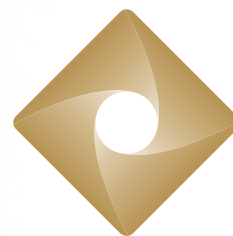


BRILLIANT CIRCLE HOLDINGS INTERNATIONAL LIMITED
貴聯控股國際有限公司

(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：1008



2015

年報 Annual Report



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Corporate information

公司資料

DIRECTORS

Executive Directors

Mr. Cai Xiao Ming, David (*Chairman*)
Mr. Qin Song (*Vice-Chairman and Chief Executive Officer*)
Mr. Peng Guoyi

Non-Executive Director

Ms. Li Li

Independent Non-Executive Directors

Mr. Lam Ying Hung, Andy
Mr. Lui Tin Nang
Mr. Siu Man Ho, Simon

COMPANY SECRETARY

Mr. Chung Tat Hung

AUDIT COMMITTEE

Mr. Lui Tin Nang (*chairman of the audit committee*)
Mr. Lam Ying Hung, Andy
Mr. Siu Man Ho, Simon
Ms. Li Li

REMUNERATION COMMITTEE

Mr. Lam Ying Hung, Andy
(*chairman of the remuneration committee*)
Mr. Siu Man Ho, Simon
Mr. Lui Tin Nang
Ms. Li Li

NOMINATION COMMITTEE

Mr. Siu Man Ho, Simon
(*chairman of the nomination committee*)
Mr. Lam Ying Hung, Andy
Mr. Lui Tin Nang
Mr. Qin Song
Ms. Li Li

AUTHORISED REPRESENTATIVES

Mr. Peng Guoyi
Mr. Chung Tat Hung

AUDITOR

Deloitte Touche Tohmatsu

董事

執行董事

蔡曉明先生(主席)
欽松先生(副主席及行政總裁)
彭國意先生

非執行董事

李莉女士

獨立非執行董事

林英鴻先生
呂天能先生
蕭文豪先生

公司秘書

鍾達鴻先生

審核委員會

呂天能先生(審核委員會主席)
林英鴻先生
蕭文豪先生
李莉女士

薪酬委員會

林英鴻先生
(薪酬委員會主席)
蕭文豪先生
呂天能先生
李莉女士

提名委員會

蕭文豪先生
(提名委員會主席)
林英鴻先生
呂天能先生
欽松先生
李莉女士

授權代表

彭國意先生
鍾達鴻先生

核數師

德勤•關黃陳方會計師行

Corporate information 公司資料

PRINCIPAL BANKERS

Hang Seng Bank Limited
China Construction Bank (Asia) Corporation Limited
Far Eastern International Bank

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 609
Grand Cayman KY1-1107
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

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1201, 12/F
AXA Centre
151 Gloucester Road
Wanchai
Hong Kong

CORPORATE WEBSITE

www.bcghk.cn

STOCK CODE

1008

LISTING DATE

30 March 2009

主要往來銀行

恒生銀行有限公司
中國建設銀行(亞洲)股份有限公司
遠東國際商業銀行

股份過戶及登記總處

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 609
Grand Cayman KY1-1107
Cayman Islands

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

註冊辦事處

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

總部及香港主要營業地點

香港
灣仔
告士打道151號
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12樓1201室

公司網站

www.bcghk.cn

股份代號

1008

上市日期

二零零九年三月三十日

Chairman's statement

主席報告書

On behalf of the board (the "Board") of directors (the "Directors") of Brilliant Circle Holdings International Limited (the "Company") and its subsidiaries (together the "Group"), I present the annual results for the year ended 31 December 2015.

BUSINESS REVIEW

For the year ended 31 December 2015, the Company achieved revenue of approximately HK\$1,495.0 million with profits attributable to owners amounting to approximately HK\$386.4 million and basic earnings per share of approximately HK25 cents. The Board does not recommend any final dividend for the year ended 31 December 2015. During the year, the Board has declared and paid an interim dividend of HK\$0.255 per share. Subsequent to the end of the year, a special dividend of HK\$0.153 per share has been declared to be payable to the shareholders whose names appear on the Company's register of members at the close of business on 1 March 2016. During the year, the Group achieved Underlying Profit of approximately HK\$452.1 million, a decrease of 11.0% over 2014.

Note: Underlying profit ("Underlying Profit") is calculated as profit for the year attributable to the owners of the Company excluding the professional fees and other one-off expenses related to business combination, amortization and depreciation charges arising from business valuation.

In 2015, China's gross domestic products recorded a growth rate of 6.9% being the lowest in 25 years, while global economy was also at a sluggish pace. Various political measures brought to the cigarette industry continued to pose challenges to cigarette package printing business in China.

本人謹代表貴聯控股國際有限公司(「本公司」)及其附屬公司(統稱「本集團」)之董事(「董事」)會(「董事會」)，呈報截至二零一五年十二月三十一日止年度之年度業績。

業務回顧

截至二零一五年十二月三十一日止年度，本公司實現收益約1,495,000,000港元，而擁有人應佔溢利約達386,400,000港元，每股基本盈利約為25港仙。董事會並不建議就截至二零一五年十二月三十一日派發任何末期股息。年內，董事會已宣派中期股息每股0.255港元。於年度結束後，本公司已向於二零一六年三月一日營業時間結束時名列本公司股東名冊的股東宣派特別股息每股0.153港元。本集團於本年度實現基礎溢利約452,100,000港元，較二零一四年減少11.0%。

附註：基礎溢利(「基礎溢利」)的計算方式為，本公司擁有人應佔本年度溢利，撇除企業合併的相關專業費用及其他一次性開支、因業務估值而產生的攤銷及折舊開支。

於二零一五年，中國的國內生產總值增長率錄得6.9%，為二十五年來最低，全球經濟步伐亦見放緩。對香煙行業實施的多項政治措施繼續令中國香煙包裝印刷業務困難重重。

Cigarette Package Printing

The cigarette package printing segment, the core business of the Group, showed a decrease in revenue as the sales volume declined, but was partly offset by a mild increase in average selling price.

In 2015, the cigarette and the cigarette packages printing industry continued to be affected by the tendering system, nationwide austerity measures and industry consolidation. The increase in the nationwide tobacco tax rate and retail price in May 2015 and stricter public smoking ban, further dampened the public demand for cigarette. This in turn slowed the overall production level of the cigarette industry especially in the 2nd half of 2015 and therefore affected our sales volume. The accumulation of cigarette inventory in the industry in the 2nd half of 2015 also brought price pressure into the supply chain. As a result of the foregoing, the national production volume and sales of cigarette decreased slightly as compared to 2014. The Chinese government continues to upgrade the tobacco industry by encouraging the growth of top tier products at the expense of mid-to-low tier products. Therefore, the mid-to-low tier business which are significant to Group's revenue, was dampened during the year but was partially offset by the Group's effort in increasing revenue and volume of the high tier business. The Group's subcontracting business maintained relatively high gross margin but was affected substantially due to the drop in sales volume. Mainly due to drop in average selling price in low tier products, the gross profit margin of this segment recorded a slight decrease as compare to 2014.

In 2015, the Group has spent extensive efforts in infrastructure improvement across all of its factories which included resources integration and optimization among our production facilities. In particular the commencement of production in the newly constructed Anhui Technology Park plays an important role in the Group. Such strategic actions enable us to keep pace with new technological advancements, further capacity expansion, promote further cost savings and develop new initiatives such as intelligent factory and business transformation. The Group also began its first mass production in the business of QR Code printing in 2nd half of 2015 and has printed a total of 6.6 million master cases in 2015.

香煙包裝印刷

本集團核心業務香煙包裝印刷分部銷量下跌，收入減少，惟部分被平均售價輕微上升所抵銷。

於二零一五年，香煙及香煙包裝印刷行業繼續因投標制度、國內緊縮政策及行業整合而受到影響。於二零一五年五月，國內煙草稅率及零售價上調，加上嚴格執行公共場所禁煙規定，進一步壓抑公眾對香煙的需求，繼而拖低香煙行業尤其於二零一五年下半年的整體生產水平，影響我們的銷量。於二零一五年下半年，香煙行業存貨積存，亦令供應鏈承受價格壓力。由於上文所述，國內香煙產量及銷售較二零一四年輕微下跌。中國政府繼續透過鼓勵增加高階產品，減少中低階產品，進行煙草行業升級。因此，佔本集團相當部分收入的中低階業務在年內受創，惟部分被本集團致力增加高階業務收入及銷售所抵銷。本集團的分包業務維持相對高毛利率，惟因銷量下跌而顯著受到影響，主要由於低階產品的平均售價下跌，此分部所錄得毛利率較二零一四年輕微下跌。

於二零一五年，本集團已在多方面努力以提升所有廠房的基建，包括資源整合及優化生產設施，尤其是新建的安徽科技園投入生產對本集團而言相當重要。有關策略行動讓我們掌握最新科技發展、進一步擴大產能、促進進一步節省成本及開發新業務，例如智能工廠及業務轉型。本集團亦於二零一五年下半年開始二維碼印刷業務的首次大批生產，於二零一五年印刷合共6,600,000總箱。

Chairman's statement 主席報告書

Provision of Printing of Book Services

The Group has completed the disposal of the provision of printing of book business in January 2015.

Manufacturing of Laminated Papers

The segment profit of laminated paper manufacturing has increased by 43.7% mainly due to increase in tailor-made orders from few major customers while maintaining cost at a stable level.

Fund Raising Activities

On 22 May 2015, the Company entered into a placing agreement (the "Placing Agreement") with the placing agent, an independent third party, to place up to 80,000,000 placing shares to not less than six placees, who included connected persons of the Company and staff of the Group, at the placing price of HK\$1.70 per share, representing a discount of about 3.4% to the closing price of HK\$1.76 per share on 22 May 2015 (the "Placing").

The Placing was completed on 6 July 2015 in accordance with the terms and conditions of the Placing Agreement under which a total of 79,416,000 placing shares (with nominal value of HK\$397,080) had been successfully placed by the placing agent at the placing price of HK\$1.70 per share. The net proceeds of approximately HK\$132.5 million (representing a net issue price of about HK\$1.656 per share) raised have been applied for transformation of the Group's factories and as repayment of bank loan.

提供書籍印刷服務

本集團已於二零一五年一月完成出售提供書籍印刷業務。

製造複合紙

製造複合紙的分部溢利增加43.7%，主要由於數名主要客戶增加訂製訂單而成本維持穩定水平所致。

集資活動

於二零一五年五月二十二日，本公司與配售代理（一名獨立第三方）訂立配售協議（「配售協議」），以按配售價每股1.70港元（較股份於二零一五年五月二十二日之收市價每股1.76港元折讓約3.4%）向不少於六名承配人配售最多80,000,000股配售股份（「配售事項」），承配人包括本公司關連人士及本集團員工。

配售事項於二零一五年七月六日根據配售協議的條款及條件完成，據此，配售代理成功按配售價每股1.70港元配售合共79,416,000股配售股份（面值397,080港元）。籌集的款項淨額約132,500,000港元（即約每股1.656港元之淨發行價）已用作改裝本集團的工廠及用作償還銀行貸款。

PROSPECTS

On 22 December 2015, Office of the State Council issued 《關於做好2015年底和2016年初行業運行調控工作的通知》(State Tobacco Circular 2015 No. 368) stipulates that the state objective for 2016 is to reduce the accumulation of inventory through promotion, decreasing production, enhancing brand building and adjusting the state of the market by means of production by order and co-production.

As China has entered into the “new normal”, economic growth is heading into a period of low-medium growth. The tobacco industry is set for further brand consolidation. In 2016, tobacco industry is likely to face challenges arisen from the accumulation of inventory, the changing eco-system of cigarette industry and downward pressure from the macro-economy. To change and adapt to the new economy, the Company has followed the industrial development trend by improving its competitive strengths on technology and innovation under the guiding principles of “consolidation, upgrade and transformation”, in particular investing in digitization, intelligence production, plant automation and internet connectivity of products for expanding the value chain. Foreseeing the challenges aheads the Group adopted the following strategies.

Transformation from traditional printing oriented business to the provision of all-in-one solution in the tobacco industry

Leveraging on the Group tobacco package printing and research and development experience, to strengthen our market position as one of the leading cigarette packages printing companies in the PRC, aside from the traditional printing service, the Group set to position itself as a prominent player in the PRC cigarette supply chain to provide an all-in-one solution to the China National Tobacco Corporation (“CNTC”) customers encompassing collection of relevant market data, proactively research on new packaging material and technique, procurement of material, production of package and sales of cigarette. Working closely with the CNTC customers with an aim to induce further demand and assist brand enhancement and differentiation in the market.

前景

於二零一五年十二月二十二日，國務院辦公廳頒佈《關於做好2015年底和2016年初行業運行調控工作的通知》(國煙運[2015]第368號)，訂明二零一六年的國家目標為透過推銷、減產、提升品牌形象及以按訂單生產及聯合生產的方式調整市場狀況，從而減少存貨積存。

由於中國進入「新常態」，其經濟增長將進入中低速增長期。煙草行業已準備進一步整合品牌。於二零一六年，煙草行業很可能面對來自累積庫存、煙草行業生態轉變及宏觀經濟下調壓力的挑戰。為作出改變適應新經濟，本公司已隨行業發展趨勢，按「整合、升級及轉型」的指引原則提升其於技術及創新方面的競爭優勢，特別是有關產品數位化、智能生產、廠房自動化及互聯網連接的投資，以擴大價值鏈。本集團預期未來將充滿挑戰，故採納以下策略。

由傳統印刷主導業務轉型為提供於煙草行業一站式解決方案

憑藉本集團於煙草包裝印刷及研發的經驗，我們將鞏固本公司作為中國其中一間領先煙草包裝印刷公司的市場地位。除傳統印刷服務外，本集團致力定位為中國香煙供應鏈的卓越市場參與者，以向中國煙草總公司(「中煙」)客戶提供一站式解決方案，包括收集相關市場數據、積極研究新包裝材料及技術、採購材料、生產包裝及銷售香煙。與中煙客戶緊密合作乃為促進進一步需求以及協助提升品牌，從而令本集團於市場上脫穎而出。

Chairman's statement 主席報告書

In the 2nd half of 2015, the commencement of QR Code printing refer to as “One Pack, One Code” on the cigarette pack for the CNTC customers embarks the first step in the Group's roadmap for the construction of O2O platform for CNTC and retail shop network that sells cigarettes. Leveraging on the resources of China Tobacco Guangxi Industrial Co. Ltd, our joint venture partner for the O2O business, we will manage the QR Code system and O2O platform from code origination, proofread, management for QR Code to operation of non-cigarette online sales. The data collected from the O2O platform enables us to engage in Big Data and competition planning, and sales analysis, which will help us to assist the CNTC customers more efficiently. Such platform also enables CNTC customers to procure market data in a timely manner for various marketing campaign and enables the Group tap into e-commerce and m-commerce. Target market will initially be the near provinces where our Group has operation in.

Striving for expansion into non-cigarette industry field

Considering the matured tobacco packaging industry is limited in growth catalysts, it is the Group's strategy to decrease the reliance on cigarette packaging printing business and to diversify into non-cigarette packaging. Furthermore, by self-developing own packaging solution or technique or by subcontracting with other consumer products, revenue base can be enhanced. With the commencement of the Anhui Technology Park, it is aimed to become a pilot site for the Group's non-cigarette packaging business. The Group will from time to time strive to take the technological and cost advantage of Anhui Technology Park to identify suitable non-cigarette packaging business to enhance the performance of the Group.

於二零一五年下半年，本公司開始向中煙客戶提供印有「一包一碼」二維碼的香煙盒印刷，標誌著本集團建設中煙及銷售香煙零售店專用O2O平台的第一步。憑藉我們的O2O業務合營夥伴廣西中煙工業有限責任公司的資源，我們將管理二維碼系統及O2O平台，管理範圍涵蓋二維碼代碼識別、校閱及管理以至非香煙網上銷售的營運。自O2O平台收集所得數據讓我們可涉足大數據及競爭規劃以及銷售分析，從而更有效率地協助中煙客戶。有關平台亦讓中煙客戶可及時取得市場數據供營銷活動之用，並讓本集團可進軍電子商貿及流動商貿。目標市場初步為本集團經營所在地的鄰近省份。

致力擴展至非香煙行業範疇

考慮到發展成熟的煙草包裝行業之有限增長催化作用，本集團策略為減少依賴香煙包裝印刷業務，多元化發展至非香煙包裝行業。此外，透過自行開發自家包裝解決方案或技術或透過分包其他消費產品可加強收益基礎。開設安徽科技園將成為本集團非香煙包裝業務的試點。本集團將致力不時利用安徽科技園的技術及成本優勢，物色合適的非香煙包裝業務以提升本集團表現。

It is the Group's corporate mission to continue to explore ways to improve its financial performance, to equip the Group with growth momentum, to diversify its operations internationally into new and more profitable businesses and to broaden the sources of revenue within acceptable risk level. Hence, the Company does not rule out the possibility of investing in or diversifying into other profitable business as long as it is in the interest of the Company and the Shareholders as a whole. Also, as part of its routine exercise, the Company reviews the performance of its existing investment portfolio and evaluates the investment potentials of other investment opportunities available to the Company from time to time. Subject to the results of such reviews, the Company may make suitable investment decisions according to the then circumstance and information available which may involve the change of the asset allocation of its investment portfolio and/or expanding its investment with a view of realising and/or optimising the expected return and minimising the risks. Meanwhile, the Company does not preclude the possibility that the Company may implement debt and/or equity fund raising plan(s) to satisfy the financing needs arising out of any business development of the Group as well as to improve its financial position in the event that suitable fund raising opportunities arise, as the Company has from time to time been approached by investors for potential investment projects. Notwithstanding the Group's intention to explore any potential new business(es), it is the firm intention of the Group to strive to further develop its principal business of cigarette packages printing and manufacturing of laminated paper in the PRC.

Embrace "Made in China 2025" strategy

As stated in the "13th Five-Year Plan", China will implement more stringent requirement for green manufacture initiatives, including encouraging upgrade of production facility, transformation into high-technology production technique. To this end, and the Group formed a joint venture with Tianjin Rongcai Technology Co., Ltd, a non wholly-owned subsidiary of Masterwork Machinery Company Limited in December 2015 to develop intelligent and environmental-friendly facilities for the tobacco packaging industry. The first of such prototype production line for cigarette package printing is expected to be ready in the Group's Shenzhen production facility in 2016.

本集團之企業使命為繼續尋求方法提升財務表現，為集團裝備增長動力，多元化發展其業務國際化至盈利能力更高之新行業，並在可承受風險水平下擴闊收益來源。因此，在符合本公司及股東整體利益之情況下，本公司不排除可能投資於或另外從事其他有利可圖業務。此外，作為日常操作一部分，本公司不時檢討其現有投資組合表現及評估本公司所發掘其他投資機會之投資潛力。基於有關檢討結果，本公司可能因應當時情況及可取得之資料作出適當投資決定，當中可能涉及投資組合之資產分配及／或擴闊及分散投資組合，以變現及／或改善預期回報及減低風險。與此同時，由於投資者不時就潛在投資項目與本公司接洽，故本公司不排除於合適集資機會出現時落實進行債務及／或股本集資計劃，以應付本集團任何業務發展所產生融資需要及鞏固財務狀況。儘管本集團打算物色任何潛在新業務，本集團仍是決心於中國堅定進一步發展香煙包裝印刷及製造複合紙的主營業務。

緊靠「中國製造 2025」策略

誠如「十三五規劃」所述，中國將就推動綠色製造實施更嚴格規定，包括鼓勵升級生產設施以及轉型至高科技生產技術。就此，本集團於二零一五年十二月與天津長榮印刷設備股份有限公司的非全資附屬公司天津榮彩科技有限公司以就煙草包裝業發展智能環保設施成立合營公司。設於本集團深圳生產設施的香煙包裝印刷的首個原型生產線預期於二零一六年準備投產。

Chairman's statement 主席報告書

It is also the intention for the Group to engage in research, development and sales of intelligent automated packaging solution which can then provide the solution to different printing and packaging industry through the joint venture to broaden the Group's income source. The Group will also invest resource in developing its own intelligent property relating to printing and packaging business.

With the completion of our Anhui Technology Park in the fourth quarter of 2015, it has equipped with large scale automation production facilities along with a new tobacco research centre capable of developing new packaging product and solution including but not limited to those in collaboration with the Group's CNTC customers.

As part of further utilizing our application of QR Code in operation, after the upgrade of our enterprise resource planning system, the Group is now capable of using QR code as a control tool starting from the procurement cycle to sales cycle to strengthen corporate efficiency, reduce lead time and increase competitiveness.

Synergetic co-operations and developments

Having a well established foundation and position knowing the challenges and obstacles ahead, the Group will strive to explore opportunities for strategic and synergetic collaboration, including but not limited to merger and acquisition, forming of joint ventures and/or strategic diversification and/or other corporate action in the future should they be in the interest of the Company and its shareholders as a whole.

With a long operating history and a sound financial position, the Group is set to overcome the challenge and obstacles brought by the changing eco-system of the industry and macro-economy by positioning itself as a "Printing + Internet + Value" enterprise which integrate our core printing and packaging competence with the strategic use of internet, O2O, to transform ourselves to an all-in-one service provider, amid the PRC economy transitional period to generate high value added service to our stakeholders, to achieve win-win result and to be geared with growth drivers.

本集團亦有意參與研發及銷售智能自動化包裝解決方案，屆時可透過合營企業向不同印刷及包裝行業提供解決方案，從而擴大本集團收入來源。本集團亦將投放資源發展印刷及包裝業務相關的知識產權。

安徽科技園於二零一五年第四季度竣工，備有大型自動化生產設施及可開發新包裝產品及解決方案(包括但不限於與本集團的中煙客戶合作的解決方案)的新煙草研究中心。

作為進一步於營運中應用二維碼的一環，於企業資源規劃系統升級後，本集團現可使用二維碼作監控工具，監控範圍從採購周期到銷售周期，從而提升企業效益、降低生產時間及提高競爭力。

共同合作及發展

知悉未來將充滿挑戰及障礙，本集團將在現有穩健基礎及地位上，致力探索策略及共同合作商機，包括但不限於日後就本公司及其股東整體利益進行併購、成立合營企業及／或採取多化策略及／或其他企業行動。

本集團營運歷史悠久，財務狀況穩健，致力定位為「印刷+互聯網+價值」企業，以面對行業及宏觀經濟生態轉變帶來的挑戰及障礙；該策略結合我們的核心印刷及包裝實力，在互聯網、O2O方面運籌帷幄，讓我們於中國經濟過渡期間轉型為一站式服務供應商，並為權益相關者創造高增值服務，達致雙贏結果及帶來增長動力。

Chairman's statement 主席報告書

On behalf of the Group, I would like to take this opportunity to express my gratitude to our customer and shareholders for their continuing support, my fellow directors for their guidance as well as our staff for their dedication and hard work.

本人亦謹藉此機會代表本集團對客戶及股東的長期支持、董事全人的指導及員工的熱誠及辛勤工作不懈表示致謝。

Cai Xiao Ming, David
Chairman

24 March 2016

蔡曉明
主席

二零一六年三月二十四日

Management discussion and analysis

管理層討論及分析

REVENUE

During the year, the revenue of the Group was approximately HK\$1,495.0 million (2014: HK\$1,703.4 million), which represents a decrease of approximately HK\$208.4 million or 12.2% as compared with 2014. The revenues of our two business segments, namely cigarette package printing business and manufacturing of laminated papers decreased by 12.8% to HK\$1,446.4 million and increased by 9.5% to HK\$48.5 million respectively.

Decreased in revenue was mainly resulted from the drop in sales volume of low to mid tier products as a consequence of Group's effort to develop high tier market during the year. The decline in turnover was also affected by the devaluation of Renminbi against Hong Kong dollars. Despite price pressures brought by mandatory tendering system and over-accumulation of cigarette in China tobacco industry, average selling price of Group's products had recorded a mild increase. The sales volumes of cigarette package printing segment decreased from approximately 2.3 million cases in 2014 to 1.9 million cases in 2015.

GROSS PROFIT

During the year, gross profit of the Group decreased by approximately HK\$90.9 million or 16.4% to HK\$462.0 million as compared with 2014. The gross profit margin has decreased from 32.5% in 2014 to 30.9% in 2015. It was mainly (i) due to price pressure of intensifying tendering system; and (ii) increase in production costs relative to revenue. Accordingly, the Group has spent tremendous effort into streamlining production process to improve productivity and reduce labour. Continuous equipment modifications were made to offset the mandatory increase in wages in the PRC. The Group's procurement of raw materials was integrated into a single platform to keep costs of material under tighter control and mitigate the adverse effect of price pressure on our gross margin.

營業額

年內，本集團的營業額約為1,495,000,000港元(二零一四年：1,703,400,000港元)，較二零一四年減少約208,400,000港元或12.2%。香煙包裝印刷及生產複合紙兩個業務分部的收入分別減少12.8%至1,446,400,000港元，以及增加9.5%至48,500,000港元。

收入減少主要由於本集團於年內致力開發高階市場導致中低階產品的銷量下跌。營業額下跌亦由於人民幣兌港元貶值而遭受影響。儘管強制招標制度及中國煙草業囤積過多香煙帶來價格壓力，本集團產品的平均售價仍錄得溫和增長。香煙包裝印刷分部銷量由二零一四年約2,300,000箱減至二零一五年1,900,000箱。

毛利

年內，本集團毛利較二零一四年減少約90,900,000港元或16.4%至462,000,000港元。毛利率由二零一四年的32.5%輕微下跌至二零一五年30.9%，主要由於(i)劇烈招標制度的價格壓力；及(ii)生產成本相對收益增加。因此，本集團已作出不懈努力，精簡生產程序以提供生產力並減少勞工。本集團持續進行設備改良，以抵銷中國強制工資上漲影響。本集團原材料的採購均於單一平台進行，以繼續嚴格控制材料的成本，並減輕價格壓力對毛利的不利影響。

OTHER INCOME

Other income increased by HK\$9.1 million as compared with 2014. It was mainly due to increase in government grant, services income and interest income on long-term receivables arising from the disposal of printing of book business, by HK\$2.9 million, HK\$3.0 million and HK\$3.2 million respectively.

OTHER GAINS AND LOSSES

Other gains and losses represent net foreign exchange losses and gain on disposal of property, plant and equipment. The gain in 2015 was largely attributable to the gain on disposal of obsolete machinery.

SELLING AND DISTRIBUTION EXPENSES

The selling and distribution expenses increased approximately by HK\$9.1 million or 24.8% to boost the declining sales.

ADMINISTRATIVE EXPENSES AND OTHER EXPENSES

During the year, administrative and other expenses amounted to HK\$112.0 million in total, representing a decrease of approximately HK\$7.5 million or 6.3% when compared with 2014. It was mainly due to decrease in directors' emoluments and miscellaneous expenses by HK\$6.1 million and HK\$1.4 million, respectively.

FINANCE COSTS

Finance costs decreased by approximately HK\$8.7 million, as the Group's syndicated loans were fully settled during the year and the Group has adopted the more flexible and economical bilateral loans.

其他收入

其他收入較二零一四年增加9,100,000港元，主要由於政府補貼、服務收入及來自出售書籍印刷業務之長期應收款項的利息收入的增長所導致，分別增加2,900,000港元、3,000,000港元及3,200,000港元。

其他收益及虧損

其他收益及虧損指淨匯兌虧損及出售物業、廠房及設備的收益。二零一五年的收益主要源於出售過時設備的收益。

銷售及分銷開支

銷售及分銷開支增加約9,100,000港元或24.8%，以激勵下滑的銷售。

行政開支及其他開支

年內行政及其他開支合共為112,000,000港元，較二零一四年減少約7,500,000港元或6.3%，乃由於董事薪酬及雜項開支分別減少6,100,000港元及1,400,000港元。

融資成本

融資成本減少約8,700,000港元。此乃由於本集團銀團貸款已於年內悉數償付及本集團採納較靈活且具經濟效益的雙邊貸款。

SHARE OF PROFIT OF AN ASSOCIATE

Share of profit of an associate decreased by approximately by HK\$36.3 million to HK\$178.6 million during 2015. It was mainly attributable to the provision of full impairment loss by the Group's associated company during the year in relation to loan for an aborted infrastructure project from which the Group indirectly shared HK\$27.1 millions loss. Besides, the continuous price pressure under mandatory tendering and the challenges to the PRC economy and the tobacco industry contributed another HK\$9.2 millions for the decrease in the Group's share of profit from this associated company.

TAXATION

The effective tax rate of the Group remained stable for the Group, decreased slightly from approximately 17.8% to 16.7% during the year.

PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

Profit attributable to the owners of the Company decreased by HK\$67.3 million to HK\$386.4 million or 14.8%, mainly attributable to the decrease in turnover and a decrease in the share of profit from an associate as described above.

SEGMENT INFORMATION

The Group entered into agreement to dispose of the provision of printing of book business in December 2014, and such business was regarded as discontinued operations in Year 2015.

During the year, the earnings from the printing of cigarette packages and manufacturing of laminated papers were approximately HK\$448.8 million (2014: HK\$552.7 million) and HK\$12.5 million (2014: HK\$8.7 million) respectively. Earnings from the printing of cigarette packages accounted for approximately 97.3% of the total segment earnings before unallocated items. The earnings from the printing of cigarette packages was decreased by approximately 18.8%, and manufacturing of laminated papers were increased by approximately 43.7%.

分佔一間聯營公司的溢利

二零一五年分佔一間聯營公司的溢利減少約36,300,000港元至178,600,000港元，主要由於本集團的聯營公司就本集團間接分佔27,100,000港元虧損的已終止基建項目的貸款於年內作出全數減值撥備。此外，強制招標制度的持續價格壓力以及中國經濟及煙草行業所面對的挑戰使本集團分佔該聯營公司的溢利減少9,200,000港元。

稅項

本集團的實際稅率維持穩定，於年內由約17.8%輕微減至16.7%。

本公司擁有人應佔年度溢利

本公司擁有人應佔溢利減少67,300,000港元至386,400,000港元或14.8%，主要由於營業額減少及上述分佔一間聯營公司的溢利減少所致。

分部資料

於二零一四年十二月，本集團已訂立協議出售提供書籍印刷業務，該業務於二零一五年度被視為已終止經營業務。

於本年度內，來自香煙包裝印刷服務及製造複合紙業務的盈利分別約為448,800,000港元(二零一四年：552,700,000港元)及12,500,000港元(二零一四年：8,700,000港元)。來自香煙包裝印刷服務的盈利佔除未分配項目前分部盈利總額約97.3%。來自香煙包裝印刷服務及製造複合紙業務的盈利分別減少約18.8%及增加約43.7%。

FINANCIAL POSITION AND LIQUIDITY

The Group generally finances its operations with internally generated resources and banking facilities. As at 31 December 2015, the Group had net current assets of HK\$271.8 million (2014: HK\$269.7 million), while the Group's cash and cash equivalents amounted to HK\$299.8 million (2014: HK\$379.0 million). As at 31 December 2015, the short-term interest-bearing bank borrowings of the Group amounted to HK\$536.0 million (2014: HK\$740.7 million). Carrying amounts of trade receivables, property, plant and equipment, prepaid lease payments, investment properties and bank deposits pledged for securing credit facilities amounted to approximately HK\$483.5 million (2014: HK\$409.5 million), HK\$113.9 million (2014: HK\$38.6 million), HK\$4.8 million (2014: HK\$5.2 million), HK\$123.8 million (2014: Nil) and HK\$2.2 million (2014: HK\$85.8 million) respectively. As at 31 December 2015, the Group's gearing ratio, represented by the amount of interest-bearing borrowings divided by shareholders equity, remained stable at 27.3% (as at 31 December 2014: 27.6%). As at 31 December 2015 the Group had capital commitments for purchase of property, plant and equipment amounted to HK\$40.2 million (2014: HK\$10.0 million).

CONTINGENT LIABILITIES AND GUARANTEES

The Group did not provide any guarantees to third party and had no material contingent liabilities as at 31 December 2015.

財務狀況及流動資金

本集團一般以其內部產生的資源及銀行融資撥付其營運資金。於二零一五年十二月三十一日，本集團的流動資產淨值為271,800,000港元(二零一四年：269,700,000港元)，而本集團的現金及現金等值項目則為299,800,000港元(二零一四年：379,000,000港元)。於二零一五年十二月三十一日，本集團有附息短期銀行借貸為536,000,000港元(二零一四年：740,700,000港元)。為取得信貸融資而質押的貿易應收款項、物業、廠房及設備、預付租賃款項、投資物業以及銀行存款的賬面值分別約為483,500,000港元(二零一四年：409,500,000港元)、113,900,000港元(二零一四年：38,600,000港元)、4,800,000港元(二零一四年：5,200,000港元)、123,800,000港元(二零一四年：零)及2,200,000港元(二零一四年：85,800,000港元)。於二零一五年十二月三十一日，本集團的資產負債比率保持27.3%(於二零一四年十二月三十一日：27.6%)的穩定水平，乃按附息借貸除以股東權益所得金額為基準計算。於二零一五年十二月三十一日，本集團有購買物業、廠房及設備之資本承擔40,200,000港元(二零一四年：10,000,000港元)。

或然負債及擔保

於二零一五年十二月三十一日，本集團並無向第三方提供任何擔保且亦無任何重大或然負債。

MATERIAL ACQUISITION AND DISPOSAL AND FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

The printing of book services segment was disposed on 12 January 2015. Such disposal has no significant impact on the financial position to the Group.

On 1 July 2015, Shenzhen Guilian Printing Limited (the “SZGP”), one of the subsidiaries of the Company, entered into a strategic cooperation agreement with Guangxi Haiyun Zhiyou Property Service LLC 廣西海韻之友物業服務有限責任公司 (the “Guangxi Haiyun”), an independent third party, to establish the joint venture entity in Shenzhen Qianhai with an initial registered capital of RMB15,000,000 (equivalent to approximately HK\$18,750,000) for a term of 20 years which will be initially owned as to 51% by Guangxi Haiyun and as to 49% by SZGP for the purpose of developing the business of provision of 2D Barcodes and O2O solutions for its customers. Details of the transactions were set out in the announcement of the Company on 6 July 2015.

On 10 July 2015, the Group entered into provisional sale and purchase agreement with independent third parties to acquire Best Legend International Holdings Limited, whose sole assets are the entire 12th Floor and 3 car parking spaces on AXA Centre located in Wanchai, Hong Kong (the “Property”) for a total cash consideration of HK\$205.9 million. The completion took place on 31 August 2015. Part of the Property shall be used as the Group’s principal place of business in Hong Kong. The Group intends to rent out the remaining part of the Property as investment property to generate rental income to the Group in the foreseeable future. Details of the transactions were set out in the announcement of the Company on 10 July 2015.

重大收購事項及出售事項及重大投資的未來計劃或資本資產

書籍印刷服務分部已於二零一五年一月十二日出售。有關出售事項對本集團的財務狀況並無重大影響。

於二零一五年七月一日，本公司附屬公司深圳貴聯印刷有限公司(「深圳貴聯」)與獨立第三方廣西海韻之友物業服務有限責任公司(「廣西海韻」)訂立戰略合作協議，以於深圳前海成立合資公司之一，初步註冊資本為人民幣15,000,000元(相當於約18,750,000港元)，年限為20年，當中51%初步由廣西海韻擁有，而49%由深圳貴聯擁有，目的為發展供其客戶使用的二維碼及O2O解決方案業務。有關交易的詳情載於本公司於二零一五年七月六日作出的公布。

於二零一五年七月十日，本集團與獨立第三方訂立臨時買賣協議以按總現金代價205,900,000港元收購Best Legend International Holdings Limited，該公司的唯一資產為香港灣仔安盛中心12樓全層及3個停車位(「該物業」)。完成於二零一五年八月三十一日落實。該物業的一部分用作本集團的香港主要營業地點。本集團擬出租該物業的餘下部分作為投資物業以於可見將來為本集團賺取租金收入。有關交易的詳情載於本公司於二零一五年七月十日作出的公布。

Management discussion and analysis 管理層討論及分析

On 29 December 2015, SZGP and Tianjin Rongcai Technology Co., Ltd (“Tianjin Rongcai”), a non wholly-owned subsidiary of Masterwork Machinery Company Limited, entered into the joint venture agreement to establish the joint venture company in Tianjin, the PRC for: (i) the planning and design of intelligent and environmentally-friendly production plant and system; (ii) the research and development, and sales of intelligent automated robot among the tobacco packaging industry; (iii) developing automated and environmentally-friendly facilities and techniques to be applied in the tobacco packaging industry; (iv) catalyzing the development of intelligent packaging projects and any foreign investment and equity acquisitions to ensure the pioneer level in the industry; and (v) other businesses related to packaging and printing. Pursuant to the terms of the joint venture agreement, the initial registered capital of the joint venture company is RMB30,000,000 and is contributed as to 60% by Tianjin Rongcai and 40% by SZGP. Details of the transactions were set out in the announcement of the Company on 29 December 2015.

Save as disclosed above, there was no other material acquisition or disposal made by the Group during the year.

TREASURY POLICIES

The Group adopted a prudent strategy towards the treasury and funding policies, with strong emphasis on risk control and transactions directly related to the Group’s principal business. Funds, primarily denominated in Renminbi and Hong Kong dollars, are normally placed with banks in short or medium term deposits for working capital of the Group.

於二零一五年十二月二十九日，深圳貴聯與天津長榮印刷設備股份有限公司的非全資附屬公司天津榮彩科技有限公司（「天津榮彩」）訂立合營協議以於中國天津成立合營公司，以：(i) 規劃及設計智能環保生產廠房及系統；(ii) 於煙草包裝業研發及銷售智能自動化機械人；(iii) 開發將應用於煙草包裝業之自動化及環保設施及技術；(iv) 促進開發智能包裝項目及任何海外投資與股權收購以鞏固行業領先地位；及(v) 經營其他包裝印刷相關業務。根據合營協議的條款，合營公司的初始註冊資本為人民幣30,000,000元，其中60%及40%將分別由天津榮彩及深圳貴聯注資。有關交易的詳情載於本公司於二零一五年十二月二十九日作出的公布。

除上文披露者外，本集團於年內並無其他重大收購或出售事項。

庫務政策

本集團對庫務及撥資政策採取審慎策略，且非常重視直接牽涉本集團主要業務的風險監控及交易。資本主要以人民幣及港元計值，其通常以短期或中期存款存於銀行，以作本集團營運資金。

CAPITAL STRUCTURE

The Group's operations was mainly financed by funds generated from its operations and borrowings. As at 31 December 2015, the borrowings were mainly denominated in Hong Kong dollars and Renminbi, while the cash and cash equivalents held by the Group were mainly denominated in Hong Kong dollars and Renminbi. The Group's turnover is denominated in Renminbi, while its costs and expenses are mainly denominated in Hong Kong dollars and Renminbi. In view of the prevailing macro-economic environment and the volatile foreign exchange market, the Group is exposed to the foreign exchange rate risk. An exchange loss was arisen due to the translation of functional currency of Renminbi to presentation currency of Hong Kong dollar during the reporting period when Renminbi depreciated against Hong Kong dollar. However, such translation is a non-cash item in nature and has no practical effect to our day to day operation as majority of our revenue and cost are all denominated in Renminbi. Therefore, the Group did not enter into any foreign currency hedging arrangements. The Group will closely monitor the volatility of foreign exchange rate and apply the appropriate hedging strategy subject to the then situation if appropriate.

