment. The Group would consider offering extra commission and welfare to the staff such as assessment bonus according to their job performance, financial results, market conditions and other factors.

Also, the Group would provide social insurance, housing allowance, directors and office liability insurance and supplementary medical welfare and mandatory provident fund to the staff in accordance to laws in area situated and industry convention.

When an employee is dismissed (due to violation of the Group's regulations, or that whose performance is consistently below an acceptable level or other reasons), our human resources department will follow a range of procedures pursuant to our human resources management system to terminate his or her employment contract. Terms and conditions for dismissal are outlined in employment contract and related policy manual. In all cases, supervisors consult our human resources department, legal department and/or management to ensure that applicable legal requirements are observed.

1. 僱傭

除上述薪酬及僱傭制度，本集團亦確保僱員獲得平等待遇，不會因性別、種族背景、宗教、年齡、婚姻及家庭狀況、殘疾或任何其他原因而遭受歧視或遭剝奪任何待遇。

此外，為吸引及挽留員工，本集團已制訂一套具競爭力的薪酬及福利待遇制度，包括基本薪酬及加班工資、員工福利及權益，如強制性公積金、保險、法定及額外年假、病假、各種津貼及遣散費等。本集團亦因應僱員工作表現、財務業績、市場情況等因素，給予員工考核獎金等額外薪酬及福利。

本集團亦會因應所在地區法例及行業慣例，為員工繳納社會保險、住房公積金，提供董事及高級職員責任保險、補充醫療福利及強制性公積金等。

解僱員工時（不論因為違反本集團的規則、表現長期低於可接受水平或其他原因），人力資源部會跟循一連串的人力資源管理制度下的程序解除該員工之僱傭合約。解僱條款已清晰載列於僱傭合約及相關的政策守則。於所有情況下，主管會徵詢人力資源部、法務部及／或管理層，以確保解僱行為符合適用法例要求。

Environmental, Social and Governance Report

環境、社會及管治報告

2. HEALTH AND SAFETY OF EMPLOYEES 2. 僱員健康及安全

The Group put health and safety of employees at the first priority. Our administration department and supervisors of all departments are instructed by management to maintain strengthened safety management and comply with all relevant laws and regulations by identifying potential risks, coordinating health and safety training and providing related information to employees, equipping adequate first aid supplies and fire service equipment. Assessments on significant job risk and accident are reported to management and necessary actions shall be taken.

We formulated, implemented and monitored a series of code of practice for health and safety at work. The code takes references to the industry conventions and supervision regulations. As improving and amending, the code ensures the protection of health and safety of the staff.

To enhance employees' awareness of occupational health and safety, the Group provides internal and external training and safety meetings for employees. We also participate in fire drills held by different departments or organisations regularly. Welfare of our permanent staff includes annual medical examination, medical insurance and pension.

In addition, we believe that physical and mental development of employees is also an important part of occupational safety and health. Apart from daily work, the Group regularly arranges various activities for employees to strengthen exchange and understanding among employees. For instance, "Run for Fun" and other outdoor activities which are good to health. We also organise basketball teams and badminton teams and other team building activities to promote work life balance.

本集團將僱員的健康及安全放在最優先考慮。行政部及各部門主管在管理層指示下，致力維持良好的安全管理及遵守所有相關法例。我們會識別潛在風險，安排健康及安全培訓和提供相關資訊予員工、配備足夠的急救及防火設備。我們會向管理層報告對重大工作安全風險及意外的評估，並作必要措施。

我們制訂一系列詳細的工作健康及安全指引，並嚴格監督及執行。該等指引參考行業慣例及監管規定，並經過改進及修改，以確保所有員工的健康及安全得到保障。

為加強員工對職業健康及安全的重視，本集團為僱員提供內部及外部培訓及安全會議，定期參加相關部門或機構舉辦的消防演習。本集團在長期員工的福利中包含年度體檢、醫療、養老等常規保險。

除此之外，我們認為員工的身心發展亦屬於職業安全健康的重要一環。本集團於日常工作以外，亦定期為僱員安排各類型活動及加強僱員之間的互動交流及了解，包括「城市樂跑賽」等有益身心的戶外活動，以及組織籃球隊及羽毛球隊等團隊建設活動，促進僱員工作及生活平衡。

Environmental, Social and Governance Report

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3. DEVELOPMENT AND TRAINING OF EMPLOYEES

The Group believes that human resource is the key of our success and is a valuable asset to us. The Group places high importance on enticing and nurturing talents. Based on our business nature, corporate development and needs, we bring suitable people to improve our human resources structure. We provide employees with business related training and industry knowledge through a series of training programs to enhance the quality, qualifications and skills of our staff, with a view to fostering their development.

In addition, we offer opportunities for advancement within the organisation to promote employees with excellent performance and potential. We encourage our employees to discuss with their managers about their career development, promotion opportunities and career objectives, as we seek to help our employees unleash their potential and grow together with the Company.

Supervisors or departments responsible for coordinating training and development programs evaluate the effectiveness and make suggestions to management for relevant staff policies.

4. LABOUR STANDARDS

The Group believes that providing safe, efficient and appropriate working environment and labour policies to our most valuable assets, employees is essential. The Group strictly comply with the “Employment Ordinance”, Chapter 57 of Hong Kong Laws, “Regulation on Labour Security Supervision” promulgated by the State Council of the People’s Republic of China(PRC). We also formulated internal codes and guidelines as well as labour system with reference to international labour standards. All recruitment procedure and promotion are supervised under the Group’s human resource management system to ensure no child labour or forced labour, nor any form of discrimination in employment in relation to race, religion, age or disability within the Group.

3. 僱員發展及培訓

本集團深明人力資源是公司成功的重要一環，是我們重要的資產。本集團重視吸納和培育人材。我們按業務性質、企業發展方針及需要引進合適人材，以優化人力資源結構。透過一系列的培訓計劃，我們為員工提供業務相關訓練及行業相關知識，提高員工質素、資格及技能，協助員工成長。

此外，我們給予員工內部晉升機會，提拔工作表現優秀、具有發展潛力的員工。我們鼓勵亦員工就其工作情況、晉升機會及事業發展目標與管理人員討論，協助員工發展所長，與公司共同成長。

負責安排培訓及發展項目的主管或部門會評估項目的效用，並對相關員工政策提出建議。

4. 勞工標準

本集團深信，提供安全、高效及合適的工作環境及勞工政策對保障我們最大的資產—員工，尤其重要。本集團嚴格遵守香港法例第57章《僱傭條例》以及中華人民共和國國務院的《勞動保障監察條例》，並參考國際勞工標準，從而制訂內部守則指引及勞工制度。所有招聘程序及晉升活動均根據本集團人力資源管理制度嚴格監督確保並無童工或強迫勞役，亦無任何涉及種族、宗教、年齡、殘疾等歧視情況。

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環境、社會及管治報告

4. LABOUR STANDARDS (Continued)

The Group clearly sets out the code of conduct for employees in all employment contracts and staff codes. We also strictly monitor the conduct of all employees, including directors and employees at all levels, to prevent any harassment or bullying in workplace. Employees are encouraged to report any malpractice to their supervisors. Investigations will be conducted subsequently and results will be submitted to our human resources and senior management. Necessary actions including punishment and dismissal of and legal actions against the employees involved, and corrective measures will be made.

4. 勞工標準 (續)

本集團在所有僱傭合約及員工守則上清晰列明對僱員行為操守的規範，對所有僱員（包括董事及各級員工）的行為操守作嚴格監督，盡力杜絕任何職場上的騷擾及欺凌行為。我們鼓勵員工向其主管舉報任何不當行為。我們會就此進行調查並將調查結果呈交至人力資源部及高級管理層。我們會作必要行動及改善措施，包括懲罰及解僱涉事員工，甚至採取法律行動。

SUPPLY CHAIN MANAGEMENT

The Group is principally engaged in providing integrated fintech services to borrowers and investors. Therefore, we have no major suppliers of products, raw materials or services; nor does the Group directly participate in any negotiation between corporate and institutional clients and their respective suppliers. The Group does not make bulk purchase or enter into any procurement agreement for stationery, paper or any other office materials or equipment. The Group closely communicates with its subsidiaries and carries out necessary monitoring and risk control measures in case of its subsidiaries or associates hiring major suppliers.

供應鏈管理

本集團的業務性質主要涉及為借款人及投資者提供綜合金融科技服務，故沒有任何為本集團提供產品、原材料或服務之主要供應商。此外，本集團亦沒有直接參與企業及機構客戶與其供應商的協商。本集團亦沒有就文具、紙張等辦公室所需之用品及器材進行大量採購或簽訂採購合同。本集團密切與旗下子公司溝通，了解子公司及聯營公司有否聘用主要供應商，並進行必要監督及風險管理。

PRODUCT RESPONSIBILITY

Most of our clients are borrowers and investors of P2P online financing platform, borrowers of traditional loan financing businesses, etc.

Our products and services include:

1. Online investment and technology-enabled lending services;
2. Traditional loan financing services (including entrusted loans, pawn loan and other loan secured with assets or guarantees)

產品責任

本集團的主要客戶為P2P網上融資平台借款人及投資者，以及傳統貸款融資業務借款人。

我們的產品及服務包括：

1. 在線投資及科技驅動貸款服務；
2. 傳統貸款融資服務（包括委托貸款、典當貸款及其他資產擔保貸款）

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PRODUCT RESPONSIBILITY (Continued)

We are committed to providing excellent customer experience as we undertake that our services are safe and in compliance with applicable laws. We adhere to applicable laws and industry standards regulating health and safety, personal privacy and product advertising. It is our objective that our customers have confidence in our services with sufficient information provided to make informed choices.

Financial industry involves dealing with large amount of personal data of clients. Protecting our customers' interest and privacy is one of our top concerns to present outstanding customer service. The Group undertakes to comply with Personal Data (Privacy) Ordinance and other applicable laws in safeguarding clients' personal information, and has formulated relevant guidelines to require employees to carefully handle personal information and business records of clients. During the Reporting Period, there is no violation of the relevant privacy laws.

The Group's major subsidiaries keep communicating with clients and review on various communication channels in order to receive feedback from customers and handle complaints in time. Investigation on complaints and service are carried out to improve our customer services.

We comply with the Advertisement Law of the PRC (中華人民共和國廣告法), the Interim Measures for the Administration of Internet Advertisement (互聯網廣告管理暫行辦法) and other applicable laws and regulations enacted by the nation, regions and industry associations. Advertising campaign is launched upon confirmation that we followed the requirements for the use and execution of brand identity and advertisement of our products and services. We also seek legal advices when necessary.

產品責任 (續)

我們致力提供優質客戶體驗，並確保我們的服務安全及符合適用法律。我們遵循健康與安全、個人私隱及產品宣傳的適用法律及行業標準。我們的目標是讓客戶對我們的服務抱有信心，並有足夠資料作出知情選擇。

從事金融相關行業，往往會接觸大量的客戶個人資料。本集團視保障客戶權益及私隱為優質客戶服務的首要考慮之一。就保障客戶個人資料，本集團遵循《個人資料(私隱)條例》及其他適用法律，並制訂相關指引規定員工謹慎、妥善保存客戶資料和業務記錄。於報告期內，我們未有違反相關法例。

本集團的主要子公司會維持及審視與客戶的各種溝通渠道，以獲得客戶的意見反饋，及時處理客戶投訴，從而對客戶投訴及服務作調查，並完善客戶服務制度。

我們遵守《中華人民共和國廣告法》、《互聯網廣告管理暫行辦法》及其他國家、地區及行業制定的適用法律法規。所有產品宣傳活動均於確認符合有關品牌使用及產品與服務宣傳方案的要求下進行。我們亦會於需要時諮詢法律意見。

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ANTI CORRUPTION

At the level of entity business and capital market operation, the Board of Directors sets a tone of zero tolerance on corruption and fraud. This is reflected in our business and staff policies, as well as our operational procedures. We adhere to the values of integrity, fairness, transparency and accountability and we prevent any corruption. Through corporate governance and risk management, we protect the interest of stakeholders. We encourage our staff to report any form of misconduct, such as abuse of authority and bribery of clients or employees. We will investigate upon reporting and report to regulatory and law enforcement bodies.

The Group is engaged in financial businesses and complies with all applicable anti money laundering laws and regulations in Hong Kong and the PRC. The Group implements measures for various business to prevent money laundering and financing for improper purposes through our Group by clients. Prior to offering credit and infomediary products and services, we verify the identity of our clients; require real name authentication for clients of third party payment platform to avoid fraudulent card payment. We keep an eye on work process to ward off any participation of money laundering activities by our employees.

The Group has also established a strict corporate governance mechanism in compliance with Listing Rules and Securities and Futures Ordinance to forbid any fraudulent behaviour in the capital market.

反貪污

在實體業務及資本市場經營層面，董事會就反貪污及詐騙行為採取「零容忍」態度，並已反映於我們的相關業務及員工政策、以及運營程序中。本集團秉持「誠信負責」的價值觀，向所有員工灌輸重要的反貪污意識，堅決杜絕任何貪腐行為。本集團透過保持良好的企業管治及風險管理，以維護持份者的利益。我們鼓勵員工舉報任何客戶或員工濫權、受賄等業務違規行為。我們會就有關舉報調查及查證。有需要時會可向監管或執法機關舉報。

本集團從事金融相關行業，遵守所有於香港及中國大陸適用的打擊洗錢法例和規例。為避免客戶透過本集團進行洗錢及不當集資行為，本集團就不同業務採取多項措施。本集團於提供貸款及信息中介等產品及服務予客戶前，會核實及了解客戶身份；要求第三方支付平台用戶實名認證，避免盜卡支付情況。本集團亦透過監控工作流程，防止員工參與洗錢活動。

此外，本集團實施嚴格企業管治機制，遵守《上市規則》及《證券及期貨條例》，禁止任何資本市場上的欺詐行為。

Environmental, Social and Governance Report

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COMMUNITY

The Group put strong emphasis on corporate social responsibility. Upholding the principle of “give back what you have taken from society”, we promote the awareness of community care and helping each other.

During the Reporting Period, the Group actively communicated with different organisations in the local communities to understand the local situation and organised various community activities, such as basketball games held by the local organisations and running activities. We also organised various charitable activities such as the “Financial Workshop Charity Walkathon” (「金融工場公益活動行」) (donated materials equivalent to over RMB100,000 to China Social Assistance Foundation), and “Happy Train” (「幸福列車」) (innovative charitable financial products: donate 1% of investment amount by Financial Workshop whenever a charity investment is done and the amount is donated to China Social Assistance Foundation to subsidise the round trip transportation costs of the rural children who visit the cities that their parents work in).

We strive to enhance the community awareness of employees, promote care to employee, helping those in need, participating in charitable activities. We also encourage our employees to share their learning and experience of participating in the activities so as to appeal more employees to join and establish positive values.

Information about corporate governance structure of the Group and other relevant information, please refer to page 54 to 78 of the Annual Report.

社區

本集團重視企業社會責任，秉持「取之社會，用之社會」的原則，倡導員工對社區關懷、人人互助的意識。

報告期間，本集團積極與所在社區的不同機構溝通，了解當區情況，組織參與各類社區活動，如籃球比賽、城市樂跑等。我們亦舉辦不同的慈善活動，如「金融工場公益活動行」（並捐助中華救助基金會價值逾人民幣10萬元的物資）、以及「幸福列車」（創新公益理財產品：投資者每完成一筆公益標投資，金融工場會按照投資金額的1%，出資捐贈給中華社會救助基金會，資助農村留守兒童前往父母工作城市的往返交通費用）。

我們努力提升員工的社區意識，推動員工關懷、幫助有需要人士、參與慈善活動。我們亦鼓勵員工分享參與活動的心得及體會，以感染更多員工參與，樹立正確的價值觀。

有關本集團企業管治架構及其他相關資料，請參閱本年報第54頁至第78頁。

Independent Auditor's Report

獨立核數師報告



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

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

TO THE MEMBERS OF CREDIT CHINA FINTECH HOLDINGS LIMITED

(Formerly Known as Credit China Holdings Limited)
(incorporated in the Cayman Islands with limited liability)

致中國信貸科技控股有限公司 全體股東

(前稱中國信貸控股有限公司)
(於開曼群島註冊成立的有限公司)

Opinion

We have audited the consolidated financial statements of Credit China Fintech Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 163 to 357 which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

意見

吾等已審核載於第163頁至第357頁內之中國信貸科技控股有限公司(「貴公司」)及其附屬公司(「貴集團」)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、綜合權益變動表及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要。

吾等認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零一六年十二月三十一日的綜合財務狀況及貴集團截至該日止年度的綜合財務表現及其綜合現金流量,並已按照香港公司條例披露規定妥為編製。

Independent Auditor's Report

獨立核數師報告

Basis for Opinion

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

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 of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

意見的基礎

吾等根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審核。吾等在該等準則下的責任在吾等的報告內核數師就審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會的國際職業會計師道德守則（「守則」），吾等獨立於貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核於本期間的綜合財務報表中最重要的事項。吾等在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。

Independent Auditor's Report

獨立核數師報告

Impairment of loan receivables

Refer to note 26 to the consolidated financial statements and the accounting policies on pages 199 to 205.

The key audit matter

關鍵審核事項

The Group's loan receivables, amounting to RMB3,469,688,000 as at 31 December 2016, represented advances granted to customers under the secured and unsecured financing business. Most of loan receivables were secured by collaterals including real estate and equity interests of private companies or listed companies and guaranteed by guarantors. The loan amount was normally below the value of the collaterals.

於二零一六年十二月三十一日，貴集團的應收貸款為人民幣3,469,688,000元，即有抵押及無抵押融資業務項下授予客戶的墊款。大部分應收貸款乃以包括私人公司或上市公司的房地產及股權在內的抵押品抵押及由擔保人所擔保。貸款金額一般低於抵押品的價值。

We consider the impairment assessment of loan receivables as a key audit matter due to the significance of amounts and the subjective nature of the calculation because the estimates on which these provisions are based entail a significant degree of management judgment and may be subject to management bias.

因金額重大及因估算時該等撥備須管理層作出重大判斷及受管理層主觀看法影響，因而計算屬主觀性質，故吾等將應收貸款減值評估列為關鍵審核事項。

應收貸款減值

參閱綜合財務報表附註26及第199頁至205頁的會計政策。

How the matter was addressed in our audit

吾等在審核中的處理方法

Our procedures were designed to review the management's impairment assessment and challenge the reasonableness of the methods and assumptions used to estimate the allowance for doubtful debts.

吾等的審核程序旨在檢討管理層的減值評估及詢查估計呆賬撥備所用的方法及假設的合理性。

We have discussed the indicators of possible impairment with the management and, where such indicators were identified, assessing the management's impairment testing; and

吾等與管理層討論可能出現減值的迹象，並於確定該等迹象時評估管理層的減值測試；及

We have challenged the assumptions and critical judgment used by the management by assessing the reliability of the management's past estimates and taking into account the calculation methodologies, economic factors, the ownership and valuation of recovery assets and collaterals, financial position of the borrowers and guarantors and cash received after year end, as well as the recent creditworthiness of each debtor.

吾等亦透過評估管理層過往估計的可靠性及計及年結日後可收回資產及抵押品的計算方法、經濟因素、所有權及估值、借款人及擔保人的財務狀況以及已收取現金，以及各債務人的近期信貸質素詢查管理層所作的假設及重大判斷。

Independent Auditor's Report 獨立核數師報告

Acquisition of Shenzhen Qiyuan Tianxia Technology Company Limited (深圳起源天下科技有限公司) (“Qiyuan”), Shanghai Jifu Xinxu Jishu Fuwu Co., Ltd (上海即富信息技術服務有限公司) (“Shanghai Jifu”) and Leyu Limited (“Leyu”) through structured contract arrangements

Refer to notes 23 and 45 to the consolidated financial statements and the accounting policies on pages from 188 to 190 and 191 to 194.

透過結構性合約安排收購深圳起源天下科技有限公司(「起源」)、上海即富信息技術服務有限公司(「上海即富」)及Leyu Limited(「Leyu」)

參閱綜合財務報表附註23及45及第188至190及191至194頁的會計政策。

The key audit matter

關鍵審核事項

On 21 April 2016, the Group through a structured contract arrangement, acquired 51% equity interest in Qiyuan, at fair value consideration of RMB210,502,000 which was satisfied by cash and a contingent consideration which was satisfied by a fixed number of the Company's new shares if Qiyuan's profit is not less than RMB50,000,000 for the year of 2016. Upon the completion, Qiyuan became the subsidiary of the Group. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB207,841,000. Qiyuan is engaged in the provision of mobile gaming service.

於二零一六年四月二十一日，貴集團透過結構性合約安排收購起源的51%股權，公平值代價為人民幣210,502,000元，其以現金及或然代價（倘起源於二零一六年的溢利不少於人民幣50,000,000元，其已以固定數目的貴公司新股份支付）支付。於完成後，起源成為貴集團的附屬公司。是次收購事項已經使用收購法入賬。因收購產生的商譽金額為人民幣207,841,000元。起源主要從事提供移動遊戲服務業務。

On 30 April 2016, the Group through a structured contract arrangement, acquired 35% equity interest in Shanghai Jifu, at fair value consideration of RMB856,152,000 which was satisfied by cash and new shares of the Company. Upon the completion, Shanghai Jifu became the associate of the Group.

於二零一六年四月三十日，貴集團透過結構性合約安排收購上海即富的35%股權，公平值代價為人民幣856,152,000元，其以現金及貴公司的新股份支付。於完成後，上海即富成為貴集團的聯營公司。

How the matter was addressed in our audit

吾等在審核中的處理方法

With respect to the acquisition of 51%, 35% and 36% equity interests in Qiyuan, Shanghai Jifu and Leyu, respectively, we inspected the sale and purchase agreements and other relevant documents and considered the management's PRC legal advice to determine whether the structured contract arrangements gave rise to control of Qiyuan and Leyu under HKFRS 10 Consolidated Financial Statements and significant influence of Shanghai Jifu under Hong Kong Accounting Standards (“HKAS”) 28 (2011) Investments in Associates and Joint Venture.

就分別收購起源、上海即富及Leyu的50%、35%及36%股權而言，吾等檢查買賣協議及其他相關文件並考慮管理層的中國法律顧問意見，以釐定根據香港財務報告準則第10號綜合財務報表，結構性合約安排是否令致控制起源及Leyu，及根據香港會計準則（「香港會計準則」）第28號（二零一一年）於聯營公司及合營企業之投資，結構性合約安排是否令致對上海即富行使重大影響。

Regarding the estimation of fair value at acquisition date of the assets (including intangible assets) and liabilities of the acquired entities, we had assessed management's identification and determination of the fair value of assets and liabilities acquired, including the valuation methodology applied and the assumptions underlying the acquisition date valuation and input data.

就估計所收購實體的資產（包括無形資產）及負債於收購日期的公平值而言，吾等已評估管理層對所收購資產及負債的公平值的識別及釐定，包括所應用估值方法及收購日估值的相關假設及輸入數據。

Independent Auditor's Report

獨立核數師報告

The key audit matter (Continued)

關鍵審核事項 (續)

Shanghai Jifu is engaged in the provision of online third party payment service in the People's Republic of China (the "PRC"), specialising in bank card acceptance services in the PRC through its own payment services license granted by the People's Bank of China.

上海即富於中華人民共和國(「中國」)從事提供網上第三方支付服務業務，於中國專注於通過中國人民銀行向其授出之支付業務許可證提供銀行卡收單服務。

On 24 November 2016, the Group through a structured contract arrangement, acquired 36% equity interest in Leyu, at fair value consideration of RMB661,509,000 which was satisfied by cash and new shares of the Company. This acquisition has been accounted for using the acquisition method. Upon the completion, Leyu became the subsidiary of the Group. Leyu is engaged in the provision of online microfinance service in the PRC.

於二零一六年十一月二十四日，貴集團透過結構性合約安排收購Leyu的36%股權，公平值代價為人民幣661,509,000元，其以現金及貴公司的新股份支付。是次收購事項已經使用收購法入賬。於完成後，Leyu成為貴集團的附屬公司。Leyu於中國從事提供網上小額信貸服務。

The Group accounted for Qiyuan, Shanghai Jufi and Leyu's financial performance and position since the acquisition date through a series of structured contract, rather than directly acquiring its equity shares, which involves significant degree of management judgement over its controlling stake on Qiyuan and Leyu and significant influence on Shanghai Jifu. We therefore consider the acquisition of equity interest in Qiyuan, Leyu and Shanghai Jufi as a key audit matter.

貴集團自收購日期以來透過一系列結構性合約將起源、上海即富及Leyu的財務表現及狀況入賬，而非直接收購該等公司之股權，其涉及管理層就其於起源及Leyu的控制性股權及對上海即富行使重大影響作出重大判斷。因此，吾等認為收購起源、Leyu及上海即富的股權為一項關鍵審核事項。

How the matter was addressed in our audit (Continued)

吾等在審核中的處理方法 (續)

Regarding the contingent consideration classified as equity by issuing fixed number of the Company's new shares, we obtained the agreement for such arrangement. In addition, we challenged the appropriateness of the assumptions on the fair value of the contingent consideration at the acquisition date as well as the accounting treatment on identification of the contingent consideration and no re-measurement on the contingent consideration as at the end of the reporting period under HKFRS 3 Business Combination.

就分類為透過發行固定數目的貴公司新股份的權益的或然代價而言，吾等已取得有關安排的協定。此外，吾等詢查有關或然代價於收購日期的公平值的假設，以及於報告期末根據香港財務報告準則第3號業務合併對識別或然代價的會計處理及並無對或然代價進行重新計量的適當性。

In particular, we reviewed the future cash flow forecast prepared by management on whether it is agreed to the budget approved by the board of directors of the Company and compared the budget with actual results available up to the report date. We also challenged the appropriateness of the assumptions, including the sales growth rates and gross margin, against latest market expectations. We also challenged the discount rate employed in the calculation of value-in-use by reviewing its basis of calculation and comparing its input data to market sources.

尤其是，吾等就其是否同意董事會批准之預算並將有關預算與截至報告日期止可獲得之實際結果進行比較，以測試由管理層編製之未來現金流量預測。吾等亦對比最近市場預期詢查假設(包括銷售增長率及毛利率)的適當性。吾等亦透過審閱其計算基準及將其輸入數據與市場來源比較以詢查計算公平值所採用之貼現率。

Independent Auditor's Report

獨立核數師報告

The key audit matter (Continued)

關鍵審核事項 (續)

In addition, the accounting for the completed transactions of Shanghai Jifu, Qiyuan and Leyu involved determining whether the transactions should be classified as equity accounting under HKAS 28 (2011) Investments in Associates and Joint Venture for Shanghai Jifu and business combination under HKFRS 3 Business Combination for Qiyuan and Leyu and estimating the fair value of the assets and liabilities of the acquired business at acquisition date, including the identification and valuation, where appropriate, of intangible assets and contingent consideration at acquisition date. Significant judgment is involved in relation to the assumptions used in this valuation process. We therefore consider the acquisition of equity interest in Shanghai Jifu, Qiyuan and Leyu as a key audit matter.

此外，將上海即富、起源及Leyu的完整交易入賬涉及釐定該等交易是否應根據香港會計準則第28號（二零一一年）於聯營公司及合營企業之投資就上海即富分類為權益會計處理，及根據香港財務報告準則第3號業務合併就起源及Leyu分類為業務合併，以及估計於收購日期所收購業務的資產及負債於的公平值，包括無形資產及或然代價的識別及估值（如適用）。本估值程序於收購日期所用假設涉及重大判斷。因此，吾等認為收購上海即富、起源及Leyu的股權乃一項關鍵審核事項。

How the matter was addressed in our audit (Continued)

吾等在審核中的處理方法 (續)

Independent Auditor's Report

獨立核數師報告

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the information included in the management discussion and analysis (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and (the chairman's statement, environmental, social and governance (ESG) report, corporate governance report and report of the directors) which are expected to be made available to us after that date.

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 on the other information that we have obtained prior to the date of this auditor's report, 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.

When we read the chairman's statement, ESG report, corporate governance report and report of the directors, if we conclude that there is a material misstatement herein, we are required to communicate the matter to those charged with governance and take appropriate action considering our legal rights and obligations.

綜合財務報表以外的資料及就其發出的核數師報告

貴公司董事須對其他資料負責。其他資料包括我們在本核數師報告日前取得的管理層討論與分析（但不包括綜合財務報表及我們的核數師報告），以及預期會在本核數師報告日後取得的主席報告書、行政總裁報告書、環境、社會及管治報告、企業管治報告和董事會報告書。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若吾等基於就吾等於本核數師報告日期已獲得的其他資料進行的工作，認為其他資料出現重大錯誤陳述，吾等須報告有關事實。吾等並無就此作出報告。

當吾等閱讀主席報告、環境、社會及管治報告、企業管治報告及董事會報告時，倘吾等認定當中有重大失實陳述，吾等須與負責管治的人員進行溝通並採取適當行動考慮吾等的法律權利及義務。

Independent Auditor's Report

獨立核數師報告

Responsibilities of Directors and the Audit Committee for the Consolidated Financial Statements

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

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

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

董事及審核委員會須就綜合財務報表承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定，編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

審核委員會負責監督 貴集團的財務報告流程。

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, 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.

核數師須就審核綜合財務報表承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。根據吾等雙方所協定的委聘條款，吾等僅向全體股東報告，不作其他用途。吾等概不就本報告之內容向任何其他人士負責或承擔任何責任。合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審計的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 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，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，惟並非旨在對貴集團內部監控的有效性發表意見。

Independent Auditor's Report

獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等意見。吾等結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足及適當的審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計的方向、監督和執行。吾等為審核意見承擔全部責任。

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

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

吾等與審核委員會就（其中包括）審計的計劃範圍、時間安排及重大審計發現溝通，該等發現包括吾等在審計過程中識別的內部監控的任何重大缺失。

吾等亦向審核委員會作出聲明，指出吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及相關防範措施（如適用）。

Independent Auditor's Report

獨立核數師報告

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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 Wong Hon Kei, Anthony.

SHINEWING (HK) CPA Limited

Certified Public Accountants

Wong Hon Kei, Anthony

Practising Certificate Number: P05591

Hong Kong

21 March 2017

從與審核委員會溝通的事項中，吾等釐定對本期間綜合財務報表的審計至關重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中傳達該事項。

出具本獨立核數師報告的審計項目委聘夥伴為黃漢基。

信永中和（香港）會計師事務所有限公司

執業會計師

黃漢基

執業證書號碼：P05591

香港

二零一七年三月二十一日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		NOTES 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Turnover	營業額	7	1,075,677	429,590
Interest income	利息收入	7	376,935	146,468
Interest expenses	利息開支	11	(238,184)	(101,530)
Net interest income	利息收入淨額		138,751	44,938
Financial consultancy service income	財務諮詢服務收入	7	53,053	37,650
Third party payment service income	第三方支付服務收入	7	189,983	128,148
Online investment and technology-enabled lending service income	在線投資及科技驅動借貸服務	7	366,517	112,546
Mobile gaming service income	手機其他服務收入	7	89,189	–
Gain on transfer of rights on interests on loan receivables	轉讓應收貸款利息權利之收益	7	–	4,778
			837,493	328,060
Other income	其他收入	9	26,949	24,427
Other gains and losses	其他收益及虧損	10	4,414	7,586
Handling charges for third party payment service	第三方支付服務之手續費		(24,885)	(28,911)
Administrative and other operating expenses	行政及其他經營開支		(350,050)	(200,887)
Gain on disposal of subsidiaries	出售附屬公司之收益	46	37	42,091
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損	23	(2,029)	–
Loss on disposal of an associate	出售一間聯營公司之虧損	23	(797)	–
Change in fair value of investment property	投資物業之公平值變動	19	–	(1,000)
Change in fair value of derivative and embedded derivative components of convertible bond	衍生工具及可換股債券之內含衍生工具部份之公平值變動	22	(208)	(7,877)
Share-based payment expenses	以股份支付之開支	49	(109,986)	(43,999)
Share of results of associates	應佔聯營公司業績		45,747	6,024
Share of results of joint ventures	應佔合營企業業績		–	(6,230)
Profit before tax	除稅前溢利	12	426,685	119,284
Income tax	所得稅	13	(84,438)	(39,243)
Profit for the year	年度溢利		342,247	80,041

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

	NOTE 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Other comprehensive income (expense)	其他全面收入(開支)		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目:		
Exchange differences on translating foreign operations	換算海外營運公司匯兌差額	61,146	19,546
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	(2,892)	2,824
Other comprehensive income for the year	年度其他全面收入	58,254	22,370
Total comprehensive income for the year	年度全面收入總額	400,501	102,411
Profit for the year attributable to:	應佔之年度溢利:		
Owners of the Company	本公司擁有人	301,122	85,606
Non-controlling interests	非控股權益	41,125	(5,565)
		342,247	80,041
Total comprehensive income for the year attributable to:	應佔之年度全面收入總額:		
Owners of the Company	本公司擁有人	359,322	107,974
Non-controlling interests	非控股權益	41,179	(5,563)
		400,501	102,411
		RMB 人民幣	RMB 人民幣 (Restated) (經重列)
Earnings per share	每股盈利	17	
Basic	基本	1.48 cents分	0.51 cents分
Diluted	攤薄	1.43 cents分	0.51 cents分

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2016 於二零一六年十二月三十一日

		NOTES 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Plant and equipment	廠房及設備	18	45,076	10,373
Investment property	投資物業	19	574,000	574,000
Intangible assets	無形資產	20	246,652	172,141
Deposit paid for acquisition of intangible assets	就收購無形資產支付之按金		12,866	–
Pledged bank deposits	已抵押銀行存款	33	252,805	–
Goodwill	商譽	21	932,711	47,871
Available-for-sale investments	可供出售投資	22	273,455	53,066
Interests in associates	於聯營公司之權益	23	955,431	60,357
Interests in joint ventures	於合營企業之權益	24	–	–
Loan receivables	應收貸款	26	150,000	–
			3,442,996	917,808
Current assets	流動資產			
Available-for-sale investments	可供出售投資	22	24,588	37,142
Trade receivables	貿易應收款	25	160,147	35,769
Loan receivables	應收貸款	26	3,319,688	2,247,993
Prepayments and other receivables	預付賬款及其他應收款項	27	212,038	268,483
Amounts due from joint ventures	應收合營企業款項	24	14,483	13,251
Amounts due from associates	應收聯營公司款項	23	1,131	911
Amounts due from related companies	應收關連公司款項	28	189,542	197,532
Derivative financial instruments	衍生金融工具	30	–	227
Held for trading investments	持作買賣投資	31	23,502	9,018
Income tax recoverable	可收回所得稅		1,016	1,362
Bank balance – trust account	銀行結餘—信託賬戶	32	239,991	527,190
Bank balances and cash	銀行結餘及現金	33	1,233,391	615,015
			5,419,517	3,953,893
Current liabilities	流動負債			
Accruals and other payables	應計費用及其他應付款項	34	265,931	91,909
Funds payables and amounts due to customers	備用金應付款項及應付客戶款項	32	239,991	527,190
Amounts due to non-controlling shareholders	應付非控股股東款項	29	1,597	1,109
Amounts due to related companies	應付關連公司款項	28	189,983	199,758
Borrowings	借貸	35	1,015,297	693,616
Obligations under finance leases	融資租賃承擔	36	–	2,203
Corporate bonds	公司債券	38	–	173,719
Preference share of a subsidiary	一間附屬公司之優先股	40	71,990	–
Provision for financial guarantee	財務擔保撥備	41	42,837	–
Income tax payables	應付所得稅		73,650	16,260
			1,901,276	1,705,764
Net current assets	流動資產淨額		3,518,241	2,248,129
Total assets less current liabilities	資產總值減流動負債		6,961,237	3,165,937

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2016 於二零一六年十二月三十一日

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Corporate bonds	公司債券	38	154,450	60,044
Convertible bonds	可換股債券	39	1,393,172	234,098
Borrowings	借貸	35	804,909	150,000
Other financial liabilities	其他金融負債	45	276,075	-
Deferred tax liabilities	遞延稅項負債	37	91,051	89,209
			2,719,657	533,351
Net assets	資產淨值		4,241,580	2,632,586
Capital and reserves	資本及儲備			
Share capital	股本	42	358,259	321,642
Reserves	儲備		3,837,584	2,286,568
Equity attributable to owners of the Company	本公司擁有人應佔權益		4,195,843	2,608,210
Non-controlling interests	非控股權益		45,737	24,376
Total equity	權益總額		4,241,580	2,632,586

The consolidated financial statements on pages 163 to 357 were approved and authorised for issue by the board of directors on 21 March 2017 and are signed on its behalf by:

第163頁至第357頁之綜合財務報表已獲董事會於二零一七年三月二十一日批准及授權刊發，並由以下董事代表簽署：

Mr. Phang Yew Kiat

彭耀傑先生

Director

董事

Mr. Sheng Jia

盛佳先生

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Share premium	Statutory reserve	Retained profits	Investment revaluation reserve	Exchange reserve	Share-based payment reserve	Equity component of convertible bonds	Capital reserve	Special reserve	Total	Non-controlling interests	Total equity
		股本	股份溢價	法定儲備	保留溢利	投資重估儲備	匯兌儲備	支付款項以股份	可換股債券權益部分	資本儲備	特別儲備	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
			(Note (a)) (附註(a))	(Note (b)) (附註(b))		(Note (c)) (附註(c))				(Note (d)) (附註(d))	(Note (e)) (附註(e))			
At 1 January 2015	於二零一五年一月一日	267,736	688,395	25,067	510,758	68	(7,995)	6,804	-	(125,038)	40,000	1,405,795	13,633	1,419,428
Profit for the year	年度溢利	-	-	-	85,606	-	-	-	-	-	-	85,606	(5,565)	80,041
Other comprehensive expense for the year	年度其他全面開支													
Exchange differences on translating foreign operations	換算海外營運公司匯兌差額	-	-	-	-	-	19,544	-	-	-	-	19,544	2	19,546
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	-	-	-	-	2,824	-	-	-	-	-	2,824	-	2,824
Total comprehensive income (expense) for the year	年度全面收入(開支)總額	-	-	-	85,606	2,824	19,544	-	-	-	-	107,974	(5,563)	102,411
Issue of shares upon exercise of share options (Note 42(b))	於行使購股權時發行股份(附註42(b))	1,141	10,604	-	-	-	-	(3,304)	-	-	-	8,441	-	8,441
Issue of shares under placing (Note 42(a))	根據配售發行股份(附註42(a))	52,765	992,525	-	-	-	-	-	-	-	-	1,045,290	-	1,045,290
Share issue expenses	股份發行開支	-	(14,774)	-	-	-	-	-	-	-	-	(14,774)	-	(14,774)
Lapse of share options	購股權失效	-	-	-	199	-	-	(199)	-	-	-	-	-	-
Acquisition of a subsidiary (Note 45)	收購一間附屬公司(附註45)	-	-	-	-	-	-	-	-	-	-	-	10,623	10,623
Dilution of interests in subsidiaries	攤薄於附屬公司權益	-	-	-	-	-	-	-	-	3	-	3	(3)	-
Disposal of subsidiaries (Note 46)	出售附屬公司(附註46)	-	-	-	-	-	-	-	-	-	-	-	386	386
Dividends recognised as distribution (Note 16)	確認為分派之股息(附註16)	-	(11,724)	-	-	-	-	-	-	-	-	(11,724)	-	(11,724)
Appropriation to statutory reserve funds	法定儲備金之分配	-	-	8,039	(8,039)	-	-	-	-	-	-	-	-	-
Capital contribution by non-controlling shareholders	非控股股東出資	-	-	-	-	-	-	-	-	-	-	-	5,300	5,300
Recognition of equity-settled share-based payments	確認按權益結算以股份支付之付款	-	-	-	-	-	-	43,999	-	-	-	43,999	-	43,999
Recognition of equity component of convertible bond (Note 39)	確認可換股債券權益部分(附註39)	-	-	-	-	-	-	-	23,206	-	-	23,206	-	23,206
At 31 December 2015	於二零一五年十二月三十一日	321,642	1,665,026	33,106	588,524	2,892	11,549	47,300	23,206	(125,035)	40,000	2,608,210	24,376	2,632,586

Consolidated Statement of Changes in Equity

綜合權益變動表

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

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Statutory reserve	Retained profits	Investment revaluation reserve	Exchange reserve	Share-based payment reserve	Equity component of convertible bonds	Capital reserve	Consideration			Non-controlling interests	Total equity
											Special reserve	payables reserve	Total		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note (a))	(Note (a))	(Note (b))	(Note (c))	(Note (c))	(Note (c))	(Note (d))	(Note (d))	(Note (d))	(Note (e))	(Note (f))	(Note (f))	(Note (f))	(Note (f))
		(附註(a))	(附註(a))	(附註(b))	(附註(c))	(附註(c))	(附註(c))	(附註(d))	(附註(d))	(附註(d))	(附註(e))	(附註(f))	(附註(f))	(附註(f))	(附註(f))
At 1 January 2016	於二零一六年一月一日	321,642	1,665,026	33,106	588,524	2,892	11,549	47,300	23,206	(125,035)	40,000	-	2,608,210	24,376	2,632,586
Profit for the year	年度溢利	-	-	-	301,122	-	-	-	-	-	-	-	301,122	41,125	342,247
Other comprehensive income (expense) for the year	年度其他全面收入(開支)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translating foreign operations	換算海外營運公司匯兌差額	-	-	-	-	-	61,092	-	-	-	-	-	61,092	54	61,146
Change in fair value of available-for-sale investments (Note 22(b))	可供出售投資之公平值變動(附註22(b))	-	-	-	-	(2,892)	-	-	-	-	-	-	(2,892)	-	(2,892)
Total comprehensive income (expense) for the year	年度全面收入(開支)總額	-	-	-	301,122	(2,892)	61,092	-	-	-	-	-	359,322	41,179	400,501
Issue of shares upon exercise of share options (Note 42(d))	於行使購股權時發行股份(附註42(d))	967	22,696	-	-	-	-	(4,530)	-	-	-	-	19,133	-	19,133
Lapse of share options	購股權失效	-	-	-	1,477	-	-	(1,477)	-	-	-	-	-	-	-
Acquisition of an associate (Note 42(f))	收購聯營公司(附註42(f))	21,557	666,101	-	-	-	-	-	-	-	-	-	687,658	-	687,658
Acquisition of a subsidiary (Note 42(e) and 45)	收購附屬公司(附註42(e)及45)	9,522	409,459	-	-	-	-	-	-	-	-	-	418,981	(27,536)	391,445
Acquisition of a subsidiary by contingent share consideration (Note 45)	透過或新股份代價收購一間附屬公司(附註45)	-	-	-	-	-	-	-	-	-	-	155,502	155,502	2,555	158,057
Acquisition of additional interest in a subsidiary (Note 42(e))	收購於附屬公司之額外權益(附註42(e))	3,042	104,941	-	-	-	-	-	-	(190,619)	-	-	(82,636)	5,163	(77,473)
Fair value of put option of non-controlling interests (Note 45)	非控股權益認沽期權之公平值(附註45)	-	-	-	-	-	-	-	-	(276,075)	-	-	(276,075)	-	(276,075)
Appropriation to statutory reserve funds	法定儲備金之分配	-	-	3,463	(3,463)	-	-	-	-	-	-	-	-	-	-
Recognition of equity-settled share-based payments	確認按權益結算以股份支付之支出	-	-	-	-	-	-	109,986	-	-	-	-	109,986	-	109,986
Recognition of equity component of convertible bond (Note 39)	確認可換股債券權益部分(附註39)	-	-	-	-	-	-	-	147,634	-	-	-	147,634	-	147,634
Conversion of convertible bonds (Note 42(g))	轉換可換股債券(附註42(g))	1,529	51,856	-	-	-	-	-	(5,257)	-	-	-	48,128	-	48,128
At 31 December 2016	於二零一六年十二月三十一日	358,259	2,920,079	36,569	887,660	-	72,641	151,279	165,583	(591,729)	40,000	155,502	4,195,843	45,737	4,241,580

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:

(a) Share premium

Under the Companies Law of the Cayman Islands (2009 Revision), the share premium of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid and the Company is able to pay debts as they fall due in the ordinary course of business. During the year ended 31 December 2015, dividends were funded out of its share premium.

(b) Statutory reserve

In accordance with the relevant regulations applicable in the People's Republic of China (the "PRC"), companies established in the PRC are required to transfer at least 10% of their statutory annual profits after tax in accordance with the relevant statutory rules and regulations applicable to enterprises in the PRC to the statutory reserve until the balance of the reserve reaches 50% of their respective registered capital. Subject to certain restrictions as set out in the relevant PRC regulations, the statutory reserve may be used to offset against accumulated losses of the respective PRC companies. The amount of the transfer is subject to the approval of the board of directors of the respective PRC companies.

(c) Investment revaluation reserve

The investment revaluation reserve represents accumulated gains and losses arising on the revaluation of available-for-sale investments that have been recognised in other comprehensive income/(expense), net of amounts reclassified to profit or loss when those investments have been disposed of or are determined to be impaired.

(d) Capital reserve

The capital reserve of the Group represents the difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received arising from changes in the Group's ownership interests in existing subsidiaries that do not result in the loss of control and are accounted for as equity transactions. In addition, a fair value of put option amounting to RMB276,075,000 exercisable by non-controlling shareholders was recorded for the year ended 31 December 2016, as detailed in note 45 to the consolidated financial statements.

