



偉仕佳杰  
VST ECS

STOCK CODE 股份代號: 856

**VST HOLDINGS LIMITED**  
(incorporated in the Cayman Islands with limited liability)

**偉仕控股有限公司**  
(於開曼群島註冊成立之有限公司)



ANNUAL REPORT  
年報 **2015**

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### Board of Directors

#### Executive Directors

Mr. Li Jialin (*Chairman and Chief Executive Officer*)  
Mr. Ong Wei Hiam, William  
Ms. Chow Ying Chi  
Mr. Chan Hoi Chau

#### Non-executive Directors

Ms. Liu Li  
Mr. Liang Xin

#### Independent Non-executive Directors

Mr. Li Wei  
Mr. Ng Yat Cheung  
Mr. Lam Hin Chi

### Company Secretary

Ms. Yue Cheuk Ying

### Qualified Accountant

Mr. Ong Wei Hiam, William

### Audit Committee

Mr. Lam Hin Chi (*Chairman*)  
Mr. Li Wei  
Mr. Ng Yat Cheung

### Remuneration Committee

Mr. Li Wei (*Chairman*)  
Mr. Ng Yat Cheung  
Mr. Lam Hin Chi

### 董事會

#### 執行董事

李佳林先生 (*主席兼行政總裁*)  
王偉圻先生  
鄒英姿女士  
陳海洲先生

#### 非執行董事

劉莉女士  
梁欣先生

#### 獨立非執行董事

李煒先生  
吳日章先生  
藍顯賜先生

### 公司秘書

余卓盈女士

### 合資格會計師

王偉圻先生

### 審核委員會

藍顯賜先生 (*主席*)  
李煒先生  
吳日章先生

### 薪酬委員會

李煒先生 (*主席*)  
吳日章先生  
藍顯賜先生

## Nomination Committee

Mr. Li Jialin (*Chairman*)  
Mr. Li Wei  
Mr. Ng Yat Cheung  
Mr. Lam Hin Chi

## Auditors

KPMG  
Certified Public Accountants  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

## Principal Bankers

Australia and New Zealand Banking Group  
Banco Santander S.A., Hong Kong Branch  
Bank of China  
Bank of Communications  
Bank of Hangzhou  
Bank of Tokyo-Mitsubishi UFJ  
BNP Paribas Hong Kong Branch  
China Bohai Bank  
China Citic Bank International  
China Construction Bank  
China Merchants Bank  
Citibank, N.A., Hong Kong Branch  
CTBC Bank  
DBS Bank  
Deutsche Bank AG, Hong Kong Branch  
Fubon Bank  
Hang Seng Bank  
Industrial and Commercial Bank of China  
KBC Bank N.V.  
Oversea-Chinese Banking Corporation  
Shanghai Pudong Development Bank  
Standard Chartered Bank  
Sumitomo Mitsui Banking Corporation  
The Hongkong and Shanghai Banking Corporation  
United Overseas Bank

*(The above are shown according to alphabetical order)*

## 提名委員會

李佳林先生 (*主席*)  
李煒先生  
吳日章先生  
藍顯賜先生

## 核數師

畢馬威會計師事務所  
執業會計師  
香港中環  
遮打道10號  
太子大廈8樓

## 主要往來銀行

澳新銀行集團  
Banco Santander S.A. (香港分行)  
中國銀行  
交通銀行  
杭州銀行  
三菱東京日聯銀行  
法國巴黎銀行(香港分行)  
渤海銀行  
中信銀行(國際)  
中國建設銀行  
招商銀行  
花旗銀行(香港分行)  
中國信託商業銀行  
星展銀行  
德意志銀行(香港分行)  
富邦銀行  
恒生銀行  
中國工商銀行  
比利時聯合銀行  
華僑銀行  
上海浦東發展銀行  
渣打銀行  
三井住友銀行  
香港上海滙豐銀行  
大華銀行

*(以上排序乃按英文字母次序列示)*

## Investor and Media Relations Consultant

Aries Consulting Limited

## 投資者及傳媒關係顧問

Aries Consulting Limited

## Head Office and Principal Place of Business in Hong Kong

Unit 3312, 33rd Floor  
China Merchants Tower  
Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

## 總辦事處及香港主要營業地點

香港  
干諾道中200號  
信德中心  
招商局大廈  
33樓3312室

## Registered Office

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

## 註冊辦事處

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

## Cayman Islands Principal Share Registrar and Transfer Office

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

## 開曼群島主要股份過戶登記處

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

## Hong Kong Branch Share Registrar and Transfer Office

Tricor Abacus Limited  
Level 22  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

## 香港股份過戶登記分處

卓佳雅柏勤有限公司  
香港  
皇后大道東183號  
合和中心  
22樓

## Stock Code

856

## 股份代號

856

## Website

<http://www.vst.com.hk>

## 網址

<http://www.vst.com.hk>





# Chairman's Statement

## 主席報告書

On behalf of the Board of Directors, I am pleased to present to shareholders the annual report of VST Holdings Limited (the "Company") and its subsidiaries (together, the "Group") for the year ended 31 December 2015.

本人謹代表董事會向股東欣然提呈偉仕控股有限公司（「本公司」）與其附屬公司（統稱「本集團」）截至二零一五年十二月三十一日止年度之年報。

It has been a challenging year for the global economy. The IT landscape has again been fast changing. However, the Group has recorded another record high in revenue. The Group's revenue for the year ended 31 December 2015 was HK\$45,575,640,000 (2014: HK\$41,892,709,000). Gross profit for the year ended 31 December 2015 amounted to HK\$1,697,001,000 (2014: HK\$1,672,674,000). Net profit for the year ended 31 December 2015 amounted to HK\$450,381,000 (2014: HK\$625,668,000). The decrease was mainly due to the depreciation of Asia's currencies against the US dollar. Basic earnings per share for the year ended 31 December 2015 was HK29.94 cents (2014: HK40.59 cents) per share.

In the vigorously competitive IT market, the Company maintained growth momentum, especially achieving robust growth in Enterprise Systems segment. During the year, revenue from the Distribution segment increased by 1.39% to HK\$30,999,674,000, contributing 68.02% of the total Group revenue. Revenue from the Enterprise Systems segment increased by 29.52% to HK\$14,377,680,000, contributing 31.55% of the total Group revenue, mainly driven by higher sales of servers, networking hardware and software products. Revenue from IT services remained stable at HK\$198,286,000, contributing 0.44% of the total Group revenue.

今年，全球經濟面臨巨大的挑戰。資訊科技環境同樣日新月異。然而，本集團錄得的收益再創歷史性新高。本集團截至二零一五年十二月三十一日止年度的收益為45,575,640,000港元（二零一四年：41,892,709,000港元）。截至二零一五年十二月三十一日止年度的毛利為1,697,001,000港元（二零一四年：1,672,674,000港元）。截至二零一五年十二月三十一日止年度的純利為450,381,000港元（二零一四年：625,668,000港元），而下跌乃主要由於亞洲貨幣兌美元貶值所致。截至二零一五年十二月三十一日止年度的每股基本盈利為每股29.94港仙（二零一四年：40.59港仙）。

在資訊科技市場競爭激烈的環境下，本公司保持增長勢頭，尤其在企業系統分部錄得高速增長。年內，來自分銷分部的收益增加1.39%至30,999,674,000港元，佔本集團總收益的68.02%。來自企業系統分部的收益增加29.52%至14,377,680,000港元，貢獻本集團總收益的31.55%。有關增加主要受伺服器、網絡硬件及軟件產品銷售上升所推動。來自資訊科技服務的收益維持穩定，為198,286,000港元，佔本集團總收益的0.44%。

Geographically, both North Asia and South East Asia performed well in the year ended 31 December 2015. During the year, revenue generated in North Asia increased by 10.85% to HK\$36,798,568,000, contributing 80.74% of the total Group revenue. The growth was mainly from the increased sales of servers, networking hardware and software products. Revenue from South East Asia increased by 0.92% to HK\$8,777,072,000, contributing 19.26% of the total Group revenue. The growth was mainly attributable to higher sales of Enterprise Systems services, networking hardware and software products.

The Group achieved another stellar results in 2015 which was attributable not only to enhancing the Enterprise Systems segment, but also due to expanding our product line by successfully acquiring more products in the consumer electronics sector, which included obtaining Huawei wearable devices exclusive distributorship in China and Huawei smartphones distributorship in China and South East Asia, DJI Camera drones distributorship in China and Xiaomi MiPad distributorship in South East Asia. In addition, the Group penetrated Kids Safety Wearable products and became the distributor of Sogou Teemo wearable devices in China. In November 2015, the Group signed a B2B strategic agreement with Alibaba and offer our all-rounded supply chain services.

Leveraging on our diversified products and strong distribution network, the Group continued to build on the success of our wide ranging portfolio of products. Meanwhile, our distribution channels in Asia Pacific were strengthened by venturing into emerging countries which include Cambodia, Myanmar and Laos. The Group has strong distribution networks with over 35,000 business partners in nine countries, covering China, Thailand, Malaysia, Singapore, Indonesia, Cambodia, Myanmar, Laos and the Philippines. Besides, our businesses have also extended from the distribution of IT products for the commercial and consumer markets to the provision of enterprise systems tools for IT infrastructure, training, maintenance and support services. Our diversified product lines include HP, Apple, Seagate, AMD, Intel, Western Digital, Lenovo, Dell, IBM, Acer, Microsoft, Oracle, Cisco, Asus and many more.

就地域而言，北亞及東南亞於截至二零一五年十二月三十一日止年度表現良好。年內，北亞的收益增加10.85%至36,798,568,000港元，佔本集團總收益的80.74%。有關增長主要來自伺服器、網絡硬件及軟件產品銷售增加。東南亞的收益增加0.92%至8,777,072,000港元，佔本集團總收益的19.26%。有關增長主要來自企業系統服務、網絡硬件及軟件產品銷售上升。

本集團於二零一五年再創佳績。除了積極拓展企業系統分部外，本集團更致力增加產品線，在消費電子產品領域成功爭取更多產品，包括奪得華為可穿戴產品全中國獨家總代理、華為智能手機中國及東南亞代理、大疆航拍無人飛機中國代理及小米MiPad東南亞代理。另外，本集團亦進軍兒童安全可穿戴產品市場，簽約成為搜狗糖貓兒童超能手錶中國代理。在二零一五年十一月份本集團更與阿里巴巴集團簽定B2B戰略合作協議，成為阿里巴巴的戰略合作伙伴，提供全面的供應鏈服務。

憑藉產品多元化及實力雄厚的分銷網絡，本集團持續依賴廣泛產品組合的成功，同時於亞太區擴大分銷渠道，拓展至柬埔寨、緬甸和寮國等新興國家。本集團擁有實力雄厚的分銷網絡，覆蓋中國、泰國、馬來西亞、新加坡、印尼、柬埔寨、緬甸、寮國及菲律賓九個國家，業務夥伴超過35,000名，而本集團的業務亦已由分銷用於商業及消費市場的資訊科技產品，拓展至提供用於資訊科技基礎設施、培訓、保養及支援服務的企業系統工具。本集團的多元化產品線涵蓋惠普、蘋果、希捷、AMD、英特爾、西部數據、聯想、戴爾、IBM、宏碁、微軟、甲骨文、思科、華碩等。





## PROSPECTS

Facing the ever-changing IT industry, the Group will continue to control costs, enhance profitability, constantly look for breakthroughs and build up the long term competitiveness to stay ahead of the market. In addition to the expansion of mobile internet products, storage solutions and cloud computing, the Group will also provide the O2O (Offline-to-Online) services to corporate customers and consumers through the integration and innovation of advanced information technologies including internet, end-to-end solutions and mega data.

From our well-established relationships with vendors, sizeable regional network, rigorous internal processes and strong management team, the Company is set to reach even newer heights. Despite the evolving industry and various challenges posed by market conditions, the Group will still be able to maintain its robust growth. In addition to the expansion into emerging markets in South East Asia, the Group will increase our market share in countries such as Indonesia and China and put greater effort in stepping up value-added services such as the Enterprise Systems business thus enhancing profitability.

I would like to thank our shareholders for their loyal support for the Group. I would also like to take this opportunity to express my deepest gratitude to all of our staff for their whole-hearted devotion and passion towards their duties and to thank our Board members and business partners for their trust and support. We are confident in overcoming various challenges ahead and will make the best effort to maximise returns for our shareholders.

**Li Jialin**

*Chairman and Chief Executive Officer*

Hong Kong, 23 March 2016

## 前景

在瞬息萬變的資訊科技產業中，本集團會繼續控制成本，提升盈利能力，不斷尋求突破，打造長期超越市場增長的競爭力。除了開拓移動互聯產品、存儲方案及雲計算，本集團亦透過互聯網、智聯終端、大數據等領先信息技術進行融合創新，為企業客戶和消費者提供O2O (Offline-to-Online) 服務。

憑藉與供應商的深厚關係、龐大區域網絡、嚴格內部流程及實力雄厚的管理團隊，本公司勢必再創高峰。即使行業不斷變化，面臨種種市場環境挑戰，本集團亦能保持強勁增長。除了在東南亞開拓新興市場，本集團亦將會在印尼及中國等國家提升市場份額，並更致力增加更多增值服務，如企業系統業務，從而提升盈利水平。

本人謹此感謝股東對本集團的鼎力支持，並藉此機會向全體員工的克盡己任及熱心工作致以衷心感謝。同時，本人亦衷心感謝董事會成員及業務夥伴的信任和支持。本集團有信心克服日後的重重挑戰，全力為股東謀求最豐盛的回報。

*主席兼行政總裁*

**李佳林**

香港，二零一六年三月二十三日



# Business Model and Strategic Direction

## 業務模式及策略方向

The Group is a leading Information, Communication and Technology (“ICT”) products and services provider, serving a wide regional customer base. The Group has 81 offices in nine countries namely China, Thailand, Malaysia, Singapore, Indonesia, Philippines, Cambodia, Myanmar and Laos. The three main businesses are Distribution, Enterprise Systems and IT Services. The Enterprise Systems segment designs, installs and implements IT infrastructure for companies, while the IT Services segment provides a comprehensive range of professional, technical support and training services. Leading IT vendors such as HP, Apple, Seagate, AMD, Intel, Western Digital, Lenovo, Dell, IBM, Acer, Microsoft, Oracle, Cisco, Asus and many more use the Group’s network of over 35,000 channel partners in the region to distribute their products.

As the leading distributor of ICT products in the region, we have established, through our reseller channel, a broad customer base ranging from individuals, small and medium enterprises to large corporations and government entities who have been serviced by our regional resellers over the past 25 years.

Our infrastructure is built on a fully integrated Enterprise Resource Planning system to manage our sales, distribution, finance and logistic operations to provide efficient customer services with speed and reliability.

We have an extensive distribution network of over 35,000 resellers, comprising retailers, system integrators and corporate dealers. These resellers not only market a wide range of products but they also provide support and repair services to the end-users.

The Group creates sustainable value for shareholders through the following strategies:

- Focus on our key markets in China and South East Asia
- Focus on our extensive list of vendors to expand our product portfolio
- Focus on strengthening our working capital and financial management
- Focus on improving operating efficiencies and cost management

本集團為一間領先的資訊、通訊及科技(「資訊通訊科技」)產品及服務供應商，服務龐大的地區客戶基礎。本集團的81個辦事處遍及中國、泰國、馬來西亞、新加坡、印尼、菲律賓、柬埔寨、緬甸及寮國九個國家。三種主要業務分別為分銷、企業系統及資訊科技服務。企業系統分部為公司設計、安裝及執行資訊科技基礎設施，而資訊科技服務分部則提供全面的專業、技術支援及培訓服務。具領導地位的資訊科技供應商如惠普、蘋果、希捷、AMD、英特爾、西部數據、聯想、戴爾、IBM、宏碁、微軟、甲骨文、思科、華碩等，均利用本集團擁有逾35,000名渠道夥伴的網絡於區內分銷其產品。

作為區內領先的資訊通訊科技產品分銷商，本集團已透過其分銷商渠道建立由個人、中小企以至大型公司及政府實體組成的龐大客戶基礎，本集團的地區分銷商已服務彼等逾25年。

本集團的基礎設施乃建基於全面綜合企業資源規劃系統，以管理銷售、分銷、財務及物流業務，從而提供快捷、可靠的高效客戶服務。

本集團擁有龐大的分銷網絡，羅致逾35,000名分銷商，包括零售商、系統綜合商及公司經銷商。該等分銷商不僅銷售多元化產品，亦向終端使用者提供支援及維修服務。

本集團透過以下策略為股東創造可持續的價值：

- 以中國及東南亞的主要市場為重心
- 以本集團數目眾多的供應商為重心以擴展產品組合
- 以提升營運資金及財務管理為重心
- 以改善營運效率及成本管理為重心

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

The Group's revenue for the year ended 31 December 2015 was HK\$45,575,640,000 (2014: HK\$41,892,709,000). The Group has shown stability in the Distribution segment, where sales of consumer products remain stable. In the Enterprise Systems segment, we have seen growth in sales of servers, networking hardware and software products.

Gross profit for the year ended 31 December 2015 amounted to HK\$1,697,001,000 (2014: HK\$1,672,674,000). Operating profit for the year ended 31 December 2015 amounted to HK\$677,069,000 (2014: HK\$843,897,000). Net profit for the year ended 31 December 2015 amounted to HK\$450,381,000 (2014: HK\$625,668,000). Basic earnings per share for the year ended 31 December 2015 amounted to HK29.94 cents (2014: HK40.59 cents) per share.

The Group has continuously aimed to widen our product range in order to provide more choices to our customers. Our extensive and diversified product lines now include HP, Apple, Seagate, AMD, Intel, Western Digital, Lenovo, Dell, IBM, Acer, Microsoft, Oracle, Cisco, Asus and many more.

### 業務回顧

本集團於截至二零一五年十二月三十一日止年度的收益為45,575,640,000港元(二零一四年：41,892,709,000港元)。本集團的分銷分部表現穩定，消費品的銷售維持穩定。至於企業系統分部，本集團樂見伺服器、網絡硬件及軟件產品的銷售均有所增長。

截至二零一五年十二月三十一日止年度的毛利為1,697,001,000港元(二零一四年：1,672,674,000港元)。截至二零一五年十二月三十一日止年度的經營溢利為677,069,000港元(二零一四年：843,897,000港元)。截至二零一五年十二月三十一日止年度的純利為450,381,000港元(二零一四年：625,668,000港元)。截至二零一五年十二月三十一日止年度的每股基本盈利為每股29.94港仙(二零一四年：40.59港仙)。

本集團一直致力拓寬產品系列，以為客戶提供更多選擇。本集團的廣泛及多元化產品線現涵蓋惠普、蘋果、希捷、AMD、英特爾、西部數據、聯想、戴爾、IBM、宏碁、微軟、甲骨文、思科、華碩等。



## Principal Risks and Uncertainties

The directors are aware that the Group is exposed to various risks, including some which are specific to the Group or the industries in which the Group operates as well as others that are common to most if not all other businesses. The directors have established a policy to ensure that significant risks which may adversely affect the Group's performance and ability to deliver on its strategies, as well as those which may present positive opportunities, are identified, reported, monitored, and managed on a continuous basis.

The financial risk management policies and practices of the Group are shown in note 3 to the financial statements.