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2015, assets with carrying amounts of approximately HK\$728 million (31 December 2014: HK\$539 million) were pledged to banks in respect of banking facilities granted to Group.

HUMAN RESOURCES

As at 31 December 2015, the Group had 11 (2014: 14) and 1,130 (2014: 1,616) full-time staff based in Hong Kong and the PRC respectively. The Group's remuneration packages are generally structured with reference to market terms and individual merits. The Group operates a defined contribution retirement benefits scheme under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' base salaries. The Group also made contributions to provident funds, elderly insurance, medical insurance, unemployment insurance and work-related injury insurance in accordance with appropriate laws and regulations in the PRC. The Group has adopted a share option scheme as a reward to eligible high-caliber employees and to attract similar high quality personnel that are valuable to the Group.

資本架構

本集團的營運資金主要來自其營運所產生的資金及借貸。於二零一五年十二月三十一日，銀行借款主要以港元及人民幣計值，而本集團持有的現金及現金等值項目則主要以港元及人民幣計值。本集團的營業額以人民幣計值，而其成本及開支則主要以港元及人民幣計值。鑑於現行宏觀經濟環境及外匯市場波動，本集團承受外匯風險。於報告期內之匯兌虧損乃源自人民幣(功能貨幣)換算港元(報告貨幣)，期間人民幣兌港元之匯率貶值。然而，有關換算實質上屬非現金項目，且對日常營運並無實際影響，此乃由於大部分收益及成本均以人民幣計值。因此，本集團並無訂立任何外匯對沖安排。本集團將密切監察外幣匯率波動情況，並因應當時情況採取適當對沖策略(如適用)。

本集團的資產抵押

於二零一五年十二月三十一日，賬面值約為728,000,000港元(二零一四年十二月三十一日：539,000,000港元)的資產已就本集團獲授的銀行融資抵押予銀行。

人力資源

於二零一五年十二月三十一日，本集團分別在香港及中國聘用11名(二零一四年：14名)及1,130名(二零一四年：1,616名)全職員工。本集團的薪酬待遇一般參考市況及個人資歷釐定。本集團根據強制性公積金計劃條例為香港全體僱員設立定額供款退休福利計劃。供款乃按僱員基本薪金的某個百分比計算。本集團亦根據中國規定的適用法律及法規向公積金、養老保險、醫療保險、失業保險及工傷保險供款。本集團已採納購股權計劃，目的為獎賞合資格之優秀僱員及吸引對本集團具價值的類似高質素人員。

Profile of directors and senior management

董事及高級管理層履歷

BOARD OF DIRECTORS

Executive Directors

Mr. CAI Xiao Ming, David (蔡曉明), aged 38, was appointed as an Executive Director on 18 December 2008. He was re-designated as the Chairman of the Board with effect from 31 October 2014 and is responsible for the overall management of the Group. He was appointed as a Chief Executive Officer during the period from 3 May 2011 to 30 October 2014. Mr. David Cai is currently a director of most subsidiaries of the Company. Mr. David Cai has more than 11 years of experience in the packaging and printing industry gained from the management of the Group's business. Mr. David Cai joined the Group in January 2001.

Mr. QIN Song (欽松), aged 43, is currently an Executive Director, the Chief Executive Officer and a member of the Nomination Committee of the Company. He was appointed as the Vice Chairman of the Group with effect from 3 December 2015. Mr. Qin joined the Group in May 2002, and worked, among other positions, as the Office Administrator of the Group and General Manager of various subsidiaries of the Company. Since September 2005, Mr. Qin serves as the Deputy Director of the market committee of the Company and since February 2006, a Vice President of the Company. From May 2010 to October 2011, he also served as the General Manager of Bengbu Jinhuangshan Rotogravure Printing Company Limited in addition to his then existing duties. Mr. Qin holds a Bachelor's degree in Economics and Management Administration.

董事會

執行董事

蔡曉明先生，38歲，於二零零八年十二月十八日獲委任為執行董事。彼於二零一四年十月三十一日調任董事會主席，負責本集團的整體管理。彼於二零一一年五月三日至二零一四年十月三十日期間獲委任為行政總裁。蔡曉明先生現為本公司大部分附屬公司之董事。蔡曉明先生自管理本集團業務獲取逾11年包裝及印刷業經驗。蔡曉明先生於二零零一年一月加入本集團。

欽松先生，43歲，現任本公司執行董事、行政總裁及提名委員會成員。彼於二零一五年十二月三日獲委任為本集團副主席。欽先生於二零零二年五月加入本集團，彼曾出任之職務包括本集團辦公室主任及本公司多家附屬公司之總經理。自二零零五年九月起，欽先生出任本公司市場委員會副總監及自二零零六年二月起，出任本公司副總裁。自二零一零年五月至二零一一年十月，除當時的職務外，彼亦出任蚌埠金黃山凹版印刷有限公司之總經理。欽先生持有經濟學及工商管理學士學位。

Profile of directors and senior management 董事及高級管理層履歷

Mr. PENG Guoyi (彭國意), aged 52, was appointed as an Executive Director on 22 July 2015. Mr. Peng has been serving the Group as the Vice President of the Group and the General Manager of Shenzhen Kecai Printing Co., Limited* (深圳市科彩印務有限公司), one of the subsidiaries of the Company since he joined the Group in December 2013. Mr. Peng graduated from Hunan University, specializing in internal combustion engines, and with status of the national senior engineer and the member of expert guidance committee. Before Mr. Peng joined the Group, he worked as a general manager in Kunming Color Printing Company* (昆明彩印印刷公司) from 2007 to 2008. He also worked as a general manager in Jinjia New Style Packing Material Limited Company* (勁嘉新型包裝材料有限公司) during the period from 2008 to 2013. He has more than ten years of management experience in the printing and packaging companies.

Non-Executive Director

Ms. LI Li (李莉), aged 44, was appointed as a non-executive Director on 22 July 2015. Ms. Li is currently a Chairman of the board of directors of Masterwork Machinery Co., Ltd. (天津長榮印刷設備股份有限公司) ("Masterwork" together with its subsidiaries, the "Master Group"), a company whose issued shares are listed on the Shenzhen Stock Exchange (Stock code: 300195). She is also a director of certain subsidiaries of the Masterwork Group and Tianjin Ming Xuan Investment Limited Company* (天津名軒投資有限公司). Ms. Li is qualified as a senior economist in the People's Republic of China. She has extensive management experience in the printing and packaging companies.

彭國意先生，52歲，於二零一五年七月二十二日獲委任為執行董事。彭先生自二零一三年十二月加盟本集團以來，一直擔任本集團副主席及本公司附屬公司之一深圳市科彩印務有限公司的總經理。彭先生畢業於湖南大學內燃機專業，為國家高級工程師及專家指導委員會成員。加盟本集團前，彭先生於二零零七年至二零零八年間擔任昆明彩印印刷公司總經理。於二零零八年至二零一三年期間，彼亦擔任勁嘉新型包裝材料有限公司總經理。彼於印刷及包裝公司擁有逾十年管理經驗。

非執行董事

李莉女士，44歲，於二零一五年七月二十二日獲委任為非執行董事。李女士現為天津長榮印刷設備股份有限公司（「長榮」，連同其附屬公司統稱「長榮集團」）的董事會主席，該公司的已發行股本於深圳證券交易所上市（股份代號：300195）。彼亦為長榮集團若干附屬公司及天津名軒投資有限公司的董事。李女士具備中華人民共和國高級經濟師資格。彼於印刷及包裝公司擁有豐富管理經驗。

Profile of directors and senior management 董事及高級管理層履歷

Independent Non-Executive Directors

Mr. LAM Ying Hung, Andy (林英鴻), aged 52, was appointed as an Independent Non-Executive Director on 4 March 2009. Mr. Lam is the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Lam has over 25 years of experience in accounting, banking and finance sectors. Mr. Lam is the Managing Consultant of Lontreprise Consulting Limited. Mr. Lam is an associate member of various professional organisations, namely The Institute of Chartered Secretaries and Administrators, The Hong Kong Institute of Company Secretaries and The Hong Kong Institute of Bankers. Mr. Lam is also a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of Hong Kong Institute of Certified Public Accountants (“HKICPA”). Mr. Lam is currently an Independent Non-Executive Director of Xingfa Aluminium Holdings Limited and Synertone Communication Corporation, both are companies listed on the Main Board of the Stock Exchange. Mr. Lam received his Master of Professional Accounting and Master of Science in E-commerce for Executives both from The Hong Kong Polytechnic University.

Mr. LUI Tin Nang (呂天能), aged 58, was appointed as an Independent Non-Executive Director on 4 March 2009. Mr. Lui is the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Lui has a Bachelor degree in Science from the University of Leeds, a Master Degree in Business Administration from the University of Bradford in United Kingdom and a Postgraduate Diploma in insolvency from HKICPA. He is a fellow member of the HKICPA (Practicing), the Institute of Chartered Accountants in England & Wales, the Taxation Institute of Hong Kong, and The Society of Chinese Accountants and Auditors. He is also a member of the Chartered Institute of Management Accountant, Institute of Certified Public Accountants in Australia and the Certified Tax Adviser. He has years of experience in accounting, auditing, taxation, corporate finance and business advisory. Mr. Lui is also an Independent Non-Executive Director of China Bio-Med Regeneration Technology Ltd and Noble House (China) Holdings Limited, both are companies listed on the GEM of the Stock Exchange.

獨立非執行董事

林英鴻先生，52歲，於二零零九年三月四日獲委任為獨立非執行董事。林先生為本公司薪酬委員會主席及審核委員會及提名委員會成員。林先生於會計、銀行及金融業擁有逾25年經驗，現為Lontreprise Consulting Limited的首席顧問，另為多個專業組織（特許秘書及行政人員公會、香港公司秘書公會及香港銀行家學會）的會員。林先生亦為英國特許公認會計師公會資深會員及香港會計師公會（「香港會計師公會」）執業會計師。林先生現為聯交所主板上市公司興發鋁業控股有限公司及協同通信集團有限公司之獨立非執行董事。林先生持有香港理工大學專業會計碩士及電子商貿（行政人員）理學碩士學位。

呂天能先生，58歲，於二零零九年三月四日獲委任為獨立非執行董事。呂先生為本公司審核委員會主席及薪酬委員會及提名委員會成員。呂先生持有英國University of Leeds理學士學位、英國University of Bradford工商管理碩士學位及香港會計師公會破產管理文憑。彼為香港會計師公會（執業）、英格蘭及威爾斯特許會計師公會、香港稅務學會及華人會計師公會資深會員，以及英國特許管理會計師協會、澳洲會計師公會會員及香港註冊稅務師。彼於會計、核數、稅務、企業融資及業務諮詢等方面累積多年經驗。呂先生亦為中國生物醫學再生科技有限公司及名軒（中國）控股有限公司獨立非執行董事，該等公司於聯交所創業板上市。

Profile of directors and senior management 董事及高級管理層履歷

Mr. SIU Man Ho, Simon (蕭文豪), aged 42, is a practising solicitor of the High Court of Hong Kong. He obtained a Bachelor of Laws degree from the University of Hong Kong in 1996 and is a partner of a law firm, namely Sit, Fung, Kwong & Shum. Mr. Siu is also a China Appointed Attesting Officer appointed by the Ministry of Justice of the PRC. His areas of practice include corporate finance, capital markets, securities, mergers and acquisitions, joint ventures and general commercial matters. Mr. Siu is also an independent non-executive director of Wai Yuen Tong Medicine Holdings Limited, a company listed on the Main Board of the Stock Exchange. He also actively participates in charitable and social services in Hong Kong. He was previously appointed as the director of Hong Kong Pok Oi Hospital and the member of the Committee of the Chinese People's Political Consultative Conference in Nanning City of GuangXi Province, the PRC. He is currently acting as the legal adviser for United Hearts Youth Foundation, VQ Foundation and Hong Kong Taekwondo Association as well as the school manager of The Association of Directors and Former Director of Pok Oi Hospital Ltd. Leung Sing Tak College. Mr. Siu is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company.

SENIOR MANAGEMENT

Mr. HUANG Wanru, (黃萬如), aged 48, was appointed the vice president of the Group since October 2011. With long working experience in finance field, Mr. Huang is responsible for the Group's financial and management information system. Mr. Huang joined the Group in May 1998, has been serving in the Group's various subsidiary companies and in various roles such as cost accounting, finance manager, finance controller. Since March 2008, Mr. Huang was appointed as the financial controller of the Group. Mr. Huang is currently studying EMBA at Xiamen University.

Mr. JIANG Xiang Yu (蔣祥瑜), aged 60, is the General Manager of BB Jinhuangshan. He joined the Group in 1999 and has over 15 years of experience in the cigarette package industry.

蕭文豪先生，42歲，為香港高等法院執業律師，於一九九六年取得香港大學法律學士學位，現為薛馮鄺岑律師行合夥人，蕭先生亦為中國司法部委任的中國委託公證人，其專業包括企業融資、資本市場、證券、合併及收購、合營及一般商業事宜。蕭先生亦為聯交所主板上市公司位元堂藥業控股有限公司的獨立非執行董事。蕭先生同時積極參與香港的慈善及社會服務，彼曾擔任香港博愛醫院總理及中國廣西南寧市政治協商委員。蕭先生現時擔任雁心會樂幼基金、願景基金會及香港跆拳道協會的法律顧問，亦是博愛醫院歷屆總理聯誼會梁省德中學校董。蕭先生為本公司提名委員會主席及審核委員會及薪酬委員會成員。

高級管理層

黃萬如先生，48歲，自二零一一年十月起獲委任為本集團副總裁。憑藉於金融界的豐富經驗，黃先生負責管理本集團的財務及管理資訊系統。黃先生於一九九八年五月加盟本集團，效力本集團多家附屬公司，歷任成本會計師、財務經理、財務總監。自二零零八年三月起，黃先生獲委任為本集團的財務總監。黃先生現正於廈門大學修讀EMBA課程。

蔣祥瑜先生，60歲，為蚌埠金黃山之總經理。彼於一九九九年加盟本集團，於香煙包裝業積逾15年經驗。

Profile of directors and senior management 董事及高級管理層履歷

Mr. YAN Feng (嚴峰), aged 58, is the Vice President of the Group since March 2016 responsible for the Group infrastructure advancement, equipment management and investment, policy research and technology management. Mr. Yan joined the Group in 2000 and has more than 20 years of experience in the cigarette package industry and he also has experience in printing of books services. Between May 2000 to April 2001, he served as the design director and marketing manager in the headquarter of the Group. Between November 2003 to November 2006, he served as Deputy General Manager of Xiangfan Jinfeihuan Colour Packing Company Limited (“Xiangfan Jinfeihuan”). Between April 2009 to May 2010, he served as the General Manager of the Group responsible for the printing of paper products. Between November 2010 to December 2012, he served as the Deputy General Manager of CD Goldroc. Between May 2013 to March 2016, he served as General Manager of Xiangfan Jinfeihuan.

Mr. ZHENG Chao (鄭超), aged 53, is the General Manager of Zhaotong Antong Package Material Co., Ltd., a subsidiary of the Company. He joined the Group in 1999 and has over 15 years of experience in laminated paper manufacturing industry. Mr. Zheng holds a college degree.

Mr. CHUNG Tat Hung (鍾達鴻), aged 48, is the Chief Financial Officer and Company Secretary of the Group. Mr. Chung had worked in various companies as finance manager and accounting manager, and was previously an accountant of an international accounting firm. Mr. Chung joined the Group in October 2003. He served as the Finance Manager of the Group. He left the Group in February 2013 and rejoined in March 2014. Mr. Chung is a fellow member of HKICPA and a certified practicing accountant of Australian Society of Certified Practicing Accountants. Mr. Chung received his Master of Business Administration jointly offered by the University of Sydney and the University of New South Wales in Australia in 2002 and Bachelor of Commerce from the Australian National University in 1991.

嚴峰先生，58歲。自二零一六年三月起出任集團副總裁，負責集團基建技改、設備管理及投資、政策研究及技術管理。嚴先生於二零零零年加入本集團，於香煙包裝業務積逾二十年經驗，彼也有書刊業務管理經驗。自二零零零年五月至二零零一年四月先後擔任集團總部設計部主任和營銷經理。二零零三年十一月至二零零六年十一月，彼出任襄陽金飛環彩色包裝有限公司（「襄陽金飛環」）副總經理。二零零九年四月至二零一零年五月出任集團之紙品印刷廠總經理。二零一零年十一月至二零一二年十二月出任常德金鵬印務有限公司副總經理。二零一三年五月至二零一六年三月出任襄陽金飛環彩色包裝有限公司總經理。

鄭超先生，53歲，為本公司之附屬公司昭通安通包裝材料有限公司之總經理。彼於一九九九年加盟本集團，在複合紙製造業積逾15年經驗。鄭先生持有專業學院學位。

鍾達鴻先生，48歲，為本集團財務總監及公司秘書。鍾先生曾於多間公司擔任財務經理及會計經理，並曾在一間跨國會計事務所擔任會計師。鍾先生於二零零三年十月加盟本集團，擔任本集團之財務總監。彼曾於二零一三年二月，彼離開本集團，後於二零一四年三月再次加入本集團。鍾先生為香港會計師公會之資深會員及澳洲執業會計師公會之執業會計師。鍾先生於二零零二年獲得澳洲悉尼大學及新南威爾斯大學聯合頒授的工商管理碩士學位，及於一九九一年獲得澳洲國立大學頒授的商業學士學位。

Report of the directors

董事會報告書

The Directors are pleased to submit their report together with the audited financial statements of the Group for the year ended 31 December 2015.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries of the Company are set out in note 48 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the business of the Group for the year ended 31 December 2015 and the future development of the Group's business is set out in the section headed "Chairman's Statement" on pages 4 to 11 of this annual report. Financial and business performance analysis is disclosed in the section headed "Management Discussion and Analysis" on pages 12 to 18 and note 8 to the consolidated financial statements. Important event affecting the Group since 31 December 2015 is disclosed in note 50 to the consolidated financial statements. The principal risks and uncertainties affecting the Group's results and business can be found in notes 4 to 6 to the consolidated financial statements.

The PRC cigarette industry is closely monitored and controlled by the PRC government and our customers are concentrated on a limited number of state-owned cigarette manufacturers. The Group's success depends on the support from key stakeholders which comprise shareholders, regulators, customers, employees, local communities and business partners etc. and we have maintained good and strong business relationship with our customers through joint venture and other co-operations. During the year ended 31 December, 2015 and up to the date of this annual report, we have complied with all the relevant rules, laws and regulations in the PRC that have a significant impact on the Group. Further details about the environmental and social responsibility are disclosed in subsequent paragraph in this report.

董事欣然提交其報告連同本集團截至二零一五年十二月三十一日止年度的經審核財務報表。

主要業務

本公司的主要業務為投資控股。本公司主要附屬公司的主要業務載於綜合財務報表附註48。

業務回顧

本集團截至二零一五年十二月三十一日止年度的業務回顧及本集團業務的日後發展載於本年度報告第4至11頁「主席報告書」一節。財務及業務表現分析於第12至18頁「管理層討論及分析」一節及綜合財務報表附註8內披露。自二零一五年十二月三十一日起影響本集團的重大事件於綜合財務報表附註50內披露。影響本集團業績及業務的主要風險及不明朗因素載於綜合財務報表附註4至6。

中國香煙行業受中國政府嚴密監控，客戶集中為少數國有香煙生產商。本集團的成功有賴股東、監管機構、客戶、僱員、本地社區及業務夥伴等主要權益相關者的支持，而本集團一直透過合營企業及其他合作方式與客戶保持良好穩健的業務關係。於截至二零一五年十二月三十一日止年度及截至本年度報告日期，本集團一直遵守所有對本集團有重大影響的中國相關法規、法例及規例。有關環境及社會責任的進一步詳情於本報告其後段落內披露。

RESULTS AND DIVIDEND

The results of the Group are set out in the consolidated statement of profit or loss and other comprehensive income on page 54. A special dividend of HK\$0.153 per ordinary share of the Company amounting to approximately HK\$239.9 million has been declared on 12 February 2016 and was paid in March 2016 (2014: NIL). The Board did not recommend the payment of a final dividend for the year ended 31 December 2015.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming annual general meeting (the “2016 AGM”) of the Company, the register of members of the Company will be closed from 2 June 2016 to 3 June 2016 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the 2016 AGM, all transfer of shares of the Company accompanied by the relevant share certificate(s) and appropriate transfer form(s) must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:00 p.m. on 1 June 2016.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales to the Group’s five largest customers accounted for approximately 68.9% of the Group’s turnover and sales to the Group’s largest customer was approximately 36.5% of the Group’s total revenue. During the year, the aggregate purchases attributable to the Group’s five largest suppliers accounted for approximately 68.8% of the Group’s total purchases, and the purchases attributable to the Group’s largest supplier was approximately 43.7% of the Group’s total purchases.

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

業績及股息

本集團的業績載於第54頁的綜合損益及其他全面收益報表。本公司於二零一六年二月十二日宣派特別股息每股本公司普通股0.153港元，合共約239,900,000港元，特別股息已於二零一六年三月派付(二零一四年：無)。董事會不建議派發截至二零一五年十二月三十一日止年度之末期股息。

暫停辦理股份過戶登記

為釐定股東出席本公司應屆股東週年大會(「二零一六年股東週年大會」)並於會上投票的資格，本公司將由二零一六年六月二日至二零一六年六月三日(包括首尾兩天)暫停辦理本公司股份過戶登記，在此期間本公司股份之轉讓手續將不予辦理。股東為符合資格出席二零一六年股東週年大會並於會上投票，須於二零一六年六月一日下午四時正前，將所有本公司股份過戶文件連同有關股票及適用轉讓表格送交本公司之香港股份過戶登記分處，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，辦理股份過戶登記手續。

主要客戶及供應商

年內，對本集團五大客戶作出的銷售總額佔本集團營業額約68.9%，而對本集團最大客戶作出的銷售額則佔本集團總收入約36.5%。年內，本集團五大供應商應佔採購總額佔本集團採購總額約68.8%，而本集團最大供應商應佔採購額則佔本集團採購總額約43.7%。

概無董事、彼等的緊密聯繫人或任何股東(據董事所知，擁有本公司已發行股本5%以上)於本集團五大客戶或供應商中擁有權益。

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PROPERTY, PLANT AND EQUIPMENT

Details of the movement in property, plant and equipment of the Group are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL

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

RESERVES

At 31 December 2015, the Company's reserves available for distribution amounted to approximately HK\$2.9 billion. Under the Companies Law of the Cayman Islands, the share premium of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the distribution or dividend is proposed to be distributed, the Company shall be able to pay its debts as they fall due in the ordinary course of business. Details of the movements in reserves of the Group and the Company are set out in the consolidated statement of changes in equity.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands.

TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the Company's shares.

FINANCIAL SUMMARY

A summary of the consolidated results of the Group for the last five financial years and of its consolidated assets and liabilities as at the end of the last five financial years is set out on pages 171 to 172.

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

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2015.

物業、廠房及設備

本集團物業、廠房及設備的變動詳情載於綜合財務報表附註20。

股本

本公司股本的詳情載於綜合財務報表附註38。

儲備

於二零一五年十二月三十一日，本公司可供分派之儲備約為2,900,000,000港元。根據開曼群島公司法，本公司之股份溢價乃可供分派予股東，惟於緊隨建議分派或派息之日後，本公司須有能力償還其於日常業務過程中到期之債項。本集團及本公司儲備變動的詳情載於綜合權益變動表。

優先購買權

本公司的公司組織章程大綱及細則或開曼群島法例並無有關優先購買權的條文。

稅務減免

本公司並不知悉有股東因持有本公司股份而獲減免任何稅項。

財務概要

本集團於過往五個財政年度的綜合業績及其於過往五個財政年度年末的綜合資產及負債載於第171至172頁。

購買、出售或贖回本公司的上市證券

本公司或其任何附屬公司於截至二零一五年十二月三十一日止年度內概無購買、出售或贖回本公司任何上市證券。

SHARE OPTION SCHEME

On 4 March 2009, the shareholders of the Company had approved and adopted a share option scheme (the "Share Option Scheme"). Key terms of the Share Option Scheme are summarized below:

- (i) The purpose of the Share Option Scheme is to provide incentive or reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which the Group holds any equity interest.
- (ii) Qualifying participants of the Share Option Scheme include any employee, executive and Non- Executive Directors, customer or supplier of goods or services to any member of the Group, consultant, adviser, manager, officer or entity that provide research, development or other technological support to the Group or its member(s).
- (iii) The total number of shares in respect of which options may be granted under the Share Option Scheme is 40,000,000 shares, being 10% of the total number of shares in issue as at 30 March 2009, being the date of listing of the shares of the Company on the Stock Exchange as adjusted by the share subdivision effective on 11 June 2013, or about 2.55% of the total number of shares in issue as at 31 December 2015.
- (iv) The maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company, must not, in aggregate, exceed 30% of the total number of shares in issue from time to time.
- (v) Unless approved by shareholders in general meeting, the total number of shares issued and to be issued upon exercise of all options granted to any eligible participant under the Share Option Scheme in the 12 month period up to and including such further grant must not exceed 1% of the total number of shares in issue.

購股權計劃

於二零零九年三月四日，本公司股東批准並採納購股權計劃（「購股權計劃」）。購股權計劃的主要條款概述如下：

- (i) 購股權計劃的目的為鼓勵或獎賞合資格人士對本集團所作出的貢獻及／或促使本集團聘請及留聘優秀僱員及吸納對本集團或任何本集團持有其任何股權的實體具價值的人力資源。
- (ii) 購股權計劃的合資格參與者包括任何僱員、執行及非執行董事、本集團任何成員公司的任何客戶或商品或服務供應商、向本集團或其成員公司提供研究、開發或其他技術支援的任何顧問、諮詢人士、經理、高級職員或實體。
- (iii) 根據購股權計劃可予授出的購股權所涉及股份總數為40,000,000股股份，相當於二零零九年三月三十日（即本公司股份於聯交所上市當日）已發行股份總數的10%，經二零一三年六月十一日生效之股份分拆調整，或於二零一五年十二月三十一日的已發行股份總數約2.55%。
- (iv) 根據購股權計劃及本公司任何其他購股權計劃所授出而尚未行使的全部購股權獲行使而可能發行的股份最高數目合共不得超過不時已發行股份總數的30%。
- (v) 除非獲股東於股東大會上批准，否則因於直至進一步授出日期（包括該日）止12個月期間根據購股權計劃向任何合資格參與者授予的全部購股權獲行使而發行及將予發行的股份總數不得超過已發行股份總數的1%。

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- (vi) The Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption of the Share Option Scheme, after which period no further option shall be granted.
- (vii) A non-refundable consideration of HK\$1 is payable on acceptance of the offer of grant of an option. An offer of grant of an option may be accepted by an eligible person within the date as specified in the offer letter issued by the Company, being a date not later than 21 business days from the date offer is made.
- (viii) An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period (which may not expire later than 10 years from the date of the grant) to be notified by the Board at its sole discretion. There is no performance target that has to be achieved before the exercise of any option.
- (ix) The subscription price must be at least the higher of (1) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (2) the average of the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (3) the nominal value of a Company's share.
- (x) The Board is entitled at any time within 10 years between 4 March 2009 and 3 March 2019 to offer the grant of an option to any qualifying participants.
- (vi) 購股權計劃的有效期為自購股權計劃獲採納之日起計10年，其後不會進一步授出購股權。
- (vii) 於接納授出購股權邀約時，承授人須支付1港元作為不可退還的代價。授出購股權之邀約可由合資格人士於本公司發出的邀約函件所訂明的日期前接納，即不遲於該邀約函件發出日期起計21個營業日的日子。
- (viii) 購股權可根據購股權計劃的條款於董事會全權酌情知會的期間內(屆滿日不得超過授出日期起計10年後)隨時行使。於購股權行使前毋須達致任何表現目標。
- (ix) 認購價必須最少為下列三者中的最高者：(1)本公司股份於授予日期於聯交所每日報價表所報的收市價；(2)本公司股份緊接授出日期前五個交易日於聯交所每日報價表所報的收市價之平均數；及(3)本公司股份的面值。
- (x) 董事會有權於二零零九年三月四日至二零一九年三月三日止10年內隨時向任何合資格參與者授予購股權。

Up to the date of this report, no option under the Share Option Scheme has been granted by the Board.

直至本報告日期，董事會概無根據購股權計劃授予任何購股權。

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

購買股份或債券之安排

除上文所披露購股權計劃外，本年度內本公司或其任何附屬公司並無參與任何安排，使董事因取得本公司或任何其他公司之股份或債券而獲益。

SUBSIDIARIES

Details of the Company's subsidiaries as at the date of this report are set out in note 48 to the consolidated financial statements.

RETIREMENT BENEFIT SCHEME

The Group operates provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme"). The MPF Scheme was a defined contribution scheme and the assets of the MPF Scheme were managed by a trustee.

The MPF Scheme is available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions were made by the Group at 5% based on the staff's relevant income. The maximum relevant income for contribution purpose is HK\$30,000 per month. Staff members were entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits were required by law to be preserved until the retirement age of 65.

The employees of the Company's subsidiaries established in the PRC are members of a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of the employees' basic salaries and wages to the central pension scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of these subsidiaries. The only obligation of these subsidiaries with respect to the central pension scheme are to meet the required contributions under the scheme.

The Group's cost for the schemes charged to the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2015 amounted to approximately HK\$10,725,000 (2014: HK\$12,442,000).

附屬公司

本公司附屬公司於本報告日期的詳情載於綜合財務報表附註48。

退休福利計劃

本集團按香港法例第485章強制性公積金計劃條例的定義設立公積金計劃(「強積金計劃」)。強積金計劃為定額供款計劃，強積金計劃的資產由受託人管理。

強積金計劃提供予所有18至64歲在香港受僱於本集團最少60日的僱員。本集團根據員工的有關收入作出5%的供款。就供款而言，有關收入上限為每月30,000港元。不論員工於本集團的服務年期，均獲享本集團作出100%的供款連同應計回報，惟根據法例，有關福利將保留至退休年齡65歲方可領取。

本公司於中國成立的附屬公司的僱員為地方市政府所設立中央退休金計劃的成員。該等附屬公司須向中央退休金計劃貢獻僱員基本薪金的若干百分比以為其退休福利提供資金。地方市政府承擔該等附屬公司的所有現有及未來退休僱員的退休福利責任。該等附屬公司就中央退休金計劃承擔的唯一責任為符合計劃項下要求的供款。

本集團於截至二零一五年十二月三十一日止年度就該等計劃在綜合損益及其他全面收益報表扣除的費用約為10,725,000港元(二零一四年：12,442,000港元)。

Report of the directors 董事會報告書

DIRECTORS

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

Executive Directors:

Mr. Cai Xiao Ming, David (*Chairman*)
Mr. Qin Song (*Chief Executive Officer and appointed as Vice-Chairman with effect from 3 December 2015*)
Mr. Peng Guoyi
(*appointed with effect from 22 July 2015*)
Mr. Kiong Chung Yin, Yttox
(*resigned with effect from 22 July 2015*)

Non-Executive Directors:

Ms. Li Li
(*appointed with effect from 22 July 2015*)
Mr. Sean Xing He
(*resigned with effect from 22 July 2015*)

Independent Non-Executive Directors:

Mr. Lam Ying Hung, Andy
Mr. Lui Tin Nang
Mr. Siu Man Ho, Simon

According to article 84(1) of the Articles of Association of the Company, one-third of the Directors for the time being shall retire from office by rotation at the annual general meeting of the Company but shall then be eligible for re-election.

Details of the Directors subject to rotation and re-election are contained in the circular despatched together with this annual report.

In compliance with Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), the Board currently comprises three Independent Non-Executive Directors, representing more than one-third of the Board. Pursuant to paragraph 12B of Appendix 16 of the Listing Rules, each of the Independent Non-Executive Directors has confirmed by annual confirmation that he has complied with the independence criteria set out in Rule 3.13 of the Listing Rules. The Company considers that all three Independent Non-Executive Directors are independent under these independence criteria and are capable to effectively exercise independent judgement.

董事

於年內及直至本報告日期的董事如下：

執行董事：

蔡曉明先生 (*主席*)
欽松先生 (*行政總裁及於二零一五年十二月三日獲委任為副主席*)
彭國意先生
(*於二零一五年七月二十二日獲委任*)
姜仲賢先生
(*於二零一五年七月二十二日辭任*)

非執行董事：

李莉女士
(*於二零一五年七月二十二日獲委任*)
何欣先生
(*於二零一五年七月二十二日辭任*)

獨立非執行董事：

林英鴻先生
呂天能先生
蕭文豪先生

根據本公司的組織章程細則第84(1)條，三分之一董事須於本公司股東週年大會輪席退任，惟屆時將合資格重選連任。

須輪席退任及重選之董事詳情載於連同本年報一同刊發之通函內。

為遵守聯交所證券上市規則(「上市規則」)第3.10(1)條，董事會現時有三名獨立非執行董事在任，佔董事會超過三分之一。根據上市規則附錄16第12B段，各獨立非執行董事均已以年度確認書確認，彼符合上市規則第3.13條所載獨立身分標準。本公司認為，根據此等獨立身分標準，全部三名獨立非執行董事均為獨立人士，能有效作出獨立判斷。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management are set out on pages 19 to 23.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Peng Guoyi and Ms. Li Li have entered into a service agreement with the Company for an initial term of three years commencing from 22 July 2015, and will continue thereafter until terminated by not less than three months' notice in writing served by either party. Each of Mr. David Cai and Mr. Qin Song has entered into a service agreement with the Company for a term of three years commencing from 30 March 2015 and will continue thereafter until terminated by not less than three months' notice in writing served by either party. Each of Mr. Lam Ying Hung, Andy, Mr. Lui Tin Nang and Mr. Siu Man Ho, Simon has renewed their appointment for a fixed term of three years commencing from 30 March 2015.

Save as aforesaid, none of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

Details of the related party transactions entered into during the year were disclosed in note 47 to the consolidated financial statements. Save as those disclosed under the paragraph headed "Continuing Connected Transactions" below, these related party transactions either did not constitute connected transactions under the Listing Rules or were exempted connected transactions under the Listing Rules. Save as the transactions aforementioned, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or the controlling shareholder of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year, and there were no contract of significance for the provision of services to the Group by the controlling shareholder of the Company.

董事及高級管理層的個人資料詳情

董事及高級管理層個人資料簡介載於第19頁至第23頁。

董事的服務合約

彭國意先生及李莉女士已各自與本公司訂立服務協議，由二零一五年七月二十二日起計初步為期三年，並將於其後延續，直至其中一方發出不少於三個月的書面通知終止為止。蔡曉明先生及欽松先生已各自與本公司訂立服務協議，由二零一五年三月三十日開始起計為期三年，並將於其後延續，直至其中一方發出不少於三個月的書面通知終止為止。林英鴻先生、呂天能先生及蕭文豪先生已重續任期，固定任期為自二零一五年三月三十日起為期三年。

除上文所述者外，擬於應屆股東週年大會上重選連任的董事概無與本公司訂立不可由本公司於一年內終止而毋須支付賠償（法定賠償除外）的服務合約。

董事於合約的權益

年內所進行的關聯方交易的詳情，載於綜合財務報表附註47。除下文「持續關連交易」一段披露者外，該等關聯方交易並不構成上市規則界定的關連交易，或屬於上市規則豁免的關連交易。除上文所述的交易外，概無有關本集團業務而本公司或其任何附屬公司為訂約方及本公司董事或其控股股東於其中直接或間接擁有重大權益且於年末或本年度任何時間存續的重大合約，亦無就本公司的控股股東向本集團提供服務而訂立任何重要合約。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the Directors or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

PERMITTED INDEMNITY PROVISION

Subject to the applicable laws, every Director and other officers of the Company shall be entitled to be indemnified by the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur in the execution and discharge of his or her duties or in relation thereto pursuant to the Company's Articles of Association. Such provisions were in force during the course of the financial year ended 31 December 2015 and remained in force as of the date of this report.

The Group has also taken out and maintained liability insurance for Directors and officers throughout the year.

董事於競爭業務的權益

概無董事或彼等各自的任何聯繫人從事與本集團業務構成或可能構成競爭的業務或與本集團有任何其他利益衝突。

管理合約

年內並無訂立或存在任何有關本集團全部或任何主要部分業務的管理及行政合約。

許可彌償條文

在適用法律規限下，本公司每名董事及其他高級職員有權根據本公司的組織章程細則就彼等或彼等任何成員於執行及履行職責時所產生或與之有關的一切訴訟、成本、費用、損失、損害及開支而獲得彌償。有關條文於截至二零一五年十二月三十一日止財政年度內生效及於本報告日期維持生效。

本集團亦全年為董事及高級職員投購責任保險。

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

As at 31 December 2015, the following Directors or the chief executives of the Company had or were deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Listing Rules:

董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債券的權益及淡倉

於二零一五年十二月三十一日，本公司以下董事或主要行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例第XV部）的股份、相關股份或債券中，擁有或被視為擁有(i)根據證券及期貨條例（「證券及期貨條例」）第XV部第7及8分部（包括根據證券及期貨條例該等條文彼等被當作或視為擁有的權益或淡倉）須知會本公司及聯交所的權益或淡倉；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊的權益或淡倉；或(iii)須根據上市規則所載上市公司董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所的權益或淡倉：

The Company

本公司

| Name of Director | Capacity | Number of shares held | Position | Approximate percentage of issued share capital |
|-----------------------------------|---|------------------------------|-----------------|---|
| 董事姓名 | 身份 | 持股數目 | 持倉 | 佔已發行股本概約百分比 |
| Mr. Cai Xiao Ming, David 蔡曉明先生 | Interest of controlled corporation (note 1) 受控制法團權益(附註1) | 851,456,892 | Long 好倉 | 54.3% |
| Mr. Qin Song 欽松先生 | Beneficial owner 實益擁有人 | 15,321,062 | Long 好倉 | 1.0% |
| Mr. Peng Guoyi 彭國意先生 | Beneficial owner 實益擁有人 | 1,000,000 | Long 好倉 | 0.1% |
| Ms. Li Li 李莉女士 | Beneficial owner 實益擁有人 | 250,551,964 | Long 好倉 | 16.0% |

Report of the directors 董事會報告書

Note:

- 274,325,278 shares are held by Profitcharm Limited and 577,131,614 shares are held by Sinorise International Limited, the entire issued share capitals of them are wholly and beneficially owned by Mr. Cai Xiao Ming, David.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN AND/OR SHORT POSITIONS

So far as is known to the Directors and chief executives of the Company, as at 31 December 2015, the following persons (not being a Director or chief executive of the Company) had, or were deemed to have, interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

附註：

- 創益有限公司持有 274,325,278 股股份及振華國際有限公司持有 577,131,614 股股份，兩者全部已發行股本均由蔡曉明先生全資實益擁有。

主要股東的權益及／或淡倉

據本公司董事及主要行政人員所知，於二零一五年十二月三十一日，以下人士（並非本公司的董事或主要行政人員）於本公司股份或相關股份中擁有或被視為擁有根據證券及期貨條例第 XV 部第 2 及 3 分部須向本公司披露的權益或淡倉：

| Name of shareholder 股東名稱 | Note 附註 | Capacity 身份 | Number of shares held 持股數目 | Position 持倉 | Approximate percentage of issued share capital 佔已發行股本 概約百分比 |
|--|------------|--|----------------------------------|----------------|--|
| Profitcharm Limited 創益有限公司 | 1 | Beneficial owner 實益擁有人 | 274,325,278 | Long 好倉 | 17.5% |
| Sinorise International Limited 振華國際有限公司 | 2 | Beneficial owner 實益擁有人 | 577,131,614 | Long 好倉 | 36.8% |
| Masterwork Machinery Co., Ltd. 天津長榮印刷設備股份有限公司 | | Interest of controlled corporation 受控制法團權益 | 250,551,964 | Long 好倉 | 16.0% |
| Masterwork Machinery (H.K.) Limited 長榮股份(香港)有限公司 | | Beneficial owner 實益擁有人 | 250,551,964 | Long 好倉 | 16.0% |
| Partners Group Holding AG Partners Group Holding AG | | Beneficial owner 實益擁有人 | 103,555,231 | Long 好倉 | 7.0% |
| Tianjin Dehou Investment Management Partnership Tianjin Dehou Investment Management Partnership | | Interest of controlled corporation 受控制法團權益 | 103,555,231 | Long 好倉 | 7.0% |

Notes:

1. Profitcharm Limited is a company incorporated in the British Virgin Islands with limited liability which is wholly and beneficially owned by Mr. Cai Xiao Ming, David.
2. Sinorise International Limited is a company incorporated in the British Virgin Islands with limited liability which is wholly and beneficially owned by Mr. Cai Xiao Ming, David.