附註：

(a) 股份溢價

根據開曼群島公司法（二零零九年修訂本），本公司的股份溢價可用於向股東支付分派或股息，惟緊隨擬支付分派或股息之日期後，本公司能夠於日常業務過程中支付到期的債務。截至二零一五年十二月三十一日止年度內，股息乃自其股份溢價撥付。

(b) 法定儲備

根據中華人民共和國（「中國」）有關適用法規，在中國成立的公司須根據中國企業適用的有關法定規則及法規把法定稅後全年利潤至少10%撥入法定儲備，直至法定儲備的結餘達到其有關註冊資本的50%。在中國有關法規所載的若干限制下，法定儲備可用於抵銷有關中國公司的累計虧損。轉撥的金額須經由有關中國公司的董事會批准。

(c) 投資重估儲備

投資重估儲備指重估已於其他全面收入／（開支）確認之可供出售投資所產生之累計收益及虧損，並扣除於該等投資已出售或釐定為已減值時重新分類至損益之金額。

(d) 資本儲備

本集團之資本儲備指來自並無導致失去控制權及以股本交易入賬之本集團於現有附屬公司之擁有權權益變動之非控股權益之調整金額與已支付或收取之代價公平值之差額。此外，截至二零一六年十二月三十一日止年度錄得可由非控股權益行使之認沽期權公平值人民幣276,075,000元，詳情見綜合財務報表附註45。

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

(e) Special reserve

The special reserve represented the difference between the aggregate amount of paid-in capital of Ever Step Holdings Limited (“Ever Step”), a wholly owned subsidiary, and 上海銀通典當有限公司 (“上海銀通”) and the amount of share capital of the Company issued to Kaiser Capital Holdings Limited (“Kaiser Capital”) and Jiefang Media (UK) Co. Limited (“Jiefang Media”), which are 100% owned by the controlling shareholders, in 2010 in exchange for the entire equity interests in the above companies as part of the reorganisation completed on 25 February 2010 to rationalise the Group’s structure in preparation for the listing of the Company’s shares on the Growth Enterprises Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

(f) Consideration payables reserve

Consideration payable reserve represented the fair value of share consideration payable amounting to RMB155,502,000 for the acquisition of 51% equity interest over Shenzhen Qiyuan Tianxia Technology Company Limited (“Qiyuan”) at the acquisition date, as detailed in note 45 to the consolidated financial statements. The amount represented the fair value of 51,150,640 (before the effect of share subdivision) shares to be issued in case the Qiyuan’s audited consolidated net profit exceeds RMB50,000,000 in the year of 2016. In the opinion of directors, the Company determined to issue the said fixed number of share as abovementioned and would request for the monetary compensation as defined in details of the transaction which are set out in the Company’s announcement dated 1 February 2016 if Qiyuan cannot achieve the abovementioned net profit.

(e) 特別儲備

特別儲備乃指全資附屬公司永階控股有限公司(「永階」)及上海銀通典當有限公司(「上海銀通」)的繳足資本總額與本公司於二零一零年向皇都控股有限公司(「皇都」)及解放傳媒(英國)有限公司(「解放傳媒」)(由控股股東全資擁有)發行以換取上述公司全部股本權益作為於二零一零年二月二十五日完成之為精簡本集團之架構以籌備本公司股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市的重組的一部份的股本金額之間的差額。

(f) 應付代價儲備

應付代價儲備指於收購日期就收購深圳起源天下科技有限公司(「起源」)之51%股權應付之股份代價公平值人民幣155,502,000元,詳述於綜合財務報表附註45。該款項指在起源於二零一六年之經審核綜合溢利淨額超過人民幣50,000,000元之情況下將予發行之51,150,640股(股份拆細前)股份之公平值。董事認為,本公司決定發行上述之固定數目股份,及倘起源未能達成上述經營業績淨額,則會要求載於本公司日期為二零一六年二月一日之公告之交易詳情所界定之賠償金。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	426,685	119,284
Adjustments for:	就下列各項調整：		
Depreciation	折舊	8,693	5,678
Amortisation	攤銷	9,982	-
Interest expenses	利息開支	238,184	101,530
Interest income	利息收入	(15,937)	(17,157)
Government grants	政府津貼收入	(2,581)	(4,277)
Net (gain) loss on disposal of plant and equipment	出售廠房及設備(收益)虧損淨額	4	(106)
Net gain on disposal of intangible assets	出售無形資產之收益淨額	(5,216)	-
Gain on disposal of subsidiaries	出售附屬公司之收益	(37)	(42,091)
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損	2,029	-
Loss on disposal of an associate	出售一間聯營公司之虧損	797	-
Gain on settlement of convertible bond	償付可換股債券收益	-	(7,595)
Share-based payment expenses	以股份支付之支出	109,986	43,999
Fair value change of provision for financial guarantee	融資擔保撥備之公平值變動	10,893	-
Change in fair value of investment property	投資物業之公平值變動	-	1,000
Fair value change of preference share of a subsidiary	附屬公司優先股公平值變動	461	-
Change in fair value of derivative and embedded derivative components of convertible bond	衍生工具及可換股債券之內含衍生工具部份之公平值變動	208	7,877
Loss on disposal of held for trading investment	出售持有買賣投資之虧損	-	94
Fair value change of held for trading investment	持有買賣投資之公平值變動	3,018	(52)
Fair value change of derivative financial instruments	衍生金融工具之公平值變動	-	(33)
Imputed interest on corporate bonds	公司債券之估算利息	(7,431)	-
Share of results of associates	應佔聯營公司業績	(45,747)	(6,024)
Share of results of joint ventures	應佔合營企業業績	-	6,230
Impairment loss recognised on trade receivables and other receivables	就貿易應收款及其他應收款項確認之減值虧損	4,744	2,984
(Reversal of impairment) impairment loss recognised on loan receivables	(撥回)就應收貸款確認之減值虧損	(641)	15,562
Impairment loss recognised on intangible assets	就無形資產確認之減值虧損	999	3,821
Impairment loss recognised on goodwill	就商譽確認之減值虧損	-	8,919
Operating cash inflows before movements in working capital	營運資金變動前的營運現金流入	739,093	239,643
Increase in trade receivables	貿易應收款增加	(117,218)	(21,361)
Increase in loan receivables	應收貸款增加	(1,115,248)	(1,390,967)
Decrease (increase) in prepayments and other receivables	預付賬款及其他應收款項減少(增加)	53,437	(39,665)
(Decrease) increase in funds payables and amounts due to customers	備用金應付款項及應付客戶款項(減少)增加	(287,199)	221,462
Decrease in accruals and other payables	應計費用及其他應付款項減少	(17,055)	(110,165)
Increase in held for trading investments	持有買賣投資增加	(17,502)	(9,060)
Decrease (increase) in bank balance - trust account	銀行結餘減少(增加) - 信託賬戶	287,199	(221,462)
Cash used in operations	經營所用現金	(474,493)	(1,331,575)
Income tax paid	已付所得稅	(52,841)	(29,263)
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(527,334)	(1,360,838)

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	NOTES 附註		
INVESTING ACTIVITIES	投資活動		
Purchase of plant and equipment	購買廠房及設備	(38,367)	(2,372)
Purchase of intangible assets	購買無形資產	(71,114)	-
Advance to joint ventures	向合營企業墊款	(1,670)	(8,055)
Repayment from (advance to) related companies	關連公司還款 (向關連公司墊款)	7,990	(7,778)
Advance to associates	向聯營公司墊款	(220)	(911)
Repayment from non-controlling shareholders	非控股股東還款	-	4,001
Repayment from amount due from former subsidiaries	應收前附屬公司款項之還款	-	24,849
Repayment from amount due from a disposed available-for-sale investee	應收出售可供出售被投資公司款項之還款	-	59,017
Proceeds from deferred cash consideration of disposal of subsidiaries	出售附屬公司之遞延現金代價所得款項	-	73,445
Acquisition/establishment of associates	收購/成立聯營公司	(8,494)	(53,980)
Acquisition of an available-for-sale investment	收購可供出售投資	(247,169)	(50,000)
Settlement of consideration payable for previous year's business combination	結付就上一年之業務合併應付之代價	-	(2,741)
Deposit paid for acquisition of an associate	收購一間聯營公司之已付按金	-	(160,000)
Proceeds from disposal of intangible assets	出售無形資產之所得款項	6,981	779
Proceeds from disposal of plant and equipment	出售廠房及設備之所得款項	-	984
Proceeds from disposal of an available-for-sale investment	出售可供出售投資之所得款項	34,460	1,058
Proceeds from disposal of an associate	出售一間聯營公司之所得款項	4,000	-
Net cash (outflow) inflow on disposal of subsidiaries	出售附屬公司現金(流出)流入淨額	(7)	34,702
Net cash outflow on acquisition of subsidiary	收購附屬公司現金流出淨額	(232,292)	(58,929)
(Placement) withdrawal in pledge bank deposits	有抵押銀行存款(增加)/減少	(252,805)	30,008
Interest income received	已收利息收入	19,396	13,698
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(779,311)	(102,225)

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

	NOTE 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
FINANCING ACTIVITIES			
融資活動			
Proceeds from issue of shares		-	1,045,290
Proceeds from exercise of option		19,133	8,441
Share issue expenses paid		-	(14,774)
Advance from non-controlling shareholders		488	395
(Repayment to) advance from related companies		(9,775)	10,802
New loans raised		1,726,274	918,088
Proceeds from issue of corporate bonds raised		90,000	14,651
Proceeds from issue of convertible bonds		1,245,631	236,419
Expenses paid on issue of convertible bonds		(16,475)	(1,066)
Repayment of borrowings		(790,217)	(338,851)
Repayment of corporate bonds		(171,160)	-
Repayment of obligations under finance lease		(2,203)	(14)
Government grants received		2,581	4,277
Dividends paid		-	(11,724)
Consideration paid for acquisition of additional interests in a subsidiary	45	(77,473)	-
Capital injection from non-controlling interests		-	5,300
Interests paid on corporate bonds		(9,418)	(19,089)
Interests paid on convertible bonds		(46,002)	(7,885)
Interests paid on bank and other loans		(55,907)	(42,947)
NET CASH FROM FINANCING ACTIVITIES		1,905,477	1,807,313
NET INCREASE IN CASH AND CASH EQUIVALENTS		598,832	344,250
Effect of foreign exchange rate changes		19,544	5,250
CASH AND CASH EQUIVALENTS AT 1 JANUARY		615,015	265,515
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, represented by bank balances and cash		1,233,391	615,015

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 AND BASIS OF PRESENTATION

The Company was incorporated in the Cayman Islands on 4 January 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. Mr. Zhang Zhenxin is the substantial shareholder of the Company. The address of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The financial statements are presented in Renminbi (“RMB”). Other than those subsidiaries established in the People’s Republic of China (the “PRC”) and certain subsidiaries of which primary sources of revenues are dividends which are derived from the operation of its major subsidiary operating in Mainland China, whose functional currency is RMB, the functional currency of the Company and its subsidiaries is Hong Kong dollars (“HK\$”). The functional currency of the Company is HK\$, which is different from the presentation currency, RMB. As the Company and its subsidiaries (hereinafter collectively referred to as the Group”) mainly operate in the PRC, the directors of the Company consider that it is appropriate to present the consolidated financial statements in RMB.

The Company’s principal activities during the year are provision of consultancy service and investment holding. The principal activities of the subsidiaries are set out in note 50(a).

1. 一般資料及呈列基準

本公司於二零一零年一月四日根據開曼群島公司法第22章（一九六一年第3號法例，經綜合及修訂）在開曼群島註冊成立為獲豁免有限責任公司，其股份於香港聯合交易所有限公司創業板上市。張振新先生為本公司之主要股東。本公司註冊辦事處及主要營業地點之地址披露於年報公司資料一節。

財務報表以人民幣（「人民幣」）呈列。除該等於中華人民共和國（「中國」）成立之附屬公司及主要收入來源為來自其於中國內地營運的主要附屬公司之營運之股息之若干附屬公司之功能貨幣為人民幣外，本公司及其附屬公司之功能貨幣為港元（「港元」）。本公司之功能貨幣為港元，其與呈列貨幣人民幣有別。由於本公司及其附屬公司（下文統稱「本集團」）主要於中國營運，故本公司董事認為以人民幣呈列綜合財務報表屬適合。

本公司於年內之主要經營活動為提供諮詢服務及投資控股。該等附屬公司之主要經營活動載於附註50(a)。

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

Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則之修訂	香港財務報告準則二零一二年至二零一四年週期的年度改進
香港會計準則第1號之修訂	披露主動性
香港會計準則第16號及香港會計準則第38號之修訂	澄清折舊及攤銷之可接受方法及香港會計準則第38號之修訂
香港會計準則第27號之修訂	獨立財務報表之權益法
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：應用綜合入賬的例外情況
香港財務報告準則第11號之修訂	收購合資經營業務權益之會計處理

於本年度應用香港財務報告準則之修訂本並無對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表內所載之披露造成重大影響。

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

New and revised HKFRSs issued but not yet effective

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

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

¹ Effective for annual periods beginning on or after 1 January 2017.

² Effective for annual periods beginning on or after 1 January 2018.

³ Effective for annual periods beginning on or after 1 January 2019.

⁴ Effective date not yet been determined.

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第9號（二零一四年）	金融工具 ²
香港財務報告準則第15號	客戶合約收入 ²
香港財務報告準則第16號	租賃 ³
香港會計準則第7號之修訂	披露主動性 ¹
香港會計準則第12號之修訂	就未變現虧損作出遞延稅項資產之確認 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產銷售或投入 ⁴
香港財務報告準則第2號之修訂	以股份為基礎的付款交易之分類及計量 ²
香港財務報告準則第4號之修訂	應用香港財務報告準則第9號金融工具時一併應用香港財務報告準則第4號保險合約分類及計量以股份付款之交易 ²

¹ 於二零一七年一月一日或之後開始之年度期間生效。

² 於二零一八年一月一日或之後開始之年度期間生效。

³ 於二零一九年一月一日或之後開始之年度期間生效。

⁴ 生效日期尚未確定。

本公司董事預期，除下文所述者外，應用其他新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

HKFRS 9 (2014) Financial Instruments

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

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

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號（二零一四年）金融工具

於二零零九年頒佈的香港財務報告準則第9號引入金融資產分類及計量之新規定。香港財務報告準則第9號於二零一零年獲修訂，並加入分類及計量金融負債以及終止確認的規定。於二零一三年，香港財務報告準則第9號獲進一步修訂，以落實對沖會計法之實質性修訂，從而將使實體於財務報表中更能反映其風險管理活動。香港財務報告準則第9號的最終版本於二零一四年頒佈，以就若干金融資產引入「按公平值計入其他全面收益」（「按公平值計入其他全面收益」）的計量類別規定，以納入過往年度所頒佈香港財務報告準則第9號的全部規定，且對有關分類及計量作出有限修訂。香港財務報告準則第9號的最終版本亦就減值評估引入「預期信貸虧損」模式。

香港財務報告準則第9號（二零一四年）之主要規定載述如下：

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

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

HKFRS 9 (2014) Financial Instruments (Continued)

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號（二零一四年）金融工具（續）

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

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

HKFRS 9 (2014) Financial Instruments (Continued)

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

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

The directors of the Company anticipate that the adoption of HKFRS 9 (2014) in the future may have significant impact on amounts reported in respect of the Group’s financial assets and financial liabilities.

Regarding the Group’s financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號（二零一四年）金融工具（續）

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

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

本公司董事預期，日後採納香港財務報告準則第9號（二零一四年）可能對本集團的金融資產及金融負債已呈報的金額造成重大影響。

就本集團的金融資產而言，於完成詳細審閱前，對相關影響作出合理估計並不可行。

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

HKFRS 15 Revenue from Contracts with Customers

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Thus, HKFRS 15 introduces a model that applies to contracts with customers, featuring a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

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

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

HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第15號客戶合約收入

香港財務報告準則第15號的核心原則為實體應確認收益以向客戶描述轉讓已承諾貨品或服務的金額，應為能反映該實體預期就交換該等貨品或服務有權獲得的代價。因此，香港財務報告準則第15號引入適用於客戶合約的模式，當中擁有交易的合約基礎五個步驟分析，以釐定是否需要確認收益，及確認收益的金額及時間。該五個步驟載列如下：

- i) 識別與客戶訂立的合約；
- ii) 識別合約內的履約責任；
- iii) 釐定交易價格；
- iv) 將交易價分配至履約責任；及
- v) 於實體完成履約責任時（或就此）確認收益。

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

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

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

HKFRS 15 Revenue from Contracts with Customers (Continued)

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

HKFRS 16 Leases

HKFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessors and lessees.

In respect of the lessee accounting, the standard introduces a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases with the lease term of more than 12 months, unless the underlying asset has a low value.

At the commencement date of the lease, the lessee is required to recognise a right-of-use asset at cost, which consists of the amount of the initial measurement of the lease liability, plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, the initial estimate of restoration costs and any initial direct costs incurred by the lessee. A lease liability is initially recognised at the present value of the lease payments that are not paid at that date.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第15號客戶合約收入（續）

香港財務報告準則第15號將於二零一八年一月一日或之後開始之年度期間生效，且可提前應用。本公司董事預期日後應用香港財務報告準則第15號，可能對本集團之綜合財務報表中已呈報金額及披露造成重大影響。然而，直至本集團進行詳細審閱前，對香港財務報告準則第15號的影響作出合理估計並不可行。

香港財務報告準則第16號租賃

香港財務報告準則第16號訂明識別租賃安排以及其於出租人及承租人財務報表之處理方式。

就承租人會計處理方法而言，該準則訂明單一承租人會計模式，規定承租人須確認所有租賃期限為12個月以上之資產及負債，低價值相關資產則除外。

承租人須於租賃開始時按成本確認使用權資產，包括租賃負債之初始計量金額，加開始日期或之前向出租人作出之任何租賃付款，減任何已收租賃優惠以及承租人產生之初步估計修復成本及任何其他初始直接成本。租賃負債乃按租賃付款（非當日支付）之現值初步確認。

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

HKFRS 16 Leases (Continued)

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made, and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. Depreciation and impairment expenses, if any, on the right-of-use asset will be charged to profit or loss following the requirements of HKAS 16 Property, Plant and Equipment, while interest accrual on lease liability will be charged to profit or loss.

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

HKFRS 16 will supersede the current lease standards including HKAS 17 Leases and the related Interpretations when it becomes effective.

HKFRS 16 will be effective for annual periods beginning on or after 1 January 2019 with early application permitted provided that the entity has applied HKFRS 15 Revenue from Contracts with Customers at or before the date of initial application of HKFRS 16. The directors of the Company are in the process of assessing their impact on the consolidated financial statements of these requirements. However, it is not practicable to provide a reasonable estimate of the effect until the Group performs a detailed review.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第16號租賃（續）

其後，使用權資產乃按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債其後進行計量，採用增加賬面值以反映租賃負債之權益、減少賬面值以反映已作出之租賃付款及重新計量賬面值以反映任何重估或租賃修訂或反映已修訂實質固定之租賃付款。折舊及減值開支（如有）其後將按照香港會計準則第16號物業、廠房及設備之規定於損益扣除，而租賃負債之利息應計費用將會計入損益。

就出租人會計處理方法而言，香港財務報告準則第16號大體上保留香港會計準則第17號中對出租人會計處理方法之規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且對兩類租賃進行不同之會計處理。

香港財務報告準則第16號將在生效時取代現有租賃準則，包括香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號將於二零一九年一月一日或之後開始的年度期間生效，且可提前應用，惟實體於香港財務報告準則第16號初步應用日期前須已採納香港財務報告準則第15號來自與客戶合約的收入。本公司董事正在評估該等要求對綜合財務報表的影響。然而，於本集團進行詳盡審閱前，對該影響作出合理估計並不可行。

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

Amendment to HKAS 7 Disclosure Initiative

The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments do not prescribe a specific method to fulfill the new disclosure requirements. However, the amendments indicate that one way is to provide a reconciliation between the opening and closing balances for liabilities arising from financing activities.

Amendments to HKAS 7 will become effective for annual periods beginning on or after 1 January 2017 with early application permitted.

The directors of the Company anticipate that the application of Amendments to HKAS 7 will result in additional disclosures on the Group’s financing activities, especially reconciliation between the opening and closing balances in the consolidated statement of financial position for liabilities arising from financing activities will be provided on application.

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計報告第7號披露計劃之修訂

該等修訂要求實體提供信息披露，以使財務報表用戶可評估融資活動所產生之負債變動，包括現金流量及非現金流量變動。該等修訂並無限定達成新披露規定的指定方法。然而，該等修訂指出其中一個方法為提供融資活動產生的負債的期初及期末結餘的對賬。

香港會計報告第7號之修訂將於二零一七年一月一日或之後開始之年度期間生效，且可提前應用。

本公司董事預期應用香港會計準則第7號之修訂將導致需對本集團之融資活動作出額外披露，尤其是因融資活動引致之綜合財務狀況表中負債之期初與期末結餘之對賬將於應用時提供。

3. 重大會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所創業板證券上市規則（「創業板上市規則」）及香港公司條例所規定的適用披露。

綜合財務報表乃按歷史成本法編製，惟如下會計政策所解釋，若干金融工具及投資物業乃按公平值計量則除外。歷史成本一般基於就交換貨品及服務所給出之代價之公平值。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

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

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

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

The principal accounting policies are set out below.

公平值是於計量日期市場參與者間於有秩序交易中出售資產所收取或轉讓負債須支付之價格，而不論該價格為可直接觀察取得或可使用其他估值方法估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日期對資產或負債定價時所考慮之資產或負債之特點。於該等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟以下各項除外：屬於香港財務報告準則第2號範圍內之以股份為付款基礎之交易、屬於香港會計準則第17號範圍內之租賃交易，以及其計量與公平值之計量存在某些相似之處但並非公平值，例如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值。

此外，就財務報告而言，公平值計量分為第一、第二或第三級，此等層級之劃分乃根據其數據的可觀察程度及該數據對公平值計量的整體重要性，其概述如下：

- 第一級數據指該實體於計量日期由活躍市場上相同資產或負債獲得的標價（未經調整）；
- 第二級數據指除第一級所包含之標價以外，可直接或間接從觀察資產或負債之資料而得出的數據；及
- 第三級數據指不可從觀察資產或負債的資料而獲得的數據。

主要會計政策載於下文。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Basis of consolidation

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

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

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

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

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

綜合基準

綜合財務報表包含本公司及受本公司及其附屬公司控制之實體(包括結構實體)之財務報表。當本公司符合以下情況,即取得控制權:

- 有權控制被投資方;
- 因其參與被投資方業務而獲得或有權獲得可變回報;及
- 有能力以其權力影響其回報。

倘有事實及情況顯示上列三項控制權條件之其中一項或多項有變,本集團會重新評估其是否控制被投資方。

倘本集團於被投資方之投票權未能佔大多數,則當投票權足以賦予本集團實際能力單方面指揮被投資方之相關活動時即對被投資方擁有權力。本集團在評估本集團於被投資方之投票權是否足以賦予其權力時考慮所有相關事實及情況,包括:

- 相較其他投票權持有人所持投票權之數量及分散情況,本集團持有投票權之數量;
- 本集團、其他投票權持有人或其他人士持有之潛在投票權;
- 其他合約安排產生之權利;及
- 表明於需要作出決定時,本集團目前能夠或不能指示相關活動之任何其他事實及情況(包括於之前股東會議上之投票方式)。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策 (續)

Basis of consolidation (Continued)

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Change in the Group's ownership interests in existing subsidiaries

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

綜合基準 (續)

附屬公司於本集團取得該附屬公司的控制權時綜合入賬，並於本集團喪失對該附屬公司的控制權時終止綜合入賬。具體而言，自本集團取得控制權當日起直至本集團不再控制附屬公司當日，於年內收購或出售的附屬公司收支均計入綜合損益及其他全面收益表。

損益及其他全面收入各組成部分歸屬至本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬至本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

倘有需要，會對附屬公司的財務報表作出調整，以使其會計政策與本集團其他成員公司所應用的會計政策一致。

所有集團內公司間的交易、結餘、收入及開支於綜合入賬時對銷。

於附屬公司之非控股權益與本集團於該等附屬公司的權益分開呈列。

本集團於現有附屬公司的擁有權益的變動

並無導致本集團對附屬公司失去控制權的本集團於現有附屬公司的擁有權益變動乃按股本交易入賬。本集團之權益及非控股權益之賬面值予以調整以反映彼等於附屬公司之有關權益變動。非控股權益之經調整金額與已付或已收代價之公平值之任何差額直接於權益中確認並歸屬於本公司擁有人。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

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

When the Group loses control of subsidiaries, it (i) derecognises the assets and liabilities of the subsidiaries at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiaries at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. The fair value of any investment retained in the former subsidiaries at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in associates or joint ventures.

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.

本集團於現有附屬公司的擁有權益的變動 (續)

倘本集團失去附屬公司控制權，其(i)於失去控制權當日按其賬面值取消確認該附屬公司之資產及負債；(ii)於失去控制權當日取消確認前附屬公司之任何非控股權益之賬面值(包括其應佔之其他全面收入之任何部份)；及(iii)確認所收代價之公平值及任何保留權益之公平值之總和，連同本集團應佔於損益中確認為收益或虧損之任何由此產生之差額。於失去控制權當日在前附屬公司保留之任何投資之公平值，根據香港會計準則第39號金融工具：確認及計量，在其後入賬時被列作首次確認之公平值，或(如適用)首次確認於聯營公司或合營企業之投資之成本。

業務合併

收購業務採用收購法入賬。業務合併所轉撥之代價按公平值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原股東產生之負債及本集團於交換被收購方之控制權發行之股本權益於收購日期之公平值之總額。有關收購之成本通常於產生時於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策 (續)

Business combinations (Continued)

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below);
- 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 re-assessment, 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.

業務合併 (續)

於收購日期，所收購可識別資產及所承擔負債按其公平值確認，惟下列各項除外：

- 遞延稅項資產或負債以及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；
- 於收購日期，被收購方以股份為基礎的付款安排或本集團以股份為基礎的付款安排替代被收購方以股份為基礎的付款安排之負債或股權工具，應根據香港財務報告準則第2號「以股份為基礎之付款」計量（見下文會計政策）；
- 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（或出售組合）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被收購方權益之公平值（如有）之總和，減所收購之可識別資產及所承擔之負債於收購日期之淨值後，所超出之差額計值。倘經過重估後，所收購之可識別資產與所承擔負債於收購日期之淨額高於轉撥之代價、非控股權益於被收購方中所佔金額及收購方以往持有被收購方權益之公平值（如有）之總和，則差額即時於損益內確認為議價收購收益。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

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.

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

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

業務合併 (續)

屬現時擁有之權益且於清盤時讓持有人有權按比例分佔實體淨資產之非控股權益，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的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類型的非控股權益乃按其公平值或（如適用）其他香港財務報告準則指定之基準計量。

倘本集團於業務合併中轉讓的代價包括或然代價安排產生的資產或負債，或然代價按其收購日期公平值計量並視為於業務合併中所轉撥代價的一部份。或然代價的公平值變動如適用計量期間調整則追溯調整，並根據商譽作出相應調整。計量期間調整為於「計量期間」就於收購日期存在的事實及情況獲得的其他資料產生的調整。計量期間自收購日期起計，不超過一年。

或然代價的公平值變動的隨後入賬如不適用計量期間調整，則取決於或然代價如何分類。分類為權益的或然代價並無於隨後申報日期重新計量，而其隨後結算於權益內入賬。分類為資產或負債的或然代價根據香港會計準則第39號於隨後申報日期重新計量，而相應的收益或虧損於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

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

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

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

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

Investments in associates and joint ventures

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

3. 重大會計政策 (續)

商譽

收購業務所產生的商譽乃按業務收購日期確定的成本(見上述會計政策)減去累計減值虧損(如有)列賬。

就減值測試而言,商譽乃分配至預期可從合併之協同作用獲益之本集團各個現金產生單位(「現金產生單位」)(或各組現金產生單位)。

獲分配商譽的現金產生單位會每年作減值測試,並於有跡象顯示有關單位可能減值時進行更頻繁測試。就於某一報告期間進行之收購所產生之商譽而言,獲分配商譽之現金產生單位於該報告期末之前作減值測試。倘現金產生單位的可收回金額低於其賬面值,則首先分配減值虧損以減少分配予該單位的任何商譽的賬面值,然後按比例根據有關單位內各資產的賬面值分配至其他資產。商譽的任何減值虧損直接於損益中確認。商譽之已確認減值虧損不會於其後期間撥回。

於出售有關現金產生單位時,在釐定出售的溢利或虧損時將計入應佔的商譽款額。

於聯營公司及合營企業之投資

聯營公司為本集團擁有重大影響力之實體。重大影響力乃有權參與被投資公司之財務及經營政策決定而非控制或共同控制該等政策。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Investments in associates and joint ventures (Continued)

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

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

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

於聯營公司及合營企業之投資 (續)

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

聯營公司及合營企業之業績、資產及負債乃按權益會計法計入該等綜合財務報表。用於權益會計法之聯營公司及合營企業財務報表就於類似情況下之相似交易及事件乃採用與本集團一致之會計政策編製。根據權益法，於聯營公司或合營企業之投資按成本於綜合財務狀況表列賬，並於其後就確認本集團分佔該聯營公司或合營企業之損益及其他全面收入而作出調整。倘本集團分佔聯營公司或合營企業之虧損超出其於該聯營公司或合營企業之權益（包括實質上構成本集團於聯營公司或合營企業之投資淨額一部份之任何長期權益），則本集團不再確認其分佔之進一步虧損。只有當本集團產生法定或推定責任或代表該聯營公司或合營企業付款之情況下，方會確認額外虧損。

於聯營公司或合營企業之投資乃自被投資方成為聯營公司或合營企業當日起按權益法入賬。收購於聯營公司或合營企業之投資時，投資成本超出本集團應佔該被投資方之可識別資產及負債之公平值淨額之任何數額確認為商譽，並計入該投資之賬面值。本集團應佔可識別資產及負債之公平值淨額超出投資成本之任何數額於重新評估後即時在取得投資的期間於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Investments in associates and joint ventures (Continued)

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

When the investment ceases to be an associate or a joint venture upon the Group losing significant influence over the associate or joint control over the joint venture, the Group discontinues to apply equity method and any retained interest is measured at fair value at that date which is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. Any difference between the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss. Any amount previously recognised in other comprehensive income in relation to that investment is reclassified to profit or loss or retained earnings on the same basis as it would have been required if the investee had directly disposed of the related assets or liabilities.

於聯營公司及合營企業之投資 (續)

於應用權益法後，包括確認聯營公司或合營企業之虧損（如有），本集團釐定是否需要就其於聯營公司或合營企業之投資確認任何額外減值虧損。構成於一間聯營公司或合營企業之投資之賬面值之一部份之商譽不單獨確認，投資（包括商譽）之全部賬面值乃作為單一資產進行減值測試，方法為比較其可收回金額（即使用價值與公平值減出售成本之較高者）與其賬面值。任何減值虧損構成於聯營公司或合營企業投資賬面值之一部份。減值虧損之任何撥回乃於投資之可收回金額其後增加之情況下確認。

當投資於本集團失去對聯營公司之重大影響力或對合營企業之共同控制權而不再為聯營公司或合營企業時，本集團會終止應用權益法，而任何保留權益乃按於根據香港會計準則第39號初步確認為一項金融資產時視作其公平值之日期之公平值計量。任何保留權益之公平值與出售於聯營公司或合營企業之部份權益之任何所得款項之間的任何差額及於終止權益日期之投資賬面值乃於損益內確認。倘被投資公司已直接出售相關資產或負債，則先前於其他全面收入內確認之有關該投資之任何金額乃按原應要求之相同基準重新分類至損益或保留盈利。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Investments in associates and joint ventures (Continued)

When the Group's ownership interest in an associate or a joint venture is reduced, but the Group continues to apply the equity method, the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest is reclassified to profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

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

於聯營公司及合營企業之投資 (續)

當本集團於一間聯營公司或一間合營企業之擁有權權益被削減，而本集團繼續採用權益法時，倘收益或虧損於出售有關資產或負債時須重新分類至損益，則先前於其他全面收入中就擁有權權益之該減少已確認之收益或虧損按比例重新分類至損益。

當集團實體與其聯營公司或合營企業進行交易（例如出售或注入資產）時，與該聯營公司或合營企業進行交易所產生之損益於本集團之綜合財務報表確認，惟以與本集團無關之聯營公司或合營企業權益為限。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策 (續)

Plant and equipment

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

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

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

Investment property

Investment property is property held to earn rentals and/or for capital appreciation.

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

廠房及設備

廠房及設備按成本減其後累計折舊及累計減值虧損(如有)於綜合財務狀況表內列賬。

折舊乃經計及廠房及設備項目的估計剩餘價值,於其估計可使用年期以直線法撇銷成本而確認。估計可使用年期、剩餘價值及折舊方法於各報告期末進行審閱,而任何估計變動之影響按相應基準入賬。

廠房及設備項目乃於出售後或預期持續使用該資產不會產生未來經濟利益時取消確認。於出售或廢棄廠房及設備項目時產生的任何收益或虧損乃釐定為該資產之出售所得款項與賬面值的差額,並於損益內確認。

投資物業

投資物業為持作賺取租金及/或作資本增值之物業。

投資物業初步按成本計算,包括任何直接應佔支出。於初步確認後,投資物業按其公平值計算。投資物業公平值變動產生之損益,已計入其產生期間之損益賬內。

於投資物業出售或永久停止使用或預計不會從出售該物業中獲得未來經濟收益時,投資物業會被取消確認。取消確認某項物業所產生之任何收益或虧損(按出售所得款項淨額與該資產之賬面值之差額計算)於物業被取消確認之期間計入損益賬內。

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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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

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, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses.

Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Intangible assets acquired in a business combination

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

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Alternatively, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

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

單獨收購之無形資產

單獨收購而具有有限可使用年期之無形資產，按成本減累計攤銷及任何累計減值虧損（以重估當日之公平值減其後減累計攤銷及任何累計減值虧損）列賬。

具有有限可使用年期之無形資產攤銷於估計可使用年期內以直線法確認。於各報告期末檢討估計可使用年期及攤銷方法，估計任何變動之影響按未來適用基準入賬。單獨收購而具無限可使用年期之無形資產，按成本減任何其後累計減值虧損列賬（見如下有關有形及無形資產減值虧損之會計政策）。

於業務合併中所收購的無形資產

於業務合併中所收購的無形資產與商譽分開確認，並於收購日期初步按其公平值（被視為其成本）確認。

於初步確認後，於業務合併中所收購的無形資產（具有有限使用年限）按獨立收購的無形資產之相同基準，以成本減累計攤銷及任何累計減值虧損呈報。同樣，於業務合併中所收購的無形資產（具有無限使用年限）按成本減任何後續累計減值虧損列賬（見下文有關有形及無形資產減值虧損之會計政策）。

於出售時或預期使用或出售不會帶來未來經濟效益時，方會終止確認無形資產。於終止確認無形資產時所產生之收益及虧損（以出售所得款項淨額與該資產之賬面值之差額計算）將計入終止確認資產期間之損益內。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策 (續)

Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

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

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

有形及無形資產 (商譽除外 (有關商譽之會計政策見上文)) 之減值

在報告期末，本集團對其有形及無形 (具有有限使用年期) 資產之賬面值作出評估，以釐定有否任何跡象顯示該等資產出現減值虧損。如果存在任何此類跡象，則會對資產的可收回金額作出估計，以確定減值虧損的程度 (如有)。如果無法估計單個資產的可收回金額，本集團會估計該資產所屬的現金產生單位的可收回金額。如果可以識別一個合理和一致的分配基礎，總部資產也應分配至單個現金產生單位，若不能分配至單個現金產生單位，則應將總部資產按能識別的、合理且一致的基礎分配至最小的現金產生單位組合。

並無限定使用年期的無形資產以及尚未可使用的無形資產會至少每年進行減值測試，並會於有跡象顯示該等資產可能減值時進行減值測試。

可收回金額是指公平值減去出售成本後的餘額和使用價值兩者中的較高者。在評估使用價值時預計未來現金流量會採用稅前折現率折現為現值，該稅前折現率應反映對貨幣時間價值的當前市場評價及該資產特有的風險 (未針對該風險調整估計未來現金流量)。

倘資產 (或現金產生單位) 之可回收金額經估計低於其賬面值，則資產 (或現金產生單位) 之賬面值會調低至其可收回金額。減值虧損乃即時於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

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

Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above.

Bank balance – trust account and funds payable and amounts due to customers

Bank balance – trust account and funds payable and amounts due to customers relate primarily to the online third party payments service segment and arise due to the time to clear transactions through external payment networks. When customers fund their account using their bank account, or withdraw money to their bank account, there is a clearing period before the cash is received or settled. Customer balances are held under online platform as direct claims against the online platform are reflected on the consolidated balance sheet as an asset under “bank balance-trust account” and “funds payable and amounts due to customers” as a liability at the same time.

有形及無形資產 (商譽除外 (有關商譽之會計政策見上文)) 之減值 (續)

倘若減值虧損其後撥回，則資產 (或現金產生單位) 之賬面值會上調至其經修訂估計可收回金額，但所上調之賬面值不得超出倘若資產 (或現金產生單位) 於以往年度並無確認減值虧損時原已釐定之賬面值。減值虧損撥回乃即時於損益內確認。

現金及現金等值項目

綜合財務狀況表中的銀行結餘及現金包括銀行及手頭現金及於三個月或以內到期之短期存款。就綜合現金流量表而言，現金及現金等值項目包括現金及上文所界定之短期存款。

銀行結餘 – 信託賬戶及備用金應付款項及應付客戶款項

銀行結餘 – 信託賬戶及備用金應付款項及應付客戶款項主要與網上第三方支付服務分類有關及因透過外界支付網絡審批交易之時間而產生。當客戶採用其銀行賬戶為其賬戶提供資金時或自其銀行賬戶取出款項時，於收取或結付現金之前有一個審批期。客戶結餘乃存於網上平台項下，原因為對網上平台之直接索償乃同時於綜合資產負債表上反映為「銀行結餘 – 信託賬戶」之資產及「備用金應付款項及應付客戶款」項下之負債。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Financial instruments

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

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

Financial assets

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

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset 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 financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

金融工具

當集團實體成為工具合約條文的訂約方時，金融資產及金融負債即確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（除按公平值計入損益的金融資產以外）直接應佔的交易成本於初步確認時加入或扣除自該項金融資產（視乎適用情況）的公平值。收購按公平值計入損益的金融資產直接應佔的交易成本即時於損益賬中確認。

金融資產

本集團的金融資產列為貸款及應收款項、可供出售金融資產及按公平值計入損益（「按公平值計入損益」）之金融資產。分類視乎金融資產之性質及用途而定，並於初步確認時予以釐定。所有正常購買或出售金融資產均在交易日確認及取消確認。正常的購買或出售為須在市場規則或慣例所設定的時間範圍內交付資產的購買或出售金融資產。

實際利率法

實際利率法為計算金融資產攤銷成本及於有關期間分配利息收入的方法。實際利率為於金融資產預計年期或較短期間（如適用）內於首次確認時實際折現估計未來現金收入（包括實際利率重要組成部份的已支付或收取全部費用及利率差價、交易成本及其他溢價或折讓）至賬面淨值的利率。

利息收入按債務工具實際利息基準確認。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

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

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

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

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

按公平值計入損益之金融資產有兩個分類，包括持作買賣金融資產及於首次確認時指定為按公平值計入損益之金融資產。

於以下情況下金融資產被分類為持作買賣：

- 收購之主要目的為於短期內出售；或
- 初步確認屬本集團一併管理的已識別金融工具組合的一部份，並且具近期有實際短期套利模式；或
- 其為並非指定及有效作為對沖工具之衍生工具。

若符合下列情況之一，金融資產可於首次確認時指定為按公平值計入損益（持作買賣金融資產除外）：

- 該指定撇銷或大幅減低可能出現之計量或確認不一致之情況；或
- 金融資產組成一組金融資產或金融負債各部份或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- 金融資產組成包含一種或以上內含衍生工具之合約部份，而香港會計準則第39號允許整份合併合約（資產或負債）指定為按公平值計入損益。

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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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in the other income line item in the consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in note 6.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, loan receivables, other receivables, amounts due from joint ventures, amounts due from associates, amounts due from related companies, amounts due from non-controlling shareholders, pledged bank deposits, bank balance – trust account and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses.

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

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments. The Group has designated the unlisted equity securities and the debt element of an investment in convertible bond as an available-for-sale investment on initial recognition of those items.

金融工具 (續)

金融資產 (續)

按公平值計入損益之金融資產按公平值計量，因重新計量而產生之公平值變動於其產生期間直接於損益內確認。於損益內確認之收益或虧損淨額不包括自金融資產所賺取之任何股息或利息，並計入綜合損益表及其他全面收益表中其他收入項目內。公平值乃按附註6所述方式釐定。

貸款及應收款項

貸款及應收款項為附帶固定或自訂付款且在活躍市場並無報價的非衍生金融資產。於初步確認後，貸款及應收款項（包括應收貿易賬款、應收貸款、其他應收款項、應收合營企業款項、應收聯營公司款項、應收關連公司款項、應收非控股股東款項、已抵押銀行存款、銀行結餘—信託賬戶及銀行結餘及現金）乃採用實際利率法以攤銷成本減任何已識別減值虧損列賬。

利息收入應用實際利率確認，惟確認利息影響不大之短期應收款項除外。

可供出售金融資產

可供出售金融資產乃指定或並無分類為按公平值計入損益之金融資產、貸款及應收款項或持有至到期日之投資之非衍生工具。本集團已於初步確認時將非上市股本證券及於可換股債券投資之債務部份指定為可供出售投資。

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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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale financial assets (Continued)

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

Available-for-sale equity financial assets that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments are measured at cost less any identified impairment losses at the end of each reporting period (see accounting policy on impairment of financial assets below).

Impairment of financial assets

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

金融工具 (續)

金融資產 (續)

可供出售金融資產 (續)

本集團所持有並分類為可供出售金融資產及於活躍市場買賣之股本及債務證券乃按於各報告期末之公平值計量。與外幣匯率變動有關之可供出售貨幣金融資產之賬面值變動、採用實際利率法計算之利息收入及可供出售股本投資之股息均於損益內確認。可供出售金融資產賬面值之其他變動乃於其他全面收入確認及於投資重估儲備項下累計。當投資獲出售或釐定為減值時，先於於投資重估儲備內累計之累計收益或虧損乃重新分類至損益（見下文有關金融資產減值虧損之會計政策）。

在活躍市場並無市場報價及無法可靠地計量公平值之可供出售股本金融資產，及與該等無報價股本工具掛鉤及必須透過交付該等工具進行結算之衍生工具，於各報告期末按成本減任何已識別減值虧損計量（有關金融資產減值之會計政策見下文）。

金融資產減值

金融資產（按公平值計入損益之金融資產除外）乃於各報告期末評估有否減值跡象。倘有客觀證據顯示在初步確認金融資產後出現一項或多項事件已影響金融資產的估計未來現金流量，則認為金融資產出現減值。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

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

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

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

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

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

對於可供出售股本投資，如證券的公平值顯著或持續下降至低於其成本，可被視為減值的客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或對方之重大財務困難；或
- 違反合約，例如拖欠或延遲償還利息或本金之支付；或
- 借款人有可能將面臨破產或財務重組；或
- 因財務困難該金融資產失去活躍市場。

此外，就若干金融資產類別（如應收貿易賬款及應收貸款、被評估為非個別減值的資產）而言，按整體基準進行減值評估。應收款項組合的客觀減值證據可包括本集團過往收款經驗、組合內延遲還款至超逾平均信貸期的次數增加，以及與應收賬款逾期有關的全國或地方經濟狀況明顯改變。

對於以攤銷成本呈列的金融資產，減值虧損金額按該資產賬面值與以金融資產原先實際利率折讓的估計未來現金流量的現值間之差額確認。

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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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

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

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

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

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

就按成本列賬之金融資產而言，減值虧損按資產賬面值與按同類金融資產現行市場回報率折現之估計未來現金流量現值間之差額計量。該項減值虧損不會於隨後期間撥回（見下文會計政策）。

除貿易應收款及應收貸款的賬面值會透過使用撥備賬進行減值外，所有金融資產的賬面值直接作出減值虧損。當貿易應收款或應收貸款被認為無法收回時，將於撥備賬內撇銷。之前被撇銷的金額倘於其後收回，會在撥備賬中入賬。撥備賬內賬面值的變動在損益賬中確認。

當可供出售金融資產被視為減值時，先前於其他全面收益確認之累計收益或虧損於發生減值之期間內重新分類至損益。

對於以攤銷成本計量的金融資產，倘於其後期間減值虧損減少而該等減少可客觀地與一項在減值虧損確認後發生的事件相關，則先前確認的減值虧損會在損益賬撥回，惟減值虧損撥回當日資產的賬面值不得超過倘並無確認減值虧損原應有的攤銷成本。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

Financial liabilities and equity instruments

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

Equity instruments

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

Financial liabilities at FVTPL

Financial liabilities, including the provision for financial guarantee and preference shares of subsidiary are classified as at FVTPL when the financial liabilities are either held for trading or those designated as at FVTPL on initial recognition.

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

就可供出售股本投資而言，先前已於損益確認之減值虧損不透過損益撥回。減值虧損後公平值之任何增加乃於其他全面收益確認並於投資重估儲備項下累計。就可供出售債務投資項目而言，倘投資之公平值增加可客觀地與確認減值虧損後發生之事件相關，則減值虧損將於其後透過損益撥回。

金融負債及股本工具

集團實體發行之債務及股本工具乃根據所訂立合約安排之內容及金融負債及股本工具之定義分類為金融負債或權益。

股本工具

股本工具乃證明集團於扣減所有負債後於資產中擁有的剩餘權益的任何合同。本集團發行之股本工具於收到所得款項時扣除直接發行成本後確認。

按公平值計入損益之金融負債

當金融負債為持作買賣或於首次確認時指定為按公平值計入損益時，則金融負債（包括提供金融擔保及附屬公司之優先股）分類為按公平值計入損益之金融負債。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability is classified as held for trading if:

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

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

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

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss is included in the other gains and losses line item in profit or loss and excludes any interest paid on the financial liabilities. Fair value is determined in a manner described in note 6.

For the put option liabilities on non-controlling interests are measured at present value of exercise price and are recorded in "Other financial liabilities" on acquisition date, with a corresponding amount debited to "Capital reserve" within equity of the Group. All subsequent changes in the carrying amount of the "Other financial liabilities" are recorded in equity.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

按公平值計入損益之金融負債 (續)

於以下情況下，金融負債分類為持作買賣：

- 主要為於短期內回購而產生；或
- 於初步確認時，構成本集團合併管理之已識別金融工具組合之一部分，且近期有實際短期獲利模式；或
- 屬於未被指定之衍生工具，並可有效作對沖工具。

並非持作買賣金融負債之金融負債可能於以下情況下在初步確認時指定為按公平值計入損益：

- 有關指定消除或大幅減少可能出現之計量或確認方面不一致情況；或
- 有關金融負債構成一組金融資產或金融負債或上述兩者之一部分，並根據本集團制定之風險管理或投資策略按公平值基準管理及評估表現，且有關分組之資料乃按有關基準於內部提供；或
- 有關金融負債構成包含一項或多項嵌入式衍生工具之合約其中一部分，而香港會計準則第39號允許將整份合併合約（資產或負債）指定為按公平值計入損益。

按公平值計入損益之金融負債乃按公平值計量，而於重新計量時產生之任何收益或虧損於所產生之期間內直接於損益中確認。收益或虧損淨額計入損益中其他收益及虧損項目內並不包括就金融負債支付之任何利息。公平值按附錄6所述之方式釐定。

就有關非控股權益之認沽期權負債乃按行使價現值計量並於收購日期於「其他金融負債」入賬而言，相應金額於本集團權益內「資本儲備」扣除。「其他金融負債」賬面值之所有其後變動於權益入賬。

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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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Other financial liabilities (other than the put option liabilities as abovementioned)

Other financial liabilities, including accruals and other payables, funds payables and amounts due to customers, amounts due to non-controlling shareholders, amounts due to related companies, borrowings, obligations under finance leases, corporate bonds and liabilities component of convertible bond, are subsequently measured at the amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expenses 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 as 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.