## Compliance with the Relevant Laws and Regulations

As far as the directors and management are aware, the Group has complied in all material respects with the relevant laws and regulations that have a significant impact on the business and operations of the Group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

## Relationships with Suppliers, Customers and other Stakeholders

The Group understands the importance of maintaining a good relationship with its suppliers and customers to meet its immediate and long-term goals. Regular and continuous communication with our suppliers, customers and other stakeholders are carried out through regular meetings, conferences, and promotional events.

## 主要風險及不確定因素

董事留意到，本集團面對多種風險，包括部分本集團獨有或本集團經營所處行業的風險，以及大部分其他業務(惟並非全部)的其他風險。董事已制定政策，以確保可能對本集團表現、實踐其策略的能力及可能出現的正面機會有不利影響的重大風險加以持續識別、報告、監控及管理。

本集團的財務風險管理政策及做法列於財務報表附註3之中。

## 遵循相關法律及法規

就董事及管理層所知，本集團已在所有重大方面遵守對本集團的業務及經營有重大影響的相關法律及法規。年內，本集團概無嚴重違反或不遵守適用法律及法規。

## 與供應商、客戶及其他持份者的關係

本集團理解與其供應商及客戶維持良好關係以達致其即時及長期目標的重要性。本集團透過定期會面、會議及推廣活動，定期及持續與我們的供應商、客戶及其他持份者聯絡。

## Environmental, Social and Corporate Responsibility

As a responsible corporation, the Group is committed to maintain the highest environmental and social standards to ensure sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands a better future depends on everyone's participation and contribution. It has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole.

The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

## Prospects

Our extensive portfolio of products will enable us to continue to drive growth for the Group. We will continue to execute strategies to increase market shares as well as the range of products offered. This will enable the Group to continue to focus on growth in both the Distribution and Enterprise Systems segments.

Our strategy remains to constantly redefine our value proposition as a trusted partner with strong relationships and deep understanding of our customers' needs. Strategically we will continue to expand in China and South East Asia. We will continue to work actively to improve internal operational and financial efficiencies to improve margins. We will also continue to expand our business into mobility devices and cloud computing.

With our experienced and dedicated management team, we are confident that we will be able to continue to grow our business.

## 環境、社會及企業責任

本集團作為一間負責任的企業，致力維持最高環境及社會標準，以確保其業務的可持續發展。本集團已遵守所有與其業務有關之相關法律及法規，當中包括健康及安全、工作環境、僱用及環境。本集團理解，美好的將來有賴各人參與及貢獻。其鼓勵僱員、客戶、供應商及其他持份者參與環保及社會活動，為整個社區出一分力。

本集團與其僱員的關係良好，並已加強與其供應商的合作，為其客戶提供優質產品及服務，並確保其可持續發展。

## 前景

我們龐大的產品組合可使我們將不斷推動本集團的增長。本集團將持續執行策略以增加市場佔有率及所提供的產品種類。這將有助本集團繼續集中於分銷及企業系統分部的發展。

本集團秉持一貫策略，將集團的價值主張重新定義為值得信賴的合作夥伴，並與客戶建立深厚關係，且透徹理解客戶的需求。策略上，本集團將繼續在中國及東南亞擴展業務。本集團將不斷積極改善內部營運及財務效率以提升溢利率。本集團亦將持續拓展業務至移動裝置及雲端計算。

憑藉本集團經驗豐富且盡職盡責的管理團隊，本集團對業務能繼續增長充滿信心。



## Liquidity and Financial Resources

As at 31 December 2015, the Group's cash and cash equivalents were approximately HK\$3,233,727,000 (2014: approximately HK\$1,495,111,000).

As at 31 December 2015, the Group's borrowings amounted to approximately HK\$5,621,014,000 (2014: approximately HK\$3,557,276,000). The gearing ratio, calculated as borrowings less cash and cash equivalents divided by total equity, was 0.63 (2014: 0.52).

As at 31 December 2015, the Group recorded total current assets of approximately HK\$15,771,714,000 (2014: approximately HK\$12,237,737,000) and total current liabilities of approximately HK\$11,930,811,000 (2014: approximately HK\$9,092,165,000). The current ratio of the Group, calculated by dividing the total current assets by the total current liabilities, was approximately 1.32 times as at 31 December 2015 (2014: approximately 1.35 times).

The Group recorded a slight decrease in shareholders' funds from approximately HK\$3,992,958,000 as at 31 December 2014 to approximately HK\$3,819,107,000 as at 31 December 2015.

## 流動資金及財務資源

於二零一五年十二月三十一日，本集團之現金及現金等價物約為3,233,727,000港元(二零一四年：約1,495,111,000港元)。

於二零一五年十二月三十一日，本集團之借貸約為5,621,014,000港元(二零一四年：約3,557,276,000港元)。負債比率(以借貸額減現金及現金等價物除以總權益計算)為0.63(二零一四年：0.52)。

於二零一五年十二月三十一日，本集團錄得流動資產總值約15,771,714,000港元(二零一四年：約12,237,737,000港元)以及流動負債總額約11,930,811,000港元(二零一四年：約9,092,165,000港元)。於二零一五年十二月三十一日，本集團之流動比率(以流動資產總值除以流動負債總額計算)約為1.32倍(二零一四年：約1.35倍)。

本集團之股東資金由二零一四年十二月三十一日約3,992,958,000港元略跌至二零一五年十二月三十一日約3,819,107,000港元。

## Treasury Policies

The Group generally finances its operations with internally generated resources and banking facilities provided by banks in the PRC, Hong Kong, Singapore, Thailand, Malaysia, Indonesia and the Philippines. The bank borrowings of the Group are predominantly subject to floating interest rates.

Cash and bank deposits of the Group are mainly denominated in United States dollars, Renminbi and Singapore dollars.

Transactions of the Group are mainly denominated in Hong Kong dollars, United States dollars, Renminbi, Singapore dollars, Thailand baht and Indonesian rupiah.

## Charge on Assets

As at 31 December 2015, the Group had property, plant and equipment held under finance leases and a building pledged against a secured mortgage loan as set out in notes 5 and 18 to the financial statements.

## Contingent Liabilities

As at 31 December 2015, the Group did not have any contingent liabilities.

## 財務政策

本集團一般以內部產生之資源以及中國、香港、新加坡、泰國、馬來西亞、印尼以及菲律賓銀行所提供之銀行融資作為營運資金。本集團銀行借貸主要以浮動利率計算利息。

本集團現金及銀行存款主要以美元、人民幣及新加坡元計值。

本集團之交易主要以港元、美元、人民幣、新加坡元、泰銖及印尼盾計值。

## 資產抵押

於二零一五年十二月三十一日，本集團持有財務報表附註5及18所載按融資租賃持有之物業、廠房及設備以及質押作為一項按揭貸款擔保的一座樓宇。

## 或然負債

於二零一五年十二月三十一日，本集團並無任何或然負債。



## Employees

As at 31 December 2015, the Group had 2,535 (2014: 2,300) full time employees.

The Group remunerates its employees mainly based on industry practice, individual's performance and experience. Apart from the basic remuneration, discretionary bonuses and share options may be granted to eligible employees by reference to the Group's performance as well as individual performance. Other benefits include medical, annual leave and retirement schemes. The net total remuneration paid for the year ended 31 December 2015 amounted to approximately HK\$467,454,000 (2014: approximately HK\$415,243,000). The Group also provides training courses or seminars to its staff.

## 僱員

於二零一五年十二月三十一日，本集團有2,535名(二零一四年：2,300名)全職僱員。

本集團主要根據業內常規、個人表現及經驗向其僱員支付薪酬。除基本薪酬外，亦會參照本集團之業務表現以及個人表現向合資格僱員授出酌情花紅及購股權。其他福利包括醫療、年假及退休計劃。於截至二零一五年十二月三十一日止年度支付之總薪酬淨額約達467,454,000港元(二零一四年：約415,243,000港元)。本集團亦為其員工提供培訓課程或研討會。



# Corporate Governance Report

## 企業管治報告

The board of directors (the “Board”) of the Company is pleased to present this Corporate Governance Report for the year ended 31 December 2015 and up to the date of this report.

The Company endeavours to attain high standards of corporate governance practices to enhance and maintain shareholder value and investor confidence.

### Corporate Governance Practices

Throughout the year ended 31 December 2015, the Company has complied with the Corporate Governance Code (the “Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) except for some code provisions which are explained in the relevant paragraphs below.

The Company will continue to review and improve its corporate governance practices from time to time to ensure that its corporate governance practices comply with the regulatory requirements and appropriate for the needs of its business.

The key corporate governance principles and practices of the Company are summarised as follows:

### Board of Directors

#### Composition

The composition of the Board ensures a balance of skills and experience necessary for its independent judgement and fulfilling its business needs.

The Board currently comprises nine members, consisting of four Executive Directors, two Non-executive Directors and three Independent Non-executive Directors.

本公司董事會(「董事會」)欣然提呈截至二零一五年十二月三十一日止年度及直至本報告日期之本企業管治報告。

本公司致力達致高標準之企業管治常規水平，以提高及維持股東價值以至投資者信心。

### 企業管治常規

截至二零一五年十二月三十一日止整個年度內，本公司一直遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之企業管治守則(「守則」)，惟下文相關段落所闡述之若干守則條文除外。

本公司將持續不時審閱並改善其企業管治常規，以確保其企業管治常規符合法定規定，並對其業務需要屬恰當。

本公司之主要企業管治原則及常規概述如下：

### 董事會

#### 組成

董事會的組成確保其具備平衡技能和經驗，足以協助董事會作出獨立判斷，滿足業務需求。

董事會現時由九名成員組成，包括四名執行董事、兩名非執行董事及三名獨立非執行董事。

The Board of the Company comprises the following Directors:

### Executive Directors

Mr. Li Jialin (*Chairman and Chief Executive Officer*)  
Mr. Ong Wei Hiam, William  
Ms. Chow Ying Chi  
Mr. Chan Hoi Chau

### Non-executive Directors

Ms. Liu Li  
Mr. Liang Xin

### Independent non-executive Directors

Mr. Li Wei  
Mr. Ng Yat Cheung  
Mr. Lam Hin Chi

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

During the year ended 31 December 2015, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors and at the same time representing at least one-third of the Board with at least one Independent Non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received written annual confirmation from each Independent Non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all Independent Non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

The Independent Non-executive Directors bring a wide range of technical, business and financial expertise, experiences and independent judgement to the Board. Through their active participation in Board meetings, taking the lead in managing issues involving potential conflicts of interests and serving on Board committees, all Independent Non-executive Directors make various contributions to the effective direction of the Company.

本公司董事會包括下列董事：

### 執行董事

李佳林先生(主席兼行政總裁)  
王偉圻先生  
鄒英姿女士  
陳海洲先生

### 非執行董事

劉莉女士  
梁欣先生

### 獨立非執行董事

李煒先生  
吳日章先生  
藍顯賜先生

董事名單(按類別分類)亦根據上市規則不時於本公司所刊發之所有企業通訊內披露。

於截至二零一五年十二月三十一日止年度內，董事會一直符合上市規則須委任最少三名獨立非執行董事並同時佔董事會成員人數至少三分之一，而其中最最少一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專長之相關規定。

本公司已獲得各獨立非執行董事根據上市規則之規定就其獨立身份所發出之年度書面確認。本公司認為，根據上市規則所載有關獨立身份之指引，所有獨立非執行董事均為獨立人士。

獨立非執行董事為董事會貢獻廣泛之技術、商業及財務專長、經驗及獨立判斷。全體獨立非執行董事透過積極參與董事會會議，於管理涉及潛在利益衝突之事宜上發揮領導作用，並服務董事委員會，為有效領導本公司作出各種貢獻。

## Responsibilities

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors should take decisions objectively in the interests of the Company.

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

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary of the Company, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

Each Director is able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The day-to-day management, administration and operation of the Company are delegated to the Chief Executive Officer of the Company and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions being entered into by the abovementioned officers.

The Board has full support of the Chief Executive Officer and the senior management to discharge their responsibilities.

## Corporate Governance Functions

In order to meet higher standards of the corporate governance requirements, the Board as a whole is responsible for performing the corporate governance duties such as developing and reviewing the Company's policies and practices on corporate governance; reviewing and monitoring the training and continuous professional development of directors and senior management and the Company's policies and practices on compliance with legal and regulatory requirements and reviewing the Company's compliance with the Code and disclosures in this report.

## 責任

全面管理本公司業務之責任歸於董事會，其承擔本公司之領導及監控責任，並集體負責透過指導及監督本公司事務推動本公司成功。全體董事均須客觀地作出符合本公司利益之決定。

董事會保留對本公司一切重大事宜的決定權，包括：批准及監察一切政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易(特別是可能涉及利益衝突者)、財務資料、委任董事及其他重大財務與營運事宜。

全體董事均可全面並及時地獲得所有相關資料，及要求本公司之公司秘書提供意見及服務，以確保遵循董事會程序及所有適用規則和規例。

各董事均可於適當情況下經向董事會提出要求後尋求獨立專業意見，費用由本公司承擔。

本公司之日常管理、行政及運作已轉授本公司行政總裁及高級管理層負責，並定期檢討所轉授之職能及工作任務。上述高級人員訂立任何重大交易前，必須事先取得董事會批准。

董事會獲行政總裁及高級管理層全力支持以履行其職責。

## 企業管治職能

為符合更高標準之企業管治規定，董事會全體負責履行企業管治職務，如制訂及檢討本公司之企業管治政策及常規；檢討及監察董事及高級管理層培訓及持續專業發展以及本公司政策及常規是否符合法律及監管規定；以及審閱本公司對守則之合規情況及於本報告的披露。

## Board Meetings

### Directors' Attendance and Number of Meetings

The attendance of Directors at Board meetings held during the year ended 31 December 2015 is set out below:

Directors	董事	Attendance/ Number of Meetings 出席／舉行會議次數
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Li Jialin	李佳林先生	4/4
Mr. Ong Wei Hiam, William	王偉焯先生	4/4
Ms. Chow Ying Chi	鄒英姿女士	4/4
Mr. Chan Hoi Chau	陳海洲先生	4/4
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Ms. Liu Li	劉莉女士	4/4
Mr. Liang Xin	梁欣先生	4/4
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Li Wei	李煒先生	4/4
Mr. Ng Yat Cheung	吳日章先生	4/4
Mr. Lam Hin Chi	藍顯賜先生	4/4

### Practices and Conduct of Meetings

Annual meeting schedules and draft agenda for each meeting are normally made available to Directors in advance. Notices of Board meetings are served to all Directors in accordance with the Code before the meetings.

Agenda and Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

The Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company normally attend all regular Board meetings and, when necessary, other committee meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Company.

## 董事會會議

### 董事出席情況及會議次數

於截至二零一五年十二月三十一日止年度內，董事出席董事會會議之情況載列如下：

Directors	董事	Attendance/ Number of Meetings 出席／舉行會議次數
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Li Jialin	李佳林先生	4/4
Mr. Ong Wei Hiam, William	王偉焯先生	4/4
Ms. Chow Ying Chi	鄒英姿女士	4/4
Mr. Chan Hoi Chau	陳海洲先生	4/4
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Ms. Liu Li	劉莉女士	4/4
Mr. Liang Xin	梁欣先生	4/4
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Li Wei	李煒先生	4/4
Mr. Ng Yat Cheung	吳日章先生	4/4
Mr. Lam Hin Chi	藍顯賜先生	4/4

### 會議常規及舉行方式

週年大會時間表及每次會議之草擬議程一般會預先分發予董事。董事會會議通告於會前根據守則送達全體董事。

議程及董事會文件連同所有適用、完備及可靠資料於各董事會會議或委員會會議前至少3日送達全體董事，令董事了解本公司之最新發展及財政狀況，供彼等作出知情決定。董事會及各董事亦於有需要時個別與高級管理層獨立溝通。

本公司行政總裁、首席財務總監及公司秘書一般會出席所有定期董事會會議及(如有需要)其他委員會會議，以就本公司之業務發展、財政及會計事宜、法定合規、企業管治及其他重大方面提出意見。

Minutes of all Board meetings and committee meetings are kept by the Company Secretary. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to the current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's Articles of Association also contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

## General Meetings

Under the code provision A.6.7, independent non-executive directors and non-executives directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Li Jialin, Ms. Liu Li and Mr. Liang Xin, were unable to attend the annual general meeting of the Company held on 19 May 2015 due to other important engagements. All other directors attended the 2015 annual general meeting to answer questions and collect views of shareholders.

## Chairman and Chief Executive Officer

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer ("CEO") should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing.

The current Chairman and CEO of the Company is Mr. Li Jialin. The Board believes that vesting the roles of both Chairman and CEO in the same person will not impair the balance of power and authority between the Directors and the management of the Company and considers that this structure will enable the Group to make and implement decisions promptly and effectively. The Directors will meet regularly to consider major matters affecting the operations of the Company.

所有董事會會議及委員會會議紀錄均由公司秘書存檔。會議紀錄草擬本一般於每次會議後一段合理時間內供董事傳閱及提出意見，而定稿亦可供董事查閱。

依據現有董事會常規，涉及主要股東或董事利益衝突之任何重大交易，將於正式召開之董事會會議上由董事會考慮及處理。本公司之組織章程細則亦載有條文，要求董事於就批准其或其任何聯繫人於當中擁有重大權益之交易之會議上放棄投票，且不得被計入會議法定人數內。

## 股東大會

根據守則條文第A.6.7條，獨立非執行董事及非執行董事應出席股東大會，對股東的意見有持平的了解。李佳林先生、劉莉女士及梁欣先生因其他重要公務未能出席本公司於二零一五年五月十九日舉行之股東週年大會。所有其他董事均出席了二零一五年度股東週年大會，回應提問及聽取股東之意見。

## 主席及行政總裁

守則條文第A.2.1條規定，主席與行政總裁（「行政總裁」）之角色應有區分，並不應由一人同時兼任。主席與行政總裁之間職責之分工應清楚界定並以書面列載。

本公司現時的主席兼行政總裁為李佳林先生。董事會相信將主席及行政總裁的角色歸屬同一人將不會影響董事與本公司管理層之間的權力及權限平衡，並認為此架構將可讓本集團能即時及有效地制訂及推行決策。董事將定期舉行會議以考慮影響本公司營運的重大事宜。

## Appointment and Re-election of Directors

Each Director of the Company has either entered a service contract with the Company or has an appointment letter. The Directors are not appointed for any specific length or proposed length of services and their term of service shall continue unless and until terminated by either party by a specific months of notice in writing. Under the service agreements, the initial annual emoluments of each Executive Director is fixed and the remuneration payable to each of them will be reviewed by the Board each year.

The procedures and process of appointment, re-election and removal of directors are laid down in the Company's Articles of Association. Pursuant to the Company's Articles of Association, all Directors will be subject to retirement by rotation at least once every three years and any new Directors appointed to fill a causal vacancy or as an addition to the Board shall submit himself/herself for re-election by shareholders at the first general meeting after appointment.

The Nomination Committee is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment of Directors and assessing the independence of Independent Non-executive Directors.

The Nomination Committee reviews the structure, size and composition of the Board regularly to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. Where vacancies on the Board exist, the Nomination Committee will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations.

In accordance with Article 87 of the Company's Articles of Association, Mr. Chan Hoi Chau, Ms. Liu Li and Mr. Ng Yat Cheung will retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company. Ms. Liu Li and Mr. Ng Yat Cheung will retire as a Non-executive Director and an Independent Non-executive Director of the Company respectively with effect from the conclusion of the forthcoming annual general meeting and will not offer themselves for re-election.