CONNECTED TRANSACTION

On 29 December 2015, Shenzhen Guilian Printing Limited (“Shenzhen Guilian”), a wholly-owned subsidiary of the Company and Tianjin Rongcai Technology Co., Ltd (“Tianjin Rongcai”), a non wholly-owned subsidiary of Masterwork Machinery Co., Ltd., which is a substantial shareholder of the Company interested in 15.98% of the issued share capital of the Company and thus a connected person of the Company, entered into a joint venture agreement to establish an entity of 天津榮聯匯智智能包裝科技有限公司 (Tianjin Rong Lian Hui Zhi Intelligence Packaging Technology Co., Ltd.) (“Tianjin Rong Lian”) in the PRC for the purpose of planning, design, research and development, and sales of intelligent and environmentally-friendly production among the tobacco packaging industry. The initial registered capital of Tianjin Rong Lian is RMB30,000,000 which is contributed as to 60% by Tianjin Rongcai and 40% by Shenzhen Guilian. Details of the transactions were set out in the announcement dated 29 December 2015.

CONTINUING CONNECTED TRANSACTION

Transactions with Xiangfan Cigarette Factory

On 20 March 2014, Xiangyang Jinfeihuan Colour Package Co., Ltd. (“Xiangyang Jinfeihuan”), which is a member of the Group, entered into a master sales agreement (the “Master Sales Agreement”) with 襄樊捲煙廠 (Xiangfan Cigarette Factory) pursuant to which Xiangyang Jinfeihuan shall sell (or shall procure the Group to sell) and 襄樊捲煙廠 (Xiangfan Cigarette Factory) shall buy (or shall procure its subsidiary(ies), fellow subsidiary(ies) and/or holding company(ies) (together the “Hubei Tobacco Group”) to buy) the cigarette packages and related services (the “Package Products”) for a term of three years commencing from 1 January 2014. The annual caps of the Package Products to be supplied by the Group to the Hubei Tobacco Group under the Master Sales Agreement for each of the three years ending 31 December 2016 are RMB107 million, RMB131 million and RMB161 million respectively.

附註：

1. 創益有限公司為一間於英屬處女群島註冊成立的有限公司，由蔡曉明先生全資實益擁有。
2. 振華國際有限公司為於英屬處女群島註冊成立之有限公司，由蔡曉明先生全資實益擁有。

關連交易

於二零一五年十二月二十九日，本公司的全資附屬公司深圳貴聯印刷有限公司（「深圳貴聯」）與天津長榮印刷設備股份有限公司（其為於本公司已發行股本中擁有15.98%權益的主要股東，故為本公司的關連人士）的非全資附屬公司天津榮彩科技有限公司（「天津榮彩」）訂立合營協議，涉及於中國成立實體天津榮聯匯智智能包裝科技有限公司（「天津榮聯」），以規劃、設計、研發及銷售煙草包裝業的智能環保生產。天津榮聯的初始註冊資本為人民幣30,000,000元，其中60%及40%分別由天津榮彩及深圳貴聯注資。有關交易的詳情載於日期為二零一五年十二月二十九日的公佈。

持續關連交易

與襄樊捲煙廠的交易

於二零一四年三月二十日，本集團成員公司襄陽金飛環彩色包裝有限公司（「襄陽金飛環」）及襄樊捲煙廠訂立總銷售協議（「總銷售協議」），據此，襄陽金飛環將出售（或將促使本集團出售）而襄樊捲煙廠將購買（或促使其附屬公司、同系附屬公司及／或控股公司（統稱「湖北煙草集團」）購買煙包及相關服務（「包裝產品」），由二零一四年一月一日起為期三年。根據總銷售協議，本集團截至二零一六年十二月三十一日止三個年度各年將向湖北煙草集團提供的包裝產品年度上限分別為人民幣107,000,000元、人民幣131,000,000元及人民幣161,000,000元。

Report of the directors 董事會報告書

The actual sales amount incurred under the Master Sales Agreement for the year ended 31 December 2015 was approximately HK\$8.22 million.

Pursuant to the Master Sales Agreement, the selling price of the Package Products shall be agreed upon between the parties and shall be determined based on normal commercial terms through arm's length negotiation or on terms no less favourable than the terms available to independent third parties.

Given that 襄樊捲煙廠 (Xiangfan Cigarette Factory) is a substantial shareholder of Xiangyang Jinfeihuan interested in 20.4% of its share capital, 襄樊捲煙廠 (Xiangfan Cigarette Factory) is a connected person to the Company within the meaning of the Listing Rules and the transactions under the Master Sales Agreement therefore constituted continuing connected transactions on the part of the Company under the Listing Rules. Details of the Master Sales Agreement were set out in the announcement and the circular of the Company dated 20 March 2014 and 15 April 2014 respectively.

Transactions with Masterwork Machinery

On 12 August 2015, the Company entered into the master purchase agreement (the "Master Purchase Agreement") with Masterwork Machinery Co., Ltd ("Masterwork Machinery"), pursuant to which the Company or its subsidiaries will purchase printing and packaging machineries and related services from time to time from Masterwork Machinery or its subsidiaries for a term up to 31 December 2017. The annual caps for each of the three years ending 31 December 2017 are RMB60 million, RMB60 million and RMB60 million respectively.

The terms of the Master Purchase Agreement are on normal commercial terms and are determined by the Group and Masterwork Machinery on arm's length basis. The price which Masterwork Machinery sells the printing and packaging machineries and related services to the Group under the Master Purchase Agreement shall be the then market price based on the price list and terms of each sale to the Group shall not be less favourable than those on which Masterwork Machinery offers to its independent customers, taking into account the quantity and the specifications of the printing and packaging machineries and related services ordered.

截至二零一五年十二月三十一日止年度總銷售協議產生的實際銷售額約為8,220,000港元。

根據總銷售協議，包裝產品之售價將由訂約各方協定，將按一般商業條款或按不遜於向獨立第三方提供的條款公平磋商釐定。

由於襄樊捲煙廠為襄陽金飛環的主要股東，擁有其股本的20.4%權益，按上市規則定義，襄樊捲煙廠為本公司的關連人士，因此根據上市規則，總銷售協議項下進行的交易構成本公司的持續關連交易。總銷售協議的詳情分別載於本公司日期為二零一四年三月二十日及二零一四年四月十五日的公佈及通函。

與天津長榮的交易

於二零一五年八月十二日，本公司與天津長榮印刷設備股份有限公司（「天津長榮」）訂立總購買協議（「總購買協議」），據此本公司或其附屬公司將不時向天津長榮或其附屬公司購買印刷及包裝機器及相關服務，為期直至二零一七年十二月三十一日。截至二零一七年十二月三十一日止三個年度各年，年度上限分別為人民幣60,000,000元、人民幣60,000,000元及人民幣60,000,000元。

總購買協議之條款屬一般商業條款及由本集團與天津長榮經公平磋商釐定。根據總購買協議，天津長榮向本集團出售印刷及包裝機器及相關服務之價格應為當時基於價目表之市場價格，且計及所訂購印刷及包裝機器及相關服務之數量及規格後，向本集團所作出每筆銷售之條款不得遜於天津長榮向其獨立顧客提供之條款。

Report of the directors 董事會報告書

The actual purchase amount incurred under the Master Purchase Agreement for the year ended 31 December 2015 was approximately HK\$6.1 million.

Masterwork Machinery, being a substantial shareholder of the Company interested in 15.98% of the issued share capital of the Company, is a connected person under the Listing Rule and the transactions contemplated under the Master Purchase Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Details of the Master Purchase Agreement were set out in the announcement of the Company dated 12 August 2015.

Compliance with Disclosure Requirements

Save for the “Printing of cigarette packages” and “Purchase of printing and packing machineries” during the year as shown in note 47(a) to the consolidated financial statements which constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules, all other transactions as shown in note 47 are continuing connected transactions exempted from announcement, reporting, annual review and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the above continuing connected transactions.

The Independent Non-Executive Directors have reviewed the above continuing connected transactions and confirmed that the continuing connected transactions were entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) in accordance with Master Sales Agreement and Master Purchase Agreement governing them respectively on terms that are fair and reasonable and in the interests of shareholders of the Company as a whole.

截至二零一五年十二月三十一日止年度總購買協議產生的實際購買金額約為6,100,000港元。

天津長榮(即本公司主要股東，於本公司已發行股本中擁有15.98%權益)根據上市規則為關連人士，故總購買協議項下擬進行交易構成上市規則第14A章項下之本公司持續關連交易。總購買協議詳情載於本公司日期為二零一五年八月十二日的公布。

遵守披露規定

除綜合財務報表附註47(a)所載於年內進行的「香煙包裝印刷服務」及「購買印刷及包裝機器」根據上市規則第14A章構成本公司的持續關連交易外，附註47所載所有其他交易均為獲豁免遵守上市規則第14A章的公布、報告、年度審閱及獨立股東批准規定的持續關連交易。本公司已就上述持續關連交易遵守上市規則第14A章的披露規定。

獨立非執行董事已審閱上述持續關連交易，並確認訂立持續關連交易：

- (a) 於本集團一般正常業務中進行；
- (b) 按一般商業條款或更佳條款；及
- (c) 根據管轄交易之總銷售協議及總購買協議，按公平合理且符合本公司股東整體利益之條款進行。

Report of the directors 董事會報告書

In addition, the Company has engaged its auditor to report on the continuing connected transactions of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements. Other than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued unqualified letter containing the conclusion in respect of the continuing connected transactions set out above which is in compliance with the Rule 14A.56 of the Listing Rules.

CORPORATE GOVERNANCE

Principal corporate governance practices as adopted by the Company are set out in the Corporate Governance Report section set out on pages 40 to 51.

ENVIRONMENT AND SOCIAL RESPONSIBILITIES

The Group believes the importance of balancing the business growth and the Group’s responsibilities towards the environment, its employees and the communities in which it operates. During the year, the Group implemented a number of trainings and seminar programs, covering environment protection, work safety and production management.

In 2015, the Group had conducted several fire drills including fire drills for hazard materials and also conducted daily occupational health and safety seminar to our employees to raise their awareness for health and safety to safeguard our employees, visitors and our contractors.

Relevant senior management had been given training for green building certification and our ERP system, which enable us to improve our production efficiency through savings on energy and reduction in wastes and gas emission in Group’s production lines through real time monitoring.

Further to protect the environment and reduce cost, the Group has implemented a number of green initiatives such as a stringent raw material control policy to strictly monitor the Group material consumption level with regard to production wastage. Therefore, the Group was able to achieve paper, ink, and electro-aluminum foil wastage within the targeted level for the year.

此外，本公司已委聘核數師，以根據香港會計師公會所頒佈之香港核證委聘準則第3000號「歷史財務資料審核或審閱以外之核證委聘」以及參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」就本集團之持續關連交易作出報告。核數師已發出載有彼等對上述持續關連交易結論的無保留意見函件，因此已符合上市規則第14A.56條之規定。

企業管治

本公司採納的主要企業管治條例載於第40頁至第51頁企業管治報告書一節。

環境及社會責任

本集團相信，維持業務增長與本集團對環境、僱員及其經營所在社區之間的平衡乃重要一環。年內，本集團推行多項培訓及講座計劃，內容涵蓋環境保護、工作安全及生產管理。

於二零一五年，本集團曾進行多次防火演習，包括有害物料的防火演習，亦為僱員舉辦日常職業健康及安全講座，提升彼等的健康及安全意識，保障我們的僱員、客及承辦商。

相關高級管理人員已接受綠色建築證書及ERP系統培訓，讓本集團在生產線透過實地監察，節省能源以及減少廢物及廢氣排放，從而改善生產效率。

為保護環境及節省成本，本集團已推行若干綠色措施，例如採取原材料監管政策，嚴格監控本集團的產生生產廢物的材料消耗水平。因此，本集團的紙張、墨水、電鋁箔廢物能夠於年內控制於目標水平。

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge, as at the date of this report, there is sufficient public float of 25% of the Company's issued shares as required under the Listing Rules.

DISCLOSURE UNDER RULE 13.21 OF THE LISTING RULES

During the year, the Company has been offered a four-year term loan facility (the "Facility") of HK\$340,000,000 from a local bank in which the Company has undertaken, among other matters, that Mr. Cai Xiao Ming, David ("Mr. Cai") shall maintain at least 50% beneficial shareholding interest in the Company at all times during the life of the banking facility. The breach of such undertaking may result in the loan immediately due and repayable. The Facility was used for refinancing the two syndicate loans granted to the Group in 2012 and 2013 and will be used for general working capital, financing the capital expenditure and for possible acquisition in the future.

AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board
Brilliant Circle Holdings International Limited

Cai Xiao Ming, David
Chairman

Hong Kong, 24 March 2016

公眾持股量

根據本公司公開獲得的資料及就董事所知，於本報告日期，本公司已發行股份有25%的足夠公眾持股量，乃符合上市規則的規定。

根據上市規則第13.21條披露

年內，本公司獲一間本地銀行提供一項四年有期貸款融資（「融資」），為數340,000,000港元，其中本公司已承諾（其中包括）蔡曉明先生（「蔡先生」）將於銀行融資年期內任何時間於本公司保有最少50%的實益股權。違反有關承諾可能導致有關貸款即時到期及須予償還。該融資已用於為二零一二年及二零一三年授予本集團之兩項銀團貸款再融資；並將用作一般營運資金，為資本開支提供資金；及用於日後可能收購事項。

核數師

本公司將於股東週年大會上提呈一項決議案，以重新聘任德勤•關黃陳方會計師行為本公司核數師。

代表董事會
貴聯控股國際有限公司

蔡曉明
主席

香港，二零一六年三月二十四日

Corporate governance report

企業管治報告書

OVERVIEW

The Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability.

CORPORATE GOVERNANCE

The Company has adopted the Corporate Governance Code (the "Code") contained in Appendix 14 of the Listing Rules. For the year ended 31 December 2015, the Company has complied in general with the Code, except code provisions A.6.7 and E.1.2 of the Code as; (i) Mr. Cai Xiao Ming (the Chairman of the Board), Mr. Lui Tin Nang and Mr. Sean Xing He were unable to attend the annual general meeting of the Company held on 5 June 2015 due to their other business engagement, (ii) Mr. Lui Tin Nang, Mr. Siu Man Ho, Simon and Mr. Sean Xing He were unable to attend the extraordinary general meeting of the Company held on 2 July 2015 due to their other business engagement; and (iii) Mr. Lui Tin Nang, Mr. Siu Man Ho, Simon and Ms. Li Li were unable to attend the extraordinary general meeting of the Company held on 7 November 2015 due to their other business engagement.

COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the standard for securities transactions by Directors. The Company has made specific enquiries of all the Directors and all the Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Directors' securities transactions for the year ended 31 December 2015.

THE BOARD OF DIRECTORS

The Board takes responsibility to oversee all major matters of the Company, including the formulation and approval of overall business strategies, internal control and risk management systems, and monitoring the performance of the senior management. The management is responsible for the daily operations of the Group under the leadership of Chief Executive Officer. The Directors have the responsibility to act objectively in the interests of the Company.

概覽

董事意識到在本集團管理架構及內部監控程序引進良好企業管治的重要性，以便達致有效的問責性。

企業管治

本公司已採納上市規則附錄十四所載的企業管治守則(「守則」)。截至二零一五年十二月三十一日止年度，本公司一般已遵守守則，惟守則第A.6.7及E.1.2條守則條文除外，原因為(i)蔡曉明先生(董事會主席)、呂天能先生及何欣先生因其他既定事務而未能出席於二零一五年六月五日舉行的本公司股東週年大會；(ii)呂天能先生、蕭文豪先生及何欣先生因其他既定事務而未能出席於二零一五年七月二日舉行的本公司股東特別大會；及(iii)呂天能先生、蕭文豪先生及李莉女士因其他既定事務而未能出席於二零一五年十一月七日舉行的本公司股東特別大會。

遵守董事進行證券交易的標準守則

本公司已採納上市條例附錄十所載之標準守則，作為董事進行證券交易的準則。本公司已特別向全體董事查詢，且全體董事確認，截至二零一五年十二月三十一日止年度，彼等一直符合標準守則及其有關董事進行證券交易操守守則規定的準則。

董事會

董事會負責監督本公司所有重要事宜，包括制定及批准整體業務策略、內部監控及風險管理系統及監察高級管理層的表現。管理層在行政總裁領導下負責本集團的日常營運。董事有責任以本公司利益按客觀標準行事。

Currently, the Board comprises seven Directors, including three Executive Directors namely Mr. David Cai, Mr. Qin Song and Mr. Peng Guoyi, one Non-Executive Director namely Ms. Li Li, and three Independent Non-Executive Directors namely Mr. Lam Ying Hung, Andy, Mr. Lui Tin Nang and Mr. Siu Man Ho, Simon. There is no financial, business, family or other material or relevant relationship among the Directors. The names and biographical details of the Directors are set in the section entitled “Profile of Directors and Senior Management” in this annual report.

In compliance of Rule 3.10(1) of the Listing Rules, the Board currently comprises three Independent Non-Executive Directors representing more than one-third of the Board. Pursuant to paragraph 12B of Appendix 16 of the Listing Rules, each of the Independent Non-Executive Directors has confirmed by annual confirmation that he has complied with the independence criteria set out in Rule 3.13 of the Listing Rules. The Directors consider that all three Independent Non-Executive Directors are independent under these independence criteria and are capable to effectively exercise independent judgement. Amongst the three Independent Non-Executive Directors, both Mr. Lam Ying Hung, Andy and Mr. Lui Tin Nang have the appropriate professional qualifications and accounting and related financial management expertise required under Rule 3.10(2) of the Listing Rules.

The Board has delegated various responsibilities to the Board committees including the audit committee (the “Audit Committee”), the remuneration committee (the “Remuneration Committee”) and the nomination committee (the “Nomination Committee”) (collectively, the “Board Committees”). Further details of these committees are set out below.

董事會現時由七名董事組成，包括三名執行董事（即蔡曉明先生、欽松先生及彭國意先生）、一名非執行董事李莉女士及三名獨立非執行董事（即林英鴻先生、呂天能先生及蕭文豪先生）。董事間概無財務、業務、家族或其他重要或相關關係。董事的名稱及履歷詳情載於本年報內「董事和高級管理人員履歷」一節。

遵照上市規則第3.10(1)條，董事會現時由三名獨立非執行董事組成，佔董事會超過三分之一。根據上市規則附錄十六第12B段，各獨立非執行董事已發出年度確認函確認，彼等符合上市規則第3.13條所載獨立性準則。董事認為，根據獨立性準則，三名獨立非執行董事均為獨立身份，能有效行使獨立判斷。在三名獨立非執行董事中，林英鴻先生及呂天能先生均具備上市規則第3.10(2)條所需的合適專業資格及會計及相關財務管理專才。

董事會已委派審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」）（統稱「董事委員會」）履行特定的職責。有關該等委員會的進一步詳情載於下文。

BOARD MEETINGS

Four Board meetings were held during the year ended 31 December 2015. Ad-hoc meetings will also be convened if necessary to discuss the overall strategy as well as the operation and financial performance of the Group. Notice of Board meeting was sent to all Directors at least 14 days prior to a regular board meeting. Reasonable notices will be given to the Directors for ad-hoc board meetings. Directors may participate either in person or through electronic means of communications.

All relevant materials were sent to all the Directors relating to the matters brought before the meetings. All the Directors have been provided with sufficient resources to discharge their duties, and, upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expenses. All Directors will have the opportunity to include matters in the agenda for Board meetings. Details of individual attendance of Directors are set out in the table on page 48 of this annual report.

Appointments, Re-election and Removal of Directors

Each of the Executive Directors has entered into a service contract with the Company for a specific term of three years. All of their appointments are subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company.

All of the Independent Non-Executive Directors and the Non-Executive Director were appointed for a term of three years, and are subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company.

董事會會議

截至二零一五年十二月三十一日止年度曾舉行四次董事會會議。需要時亦會召開臨時會議，商討整體策略以及本集團的營運及財務表現。全體董事於舉行定期董事會會議前最少14天獲發董事會會議通告，而臨時董事會會議通告則於合理時間內事先派發予董事。董事可選擇親身或以電子通訊的方式出席會議。

所有董事於會議前獲寄發有關會上討論事項的資料。所有董事將獲得充份資源以履行其職責，並在合理要求下，可按合適情況尋求獨立專業意見，費用由本公司承擔。所有董事有機會於董事會會議上將其關注的事宜加入議程。董事個別出席會議次數之詳情載於本年報第48頁的一覽表內。

委任、重選及罷免董事

各執行董事與本公司已訂立服務合約，為期三年。惟根據本公司組織章程細則，彼等的委任均須遵守輪值告退及重選之規定。

全部獲委任的獨立非執行董事及非執行董事，任期為期三年，須根據本公司的組織章程細則輪值告退並接受重選。

Chairman and Chief Executive Officer

Under provision A.2.1 of the Code, the roles of the Chairman and the Chief Executive Officer should be separate and should not be performed by the same individual. During the year ended 31 December 2015, Mr. David Cai is the Chairman who provides leadership to the Board but he would not be involved in the day-to-day management of the Group's business. Mr. Qin Song, was appointed as the Vice- Chairman and the Chief Executive Officer of the Company and his role is to oversee the overall management of the Group.

Training for Directors

The Company continuously updates Directors the latest developments and changes to the Listing Rules and other applicable regulatory requirements and provides training to develop and refresh the Directors' knowledge and skills. The Company provides Directors with monthly updates on the performance, position and prospects of the Company.

Directors are encouraged to participate in continuing professional development to develop and refresh their knowledge and skills. The Company has prepared a training record in order to assist the Directors to record the training that have undertaken.

The company secretary reports from time to time the latest changes and development of the Listing Rules and other corporate governance requirements with written materials. Individual Director had also attended seminars and/or conferences or workshops or forums relevant to his profession and duties as directors. All Directors have provided the Company with their respective training records in compliance with Code A.6.5 of the CG Code.

主席及行政總裁

根據守則第A.2.1條，主席及行政總裁的角色應分立，不應由同一人擔任。截至二零一五年十二月三十一日止年度，蔡曉明先生為主席，領導董事會的工作，但彼不會參與本集團日常的業務管理。欽松先生獲委任為本公司副主席兼行政總裁，職責為監管本集團的整體管理。

董事培訓

本公司持續向董事提供有關上市規則和其他適用監管規定的最新發展概況，並提供培訓以發展及重溫董事的知識和技能。本公司向董事提供有關本公司表現、狀況及前景的每月更新資料。

公司鼓勵董事參加持續專業發展，以增進並重溫董事的知識和技能。本公司已備有培訓記錄，以協助董事記錄所接受的培訓。

公司秘書不時藉書面資料匯報上市規則及其他企業管治規定的最新變動及發展。個別董事亦已參加有關其專業和董事職務的座談會及／或會議或工作坊或論壇。所有董事均已遵守企業管治守則第A.6.5條守則向本公司提供彼等各自的培訓記錄。

Corporate governance report 企業管治報告書

Below is a summary of the training the Directors had received during the year: 於年內，董事所接受的培訓概要如下：

| Name of Directors 董事姓名 | Type of trainings 培訓類型 |
|-----------------------------------|---------------------------|
| Mr. Cai Xiao Ming, David 蔡曉明先生 | B |
| Mr. Qin Song 欽松先生 | A & B A及B |
| Mr. Peng Guoyi 彭國意先生 | B |
| Ms. Li Li 李莉女士 | B |
| Mr. Lam Ying Hung, Andy 林英鴻先生 | A & B A及B |
| Mr. Lui Ting Nang 呂天能先生 | A & B A及B |
| Mr. Siu Man Ho, Simon 蕭文豪先生 | A & B A及B |

A: attending seminars/conferences/workshops/forums

A: 出席座談會／會議／工作坊／論壇

B: reading newspapers, journals and updates relating to the economy, environmental protection business or director's duties and responsibilities etc.

B: 閱讀有關經濟、環保業務或董事職責等之報章、期刊及更新資料

Remuneration of Directors and Senior Management

The remuneration of the members of the senior management by band for the year ended 31 December 2015 is set out below:

董事及高級管理層薪酬

截至二零一五年十二月三十一日止年度高級管理層的薪酬組別如下：

| Remuneration bands 薪酬組別 | Number of persons 人數 |
|--|-------------------------|
| Up to HK\$1,000,000 最多達 1,000,000 港元 | 10 |
| HK\$1,000,001 to HK\$2,000,000 1,000,001 港元至 2,000,000 港元 | 2 |
| Above HK\$2,000,001 2,000,001 港元以上 | NIL 無 |

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 16 and 17 to the financial statements, respectively.

COMPANY SECRETARY

During the year ended 31 March 2015, Mr. Chung Tat Hung ("Mr. Chung") was the company secretary.

The company secretary of the Company reports to the Chairman of the Board and the Chief Executive Officer. He is responsible for advising the Board on governance matters. For the year ended 31 December 2015, the company secretary has taken not less than 16 hours of relevant professional training. Mr. Chung has attained not less than 15 hours of relevant professional training during the year ended 31 December 2015.

BOARD COMMITTEES

Audit Committee

The Company established the Audit Committee which consisted of the three Independent Non-Executive Directors and one Non-Executive Director and Mr. Lui Tin Nang is the chairman of the Audit Committee. The primary duties of the Audit Committee are, among other matters, to review and monitor the financial reporting process and internal control of the Group, and to report to the Board on matters relating to the corporate governance as stated in the Code. During the year ended 31 December 2015, the Audit Committee held two meetings and has reviewed the Company's financial statements and the Group's combined financial statements for the year ended 31 December 2015 and for the six months ended 30 June 2015, including the accounting principles and practices adopted by the Company and the Group. The Board has not taken a different view from that of the Audit Committee regarding the selections, appointment, resignation or dismissal of the external auditors.

The terms of reference of the Audit Committee are disclosed on the websites of the Company and the Stock Exchange.

根據上市規則附錄十六須予披露有關董事酬金以及五名最高薪僱員的進一步詳情，分別載於財務報表附註16及17。

公司秘書

截至二零一五年三月三十一日止年度，鍾達鴻先生（「鍾先生」）為本公司之公司秘書。

本公司之公司秘書向董事會主席及行政總裁匯報。彼負責就管治事宜向董事會提供建議。於截至二零一五年十二月三十一日止年度，公司秘書已接受不少於16小時的相關專業培訓。截至二零一五年十二月三十一日止年度，鍾先生已達到不少於15小時的相關專業培訓。

董事委員會

審核委員會

本公司成立審核委員會，審核委員會由該三名獨立非執行董事及一名非執行董事組成，而呂天能先生是審核委員會的主席。審核委員會的主要職責是（其中包括）審閱及監督本集團的財務報告程序及內部監控程序，及就有關守則所載之企業管治事宜向董事會匯報。截至二零一五年十二月三十一日止年度內，審核委員會曾舉行兩次會議及審閱截至二零一五年十二月三十一日止年度及截至二零一五年六月三十日止六個月的本公司財務報表及本集團的合併財務報表，包括本公司及本集團採納的會計原則及常規。董事會對審核委員會揀選、委任、辭任或解僱外聘核數師並無異議。

審核委員會的職權範圍已於本公司及聯交所的網站披露。

Remuneration Committee

The Company established the Remuneration Committee pursuant to a resolution of the Directors passed on 4 March 2009. The Remuneration Committee consisted of five members (including the three Independent Non-Executive Directors, one Non-Executive Director and Mr. Peng Guoyi, an Executive Director) and Mr. Lam Ying Hung, Andy was the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are, among other matters, to make recommendations to the Board on the remuneration of Executive Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration.

The terms of reference of the Remuneration Committee are disclosed on the websites of the Company and the Stock Exchange.

During the year, the Remuneration Committee held two meetings and reviewed the remuneration policy, assessed performance of Executive Directors and approved the remuneration packages of the Directors and senior management.

薪酬委員會

本公司根據董事於二零零九年三月四日通過的決議案成立薪酬委員會。薪酬委員會由五名成員(包括三名獨立非執行董事、一名非執行董事及執行董事彭國意先生)組成，而林英鴻先生是薪酬委員會的主席。薪酬委員會的主要職責是(其中包括)就執行董事及高級管理人員的薪酬，以及就發展該等薪酬政策設立正式及高透明度的程序，向董事會作出推薦意見。

薪酬委員會的職權範圍已於本公司及聯交所的網站披露。

於年內，薪酬委員會曾舉行兩次會議及審議薪酬政策、評估執行董事表現及批准董事及高級管理人員的薪酬待遇。

Nomination Committee

The Company established a Nomination Committee pursuant to a resolution of the Directors passed on 4 March 2009. The Nomination Committee consisted of five members (including the three Independent Non-Executive Directors, one Non-Executive Director and Mr. Qin Song, an Executive Director) and Mr. Siu Man Ho, Simon is the chairman of the Nomination Committee. The primary duties of the Nomination Committee are, among other matters, to review the structure, size and composition of the Board on a regular basis and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors. According to the board diversity policy adopted by the Nomination Committee, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service etc. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service etc. The final decision will be based on merit and contribution that the selected candidates will bring to the Board.

The terms of reference of the Nomination Committee are disclosed on the websites of the Company and the Stock Exchange.

During the year, the Nomination Committee held three meetings and discussed and reviewed review the structure, size and composition of the Board.

提名委員會

本公司根據董事於二零零九年三月四日通過的決議案成立提名委員會。提名委員會由五名成員(包括三名獨立非執行董事、一名非執行董事及執行董事欽松先生)組成，而蕭文豪先生是提名委員會的主席。提名委員會的主要職責是(其中包括)定期審閱董事會的架構、規模與組成，並就有關委任及再度委任董事及董事接任計劃的事宜向董事會提出推薦意見。根據提名委員會採納之董事會成員多元化政策，董事會成員多元化已從多個方面考慮，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年資等。所有董事會委任將基於實際能力，及將以客觀標準考慮候選人，以適當地顧及董事會成員多元化的裨益。候選人的選擇將基於一系列多元化觀點，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年資等。最終決定將基於選定的候選人對董事會做出的功績及貢獻而釐定。

提名委員會的職權範圍已披露於本公司及聯交所的網站內。

於年內，提名委員會已舉行三次會議，討論及檢討董事會的架構、規模及組成。

Attendance of meetings

The attendance of each Director at Board meetings, Board Committees meetings and general meetings during the year ended 31 December 2015 was as follows:

會議出席次數

截至二零一五年十二月三十一日止年度，各董事於董事會會議、董事委員會會議及股東大會的出席情況如下：

Attendance out of number of meetings
相對會議數目的出席次數

| Name of director | Board | Audit Committee | Remuneration Committee | Nomination Committee | Annual general meeting (Note 1) | Extraordinary general meetings (Note 2) |
|---|-------|-----------------|------------------------|----------------------|---------------------------------|---|
| 董事姓名 | 董事會 | 審核委員會 | 薪酬委員會 | 提名委員會 | 股東週年大會 (附註1) | 股東特別大會 (附註2) |
| <i>Executive Directors</i> | | | | | | |
| <i>執行董事</i> | | | | | | |
| Cai Xiao Ming, David (Chairman) 蔡曉明(主席) | 3/4 | - | - | - | 0/1 | 0/2 |
| Kiong Chung Yin, Yttox (Note 3) 姜仲賢(附註3) | 4/4 | - | - | - | 1/1 | 1/1 |
| Qin Song 欽松 | 3/4 | - | - | 3/3 | 0/1 | 0/2 |
| Peng Guoyi (Note 4) 彭國意(附註4) | 2/2 | - | - | - | - | 0/1 |
| <i>Non-Executive Directors</i> | | | | | | |
| <i>非執行董事</i> | | | | | | |
| Sean Xing He (Note 3) 何欣(附註3) | 3/4 | 1/1 | 1/1 | 1/1 | 0/1 | 0/1 |
| Li Li (Note 4) 李莉(附註4) | 2/2 | 1/1 | 0/1 | 1/2 | - | 0/1 |
| <i>Independent Non-Executive Directors</i> | | | | | | |
| <i>獨立非執行董事</i> | | | | | | |
| Lam Ying Hung, Andy 林英鴻 | 3/4 | 2/2 | 2/2 | 3/3 | 1/1 | 2/2 |
| Lui Tin Nang 呂天能 | 3/4 | 2/2 | 2/2 | 3/3 | 0/1 | 0/2 |
| Siu Man Ho, Simon 蕭文豪 | 3/4 | 2/2 | 2/2 | 3/3 | 1/1 | 0/2 |

Notes:

- The annual general meeting was held on 5 June 2015.
- The extraordinary general meetings were held on 2 July 2015 and 7 November 2015.
- Resigned with effect from 22 July 2015.
- Appointed with effect from 22 July 2015.

附註：

- 股東週年大會於二零一五年六月五日舉行。
- 股東特別大會分別於二零一五年七月二日及二零一五年十一月七日舉行。
- 於二零一五年七月二十二日辭任。
- 於二零一五年七月二十二日獲委任。

FINANCIAL REPORTING AND INTERNAL CONTROL

Financial Reporting

The Board is responsible for the preparation of the financial statements of the Company and the Group. In the preparation of financial statements, Hong Kong Financial Reporting Standards have been adopted and the appropriate accounting policies and statutory requirements have been consistently complied with. The Board aims to present a clear and balanced assessment of the Group's performance in the annual and interim reports to the shareholders, and make appropriate disclosure and announcements in a timely manner.

External Auditors

During the year ended 31 December 2015, the fee paid/payable to the external auditors of the Company amounted to approximately HK\$4.3 million, all for statutory audit services.

Internal controls

The Board is responsible for the internal control of the Group and for reviewing its effectiveness. Procedures have been designed to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, ensure compliance of applicable laws, rules and regulations.

After the reviewing the Group's internal control system, the Board considers that the internal control system is effective and adequate for the Group as a whole. The Board further considers that (i) there was no issue relating to the material controls, including financial, operational and compliance controls and risk management functions, of the Group; and (ii) that there were adequate staff with appropriate qualifications and experience, resources and budget of its accounting and financial reporting function, and adequate training programmes have been provided for the year ended 31 December 2015.

財務報告及內部監控

財務報告

董事會負責編製本公司及本集團的財務報表。本公司在編製財務報表時，已採納香港財務報告準則，並貫徹遵從適當的會計政策及法規。董事會的目的是在致股東的年報及中期報告中，對本集團的業績作出清晰平衡的評估，並適時作出合適披露及公佈。

外聘核數師

截至二零一五年十二月三十一日止年度，就法定審核服務已付／應付本公司外聘核數師的費用約為4,300,000港元。

內部監控

董事會負責本集團的內部監控，檢討監控的成效。本公司已設計程序，確保保存適當的會計記錄，以便提供可靠的財務資料，以供內部使用或刊印發行，亦確保符合相關法律、規則及規例。

於審閱本集團的內部監控制度後，董事會認為該內部監控制度就本集團整體而言乃有效及充足。董事會亦認為，截至二零一五年十二月三十一日止年度，(i)概無任何有關本集團的重大監控問題，包括財務、營運以及合規控制及風險管理職能方面；及(ii)已有足夠具備適當資歷與經驗的人員以及資源及預算處理其會計及財務申報工作，並已提供足夠培訓課程。

Directors' responsibility on the consolidated financial statements

The Directors acknowledge their responsibility for preparing the consolidated financial statements for the year ended 31 December 2015, which were prepared in accordance with applicable accounting standards. The reporting responsibilities of the external auditor of the Company on the consolidated financial statements of the Company are set out in the independent auditor's report on pages 52 to 53.

GOING CONCERN

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

CONSTITUTIONAL DOCUMENTS

During the year, there was no change in the Company's constitutional documents.

COMMUNICATION WITH SHAREHOLDERS

The Company aims to maintain regular, effective and fair communication with shareholders and is committed to conveying important and relevant information to shareholders on a timely basis. In compliance with the Listing Rules, at least 20 clear business days' notice will be given to the shareholders for annual general meeting and at least 10 clear business days' notice will be given for all other meetings. All general meetings of the Company have been conducted by way of poll and detailed procedures for conducting a poll were explained at the commencement of the meeting. Results on all general meetings will be published by way of an announcement immediately following the relevant general meeting.

董事對綜合財務報表的責任

董事知悉，彼等須按照適用的會計準則，編製截至二零一五年十二月三十一日止年度的綜合財務報表。本公司外聘核數師對本公司綜合財務報表的申報責任，載於第52頁至第53頁的獨立核數師報告。

持續經營

概無任何涉及可對本公司持續經營能力構成重大疑慮的事件或情況的重大不明朗因素。

章程文件

於年內，本公司的章程文件並無變動。

與股東通訊

本公司旨在與股東維持定期、有效及公平通訊，並承諾按時向股東提供重要及有關資料。為遵守上市規則，舉行股東週年大會時將向股東發出最少20個完整營業日通知，而舉行所有其他大會時將發出最少10個完整營業日通知。本公司所有股東大會均以投票方式進行，而進行投票之詳細程序於大會開始時解釋。所有股東大會的結果將於緊接有關股東大會後以公佈方式刊發。

SHAREHOLDERS' RIGHTS

In accordance with the Article 58 of the Articles of Association of the Company, one or more shareholders of the Company 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 extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 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 requisitionists themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to the requisitionists by the Company.