Convertible bond

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

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

其他金融負債 (上文所述認沽期權負債除外)

其他金融負債 (包括應計費用及其他應付款項、備用金應付款項及應付客款項、應付非控股股東款項、應付關連公司款項、借貸、融資租賃承擔、公司債券及可換股債券之負債部分) 其後採用實際利率法按攤銷成本計量。

實際利率法

實際利率法乃用以計量金融負債之攤銷成本及於相關期間內分配利息開支之方法。實際利率為將金融負債於預計年期或較短期間 (倘適用) 之估計未來現金付款 (包括構成實際利率組成部份之所有已付或已收取費用及利率差價、交易成本以及其他溢價或折讓) 準確折現至於初步確認之賬面淨值之利率。

利息開支乃按實際利率基準予以確認。

可換股債券

本集團發行之可換股債券包括負債及轉換權部分，根據合約安排之內容及金融負債及股本工具之定義於初步確認時各自列為相關項目。轉換權將以固定現金金額或另一項金融資產換取固定數目之本公司本身股本工具結算，分類為一項股本工具。

於初步確認時，負債部分之公平值乃採用類似不可換股債券之現行市場利率釐定。發行之可換股債券所得款項總額與分配至負債部分之公平值之差額，即持有人將貸款票據轉換為股本之轉換權，計入權益 (可換股債券權益儲備)。

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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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Financial instruments (Continued)

Convertible bond (Continued)

In subsequent periods, the liability component of the convertible bond 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 bond equity reserve until the embedded option is exercised (in which case the balance stated in convertible bond equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible bond equity reserve will be released to the retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible bond 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 bond using the effective interest method.

Derecognition

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

金融工具 (續)

可換股債券 (續)

於隨後期間，可換股債券之負債部分以實際利率法按攤銷成本列賬。權益部分（指將負債部分轉換為本公司普通股之期權），將仍計入可換股債券權益儲備內，直至隱含期權獲行使（此時可換股債券權益儲備中所列之結餘將轉撥至股份溢價）。倘期權於屆滿日期仍未獲行使，則可換股債券權益儲備所列之結餘將撥回保留盈利。於期權轉換或屆滿時，概無收益或虧損於損益中確認。

與發行可換股債券有關之交易成本按所得款項總額分配比例分配至負債及權益部分。有關權益部分之交易成本直接於股本中扣除。有關負債部分之交易成本計入負債部分之賬面值，並採用實際利率法，於可換股債券期間攤銷。

取消確認

僅當從資產收取現金流量之合約權利已屆滿，或倘本集團向另外一個實體轉讓金融資產及金融資產擁有權之絕大部份風險及回報，則取消確認金融資產。倘本集團並無轉讓或保留擁有權之絕大部份風險及回報，並繼續控制該已轉讓資產，則本集團會繼續確認資產，惟以其繼續涉及之程度為限，並確認相關負債。倘本集團保留所轉讓金融資產擁有權之絕大部份風險及回報，則本集團會繼續確認該項金融資產，亦會就已收取所得款項確認有抵押借款。

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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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Convertible bond (Continued)

Derecognition (Continued)

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss. The Group derecognises financial liabilities when, and only when, the Group's obligation is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Retirement benefit costs

Payments to the PRC local government defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC and the Mandatory Provident Fund Scheme in Hong Kong are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

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

3. 重大會計政策 (續)

金融工具 (續)

可換股債券 (續)

取消確認 (續)

於完全取消確認金融資產時，資產賬面值與已收及應收代價及已於其他全面收益確認的累計損益的總和的差額將於損益中確認。當及僅當本集團的責任獲解除、取消或到期時，本集團方會取消確認金融負債。取消確認的金融負債賬面值與已付及應付代價的差額於損益中確認。

退休福利成本

根據中國有關勞動規則及法規，向中國當地政府界定供款養老保險計劃作出的供款及向香港強制性公積金計劃作出之供款於僱員提供服務而有權獲得供款時確認為開支。

短期僱員福利

與工資及薪金相關之僱員福利於提供有關服務之期間按預期交換有關服務需支付福利之未貼現金額確認為負債。就短期僱員福利確認之負債乃按預期交換有關服務需支付福利之未貼現金額計算。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策 (續)

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before tax”, 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 differences 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. In addition, deferred tax liabilities are not recognised if the temporary difference arises from initial recognition of goodwill.

稅項

所得稅開支指即期應付稅項與遞延稅項的總和。

即期應付稅項乃根據本年度的應課稅溢利計算。由於應課稅溢利不包括於其他年度應課稅或可扣減的收支項目，亦不包括從來毋須課稅或毋須扣減的項目，故應課稅溢利與綜合損益及其他全面收益表內呈報的「除稅前溢利」不同。本集團的即期稅項負債乃採用於報告期末已頒佈或實際上已頒佈的稅率計算。

遞延稅項按綜合財務報表內資產及負債的賬面值與計算應課稅溢利時採用的相應稅基之間的暫時性差額確認。遞延稅項負債通常就所有應課稅暫時性差額確認。遞延稅項資產通常於可能出現應課稅溢利抵銷可用的可扣稅暫時性差額時確認所有可扣除暫時性差額。倘暫時性差額由商譽或不影響應課稅溢利及會計溢利的交易中初步確認（業務合併除外）其他資產及負債所產生，則不會確認該等資產及負債。此外，倘初步確認商譽產生臨時差額，則不確認遞延稅項負債。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策 (續)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probably 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 the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the assets realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

稅項 (續)

遞延稅項負債乃就因投資於附屬公司及聯營公司相關的應課稅暫時性差額及合營企業權益暫時性差額而確認，惟倘本集團可控制暫時性差額的撥回及暫時性差額有可能不會於可見將來予以撥回的情況除外。與該等投資有關的可扣減暫時性差額產生的遞延稅項資產僅於將可能有足夠應課稅溢利動用暫時性差額的利益且預期該等暫時性差額於可見將來撥回的情況下，方予確認。

遞延稅項資產的賬面值於報告期末作檢討，並於不再有足夠應課稅溢利變現全部或部份資產價值時作出相應調減。

遞延稅項資產及負債乃按預期於負債獲償還或資產獲變現期間適用的稅率（以報告期末已頒佈或實質上已頒佈的稅率（及稅法）為基準）計量。遞延稅項負債及資產的計量反映本集團於報告期末所預期對收回或償還其資產及負債的賬面值的方式所產生的稅務結果。

就計量遞延稅項負債或遞延稅項資產而言，利用公平值模式計量的投資物業之賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及於本集團的業務模式（其業務目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益）內持有時，有關假設會被推翻。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策 (續)

Taxation (Continued)

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

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amount receivable for services provided in the normal course of business net of sale related taxes.

Financial consultancy service income is recognised when the services are provided (for example, financial advisory and service fees for non-online loan financing transactions).

Online investment and technology-enabled lending service income is recognised when the services are provided (for example, financial advisory and service fees for online loan financing transactions).

Third party payment service income is recognised when the services are provided (for example, online loan provision services to borrowers on behalf of funds providers).

Gain on transfer of rights on interests on loan receivables is recognised when the rights and titles have been contractually and legally passed, at which time the Group has transferred to the buyer the significant risks and rewards of ownership of the rights.

稅項 (續)

即期及遞延稅項於損益確認，惟當其與於其他全面收入中確認或直接於權益中確認的項目相關，則即期及遞延稅項亦分別於其他全面收入或直接於權益中確認。倘因業務合併的初步會計處理而產生即期或遞延稅項，有關稅務影響乃計入業務合併的會計處理內。

收益確認

收益乃以已收或應收代價的公平值計量，此乃在正常業務過程中所提供服務的應收款項（扣除銷售相關稅項計算）。

財務諮詢服務收入於提供服務時確認（例如非網上貸款融資交易之財務顧問及服務費）。

在線投資及科技驅動貸款服務收入於提供服務時確認（例如網上貸款融資交易之財務顧問及服務費）。

第三方支付服務收入於提供服務時確認（例如代表資金供應商提供網上貸款服務予借款人）。

倘權利及業權已按合約規定合法轉移時，轉讓應收貸款利息權利之收入予以確認，此時本集團已將權利擁有的重大風險及回報轉讓予買方。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Revenue recognition (Continued)

For the licensing revenue, the Group receives royalty income from third-party licencees in exchange for the exclusive operation of the Group's leased games in certain regions and providing related technical support. The royalty fees include an upfront fee and, in certain cases, an additional fee during the contracted license period, which is determined based on an agreed amount when accumulated virtual currency purchased by the players with accounts registered with the third parties exceeds certain amounts. The upfront fee is recognised rateably over the contracted license period. The additional royalty fee is recognised upon the actual purchase by the players exceeds the agreed amount in contract.

For the online game operation, the Group operates its online games through cooperation with various third-party game distribution platforms including online application stores, web-based and mobile game portals and derives its revenue from sales of in-game currency and items, such as virtual products or tools via mobile game portals. The revenue is recognised when the services are provided. Sales of goods was recognised when the Group has transferred to the buyer the significant risks and rewards of ownership of the goods.

Interest income, including administrative fee income, from financing service and a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income from financing service and a financial asset (including the interest-bearing convertible bond designated as an available-for-sale investment) is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

收益確認 (續)

就授權營業額而言，本集團自獲授權第三方收取專利權費收入，以交換取得於若干地區獨家運營本集團租賃之遊戲及提供相關技術支援。專利權費包括前期付款及合約授權期間之額外費用（限於若干情況），倘在有關第三方註冊賬戶之玩家所購累積虛擬貨幣超出若干款額，則額外費用根據協定金額釐定。前期付款於合約授權期間按比例確認，而額外專利權費則於玩家實際購買超出合約協定金額時確認。

就在線遊戲運營而言，本集團透過與多個第三方遊戲分銷平台（包括在線應用商店、網絡及手遊網站）之合作運營其在線遊戲並自銷售遊戲中貨幣及商品（如虛擬產品或手遊網站的工具）獲得收入，收入於提供服務時確認。於本集團向買方轉讓重大風險及獎勵商品所有權時認確認銷售商品。

融資服務及金融資產的利息收入（包括行政費收入）乃於經濟利益將有可能流入本集團及收入金額能夠可靠地計量時予以確認。融資服務及金融資產（包括指定為可供出售投資的計息可換股債券）的利息收入乃按時間基準參考尚未償還本金額及按適用實際利率應計，而適用實際利率指將金融資產的估計未來所收現金在估計可使用期內折現至該資產於初步確認時之賬面淨值的利率。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策 (續)

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

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

Leasing

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

The Group as lessee

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

Borrowing costs

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

政府津貼

在合理地保證本集團會遵守政府津貼的附帶條件以及將會得到資助後，政府津貼方會予以確認。

政府津貼乃於本集團擬用津貼予以補貼的相關成本確認為開支的期間內有系統地於損益確認。

用作補償本集團已產生開支或虧損或旨在為本集團提供即時財務資助（而無未來相關成本）之應收政府津貼，乃於應收期間於損益確認。

租賃

凡租賃條款將擁有權的絕大部份風險及回報轉移至承租人的租賃，均分類為融資租賃。所有其他租賃則分類為經營租賃。

本集團為承租人

經營租賃支付以直線法按有關租約年期確認為費用，惟如另有系統性基準較時間性模式更具代表性，租賃資產之經濟效益據此被消耗除外。經營租賃下之或然租金在產生期間確認為開支。

借貸成本

所有借貸成本乃於產生的時期內於損益確認。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Foreign currencies

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

Exchange differences on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operation are translated into presentation currency of the Group (i.e. RMB) at the rate of exchange prevailing at the end of the reporting period, and their income and expense are translated at the average rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

外幣

於編製各個別集團實體的財務報表時，以非該實體功能貨幣（外幣）進行的交易會按交易日期的現行匯率以相關功能貨幣列賬。於報告期末，以外幣計值的貨幣項目均按該日期的匯率重新換算。按公平值計量以外幣計值的非貨幣項目按公平值釐定當日的現行匯率重新換算。按歷史成本以外幣計值的非貨幣項目則毋須重新換算。

有關結算貨幣項目及重新換算貨幣項目之匯兌差額，於其產生期間在損益中確認。重新換算以公平值列賬之非貨幣項目產生之匯兌差額計入期間內之損益。

就綜合財務報表的呈報而言，本集團海外業務的資產及負債按報告期末的適用匯率換算成本集團的呈列貨幣（即人民幣），而收入及開支則按本年度的平均匯率換算。產生的任何匯兌差額（如有）於其他全面收益確認及於權益內於匯兌儲備項下（如適用，由非控股權益應佔）累計。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 重大會計政策 (續)

Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over subsidiaries that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

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

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

外幣

於出售海外業務(即出售本集團於海外業務之全部權益或涉及失去對附屬公司(包括海外業務)之控制權之出售,或出售包括海外業務之合營安排或聯營公司之部份權益(其保留權益成為一項金融資產)時,就本公司擁有人應佔該業務而於權益內累計之所有匯兌差額重新分類至損益。

此外,就部份出售一家附屬公司(並無導致本集團失去附屬公司之控制權)而言,按比例分佔之累計匯兌差額乃重新計入非控股權益,而不會在於損益中確認。至於所有其他部份出售(例如部份出售聯營公司或合營安排惟並未導致本集團失去重大影響力或共同控制),按比例分佔之累計匯兌差額乃重新分類至損益。

就於二零零五年一月一日或之後收購海外經營業務而產生之所收購可識別資產之商譽及公平值調整乃作為該海外經營業務之資產及負債處理,並按各報告期末之現行匯率重新換算。產生之匯兌差額於其他全面收益確認。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 重大會計政策 (續)

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to directors and employees

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based payment reserve).

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

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits.

Share options granted to business associates

Share options issued in exchange for services are measured at the fair values of the services received. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (share-based payment reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

以股份支付之交易

按權益結算以股份支付之交易

授予董事及僱員之購股權

就授出以達成特定歸屬條件為條件之購股權而言，乃參考所授出購股權於授出日期之公平值釐定已收服務之公平值且於歸屬期內以直線法支銷，並相應增加權益（以股份支付款項儲備）。

於報告期末，本集團修訂對預期最終歸屬之購股權數目之估計。於歸屬期內修訂原先估計之影響（如有）乃於損益賬內確認，致令累計開支反映出經修訂估計，並對以股份支付款項儲備作相應調整。

就於授出日期即歸屬之購股權而言，獲授購股權之公平值即時於損益支銷。

於購股權獲行使時，先前於以股份支付款項儲備內確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日仍未獲行使時，先前於以股份支付款項儲備內確認之金額將轉撥至保留溢利。

授予業務夥伴之購股權

用以交換服務而發行之購股權乃按所獲提供服務之公平值計量。除商品或服務合資格被確認為資產外，當本集團取得商品或交易對方提供服務時，所獲提供商品或服務之公平值確認為開支，並相應增加權益（以股份支付款項儲備）。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions (Continued)

Equity-settled share-based payment transactions (Continued)

Share options granted to business associates (Continued)

When the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are cancelled and forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

3. 重大會計政策 (續)

以股份支付之交易 (續)

按權益結算以股份支付之交易 (續)

授予業務夥伴之購股權 (續)

於購股權獲行使時，先前於以股份支付款項儲備內確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被註銷及沒收或於屆滿日仍未獲行使時，先前於以股份支付款項儲備內確認之金額將轉撥至保留溢利。

4. 重大會計判斷及估計不確定性的主要來源

於應用本集團載述於附註3的會計政策時，本公司董事須對未能輕易地從其他來源獲知的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及被認為相關的其他因素而作出。實際結果或會與該等估計不同。

該等估計及相關假設將會被不時檢討。因應該等會計估計需作出的修訂將在該等估計的修訂期間（若該等修訂僅影響該期間）或者修訂期間及未來期間（若該等修訂影響現時及未來期間）予以確認。

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

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

De facto control over subsidiaries

Notwithstanding the lack of equity ownership in Shenzhen Qiyuan Tianxia Technology Company Limited 深圳起源天下科技有限公司 ("Qiyuan"), Leyu Limited ("Leyu"), 先鋒支付有限公司 ("先鋒支付") and 北京鳳凰信用管理有限公司 ("北京鳳凰"), the Group is able to exercise control over the subsidiaries above through the contractual arrangements.

The directors of the Company assessed whether or not the Group has control over the subsidiaries above based on whether the Group has the practical ability to direct the relevant activities of the subsidiaries above unilaterally. In making their judgement, the directors of the Company considered the Group's rights through the contractual arrangements. After assessment, the directors of the Company concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of the subsidiaries above and therefore the Group has control over the subsidiaries above.

4. 重大會計判斷及估計不確定性的主要來源 (續)

應用會計政策之主要判斷

以下為除該等涉及估計(見下文)之主要判斷以外之主要判斷,本公司董事已於應用本集團會計政策過程中作出有關主要判斷,而其對於綜合財務報表內已確認之金額有重大影響。

對附屬公司之實際控制權

儘管缺乏深圳起源天下科技有限公司(「起源」)、Leyu Limited(「Leyu」)、先鋒支付有限公司(「先鋒支付」)及北京鳳凰信用管理有限公司(「北京鳳凰」)之股權所有權,惟本集團有能力透過合約安排行使對上述附屬公司之控制權。

本公司董事根據本集團是否有實際能力單方面指示上述附屬公司之相關活動來評估是否本集團已控制上述附屬公司。於作出彼等之判斷時,本公司董事透過合約安排考慮本集團之權利。評估後,本公司董事認為,本集團有充分優勢投票權以指示上述附屬公司之相關活動,因此,本集團已控制上述附屬公司。

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

Critical judgements in applying accounting policies (Continued)

Deferred taxation on investment property

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment property that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment property is not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time. Therefore, in measuring the Group's deferred taxation on investment property, the directors of the Company have determined that the presumption that the carrying amount of investment property measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has recognised deferred taxes on changes in fair value of investment property as the Group is subject to PRC Enterprise Income Tax (the "EIT") and Land Appreciation Tax ("LAT") on disposal of its investment property.

Key sources of estimation uncertainty

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

4. 重大會計判斷及估計不確定性的主要來源 (續)

應用會計政策之主要判斷 (續)

於投資物業的遞延稅項

就計算以公平值模型計量的投資物業產生之遞延稅項負債或遞延稅項資產而言，本公司董事已審閱本集團之投資物業組合，總結為本集團之投資物業並非以通過時間之推移消耗該等投資物業所含絕大部分經濟利益為目標之商業模式持有。因此，於計算本集團於投資物業之遞延稅項時，本公司董事釐定，使用公平值模式計量之投資物業賬面值乃全部透過出售予以收回之假設並沒有被推翻。因此，本集團已就投資物業的公平值變動確認遞延稅項，因為本集團須就出售其投資物業繳付中國企業所得稅（「企業所得稅」）及土地增值稅（「土地增值稅」）。

估計不確定性的主要來源

以下為對未來的主要假設及於報告期末估計不確定性的其他主要來源，極有可能導致下一個財政年度的資產及負債賬面值須作出重大調整。

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

Key sources of estimation uncertainty (Continued)

Impairment of trade receivables

When there is objective evidence of impairment loss of trade receivables, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2016, the carrying amount of trade receivables is approximately RMB160,147,000 (2015: RMB35,769,000), net of allowance for doubtful debts of approximately RMB2,984,000 (2015: RMB2,984,000).

Impairment of loan receivables

The policy for impairment of loan receivables of the Group is based on the evaluation of collectability and ageing analysis of the receivables and on management's judgements. A considerable amount of judgement is required in assessing the ultimate realisation of loan receivables from these customers, if applicable, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional provision for impairment may be required. As at 31 December 2016, the carrying amount of loan receivables is approximately RMB3,469,688,000 (2015: RMB2,247,993,000), net of allowance for doubtful debts of approximately RMB18,824,000 (2015: RMB19,465,000).

4. 重大會計判斷及估計不確定性的主要來源 (續)

應用會計政策之主要判斷 (續)

貿易應收款減值

倘有客觀證據顯示貿易應收款出現減值虧損，本集團將考慮估計未來現金流量。減值虧損之金額按資產賬面值與按金融資產之原實際利率（即於初步確認時計算之實際利率）貼現之估計未來現金流量（不包括未產生之未來信貸虧損）現值之差額計算。倘實際未來現金流量低於預期，則可能出現重大減值虧損。於二零一六年十二月三十一日，貿易應收款之賬面值約為人民幣160,147,000元（二零一五年：人民幣35,769,000元），已扣除呆賬撥備約人民幣2,984,000元（二零一五年：人民幣2,984,000元）。

應收貸款減值

本集團應收貸款減值政策乃基於對應收款項的可收回性的估計及其賬齡分析並以管理層的判斷為基礎。在評估應收客戶貸款的最終變現時需要作出一定程度的判斷，（如適用）包括每名客戶的現行信譽及過往收賬記錄。如本集團客戶的財政狀況出現惡化，而導致損害其付款能力，則可能需作出額外減值撥備。於二零一六年十二月三十一日，應收貸款之賬面值約為人民幣3,469,688,000元（二零一五年：人民幣2,247,993,000元），已扣除呆賬撥備約人民幣18,824,000元（二零一五年：19,465,000元）。

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

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

Key sources of estimation uncertainty (Continued)

Impairment of loan receivables (Continued)

Loan receivables mainly include financing advances provided to customers which are mainly secured by real estates and other collaterals. Apart from assessing the financial positions of customers, the management further reviews value of the pledged real estates and other collaterals by reference to recent market transactions in comparable properties or fair values determined by the directors of the Company. If the market value of secured real estates and other collaterals is deteriorated and is below the carrying amount of the corresponding financing advances, provision on impairment may be required.

Share-based payment expenses

The fair value of the share options granted to the directors, employees and business associates determined at the date of grant of the respective share options is expensed over the vesting period, with a corresponding adjustment to the Group's share-based payment reserve. In assessing the fair value of the share options, the generally accepted option pricing models were used to calculate the fair value of the share options. The option pricing models require the input of subjective assumptions, including the volatility of its own ordinary shares and the expected life of options. Any changes in these assumptions can significantly affect the estimate of the fair value of the share options. Details are set out in note 49.

4. 重大會計判斷及估計不確定性的主要來源 (續)

估計不確定性的主要來源 (續)

應收貸款減值 (續)

應收貸款主要包括向客戶提供的主要以房地產及其他抵押物作抵押的融資墊款。除評估客戶的財務狀況以外，管理層亦參考可資比較物業的近期市場交易或本公司董事釐定之公平值以檢討已抵押房地產及其他抵押物的價值。倘已抵押房地產及其他抵押物的市值減少及低於相應融資墊款的賬面值，則可能需要作出減值撥備。

以股份支付之支出

於各購股權授出日期釐定之授予董事、僱員及業務夥伴之購股權之公平值乃於歸屬期間支銷，並對本集團之以股份支付之儲備作出相應調整。於評估購股權之公平值時，計算購股權之公平值使用公認期權定價模式。期權定價模式規定輸入主觀假設，包括其本身普通股之波幅及購股權之預期年限。該等假設之任何變動均可能大幅影響購股權之公平值估計。詳情載於附註49。

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

Key sources of estimation uncertainty (Continued)

Impairment of intangible assets

The management of the Group determines whether the intangible assets are impaired (see the accounting policy regarding impairment of tangible and intangible assets other than goodwill). The impairment loss for intangible assets is recognised for the amounts by which the carrying amounts exceed their recoverable amounts, in accordance with the Group's accounting policy. The recoverable amounts of intangible assets have been determined based on value-in-use calculations. These calculations require the use of estimates such as the future revenue and discount rates. As at 31 December 2016, the carrying amounts of intangible assets are approximately RMB246,652,000 (2015: RMB172,141,000), net of provision for impairment of approximately RMB4,820,000 (2015: RMB3,821,000). An impairment loss of approximately RMB999,000 was recognised on the single mobile game included in the addition amount of RMB71,114,000, during the year ended 31 December 2016 (2015: Nil).

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2016, the carrying amount of goodwill is approximately RMB932,711,000 (2015: RMB47,871,000) as detailed in note 21. No impairment loss (2015: RMB8,919,000) was recognised during the year ended 31 December 2016. Provision for impairment losses of RMB8,919,000 (2015: RMB8,919,000) were recognised as at 31 December 2016.

4. 重大會計判斷及估計不確定性的主要來源 (續)

估計不確定性的主要來源 (續)

無形資產之減值

本集團管理層確定無形資產是否已減值(見有關有形資產及無形資產(商譽除外)減值的會計政策。根據本集團之會計政策,本集團就無形資產之賬面值超過彼等之可收回金額之金額,確認無形資產之減值虧損。無形資產之可收回金額乃根據使用價值計算予以釐定。該等計算要求使用估計,例如未來收入及貼現率。於二零一六年十二月三十一日,無形資產之賬面值為約人民幣246,652,000元(二零一五年:人民幣172,141,000元),已扣除減值撥備約人民幣4,820,000元(二零一五年:人民幣3,821,000元)。截至二零一六年十二月三十一日止年度,所有減值虧損約人民幣999,000元一次性確認,納入額外金額人民幣71,114,000元(二零一五年:無)。

商譽之減值

釐定商譽是否減值須對獲分配商譽之現金產生單位之使用價值作出估計。計算使用價值時,本集團須估計預期產生自現金產生單位之未來現金流量及適當之貼現率以計算現值。倘實際未來現金流量少於預期,則可能產生重大減值虧損。於二零一六年十二月三十一日,誠如附註21所詳述,商譽賬面值約為人民幣932,711,000元(二零一五年:人民幣47,871,000元)。截至二零一六年十二月三十一日止年度,概無確認減值虧損(二零一五年:人民幣8,919,000元)。於二零一六年十二月三十一日,已確認減值虧損人民幣8,919,000元(二零一五年:人民幣8,919,000元)。

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

Key sources of estimation uncertainty (Continued)

Estimated impairment loss on interests in associates

In determining whether the Group's interests in associates are impaired required an estimation of the recoverable amount. Impairment assessment had been carried out at the end of the reporting period on the investments in their entirety with reference to the investee companies' financial performance, financial position. As at 31 December 2016, the carrying amount of goodwill is approximately 902,891,000 included in interests in associates as detailed in note 23. As at 31 December 2016, interests in associates are approximately RMB955,431,000 (2015: RMB60,357,000). No impairment was recognised during both years.

Useful lives of intangible assets

The Group's acquired licences and online P2P platform are classified as an indefinite-lived intangible assets in accordance with HKAS 38 "Intangible Assets". This conclusion is supported by the fact that there were no specific terms for the rights and the directors of the Company expected that the business underlying the rights can be operated perpetually. Under HKAS 38, the Group re-evaluates the useful lives of the licences and online P2P platform at the end of each reporting period to determine whether events and circumstances continue to support the view of indefinite useful life for the assets. At 31 December 2016, the carrying amount of licences and online P2P platform of the Group are approximately RMB132,014,000 (2015: RMB132,014,000), and RMB40,127,000 (2015: RMB40,127,000) respectively.

4. 重大會計判斷及估計不確定性的主要來源 (續)

估計不確定性的主要來源 (續)

於聯營公司之權益之估計減值虧損

在釐定本集團於聯營公司之權益是否出現減值時，須估計可收回金額。於報告期末，參考被投資公司之財務表現及財務狀況就其全部投資進行減值評估。於二零一六年十二月三十一日，商譽賬面值約為人民幣902,891,000元，乃計入於聯營公司之權益（誠如附註23所詳述）。於二零一六年十二月三十一日，於聯營公司之權益約為人民幣955,431,000元（二零一五年：人民幣60,357,000元）。

無形資產之可使用年限

本集團所收購之執照及在線P2P平台乃根據香港會計準則第38號「無形資產」歸類為無限年期無形資產。此結論之根據為有關權利並無特定年限而本公司董事預期與該等權利相關之業務可以永久運作。本集團根據香港會計準則第38號，於各報告期末重新評估執照及在線P2P平台之可使用年限，以決定當時事態及情況是否仍支持資產之無限可使用年期之意見。於二零一六年十二月三十一日，本集團之執照及在線P2P平台之賬面值分別約為人民幣132,014,000元（二零一五年：人民幣132,014,000元）及人民幣40,127,000元（二零一五年：人民幣40,127,000元）。

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

Key sources of estimation uncertainty (Continued)

Impairment of available-for-sales investments

The management of the Group reviews the available-for-sales investments periodically to assess whether any impairment losses exist and any indication of impairment. The objective evidence of impairment for available-for-sale financial assets includes adverse changes in the financial performance of the investments, the management of the Group will also consider the historical fluctuation records of market condition, financial position and performance of related industry. As at 31 December 2016, the carrying amount of available-for-sales investments is approximately RMB298,043,000 (2015: RMB90,208,000). No impairment losses were recognised for both years.

Fair value of investment property

Investment property is stated at fair values based on the valuations performed by independent professional valuers. In determining the fair values, the valuers have based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the investment property and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income. The carrying amount of investment property measured at fair value at 31 December 2016 was approximately RMB574,000,000 (2015: RMB574,000,000).

4. 重大會計判斷及估計不確定性的主要來源 (續)

估計不確定性的主要來源 (續)

可供出售投資之減值

本集團管理層定期檢討可供出售投資，以評估是否出現任何減值虧損及任何減值跡象。可供出售金融資產之減值客觀證據包括投資之財務表現之不利變動。本集團管理層亦將考慮市況之過往波動記錄，有關業界之財務狀況及表現。於二零一六年十二月三十一日，可供出售投資之賬面值約為人民幣298,043,000元（二零一五年：人民幣90,208,000元）。並無就兩個年度確認減值虧損。

投資物業之公平值

投資物業根據獨立專業估值師進行之估值按公平值列賬。釐定公平值時，估值師以涉及對市況之若干估計之估值法為依據。在依賴估值報告時，本公司董事已自行作出判斷，並信納估值所用之假設能反映現時市況。該等假設之變動會導致改變投資物業之公平值及對綜合損益表及其他全面收益表內收益或虧損數額作出相應調整。於二零一六年十二月三十一日，按公平值計量之投資物業之賬面值約為人民幣574,000,000元（二零一五年：人民幣574,000,000元）。

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

Key sources of estimation uncertainty (Continued)

Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The directors of the Company are responsible in determining the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The directors of the Company work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The directors of the Company regularly assess the impact and the cause of fluctuations in the fair value of the assets and liabilities.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments, including preference shares of a subsidiary, provision for financial guarantee, put option of non-controlling interest included in "Other financial liabilities". Note 6 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

4. 重大會計判斷及估計不確定性的主要來源 (續)

估計不確定性的主要來源 (續)

公平值計量及估值過程

本集團若干資產及負債乃按公平值計量作財務申報用途。本公司董事負責為公平值計量釐定適當估值方法及資料輸入。

於估計資產或負債之公平值時，本集團盡可能使用可觀察市場數據。於無第一級資料輸入情況下，本集團委聘第三方合資格估值師進行估值。本公司董事與合資格外聘估值師緊密合作設立模式適用之估值方法及輸入資料。董事定期評估資產及負債公平值波動之影響及產生原因。

本集團採用包括並非根據可觀察市場數據之估值方法以估計若干類別金融工具之公平值，包括一間附屬公司之優先股、金融擔保撥備、非控股權益之認沽期權計入「其他金融負債」。附註6提供有關用於釐定若干資產及負債公平值之估值方法、資料輸入及主要假設之詳細資料。

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

Key sources of estimation uncertainty (Continued)

Income taxes

The Group is subject to taxation in various jurisdictions. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination are made.

Revenue recognition for gain on transfer of rights on interests on loan receivables

The management of the Group assesses the timing if the rights and titles on interests on loan receivables have been contractually and legally passed to the buyer, at which time the Group has transferred to the buyer the significant risks and rewards of ownership of the respective rights and revenue is recognised by the Group accordingly.

4. 重大會計判斷及估計不確定性的主要來源 (續)

估計不確定性的主要來源 (續)

所得稅

本集團須繳納多個司法權區的稅項。釐定稅項撥備數額及支付相關稅項的時間時，須作出重大判斷。倘最終稅項結果有別於初始入賬的金額，則該等差額會影響作出相關釐定期間的所得稅及遞延稅項撥備。

就轉讓應收貸款權益之轉讓權收益而確認收益

倘應收貸款之權利及業權已按合約規定合法轉讓予買方，本集團管理層評估時機，此時，本集團已將各自權利之擁有權之重大風險及回報轉移予買方及本集團因此確認收益。

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5. 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 shareholders 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.

The Group monitors its capital structure on the basis of a net debt-to-capital ratio. For this purpose, net debt is defined as all borrowings, obligation under finance leases, corporate bonds and convertible bond, less bank balances and cash and capital comprises all components of equity.

5. 資本風險管理

本集團管理資本的首要目標乃保障本集團能夠繼續根據持續經營基準經營，從而透過與風險水平相對應的產品及服務定價以及獲得合理成本的融資，繼續為股東創造回報及為其他利益相關人士創造利益。

本集團積極及定期對其資本架構開展檢討及管理，以在較高股東回報情況下可能伴隨的較高借貸水平與良好的資本狀況帶來的好處及保障之間取得平衡，並因應經濟環境的變化對資本架構作出調整。

本集團按淨負債資本比率管理其資本架構。就此而言，債務淨額界定為全部借貸、融資租賃承擔、公司債券及可換股債券減銀行結餘及現金，而資本包括權益的所有部份。

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Borrowings	借貸	3,367,828	1,313,680
Less: Bank balances and cash	減：銀行結餘及現金	(1,233,391)	(615,015)
Net debt	債務淨額	2,134,437	698,665
Equity attributable to owners of the Company	本公司擁有人應佔權益	4,195,843	2,608,210
Net debt-to-capital ratio	淨負債資本比率	51%	27%

The directors of the Company review the capital structure regularly. As part of the review, the directors of the Company consider the cost of capital and risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the raising of new debts, the repayment of existing debts, payment of dividend and issuance of new shares. The Group's overall strategy remains unchanged from prior year.

本公司董事定期檢討資本架構。作為檢討的一部分，本公司董事考慮資本成本及與各類資本相關的風險。本集團將按照本公司董事的建議透過新增債務、償還現有債務、支付股息及發行新股以平衡其整體資本架構。本集團的整體策略自過往年度起保持不變。

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6. FINANCIAL INSTRUMENTS

6. 金融工具

a) Categories of financial instruments

a) 金融工具的分類

		As at 31 December 於十二月三十一日	
		2016 二零一六年	2015 二零一五年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets	金融資產		
Available-for-sale financial assets	可供出售金融資產	298,043	90,208
Loans and receivables (including bank balances and cash)	貸款及應收款項(包括銀行結餘及現金)	5,755,802	3,901,703
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產		
Held for trading investments	持作買賣投資	23,502	9,018
Derivative financial instruments designated at FVTPL	指定為按公平值計入損益之衍生金融工具	-	227
		6,077,347	4,001,156
Financial liabilities	金融負債		
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債	390,902	-
At amortised costs	按攤銷成本	4,014,407	2,114,916

The Group's major financial instruments include available-for-sale investments, trade receivables, loan receivables, other receivables, amounts due from joint ventures, amounts due from associates, amounts due from related companies, derivative financial instruments, held for trading investments, pledged bank deposits, bank balance – trust account, bank balances and cash, accruals and other payables, funds payables and amounts due to customers, amounts due to non-controlling shareholders, amounts due to related companies, borrowings, obligation under finance leases, corporate bonds and convertible bonds, preference shares of a subsidiary, provision for financial guarantee and other financial liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include credit risk, liquidity risk and market risk (including interest rate risk, other price risk and foreign currency risk). The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團的主要金融工具包括可供出售投資、應收貿易賬款、應收貸款、其他應收款項、應收合營企業款項、應收聯營公司款項、應收關連公司款項、衍生金融工具、持作買賣投資、已抵押銀行存款、銀行結餘—信託賬戶、銀行結餘及現金、應計費用及其他應付款項、備用金應付款項及應付客戶款項、應付非控股股東款項、應付關連公司款項、借貸、融資租賃承擔、公司債券及可換股債券、附屬公司優先股、財務擔保撥備及其他金融負債。金融工具的詳情於相關附註內披露。與此等金融工具有關的風險包括信貸風險、流動資金風險及市場風險(包括利率風險、其他價格風險及外匯風險)。降低該等風險的政策載於下文。管理層管理及監察該等風險，以確保及時及有效地採取適當措施。

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6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk

The Group's credit risk is primarily attributable to loan receivables. Management has a credit policy in place and the exposures to the credit risk are monitored on an ongoing basis.

In the course of loan portfolio management, the Group further minimises the credit risk regarding to interests receivable from loan receivables by transferring the rights on interests on loan receivables to buyers for certain consideration, at which time substantially all the risks and rewards of ownership of the rights have been passed to buyers by the Group.

25% (2015: 35%) of all financing advances given out as at 31 December 2016 are backed by real estates situated in the PRC, as security. The Group also focuses on identifying legal ownership and the valuation of the real estate collaterals. An advance given out is based on the value of collaterals and is in general approximately 2%-100% (2015: 2% – 119%) of the estimated value of the collaterals. The Group closely monitors the ownership and value of the collaterals throughout the loan period. Advances to customers are due by the date as specified in the corresponding loan agreement.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. 6% (2015: 8%) of the total loan receivables as at 31 December 2016 was due from the Group's largest customer and 28% (2015: 30%) of the total loan receivables as at 31 December 2016 was due from the Group's five largest customers for the Group's other loan business and entrusted loan business.

6. 金融工具 (續)

b) 信貸風險

本集團的信貸風險主要來自應收貸款。管理層備有信貸政策，並會持續監察該等信貸風險。

於貸款組合管理過程中，本集團進一步以若干代價透過向買方轉讓應收貸款之權益權利將應收貸款之應收利息之信貸風險降至最低，此時几乎所有擁有權之風險及回報已由本集團轉移至買方。

於二零一六年十二月三十一日授出的所有融資墊款的25% (二零一五年：35%) 以位於中國的房地產作抵押以作為擔保。本集團亦集中鑒定法定擁有權及對房地產抵押物進行估值。授出的墊款乃基於抵押物的價值，一般約為抵押物的估計價值的2%至100% (二零一五年：2%至119%)。本集團於整個貸款期內嚴密監察抵押物的擁有權及價值。向客戶授出的墊款於相應的貸款協議所指定的到期日到期。

本集團所面對的信貸風險，主要受各客戶的個別特色所影響，而並非來自客戶所經營的行業或所在的國家，因此當本集團面對個別客戶的重大風險時，將產生高度集中的信貸風險。就本集團的其他貸款業務及委託貸款業務而言，於二零一六年十二月三十一日之應收貸款總額中之6% (二零一五年：8%) 來自本集團最大客戶，而於二零一六年十二月三十一日之應收貸款總額中之28% (二零一五年：30%) 來自本集團的五大客戶。

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6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk (Continued)

The Group's concentration of credit risk by geographical locations is mainly in the PRC, including Hong Kong, which accounted for 100% (2015: 100%) of the total loan receivables as at 31 December 2016.

With respect to credit risk arising from amounts due from related companies, amounts due from associates, and amounts due from joint ventures, the Group's exposure to credit risk arising from default of the counterparties are limited as the counterparties have sufficient net assets to repay its debts and a good history of repayment. The Group does not expect to incur a significant loss for uncollected amounts due from these related companies, associates, and joint ventures.

With respect to credit risk arising from loan receivables, the Group's exposure to credit risk arising from default of the counterparties are limited as the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of each individual receivables at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk for bank balance – trust account, bank balances and pledged bank deposits is considered minimal as such amounts are placed with banks with high credit ratings assigned by international credit-rating agencies.

6. 金融工具 (續)

b) 信貸風險 (續)

按地區劃分本集團之信貸風險主要集中於中國(包括香港)，於二零一六年十二月三十一日佔應收貸款總額之100%(二零一五年:100%)。

就應收關連公司款項、應收聯營公司款項及應收合營企業款項所產生之信貸風險而言，本集團因交易對方違約而承受之信貸風險有限，原因為交易對方擁有充足淨資產償還其債務且還款記錄良好。本集團預期將不會就應收該等關連公司、聯營公司及合營企業之未收回款項產生重大虧損。

就該等應收貸款所產生之信貸風險而言，由於本集團委派團隊專責釐定信貸限額、批核信貸及其他監管程序，以確保跟進收回逾期債務，故本集團面臨之對手方違約所產生之信貸風險有限。此外，本集團於報告期末審閱應收款項各自之可收回性，以確保就不可收回之金額作出充裕減值虧損。就此而言，本公司董事認為本集團之信貸風險可大幅降低。

銀行結餘—信託賬戶、銀行結餘及已抵押銀行存款的信貸風險被認為極低，原因為有關款項乃存放於獲國際信貸評級機構評為高信用等級的銀行。

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6. FINANCIAL INSTRUMENTS (Continued)

b) Credit risk (Continued)

The maximum exposure to credit risk without taking into account of the collateral held is represented by the carrying amount of loan receivables and trade receivables as at the end of the reporting period. 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 and financial guarantees provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and the amount of contingent liabilities in relation to financial guarantee issued by the Group as disclosed in note 41.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from loan receivables and the provision for financial guarantee under Leyu are set out in notes 26 and 41, respectively.

c) Liquidity risk

In management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings, ensures compliance with loan covenants and other source of funding and considers the risk is minimal.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

6. 金融工具 (續)

b) 信貸風險 (續)

未計所持抵押物的最高信貸風險是於報告期末的應收貸款及貿易應收款的賬面值。於二零一六年十二月三十一日，由於交易對手未有履行責任及本集團提供財務擔保而對本集團造成財務損失之本集團最高信貸風險乃因綜合財務狀況表所載各確認金融資產之賬面值及與本集團所發出財務擔保有關之或然負債金額（誠如附註41所披露）而產生。

因應收貸款及Leyu項下之購務擔保撥備引致的本集團信貸風險於分別於附註26及41作出進一步量化披露。

c) 流動資金風險

就管理流動資金風險而言，本集團監察及維持管理層認為足夠撥付本集團業務的現金及現金等值項目水平，以及減低現金流量波動的影響。管理層監控借款、確保符合貸款合約及其他資金來源的使用情況，認為風險極微。

下表詳列本集團非衍生金融負債之餘下合約到期日。該表根據本集團最早須付款的日期金融負債的未折現現金流量編製。具體而言，含有須按要求償還條款之銀行貸款乃計入最早時間段，而不論銀行是否可能選擇行使彼等之權利。其他非衍生金融負債之到期日乃根據協定償還日期編製。

該表格包括利息及本金現金流量。以浮動利率之利息流為限，未折現金額乃源自於報告期末之利率曲線。

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6. FINANCIAL INSTRUMENTS (Continued)

6. 金融工具 (續)

c) Liquidity risk (Continued)

c) 流動資金風險 (續)

Liquidity risk tables

流動資金風險表

		On demand or within one year	More than one year but not exceeding two years	More than two years but not exceeding five years	More than five years	Total undiscounted cash flow	Carrying amount
		按要求或 一年內	一年以上 但不超過 兩年	二年以上 但不超過 五年	五年以上	未貼現的 現金流量 總額	賬面值
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2016	於二零一六年十二月三十一日						
Non-derivative financial liabilities	非衍生金融負債						
Accruals and other payables	應計費用及其他應付款項	215,008	-	-	-	215,008	215,008
Amounts due to non-controlling shareholders	應付非控股股東款項	1,597	-	-	-	1,597	1,597
Funds payable and amounts due to customers	備用金應付款項及應付客戶款項	239,991	-	-	-	239,991	239,991
Amounts due to related companies	應付關連公司款項	189,983	-	-	-	189,983	189,983
Borrowings (Note)	借貸(附註)	1,080,819	806,539	120,640	-	2,007,998	1,820,206
Corporate bonds	公司債券	3,938	3,940	93,942	81,002	182,822	154,450
Convertible bond	可換股債券	103,878	392,843	1,464,047	-	1,960,768	1,393,172
		1,835,214	1,203,322	1,678,629	81,002	4,798,167	4,014,407

		On demand or within one year	More than one year but not exceeding two years	More than two years but not exceeding five years	More than five years	Total undiscounted cash flow	Carrying amount
		按要求或 一年內	一年以上 但不超過 兩年	二年以上 但不超過 五年	五年以上	未貼現的 現金流量 總額	賬面值
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2015	於二零一五年十二月三十一日						
Non-derivative financial liabilities	非衍生金融負債						
Accruals and other payables	應計費用及其他應付款項	73,179	-	-	-	73,179	73,179
Amounts due to non-controlling shareholders	應付非控股股東款項	1,109	-	-	-	1,109	1,109
Funds payable and amounts due to customers	備用金應付款項及 應付客戶款項	527,190	-	-	-	527,190	527,190
Amounts due to related companies	應付關連公司款項	199,758	-	-	-	199,758	199,758
Borrowings (Note)	借貸(附註)	809,772	140,338	30,437	-	980,547	843,616
Obligation under finance leases	融資租賃承擔	2,420	-	-	-	2,420	2,203
Corporate bonds	公司債券	187,155	3,683	11,066	72,530	274,434	233,763
Convertible bond	可換股債券	15,077	15,077	288,290	-	318,444	234,098
		1,815,660	159,098	329,793	72,530	2,377,081	2,114,916

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6. FINANCIAL INSTRUMENTS (Continued)

c) Liquidity risk (Continued)

Note:

Borrowings with a repayment on demand clause are included in the 'on demand or less than 1 month' time band in the above maturity analysis. As at 31 December 2016, the aggregate undiscounted principal amounts of these bank loans amounted to RMB112,000,000 (2015: RMB126,000,000). Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to RMB205,387,000 (2015: RMB228,234,000).