## 董事委任及重選機制

本公司各董事已與本公司訂立服務合約或獲發委任函。董事並非按任何特定任期或建議任期委任，除非及直至任何一方發出指定月數之書面通知予以終止，否則彼等的任期將一直持續。根據服務協議，各執行董事之初步年度酬金固定，而董事會將會每年檢討應付各執行董事之薪酬。

董事委任、重選及免職之程序和流程在本公司之組織章程細則中均有規定。根據本公司之組織章程細則，全體董事均將須至少每三年輪值退任一次，而任何獲委任填補董事會臨時空缺或作為新增成員之新董事均須於獲委任後之首次股東大會上接受股東重選。

提名委員會負責檢討董事會組成，發展並制訂檢討提名和委任董事之相關程序，並監察董事之委任及對獨立非執行董事之獨立性進行評估。

提名委員會定期檢討董事會之架構、規模和組成，以確保其具備本公司業務所需的平衡專長、技能與經驗。若董事會出現空缺，提名委員會將參考候選人之技能、經驗、專業知識、個人誠信和投入時間，以及本公司之需要及其他相關法定規定及規例執行遴選程序。

根據本公司之組織章程細則第87條，陳海洲先生、劉莉女士及吳日章先生將於本公司應屆股東週年大會上退任，並符合資格且願意膺選連任。劉莉女士及吳日章先生將分別退任本公司非執行董事及獨立非執行董事，並於應屆股東週年大會結束時生效，且不會膺選連任。

In accordance with Article 86(2) of the Company's Articles of Association, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board. Subject to the approval by the shareholders of the Company at the forthcoming Annual General Meeting, the Board has proposed to appoint Mr. Li Yue and Mr. Yao Jie as the Executive Directors of the Company and Mr. Hung Wai Man and Mr. Wang Xiaolong as the Independent Non-executive Directors of the Company with effect from the conclusion of the forthcoming Annual General Meeting.

The Board has recommended the re-appointment of the Directors standing for re-election and appointment of new directors at the forthcoming Annual General Meeting of the Company. The Company's circular contains detailed information of the Directors proposed to be re-elected or appointed.

## Continuing Professional Development

Each newly appointed Director is provided with necessary induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

In addition, all Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company continuously updates Directors on the legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. All Directors have participated in continuous professional development by attending seminars or reading relevant materials and provided a record of training they received during the year to the Company.

## Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"). Specific enquiry has been made to all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2015.

The Company also has established a written guideline on terms no less exacting terms than the Model Code for governing the securities transactions by employees who are likely to be possession of unpublished price-sensitive information of the Company or its securities. No incident of non-compliance by the employees was noted by the Company.

根據本公司組織章程細則第86(2)條，本公司可通過普通決議案選舉任何人士擔任董事，以填補董事會的臨時空缺或增加現有董事人數。受限於本公司股東於應屆股東週年大會上批准，董事會擬委任李玥先生及姚杰先生為本公司執行董事，並委任洪為民先生及王曉龍先生為本公司獨立非執行董事，並自應屆股東週年大會結束時生效。

董事會已推薦重新委任在本公司應屆股東週年大會上候選連任之董事及委任新董事。本公司通函載有擬重選連任或委任之董事之詳細資料。

## 持續專業發展

每名新委任董事均於首次獲委任時獲得就任須知，以確保其妥為了解本公司之業務及營運，且充分明瞭其於上市規則及相關監管規定下之責任及義務。

此外，本公司鼓勵全體董事參與持續專業進修，以發展及更新彼等之知識及技能。本公司持續向董事提供法律及法規發展以及商業和市場變動方面的最新資料，以便其履行職責。全體董事已透過出席研討會或閱讀相關資料參與持續專業進修，並向本公司提供彼等於年內的培訓紀錄。

## 證券交易之標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。經向全體董事作出特定查詢後，董事確認於截至二零一五年十二月三十一日止年度內，彼等一直遵守標準守則。

本公司亦為規管可能管有本公司或其證券的未公佈價格敏感資料之僱員進行證券交易制定條款不遜於標準守則之書面指引。本公司並不知悉有僱員違反該指引的任何事故。

## Board Committees

The Board has established three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference.

The majority members of each Board committee are Independent Non-executive Directors and the list of the Chairman and members of each Board committee is set out under the section of "Corporate Information" of this annual report.

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

## Audit Committee

The Audit Committee comprises three Independent Non-executive Directors (including one Independent Non-executive Director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee are a former partner of the Company's existing external auditors.

The main duties of the Audit Committee include the following:

- (a) To review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant or external auditors before submission to the Board.
- (b) To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.
- (c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.
- (d) To review arrangements which employees of the Company can use to raise concerns about possible improprieties in financial reporting, internal control or other matters.

## 董事委員會

董事會已經成立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司事務之特定範疇。本公司所有董事委員會均以明確之書面職權範圍成立。

各董事委員會之大部分成員均為獨立非執行董事，而各董事委員會之主席及成員名單載於本年報「公司資料」一節內。

董事委員會獲提供充裕資源以履行彼等之職責，並可在適當情況下經合理要求後，尋求獨立專業意見，費用由本公司承擔。

## 審核委員會

審核委員會由三名獨立非執行董事(包括一名具備適當的專業資格或具備適當的會計或相關的財務管理專長之獨立非執行董事)組成。概無審核委員會之成員乃本公司現時外聘核數師之前任合夥人。

審核委員會之主要職責包括下列各項：

- (a) 於提交董事會前審閱財務報表及報告，並考慮合資格會計師或外聘核數師提出之任何重大或不尋常項目。
- (b) 經參考核數師所履行之工作、彼等之費用及聘任條款後檢討與外聘核數師之間的關係，並就委任、續聘及罷免外聘核數師向董事會提供推薦建議。
- (c) 檢討本公司之財務申報制度、內部監控制度及風險管理制度以及相關程序是否足夠及有效。
- (d) 檢討本公司僱員可就財務申報、內部監控或其他事宜可能發生的不當行為提出關注而使用的安排。



The terms of reference of the Audit Committee are available on the Company's website and the Stock Exchange's website.

審核委員會之職權範圍可於本公司網站及聯交所網站查閱。

The Audit Committee held two meetings during the year ended 31 December 2015 to review the financial results and reports, financial reporting and compliance procedures, and the re-appointment of the external auditors.

於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，以審閱財務業績及報告、財務申報及合規程序，並續聘外聘核數師。

The attendance of individual members at Audit Committee meetings is set out below:

個別成員出席審核委員會會議之情況載列如下：

		Attendance/ Number of Meetings 出席／舉行會議次數
Mr. Lam Hin Chi ( <i>Chairman</i> )	藍顯賜先生 (主席)	2/2
Mr. Li Wei	李煒先生	2/2
Mr. Ng Yat Cheung	吳日章先生	2/2

There was no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of external auditors.

董事會與審核委員會就外聘核數師之甄選、委任、辭任或解僱並無意見分歧。

The Company's annual results for the year ended 31 December 2015 have been reviewed by the Audit Committee.

審核委員會已審閱本公司截至二零一五年十二月三十一日止年度之年度業績。

## Remuneration Committee

The primary objectives of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for development remuneration policy; reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; making recommendations to the Board on the remuneration packages of individual Executive Directors and senior management; making recommendations to the Board on the remuneration of Non-executive Directors; reviewing and approving termination compensation, dismissal or removal compensation arrangements, and ensuring that no director or any of his associates is involved in deciding his own remuneration.

## 薪酬委員會

薪酬委員會之主要目標包括就本公司全體董事及高級管理層之薪酬政策及架構，及就設立正規而具透明度之程序制定薪酬政策，向董事會提出推薦建議；因應董事會所訂企業目的及目標而檢討及批准管理層之薪酬建議；就個別執行董事及高級管理層之薪酬待遇向董事會提出推薦建議；就非執行董事之薪酬向董事會提出推薦建議；檢討及批准終止職務賠償、解僱或罷免賠償安排，以及確保任何董事或其任何聯繫人不得參與決定其本身之薪酬。

The terms of reference of the Remuneration Committee are available on the Company's website and the Stock Exchange's website.

薪酬委員會之職權範圍可於本公司網站及聯交所網站查閱。

One Remuneration Committee meeting has been held during the year ended 31 December 2015 to review (a) whether the remuneration packages of the directors and senior management are reasonable; and (b) the basis of the remuneration packages, i.e. qualification, working experience and market level of comparable position etc. to see whether any improvements needed to be made.

The Remuneration Committee comprises three Independent Non-executive Directors. The attendance of individual members at the Remuneration Committee meeting is set out below:

於截至二零一五年十二月三十一日止年度內，薪酬委員會曾舉行一次會議，以檢討(a)董事及高級管理層之薪酬待遇是否合理；及(b)薪酬待遇之基準，即資格、工作經驗及市場上可資比較職位之薪酬水平等，以評估是否需要作出任何改善。

薪酬委員會包括三名獨立非執行董事。個別成員出席薪酬委員會會議之情況載列如下：

		Attendance/ Number of Meetings 出席／舉行會議次數
Mr. Li Wei ( <i>Chairman</i> )	李煒先生(主席)	1/1
Mr. Ng Yat Cheung	吳日章先生	1/1
Mr. Lam Hin Chi	藍顯賜先生	1/1

## Nomination Committee

The primary duties of the Nomination Committee include reviewing the structure, size and composition of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become board members, assessing the independence of Independent Non-executives Directors, and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

The terms of reference of the Nomination Committee are available on the Company's website and the Stock Exchange's website.

One Nomination Committee meeting has been held during the year ended 31 December 2015 for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment of Directors and assessing the independence of Independent Non-executive Directors.

## 提名委員會

提名委員會之主要職責包括每年檢討董事會之架構、規模及組成，並就任何擬作出之變動向董事會提出推薦建議，藉以與本公司之企業策略相輔相承、物色具備合適資格可擔任董事會成員之人士、評核獨立非執行董事之獨立性，以及就董事委任或重新委任及董事繼任計劃向董事會提出推薦建議。

提名委員會之職權範圍可於本公司網站及聯交所網站查閱。

於截至二零一五年十二月三十一日止年度內，提名委員會曾舉行一次會議以檢討董事會之組成、發展並制訂董事提名和委任之相關程序，並監察董事之委任及對獨立非執行董事之獨立身份進行評估。

The Nomination Committee comprises one Executive Director as chairman, and three Independent Non-executive Directors as members. The attendance of individual members at the Nomination Committee meeting is set out below:

提名委員會包括一名執行董事出任主席及三名獨立非執行董事出任成員。個別成員出席提名委員會會議之情況載列如下：

		Attendance/ Number of Meetings 出席／舉行會議次數
Mr. Li Jialin ( <i>Chairman</i> )	李佳林先生(主席)	1/1
Mr. Li Wei	李煒先生	1/1
Mr. Ng Yat Cheung	吳日章先生	1/1
Mr. Lam Hin Chi	藍顯賜先生	1/1

## Responsibilities in Respect of the Financial Statements and Auditors' Remuneration

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2015.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report".

The Company's external auditors are KPMG. The Group was charged approximately HK\$4,805,000 and HK\$957,000 by KPMG for auditing and non-auditing services respectively for the year ended 31 December 2015.

## Internal Controls

The Board is responsible for maintaining an adequate internal control system to safeguard shareholder investments and the Company's assets, and reviewing the effectiveness of such on a semi-annual basis through the Audit Committee.

The Company has maintained a tailored governance structure with defined lines of responsibility and appropriate delegation of responsibility and authority to the senior management.

## 有關財務報表及核數師酬金之責任

董事會負責就年度及中期報告、價格敏感公佈以及根據上市規則及其他監管規定須作出之其他披露呈列持平、清晰及可理解之評估。

董事確認彼等有責任編製本公司截至二零一五年十二月三十一日止年度之財務報表。

有關本公司外聘核數師就其對財務報表之申報責任之聲明載於「獨立核數師報告」內。

本公司之外聘核數師為畢馬威會計師事務所。截至二零一五年十二月三十一日止年度，畢馬威會計師事務所就審核及非審核服務向本集團分別收取約4,805,000港元及957,000港元。

## 內部監控

董事會負責維持充足內部監控制度，以保障股東投資及本公司資產，並負責透過審核委員會每半年對其成效進行檢討。

本公司設有切合本身所需的管治架構，且具備明確之責任劃分，並向高級管理層授予適當之責任及授權。

The management of the Company is responsible for establishing the Group's internal control framework, covering all material controls including financial, operational and compliance controls. The internal control framework also provides for identification and management of risk.

The management also conducts periodic independent reviews on the operations of individual divisions to identify any irregularities and risks, develops action plans and recommendations to address the identified risks, and reports to the Audit Committee on any key findings. The Audit Committee, in turn, reports to the Board on any material issues and makes recommendations to the Board.

The Directors have conducted an annual review of the adequacy of resources, qualifications and experience of staffing of the financial reporting function as well as the oversight role of the Audit Committee and consider that the existing internal control system of the Group is effective and adequate.

## Shareholders' Rights

### Procedures for Shareholders to Convene an Extraordinary General Meeting

Pursuant to Article 58 of the Company's Articles of Associations, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meeting of the Company, shall at all times have the right, by written requisition to the Board or the Company Secretary of the Company, 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 months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### Procedures for Shareholders to Put Enquiries to the Board

Enquiries from shareholders are dealt with in an informative and timely manner. Shareholders may at any time send their enquiries and concerns to the Board in writing to the Company's principal place of business in Hong Kong at Unit 3312, 33/F, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong for the attention of the company secretary.

The Company Secretary shall forward the shareholders' enquiries and concerns to the Board and/or relevant board committees of the Company, where appropriate, to answer the shareholders' questions.

本公司之管理層負責建立本集團內部監控架構，範圍涵蓋所有重要監控，包括財務、營運及合規監控。內部監控架構亦對風險識別及管理作出規定。

管理層亦對個別部門營運進行定期獨立檢討以識別有否任何違規事項及風險、制定行動計劃及提出推薦建議以處理所識別之風險，並向審核委員會報告任何主要發現。審核委員會則向董事會報告任何重大事項並向董事會提出推薦建議。

董事已對資源充足性、履行財務申報職能人員之資格及經驗以及審核委員會之監督角色進行年度檢討，並認為本集團之現有內部監控制度屬有效及足夠。

## 股東權利

### 股東召開股東特別大會之程序

根據本公司之組織章程細則第58條，任何一名或多名於遞呈要求之日期持有不少於附帶本公司股東大會表決權之本公司實繳股本十分之一的股東，隨時均有權透過向董事會或本公司之公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會須於遞呈該要求後兩個月內舉行。倘於有關遞呈後二十一日內，董事會未有著手召開該大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付由遞呈要求人士因董事會未能召開大會而產生之所有合理開支。

### 股東向董事會提出查詢之程序

股東之查詢將會適時並詳盡處理。股東可隨時向董事會提出查詢及關注，以書面形式發送至本公司於香港之主要營業地點，地址為香港干諾道中200號信德中心招商局大廈33樓3312室，註明收件人為公司秘書。

公司秘書將轉交股東之查詢及關注事項予本公司之董事會及／或有關董事委員會(按適當者)，以回覆股東之提問。

## Procedures for Shareholders to Put Forward Proposals at General Meetings

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law or the Articles of Association of the Company. Shareholders who wish to propose a resolution may request the Company to convene a general meeting by following the procedures set out in “Procedures for Shareholders to Convene an Extraordinary General Meeting”.

Regarding the procedures for shareholders to propose a person for election as a director, please refer to the procedures available on the Company’s website.

## Shareholders’ Communications and Investor Relations

The Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders.

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. The Chairman of the Board as well as chairmen of other Board committees, and the external auditors, are available to answer questions at the shareholders’ meetings. To safeguard the shareholders’ interests and rights, separate resolutions are proposed at shareholders’ meetings on each substantial issue, including the election of individual Directors. All resolutions proposed at the shareholders’ meetings (other than on procedural and administrative matters) will be voted by poll. The poll results shall be posted on the websites of the Stock Exchange and the Company respectively on the same day as the poll.

To promote effective communication, the Company also maintains a website at [www.vst.com.hk](http://www.vst.com.hk), where extensive information and updates on the Company’s business developments and operations, financial information, corporate governance practices and other information are posted.

During the year ended 31 December 2015, there had been no significant change in the Company’s constitutional documents.

## 股東於股東大會上提呈議案之程序

開曼群島公司法或本公司之組織章程細則下均無准許股東於股東大會上提呈新決議案之條文。股東如欲提呈決議案，可按「股東召開股東特別大會之程序」所載之程序要求本公司召開股東大會。

有關股東提名候選董事人選之程序請參閱本公司網站所載之程序。

## 與股東之溝通及投資者關係

本公司已建立多種與其股東、投資者及其他持份者溝通之渠道。

本公司股東大會提供股東與董事會互相溝通之機會。董事會主席及其他董事委員會主席以及外聘核數師均會出席股東大會，以回應提問。為保障股東之權益及權利，於股東大會上，將就各項重要事項(包括選舉個別董事)提呈獨立決議案。所有於股東大會上提呈之決議案(有關程序及行政事宜之決議案除外)將以投票方式表決。投票結果將於投票當日分別於聯交所及本公司網站刊登。

為促進有效溝通，本公司亦設有網站 [www.vst.com.hk](http://www.vst.com.hk)，登載本公司業務發展及營運之廣泛資料及最新情況、財務資料、企業管治常規及其他資料。

於截至二零一五年十二月三十一日止年度內，本公司章程文件概無任何重大變動。

# Biographical Details of Directors and Company Secretary

## 董事及公司秘書履歷

### Executive Directors



**Mr. LI Jialin**, aged 54, is one of the founders of the Group and is the Company's Chairman and Chief Executive Officer and Executive Director. Mr. Li is also the director of VST Computers (H.K.) Limited ("VST Computers"), a subsidiary of the Company. He is responsible for the overall management and strategic positioning of the Group. Mr. Li graduated from Tsinghua University of the People's Republic of China with a Degree of Bachelor of Engineering in 1983 and

a Master Degree in Management Engineering in 1986. Mr. Li is the spouse of Ms. Liu Li, a Non-executive Director of the Company.



**Mr. ONG Wei Hiam, William**, aged 44, is an Executive Director and the Chief Financial Officer of the Company. Mr. Ong is also the director of VST Computers, a subsidiary of the Company. He is responsible for the overall financial management of the Group. Mr. Ong holds a Bachelor Degree in Economics from University College London and a Master Degree in Analysis, Design & Management of Information Systems from the London School of Economics and Political Science. Mr. Ong is a member of the Institute

of Chartered Accountants in England and Wales, and a fellow of the Hong Kong Institute of Certified Public Accountants.



**Ms. CHOW Ying Chi**, aged 47, is an Executive Director and the Group Chief Operating Officer of the Company. Ms. Chow has been working with the Group since 1996. Ms. Chow started working in business development for the East and North China region and was appointed as operation director of the Company in 2002. Currently, Ms. Chow is the director of VST Computers and ECS Technology (China) Limited ("ECS China"), both are subsidiaries of the Company. Ms. Chow is responsible for the overall

business operations and management of VST Computers, and operation review and management of the development in ERP solution for ECS China. Ms. Chow holds a Bachelor Degree of Arts (Honours) in International Business from the University of Huddersfield in the United Kingdom.