If a shareholder wishes to nominate a person to be elected as a Director, the following documents must be validly served to the Company at the Company's principal place of business in Room 01, 12/F, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong: (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with his/her information as required to be disclosed under Rule 13.51(2) of the Listing Rules, within the period commencing on the day after the dispatch of the notice of the general meeting appointed for such election and ending on the date falling seven days after the dispatch of the said notice of the general meeting.

Any Shareholder may direct their enquires and proposal either by mail to the Board at the Company's principal place of business in Room 01, 12/F, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong, by fax at (852) 3915 7800 or by email at enquiry@brilliantcircle.com.

Shareholders should direct any questions about their shareholdings to the Company's Hong Kong branch share registrar: Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

股東的權利

根據本公司組織章程細則第58條，任何一名或多名本公司股東於提交請求當日持有附帶權利可在本公司股東大會上投票的本公司繳足股本不少於十分之一，有權於任何時間有權向董事會或公司秘書發出書面請求，要求董事會召開股東特別大會處理該請求載列的任何事宜，而有關大會須於送遞該請求後兩(2)個月內召開。倘提請後二十一(21)日內董事會未有召開大會，則提請要求之人士可自行以相同方式召開大會，而本公司須向提請要求之人士補償因董事會未有召開大會而自行召開大會產生之所有合理開支。

倘股東欲提名個別人士參選董事，則須於寄發指定就有關選舉召開的股東大會的通告後一日起至寄發上述股東大會通告後七日止期間，將以下文件有效送達本公司香港主要營業地點(地址為香港灣仔告士打道151號安盛中心12樓01室)：(i)股東於股東大會提呈決議案的意向通知；及(ii)獲提名候選人所簽立確認願意接受委任的通知連同根據上市規則第13.51(2)條規定須予披露有關彼的資料。

任何股東均可透過郵寄至本公司香港主要營業地點香港灣仔告士打道151號安盛中心12樓01室，或以傳真(852) 3915 7800或電郵enquiry@brilliantcircle.com的方式，向董事會提出查詢或建議。

股東可就任何有關彼等持股權的問題向本公司香港股份過戶登記分處作出查詢：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。

Independent Auditor's Report

獨立核數師報告

Deloitte.

德勤

TO THE MEMBERS OF BRILLIANT CIRCLE HOLDINGS INTERNATIONAL LIMITED

貴聯控股國際有限公司

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Brilliant Circle Holdings International Limited 貴聯控股國際有限公司 (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 54 to 170, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with 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. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致貴聯控股國際有限公司各股東

(於開曼群島註冊成立的有限公司)

吾等已審核刊載於第54頁至170頁貴聯控股國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，該等綜合財務報表包括於二零一五年十二月三十一日的綜合財務狀況報表與截至該日止年度的綜合損益及其他全面收益報表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製及真實而公平地列報該等綜合財務報表，以及維持董事認為必要的有關內部控制以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

吾等的責任是根據吾等的審核對該等綜合財務報表發表意見，並根據吾等協定的委聘條款，僅向全體股東報告，除此之外本報告概不作其他用途。吾等不會就本報告內容向任何其他人士負上或承擔任何責任。吾等已根據香港會計師公會頒佈的香港審計準則進行審核。該等準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否存有任何重大錯誤陳述。

Independent Auditor's Report 獨立核數師報告

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

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

OPINION

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

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

24 March 2016

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

吾等相信，吾等所獲得的審核憑證是充足和適當地為吾等的審核意見提供基礎。

意見

吾等認為，該等綜合財務報表根據香港財務報告準則，並按照香港公司條例的披露規定而妥為編製，真實與公平地反映貴集團於二零一五年十二月三十一日的財務狀況及貴集團截至該日止年度的財務業績及現金流量。

德勤•關黃陳方會計師行

執業會計師

香港

二零一六年三月二十四日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益報表

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

| | | NOTES 附註 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|------------------|-------------|----------------------------------|----------------------------------|
| Continuing operations | 持續經營業務 | | | |
| Revenue | 營業額 | 7 | 1,494,961 | 1,703,423 |
| Cost of sales | 銷售成本 | | (1,032,918) | (1,150,483) |
| Gross profit | 毛利 | | 462,043 | 552,940 |
| Other income | 其他收入 | 9 | 28,627 | 19,504 |
| Other gains and losses | 其他收益及虧損 | 10 | 2,473 | 642 |
| Selling and distribution expenses | 銷售及分銷開支 | | (45,953) | (36,820) |
| Administrative expenses | 行政開支 | | (101,947) | (114,490) |
| Other expenses | 其他開支 | | (10,021) | (4,955) |
| Finance costs | 融資成本 | 11 | (37,371) | (46,083) |
| Share of profit of an associate | 分佔一間聯營公司溢利 | 25 | 178,625 | 214,906 |
| Profit before taxation | 除稅前溢利 | | 476,476 | 585,644 |
| Taxation | 稅項 | 12 | (79,796) | (104,023) |
| Profit for the year from continuing operations | 持續經營業務的年度溢利 | 15 | 396,680 | 481,621 |
| Discontinued operations | 已終止經營業務 | | | |
| (Loss) profit for the year from discontinued operations | 已終止經營業務的年度(虧損)溢利 | 13 | (6,078) | 1,411 |
| Profit for the year | 年度溢利 | | 390,602 | 483,032 |
| Other comprehensive expense: | 其他全面開支: | | | |
| Item that may be reclassified subsequently to profit or loss: | 其後可能重新分類至損益的項目: | | | |
| Exchange differences arising on translation to presentation currency | 因換算為呈報貨幣而產生匯兌差額 | | (156,901) | (71,351) |
| Total comprehensive income for the year | 年內全面收益總額 | | 233,701 | 411,681 |

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益報表

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

| | | NOTE 附註 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------|------------|----------------------------------|----------------------------------|
| Profit for the year attributable to: | 以下人士應佔年內溢利： | | | |
| Owners of the Company | 本公司擁有人 | | 386,372 | 453,711 |
| Non-controlling interests | 非控股權益 | | 4,230 | 29,321 |
| | | | 390,602 | 483,032 |
| Total comprehensive income attributable to: | 以下人士應佔全面收益總額： | | | |
| Owners of the Company | 本公司擁有人 | | 232,067 | 386,229 |
| Non-controlling interests | 非控股權益 | | 1,634 | 25,452 |
| | | | 233,701 | 411,681 |
| | | | HK\$ 港元 | HK\$ 港元 |
| Earnings per share | 每股盈利 | 18 | | |
| From continuing and discontinued operations | 來自持續經營及已終止經營業務 | | | |
| Basic | 基本 | | 0.25 | 0.30 |
| From continuing operations | 來自持續經營業務 | | | |
| Basic | 基本 | | 0.26 | 0.30 |

Consolidated Statement of Financial Position

綜合財務狀況報表

At 31 December 2015 於二零一五年十二月三十一日

| | | NOTES 附註 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|--------------------|-------------|----------------------------------|----------------------------------|
| Non-current Assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 20 | 806,049 | 688,597 |
| Prepaid lease payments | 預付租賃款項 | 21 | 77,246 | 84,184 |
| Investment properties | 投資物業 | 22 | 185,636 | 65,648 |
| Goodwill | 商譽 | 23 | 1,061,335 | 1,096,481 |
| Intangible assets | 無形資產 | 24 | 283,503 | 324,977 |
| Interest in an associate | 於一間聯營公司的權益 | 25 | 643,224 | 715,766 |
| Interest in a joint venture | 於一間合營企業的權益 | 26 | 8,644 | – |
| Long-term receivables | 長期應收款項 | 27 | 15,720 | – |
| Deposits for property, plant and equipment | 就物業、廠房及設備支付的按金 | | 21,966 | 6,149 |
| | | | 3,103,323 | 2,981,802 |
| Current Assets | 流動資產 | | | |
| Inventories | 存貨 | 28 | 116,504 | 119,832 |
| Prepaid lease payments | 預付租賃款項 | 21 | 2,092 | 2,220 |
| Trade and bills receivables | 貿易應收款項及應收票據 | 29 | 783,185 | 740,662 |
| Other receivables, prepayments and deposits | 其他應收款項、預付款項及按金 | 30 | 54,747 | 33,860 |
| Amount due from a shareholder | 應收一名股東款項 | 31 | 3,449 | – |
| Tax recoverable | 可收回稅項 | | 3,164 | – |
| Pledged bank deposits | 已抵押銀行存款 | 32 | 2,173 | 85,750 |
| Bank balances and cash | 銀行結餘及現金 | 32 | 299,771 | 378,985 |
| | | | 1,265,085 | 1,361,309 |
| Assets classified as held for sale | 分類為持有待售資產 | 14 | – | 140,050 |
| | | | 1,265,085 | 1,501,359 |
| Current Liabilities | 流動負債 | | | |
| Trade and bills payables | 貿易應付款項及應付票據 | 33 | 282,158 | 191,339 |
| Other payables and accruals | 其他應付款項及應計費用 | 34 | 120,231 | 208,169 |
| Amounts due to non-controlling interests | 應付非控股權益款項 | 31 | – | 24,741 |
| Bank borrowings | 銀行借貸 | 35 | 536,013 | 740,662 |
| Income tax payable | 應付所得稅 | | 54,927 | 62,057 |
| | | | 993,329 | 1,226,968 |
| Liabilities directly associated with assets classified as held for sale | 與分類為持有待售資產有直接關聯的負債 | 14 | – | 4,694 |
| | | | 993,329 | 1,231,662 |

Consolidated Statement of Financial Position

綜合財務狀況報表

At 31 December 2015 於二零一五年十二月三十一日

| | | NOTES 附註 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|-----------------|-------------|----------------------------------|----------------------------------|
| Net Current Assets | 流動資產淨額 | | 271,756 | 269,697 |
| Total Assets less Current Liabilities | 總資產減流動負債 | | 3,375,079 | 3,251,499 |
| Non-current Liabilities | 非流動負債 | | | |
| Government grants | 政府補助金 | 36 | 36,164 | 36,314 |
| Bank borrowings | 銀行借貸 | 35 | 277,660 | 95,400 |
| Deferred tax liabilities | 遞延稅項負債 | 37 | 78,141 | 92,266 |
| | | | 391,965 | 223,980 |
| Net assets | 資產淨值 | | 2,983,114 | 3,027,519 |
| Capital and Reserves | 資本及儲備 | | | |
| Share capital | 股本 | 38 | 7,839 | 7,442 |
| Share premium and reserves | 股份溢價及儲備 | | 2,922,621 | 2,961,426 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 2,930,460 | 2,968,868 |
| Non-controlling interests | 非控股權益 | | 52,654 | 58,651 |
| Total Equity | 權益總額 | | 2,983,114 | 3,027,519 |

The consolidated financial statements on pages 54 to 170 were approved and authorised for issue by the Board of Directors on 24 March 2016 and are signed on its behalf by:

第54頁至第170頁的綜合財務報表已於二零一六年三月二十四日獲董事會批准及授權發佈，並由下列人士代表簽署：

Mr. Cai Xiao Ming, David

蔡曉明
DIRECTOR
董事

Mr. Qin Song

欽松
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | Non-controlling interests | | Total equity |
|--|-------------------|---|---------------|--------------------|-------------------|------------------|------------------|------------------|---------------------------|---------------------------|--------------|
| | | Share capital | Share premium | Statutory reserves | Other reserves | Dividend reserve | Exchange reserve | Retained profits | Total | Non-controlling interests | Total equity |
| | | 股本 | 股份溢價 | 法定儲備 | 其他儲備 | 股息儲備 | 匯兌儲備 | 保留溢利 | 總計 | 非控股權益 | 權益總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | | | (Note a) (附註a) | (Note b) (附註b) | | | | | | |
| At January 2014 | 於二零一四年一月一日 | 7,442 | 4,805,003 | 107,608 | (3,001,899) | 135,897 | 230,757 | 352,505 | 2,637,313 | 258,024 | 2,895,337 |
| Profit for the year | 年度溢利 | - | - | - | - | - | - | 453,711 | 453,711 | 29,321 | 483,032 |
| Other comprehensive expense for the year | 年內其他全面開支 | - | - | - | - | - | (67,482) | - | (67,482) | (3,869) | (71,351) |
| Total comprehensive (expense) income for the year | 年內全面(開支)收益總額 | - | - | - | - | - | (67,482) | 453,711 | 386,229 | 25,452 | 411,681 |
| Acquisitions of subsidiaries (Note 39) | 收購附屬公司(附註39) | - | - | - | 81,223 | - | - | - | 81,223 | (163,623) | (82,400) |
| Final dividend paid for 2013 (Note 19) | 支付二零一三年末期股息(附註19) | - | - | - | - | (135,897) | - | - | (135,897) | (61,202) | (197,099) |
| Transfer | 轉撥 | - | - | 12,842 | 16,223 | - | - | (29,065) | - | - | - |
| At 31 December 2014 | 於二零一四年十二月三十一日 | 7,442 | 4,805,003 | 120,450 | (2,904,453) | - | 163,275 | 777,151 | 2,968,868 | 58,651 | 3,027,519 |
| Profit for the year | 年度溢利 | - | - | - | - | - | - | 386,372 | 386,372 | 4,230 | 390,602 |
| Other comprehensive expense for the year | 年內其他全面開支 | - | - | - | - | - | (154,305) | - | (154,305) | (2,596) | (156,901) |
| Total comprehensive (expense) income for the year | 年內全面(開支)收益總額 | - | - | - | - | - | (154,305) | 386,372 | 232,067 | 1,634 | 233,701 |
| Ordinary shares issued by share placing (Note 38) | 透過股份配售發行普通股(附註38) | 397 | 134,610 | - | - | - | - | - | 135,007 | - | 135,007 |
| Transaction costs attributable to issue of new ordinary shares | 發行新普通股應佔交易成本 | - | (2,700) | - | - | - | - | - | (2,700) | - | (2,700) |
| Release of exchange reserve upon disposal of subsidiaries | 出售附屬公司時撥回匯兌儲備 | - | - | - | - | - | (3,090) | - | (3,090) | - | (3,090) |
| Return of capital to non-controlling interests | 向非控股權益退還資本 | - | - | - | 119 | - | - | - | 119 | (119) | - |
| Dividends recognised as distribution (Note 19) | 確認為分派的股息(附註19) | - | - | - | - | - | - | (399,811) | (399,811) | (7,512) | (407,323) |
| Transfer | 轉撥 | - | - | 39,311 | - | - | - | (39,311) | - | - | - |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 7,839 | 4,936,913 | 159,761 | (2,904,334) | - | 5,880 | 724,401 | 2,930,460 | 52,654 | 2,983,114 |

Consolidated Statement of Changes in Equity 綜合權益變動表

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

Notes:

- (a) As stipulated by the relevant laws and regulations for enterprises in the People's Republic of China (the "PRC"), the Company's PRC subsidiaries are required to maintain statutory reserves. Appropriation to such reserve is made out of profit after taxation as reflected in the statutory financial statements of the PRC subsidiaries while the amounts and allocation basis are decided by its board of directors annually. The appropriation to statutory surplus reserve may cease if the balance of the statutory surplus reserve has reached 50% of the PRC subsidiaries' registered capital. The statutory reserves can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue.
- (b) Other reserves comprised (i) the merger reserve of HK\$79,000 which arose from the difference between the nominal value and premium of shares of subsidiaries acquired over the nominal value of the shares issued by the Company in exchange thereof; (ii) issue of 480,000,000 shares of the Company with fair value of HK\$4,267,200,000 at 14 April 2011 to Mr. Tsoi Tak, the former controlling shareholder of the Company in exchange of its entire equity interests in Brilliant Circle Group Holdings Limited (formerly known as Brilliant Circle Holdings International Limited) which were acquired by Mr. Tsoi Tak, that former controlling shareholder at 10 September 2009 using cash and certain listed shares held by him with fair value of HK\$1,781,817,000 in aggregate; (iii) an amount of HK\$516,437,000 resulting from the acquisition of additional equity interests in Bengbu Jinhuangshan Rotogravure Printing Company Limited, a non-wholly owned subsidiary of the Company; (iv) an amount of HK\$81,223,000 resulting from the acquisition of additional equity interests in Giant Sino Investments Limited, a non-wholly owned subsidiary of the Company, in December 2014 and (v) an amount of HK\$119,000 resulting from the change of equity interests of non-controlling shareholders from 0.69% to 0.51% in Shenzhen Kecai Printing Company Limited in November 2015.

附註：

- (a) 根據中華人民共和國(「中國」)企業的有關法律及法規所規定，本公司的中國附屬公司須設立法定儲備。分配至該儲備的撥款乃從中國附屬公司法定財務報表的除稅後溢利中撥付，而金額及分配基準則每年由其董事會決定。倘法定盈餘儲備結餘已達到中國附屬公司註冊資本的50%，則可不再轉撥至法定儲備。法定儲備可用作彌補上一年度的虧損(如有)，亦可透過資本化發行轉換為資本。
- (b) 其他儲備包括(i)合併儲備79,000港元，乃產生自所收購附屬公司股份的面值及溢價相對於本公司所發行用於交換的股份的面值的差額；(ii)本公司於二零一一年四月十四日向本公司前控股股東蔡得先生發行的480,000,000股股份，公允價值為4,267,200,000港元，以換取由蔡得先生所收購貴聯集團控股有限公司(前稱「貴聯控股國際有限公司」)全部股權，該前控股股東於二零零九年九月十日以現金及其所持有的若干上市股份收購貴聯全部股權，而相關公允價值合共為1,781,817,000港元；(iii)收購本公司一間非全資附屬公司蚌埠金黃山凹版印刷有限公司的額外股本權益所產生的款項516,437,000港元；及(iv)於二零一四年十二月收購本公司一間非全資附屬公司Giant Sino Investments Limited的額外股本權益所產生的款項81,223,000港元；及(v)於二零一五年十一月非控股股東於深圳市科彩印務有限公司的股權由0.69%變為0.51%所產生金額119,000港元。

Consolidated Statement of Cash Flows

綜合現金流量表

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

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|----------------------|----------------------------------|----------------------------------|
| OPERATING ACTIVITIES | 經營活動 | | |
| Profit before taxation | 除稅前溢利 | 470,398 | 586,304 |
| Adjustments for: | 調整： | | |
| Share of profit of an associate | 分佔一間聯營公司溢利 | (178,625) | (214,906) |
| Finance costs | 融資成本 | 37,371 | 46,419 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 63,406 | 92,151 |
| Release of prepaid lease payments | 解除預付租賃款項 | 2,185 | 2,234 |
| Depreciation of investment properties | 投資物業折舊 | 5,417 | 3,287 |
| Amortisation of intangible assets | 攤銷無形資產 | 45,403 | 45,249 |
| Interest income | 利息收入 | (6,463) | (7,484) |
| Interest income on long-term receivables | 長期應收款項的利息收入 | (3,152) | - |
| Government grants for acquisition of property, plant and equipment | 收購物業、廠房及設備的政府補助金 | (553) | (377) |
| Gain on disposal of property, plant and equipment | 出售物業、廠房及設備的收益 | (2,525) | (173) |
| Recognition of write-down on obsolete inventories | 確認過時存貨撇減 | 927 | 405 |
| Recognition of impairment on trade receivables | 確認貿易應收款項減值 | - | 2,466 |
| Recognition of impairment on long-term receivables | 確認長期應收款項減值 | 4,990 | - |
| Loss on disposal of subsidiaries | 出售附屬公司虧損 | 6,078 | - |
| Operating cash flows before movements in working capital | 營運資金變動前的經營業務現金流量 | 444,857 | 555,575 |
| (Increase) decrease in inventories | 存貨(增加)減少 | (4,658) | 78,043 |
| (Increase) decrease in trade and bills receivables | 貿易應收款項及應收票據(增加)減少 | (88,979) | 67,240 |
| Decrease (increase) in other receivables, prepayments and deposits | 其他應收款項、預付款項及按金減少(增加) | 7,786 | (2,290) |
| Increase in amount due from a shareholder | 應收一名股東款項增加 | (3,604) | - |
| Increase (decrease) in trade and bills payables | 貿易應付款項及應付票據增加(減少) | 104,355 | (62,008) |
| Increase (decrease) in other payables and accruals | 其他應付款項及應計費用增加(減少) | 8,774 | (36,868) |
| Cash generated from operations | 經營產生現金 | 468,531 | 599,692 |
| Income taxes paid | 已付所得稅 | (98,066) | (107,176) |
| Interest paid | 已付利息 | (37,954) | (45,040) |
| NET CASH FROM OPERATING ACTIVITIES | 經營活動產生現金淨額 | 332,511 | 447,476 |

Consolidated Statement of Cash Flows

綜合現金流量表

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

| | | NOTES 附註 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|---|-------------|----------------------------------|----------------------------------|
| INVESTING ACTIVITIES | 投資活動 | | | |
| Interest received | 已收取利息 | | 6,463 | 7,484 |
| Deposit paid for and purchases of property, plant and equipment | 就購買物業、廠房及設備支付的訂金 | | (172,938) | (143,620) |
| Purchases of investment properties | 收購投資物業 | | (402) | – |
| Purchases of licenses and franchises | 收購牌照及專營權 | | (9,399) | – |
| Dividend received from an associate | 自一間聯營公司收取股息 | | 209,784 | 197,137 |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備所得款項 | | 3,175 | 19,682 |
| Withdrawal of pledged bank deposits | 提取已抵押銀行存款 | | 82,936 | 5,526 |
| Placement of pledged bank deposits | 存放已抵押銀行存款 | | (776) | (83,523) |
| Government grants received for acquisition of property, plant and equipment | 已收取收購物業、廠房及設備的政府補助金 | | 3,686 | 18,840 |
| Payment for the acquisition of subsidiaries in prior year | 過往年度就收購附屬公司付款 | 39 | (82,400) | – |
| Acquisitions of subsidiaries | 收購附屬公司 | 39 | – | 1,797 |
| Proceeds on disposal of subsidiaries | 出售附屬公司的所得款項 | 40 | 53,375 | – |
| Acquisition of assets through acquisition of a subsidiary | 透過收購一間附屬公司收購資產 | 41 | (205,900) | – |
| Acquisition of investment in a joint venture | 收購一間合營企業的投資 | | (8,825) | – |
| NET CASH (USED IN) FROM INVESTING ACTIVITIES | 投資活動(使用)產生現金淨額 | | (121,221) | 23,323 |
| FINANCING ACTIVITIES | 融資活動 | | | |
| New bank loans raised, net of transaction cost of HK\$2,210,000 (2014: HK\$1,118,000) | 新增銀行貸款，扣除交易費用2,210,000港元(二零一四年：1,118,000港元) | | 1,387,422 | 476,246 |
| Repayment of bank borrowings | 償還銀行借貸 | | (1,394,287) | (742,145) |
| Proceeds from issue of shares | 發行股份所得款項 | | 132,307 | – |
| Repayment to non-controlling interests of subsidiaries | 償還予附屬公司的非控股權益 | | (22,814) | – |
| Dividends paid to non-controlling interests | 支付股息予非控股權益 | | (7,512) | (50,760) |
| Dividends paid | 已付股息 | | (399,811) | (135,897) |

Consolidated Statement of Cash Flows

綜合現金流量表

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

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|--------------------------------------|----------------------------------|----------------------------------|
| NET CASH USED IN FINANCING ACTIVITIES | 融資活動使用現金淨額 | (304,695) | (452,556) |
| NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS | 現金及現金等值項目 (減少)增加淨額 | (93,405) | 18,243 |
| CASH AND CASH EQUIVALENTS AT 1 JANUARY | 於一月一日的現金及 現金等值項目 | 406,290 | 414,830 |
| Effect of foreign exchange rate changes | 匯率變動的影響 | (13,114) | (26,783) |
| CASH AND CASH EQUIVALENTS AT 31 DECEMBER, REPRESENTED BY BANK BALANCES AND CASH | 於十二月三十一日的 現金及現金等值項目， 代表銀行結餘及現金 | 299,771 | 406,290 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL

The Company was incorporated in the Cayman Islands on 11 November 2008 as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its ultimate controlling party is Mr. Cai Xiao Ming, David (the “Controlling Shareholder”). The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is Room 3104-5, 31/F, Universal Trade Centre, 3-5 Arbuthnot Road, Central, Hong Kong.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are engaged in provision of the printing of cigarette package, manufacturing of laminated papers, printing of packages and decoration matters, research and development on printing technology, wholesale, import and export of the packaging products and other related services.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and the Company’s functional currency is Renminbi (“RMB”) that mainly influences the operation of the Group’s significant entities.

1. 一般資料

本公司於二零零八年十一月十一日於開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）主板上市。其最終控股方為蔡曉明先生（「控股股東」）。本公司的註冊辦事處地址為 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，主要營業地點位於香港中環亞畢諾道3-5號環貿中心31樓3104-5室。

本公司為投資控股公司。本公司及其附屬公司（統稱「本集團」）的主要業務為提供香煙包裝印刷、製造複合紙、包裝裝潢印刷品印刷、印刷技術研究及開發、包裝產品的批發及進出口以及其他相關業務。

綜合財務報表以港元（「港元」）呈列，而本公司的功能貨幣為對本集團主要實體營運有重要影響的人民幣（「人民幣」）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

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

Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

| | |
|-----------------------|---|
| Amendments to HKAS 19 | Defined Benefit Plans: Employee Contributions |
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2010–2012 Cycle |
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2011–2013 Cycle |

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. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

採用新訂及經修訂香港財務報告準則

於本年度，本集團已首次應用以下由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則修訂本：

| | |
|---------------------|------------------------------------|
| 香港會計準則第19號 (修訂本) | 定額福利計劃：僱員供款 |
| 香港財務報告準則 (修訂本) | 二零一零年至二零一二年周期 香港財務報告準則 的年度改進 |
| 香港財務報告準則 (修訂本) | 二零一一年至二零一三年周期 香港財務報告準則 的年度改進 |

於本年度採用香港財務報告準則的修訂本對本年度及過往年度本集團的財務表現及狀況及／或該等綜合財務報表所載披露資料概無重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

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

New and revised HKFRSs in issue but not yet effective

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

| | |
|--|--|
| HKFRS 9 | Financial Instruments ¹ |
| HKFRS 14 | Regulatory Deferral Accounts ² |
| HKFRS 15 | Revenue from Contracts with Customers ¹ |
| Amendments to HKFRS 11 | Accounting for Acquisitions of Interests in Joint Operations ³ |
| Amendments to HKAS 1 | Disclosure Initiative ³ |
| Amendments to HKAS 16 and HKAS 38 | Clarification of Acceptable Methods of Depreciation and Amortisation ³ |
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2012–2014 Cycle ³ |
| Amendments to HKAS 16 and HKAS 41 | Agriculture: Bearer Plants ³ |
| Amendments to HKAS 27 | Equity Method in Separate Financial Statements ³ |
| 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 10, HKFRS 12 and HKAS 28 | Investment Entities: Applying the Consolidation Exception ³ |

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for first annual HKFRS financial statements beginning on or after 1 January 2016

³ Effective for annual periods beginning on or after 1 January 2016

⁴ Effective for annual periods beginning on or after a date to be determined

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

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 | 金融工具 ¹ |
| 香港財務報告準則第14號 | 監管遞延賬目 ² |
| 香港財務報告準則第15號 | 客戶合約收入 ¹ |
| 香港財務報告準則第11號（修訂本） | 收購合營業務權益的會計處理 ³ |
| 香港會計準則第1號（修訂本） | 披露計劃 ³ |
| 香港會計準則第16號及香港會計準則第38號（修訂本） | 澄清折舊及攤銷的可接受方法 ³ |
| 香港財務報告準則（修訂本） | 二零一二年至二零一四年周期香港財務報告準則的年度改進 ³ |
| 香港會計準則第16號及香港會計準則第41號（修訂本） | 農業：產花果植物 ³ |
| 香港會計準則第27號（修訂本） | 獨立財務報表中的權益法 ³ |
| 香港財務報告準則第10號及香港會計準則第28號（修訂本） | 投資者與其聯營公司或合營企業之間的資產銷售或注資 ⁴ |
| 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號（修訂本） | 投資實體：應用綜合入賬的例外情況 ³ |

¹ 於二零一八年一月一日或之後開始的年度期間生效

² 於二零一六年一月一日或之後開始的首個年度香港財務報告準則財務報表生效

³ 於二零一六年一月一日或之後開始的年度期間生效

⁴ 於待定日期或之後開始的年度期間生效

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

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

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

The directors of the Company anticipate that the application of new and revised standards, amendments or interpretations will have no material impact on the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance (“CO”).

The provisions of the new Hong Kong Companies Ordinance (Cap 622) (“new CO”) regarding preparation of accounts and directors’ reports and audits became effective for the Company for the financial year ended 31 December 2015. Further, the disclosure requirements set out in the Listing Rules regarding annual accounts have been amended with reference to the new CO and to streamline with HKFRSs. Accordingly the presentation and disclosure of information in the consolidated financial statements for the financial year ended 31 December 2015 have been changed to comply with these new requirements. Comparative information in respect of the financial year ended 31 December 2014 are presented or disclosed in the consolidated financial statements based on the new requirements. Information previously required to be disclosed under the predecessor CO or Listing Rules but not under the new CO or amended Listing Rules are not disclosed in these consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

2. 採用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

本公司董事預計，應用新訂及經修訂的準則、修訂本或詮釋，將不會對綜合財務報表構成重大影響。

3. 重大會計政策

綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例(「公司條例」)規定的適用披露事項。

新香港公司條例(第622章)(「新公司條例」)有關編製賬目及董事報告及審核的條文已對本公司截至二零一五年十二月三十一日止財政年度生效。此外，上市規則所載有關年度賬目的披露規定已參考新公司條例而修訂並藉此與香港財務報告準則精簡一致。因此，截至二零一五年十二月三十一日止財政年度綜合財務報表內的資料呈列及披露已予更改以遵守此等新規定。有關截至二零一四年十二月三十一日止財政年度的比較資料已根據新規定於綜合財務報表內呈列或披露。根據舊有公司條例或上市規則在以往須予披露但根據新公司條例或經修訂上市規則毋須披露的資料，並無在本綜合財務報表內披露。

綜合財務報表乃於各報告期末按歷史成本基準編製，詳情於下文的會計政策闡述。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

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

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

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

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

The principal accounting policies are set out below.

3. 重大會計政策(續)

歷史成本一般根據貨物及服務交換所得代價的公允價值而釐定。

公允價值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時考慮到資產或負債該等特點，則本集團於估計資產或負債的公允價值時會考慮該等特點。於該等綜合財務報表中作計量及／或披露目的的公允價值乃按此基準釐定，惟香港財務報告準則第2號範圍內以股份為基礎付款的交易、香港會計準則第17號範圍內的租賃交易及與公允價值類似但並非公允價值的計量(如香港會計準則第2號的可變現淨值或香港會計準則第36號的使用價值)除外。

此外，就財務報告而言，公允價值計量根據公允價值計量的輸入數據可觀察程度及公允價值計量的輸入數據對其整體的重要性分類為第一級、第二級及第三級，詳情如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Basis of consolidation

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

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

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

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

3. 重大會計政策(續)

綜合基準

綜合財務報表包括本公司及本公司控制實體及其附屬公司的財務報表。控制權在本公司達致下列情況取得：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔浮動回報的風險或享有權利；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制權元素的其中一項或以上出現變動，則本集團重新評估其是否擁有投資對象的控制權。

附屬公司於本集團取得有關附屬公司的控制權起開始綜合入賬，並於本集團失去有關附屬公司的控制權時終止。具體而言，年內所收購或出售附屬公司的收入及開支乃自本集團取得控制權的日期起計入綜合損益及其他全面收益報表，直至本集團不再控制有關附屬公司的日期為止。

損益及其他全面收益的各項目乃歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額乃歸屬於本公司擁有人及非控股權益，即使此舉將導致非控股權益呈現虧絀結餘。

本集團會於必要時對附屬公司的財務報表作出調整，使其會計政策與本集團所採用的會計政策一致。

本集團成員公司之間交易涉及的所有集團內部資產及負債、權益、收入、費用及現金流量均於綜合賬目時悉數抵銷。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Basis of consolidation (continued)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the carrying amount of the net assets attributable to the change in interests 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.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposal of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 重大會計政策(續)

綜合基準(續)

本集團於現有附屬公司的所有權權益的變動

本集團於現有附屬公司的所有權權益的變動如不導致本集團失去其控制權，將列作權益交易計算。本集團的權益與非控股權益的賬面金額應予調整以反映彼等於附屬公司的相關權益的變動。權益變動應佔淨資產的賬面值與所付或所收代價的公允價值之間的差額直接計入權益並歸屬於本公司的擁有人。

當本集團失去對一家附屬公司的控制權，有關盈虧計入損益，並以：(i) 已收代價公允價值及任何保留權益公允價值總和；及(ii)附屬公司資產(包括商譽)及負債原有賬面值及任何非控股權益之間差額計算。所有原先在其他全面收益中確認有關該附屬公司的金額，按猶如本集團已直接出售附屬公司相關的資產或負債的方式入賬(即採用適用香港財務報告準則規定／允許，重新分類至損益或轉移至另外一類權益)。在失去控制權當日，任何保留在前附屬公司投資的公允價值被視作其後根據香港會計準則第39號入賬的初步確認公允價值，(如適用)為最初確認於聯營公司或合資企業投資時的成本。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Business combinations

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

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (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.

3. 重大會計政策(續)

業務合併

業務收購乃採用收購法入賬。於業務合併轉撥的代價按公允價值計量，而計算方法為本集團所轉撥資產、本集團對收購對象原擁有人產生的負債及本集團於交換收購對象的控制權時所發行股權於收購日期的公允價值總和。與收購有關的成本一般於產生時在損益中確認。

於收購日期，所收購可識別資產及所承擔負債按其公允價值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關的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；
- 有關收購對象以股份支付款項安排或本集團的以股份支付款項安排替換收購對象以股份支付款項安排的負債或股本工具，於收購日期根據香港財務報告準則第2號「以股份支付款項」計量(見下文會計政策)；及
- 根據香港財務報告準則第5號「持有待售的非流動資產及已終止經營業務」劃分為持有待售的資產(或出售組合)根據該項準則計量。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Business combinations (continued)

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.

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 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.

3. 重大會計政策(續)

業務合併(續)

商譽乃以所轉讓代價、任何非控股權益於收購對象中所佔金額及收購方以往於收購對象持有的股權公允價值(如有)的總和超出所收購可識別資產及所承擔的負債於收購日期的淨值的部分計量。倘經過重新評估後，所收購可識別資產及所承擔負債於收購日期的淨值超出所轉讓代價、任何非控股權益於收購對象中所佔金額以及收購方以往於收購對象持有權益公允價值(如有)的總和，則超出部分即時於損益內確認為議價收購收益。

屬現時擁有的權益且於清盤時持有人有權按比例分佔實體資產淨值的非控股權益，可初步按公允價值或非控股權益應佔收購對象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按其公允價值計量或(倘適用)香港財務報告準則規定的基準計量。

倘本集團於業務合併中所轉讓代價包括或然代價安排產生的資產或負債，或然代價乃按其收購日期的公允價值計量並計入業務合併中所轉讓代價的一部分。或然代價的公允價值變動(如符合計量期間調整資格)可追溯調整，並對商譽作出相應調整。計量期間調整指於「計量期間」(不超過收購日期起計一年)就於收購日期存在的事實及情況獲得額外資料而引致的調整。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Business combinations (continued)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. 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.

When the acquisition of an asset or a group of assets does not constitute a business, the Group shall identify and recognise the individual identifiable assets acquired and liabilities assumed. The cost of the group shall be allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost 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 cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

3. 重大會計政策(續)

業務合併(續)

或然代價公允價值變動如不合資格進行計量期間調整，則其後的會計處理取決於或然代價分類方式。分類為權益的或然代價不會於其後呈報日期重新計量，而其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號於其後呈報日期重新計量，而相應的盈虧於損益內確認。

倘收購一項資產或一組資產並不構成一項業務，本集團將識別及確認個別所收購可識別資產及所承擔負債。本集團的成本將按其於購買日期的相對公允價值為基準分配至個別可識別資產及負債。

商譽

收購業務產生的商譽乃以於收購業務當日的成本(見上述會計政策)減累計減值虧損(如有)列賬。

就減值測試而言，商譽獲分配至預期可受惠於合併協同效應的各現金產生單位(或各現金產生組別)。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Goodwill (continued)

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

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

The Group's policy for goodwill arising on the acquisition of an associate is described below.

Interest in an associate and a joint venture

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.

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

3. 重大會計政策(續)

商譽(續)

已獲分配商譽的現金產生單位會每年進行減值測試，或於有跡象顯示單位可能出現減值時更頻繁地進行減值測試。就於報告期間因收購產生的商譽，於該報告期末前該獲分配商譽的現金產生單位會進行減值測試。倘現金產生單位的可收回金額少於該單位的賬面值，則會先行分配減值虧損，削減該單位獲分配的任何商譽賬面值，然後以該單位內各資產賬面值為基準，按比例削減該單位內其他資產。商譽的任何減值虧損會直接於損益內確認。商譽的減值虧損不會於較後期間撥回。

於出售相關現金產生單位時，商譽的應佔金額於出售時計入釐定損益的金額。

本集團就收購一間聯營公司所產生商譽的政策詳述如下。

於一間聯營公司及一間合營企業的權益

聯營公司乃指本集團對其有重大影響力的實體。重大影響指參與接受投資公司的財務及經營政策決定的權力，惟該等權力並非對該等政策的控制或共同控制。

合營企業指一項共同安排，對安排擁有共同控制權的訂約方據此對合營安排資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在相關活動要求共同享有控制權的各方作出一致同意決定時存在。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Interest in an associate and a joint venture

(continued)

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 that 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.