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

d) Interest rate risk

The Group's exposure to changes in interest rates is mainly attributable to its loan receivables, bank balances, borrowings and corporate bonds. Bank balances, borrowings and deposits received at variable rates expose the Group to cash flow interest-rate risk, while loan receivable, borrowings, corporate bonds, obligation under finance leases and convertible bond at fixed rates expose the Group to fair value interest-rate risk. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

6. 金融工具 (續)

c) 流動資金風險 (續)

附註：

按要求償還借貸條文乃納入上述到期分析之「按要求或一個月內」時間範圍。於二零一六年十二月三十一日，該等銀行貸款之未貼現本金總額為人民幣112,000,000元（二零一五年：人民幣126,000,000元）。經考慮本集團之財務狀況，本公司董事認為銀行不大可能行使其酌情權要求立即償還。本公司董事認為該等借貸將根據貸款協議所載之計劃償款日期償還。屆時，本金及利息現金流出總額將為人民幣205,387,000元（二零一五年：人民幣228,234,000元）。

以上計入金融擔保合約之金額為本集團根據安排結清所有全部擔保金額所需之最高金額（倘交易對手向被擔保人索償有關金額）。根據於報告期末之預期，本集團認為，毋須根據安排支付任何金額之可能性更大。然而，此估計可視乎根據擔保提出索償之交易對手之盈利能力進行更改（其交易對手持有之被擔保金融應收款項錄得信貸虧損之可能性函數）。

以上就非衍生金融負債計入可變利率工具之金額可予更改（倘可變利率有別於與報告期末釐定之估計利率）。

d) 利率風險

本集團面臨利率變動風險，主要來自其應收貸款、銀行結餘、借貸及公司債券。銀行結餘、借貸及已收訂金令本集團面臨現金流量利率風險，而固定利率應收貸款、借貸、公司債券、融資租賃承擔及可換股債券令本集團面臨公平值利率風險。本集團現時並無任何利率對沖政策。然而，管理層監察利率風險並將考慮於有需要時對沖重大利率風險。

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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

6. FINANCIAL INSTRUMENTS (Continued)

6. 金融工具 (續)

d) Interest rate risk (Continued)

The Group's loan receivables, bank balances, pledged bank deposits, borrowings, corporate bonds, obligation under finance lease and convertible bond and their respective interest rates as at 31 December 2016 and 2015 are set as below:

d) 利率風險 (續)

本集團於二零一六年及二零一五年十二月三十一日之應收貸款、銀行結餘、已抵押銀行存款、借貸、公司債券、融資租賃承擔及可換股債券以及其相關利率載列如下：

	Interest rate 利率	As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Fixed rate loan receivables 定息應收貸款	2016: 0.83% – 4.00% per month (2015: 0.50% – 2.1% per month) 二零一六年：每月0.83% – 4.00% (二零一五年：每月0.50% – 2.1%)	3,469,688	2,247,993
Fixed rate corporate bonds 定息公司債券	2016: 5.5% p.a. (2015: 5.5% – 9.5% p.a.) 二零一六年：每年5.5% (二零一五年：每年5.5% – 9.5%)	65,265	233,763
Variable rate bank balances 浮息銀行結餘	2016: 0.01% – 0.35% p.a. (2015: 0.01% – 1.75% p.a.) 二零一六年：每年0.01% – 0.35% (二零一五年：每年0.01% – 1.75%)	1,233,391	615,015
Fixed rate borrowings 定息借貸	2016: 4.13% – 20.0% p.a. (2015: 7% – 16.8%p.a.) 二零一六年：每年4.13% – 20.0% (二零一五年：每年7% – 16.8%)	1,456,873	703,616
Variable rate borrowings 浮息借貸	2016: 2.80% – 7.0% p.a. (2015: 2.17% – 7.01% p.a.) 二零一六年：每年2.80% – 7.0% (二零一五年：每年2.17% – 7.01%)	363,333	140,000
Fixed rate obligation under finance leases 定息融資租賃承擔	2016: N/A (2015: 8% – 10%) 二零一六年：不適用 (二零一五年：8% – 10%)	-	2,203
Fixed rate convertible bond 定息可換股債券	2016: 5.9% – 7.0% p.a. (2015: 6%) 二零一六年：每年5.9% – 7.0% (二零一五年：6%)	1,393,172	234,098

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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

6. FINANCIAL INSTRUMENTS (Continued)

d) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable rate bank balances, pledged bank deposits and borrowings. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. The basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

50 basis points have been used for variable rate bank balances and borrowings.

For variable rate bank balances, if the interest rates had been 50 basis points (2015: 50 basis points) higher/lower and all other variables were held constant, the Group's profit after tax and retained profits would increase/decrease by approximately RMB4,947,000 (2015: approximately RMB2,063,000).

For variable rate borrowings, if the interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit after tax and retained profits would decrease/increase by approximately RMB298,000 as of 31 December 2016 (2015: RMB368,000).

This sensitivity analysis has been determined assuming that the change in interest rates had occurred at 31 December 2016 and 2015 and had been applied to the exposure to interest risk for financial investments and borrowings in existence at those dates. The analysis has been performed on the same basis throughout the two years ended 31 December 2016 and 2015.

6. 金融工具 (續)

d) 利率風險 (續)

敏感度分析

下文的敏感度分析已根據浮息銀行結餘、已抵押銀行存款及借貸須承受的利率風險而釐定。分析乃假設於報告期末尚未履行之金融工具於整個年度均為尚未履行。向主要管理人員內部匯報利率風險時，利用基點的增減，代表管理層對利率的潛在合理變動作出的評估。

浮息銀行結餘及借貸已採用50基點。

就浮息銀行結餘而言，倘利率上升／下降50基點（二零一五年：50基點）而所有其他可變因素維持不變，則本集團的除稅後溢利及保留溢利將分別增加／減少約人民幣4,947,000元（二零一五年：約人民幣2,063,000元）。

就浮息借貸而言，倘利率上升／下降50基點而所有其他可變因素維持不變，則本集團於二零一六年十二月三十一日的除稅後溢利及保留溢利將減少／增加約人民幣298,000元（二零一五年：人民幣368,000元）。

敏感度分析乃假設利率於二零一六年及二零一五年十二月三十一日有所變動而釐定，並已應用於該等日期存在的金融投資及借貸所承受的利率風險。於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內的分析亦按照相同假設為基準而進行。

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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

6. FINANCIAL INSTRUMENTS (Continued)

e) Foreign currency risk

RMB is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB must take place through the People's Bank of China or other institutions authorised to buy and sell foreign exchange. The exchange rate adopted for the foreign exchange transactions are the rates of exchange quoted by the People's Bank of China that are determined largely by supply and demand.

Certain amounts due from joint ventures and other receivables are denominated in RMB, amounts due to non-controlling shareholders are denominated in HK\$, certain loan receivables are denominated in US\$, certain bank balances are denominated in RMB, HK\$ and US\$ and certain bank borrowings are denominated in US\$, which are currencies other than the functional currency of the relevant group entities.

The following table shows the Group's exposure at the end of the reporting period to currency risk arising from recognised assets and liabilities denominated in a currency other than the functional currency of the entity to which they relate.

		Liabilities 負債		Assets 資產	
		As at 31 December 於十二月三十一日		As at 31 December 於十二月三十一日	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
HK\$	港元	807	754	2,496	18,038
RMB	人民幣	-	-	499	499
US\$	美元	541,700	-	134,691	24,154

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

6. 金融工具 (續)

e) 外匯風險

人民幣不可自由兌換為外幣。所有涉及人民幣的外匯交易須透過中國人民銀行或其他獲授權進行外匯買賣的機構進行。外匯交易採納的匯率乃中國人民銀行所報的匯率（主要按供求釐定）。

應收合營企業之若干款項及其他應收款項以人民幣計值，應付非控股股東款項以港元計值，若干應收貸款以美元計值，若干銀行結餘以人民幣、港元及美元計值，若干銀行借貸以美元計值，而美元為有關集團實體功能貨幣以外之貨幣。

下表列示本集團於報告期末面臨以實體相關功能貨幣以外貨幣計值之已確認資產及負債所產生之貨幣風險。

本集團目前並無採用任何外幣對沖政策。然而，管理層會監察外幣風險，並會於需要時考慮對沖重大外幣風險。

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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

6. FINANCIAL INSTRUMENTS (Continued)

e) Foreign currency risk (Continued)

Sensitivity analysis

If a 5% increase/decrease in HK\$ against the RMB and all other variables were held constant, the Group's profit after tax for the year would increase/decrease by approximately RMB48,000 (2015: decrease/increase by approximately RMB563,000). 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items. The sensitivity analysis includes cash and cash equivalents where the denomination is HK\$ or RMB other than the functional currencies of the respective group entities.

If a 5% increase/decrease in US\$ against the RMB and all other variables were held constant, the Group's profit after tax for the year would increase/decrease by approximately RMB16,341,000 (2015: decrease/increase by approximately RMB810,000). 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items. The sensitivity analysis includes cash and cash equivalents where the denomination is US\$ other than the functional currency.

6. 金融工具 (續)

e) 外匯風險 (續)

敏感度分析

倘若港元兌人民幣增加/減少5%而所有其他可變因素維持不變，則本集團於本年度的除稅後溢利將增加/減少約人民幣48,000元(二零一五年：減少/增加約人民幣563,000元)。5%乃於向主要管理人員內部匯報外幣風險時所採用之敏感度比率，並為管理層對外匯匯率可能合理變動之評估。敏感度分析僅包括以外幣計值之尚未償還貨幣項目。敏感度分析包括以港元或人民幣(並非有關集團實體之功能貨幣)計值之現金及現金等值項目。

倘若美元兌人民幣增加/減少5%而所有其他可變因素維持不變，則本集團於本年度的除稅後溢利將增加/減少約人民幣16,341,000元(二零一五年：減少/增加約人民幣810,000元)。5%乃於向主要管理人員內部匯報外幣風險時所採用之敏感度比率，並為管理層對外匯匯率可能合理變動之評估。敏感度分析僅包括以外幣計值之尚未償還貨幣項目。敏感度分析包括以美元(並非功能貨幣)計值之現金及現金等值項目。

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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

6. FINANCIAL INSTRUMENTS (Continued)

f) Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity instruments operating in operation of P2P financing platform and other loan facilitation service business sector quoted in the Stock Exchange of Hong Kong Limited. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the end of the reporting period.

If the prices of the respective equity instruments had been 5% (2015: 5%) higher/lower, post-tax profit for the year ended 31 December 2016 would increase/decrease by RMB981,000 (2015: increase/decrease by RMB376,000) as a result of the changes in fair value of held-for-trading investments.

g) Fair value measurements of financial instruments

The following table presents financial assets and liabilities measured at fair value in the consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

6. 金融工具 (續)

f) 其他價格風險

本集團因其於上市股本證券之投資而面對股本價格風險。管理層透過維持具不同風險之投資組合管理此風險。本集團之股本價格風險主要集中於經營P2P融資平台業務及其他貸款中介服務業務界別並於香港聯合交易所有限公司報價之股本工具。此外，本集團已委派一特別團隊監控該價格風險，並於需要時考慮對沖該風險。

敏感度分析

下文的敏感度分析乃基於報告期末的股本價格風險釐定。

倘相關股本工具之價格增加／減少5% (二零一五年：5%)，因持作買賣投資公平值變動，截至二零一六年十二月三十一日止年度之除稅後溢利將增加／減少人民幣981,000元 (二零一五年：增加／減少人民幣376,000元)。

g) 金融工具之公平值計量

下表呈列根據公平值層級，以公平值計入綜合財務狀況表之金融資產及負債。此層級根據計量此等金融資產及負債之公平值所使用之主要資料輸入之相對可靠性，將金融資產及負債劃分為三級。公平值層級分為以下各級：

第一級：相同資產及負債於交投活躍市場之報價 (未經調整)；

第二級：就資產或負債而直接 (即價格) 或間接 (即從價格推算) 可觀察之資料輸入 (不包括第一級所包含之報價)；及

第三級：並非根據可觀察之市場數據而得出之資產或負債資料輸入 (無法觀察之資料輸入)。

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6. FINANCIAL INSTRUMENTS (Continued)

g) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The level in the fair value hierarchy within which the financial asset (liability) is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement. The financial assets (liabilities) of the Group at fair value in the statement of financial position are grouped into fair value hierarchy as follows:

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2016	二零一六年十二月三十一日				
Financial assets at FVTPL	按公平值計入損益之金融資產				
Non-derivative financial assets	非衍生金融資產				
– Held for trading investments	– 持作買賣投資	23,502	–	–	23,502
Financial liabilities at FVTPL	按公平值計入損益之金融負債				
Preference share of a subsidiary	一間附屬公司之優先股	–	–	71,990	71,990
Provision for financial guarantee	金融擔保撥備	–	–	42,837	42,837
Other financial liabilities	其他金融負債	–	–	276,075	276,075
		–	–	390,902	390,902
31 December 2015	二零一五年十二月三十一日				
Financial assets at FVTPL	按公平值計入損益之金融資產				
Derivative financial assets	衍生金融資產				
– Derivative financial instruments	– 衍生金融工具	33	–	194	227
Non-derivate financial assets	非衍生金融資產				
– Held for trading investments	– 持作買賣投資	9,018	–	–	9,018
Available-for-sale investments	可供出售投資				
Debt component of convertible bond	可換股債券之債務部份	–	–	37,142	37,142
		9,051	–	37,336	46,387

There were no transfers between levels of fair value hierarchy in current and prior year.

6. 金融工具 (續)

g) 金融工具之公平值計量 (續)

按經常基準以公平值計量之本集團金融資產及金融負債之公平值

本集團若干金融資產及金融負債乃按各報告期末之公平值計量。金融資產(負債)整體歸入之公平值層級內之層次,乃基於對公平值計量屬重大之最低層次輸入資料劃分。本集團以公平值計入財務狀況表之金融資產(負債)乃劃分為以下之公平值層級:

於本年度及過往年度,公平值各層級間並無轉撥。

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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

6. FINANCIAL INSTRUMENTS (Continued)

6. 金融工具 (續)

g) Fair value measurements of financial instruments (Continued)

g) 金融工具之公平值計量 (續)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

按經常基準以公平值計量之本集團金融資產及金融負債之公平值 (續)

The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

下表提供有關如何釐定該等金融資產及金融負債之公平值 (尤其是所採用估值方法及資料輸入) 之資料。

Financial assets/ financial liabilities 金融資產/金融負債	Fair value 公平值	Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值方法及主要資料輸入	Significant unobservable input(s) 重大不可觀察資料輸入
As at 31 December 2016				
於二零一六年十二月三十一日				
Financial liabilities at FVTPL – Other financial liabilities	Liabilities – RMB276,075,000	Level 3	Binomial option pricing model based on the stock price, volatility, dividend yield, risk free rate and option life (Notes 2 and 3)	Dividend yield and the expected volatility taking into account management's expectation of market conditions of specific industries at 0% and at 74.51%, respectively.
按公平值計入損益之金融負債—其他金融負債	負債—人民幣276,075,000元	第三級	基於股價、波幅、股息收益率、無風險利率及期權年期之二項式期權定價模式 (附註2及3)	經考慮管理層對特定行業之市況之預期之股息率分別為0%及74.51%。
– Provision for financial guarantee	Liabilities – RMB42,837,000	Level 3	Present value of the contractually determined stream of future cash flows discounted at the required yield (Note 1)	The required yield was determined with reference to the historical default rate and credit rating of the borrowers and remaining time to maturity at 5.39%
– 金融擔保撥備	負債—人民幣42,837,000元	第三級	按合約釐定之未來現金流量以規定收益率折現之現值 (附註1)	規定收益率參考借款人之過往違約率及信貸評級及距離到期日之剩餘時間按5.39%釐定。
– Preference share of a subsidiary	Liabilities – RMB71,990,000	Level 3	Black-Scholes option pricing model based on the stock price, volatility, dividend yield, risk free rate and option life (Notes 2 and 3)	Dividend yield and the expected volatility taking into account management's expectation of market conditions of specific industries at 0% and at 67.59%, respectively.
一間附屬公司之優先股	負債—人民幣71,990,000元	第三級	基於股價、波幅、股息收益率、無風險利率及期權年期之二項式期權定價模式 (附註2及3)	經考慮管理層對特定行業之市況之預期之股息率及預期波幅分別為0%及67.59%。
As at 31 December 2015				
於二零一五年十二月三十一日				
Available-for-sale investments – debt component of convertible bond	Asset – RMB37,142,000	Level 3	Present value of the contractually determined stream of future cash flows discounted at the required yield (Note 4)	The required yield was determined with reference to the credit rating of the convertible bond issuer and remaining time to maturity at 12.52%.
可供出售投資—可換股債券之債務部分	資產—人民幣37,142,000元	第三級	按合約釐定之未來現金流量以規定收益率折現之現值 (附註4)	規定收益率參考可換股債券發行人之信貸評級及距離到期日之剩餘時間按12.52%釐定。
Derivatives financial instruments – derivatives embedded in convertible bond	Asset – RMB194,000	Level 3	Black-Scholes option pricing model based on the stock price, volatility, dividend yield, risk free rate and option life (Notes 5 and 6)	Dividend yield and the expected volatility taking into account management's expectation of market conditions of specific industries at 0% and at 23.70%, respectively.
衍生金融工具—可換股債券內含之衍生工具	資產—人民幣194,000元	第三級	基於股價、波幅、股息收益率、無風險利率及期權年期之伯克—舒爾茲期權定價模式 (附註5及6)	經考慮管理層對特定行業之市況之預期之股息率及預期波幅分別為0%及23.70%。

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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

6. FINANCIAL INSTRUMENTS (Continued)

g) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

Notes:

- 1) A 5% increase in the interest yield used in isolation would result in a decrease in the fair value measurement of the provision for financial guarantee by RMB87,000, and vice versa.
- 2) A 5% increase in the dividend yield used in isolation would result in a decrease in the fair value measurement of other financial liabilities and preference share of a subsidiary by RMB437,000 and RMB29,000, respectively, and vice versa.
- 3) A 5% increase in the volatility used in isolation would result in an increase in the fair value measurement of other financial liabilities and preference share of a subsidiary by RMB259,000 and RMB59,000, respectively, and vice versa.
- 4) A 5% increase in the interest yield used in isolation would result in a decrease in the fair value measurement of the debt component of the convertible bond by RMB41,000, and vice versa.
- 5) A 5% increase in the dividend yield used in isolation would result in a decrease in the fair value measurement of the derivatives embedded in convertible bond by RMB7,000, and vice versa.
- 6) A 5% increase in the volatility used in isolation would result in an increase in the fair value measurement of the derivatives embedded in convertible bond by RMB70,000, and vice versa.

Valuation process

Some of the Group's assets are measured at fair value for financial reporting purposes. The appropriate valuation techniques and inputs for the fair value measurements are determined by the directors of the Company and the independent qualified valuer.

6. 金融工具 (續)

g) 金融工具之公平值計量 (續)

按經常基準以公平值計量之本集團金融資產及金融負債之公平值 (續)

附註：

- 1) 單獨使用利息收益率增加5%將導致金融擔保撥備之公平值計量減少人民幣87,000元，反之亦然。
- 2) 單獨使用股息收益率增加5%將導致其他金融負債及一間附屬公司之優先股之公平值計量分別減少人民幣437,000元及人民幣29,000元，反之亦然。
- 3) 單獨使用波幅增加5%將導致其他金融負債及一間附屬公司之優先股之公平值計量分別增加人民幣259,000元及人民幣59,000元，反之亦然。
- 4) 單獨使用利息收益率增加5%將導致可換股債券之債務部分之公平值計量減少人民幣41,000元，反之亦然。
- 5) 單獨使用股息收益率增加5%將導致可換股債券內含之衍生工具之公平值計量減少人民幣7,000元，反之亦然。
- 6) 單獨使用波幅增加5%將導致可換股債券內含之衍生工具之公平值計量增加人民幣70,000元，反之亦然。

估值過程

本集團若干資產乃按公平值計量作財務申報用途。本公司董事及獨立合資格估值師為公平值計量釐定適當估值方法及資料輸入。

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

6. FINANCIAL INSTRUMENTS (Continued)

f) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 3 inputs are not available, the Group engages independent qualified valuer to perform the valuation. The directors of the Company work closely with the independent qualified valuer to establish the appropriate valuation techniques and inputs to the model. The directors of the Company will review the cause of fluctuations in fair value of the assets and liabilities annually.

7. TURNOVER

The principal activities of the Group are provision of traditional financial services and related financing consultancy services including entrusted loan service, real estate-backed loan service, pawn loan service, other loan service and microfinance service, and internet financing service including third party payment service, online investment and technology-enabled lending service and related activities on loan portfolio management, as well as provision of mobile gaming services.

6. 金融工具 (續)

f) 金融工具之公平值計量 (續)

按經常基準以公平值計量之本集團金融資產及金融負債之公平值 (續)

於估計資產或負債之公平值時，本集團盡可能使用可觀察市場數據。於無第三級資料輸入情況下，本集團委聘獨立合資格估值師進行估值。本公司董事與獨立合資格估值師緊密合作設立模式適用之估值方法及輸入資料。本公司董事將每年檢討資產及負債公平值波動之原因。

7. 營業額

本集團之主要業務為提供傳統融資服務及相關融資諮詢服務，包括委託貸款服務、房地產抵押貸款服務、典當貸款服務、其他貸款服務及小額融資服務及互聯網融資服務（包括第三方支付服務）、在線投資及科技驅動貸款服務以及貸款組合管理之相關業務及提供手機遊戲服務。

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

7. TURNOVER (Continued)

Turnover represents interest income (either from entrusted loans, pawn loans, real estate-backed loans, other loans and micro loans), financial consultancy service income, third party payment service income, online investment and technology-enabled lending service income, mobile gaming service income and gain on transfer of interest rights, net of corresponding sales related taxes. The amount of each significant category of revenue recognised in turnover for the year is as follows:

7. 營業額 (續)

營業額指扣除相應之相關銷售稅後之利息收入(來自委託貸款、典當貸款、房地產抵押貸款、其他貸款及小額貸款)、財務諮詢服務收入、第三方支付服務收入、在線投資及科技驅動貸款服務收入、手機遊戲服務收入及轉讓利息權利之收益。本年度於營業額中確認之收入之各重大類別金額如下:

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Interest income	利息收入		
Entrusted loan service income	委託貸款服務收入	116,264	93,011
Other loan service income	其他貸款服務收入	260,490	30,006
Real estate-backed loan service income	房地產抵押貸款服務收入	25	22,747
Microfinance service income	小額融資服務收入	156	704
		376,935	146,468
Financial consultancy service income	財務諮詢服務收入	53,053	37,650
Third party payment service income	第三方支付服務收入	189,983	128,148
Online investment and technology-enabled lending service income	在線投資及科技驅動貸款服務收入	366,517	112,546
Mobile gaming service income	移動遊戲服務收入	89,189	—
Gain on transfer of rights on interests on loan receivables	轉讓應收貸款利息權利之收益	—	4,778
Turnover	營業額	1,075,677	429,590

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

8. SEGMENT INFORMATION

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial data and information provided regularly to the Group's chief operation decision maker ("CODM"), which are the 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.

The directors of the Company have organised the Group into different segments by types of services provided.

Specifically, the Group's reportable segments are as follows:

1. Traditional loans and financing – provision of financing services (other than micro loan financing) in the PRC and Hong Kong;
2. Third party payment service – provision of online third party payment services and prepaid card issuance business;
3. Online investment and technology-enabled lending service – provision of internet loan financing service in the PRC; and
4. Others – provision of mobile gaming service in the PRC and property investment

The CODM, after considering the nature of loan financing and micro loan financing, decided that it is more appropriate to perform resource allocation and assessment of segment performance together for these two operations. These two operations were redesignated as a single segment – traditional loans and financing segment in current year. The relevant segment information for the year ended 31 December 2015 was restated accordingly.

8. 分部資料

經營分部及綜合財務報表所報告的各分部項目的款項乃於為分配資源予本集團不同業務及地區以及評估該等業務及地區的表現而定期向本集團最高營運決策人（「最高營運決策人」），即最高級行政管理人員提供的財務數據及資料中識別。

本公司董事已按所提供的服務類型將本集團分為多個分部。

本集團之可報告分部具體如下：

1. 傳統貸款及融資—於中國及香港提供融資服務（小額貸款融資除外）；
2. 第三方支付服務—提供網上第三方支付服務及預付卡發行業務；
3. 在線投資及科技驅動貸款服務—於中國提供互聯網貸款融資服務；及
4. 其他—於中國提供手機遊戲服務及物業投資

經計及貸款融資及小額貸款融資之性質後，最高營運決策人認為，對該兩項業務一併進行資源分配及評估分部表現更為適當。該兩項業務於本年度重新指定為單一分部—傳統貸款及融資分部。截至二零一五年十二月三十一日止年度之相關分部資料已相應重列。

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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

8. SEGMENT INFORMATION (Continued)

Segment revenue and results

For the year ended 31 December 2016

8. 分部資料 (續)

分部收入及業績

截至二零一六年十二月三十一日止年度

		Traditional loans and financing 傳統貸款 及融資 RMB'000 人民幣千元	Third party payment service 第三方 支付服務 RMB'000 人民幣千元	Online investment and technology- enabled lending service 在線投資及 科技驅動 貸款服務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
REVENUE	收入					
External income and gain	外部收入及收益	429,988	189,983	366,517	89,189	1,075,677
Segment results	分部業績	74,455	133,934	202,194	73,619	484,202
Share of results of associates	應佔聯營公司業績					45,747
Unallocated other income	未分配其他收入					14,448
Other gains and losses	其他收益及虧損					4,414
Change in fair value of derivative and embedded derivative components of convertible bond	衍生工具及可換股債券之 內含衍生工具部份之 公平值變動					(208)
Loss on disposal of an associate	出售一間聯營公司之虧損					(797)
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損					(2,029)
Gain on disposal of subsidiaries	出售附屬公司之收益					37
Share-based payment expenses	以股份支付之支出					(109,986)
Interest expenses	利息開支					(2,242)
Unallocated expenses	未分配開支					(6,901)
Profit before tax	除稅前溢利					426,685

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

8. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2015

8. 分部資料 (續)

分部收入及業績 (續)

截至二零一五年十二月三十一日止年度

		Traditional loans and financing	Third party payment service	Online investment and technology- enabled lending service	Others	Total
		傳統貸款 及融資	第三方 支付服務	在線投資及 科技驅動 貸款服務	其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
REVENUE	收入					
External income and gain	外部收入及收益	188,896	128,148	112,546	-	429,590
Segment results	分部業績	8,631	88,437	23,728	(1,000)	119,796
Share of results of associates	應佔聯營公司業績					6,024
Share of results of joint ventures	應佔合營企業業績					(6,230)
Unallocated other income	未分配其他收入					20,044
Other gains and losses	其他收益及虧損					7,586
Change in fair value of derivative and embedded derivative components of convertible bond	衍生工具及可換股債券之 內含衍生工具部份之 公平值變動					(7,877)
Net gain on disposal of plant and equipment	出售廠房及設備之收益淨額					106
Gain on disposal of subsidiaries	出售附屬公司之收益					42,091
Share-based payment expenses	以股份支付之支出					(43,999)
Unallocated expenses	未分配開支					(18,257)
Profit before tax	除稅前溢利					119,284

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit or loss represents profit earned by or loss from each segment without allocation of share of results of associates, unallocated other income, other gains and losses, gain on disposal of subsidiaries, loss on disposal of an associate, loss on deemed of an associate, change in fair value of derivative and embedded derivative components of convertible bond, net gain on disposal of plant and equipment, central administration costs, share-based payment expenses and certain interest expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營分部之會計政策與附註3所述本集團會計政策一致。分部損益指各分部獲得之損益，惟並無分配應佔聯營公司之業績、未分配其他收入、其他收益及虧損、出售附屬公司之收益、出售聯營公司之虧損、視作出售一間聯營公司之虧損、衍生工具及可換股債券之內含衍生工具部份之公平值變動、出售廠房及設備之收益淨額、中央行政成本、以股份支付之支出及若干利息開支。此乃就資源分配及表現評估向最高營運決策人呈報之方法。

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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

8. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

Segment assets

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Traditional loans and financing	傳統貸款及融資	4,328,395	2,846,842
Third party payment service	第三方支付服務	705,799	895,131
Online investment and technology-enabled lending service	在線投資及科技驅動貸款服務	1,416,504	182,862
Others	其他	928,417	574,000
Total segment assets	分部總資產	7,379,115	4,498,835
Unallocated corporate assets	未分配企業資產	1,483,398	372,866
Consolidated total assets	綜合總資產	8,862,513	4,871,701

Segment liabilities

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Traditional loans and financing	傳統貸款及融資	1,102,939	924,889
Third party payment service	第三方支付服務	250,915	531,282
Online investment and technology-enabled lending service	在線投資及科技驅動貸款服務	265,257	6,077
Others	其他	12,295	465
Total segment liabilities	分部總負債	1,631,406	1,462,713
Unallocated corporate liabilities	未分配企業負債	2,989,527	776,402
Consolidated total liabilities	綜合總負債	4,620,933	2,239,115

8. 分部資料 (續)

分部資產及負債

本集團可報告及經營分部之資產及負債分析如下：

分部資產

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元

分部負債

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元

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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

8. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

Segment liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than interests in associates, interests in joint ventures, available-for-sale investments, amounts due from joint ventures, amounts due from associates, amounts due from related companies, derivative financial instruments, held for trading investments and income tax recoverable; and
- all liabilities are allocated to operating segments other than amounts due to non-controlling shareholders, amounts due to related companies, borrowings, obligation under finance leases, convertible bond, corporate bonds, preference shares of a subsidiary, other financial liabilities, deferred tax liabilities and income tax payables.

8. 分部資料 (續)

分部資產及負債 (續)

分部負債 (續)

就監察分部表現及分部間之資源分配而言：

- 所有資產均分配至經營分部（於聯營公司之權益、於合營企業之權益、可供出售投資、應收合營企業之款項、應收聯營公司之款項、應收關連公司之款項、衍生金融工具、持作買賣投資及可收回所得稅除外）；及
- 所有負債均分配至經營分部（應付非控股股東款項、應付關連公司款項、借貸、融資租賃負債、可換股債券、公司債券、一間附屬公司之優先股、其他財務負債、遞延稅項負債及應付所得稅除外）。

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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

8. SEGMENT INFORMATION (Continued)

8. 分部資料 (續)

Other segment information

其他分部資料

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

	Traditional loans and financing	Third party payment service	Online investment and technology-enabled lending service	Others	Total
	傳統貸款及融資	第三方支付服務	在線投資及科技驅動貸款服務	其他	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Amounts included in the measure of segment profit or loss or segment assets:

計入分部損益或分部資產計量之金額：

Additions to non-current assets (Note)	添置非流動資產 (附註)	289	34,518	680,278	279,236	994,321
Depreciation	折舊	1,514	5,200	1,626	353	8,693
Amortisation	攤銷	-	-	-	9,982	9,982
Fair value change of provision for financial guarantee	融資擔保撥備之公平值變動	-	-	10,893	-	10,893
Fair value change in preference share of a subsidiary	一間附屬公司之優先股公平值變動	-	-	461	-	461
Impairment recognised on intangible assets	就無形資產確認之減值	-	-	-	999	999
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損	-	-	-	-	2,029
Loss on disposal of an associate	出售一間聯營公司之虧損	-	-	-	-	797
Reversal of impairment recognised on loan receivables	就應收貸款確認之減值撥回	(641)	-	-	-	(641)
Impairment recognised on other receivables	就其他應收款項確認之減值	4,744	-	-	-	4,744
Net loss on disposal of plant and equipment	出售廠房及設備虧損淨額	4	-	-	-	4
Net gain on disposal of intangible assets	出售無形資產之收益淨額	-	-	-	5,216	5,216
Other interest income	其他利息收入	-	-	-	-	(755)

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

8. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 December 2015

8. 分部資料 (續)

其他分部資料 (續)

截至二零一五年十二月三十一日止年度

	Traditional loans and financing	Third party payment service	Online investment and technology-enabled lending service	Others	Total
	傳統貸款及融資	第三方支付服務	科技驅動貸款服務	其他	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Amounts included in the measure of segment profit or loss or segment assets:

計入分部損益或分部資產計量之金額:

Additions to non-current assets (Note)	添置非流動資產 (附註)	449	3,853	287	4,589
Depreciation	折舊	2,407	2,844	424	5,678
Impairment loss recognised on goodwill	就商譽確認之減值虧損	1,976	-	6,943	8,919
Impairment loss recognised on intangible assets	就無形資產確認之減值虧損	3,821	-	-	3,821
Impairment recognised on loan receivables	就應收貸款確認之減值	15,562	-	-	15,562
Impairment recognised on trade receivables	就貿易應收款項確認之減值	2,984	-	-	2,984
Net gain on disposal of plant and equipment	出售廠房及設備收益淨額	(106)	-	-	(106)

Note:

Non-current assets included plant and equipment, investment property, goodwill and intangible assets for the years ended 31 December 2016 and 2015.

附註:

於截至二零一六年及二零一五年十二月三十一日止年度，非流動資產包括廠房及設備、投資物業、商譽以及無形資產。

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

8. SEGMENT INFORMATION (Continued)

Geographical information

Information about the Group's revenue from external customers is presented based on the location of customers. Information about the Group's non-current assets other than financial instruments, is presented based on the geographical location of the assets.

		Revenue from external customers 來自外部客戶的收入		Non-current assets 非流動資產	
		For the year ended 31 December 截至十二月三十一日止年度		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
PRC	中國	809,344	363,029	1,529,431	728,347
Hong Kong	香港	266,333	66,561	1,224,439	136,395
		1,075,677	429,590	2,753,870	864,742

Information about major customers

None of the customers accounting for 10% or more of aggregate revenue of the Group during the years ended 31 December 2016 and 2015.

8. 分部資料 (續)

區域資料

有關本集團來自外部客戶的收入的資料乃按客戶所在地呈列。有關本集團的非流動資產(金融工具除外)的資料,乃按資產所在地呈列。

有關主要客戶之資料

於截至二零一六年及二零一五年十二月三十一日止年度,概無佔本集團總收入10%或以上的客戶。

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

9. OTHER INCOME

9. 其他收入

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Government grants (Note)	政府津貼(附註)	2,581	4,277
Bank interest income	銀行利息收入	9,769	12,859
Interest income on convertible bond	可換股債券利息收入	733	3,459
Other interest income	其他利息收入	755	839
Net gain on disposal of intangible assets	出售無形資產之收益淨額	5,216	-
Net gain on disposal of plant and equipment	出售廠房及設備之收益淨額	-	106
Net exchange difference	淨匯兌差額	1,366	-
Interest income from available-for-sales investments	可供出售投資之利息收入	4,680	-
Reversal of impairment loss recognised on loan receivables	就應收貸款確認之減值虧損撥回	641	-
Others	其他	1,208	2,887
		26,949	24,427

Note:

Government grants in respect of encouragement of expansion of enterprise were recognised at the time the Group fulfilled the relevant granting criteria.

附註:

有關鼓勵企業擴充之政府津貼於本集團符合相關津貼標準時確認。

10. OTHER GAINS AND LOSSES

10. 其他收益及虧損

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Inputed interest on corporate bonds	公司債券之推算利息	7,432	-
Gain on settlement of the Convertible Bond	結付可換股債券之收益	-	7,595
Loss on disposal of held for trading investments	出售持作買賣投資之虧損	-	(94)
Fair value changes of derivative financial instruments	衍生金融工具之公平值變動	-	33
Fair value changes of held for trading investments	持作買賣投資之公平值變動	(3,018)	52
		4,414	7,586

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

11. INTEREST EXPENSES

11. 利息開支

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Interest on bank and other borrowings	銀行及其他借貸利息	100,198	63,573
Interest on corporate bonds	公司債券利息	21,478	21,828
Interest on convertible bonds	可換股債券利息	116,508	16,129
		238,184	101,530

12. PROFIT BEFORE TAX

12. 除稅前溢利

Profit before tax has been arrived at after charging:

除稅前溢利乃經扣除下列各項後達致：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(a) Staff costs, including directors' remuneration	員工成本，包括董事薪酬		
Salaries, wages and other benefits	薪金、工資及其他福利	95,937	57,340
Contribution to defined contribution retirement benefits scheme (Note 44)	定額供款退休福利計劃供款（附註44）	14,866	5,985
Share-based payment expenses	以股份支付之開支	109,986	43,999
		220,789	107,324

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

12. PROFIT BEFORE TAX (Continued)

12. 除稅前溢利 (續)

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(b) Other items	(b) 其他項目		
Auditors' remuneration	核數師薪酬	1,900	1,459
Depreciation	折舊	8,693	5,678
Amortisation (included in administrative and other operating expenses)	攤銷 (計入行政及其他經營開支)	9,982	—
Net exchange difference	淨匯兌差額	—	5,768
Operating lease charges in respect of properties	物業經營租賃開支	19,715	15,459
Fair value change of preference share (included in administrative and other operating expenses)	優先股之公平值變動 (列入行政及其他經營開支)	461	—
Fair value change of provision for financial guarantee (included in administrative and other operating expenses)	融資擔保撥備之公平值變動 (列入行政及其他經營開支)	10,893	—
Impairment loss recognised on loan receivables	就應收貸款確認之減值虧損	—	15,562
Impairment loss recognised on trade receivables	就貿易應收款項確認之減值虧損	—	2,984
Impairment loss recognised on other receivables	就其他應收款項確認之減值虧損	4,744	—
Impairment loss recognised on goodwill	就商譽確認之減值虧損	—	8,919
Impairment loss recognised on intangible assets	就無形資產確認之減值虧損	999	3,821
Net loss on disposal of plant and equipment (included in administrative and other operating expenses)	出售廠房及設備虧損淨額 (列入行政及其他經營開支)	4	—

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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

13. INCOME TAX

(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represented:

13. 所得稅

(a) 綜合損益及其他全面收益表內之稅項指：

For the year ended 31 December

截至十二月三十一日止年度

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax:	即期稅項：		
Provision for Hong Kong Profits Tax	香港利得稅撥備	6,272	-
Provision for PRC Enterprise income tax (the "EIT")	中國企業所得稅（「企業所得稅」）撥備	74,626	38,719
Under-provision (overprovision) in prior years	於過往年度撥備不足（超額撥備）	1,698	(459)
Deferred tax (Note 37)	遞延稅項（附註37）	1,842	983
		84,438	39,243

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

13. INCOME TAX (Continued)

(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represented:

(Continued)

(i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Island (the "BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

(ii) The applicable tax rate for the subsidiaries incorporated in Hong Kong is 16.5% for the years ended 31 December 2016 and 2015.

No Hong Kong Profits Tax has been provided for the years ended 31 December 2015 as the Group has no assessable profit for Hong Kong Profits Tax purpose.

(iii) Profits of the subsidiaries established in the PRC are subject to PRC EIT.

Under the Law of the People's Republic of China on EIT (the "EIT Law") and Implementation Regulation of EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Several subsidiaries established in the PRC were approved by the local tax bureau and the taxable income of these subsidiaries shall be the total revenue of such subsidiaries, deducted by any non-assessable revenue, exempted revenue, other deductions and amount of offsetting any accumulated losses, for the period from 1 January 2015 to 31 December 2016.

During the year ended 31 December 2016 and 2015, several subsidiaries established in the PRC were recognised as High Technology Enterprises and subject to PRC income tax at 15% in accordance with the EIT Law.

(iv) According to the requirements of the Provisional Regulations of the PRC on LAT (中華人民共和國土地增值稅暫行條例) effective from 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (中華人民共和國土地增值稅暫行條例實施細則) effective from 27 January 1995 as well, all income from the sale or transfer of land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value as calculated according to the Provisional Regulations of the PRC on LAT and its Detailed Implementation Rules.

13. 所得稅 (續)

(a) 綜合損益及其他全面收益表內之稅項指：(續)

(i) 根據開曼群島及英屬處女群島(「英屬處女群島」)規則及法規，本集團毋須繳納任何開曼群島及英屬處女群島所得稅。

(ii) 截至二零一六年及二零一五年十二月三十一日止年度，於香港註冊成立之附屬公司之適用稅率為16.5%。

由於本集團於截至二零一五年十二月三十一日止年度並無有關香港利得稅之應課稅溢利，故並無作出香港利得稅撥備。

(iii) 於中國成立之附屬公司之溢利須繳納中國企業所得稅。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及所得稅法實施條例，中國附屬公司於該兩個年度之稅率均為25%。

數間於中國成立之附屬公司已獲當地稅務局批准，自二零一五年一月一日起至二零一六年十二月三十一日止期間，該等附屬公司之應課稅收入將為有關附屬公司之總收入減去任何毋須課稅收入、獲豁免收入、其他扣減及抵銷任何累計虧損之款項。

截至二零一六年及二零一五年十二月三十一日止年度，於中國成立之若干附屬公司獲確認為高科技企業，可根據企業所得稅法按15%之稅率繳納中國所得稅。

(iv) 根據自一九九四年一月一日起生效之中華人民共和國土地增值稅暫行條例及自一九九五年一月二十七日起生效之中華人民共和國土地增值稅暫行條例實施細則，自出售或轉讓於中國之土地使用權、樓宇及其附帶設施之所有收入須按根據中華人民共和國土地增值稅暫行條例及其實施細則計算之增值之30%至60%之累進稅率繳納土地增值稅。

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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

13. INCOME TAX (Continued)

13. 所得稅 (續)

(b) The tax charge for the year can be reconciled to profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

(b) 本年度稅務支出與按綜合損益及其他全面收益表之除稅前溢利之對賬如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	426,685	119,284
Notional tax on profit before tax, calculated at the rates applicable to profits in the tax jurisdictions concerned	按適用於有關稅項管轄區的溢利稅率計算的除稅前溢利名義稅項	67,849	22,754
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	24,625	19,042
Tax effect of incomes not taxable for tax purpose	毋須課稅收入的稅務影響	(1,387)	(3,581)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	3,519	3,304
Tax effect of share of profit (loss) of associates	分佔聯營公司之溢利(虧損)之稅務影響	(7,398)	(1,506)
Tax effect of share of loss of joint venture	分佔合營企業之虧損之稅務影響	-	(1,028)
Utilisation of tax losses previously not recognised	動用先前未確認的稅務虧損	(6,075)	(1,003)
Income tax on concessionary rate	按優惠稅率計算之所得稅	(195)	(218)
Tax exemption (Note)	稅項開支(附註)	(40)	-
Overprovision in prior years	於過往年度超額撥備	1,698	(459)
Tax effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	就本集團中國附屬公司的可分派溢利按10%計算預扣稅的稅務影響	1,842	1,938
Income tax expense for the year	年度所得稅開支	84,438	39,243

Note: During the year ended 31 December 2016, two (2015: Nil) companies were entitled to 75% tax deduction on Hong Kong Profits Tax with a cap at HK\$20,000.

附註：於截至二零一六年十二月三十一日止年度，兩間(二零一五年：無)公司就香港利得稅享有75%稅務減免，上限為20,000港元。

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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

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS 14. 董事及主要行政人員酬金

The emoluments paid or payable to each of the 12 (2015: 15) directors and the chief executive were as follows:

各自已付或應付十二名(二零一五年:十五名)董事及主要行政人員之酬金如下:

	Directors' fees	Salaries, allowances and other benefits	Contribution to retirement benefits scheme	Discretionary bonuses	Share-based payment transaction expenses	Total
	董事袍金	薪金、津貼及其他福利	退休福利計劃供款	酌情花紅	以股份支付之交易支出	總額
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2016						
截至二零一六年十二月三十一日止年度						
<i>Executive directors:</i>	<i>執行董事:</i>					
Mr. Phang Yew Kiat	-	942	16	214	7,970	9,142
Mr. Chng Swee Ho	-	890	15	188	2,437	3,530
Mr. Sheng Jia	-	719	15	103	2,437	3,274
<i>Non-executive directors:</i>	<i>非執行董事:</i>					
Mr. Li Mingshan	-	-	-	-	-	-
Mr. Li Gang	283	-	-	-	1,677	1,960
Mr. Wong Sai Hung	283	-	-	-	1,677	1,960
Mr. Zhang Zhenxin	282	-	-	-	-	282
Ms. Zhou Youmeng	282	-	-	-	316	598
<i>Independent non-executive directors</i>	<i>獨立非執行董事:</i>					
Mr. Ge Ming	283	-	-	-	1,015	1,298
Dr. Ou Minggang	282	-	-	-	891	1,173
Mr. Wang Wei	283	-	-	-	1,015	1,298
Dr. Yin Zhongli	282	-	-	-	891	1,173
Total	2,260	2,551	46	505	20,326	25,688

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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

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued) 14. 董事及主要行政人員酬金 (續)

	Directors' fees	Salaries, allowances and other benefits	Contribution to retirement benefits scheme	Discretionary bonuses	Share-based payment transaction expenses	Total	
	董事袍金	薪金、津貼及其他福利	退休福利計劃供款	酌情花紅	以股份支付之交易支出	總額	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Year ended 31 December 2015							
截至二零一五年十二月三十一日止年度							
<i>Executive directors:</i>							
<i>執行董事:</i>							
Mr. Phang Yew Kiat	彭耀傑先生	–	579	14	48	2,106	2,747
Mr. Chng Swee Ho	莊瑞豪先生	–	579	14	48	678	1,319
Ms. Shen Li (Resigned on 30 June 2015)	沈勵女士 (於二零一五年六月三十日辭任)	–	1,508	48	248	–	1,804
Mr. Sheng Jia	盛佳先生	–	579	14	48	678	1,319
<i>Non-executive directors:</i>							
<i>非執行董事:</i>							
Mr. Li Mingshan	李明山先生	–	–	–	–	–	–
Mr. Li Gang	李剛先生	241	–	–	–	452	693
Mr. Wong Sai Hung	黃世雄先生	241	–	–	–	452	693
Mr. Zhang Zhenxin (Appointed on 12 July 2015)	張振新先生 (於二零一五年七月十二日獲委任)	113	–	–	–	–	113
Ms. Zhou Youmeng (Appointed on 11 December 2015)	周友盟女士 (於二零一五年十二月十一日獲委任)	14	–	–	–	–	14
<i>Independent non-executive directors:</i>							
<i>獨立非執行董事:</i>							
Mr. Ge Ming	葛明先生	241	–	–	–	241	482
Dr. Ou Minggang (Appointed on 8 October 2015)	歐明剛博士 (於二零一五年十月八日獲委任)	56	–	–	–	46	102
Mr. Peter Z Kuk (Resigned on 10 July 2015)	曲哲先生 (於二零一五年七月十日辭任)	127	–	–	–	–	127
Mr. Wang Wei	王巍先生	241	–	–	–	241	482
Mr. Wong, Kennedy Ying Ho (Appointed on 16 February 2015 and resigned on 3 August 2015)	黃英豪先生 (於二零一五年二月十六日獲委任及於二零一五年八月三日辭任)	112	–	–	–	–	112
Dr. Yin Zhongli (Appointed on 11 October 2015)	尹中立博士 (於二零一五年十月十一日獲委任)	54	–	–	–	46	100
Total	總計	1,440	3,245	90	392	4,940	10,107

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14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Mr. Phang Yew Kiat is the Chief Executive of the Company for the years ended 31 December 2016 and 2015. His emoluments disclosed above include those for service rendered by him as the Chief Executive.