### 執行董事

**李佳林先生**，54歲，本集團之創辦人之一及本公司主席、行政總裁兼執行董事。李先生亦為本公司附屬公司偉仕電腦(香港)有限公司(「偉仕電腦」)之董事。彼負責本集團之整體管理工作及策略制定。李先生畢業於中華人民共和國清華大學，於一九八三年取得工程學學士學位，並於一九八六年取得管理工程碩士學位。李先生為本公司非執行董事劉莉女士的配偶。

**王偉圻先生**，44歲，本公司執行董事兼首席財務總監。王先生亦為本公司附屬公司偉仕電腦之董事。彼負責本集團之整體財務管理。王先生持有倫敦大學學院經濟學學士學位及倫敦政治經濟學院資訊系統分析、設計及管理學碩士學位。王先生為英格蘭及威爾斯特許會計師協會會員及香港會計師公會資深會員。

**鄒英姿女士**，47歲，本公司執行董事兼集團首席營運總監。鄒女士自一九九六年起於本集團任職。鄒女士最初負責華東及華北地區之業務發展，於二零零二年獲委任為本公司之營運總監。目前，鄒女士為偉仕電腦及佳杰科技(中國)有限公司(「佳杰中國」)之董事，上述公司均為本公司附屬公司。鄒女士負責偉仕電腦之整體業務營運及管理以及佳杰中國之營運監督及ERP解決方案開發管理。鄒女士持有英國哈德斯菲爾德大學之國際商務文學士(榮譽)學位。

## Biographical Details of Directors and Company Secretary (continued) 董事及公司秘書履歷(續)



**Mr. CHAN Hoi Chau**, aged 46, appointed as an Executive Director of the Company in July 2009. He holds a Bachelor Degree in Electrical Engineering from the University of Wisconsin-Madison in the United States of America. Mr. Chan has over 20 years of experience in personal computer and semiconductor industry. Mr. Chan is currently the Senior Vice President — Product Management of VST Computers, an indirectly wholly owned subsidiary of the Company.

Prior to joining the Company in 2005, Mr. Chan served as the Distribution Director of Advanced Micro Devices and was in charge of the distribution business in China and Hong Kong.

**陳海洲先生**，46歲，於二零零九年七月獲委任為本公司執行董事。彼持有美國威斯康辛(麥迪遜校區)大學頒授之電機工程學士學位。陳先生於個人電腦及半導體行業積逾20年經驗。陳先生現時為本公司間接全資附屬公司偉仕電腦之高級副總裁—產品管理。於二零零五年加入本公司前，陳先生擔任Advanced Micro Devices之分銷總監，負責中國及香港區之分銷業務。

## Non-Executive Directors



**Ms. LIU Li**, aged 52, appointed as a Non-executive Director of the Company in June 2011. Ms. Liu was one of the founders of the Group and had been responsible for the overall operations of the Group's business in the mainland China from 1991 to 1999 before the Company was listed on the Stock Exchange in 2002. Ms. Liu holds a bachelor degree in Beijing Construction Engineering University. Ms. Liu is the spouse of Mr. Li Jialin, the Chairman and Chief Executive Officer and Executive Director of the Company.

## 非執行董事

**劉莉女士**，52歲，於二零一一年六月獲委任為本公司非執行董事。劉女士為本集團創辦人之一，在本公司於二零零二年在聯交所上市前，彼於一九九一年至一九九九年間負責本集團中國內地業務之整體營運。劉女士持有北京建築工程大學學士學位。劉女士為本公司主席兼行政總裁及執行董事李佳林先生之配偶。



**Mr. LIANG Xin**, aged 44, appointed as a Non-executive Director of the Company in December 2013. Mr. Liang graduated with a Bachelor Degree from the Department of Statistics of the Shanghai University of Finance and Economics in the People's Republic of China in 1992. Mr. Liang obtained a Master Degree in Finance from the Xiamen University in the PRC in 2005. From 1992 to 2004, Mr. Liang has held various positions in the PRC government and the private

sector. Mr. Liang has worked as a section officer in the Division of Human Resources and Education of Fujian Provincial Department of Finance. Mr. Liang has also worked as a section officer in 福建華興信託投資公司 (Fujian Huaxing Trust and Investment Company Limited). Mr. Liang has worked as a head of general office in 華興證券 (Huaxing Securities Company Limited) ("Huaxing Securities") and has held the position of general manager in the Research and Development Department, the Securities Trading Department and the Investment Banking Department in Huaxing Securities where he was responsible for the stock and futures trading and investment banking businesses. Mr. Liang has participated in a number of initial public offering, listing recommendation, reorganisation and acquisition and distribution work in the PRC. Since June 2004, Mr. Liang has served as head of investment department, secretary of the board of directors, and vice president in Shenzhen Eternal Asia Supply Chain Management Ltd. (深圳市怡亞通供應鏈股份有限公司), the issued shares of which are listed in the Shenzhen Stock Exchange.

梁欣先生，44歲，於二零一三年十二月獲委任為本公司非執行董事。梁先生於一九九二年畢業於中華人民共和國上海財經大學統計學系，獲頒授學士學位。梁先生於二零零五年取得中國廈門大學金融學碩士學位。一九九二年至二零零四年，梁先生曾於中國政府及私營公司歷任多職。梁先生曾任福建省財政廳人事教育處科員。梁先生亦曾任福建華興信託投資公司科員。梁先生曾擔任華興證券(「華興證券」)辦公室主任，並於華興證券的研究發展部、證券交易部及投資銀行部出任總經理，負責股票及期貨買賣以及投資銀行業務。梁先生曾參與中國多項首次公開發行、上市推薦、重組收購及分銷工作。自二零零四年六月起，梁先生出任深圳市怡亞通供應鏈股份有限公司的投資部主管、董事會秘書及副總經理，該公司之已發行股份於深圳證券交易所上市。

## Independent Non-Executive Directors



**Mr. LI Wei**, aged 61, was educated in the PRC, Germany and Australia. He has over 20 years of experience in establishing and operating businesses in Asia, particularly in Hong Kong and the PRC. Mr. Li has previously served as the Managing Director of a number of listed companies in Hong Kong. Mr. Li has been appointed as an Independent Non-executive Director of the Company in August 2007. He also serves as the Chairman of Remuneration Committee and members of Audit Committee and Nomination Committee of the Company.

## 獨立非執行董事

李煒先生，61歲，於中國、德國及澳洲接受教育。彼於亞洲(尤其是香港及中國)設立及經營業務方面積逾20年經驗。李先生曾擔任多間香港上市公司之董事總經理。李先生於二零零七年八月獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會主席以及審核委員會及提名委員會成員。



## Biographical Details of Directors and Company Secretary (continued) 董事及公司秘書履歷(續)



**Mr. NG Yat Cheung, JP**, aged 60, appointed as an Independent Non-executive Director of the Company in September 2011. Mr. Ng holds an Associate Degree in Arts in Business Data Processing from Chabot College in the United States. Mr. Ng holds offices as director with a number of private companies which are principally engaged in technology, property development, finance and property holding. Mr. Ng is also an independent non-executive director of China Agri-Products Exchange

Limited and Tao Heung Holdings Limited, the shares of both companies are listed on the Main Board of the Stock Exchange. He also serves as the members of Audit Committee, Remuneration Committee and Nomination Committee of the Company.



**Mr. LAM Hin Chi**, aged 51, appointed as an Independent Non-executive Director of the Company in June 2014. Mr. Lam graduated from the Hong Kong Polytechnic University with a Professional Diploma in Management Accountancy and a Bachelor of Arts (Honours) in Accountancy. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the

Chartered Institute of Management Accountants. Mr. Lam has over 26 years of experience in finance, auditing and accounting. Mr. Lam currently is an independent non-executive director of Merry Garden Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange. He also serves as the Chairman of Audit Committee and members of Remuneration Committee and Nomination Committee of the Company.

**吳日章先生**，太平紳士，60歲，於二零一一年九月獲委任為本公司獨立非執行董事。吳先生持有美國沙博學院頒授之副文學士學位，主修商業數據處理。吳先生於若干私營公司擔任董事職位，而該等公司主要從事科技、物業發展、金融及持有物業。吳先生亦為聯交所主板上市公司中國農產品交易有限公司及稻香控股有限公司之獨立非執行董事。彼亦為本公司審核委員會、薪酬委員會及提名委員會成員。

**藍顯賜先生**，51歲，於二零一四年六月獲委任為本公司獨立非執行董事。藍先生於香港理工大學畢業，並取得管理會計學專業文憑及會計學(榮譽)文學士學位。彼為英國特許公認會計師公會之資深會員、英格蘭及威爾斯特許會計師公會、香港會計師公會及英國特許管理會計師公會會員。藍先生於財務、審計及會計範疇積逾26年經驗。藍先生目前為美麗家園控股有限公司(其股份於聯交所主板上市)的獨立非執行董事。彼亦擔任本公司審核委員會主席、薪酬委員會及提名委員會成員。

## Company Secretary



**Ms. YUE Cheuk Ying**, aged 35, appointed as the company secretary of the Company in September 2011 and is responsible for the secretarial matters of the Group. She holds a Bachelor of Arts (Honours) in Public and Social Administration and a Master of Science in Professional Accounting and Corporate Governance from the City University of Hong Kong. She is a member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. She joined the Group in December 2009.

## 公司秘書

**余卓盈女士**，35歲，於二零一一年九月獲委任為本公司之公司秘書，負責本集團之秘書事宜。彼持有香港城市大學公共及社會行政(榮譽)文學士學位及專業會計與企業管治理學碩士學位。彼為香港特許秘書公會會員及特許秘書及行政人員公會會員。彼於二零零九年十二月加入本集團。

The directors (the "Directors") of VST Holdings Limited (the "Company") are pleased to present their annual report together with the audited financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2015.

## Principal Activities

The Company is an investment holding company. Its subsidiaries are principally engaged in the distribution of information technology ("IT") products and the provision of enterprise systems and IT services.

Particulars of the Company's subsidiaries are set out in note 7 to the financial statements.

## Business Review

A review of the business of the Group during the year and a discussion on the Group's future development are provided in the Chairman's Statement and the Management Discussion and Analysis on pages 6 to 8 and pages 10 to 15 respectively of this annual report. A description of possible risks and uncertainties that the Group may be facing, discussion on the Group's environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are contained in the Management Discussion and Analysis on pages 10 to 15 of this annual report. In addition, an analysis of the Group's performance during the year using financial key performance indicators is presented in the Financial Summary on page 140 of this annual report.

## Major Customers and Suppliers

The largest customer for the year ended 31 December 2015 represented approximately 12.7% (2014: approximately 16.5%) of the Group's total revenue, and the combined total of the five largest customers accounted for approximately 27% (2014: approximately 28.2%) of the Group's total revenue for the year ended 31 December 2015.

In addition, the largest supplier for the year ended 31 December 2015 represented approximately 23.6% (2014: approximately 26.8%) of the Group's total purchases, and the combined total of the five largest suppliers accounted for approximately 71.3% (2014: approximately 70.7%) of the Group's total purchases for the year ended 31 December 2015.

偉仕控股有限公司(「本公司」)之董事(「董事」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零一五年十二月三十一日止年度之年報及經審核財務報表。

## 主要業務

本公司為一間投資控股公司。其附屬公司主要從事分銷資訊科技(「資訊科技」)產品以及供應企業系統及資訊科技服務。

本公司附屬公司之詳情載於財務報表附註7。

## 業務回顧

本集團年內業務回顧及針對本集團未來發展的討論分別載於本年報第6至8頁的主席報告書及第10至15頁的管理層討論及分析中。本集團可能面對的潛在風險及不確定因素描述、針對本集團環境政策的討論、與其主要持份者的關係以及遵守相關法律及法規(對本集團有重大影響者)的情況等事宜，均載於本年報第10至15頁的管理層討論及分析中。此外，以財務主要表現指標表示的本集團年內表現分析則載於本年報第140頁的財務概要中。

## 主要客戶及供應商

截至二零一五年十二月三十一日止年度，最大客戶佔本集團總收益約12.7%(二零一四年：約16.5%)，而五大客戶之合併總額則佔本集團截至二零一五年十二月三十一日止年度總收益約27%(二零一四年：約28.2%)。

此外，截至二零一五年十二月三十一日止年度之最大供應商佔本集團總採購額約23.6%(二零一四年：約26.8%)，而五大供應商之合併總額則佔本集團截至二零一五年十二月三十一日止年度總採購額約71.3%(二零一四年：約70.7%)。

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

## Results and Appropriations

The results of the Group for the year ended 31 December 2015 are set out in the consolidated statement of profit or loss on page 52.

The Directors recommend the payment of a final dividend for the year ended 31 December 2015 of HK12.4 cents per ordinary share (2014: HK11.8 cents).

## Reserves

Movements in the reserves of the Group and of the Company during the year ended 31 December 2015 are set out in the consolidated statement of changes in equity on page 54 and note 15 to the financial statements respectively.

## Borrowings

Particulars of the Group's borrowings are set out in note 18 to the financial statements.

## Share Capital

Details of the movements in share capital of the Company are set out in note 13 to the financial statements.

## Distributable Reserves

At 31 December 2015, the Company's reserves available for distribution, which include share premium, capital reserve and retained earnings, amounted to approximately HK\$608,482,000 (2014: approximately HK\$950,835,000).

董事、彼等之聯繫人或據董事所知擁有本公司股本5%以上之任何股東概無於上文所述之主要供應商或客戶中擁有任何權益。

## 業績及分配

本集團截至二零一五年十二月三十一日止年度之業績載於第52頁之綜合損益表。

董事建議就截至二零一五年十二月三十一日止年度派付末期股息每股普通股12.4港仙(二零一四年: 11.8港仙)。

## 儲備

本集團及本公司於截至二零一五年十二月三十一日止年度內之儲備變動分別載於第54頁之綜合權益變動表及財務報表附註15。

## 借貸

本集團借貸之詳情載於財務報表附註18。

## 股本

本公司股本變動之詳情載於財務報表附註13。

## 可供分派儲備

於二零一五年十二月三十一日, 本公司可供分派之儲備(包括股份溢價、資本儲備及保留盈利)約達608,482,000港元(二零一四年: 約950,835,000港元)。

## Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association and there is no restriction against such rights under the Companies Law (revised) of the Cayman Islands.

## 優先購股權

本公司之組織章程細則並無有關優先購股權之條文，而開曼群島公司法(經修訂)亦無有關該等權利之限制。

## Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 140.

## 五年財務概要

本集團於過往五個財政年度之業績及資產與負債概要載於第140頁。

## Purchase, Sale or Redemption of Securities

During the year ended 31 December 2015, the Company repurchased 70,072,000 ordinary shares of the Company on the Stock Exchange. The repurchased shares were cancelled. Details of the repurchase of shares by the Company are as follows:

## 購買、出售或贖回證券

於截至二零一五年十二月三十一日止年度內，本公司於聯交所購回本公司70,072,000股普通股。購回股份已被註銷。有關本公司購回股份之詳情如下：

Month of repurchase	No. of shares repurchased	Highest price per share (HK\$)	Lowest price per share (HK\$)	Aggregate price paid (HK\$)
購回月份	購回股份數目	每股股份最高價(港元)	每股股份最低價(港元)	已付總價格(港元)
July 2015 二零一五年七月	1,470,000	2.49	2.30	3,519,040
August 2015 二零一五年八月	7,068,000	2.20	1.99	14,661,100
September 2015 二零一五年九月	61,084,000	2.26	2.07	133,934,420
October 2015 二零一五年十月	450,000	2.18	2.11	973,400
	70,072,000			153,087,960

The Board believes that such repurchase of shares will lead to an enhancement of the net asset value of the Company and/or its earnings per share. Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

董事會認為，有關股份購回可改善本公司淨資產及／或其每股盈利。除上文所披露者外，本公司或其任何附屬公司概無購買、出售或贖回任何本公司股份。

## Directors

The Directors of the Company who held office during the year ended 31 December 2015 and up to the date of this report are:

### Executive Directors

Mr. Li Jialin (*Chairman and Chief Executive Officer*)  
Mr. Ong Wei Hiam, William  
Ms. Chow Ying Chi  
Mr. Chan Hoi Chau

### Non-executive Directors

Ms. Liu Li  
Mr. Liang Xin

### Independent Non-executive Directors

Mr. Li Wei  
Mr. Ng Yat Cheung  
Mr. Lam Hin Chi

In accordance with Article 87 of the Company's Articles of Association, Mr. Chan Hoi Chau, Ms. Liu Li and Mr. Ng Yat Cheung will retire by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting. Ms. Liu Li and Mr. Ng Yat Cheung will retire as a Non-executive Director and an Independent Non-executive Director of the Company respectively with effect from the conclusion of the forthcoming annual general meeting and will not offer themselves for re-election.

In accordance with Article 86(2) of the Company's Articles of Association, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board. Subject to the approval by the shareholders of the Company at the forthcoming Annual General Meeting, the Board proposed to appoint Mr. Li Yue and Mr. Yao Jie as the Executive Directors of the Company and Mr. Hung Wai Man and Mr. Wang Xiaolong as the Independent Non-executive Directors of the Company with effect from the conclusion of the forthcoming Annual General Meeting.

The Company confirms that it has received from each of its Independent Non-executive Directors an annual confirmation of his independence pursuant to the Listing Rules and the Company considers the Independent Non-executive Directors to be independent.

## 董事

於截至二零一五年十二月三十一日止年度內及直至本報告日期在任之本公司董事為：

### 執行董事

李佳林先生(主席兼行政總裁)  
王偉焯先生  
鄒英姿女士  
陳海洲先生

### 非執行董事

劉莉女士  
梁欣先生

### 獨立非執行董事

李煒先生  
吳日章先生  
藍顯賜先生

根據本公司之組織章程細則第87條，陳海洲先生、劉莉女士及吳日章先生將於應屆股東週年大會上輪值退任，並符合資格且願意膺選連任。劉莉女士及吳日章先生將分別退任本公司非執行董事及獨立非執行董事，並於應屆股東週年大會結束時生效，且不會膺選連任。

根據本公司組織章程細則第86(2)條，本公司可通過普通決議案選舉任何人士擔任董事，以填補董事會的臨時空缺或增加現有董事人數。受限於本公司股東於應屆股東週年大會上批准，董事會擬委任李玥先生及姚杰先生為本公司執行董事，以及委任洪為民先生及王曉龍先生為本公司獨立非執行董事，並自應屆股東週年大會結束時生效。

本公司確認已根據上市規則獲得其各獨立非執行董事就彼等之獨立性作出年度確認，而本公司認為獨立非執行董事均為獨立人士。

## Directors' Service Contracts

### Executive Directors

Each Director of the Company has either entered a service contract with the Company or has an appointment letter. The Directors are not appointed for any specific length or proposed length of services and their term of service shall continue unless and until terminated by either party by a specific months of notice in writing.

Under the service agreements, the annual emoluments of each Executive Director is fixed and the remuneration payable to each of them will be reviewed by the Board each year.

### Non-executive Directors

The Independent Non-executive Directors are appointed by the Board but subject to re-election or retirement by rotation at each annual general meeting as appropriate.

Save as disclosed above, no Director has an unexpired service contract which is not terminable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

## Directors' Interests in Contracts

No contracts of significance in relation to the Group's business to which the Company or any of the companies comprising the Group was a party and in which a Director had a material interest, either directly or indirectly, subsisted at the year ended 31 December 2015 or at any time during the year under review.