3. 重大會計政策(續)

於一間聯營公司及一間合營企業的權益(續)

聯營公司及合營企業的業績、資產及負債乃以權益法計入綜合財務報表中。用於權益法的聯營公司及合營企業財務報表，使用本集團在類似情況下就類似交易及事件的統一會計政策編製。根據權益法，於一間聯營公司或合營企業的投資在綜合財務狀況報表內按成本初步確認，並於其後作出調整以確認本集團分佔聯營公司或合營企業的損益及其他全面收益。倘本集團應佔一間聯營公司或合營企業的虧損超過其於該聯營公司或合營企業的權益(包括實際上構成本集團於該聯營公司或合營企業投資淨額一部分的任何長期權益)，本集團將終止確認其所佔進一步虧損。如有進一步虧損，則只會在本集團承擔法律或推定責任或代該聯營公司或合營企業支付款項的情況下予以確認。

一間聯營公司或合營企業的投資，會於投資對象成為一間聯營公司或合營企業當日起按權益法入賬。就收購一間聯營公司或合營企業的投資，任何投資成本超過本集團分佔投資對象的可識別資產及負債公平淨值的差額均確認為商譽，並計入投資的賬面值。任何本集團應佔可識別資產及負債的公允價值淨額超出投資成本的部分，經重估後，即時於收購投資期間的損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Interest in an associate and a joint venture

(continued)

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

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

3. 重大會計政策(續)

於一間聯營公司及一間合營企業的權益(續)

應用香港會計準則第39號的要求，以釐定是否需要就本集團對聯營公司或合營企業的投資確認任何減值虧損。如有需要，投資的全部賬面值(包括商譽)根據香港會計準則第36號資產減值，作為單一資產進行減值測試，方法是將可收回金額(使用價值及公允價值中較高者減銷售成本)與賬面值作出比較。已確認的任何減值虧損構成投資賬面值的一部分。倘投資的可收回金額其後增加，則根據香港會計準則第36號確認任何撥回的減值虧損。

於投資不再作為聯營公司或合營企業當日或投資(或當中一部分)分類為持有待售當日，本集團終止使用權益法。當本集團保留於前聯營公司或合營企業的權益，且保留權益為金融資產時，則本集團按當日公允價值計量保留權益，而公允價值則被視為根據香港會計準則第39號首次確認時的公允價值。聯營公司或合營企業於終止使用權益法當日的賬面值與任何保留權益的公允價值及出售聯營公司或合營企業部分權益所得任何所得款項之間的差額，乃計入釐定出售聯營公司或合營企業的損益。此外，倘該聯營公司或合營企業直接出售相關資產或負債，則本集團可能需要按相同基準計入有關該聯營公司或合營企業以往於其他全面收益確認的所有金額。因此，倘聯營公司或合營企業以往於其他全面收益確認的收益或虧損獲重新分類為出售相關資產或負債的損益，則本集團將於終止使用權益法時將權益收益或虧損重新分類為損益(作為重新分類調整)。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Interest in an associate and a joint venture

(continued)

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

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

When a group entity transacts with an associate or a joint venture of the Group, 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.

Non-current assets held for sale

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

3. 重大會計政策(續)

於一間聯營公司及一間合營企業的權益(續)

倘於聯營公司的投資成為於合營企業的投資，或於合營企業的投資成為於聯營公司的投資，本集團將繼續使用權益法。於該等擁有權權益變動後，將不會重新計量至公允價值。

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

倘集團實體與本集團的一間聯營公司或合營企業進行交易，與聯營公司或合營企業進行交易產生的損益於本集團的綜合財務報表中確認，惟以於聯營公司或合營企業中權益與本集團無關者為限。

持有待售的非流動資產

倘非流動資產及出售集團的賬面金額將主要透過出售交易(而非透過持續使用)收回，則非流動資產及出售集團分類為持有待售。僅於資產(或出售集團)可以其現況供即時出售，而出售條款僅屬出售該資產(或出售集團)的一般慣常條款，且極有可能出售時，此條件方告達成。管理層必須承諾進行出售，即應預期於分類日期起計一年內合資格確認為一項已完成出售。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Non-current assets held for sale (continued)

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The Group discontinues the use of the equity method at the time of disposal when the disposal results in the Group losing significant influence over the associate or joint control over the joint venture.

After the disposal takes place, the Group accounts for any retained interest in the associate or joint venture in accordance with HKAS 39 unless the retained interest continues to be an associate or a joint venture, in which case the Group uses the equity method (see the accounting policy regarding investments in associates and joint ventures above).

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.

3. 重大會計政策(續)

持有待售的非流動資產(續)

當本集團承諾進行涉及失去一間附屬公司控制權的出售計劃，倘符合上述條件，該附屬公司的所有資產及負債均分類為持有待售，不論本集團會否於出售後保留其前附屬公司的非控股權益。

當本集團承諾進行涉及出售於聯營公司或合營企業的投資或部分投資的出售計劃，倘符合上述條件，將予出售的該項投資或部分投資分類為持有待售，而本集團將不再就該分類為持有待售的部分使用權益法。並無分類為持有待售的於聯營公司或合營企業投資的任何保留部分，繼續使用權益法入賬。當出售導致本集團失去對聯營公司或合營企業的重大影響力時，本集團於出售時不再使用權益法。

於出售後，本集團按照香港會計準則第39號將於聯營公司或合營企業的任何保留權益入賬，惟倘保留權益仍屬一間聯營公司或合營企業，則本集團將使用權益法(見上文有關於聯營公司及合營企業的投資的會計政策)。

分類為持有待售的非流動資產(及出售集團)按其賬面金額與公允價值減出售成本的較低者計量。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

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

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

Revenue from the sale of cigarette packages and manufacture of laminated papers is recognised when goods are delivered and titles have passed. Deposits and instalments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Service income is recognised when services are provided.

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

3. 重大會計政策(續)

收益確認

收益按已收或應收代價的公允價值計量。收益已就估計客戶退貨、回扣及其他類似津貼作出扣減。

銷售貨品所得收益在貨品交付、所有權轉移並達致以下全部條件時確認：

- 本集團已將商品擁有權的重大風險及回報轉移予買方；
- 本集團並無保留一般與擁有權有關的銷售貨品持續管理權或實際控制權；
- 收益金額能夠可靠地計量；
- 與交易相關的經濟利益很可能流入本集團；及
- 有關交易產生或將產生的成本能夠可靠地計量。

銷售香煙包裝及製造複合紙的收益在貨品付運及其所有權轉移時確認。符合上述收益確認標準前來自買家的訂金及分期付款計入綜合財務狀況報表項下流動負債。

服務收入於提供服務時確認。

來自投資的股息收入於股東收取付款的權利確立時確認。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Revenue recognition (continued)

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income 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 assets to that asset's net carrying amount on initial recognition.

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

Leasing

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

The Group as lessor

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

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

The Group as lessee

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

3. 重大會計政策(續)

收益確認(續)

倘若經濟利益可能將流入本集團及收益金額能夠可靠計量，則金融資產的利息收入將會確認。利息收入乃參照未償還本金及適用實際利率，按時間基準累計，有關利率乃按金融資產預計年期估計未來所收取現金實際折現至該資產於初步確認的賬面淨值。

本集團確認來自經營租賃收益的會計政策，於下文有關租賃的會計政策中詳述。

租賃

如果租賃不會使所有權的所有風險及回報轉移至承租人，則租賃分類為融資租賃。所有其他租賃分類為經營租賃。

本集團作為出租人

根據融資租賃應收承租人款項按本集團於租賃的淨投資金額確認為應收款項。融資租賃收入分配至會計期間，藉此反映本集團對租賃的淨投資的固定周期回報率。

來自經營租賃的租金收入於相關租期內按直線法確認。磋商及安排經營租賃時產生的初步直接成本加入已租賃資產的賬面值，並於租期內按直線法確認為開支。

本集團作為承租人

按融資租賃持有的資產按租賃開始時的公允價值或(倘為較低者)按最低租金的現值確認為本集團資產。出租人的相應負債於綜合財務狀況報表列作融資租賃責任。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leasing (continued)

The Group as lessee (continued)

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

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

Leasehold land and building

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租金按比例於融資費用及扣減租賃責任之間作出分配，從而使該等負債餘額的息率固定。融資費用直接於損益中確認，惟倘融資費用與合資格資產直接相關，則依據本集團有關借貸成本的一般政策撥充資本(見下文會計政策)。

經營租賃付款以直線法，按租賃期確認為開支，惟如另有系統性基準更能代表租賃資產的經濟效益被消耗的時間性模式除外。

租賃土地及樓宇

當租賃包括土地及樓宇部分，本集團根據對附於各部分所有權的絕大部分風險及回報是否已轉移本集團的評估，分別按融資或經營租賃評定各部分的分類。除非土地及樓宇部分均明確為經營租賃，於此情況下整項租賃分類經營租賃。具體而言，最低繳付租金(包括任何一筆過預付款項)於租約訂立時，按租賃土地部分及樓宇部分中的租賃權益相對公允價值比例，於土地與樓宇部分間分配。

倘能可靠分配租賃款項，作為經營租賃入賬的租賃土地權益於綜合財務狀況報表內呈列為「預付租賃款項」並按直線法於租賃期內攤銷。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Foreign currencies

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

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

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

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary 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.

3. 重大會計政策(續)

外幣換算

在編製個別集團實體的財務報表時，以相關功能貨幣以外的貨幣(外幣)所進行交易乃按交易日期的通行匯率入賬。於各報告期末，以外幣為單位的貨幣項目均按該日通行的匯率重新換算。以外幣歷史成本釐定的非貨幣項目則不會重新換算。

貨幣項目的匯兌差額於產生期內於損益中確認。

就呈列綜合財務報表而言，本集團境外業務的資產及負債均使用各報告期末的通行匯率換算為本集團的呈列貨幣(即港元)。收入及支出項目則按年內的平均匯率換算，惟若匯率於該期內大幅波動除外，在此情況下，則以交易日期的通行匯率換算。所產生的匯兌差額(如有)於其他全面收益確認並於匯兌儲備項下以權益累計(倘合適，歸屬於非控制權益)。

當出售境外業務時(出售本集團境外業務全部權益，或涉及失去附屬公司控制權且包括海外業務的出售或出售聯合安排或包括保留權益為金融資產的境外業務之聯營公司部分權益)，所有有關於累計於本公司擁有人應佔業務權益的匯兌差額，重新分類至損益。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Borrowing costs

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

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

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. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme and other state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 重大會計政策(續)

借貸成本

借貸成本可直接分配至購買、建造或生產合資格資產(為須耗用大量時間以達至其擬定用途或可供出售的資產)，其可加入該等資產的成本，直至資產大致上可準備投入作擬訂用途或出售。

所有其他借貸成本均於其產生期間在損益確認。

政府補助金

在合理地保證本集團會遵守政府補助的附帶條件以及將會得到補助金後，政府補助金方會予以確認。

政府補助金乃於本集團確認相關成本(補助金擬用以補償該成本)為開支期間內，以系統基準於損益中確認。具體而言，該政府補助金首要條款是本集團應購買、建造或以其他方式獲得非流動資產，其於綜合財務狀況表中確認為遞延收入，並於相關資產的可使用年期按有系統及合理基準轉撥至損益。

作為已產生開支或虧損的補償或向本集團提供即時財務資助(並無日後相關成本)而可收取的政府補助金，乃於其成為可收取的期間於損益中確認。

退休福利成本

對強制性公積金計劃及其他國家所管理退休福利計劃的供款，在僱員提供服務從而享有供款時予以確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation

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

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

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

3. 重大會計政策(續)

稅項

所得稅開支指即期應付稅項及遞延稅項的總和。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益報表所列「除稅前溢利」因其他年度的應課稅或應扣減的收入或開支項目及從未課稅及可扣減的項目而有所不同。本集團的即期稅項負債乃按已於報告期末頒佈或實質頒佈的稅率計算。

遞延稅項乃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所採用相應稅基之間的暫時差異確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般就所有可扣減暫時差額確認，惟以該等可扣減暫時差額有可能用於抵銷應課稅溢利為限。若於一項交易中，因初步確認(業務合併除外)其他資產及負債而引致的暫時差額並不影響應課稅溢利或會計盈利，則不予確認該等資產及負債。此外，倘初步確認商譽所產生暫時差額，則不會確認遞延稅項負債。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

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 and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of 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 asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

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

3. 重大會計政策(續)

稅項(續)

遞延稅項負債乃就與對附屬公司及聯營公司的投資有關的應課稅暫時差異予以確認，惟倘本集團可控制暫時差異的撥回，以及暫時差異在可見將來可能將不會撥回，則不予確認。與該等投資及權益有關的可扣稅暫時差異產生的遞延稅項資產，僅於可能將有充足的應課稅溢利以使用暫時差異的利益，以及預期於可見將來可撥回時，方予確認。

遞延稅項資產的賬面值在報告期末檢討，並於並無足夠應課稅溢利可用以撥回所有或部分遞延稅項資產時作出相應扣減。

遞延稅項資產和負債，以報告期末已執行或實質上已執行的稅率(和稅法)為基礎，按預期清償該負債或實現該資產當期的稅率計量。

遞延稅項負債和資產的計量，應反映本集團在報告期末預期收回或清償其資產和負債賬面金額的方式所導致的稅務後果。

即期及遞延稅項於損益確認，惟當其與於其他全面收益確認或直接於權益確認的項目相關(於該情況下，即期及遞延稅項亦分別於其他全面收益確認或直接於權益確認)時除外。倘即期稅項或遞延稅項自業務合併的首次確認中產生，其稅務影響將計入業務合併的會計處理中。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress as described below), are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, 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 property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 重大會計政策(續)

物業、廠房及設備

物業、廠房及設備，包括持作用於生產或供應貨品或服務的樓宇、或作行政用途(除下文所述在建工程外)，物業、廠房及設備乃按成本減其後累計折舊及累計減值虧損於綜合財務狀況報表列賬(如有)。

正在興建以作生產、供應或行政用途的物業，會按成本減任何已確認減值虧損列賬。成本包括專業費用及(就合資格資產而言)根據本集團會計政策撥充資本的借貸成本。該等物業於完成及可用於擬定用途時分類至適當類別的物業、廠房及設備。倘該等資產可用於擬定用途，則按與其他物業資產相同的基準開始折舊。

折舊以直線法按資產(除在建工程外)於估計可使用年期撇銷項目成本減剩餘價值確認。估計可使用年期、剩餘價值及折舊方法於各報告期末審閱，而任何估計變動的影響按前瞻基準入賬。

物業、廠房及設備項目乃於出售或當預期不會因持續使用該資產而產生未來經濟利益時終止確認。出售或停止使用物業、廠房及設備項目所產生任何收益或虧損，按資產的出售所得款項與其賬面值的差額計算於損益確認。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment (continued)

Buildings under development for future owner-occupied purpose

When buildings are in the course of development for production or for administrative purposes, the amortisation of prepaid lease payments provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purpose).

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

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

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 profit or loss in the period in which the property is derecognised.

3. 重大會計政策(續)

物業、廠房及設備(續)

供日後業主佔用的發展中樓宇

當用作生產或行政用途的發展中樓宇，於建築期間預付租賃款項的攤銷將計入為在建中樓宇成本的一部分。在建樓宇按成本列賬，減任何已識別減值虧損。當樓宇可供使用（即樓宇的地點及狀況已達致管理層擬定的經營方式）時開始計算折舊。

投資物業

投資物業為持作賺取租金及／或資本升值的物業，包括就有關用途興建中物業。

投資物業最初按成本（包括任何直接應佔開支）計量。於首次確認後，投資物業乃按成本減隨後累計折舊及任何累計減值虧損列賬。折舊獲確認以按估計可使用年期並計及其估計剩餘價值後，以直線法撇銷投資物業成本。

在建投資物業產生的建築成本資本化為在建投資物業賬面值的一部分。

當投資物業被出售或永久不再使用，而有關出售預期不會產生任何未來經濟利益時，投資物業將被終止確認。終止確認物業所得任何收益或虧損（即資產出售所得款項淨額與其賬面值的差額）於終止確認該物業期間計入損益。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less 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 (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

3. 重大會計政策(續)

無形資產

個別收購的無形資產

個別收購而可使用年期有限的無形資產，按成本減累計攤銷及任何累計減值虧損列賬。可使用年期有限的無形資產的攤銷於估計可使用年期以直線基準確認。估計可使用年期和攤銷方法會在各報告期末檢討，任何估計變動影響按前瞻基準列賬。個別收購可使用年期無限的無形資產，按成本減任何其他累計減值虧損列賬(見下文有關有形及無形資產減值虧損的會計政策)。

業務合併中收購的無形資產

業務合併中收購的無形資產獨立確認，有別於商譽，初步按收購日期的公允價值(被視為其成本)確認。

初始確認後，業務合併中收購而使用年期有限的無形資產按成本減累計攤銷及任何累計減值虧損列賬。其計量基準與個別收購的無形資產相同(見下文有關有形及無形資產減值虧損的會計政策)。

研發開支

研究活動的開支於產生期間確認為開支。倘並無內部產生的無形資產可予確認，開發開支將於產生期間自損益扣除。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

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 cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

3. 重大會計政策(續)

有形及無形資產的減值(商譽除外，見上文有關商譽的會計政策)

本集團於報告期末審閱具有有限可使用年期的有形及無形資產的賬面值，以釐定該等資產是否存在減值跡象。如有任何該等跡象，則會估計資產的可收回金額，以釐定減值虧損(如有)的程度。倘不大可能估計個別資產的可收回金額，則本集團會估計有關資產所屬現金產生單位的可收回金額。倘可確定合理及一致的分配基準，企業資產可分配至個別現金產生單位，否則，則將企業資產分配至能確定合理及一致的分配基準的最小組別現金產生單位。

可收回金額為公允價值減出售成本與使用價值之間的較高者。於評估使用價值時，估計未來現金流量會採用反映現時市場對貨幣時間價值及資產特殊風險的評值的稅前折現率，折現至其現有價值，及並無就此對未來現金流的估計予以調整。

倘資產(或現金產生單位)的估計可收回金額低於其賬面值，資產(或現金產生單位)的賬面值將調低至可收回金額，減值虧損即時於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

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 a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

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

Financial instruments

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

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

3. 重大會計政策(續)

有形及無形資產的減值(商譽除外，見上文有關商譽的會計政策)(續)

倘減值虧損其後撥回，則該資產(或現金產生單位)的賬面值將增加至其經修訂的估計可收回金額，惟所增加後的賬面值不得超過倘於過往年度並無就該資產(或現金產生單位)確認減值虧損而釐定的賬面值。所撥回的減值虧損即時於損益確認。

存貨

存貨按成本與可變現淨值兩者的較低者入賬。存貨成本按加權平均法計算。可變現淨值代表存貨的估計售價減去所有估計完工成本及成功出售所需成本。

金融工具

金融資產及金融負債乃當集團實體成為工具合約條文的訂約方時確認。

金融資產及金融負債於初次入賬時按公允價值計算。收購或發行金融資產及金融負債而直接產生的交易成本(於損益中按公允價值處理的金融資產及金融負債除外)於初次確認時加入金融資產公允價值內或自金融負債公允價值內扣除(視適用情況而定)。收購於損益中按公允價值處理的金融資產或金融負債所直接產生的交易成本，即時於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets

Financial assets are classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective interest method

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

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 long-term receivables, trade and bills receivables, other receivables, amount due from a shareholder, pledged bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment loss on loans and receivables below).

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

3. 重大會計政策(續)

金融工具(續)

金融資產

金融資產分類為貸款及應收款項。分類視乎金融資產的性質及目的而定，並於初步確認時釐定。

實際利率法

實際利率法乃於相關期間內計算債務工具的攤銷成本及分配利息收入的方法。實際利率乃將估計日後現金收入(包括所有支付或收取而其整體可構成實際利率、交易成本及其他溢價或折價的費用)按金融資產的預期使用年期，或較短期間(倘合適)精確折現至初步確認時賬面淨值的利率。

就債務工具而言，利息收入按實際利率基準確認。

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款的非衍生金融資產，而其在活躍市場並無報價。於初步確認後，貸款及應收款項(包括長期應收款項、貿易應收款項及應收票據、其他應收款項、應收一名股東款項、已質押銀行存款及銀行結餘及現金)採用實際利息法攤銷成本，扣除任何減值(見下文有關貸款及應收款項減值虧損的會計政策)。

利息收入乃使用實際利率確認，惟短期應收款項除外，其利息確認並不重大。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of loans and receivables

Loans and receivables are assessed for indicators of impairment at the end of the reporting period. Loans and receivables are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the loans and receivables, the estimated future cash flows of the loans and receivables have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of loans and receivables, such as trade receivables, 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 of 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

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)

貸款及應收款項減值

貸款及應收款項於報告期末被評估是否有減值跡象。倘有客觀證據證明，初步確認貸款及應收款項後發生的一項或多項事件令貸款及應收款項的估計未來現金流量受到影響，則貸款及應收款項被視為已減值。

減值的客觀證據可包括：

- 發行人或對手方遇到嚴重財政困難；或
- 違反合約，如逾期或拖欠利息或本金還款；或
- 借款人有可能破產或進行財務重組。

就若干類別的貸款及應收款項(如貿易應收款項)評估為不會個別減值的資產，會於其後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的過往收款經驗、組合內超逾平均信貸期九十天的延遲還款次數增加，以及與應收款項逾期有關的全國或地方經濟狀況明顯改變。

減值虧損金額按資產賬面值與估計未來現金流的現值(以金融資產的原有實際利率折算)間的差額確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial assets *(continued)*

Impairment of loans and receivables (continued)

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

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.

Financial liabilities and equity instruments

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

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

Financial liabilities

Financial liabilities including trade and bills payables, other payables, amounts due to non-controlling interests and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

貸款及應收款項減值(續)

就所有貸款及應收款項而言，貸款及應收款項的賬面值直接按減值虧損減少，惟貿易應收款項除外，其賬面值乃透過使用撥備賬目而減少。撥備賬目的賬面值變動於損益內確認。倘貿易應收款項被視為無法收回，則於撥備賬目撇銷。其後收回過往撇銷的款項計入損益內。

倘於往後期間，減值虧損金額減少，而該減少客觀地與確認減值虧損後發生的事件有關，則先前確認的減值虧損透過損益撥回，惟該資產於撥回減值日期的賬面值不得超過在並無確認減值的情況下應有的攤銷成本。

金融負債及權益工具

集團實體發行的債務及股本工具乃根據所簽訂合約安排的性質與金融負債及股本工具的定義分類為金融負債或股本。

股本工具

股本工具乃證明本集團於扣減所有負債後的資產中擁有剩餘權益的任何合約。本公司所發行的權益工具按已收所得款項減直接發行成本列賬。

金融負債

金融負債包括貿易應付款項及應付票據、其他應付款項、應付非控股權益款項及銀行借貸，該等款項其後將使用實際利率法按攤銷成本計量。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial liabilities and equity instruments

(continued)

Effective interest method

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

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.

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

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

3. 重大會計政策(續)

金融工具(續)

金融負債及權益工具(續)

實際利率法

實際利率法乃於相關期間內計算金融負債的攤銷成本及分配利息開支的方法。實際利率乃將金融負債的預期使用年期，或較短期間(倘合適)估計日後現金付款(包括所有支付或收取可構成實際利率、交易成本及其他溢價或折讓其中部分的費用)精確折現至初步確認時的賬面淨值的利率。利息開支按實際利率基準確認。

取消確認

僅當收取資產現金流量的合約權利屆滿時，或將其金融資產或該等資產所有權的絕大部分風險及回報轉移予另一實體時，本集團方會取消確認金融資產。

完全取消確認金融資產時，資產賬面值與已收取及應收代價以及已於其他全面收益確認及於權益累計的累計收益或虧損總額間的差額乃於損益確認。

當且僅當本集團的責任獲解除、取消或到期時，本集團將取消確認金融負債。取消確認的金融負債賬面值與已付及應付代價的差額乃於損益中確認。

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4. 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.

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

Estimated useful lives of property, plant and equipment

The Group depreciates the property, plant and equipment over their estimated useful lives, using straight-line method, at the rates ranging from 3% to 30% per annum. The estimated useful lives that the Group depreciates the property, plant and equipment reflect the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the assets. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in useful lives and therefore depreciation and impairment losses in future years.

As at 31 December 2015, the carrying amount of property, plant and equipment is HK\$806,049,000 (2014: HK\$688,597,000). Details of the useful lives of the property, plant and equipment are disclosed in note 20.

4. 估計不明朗因素的主要來源

於應用附註3所述本集團會計政策時，本公司董事須就資產和負債賬面值作出判斷、估計及假設，該等資料無法從其他渠道可靠取得。該等估計及相關假設乃基於過往經驗及其他被視為相關的因素而作出，實際結果或會有別於該等估計。

有關估計及相關假設須持續檢討。倘會計估計的修訂僅影響作出修訂的期間，則有關修訂會在該期間確認，而倘修訂對現時及未來期間均有影響，則須在作出修訂的期間及未來期間確認。

以下為報告期末有關未來的主要假設及其他估計不明朗因素的主要來源，附有可導致下一個財政年度的資產賬面值出現大幅調整的重大風險。

物業、廠房及設備的估計可使用年期

本集團於其估計可使用年期內，按介乎3%至30%的年率以直線法對物業、廠房及設備計算折舊。本集團用於計算物業、廠房及設備折舊所用的估計可使用年期反映董事估計的期間，而本集團有意於該期間從使用該等資產獲得未來經濟利益。實際經濟年期可能與估計可使用年期不同。定期檢討可能使有關可使用年期出現變動，因而引致未來年度的折舊及減值虧損。

於二零一五年十二月三十一日，物業、廠房及設備的賬面值為806,049,000港元(二零一四年：688,597,000港元)。有關物業、廠房及設備的可使用年期詳情於附註20披露。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, an impairment loss may arise.

As at 31 December 2015, the carrying amount of goodwill is HK\$1,061,335,000 (2014: HK\$1,096,481,000) and no impairment loss was recognised during the years ended 31 December 2015 and 2014. Details of the recoverable amount calculated in note 23.

Estimated impairment loss of trade receivables

When there is objective evidence of impairment loss, 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 2015, the carrying amount of trade receivables is HK\$700,971,000 (2014: carrying amount of HK\$712,085,000).

4. 估計不明朗因素的主要來源 (續)

商譽估計減值

釐定商譽是否減值須估計獲分配商譽的現金產生單位的使用價值。計算使用價值要求本集團估計預期由現金產生單位產生的未來現金流量及適當的折現率以計算現值。當實際未來現金流量比預期少時，則可能出現減值虧損。

於二零一五年十二月三十一日，商譽的賬面值為1,061,335,000港元(二零一四年：1,096,481,000港元)及截至二零一五年及二零一四年十二月三十一日止年度並無確認減值虧損。可收回金額計算的詳情於附註23披露。

貿易應收款項估計減值虧損

當出現減值虧損的客觀憑據，本集團將考慮估計未來現金流量。減值虧損的金額按資產的賬面值與以金融資產的原實際利率(即初步確認時推算的實際利率)折現的估計未來現金流量(不包括尚未產生的未來信貸虧損)的現值之間的差額計量。倘實際未來現金流量低於預期，則可能出現重大減值虧損。於二零一五年十二月三十一日，貿易應收款項的賬面值為700,971,000港元(二零一四年：賬面值為712,085,000港元)。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Estimated write-down of inventory

The Group writes down inventories for obsolescence based on an assessment of the net realisable value of inventories. Write-downs are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of obsolete inventories requires the use of judgment and estimates on the conditions and usefulness of the inventories. The amount of write-down would be changed as a result of the changes in current market conditions subsequently.

The carrying amount of inventories at 31 December 2015 is approximately HK\$116,504,000 (2014: HK\$119,832,000).

5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes bank borrowings, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

4. 估計不明朗因素的主要來源 (續)

估計存貨撇減

本集團根據對存貨可變現淨值的評估，撇減過時存貨。倘有事件或環境轉變顯示存貨的可變現淨值低於存貨成本，則會撇減存貨。識別過時存貨有賴於對存貨狀況及效用的判斷及估計。若現行市場狀況其後出現變動，則撇減金額亦會相應變動。

於二零一五年十二月三十一日，存貨賬面值約為116,504,000港元(二零一四年：119,832,000港元)。

5. 資本風險管理

本集團管理其資本，以確保本集團的實體可以持續經營，並透過優化債務及權益結餘為權益相關者帶來最大回報。自去年以來，本集團的整體策略維持不變。

本集團的資本架構包括債務淨額(包括銀行借貸、現金及現金等值項目淨額)及本公司擁有人應佔權益(其中包括已發行股本及儲備)。

本公司董事定期審核資本架構。作為此審核的一部分，本公司董事會考慮資本成本及與各類別資本相關的風險。本集團將根據董事的建議，透過支付股息、發行新股以及發行新債券或贖回現有債務來平衡其整體資本架構。

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6. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------------|----------------------------------|----------------------------------|
| Financial assets | 金融資產 | | |
| Loans and receivables (including cash and cash equivalents) | 貸款及應收款項(包括現金及現金等值項目) | 1,155,998 | 1,230,810 |
| Financial liabilities | 金融負債 | | |
| Amortised cost | 攤銷成本 | 1,166,039 | 1,193,667 |

b. Financial risk management objectives and policies

The Group's major financial instruments include long-term receivables, trade and bills receivables, other receivables, amount due from a shareholder, pledged bank deposits, bank balances and cash, trade and bills payables, other payables, amounts due to non-controlling interests and bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity 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.

6. 金融工具

a. 金融工具的類別

b. 金融風險管理的目標及政策

本集團的主要金融工具包括長期應收款項、貿易應收款項及應收票據、其他應收款項、應收一名股東款項、已質押銀行存款、銀行結餘及現金、貿易應付款項及應付票據、其他應付款項、應付非控股權益款項及銀行借貸。該等金融工具的詳情已於相關附註內披露。該等金融工具相關的風險，包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險，而如何減低該等風險的政策載於下文。管理層管理及監控該等風險，以確保能及時有效地採取適當的措施。

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6. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Market risk

(i) Currency risk

The functional currencies of the Group's principal subsidiaries are either HK\$ or RMB. While most of the Group's operations are transacted in the functional currency of the respective group entities, the Group undertakes certain transactions denominated in foreign currencies. The Group currently does not have hedging policy in respect of the foreign currency risk. However, the management closely monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting date are as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--------------------|-----------|----------------------------------|----------------------------------|
| Assets | 資產 | | |
| HK\$ | 港元 | 77,524 | 77,947 |
| Liabilities | 負債 | | |
| HK\$ | 港元 | 567,172 | 648,022 |

6. 金融工具(續)

b. 金融風險管理的目標及政策(續)

市場風險

(i) 貨幣風險

本集團主要附屬公司的功能貨幣為港元或人民幣。由於本集團大部分業務以各集團實體的功能貨幣進行交易，本集團亦進行若干以外幣計值的交易。本集團目前並無有關外匯風險的對沖政策。然而，管理層將密切監測外匯風險，並將於必要時考慮對沖重大外匯風險。

於報告期末，本集團以外幣計值的貨幣資產及貨幣負債賬面值如下：

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6. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Market risk (continued)

(i) Currency risk (continued)

Sensitivity analysis

The Group is mainly exposed to the currency of HK\$.

The following table details the Group's sensitivity to a 6% (2014: 3%) increase and decrease in the RMB against HK\$, respectively. 6% (2014: 3%) sensitivity rate represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 6% (2014: 3%) change in foreign currency rates. The sensitivity analysis includes bank balances, receivables or payables and bank borrowings denominated in a currency other than the functional currency. A positive number below indicates an increase in post-tax profit where RMB strengthens against HK\$. For a 6% (2014: 3%) weakening of RMB against the HK\$, there would be an equal and opposite impact on the profit.

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|----------------------------|-------------|----------------------------------|----------------------------------|
| Profit for the year | 年度溢利 | | |
| HK\$ | 港元 | 22,034 | 12,827 |

Note: This is mainly attributable to the net exposure to outstanding bank balances, receivables, payables and bank borrowings in HK\$ at end of the reporting period.

6. 金融工具(續)

b. 金融風險管理的目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析

本集團主要承受港元貨幣風險。

下表詳列人民幣兌港元升值及貶值6%(二零一四年:3%)的情況下,本集團的敏感度分析。敏感度比率6%(二零一四年:3%)代表管理層對外匯匯率可能變動的合理評估。敏感度分析僅包括以外幣計值的未償還貨幣項目,並於報告期末按6%(二零一四年:3%)外匯匯率變動調整其換算。敏感度分析包括銀行結餘、應收款項或應付款項及銀行借貸(以功能貨幣以外的貨幣計值)。下列正數表示人民幣兌港元升值時,除稅後溢利將會增加。倘人民幣兌港元貶值6%(二零一四年:3%),將對溢利有等額相反影響。

附註:此類風險主要來自報告期末以港元計值的未結清銀行結餘、應收款項、應付款項及銀行借貸。

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6. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank borrowings (see notes 32 and 35 respectively). It is the Group's policy to keep its bank borrowings at floating rate of interests so as to minimise the fair value interest rate risk. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate arising from the Group's HK\$ denominated bank borrowings.

The Group's fair value interest rate risk relates primarily to its corresponding fixed-rate pledged bank deposits, amounts due to non-controlling interests and bank borrowings amounting to HK\$2,173,000 (2014: HK\$85,750,000), nil (2014: HK\$24,741,000) and HK\$123,486,000 (2014: HK\$143,508,000) respectively. The management will consider hedging significant interest rate exposure should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates on variable-rate bank borrowings. The analysis is prepared assuming the variable-rate bank borrowings outstanding at the end of the reporting period were outstanding for the whole year. As the management considers the exposure to interest rate risk in relation to bank balances is insignificant due to the low level of bank interest rate, bank balances are excluded from sensitivity analysis. A 100 basis points (2014: 100 basis points) increase or decrease is used and represents management's assessment of the reasonably possible change in interest rates.

6. 金融工具(續)

b. 金融風險管理的目標及政策(續)

市場風險(續)

(ii) 利率風險

本集團所承擔現金流量利率風險主要與浮息銀行結餘及銀行借貸(分別見附註32及35)有關。本集團的政策為將其銀行貸款利率保持浮動,以盡量降低公允價值利率風險。本集團的現金流量利率風險主要集中於本集團以港元計值銀行借貸的香港銀行同業拆息利率波動。

本集團的公允價值利率風險主要與其相應固定息率已抵押銀行存款、應付非控股權益款項及銀行借貸有關,分別為2,173,000港元(二零一四年:85,750,000港元)、零港元(二零一四年:24,741,000港元)及123,486,000港元(二零一四年:143,508,000港元)。管理層將於必要時考慮對沖重大利率風險。

敏感度分析

以下敏感度分析乃基於浮息銀行借貸的利率風險釐定。有關分析乃假設於報告期末尚未償還的浮息銀行借貸於整個年度均未償還而編製。由於管理層認為銀行利率處於低水平,銀行結餘所承受利率風險輕微,故有關敏感度分析並不包括銀行結餘。分析採用利率增減100個基點(二零一四年:100個基點),代表管理層對利率合理可能變動的評估。

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6. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk (continued)

Sensitivity analysis (continued)

If interest rates had been 100 basis points (2014: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2015 would decrease/increase by HK\$5,176,000 (2014: decrease/increase by HK\$5,194,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

Credit risk

As at 31 December 2015, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statements of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies or state-owned banks located in the People's Republic of China (the "PRC").

6. 金融工具(續)

b. 金融風險管理的目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

敏感度分析(續)

倘利率增加／減少100個基點(二零一四年：100個基點)，而所有其他變數維持不變，則本集團截至二零一五年十二月三十一日止年度的除稅後溢利將減少／增加5,176,000港元(二零一四年：減少／增加5,194,000港元)，主要來自本集團浮息銀行借貸所承受利率風險。

信貸風險

於二零一五年十二月三十一日，本集團所承擔最高信貸風險為因交易對方未能履行責任導致本集團出現財務虧損，乃來自綜合財務狀況報表所述的各類已確認金融資產的賬面值。

為盡量減低信貸風險，本集團管理層已委派一支隊伍負責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回過期債務。另外，本集團於各報告期末檢討各筆個別債項的可收回金額，以確保就不可收回金額計提足夠的減值虧損。就此，本公司董事認為本集團的信貸風險可大為減低。

由於對手方乃獲國際信貸評級機構列為信貸評級優良的銀行或中華人民共和國(「中國」)國有銀行，因此，流動資金的信貸風險有限。

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6. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group has concentration of credit risk as 25% (2014: 32%) and 72% (2014: 74%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively within the printing of cigarettes packages segment. The Group is also exposed to the concentration on geographic segment of the PRC. At 31 December 2015, approximately 95% (2014: 100%) of the Group's trade and other receivables are arising from counterparties whose principal place of operations is the PRC.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank loans as a significant source of liquidity. As at 31 December 2015, the Group has available unutilised bank borrowings facilities of approximately HK\$466,408,000 (2014: HK\$255,834,000).

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. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

6. 金融工具(續)

b. 金融風險管理的目標及政策(續)

信貸風險(續)

由於本集團貿易應收款項總額其中25%(二零一四年:32%)及72%(二零一四年:74%)分別來自本集團香煙包裝印刷分部的最大客戶及五大客戶,因此本集團承受集中信貸風險。本集團亦承受地區分部集中在中國的風險。於二零一五年十二月三十一日,本集團約95%(二零一四年:100%)的貿易及其他應收款項來自以中國為主要營業地點的交易對方。

流動資金風險

於管理流動資金風險時,本集團會進行監控並將現金及現金等價物維持在管理層認為充足的水平,以為本集團的營運提供資金並減低現金流量波動的影響。管理層會監控銀行借貸的動用情況,並確保遵守貸款契諾。

本集團依賴銀行貸款為主要流動資金來源。於二零一五年十二月三十一日,本集團可取得的尚未動用銀行借貸融資約為466,408,000港元(二零一四年:255,834,000港元)。

下表詳列本集團非衍生金融負債的剩餘合約期限,乃根據以本集團須償還金融負債的最早日期釐定的金融負債未折現現金流量編製。其他非衍生金融負債的到期日乃根據協定償還日期釐定。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Liquidity risk (continued)

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 at the end of the reporting period.