The performance related incentive payment is determined by reference to the individual performance of the directors of the Company and the chief executive and approved by the remuneration committee.

Neither the Chief Executive nor any of the directors of the Company waived any emoluments in the year ended 31 December 2016. During the year ended 31 December 2015, one director waived emoluments of RMB368,000.

No emoluments were paid by the Group to any directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 December 2016 and 2015.

15. EMPLOYEES' EMOLUMENTS

The five highest paid individuals of the Group include three (2015: two) directors, whose remuneration are set out in note 14. Details of emolument paid to the remaining two (2015: three) highest paid individual of the Group was as follows:

14. 董事及主要行政人員酬金 (續)

彭耀傑先生為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首席執行官。上文所披露彼之酬金包括就彼擔任首席執行官所提供服務而支付之酬金。

與表現相關之獎勵付款乃參考本公司董事及主要行政人員之個人表現釐定，並經由薪酬委員會批准。

於截至二零一六年十二月三十一日止年度，主要行政人員或本公司任何董事概無放棄任何酬金。於截至二零一五年十二月三十一日止年度，一名董事放棄人民幣368,000元之酬金。

截至二零一六年及二零一五年十二月三十一日止年度內，本集團概無向任何本公司董事支付任何酬金，作為其加入或加入本集團後的獎賞或離職補償。

15. 僱員酬金

本集團五名最高薪酬人士包括三名(二零一五年：兩名)董事，其酬金情況載於附註14。已付本集團餘下兩名(二零一五年：三名)最高薪酬人士酬金之詳情如下：

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowance, and other benefits	薪金、津貼及其他福利	4,270	3,298
Contribution to defined contribution retirement scheme	定額退休福利計劃供款	31	105
Discretionary bonuses	酌情花紅	282	461
Share-based payment expenses	以股份支付之支出	3,657	1,441
		8,240	5,305

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15. EMPLOYEES' EMOLUMENTS (Continued) 15. 僱員酬金 (續)

Their emoluments were within the following bands:

彼等之酬金介乎以下範圍：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年	2015 二零一五年
		No. of employees 僱員數目	No. of employees 僱員數目
HK\$1,000,001 to HK\$2,000,000 (equivalent to approximately RMB855,901 to approximately RMB1,711,800) (2015: equivalent to approximately RMB803,500 to approximately RMB1,607,000)	1,000,001港元至2,000,000港元 (相等於約人民幣855,901元 至約人民幣1,711,800元) (二零一五年: 相等於 約人民幣803,500元至 約人民幣1,607,000元)	-	1
HK\$2,000,001 to HK\$3,000,000 (equivalent to approximately RMB1,711,801 to approximately RMB2,567,700) (2015: equivalent to approximately RMB1,607,001 to approximately RMB2,410,500)	2,000,001港元至3,000,000港元 (相等於約人民幣1,711,801 元至約人民幣2,567,700元) (二零一五年: 相等於約 人民幣1,607,001元至 約人民幣2,410,500元)	-	2
HK\$4,000,001 to HK\$5,000,000 (equivalent to approximately RMB3,423,601 to approximately RMB4,279,500) (2015: equivalent to approximately RMB3,214,001 to approximately RMB4,017,500)	4,000,001港元至5,000,000港元 (相等於約人民幣3,423,601 元至約人民幣4,279,500元) (二零一五年: 相等於約人 民幣3,214,001元至約人民幣 4,017,500元)	1	-
HK\$5,000,001 to HK\$6,000,000 (equivalent to approximately RMB4,279,501 to approximately RMB5,135,400) (2015: equivalent to approximately RMB4,017,501 to approximately RMB4,821,000)	5,000,001港元至6,000,000港元 (相等於約人民幣4,279,501 元至約人民幣5,135,400元) (二零一五年: 相等於約人 民幣4,017,501元至約人民幣 4,821,000元)	1	-
		2	3

No emoluments have been paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the years ended 31 December 2016 and 2015.

The details of remuneration of member of senior management are disclosed in Corporate Governance Report of the annual report.

於截至二零一六年及二零一五年十二月三十一日止年度內，本集團並無向五名最高薪人士支付任何酬金，作為加入或加盟本集團時之獎勵或作為離職補償。

高級管理層成員之酬金之詳情於本年報之企業管治報告中披露。

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16. DIVIDENDS

16. 股息

For the year ended 31 December

截至十二月三十一日止年度

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

Dividends recognised as distribution during the year:	年內確認為分派的股息：		
Nil (2015: 2014 Final – HK0.46 cents per share)	無 (二零一五年：二零一四年末期—每股0.46港仙)	-	11,724

Final dividend for 2016 and 2015

No dividend was paid or proposed during the year ended 31 December 2016, nor has any dividend been proposed since the end of the reporting period (2015: Nil).

二零一六年及二零一五年末期股息

於截至二零一六年十二月三十一日止年度概無派付或建議派發任何股息，且自報告期末以來亦概無建議派發任何股息 (二零一五年：無)。

17. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

17. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按下列數據計算：

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

Earnings	盈利		
Earnings for the year attributable to the owners of the Company for the purpose of basic and diluted earnings per share	計算每股基本及攤薄盈利之本公司擁有人應佔本年度盈利	301,122	85,606

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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

17. EARNINGS PER SHARE (Continued)

17. 每股盈利 (續)

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
			(Restated)
			(經重列)
<i>Number of shares</i>	<i>股份數目</i>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股加權平均數	20,314,053,065	3,351,431,151
Effect of dilutive potential ordinary shares:	潛在普通股之攤薄影響：		
Share options issued by the Company	本公司發行購股權	530,783,801	7,582,751
Contingent Share consideration for acquisition of Qiyuan	收購起源之或然股份代價	178,188,705	–
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	21,023,025,571	3,359,013,902

For the years ended 31 December 2016 and 2015, the computation of diluted earnings per share does not assume the conversion of the Company's outstanding convertible bonds since their exercise would result in an increase in earnings per share.

With effective from 19 September 2016, each of the existing issued and unissued ordinary share of par value of HK\$0.10 each in the share capital of the Company was subdivided into five (5) subdivided ordinary shares of par value of HK\$0.02 each. The calculation of the basic and diluted earnings per share for the years ended 31 December 2016 and 2015 have been adjusted as a result of the share subdivision.

於截至二零一六年及二零一五年十二月三十一日止年度，由於行使本公司之尚未轉換可換股債券將導致每股盈利增加，故每股攤薄盈利之計算並不假設轉換該等尚未轉換可換股債券。

本公司股本中每股面值0.10港元之每股現有已發行及未發行普通股拆細為五(5)股每股面值0.02港元之經拆細普通股，自二零一六年九月十九日起生效。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基本及攤薄盈利之計算已因股份拆細而作調整。

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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

18. PLANT AND EQUIPMENT

18. 廠房及設備

		Office equipments	Leasehold improvements	Motor vehicles	Total
		辦公設備	租賃物業 裝修	汽車	總額
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
COST	成本				
At 1 January 2015	於二零一五年一月一日	12,278	6,380	6,889	25,547
Exchange realignment	匯兌調整	42	-	-	42
Disposal of a subsidiary (note 46)	出售一間附屬公司 (附註46)	(2,034)	(409)	-	(2,443)
Acquisition of a subsidiary (note 45)	收購一間附屬公司 (附註45)	-	20	-	20
Additions	添置	4,589	-	-	4,589
Disposal	出售	(540)	-	(4,191)	(4,731)
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	14,335	5,991	2,698	23,024
Exchange realignment	匯兌調整	58	52	-	110
Acquisition of subsidiaries (note 45)	收購附屬公司 (附註45)	3,763	1,242	-	5,005
Additions	添置	38,139	228	-	38,367
Disposal	出售	(6)	-	-	(6)
At 31 December 2016	於二零一六年 十二月三十一日	56,289	7,513	2,698	66,500

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18. PLANT AND EQUIPMENT (Continued)

18. 廠房及設備 (續)

		Office equipments 辦公設備 RMB'000 人民幣千元	Leasehold improvements 租賃物業 裝修 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
ACCUMULATED DEPRECIATION	累計折舊				
At 1 January 2015	於二零一五年一月一日	3,547	3,382	4,801	11,730
Exchange realignment	匯兌調整	25	-	-	25
Disposal of a subsidiary (note 46)	出售一間附屬公司 (附註46)	(609)	(320)	-	(929)
Eliminated upon disposal/written off	於出售/撤銷時抵銷	(416)	-	(3,437)	(3,853)
Charge for the year	本年度支出	3,051	1,521	1,106	5,678
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	5,598	4,583	2,470	12,651
Exchange realignment	匯兌調整	28	54	-	82
Eliminated upon disposal/written off	於出售/撤銷時抵銷	(2)	-	-	(2)
Charge for the year	本年度支出	7,349	1,269	75	8,693
At 31 December 2016	於二零一六年十二月三十一日	12,973	5,906	2,545	21,424
NET BOOK VALUES	賬面淨值				
At 31 December 2016	於二零一六年十二月三十一日	43,316	1,607	153	45,076
At 31 December 2015	於二零一五年十二月三十一日	8,737	1,408	228	10,373

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

Office equipments	3 – 10 years
Leasehold improvements	over the lease term
Motor vehicles	4 years

During the year ended 31 December 2015, the net book value of office equipment of RMB8,737,000 included an amount of RMB1,763,000 in respect of assets held under finance leases (2016: nil).

折舊乃以直線法減去廠房及設備的剩餘價值(如有)後撤銷其成本值予以確認,而其計算折舊的估計可使用年限如下:

辦公設備	3至10年
租賃物業裝修	租賃期限
汽車	4年

於截至二零一五年十二月三十一日止年度,辦公設備之賬面淨值人民幣8,737,000元包括有關根據融資租賃持有之資產人民幣1,763,000元(二零一六年:無)。

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19. INVESTMENT PROPERTY

19. 投資物業

		RMB'000 人民幣千元
FAIR VALUE	公平值	
At 1 January 2015	於二零一五年一月一日	575,000
Change in fair value recognised in profit or loss	於損益確認之公平值變動	(1,000)
At 31 December 2015, 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	574,000

The above investment property is situated in the PRC under medium-term leases.

以上投資物業乃位於中國按中期租賃持有。

All of the Group's property interest held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment property.

本集團所有按經營租賃以賺取租金或作資本增值目的之物業權益均以公平值標準計量並按投資物業分類入賬。

As at 31 December 2016, the investment property with carrying amount of RMB574,000,000 (2015: RMB574,000,000) was pledged to secure certain banks and other borrowings as set out in note 35.

於二零一六年十二月三十一日，賬面值為人民幣574,000,000元（二零一五年：人民幣574,000,000元）之投資物業已抵押，以取得若干銀行及其他借貸（誠如附註35所載）。

The fair value of investment property as at 31 December 2016 and 2015 have been arrived at on the basis of valuation carried out on the respective date by Roma Appraisals Limited ("Roma Appraisals"), an independent qualified professional valuer not connected to the Group. Roma Appraisals is a member of the Institute of Valuers, and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

投資物業於二零一六年及二零一五年十二月三十一日之公平值乃由與本集團並無關連之獨立合資格專業估值師羅馬國際評估有限公司（「羅馬國際評估」），於相應日期按估值基準評估而達致。羅馬國際評估為估值師公會之會員，其於對有關位置之類似物業進行估值方面擁有合適資格及近期經驗。

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19. INVESTMENT PROPERTY (Continued)

The fair value of investment property was determined based on the market approach and was determined based on direct comparison method assuming sales of property interests in its existing state and marking references to comparable market observable transactions of similar properties in the same location and conditions as available in the relevant market.

There has been no change from the valuation technique used in the prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

There were no transfers between levels of fair value hierarchy during the year.

Detail of the fair value measurement of the Group's investment property as at 31 December 2016 and 2015 are as follows:

19. 投資物業 (續)

投資物業之公平值乃根據市場法釐定，並以直接比較法假設物業權益在現狀出售及參考於有關市場可查閱之相同地點及狀況之類似物業之可比較市場可觀察交易來釐定。

於上一年度所用之估值方法並無變動。在估計物業之公平值時，最高及最佳之物業用途為其現有用途。

於年內，公平值層級間並無轉撥。

於二零一六年及二零一五年十二月三十一日，本集團投資物業之公平值計量詳情如下：

	Fair value hierarchy 公平值層級	Valuation technique and key input 估值方法及主要資料輸入
Investment property	Level 2	Market approach – Direct comparison method based on market observable transactions to similar properties and adjust to reflect the conditions and locations of the subject property.
投資物業	第二級	市場法 – 直接比較法以類似物業之市場可觀察交易為基礎並作調整以反映標的物業之狀況及地點。

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20. INTANGIBLE ASSETS

20. 無形資產

		Domain name	Operating right/ intellectual property of online games 在線遊戲 經營權/ 知識產權	Licences	Online P2P platform	Total
		域名 RMB'000 人民幣千元	執照 RMB'000 人民幣千元 (Note a) (附註a)	執照 RMB'000 人民幣千元 (Note b) (附註b)	在線P2P平台 RMB'000 人民幣千元 (Note c) (附註c)	總額 RMB'000 人民幣千元
Cost	成本					
At 1 January 2015	於二零一五年一月一日	475	-	135,835	-	136,310
Addition through acquisition of a subsidiary (note 45)	透過購入附屬公司添置 (附註45)	-	-	-	40,127	40,127
Disposal through loss of control of a subsidiary (note 46)	透過失去對附屬公司之 控制權之出售 (附註46)	(475)	-	-	-	(475)
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	-	-	135,835	40,127	175,962
Addition through acquisition of a subsidiary (note 45)	透過購入附屬公司添置 (附註45)	-	16,143	-	-	16,143
Additions	添置	-	71,114	-	-	71,114
Disposal	出售	-	(3,019)	-	-	(3,019)
At 31 December 2016	於二零一六年十二月三十一日	-	84,238	135,835	40,127	260,200
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	-	-	-	-	-
Impairment loss recognised during the year	年內確認之 減值虧損	-	-	3,821	-	3,821
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	-	-	3,821	-	3,821
Amortisation provided for the year	年內作出撥備之攤銷	-	9,982	-	-	9,982
Impairment loss recognised for the year	於年內確認之減值虧損	-	999	-	-	999
Disposal for the year	年內出售	-	(1,254)	-	-	(1,254)
At 31 December 2016	於二零一六年十二月三十一日	-	9,727	3,821	-	13,548
Carrying values	賬面價值					
At 31 December 2016	於二零一六年十二月三十一日	-	74,511	132,014	40,127	246,652
At 31 December 2015	於二零一五年十二月三十一日	-	-	132,014	40,127	172,141

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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

20. INTANGIBLE ASSETS (Continued)

- (a) As at 31 December 2016, operating right and the right to use the intellectual property of online games amounting to RMB16,143,000 and RMB71,114,000, which were acquired through business combination of Qiyuan as detailed in note 45 and from third parties independent to the Group, respectively. These intangible assets were amortised on a straight-line basis based on the contract terms ranged from 2 to 4 years. For the purpose of impairment testing, the mobile game, which was included in “Others segment”, of approximately RMB999,000 was impaired. In the opinion of directors of the Company, as this single mobile game, which was included in the addition balance of RMB71,114,000, had ceased operation and hence, the directors of the Company determined that there was impairment loss recognised for its carrying amount of RMB999,000 during the year ended 31 December 2016.

- (b) The licence belonged to 合肥市包河區建信小額貸款有限公司 (“合肥建信”) under traditional loans and financing segment has no explicit legal life and licence belonged to UCF Huisheng Investment (HK) Co., Limited (“UCF”) under third party payment service segment has legal life of 5 years but are renewable every 5 years at minimal cost. The directors of the Company are of the opinion that the Group would renew the licences continuously and has the ability to do so, and the licences have no foreseeable limit to the period over which the licenced products are expected to generate net cash flows for the Group. As a result, the licences are considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The licences will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

During the year ended 31 December 2015, the Group recognised an impairment loss of approximately RMB3,821,000 in relation to the licence belonged to 合肥建信 as the revenue stream aligned with the licence had been slower than expected and hence, the directors of the Company determined that there was impairment for the licence of 合肥建信. As such, no further impairment loss was recognised in 2016 as the carrying amount was reduced to zero since then.

20. 無形資產 (續)

- (a) 於二零一六年十二月三十一日，金額分別為人民幣16,143,000元及人民幣71,114,000元之網絡遊戲之營運權及使用權乃分別透過附註45所述起源業務合併及獨立於本集團之第三方收購。該等無形資產以直線法根據介乎2至4年之合約條款攤銷。就減值測試而言，計入「其他分部」之手機遊戲減值約人民幣999,000元。董事認為，由於此單一手機遊戲（計入額外餘額人民幣71,114,000元）已終止運營，故本公司董事釐定於截至二零一六年十二月三十一日止年度就其賬面值確認減值虧損人民幣999,000元。

- (b) 傳統貸款及融資分部項下之合肥市包河區建信小額貸款有限公司（「合肥建信」）所擁有之執照並無明確法定年期，而第三方支付服務分部項下之先鋒匯升投資（香港）有限公司（「先鋒」）所擁有之執照具有5年之法定年期，惟可以極少成本每五年予以重續。本公司董事認為，本集團將會持續重續執照，並有能力持續重續，且執照並無對預期特許產品為本集團產生淨額現金流之期間有可預見限制。因此，由於預期執照將會無限期為本集團貢獻淨額現金流，故本集團管理層認為執照屬無限期有用。當執照之有用年期被釐定為有限時，方會對執照進行攤銷。而且，會每年及於有跡象顯示其可能出現減值時對其進行減值測試。

截至二零一五年十二月三十一日止年度，本集團就屬於合肥建信之執照確認減值虧損約人民幣3,821,000元，原因為該等執照之相應收益流較預期慢，故本公司董事釐定合肥建信之執照減值。由於自當時起賬面值已減少至零，故於二零一六年並無進一步減值虧損獲確認。

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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

20. INTANGIBLE ASSETS (Continued)

- (c) During the year ended 31 December 2015, the Group acquired 北京鳳凰 and an online P2P platform under online investment and technology-enabled lending service segment of approximately RMB40,127,000 was obtained through the business combination. The directors of the Company are of the opinion that the online P2P platform has no foreseeable limit to the period over which the online P2P platform is expected to generate net cash flows for the Group. As a result, the online P2P platform is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The online P2P platform will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

- (d) For the purposes of impairment testing, licences of approximately RMB132,014,000 and RMB40,127,000 with indefinite useful lives have been allocated to individual CGUs, being the subsidiaries, UCF and 北京鳳凰 respectively.

During the years ended 31 December 2016 and 2015, directors of the Group determines that there are no impairments of the CGUs containing licences and online P2P platform belonged to UCF and 北京鳳凰, respectively, with indefinite useful life. Particular regarding impairment testing on intangible assets is disclosed in note 21.

20. 無形資產 (續)

- (c) 於截至二零一五年十二月三十一日止年度，本集團收購北京鳳凰及透過業務合併獲得在線投資及科技驅動貸款服務分部項下之在線P2P平台約人民幣40,127,000元。本公司董事認為，在線P2P平台並無對其為本集團產生淨額現金流之期間有可預見限制。因此，由於預期在線P2P平台將會無限期為本集團貢獻淨額現金流，故本集團管理層認為在線P2P平台屬無限期有用。當在線P2P平台之有用年期被釐定為有限時，方會對在線P2P平台進行攤銷。而且，會每年及於有跡象顯示其可能出現減值時對其進行減值測試。

- (d) 就減值測試而言，無限期有用之執照約人民幣132,014,000元及人民幣40,127,000元已分別分配至各現金產生單位，即附屬公司先鋒及北京鳳凰。

截至二零一六年及二零一五年十二月三十一日止年度，本集團董事釐定包含分別屬於先鋒及北京鳳凰之有無限期可使用年期之牌照及在線P2P平台之現金產生單位並無減值。有關無形資產之減值測試詳情於附註21內披露。

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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

21. GOODWILL

21. 商譽

		RMB'000 人民幣千元
COST	成本	
At 1 January 2015	於二零一五年一月一日	43,214
Arising on acquisition of subsidiaries (note 45)	因收購附屬公司而產生(附註45)	18,970
Eliminated on disposal of a subsidiary (note 46)	於出售一間附屬公司時對銷(附註46)	(5,394)
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	56,790
Arising on acquisition of subsidiaries (note 45)	因收購附屬公司而產生(附註45)	884,840
At 31 December 2016	於二零一六年十二月三十一日	941,630
IMPAIRMENT	減值	
At 1 January 2015	於二零一五年一月一日	-
Impairment loss recognised during the year	年內確認之減值虧損	8,919
At 31 December 2015 and 1 January 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十二月三十一日	8,919
CARRYING VALUES	賬面價值	
At 31 December 2016	於二零一六年十二月三十一日	932,711
At 31 December 2015	於二零一五年十二月三十一日	47,871

For the purposes of impairment test, goodwill has been allocated to individual CGUs, being the subsidiaries, UCF, 北京鳳凰, Qiyuan and Leyu.

就減值測試而言，商譽已分配至各現金產生單位，即附屬公司、先鋒、北京鳳凰、起源及Leyu。

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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

21. GOODWILL (Continued)

The carrying amount of goodwill at the end of the reporting period is attributable to the respective CGUs as follows:

21. 商譽 (續)

在報告期末，歸屬各現金產生單位之商譽賬面值如下：

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
UCF – Third party payment service segment	先鋒－第三方支付服務分部	35,844	35,844
北京鳳凰 – Online investment and technology-enabled lending service segment	北京鳳凰－在線投資及科技驅動貸款服務分部	12,027	12,027
合肥建信 – Traditional loans and financing segment	合肥建信－傳統貸款及融資分部	–	–
浙江融牛 – Online investment and technology-enabled lending service segment	浙江融牛－在線投資及科技驅動貸款服務分部	–	–
Leyu – Online investment and technology-enabled lending service segment	Leyu－在線投資及科技驅動貸款服務分部	676,999	–
Qiyuan – Others segment	起源－其他分部	207,841	–
		932,711	47,871

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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

21. GOODWILL (Continued)

For the purposes of impairment testing, goodwill and intangible assets with indefinite useful lives set out in note 20 have been allocated to four individual cash-generating units, comprising four subsidiaries. The recoverable amounts have been determined based on a value-in-use calculation. The calculation used cash flow projections based on financial budgets approved by the directors of the Company covering a five-year period, with pre-tax discount rate as follows.

21. 商譽 (續)

就減值測試而言，附註20所載無限期有用之商譽及無形資產已分配至四個個別現金產生單位，包括四間附屬公司。可收回金額乃根據使用價值計算釐定。計算使用現金流量預測，此乃基於本公司董事批准之五年期財務預算案，而除稅前貼現率如下。

		As at 31 December 於十二月三十一日	
		2016 二零一六年	2015 二零一五年
UCF 先鋒	– Third party payment service segment – 第三方支付服務分部	20.90%	29.70%
北京鳳凰 北京鳳凰	– Online investment and technology-enabled lending service segment – 在線投資及科技驅動貸款服務分部	15.60%	24.30%
Leyu Leyu	– Online investment and technology-enabled lending service segment – 在線投資及科技驅動貸款服務分部	23.23%	N/A 不適用
Qiyuan 起源	– Others segment – 其他分部	20.05%	N/A 不適用

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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

21. GOODWILL (Continued)

The cash flows beyond the five-year period were extrapolated using a steady growth rate of 2.5% (2015: 2.5%).

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. The key assumptions for the value-in-use calculation related to the estimation of cash flows included net margin and discount rate. Net margin of each CGUs is based on management's expectation for revenue growth and future market development. The discount rate used is pre-tax rates that reflect current market assessments of the risks specific to the relevant industry. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of goodwill and intangible assets for each subsidiary to exceed their respective aggregate recoverable amount.

During the year ended 31 December 2015, the Group recognised impairment loss of approximately RMB1,976,000 and RMB6,943,000 in full for 合肥建信 and 浙江融牛 respectively as their revenue stream had been slower than expected for 合肥建信 and the business plan of 浙江融牛 cannot be exercised due to the new restriction imposed by the government on the relevant industry in July 2015, by reference to the estimated recoverable amounts of RMB20,433,000 and nil, respectively. Thus, the directors of the Company determined that there was full impairment for such goodwill of 合肥建信 and 浙江融牛 accordingly. During the year ended 31 December 2016, no further impairment was made for both goodwill and intangible assets with indefinite useful life.

21. 商譽 (續)

超過五年期之現金流量採用穩定增長率2.5% (二零一五年: 2.5%) 推算。

該增長率乃基於相關行業增長率預測及不超過相關行業之平均長期增長率。與估計現金流量相關之使用價值計算之主要假設包括淨利潤率及貼現率。各現金產生單位之淨利潤率乃基於管理層對收入增長及未來市場發展之預期。所使用之貼現率為稅前比率，反映現行市場對相關行業特定風險之評估。管理層認為，任何該等假設之任何合理可能變動將不會導致各附屬公司之商譽及無形資產之總賬面值高於其各自之可收回款項總額。

截至二零一五年十二月三十一日止年度，由於合肥建信及浙江融牛之業務計劃因政府於二零一五年七月對有關行業實施新限制而無法進行從而導致合肥建信及浙江融牛之收益流較預期為慢，故本集團經分別參考估計可收回金額為人民幣20,433,000元及零後，分別就合肥建信及浙江融牛悉數確認減值虧損約人民幣1,976,000元及人民幣6,943,000元。因此，本公司董事釐定合肥建信及浙江融牛之商譽已相應悉數減值。截至二零一六年十二月三十一日止年度，均無就商譽及無形資產的有限使用年限作出進一步減值。

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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

22. AVAILABLE-FOR-SALE INVESTMENTS/ DERIVATIVES EMBEDDED IN CONVERTIBLE BOND

22. 可供出售投資／可換股債券內含之衍生工具

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Available-for-sale investments	可供出售投資包括：		
comprise:			
Unlisted investments	非上市投資		
Equity securities (note (a))	股本證券（附註(a)）	298,043	53,066
Debt component of convertible bond at fair value (note (b))	可換股債券之債務部份，按公平值（附註(b)）	-	37,142
Total	總計	298,043	90,208
Analysed for reporting purposes as:	就申報而言分析為：		
Non-current assets	非流動資產	273,455	53,066
Current assets	流動資產	24,588	37,142
		298,043	90,208
Derivatives embedded in convertible bond, at fair value (note (b) and 30)	可換股債券內含之衍生工具，按公平值（附註(b)及30)	-	194

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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

22. AVAILABLE-FOR-SALE INVESTMENTS/ DERIVATIVES EMBEDDED IN CONVERTIBLE BOND (Continued)

22. 可供出售投資／可換股債券內 含之衍生工具(續)

Notes:

- (a) The unlisted equity securities were issued by private entities incorporated in the BVI of RMB64,954,000 (2015: RMB51,125,000) and the PRC of RMB233,089,000 (2015: 1,941,000). They are measured at cost less impairment at the end of the reporting period because the directors of the Company are of the opinion that the fair values cannot be measured reliably as the range of reasonable fair value estimates is so significant.
- (b) On 25 February 2015, a 12% coupon convertible bond (the "2015 Convertible Bond") was issued by China Fortune to Ever Step Holdings Limited ("Ever Step") with principal amount of approximately HK\$40,385,000 (equivalent to approximately RMB31,641,000) for settlement of the prior year's convertible bond (the "Prior Year Bond"). As a result, a gain on derecognition of the Prior Year Bond of RMB7,595,000 was recognised in other gains during the year ended 31 December 2015.

The 2015 Convertible Bond bears 12% interest per annum with maturity on 9 February 2016. The Group can exercise the conversion option in whole or in part on the maturity date. The conversion price is HK\$0.13 per share (subject to adjustments). The 2015 Convertible Bond was redeemed in full during the year ended 31 December 2016.

The Group has designated the debt components of the 2015 Convertible Bond as available-for-sale investments on initial recognition and separately recognised the derivative components of the 2015 Convertible bond as derivative instruments (note 30), which was fully redeemed during the year ended 31 December 2016.

附註：

- (a) 非上市股本證券乃於英屬處女群島(人民幣64,954,000元(二零一五年：人民幣51,125,000元))及中國(人民幣233,089,000元(二零一五年：人民幣1,941,000元))註冊成立之私人實體所發行。彼等乃按成本減於報告期末之減值計量，原因為本公司董事認為由於合理公平價值估計範圍極廣而令其公平值無法可靠計量。

於二零一五年二月二十五日，中國富強向永階控股有限公司(「永階」)發行本金額約為40,385,000港元(相當於約人民幣31,641,000元)票面息率12%之可換股債券(「二零一五年可換股債券」)，以結算上一年之可換股債券(「上一年債券」)。因此，就終止確認上一年債券之收益人民幣7,595,000元於截至二零一五年十二月三十一日止年度確認為其他收益。

二零一五年可換股債券附帶12%之年息，於二零一六年二月九日到期。本集團可於到期當天選擇悉數或部分行使兌換權。兌換價為每股0.13港元(可予調整)。二零一五年可換股債券於截至二零一六年十二月三十一日止年度獲悉數贖回。

本集團已於初步確認時將二零一五年可換股債券之債務部份指定為可供出售投資，並將二零一五年可換股債券之衍生部份單獨確認為衍生工具(附註30)，其已於截至二零一六年十月三十一日止年度獲悉數贖回。

Prior Year Bond 上一年之債券		Debt component 債務部份 RMB'000 人民幣千元	Derivatives components 衍生工具部份 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2015	於二零一五年一月一日	31,997	-	31,997
Settlement of the Prior Year Bond	償付上一年之債券	(31,997)	-	(31,997)
As at 31 December 2015, 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	-	-	-

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22. AVAILABLE-FOR-SALE INVESTMENTS/ DERIVATIVES EMBEDDED IN CONVERTIBLE BOND (Continued)

22. 可供出售投資／可換股債券內含之衍生工具(續)

Notes: (Continued)

附註：(續)

(b) (Continued)

(b) (續)

2015 Convertible Bond 二零一五年可換股債券		Debt component 債務部份 RMB'000 人民幣千元	Derivatives components 衍生工具部份 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Fair value at the date of issue of the 2015 Convertible Bond	於發行二零一五年可換股債券當日之公平值	31,641	7,951	39,592
Interest income credited to profit or loss	計入損益之利息收入	3,459	-	3,459
Change in fair value – in profit or loss	公平值變動—於損益	-	(7,877)	(7,877)
Change in fair value – in other comprehensive expense	公平值變動—於其他全面開支	2,824	-	2,824
Interest receivable from China Fortune Financial Group Limited (“China Fortune”)	應收中國富強金融集團有限公司(「中國富強」)之利息	(3,436)	-	(3,436)
Exchange realignment	匯兌調整	2,654	120	2,774
As at 31 December 2015	於二零一五年十二月三十一日	37,142	194	37,336
Interest income credited to profit or loss	計入損益之利息收入	733	-	733
Change in fair value – in profit or loss	公平值變動—於損益	-	(208)	(208)
Change in fair value – in other comprehensive expense	公平值變動—於其他全面開支	(2,892)	-	(2,892)
Interest receivable from China Fortune	應收中國富強之利息	(626)	-	(626)
Settlement of the 2015 Convertible Bond	償付二零一五年可換股債券	(34,460)	-	(34,460)
Exchange realignment	匯兌調整	103	14	117
As at 31 December 2016	於二零一六年十二月三十一日	-	-	-

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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

22. AVAILABLE-FOR-SALE INVESTMENTS/ DERIVATIVES EMBEDDED IN CONVERTIBLE BOND (Continued)

22. 可供出售投資／可換股債券內 含之衍生工具(續)

Notes: (Continued)

附註：(續)

(b) (Continued)

(b) (續)

The derivative components of the 2015 Convertible Bond was revalued at 31 December 2015 and 25 February 2015 based on valuations by Roma Appraisal Limited, an independent valuer, determined using Black-Scholes option pricing models. The significant inputs to the models were as follows:

二零一五年可換股債券之衍生部分於二零一五年十二月三十一日及二零一五年二月二十五日按獨立估值師羅馬國際評估有限公司使用柏力克-舒爾斯期權定價模式釐定之估值重估。該模式所用之主要輸入數據如下：

Conversion option

轉換權

		31 December 2015 二零一五年 十二月三十一日	25 February 2015 二零一五年 二月二十五日
Aggregate principal amount	本金總額	HK\$40,385,000港元	HK\$40,385,000港元
Exercise price	行使價	HK\$0.13港元	HK\$0.13港元
Risk free rate	無風險利率	0.017%	0.176%
Expected volatility	預期波幅	32.16%	80.12%
Expected option period	預期購股權期間	0.153 year年	1 year年

Call option

認購期權

		31 December 2015 二零一五年 十二月三十一日	25 February 2015 二零一五年 二月二十五日
Aggregate principal amount	本金總額	HK\$40,385,000港元	HK\$40,385,000港元
Exercise price	行使價	HK\$40,385,000港元	HK\$40,385,000港元
Risk free rate	無風險利率	0.017%	0.176%
Expected volatility	預期波幅	6.398%	4.571%
Expected option period	預期購股權期間	0.153 year年	1 year年

The fair value of debt component was calculated based on the present value of the contractually determined stream of future cash flows discounted at the required yield, which was determined with reference to the credit rating of the issuer of the 2015 Convertible Bond and remaining time to maturity. The effective interest rate of the debt element of the 2015 Convertible Bond is 12.52%.

現金流量按規定收益率貼現之現值計算，而未來現金流量乃經參考二零一五年可換股債券發行人之信用評級及至到期日之餘下時間釐定。二零一五年可換股債券之債務部份之實際利率為12.52%。

The fair value of each of the debt and derivative components of the 2015 Convertible Bonds on initial recognition and at the end of the reporting period are determined by the directors of the Company with reference to the valuation performed by Roma Appraisals, an independent valuer not connected with the Group. Details are set out in note 6.

於初步確認時及於報告期末之二零一五年可換股債券之債務及衍生工具部份各自之公平值乃由本公司董事經參考與本集團並無關連之獨立估值師羅馬國際評估進行之估值而釐定。有關詳情載於附註6。

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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

23. INTERESTS IN ASSOCIATES

23. 於聯營公司之權益

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of investment, unlisted	投資成本·非上市	910,132	57,980
Share of post-acquisition loss and other comprehensive expense	分佔收購後虧損及其他全面開支	45,299	2,377
		955,431	60,357
Amounts due from associates	應收聯營公司款項	1,131	911

The amounts due from associates were unsecured, interest-free and repayable on demand.

應收聯營公司款項為無抵押、免息及須按要求償還。

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綜合財務報表附註

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23. INTERESTS IN ASSOCIATES (Continued)

Details of the Group's associates as at 31 December 2016 and 2015 are as follows:

Name of entity 實體名稱	Form of entity 實體形式	Place of establishment and operation 成立及經營地點	Class of shares held 所持股份類別	Percentage of nominal value of registered capital held by the Group 本集團所持註冊資本面值之百分比				Principal activity 主要業務
				Directly 直接		Indirectly 間接		
				2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	
上海深鵬投資管理有限公司 ("上海深鵬")	Limited liability company	The PRC	Registered capital	N/A	N/A	40%	40%	Investment holding
上海深鵬投資管理有限公司 ("上海深鵬")	有限公司	中國	註冊資本	不適用	不適用			投資控股
海南先鋒網信小額貸款有限公司 ("海南小貸") (Note (a))	Limited liability company	The PRC	Registered capital	N/A	N/A	24%	49%	Provision of micro loan financing service
海南先鋒網信小額貸款有限公司 ("海南小貸") (附註(a))	有限公司	中國	註冊資本	不適用	不適用			提供小額貸款融資服務
山東岱宗會資產管理股份有限公司 ("山東岱宗會") (Note (b))	Limited liability company	The PRC	Registered capital	N/A	N/A	N/A	40%	Provision of P2P loan service
山東岱宗會資產管理股份有限公司 ("山東岱宗會") (附註(b))	有限公司	中國	註冊資本	不適用	不適用	不適用		提供P2P貸款服務
深圳市網愛金融服務有限公司 ("深圳市網愛")	Limited liability company	The PRC	Registered capital	N/A	N/A	49%	49%	Inactive
深圳市網愛金融服務有限公司 ("深圳市網愛")	有限公司	中國	註冊資本	不適用	不適用			無業務
上海即富信息技術服務有限公司 ("上海即富") (Note (c))	Limited liability company	The PRC	Registered capital	N/A	N/A	35%	N/A	Provide online third party payment service
上海即富信息技術服務有限公司 ("上海即富") (附註(c))	有限公司	中國	註冊資本	不適用	不適用		不適用	提供第三方支付服務

Notes:

- (a) On 30 March 2015, 49% equity interest in 海南小貸, was acquired by the Group at a consideration of RMB49,000,000, which was diluted to 24.01% by a new capital injected by independent investors on 22 March 2016. As a result, RMB2,029,000 deemed disposal loss was incurred.
- (b) During the year, the Group disposed of its investment in 山東岱宗會 to an independent third party by RMB4,000,000 in cash and recognised the loss of disposal of RMB797,000 accordingly.

23. 於聯營公司之權益 (續)

於二零一六年及二零一五年十二月三十一日，本集團之聯營公司詳情如下：

附註：

- (a) 於二零一五年三月三十日，本集團以代價人民幣49,000,000元收購海南小貸之49%股權，並因於二零一六年三月二十二日由獨立投資者注入之新資本攤薄至24.01%。因此，產生人民幣2,029,000元視作出售虧損。
- (b) 於年內，本集團以現金人民幣4,000,000元出售其於山東岱宗會之投資予一名獨立第三方，並因此確認出售虧損人民幣797,000元。

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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

23. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

- (c) During the year the Group acquired 35% equity interest in Shanghai Jifu from a third party independent to the Group at consideration of RMB856,152,000, which was settled by cash consideration of RMB168,494,000 and share consideration of RMB687,658,000 by issuing 258,318,000 shares, respectively. As a result, the goodwill of 902,891,000 was recognised and included in the interests in associates accordingly. The net cash consideration, after deducting the deposit of RMB160,000,000, as detailed in note 27, was RMB8,494,000, which was settled during the year ended 31 December 2016.

The summarised financial information in respect of each of the associates that is material to the Group and are accounted for using equity method is set out below:

Shanghai Jifu

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	472,784	N/A 不適用
Non-current assets	非流動資產	16,341	N/A 不適用
Current liabilities and total liabilities	流動負債及負債總額	(507,286)	N/A 不適用

23. 於聯營公司之權益 (續)

附註：(續)

- (c) 於年內，本集團以代價人民幣856,152,000元自一名獨立於本公司之第三方收購上海即富之35%股權，分別由現金代價人民幣168,494,000元及股份代價人民幣687,658,000元（透過發行258,318,000股股份）償付。因此，商譽人民幣902,891,000元乃予以確認並相應計入於聯公司之權益。如附註27所詳述，現金代價淨額（扣除按金人民幣160,000,000元）人民幣8,494,000元於截至二零一六年十二月三十一日止年度結付。

對本集團屬重大且以權益法入賬之各聯營公司之財務資料概述如下：

上海即富：

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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

23. INTERESTS IN ASSOCIATES (Continued)

23. 於聯營公司之權益 (續)

		For the period from 30 April to 31 December 由四月三十日起至 十二月三十一日 止期間	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Revenue	收入	707,159	N/A 不適用
Profit for the year	年度溢利	115,380	N/A 不適用
Other comprehensive income for the year	年度其他全面收入	-	N/A 不適用
Total comprehensive income for the year	年度全面收入總額	115,380	N/A不適用

Reconciliation of the above summarised financial information to the carrying amount of the interests in the associates recognised in the consolidated financial statements:

上述財務資料摘要與於綜合財務報表內確認之聯營公司權益賬面金額對賬如下：

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Net liabilities of the associates	聯營公司負債淨額	(18,161)	N/A 不適用
Proportion of the Group's ownership interests in the associates	本集團於聯營公司所有權權益之 比例	35%	N/A 不適用
Goodwill in acquisition	收購之商譽	(6,356)	N/A 不適用
Carrying amount of the Group's interests in the associates	本集團於聯營公司之 權益賬面金額	896,535	N/A 不適用

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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

23. INTERESTS IN ASSOCIATES (Continued)

海南小貸：

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Current assets	流動資產	243,347	118,718
Non-current assets	非流動資產	532	37
Current liabilities and total liabilities	流動負債及負債總額	(4,279)	(6,526)

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Revenue	收入	26,063	10,620
Profit for the year	年度溢利	20,734	7,355
Other comprehensive income for the year	年度其他全面收入	-	-
Total comprehensive income for the year	年度全面收入總額	20,734	7,355

Reconciliation of the above summarised financial information to the carrying amount of the interests in the associate recognised in the consolidated financial statements:

上述財務資料摘要與於綜合財務報表內確認之聯營公司權益之賬面值對賬如下：

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Net assets of the associate	聯營公司淨資產	239,600	112,229
Proportion of the Group's ownership interests in the associate	本集團於聯營公司所有權 權益之比例	24%	49%
Carrying amount of the Group's interests in the associate	本集團於聯營公司之 權益之賬面值	57,504	54,992

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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

23. INTERESTS IN ASSOCIATES (Continued)

The financial information and carrying amount, in aggregate, of the Group's interests in associates that are not individually material and are accounted for using the equity method are set out below:

23. 於聯營公司之權益 (續)

個別而言並不重大且採用權益法入賬的本集團於聯營公司權益的匯總財務資料及賬面值載列如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
The Group's share of profit	本集團分佔溢利	823	32
The Group's share of other comprehensive income	本集團分佔其他全面收益	-	-
The Group's share of total comprehensive income	本集團分佔全面收益總額	823	32
Carrying amount of the Group's interests in immaterial associate	本集團於不重大聯營公司權益的賬面值	1,392	5,365

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24. INTERESTS IN JOINT VENTURES

24. 於合營企業之權益

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of unlisted investments in joint ventures	於合營企業之非上市投資之成本	7,936	7,936
Share of post-acquisition loss and other comprehensive expenses	分佔收購後虧損及其他全面支出	(7,936)	(7,936)
		-	-
Amounts due from joint ventures	應收合營企業之款項	14,483	13,251

The amounts due from joint ventures are unsecured, interest-free and repayable on demand. Included in the amounts due from Zither of RMB9,911,000 was settled in full subsequent to the year ended 31 December 2016.

應收合營企業之款項為無抵押、免息及須按要求償還。計入應收古琴款項人民幣9,911,000元乃於截至二零一六年十二月三十一日止年度後悉數償還。

Details of the joint ventures as at 31 December 2016 and 2015 are as follows:

於二零一六年及二零一五年十二月三十一日之合營企業詳情如下：

Name of entity	Form of entity	Place of incorporations establishment and operation 註冊成立及經營地點	Class of shares held 所持股份類別	Percentage of nominal value of issued capital held by the Group 本集團所持已發行股本面值之百分比		Principal activities 主要業務
				2016 二零一六年	2015 二零一五年	
Absolute Wise Holdings Limited ("Absolute Wise") (Note (a)) 展騰控股有限公司(「展騰」)(附註(a))	Limited liability company 有限公司	Hong Kong 香港	Ordinary shares 普通股	51%	51%	Investment holding 投資控股
Zither Clubhouse Limited ("Zither") (Note (b)) 古琴會有限公司(「古琴」)(附註(b))	Limited liability company 有限公司	Hong Kong 香港	Ordinary shares 普通股	50%	50%	Clubhouse and restaurant business 會所及餐飲業務

The Group has ceased recognising its share of losses of certain joint ventures when applying the equity method. The unrecognised share of those joint ventures, for the year and cumulatively, are RMB5,571,000 (2015: RMB7,135,000) and RMB12,706,000 (2015: RMB7,135,000), respectively.

本集團已於應用權益法時終止確認其分佔若干合營企業之虧損。本年度及累計未確認分佔該等合營企業虧損分別為人民幣5,571,000元(二零一五年:人民幣7,135,000元)及人民幣12,706,000元(二零一五年:人民幣7,135,000元)。

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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

24. INTERESTS IN JOINT VENTURES

(Continued)

As at 31 December 2016 and 2015, the unlisted investments in joint ventures represented the 51% equity interest in Absolute Wise and 50% equity interest in Zither.

Notes:

- (a) On 23 October 2013, following the deemed disposal of 49% equity interests in Absolute Wise, the casting vote of the chairman of the board of directors of Absolute Wise appointed by the Group was removed and the Group maintained 50% voting rights in the board of directors of Absolute Wise. However, since at least 51% of the voting rights are required to make decisions about the relevant activities, the directors of the Company considered the joint control arrangement has been established because decisions about the relevant activities cannot be made without both parties agreeing. Absolute Wise became a joint venture of the Group.
- (b) On 7 October 2014, Standhill Holdings Limited ("Standhill"), a wholly-owned subsidiary of the Company, entered into an agreement with another venturer. Pursuant to the agreement, Standhill and another venturer each were required to contribute HK\$10,000,000 (equivalent to approximately RMB7,923,000) for 5,000 shares in Zither. On 27 October 2014, Zither was established. The Group holds 50% of the ordinary shares of Zither and controls 50% of the voting power in the general meeting. The decisions about the relevant activities of Zither should be unanimously approved by Standhill and another venturer. Therefore, Zither is regarded as a joint venture of the Group.