## Biographical Details of Directors and Company Secretary

Brief biographical details of Directors and Company Secretary are set out on pages 29 to 32.

## 董事之服務合約

### 執行董事

本公司各董事已與本公司訂立服務合約或獲發委任函。董事並非按任何特定任期或建議任期委任，除非及直至任何一方發出指定月數之書面通知予以終止，否則彼等的任期將一直持續。

根據服務協議，各執行董事之年度酬金為固定，而董事會將會每年檢討應付予各執行董事之薪酬。

### 非執行董事

獨立非執行董事由董事會委任，惟須於適當時在每屆股東週年大會上重選或輪值退任。

除上文所披露者外，董事概無訂立任何本公司或其任何附屬公司不可於一年內免付賠償（一般法定責任除外）而終止之未屆滿服務合約。

## 董事於合約之權益

於截至二零一五年十二月三十一日止年度或回顧年度內任何時間，概無本公司或組成本集團之任何公司所訂立而與本集團業務有關連且各董事直接或間接擁有重大權益之重大合約存續。

## 董事及公司秘書履歷

董事及公司秘書履歷概要載於第29至32頁。

## Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2015, the interests and short positions of the Directors and the chief executive of the Company in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)) (the "SFO") which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions of which they were taken or deemed to have under such provisions of the SFO) and/or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which would have to be notified to the Company and the Stock Exchange pursuant to the Listing Rules were as follows:

## 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於二零一五年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括彼等根據證券及期貨條例該等條文被當作或視為擁有之權益及／或淡倉），及／或須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或根據上市規則須知會本公司及聯交所之權益及淡倉如下：

### Interests in shares and underlying shares of the Company

### 於本公司股份及相關股份之權益

Name of Director 董事姓名	Long/Short Position 好／淡倉	Capacity 身份	Number of ordinary shares or underlying shares held 持有普通股或相關股份數量	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比
Mr. Li Jialin 李佳林先生	Long 好倉	Beneficial owner 實益擁有人	67,323,200	4.63%
	Long 好倉	Beneficial owner 實益擁有人	1,800,000 Share options 份購股權	0.12%
	Long 好倉	Interest of a controlled corporation 受控法團權益	290,340,000 (Note 1) (附註1)	19.95%
	Long 好倉	Family interest 家族權益	204,309,600 (Note 2) (附註2)	14.04%
Mr. Ong Wei Hiam, William 王偉焯先生	Long 好倉	Beneficial owner 實益擁有人	249,600	0.02%
	Long 好倉	Beneficial owner 實益擁有人	1,440,000 Share options 份購股權	0.10%

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

董事及主要行政人員於股份、相關股份及債權證之權益及淡倉(續)

Interests in shares and underlying shares of the Company (continued)

於本公司股份及相關股份之權益(續)

Name of Director 董事姓名	Long/Short Position 好倉/淡倉	Capacity 身份	Number of ordinary shares or underlying shares held 持有普通股或相關股份數量	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比
Ms. Chow Ying Chi 鄒英姿女士	Long 好倉	Beneficial owner 實益擁有人	1,440,000 Share options 份購股權	0.10%
Mr. Chan Hoi Chau 陳海洲先生	Long 好倉	Beneficial owner 實益擁有人	1,440,000 Share options 份購股權	0.10%
Ms. Liu Li 劉莉女士	Long 好倉	Beneficial owner 實益擁有人	204,309,600	14.04%
	Long 好倉	Interest of a controlled corporation 受控法團權益	290,340,000 (Note 1) (附註1)	19.95%
	Long 好倉	Family interest 家族權益	67,323,200 (Note 3) (附註3)	4.63%
	Long 好倉	Family interest 家族權益	1,800,000 Share options (Note 4) 份購股權(附註4)	0.12%
Mr. Li Wei 李煒先生	Long 好倉	Beneficial owner 實益擁有人	240,000 Share options 份購股權	0.02%



## Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

### Interests in shares and underlying shares of the Company (continued)

Notes:

1. 290,340,000 shares of the Company are held by L & L Limited, the entire issued share capital of which is equally held by Mr. Li Jialin and his spouse, Ms. Liu Li.
2. 204,309,600 shares of the Company are held by Ms. Liu Li, the spouse of Mr. Li Jialin.
3. 67,323,200 shares of the Company are held by Mr. Li Jialin, the spouse of Ms. Liu Li.
4. 1,800,000 share options of the Company are held by Mr. Li Jialin, the spouse of Ms. Liu Li.

Save as disclosed above, as at 31 December 2015, none of the Directors nor the chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions of which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, to be notified to the Company and the Stock Exchange.

## 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉(續)

### 於本公司股份及相關股份之權益(續)

附註：

1. 本公司之290,340,000股股份由L & L Limited持有，而該公司之全部已發行股本由李佳林先生及其配偶劉莉女士均等持有。
2. 本公司之204,309,600股股份由李佳林先生之配偶劉莉女士持有。
3. 本公司之67,323,200股股份由劉莉女士之配偶李佳林先生持有。
4. 本公司之1,800,000份購股權由劉莉女士之配偶李佳林先生持有。

除上文所披露者外，於二零一五年十二月三十一日，概無本公司董事或主要行政人員於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉(包括彼等根據證券及期貨條例該等條文被當作或視作擁有之權益及/或淡倉)，或須根據證券及期貨條例第352條之規定記入該條所指登記冊之任何權益或淡倉，或根據上市規則中上市公司董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2015, so far is known to the Directors, the following persons had an interest and/or a short position in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and/or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other members of the Group:

## 主要股東及其他人士於股份、相關股份及債權證之權益及淡倉

於二零一五年十二月三十一日，就董事所知，以下人士於本公司之股份及／或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益及／或淡倉，及／或須記入本公司根據證券及期貨條例第336條存置之登記冊之權益及／或淡倉，及／或於附有投票權可在任何情況下於本集團任何其他成員公司之股東大會上投票之任何類別股本中直接或間接擁有面值5%或以上之權益：

Name of Shareholder	Long/Short Position	Capacity	Number of ordinary shares or underlying shares held	Approximate percentage of shareholding
股東姓名／名稱	好／淡倉	身份	持有普通股或相關股份數量	佔股權之概約百分比
Mr. Li Jialin 李佳林先生	Long 好倉	Beneficial owner 實益擁有人	67,323,200	4.63%
	Long 好倉	Beneficial owner 實益擁有人	1,800,000 Share options 份購股權	0.12%
	Long 好倉	Interest of a controlled corporation 受控法團權益	290,340,000 (Note 1) (附註1)	19.95%
	Long 好倉	Family interest 家族權益	204,309,600 (Note 2) (附註2)	14.04%
Ms. Liu Li 劉莉女士	Long 好倉	Beneficial owner 實益擁有人	204,309,600	14.04%
	Long 好倉	Interest of a controlled corporation 受控法團權益	290,340,000 (Note 1) (附註1)	19.95%
	Long 好倉	Family interest 家族權益	67,323,200 (Note 3) (附註3)	4.63%
	Long 好倉	Family interest 家族權益	1,800,000 Share options (Note 4) 份購股權(附註4)	0.12%

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

主要股東及其他人士於股份、相關股份及債權證之權益及淡倉(續)

Name of Shareholder	Long/Short Position	Capacity	Number of ordinary shares or underlying shares held	Approximate percentage of shareholding
股東姓名／名稱	好／淡倉	身份	持有普通股或相關股份數量	佔股權之概約百分比
L & L Limited	Long 好倉	Beneficial owner 實益擁有人	290,340,000 (Note 5) (附註5)	19.95%
Eternal Asia (HK) Limited	Long 好倉	Beneficial owner 實益擁有人	252,211,988 (Note 6) (附註6)	17.33%
深圳市怡亞通供應鏈股份有限公司	Long 好倉	Interest of a controlled corporation 受控法團權益	252,211,998 (Note 7) (附註7)	17.33%
深圳市怡亞通投資控股有限公司	Long 好倉	Interest of a controlled corporation 受控法團權益	252,211,998 (Note 8) (附註8)	17.33%
Mr. Zhou Guohui 周國輝先生	Long 好倉	Interest of a controlled corporation 受控法團權益	252,211,998 (Note 8) (附註8)	17.33%
中國進出口銀行	Long 好倉	Security interest in shares 股份抵押權益	252,211,998 (Note 9) (附註9)	17.33%
People's Bank of China 中國人民銀行	Long 好倉	Interest of a controlled corporation 受控法團權益	252,211,998 (Note 9) (附註9)	17.33%
Fidelity	Long 好倉	Investment manager 投資經理	163,755,600	11.25%
Ntasian Discovery Master Fund	Long 好倉	Beneficial owner 實益擁有人	120,000,000	8.25%
Mutual Funds Elite	Long 好倉	Custodian corporation 託管公司	76,174,400	5.23%

## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

### Notes:

- 290,340,000 shares of the Company are held by L & L Limited, the entire issued share capital of which is equally held by Mr. Li Jialin and his spouse, Ms. Liu Li.
- 204,309,600 shares of the Company are held by Ms. Liu Li, the spouse of Mr. Li Jialin.
- 67,323,200 shares of the Company are held by Mr. Li Jialin, the spouse of Ms. Liu Li.
- 1,800,000 share options of the Company are held by Mr. Li Jialin, the spouse of Ms. Liu Li.
- The entire issued share capital of L & L Limited is equally held by Mr. Li Jialin and his spouse, Ms. Liu Li.
- The entire issued share capital of Eternal Asia (HK) Limited are held by 深圳市怡亞通供應鏈股份有限公司.
- 36.72% of the shares of 深圳市怡亞通供應鏈股份有限公司 are held by 深圳市怡亞通投資控股有限公司.
- 100% of the shares of 深圳市怡亞通投資控股有限公司 are held by Mr. Zhou Guohui.
- The entire issued share capital of 中國進出口銀行 is held by People's Bank of China.

Save as disclosed above, as at 31 December 2015, so far is known to the Directors, no person had an interest and/or a short position in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and/or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO and/or was directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other members of the Group, or any options in respect of such capital.

## 主要股東及其他人士於股份、相關股份及債權證之權益及淡倉(續)

### 附註:

- 本公司之290,340,000股股份由L & L Limited持有，而該公司之全部已發行股本由李佳林先生及其配偶劉莉女士均等持有。
- 本公司之204,309,600股股份由李佳林先生之配偶劉莉女士持有。
- 本公司之67,323,200股股份由劉莉女士之配偶李佳林先生持有。
- 本公司之1,800,000份購股權由劉莉女士之配偶李佳林先生持有。
- L & L Limited之全部已發行股本由李佳林先生及其配偶劉莉女士均等持有。
- Eternal Asia (HK) Limited之全部已發行股本由深圳市怡亞通供應鏈股份有限公司持有。
- 深圳市怡亞通供應鏈股份有限公司之36.72%股份由深圳市怡亞通投資控股有限公司持有。
- 深圳市怡亞通投資控股有限公司之100%股份由周國輝先生持有。
- 中國進出口銀行之全部已發行股本由中國人民銀行持有。

除上文所披露者外，於二零一五年十二月三十一日，就董事所知，概無人士於本公司之股份及／或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益及／或淡倉，及／或須記入本公司根據證券及期貨條例第336條存置之登記冊之權益及／或淡倉，及／或於附有投票權可在任何情況下於本集團任何其他成員公司之股東大會上投票之任何類別股本中直接或間接擁有面值5%以上之權益或有關該股本之任何期權。

## Share Options

### Share option scheme of the Company

The share option scheme of the Company adopted on 17 April 2002 (the "Old Scheme") has expired. The Company adopted a new share option scheme (the "New Scheme") on 23 June 2015 for the purpose of providing incentives and rewards to eligible participants for their contribution to the Group. Further details of the Scheme are set out in note 14 to the financial statements.

During the year under review, no share options have been granted under the New Scheme. During the year under review, no share options have been lapsed or cancelled under the Old Scheme. Details of the share options movement under the Old Scheme are as follows:

Name or category of participant	Date of offer	As at 1 January 2015 於二零一五年一月一日	Exercised during the year 年內行使	As at 31 December 2015 於二零一五年十二月三十一日	Exercise price per share (HK\$) 每股行使價 (港元)	Exercise period 行使期
<b>Directors</b>						
<b>董事</b>						
Mr. Li Jialin 李佳林先生	23/03/2011	1,800,000	—	1,800,000	2.028	23/03/2013–22/03/2021
Mr. Ong Wei Hiam, William 王偉妍先生	23/03/2011	1,440,000	—	1,440,000	2.028	23/03/2013–22/03/2021
Ms. Chow Ying Chi 鄒英姿女士	17/02/2011	1,440,000	—	1,440,000	2.227	17/02/2013–16/02/2021
Mr. Chan Hoi Chau 陳海洲先生	23/03/2011	1,440,000	—	1,440,000	2.028	23/03/2013–22/03/2021
Mr. Li Wei 李煒先生	23/03/2011	240,000	—	240,000	2.028	23/03/2013–22/03/2021
Sub-total 小計:		6,360,000	—	6,360,000		
<b>Employees</b>	17/02/2011	10,560,000	(240,000)	10,320,000	2.227	17/02/2013–16/02/2021
<b>僱員</b>						
Total 總計:		16,920,000	(240,000)	16,680,000		

## 購股權

### 本公司購股權計劃

本公司於二零零二年四月十七日採納的購股權計劃(「舊計劃」)經已屆滿。本公司於二零一五年六月二十三日採納新購股權計劃(「新計劃」)，旨在就合資格參與者為本集團作出之貢獻提供激勵和嘉獎。該計劃之進一步詳情載於財務報表附註14內。

在回顧年度內，概無根據新計劃授出任何購股權。在回顧年度內，概無任何購股權根據舊計劃失效或註銷。舊計劃下之購股權變動詳情如下：

## Directors' Rights to Acquire Shares

Save as disclosed above, at no time during the year was the Company or any of the companies comprising the Group, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debenture of, the Company or any other body corporate and none of the Directors, their spouses or their children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year under review.

## Directors' Interests in Competing Business

The Directors consider that they have no interests in any competing business.

## Permitted Indemnity Provisions

The Articles of Association of the Company provides that the Directors or other officers of the Company shall be indemnified and secured harmless out of the assets of the Company against all losses and liabilities which they may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty. The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors and officers arising out of corporate activities.

## Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2015.

## 董事收購股份之權利

除上文所披露者外，於年內任何時間，本公司或組成本集團之任何公司並無參與任何安排，致使本公司之董事可藉收購本公司或任何其他法人團體之股份或債權證而取得利益，而董事、彼等之配偶或其18歲以下子女於回顧年度內概無認購本公司證券之任何權利，亦無行使任何該等權利。

## 董事於競爭業務之權益

董事認為彼等並無於任何競爭業務中擁有權益。

## 獲准許彌償條文

本公司的組織章程細則規定，董事或本公司其他高級人員應獲彌償，並以本公司資產就彼等可能就或因任何已作出、同意或遺漏行為或關乎彼等履行其職權而招致或蒙受的所有損失及責任受保障。本公司已安排合適的保險，當中涵蓋董事及高級人員就對董事及高級人員因企業活動所產生之法律行動的責任。

## 管理合約

於截至二零一五年十二月三十一日止年度內，概無訂立或存有關於本公司全部或任何重大部分業務之管理及行政方面之合約。

## Connected Transactions

Connected transactions (also related party transactions) have been disclosed in note 30 to the financial statements.

The above transactions constituted connected transactions under the Listing Rules. The Directors are of the opinion that the above transactions were entered into on normal commercial terms and on an arm's length basis and the terms of the above transactions are fair and reasonable so far as the shareholders of the Company are concerned and in the interests of the Company and the shareholders of the Company taken as a whole.

The above connected transactions constituted exempted connected transactions under the Listing Rules as each of the percentage ratios is less than 0.1% as defined under the Listing Rules when the agreements were entered into.

## Directors' and Senior Management's Emoluments

A summary of the Directors and senior management's emoluments is set out in note 27 to the financial statements.

## Sufficiency of Public Float

Based on the information publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float throughout the year ended 31 December 2015.

## Corporate Governance

Details of the corporate governance are set out in the section headed "Corporate Governance Report" in this annual report.

## 關連交易

關連交易(以及關連人士交易)已於財務報表附註30內披露。

上述交易構成上市規則項下之關連交易。董事認為，上述交易乃按一般商業條款及按公平基準訂立，而上述交易之條款對本公司股東而言乃屬公平合理，並符合本公司及本公司股東整體利益。

上述關連交易構成上市規則項下之獲豁免關連交易，原因是訂立協議時，各百分比率乃低於上市規則項下所定義之0.1%。

## 董事及高級管理層酬金

董事及高級管理層之酬金概要載於財務報表附註27。

## 公眾持股量之充足性

基於本公司可公開獲得之資料並就董事所知，本公司已於截至二零一五年十二月三十一日止整個年度內維持足夠公眾持股量。

## 企業管治

企業管治詳情載於本年報「企業管治報告」一節。

## Audit Committee

The Company's audited results for the year ended 31 December 2015 have been reviewed by the Audit Committee which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

## Auditors

The financial statements of the Group for the year ended 31 December 2015 have been audited by KPMG who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

**Li Jialin**

*Chairman and Chief Executive Officer*

Hong Kong, 23 March 2016

## 審核委員會

本公司截至二零一五年十二月三十一日止年度之經審核業績已由審核委員會審閱，而審核委員會認為該等業績之編製符合適用之會計準則及規定，並已作出充分披露。

## 核數師

本集團截至二零一五年十二月三十一日止年度之財務報表已由畢馬威會計師事務所審核，彼將於本公司應屆股東週年大會上退任，並符合資格及願意獲續聘。

代表董事會

主席兼行政總裁

**李佳林**

香港，二零一六年三月二十三日



# Independent Auditor's Report

## 獨立核數師報告



### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF VST HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of VST Holdings Limited ("the Company") and its subsidiaries (together the "Group") set out on pages 50 to 139, which comprise the consolidated statement of financial position as at 31 December 2015, the consolidated statement of profit or loss, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement 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. This report is made solely to you, as a body, 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.