Liquidity tables

6. 金融工具(續)

b. 金融風險管理的目標及政策(續)

流動資金風險(續)

表格包括利息及本金現金流量。倘利息流為浮動利率，則未折現金額乃按報告期末的利率計算所得。

流動資金表

| | | Weighted average interest rate 加權 平均利率 % | On demand or less than 1 year 按要求或 一年內 HK\$'000 千港元 | 1-2 years 一至兩年內 HK\$'000 千港元 | Over 2 years 超過兩年 HK\$'000 千港元 | Total undiscounted cash flows 未折現金 流量總額 HK\$'000 千港元 | Carrying amounts 賬面值 HK\$'000 千港元 |
|---|-----------------|--|---|---------------------------------------|--|--|---|
| 2015 | 二零一五年 | | | | | | |
| Non-derivative financial liabilities | 非衍生金融負債 | | | | | | |
| Trade and bills payables | 貿易應付款項 及應付票據 | - | 282,158 | - | - | 282,158 | 282,158 |
| Other payables | 其他應付款項 | - | 70,208 | - | - | 70,208 | 70,208 |
| Bank borrowings | 銀行借貸 | | | | | | |
| - floating rate | - 浮動利率 | 3.70 | 438,055 | 123,432 | 175,148 | 736,635 | 690,187 |
| - fixed rate | - 固定利率 | 4.94 | 129,580 | - | - | 129,580 | 123,486 |
| | | | 920,001 | 123,432 | 175,148 | 1,218,581 | 1,166,039 |
| 2014 | 二零一四年 | | | | | | |
| Non-derivative financial liabilities | 非衍生金融負債 | | | | | | |
| Trade and bills payables | 貿易應付款項 及應付票據 | - | 191,339 | - | - | 191,339 | 191,339 |
| Other payables | 其他應付款項 | - | 141,525 | - | - | 141,525 | 141,525 |
| Amounts due to non-controlling interests | 應付非控股權益款項 | - | 24,741 | - | - | 24,741 | 24,741 |
| Bank borrowings | 銀行借貸 | | | | | | |
| - floating rate | - 浮動利率 | 3.96 | 620,829 | 103,114 | - | 723,943 | 692,554 |
| - fixed rate | - 固定利率 | 6.12 | 152,294 | - | - | 152,294 | 143,508 |
| | | | 1,130,728 | 103,114 | - | 1,233,842 | 1,193,667 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (continued)

c. Fair value

The fair value of financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

7. REVENUE

Revenue represents revenue arising on sale of cigarette packages and laminated papers for the year. An analysis of the Group's revenue for the year from continuing operations is as follows:

6. 金融工具(續)

c. 公允價值

金融資產及金融負債的公允價值乃按基於折現現金流量分析的公認定價模式釐定。

本公司董事認為，按攤銷成本列入綜合財務報表的金融資產及金融負債的賬面值與其公允價值相若。

7. 營業額

營業額指年內銷售香煙包裝及複合紙產生的收益。年內本集團持續經營業務收益分析如下：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-----------------------------------|--------|----------------------------------|----------------------------------|
| Printing of cigarette packages | 印刷香煙包裝 | 1,446,422 | 1,659,115 |
| Manufacturing of laminated papers | 製造複合紙 | 48,539 | 44,308 |
| | | 1,494,961 | 1,703,423 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

8. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered or services provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

The Group’s operating and reportable segments currently are (i) printing of cigarette packages and (ii) manufacturing of laminated papers. The CODM considered the Group has two operating and reportable segments which are based on the internal organisation and reporting structure. This is the basis upon which the Group is organised.

The provision of printing of books services was discontinued in the last year. The segment information reported below does not include any amounts for this discontinued operation, which is described in more detail in note 13.

8. 分部資料

為分配資源及評估分部業績而向本公司執行董事，即主要營運決策者（「主要營運決策者」）呈報資料，集中於所交付商品或所提供服務類別。本集團並無任何經主要營運決策者識別的經營分部整合而成的可報告分部。

本集團的經營及可報告分部目前為(i)印刷香煙包裝；及(ii)製造複合紙業務。主要營運決策者認為本集團有兩個經營及可報告分部，乃根據內部組織及申報架構劃分。此乃本集團組織的基準。

提供書籍印刷服務已於去年終止經營。下文所呈報分部資料並不包括該已終止經營業務的任何金額，相關資料於附註13詳述。

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

8. SEGMENT INFORMATION (continued)

Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable and operating segment.

For the year ended 31 December 2015

8. 分部資料(續)

分部收入及業績

以下為本集團按可報告及經營分部劃分的持續經營業務收入及業績分析：

截至二零一五年十二月三十一日止年度

| | | Printing of cigarette packages 印刷香煙包裝 HK\$'000 千港元 | Manufacturing of laminated papers 製造複合紙 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-------------------------|---|---|--------------------------------|
| Segment revenue for continuing operations | 持續經營業務的分部收入 | 1,446,422 | 48,539 | 1,494,961 |
| Segment profit for continuing operations | 持續經營業務的分部溢利 | 448,821 | 12,518 | 461,339 |
| Unallocated — other income and other gains and losses | 未分配 — 其他收入以及其 他收益及虧損 | | | 31,100 |
| Unallocated expenses | 未分配開支 | | | (157,217) |
| Finance costs | 融資成本 | | | (37,371) |
| Share of profit of an associate | 分佔一間聯營公司溢利 | | | 178,625 |
| Profit before taxation (continuing operations) | 除稅前溢利(持續經營業務) | | | 476,476 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

8. SEGMENT INFORMATION (continued)

Segment revenues and results (continued)

For the year ended 31 December 2014

| | Printing of cigarette packages 印刷香煙包裝 HK\$'000 千港元 | Manufacturing of laminated papers 製造複合紙 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|---|---|--------------------------------|
| Segment revenue for continuing operations 持續經營業務的分部收入 | 1,659,115 | 44,308 | 1,703,423 |
| Segment profit for continuing operations 持續經營業務的分部溢利 | 552,655 | 8,714 | 561,369 |
| Unallocated — other income and other gains and losses 未分配 — 其他收入以及其 他收益及虧損 | | | 20,146 |
| Unallocated expenses 未分配開支 | | | (164,694) |
| Finance costs 融資成本 | | | (46,083) |
| Share of profit of an associate 分佔一間聯營公司溢利 | | | 214,906 |
| Profit before taxation (continuing operations) 除稅前溢利(持續經營業務) | | | 585,644 |

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3.

Segment profit represents the profit earned by each segment without allocation of corporate management expenses, directors' emoluments, share of profit of an associate, finance costs, income tax expenses, unallocated income, other gains and losses, and expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

All of the segment revenue reported above is from external customers.

8. 分部資料(續)

分部收入及業績(續)

截至二零一四年十二月三十一日止
年度

經營分部的會計政策與附註3所載本集團的會計政策相同。

分部溢利指各分部所賺取溢利，而並無分配公司管理開支、董事薪酬、分佔一間聯營公司溢利、融資成本、所得稅開支、未分配收入、其他收益及虧損，以及開支。此乃就資源分配及表現評估向主要營運決策者呈報的計量方式。

上文呈報的所有分部收入均來自外部客戶。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

8. 分部資料(續)

分部資產及負債

以下為本集團按可報告及經營分部劃分的資產及負債分析：

分部資產

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|--------------------|----------------------------------|----------------------------------|
| Printing of cigarette packages | 印刷香煙包裝 | 1,569,605 | 1,507,732 |
| Manufacturing of laminated papers | 製造複合紙 | 36,660 | 35,505 |
| Total segment assets | 分部資產總值 | 1,606,265 | 1,543,237 |
| Assets relating to provision of printing of books (now discontinued) | 與提供書籍印刷(現已終止)有關的資產 | - | 140,050 |
| Unallocated property, plant and equipment | 未分配物業、廠房及設備 | 99,473 | 5,854 |
| Prepaid lease payments | 預付租賃款項 | 79,338 | 86,404 |
| Investment properties | 投資物業 | 185,636 | 65,648 |
| Goodwill | 商譽 | 1,061,335 | 1,096,481 |
| Intangible assets | 無形資產 | 283,503 | 324,977 |
| Interest in an associate | 於一間聯營公司的權益 | 643,224 | 715,766 |
| Interest in a joint venture | 於一間合營公司的權益 | 8,644 | - |
| Long-term receivables | 長期應收款項 | 15,720 | - |
| Deposits for property, plant and equipment | 就物業、廠房及設備支付的按金 | 21,966 | 6,149 |
| Other receivables, prepayments and deposits | 其他應收款項、預付款項及按金 | 54,747 | 33,860 |
| Amount due from a shareholder | 應收一名股東的款項 | 3,449 | - |
| Tax recoverable | 可收回稅項 | 3,164 | - |
| Pledged bank deposits | 已抵押銀行存款 | 2,173 | 85,750 |
| Bank balances and cash | 銀行結餘及現金 | 299,771 | 378,985 |
| Consolidated assets | 綜合資產 | 4,368,408 | 4,483,161 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

8. SEGMENT INFORMATION (continued)

Segment assets and liabilities (continued)

Segment liabilities

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|--------------------|----------------------------------|----------------------------------|
| Printing of cigarette packages | 印刷香煙包裝 | 278,389 | 189,571 |
| Manufacturing of laminated papers | 製造複合紙 | 3,769 | 1,768 |
| Total segment liabilities | 分部負債總值 | 282,158 | 191,339 |
| Liabilities relating to provision of printing of books (now discontinued) | 與提供書籍印刷(現已終止)有關的負債 | - | 4,694 |
| Other payables and accruals | 其他應付款項及應計費用 | 120,231 | 208,169 |
| Amounts due to non-controlling interests | 應付非控股權益款項 | - | 24,741 |
| Bank borrowings | 銀行借貸 | 813,673 | 836,062 |
| Income tax payable | 應付所得稅 | 54,927 | 62,057 |
| Deferred tax liabilities | 遞延稅務負債 | 78,141 | 92,266 |
| Government grants | 政府補助金 | 36,164 | 36,314 |
| Consolidated liabilities | 綜合負債 | 1,385,294 | 1,455,642 |

Segment assets represent certain property, plant and equipment, trade and bills receivables and inventories which are directly attributable to the relevant operating and reportable segment. Segment liabilities represent trade and bills payables which are directly attributable to the relevant operating and reportable segment. These are the measures reported to the CODM for the purpose of resource allocation and assessment of segment performance.

8. 分部資料(續)

分部資產及負債(續)

分部負債

分部資產代表直接歸屬於相關經營及可呈報分部的若干物業、廠房及設備、貿易應收款項及應收票據以及存貨。分部負債代表直接歸屬於相關經營及可呈報分部的貿易應付款項及應付票據。此乃就分配資源及評估分部表現向主要營運決策者匯報的計量方式。

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

8. SEGMENT INFORMATION (continued)

Other segment information

2015

8. 分部資料(續)

其他分部資料

二零一五年

| | | Printing of cigarette packages 印刷香煙包裝 HK\$'000 千港元 | Manufacturing of laminated papers 製造複合紙 HK\$'000 千港元 | Segment total 分部總值 HK\$'000 千港元 | Unallocated 未分配 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-----------------------------------|---|---|---|---------------------------------------|--------------------------------|
| Amounts included in the measurement of segment profit or loss or segment assets: | 計量分部溢利或虧損或分部資產時計入的金額： | | | | | |
| Addition to non-current assets | 非流動資產添置 | 142,786 | 1,139 | 143,925 | 218,184 | 362,109 |
| Depreciation and amortisation | 折舊及攤銷 | 63,496 | 912 | 64,408 | 52,003 | 116,411 |
| Recognition of impairment on long-term receivables | 確認長期應收款項減值 | - | - | - | 4,990 | 4,990 |
| Loss (gain) on disposal of property, plant and equipment | 出售物業、廠房及設備的虧損(收益) | 145 | 132 | 277 | (2,802) | (2,525) |
| Recognition of write-down on obsolete inventories | 確認撇減陳舊存貨 | 927 | - | 927 | - | 927 |
| Amounts regularly provided to the CODM but not included in the measure of segment profit or loss: | 定期向主要營運決策者提供，但並無於計量分部溢利或虧損時計入的金額： | | | | | |
| Interest income | 利息收入 | (2,839) | (1,056) | (3,895) | (2,568) | (6,463) |
| Interest expense | 利息開支 | 7,950 | - | 7,950 | 29,421 | 37,371 |
| Taxation | 稅項 | 60,634 | 3,052 | 63,686 | 16,110 | 79,796 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

8. SEGMENT INFORMATION (continued)

Other segment information (continued)

2014

| | Printing of cigarette packages 印刷香煙包裝 HK\$'000 千港元 | Manufacturing of laminated papers 製造複合紙 HK\$'000 千港元 | Segment total 分部總值 HK\$'000 千港元 | Unallocated 未分配 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|---|---|---|---------------------------------------|--------------------------------|
| Amounts included in the measurement of segment profit or loss or segment assets: | 計量分部溢利或虧損或分部資產時計入的金額： | | | | |
| Addition to non-current assets | 188,625 | 3,902 | 192,527 | 3,216 | 195,743 |
| Depreciation and amortisation | 78,692 | 581 | 79,273 | 51,611 | 130,884 |
| Recognition of impairment on trade receivables | 2,485 | - | 2,485 | - | 2,485 |
| Loss (gain) on disposal of property, plant and equipment | 239 | (1) | 238 | (264) | (26) |
| Recognition of write-down on obsolete inventories | 405 | - | 405 | - | 405 |

| | | | | | |
|---|-----------------------------------|---------|---------|--------|---------|
| Amounts regularly provided to the CODM but not included in the measure of segment profit or loss: | 定期向主要營運決策者提供，但並無於計量分部溢利或虧損時計入的金額： | | | | |
| Interest income | (5,576) | (1,180) | (6,756) | - | (6,756) |
| Interest expense | 9,704 | - | 9,704 | 36,379 | 46,083 |
| Taxation | 75,529 | 2,250 | 77,779 | 26,244 | 104,023 |

Revenue from major products and services

An analysis of the Group's revenue from continuing operations from its major products and services is set out in note 7.

8. 分部資料(續)

其他分部資料(續)

二零一四年

主要產品及服務收益

有關本集團持續經營業務的主要產品及服務收益的分析，載於附註7。

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

8. SEGMENT INFORMATION (continued)

Geographical information

The Group's operations are located in Hong Kong and the PRC (country of domicile).

Information about the Group's revenue from continuing operations from external customers is presented based on the geographical market irrespective of the origin of goods/services. Information about the Group's non-current assets is presented based on the geographical location of the assets.

8. 分部資料(續)

地區資料

本集團於香港及中國(註冊國)經營業務。

有關本集團來自外部客戶的持續經營業務收益的資料，乃根據地理市場呈列，而不論貨物／服務的來源地。有關本集團非流動資產的資料，乃按資產的地理位置呈列。

| | | Revenue from external customers | | Non-current assets (Note) | |
|-----------|----|---------------------------------|-----------|---------------------------|-----------|
| | | 來自外部客戶收益 | | 非流動資產(附註) | |
| | | 2015 | 2014 | 2015 | 2014 |
| | | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| PRC | 中國 | 1,494,961 | 1,703,423 | 2,191,440 | 2,256,141 |
| Hong Kong | 香港 | - | - | 222,329 | 3,746 |
| | | 1,494,961 | 1,703,423 | 2,413,769 | 2,259,887 |

Note: Non-current assets excluded those relating to long-term receivables, interest in an associate, interest in a joint venture and deposits for property, plant and equipment.

附註：非流動資產不包括長期應收款項、於一間聯營公司的權益、於一間合營公司的權益以及就物業、廠房及設備支付的按金。

Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total sales of the Group are as follow:

有關主要客戶的資料

於有關年度來自客戶且佔本集團總銷售逾10%的收益如下：

| | | 2015 | 2014 |
|------------|-----|----------|----------|
| | | 二零一五年 | 二零一四年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Customer A | 客戶A | 546,204 | 818,251 |
| Customer B | 客戶B | 164,367 | N/A 不適用* |
| Customer C | 客戶C | N/A 不適用* | 220,063 |

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

* 有關收益並無佔本集團總收益逾10%。

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綜合財務報表附註

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

9. OTHER INCOME

9. 其他收入

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| Continuing operations | 持續經營業務 | | |
| Interest on bank deposits | 銀行存款利息 | 6,463 | 6,756 |
| Sales of scrap materials | 銷售廢料 | 3,514 | 3,857 |
| Processing fee income | 加工費收入 | 481 | 1,939 |
| Rental income | 租金收入 | 2,246 | 1,806 |
| Government grants (Note) | 政府補助金(附註) | 6,949 | 4,009 |
| Interest income on long-term receivables (Note 40) | 長期應收款項的利息收入(附註40) | 3,152 | - |
| Sundry income | 雜項收入 | 5,822 | 1,137 |
| | | 28,627 | 19,504 |

Note: Government grants were received from the government of the PRC mainly as incentives granted by local authority for encouragement of its business development except for an amount of HK\$553,000 (2014: HK\$377,000) which was granted for the acquisition of property, plant and equipment (as details in note 36). These grants are accounted for as financial support with no future related costs expected to be incurred nor related to any assets.

附註：政府補助金乃取自中國政府，主要為地方當局為鼓勵業務發展而授出的獎勵金，除了其中金額為553,000港元(二零一四年：377,000港元)為收購物業、廠房及設備(如附註36所載)。該等資助乃入賬列作財務資助，預期不會產生任何未來相關成本，且與任何資產均無關連。

10. OTHER GAINS AND LOSSES

10. 其他收益及虧損

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|---------------|----------------------------------|----------------------------------|
| Continuing operations | 持續經營業務 | | |
| Net foreign exchange (losses) gains | 外匯(虧損)收益淨額 | (52) | 616 |
| Gain on disposal of property, plant and equipment | 出售物業、廠房及設備收益 | 2,525 | 26 |
| | | 2,473 | 642 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

11. FINANCE COSTS

11. 融資成本

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|------------------|----------------------------------|----------------------------------|
| Continuing operations | 持續經營業務 | | |
| Interest on bank loans | 銀行貸款利息 | 44,793 | 52,233 |
| Less: amounts capitalised in the cost of qualifying assets | 減：合資格資產成本中資本化的金額 | (7,422) | (6,150) |
| | | 37,371 | 46,083 |

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 5.3% (2014: 6.0%) per annum to expenditure on qualifying assets.

年內資本化的借貸成本自整體借貸中產生，並透過於合資格資產開支當中按年度資本化比率5.3%（二零一四年：6.0%）計算。

12. TAXATION

12. 稅項

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---------------------------------------|------------------|----------------------------------|----------------------------------|
| Continuing operations | 持續經營業務 | | |
| Current tax: | 本期稅項： | | |
| The PRC Enterprise Income Tax ("EIT") | 中國企業所得稅（「企業所得稅」） | 68,478 | 87,538 |
| Withholding tax | 預扣稅 | 26,437 | 28,065 |
| | | 94,915 | 115,603 |
| Overprovision of EIT in prior years: | 過往年度企業所得稅超額撥備： | (3,872) | (4,044) |
| Deferred tax (Note 37): | 遞延稅項（附註37）： | | |
| Current year | 本年度 | (11,247) | (7,536) |
| | | 79,796 | 104,023 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

12. TAXATION (continued)

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

The PRC EIT is calculated at the applicable prevailing tax rates from 15% to 25% (2014: 15% to 25%) in the PRC. Pursuant to the "Enterprise Income Tax Law for Foreign Investment Enterprises and Foreign Enterprises", some PRC subsidiaries, being a High-Tech Enterprise, were entitled to a reduced EIT rate of 15% for the years from 2013 to 2018.

Upon the New Tax Law and Implementation Regulations, PRC withholding income tax is applicable to dividends payable to investors that are "non-PRC tax resident enterprises", which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Under such circumstances, dividends distributed from the PRC subsidiaries to non-PRC tax resident group entities shall be subject to the withholding income tax at 10% or lower tax rate, as applicable. Under the relevant tax treaty, withholding tax rate on distribution to Hong Kong resident companies is 5%. Deferred taxation has been provided on undistributed earnings of all subsidiaries and an associate.

12. 稅項(續)

由於本集團的收入並非於香港產生或取得，故並無就香港稅項計提撥備。

中國企業所得稅按中國的適用當前稅率 15% 至 25% (二零一四年：15% 至 25%) 計算。根據「中國外商投資企業和外國企業所得稅法」，若干中國附屬公司(即高新科技企業)於二零一三年至二零一八年可按減免企業所得稅稅率 15% 繳稅。

根據新稅法及實施規例，中國預扣所得稅適用於應付屬「非中國居民納稅企業」投資者的股息，該等非中國居民納稅企業於中國並無機構或營業地點，或其於中國設有機構或營業地點但相關收入實際上與該機構或營業地點無關，惟以該等股息乃源自中國為限。於該等情況下，中國附屬公司派付予非中國稅務居民企業集團實體的股息須按 10% 的預扣所得稅稅率或較低稅率(如適用)繳納。根據相關稅收協定，向香港居民公司派付股息應支付 5% 的預扣稅。遞延稅項已就所有附屬公司及一間聯營公司的未分派盈利計提撥備。

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

12. TAXATION (continued)

The tax charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 稅項(續)

本年度稅項支出與綜合損益及其他全面收益報表所示除稅前溢利的對賬如下：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|----------------------------------|
| Profit before taxation (from continuing operations) | 除稅前溢利 (來自持續經營業務) | 476,476 | 585,644 |
| Tax at the applicable rate of 25% (2014: 25%) (Note) | 按適用稅率25%計算的稅項 (二零一四年：25%)(附註) | 119,119 | 146,411 |
| Tax effect of share of profit of an associate | 分佔一間聯營公司溢利的稅務影響 | (44,656) | (53,727) |
| Tax effect of expenses not deductible for tax purpose | 不可扣稅項開支的稅務影響 | 23,967 | 29,493 |
| Tax effect of income not taxable for tax purpose | 免稅收入的稅務影響 | (997) | (2,122) |
| Overprovision in respect of prior years | 過往年度超額撥備 | (3,872) | (4,044) |
| Tax effect of deductible temporary differences not recognised | 未確認可扣稅暫時差額的稅務影響 | 232 | 994 |
| Income tax on concessionary rate | 按優惠稅率計算的所得稅 | (38,317) | (48,471) |
| Deferred tax on undistributed earnings of PRC subsidiaries/ associate | 中國附屬公司/聯營公司未分派盈利的遞延稅項 | 24,320 | 35,489 |
| Tax charge for the year (relating to continuing operations) | 年內稅務開支 (有關持續經營業務) | 79,796 | 104,023 |

Note: The applicable tax rate of 25% represents the applicable income tax rate of the subsidiaries in Shenzhen and Anhui in the PRC which constitute the substantial part of the Group's operation for the years ended 31 December 2015 and 2014.

附註：適用稅率25%代表位於中國深圳及安徽的附屬公司的適用所得稅率，而該等附屬公司佔本集團截至二零一五年及二零一四年十二月三十一日止年度的大部分業務。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

13. DISCONTINUED OPERATIONS

On 22 December 2014, the directors announced to dispose of the Group's provision of printing of books business. The disposal is consistent with the Group's long-term policy to focus its activities on the printing of cigarette packages business for PRC cigarette manufacturers. The Group has entered into a disposal agreement with an independent third party and has completed the disposal transaction on 12 January 2015.

The results of the discontinued operations included in the profit for the year are set out below.

13. 已終止經營業務

於二零一四年十二月二十二日，董事宣佈出售本集團的書籍印刷業務。出售事項與本集團專注於為中國香煙生產商印刷香煙包裝的業務之長期政策一致。本集團已與一名獨立第三方訂立出售協議，出售交易已於二零一五年一月十二日完成。

以下載列計入本年度溢利的已終止經營業務業績。

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------------------|----------------------------------|----------------------------------|
| Profit of provision of printing of books operations | 提供書籍印刷業務的溢利 | - | 1,411 |
| Loss on disposal of provision of printing of books operations (Note 40) | 出售提供書籍印刷業務的虧損 (附註40) | (6,078) | - |
| | | (6,078) | 1,411 |
| Revenue | 營業額 | - | 159,069 |
| Cost of sales | 銷售成本 | - | (144,251) |
| Other income | 其他收入 | - | 2,195 |
| Other gains and losses | 其他收益及虧損 | - | 320 |
| Selling and distribution expenses | 銷售及分銷開支 | - | (7,807) |
| Administrative expenses | 行政開支 | - | (8,530) |
| Finance costs | 融資成本 | - | (336) |
| Profit before taxation | 除稅前溢利 | - | 660 |
| Loss on disposal of operation | 出售業務的虧損 | (6,078) | - |
| Attributable income tax income | 應佔所得稅收入 | - | 751 |
| (Loss) profit for the year from discontinued operations (attributable to owners of the Company) | 已終止經營業務的年度(虧損)溢利(本公司擁有人應佔) | (6,078) | 1,411 |

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

13. DISCONTINUED OPERATIONS (continued)

Profit for the year from discontinued operations

13. 已終止經營業務(續)

已終止經營業務的年度溢利

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|---------------------|----------------------------------|----------------------------------|
| Profit for the year from discontinued operations include the following: | 已終止經營業務的年度溢利包括下列各項： | | |
| Staff costs: | 員工成本： | | |
| Directors' emoluments | 董事酬金 | - | 60 |
| Other staff costs | 其他員工成本 | | |
| Salaries and other benefits | 薪金及其他福利 | - | 25,342 |
| Contributions to retirement benefits schemes | 退休福利計劃供款 | - | 1,673 |
| | | - | 27,075 |
| Auditor's remuneration | 核數師酬金 | - | 59 |
| Cost of inventories recognised as expenses | 確認為開支的存貨成本 | - | 142,795 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | - | 12,037 |
| Reversal of impairment on trade receivables | 撥回貿易應收款項減值 | - | (19) |
| Interest on bank deposits | 銀行存款利息 | - | (728) |

Cash flows from discontinued operations

已終止經營業務的現金流量

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|---------------|----------------------------------|----------------------------------|
| Net cash inflow from operating activities | 經營活動產生的現金流入淨額 | - | 35,031 |
| Net cash inflows from investing activities | 投資活動產生的現金流入淨額 | 53,375 | 1,429 |
| Net cash outflow from financing activities | 融資活動產生的現金流出淨額 | - | (85,088) |
| Net cash inflow (outflow) | 現金流入(流出)淨額 | 53,375 | (48,628) |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

13. DISCONTINUED OPERATIONS (continued)

The provision of printing of books business has been classified and accounted for as a disposal group held for sale at 31 December 2014 (see note 14).

13. 已終止經營業務(續)

於二零一四年十二月三十一日，提供書籍印刷業務已作為出售部分分類至持有待售於賬面列示(見附註14)。

14. ASSETS CLASSIFIED AS HELD FOR SALE

14. 分類為持有待售資產

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|-----------------------|----------------------------------|----------------------------------|
| Assets related to printing of books business (Note) | 書籍印刷業務相關的資產(附註) | - | 140,050 |
| Liabilities directly associated with assets classified as held for sale (Note) | 與分類為持有待售資產直接有關的負債(附註) | - | 4,694 |

Note:

As described in note 13, the Group had announced to dispose of its provision of printing of books business in December 2014 and has completed the disposal transaction on 12 January 2015. The major classes of assets and liabilities of the provision of printing of books business at the end of the reporting period are as follows:

附註：

誠如附註13所述，本集團已於二零一四年十二月宣佈出售其提供書籍印刷業務，出售交易已於二零一五年一月十二日完成。提供書籍印刷業務於報告期末的資產及負債的主要類別如下：

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

14. ASSETS CLASSIFIED AS HELD FOR SALE 14. 分類為持有待售資產(續)

(continued)

| | | 2014 二零一四年 HK\$'000 千港元 |
|---|-----------------------------|----------------------------------|
| Property, plant and equipment | 物業、廠房及設備 | 55,361 |
| Inventories | 存貨 | 8,560 |
| Trade and bills receivables | 貿易應收款項及應收票據 | 46,095 |
| Other receivables, prepayments and deposits | 其他應收款項、預付款項及按金 | 2,570 |
| Tax recoverable | 可收回稅項 | 159 |
| Bank balances and cash | 銀行結餘及現金 | 27,305 |
| Assets of provision of printing of books business classified as held for sale | 提供書籍印刷業務分類為持有待售 資產 | 140,050 |
| Trade and bills payables | 貿易應付款項及應付票據 | 2,231 |
| Other payables and accruals | 其他應付款項及應計費用 | 2,459 |
| Bank borrowing | 銀行借貸 | 4 |
| Liabilities of provision of printing of books business associated with assets classified as held for sale | 提供書籍印刷業務與分類為 持有待售資產有關的負債 | 4,694 |
| Net assets of provision of printing of books business classified as held for sale (Note) | 提供書籍印刷業務分類為 持有待售資產淨值(附註) | 135,356 |

Note: The above amount is excluded of the dividends payable to holding company and amounted to approximately HK\$24,680,000.

附註：上述款項不包括應付控股公司股息，且價值約為24,680,000港元。

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

15. PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS

15. 持續經營業務的年度溢利

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------------------|----------------------------------|----------------------------------|
| Profit for the year from continuing operations has been arrived at after charging (crediting): | 經扣除(計入)下列各項後持續經營業務的年度溢利: | | |
| Staff costs: | 員工成本: | | |
| Directors' emoluments | 董事酬金 | 2,824 | 8,913 |
| Other staff costs | 其他員工成本 | | |
| Salaries and other benefits | 薪金及其他福利 | 101,828 | 122,527 |
| Contributions to retirement benefits schemes | 退休福利計劃供款 | 10,655 | 10,711 |
| | | 115,307 | 142,151 |
| Auditors' remuneration | 核數師酬金 | 4,292 | 4,576 |
| Cost of inventories recognised as expenses | 確認為開支的存貨成本 | 973,043 | 1,088,904 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 63,406 | 80,114 |
| Release of prepaid lease payments | 解除預付租賃款項 | 2,185 | 2,234 |
| Depreciation of investment properties | 投資物業折舊 | 5,417 | 3,287 |
| Amortisation of intangible assets (included in cost of sales and administrative expenses) | 無形資產攤銷(計入銷售成本及行政開支) | 45,403 | 45,249 |
| Operating lease rentals in respect of rented premises | 有關租用物業的經營租賃租金 | 3,568 | 4,058 |
| Recognition of write-down on obsolete inventories (included in cost of sales) | 確認陳舊存貨撇減(計入銷售成本) | 927 | 405 |
| Recognition of impairment on trade receivables | 確認貿易應收款項減值 | - | 2,485 |
| Recognition of impairment on long-term receivables | 確認長期應收款項減值 | 4,990 | - |
| Research and development costs recognised as an expense (included in other expenses) | 確認為開支的研發成本(計入其他開支) | 3,625 | 3,721 |
| Share of taxation of an associate | 分佔一間聯營公司的稅項 | 32,511 | 38,845 |
| Gross rental income from investment properties | 投資物業的租金收入總額 | (2,577) | (1,937) |
| Less: direct operating expenses incurred for investment properties that generated rental income during the year | 減: 年內產生租金收入的投資物業所產生的直接營運開支 | 331 | 131 |
| | | (2,246) | (1,806) |

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

16. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the 9 (2014: 8) directors were as follows:

For the year ended 31 December 2015

16. 董事及行政總裁薪酬

已付或應付9名(二零一四年: 8名)董事的酬金如下:

截至二零一五年十二月三十一日止年度

| | | Other emoluments 其他薪酬 | | | | |
|---|--------------------|--------------------------|-----------------------------|-----------------------------|---|------------------|
| | | Fees | Salaries and other benefits | Incentive performance bonus | Contributions to retirement benefits scheme | Total emoluments |
| | | 袍金 | 薪金及其他福利 | 獎勵表現花紅 | 退休福利計劃供款 | 總薪酬 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Executive Directors | 執行董事 | | | | | |
| Mr. Cai Xiao Ming, David | 蔡曉明先生 | - | 60 | - | 3 | 63 |
| Mr. Kiong Chung Yin, Yttox [#] | 姜仲賢先生 [#] | - | 343 | - | 15 | 358 |
| Mr. Qin Song | 欽松先生 | - | 1,227 | - | 26 | 1,253 |
| Mr. Peng Guoyi | 彭國意先生 | - | 758 | - | 26 | 784 |
| Non-Executive Directors | 非執行董事 | | | | | |
| Mr. Sean Xing He [#] | 何欣先生 [#] | - | - | - | - | - |
| Ms. Li Li | 李莉女士 | - | - | - | - | - |
| Independent Non-Executive Directors | 獨立非執行董事 | | | | | |
| Mr. Lam Ying Hung, Andy | 林英鴻先生 | 122 | - | - | - | 122 |
| Mr. Lui Tin Nang | 呂天能先生 | 122 | - | - | - | 122 |
| Mr. Siu Man Ho, Simon | 蕭文豪先生 | 122 | - | - | - | 122 |
| | | 366 | 2,388 | - | 70 | 2,824 |

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16. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

For the year ended 31 December 2014

16. 董事及行政總裁薪酬(續)

截至二零一四年十二月三十一日止年度

| | | Other emoluments 其他薪酬 | | | | Total emoluments 總薪酬 |
|-------------------------------------|-------------------|--|---------------------------------------|---|-----------------|-------------------------|
| | | Salaries and other benefits 薪金及其他福利 | Incentive performance bonus 獎勵表現花紅 | Contributions to retirement benefits scheme 退休福利計劃供款 | | |
| Fees 袍金 | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | |
| Executive Directors | 執行董事 | | | | | |
| Mr. Tsoi Tak [#] | 蔡得先生 [#] | - | 6,300 | - | 15 | 6,315 |
| Mr. Cai Xiao Ming, David | 蔡曉明先生 | - | 72 | 48 | 3 | 123 |
| Mr. Kiong Chung Yin, Yttox | 姜仲賢先生 | - | 740 | - | 15 | 755 |
| Mr. Qin Song | 欽松先生 | - | 1,455 | - | 25 | 1,480 |
| Non-Executive Director | 非執行董事 | | | | | |
| Mr. Sean Xing He | 何欣先生 | - | - | - | - | - |
| Independent Non-Executive Directors | 獨立非執行董事 | | | | | |
| Mr. Lam Ying Hung, Andy | 林英鴻先生 | 100 | - | - | - | 100 |
| Mr. Lui Tin Nang | 呂天能先生 | 100 | - | - | - | 100 |
| Mr. Siu Man Ho, Simon | 蕭文豪先生 | 100 | - | - | - | 100 |
| | | 300 | 8,567 | 48 | 58 | 8,973 |

[#] Resigned on 31 October 2014

[#] 於二零一四年十月三十一日辭任

^{##} Resigned on 22 July 2015

^{##} 於二零一五年七月二十二日辭任

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16. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

Incentive performance bonus for the year ended 31 December 2015 was determined by the management having regard to the performance of directors and Chief Executive of the Company and the Group's operation results.

During the years ended 31 December 2015 and 2014, no emoluments have been paid by the Group to any of the directors and the Chief Executive as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors nor the Chief Executive waived or agreed to waive any remuneration during the years ended 31 December 2015 and 2014.

17. FIVE HIGHEST PAID EMPLOYEES

Of the five individuals with the highest emoluments in the Group, one (2014: three) were directors and the Chief Executive of the Company whose emoluments are included in the disclosures in note 16 above. The emoluments of the remaining four (2014: two) individual was as follows:

16. 董事及行政總裁薪酬(續)

截至二零一五年十二月三十一日止年度，管理層根據本公司董事及主要行政人員的表現以及本集團的經營業績釐定獎勵表現花紅。

截至二零一五年及二零一四年十二月三十一日止年度，本集團並無向任何董事及主要行政人員支付酬金，作為加入本集團或於加入本集團時的報酬或離職補償。截至二零一五年及二零一四年十二月三十一日止年度，概無董事或主要行政人員放棄任何報酬。

17. 五位最高薪僱員

本集團五位最高薪人士中有1位(二零一四年：3位)為本公司董事及行政總裁，彼等的酬金於上文附註16披露。餘下4位(二零一四年：2位)人士的酬金如下：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|----------|----------------------------------|----------------------------------|
| Salaries and other benefits | 薪金及其他福利 | 3,898 | 1,901 |
| Contributions to retirement benefits schemes | 退休福利計劃供款 | 85 | - |
| | | 3,983 | 1,901 |

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

17. FIVE HIGHEST PAID EMPLOYEES (continued)

Their emoluments were within the following bands:

| | | 2015 二零一五年 | 2014 二零一四年 |
|--------------------------------|-------------------------------|---------------|---------------|
| HK\$ nil to HK\$1,000,000 | 零港元至 1,000,000 港元 | 2 | 2 |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001 港元至 1,500,000 港元 | 2 | - |

No emoluments have been paid by the Group to any of the five highest paid individuals as inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 December 2015 and 2014.

17. 五位最高薪僱員(續)

彼等的酬金於下列範圍內：

截至二零一五年及二零一四年十二月三十一日止年度內，本集團概無向五位最高薪人士支付酬金作為吸引彼等加盟或彼等加盟本集團時的獎勵或作為離職的補償。

18. EARNINGS PER SHARE

From continuing and discontinued operations

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

18. 每股盈利

來自持續經營及已終止經營業務

本公司擁有人應佔每股基本盈利乃按下列數據計算：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|---------------------------------|----------------------------------|----------------------------------|
| Earnings: | 盈利： | | |
| Earnings for the purpose of basic earnings per share (Profit for the year attributable to owners of the Company) | 用以計算每股基本盈利的盈利 (本公司擁有人應佔年內溢利) | 386,372 | 453,711 |

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

18. EARNINGS PER SHARE (continued)

18. 每股盈利(續)

| | 2015 二零一五年 '000 千股 | 2014 二零一四年 '000 千股 |
|--|-----------------------------|-----------------------------|
| Number of shares: | | |
| Weighted average number of ordinary shares for the purpose of basic earnings per share | 1,527,198 | 1,488,469 |

Number of shares: 股份數目：
Weighted average number of ordinary shares for the purpose of basic earnings per share 用以計算每股基本盈利的普通股加權平均數

The weighted average number of ordinary shares for the purpose of basic earnings per share has been adjusted for the share placing completed on 6 July 2015 (as details in note 38).

計算每股基本盈利的普通股加權平均股數已就二零一五年七月六日完成的股份配售作出調整(詳情見附註38)。

No dilutive earnings per share is presented as the Group did not have any potential ordinary shares during both years.

概無呈列每股攤薄盈利，原因為本集團在兩個年度均無任何潛在普通股。

From continuing operations

The calculation of the basic earnings per share from continuing operations attributable to owners of the Company is based on the following data:

來自持續經營業務

本公司擁有人應佔來自持續經營業務的每股基本盈利乃按下列數據計算：

Earnings figures are calculated as follows:

盈利數據按以下方式計算：

| | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Profit for the year attributable to owners of the Company | 386,372 | 453,711 |
| Less: (Loss) profit for the year from discontinued operations | (6,078) | 1,411 |
| Earnings for the purpose of basic earnings per share from continuing operations | 392,450 | 452,300 |

Profit for the year attributable to owners of the Company 本公司擁有人應佔年度溢利
Less: (Loss) profit for the year from discontinued operations 減：已終止經營業務的年度(虧損)溢利

Earnings for the purpose of basic earnings per share from continuing operations 用以計算來自持續經營業務的每股基本盈利的盈利

The denominator used is the same as that detailed above for basic earnings per share.

所用分母與上文每股基本盈利所詳述者相同。

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

18. EARNINGS PER SHARE (continued)

From discontinued operations

Basic (loss) earnings per share for the discontinued operations is HK(0.40) cent per share (2014: HK0.09 cent per share), based on the (loss) profit for the year from the discontinued operations of HK\$(6,078,000) (2014: HK\$1,411,000) and the denominator detailed above for basic earnings per share.

18. 每股盈利(續)

來自已終止經營業務

根據已終止經營業務的年度(虧損)溢利(6,078,000)港元(二零一四年: 1,411,000港元)及上文每股基本盈利所詳述分母,已終止經營業務的每股基本(虧損)盈利為每股(0.40)港仙(二零一四年:每股0.09港仙)。

19. DIVIDENDS

19. 股息

| | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Dividends for ordinary shareholders of the Company recognised as distribution during the year: 年內確認為分派的本公司普通股股東股息 | | |
| 2015 Interim — HK25.50 cents (2014: nil) per share 二零一五年中期 — 每股25.50港仙(二零一四年:無) | 399,811 | — |
| 2014 Final — nil (2014: 2013 final dividend HK9.13 cents) per share 二零一四年末期 — 無(二零一四年:二零一三年末期股息每股9.13港仙) | — | 135,897 |
| | 399,811 | 135,897 |

Subsequent to the end of the reporting period, a special dividend of HK15.30 cents per share has been declared to be payable to the shareholders whose names appear on the Company's register of members at the close of business on 1 March 2016. The directors do not recommend the payment of a final dividend for the years ended 31 December 2015 and 2014.