24. 於合營企業之權益 (續)

於二零一六年及二零一五年十二月三十一日，於合營企業之非上市投資為展騰之51%股權及古琴之50%股權。

附註：

- (a) 於二零一三年十月二十三日，緊隨視作出售展騰之49%股權後，由本集團委任之展騰董事會主席之決定票被移除，而本集團仍然保留於展騰之董事會50%之投票權。然而，由於對相關活動作出決定需要至少51%投票權，故本公司董事認為因於未經訂約雙方同意之情況下不能作出進行相關活動之決定而已經成立共同安排。展騰已成為本集團之合營企業。
- (b) 於二零一四年十月七日，本公司之全資附屬公司Standhill Holdings Limited (「Standhill」)與另一合營方訂立一份協議。根據該協議，Standhill及另一合營方各自須對古琴之5,000股股份注資10,000,000港元（相等於約人民幣7,923,000元）。古琴於二零一四年十月二十七日成立。本集團持有古琴之50%普通股並於股東大會控制50%投票權。古琴之相關活動決策須由Standhill及另一合營方一致批准後，方可作實。因此，古琴被視為本集團之合營企業。

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25. TRADE RECEIVABLES

25. 貿易應收款

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收款	163,131	38,753
Less: allowance for doubtful debts	減：呆賬撥備	(2,984)	(2,984)
		160,147	35,769

The Group allows an average credit period of 90 to 180 days to its trade customers. Other than trade receivables of approximately RMB49,138,000 and RMB20,684,000 which are secured by collaterals or are guaranteed respectively, the Group does not hold any collateral over the remaining trade receivables. The values of collaterals for trade receivables are set out in note 26. The following is an aged analysis of trade receivables net of allowance for impairment of trade receivables presented based on the invoice date for financial consultancy service income and P2P loan service income and date of providing services for interest income and online third party payment service income, which approximates the respective revenue recognition dates, at the end of each reporting period and as follows:

本集團給予其貿易客戶90至180日之平均信貸期。除貿易應收款約人民幣49,138,000元及人民幣20,684,000元為以抵押品作抵押或提供擔保外，本集團並無就餘下貿易應收款持有任何抵押品。貿易應收款之抵押品價值載於附註26。貿易應收款（扣除其減值撥備）之賬齡分析按各報告期末之財務諮詢服務收入及P2P貸款服務收入之發票日期以及就利息收入及網上第三方支付服務收入提供金融服務之日期（其與有關收入確認日期相若）呈列如下：

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0 – 90 days	0 – 90日	141,873	32,363
91 – 180 days	91 – 180日	14	3,406
181 – 365 days	181 – 365日	14,277	–
Over 1 year	超過一年	3,983	–
		160,147	35,769

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25. TRADE RECEIVABLES (Continued)

Included in the Group's trade receivable balances are debtors with aggregate carrying amount of RMB134,030,000 (2015: RMB22,837,000) which are past due as at the end of the reporting period for which the Group has not provided for impairment loss because there has not been a significant change in credit quality and they are still considered as recoverable. Included in the past due but not impaired balances there are approximately RMB46,228,000 and RMB13,272,000 which are secured by collaterals or are guaranteed respectively. The Group does not hold any collateral over the remaining balances.

The aged analysis of trade receivables which are past due but not impaired is set out below:

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
0 – 90 days	0–90日	115,756	19,431
91 – 180 days	91–180日	14	3,406
181 – 365 days	181–365日	14,277	–
Over 1 year	超過一年	3,983	–
Total	合計	134,030	22,837

The movement in the allowance for impairment of trade receivables is set out below:

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日	2,984	–
Impairment losses recognised on trade receivables	貿易應收款之已確認減值虧損	–	2,984
At 31 December	於十二月三十一日	2,984	2,984

25. 貿易應收款 (續)

本集團之貿易應收款結餘包括於報告期末已逾期之總賬面值為人民幣134,030,000元(二零一五年: 人民幣22,837,000)之應收款項。由於信貸質素概無重大變動及仍認為可收回, 故本集團並無就減值虧損撥備。已逾期但未減值之結餘包括分別以抵押品作抵押或提供擔保之約人民幣46,228,000元及人民幣13,272,000元。本集團並無就餘下結餘持有任何抵押品。

逾期但未減值之貿易應收款之賬齡分析載列如下:

貿易應收款之減值撥備變動載列如下:

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25. TRADE RECEIVABLES (Continued)

Included in the allowance for impairment of trade receivables are individually impaired trade receivables with an aggregate balance of RMB2,984,000 (2015: RMB2,984,000) which have either been placed under liquidation or in severe financial difficulties.

25. 貿易應收款 (續)

貿易應收款之減值撥備包括個別減值之貿易應收款(其均為面臨清盤或有嚴重財政困難), 總結餘為人民幣2,984,000元(二零一五年: 人民幣2,984,000元)。

26. LOAN RECEIVABLES

26. 應收貸款

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Loan receivables	應收貸款		
Secured loans	有抵押貸款		
Real estate-backed loans to customers	客戶房地產抵押貸款	390,142	345,028
Entrusted loans to customers	客戶委託貸款	451,216	661,430
Other loans to customers	客戶其他貸款	644,984	552,188
		1,486,342	1,558,646
Unsecured loans	無抵押貸款		
Entrusted loans to customers	客戶委託貸款	633,083	429,083
Other loans to customers	客戶其他貸款	1,351,490	261,376
Micro loans to customers	客戶小額貸款	17,597	18,353
		2,002,170	708,812
Sub-total	小計	3,488,512	2,267,458
Less: Allowance for unsecured loan receivables	減: 應收無抵押貸款撥備	(18,824)	(19,465)
		3,469,688	2,247,993
Less: non-current portion (note c)	減: 非流動部份(附註(c))	(150,000)	-
Current portion	流動部份	3,319,688	2,247,993

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26. LOAN RECEIVABLES (Continued)

Loan receivables

The pawn loans to customers arising under the Group's pawn loans business had an average loan period of 1 to 2 years (2015: 90 days). The real estate-backed loans had an average loan period of 60 days to 365 days (2015: 270 days). The secured and unsecured entrusted loans to customers arising from the Group's entrusted loan business had an average loan period of 30 days to 1 year (2015: 30 days to 1 year). The secured and unsecured other loans to customers arising from the Group's other loans business had an average loan period of 30 days to 5 years (2015: 30 days to 2 years). The unsecured micro loans to customers arising from the Group's microfinance business had an average loan period of 1 year (2015: 1 year). The loans provided to customers bore fixed interest rate ranging from 0.33% to 6% per month (2015: 0.5% to 2.1% per month) and were repayable according to the loan agreements.

Included in the secured loan balances are loans of approximately RMB868,135,000 (2015: RMB789,459,000) secured by real estates in the PRC, RMB118,356,000 (2015: RMB296,151,000) and RMB109,189,000 (2015: RMB75,256,000) secured by other assets including equities in private entities and listed shares respectively, RMB139,922,000 (2015: RMB130,875,000) secured by real estate in the PRC and the Company's shares and RMB250,740,000 (2015: 266,905,000) secured by the Company's shares.

Included in the unsecured loan balances are loans of approximately RMB1,492,511,000 (2015: RMB600,712,000) guaranteed by guarantors.

Included in the loan receivables there were balances of approximately RMB1,034,045,000 (2015: RMB1,090,513,000) which represented entrusted loans to customers through licensed banks in the PRC. In addition, no loan receivables (2015: RMB72,000,000) were pledged under factoring agreements with recourse for obtaining other loans (2015: RMB16,550,000).

26. 應收貸款 (續)

應收貸款

本集團典當貸款業務產生的客戶典當貸款之平均貸款期為1至2年(二零一五年:90天)。房地產抵押貸款之平均貸款期為60天至365天(二零一五年:270天)。自本集團的委託貸款業務產生的客戶有抵押及無抵押委託貸款之平均貸款期為30天至1年(二零一五年:30天至1年)。本集團的其他貸款業務產生的客戶有抵押及無抵押其他貸款之平均貸款期為30天至5年(二零一五年:30天至2年)。本集團的小額融資業務產生之客戶無抵押小額貸款之平均貸款期為1年(二零一五年:1年)。向客戶提供的貸款按固定利率每月0.33%至6%(二零一五年:每月0.5%至2.1%)計息,並須按照貸款協議償還。

計入抵押貸款結餘中為由中國房地產作抵押的約人民幣868,135,000元(二零一五年:人民幣789,459,000元)的貸款、由包括私人實體股本及上市股份在內之其他資產作抵押之人民幣118,356,000元(二零一五年:人民幣296,151,000元)及人民幣109,189,000元(二零一五年:人民幣75,256,000元)、由位於中國之房地產及本公司之股份作抵押之人民幣139,922,000元(二零一五年:人民幣130,875,000元)及由本公司股份作抵押之人民幣250,740,000元(二零一五年:人民幣266,905,000元)。

計入無抵押貸款結餘中為由擔保人擔保之貸款約人民幣1,492,511,000元(二零一五年:人民幣600,712,000元)。

計入應收貸款中約人民幣1,034,045,000元(二零一五年:人民幣1,090,513,000元)的餘額指透過中國的持牌銀行授予客戶的委託貸款。此外,根據保理協議概無應收貸款(二零一五年:人民幣72,000,000元)已作抵押取得其他貸款(二零一五年:人民幣16,550,000元)。

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26. LOAN RECEIVABLES (Continued)

Loan receivables (Continued)

As at 31 December 2016, the Group held collaterals with value of approximately RMB3,763,004,000 (2015: RMB3,619,839,000) in total over the financing advances to customers.

(a) Ageing analysis

Within 90 days	90天內
91 to 180 days	91至180天
181 to 365 days	181至365天
Over 365 days	超過365天

The above ageing analysis is presented based on the date of loans granted to customers.

The Group's financing advances to customers included in the loan receivables are due as of the due date specified in respective loan agreements.

26. 應收貸款 (續)

應收貸款 (續)

於二零一六年十二月三十一日，本集團就提供予客戶的財務墊款持有抵押物價值合計約人民幣3,763,004,000元（二零一五年：人民幣3,619,839,000元）。

(a) 賬齡分析

As at 31 December	
於十二月三十一日	
2016	2015
二零一六年	二零一五年
RMB'000	RMB'000
人民幣千元	人民幣千元
819,516	855,334
381,280	120,000
1,159,828	666,046
1,109,064	606,613
3,469,688	2,247,993

上述賬齡分析乃根據向客戶授出貸款日期呈列。

本集團向客戶所提供的融資墊款計入應收貸款中並於有關貸款協議中指定的到期日到期。

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26. LOAN RECEIVABLES (Continued)

Loan receivables (Continued)

(b) Loan receivables that are not impaired

Included in the Group's loan receivable balances with aggregate carrying amount of approximately RMB962,933,000 (2015: RMB784,844,000) which were past due as at the reporting date for which the Group has not provided for impairment loss. For the amount of RMB786,710,000 (2015: RMB772,526,000), the Group holds collaterals amounting to approximately RMB1,860,695,000 (2015: RMB2,349,772,000) in respect of such loan receivables as at 31 December 2016. The remaining balances are unsecured.

The ageing of loan receivables which were past due but not impaired is as follows:

26. 應收貸款 (續)

應收貸款 (續)

(b) 未減值的應收貸款

本集團應收貸款結餘包括於報告日期已逾期總賬面值約人民幣962,933,000元(二零一五年:人民幣784,844,000元)(本集團並無就其作出減值虧損撥備)。就金額人民幣786,710,000元(二零一五年:人民幣772,526,000元)而言,本集團於二零一六年十二月三十一日就有關應收貸款持有約人民幣1,860,695,000元(二零一五年:人民幣2,349,772,000元)的抵押物。餘額為無抵押。

已逾期但未減值之應收貸款的賬齡分析如下:

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Not yet past due	尚未逾期		
Current	流動	2,506,755	1,463,149
Past due but not impaired	已逾期但未減值		
Within 90 days	90天內	297,437	251,280
91 to 180 days	91至180天	85,072	935
181 to 365 days	181天至365天	195,755	192,199
Over 365 days	超過365天	384,669	340,430
		962,933	784,844
		3,469,688	2,247,993

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26. LOAN RECEIVABLES (Continued)

Loan receivables (Continued)

(b) Loan receivables that are not impaired (Continued)

Movement in the allowance for loan receivables

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於一月一日	19,465	3,903
(Reversal of)/impairment losses recognised on loan receivables	(撥回)/應收貸款之已確認減值虧損	(641)	15,562
At 31 December	於十二月三十一日	18,824	19,465

The Group's neither past due nor impaired loan receivables mainly represented loans granted to creditworthy customers for whom there was no recent history of default, and secured by the collaterals which value were higher than the carrying value of the loan receivables.

For the above past due but not impaired loan receivables with amount of approximately RMB234,224,000 (2015: RMB482,373,000), the Group had taken legal action to auction the properties under collateral.

(c) Non-current portion of loan receivables

Balance represented the loan receivables with maturity date in 2018 with longer than 1 year after extension agreement signed between the Company and the borrowers. As such, the balance was classified as non-current portion.

27. 應收貸款 (續)

應收貸款 (續)

(b) 未減值的應收貸款 (續)

應收貸款撥備之變動

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於一月一日	19,465	3,903
(Reversal of)/impairment losses recognised on loan receivables	(撥回)/應收貸款之已確認減值虧損	(641)	15,562
At 31 December	於十二月三十一日	18,824	19,465

本集團未逾期及未減值應收貸款主要指授予並無近期拖欠記錄的信貸質素良好的客戶的貸款，並以抵押物（其價值較應收貸款之賬面值高）抵押。

就上述逾期惟尚未減值之應收貸款金額約為人民幣234,224,000元（二零一五年：人民幣482,373,000元）而言，本集團已採取法律行動以拍賣該等抵押物業。

(c) 應收貸款之非流動部分

結餘指於本公司與借款人簽訂延期協議後再多一年之於二零一八年之到期日期之應收貸款。因此，結餘已分類為非流動部分。

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27. PREPAYMENTS AND OTHER RECEIVABLES

As at 31 December 2016, balance increased was mainly due to the deposit placed for channel providers such as Union Pay and e-banking system provided by different banks when the operation size enlarged under the segments of “Third party payment service” and “Online investment and technology-enabled lending”.

Included in the Group’s balance are other receivable with aggregate carrying amount of RMB4,744,000 (2015: Nil) which was past due as at the end of the reporting period for which the Group has provided for full impairment loss for the year ended 31 December 2016 because there has been a significant change in credit quality and they are considered as not recoverable. The Group did not hold any collateral over these balances. As at 31 December 2016, the accumulated provision made for impairment on other receivables was RMB4,744,000 (2015: Nil).

As at 31 December 2015, included in the amounts is RMB160,000,000 paid for the acquisition of 35% equity interests in Shanghai Jifu as detailed in note 23. The same amount was offset against the cash consideration of such acquisition undertook and completed on 30 April 2016.

28. AMOUNTS DUE FROM (TO) RELATED COMPANIES

The shareholders of the related companies are also the shareholders of the Company. The amounts were unsecured, interest-free and repayable on demand.

29. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS

The amounts were unsecured, interest-free and repayable on demand.

27. 預付賬款及其他應收款項

於二零一六年十二月三十一日，結餘增加乃主要由於存放於渠道供應商（例如銀聯）及不同銀行提供的電子銀行系統的存款，而營運規模按「第三方支付服務」及「在線投資及技術驅動貸款」分類得以擴大。

本集團之結餘包括於報告期末已逾期且本集團已於截至二零一六年十二月三十一日止年度計提悉數減值虧損撥備之其他應收款項，總賬面值為人民幣4,744,000元（二零一五年：無），原因是信貸質素出現重大變動，且認為其不可收回。本集團並無對該等結餘持有任何抵押品。於二零一六年十二月三十一日，就其他應收款項減值作出之累計撥備為人民幣4,744,000元（二零一五年：無）。

於二零一五年十二月三十一日，該等金額包括就收購上海即富的35%股權支付的人民幣160,000,000元（如附註23所詳述）。同等金額已與所進行並於二零一六年四月三十日完成之有關收購之現金代價抵銷。

28. 應收（應付）關連公司款項

該等關連公司之最終股東亦為本公司之最終股東。該等款項為無抵押、免息及須於要求時償還。

29. 應付非控股股東款項

該等款項為無抵押、免息及須於要求時償還。

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30. DERIVATIVE FINANCIAL INSTRUMENTS

30. 衍生金融工具

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Financial assets	金融資產		
Derivative not under hedge accounting:	非根據對沖會計處理之 衍生工具：		
Derivative embedded in convertible bond, at fair value (note 22)	可換股債券內含之衍生工具， 按公平值（附註22）	-	194
Futures (note)	期貨（附註）	-	33
		-	227

Note: The Group has purchased futures for China Securities Index 300 with a financial institution during the year ended 31 December 2015. The amount was stated at fair value based on quoted market prices.

附註：於截至二零一五年十二月三十一日止年度內，本集團已與一間金融機構就滬深300指數購買期貨。該金額根據市場報價按公平值列賬。

31. HELD FOR TRADING INVESTMENTS

31. 持作貿易投資

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Equity securities listed in Hong Kong	於香港上市之股本證券	20,902	-
Equity securities listed in the PRC	於中國上市之股本證券	2,600	9,018
		23,502	9,018

The amount was stated at fair value based on quoted market prices.

該金額根據市場報價按公平值列賬。

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32. BANK BALANCE – TRUST ACCOUNT/ FUNDS PAYABLES AND AMOUNTS DUE TO CUSTOMERS

The Group maintains a segregated trust account with a licensed bank to hold customers' monies arising from its online third party payment service business. The Group has classified the customers' monies as bank balance – trust account under the current assets of the consolidated statement of financial position and recognised the corresponding payables to respective customers as funds payable to customers. The Group entitles to interests generated by the bank but is restricted to use the customers' monies to settle customers' own obligations.

33. BANK BALANCES AND CASH/ PLEGGED BANK DEPOSITS

Bank balances and cash and pledged bank deposits carry interest at market rates ranging from 0.01% to 0.35% (2015: 0.01% to 1.750%) per annum.

At 31 December 2016, pledged bank deposits represented deposits pledged to banks to secure the long-term bank borrowings and were therefore classified as non-current assets.

The Group's bank balances and cash and pledged bank deposits denominated in currencies other than functional currency of the relevant group entities are set out as follows:

32. 銀行結餘－信託賬戶／備用金 應付款項及應付客戶款項

本集團於一間持牌銀行維持獨立信託賬戶以存置因其網上第三方支付服務業務產生之客戶款項。本集團已分類客戶款項作為銀行結餘－綜合財務狀況表之流動資產項下之信託賬戶，並確認應付有關客戶之相應款項為應付客戶資金。本集團有權享有銀行產生之利息，惟受限制使用客戶款項結算客戶本身責任。

33. 銀行結餘及現金／已抵押銀行 存款

銀行結餘及現金及已抵押銀行存款按介乎於每年0.01%至0.35%（二零一五年：0.01%至1.750%）之市場利率計息。

於二零一六年十二月三十一日，已抵押銀行存款指抵押予銀行之存款以取得長期銀行借貸及因此分類為非流動資產。

本集團以有關集團實體功能貨幣以外之貨幣計值之銀行結餘及現金及已抵押銀行存款如下：

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
HK\$	港元	2,494	18,036
RMB	人民幣	499	499
US\$	美元	134,691	14,315
		137,684	32,850

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34. ACCRUALS AND OTHER PAYABLES

34. 應計費用及其他應付款項

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other payables and accrued expenses	其他應付款項及應計費用	219,536	68,928
Consideration payable for acquisition of remaining interests in a subsidiary	收購於一間附屬公司之餘下權益之應付代價	4,545	4,251
		224,081	73,179
Financing service income receipts in advance (note (a))	融資服務收入預收款項 (附註(a))	41,850	18,730
		265,931	91,909

Notes:

- (a) Financing service income receipts in advance represents the deferred income arose from the difference between loan receivables and the actual fund transferred to the customers at the inception of loan granted in accordance with the respective loan agreements and the deferred income will be recognised as interest income over the loan period.

附註：

- (a) 融資服務收入預收款項指由應收貸款與根據相關貸款協議授出貸款時向客戶轉移的實際資金之間的差額產生的遞延收入，而遞延收入將於貸款期間確認為利息收入。

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35. BORROWINGS

35. 借貸

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Secured bank loans (note (a))	有抵押銀行貸款 (附註(a))	363,333	140,000
Secured other loans (notes (a) and (b))	有抵押其他貸款 (附註(a)及(b))	573,876	109,096
Unsecured bank loans	無抵押銀行貸款	193,347	25,000
Unsecured other loans	無抵押其他貸款	123,000	215,000
Unsecured entrusted loans	無抵押委託貸款	566,650	354,520
		1,820,206	843,616
Carrying amount repayable*:	應償還賬面值*:		
On demand/within one year	按要求/一年內	903,297	567,616
After one year but within two years	一年以上但不超過兩年	698,909	139,000
After two years but within five years	兩年以上但不超過五年	134,000	67,000
After five years	五年以上	84,000	70,000
		1,820,206	843,616
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	並非於報告期末起計一年內償還但載有須按要求償還條款之銀行貸款之賬面值 (列於流動負債項下)	(112,000)	(126,000)
		1,708,206	717,616
Less: amounts repayable on demand or due within one year shown under current liabilities	減: 按要求償還或列於流動負債項下之一年內到期款額	(903,297)	(567,616)
Amounts show under non-current liabilities	列於非流動負債項下之款額	804,909	150,000

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

* 到期款額乃按貸款協議所載之計劃還款日期數據計算。

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35. BORROWINGS (Continued)

Notes:

- (a) As at 31 December 2016, secured bank loans of RMB126,000,000 (2015: RMB140,000,000) and no secured other loans (2015: RMB92,546,000) were secured by the investment property held by the Group.

As at 31 December 2016, secured bank loans of RMB237,333,000 (2015: Nil) were secured by the pledged bank deposits (note 33).

- (b) As at 31 December 2016, secured other loans of approximately RMB31,300,000 (2015: RMB16,550,000) were secured by certain loan and trade receivables as disclosed in note 26.

As at 31 December 2016, secured other loans of approximately RMB542,576,000 (2015: Nil) were secured by share charges on certain wholly-owned subsidiaries.

- (c) The loans of approximately RMB1,456,873,000 (2015: RMB703,616,000) are at fixed rates of 4.13% to 20.0% (2015: 7% to 16.8%) per annum. Another loan of RMB363,333,000 (2015: RMB140,000,000) are at variable rate of 43% (2015: 43%) on top of over-five-years RMB benchmark interest rate issued by the People's Bank of China, 9.47% on below of two years RMB benchmark interest rate issued by the People's Bank of China and 0.08% coupon rate plus interest rate swap plus 1.3%.

The effective interest rates of borrowings at the end of the reporting period as follows:

35. 借貸 (續)

附註：

- (a) 於二零一六年十二月三十一日，人民幣126,000,000元（二零一五年：人民幣140,000,000元）之有抵押銀行貸款及約人民幣零元（二零一五年：人民幣92,546,000元）之其他有抵押貸款乃以本集團持有之投資物業作抵押。

於二零一六年十二月三十一日，人民幣237,333,000元（二零一五年：零元）之有抵押銀行貸款乃以已抵押銀行存款（附註33）作抵押。

- (b) 於二零一六年十二月三十一日，約人民幣31,300,000元（二零一五年：人民幣16,550,000元）之有抵押其他貸款乃以若干應收貸款及應收貿易賬款作抵押（誠如附註26所披露）。

於二零一六年十二月三十一日，應計其他貸款約人民幣542,576,000元（二零一五年：無）已以股份押記或由若干非全資附屬公司作擔保。

- (c) 約人民幣1,456,873,000元（二零一五年：人民幣703,616,000元）之貸款按固定利率每年4.13%至20.0%（二零一五年：7%至16.8%）計息。人民幣363,333,000元（二零一五年：人民幣140,000,000元）之另一項貸款乃按浮動利率43%（二零一五年：43%）加中國人民銀行發佈之超過五年期人民幣基準利率計息、9.47%加中國人民銀行發佈之低於兩年人民幣基準利率及0.08%票息率加掉期利率加1.3%。

於報告期末借貸之實際利率如下：

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
Bank and other loans	銀行及其他貸款	12.5%	12.8%

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36. OBLIGATIONS UNDER AN FINANCE LEASES

36. 融資租賃承擔

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Analysed for reporting purposes as: 就呈報目的分析如下:		
Current liabilities 流動負債	-	2,203

It was the Group's policy to lease certain of its fixtures and equipment under finance leases. The average lease term was 1.5 years. Interest rates underlying all obligations under finance leases were fixed at respective contract dates ranging from 8% to 10% per annum. These leases had no terms of renewal or purchase options and escalation clauses.

本集團之政策為根據融資租賃租賃若干裝置及設備。平均租賃期為1.5年。所有融資租賃承擔相關之利率於各合約日期確定，介乎於每年8%至10%。該等租賃並無續約條款或購買選擇權及自動調整條款。

	Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Amounts payable under finance leases 應付融資租賃款項				
Within one year 一年內	-	2,420	-	2,203
After one year but within two years 一年以上但不超過兩年	-	-	-	-
After two years but within five years 兩年以上但不超過五年	-	-	-	-
After five years 五年以上	-	-	-	-
	-	2,420	-	2,203
Less: future finance charges 減：未來融資費用	-	(217)	N/A 不適用	N/A 不適用
Present value of lease obligations 租賃承擔現值	-	2,203	-	2,203
Less: Amount due for settlement within 12 months (shown under current liabilities) 減：於十二個月內結算之到期款項（列於流動負債項下）			-	(2,203)
Amount due for settlement after 12 months 於十二個月後結算之到期款項			-	-

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36. OBLIGATIONS UNDER AN FINANCE LEASES (Continued)

The Group's obligations under finance leases are secured by the lessor's charge over the leased assets.

36. 融資租賃承擔 (續)

本集團之融資租賃承擔乃以出租人對租賃資產設定之押記作擔保。

37. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

37. 遞延稅項負債

於本年度，遞延稅項負債變動如下：

		Withholding tax on undistributed profit of subsidiaries in the PRC 中國附屬公司 的未分派 溢利預扣稅 RMB'000 人民幣千元	Revaluation of investment property 重估 投資物業 RMB'000 人民幣千元	Fair value adjustment arising from acquisition of subsidiaries 收購附屬 公司引致之 公平值調整 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	7,223	37,012	33,959	78,194
Charged to profit or loss	於損益扣除	1,938	-	(955)	983
Acquisition of a subsidiary (Note 45)	收購一間附屬公司 (附註45)	-	-	10,032	10,032
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	9,161	37,012	43,036	89,209
Charged to profit or loss	於損益扣除	1,842	-	-	1,842
At 31 December 2016	於二零一六年 十二月三十一日	11,003	37,012	43,036	91,051

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards.

At 31 December 2016, the Group had unused tax losses of approximately RMB90,704,000 (2015: RMB112,452,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax loss due to the unpredictability of future profit streams. Included in the unrecognised tax losses are losses of approximately RMB18,148,000 (2015: RMB3,541,000) that will expire after five years from the year of assessment to which they relate to. The remaining tax loss may be carried forward indefinitely.

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司賺取之溢利所宣派之股息須繳納預扣稅。

於二零一六年十二月三十一日，本集團有未動用稅項虧損約人民幣90,704,000元（二零一五年：人民幣112,452,000元）可供抵銷未來溢利。由於未來溢利來源不可預測，故概無就稅項虧損確認遞延稅項資產。未確認稅項虧損包括將於自有關虧損評估年度起計五年後屆滿之虧損約人民幣18,148,000元（二零一五年：人民幣3,541,000元）。餘下稅項虧損可無限期結轉。

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38. CORPORATE BONDS

38. 公司債券

		As at 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
2-year 9.5% fixed rate bonds (Note (i))	2年期9.5%定息債券(附註(i))	-	173,719
7.5-year 5.5% fixed rate bonds (Note (ii))	7.5年期5.5%定息債券 (附註(ii))	65,265	60,044
3-year zero interest bonds (Note (iii))	3年期零息債券(附註(iii))	89,185	-
		154,450	233,763
Represented by:	即:		
Non-current portion	非流動部份	154,450	60,044
Current portion	流動部份	-	173,719
		154,450	233,763

Notes:

- (i) The balance at 31 December 2015 represented principal amount of HK\$200,000,000 which was due on 8 July 2016, carried interest at a fixed rate of 9.5% with interest payable semi-annually in arrears on 8 January and 8 July of each year. The corporate bonds were unsecured and discounted at an effective interest rate of 11.3% per annum. The corporate bonds were redeemed during the year 31 December 2016.
- (ii) The balance at 31 December 2016 and 31 December 2015 represented principal amount of HK\$80,000,000 (2015: HK\$80,000,000) which is due on 24 April 2022, carries interest at a fixed rate of 5.5% with interest payable semi-annually in arrears on 24 April and 24 October of each year. The corporate bonds are unsecured and discounted at an effective interest rate of 7.7% per annum for HK\$50,000,000, 8.8% per annum for HK\$10,000,000, 8.0% per annum for HK\$10,000,000 and 7.8% per annum for HK\$10,000,000.
- (iii) On 3 March 2016, 9888.cn Limited ("9888.cn"), an indirect wholly-owned subsidiary of the Company completed the issue of convertible bonds of 9888.cn to Jiefang Media (UK) Co., Ltd. ("Jiefang Media"), an independent third party, in the principal amount of RMB90,000,000, which is due on 3 March 2019. At any time after the issue date and up to the maturity date, Jiefang Media shall have the right to convert the said convertible bonds into 6% of the equity shares of 9888.cn (as enlarged by the conversions) subject to conditions set in the agreement between 9888.cn and Jiefang Media. In the opinion of directors of the Company, the possibility of the conversion condition being satisfied was remote and the derivative component of the conversion is immaterial. The corporate bonds are unsecured and discounted at an effective interest rate of 11.94% per annum. The respective imputed interest amounting to RMB26,856,000 was recognised at inception date and amortised over 3 years contract terms, of which RMB7,432,000 was recognised in "Other gains and losses" for the year ended 31 December 2016, in the note 10.

附註:

- (i) 於二零一五年十二月三十一日之結餘指本金額200,000,000港元，其已於二零一六年七月八日到期，按固定利率9.5%計息，而利息於每年一月八日及七月八日每半年支付一次。公司債券為無抵押及按實際利率每年11.3%貼現。公司債券於二零一六年十二月三十一日年度贖回。
- (ii) 於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之結餘指本金額80,000,000港元（二零一五年：80,000,000港元），其將於二零二二年四月二十四日到期，按固定利率5.5%計息，而利息於每年四月二十四日及十月二十四日每半年支付一次。公司債券為無抵押及50,000,000港元、10,000,000港元、10,000,000港元及10,000,000港元分別按實際利率每年7.7%、8.8%、8.0%及7.8%貼現。
- (iii) 於二零一六年三月三日，本公司之間接全資附屬公司金融工場有限公司（「金融工場」）完成向獨立第三方解放傳媒（英國）有限公司（「解放傳媒」）發行本金額為人民幣90,000,000元之可換股債券（其將於二零一九年三月三日期滿）。於發行日期後及直至到期日止任何時間，解放傳媒有權將上述可換股債券轉換為金融工場股權之6%（經透過轉換擴大）惟須受金融工場及解放傳媒之協議所載條件規限。本公司董事認為，轉換條件獲達成可能性極微，且轉換衍生部份並不重要。公司債券為無抵押及按實際利率每年11.94%貼現。各自之推算利息為數人民幣26,856,000元乃於開始日期確認並於三年合約年期內攤銷，當中人民幣7,432,000元乃於截至二零一六年十二月三十一日止年度於附註10「其他收益及虧損」確認。

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39. CONVERTIBLE BONDS

During the year ended 31 December 2016, the Company completed the issue of 3-year 7% convertible bonds with an aggregate principal amount of HK\$1,000,000,000 (equivalent to approximately RMB861,287,000) (the “7% Convertible Bonds A”). The 7% Convertible Bonds A is denominated in HK\$ and entitles the holders to convert them into ordinary shares of the Company at any time between the issue date to the maturity date at an initial conversion price of HK\$3.476 per share, subject to adjustments pursuant to the terms and conditions of the 7% Convertible Bonds A. If the 7% Convertible Bonds A has not been converted or redeemed in accordance with the terms and conditions of the 7% Convertible Bonds A, it will be redeemed on the maturity date at its outstanding principal amount. As a result of the share subdivision of each issued and unissued ordinary share of HK\$0.1 each in the share capital of the Company into five ordinary shares of HK\$0.02 each effective on 19 September 2016 (the “Share Subdivision”) as disclosed in the announcement of Company dated 15 September 2016, the conversion price of the 7% Convertible Bonds A has been adjusted HK\$0.6952 according to the terms of the 7% Convertible Bonds A. On 3 and 17 November 2016, the Company allotted 21,576,524 and 50,345,224 ordinary shares to certain 7% Convertible Bonds A subscribers as a result of the exercise in part of the 7% Convertible Bonds A in the principal amount of HK\$15,000,000 and HK\$35,000,000, respectively. The 7% Convertible Bonds A contains two components, liability and equity components. The effective interest rate of the liability component is 14.5% per annum.

39. 可換股債券

於截至二零一六年十二月三十一日止年度，本公司已完成發行本金總額為1,000,000,000港元（相當於約人民幣861,287,000元）之3年期7%可換股債券（「7%可換股債券A」）。7%可換股債券A以港元計值，賦予持有人權利可於發行日期至到期日止期間隨時按初始轉換價每股3.476港元（可根據7%可換股債券A之條款及條件予以調整）將7%可換股債券A轉換為本公司普通股。倘7%可換股債券A並無根據7%可換股債券A之條款及條件獲轉換或贖回，則其將於到期日按其尚未償還本金額贖回。誠如本公司日期為二零一六年九月十五日之公告所披露，由於股份拆細，本公司每股面值0.1港元之已發行及未發行之普通股拆細為五股每股面值為0.02港元之普通股之股份拆細於二零一六年九月十九日生效（「股份拆細」），7%可換股債券A之轉換價已根據7%可換股債券A之條款調整為0.6952港元。於二零一六年十一月三日及十七日，本公司因行使本金額分別為15,000,000港元及35,000,000港元之部分7%可換股債券A而配發21,576,524股及50,345,224股普通股予若干7%可換股債券A認購方。7%可換股債券A包含兩個部分－負債及權益部分。負債部分之實際利率為每年14.5%。

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39. CONVERTIBLE BONDS (Continued)

During the year ended 31 December 2016, the Company completed the issue of 3-year 7% convertible bonds with an aggregate principal amount of HK\$100,000,000 (equivalent to approximately RMB85,640,000) (the “7% Convertible Bonds B”). The 7% Convertible Bonds B is denominated in HK\$ and entitles the holders to convert them into ordinary shares of the Company at any time between the issue date to the maturity date at an initial conversion price of HK\$3.476 per share, subject to adjustments pursuant to the terms and conditions of the 7% Convertible Bonds B. If the 7% Convertible Bonds B has not been converted or redeemed in accordance with the terms and conditions of the 7% Convertible Bonds B, it will be redeemed on the maturity date at its outstanding principal amount. As a result of the Share Subdivision, the conversion price of the 7% Convertible Bonds B has been adjusted to HK\$0.6952 according to the terms of the 7% Convertible Bonds B. On 27 September 2016 and 11 November 2016, the Company allotted 7,200,000 and 7,196,000 ordinary shares to the 7% Convertible Bonds B subscriber as a result of the exercise in part of the 7% Convertible Bonds B in the principal amount of approximately HK\$5,005,000 and HK\$5,005,000, respectively. The 7% Convertible Bonds B contains two components, liability and equity components. The effective interest rate of the liability component is 15.9% per annum.

39. 可換股債券 (續)

於截至二零一六年十二月三十一日止年度，本公司已完成發行本金總額為100,000,000港元（相當於約人民幣85,640,000元）之3年期7%可換股債券（「7%可換股債券B」）。7%可換股債券B以港元計值，賦予持有人權利可於發行日期至到期日止期間隨時按初始轉換價每股3.476港元（可根據7%可換股債券B之條款及條件予以調整）將7%可換股債券B轉換為本公司普通股。倘7%可換股債券B並無根據7%可換股債券B之條款及條件獲轉換或贖回，則其將於到期日按其尚未償還本金額贖回。由於股份拆細，7%可換股債券B之轉換價已根據7%可換股債券B之條款調整為每份7%可換股債券B 0.6952港元。於二零一六年九月二十七日及二零一六年十一月十一日，本公司因行使本金額分別為約5,005,000港元及5,005,000港元之部分7%可換股債券B而配發7,200,000股及7,196,000股普通股予7%可換股債券B認購方。7%可換股債券B包含兩個部分－負債及權益部分。負債部分之實際利率為每年15.9%。

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39. CONVERTIBLE BONDS (Continued)

During the year ended 31 December 2016, the Company completed the issue of 3-year 5.9% plus 3-month LIBOR convertible bonds with an aggregate principal amount of US\$45,000,000 (equivalent to approximately RMB298,704,000) (the "US\$ Convertible Bonds"). The US\$ Convertible Bonds is denominated in US\$ and entitles the holders to convert them into ordinary shares of the Company at any time between the issue date to the maturity date at an initial conversion price of HK\$3.476 per share with fixed Hong Kong dollar exchange rate at the average of the bid and ask rates as of the issue date of the convertible bond quoted by the Hongkong and Shanghai Banking Corporation Limited, subject to adjustments pursuant to the terms and conditions of the US\$ Convertible Bonds. If the US\$ Convertible Bonds has not been converted or redeemed in accordance with the terms and conditions of the US\$ Convertible Bonds, it will be redeemed on the maturity date at its outstanding principal amount. As a result of the Share Subdivision, the conversion price of the US\$ Convertible Bonds has been adjusted to HK\$0.6952 per US\$ Convertible Bond according to the terms of the US\$ Convertible Bonds. The US\$ Convertible Bonds contains two components, liability and equity components. The effective interest rate of the liability component is 15.1% per annum.

During the year ended 31 December 2015, the Company issued 6% convertible bond with an aggregate principal amount of HK\$300,000,000 (equivalent to approximately RMB236,419,000) (the "6% Convertible Bond"). The 6% Convertible Bond is denominated in HK\$ and entitle the holders to convert them into ordinary shares of the Company at any time between the fortieth day from the issue date of 10 May 2015 to the tenth day prior to the maturity date of 9 May 2018 at an initial conversion price of HK\$2.6, subject to adjustments pursuant to the terms and conditions of the 6% Convertible Bond. If the 6% Convertible Bond has not been converted or redeemed in accordance with the terms and conditions of the 6% Convertible Bond, it will be redeemed on maturity date at their outstanding principal amount. As a result of the Share Subdivision, the conversion price of the 6% Convertible Bonds has been adjusted to HK\$0.52 according to the terms of the 6% Convertible Bonds. The 6% Convertible Bond contains two components, liability and equity components. The effective interest rate of the liability component is 13.6% per annum.

39. 可換股債券 (續)

於截至二零一六年十二月三十一日止年度，本公司已完成發行本金總額為45,000,000美元（相當於約人民幣298,704,000元）之3年期5.9%另加三個月倫敦同業拆息可換股債券（「美元可換股債券」）。美元可換股債券以美元計值，賦予持有人權利可於發行日期至到期日止期間隨時按初始轉換價每股3.476港元以香港上海滙豐銀行有限公司於可換股債券發行日期所報買入及賣出報價之平均數為固定港元匯價（可根據美元可換股債券之條款及條件予以調整）將美元可換股債券轉換為本公司普通股。倘美元可換股債券並無根據美元可換股債券之條款及條件獲轉換或贖回，則其將於到期日按其尚未償還本金額贖回。由於股份拆細，美元可換股債券之轉換價已根據美元可換股債券之條款調整為每份美元可換股債券0.6952港元。美元可換股債券包含兩個部分－負債及權益部分。負債部分之實際利率為每年15.1%。

於截至二零一五年十二月三十一日止年度，本公司發行本金總額為300,000,000港元（相當於約人民幣236,419,000元）之6%可換股債券（「6%可換股債券」）。6%可換股債券以港元計值，賦予持有人權利可於二零一五年五月十日發行日期起計第四日至二零一八年五月九日到期日前第十日止期間隨時按初始轉換價每股2.6港元（可根據可換股債券之條款及條件予以調整）將6%可換股債券轉換為本公司普通股。倘6%可換股債券並無根據6%可換股債券之條款及條件獲轉換或贖回，則其將於到期日按其尚未償還本金額贖回。由於股份拆細，6%可換股債券之轉換價已根據6%可換股債券之條款調整為0.52港元。6%可換股債券包含兩個部分－負債及權益部分。負債部分之實際利率為每年13.6%。

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39. CONVERTIBLE BONDS (Continued)

The movement of the liability and equity components of the Convertible Bonds is set out below:

39. 可換股債券 (續)

可換股債券之負債及權益部分之變動載列如下：

		Liability Component	Equity Component	Total
		負債部分	權益部分	總額
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Issue of convertible bond during the year	年內發行可換股債券	213,213	23,206	236,419
Transaction costs	交易成本	(1,066)	–	(1,066)
Effective interest expenses	實際利息支出	16,129	–	16,129
Interest payables	應付利息	(7,885)	–	(7,885)
Exchange realignment	匯兌調整	13,707	–	13,707
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	234,098	23,206	257,304
Issue of convertible bonds during the year	年內發行可換股債券	1,095,997	149,634	1,245,631
Transaction costs	交易成本	(14,475)	(2,000)	(16,475)
Effective interest expenses	實際利息支出	116,508	–	116,508
Interest payables	應付利息	(46,002)	–	(46,002)
Conversion of convertible bonds	轉換可換股債券	(48,128)	(5,257)	(53,385)
Exchange realignment	匯兌調整	55,174	–	55,174
At 31 December 2016	於二零一六年十二月三十一日	1,393,172	165,583	1,558,755

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40 PREFERENCE SHARES OF A SUBSIDIARY

On 24 November 2016, the Group completed the acquisition of Leyu and the non-controlling shareholders held 14,981,908 preference shares of Leyu, with the following rights extracted below:

Right of preferred share

- (a) Voting right: Each preferred share shall carry a number of votes equal to the number of ordinary shares. The preferred shares shall generally vote together with the ordinary shares and not as a separate class.
- (b) Dividend: Leyu does not have obligation to pay dividend or accrue dividend. Dividend declaration is subject to the resolution of shareholder meeting.
- (c) Liquidation: Leyu grants to the holder of preferred shares and enables them to claim the first 80% of the residual value of Leyu in case of liquidation. The holder of preferred shares shall automatically have the same right of liquidation preference as enjoyed by the new investor(s), unless such right is waived by the holder of preferred shares in writing.
- (d) Conversion option: The preferred shares can automatically be converted into ordinary shares by written consent of the holders of the preferred shares then outstanding or by the date of Leyu's initial public offering ("IPO"), on the basis of one ordinary share for each preference share (i.e. the conversion ratio is 1:1). The conversion ratio shall be adjusted in the event that after the original issue date Leyu issues any additional ordinary shares for a price less than the original preferred share price.

In the opinion of the directors of the Company, Leyu has contractual obligation to deliver a variable number of Leyu's own equity instruments. As a result, the preferred shares of Leyu is designated as financial liabilities at fair value through profit or loss at initial recognition.

In the opinion of directors of the Company, the fair value of preference share as at 31 December 2016 was recognised at RMB71,990,000. The fair value of the preference shares as at 31 December 2016 has been arrived at on the basis of valuation carried out on the respective date by 藍策管理諮詢(北京)有限公司, an independent qualified professional valuer not connected to the Group. 藍策管理諮詢(北京)有限公司 has appropriate qualifications and recent experiences in the valuation of similar financial instruments in the relevant industries.

40. 附屬公司優先股

於二零一六年十一月二十四日，本集團完成收購 Leyu 及持有 14,981,908 股 Leyu 優先股之非控股股東，下文摘錄以下權利：

優先股之權利

- (a) 投票權：每股優先股附帶之投票權數目等於普通股數目。優先股通常與普通股一起投票，且並不作為單獨類別。
- (b) 股息：Leyu 並無責任支付股息或應計股息。股息宣派須待通過股東大會決議案後方可作實。
- (c) 清盤：Leyu 授予新投資者優先清盤權，其條款對新投資者而言優於優先股持有人。持有人可於清盤時索償 Leyu 剩餘價值之前 80%。除非優先股持有人書面豁免有關權利，否則優先股持有人將自動擁有新投資者享有之相同優先清盤權。
- (d) 轉換權：優先股可於經當時尚未轉換之優先股持有人書面同意後或 Leyu 首次公開發售（「首次公開發售」）前自動轉換為普通股，基準為每一股優先股轉換為一股普通股（即轉換率為 1:1）。倘 Leyu 於原發行日期後按低於原優先股價格之價格發行任何額外股份，則應對轉換率作出調整。

本公司董事認為，Leyu 對交付不定量 Leyu 自有之股權工具有合約義務。因此，Leyu 之優先股被指定為於初步確認時按公平值計入損益的金融負債。

本公司董事認為，優先股於二零一六年十二月三十一日之公平值確認為人民幣 71,990,000 元。優先股於二零一六年十二月三十一日之公平值乃由與本集團並無關連之獨立合資格專業估值師藍策管理諮詢(北京)有限公司，於相應日期按估值基準評估而達致。藍策管理諮詢(北京)有限公司於對有關行業之金融工具進行估值方面擁有合適資格及近期經驗。

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41. PROVISION FOR FINANCIAL GUARANTEE

Balance represented the provision for financial guarantee in favor of the fund providers of Leyu, under the segment of “Online investment and technology-enabled lending service”, at fair value amounting to RMB42,837,000 as at 31 December 2016. The provision was recorded at fair value as at 31 December 2016 which have been arrived at on the basis of valuation carried out on the respective date by 藍策管理諮詢(北京)有限公司, an independent qualified professional valuer not connected to the Group. 藍策管理諮詢(北京)有限公司 has appropriate qualifications and recent experiences in the valuation of similar financial guarantee in the relevant industries.