### 致偉仕控股有限公司列位股東的獨立核數師報告

(於開曼群島註冊成立的有限公司)

我們已審核載於第50至139頁偉仕控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此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表、截至該日止年度的綜合損益表、綜合其他全面損益表、綜合權益變動報表及綜合現金流量報表，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之責任

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作出真實公平反映的綜合財務報表，以及董事認為就編製不存在由於欺詐或錯誤而導致重大錯誤陳述的綜合財務報表屬必要的內部控制。

## 核數師之責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見。本報告僅向整體股東作出，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審核。該等準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, 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 the Group's financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### KPMG

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

23 March 2016

審核涉及執行情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，核數師考慮與該實體編製作出真實公平反映的綜合財務報表相關的內部控制，以設計於該等情況下適當的審核程序，但並非為對實體內部控制的成效發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證充足和適當地為我們的審核意見提供基礎。

## 意見

我們認為，綜合財務報表已根據香港財務報告準則真實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表現及現金流量，並已遵照香港公司條例的披露規定妥為編製。

### 畢馬威會計師事務所

執業會計師  
香港中環  
遮打道10號  
太子大廈8樓

二零一六年三月二十三日

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As 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
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	5	287,098	117,612
Goodwill	商譽	6	310,592	324,001
Interest in associates	於聯營公司的權益	8	277,805	322,780
Interest in a joint venture	於合營企業的權益	9	55,211	67,385
Deferred expenses	遞延開支	10	3,884	5,876
Deferred tax assets	遞延稅項資產	17	62,074	54,033
			996,664	891,687
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項	10	8,564,014	7,657,514
Inventories	存貨	11	3,973,973	3,085,112
Cash and cash equivalents	現金及現金等價物	12	3,233,727	1,495,111
			15,771,714	12,237,737
<b>Total assets</b>	<b>總資產</b>		<b>16,768,378</b>	<b>13,129,424</b>
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	13	145,536	152,519
Reserves	儲備		3,673,571	3,802,206
			3,819,107	3,954,725
<b>Non-controlling interests</b>	<b>非控股權益</b>		—	38,233
<b>Total equity</b>	<b>總權益</b>		<b>3,819,107</b>	<b>3,992,958</b>

Consolidated Statement of Financial Position (continued)  
綜合財務狀況表(續)

As 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
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income	遞延收入	16	4,994	7,502
Borrowings	借貸	18	985,803	376
Deferred tax liabilities	遞延稅項負債	17	27,663	36,423
			<b>1,018,460</b>	44,301
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	16	7,276,244	5,496,114
Borrowings	借貸	18	4,635,211	3,556,900
Taxation payable	應付稅項		19,356	39,151
			<b>11,930,811</b>	9,092,165
<b>Total liabilities</b>	<b>總負債</b>		<b>12,949,271</b>	9,136,466
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>16,768,378</b>	13,129,424
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>3,840,903</b>	3,145,572
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>4,837,567</b>	4,037,259

Approved and authorised for issue by the Board of Directors on 23 March 2016.

董事會於二零一六年三月二十三日批准及授權刊發。

Li Jialin  
李佳林  
Director  
董事

Chow Ying Chi  
鄒英姿  
Director  
董事

The notes on pages 57 to 139 are an integral part of these financial statements.

第57至139頁之附註構成本財務報表之一部分。

# Consolidated Statement of Profit or Loss

## 綜合損益表

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
Revenue	收益	19	45,575,640	41,892,709
Cost of sales	銷售成本		(43,878,639)	(40,220,035)
Gross profit	毛利		1,697,001	1,672,674
Other (losses)/gains, net	其他(虧損)/收入淨額	20	(2,689)	15,339
Selling and distribution expenses	銷售及分銷開支		(648,244)	(531,278)
Administrative expenses	行政開支		(368,999)	(312,838)
Operating profit	經營溢利	21	677,069	843,897
Finance costs	財務費用	22	(139,738)	(104,392)
Share of associates' profits	分佔聯營公司溢利		537,331	739,505
Share of a joint venture's loss	分佔合營企業虧損		34,686	34,939
Profit before taxation	除稅前溢利		(10,019)	(5,415)
Taxation	稅項	23	561,998	769,029
Profit for the year	年內溢利		(111,617)	(143,361)
<b>Attributable to:</b>	<b>以下人士應佔：</b>		<b>450,381</b>	<b>625,668</b>
Equity shareholders of the Company	本公司權益持有人		450,381	607,374
Non-controlling interests	非控股權益		—	18,294
			<b>450,381</b>	<b>625,668</b>
Earnings per share (HK cents per share)	每股盈利(每股港仙)			
— Basic	— 基本	26	29.94 cents 仙	40.59 cents 仙
— Diluted	— 攤薄		29.89 cents 仙	40.58 cents 仙
Dividends attributable to equity shareholders	應付權益持有人股息			
Final dividend proposed	擬派末期股息	25	180,000	180,000

The notes on pages 57 to 139 are an integral part of these financial statements.

第57至139頁之附註構成本財務報表之一部分。

# Consolidated Statement of Other Comprehensive Income

## 綜合其他全面損益表

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
Profit for the year	年內溢利	450,381	625,668
Other comprehensive income for the year, net of tax:	年內其他全面收入，除稅：		
Exchange differences	匯兌差額	(268,357)	(78,613)
Total comprehensive income for the year	年內全面收入總額	182,024	547,055
<b>Attributable to:</b>	<b>以下人士應佔：</b>		
Equity shareholders of the Company	本公司權益持有人	182,024	530,581
Non-controlling interests	非控股權益	—	16,474
Total comprehensive income for the year	年內全面收入總額	182,024	547,055

The notes on pages 57 to 139 are an integral part of these financial statements.

第57至139頁之附註構成本財務報表之一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動報表

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

		Share capital	Share premium	Capital redemption reserve	Capital reserve	General reserve	Translation reserve	Other reserve	Retained earnings	Equity attributable to the Company's shareholders	Non-controlling interests	Total equity
		股本	股份溢價	資本贖回儲備	資本儲備	一般儲備	匯兌儲備	其他儲備	保留盈利	本公司權益持有人應佔權益	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		Note (i)	Note (i)	Note (ii)	Note (iii)	Note (iv)	Note (v)	Note (vi)	Note (vi)	Note (vi)		
Balance as at 1 January 2014	於二零一四年一月一日之結餘	149,404	756,318	—	22,178	49,285	185,307	(176,494)	2,402,500	3,388,498	231,902	3,620,400
Profit for the year	年內溢利	—	—	—	—	—	—	—	607,374	607,374	18,294	625,668
Other comprehensive income	其他全面收入	—	—	—	—	—	(76,793)	—	—	(76,793)	(1,820)	(78,613)
Total comprehensive income for the year	年內全面收入總額	—	—	—	—	—	(76,793)	—	607,374	530,581	16,474	547,055
Dividends paid to non-controlling interests	向非控股權益派付之股息	—	—	—	—	—	—	—	—	—	(5,428)	(5,428)
Transfer of reserves	轉撥儲備	—	—	—	—	10,578	—	—	(10,578)	—	—	—
Dividend paid	已付股息	—	—	—	—	—	—	—	(119,524)	(119,524)	—	(119,524)
Acquisition of additional interest in a subsidiary from non-controlling interest	向非控股權益收購附屬公司額外權益	—	—	—	—	—	—	84,923	—	84,923	(224,243)	(139,320)
Share options exercised by non-controlling interests	非控股權益行使購股權	—	—	—	—	—	—	(7,581)	—	(7,581)	19,528	11,947
Issue of new shares	發行新股份	3,200	75,914	—	—	—	—	—	—	79,114	—	79,114
Share options exercised	已獲行使購股權	24	759	—	(248)	—	—	—	—	535	—	535
Share options forfeited or lapsed	已沒收或失效購股權	—	—	—	(2,779)	—	—	—	2,779	—	—	—
Shares repurchased	已購回股份	—	—	—	—	—	—	—	—	—	—	—
— Par value	— 面值	(109)	—	—	—	—	—	—	—	(109)	—	(109)
— Premium paid	— 已付溢價	—	—	—	—	—	—	—	(1,712)	(1,712)	—	(1,712)
— Transfer between reserves	— 儲備間轉撥	—	—	109	—	—	—	—	(109)	—	—	—
Balance as at 31 December 2014	於二零一四年十二月三十一日之結餘	152,519	832,991	109	19,151	59,863	108,514	(99,152)	2,880,730	3,954,725	38,233	3,992,958
Representing:	代表:											
Share capital	股本											152,519
Reserves	儲備											3,622,206
Proposed dividend	擬派股息											180,000
												3,954,725
Balance as at 1 January 2015	於二零一五年一月一日之結餘	152,519	832,991	109	19,151	59,863	108,514	(99,152)	2,880,730	3,954,725	38,233	3,992,958
Profit for the year	年內溢利	—	—	—	—	—	—	—	450,381	450,381	—	450,381
Other comprehensive income	其他全面收入	—	—	—	—	—	(268,357)	—	—	(268,357)	—	(268,357)
Total comprehensive income for the year	年內全面收入總額	—	—	—	—	—	(268,357)	—	450,381	182,024	—	182,024
Dividend paid	已付股息	—	—	—	—	—	—	—	(180,001)	(180,001)	—	(180,001)
Acquisition of additional interest in a subsidiary from non-controlling interest	向非控股權益收購附屬公司額外權益	—	—	—	—	—	—	14,913	—	14,913	(38,233)	(23,320)
Share options exercised	已獲行使購股權	24	791	—	(281)	—	—	—	—	534	—	534
Shares repurchased	已購回股份	—	—	—	—	—	—	—	—	—	—	—
— Par value	— 面值	(7,007)	—	—	—	—	—	—	—	(7,007)	—	(7,007)
— Premium paid	— 已付溢價	—	—	—	—	—	—	—	(146,081)	(146,081)	—	(146,081)
— Transfer between reserves	— 儲備間轉撥	—	—	7,007	—	—	—	—	(7,007)	—	—	—
Balance as at 31 December 2015	於二零一五年十二月三十一日之結餘	145,536	833,782	7,116	18,870	59,863	(159,843)	(84,239)	2,998,022	3,819,107	—	3,819,107
Representing:	代表:											
Share capital	股本											145,536
Reserves	儲備											3,493,571
Proposed dividend	擬派股息											180,000
												3,819,107

The notes on pages 57 to 139 are an integral part of these financial statements.

第57至139頁之附註構成本財務報表之一部分。

Consolidated Statement of Changes in Equity (continued)  
綜合權益變動報表(續)

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

Notes:

- (i) The share premium account of the Group includes: (a) the difference between the nominal values of the share capital of the subsidiaries acquired and that of the Company issued in exchange pursuant to the Group reorganisation in April 2002; (b) the capitalisation issue in April 2002; and (c) the premium arising from the new issue of shares, net of share issuance costs.

In accordance with the Companies Law (revised) of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium may also be distributed in the form of fully paid bonus shares.

- (ii) The capital redemption reserve comprises the par value of the cancelled shares of the Company transferred from retained earnings pursuant to Companies Law (revised) of the Cayman Islands.
- (iii) The capital reserve comprises the fair value of the actual or estimated number of unexercised share options granted to employees of the Company and the Group recognised in accordance with the accounting policy adopted for share-based payments in Note 2.16(d).
- (iv) According to the current the Company Law of the People's Republic of China ("PRC"), the PRC subsidiaries of the Group are required to transfer 10% of their profits after taxation to the statutory surplus reserve until the statutory surplus reserve balance reaches 50% of the registered capital. For the purpose of calculating the amount to be transferred to the reserve, the profit after taxation is the amount determined under PRC accounting standards. The amount of transfer to this reserve has to be made before profit distribution to shareholders. In accordance with the relevant regulations, this reserve may be used to make up any losses incurred or to increase the registered capital of the PRC subsidiaries.
- (v) The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries. The reserve is dealt with in accordance with the accounting policy set out in Note 2.3(c).
- (vi) Other reserve comprises the difference between the consideration paid and the relevant share of the carrying value of net assets of subsidiaries for the transactions with holders of non-controlling interests of subsidiaries (Note 2.2(a)).

附註:

- (i) 本集團之股份溢價賬包括:(a)根據二零零二年四月之集團重組所收購之附屬公司之股本面值與本公司作為交換而發行之股本面值之差額;(b)二零零二年四月之資本化發行;及(c)發行新股產生之溢價,扣除股份發行成本。

根據開曼群島公司法(經修訂),股份溢價賬可分派予本公司之股東,惟緊隨股息建議分派之日後,本公司須有能力償還於日常業務過程中到期之債務。股份溢價亦可以繳足紅股方式予以分派。

- (ii) 資本贖回儲備包括根據開曼群島公司法(經修訂)從保留盈利轉撥之本公司已註銷股份的面值。
- (iii) 資本儲備包括根據附註2.16(d)中就股份支付所採納之會計政策所確認之授予本公司及本集團僱員實際或估計數目之尚未行使購股權之公平值。
- (iv) 根據現行中華人民共和國(「中國」)公司法,本集團中國附屬公司須向法定公積金儲備轉撥10%除稅後溢利,直至法定公積金儲備結餘達至註冊資本的50%。為計算將轉撥至儲備的金額,除稅後溢利指按中國會計準則釐定之金額。向股東分派溢利前須轉撥款項至該儲備。根據有關規例,該儲備可以用作彌補任何已產生虧損或增加中國附屬公司的註冊資本。
- (v) 匯兌儲備包括所有因匯兌境外附屬公司之財務報表所產生之匯兌差額。該儲備按照附註2.3(c)所載之會計政策處理。
- (vi) 其他儲備包括與附屬公司非控股權益持有人的交易之已付代價與分佔附屬公司淨資產賬面值的差額(附註2.2(a))。



# Consolidated Cash Flow Statement

## 綜合現金流量報表

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
Cash flows from operating activities	經營業務之現金流量			
Net cash generated from/(used in) operations	經營所得/(所用)現金淨額	28	669,977	(20,810)
Hong Kong Profits Tax paid	已付香港利得稅		(39,371)	(42,437)
Overseas tax paid	已付海外稅項		(108,379)	(92,669)
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額		522,227	(155,916)
Cash flows from investing activities	投資活動之現金流量			
Interest received	已收利息		14,120	16,618
Purchase of property, plant and equipment	購買物業、廠房及設備		(77,220)	(23,689)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		456	369
Investment in a joint venture	於合營企業的投資		—	(51,175)
Dividends received from associates	收取聯營公司股息		32,689	8,727
Net cash used in investing activities	投資活動所用現金淨額		(29,955)	(49,150)
Cash flows from financing activities	融資活動之現金流量			
Payment for the repurchase of shares	購回股份付款		(153,088)	(1,821)
Proceeds from exercise of share options	行使購股權所得款項		534	535
Changes in non-controlling interests arising from an increase in the Group's shareholding in subsidiaries	本集團於附屬公司之股權增加所產生的非控股權益變動		(23,320)	(127,373)
Issue of shares	發行股份		—	79,114
New bank borrowings	新增銀行借貸		11,851,482	11,843,480
Repayment of bank borrowings	償還銀行借貸		(9,818,914)	(10,942,781)
Payment to non-controlling interests	支付非控股權益		—	(5,428)
Interest paid	已付利息		(139,738)	(104,392)
Dividend paid	已付股息		(180,001)	(119,524)
Net cash generated from financing activities	融資活動所得現金淨額		1,536,955	621,810
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		2,029,227	416,744
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		1,495,111	1,168,535
Effect of foreign exchange rate changes	匯率變動之影響		(290,611)	(90,168)
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物	12	3,233,727	1,495,111

The notes on pages 57 to 139 are an integral part of these financial statements.

第57至139頁之附註構成本財務報表之一部分。

# Notes to the Financial Statements

## 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 Information

VST Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the distribution of information technology (“IT”) products and the provision of enterprise systems and IT services.

The Company is a limited liability company incorporated in the Cayman Islands. Its principal place of business is at Unit 3312, 33rd Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong.

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

These financial statements are presented in thousands of Hong Kong dollars (HK\$’000), unless otherwise stated. These financial statements have been approved for issue by the Board of Directors on 23 March 2016.

### 2. Summary of Significant Accounting Policies

The significant accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to the current and prior years presented, unless otherwise stated.

#### 2.1 Basis of preparation

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

The consolidated financial statements for the year ended 31 December 2015 comprise the Group and the Group’s interests in associates and a joint venture.

### 1. 一般資料

偉仕控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)之主要業務為分銷資訊科技(「資訊科技」)產品以及供應企業系統及資訊科技服務。

本公司為在開曼群島註冊成立之有限公司。其主要營業地點為香港干諾道中200號信德中心招商局大廈33樓3312室。

本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

除另有說明外，本財務報表以千港元(千港元)呈列。本財務報表已於二零一六年三月二十三日獲董事會批准刊發。

### 2. 主要會計政策概要

編製本財務報表應用之主要會計政策載列如下。除非另有說明外，於當前及過往年度均貫徹採用該等會計政策。

#### 2.1 編製基準

本財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」)編製，包括香港會計師公會(「香港會計師公會」)頒佈之所有個別適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋、香港公認會計原則及香港公司條例之披露規定。本財務報表亦符合聯交所證券上市規則適用之披露規定。

截至二零一五年十二月三十一日止年度的綜合財務報表包括本集團及本集團於聯營公司及一間合營企業的權益。

## 2. Summary of Significant Accounting Policies (continued)

### 2.1 Basis of preparation (continued)

The financial statements have been prepared under the historical cost basis except that other financial assets and liabilities at fair value through profit or loss are stated at their fair values as explained in the accounting policies set out below.

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 4.

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

誠如下文載列之會計政策所闡述，財務報表乃根據歷史成本法編製，惟按公平值列入損益賬的其他財務資產及負債乃以其公平值列賬。

財務報表的編製符合香港財務報告準則要求管理層作出會影響政策應用及資產、負債、收入與開支的報告數額的判斷、估計及假設的規定。估計及有關假設乃根據過往經驗及多個相信在有關情況下屬合理的其他因素而作出，其結果成為對在其他來源並非即時可得的資產與負債賬面值作出判斷的基礎。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。對會計估計進行修訂時，若修訂只影響該期間，則修訂會在修訂估計的期間內確認；若修訂影響到當期及未來期間，則修訂會在修訂及未來期間確認。

管理層於應用香港財務報告準則過程中所作出而對財務報表及估計不確定性主要來源具重大影響之判斷於附註4論述。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.1 Basis of preparation (continued)

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKAS 19, *Employee benefits: Defined benefit plans: Employee contributions*
- *Annual Improvements to HKFRSs 2010–2012 Cycle*
- *Annual Improvements to HKFRSs 2011–2013 Cycle*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. The impact of the adoption of the amended HKFRSs is discussed below:

Amendments to HKAS 19, *Employee benefits: Defined benefit plans: Employee contributions*

The amendments introduce a relief to reduce the complexity of accounting for certain contributions from employees or third parties under defined benefit plans. When the contributions are eligible for the practical expedient provided by the amendments, a company is allowed to recognise the contributions as a reduction of the service cost in the period in which the related service is rendered, instead of including them in calculating the defined benefit obligation. The amendments do not have an impact on these financial statements as the Group does not operate any defined benefit plans.

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

香港會計師公會已頒佈以下於本集團現行會計期間首次生效之香港財務報告準則之修訂：

- 香港會計準則第19號，*僱員福利：界定福利計劃：僱員供款之修訂*
- *香港財務報告準則於二零一零年至二零一二年週期之年度改進*
- *香港財務報告準則於二零一一年至二零一三年週期之年度改進*

本集團概無應用任何於本會計期間尚未生效新準則或詮釋。採納經修訂香港財務報告準則的影響於下文討論：

香港會計準則第19號，*僱員福利：界定福利計劃：僱員供款之修訂*

修訂引入緩解減低若干來自僱員或第三方界定福利計劃項下的供款會計的複雜性。當供款符合修訂所規定的實際運作時，公司可於提供相關服務時確認供款為期內服務成本減少，而非將其計入計算界定福利責任中。由於本集團概無實行任何界定福利計劃，故修訂概無對該等財務報表產生影響。

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. Summary of Significant Accounting Policies

(continued)

### 2.1 Basis of preparation (continued)

Annual Improvements to HKFRSs 2010–2012 Cycle and 2011–2013 Cycle

These two cycles of annual improvements contain amendments to nine standards with consequential amendments to other standards. Among them, HKAS 24, *Related party disclosures* has been amended to expand the definition of a “related party” to include a management entity that provides key management personnel services to the reporting entity, and to require the disclosure of the amounts incurred for obtaining the key management personnel services provided by the management entity. These amendments do not have an impact on the Group’s related party disclosures as the Group does not obtain key management personnel services from management entities.