於報告期末後,本公司已向於二零一六年三月一日營業時間結束時名列本公司股東名冊的股東宣派特別股息每股15.30港仙。董事不建議就截至二零一五年及二零一四年十二月三十一日止年度派付末期股息。

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20. PROPERTY, PLANT AND EQUIPMENT

20. 物業、廠房及設備

| | | Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元 | Leasehold improvement 租賃裝修 HK\$'000 千港元 | Plant and machinery 廠房及機器 HK\$'000 千港元 | Furniture and office equipment 傢俬及 辦公室設備 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Construction in progress 在建工程 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|---------------------|--|---|--|---|--|--|--------------------------------|
| COST | | | | | | | | |
| At 1 January 2014 | 於二零一四年 一月一日 | 392,214 | 5,386 | 821,948 | 47,683 | 21,913 | 46,202 | 1,335,346 |
| Exchange adjustments | 匯兌調整 | (9,233) | 12 | (15,366) | (692) | (363) | (1,442) | (27,084) |
| Additions | 添置 | 37,446 | 1,959 | 7,064 | 3,313 | 272 | 145,689 | 195,743 |
| Transfer | 轉讓 | 36,828 | - | 31,806 | 3,071 | - | (71,705) | - |
| Transferred to investment properties | 轉撥至投資物業 | (90,457) | - | - | - | - | - | (90,457) |
| Disposals | 出售 | - | (2,211) | (33,294) | (4,304) | (5,058) | - | (44,867) |
| Reclassified as held for sale | 重新分類為持有待售 | - | (3,187) | (146,942) | (3,385) | (1,097) | - | (154,611) |
| At 1 January 2015 | 於二零一五年一月一日 | 366,798 | 1,959 | 665,216 | 45,686 | 15,667 | 118,744 | 1,214,070 |
| Exchange adjustments | 匯兌調整 | (26,076) | - | (40,828) | (2,576) | (719) | (3,049) | (73,248) |
| Additions | 添置 | 16,911 | 5,040 | 23,192 | 10,640 | 2,129 | 88,708 | 146,620 |
| Acquired of assets through acquisition of a subsidiary | 透過收購一間附屬公司 收購的資產 | 82,275 | - | - | - | - | - | 82,275 |
| Transfer | 轉撥 | 139,080 | - | 37,877 | 162 | - | (177,119) | - |
| Transferred to investment properties | 轉撥至投資物業 | (6,587) | - | - | - | - | - | (6,587) |
| Disposals | 出售 | - | - | (24,325) | (244) | (3,435) | - | (28,004) |
| At 31 December 2015 | 於二零一五年 十二月三十一日 | 572,401 | 6,999 | 661,132 | 53,668 | 13,642 | 27,284 | 1,335,126 |
| DEPRECIATION | | | | | | | | |
| At 1 January 2014 | 於二零一四年一月一日 | 96,675 | 3,322 | 440,955 | 34,961 | 14,024 | - | 589,937 |
| Exchange adjustments | 匯兌調整 | (2,008) | 10 | (8,283) | (776) | (254) | - | (11,311) |
| Provided for the year | 年內撥備 | 19,513 | - | 66,881 | 3,199 | 2,558 | - | 92,151 |
| Transferred to investment properties | 轉撥至投資物業 | (21,096) | - | - | - | - | - | (21,096) |
| Eliminated on disposals | 出售時抵銷 | - | (2,211) | (13,657) | (4,249) | (4,841) | - | (24,958) |
| Eliminated on reclassification as held for sale | 重新分類為持有待售時 抵銷 | - | (1,121) | (94,431) | (2,879) | (819) | - | (99,250) |
| At 1 January 2015 | 於二零一五年一月一日 | 93,084 | - | 391,465 | 30,256 | 10,668 | - | 525,473 |
| Exchange adjustments | 匯兌調整 | (4,693) | - | (24,258) | (1,753) | (525) | - | (31,229) |
| Provided for the year | 年內撥備 | 17,377 | 653 | 42,132 | 1,492 | 1,752 | - | 63,406 |
| Transferred to investment properties | 轉撥至投資物業 | (1,219) | - | - | - | - | - | (1,219) |
| Eliminated on disposals | 出售時抵銷 | - | - | (24,307) | (222) | (2,825) | - | (27,354) |
| At 31 December 2015 | 於二零一五年 十二月三十一日 | 104,549 | 653 | 385,032 | 29,773 | 9,070 | - | 529,077 |
| CARRYING VALUES | | | | | | | | |
| At 31 December 2015 | 於二零一五年 十二月三十一日 | 467,852 | 6,346 | 276,100 | 23,895 | 4,572 | 27,284 | 806,049 |
| At 31 December 2014 | 於二零一四年 十二月三十一日 | 273,714 | 1,959 | 273,751 | 15,430 | 4,999 | 118,744 | 688,597 |

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20. PROPERTY, PLANT AND EQUIPMENT

(continued)

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis, after taking into account of their residual values, over their estimated useful lives as follow:

| | |
|--------------------------------|---|
| Leasehold land and buildings | Over the shorter of the term of lease or 30 years |
| Leasehold improvement | 3 years |
| Plant and machinery | 5–12 years |
| Furniture and office equipment | 3–5 years |
| Motor vehicles | 4–5 years |

20. 物業、廠房及設備(續)

上述物業、廠房及設備項目(在建工程除外)乃按直線法基準,於計及其剩餘價值後按下列估計使用年期計算折舊:

| | |
|----------|------------------|
| 租賃土地及樓宇 | 按租賃期或30年(以較短者為準) |
| 租賃裝修 | 3年 |
| 廠房及機器 | 5至12年 |
| 傢俬及辦公室設備 | 3至5年 |
| 汽車 | 4至5年 |

21. PREPAID LEASE PAYMENTS

21. 預付租賃款項

| | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Analysed for reporting purposes as: 就報告而作出的分析: | | |
| Current asset 流動資產 | 2,092 | 2,220 |
| Non-current asset 非流動資產 | 77,246 | 84,184 |
| | 79,338 | 86,404 |

The Group's prepaid lease payments represent payments for land use rights in the PRC which are held under medium-term leases.

本集團的中國土地使用權預付租賃款項乃根據中期租約持有。

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22. INVESTMENT PROPERTIES

22. 投資物業

| | | HK\$'000 千港元 |
|--|---------------|-----------------|
| COST | 成本 | |
| Exchange adjustments | 匯兌調整 | (583) |
| At 1 January 2014 | 於二零一四年一月一日 | – |
| Transferred from property, plant and equipment | 轉撥自物業、廠房及設備 | 90,457 |
| At 31 December 2014 | 於二零一四年十二月三十一日 | 89,874 |
| Exchange adjustments | 匯兌調整 | (5,457) |
| Additions | 添置 | 402 |
| Acquired on acquisition of a subsidiary | 收購一間附屬公司時所收購 | 123,413 |
| Transferred from property, plant and equipment | 轉撥自物業、廠房及設備 | 6,587 |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 214,819 |
| DEPRECIATION | 折舊 | |
| At 1 January 2014 | 於二零一四年一月一日 | – |
| Exchange adjustments | 匯兌調整 | (157) |
| Provided for the year | 年內撥備 | 3,287 |
| Transferred from property, plant and equipment | 轉撥自物業、廠房及設備 | 21,096 |
| At 31 December 2014 | 於二零一四年十二月三十一日 | 24,226 |
| Exchange adjustments | 匯兌調整 | (1,679) |
| Provided for the year | 年內撥備 | 5,417 |
| Transferred from property, plant and equipment | 轉撥自物業、廠房及設備 | 1,219 |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 29,183 |
| CARRYING VALUES | 賬面值 | |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 185,636 |
| At 31 December 2014 | 於二零一四年十二月三十一日 | 65,648 |

The Group's properties interests held under operating leases to earn rentals are measured using the cost model and are classified and accounted for as investment properties.

本集團根據經營租賃為賺取租金持有的物業權益使用成本模型計量並分類為投資物業入賬。

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22. INVESTMENT PROPERTIES (continued)

Fair value measurement of the Group's investment properties

The fair value of the Group's investment properties as at 31 December 2015 was HK\$253,673,000 (2014: HK\$70,756,000). The fair value has been arrived at on the basis of a valuation carried out by Roma Appraisals Limited, an independent qualified professional valuer not connected to the Group. Roma Appraisals Limited are members of the Institute of Valuers of Hong Kong.

The fair value was determined based on the market comparable approach that reflects recent transaction prices for similar properties, where the market rentals of all lettable units of the properties are assessed by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighborhood. The discount rate is determined by reference to the yields derived from analysing the sales transactions of similar commercial properties in Hong Kong and the PRC and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2015 and 31 December 2014 are as follows:

22. 投資物業(續)

本集團投資物業的公允價值計量

本集團投資物業於二零一五年十二月三十一日的公允價值為253,673,000港元(二零一四年: 70,756,000港元)。公允價值乃根據與本集團概無關連的獨立合資格專業估值師羅馬國際評估有限公司進行的估值而釐定。羅馬國際評估有限公司為香港測量師學會的會員。

公允價值乃根據可反映類似物業的近期交易價的市場比較法釐定，而所有物業的可出租單位的市場租值均參考附近類似物業可出租單位以及其他出租所得的租金釐訂。折現率乃參考分析香港及中國類似商業物業銷售交易所得的收益率，並就物業投資者的市場預期作出調整以反映本集團投資物業特有的因素。

於二零一五年十二月三十一日及二零一四年十二月三十一日，本集團投資物業以及公允價值層級資料詳情如下：

| | | | Fair value as at 31 December 2015 於二零一五年 十二月三十一日 的公允價值 HK\$'000 千港元 | Fair value as at 31 December 2014 於二零一四年 十二月三十一日 的公允價值 HK\$'000 千港元 |
|---------------------------------|---------|----------------|---|---|
| Properties located in the PRC | 位於中國的物業 | Level 3 第三層 | 107,373 | 70,756 |
| Properties located in Hong Kong | 位於香港的物業 | Level 3 第三層 | 146,300 | - |
| | | | 253,673 | 70,756 |

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22. INVESTMENT PROPERTIES (continued)

Fair value measurement of the Group's investment properties (continued)

For investment properties categorised into level 3 of the fair value hierarchy, the following information is relevant:

| | Valuation technique(s) 估值方法 | Significant unobservable input 重大不可觀察輸入數據 | Sensitivity 敏感度 |
|--|--|--|---|
| Properties located in the PRC and Hong Kong | Direct comparison method based on market observable transactions of similar properties and adjust to reflect the conditions of the subject property. | Price per square meter | The 5% higher of the price per square meter, the 5% higher of the fair value. |
| 位於中國及香港的物業 | 根據類似物業的市場可觀察交易進行直接比較法，並作出調整以反映所述物業的情況 | 每平方米價格 | 每平方米價格上升5%，公允價值增加5%。 |
| The above investment properties are depreciated on a straight-line basis at the following rates per annum: | | 上述投資物業按以下年率根據直線法折舊： | |
| Leasehold land | Over the term of lease | 租賃土地 | 租期內 |
| Buildings | Over the shorter of the term of lease or 30 years | 樓宇 | 租期或30年內 (以較短者為準) |

22. 投資物業(續)

本集團投資物業的公允價值計量(續)

分類為公允價值層級第三層的投資物業的相關資料如下：

23. GOODWILL

23. 商譽

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|----------------------|----------|----------------------------------|----------------------------------|
| At 1 January | 於一月一日 | 1,096,481 | 1,112,181 |
| Exchange adjustments | 匯兌調整 | (35,146) | (15,700) |
| At 31 December | 於十二月三十一日 | 1,061,335 | 1,096,481 |

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23. GOODWILL (continued)

For the purpose of impairment testing, goodwill has been allocated to five individual cash generating units (CGUs), comprising four subsidiaries in the printing of cigarette packages segments and one subsidiary in the manufacturing of laminated paper segment. The carrying amounts of goodwill as at 31 December 2015 allocated to these unites are as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-----------------------------------|----------|----------------------------------|----------------------------------|
| Printing of cigarette packages: | 印刷香煙包裝： | | |
| CGU-1 | 現金產生單位-1 | 398,194 | 422,521 |
| CGU-2 | 現金產生單位-2 | 132,090 | 140,160 |
| CGU-3 | 現金產生單位-3 | 44,617 | 47,342 |
| CGU-4 | 現金產生單位-4 | 486,052 | 486,052 |
| | | 1,060,953 | 1,096,075 |
| Manufacturing of laminated paper: | 製造複合紙： | | |
| CGU-5 | 現金產生單位-5 | 382 | 406 |
| At 31 December | 於十二月三十一日 | 1,061,335 | 1,096,481 |

The recoverable amounts of the CGUs arising from printing of cigarette packages and manufacturing of laminated paper were determined individually based on value in use calculations. That value in use calculations use cash flow projections based on financial budgets approved by management covering a five-year period and a discount rate of 13.9% (2014: 14.5%). Cash flows beyond five-year period is extrapolated using a steady growth rate ranging from 5% to 10%. Cash flow projections during the budget period for the CGUs are based on the expected gross margins during the budget period. Budgeted gross margins were determined based on past performance and the management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amounts of the CGUs to exceed the recoverable amounts of respective CGUs.

23. 商譽(續)

就減值測試而言，商譽獲分配至五個個別現金產生單位（「現金產生單位」），包括印刷香煙包裝分部的四間附屬公司及製造複合紙分部的一間附屬公司。於二零一五年十二月三十一日的商譽賬面值已獲分配至以下該等單位：

印刷香煙包裝及製造複合紙的現金產生單位的可收回金額乃個別按使用價值計算方式釐定。該使用價值計算方式使用根據管理層批准涵蓋五年期間的財務預算的現金流預測，折現率為13.9%（二零一四年：14.5%）。五年期間後的現金流按穩定增長率介乎5%至10%預測。現金產生單位的預算期現金流預測根據預算期內預期毛利率而釐定。預期毛利率根據過往經驗及管理層對市場發展的期望而釐定。管理層相信，任何此等假設的任何合理可能變動不會使現金產生單位的賬面值超過各現金產生單位的可收回金額。

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23. GOODWILL (continued)

During the years ended 31 December 2015 and 2014, management of the Group determines that there is no impairment of any of its CGUs containing goodwill.

23. 商譽(續)

截至二零一五年及二零一四年十二月三十一日止年度，本集團管理層認為，任何包括商譽的現金產生單位均無減值。

24. INTANGIBLE ASSETS

24. 無形資產

| | | Customer relationship 客戶關係 HK\$'000 千港元 | Licenses and franchises 牌照及 特許權 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|------------------------|---------------|---|--|--------------------------------|
| COST | | | | |
| At 1 January 2014 | 於二零一四年一月一日 | 461,310 | – | 461,310 |
| Exchange adjustments | 匯兌調整 | (1,101) | – | (1,101) |
| At 31 December 2014 | 於二零一四年十二月三十一日 | 460,209 | – | 460,209 |
| Addition | 添置 | – | 9,399 | 9,399 |
| Exchange adjustments | 匯兌調整 | (5,074) | (396) | (5,470) |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 455,135 | 9,003 | 464,138 |
| AMORTISATION | | | | |
| At 1 January 2014 | 於二零一四年一月一日 | 89,983 | – | 89,983 |
| Charge for the year | 年內開支 | 45,249 | – | 45,249 |
| At 31 December 2014 | 於二零一四年十二月三十一日 | 135,232 | – | 135,232 |
| Charge for the year | 年內開支 | 45,249 | 154 | 45,403 |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 180,481 | 154 | 180,635 |
| CARRYING VALUES | | | | |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 274,654 | 8,849 | 283,503 |
| At 31 December 2014 | 於二零一四年十二月三十一日 | 324,977 | – | 324,977 |

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24. INTANGIBLE ASSETS (continued)

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

| | |
|-------------------------|----------|
| Customer relationship | 10 years |
| Licenses and franchises | 20 years |

Included in intangible assets represent customer relationship in Brilliant Circle Holdings International Limited (“Brilliant Circle”) acquired in a business combination in 2009 and the acquisition of 深圳揚豐印刷有限公司 Yangfeng Printing & Packaging Co., Ltd (“Yangfeng”), a subsidiary of Giant Sino Investment Limited 鉅華投資有限公司 (“Giant Sino”) in 2012. Brilliant Circle and Yangfeng have long and close business relationship with the major customers. The acquisition of the customer base has allowed the Group to stabilise the revenue base from packaging and printing business.

24. 無形資產(續)

上述無形資產有固定使用年期。該等無形資產於以下期間按直線法攤銷：

| | |
|--------|-----|
| 客戶關係 | 10年 |
| 牌照及特許權 | 20年 |

無形資產包括於二零零九年度業務合併時取得的貴聯控股國際有限公司(「貴聯」)的客戶關係及於二零一二年收購鉅華投資有限公司(「鉅華」)的附屬公司深圳揚豐印刷有限公司(「揚豐」)時取得的客戶關係。貴聯及揚豐與主要客戶建立有長期緊密的業務關係。接收客戶基礎有助本集團穩定來自包裝及印刷業務的收益基礎。

25. INTEREST IN AN ASSOCIATE

25. 於一間聯營公司的權益

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Cost of investment, unlisted | 投資成本，非上市 | 328,650 | 348,729 |
| Share of post-acquisition profits and other comprehensive income, net of dividends received | 分佔收購後溢利及其他全面收益(扣除已收股息) | 314,574 | 367,037 |
| | | 643,224 | 715,766 |

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25. INTEREST IN AN ASSOCIATE (continued)

As at 31 December 2015 and 2014, the Group had interests in the following associate:

25. 於一間聯營公司的權益(續)

於二零一五年及二零一四年十二月三十一日，本集團於以下聯營公司擁有權益：

| Name of entity | Percentage of registered capital directly held by the Group | Place and Country of establishment/ operation | Registered capital | Principal activity |
|--|---|---|---------------------------------------|---|
| 實體名稱 | 本集團直接持有已註冊股本的百分比 | 註冊成立／經營地點及國家 | 已註冊股本 | 主要業務 |
| 常德金鵬印務有限公司 (Changde Jinpeng Printing Co., Ltd.) | 35% | PRC 中國 | RMB163,052,000 人民幣 163,052,000元 | Provision for cigarette printing package services 提供香煙印刷包裝服務 |

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25. INTEREST IN AN ASSOCIATE (continued)

The financial information of the Group's associate is prepared using uniform accounting policies in conformity with the accounting policies adopted by the Group. The associate is accounted for using the equity method in these consolidated financial statements. The summarised financial information in respect of the Group's associate is set out below:

25. 於一間聯營公司的權益(續)

本集團聯營公司的財務資料使用與本集團採納的會計政策一致的會計政策編製。聯營公司使用權益法於該等綜合財務報表入賬。本集團聯營公司的財務資料概要載列如下：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Current assets | 流動資產 | 1,356,631 | 1,819,741 |
| Non-current assets | 非流動資產 | 998,124 | 1,108,631 |
| Current liabilities | 流動負債 | (471,777) | (829,347) |
| Non-current liabilities | 非流動負債 | - | (2,413) |
| Revenue | 營業額 | 2,419,771 | 2,494,358 |
| Profit and total comprehensive income for the year | 年內溢利及全面收益總額 | 492,920 | 654,330 |
| Dividends received from the associate during the year | 年內收取聯營公司的股息 | 209,784 | 197,137 |

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25. INTEREST IN AN ASSOCIATE (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|-------------------|--|----------------------------------|
| Net assets of the associate | 聯營公司的資產淨值 | 1,882,978 | 2,096,612 |
| Proportion of the Group's ownership interest in the associate | 本集團於聯營公司的權益的擁有權比例 | 35% | 35% |
| Carrying amount of the Group's interest in the associate | 本集團於聯營公司的權益的賬面值 | 643,224 | 715,766 |

25. 於一間聯營公司的權益(續)

已於綜合財務報表確認上述財務資料概要與於聯營公司權益的賬面值的對賬：

26. INTEREST IN A JOINT VENTURE

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|------------------------|--|----------------------------------|
| Cost of investment, unlisted | 投資成本，非上市 | 8,825 | - |
| Share of post-acquisition loss and other comprehensive expense, net of dividends received | 分佔收購後虧損及其他全面開支（扣除已收股息） | (181) | - |
| | | 8,644 | - |

26. 於一間合營企業的權益

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26. INTEREST IN A JOINT VENTURE (continued)

As at 31 December 2015, the Group had interests in the following joint venture:

| Name of entity | Percentage of registered capital directly held by the Group | Place and Country of establishment/ operation | Registered capital | Principal activity |
|---|---|---|-------------------------------------|---|
| 實體名稱 | 本集團直接持有已註冊股本的百分比 | 註冊成立／經營地點及國家 | 已註冊股本 | 主要業務 |
| 深圳市科炬互聯網科技 有限公司 (Shenzhen Keju Internet Technology Company Limited) | 49% | PRC 中國 | RMB15,000,000 人民幣 15,000,000元 | Developing 2D Barcodes and O2O solutions 發展二維碼及 O2O解決方案 |

Summarised financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

26. 於一間合營企業的權益(續)

於二零一五年十二月三十一日，本集團於以下合營企業擁有權益：

本集團合營企業的財務資料概要載列如下。以下財務資料概要指根據香港財務報告準則編製的合營企業財務報表所示金額。

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26. INTEREST IN A JOINT VENTURE (continued)

The joint venture is accounted for using the equity method in these consolidated financial statements.

26. 於一間合營企業的權益(續)

合營企業使用權益法於該等綜合財務報表入賬。

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|----------------|------|----------------------------------|----------------------------------|
| Current assets | 流動資產 | 17,641 | - |

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-------------------------------------|-------------|----------------------------------|----------------------------------|
| The above amounts of assets include | 上述資產金額包括以下： | | |
| the following: | | | |

| | | | |
|---------------------------|----------|--------|---|
| Cash and cash equivalents | 現金及現金等值物 | 17,515 | - |
|---------------------------|----------|--------|---|

| | | | |
|---|-------------|-------|---|
| Loss and total comprehensive expense for the year | 年內虧損及全面開支總額 | (370) | - |
|---|-------------|-------|---|

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

已於綜合財務報表確認上述財務資料概要與於合營企業權益的賬面值的對賬：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|-------------------|----------------------------------|----------------------------------|
| Net assets of the joint venture | 合營企業的淨資產 | 17,641 | - |
| Proportion of the Group's ownership interest in the joint venture | 本集團於合營企業的權益的擁有權比例 | 49% | - |
| Carrying amount of the Group's interest in the joint venture | 本集團於合營企業的權益的賬面值 | 8,644 | - |

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27. LONG-TERM RECEIVABLES

27. 長期應收款項

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--------------|------|----------------------------------|----------------------------------|
| Analysed as: | 分析為： | | |
| Current | 流動 | 8,962 | - |
| Non-current | 非流動 | 15,720 | - |
| | | 24,682 | - |

Included in the carrying amount of receivables as at 31 December 2015 is accumulated impairment loss of HK\$4,990,000.

於二零一五年十二月三十一日的應收款項賬面值，包括累計減值虧損4,990,000港元。

The long-term receivables represent the deferred consideration of disposal of subsidiaries as described in the note 40. The deferred consideration of HK\$10,000,000 will be settled in cash by the purchaser on or before 31 December 2016, and the remaining balance shall be paid on or before 31 December 2017. The interest-free balances are measured at amortised cost at effective interest rate of 3.5% per annum.

長期應收款項指附註40所述出售附屬公司的遞延代價。遞延代價10,000,000港元將於二零一六年十二月三十一日或之前由買方以現金結付，而餘額將於二零一七年十二月三十一日或之前支付。免息結餘按攤銷成本計量，實際年利率為3.5%。

Long-term receivables that are denominated in currencies other the functional currencies of the relevant group entities are set out below:

以相關集團實體功能貨幣以外的貨幣列值的長期應收款項載列如下：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|------|----|----------------------------------|----------------------------------|
| HK\$ | 港元 | 24,682 | - |

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28. INVENTORIES

28. 存貨

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|------------------|-----|----------------------------------|----------------------------------|
| Raw materials | 原材料 | 57,936 | 79,771 |
| Work in progress | 在製品 | 20,937 | 2,617 |
| Finished goods | 製成品 | 37,631 | 37,444 |
| | | 116,504 | 119,832 |

29. TRADE AND BILLS RECEIVABLES

29. 貿易應收款項及應收票據

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|------------------------------------|--------|----------------------------------|----------------------------------|
| Trade receivables | 貿易應收款項 | 703,313 | 714,570 |
| Less: allowance for doubtful debts | 減：呆賬撥備 | (2,342) | (2,485) |
| | | 700,971 | 712,085 |
| Bills receivables | 應收票據 | 82,214 | 28,577 |
| | | 783,185 | 740,662 |

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29. TRADE AND BILLS RECEIVABLES (continued)

The Group allows a credit period of 90 days to its trade customers. The following is an aged analysis of trade and bills receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period, which approximated the respective revenue recognition dates.

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---------------|----------|----------------------------------|----------------------------------|
| 0-90 days | 0至90日 | 684,153 | 675,107 |
| 91-180 days | 91至180日 | 49,687 | 42,807 |
| 181-365 days | 181至365日 | 35,915 | 21,969 |
| Over 365 days | 365日以上 | 13,430 | 779 |
| | | 783,185 | 740,662 |

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by each customer. Limits attributed to customers are reviewed once a year. The trade and bills receivables that are neither past due nor impaired have the best credit quality assessed by the Group.

Included in the Group's trade and bills receivables balance are debtors with aggregate carrying amount of HK\$99,032,000 (2014: HK\$65,555,000) which are past due as at the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

29. 貿易應收款項及應收票據(續)

本集團授予貿易客戶90天的信貸期。以下為於報告期末，貿易應收款項及應收票據(扣除呆賬撥備)按發票日期(接近相關收益的確認日期)的賬齡分析。

於接納任何新客戶前，本集團評估潛在客戶信貸質素及為各客戶釐定信貸限額。向客戶提供的限額每年複核一次。本集團評估貿易應收款項及應收票據具有最佳信貸質素並無逾期或減值。

本集團貿易應收款項及應收票據結餘包括總賬面值99,032,000港元(二零一四年：65,555,000港元)的款項於報告日期已逾期，惟本集團並無作出任何減值虧損撥備。本集團並無就此等款項持有任何抵押。

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29. TRADE AND BILLS RECEIVABLES (continued)

Aging of trade receivables which are past due but not impaired

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---------------|-------------|----------------------------------|----------------------------------|
| 91–180 days | 91 至 180 日 | 49,687 | 42,807 |
| 181–365 days | 181 至 365 日 | 35,915 | 21,969 |
| Over 365 days | 365 日以上 | 13,430 | 779 |
| Total | 總計 | 99,032 | 65,555 |

29. 貿易應收款項及應收票據(續)
已逾期惟未減值的貿易應收款項賬齡

Movement in the allowance for doubtful debts

呆賬撥備的變動

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|--------------|----------------------------------|----------------------------------|
| 1 January | 於一月一日 | 2,485 | 152 |
| Impairment losses recognised on receivables | 已確認應收款項的減值虧損 | – | 2,618 |
| Impairment losses reversed | 已撥回的減值虧損 | – | (152) |
| Amounts written off as uncollectible | 撇銷不可收回款項 | – | (133) |
| Exchange difference | 匯兌差額 | (143) | – |
| 31 December | 於十二月三十一日 | 2,342 | 2,485 |

Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of HK\$2,342,000 (2014: HK\$2,485,000) of which the debtors were in financial difficulties.

呆賬撥備包括個別減值的貿易應收款項總額2,342,000港元(二零一四年: 2,485,000港元), 該金額相關的債務人有財務困難。

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30. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

30. 其他應收款項、預付款項及按金

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Trade deposits to suppliers | 支付供應商的貿易按金 | 17,069 | 16,804 |
| Prepayment for material purchase | 購買原材料的預付款項 | 1,645 | 6,004 |
| Rental, utility and sundry deposits | 租金、公用及雜項按金 | 2,697 | 2,300 |
| Staff advances | 員工墊款 | 1,972 | 3,959 |
| Interest receivable | 應收利息 | - | 2,350 |
| Receivables from disposal of subsidiaries | 出售附屬公司的應收款項 | 29,962 | - |
| Others | 其他 | 1,402 | 2,443 |
| | | 54,747 | 33,860 |

31. AMOUNT DUE FROM A SHAREHOLDER/ AMOUNTS DUE TO NON-CONTROLLING INTERESTS

31. 應收一名股東款項／應付非控股權益款項

(a) Amount due from a shareholder:

(a) 應收一名股東款項：

| | | 2015 二零一五年 HK\$'000 千港元 | Maximum amount outstanding during the year ended 31 December 2015 截至二零一五年十二月三十一日止年度尚未償還最高金額 HK\$'000 千港元 |
|---|----------------------------|----------------------------------|---|
| Name of the shareholder | 股東名稱 | | |
| 天津長榮印刷設備股份有限公司 (Masterwork Machinery Co., Ltd.) ("Masterwork") | 天津長榮印刷設備股份有限公司 (「天津長榮」) | 3,449 | 3,493 |

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31. AMOUNT DUE FROM A SHAREHOLDER/ AMOUNTS DUE TO NON-CONTROLLING INTERESTS (continued)

(a) Amount due from a shareholder: (continued)

The balance is trade nature for providing technological service and purchasing of accessories with a credit period of 90 days. The balance is unsecured and interest-free.

(b) Amounts due to non-controlling interests:

The amounts were unsecured, interest-free and fully repaid during the year.

32. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

Bank balances carry interest at market rates which range from 0.001% to 1.5% (2014: 0.35% to 3.5%) per annum. The pledged bank deposits carry fixed interest rates which range from 0.001% to 3.3% (2014: 0.35% to 5.66%) per annum. Pledged bank deposits represents deposits pledged to banks to secure banking facilities granted to the Group. The pledged bank deposits will be released upon the settlement of relevant bank borrowings.

The Group's pledged bank deposits, bank balances and cash that are denominated in currencies other than the functional currency of the respective group entities are stated below:

31. 應收一名股東款項／應付非控 股權益款項(續)

(a) 應收一名股東款項：(續)

有關結餘為提供技術服務及購買配件，屬貿易性質，信貸期為90日。結餘為無抵押及免息。

(b) 應付非控股權益款項：

有關金額為無抵押、免息並於年內悉數償還。

32. 已抵押銀行存款／銀行結餘及 現金

銀行結餘年利率介乎0.001%至1.5% (二零一四年：0.35%至3.5%)。已抵押銀行存款的年利率介乎0.001%至3.3% (二零一四年：0.35%至5.66%)。已抵押銀行存款指已抵押予銀行以擔保授予本集團的銀行融資的存款。已抵押銀行存款將於償還有關銀行借貸時解除。

以各自集團實體的功能貨幣以外的貨幣計值的本集團已抵押銀行存款、銀行結餘及現金列示如下：

| | | 2015 | 2014 |
|------|----|-----------------|----------|
| | | 二零一五年 | 二零一四年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| HK\$ | 港元 | 31,537 | 77,859 |

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33. TRADE AND BILLS PAYABLES

33. 貿易應付款項及應付票據

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|----------------|--------|----------------------------------|----------------------------------|
| Trade payables | 貿易應付款項 | 280,453 | 190,091 |
| Bills payables | 應付票據 | 1,705 | 1,248 |
| | | 282,158 | 191,339 |

The following is an aged analysis of trade and bills payables presented based on the invoice date at the end of the reporting period.

根據發票日期於報告期末呈報的貿易應付款項及應付票據的賬齡分析如下。

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---------------|----------|----------------------------------|----------------------------------|
| 0–30 days | 0至30日 | 206,218 | 134,537 |
| 31–90 days | 31至90日 | 57,427 | 51,310 |
| 91–180 days | 91至180日 | 17,256 | 4,997 |
| 181–365 days | 181至365日 | 1,153 | 43 |
| Over 365 days | 365日以上 | 104 | 452 |
| | | 282,158 | 191,339 |

The credit period on purchases of goods ranges from 30 days to 180 days. The Group monitors and maintains a level of cash and cash equivalents sufficient to ensure that all payables are within the credit timeframe.

購買商品的信貸期介乎於30日至180日之間。本集團監控及維持足夠現金及現金等值物，以確保所有應付款項於信貸期內支付。

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34. OTHER PAYABLES AND ACCRUALS

34. 其他應付款項及應計費用

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| Other payables and accruals | 其他應付款項及應計費用 | 25,060 | 19,720 |
| Construction payables | 應付建築款項 | 24,369 | 14,945 |
| Salary payable | 應付薪金 | 20,729 | 24,354 |
| Other tax payables | 其他應付稅項 | 48,406 | 66,019 |
| Deposits received from suppliers | 已收供應商按金 | 50 | 106 |
| Advanced from customers | 來自客戶墊款 | - | 32 |
| Government grants | 政府補助金 | 1,617 | 593 |
| Payable for acquisitions of subsidiaries | 收購附屬公司的應付款項 | - | 82,400 |
| | | 120,231 | 208,169 |

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35. BANK BORROWINGS

35. 銀行借貸

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|-----------|----------------------------------|----------------------------------|
| Bank borrowings comprise: | 銀行借貸包括： | | |
| Secured | 有抵押 | 186,656 | 688,759 |
| Unsecured | 無抵押 | 627,017 | 147,303 |
| | | 813,673 | 836,062 |
| Carrying amount repayable: | 應付賬面值： | | |
| Within one year | 一年內 | 536,013 | 740,662 |
| More than one year, but not more than two years | 超過一年但於兩年內 | 113,162 | 95,400 |
| More than two years, but not more than five years | 超過兩年但於五年內 | 140,498 | - |
| More than five years | 五年以上 | 24,000 | - |
| | | 813,673 | 836,062 |
| Breakdown of the bank borrowings: | 銀行借貸分類： | | |
| Fixed-rate borrowings | 定息借貸 | 123,486 | 143,508 |
| Floating-rate borrowings | 浮息借貸 | 690,187 | 692,554 |
| | | 813,673 | 836,062 |

The Group's floating-rate borrowings are mainly subject to interest in a range at 100% to 110% of RMB Benchmark Loan Rates issued by the People's Bank of China and Hong Kong Interbank Offered Rate in a range at HIBOR plus 2.74% to 3.60%. The effective interest rates on the Group's bank borrowings are as follows:

本集團浮息借貸主要按中國人民銀行頒佈的人民幣貸款基準利率範圍100%至110%及香港銀行同業拆息加2.74%至3.60%計息。本集團銀行借貸的實際利率如下：

| | | 2015 二零一五年 | 2014 二零一四年 |
|--------------------------|------|---------------------|---------------|
| Fixed-rate borrowings | 定息借貸 | 4.4% to 6.0% | 5.6% to 6.3% |
| Floating-rate borrowings | 浮息借貸 | 2.9% to 5.6% | 2.9% to 6.6% |

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35. BANK BORROWINGS (continued)

The Group's bank borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|------|----|----------------------------------|----------------------------------|
| HK\$ | 港元 | 560,822 | 562,772 |

36. GOVERNMENT GRANTS

| | | | |
|---------------------------------|----------|---------------|--------|
| Arising from government grants: | 源自政府補助金： | | |
| Current liability | 流動負債 | 1,617 | 593 |
| Non-current liability | 非流動負債 | 36,164 | 36,314 |
| | | 37,781 | 36,907 |

In 2015, the Group received a government subsidy of HK\$3,686,000 (2014: HK\$18,840,000) towards the cost of acquisition of property, plant and equipment in the PRC. The amount has been treated as deferred income. The amount is transferred to income in the form of reduced depreciation charges over the estimated useful lives. This policy has resulted in a credit to income in the current year of HK\$553,000 (2014: HK\$377,000). As at 31 December 2015, an amount of HK\$37,781,000 (31 December 2014: HK\$36,907,000) remains to be amortised.

35. 銀行借貸(續)

本集團以相關集團實體功能貨幣以外的貨幣計值的銀行借貸如下：

36. 政府補助金

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---------------------------------|----------|----------------------------------|----------------------------------|
| Arising from government grants: | 源自政府補助金： | | |
| Current liability | 流動負債 | 1,617 | 593 |
| Non-current liability | 非流動負債 | 36,164 | 36,314 |
| | | 37,781 | 36,907 |

於二零一五年，本集團就收購中國物業、廠房及設備所發生的成本，獲得政府補助金3,686,000港元(二零一四年：18,840,000港元)。該款項被視為遞延收入，並按估計使用年期的減少攤銷開支形式轉撥至收入。該政策導致本年度確認收入553,000港元(二零一四年：377,000港元)。於二零一五年十二月三十一日，金額37,781,000港元(二零一四年十二月三十一日：36,907,000港元)繼續攤銷。

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37. DEFERRED TAX LIABILITIES

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

37. 遞延稅項負債

以下為於本年度及過往年度的已確認主要遞延稅項負債以及其變動：

| | | Intangible assets | Undistributable profits of subsidiaries/ associate 附屬公司/ 聯營公司的 未分派溢利 | Accelerated tax depreciation | Government grants | Total |
|--------------------------------------|-------------------|-------------------------|--|------------------------------------|-------------------------|-----------------------|
| | | 無形資產 HK\$'000 千港元 | 未分派溢利 HK\$'000 千港元 | 加速稅項折舊 HK\$'000 千港元 | 政府補助 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| At 1 January 2014 | 於二零一四年一月一日 | 49,923 | 47,906 | 3,848 | - | 101,677 |
| (Credit) charge to profit or loss | (計入)扣除損益 | (7,194) | 35,286 | (2,171) | (5,595) | 20,326 |
| Reversal upon payment | 於支付後撥回 | - | (28,326) | - | - | (28,326) |
| Exchange differences | 匯兌差額 | (104) | (1,246) | (97) | 36 | (1,411) |
| At 31 December 2014 | 於二零一四年 十二月三十一日 | 42,625 | 53,620 | 1,580 | (5,559) | 92,266 |
| (Credit) charge to profit or loss | (計入)扣除損益 | (7,194) | 24,320 | (1,490) | (446) | 15,190 |
| Reversal upon payment | 於支付後撥回 | - | (26,437) | - | - | (26,437) |
| Exchange differences | 匯兌差額 | (129) | (2,998) | (90) | 339 | (2,878) |
| At 31 December 2015 | 於二零一五年 十二月三十一日 | 35,302 | 48,505 | - | (5,666) | 78,141 |

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38. SHARE CAPITAL

38. 股本

| | | Number of shares 股份數目 | Nominal value 面值 HK\$'000 千港元 |
|---|--------------------------|-----------------------------|---|
| Authorised: | 法定： | | |
| Ordinary shares of HK\$0.005 each | 每股面值0.005港元的普通股 | | |
| At 1 January 2014 and 1 January 2015 | 於二零一四年一月一日及 二零一五年一月一日 | 2,000,000,000 | 10,000 |
| Increased by share placing (Note a) | 透過股份配售增加(附註a) | 8,000,000,000 | 40,000 |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 10,000,000,000 | 50,000 |
| Issued and fully paid: | 已發行及已繳足： | | |
| Ordinary shares of HK\$0.005 each | 每股面值0.005港元的普通股 | | |
| At 1 January 2014 and 1 January 2015 | 於二零一四年一月一日及 二零一五年一月一日 | 1,488,468,634 | 7,442 |
| Issued by share placing (Note b) | 透過股份配售發行(附註b) | 79,416,000 | 397 |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 1,567,884,634 | 7,839 |

Notes:

- (a) On 27 October 2015, the Company increase the authorised share capital of the Company to HK\$50,000,000 divided into 10,000,000,000 shares by the creation of an additional 8,000,000,000 new shares which shall rank pari passu with the existing shares in all respects upon issue.
- (b) On 22 May 2015, the Company entered into a placing agreement (the "Placing Agreement") with the placing agent, an independent third party, to place up to 80,000,000 placing shares to the placees, who include connected persons of the Company and staff of the Group, at a price of HK\$1.70 each (the "Placing").