41. 提供金融擔保

結餘指「在線投資及科技驅動貸款服務」分部項下於二零一六年十二月三十一日以Leyu之資金提供者為受益人提供之金融擔保人民幣42,837,000元(按公平值)。該資金提供於二零一六年十二月三十一日按公平值記錄，其乃根據與本集團並無關連之獨立合資格專業估值師藍策管理諮詢(北京)有限公司於相關日期進行之估值達致。藍策管理諮詢(北京)有限公司於相關行業之類似金融擔保之估值方面擁有合適資格及近期經驗。

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42. SHARE CAPITAL

42. 股本

		Nominal	Number of	Share capital	
		value		shares	股本
		per share		Presented as	
		每股面值	股份數目	以下呈列	
		HK\$	'000	HK\$'000	RMB'000
		港元	千股	千港元	人民幣千元
Authorised	法定				
100,000,000,000 ordinary shares of HK\$0.02 each (2015: 20,000,000,000 of HK\$0.1 each) (Note c)	100,000,000,000股每股面值0.02港元之普通股 (二零一五年: 20,000,000,000股每股面值0.1港元) (附註(c))			2,000,000	N/A 不適用
Issued and fully paid	已發行及繳足				
At 1 January 2015	於二零一五年一月一日	0.10	3,221,156	322,115	267,736
Issue of shares upon placing (Note a)	於配售時發行股份 (附註a)	0.10	639,564	63,956	52,765
Exercise of share options (Note b)	行使購股權 (附註b)	0.10	14,490	1,449	1,141
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	0.10	3,875,210	387,520	321,642
Exercise of share option (Note d)	行使購股權 (附註d)	0.10	3,721	372	321
Issue of shares for acquisition of associate (Note f)	因收購聯營公司發行股份 (附註f)	0.10	258,318	25,832	21,557
Effect of share subdivision (Note c)	股份拆細之影響 (附註c)	0.10	4,137,249	413,724	343,520
Exercise of share option (Note d)	行使購股權 (附註d)	0.02	16,548,998	739	646
Issue of shares for acquisition of a subsidiary (Note e)	因收購一間附屬公司發行股份 (附註e)	0.02	36,960	10,825	9,522
Issue of shares for acquisition of additional interest in a subsidiary (Note e)	因收購一間附屬公司之額外權益發行股份 (附註e)	0.02	541,251	3,458	3,042
Conversion of convertible bonds (Note g)	轉換可換股債券 (附註g)	0.02	172,896	1,726	1,529
At 31 December 2016	於二零一六年十二月三十一日	0.02	86,318	430,472	358,259
			21,523,672		

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42. SHARE CAPITAL (Continued)

Notes:

- (a) On 9 July 2015, the Company have allotted and issued 94,112,000 shares to Tandellen Group Limited, an independent third party to the Group, at the subscription price of HK\$1.70 per subscription share.

On 22 October 2015, the Company have allotted and issued 265,128,000 shares to China Dragon Asia Champion Fund Series SPC, an independent third party to the Group, at the subscription price of HK\$1.95 per subscription share.

On 2 December 2015, the Company have allotted and issued 280,324,000 shares to not less than six placees at the subscription price of HK\$2.10 per subscription share.

The above subscription agreements were completed and 639,564,000 ordinary shares of HK\$0.10 each were issued and allotted for a total consideration of approximately RMB1,045,290,000.

- (b) During the year ended 31 December 2015, 14,490,000 share options had been exercised by a former director of the Company at the subscription price of HK\$0.74 per share for a total consideration of approximately RMB8,441,000, resulting in an issue of 14,490,000 new ordinary shares of HK\$0.1 each.
- (c) On 16 September 2016, the Company effected the share subdivision on the basis that every one issued and unissued existing share of par value of HK\$0.10 each in the share capital of the Company be subdivision into five subdivided shares of par value of HK\$0.02 (the "Effect of Share Subdivision"). Total 16,548,998,000 new shares were issued and the authorised share capital of the Company was increased from 20,000,000,000 to 100,000,000,000 accordingly.

42. 股本 (續)

附註：

- (a) 於二零一五年七月九日，本公司已向本集團之獨立第三方Tandellen Group Limited按每股認購股份1.70港元之認購價配發及發行94,112,000股股份。

於二零一五年十月二十二日，本公司已向本集團之獨立第三方China Dragon Asia Champion Fund Series SPC按每股認購股份1.95港元之認購價配發及發行265,128,000股股份。

於二零一五年十二月二日，本公司已按每股認購股份2.10港元之認購價向不少於六名承配人配發及發行280,324,000股股份。

以上認購協議均已完成，本公司已發行及配發639,564,000股每股面值0.10港元之普通股，總代價為約人民幣1,045,290,000元。

- (b) 截至二零一五年十二月三十一日止年度內，本公司之一名前董事已按每股0.74港元之認購價行使14,490,000份購股權，總代價約為8,441,000港元，導致發行14,490,000股每股面值0.1港元之新普通股。
- (c) 於二零一六年九月十六日，本公司進行股份拆細，基準為本公司股本中每股面值為0.10港元之已發行及未發行現有股份拆細為五股面值為0.02港元之經拆細股份（「股份拆細之影響」）。合共已發行16,548,998,000股新股份，因此，本公司的法定股本由20,000,000,000股增加至100,000,000,000股。

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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

42. SHARE CAPITAL (Continued)

Notes: (Continued)

- (d) During the year end 31 December 2016, 11,113,000 share options had been exercised by the employee and consultant of the Company as detailed in note 49, at the adjusted subscription price after the effect of the share subdivision as detailed in note 42 (c), which was ranged from HK\$0.3628 to HK\$0.4260 (after the Effect of Share Subdivision), resulting in an issue of 55,565,000 new ordinary shares of HK\$0.02 each.
- (e) On 24 November 2016 and 14 December 2016, the Group has issued and allotted 541,251,000 shares and 172,896,000 shares as part of the consideration for the acquisition of 36% and 12% equity interest, respectively, over Leyu. Total share consideration amounting to approximately RMB418,981,000 and approximately RMB107,983,000, respectively. Further details are disclosed in note 45.
- (f) On 30 April 2016, the Group has issued and allotted 258,318,000 shares as part of the consideration for the acquisition of 35% equity interest over Shanghai Jifu. Total share consideration amounting to approximately RMB687,658,000 as detailed in note 23(d).
- (g) During the year ended 31 December 2016, there were 86,318,000 shares converted by the convertible bonds as detailed in note 39, contributing approximately RMB1,529,000 and RMB51,856,000 new share capital and share premium accordingly.

The new share rank pari passu with the existing shares in all respect.

42. 股本 (續)

附註：(續)

- (d) 截至二零一六年十二月三十一日止年度，本公司僱員及顧問已於扣除股份拆細（誠如附註42(c)所詳述）之影響後按介乎0.3628港元至0.4260港元之經調整認購價（扣除股份拆細之影響）行使55,565,000份購股權（扣除股份拆細之影響）（誠如附註49所詳述），導致發行55,565,000股每股面值0.02港元之新普通股。
- (e) 於二零一六年十一月二十四日及二零一六年十二月十四日，本集團已分別發行及配發541,251,000股及172,896,000股股份作為收購Leyu之36%及12%股權之部份代價。總股份代價分別為約人民幣418,981,000元及約人民幣107,983,000元。進一步詳情披露於附註45。
- (f) 於二零一六年四月三十日，本集團已發行及配發258,318,000股股份作為收購上海即富35%股權之部份代價。總股份代價為約人民幣687,658,000元（誠如附註23(d)所詳述）。
- (g) 截至二零一六年十二月三十一日止年度，可換股債券轉換為86,318,000股股份（於附註39詳述），相應貢獻約人民幣1,529,000元及人民幣51,856,000元之新股本及股份溢價。

新股份在各方面均與現有股份享有同等地位。

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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

43. COMMITMENT

Operating lease arrangement

The Group as lessee

The Group leases certain of its staff quarters and offices under operating lease arrangements. The leases typically run for an initial period of three months to three years. Lease payments are usually increased annually to reflect market rentals. No provision for contingent rent and terms of renewal was established in the leases.

The total future minimum lease payments under non-cancellable operating leases are payable as follows:

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	20,466	22,809
In the second to fifth years inclusive	第二年至第五年內 (包括首尾兩年)	4,792	10,416
		25,258	33,225

Capital expenditure commitment

At the end of the reporting period, the Group had the following capital commitments:

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Capital expenditure contracted for but not provided for in respect of:	有關以下各項之已訂約 但未撥備之資本開支：		
Acquisition of plant and equipment or intangible assets	收購廠房及設備或無形資產	9,242	4,011

43. 承擔

經營租賃安排

本集團作為承租人

本集團根據經營租賃安排租賃若干員工宿舍及辦公室。該等租賃一般初步為期三個月至三年。租賃付款通常會每年增加，以反映市場租金。租賃並無有關或然租金及重續年期之條文。

根據不可撤銷經營租賃有應付未來最低租賃款項總額如下：

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	20,466	22,809
In the second to fifth years inclusive	第二年至第五年內 (包括首尾兩年)	4,792	10,416
		25,258	33,225

資本開支承擔

於報告期末，本集團有以下資本承擔：

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Capital expenditure contracted for but not provided for in respect of:	有關以下各項之已訂約 但未撥備之資本開支：		
Acquisition of plant and equipment or intangible assets	收購廠房及設備或無形資產	9,242	4,011

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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

44. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,500 (2015: HK\$1,500) and they can choose to make additional contributions. The employer’s monthly contributions are calculated at 5% of the employee’s monthly salaries or up to a maximum of HK\$1,500 (2015: HK\$1,500) (the “Mandatory Contributions”). The employees are entitled to 100% of the employer’s Mandatory Contributions upon their retirement at the age of 65, death or total incapacity.

Employees of the subsidiaries in the PRC are members of the state-managed retirement benefit plan operated by the government of the PRC. The subsidiaries are required to contribute a specific percentage of payroll costs to the retirement benefit to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the required contributions.

There were no forfeited contributions utilised to offset employers’ contributions for the year. The employers’ contributions which have been dealt with in the consolidated statements of profit or loss and comprehensive income were as follows:

Employers’ contributions charged to the consolidated statements of profit or loss and other comprehensive income	於綜合損益及其他全面收益表扣除的僱主供款
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At 31 December 2016 and 31 December 2015, there was no forfeited contribution available to reduce the contributions payable in the future years.

44. 退休福利計劃

本集團根據香港強制性公積金計劃條例設有定額供款的強制性公積金計劃（「強積金計劃」）。根據強積金計劃，僱員須按其月薪之5%或最高1,500港元（二零一五年：1,500港元）作出供款，而彼等可選擇作出額外供款。僱主之每月供款乃按僱員月薪之5%或最高1,500港元（二零一五年：1,500港元）計算（「強制性供款」）。僱員於65歲退休、身故或完全喪失工作能力時享有100%之僱主強制性供款。

中國附屬公司的僱員均為中國政府管理的國營退休計劃的成員。該等附屬公司須按僱員薪酬的若干百分比向退休計劃供款。本集團有關該計劃的唯一責任是作出規定的供款。

本年度並無已沒收供款可供抵銷僱主供款。已於綜合損益及全面收益表處理的僱主供款如下：

For the year ended 31 December

截至十二月三十一日止年度

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

14,866

5,985

於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，並無已沒收供款可供減低未來年度的應付供款。

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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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY

For the year ended 31 December 2016

Acquisition of Qiyuan

On 21 April 2016, the Group through a structured contract arrangement, acquired a 51% equity interest in the registered capital of Qiyuan for a third party independent, at total consideration of RMB210,502,000, of which RMB55,000,000 was satisfied by cash and a contingent share consideration of RMB155,502,000 to be satisfied by issuing 51,150,640 shares of the Company. The fair value of the contingent share consideration represented the estimation on 51,150,640 (before the effect of share subdivision) shares to be issued in case Qiyuan's audited consolidated net profit exceeds RMB50,000,000 in the year of 2016. In the opinion of directors, the Company determined to issue the said fixed number of share as abovementioned and would request for the monetary compensation as defined in details of the transaction which are set out in the Company's announcement dated 1 February 2016 if Qiyuan cannot achieve the abovementioned net profit. The fair value of the contingent share consideration was estimated by taking into consideration of the market price of shares to be issued on the settlement date. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB207,841,000. Qiyuan is engaged in the provision of mobile gaming service. Goodwill arose in the acquisition of Qiyuan because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts for the benefit of allowing the Group to leverage the online investment and technology-enabled lending services in the PRC. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising from the acquisition is expected to be deductible for tax purposes.

45. 收購附屬公司／收購一間附屬 公司之額外權益

截至二零一六年十二月三十一
日止年度

收購起源

於二零一六年四月二十一日，本集團透過結構性合約安排收購起源（一名獨立第三方）註冊資本之51%股權，總代價為人民幣210,502,000元，其中人民幣55,000,000元乃以現金支付及或然股份代價人民幣155,502,000元乃以發行本公司51,150,640股股份支付。或然股份代價之公平值指就在倘起源之經審核綜合溢利淨額於二零一六年超過人民幣50,000,000元之情況下而將予發行之51,150,640股股份（於進行股份拆細前）作出之估計。董事認為，倘起源未能達致上述溢利淨額本公司決定發行上文所述固定股份數目，及倘起源未能達成上述經營業績淨額，則會要求本公司日期為二零一六年二月一日之公告所載交易詳情內訂明之賠償金。或然股份代價之公平值乃透過計及於償付日期將予發行之股份市價作出估計。是次收購已按收購法入賬。因收購產生之商譽金額為人民幣207,841,000元。起源從事提供手機遊戲服務。收購起源產生商譽乃因合併成本內含控制權溢價。此外，合併所支付代價實際包括令本集團可利用中國在線投資及技術驅動放貸服務利益之金額。該等利益因不符合可識別無形資產確認條件而並未與商譽分開確認。

該等收購產生之商譽預期概不可作稅務扣減。

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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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2016
(Continued)

Acquisition of Qiyuan (Continued)

Consideration transferred

45. 收購附屬公司／收購一間附屬 公司之額外權益(續)

截至二零一六年十二月三十一日
止年度(續)

收購起源(續)

轉讓代價

		RMB'000 人民幣千元
Cash	現金	55,000
Contingent share consideration	或然股份代價	155,502
		210,502

Minimal acquisition-related cost of the transaction is incurred during the year ended 31 December 2016 and recognised in administrative expenses.

Assets acquired and liabilities recognised at the date of acquisition are as follows:

於截至二零一六年十二月三十一日止年度內交易產生少許收購相關成本並已於行政開支內確認。

於收購日期購入資產及確認負債如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	1,572
Intangible assets	無形資產	16,143
Deposit paid for acquisition of intangible assets	就收購無形資產支付之按金	12,866
Trade receivables	貿易應收款	4,135
Prepayments and other receivables	預付賬款及其他應收款項	7,103
Cash and cash equivalents	現金及現金等值項目	1,452
Trade and other payables	貿易及其他應付款項	(8,055)
Borrowings	借貸	(30,000)
Net assets identified	已識別之資產淨值	5,216

The fair value of trade receivables at the date of acquisition amounted to RMB4,135,000. The gross contractual amounts of those receivables acquired amounted to RMB4,135,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to nil.

於收購日期貿易應收款項之公平值達人民幣4,135,000元。於收購日期，該等已收購之其他應收款項之總合約金額達人民幣4,135,000元。於收購日期預期不可收回之合約現金流量之最佳估計為零。

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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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2016
(Continued)

Acquisition of Qiyuan (Continued)

Goodwill arising on acquisition:

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	210,502
Less: Net assets acquired	減：已收購之資產淨值	(5,216)
Add: 49% non-controlling interests [#]	加：49%非控股權益 [#]	2,555
Goodwill arising on acquisition	收購產生之商譽	207,841

[#] Non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

Net cash outflow on acquisition of Qiyuan

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	55,000
Less: cash and cash equivalent balances acquired	減：購入之現金及現金等值項目結餘	(1,452)
		53,548

Included in the profit for the year is approximately RMB62,984,000 profit attributable to the additional business generated by Qiyuan. Revenue for the year includes approximately RMB89,189,000 generated from Qiyuan.

Had the acquisition been completed on 1 January 2016, the total amount of revenue of the Group for the year would have been RMB1,086,532,000, and net profit for the year would have been RMB348,592,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2016, nor is it intended to be a projection of future results.

45. 收購附屬公司／收購一間附屬公司之額外權益 (續)

截至二零一六年十二月三十一日止年度 (續)

收購起源 (續)

收購產生之商譽：

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	210,502
Less: Net assets acquired	減：已收購之資產淨值	(5,216)
Add: 49% non-controlling interests [#]	加：49%非控股權益 [#]	2,555
Goodwill arising on acquisition	收購產生之商譽	207,841

[#] 於收購日期確認之非控股權益乃參考非控股權益按比例分佔被收購者之可識別資產計量

收購起源之現金流出淨額

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	55,000
Less: cash and cash equivalent balances acquired	減：購入之現金及現金等值項目結餘	(1,452)
		53,548

年內溢利包括起源帶來之額外業務所產生之約人民幣62,984,000元之溢利。年內之收益包括由起源產生之約人民幣89,189,000元。

倘收購於二零一六年一月一日完成，年內集團總收入將為人民幣1,086,532,000元，而年內淨溢利則將為人民幣348,592,000元。備考資料僅作說明之用，並非代表在假設收購於二零一六年一月一日完成的情況下本集團可實際獲得的經營收入及業績，亦不代表本集團日後業績的預測。

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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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2016
(Continued)

Acquisition of Leyu

On 24 November 2016, the Group through a structured contract arrangement, acquired a 36% equity interest in the registered capital of Leyu from a third party independent to the Group, at total consideration of RMB661,509,000 of which RMB242,528,000 was satisfied by cash and a share consideration of RMB418,981,000 was satisfied by issuing 541,251,000 shares of the Company, which the fair value of the share consideration was determined using the published price available at the date of the acquisition, amounted to HK\$0.88 per share. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB676,999,000. Leyu is engaged in the online micro-financing P2P service in Mainland China. Goodwill arose in the acquisition of Leyu because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts for the benefit of allowing the Group to leverage the online investment and technology-enabled lending services in the PRC. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising from the acquisition is expected to be deductible for tax purposes.

Consideration transferred

		RMB'000 人民幣千元
Cash	現金	242,528
Shares consideration	股份代價	418,981
		661,509

Minimal acquisition-related cost of the transaction is incurred during the year ended 31 December 2016 and recognised in administrative expenses.

45. 收購附屬公司／收購一間附屬公司之額外權益(續)

截至二零一六年十二月三十一日止年度(續)

收購Leyu

於二零一六年十一月二十四日，本集團透過結構性合約安排向一名獨立於本集團之第三方收購Leyu註冊資本之36%股權，總代價為人民幣661,509,000元，其中人民幣242,528,000元乃以現金支付及股份代價人民幣418,981,000元乃以發行541,251,000股本公司股份支付。其股份代價乃於收購日期採用可獲得發行價釐定，為每股股份0.88港元。是次收購已按收購法入賬。因收購產生之商譽金額為人民幣676,999,000元。Leyu於「在線投資及科技驅動貸款服務」。收購Leyu產生商譽乃因合併成本內含控制權溢價。此外，合併所支付代價實際包括令本集團可利用中國在線投資及科技驅動貸款服務利益之金額。該等利益因不符合可識別無形資產確認條件而並未與商譽分開確認。

該收購產生之商譽預期概不可作稅務扣減。

轉讓代價

於截至二零一六年十二月三十一日止年度內交易產生少許收購相關成本並已於行政開支內確認。

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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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2016
(Continued)

Acquisition of Leyu (Continued)

Assets acquired and liabilities recognised at the date of acquisition are as follows:

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	3,433
Available for sale investments	可供出售投資	869
Trade receivables	貿易應收款	7,400
Prepayments and other receivables	預付賬款及其他應收款項	150,915
Cash and cash equivalents	現金及現金等值項目	63,784
Trade and other payables	貿易及其他應付款項	(137,973)
Tax payables	應付稅項	(27,981)
Provision for financial guarantee	融資擔保撥備	(31,944)
Preference share	優先股	(71,529)
Net liabilities identified	已識別之負債淨額	(43,026)

The fair value of trade receivables at the date of acquisition amounted to RMB7,400,000. The gross contractual amounts of those receivables acquired amounted to RMB7,400,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to nil.

Goodwill arising on acquisition:

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	661,509
Add: Net liabilities acquired	減：已識別之負債淨額	43,026
Less: 64% non-controlling interests*	加：64%非控股權益	(27,536)
Goodwill arising on acquisition	收購產生之商譽	676,999

* Non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interests' proportionate share of the acquiree's identifiable net liabilities.

45. 收購附屬公司／收購一間附屬 公司之額外權益(續)

截至二零一六年十二月三十一日
止年度(續)

收購Leyu(續)

於收購日期購入資產及確認負債如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	3,433
Available for sale investments	可供出售投資	869
Trade receivables	貿易應收款	7,400
Prepayments and other receivables	預付賬款及其他應收款項	150,915
Cash and cash equivalents	現金及現金等值項目	63,784
Trade and other payables	貿易及其他應付款項	(137,973)
Tax payables	應付稅項	(27,981)
Provision for financial guarantee	融資擔保撥備	(31,944)
Preference share	優先股	(71,529)
Net liabilities identified	已識別之負債淨額	(43,026)

於收購日期貿易應收款項之公平值達人民幣7,400,000元。於收購日期，該等已收購之應收款項之總合約金額達人民幣7,400,000元。於收購日期預期不可收回之合約現金流量之最佳估計為零。

收購產生之商譽：

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	661,509
Add: Net liabilities acquired	減：已識別之負債淨額	43,026
Less: 64% non-controlling interests*	加：64%非控股權益	(27,536)
Goodwill arising on acquisition	收購產生之商譽	676,999

* 於收購日期確認之非控股權益乃參考非控股權益於被收購方之可識別負債淨額所佔之比例計量。

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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2016
(Continued)

Acquisition of Leyu (Continued)

Net cash outflow on acquisition of Leyu

45. 收購附屬公司／收購一間附屬 公司之額外權益 (續)

截至二零一六年十二月三十一日
止年度 (續)

收購Leyu (續)

收購Leyu之現金流出淨額

RMB'000
人民幣千元

Cash consideration paid	已付現金代價	242,528
Less: cash and cash equivalent balances acquired	減：購入之現金及現金等值項目結餘	(63,784)
		178,744

Included in the profit for the year is approximately RMB28,772,000 profit attributable to the additional business generated by Leyu. Revenue for the year includes approximately RMB121,045,000 generated from Leyu.

Had the acquisition been completed on 1 January 2016, the total amount of revenue of the Group for the year would have been RMB1,453,489,000, and net profit for the year would have been RMB574,582,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2016, nor is it intended to be a projection of future results.

年內溢利包括Leyu帶來之額外業務所產生之約人民幣28,772,000元之溢利。年內之收益包括由Leyu產生之約人民幣121,045,000元。

倘收購於二零一六年一月一日完成，年內集團總收入將為人民幣1,453,489,000元，而年內淨溢利則將為人民幣574,582,000元。備考資料僅作說明之用，並非代表在假設收購於二零一六年一月一日完成的情況下本集團可實際獲得的經營收入及業績，亦不代表本集團日後業績的預測。

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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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2016
(Continued)

Acquisition of Leyu (Continued)

Acquisition of additional interest in Leyu

On 14 December 2016, the Group acquired additional equity interests of 12% in Leyu from a third party independent to the Group, increasing its ownership interest to 48%, at a consideration of RMB185,455,000 which was satisfied by cash and a share consideration which was satisfied by issuing 172,896,000 shares of the Company, which the fair value of the share consideration was determined using the published price available at the date of the acquisition, amounted to HK\$0.71 per share. The non-controlling interests in Leyu at the acquisition date was measured by reference to the non-controlling interests' proportionate share of the acquiree's identifiable net liabilities at the acquisition date and amounted to RMB5,163,000. A schedule of the effect of acquisition of additional interest is as follow:

45. 收購附屬公司／收購一間附屬 公司之額外權益 (續)

**截至二零一六年十二月三十一日
止年度 (續)**

收購Leyu (續)

收購Leyu之額外權益

於二零一六年十二月十四日，本集團自一名獨立於本集團之第三方收購Leyu之12%額外股權，將其擁有權增至48%，代價為人民幣185,455,000元（將以現金）及股份代價（透過發行172,896,000股本公司股份結付）。股份代價之公平值（採用收購日期可得公開價釐定）為每股股份0.71港元。Leyu於收購日期之非控股權益（參照被收購方於收購日期之可識別淨負債之非控股權益份額計量）為人民幣5,163,000元。收購額外權益之計劃影響如下：

		RMB'000 人民幣千元
Carrying amount of non-controlling interest acquired	已收購非控股權益之賬面值	5,163
Cash consideration for acquisition of additional interest in Leyu	收購於Leyu額外權益之現金代價	77,473
Share consideration for acquisition of additional interest in Leyu	收購於Leyu額外權益之股份代價	107,983
Difference recognised in other reserves within equity	於權益內其他儲備確認之差額	190,619

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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2016
(Continued)

Acquisition of Leyu (Continued)

Put option on selling remaining equity interest to the Group

On 10 October 2016, the Group and the non-controlling shareholders entered into put option contracts. Pursuant to the contracts, the non-controlling shareholders have been granted the right to sell its remaining equity interest at the pre-determined dates if the net profit after tax of Leyu exceeds a profit of RMB120 million in 2017 and/or 2018. The put option will be settled by the Company's shares and the exercise prices are based on pre-defined calculation formula. The put option liabilities on non-controlling interests amounted to RMB276,075,000 are measured at present value of exercise price and are recorded in "Other financial liabilities" on acquisition date.

45. 收購附屬公司／收購一間附屬公司之額外權益(續)

截至二零一六年十二月三十一日止年度(續)

收購Leyu(續)

有關出售餘下股權予本集團之認沽期權

於二零一六年十月十日，本集團與非控股股東訂立認沽期權合約。根據該等合約，非控股股東已獲授權利，可在Leyu之除稅後溢利淨額於二零一七年及／或二零一八年超過溢利人民幣120,000,000元之情況下於預先釐定日期出售其餘下股權。認沽期權將以本公司股份計算及行使價乃根據預先定義的計算公式釐定。有關非控股權益之人民幣276,075,000元認沽期權負債乃按行使價現值計量並於收購日期於「其他金融負債」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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2015

Acquisition of 北京鳳凰

On 28 January 2015, the Group through a structured contract arrangement, acquired 100% equity interest in the registered capital of 北京鳳凰, at a consideration of RMB50,000,000 which was satisfied by cash. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB12,027,000. 北京鳳凰 is engaged in the provision of online P2P platform service.

Goodwill arose in the acquisition of 北京鳳凰 because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit to allow the Group to leverage the P2P loan services in the PRC. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

Consideration transferred

Cash	現金	50,000
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Minimal acquisition-related cost of the transaction is incurred during the year ended 31 December 2015 and recognised in administrative expenses.

45. 收購附屬公司／收購一間附屬公司之額外權益(續)

截至二零一五年十二月三十一日止年度

收購北京鳳凰

於二零一五年一月二十八日，本集團透過結構性合約安排以代價人民幣50,000,000元收購北京鳳凰註冊股本的100%股權，有關代價乃以現金支付。收購已按收購法入賬。因收購產生之商譽為人民幣12,027,000元。北京鳳凰從事提供線上P2P平台服務。

收購北京鳳凰產生商譽乃因合併成本內含控制權溢價。此外，合併所支付代價實際包括令本集團可利用中國P2P貸款服務利益之相關金額。該等利益因不符合可識別無形資產確認條件而並未自商譽獨立確認。

該收購產生之商譽預期概不可作稅務扣減。

轉讓代價

RMB'000
人民幣千元

於截至二零一五年十二月三十一日止年度內交易產生少許收購相關成本並已於行政開支內確認。

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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2015
(Continued)

Acquisition of 北京鳳凰 (Continued)

Assets acquired and liabilities recognised at the date of acquisition are as follows:

		RMB'000 人民幣千元
Intangible assets	無形資產	40,127
Other receivables	其他應收款項	1,706
Cash and cash equivalents	現金及現金等值項目	9,017
Other payables	其他應付款項	(2,796)
Tax payable	應付稅項	(49)
Deferred tax liabilities	遞延稅項負債	(10,032)
Net assets identified	已識別之資產淨值	37,973

The fair value of other receivables at the date of acquisition amounted to RMB1,706,000. The gross contractual amounts of those other receivables acquired amounted to RMB1,706,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to nil.

Goodwill arising on acquisition:

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	50,000
Less: Net assets identified	減：已識別之資產淨值	(37,973)
Goodwill arising on acquisition	收購產生之商譽	12,027

45. 收購附屬公司／收購一間附屬 公司之額外權益 (續)

截至二零一五年十二月三十一日
止年度 (續)

收購北京鳳凰 (續)

於收購日期購入資產及確認負債如下：

		RMB'000 人民幣千元
Intangible assets	無形資產	40,127
Other receivables	其他應收款項	1,706
Cash and cash equivalents	現金及現金等值項目	9,017
Other payables	其他應付款項	(2,796)
Tax payable	應付稅項	(49)
Deferred tax liabilities	遞延稅項負債	(10,032)
Net assets identified	已識別之資產淨值	37,973

於收購日期其他應收款項之公平值達人民幣1,706,000元。於收購日期，該等已收購之其他應收款項之總合約金額達人民幣1,706,000元。於收購日期預期不可收回之合約現金流量之最佳估計為零。

收購產生之商譽：

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	50,000
Less: Net assets identified	減：已識別之資產淨值	(37,973)
Goodwill arising on acquisition	收購產生之商譽	12,027

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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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2015
(Continued)

Net cash outflow on acquisition of 北京鳳凰

Cash consideration paid	已付現金代價	50,000
Less: cash and cash equivalent balances acquired	減：購入之現金及現金等值項目結餘	(9,017)
		40,983

Included in the profit for the year ended 31 December 2015 is approximately RMB5,889,000 profit attributable to the additional business generated by 北京鳳凰. Revenue for the year includes approximately RMB33,245,000 generated from 北京鳳凰.

Had the acquisition been completed on 1 January 2015, the total amount of revenue of the Group for the year ended 31 December 2015 would have been RMB430,172,000, and net profit for the year would have been RMB80,255,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2015, nor is it intended to be a projection of future results.

45. 收購附屬公司／收購一間附屬 公司之額外權益 (續)

截至二零一五年十二月三十一日
止年度 (續)

收購北京鳳凰之現金流出淨額

RMB'000
人民幣千元

截至二零一五年十二月三十一日止年度之溢利包括北京鳳凰帶來之額外業務所產生之約人民幣5,889,000元之溢利。年內之收益包括由北京鳳凰產生之約人民幣33,245,000元。

倘收購於二零一五年一月一日完成，截至二零一五年十二月三十一日止年度之本集團總收入將為人民幣430,172,000元，而年內淨溢利則將為人民幣80,255,000元。備考資料僅作說明之用，而未必代表在假設收購於二零一五年一月一日完成的情況下本集團可實際獲得的經營收入及業績，亦不代表本集團日後業績的預測。

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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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2015
(Continued)

Acquisition of 浙江融牛

On 27 May 2015, the Group acquired 51% equity interest in the registered capital of 浙江融牛, at a consideration of RMB18,000,000 which was satisfied by cash. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB6,943,000. 浙江融牛 is engaged in the provision of online P2P platform service.

Goodwill arose in the acquisition of 浙江融牛 because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit to allow the Group to leverage the P2P loan services in the PRC. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

Consideration transferred

Cash	現金	RMB'000 人民幣千元
		18,000

Minimal acquisition-related cost of the transaction is incurred during the year ended 31 December 2015 and recognised in administrative expenses.

45. 收購附屬公司／收購一間附屬公司之額外權益(續)

截至二零一五年十二月三十一日止年度(續)

收購浙江融牛

於二零一五年五月二十七日，本集團以代價人民幣18,000,000元收購浙江融牛註冊股本的51%股權，有關代價乃以現金支付。收購已按收購法入賬。因收購產生之商譽為人民幣6,943,000元。浙江融牛從事提供線上P2P平台服務。

收購浙江融牛產生之商譽乃因合併成本內含控制權溢價。此外，合併所支付代價實際包括令本集團可利用P2P貸款服務利益之相關金額。該等利益因不符合可識別無形資產確認條件而並未與商譽獨立確認。

該收購產生之商譽預期概不可作稅務扣減。

轉讓代價

		RMB'000 人民幣千元
		18,000

於截至二零一五年十二月三十一日止年度內交易產生少許收購相關成本並已於行政開支內確認。

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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

45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2015
(Continued)

Acquisition of 浙江融牛 (Continued)

Assets acquired and liabilities recognised at the date of acquisition are as follows:

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	20
Prepayments and other receivables	預付款項及其他應收款項	45,307
Cash and cash equivalents	現金及現金等值項目	54
Accruals and other payables	應計費用及其他應付款項	(23,695)
Tax payable	應付稅項	(6)
Net assets identified	已識別之資產淨值	21,680

The fair value of other receivables at the date of acquisition amount to RMB45,296,000. The gross contractual amounts of those other receivables acquired amounted to RMB45,296,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to nil.

Goodwill arising on acquisition:

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	18,000
Less: Net assets identified	減：已識別之資產淨值	(21,680)
Add: 49% non-controlling interests	加：49%非控股權益	10,623
Goodwill arising on acquisition	收購產生之商譽	6,943

45. 收購附屬公司／收購一間附屬 公司之額外權益 (續)

截至二零一五年十二月三十一日
止年度 (續)

收購浙江融牛 (續)

於收購日期購入資產及確認負債如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	20
Prepayments and other receivables	預付款項及其他應收款項	45,307
Cash and cash equivalents	現金及現金等值項目	54
Accruals and other payables	應計費用及其他應付款項	(23,695)
Tax payable	應付稅項	(6)
Net assets identified	已識別之資產淨值	21,680

於收購日期其他應收款項之公平值達人民幣45,296,000元。於收購日期，該等已收購之其他應收款項之總合約金額達人民幣45,296,000元。於收購日期預期不可收回之合約現金流量之最佳估計為零。

收購產生之商譽：

		RMB'000 人民幣千元
Consideration transferred	轉讓代價	18,000
Less: Net assets identified	減：已識別之資產淨值	(21,680)
Add: 49% non-controlling interests	加：49%非控股權益	10,623
Goodwill arising on acquisition	收購產生之商譽	6,943

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45. ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY (Continued)

For the year ended 31 December 2015
(Continued)

Acquisition of 浙江融牛 (Continued)

Net cash outflow on acquisition of 浙江融牛

45. 收購附屬公司／收購一間附屬 公司之額外權益 (續)

截至二零一五年十二月三十一日
止年度 (續)

收購浙江融牛 (續)

收購浙江融牛之現金流出淨額

RMB'000
人民幣千元

Cash consideration paid	已付現金代價	18,000
Less: cash and cash equivalent balances acquired	減：購入之現金及現金等值項目結餘	(54)
		17,946

Non-controlling interests

Non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interests' proportionate share of the acquiree's identifiable net liabilities.

Included in the profit for the year ended 31 December 2015 is approximately RMB5,992,000 loss attributable to the additional business generated by 浙江融牛. Revenue for the year includes approximately RMB1,307,000 generated from 浙江融牛.

Had the acquisition been completed on 1 January 2015, the total amount of revenue of the Group for the year ended 31 December 2015 would have been RMB430,898,000 and net profit for the year would have been RMB98,169,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2015, nor is it intended to be a projection of future results.

非控股權益

於收購日期確認之非控股權益乃參考非控股權益於被收購方之可識別負債淨額所佔之比例計量。

截至二零一五年十二月三十一日止年度之溢利包括浙江融牛帶來之額外業務所產生之約人民幣5,992,000元之虧損。年內之收益包括由浙江融牛產生之約人民幣1,307,000元。

倘收購於二零一五年一月一日完成，截至二零一五年十二月三十一日止年度之本集團總收入將為人民幣430,898,000元，而年內淨溢利則將為人民幣98,169,000元。備考資料僅作說明之用，並非代表在假設收購於二零一五年一月一日完成的情況下本集團可實際獲得的經營收入及業績，亦不代表本集團日後業績的預測。

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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

46. DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2016

During the year, the Group disposed of the entire interest in Upleasing (Hong Kong) Holdings Limited at a consideration of HK\$1 (equivalent to approximately RMB0.8). Gain on disposal of RMB37,000 was recognised in the profit or loss during the year. The transaction resulted in net cash outflow of RMB7,000 upon disposal of the subsidiary.

For the year ended 31 December 2015

On 3 June 2015, the Group entered into a sales agreement to dispose of its 66.25% equity interest in 上海鋒之行, to an independent third party for a total consideration of RMB44,000,000.

The aggregate net assets of the subsidiary disposed of at the date of disposal were as follows:

46. 出售附屬公司

截至二零一六年十二月三十一日止年度

年內，本集團出售其於租上租（香港）控股有限公司之全部股本權益，代價為1港元（相等於約人民幣0.8元）。出售產生之收益人民幣37,000元已於年內損益內確認。該交易導致於出售附屬公司後產生現金流出淨額人民幣7,000元。

截至二零一五年十二月三十一日止年度

於二零一五年六月三日，本集團訂立銷售協議，向獨立第三方出售其於上海鋒之行之66.25%股本權益，總代價為人民幣44,000,000元。

該已出售附屬公司於出售日期之資產淨值總額如下：

		RMB'000 人民幣千元
Plant and equipment	廠房及設備	1,514
Intangible assets	無形資產	475
Loan receivables	應收貸款	24,800
Trade receivables	貿易應收款	401
Prepayment and other receivables	預付款項及其他應收款項	7,855
Amount due from a related company	應收一間關連公司款項	175
Bank balances and cash	銀行結餘及現金	9,298
Accruals and other payables	應計費用及其他應付款項	(3,380)
Amounts due to related companies	應付關連公司款項	(18,909)
Borrowing	借貸	(24,000)
Income tax payables	應付所得稅	(159)
Net liabilities disposed of	出售負債淨值	(1,930)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	
Consideration received and receivable	已收及應收代價	44,000
Net liabilities disposed of	出售負債淨值	1,930
Goodwill	商譽	(5,394)
Fair value of interest retained in available-for-sale investment	於可供出售投資保留權益之公平值	1,941
Non-controlling interests	非控股權益	(386)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	42,091
Net cash inflow arising on disposal	出售產生之現金流出淨額	
Cash consideration received	已收現金代價	44,000
Bank balances and cash disposed of	出售銀行結餘及現金	(9,298)
		34,702

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47. RELATED PARTIES TRANSACTIONS

In addition to those related party information disclosed elsewhere in the consolidated financial statements, the following is a summary of significant related parties transactions:

(a) Significant transactions with related parties

47. 關連人士交易

於本年度內，除綜合財務報表其他部份已披露之該等關連人士資料外，重大關連人士交易概要如下：

(a) 與關連人士進行之重大交易

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Rental expenses paid to 蜂巢(深圳)辦公空間 有限公司	已付租金開支 蜂巢(深圳) 辦公空間 有限公司	(i)	-	337
UCF Holdings Group Limited (formerly known as "China UCF Group Co. Limited") ("UCF Holdings")	先鋒控股集團有限 公司(前稱為 「中國先鋒金融集團 有限公司」) (「先鋒控股」)	(i)	4,841	4,545
Consultancy fee paid to 深圳先鋒產業金融發展 有限公司	已付顧問費深圳先鋒 產業金融發展 有限公司	(i)	-	997

Note:

- (i) These companies are owned by Mr. Zhang Zhenxin, a substantial shareholder of the Company.

附註：

- (i) 該等公司由本公司主要股東張振新先生擁有。

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47. RELATED PARTIES TRANSACTIONS

(Continued)

(b) Significant balances with related parties

47. 關連人士交易 (續)

(b) 與關連人士之重大結餘

Name of related companies	關連公司名稱	2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Vast Well International Limited	浩佳國際有限公司	189,512	189,494
上海鑫珮創業投資管理合夥企業 (有限合夥)	上海鑫珮創業投資管理合夥企業 (有限合夥)	-	8,038
上海鑫珮創業投資管理合夥 企業(有限合夥)	上海鑫珮創業投資管理合夥企業 (有限合夥)	(8,616)	(18,010)
重慶深璟企業管理諮詢有限公司	重慶深璟企業管理諮詢有限公司	(99,565)	(99,580)
重慶潤科股權投資基金合夥企業 (有限合夥)	重慶潤科股權投資基金合夥企業 (有限合夥)	(79,422)	(79,442)
上海鼎慎投資諮詢有限公司	上海鼎慎投資諮詢有限公司	(2,350)	(2,000)
UCF Holdings	先鋒控股	-	(395)
深圳先鋒產業金融發展有限公司 北京分公司	深圳先鋒產業金融發展有限公司 北京分公司	-	(331)

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47. RELATED PARTIES TRANSACTIONS (Continued)

Key management personnel remuneration

Key management personnel represents directors of the Company and five highest paid individuals including directors of the Company. The remuneration of the key management personnel which comprises the directors of the Company only was as follows:

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Short-term benefit	短期福利	9,868	8,836
Post-employment benefits	離職後福利	77	195
Share-based payment expenses	以股份支付之支出	23,983	6,381
		33,928	15,412

The remuneration of directors of the Company and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

48. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2016, certain of the convertible bonds were converted as detailed in note 39.

During the year ended 31 December 2016, the Group acquired the equity interests over Shanghai Jifu, Qiyuan and Leyu by cash consideration and issuance of new shares as detailed in the notes 23 and 45, respectively.

During the year ended 31 December 2015, the Convertible Bond is settled through an issue of the 2015 Convertible Bond.

During the year ended 31 December 2015, the Group has purchased office equipments of approximately RMB2,217,000 under finance leases as disclosed in note 36.

47. 關連人士交易 (續)

主要管理人員的酬金

主要管理人員指本公司董事及除本公司五位最高薪人士(包括董事)。主要管理人員(僅包括本公司董事)之薪酬如下:

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元

本公司董事及主要行政人員之薪酬乃由薪酬委員會根據個人表現及市場趨勢釐定。

48. 主要非現金交易

誠如附註39所詳述，於截至二零一六年十二月三十一日止年度，若干可換股債券乃予以轉換。

誠如附註23及45所詳述，於截至二零一六年十二月三十一日止年度，本集團透過現金代價及發行新股收購上海即富、起源及Leyu之股權。

於截至二零一五年十二月三十一日止年度，可換股債券乃透過發行二零一五年可換股債券償付。

誠如附註36所披露，截至二零一五年十二月三十一日止年度，本集團已按融資租賃購買約人民幣2,217,000元之辦公設備。

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49. SHARE OPTION SCHEME

(a) Pre-IPO Share Option Scheme

Pursuant to the written resolution of the shareholders of the Company on 4 November 2010, the Company has adopted a Pre-IPO Share Option Scheme (the "Pre-IPO Scheme") whereby three executive directors of the Group were granted the rights to subscribe for shares of the Company.

The total number of shares which may be issued upon the exercise of all options granted under the Pre-IPO Scheme is 64,000,000 shares which were granted on 4 November 2010 with subscription price of HK\$0.3125 per share.

The options granted under the Pre-IPO Scheme have vesting period ranging from six to eighteen months commencing from 4 November 2010, being the grant date of the options and the options are exercisable for a period of 5 years. The Company has no legal or contractual obligation to repurchase or settle the options in cash.

No options under the Pre-IPO Scheme were outstanding as at 31 December 2015 and 2016.

(b) Share Option Scheme

The Company has also adopted a share option scheme (the "Share Option Scheme") pursuant to the written resolution of the shareholders on 4 November 2010. The Share Option Scheme will remain in force for a period of 10 years, commencing on 19 November 2010.

The maximum number of shares that may be allotted and issued upon exercise of all options which then has been granted and have yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 30% of the shares in issue from time to time. Unless approved by the shareholders, no option shall be granted to any person which if exercised in full would result in the total number of shares issued and to be issued upon exercise of the share options already granted or to be granted to such person (including exercised and outstanding share options) in the 12-month period up to and including the date of such new grant exceeding 1% of the total number of shares in issue as at the date of such new grant.

49. 購股權計劃

(a) 首次公開發售前購股權計劃

根據本公司股東於二零一零年十一月四日之書面決議案，本公司採納首次公開發售前購股權計劃（「首次公開發售前購股權計劃」），據此，本集團三名執行董事獲授予認購本公司股份之權利。

於行使根據首次公開發售前購股權計劃授出之全部購股權時可能發行之股份總數為64,000,000股，該等購股權乃於二零一零年十一月四日獲授出，每股認購價為0.3125港元。

根據首次公開發售前購股權計劃授出之各購股權有自二零一零年十一月四日（即購股權授出日期）開始之六至十八個月之歸屬期，而購股權於五年期間內可行使。本公司並無法定或合約責任須以現金購買或結算購股權。

於二零一五年及二零一六年十二月三十一日，概無根據首次公開發售前購股權計劃授出購股權。

(b) 購股權計劃

本公司亦已根據二零一零年十一月四日之股東書面決議案採納一項購股權計劃（「購股權計劃」）。購股權計劃由二零一零年十一月十九日起有效期為十年。

於行使根據購股權計劃及本公司任何其他購股權計劃授出及有待行使之所有購股權時可能配發及發行之股份最高數目合計不得超過不時已發行股份之30%。除非獲股東批准，否則倘若悉數行使將引致於截至有關新授出日期（包括該日）至十二個月期間內在行使已授予或將授予任何人士之購股權（包括已行使及尚未行使之購股權）後所發行及將發行之股份總數超過於新授出日期之已發行股份總數之1%，則不得向該人士授予任何購股權。

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49. SHARE OPTION SCHEME (Continued)

(b) Share Option Scheme (Continued)

Share options granted to the Directors, chief executive or substantial shareholders or any of their respective associates is subject to the approval of the Independent Non-executive Directors (“INEDs”). In addition, any grant of share options to a substantial shareholder or an INED or any of their respective associates, in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company’s shares at the date of grant) in excess of HK\$5 million, within any 12-month period, is subject to the approval of the shareholders of the Company in a general meeting.

The exercise price of the share options is determined by the Board, but shall not be less than whichever is the highest of (i) the closing price of the Company’s shares as stated in the Stock Exchange’s daily quotation sheet on the date of offer; (ii) the average closing price of the Company’s shares as stated in the Stock Exchange’s daily quotation sheet for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company’s share.

The offer of a grant of share options under the Share Option Scheme may be accepted within a period as specified in the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The Board may at its discretion determine the minimum period for which the option has to be held or other restrictions before the option can be exercised.

An option under the Share Option Scheme may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board, which must not be more than 10 years from the date of the grant.