### 2.2 Consolidation

(a) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

香港財務報告準則於二零一零年至二零一二年及二零一一年至二零一三年週期之年度改進

該等兩個週期年度改進包括對因修訂其他準則而隨之而起九項準則修訂的修訂。當中，香港會計準則第24號*關連方披露事項*已修訂，以擴闊「關連方」的定義至包括向報告實體提供關鍵管理人員服務的管理實體。由於本集團概無自我管理實體得到關鍵管理人員服務，故修訂概無對本集團的關連方披露產生影響。

### 2.2 綜合賬目

(a) 附屬公司及非控股權益

附屬公司為本集團所控制之實體。當本集團對因其參與該實體事務而享有的浮動回報承擔風險或享有權利，並有能力通過其對該實體的權力影響該等回報時，即對該實體存在控制權。於評估本集團是否擁有權力時，僅考慮(由本集團及其他各方所持有的)實質權利。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.2 Consolidation (continued)

(a) Subsidiaries and non-controlling interests (continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

## 2. 主要會計政策概要(續)

### 2.2 綜合賬目(續)

(a) 附屬公司及非控股權益(續)

於附屬公司之投資於控制權開始日期起綜合入賬至綜合財務報表，直至該控制權終止當日為止。集團內公司間之結餘、交易及現金流量以及因集團內公司間交易而產生之任何未變現溢利，均於編製綜合財務報表時全數對銷。集團內公司間交易所產生之未變現虧損，會按與未變現收入相同之方式抵銷，惟僅於無減值證據下方會作出。

非控股權益指並非本公司直接或間接應佔之一間附屬公司之權益，而本集團未有就此與該等權益持有人達成任何附加條款，致令本集團整體上對該等權益產生符合財務負債定義之合約義務。就各業務合併而言，本集團可選擇按公平值或按其所佔附屬公司可識別資產淨值之比例計量任何非控股權益。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.2 Consolidation (continued)

(a) Subsidiaries and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with note 2.8 depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2.8) or, when appropriate, the cost on initial recognition of an investment in an associate or a joint venture (see note 2.2(b)).

## 2. 主要會計政策概要(續)

### 2.2 綜合賬目(續)

(a) 附屬公司及非控股權益(續)

非控股權益於綜合財務狀況表權益項下呈列，獨立於本公司權益持有人應佔權益。本集團業績之非控股權益於綜合損益表及綜合其他全面損益表呈列作為就非控股權益及本公司權益持有人之間年度損益總額及全面收入總額的分配。來自非控股權益持有人之貸款及該等持有人之其他合約義務，乃根據附註2.8視乎負債性質於綜合財務狀況表呈列為財務負債。

不會導致失去控制權之本集團於一間附屬公司之權益變動入賬列為權益交易，據此，對綜合權益項下之控股及非控股權益金額作出調整以反映有關權益之變動，惟不會對商譽作出任何調整，亦不會確認任何盈虧。

倘本集團失去一間附屬公司之控制權，則入賬列作出售該附屬公司之全部權益，而所得盈虧乃於損益賬內確認。任何於失去控制權當日保留於該前附屬公司之權益乃按公平值確認，而該金額被視為初步確認財務資產的公平值(見附註2.8)，或(倘適宜)初步確認於一間聯營公司或一間合營企業的投資的成本(見附註2.2(b))。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.2 Consolidation (continued)

(a) Subsidiaries and non-controlling interests (continued)

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2.7), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Associates and joint ventures

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 2.7). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of other comprehensive income.

## 2. 主要會計政策概要(續)

### 2.2 綜合賬目(續)

(a) 附屬公司及非控股權益(續)

於本公司財務狀況表內，於附屬公司之投資按成本減去減值虧損列賬(見附註2.7)，除非投資被分類為持作出售(或計入歸類為持作出售之出售組別內)則作別論。

(b) 聯營公司及合營企業

聯營公司為本集團或本公司可對其發揮重大影響之一間實體，惟對其管理(包括參與財務及經營政策決定)並無控制權或共同控制權。

合營企業是本集團或本公司與其他各方據此以合約形式同意分享此項安排的控制權，並有權擁有此項安排的淨資產的一項安排。

於一間聯營公司或合營企業之投資乃根據權益法於綜合財務報表入賬，除非其歸類為持作出售(或計入歸類為持作出售之出售組別內)則作別論。根據權益法，有關投資初步按成本記賬，就本集團應佔收購日期被投資方之可識別資產淨值公平值超出該投資成本的任何數額(如有)作出調整。其後，該投資就收購後本集團應佔被投資方之淨資產變動及任何有關該投資之減值虧損作出調整(見附註2.7)。年內任何收購日期超越成本、本集團應佔被投資方之收購後及除稅後業績及任何減值虧損乃於綜合損益表確認，而本集團應佔被投資方其他全面收入之收購後及除稅後項目乃於綜合其他全面損益表確認。



## 2. Summary of Significant Accounting Policies

(continued)

### 2.2 Consolidation (continued)

(b) Associates and joint ventures (continued)

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2.8).

## 2. 主要會計政策概要(續)

### 2.2 綜合賬目(續)

(b) 聯營公司及合營企業(續)

當本集團應佔聯營公司或合營企業之虧損超越其權益，則本集團之權益將減至零，並會停止確認進一步虧損，惟本集團所產生之法律或推定責任或代該被投資方作出之付款除外。就此目的而言，本集團之權益為按權益法計算之投資賬面值，連同實質上構成本集團於聯營公司或合營企業之淨投資部分之長期權益。

本集團與其聯營公司及合營企業之間交易所產生之未變現損益，均按本集團於該被投資方所佔權益對銷；但假如未變現虧損有證據顯示所轉讓資產出現減值，則有關未變現虧損會即時在損益賬內確認。

倘對聯營公司的投資成為對合營企業的投資，則不會重新計量保留權益，反之亦然。相反，有關投資將繼續按權益法入賬。

於所有其他情況下，當本集團不再對一間聯營公司有重大影響力或不再擁有一間合營企業的共同控制權，其將被入賬列為出售該被投資方之全部權益，所得盈虧於損益賬內確認。於失去重大影響力或共同控制權當日於該前被投資方保留之任何權益乃按公平值確認，而有關金額被視為財務資產初步確認時之公平值(見附註2.8)。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.3 Foreign currency translation

- (a) Functional and presentation currency
- Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional and presentation currency.
- (b) Transactions and balances
- Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets are included in equity.

## 2. 主要會計政策概要(續)

### 2.3 外幣換算

- (a) 功能及呈報貨幣
- 本集團旗下各實體之財務報表所包括之項目，均以該實體營運所在的主要經濟環境之貨幣(「功能貨幣」)計算。本財務報表乃以港元(「港元」)呈報，港元為本公司之功能及呈報貨幣。
- (b) 交易及結餘
- 外幣交易均按交易當日之通行匯率換算為功能貨幣。此等交易結算以及按年結日之匯率換算以外幣計值之貨幣資產及負債而產生之匯兌盈虧，均於損益賬內確認。

非貨幣財務資產及負債之換算差額列報為公平值盈虧之部分。非貨幣財務資產及負債(如按公平值持有列入損益賬之權益)之換算差額於損益賬內確認為公平值盈虧之部分。非貨幣財務資產之換算差額計入權益。

## 2. Summary of Significant Accounting Policies (continued)

### 2.3 Foreign currency translation (continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing rate at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations and other currency instruments designated as hedges of such investments, are taken to equity. When a foreign operation is sold, exchange differences that were recorded in equity are reclassified to profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

## 2. 主要會計政策概要(續)

### 2.3 外幣換算(續)

(c) 集團公司

集團旗下所有實體(概無持有嚴重通脹經濟體之貨幣)如功能貨幣與呈報貨幣有別,其業績及財務狀況均按以下方法換算為呈報貨幣:

- (i) 資產及負債均按照報告日期之收市匯率換算;
- (ii) 收入及支出均按照平均匯率換算,除非若此平均匯率未能合理地反映各交易日之通行匯率的累積影響,則於各交易日換算此等收入及支出;及
- (iii) 所有所得匯兌差額均確認為獨立之權益組成部分。

在綜合賬目時,換算海外業務投資淨額及換算被指定為此等投資之對沖之其他貨幣工具而產生之匯兌差額,均列入權益。當出售海外業務時,記入權益之匯兌差額將重新分類至損益賬內作為出售所得盈虧的部分。

收購海外實體產生的商譽及公平值調整按海外實體的資產及負債處理,並按收購完成時之匯率換算。

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. Summary of Significant Accounting Policies

(continued)

### 2.4 Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation is calculated to write off the costs of items of property, plant and equipment, less their estimated residual values, if any, on a straight line basis over the shorter of the unexpired period of lease and the anticipated remaining useful lives of the assets. The annual rates of depreciation which have been adopted are summarised as follows:

Leasehold improvements 租賃樓宇裝修	20% or lease period whichever is shorter 20%或租期(以較短者為準)
Buildings held for own use carried at cost 按成本列值之持作自用樓宇	2%
Furniture and fixtures 傢具及裝置	20%
Office equipment 辦公室設備	20%
Computers 電腦	20%
Motor vehicles 汽車	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each end of the reporting period.

## 2. 主要會計政策概要(續)

### 2.4 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損列賬。成本包括收購項目直接應佔之開支。

僅當與項目有關之未來經濟收益可能會流入本集團，且能可靠地計量該項目之成本時，方會將其後之成本計入資產之賬面值或確認為一項獨立資產(如適用)。所有其他維修及保養費用，均於其產生之財政期間內，於損益賬內支銷。

物業、廠房及設備項目的折舊乃按租賃的未屆滿期間及資產預計剩餘可使用年期(以較短者為準)，於扣除其估計剩餘價值(如有)後以直線法撇銷其成本計算。所採納的折舊年率概述如下：

20% or lease period whichever is shorter 20%或租期(以較短者為準)
2%
20%
20%
20%
20%
20%

資產之剩餘價值及可使用年期均於各報告期末予以審閱及調整(如適用)。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.4 Property, plant and equipment (continued)

An asset's carrying amount is written down immediately to its recoverable amount if its carrying amount is greater than its estimated recoverable amount (see note 2.7).

Gains or losses on retirement or disposal of an item of property, plant and equipment are determined by comparing the proceeds with the carrying amounts. These are included in profit or loss on the date of retirement or disposal.

### 2.5 Assets under construction

Assets under construction represent property, plant and equipment under construction and pending installation and are stated at cost less accumulated impairment losses, if any (see note 2.7). Cost includes the costs of construction of buildings, the costs of plant and machinery and interest charges arising from borrowings used to finance these assets during the period of construction or installation and testing. No provision for depreciation is made on assets under construction until such time as the relevant assets are completed and are available for their intended use. When the assets concerned are brought into use, the costs are transferred to items of property, plant and equipment and depreciated in accordance with the policy as stated in note 2.4 above.

### 2.6 Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

## 2. 主要會計政策概要(續)

### 2.4 物業、廠房及設備(續)

倘資產賬面值高於其估計可收回款額，則資產賬面值即時撇減至其可收回款額(見附註2.7)。

報廢或出售物業、廠房及設備項目之盈虧均透過對比所得款項與賬面值釐定，並於報廢或出售日期計入損益賬內。

### 2.5 在建資產

在建資產指興建中及待安裝的物業、廠房及設備，按成本扣除累計減值虧損(如有)列賬(見附註2.7)。成本包括樓宇的建造成本、廠房及機器的成本，以及於建造或安裝及測試期間內為該等資產融資而使用的借貸所產生的利息支出。於有關資產竣工及可作擬定用途前，不會就在建資產作折舊撥備。當有關資產投入使用時，成本將轉撥至物業、廠房及設備項目，並按上文附註2.4所述政策計提折舊。

### 2.6 商譽

商譽代表以下的差額：

- (i) 所轉讓代價的公平值、任何非控股權益所佔被收購方的金額及本集團此前於被收購方所持有的權益的公平值之總和；超過
- (ii) 於收購日期所計量被收購方的可識別資產及負債的淨公平值。

當(ii)大於(i)時，此超出差額立即在損益賬中確認為議價收購收益。

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. Summary of Significant Accounting Policies

(continued)

### 2.6 Goodwill (continued)

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2.7).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the gain or loss on disposal.

### 2.7 Impairment of investments in subsidiaries, associates, a joint venture and non-financial assets

Assets that have an indefinite useful life or are not available for use are not subject to amortisation, and are tested at least annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in profit or loss for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

## 2. 主要會計政策概要(續)

### 2.6 商譽(續)

商譽按成本減累計減值虧損列賬。業務合併產生的商譽分配至預期可從合併的協同效應中受益的各現金產生單位或現金產生單位組別，並每年作減值測試(見附註2.7)。

年內出售某現金產生單位時，購入商譽之任何應佔金額乃於計算出售的收益或虧損時納入其中。

### 2.7 於附屬公司、聯營公司及一間合營企業的投資及非財務資產的減值

無固定可使用年期或尚未可供使用之資產毋須攤銷，並至少每年作減值測試。凡資產於出現顯示其賬面值或無法收回之事件或情況變動時就減值作出檢討。減值虧損乃按資產賬面值超出其可收回金額之金額於損益賬內確認。可收回金額指資產之公平值減出售成本與使用價值兩者之較高者。在評估使用價值時，估計未來現金流量按可以反映當時市場對貨幣時間值及資產特定風險的評估的稅前貼現率，貼現至其現值。

就減值測試而言，資產集合為可自持續使用中產生大致獨立於其他資產或資產組別所產生的現金流入的最小資產組別(「現金產生單位」)。業務合併時獲得之商譽，就減值測試而言，分配至預期將於產生商譽之業務合併中受益的現金產生單位或現金產生單位組別。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.7 Impairment of investments in subsidiaries, associates, a joint venture and non-financial assets

(continued)

An impairment loss is recognised if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

Under the Rules Governing the Listing of Securities on the Stock Exchange, the Group is required to prepare an interim financial report in compliance with HKAS 34 "Interim financial reporting" in respect of the first six months of the financial period. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in the subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

## 2. 主要會計政策概要(續)

### 2.7 於附屬公司、聯營公司及一間合營企業的投資及非財務資產的減值(續)

倘資產或其現金產生單位的賬面值超過其估計可收回金額，則會確認減值虧損。減值虧損於損益賬內確認。就現金產生單位確認的減值虧損於分配時，先減去分配至該等單位的任何商譽的賬面值，再按比例減去該單位(或單位組別)中其他資產的賬面值。

就商譽以外之資產而言，倘用以釐定可收回金額之估計出現有利變動，則撥回減值虧損。減值虧損之撥回僅限於資產在過往年度未確認減值虧損的情況下原應釐定的賬面值。撥回之減值虧損乃於確認撥回之年度計入損益賬內。

根據聯交所證券上市規則，本集團須遵照香港會計準則第34號「中期財務報告」編製財政期間首六個月的中期財務報告。於中期期間結束時，本集團應用與財政年度結束時相同的減值測試、確認及撥回準則。

於中期期間就商譽確認之減值虧損不會於其後期間撥回。即使減值評估僅於與中期期間有關的財政年度末方進行，且並無確認虧損或確認的虧損較輕微，有關減值虧損仍不會撥回。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.8 Financial instruments

(a) Financial assets

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for assets with maturities greater than twelve months after the end of the reporting period. These are classified as non-current assets.

Loans and receivables are carried at amortised cost using the effective interest method.

*Investments in unlisted equity securities*

The Group's policies for investments in unlisted equity securities, other than investments in subsidiaries, associates and joint ventures, are as follows:

Investments in unlisted equity securities are initially stated at fair value, which is their transaction price. Cost includes attributable transaction costs, except where indicated otherwise below.

## 2. 主要會計政策概要(續)

### 2.8 金融工具

(a) 財務資產

*貸款及應收款項*

貸款及應收款項為有固定或可釐定付款，並無交投活躍市場報價之非衍生財務資產。該等資產計入流動資產內，惟到期日超過報告期末後十二個月的資產除外，該等資產列為非流動資產。

貸款及應收款項採用實際利率法按攤銷成本列賬。

*非上市股票投資*

本集團對非上市股票投資政策(除於附屬公司、聯營公司及合營企業的投資)如下：

對非上市股票的投資初步按公平值(即交易價格)列出。成本包括應佔交易成本(除下文另有所示者外)。



## 2. Summary of Significant Accounting Policies (continued)

### 2.8 Financial instruments (continued)

(a) Financial assets (continued)

*Investments in unlisted equity securities (continued)*

Investments in equity securities that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are subsequently recognised in the statement of financial position at cost less impairment losses. Dividend income from equity securities is recognised in profit or loss in accordance with the policies set out in note 2.20.

Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

*Impairment of financial assets*

The Group assesses at each end of the reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

## 2. 主要會計政策概要(續)

### 2.8 金融工具(續)

(a) 財務資產(續)

*非上市股票投資(續)*

概無相同工具於活躍市場報價的股票投資，其公平值其後不能以其他方式可靠計量以成本減減值虧損於財務狀況表確認。來自股票的股息收入乃根據載於附註2.20的政策於損益確認。

該投資會在承諾購入／出售投資或投資到期當日確認／終止確認。

*金融資產減值*

本集團在每個報告期末評估是否有客觀證據證明某項財務資產或某組財務資產已經減值。倘有客觀證據顯示一宗或多宗事件已對該資產之估計未來現金流量產生負面影響，則該項財務資產或該組財務資產將視為已減值。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.8 Financial instruments (continued)

(a) Financial assets (continued)

*Impairment of financial assets (continued)*

For unlisted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities carried at cost are not reversed.

(b) Derivative financial instruments and hedging activities

The Group holds derivative financial instruments to hedge its foreign currency risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivatives are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit or loss.

Derivative financial instruments are recognised initially at fair value; attributable transaction costs are recognised in profit or loss when incurred. Subsequent to initial recognition, derivative financial instruments are measured at fair value. When a derivative financial instrument is held for trading, and is not designated in a qualifying hedge-relationship, all changes in its fair value are recognised immediately in profit or loss.

## 2. 主要會計政策概要(續)

### 2.8 金融工具(續)

(a) 財務資產(續)

*金融資產減值(續)*

就按成本列賬的非上市證券而言，減值虧損以金融資產賬面值與按同類金融資產現行市場回報率貼現的估計未來現金流量計量(如貼現影響重大)。就以成本列賬的證券減值虧損並不予以撥回。

(b) 衍生金融工具及對沖活動

本集團持有衍生金融工具以對沖外匯風險。倘主合約及嵌入式衍生工具的經濟特徵及風險並非密切相關，條款與該嵌入式衍生工具相同的一項獨立工具符合衍生工具的定義，且合併工具並非按公平值列入損益賬計量，則嵌入式衍生工具會與主合約分開並單獨入賬。

衍生金融工具初步按公平值確認；應計交易成本於產生時於損益賬內確認。於初步確認後，衍生金融工具按公平值計量。倘衍生金融工具持作買賣，且並非指定作符合資格對沖，則其公平值的所有變動均即時於損益賬內確認。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.8 Financial instruments (continued)

- (c) Financial liabilities and equity  
Financial liabilities and equity instruments issued by a Group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

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 through the expected life of the financial liability, or, where appropriate, a shorter period. Interest expense is recognised on an effective interest basis.

### 2.9 Inventories

Inventories comprise IT products for distribution and are stated at the lower of cost and net realisable value.