The Placing was completed on 6 July 2015 in accordance with the terms and conditions of the Placing Agreement under which a total of 79,416,000 placing shares had been successfully placed by the placing agent to not less than six placees at the placing price of HK\$1.70 per share. The proceeds were used for transformation of some of the Group's factories into intelligent factories and as general working capital of the Group. These new shares rank pari passu in all respects with other shares in issue.

附註：

- (a) 於二零一五年十月二十七日，本公司透過額外增設8,000,000,000股新股份，將本公司法定股本增至50,000,000,000港元，分成10,000,000,000股股份。新股份於發行後與現有股份於各方面享有同等地位。
- (b) 於二零一五年五月二十二日，本公司與一名獨立第三方配售代理訂立配售協議（「配售協議」），按每股1.70港元的價格向承配人（包括本公司關連人士及本集團員工）配售最多80,000,000股配售股份（「配售事項」）。

配售事項已於二零一五年七月六日根據配售協議的條款及條件完成。根據配售協議，配售代理成功向不少於六名承配人配售合共79,416,000股配售股份，配售價為每股股份1.70港元。所得款項用於將本集團若干工廠轉型為智能式工廠以及用作本集團一般營運資金。此等新股份與其他已發行股份於各方面享有同等地位。

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39. ACQUISITIONS OF SUBSIDIARIES

Acquisition of a subsidiary and additional equity interests in subsidiaries

On 13 November 2014, the Group entered into an agreement with a shareholder of a non-wholly owned subsidiary of the Company to acquire 100% equity interests of Emperor Great Investments Limited 帝鴻投資有限公司 (“Emperor Great”), which is directly beneficially interested in 40% equity interests of Giant Sino and its subsidiary, Yangfeng (collectively referred as “Giant Sino Group”), non-wholly owned subsidiaries of the Company, and simultaneously acquired the remaining 40% equity interests of the Giant Sino Group, at a consideration of HK\$82.4 million. The transaction was completed on 13 December 2014. Emperor Great is an investment holding company.

Assets and liabilities recognised at the date of acquisition is as follows:

39. 收購附屬公司

收購附屬公司及附屬公司額外股權

於二零一四年十一月十三日，本集團與本公司非全資附屬公司的股東訂立協議，以收購帝鴻投資有限公司（「帝鴻」）的100%股權，其由本公司非全資附屬公司鉅華及其附屬公司揚豐（統稱為「鉅華集團」）直接實益擁有40%股權，同時收購鉅華集團餘下40%股權，代價為82,400,000港元。交易已於二零一四年十二月十三日完成。帝鴻為投資控股公司。

於收購日期確認的資產及負債如下：

| | | HK\$'000 千港元 |
|--------------------------|--------------|-----------------|
| Non-current asset | 非流動資產 | |
| Interest in an associate | 於聯營公司的權益 | 163,623 |
| Current asset | 流動資產 | |
| Bank balances and cash | 銀行結餘及現金 | 1,797 |
| Current liability | 流動負債 | |
| Income tax payable | 應付所得稅 | (1,797) |
| | | 163,623 |

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

39. ACQUISITIONS OF SUBSIDIARIES (continued) 39. 收購附屬公司(續) Other reserves arising on acquisition 收購產生的其他儲備

| | | HK\$'000 千港元 |
|--|-------------------|-----------------|
| Fair value of identifiable assets and liabilities of the Giant Group | 鉅華集團可識別資產及負債的公允價值 | 163,623 |
| Other reserves arising on acquisition | 收購產生的其他儲備 | (81,223) |
| Total consideration | 總代價 | 82,400 |

Net cash inflow arising on acquisition 收購產生的現金流入淨額

| | | HK\$'000 千港元 |
|--|-------------------|-----------------|
| Consideration paid | 已付代價 | - |
| Less: cash and cash equivalent balances acquired | 減：所獲得的現金及現金等值項目結餘 | (1,797) |
| | | 1,797 |

The difference between the fair value of consideration paid for the acquisition of additional equity interests in Giant Sino Group and the carrying amount of non-controlling interests acquired amounting to HK\$81,223,000 is charged to other reserves.

收購鉅華集團額外股權已付代價的公允價值與已收購非控股權益賬面值的差額為81,223,000港元，自其他儲備中扣除。

Details of the transactions are set out in the announcement of the Company dated 13 November 2014.

交易詳情載於本公司日期為二零一四年十一月十三日的公布。

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40. DISPOSAL OF SUBSIDIARIES

As referred to in note 13, on 12 January 2015, the Group discontinued its provision of printing of books business at the time of disposal of its subsidiaries, CT Printing Limited 詩天紙藝製品有限公司 (“CT Printing”), 詩天紙藝製品(深圳)有限公司 Shitian Paper Craft (Shenzhen) Co., Ltd. (“Shitian Shenzhen”) and 金詩天新型包裝(深圳)有限公司 Jinshitian New Packaging (Shenzhen) Limited (“Jinshitian”). The net assets at the date of disposal were as follows:

40. 出售附屬公司

誠如附註13所述，於二零一五年一月十二日，本集團於出售其附屬公司詩天紙藝製品有限公司(「詩天紙藝」)、詩天紙藝製品(深圳)有限公司(「詩天深圳」)及金詩天新型包裝(深圳)有限公司(「金詩天」)後終止其提供書籍印刷業務。於出售日期的資產淨值如下：

| | | HK\$'000 千港元 |
|--|-------------------|-----------------|
| Current assets | 流動資產 | |
| Inventories | 存貨 | 8,560 |
| Trade and bills receivables | 貿易應收款項及應收票據 | 47,204 |
| Other receivables, prepayments and deposits | 其他應收款項、預付款項及按金 | 3,529 |
| Tax recoverable | 可收回稅項 | 159 |
| Bank balances and cash | 銀行結餘及現金 | 27,305 |
| Non-current assets | 非流動資產 | |
| Property, plant and equipment | 物業、廠房及設備 | 55,361 |
| Current liabilities | 流動負債 | |
| Trade and bills payables | 貿易應付款項及應付票據 | 2,231 |
| Other payables and accruals | 其他應付款項及應計費用 | 2,515 |
| Bank borrowing | 銀行借貸 | 4 |
| Net assets disposal of (Note a) | 出售資產淨值(附註a) | 137,368 |
| Net assets disposal of | 出售資產淨值 | 137,368 |
| Reclassification of cumulative translation reserve upon disposal to profit or loss | 於出售時重新分類累計匯兌儲備至損益 | (3,090) |
| | | 134,278 |
| Loss on disposal | 出售虧損 | (6,078) |
| Present value of total consideration | 總代價的現值 | 128,200 |
| Unearned finance income | 未實現財務收入 | 5,480 |
| Total consideration | 總代價 | 133,680 |

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40. DISPOSAL OF SUBSIDIARIES (continued)

40. 出售附屬公司(續)

| | | HK\$'000 千港元 |
|--|--------------|-----------------|
| Satisfied by: | 以下列方式結付： | |
| Cash | 現金 | 80,680 |
| Deferred cash consideration (Note 27) | 遞延現金代價(附註27) | 53,000 |
| | | 133,680 |
| Net cash inflow arising on disposal: | 出售產生的現金流入淨額： | |
| Total cash consideration received | 已收總現金代價 | 80,680 |
| Less: bank balances and cash disposal of | 減：已出售銀行結餘及現金 | (27,305) |
| | | 53,375 |

Notes:

- (a) The above amount is excluded of the dividends payable to holding company and amounted to approximately HK\$24,680,000.
- (b) The deferred consideration includes dividends receivable of HK\$21,000,000, which is interest free. The deferred consideration of HK\$10,000,000 will be settled in cash by the purchaser on or before 31 December 2016, and the remaining balance shall be paid on or before 31 December 2017. The interest-free balances are measured at amortised cost at effective interest rate of 3.5% per annum (as details in note 27).

附註：

- (a) 上述款項不包括應付控股公司股息，數額約為24,680,000港元。
- (b) 遞延代價包括免息應收股息21,000,000港元。遞延代價10,000,000港元將於二零一六年十二月三十一日或之前由買方以現金結付，而餘額將於二零一七年十二月三十一日或之前支付。免息餘額按攤銷成本計量，實際年利率為3.5% (詳情見附註27)。

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41. ACQUISITION OF ASSETS

On 10 July 2015, Empire Sail Limited 帝航有限公司 (“Empire Sail”) a wholly owned subsidiary of the Company, entered into a Provisional Sale and Purchase Agreement with an independent third party in relation to the acquisition of the entire equity interest of an entity for the main purpose of acquiring properties and car parking spaces in Hong Kong at a total cash consideration of HK\$205,900,000, in order to provide a larger premise to the Group for future development and guard against future rental fluctuation. The transaction was completed on 31 August 2015.

Assets and liabilities recognised at the date of acquisition

41. 收購資產

於二零一五年七月十日，本公司全資附屬公司帝航有限公司(「帝航」)與獨立第三方就收購一間實體的全部股權訂立臨時買賣協議，主要目的為收購位於香港的物業及停車位，總現金代價為205,900,000港元，以提供更大的處所予本集團作未來發展及應對未來租金波動。交易已於二零一五年八月三十一日完成。

於收購日期確認的資產及負債如下：

| | | HK\$'000 千港元 |
|---|----------------|-----------------|
| Non-current assets | 非流動資產 | |
| Property, plant and equipment | 物業、廠房及設備 | 82,275 |
| Investment properties | 投資物業 | 123,413 |
| Current assets | 流動資產 | |
| Other receivables, prepayments and deposits | 其他應收款項、預付款項及按金 | 222 |
| Current liabilities | 流動負債 | |
| Other payables and accruals | 其他應付款項及應計費用 | 10 |
| Net assets value | 資產淨值 | 205,900 |
| Net cash outflow arising on acquisition | 收購產生的現金流出淨額 | |
| Consideration paid in cash | 以現金支付代價 | 205,900 |

Note: The above amount is excluded of the amount due to holding company and amounted to approximately HK\$173,326,000.

附註：上述款項不包括應付控股公司款項，且價值約為173,326,000港元。

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42. RETIREMENT BENEFIT PLAN

The Group operates a mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under control of a trustee. The Group contributes lower of 5% of relevant payroll costs or HK\$1,500 per person to the Scheme, which is matched by employees.

The employees of the Group in the PRC are members of state-managed retirement benefit scheme operated by the PRC government. The Company's subsidiaries are required to contribute a certain percentage of payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the scheme is to make the required contributions under the scheme.

The total expense recognised in profit or loss of HK\$10,725,000 (2014: HK\$12,442,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

43. OPERATING LEASES

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---------------------------------------|---------------------|----------------------------------|----------------------------------|
| Within one year | 一年內 | 1,213 | 905 |
| In the second to fifth year inclusive | 第二年至第五年 (包括首尾兩年) | 1,729 | 2,102 |
| | | 2,942 | 3,007 |

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for an average term of 2 to 4 years and rentals are fixed over relevant lease term.

42. 退休福利計劃

本集團為香港所有合資格僱員經營強制性公積金計劃。計劃資產與本集團資產分開處理，並由信託人管理的基金持有。本集團向計劃貢獻每人有關薪金成本不超過5%或1,500港元，與僱員作出相等供款。

本集團於中國的僱員為中國政府的國家管理退休福利計劃的成員。本公司附屬公司須貢獻薪金若干百分比至退休福利計劃，以為福利提供資金。本集團涉及計劃的責任僅為為根據計劃作出所需供款。

已於損益確認的總開支10,725,000港元(二零一四年：12,442,000港元)指本集團按計劃規則訂明的比率向此等計劃作出的應付供款。

43. 經營租賃

本集團為承租人

於報告期末，本集團的不可撤銷經營租賃的未來最低應付租賃付款承擔如下：

經營租賃付款指本集團就其若干辦公室物業的應付租金。租期按平均2至4年的期間磋商，於有關租賃期為固定租金。

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43. OPERATING LEASES (continued)

The Group as lessor

Property rental income earned during the year was HK\$2,246,000 (2014: HK\$1,806,000). All of the Group's investment properties are held for rental purposes. They are expected to generate rental yields of 4.89% (2014: 4.99%) on an ongoing basis. All of the properties held have committed tenants for the next 1 year.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

43. 經營租賃(續)

本集團為出租人

年內賺取的物業租金收入為2,246,000港元(二零一四年: 1,806,000港元)。所有本集團投資物業為賺取租金而持有。預期投資物業按持續基準產生租金回報率4.89%(二零一四年: 4.99%)。所有持有的物業於未來一年已有承諾租客。

於報告期末,本集團與租客訂約的未來最低租賃付款如下:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-----------------|-----|----------------------------------|----------------------------------|
| Within one year | 一年內 | 3,110 | 1,299 |

44. CAPITAL COMMITMENTS

44. 資本承擔

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|------------------------------------|----------------------------------|----------------------------------|
| Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements | 於綜合財務報表計入涉及收購物業、廠房及設備的已訂約惟未撥備的資本開支 | 40,211 | 9,952 |
| Capital expenditure in respect of the investment in joint venture contracted for but not provided in the consolidated financial statements | 於綜合財務報表計入涉及於合營企業投資的已訂約惟未撥備的資本開支 | 14,113 | — |
| | | 54,324 | 9,952 |

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45. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option scheme of the Company

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 4 March 2009 for the primary purpose of providing incentives to directors, employees, customer or supplier of goods or services to any member of the Group, consultant, adviser, manager, officer or entity that provide research, development or other technological support to the Group or its members (the "Eligible Participants"), and will expire on 4 March 2019. Under the Scheme, the directors of the Company may grant options to Eligible Participants to subscribe for shares in the Company.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. However, the total maximum number of the shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. Options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares as stated in the daily quotation sheets issued by the Stock Exchange at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

45. 以股份為基礎付款的交易

本公司股本結算購股權計劃

本公司購股權計劃(「計劃」)根據於二零零九年三月四日通過的決議案獲採納，主要向董事、僱員、客戶或貨品或服務供應商、顧問、諮詢人、經理、行政人員或向本集團或其成員公司提供研發或其他技術支援的實體(「合資格參與者」)作出獎勵，並將於二零一九年三月四日屆滿。根據計劃，本公司董事可向合資格參與者授出購股權，以認購本公司股份。

在未經本公司股東事前批准的情況下，根據計劃可能授出的購股權的有關股份總數不得超逾本公司任何時間的已發行股份的10%。然而，悉數行使尚未行使購股權後可能發行的股份最高總數不得超逾本公司不時已發行股本30%。倘向一名本公司主要股東或獨立非執行董事或彼等各自的任何聯繫人士授出的購股權於任何12個月期間超逾本公司任何時間的已發行股份0.1%及總價值(以聯交所於授出日期發出的每日報價表所報本公司股份收市價為基準)超逾5,000,000港元，須事先於股東大會上取得股東批准。

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45. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

Equity-settled share option scheme of the Company

(continued)

Options granted must be taken up within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. Options may be exercised at any time for a period determined by its directors which shall not be later than the day immediately preceding the tenth anniversary of the date of grant. The exercise price of the share options must be at least the highest of (i) the nominal value of an ordinary share on the date of grant; (ii) the closing price of the Company's shares as stated in the daily quotations sheet of the Stock Exchange on the date of the offer of the share options; and (iii) the average closing price of the Company's shares as stated in the daily quotations sheet of the Stock Exchange for the five trading days immediately preceding the date of the offer.

For the years ended 31 December 2015 and 2014, no share options had been granted and the Company had no share options outstanding at 31 December 2015 and 2014.

46. PLEDGE OF ASSETS

At the end of the reporting period, the carrying amounts of the assets pledged by the Group to secure the bank borrowings granted to the Group are as follow:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-------------------------------|----------|----------------------------------|----------------------------------|
| Property, plant and equipment | 物業、廠房及設備 | 113,865 | 38,609 |
| Prepaid lease payments | 預付租賃款項 | 4,752 | 5,163 |
| Investment properties | 投資物業 | 123,815 | – |
| Trade receivables | 貿易應收款項 | 483,547 | 409,528 |
| Bank deposits | 銀行存款 | 2,173 | 85,750 |
| | | 728,152 | 539,050 |

45. 以股份為基礎付款的交易(續)

本公司股本結算購股權計劃(續)

授出的購股權須於授出日期後28日內接受，承授人須支付名義代價合共1港元。購股權可於董事釐定的期間隨時行使，惟不得遲於緊接授出日期十週年前當日。購股權行使價須為以下最高者：(i)授出日期普通股的面值；(ii)於授出購股權日期聯交所每日報價表所報本公司股份的收市價；及(iii)緊接授出日期前五個交易日聯交所每日報價表所報本公司股份的平均收市價。

截至二零一五年及二零一四年十二月三十一日止年度，並無購股權授出，而本公司於二零一五年及二零一四年十二月三十一日亦無尚未行使購股權。

46. 資產抵押

於報告期末，本集團抵押以擔保授予本集團的銀行借貸的資產賬面值如下：

| | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-------------------------------|----------------------------------|----------------------------------|
| Property, plant and equipment | 113,865 | 38,609 |
| Prepaid lease payments | 4,752 | 5,163 |
| Investment properties | 123,815 | – |
| Trade receivables | 483,547 | 409,528 |
| Bank deposits | 2,173 | 85,750 |
| | 728,152 | 539,050 |

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47. RELATED PARTY TRANSACTIONS

(a) Transactions with related company

The Group had the following significant transactions with related parties during the year:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|---------------------------|----------------------------------|----------------------------------|
| Non-controlling interests with significant influence over the subsidiaries: | 對附屬公司有重大影響力的非控股權益： | | |
| Printing of cigarette packages | 印刷香煙包裝 | 8,222 | 33,263 |
| Shareholder: | 股東： | | |
| Service income | 服務收入 | 2,965 | - |
| Purchase of printing and packing machineries | 購買印刷及包裝的機器 | 6,099 | - |
| Company under controlled by the close member of the Controlling Shareholder: | 受控股股東的近親控制的公司： | | |
| Rental expense | 租金開支 | 1,392 | 116 |

(b) Balances with related parties are disclosed in the consolidated statement of financial position and in note 31.

(c) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------|----------------------------------|----------------------------------|
| Short-term benefits | 短期利益 | 7,647 | 13,092 |
| Contribution to retirement benefits schemes | 退休福利計劃供款 | 244 | 143 |
| | | 7,891 | 13,235 |

47. 關連人士交易

(a) 與關連公司的交易

於本年度內，本集團進行下列重大關連人士交易：

| | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
|--|----------------------------------|----------------------------------|

(b) 關連人士結餘於綜合財務狀況報表及附註31披露。

(c) 主要管理人員酬金

於本年度，董事及其他主要管理人員的酬金如下：

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47. RELATED PARTY TRANSACTIONS (continued)

(c) Compensation of key management personnel (continued)

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

47. 關連人士交易 (續)

(c) 主要管理人員酬金 (續)

董事及主要行政人員的酬金由薪酬委員會經考慮個人表現及市場趨勢後釐定。

48. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Particulars of the Company's subsidiaries at 31 December 2015 and 2014 are as follows:

48. 本公司附屬公司詳情

於二零一五年及二零一四年十二月三十一日，本公司附屬公司詳情如下：

| Name of subsidiary 附屬公司名稱 | Place of establishment/ incorporation/ operation 成立/註冊成立/ 營業地點 | Proportion of registered capital/ issued share capital/ equity interests and voting power held by the Company 本公司持有註冊股本/已發行股本/ 股本權益及投票權部分 | | | | Issue and fully paid ordinary share capital/ registered capital 已發行及悉數 繳足普通 股本/註冊股本 | Principal activities 主要業務 |
|---|--|--|---------------|------------------|---------------|--|------------------------------|
| | | Directly 直接 | | Indirectly 間接 | | | |
| | | 2015 二零一五年 | 2014 二零一四年 | 2015 二零一五年 | 2014 二零一四年 | | |
| | | % | % | % | % | | |
| CT Management Investments Limited 詩天管理投資有限公司 | British Virgin Islands 英屬處女群島 | 100.00 | 100.00 | - | - | US\$200 200美元 | Investment holding 投資控股 |
| Brilliant Circle Group Holdings Limited 貴聯集團控股有限公司 | British Virgin Islands 英屬處女群島 | - | - | 100.00 | 100.00 | US\$1 1美元 | Investment holding 投資控股 |
| Brilliant Circle Printing & Packaging Limited 貴聯印刷包裝有限公司 | British Virgin Islands 英屬處女群島 | - | - | 100.00 | 100.00 | US\$10,000 10,000美元 | Investment holding 投資控股 |
| Union Virtue International Limited 同德國際有限公司 | British Virgin Islands 英屬處女群島 | - | - | 100.00 | 100.00 | US\$1 1美元 | Investment holding 投資控股 |
| Brilliant Circle Development Limited 貴聯發展有限公司 | Hong Kong 香港 | - | - | 100.00 | 100.00 | HK\$2,000,000 2,000,000港元 | Investment holding 投資控股 |
| Champion League Investment Holdings Limited 冠連投資控股有限公司 | British Virgin Islands 英屬處女群島 | - | - | 100.00 | 100.00 | US\$100 100美元 | Investment holding 投資控股 |
| Sanbond Investment Limited 協寶投資有限公司 | Hong Kong 香港 | - | - | 100.00 | 100.00 | HK\$100 100港元 | Investment holding 投資控股 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

48. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued) 48. 本公司附屬公司詳情(續)

| Name of subsidiary 附屬公司名稱 | Place of establishment/ incorporation/ operation 成立/註冊成立/ 營業地點 | Proportion of registered capital/ issued share capital/ equity interests and voting power held by the Company 本公司持有註冊股本/已發行股本/ 股本權益及投票權部分 | | | | Issue and fully paid ordinary share capital/ registered capital 已發行及悉數 繳足普通 股本/註冊股本 | Principal activities 主要業務 |
|--|--|--|------------|------------------|------------|--|--|
| | | Directly 直接 | | Indirectly 間接 | | | |
| | | 2015 | 2014 | 2015 | 2014 | | |
| | | 二零一五年 % | 二零一四年 % | 二零一五年 % | 二零一四年 % | | |
| 蚌埠金黃山凹版印刷有限公司* (Bengbu Jinhuangshan Rotogravure Printing Company Limited) | PRC 中國 | - | - | 100.00 | 100.00 | US\$12,461,000 | Printing of cigarette packages 印刷香煙包裝 |
| 深圳貴聯印刷有限公司 (「深圳貴聯」)* (Shenzhen Guilian Printing Limited) ("Shenzhen Guilian") | PRC 中國 | - | - | 100.00 | 100.00 | HK\$9,600,000 | Investment holding 投資控股 |
| 深圳市科彩印務有限公司* (Shenzhen Kecai Printing Co., Ltd.) | PRC 中國 | - | - | 99.49 | 99.31 | RMB 194,720,000 人民幣 194,720,000元 | Printing of cigarette packages 印刷香煙包裝 |
| 襄陽金飛環彩色包裝有限公司* (Xiangyang Jinfeihuan Colour Packing Co., Ltd.) | PRC 中國 | - | - | 79.60 | 79.60 | US\$3,000,000 | Printing of cigarette packages 印刷香煙包裝 |
| 昭通安通包裝材料有限公司* (Zhaotong Antong Package Material Co., Ltd.) | PRC 中國 | - | - | 80.00 | 80.00 | US\$1,000,000 | Manufacturing of laminated paper 複合紙製造 |
| Giant Sino 鉅華 | British Virgin Islands 英屬處女群島 | 60.00 | 60.00 | 40.00 | 40.00 | US\$100 100美元 | Investment holding 投資控股 |
| Emperor Great 帝鴻 | British Virgin Islands 英屬處女群島 | 100.00 | 100.00 | - | - | US\$100 100美元 | Investment holding 投資控股 |
| Fortune Chaser Limited 源順有限公司 | Hong Kong 香港 | - | - | 100.00 | 100.00 | HK\$100 100港元 | Investment holding 投資控股 |
| Empire Sail 帝航 | British Virgin Islands 英屬處女群島 | 100.00 | - | - | - | US\$100 100美元 | Investment holding 投資控股 |
| Best Legend International Holdings Limited 駿佳國際集團控股有限公司 | Hong Kong 香港 | - | - | 100.00 | - | HK\$10,000 10,000港元 | Investment holding 投資控股 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

48. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued) 48. 本公司附屬公司詳情(續)

| Name of subsidiary 附屬公司名稱 | Place of establishment/ incorporation/ operation 成立/註冊成立/ 營業地點 | Proportion of registered capital/ issued share capital/ equity interests and voting power held by the Company 本公司持有註冊股本/已發行股本/ 股本權益及投票權部分 | | | | Issue and fully paid ordinary share capital/ registered capital 已發行及悉數 繳足普通 股本/註冊股本 | Principal activities 主要業務 |
|------------------------------|--|--|------------|------------------|------------|--|---|
| | | Directly 直接 | | Indirectly 間接 | | | |
| | | 2015 | 2014 | 2015 | 2014 | | |
| | | 二零一五年 % | 二零一四年 % | 二零一五年 % | 二零一四年 % | | |
| CT Printing** | Hong Kong | - | - | - | 100.00 | HK\$20,000 | Provision of printing services |
| 詩天紙藝** | 香港 | | | | | 20,000 港元 | 提供印刷服務 |
| Shitian Shenzhen*** | PRC | - | - | - | 100.00 | US\$ 1,600,000 | Provision of the printing of packaging and decoration matters, research and development on printing technology, wholesale, import and export of the packaging products and other related services |
| 詩天深圳*** | 中國 | | | | | 1,600,000 美元 | 從事包裝裝潢印刷品印刷、印刷技術研發、包裝產品的批發及進出口及其他相關業務 |
| Jinshitian*** | PRC | - | - | - | 100.00 | US\$ 10,000,000 | Provision of printing services |
| 金詩天*** | 中國 | | | | | 10,000,000 美元 | 提供印刷服務 |
| Yangfeng#^ | PRC | - | - | - | 100.00 | RMB 49,850,000 | Printing of cigarette packages |
| 揚豐#^ | 中國 | | | | | 人民幣 49,850,000 元 | 印刷香煙包裝 |

* Company incorporated as a sino-foreign equity.

Company established as foreign invested limited liability company.

** Company disposed on 12 January 2015.

^ Company terminated on 5 August 2015.

* 公司註冊為中外合資實體。

公司成立為外商獨資有限公司。

** 公司已於二零一五年一月十二日出售。

^ 公司已於二零一五年八月五日註銷。

None of the subsidiaries had issued any debt securities at the end of the reporting period or at any time during the year.

於報告期末或本年度任何時間，並無附屬公司發行任何債務證券。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non wholly-owned subsidiaries of the Group that have material non-controlling interests:

| Name of subsidiary 附屬公司名稱 | Place of incorporation and principle place of business 註冊成立地點及主要營業地 | Proportion of ownership interests and voting rights held by non-controlling interests 擁有權益比例及非控股權益持有的投票權 | | Profit allocated to non-controlling interests 分配予非控股權益的溢利 | | Accumulated non-controlling interests 累計非控股權益 | |
|------------------------------|--|---|--------------------------------|--|--------------------------------|--|--------------------------------|
| | | 31/12/2015 二零一五年 十二月三十一日 | 31/12/2014 二零一四年 十二月三十一日 | 31/12/2015 二零一五年 十二月三十一日 | 31/12/2014 二零一四年 十二月三十一日 | 31/12/2015 二零一五年 十二月三十一日 | 31/12/2014 二零一四年 十二月三十一日 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Giant Sino 鉅華 | Hong Kong 香港 | - | - | - | 21,953 | - | - |

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interest is set out below. The summarised financial information below represents amounts before intragroup eliminations.

49. 擁有重大非控股權益的非全資附屬公司詳情

下表載列本集團擁有重大非控股權益的非全資附屬公司詳情：

本集團擁有重大非控股權益的附屬公司各自的財務資料概要載列如下。下列的財務資料概要指集團內公司間進行抵銷前的金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (continued)

Giant Sino Investments Limited

49. 擁有重大非控股權益的非全資附屬公司詳情(續)

鉅華投資有限公司

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|------------------|----------------------------------|----------------------------------|
| Current assets | 流動資產 | - | 189,448 |
| Non-current assets | 非流動資產 | - | 337,890 |
| Current liabilities | 流動負債 | - | 153,458 |
| Non-current liabilities | 非流動負債 | - | 40,392 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | - | 333,488 |
| Revenue | 收益 | - | 324,779 |
| Expenses | 開支 | - | 51,990 |
| Profit and total comprehensive income for the year | 年內溢利及全面收益總額 | - | 46,362 |
| Profit and total comprehensive income attributable to the Group | 本集團應佔溢利及全面收益總額 | - | 24,409 |
| Profit and total comprehensive income attributable to the non-controlling interests | 非控股權益應佔溢利及全面收益總額 | - | 21,953 |
| Profit and total comprehensive income for the year | 年內溢利及全面收益總額 | - | 46,362 |
| Dividends paid to non-controlling interests | 支付股息予非控股權益 | - | 49,168 |
| Net cash inflow from operating activities | 經營活動產生的現金流入淨額 | - | 94,977 |
| Net cash outflow from investing activities | 投資活動產生的現金流出淨額 | - | (4,136) |
| Net cash outflow from financing activities | 融資活動產生的現金流出淨額 | - | (122,920) |
| Net decrease in cash and cash equivalents | 現金及現金等值項目減少淨額 | - | (32,079) |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

50. EVENTS AFTER THE REPORTING PERIOD

On 22 January 2016, Shenzhen Guilian, a wholly-owned subsidiary of the Company and Tianjin Rongcai Technology Co., Ltd (“Tianjin Rongcai”), a non wholly-owned subsidiary of Masterwork, which is a substantial shareholder of the Company, established an entity of 天津榮聯匯智智能包裝科技有限公司 (Tianjin Rong Lian Hui Zhi Intelligence Packaging Technology Co., Ltd.) (“Tianjin Rong Lian”) in the PRC for the purpose of planning, design, research and development, and sales of intelligent and environmentally-friendly production among the tobacco packaging industry. The initial registered capital of Tianjin Rong Lian is RMB30,000,000 which is contributed as to 60% by Tianjin Rongcai and 40% by Shenzhen Guilian.

Details of the transaction is set out in the announcement of the Company dated 29 December 2015.

50. 報告期後事項

於二零一六年一月二十二日，本公司全資附屬公司深圳貴聯與本公司主要股東天津長榮的非全資附屬公司天津榮彩科技有限公司（「天津榮彩」）於中國成立天津榮聯匯智智能包裝科技有限公司（「天津榮聯」），以於煙草包裝業規劃、設計、研發及銷售智能環保生產。天津榮聯初始註冊資本為人民幣30,000,000元，其中天津榮彩及深圳貴聯分別注資60%及40%。

交易詳情載於本公司日期為二零一五年十二月二十九日的公布。

51. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

51. 本公司財務狀況報表

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-------------------------------|--------------|----------------------------------|----------------------------------|
| Non-current asset | 非流動資產 | | |
| Interests in subsidiaries | 附屬公司權益 | 1,255,609 | 1,255,608 |
| Current assets | 流動資產 | | |
| Other receivables | 其他應收款項 | 107 | 52 |
| Amounts due from subsidiaries | 應收附屬公司款項 | 146,506 | - |
| Bank balances and cash | 銀行結餘及現金 | 2,258 | 14,102 |
| | | 148,871 | 14,154 |
| Current liabilities | 流動負債 | | |
| Other payable and accruals | 其他應付款項及應計費用 | 560 | 278,366 |
| Bank borrowings | 銀行借貸 | 223,162 | 326,911 |
| | | 223,722 | 605,277 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

51. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 51. 本公司財務狀況報表(續)

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|-----------------|----------------------------------|----------------------------------|
| Net current liabilities | 流動負債淨額 | (74,851) | (591,123) |
| Total assets less current liabilities | 總資產減流動負債 | 1,180,758 | 664,485 |
| Non-current liability | 非流動負債 | | |
| Bank borrowings | 銀行借貸 | 277,660 | 98,456 |
| Net assets | 資產淨值 | 903,098 | 566,029 |
| Capital and reserves | 資本及儲備 | | |
| Share capital | 股本 | 7,839 | 7,442 |
| Reserves | 儲備 | 895,259 | 558,587 |
| | | 903,098 | 566,029 |

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 24 March 2016 and are signed on its behalf by:

本公司財務狀況報表已獲董事會於二零一六年三月二十四日批准及授權刊發，並由下列董事代表簽署：

Mr. Cai Xiao Ming, David
DIRECTOR
蔡曉明
董事

Mr. Qin Song
DIRECTOR
欽松
董事

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

51. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Movement in reserves

51. 本公司財務狀況報表(續)

儲備變動

| | | Share capital | Share premium | Other reserve | Dividend reserve | Retained profits (Accumulated losses) | Total |
|--|---------------|-----------------------|-------------------------|-------------------------|-------------------------|--|-----------------------|
| | | 股本 HK\$'000 千港元 | 股份溢價 HK\$'000 千港元 | 其他儲備 HK\$'000 千港元 | 股息儲備 HK\$'000 千港元 | 保留溢利 (累計虧損) HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| At 1 January 2014 | 於二零一四年一月一日 | 7,442 | 4,805,003 | (4,267,200) | 135,897 | (188,033) | 493,109 |
| Profit and total comprehensive income for the year | 年內溢利及全面收益總額 | - | - | - | - | 127,594 | 127,594 |
| Acquisition of non-controlling interests | 收購非控股權益 | - | - | 81,223 | - | - | 81,223 |
| Final dividend paid for 2013 | 二零一三年末期股息 | - | - | - | (135,897) | - | (135,897) |
| At 31 December 2014 | 於二零一四年十二月三十一日 | 7,442 | 4,805,003 | (4,185,977) | - | (60,439) | 566,029 |
| Ordinary shares issued by share placing | 透過股份配售發行普通股 | 397 | 134,610 | - | - | - | 135,007 |
| Transaction costs attributable to issue of new ordinary shares | 發行新普通股應佔交易成本 | - | (2,700) | - | - | - | (2,700) |
| Profit and total comprehensive income for the year | 年內溢利及全面收益總額 | - | - | - | - | 604,573 | 604,573 |
| Dividends recognised as distribution | 確認為分派的股息 | - | - | - | - | (399,811) | (399,811) |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 7,839 | 4,936,913 | (4,185,977) | - | 144,323 | 903,098 |

Five Year Financial Summary

五年財務概要

(A) RESULTS

(A) 業績

| | | For the year ended 31 December | | | | | |
|---|-------------------|--------------------------------|-----------|------------|-----------|------------------|--|
| | | 截至十二月三十一日止年度 | | | | | |
| | | 2011 | 2012 | 2013 | 2014 | 2015 | |
| | | 二零一一年 | 二零一二年 | 二零一三年 | 二零一四年 | 二零一五年 | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| | | | | (Restated) | | | |
| | | | | (經重列) | | | |
| Revenue | 營業額 | 1,689,537 | 1,939,440 | 1,882,954 | 1,703,423 | 1,494,961 | |
| Operating profit | 經營溢利 | 343,076 | 364,089 | 375,938 | 370,738 | 297,851 | |
| Share of profit of an associate | 分佔一間聯營公司溢利 | 156,424 | 197,767 | 212,342 | 214,906 | 178,625 | |
| Profit before taxation | 除稅前溢利 | 499,500 | 561,856 | 588,280 | 585,644 | 476,476 | |
| Taxation | 稅項 | (81,150) | (98,772) | (89,084) | (104,023) | (79,796) | |
| Profit for the year from continuing operations | 持續經營業務的年度溢利 | 418,350 | 463,084 | 499,196 | 481,621 | 396,680 | |
| Profit/(loss) for the year from discontinued operations | 已終止經營業務的年度溢利／(虧損) | - | - | 2,756 | 1,411 | (6,078) | |
| Attributable to: | 應佔： | | | | | | |
| Owners of the Company | 本公司擁有人 | 387,572 | 432,630 | 454,345 | 453,711 | 386,372 | |
| Non-controlling interests | 非控股權益 | 30,778 | 30,454 | 47,607 | 29,321 | 4,230 | |
| | | 418,350 | 463,084 | 501,952 | 483,032 | 390,602 | |

Five Year Financial Summary
五年財務概要

(B) ASSETS AND LIABILITIES

(B) 資產及負債

| | | At 31 December 於十二月三十一日 | | | | |
|---------------------------|--------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2011 二零一一年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2015 二零一五年 HK\$'000 千港元 |
| TOTAL ASSETS | 總資產 | 3,212,977 | 4,651,145 | 4,606,567 | 4,483,161 | 4,368,408 |
| TOTAL LIABILITIES | 總負債 | (1,243,629) | (2,168,889) | (1,711,230) | (1,455,642) | 1,385,294 |
| | | 1,969,348 | 2,482,256 | 2,895,337 | 3,027,519 | 2,983,114 |
| EQUITY | 應佔權益： | | | | | |
| ATTRIBUTABLE TO: | 應佔權益： | | | | | |
| Owners of the Company | 本公司擁有人 | 1,914,078 | 2,247,473 | 2,637,313 | 2,968,868 | 2,930,460 |
| Non-controlling interests | 非控股權益 | 55,270 | 234,783 | 258,024 | 58,651 | 52,654 |
| | | 1,969,348 | 2,482,256 | 2,895,337 | 3,027,519 | 2,983,114 |

Note: Certain comparative figures have been restated as a result of the business and reclassified to conform with the current year's presentation.

附註：若干比較數字已因業務合併而予以重列，並重新分類以符合本年度之呈列。



BRILLIANT CIRCLE HOLDINGS INTERNATIONAL LIMITED
貴聯控股國際有限公司