49. 購股權計劃 (續)

(b) 購股權計劃 (續)

將購股權授予董事、主要行政人員或主要股東或彼等各自之聯繫人士須經獨立非執行董事（「獨立非執行董事」）批准。此外，於任何十二個月期間內將任何購股權授予主要董事或獨立非執行董事或彼等各自之聯繫人士如超過本公司已發行股份0.1%及總價值超過5,000,000港元（以本公司於授出日期之收市價計算）須經本公司股東於股東大會上批准。

購股權之行使價乃經董事會釐定，惟不得低於下列最高者：(i)本公司股份於要約日期在聯交所每日報價表上所示收市價；(ii)本公司股份於緊接要約日期前五個交易日於聯交所每日報價表所示之平均收市價；及(iii)本公司股份之面值。

根據購股權計劃提呈授予購股權可於提呈具體說明的期間內接納，承授人在接納時須繳付合共1港元象徵式代價。董事會可酌情決定購股權在可予行使前須予持有的最低期間或其他限制。

購股權計劃項下之購股權可根據購股權計劃之條款於董事會釐定之期間（不得超過自授出日期起十年）內隨時予以行使。

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49. SHARE OPTION SCHEME (Continued)

49. 購股權計劃 (續)

(b) Share Option Scheme (Continued)

(b) 購股權計劃 (續)

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價	
			Before adjustment 於調整前	After adjustment 於調整後 (Note) (附註)
11 December 2014 二零一四年十二月十一日	11 December 2014 to 10 December 2015 二零一四年十二月十一日至 二零一五年十二月十日	11 December 2015 to 10 December 2024 二零一五年十二月十一日至 二零二四年十二月十日	HK\$1.814 1.814港元	HK\$0.3628 0.3628港元
	11 December 2014 to 10 December 2016 二零一四年十二月十一日至 二零一六年十二月十日	11 December 2016 to 10 December 2024 二零一六年十二月十一日至 二零二四年十二月十日	HK\$1.814 1.814港元	HK\$0.3628 0.3628港元
	11 December 2014 to 10 December 2017 二零一四年十二月十一日至 二零一七年十二月十日	11 December 2017 to 10 December 2024 二零一七年十二月十一日至 二零二四年十二月十日	HK\$1.814 1.814港元	HK\$0.3628 0.3628港元
	11 December 2014 to 10 December 2018 二零一四年十二月十一日至 二零一八年十二月十日	11 December 2018 to 10 December 2024 二零一八年十二月十一日至 二零二四年十二月十日	HK\$1.814 1.814港元	HK\$0.3628 0.3628港元
8 June 2015 二零一五年六月八日	8 June 2015 to 7 June 2016 二零一五年六月八日至 二零一六年六月七日	8 June 2016 to 7 June 2025 二零一六年六月八日至 二零二五年六月七日	HK\$2.13 2.13港元	HK\$0.426 0.426港元
	8 June 2015 to 7 June 2017 二零一五年六月八日至 二零一七年六月七日	8 June 2017 to 7 June 2025 二零一七年六月八日至 二零二五年六月七日	HK\$2.13 2.13港元	HK\$0.426 0.426港元
	8 June 2015 to 7 June 2018 二零一五年六月八日至 二零一八年六月七日	8 June 2018 to 7 June 2025 二零一八年六月八日至 二零二五年六月七日	HK\$2.13 2.13港元	HK\$0.426 0.426港元
	8 June 2015 to 7 June 2019 二零一五年六月八日至 二零一九年六月七日	8 June 2019 to 7 June 2025 二零一九年六月八日至 二零二五年六月七日	HK\$2.13 2.13港元	HK\$0.426 0.426港元

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49. SHARE OPTION SCHEME (Continued)

49. 購股權計劃 (續)

(b) Share Option Scheme (Continued)

(b) 購股權計劃 (續)

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價	
			Before adjustment 於調整前	After adjustment 於調整後 (Note) (附註)
11 December 2015 二零一五年十二月十一日	11 December 2015 to 10 December 2016 二零一五年十二月十一日至 二零一六年十二月十日	11 December 2016 to 10 December 2025 二零一六年十二月十一日至 二零二五年十二月十日	HK\$3.37 3.37港元	HK\$0.674 0.674港元
	11 December 2015 to 10 December 2017 二零一五年十二月十一日至 二零一七年十二月十日	11 December 2017 to 10 December 2025 二零一七年十二月十一日至 二零二五年十二月十日	HK\$3.37 3.37港元	HK\$0.674 0.674港元
	11 December 2015 to 10 December 2018 二零一五年十二月十一日至 二零一八年十二月十日	11 December 2018 to 10 December 2025 二零一八年十二月十一日至 二零二五年十二月十日	HK\$3.37 3.37港元	HK\$0.674 0.674港元
5 July 2016 二零一六年七月五日	5 July 2016 to 4 July 2017 二零一六年七月五日至 二零一七年七月四日	5 July 2017 to 4 July 2026 二零一七年七月五日至 二零二六年七月四日	HK\$3.49 3.49港元	HK\$0.698 0.698港元
	5 July 2017 to 4 July 2018 二零一七年七月五日至 二零一八年七月四日	5 July 2018 to 4 July 2026 二零一八年七月五日至 二零二六年七月四日	HK\$3.49 3.49港元	HK\$0.698 0.698港元
	5 July 2018 to 4 July 2019 二零一八年七月五日至 二零一九年七月四日	5 July 2019 to 4 July 2026 二零一九年七月五日至 二零二六年七月四日	HK\$3.49 3.49港元	HK\$0.698 0.698港元

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49. SHARE OPTION SCHEME (Continued)

49. 購股權計劃 (續)

(b) Share Option Scheme (Continued)

(b) 購股權計劃 (續)

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價	
			Before adjustment 於調整前	After adjustment 於調整後 (Note) (附註)
8 November 2016 二零一六年十一月八日	8 November 2016 to 7 November 2017 二零一六年十一月八日至 二零一七年十一月七日	8 November 2017 to 7 November 2026 二零一七年十一月八日至 二零二六年十一月七日	HK\$0.98 0.98港元	N/A 不適用
	8 November 2017 to 7 November 2018 二零一七年十一月八日至 二零一八年十一月七日	8 November 2018 to 7 November 2026 二零一八年十一月八日至 二零二六年十一月七日	HK\$0.98 0.98港元	N/A 不適用
	8 November 2018 to 7 November 2019 二零一八年十一月八日至 二零一九年十一月七日	8 November 2019 to 7 November 2026 二零一九年十一月八日至 二零二六年十一月七日	HK\$0.98 0.98港元	N/A 不適用
12 December 2016 二零一六年十二月十二日	12 December 2016 to 11 December 2017 二零一六年十二月十二日至 二零一七年十二月十一日	12 December 2017 to 11 December 2026 二零一七年十二月十二日至 二零二六年十二月十一日	HK\$0.786 0.786港元	N/A 不適用
	12 December 2017 to 11 December 2018 二零一七年十二月十二日至 二零一八年十二月十一日	12 December 2018 to 11 December 2026 二零一八年十二月十二日至 二零二六年十二月十一日	HK\$0.786 0.786港元	N/A 不適用
	12 December 2018 to 11 December 2019 二零一八年十二月十二日至 二零一九年十二月十一日	12 December 2019 to 11 December 2026 二零一九年十二月十二日至 二零二六年十二月十一日	HK\$0.786 0.786港元	N/A 不適用

Note:

The exercise price of the share options is subject to adjustment in case of rights or bonus issue or other similar changes in the Company's share capital. Following the bonus issue which completed on 30 May 2012, the exercise price and the number of the share options outstanding were adjusted accordingly. The exercise price was further adjusted accordingly to the share subdivision as detailed in note 42(c).

附註：

購股權之行使價可就供股或紅股發行或本公司股本之其他類似變動作出調整。於二零一二年五月三十日完成之紅股發行後，尚未行使購股權之行使價及數目已作出相應調整。誠如附註42(c)所詳述，行使價已根據股份拆細作進一步調整。

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49. SHARE OPTION SCHEME (Continued)

(b) Share Option Scheme (Continued)

The following table discloses movements of the Company's share options held by employees (including Directors) and business associates during the year:

For the year ended 31 December 2016

Date of Grant	授出日期	Outstanding as at 1 January 2016 於 二零一六年 一月一日 尚未行使	Granted during the year 於年內授出	Lapsed during the year 於年內失效	Cancelled during the year 於年內註銷	Exercised during the year 於年內行使	Outstanding as at 31 December 2016 於 二零一六年 十二月三十一日 尚未行使
Directors							
	董事						
11 December 2014	二零一四年十二月十一日	22,000,000	-	-	-	-	22,000,000
11 December 2015	二零一五年十二月十一日	20,920,000	-	-	-	-	20,920,000
8 November 2016	二零一六年十一月八日	-	144,000,000	-	-	-	144,000,000
12 December 2016	二零一六年十二月十二日	-	24,000,000	-	-	-	24,000,000
Employees							
	僱員						
11 December 2014	二零一四年十二月十一日	32,700,000	-	(5,500,000)	-	(3,634,000)	23,566,000
8 June 2015	二零一五年六月八日	34,050,000	-	(1,562,500)	-	(5,399,000)	27,088,500
11 December 2015	二零一五年十二月十一日	18,000,000	-	(1,000,000)	-	-	17,000,000
5 July 2016	二零一六年七月五日	-	22,600,000	(200,000)	-	-	22,400,000
12 December 2016	二零一六年十二月十二日	-	43,500,000	-	-	-	43,500,000
Consultant							
	僱問						
11 December 2014	二零一四年十二月十一日	131,500,000	-	-	-	(2,080,000)	129,420,000
11 December 2015	二零一五年十二月十一日	54,000,000	-	-	-	-	54,000,000
5 July 2016	二零一六年七月五日	-	115,000,000	-	-	-	115,000,000
12 December 2016	二零一六年十二月十二日	-	200,000,000	-	-	-	200,000,000
		313,170,000	549,100,000	(8,262,500)	-	(11,113,000)	842,894,500
Exercisable at the end of year	於年末可行使						124,192,500
Weighted average exercise price	加權平均行使價	HK\$0.462港元	HK\$0.815港元	HK\$0.421港元	-	HK\$0.394港元	HK\$0.693港元

49. 購股權計劃 (續)

(b) 購股權計劃 (續)

下表披露於年內僱員 (包括董事) 及業務夥伴所持有之本公司購股權之變動:

截至二零一六年十二月三十一日止年度

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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

49. SHARE OPTION SCHEME (Continued)

49. 購股權計劃 (續)

(b) Share Option Scheme (Continued)

(b) 購股權計劃 (續)

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

Date of Grant	授出日期	Outstanding as at 1 January 2015 於 二零一五年 一月一日 尚未行使	Granted during the year 於年內授出	Lapsed during the year 於年內失效	Cancelled during the year 於年內註銷	Exercised during the year 於年內行使	Outstanding as at 31 December 2015 於 二零一五年 十二月 三十一日 尚未行使	
Directors and employees 董事及僱員								
4 April 2011	二零一一年四月四日	36,000	-	(36,000)	-	-	-	
12 July 2013	二零一三年七月十二日	14,954,000	-	(464,000)	-	(14,490,000)	-	
Directors 董事								
11 December 2014	二零一四年十二月十一日	23,000,000	-	(1,000,000)	-	-	22,000,000	
11 December 2015	二零一五年十二月十一日	-	20,920,000	-	-	-	20,920,000	
Employees 僱員								
11 December 2014	二零一四年十二月十一日	39,300,000	-	(6,600,000)	-	-	32,700,000	
8 June 2015	二零一五年六月八日	-	36,550,000	(2,500,000)	-	-	34,050,000	
11 December 2015	二零一五年十二月十一日	-	18,000,000	-	-	-	18,000,000	
Consultant 顧問								
11 December 2014	二零一四年十二月十一日	131,500,000	-	-	-	-	131,500,000	
11 December 2015	二零一五年十二月十一日	-	54,000,000	-	-	-	54,000,000	
		208,790,000	129,470,000	(10,600,000)	-	(14,490,000)	313,170,000	
Exercisable at the end of year	於年末可行使						46,550,000	
Weighted average exercise price	加權平均行使價							
			HK\$1.7369港元	HK\$3.0199港元	HK\$1.8379港元	-	HK\$0.74港元	HK\$2.31港元

549,100,000 (2015: 129,470,000) share options were granted during the year ended 31 December 2016.

於截至二零一六年十二月三十一日止年度內授出549,100,000份(二零一五年: 129,470,000份)購股權。

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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

49. SHARE OPTION SCHEME (Continued)

(b) Share Option Scheme (Continued)

The fair values of share options granted were calculated using the Black-Scholes option pricing model for the years ended 31 December 2016 and 2015. The inputs into the model were as follows:

		11 December 2014 二零一四年 十二月十一日	8 June 2015 二零一五年 六月八日	11 December 2015 二零一五年 十二月十一日	5 July 2016 二零一六年 七月五日	8 November 2016 二零一六年 十一月八日	12 December 2016 二零一六年 十二月十二日
Exercise price	行使價	HK\$1.814港元	HK\$2.13港元	HK\$3.37港元	HK\$3.49港元	HK\$0.98港元	HK\$0.786港元
Adjusted exercise price	經調整行使價	HK\$0.3628港元	HK\$0.426港元	HK\$0.674港元	HK\$0.698港元	N/A不適用	N/A不適用
Expected volatility	預期波幅	41.71%-42.35%	44.45%-49.47%	48.48%-50.96%	30.23%-50.51%	38.61%-52.79%	44.32%-53.52%
Expected life	預期年期	2-5 years年	2-5 years年	2-4 years年	2.5-10 years年	10 years年	10 years年
Expected dividend yield	預期股息收益	0.676%	0.219%	0.287%	0.264%	0.164%	0.215%
Risk-free rate	無風險利率	0.43%-1.237%	0.48%-1.31%	0.404%-0.895%	0.42%-0.93%	1.12%	1.57%

Expected volatility of the options granted under the Pre-IPO Share Option Scheme and Share Option Scheme was determined by using the historical volatility of the share price of comparable companies and the Company respectively. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

The Group recognised the total expenses of approximately RMB109,986,000 for the year ended 31 December 2016 (2015: RMB43,999,000) in relation to share options granted by the Company.

In the opinion of directors, regarding the share option granted to Company's consultants, the fair value of the service rendered by consultants cannot reliably measured because the nature of services rendered by them includes but not limit to build up investors relationships, enhance corporate strategy and branding etc., which may not have a quantifiable and measurable effect for assessment. Thus, the fair value of the service rendered is by reference to the fair value of share option granted to them and recognised in profit or loss for the years ended 31 December 2016 and 2015 accordingly.

49. 購股權計劃 (續)

(b) 購股權計劃 (續)

於截至二零一六年及二零一五年十二月三十一日止年度內，已授出購股權之公平值乃使用伯力克-舒爾茲期權定價模式計算。輸入該模式之數據如下：

根據首次公開發售前購股權計劃及購股權計劃授出之購股權之預期波幅乃分別採用可資比較公司及本公司之股價之過往波幅而釐定。該模式所採用之預期年期已根據管理層之最佳估計就不可轉讓性、行使限制及行為因素作出調整。

本集團於截至二零一六年十二月三十一日止年度就本公司授出之購股權確認開支總額約人民幣109,986,000元(二零一五年：人民幣43,999,000元)。

董事認為，就本公司顧問獲授之購股權而言，顧問提供服務之公平值無法可靠計量，原因為其提供服務之性質包括但不限於建立投資者關係、提升企業策略及品牌等，其可能並無可量化及可計量之效果以供評估。因此，所提供服務之公平值乃參考彼等獲授購股權之公平值釐定，並相應於截至二零一六年及二零一五年十二月三十一日止年度之損益表確認。

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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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Statement of financial position of the Company at the end of the reporting period is as follows:

50. 有關本公司之財務狀況表之資料

於報告期末本公司之財務狀況表如下：

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes 附註		
Non-current asset	非流動資產		
Investments in subsidiaries	於附屬公司之投資	a	-
			-
Current assets	流動資產		
Prepayments and other receivables	預付賬款及 其他應收款項		1,246
			521
Amounts due from subsidiaries	應收附屬公司款項	c	5,716,177
Amounts due from joint ventures	應收合營企業款項	c	9,981
			8,629
Held-for trading securities	持作買賣證券		20,902
			-
Bank balances and cash	銀行結餘及現金		171,721
			83,396
			5,920,027
			2,477,509
Current liabilities	流動負債		
Accruals	應計費用		8,266
			6,313
Amounts due to subsidiaries	應付附屬公司款項	c	230,654
Amount due to a related company	應付一間 關連公司款項	d	-
			395
Corporate bonds	公司債券		-
			173,719
			238,920
			285,733
Net current assets	流動資產淨值		5,681,107
			2,191,776
Total assets less current liabilities	總資產減流動負債		5,681,107
			2,191,776
Non-current liabilities	非流動負債		
Borrowings	借貸		542,576
			-
Corporate bonds	公司債券		65,265
			60,044
Convertible bonds	可換股債券		1,393,172
			234,098
			2,001,013
			294,142
Net assets	資產淨值		3,680,094
			1,897,634
Capital and reserves	資本及儲備		
Share Capital	股本		358,259
			321,642
Reserves	儲備	b	3,321,835
			1,575,992
Total equity	權益總額		3,680,094
			1,897,634

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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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries

(a) 於附屬公司之投資

		As at 31 December 於十二月三十一日	
		2016 二零一六年	2015 二零一五年
		RMB55 人民幣55元	RMB55 人民幣55元
Unlisted investments, at cost	非上市投資，按成本		

Details of the principal subsidiaries held by the Company as at 31 December 2016 and 2015 are as follows:

於二零一六年及二零一五年十二月三十一日，本公司持有之主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment/operations 註冊成立/成立/ 營業地點及日期	Class of shares held 所持股份類別	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion ownership interest held by the Company 本公司持有的擁有權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	
Ever Step 永階	BVI 7 December 2009 英屬處女群島 二零零九年十二月七日	Ordinary shares 普通股	USD1/USD50,000 1美元/50,000美元	100%	100%	N/A	N/A	Investment holding 投資控股
Media Eagle Investment Limited ("Media Eagle") 鯉駒投資有限公司(「鯉駒」)	Hong Kong 26 September 2012 香港 二零一二年九月二十六日	Ordinary shares 普通股	HKD100/HKD100 100港元/100港元	60%	60%	N/A	N/A	Investment holding 投資控股
High Elite Holdings Limited ("High Elite") 寶機控股有限公司(「寶機」)	Hong Kong 23 February 2011 香港 二零一一年二月二十三日	Ordinary shares 普通股	HKD3,000,000/ HKD3,000,000 3,000,000港元/ 3,000,000港元	N/A 不適用	N/A 不適用	100%	100%	Financial consultancy services 財務諮詢服務
Vigo 雁高	Hong Kong 2 September 2008 香港 二零零八年九月二日	Ordinary shares 普通股	HKD100/HKD100 100港元/100港元	N/A 不適用	N/A 不適用	100%	100%	Money lending business 放債業務
Jovial Lead Limited ("Jovial Lead") 怡利有限公司(「怡利」)	BVI 10 June 2011 英屬處女群島 二零一一年六月十日	Ordinary shares 普通股	USD1/USD50,000 1美元/50,000美元	N/A 不適用	N/A 不適用	100%	100%	Investment holding 投資控股

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50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

Details of the principal subsidiaries held by the Company as at 31 December 2016 and 2015 are as follows:
(Continued)

(a) 於附屬公司之投資 (續)

於二零一六年及二零一五年十二月三十一日，本公司持有之主要附屬公司之詳情如下：(續)

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment/operations 註冊成立/成立/ 營業地點及日期	Class of shares held 所持股份類別	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion ownership interest held by the Company 本公司持有的擁有權權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2016	2015	2016	2015	
				二零一六年	二零一五年	二零一六年	二零一五年	
峻岭物業顧問(上海)有限公司 (Note (ii))	The PRC 5 May 1998	Registered capital	USD3,600,000/ USD3,600,000	N/A	N/A	100%	100%	Financial consultancy services and entrusted loans business
峻岭物業顧問(上海)有限公司 (附註(ii))	中國 一九九八年五月五日	註冊資本	3,600,000美元/ 3,600,000美元	不適用	不適用			財務諮詢服務及委託貸款業務
上海銀通 (Notes (i) & (iii))	The PRC 11 June 2003	Registered capital	RMB40,000,000/ RMB40,000,000	N/A	N/A	100%	100%	Pawn loans business
上海銀通(附註(i)及(iii))	中國 二零零三年六月十一日	註冊資本	人民幣40,000,000元/ 人民幣40,000,000元	不適用	不適用			典當貸款業務
深岩投資諮詢(上海)有限公司 (Note (ii))	The PRC 15 September 2011	Registered capital	RMB2,300,000/ RMB2,300,000	N/A	N/A	100%	100%	Financial consultancy services
深岩投資諮詢(上海)有限公司 (附註(ii))	中國 二零一一年九月十五日	註冊資本	人民幣2,300,000元/ 人民幣2,300,000元	不適用	不適用			財務諮詢服務
嘉願投資諮詢(上海)有限公司 ("上海嘉願") (Note (ii))	The PRC 19 July 2011	Registered capital	RMB2,300,000/ RMB2,300,000	N/A	N/A	70%	70%	Financial consultancy services
嘉願投資諮詢(上海)有限公司 ("上海嘉願") (附註(ii))	中國 二零一一年七月十九日	註冊資本	人民幣2,300,000元/ 人民幣2,300,000元	不適用	不適用			財務諮詢服務
上海深隆商務諮詢有限公司 (Note (i))	The PRC 15 November 2012	Registered capital	RMB258,500,000/ RMB300,000,000	N/A	N/A	100%	100%	Investment property holding
上海深隆商務諮詢有限公司 (附註(i))	中國 二零一二年十一月十五日	註冊資本	人民幣258,500,000元/ 人民幣300,000,000元	不適用	不適用			投資物業持有
深環商務諮詢(上海)有限公司 (Note (i))	The PRC 10 November 2011	Registered capital	RMB500,000/ RMB500,000	N/A	N/A	100%	100%	Financial consultancy services
深環商務諮詢(上海)有限公司 (附註(i))	中國 二零一一年十一月十日	註冊資本	人民幣500,000元/ 人民幣500,000元	不適用	不適用			財務諮詢服務

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50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

Details of the principal subsidiaries held by the Company as at 31 December 2016 and 2015 are as follows:
(Continued)

(a) 於附屬公司之投資 (續)

於二零一六年及二零一五年十二月三十一日，本公司持有之主要附屬公司之詳情如下：(續)

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment/operations 註冊成立/成立/ 營業地點及日期	Class of shares held 所持股份類別	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion ownership interest held by the Company 本公司持有的擁有權權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	
上海峻屹商務諮詢有限公司(Note (i))	The PRC 19 November 2012	Registered capital	RMB60,000,000/ RMB60,000,000	N/A	N/A	100%	100%	Entrusted loan financing services 委託貸款融資服務
上海峻屹商務諮詢有限公司 (附註(i))	中國 二零一二年十一月十九日	註冊資本	人民幣60,000,000元/ 人民幣60,000,000元	不適用	不適用			
上海嘉震商務諮詢有限公司 ("上海嘉震")(Note (ii))	The PRC 15 November 2012	Registered capital	RMB500,000/ RMB500,000	N/A	N/A	70%	70%	Financial consultancy services 財務諮詢服務
上海嘉震商務諮詢有限公司 (「上海嘉震」)(附註(ii))	中國 二零一二年十一月十五日	註冊資本	人民幣500,000元/ 人民幣500,000元	不適用	不適用			
UCF	Hong Kong 23 December 2011	Ordinary shares	HKD10,000/ HKD10,000	N/A	N/A	100%	100%	Investment holding
先鋒	香港 二零一一年十二月二十三日	普通股	10,000港元/ 10,000港元	不適用	不適用			投資控股
合肥建信(Note (iii))	The PRC 20 October 2010	Registered capital	RMB40,000,000/ RMB40,000,000	N/A	N/A	100%	100%	Microfinance services 小額貸款服務
合肥建信(附註(iii))	中國 二零一零年十月二十日	註冊資本	人民幣40,000,000元/ 人民幣40,000,000元	不適用	不適用			
大連先鋒匯通投資諮詢有限公司 (Note (iv))	The PRC 1 August 2012	Registered capital	RMB630,120/ RMB630,120	N/A	N/A	100%	100%	Investment holding
大連先鋒匯通投資諮詢有限公司 (附註(iv))	中國 二零一二年八月一日	註冊資本	人民幣630,120元/ 人民幣630,120元	不適用	不適用			投資控股
先鋒支付(Notes (i) & (iii))	The PRC 12 July 2007	Registered capital	RMB10,000,000/ RMB10,000,000	N/A	N/A	100%	100%	Investment holding
先鋒支付(附註(i)及(iii))	中國 二零零七年七月十二日	註冊資本	人民幣10,000,000元/ 人民幣10,000,000元	不適用	不適用			投資控股
上海華勤商務諮詢有限公司 (Note (v))	The PRC 28 November 2012	Registered capital	RMB100,000/ RMB100,000	N/A	N/A	100%	100%	Financial consultancy services 財務諮詢服務
上海華勤商務諮詢有限公司 (附註(v))	中國 二零一二年十一月二十八日	註冊資本	人民幣100,000元/ 人民幣100,000元	不適用	不適用			

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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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

Details of the principal subsidiaries held by the Company as at 31 December 2016 and 2015 are as follows:
(Continued)

(a) 於附屬公司之投資 (續)

於二零一六年及二零一五年十二月三十一日，本公司持有之主要附屬公司之詳情如下：(續)

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment/operations 註冊成立/成立/ 營業地點及日期	Class of shares held 所持股份類別	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Proportion ownership interest held by the Company 本公司持有的擁有權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	
深圳壹房壹貸信息技術服務有限公司 (Note (ii))	The PRC 14 March 2014	Registered capital	RMB9,922,500/ RMB12,500,000	N/A	N/A	100%	100%	Online investment and technology-enabled lending services
深圳壹房壹貸信息技術服務有限公司 (附註(ii))	中國 二零一四年三月十四日	註冊資本	人民幣9,922,500元/ 人民幣12,500,000元	不適用	不適用			在線投資及科技驅動貸款服務
浙江甬貸投資諮詢有限公司 (“浙江甬貸”) (Note (i))	The PRC 24 October 2014	Registered capital	RMB10,000,000/ RMB10,000,000	N/A	N/A	51%	51%	Financial consultancy services
浙江甬貸投資諮詢有限公司 (“浙江甬貸”) (附註(i))	中國 二零一四年十月二十四日	註冊資本	人民幣10,000,000元/ 人民幣10,000,000元	不適用	不適用			財務諮詢服務
北京鳳凰 (Note (i) & (iii))	The PRC 23 May 2012	Registered capital	RMB50,000,000/ RMB50,000,000	N/A	N/A	100%	100%	Online investment and technology-enabled lending services
北京鳳凰 (附註(i)及(iii))	中國 二零一二年五月二十三日	註冊資本	人民幣50,000,000元/ 人民幣50,000,000元	不適用	不適用			在線投資及科技驅動貸款服務
浙江融牛 (Note (i))	The PRC 4 June 2013	Registered capital	RMB21,000,000/ RMB21,000,000	N/A	N/A	51%	51%	Online investment and technology-enabled lending services
浙江融牛 (附註(i))	中國 二零一三年六月四日	註冊資本	人民幣21,000,000元/ 人民幣21,000,000元	不適用	不適用			在線投資及科技驅動貸款服務
深圳起源天下科技有限公司 (Note (iii))	The PRC 24 November 2014	Registered capital	RMB5,000,000/ RMB5,000,000	N/A	N/A	51%	51%	Provision of mobile gaming service
深圳起源天下科技有限公司 (附註(iii))	中國 二零一四年十一月二十四日	註冊資本	人民幣5,000,000元/ 人民幣5,000,000元	不適用	不適用			提供手機遊戲服務
北京掌眾軟件技術有限責任公司 (Note (iii))	The PRC 5 January 2011	Registered capital	USD700,000/ USD1,000,000	N/A	N/A	48%	Nil	Provision of online microfinance service
北京掌眾軟件技術有限責任公司 (附註(iii))	中國 二零一一年一月五日	註冊資本	700,000美元/ 1,000,000美元	不適用	不適用			提供網上小額融資服務

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綜合財務報表附註

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50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

(a) Investments in subsidiaries (Continued)

Details of the principal subsidiaries held by the Company as at 31 December 2016 and 2015 are as follows:
(Continued)

Notes:

- (i) These entities were established in the PRC as domestic companies.
- (ii) These entities were established in the PRC as wholly foreign-owned enterprises.
- (iii) No equity interests were held by the Company. The Company has control over the subsidiaries through the structured contracts.

In the opinion of the directors of the Company, the subsidiaries of the Company listed in the above table principally affected the results, assets and liabilities of the Group. To give details of other subsidiaries would result in particular of excessive length.

None of the subsidiaries had any debt securities issued subsisting at the end of both years or any time during both years.

50. 有關本公司之財務狀況表之資料 (續)

(a) 於附屬公司之投資 (續)

於二零一六年及二零一五年十二月三十一日，本公司持有之主要附屬公司之詳情如下：(續)

附註：

- (i) 該等實體均為於中國成立的內資公司。
- (ii) 該等實體均為於中國成立的外商獨資企業。
- (iii) 本公司並無持有股本權益。本公司透過結構性合約控制附屬公司。

本公司董事認為，上表所列之本公司附屬公司主要影響本集團之業績、資產及負債。提供其他附屬公司之詳情將導致內容過於冗長。

概無附屬公司擁有任何於兩個年度末或兩個年度內任何時間存在之已發行債務證券。

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綜合財務報表附註

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50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資 (續)

Composition of the Group

本集團構成

Information about the composition of the Group other than the principal subsidiaries disclose above at the end of the reporting period is as follows:

於報告期末，本集團構成（不包括上文披露之主要附屬公司）之資料如下：

Principal activities 主要業務	Places of incorporation and operation 註冊成立及營業地點	Number of wholly-owned subsidiaries 全資附屬公司數目	
		2016 二零一六年	2015 二零一五年
Investment holding 投資控股	Hong Kong 香港	26	22
	BVI 英屬處女群島	31	21
	The PRC 中國	17	6
Financial consultancy services 財務諮詢服務	The PRC 中國	7	5
Third party payment services 第三方支付服務	The PRC 中國	1	1
Online investment and technology- enabled lending services 在線投資及科技驅動貸款服務	The PRC 中國	2	2
		84	57

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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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資 (續)

Composition of the Group (Continued)

本集團構成 (續)

Principal activities 主要業務	Places of incorporation and operation 註冊成立及營業地點	Number of non-wholly owned subsidiaries 非全資附屬公司數目	
		2016 二零一六年	2015 二零一五年
Investment holding 投資控股	Hong Kong 香港	5	3
	BVI 英屬處女群島	3	–
	The PRC 中國	7	–
Financial consultancy service 財務諮詢服務	The PRC 中國	2	2
Online investment and technology-enabled lending service 在線投資及科技驅動貸款服務	The PRC 中國	3	2
Mobile gaming service 手機遊戲服務	The PRC 中國	1	–
		21	7

Details of non-wholly owned subsidiaries that have material non-controlling interests to the Group are disclosed below.

對本集團擁有重大非控股權益之非全資附屬公司之詳情披露於下文。

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綜合財務報表附註

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50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

(a) 於附屬公司之投資 (續)

擁有重大非控股權益之非全資附屬公司之詳情

下表顯示本集團擁有重大非控股權益之非全資附屬公司之詳情：

Name of subsidiaries 附屬公司名稱	Places of incorporation/ establishment/ operations 註冊成立/ 成立/營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有的擁有權益及投票權比例		Profit (loss) allocated to non-controlling interests 分配至非控股權益的溢利(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
				RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Qiyuan 起源	The PRC 中國	49%	-	30,817	-	33,372	-
Leyu Leyu	The PRC 中國	52%	-	14,961	-	(7,412)	-
浙江融牛 浙江融牛	The PRC 中國	49%	49%	(663)	(766)	9,403	10,066
Individual immaterial subsidiaries with non-controlling interests 擁有非控股權益的個別非重大附屬公司				(3,990)	(4,799)	10,374	14,310
Total 總計				41,125	(5,565)	45,737	24,376

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綜合財務報表附註

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50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Leyu

(a) 於附屬公司之投資 (續)

有關擁有重大非控股權益之本集團各附屬公司之財務資料概要載列如下。下文概述之財務資料為於集團內部抵銷前之金額。

Leyu

As at
31 December
2016
於二零一六年
十二月三十一日
RMB'000
人民幣千元

Current assets	流動資產	284,951
Non-current assets	非流動資產	4,319
Current liabilities and total liabilities	流動負債及負債總額	(303,523)
Equity attributable to owners of the Company	本公司擁有人應佔權益	(6,841)
Non-controlling interests	非控股權益	(7,412)

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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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

Leyu (Continued)

(a) 於附屬公司之投資 (續)

Leyu (續)

		25 November 2016 to 31 December 2016 二零一六年 十一月二十五日至 二零一六年 十二月三十一日 RMB'000 人民幣千元
Revenue	收入	121,045
Expenses	開支	(92,273)
Profit and total comprehensive income for the year	年度溢利及全面收入總額	28,772
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	13,811
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	14,961
		28,772
Net cash inflow from operating activities	經營活動之現金流入淨額	44,112
Net cash inflow from investing activities	投資活動之現金流入淨額	15,562
Net cash outflow from financing activities	融資活動之現金流出淨額	-
Net cash inflow	現金流入淨額	59,674

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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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

Qiyuan

(a) 於附屬公司之投資 (續)

起源

As at
31 December
2016
於二零一六年
十二月三十一日
RMB'000
人民幣千元

Current assets	流動資產	57,141
Non-current assets	非流動資產	89,066
Current liabilities and total liabilities	流動負債及負債總額	(78,101)
Equity attributable to owners of the Company	本公司擁有人應佔權益	34,734
Non-controlling interests	非控股權益	33,372

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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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued) *Qiyuan (Continued)*

(a) 於附屬公司之投資 (續) *起源 (續)*

		21 April 2016 to 31 December 2016 二零一六年 四月二十一日至 二零一六年 十二月三十一日 RMB'000 人民幣千元
Revenue	收入	89,189
Expenses	開支	(26,298)
Profit and total comprehensive income for the year	年度溢利及全面收入總額	62,891
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	32,074
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	30,817
		62,891
Net cash inflow from operating activities	經營活動之現金流入淨額	94,136
Net cash outflow from investing activities	投資活動之現金流出淨額	(68,631)
Net cash outflow from financing activities	融資活動之現金流出淨額	(3,614)
Net cash inflow	現金流入淨額	21,891

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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

浙江融牛

(a) 於附屬公司之投資 (續)

浙江融牛

As at 31 December

於十二月三十一日

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

Current assets	流動資產	18,854	20,683
Non-current assets	非流動資產	345	20
Current liabilities and total liabilities	流動負債及負債總額	(8)	(159)
Equity attributable to owners of the Company	本公司擁有人應佔權益	9,788	10,478
Non-controlling interests	非控股權益	9,403	10,066

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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(a) Investments in subsidiaries (Continued)

浙江融牛 (Continued)

(a) 於附屬公司之投資 (續)

浙江融牛 (續)

		1 January to 31 December 2016 二零一六年 一月一日至 十二月三十一日 RMB'000 人民幣千元	27 May 2015 to 31 December 2015 二零一五年 五月二十七日至 二零一五年 十二月三十一日 RMB'000 人民幣千元
Revenue	收入	1,413	1,307
Expenses	開支	(2,766)	(2,869)
Loss and total comprehensive expenses for the year	年度虧損及全面開支總額	(1,353)	(1,562)
Loss and total comprehensive expenses attributable to owners of the Company	本公司擁有人應佔虧損及全面開支總額	(690)	(796)
Loss and total comprehensive expenses attributable to the non-controlling interests	非控股權益應佔虧損及全面開支總額	(663)	(766)
		(1,353)	(1,562)
Net cash (outflow) inflow from operating activities	經營活動之現金 (流出) 流入淨額	(949)	11,996
Net cash outflow from investing activities	投資活動之現金流出淨額	(354)	(9,043)
Net cash inflow from financing activities	融資活動之現金流入淨額	-	739
Net cash (outflow) inflow	現金 (流出) 流入淨額	(1,303)	3,692

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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(b) Reserves of the Company

(b) 本公司之儲備

		Share premium	Accumulated losses	Exchange reserve	Share-based payment reserve	Equity component of convertible bond	Total
		股份溢價	累計虧損	匯兌儲備	以股份支付款項儲備	可換股債券之權益部份	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於二零一五年一月一日	688,395	(110,963)	(18,601)	6,804	-	565,635
Loss for the year	年度虧損	-	(68,069)	-	-	-	(68,069)
Other comprehensive income	其他全面收入	-	-	37,894	-	-	37,894
Total comprehensive income (expenses) for the year	年度全面收入(開支)總額	-	(68,069)	37,894	-	-	(30,175)
Issue of shares under placing (Note 42(a))	根據配售發行股份(附註42(a))	992,525	-	-	-	-	992,525
Share issue expenses	股份發行開支	(14,774)	-	-	-	-	(14,774)
Issue of shares upon exercise of share options (Note 42(b))	於行使購股權時發行股份(附註42(b))	10,604	-	-	(3,304)	-	7,300
Recognition of equity-settled share based payments	確認按權益結算以股份支付款項	-	-	-	43,999	-	43,999
Recognition of equity component of convertible bond	確認可換股債券之權益部分	-	-	-	-	23,206	23,206
Dividend recognised as distribution (Note 16)	確認為分派之股息(附註16)	(11,724)	-	-	-	-	(11,724)
Lapsed of share options	購股權失效	-	199	-	(199)	-	-
At 31 December 2015	於二零一五年十二月三十一日	1,665,026	(178,833)	19,293	47,300	23,206	1,575,992

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

50. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 有關本公司之財務狀況表之資料 (續)

(b) Reserves of the Company (Continued)

(b) 本公司之儲備 (續)

		Share premium	Accumulated losses	Exchange reserve	Share-based payment reserve	Consideration payables reserve	Equity component of convertible bonds	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2016	於二零一六年一月一日	1,665,026	(178,833)	19,293	47,300	-	23,206	1,575,992
Loss for the year	年度虧損	-	(91,631)	-	-	-	-	(91,631)
Other comprehensive income	其他全面收入	-	-	179,086	-	-	-	179,086
Total comprehensive income (expenses) for the year	年度全面收入(開支)總額	-	(91,631)	179,086	-	-	-	87,455
Issue of shares upon exercise of share options (Note 42(d))	於行使購股權時發行股份(附註42(d))	22,696	-	-	(4,530)	-	-	18,166
Recognition of equity-settled share based payments	確認按權益結算以股份支付款項	-	-	-	109,986	-	-	109,986
Recognition of equity component of convertible bond (Note 39)	確認可換股債券之權益部分(附註39)	-	-	-	-	-	147,634	147,634
Conversion of convertible bonds (Note 42(g))	轉換可換股債券(附註42(g))	51,856	-	-	-	-	(5,257)	46,599
Lapsed of share options	購股權失效	-	1,477	-	(1,477)	-	-	-
Acquisition of subsidiaries (Note 42(e) and 45)	收購附屬公司(附註42(e)及45)	409,459	-	-	-	155,502	-	564,961
Acquisition of additional interest in a subsidiary (Note 42(e))	收購一間附屬公司之額外權益(附註42(e))	104,941	-	-	-	-	-	104,941
Acquisition of an associate (Note 42(f))	收購一間聯營公司(附註42(f))	666,101	-	-	-	-	-	666,101
At 31 December 2016	於二零一六年十二月三十一日	2,920,079	(268,987)	198,379	151,279	155,502	165,583	3,321,835

(c) Amounts due from (to) subsidiaries/joint ventures

The amounts are unsecured, interest-free and repayable on demand.

(d) Amount due to a related company

The amount is due to a company owned by Mr. Zhang Zhenxin, a major shareholder of the Company, which is unsecured, interest-free and repayable on demand.

(c) 應收(應付)附屬公司/合營企業款項

該等款項為無抵押、免息及須於要求時償還。

(d) 應付一間關連公司款項

應付一間由本公司主要股東張振新先生擁有之公司款項為無抵押、免息及須於要求時償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

51. EVENT AFTER THE REPORTING PERIOD

(a) Agreement to acquire a 51% equity interest in Amigo Technologies Joint Stock Company (the “Target”)

On 30 November 2016, the Group entered into a share subscription agreement with the Target, a third party independent to the Group to acquire 51% interest in the Target which owns. Pursuant to the agreement, the Group has conditionally agreed to subscribe for, and the Target has conditionally agreed to allot and issue shares of the Target, representing approximately 51% of the enlarged issued share capital of the Target to the Group at a cash consideration of VND286,588,125,000 (equivalent to approximately RMB88,373,000). The transaction has been completed on 25 January 2017. Because the acquisition of the Target was effect shortly before the date of approval of these consolidated financial statements, it is not practicable to disclose further details about the acquisition.

Details of which are set out in the Company’s announcements dated 20 November 2016 and 18 May 2016, respectively.

(b) Share Purchase Agreement to subscribe for 68,639 Series A Preferred Shares in BitFury Group

On 25 January 2017, the Group and BitFury Group, a third party independent to the Group, agreed to revise certain terms of the Share Purchase Agreement dated 3 May 2016. Pursuant to the agreement, the Company has conditionally agreed to acquire, and BitFury Group has conditionally agreed to issue, 68,639 Series A Preferred Shares in BitFury Group, at a consideration US\$10,000,015.91 (approximately RMB69,490,000), representing less than 1% of the enlarged equity share, to be paid by issuing a total of 124,397,247 consideration shares. The transaction has been completed on 26 January 2017.

Details of which are set out in the Company’s announcements dated 26 January 2017 and 3 May 2016, respectively.

51. 報告期後事項

(a) 收購Amigo Technologies Joint Stock Company (「目標公司」) 之51%股權之協議

於二零一六年十一月三十日，本集團與目標公司（獨立於本集團之第三方）就收購目標公司擁有之51%股權訂立一份股份認購協議。根據該協議，本集團已有條件同意認購，而目標公司已有條件同意向本集團配發及發行目標公司之股份，相當於目標公司之經擴大已發行股本約51%，現金代價為286,588,125,000越南盾（相等於約人民幣88,373,000）。該交易已於二零一七年一月二十五日完成。由於收購目標公司乃於批准該等綜合財務報表日期前不久生效，故披露有關該收購之進一步詳情並不可行。

有關詳情分別載於本公司日期為二零一六年十一月二十日及二零一六年五月十八日之公告。

(b) 認購68,639股BitFury Group之A系列優先股之股份購買協議

於二零一七年一月二十五日，本集團與BitFury Group（一名獨立於本集團之第三方）協定修訂日期為二零一六年五月三日之股份購買協議之若干條款。根據該協議，本公司已有條件同意收購，而BitFury Group已有條件同意發行BitFury Group之68,639股A系列優先股，代價為10,000,015.91美元（約人民幣69,490,000元），相當於少於1%之經擴大權益股份，將透過發行合共124,397,247股代價股份支付。該交易已於二零一七年一月二十六日完成。

有關詳情分別載於本公司日期為二零一七年一月二十六日及二零一六年五月三日之公告。

Financial Summary

財務概要

A summary of the Group's results for the last five financial years and the assets and liabilities of the Group as at 31 December 2016, 2015, 2014, 2013 and 2012, as extracted from the published audited financial statements for the years ended 31 December 2016, 2015, 2014, 2013 and 2012, is set out below. The amounts set out in this financial summary are prepared as if the current structure of the Group had been in existence throughout the years presented.

下表載列本集團過去五個財政年度業績及本集團於二零一六年、二零一五年、二零一四年、二零一三年及二零一二年十二月三十一日的資產及負債概要，乃摘錄自己發表截至二零一六年、二零一五年、二零一四年、二零一三年及二零一二年十二月三十一日止年度經審核財務報表。此財務概要所載數額乃以猶如本集團現有架構於所呈報年度內經已存在而編製。

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
RESULTS	業績					
Turnover	營業額	1,075,677	429,590	374,068	269,728	302,422
Net interest income	利息收入淨額	138,751	44,938	83,261	108,454	112,100
Financial consultancy service income	財務諮詢服務收入	53,053	37,650	66,597	123,452	170,895
Third party payment service income	第三方支付服務收入	189,983	128,148	60,665	-	-
Online investment and technology-enabled lending service income	在線投資及科技驅動的貸款服務收入	366,517	112,546	24,822	-	-
Mobile gaming service income	移動遊戲服務收入	89,189	-	-	-	-
Gain on transfer of rights on interests on loan receivables	轉讓應收貸款利息權利之收益	-	4,778	46,304	-	-
		837,493	328,060	281,649	231,906	282,995
Other income	其他收入	26,949	24,427	18,810	20,492	17,537
Other gains and losses	其他收益及虧損	4,414	7,586	-	-	-
Handling charges of third party payment service	第三方支付服務之手續費	(24,885)	(28,911)	(10,154)	-	-
Administrative and other operating expenses	行政及其他經營開支	(350,050)	(200,887)	(189,776)	(113,213)	(68,548)
Loss on deemed disposal of subsidiaries	視作出售附屬公司之虧損	-	-	-	(1,525)	-
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損	(2,029)	-	-	-	-
Gain on disposal of subsidiaries	出售附屬公司之收益	37	42,091	6,068	-	-
Loss on disposal of joint ventures	出售合營企業之虧損	-	-	(56)	-	-
Loss on disposal of an associate	出售一間聯營公司之虧損	(797)	-	-	-	-
Change in fair value of investment property	投資物業之公平值變動	-	(1,000)	10,239	75,677	-
Change in fair value of derivative and embedded derivative components of convertible bond and exchangeable bond	衍生工具以及可換股債券及可交換債券之內含衍生工具部份之公平值變動	(208)	(7,877)	394	(420)	(2,788)
Share-based payment expenses	以股份支付款項開支	(109,986)	(43,999)	(4,790)	(5,464)	(2,888)
Share of results of associates	應佔聯營公司業績	45,747	6,024	(672)	(1,960)	(1,015)
Share of results of joint ventures	應佔合營企業業績	-	(6,230)	(1,945)	1,508	449
Loss on early redemption of corporate bonds	提早贖回公司債券之虧損	-	-	-	-	(2,466)
Profit before tax	除稅前溢利	426,685	119,284	101,315	206,533	223,276
Income tax	所得稅	(84,438)	(39,243)	(35,057)	(51,768)	(59,002)
Profit for the year	年度溢利	342,247	80,041	66,258	154,765	164,274
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	301,122	85,606	58,194	141,247	149,534
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	8,862,513	4,871,701	2,671,727	2,311,551	1,321,040
Total liabilities	總負債	4,620,933	(2,239,115)	(1,252,299)	(1,017,126)	(564,009)
Net assets	資產淨值	4,241,580	2,632,586	1,419,428	1,294,425	757,031

Summary of Investment Property

投資物業概要

Particulars of investment property held by the Group as at 31 December 2016 is as follows:

於二零一六年十二月三十一日，本集團所持有之投資物業詳情如下：

Property 物業	Use 用途	Group Interest 本集團權益	Category of the lease 租賃類別
Nos. 518-686 Sichuan North Road, Hongkou District, Shanghai The PRC	Commercial	100%	Medium term lease
中國 上海 虹口區 四川北路 518-686號	商業	100%	中期租賃



中國信貸科技
CREDIT CHINA FINTECH

Credit China FinTech Holdings Limited
中國信貸科技控股有限公司