Cost is determined using the weighted average cost formula. The cost of finished goods comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. It excludes borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

## 2. 主要會計政策概要(續)

### 2.8 金融工具(續)

- (c) 財務負債及股權  
財務負債及集團實體發行的股權工具乃根據已訂立的合約安排內容及財務負債與股權工具的定義分類。

股權工具即證明本集團扣除所有負債後於資產持有的剩餘權益的任何合約。

實際利率法為計算財務負債攤銷成本及於有關期間分配利息開支的方法。實際利率為在財務負債估計年期或(如適用)較短期間內準確貼現估計未來現金付款的利率。利息開支乃按實際利率法確認。

### 2.9 存貨

存貨包括供分銷之資訊科技產品，乃按成本及可變現淨值兩者之較低者列賬。

成本採用加權平均成本公式釐定。製成品之成本包括所有採購成本及將存貨運送至其當前地點及達致目前狀況所引致之其他成本。成本不包括借貸成本。

可變現淨值乃於日常業務過程中之估計售價，減適用之可變銷售費用。

存貨一經出售，其賬面值在確認相關收入的期間內確認為開支。將存貨撇減至可變現淨值的金額及存貨所有虧損在撇減或虧損發生期間確認為開支。撥回存貨撇減的金額於撥回發生期間確認為已獲確認為開支的存貨金額減少。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.10 Trade and other receivables

Trade and other receivables are recognised initially at fair value and are subsequently measured at amortised cost using the effective interest method, less allowance for impairment of doubtful debts, except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts. Impairment losses for bad and doubtful debts are recognised when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of impairment loss is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate where the effect of discounting is material.

Impairment losses for trade receivables within trade and other receivables whose recovery is considered doubtful but not remote are recorded using an allowance account. Where the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

### 2.11 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

## 2. 主要會計政策概要(續)

### 2.10 貿易及其他應收款項

貿易及其他應收款項初步按公平值確認，其後以實際利率法按攤銷成本扣除呆賬減值撥備計算，惟屬於向關連人士提供之無固定還款期之免息貸款或貼現影響不大的應收款項除外。在有關情況下，應收款項按成本減呆賬減值撥備列賬。呆壞賬減值虧損在有客觀證據顯示本集團將無法根據應收款項的原來條款收取所有到期金額時確認。債務人的重大財務困難、債務人將可能破產或進行財務重組，及違約或拖欠付款均視作應收款項已減值的跡象。倘貼現之影響屬重大，則減值虧損金額為資產賬面值與估計未來現金流量按實際利率貼現之現值之間的差額。

貿易及其他應收款項內可收回性被視為難以預料而並非微乎其微的貿易應收款項的減值虧損，乃使用撥備賬入賬。倘本集團信納可收回性微乎其微，則被視作不可收回的金額會直接從貿易應收款項撇銷，並撥回於撥備賬內就該債務持有的任何金額。其後收回過往計入撥備賬內的金額及過往直接撇銷的金額乃於損益賬內確認。

### 2.11 現金及現金等價物

現金及現金等價物包括銀行及庫存現金、於銀行及其他金融機構的通知存款，以及可以隨時轉換為已知金額現金且價值變動風險不大，並在購入後三個月內到期的短期高流動性投資。就綜合現金流量表而言，構成本集團現金管理一部分而須於要求時償還的銀行透支，亦計入為現金及現金等價物之一。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.12 Share capital

#### Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### Repurchase of shares

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs is recognised as a deduction from equity. Repurchased shares are presented as a deduction from total equity.

### 2.13 Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 2.14 Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and the redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

### 2.15 Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

## 2. 主要會計政策概要(續)

### 2.12 股本

#### 普通股

普通股乃列為權益。發行新股份或購股權直接應佔之增量成本於除稅後於權益中列示為所得款項之扣減額。

#### 購回股份

購回確認為權益之股本時，所支付之代價金額(包括直接應佔成本)確認為權益之扣減額。購回之股份呈列為總權益之扣減額。

### 2.13 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認，其後以實際利率法按攤銷成本計量，除非貼現影響不大，則按成本列賬。

### 2.14 計息借貸

計息借貸初步按公平值減應佔交易成本確認。於初步確認後，計息借貸按攤銷成本列賬，而初步確認之金額與贖回值的任何差額連同任何應付利息及費用按實際利率法於借貸期內於損益賬內確認。

### 2.15 所得稅

年內所得稅包括本期稅項及遞延稅項資產和負債的變動。本期稅項及遞延稅項資產和負債的變動均在損益賬內確認，但與於其他全面收入或直接於權益確認之項目相關者除外，在該情況下，有關稅項金額分別於其他全面收入或直接於權益內確認。

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## 2. Summary of Significant Accounting Policies

(continued)

### 2.15 Income tax (continued)

Current tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries, associates and joint ventures operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the related deferred tax assets are realised or the deferred tax liabilities are settled. Deferred tax assets and liabilities are not discounted.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. The carrying amount of a deferred tax asset is reviewed at each end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

## 2. 主要會計政策概要(續)

### 2.15 所得稅(續)

本期稅項按於報告期末本公司及其附屬公司、聯營公司以及合營企業經營及產生應課稅收入所在國家已制訂或實質上已制訂的稅法計算。管理層就適用稅務規例須作出詮釋的情況定期評估報稅表填報之狀況，並按預期將向稅務部門繳付的金額適當確立撥備。

遞延稅項採用負債法就資產及負債之稅基與其在財務報表之賬面值兩者間之暫時差異作全數撥備。然而，倘遞延稅項產生自初步確認一項交易(非業務合併)中的資產或負債，且交易時並不影響會計或應課稅溢利或虧損，則該遞延稅項不予入賬。

遞延稅項以於報告期末已制訂或實質上已制訂及預期於相關遞延稅項資產變現或遞延稅項負債清償時適用之稅率及稅法釐定。遞延稅項資產及負債不作貼現。

遞延稅項資產乃於有可能出現未來應課稅溢利可供動用暫時差異時確認。遞延稅項資產賬面值於每個報告期末檢討，並於不大可能有得以動用有關稅務利益的足夠應課稅溢利時作出扣減。當可能有足夠應課稅溢利時將撥回任何有關扣減額。

遞延稅項乃就於附屬公司、聯營公司及合營企業的投資產生之暫時差異計提撥備，惟倘本集團可以控制暫時差異之撥回時間及暫時差異可能在可見未來不會撥回則除外。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.16 Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(a) Pension obligations

The Group operates defined contribution retirement plans, the assets of which are held in separate trustee-administered funds. The retirement plans are generally funded by payments from employees and by the relevant Group companies. For employees in the PRC, the Group participates in defined contribution retirement plans organised by the relevant local governments in the PRC.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the statement of financial position date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(c) Bonus plans

The Group recognises a liability and an expense for bonuses taking into account the profit attributable to the Company's shareholders. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

## 2. 主要會計政策概要(續)

### 2.16 僱員福利

薪金、年度花紅、有薪年假、向界定供款退休計劃作出之供款及非貨幣福利成本於僱員提供相關服務之年度累計。倘延遲付款或結算且構成重大影響，則此等金額會以現值列賬。

(a) 退休金責任

本集團運作界定供款退休計劃，有關計劃之資產由獨立信託管理基金持有。退休計劃資金一般依靠僱員及有關集團公司繳納之款項提供。就於中國之僱員而言，本集團參與由中國有關地方政府籌辦之界定供款退休計劃。

本集團以強制性、合約性或自願性之方式向公共或私人管理退休保險計劃供款。本集團作出供款後，即無進一步付款責任。供款在到期應付時確認為僱員福利開支。預付供款於有現金退款或可獲得未來繳納款項扣減時確認為資產。

(b) 僱員應享假期

僱員享有之年假於應計予僱員時確認。直至財務狀況表日期由僱員提供之服務產生的年假估計責任乃計提撥備。僱員應享病假及產假於其休假時方予確認。

(c) 花紅計劃

本集團在計及本公司股東應佔溢利後確認花紅負債及開支。本集團按合約規定責任或於過往慣例產生推定責任之情況下確認撥備。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.16 Employee benefits (continued)

(d) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the trinomial lattice model, taking into account the terms and conditions upon which the options were granted.

Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

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

## 2. 主要會計政策概要(續)

### 2.16 僱員福利(續)

(d) 股份付款

授予僱員之購股權之公平值乃作為僱員成本確認，並會相應增加權益內之資本儲備。公平值於授出日期採用三項式點陣模型，經考慮授出購股權之條款及條件予以計量。

倘僱員須在成為無條件享有購股權前符合歸屬條件，購股權之估計總公平值經考慮購股權歸屬之可能性後，於歸屬期內分攤。

於歸屬期內，預期將會歸屬之購股權數目將予審閱。凡對過往年度已確認之累計公平值作出之任何相應調整，須扣自／計入審閱年度之損益賬內，並會對資本儲備作出相應調整，惟合資格確認為資產之原有僱員開支則除外。於歸屬日期，已確認為開支之款額會作出調整，以反映實際歸屬之購股權數目，並會對資本儲備作出相應調整，惟只因未能達成有關本公司股份市價之歸屬條件而沒收之情況則除外。權益數額在資本儲備內確認，直至購股權於獲行使時轉撥至股份溢價賬或購股權到期時直接轉撥至保留盈利為止。



## 2. Summary of Significant Accounting Policies

(continued)

### 2.17 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### 2.18 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(a) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

## 2. 主要會計政策概要(續)

### 2.17 撥備及或然負債

當本集團或本公司因過往事件出現法律或推定責任，而履行有關責任可能需要經濟利益流出，並可對此作出可靠的估計時，即會對時間或金額不確定的負債確認撥備。倘貨幣時間值屬重大，則撥備按預期履行責任所須開支的現值列賬。

倘不大可能需要經濟利益流出，或無法可靠估計有關金額，則該責任乃披露為或然負債，除非經濟利益流出的可能性極微。可能承擔的責任(其存在將僅由是否發生一項或多項未來事件確認)亦披露為或然負債，除非經濟利益流出的可能性極微。

### 2.18 租賃

倘本集團認為某項安排轉讓一項權利，以在協定的時期內使用一項或多項特定資產以換取一項或一系列付款，則該安排(包括一項或一系列交易)屬於或包括一項租賃。有關釐定乃根據對安排之實際內容的評估作出，而不論該安排是否具備租賃的法定形式。

(a) 經營租賃

擁有權之大部分風險及回報由出租人保留之租賃乃分類為經營租賃。根據經營租賃支付之款項(扣除自出租人取得之任何優惠後)於租期內以直線法在損益賬內扣除。取得之租賃優惠於損益賬內確認為淨租金付款總額的一部分。或然租金於產生的會計期間自損益賬內扣除。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.18 Leases (continued)

(b) Finance leases

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in borrowings. The interest element of the lease payments is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term. Impairment losses are accounted for in accordance with the accounting policy as set out in note 2.7.

### 2.19 Segment reporting

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

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

## 2. 主要會計政策概要(續)

### 2.18 租賃(續)

(b) 融資租賃

本集團租賃若干物業、廠房及設備。本集團擁有絕大部分風險及回報的物業、廠房及設備之租賃乃分類為融資租賃。融資租賃於租賃開始時按租賃物業公平值及最低租賃付款現值的較低者撥充資本。

每筆租賃款項於負債及融資支出間分配，以對未償還之融資結餘產生固定還款率。相關的租金承擔於扣除融資支出後計入借貸。租賃付款的利息成分於租期內自損益賬內扣除，以對各期間的負債餘額產生固定的定期利率。根據融資租賃收購的物業、廠房及設備於資產可使用年期及租期的較短者內計提折舊。減值虧損乃根據附註2.7所載之會計政策入賬。

### 2.19 分部報告

經營分部及於財務報表內呈報的各分部項目金額乃自定期提供予本集團最高行政管理人員，以對本集團的多項業務及多個地區進行資源分配及評估表現的財務資料中識別。

除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分銷產品或提供服務的方法及監管環境的性質方面相似，否則各個重大經營分部不會就財務報告目的而合總計算。倘個別非重大的經營分部符合上述大部分標準，則可合總計算。

## 2. Summary of Significant Accounting Policies

(continued)

### 2.20 Revenue recognition

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

- (i) **Sale of goods**  
Sale of goods is recognised when products have been delivered to the customers which is taken to be the point in time when the customer has accepted the products and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.
- (ii) **Service fees**  
Fees from service maintenance contracts are recognised over the period of the contract.
- (iii) **Project revenue**  
Revenue on projects is recognised in the statement of profit or loss based on the percentage of completion method, measured by reference to the percentage of contract costs incurred to date to estimated total contract costs for the contract.
- (iv) **Interest income**  
Interest income is recognised as it accrues using the effective interest method.
- (v) **Dividend income**  
Dividend income is recognised when the right to receive payment is established.

### 2.21 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the directors (for interim dividends) or approved by the shareholders (for final dividends).

## 2. 主要會計政策概要(續)

### 2.20 收益確認

收益乃按已收或應收代價之公平值計量。惟經濟利益可能流入本集團，而收益和成本(如適用)能被可靠地計量時，方根據下列方法於損益賬內確認收益：

- (i) **貨品銷售**  
貨品銷售於產品已交付予客戶時(視為客戶已接納產品及所有權的有關風險及回報之時)確認。收益不包括增值稅或其他銷售稅並經扣除任何貿易折扣。
- (ii) **服務費**  
服務保養合約費用於合約期內確認。
- (iii) **項目收益**  
項目收益按完成百分比法(參考迄今已產生合約成本佔合約估計總成本的百分比計量)於損益表內確認。
- (iv) **利息收入**  
利息收入採用實際利率法於應計時確認。
- (v) **股息收入**  
股息收入於確立收取股息的權利時確認。

### 2.21 股息分派

向本公司股東分派之股息在董事(就中期股息而言)或股東(就末期股息而言)批准股息之期間於財務報表內確認為負債。

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## 2. Summary of Significant Accounting Policies

(continued)

### 2.22 Related parties

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

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

## 2. 主要會計政策概要(續)

### 2.22 關連人士

- (a) 在以下情況下，某人士或其近親家庭成員與本集團有關連：
- (i) 可控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司的主要管理人員之一。
- (b) 在以下任何情況下，該實體與本集團有關連：
- (i) 該實體及本集團均屬同一集團的成員公司(即母公司、附屬公司及同系附屬公司各自互有關連)。
  - (ii) 該實體為另一實體的聯營公司或合營企業(或為某集團成員公司的聯營公司或合營企業，而該另一實體為此集團的成員公司)。
  - (iii) 兩間實體均屬同一第三方的合營企業。
  - (iv) 某實體為第三方實體的合營企業，而另一實體則為該第三方實體的聯營公司。
  - (v) 該實體為以本集團或與本集團有關連的實體的僱員之利益而設的離職後福利計劃。
  - (vi) 該實體受(a)項中所指的人士控制或共同控制。
  - (vii) 在(a)(i)項中所識別的人士對該實體有重大影響力，或為該實體(或該實體的母公司)的主要管理人員之一。
  - (viii) 該實體或其所屬集團之任何成員公司為本集團或本集團的母公司提供關鍵管理人員服務。

某人士的近親家庭成員為預期可能在與該實體交易時影響該人士或受到該人士影響的家庭成員。

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### 3. Financial Risk Management and Fair Values

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign exchange risk

The Group operates in various countries and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Chinese Renminbi ("RMB"), the United States Dollar ("US\$"), the Singapore Dollar ("S\$"), Thai Baht ("THB") and Indonesian Rupiah ("RP"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

To manage the foreign exchange risk arising from future commercial transactions and recognised assets and liabilities, the Group uses forward foreign exchange contracts to reduce foreign exchange risk. As at 31 December 2015, the Group had outstanding forward foreign exchange contracts with a net notional amount of approximately HK\$387,509,000 (2014: approximately HK\$499,329,000).

A 5% strengthening of the following currencies other than the functional currencies of the Group's entities against the HK\$ at 31 December 2015 would have increased/ (decreased) the post-tax profit in the consolidated statement of profit or loss of the Group by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis has been performed on the same basis as for the year ended 31 December 2014.

### 3. 財務風險管理及公平值

#### 3.1 財務風險因素

本集團之業務承受外匯風險、利率風險、信貸風險及流動性風險等多項財務風險。本集團的整體風險管理計劃著重金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

(a) 外匯風險

本集團在多個國家經營業務，承受來自不同貨幣之外匯風險，風險主要涉及人民幣(「人民幣」)、美元(「美元」)、新加坡元(「新加坡元」)、泰銖(「泰銖」)及印尼盾(「印尼盾」)。外匯風險來自海外業務之未來商業交易、已確認資產及負債以及投資淨額。

為管理來自未來商業交易及已確認資產及負債之外匯風險，本集團利用遠期外匯合約減低外匯風險。於二零一五年十二月三十一日，本集團未平倉之遠期外匯合約的淨名義金額約為387,509,000港元(二零一四年：約499,329,000港元)。

於二零一五年十二月三十一日，以下本集團實體的功能貨幣以外的貨幣兌港元升值5%，會令本集團於綜合損益表的除稅後溢利增加/(減少)下示數額。該分析假設所有其他變量(特別是利率)維持不變。該分析按與截至二零一四年十二月三十一日止年度相同之基準進行。

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. Financial Risk Management and Fair Values

(continued)

#### 3.1 Financial risk factors (continued)

(a) Foreign exchange risk (continued)

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
RMB	人民幣	37,302	44,077
US\$	美元	(75,679)	(58,809)
S\$	新加坡元	8,070	13,522
THB	泰銖	17,678	8,975
RP	印尼盾	7,406	11,355

A 5% weakening of the above currencies against the HK\$ would have had the equal but opposite effect on the above currencies, on the basis that all other variables remain constant.

(b) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates and the Group has no significant interest-bearing assets except for the cash and cash equivalents, details of which have been disclosed in note 12. The Group's exposure to changes in interest rates is mainly attributable to its bank borrowings, details of which have been disclosed in note 18. Borrowings carried at floating rates expose the Group to cash flow interest rate risk.

At 31 December 2015, if the interest rates on bank borrowings had been 100 basis points higher/lower with all other variables held constant, the Group's post-tax profit for the year would have been HK\$47,284,000 (2014: HK\$29,698,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate bank borrowings.

### 3. 財務風險管理及公平值

(續)

#### 3.1 財務風險因素(續)

(a) 外匯風險(續)

		Group 本集團	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
RMB	人民幣	37,302	44,077
US\$	美元	(75,679)	(58,809)
S\$	新加坡元	8,070	13,522
THB	泰銖	17,678	8,975
RP	印尼盾	7,406	11,355

上述貨幣兌港元貶值5%(假設所有其他變量維持不變)將對上述貨幣產生等同但相反的影響。

(b) 利率風險

本集團的收入及經營現金流量大致不受市場利率變動影響，而除現金及現金等價物外，本集團並無重大計息資產，詳情披露於附註12。本集團的利率變動風險主要來自其銀行借貸，詳情披露於附註18。浮息借貸使本集團面對現金流量利率風險。

於二零一五年十二月三十一日，倘銀行借貸利率上調/下調100個基點，而所有其他變量維持不變，則本集團年內除稅後溢利將減少/增加47,284,000港元(二零一四年：29,698,000港元)，主要由於浮息銀行借貸的利息開支增加/減少。

### 3. Financial Risk Management and Fair Values

(continued)

#### 3.1 Financial risk factors (continued)

(c) Credit risk

The carrying amount of trade and other receivables and cash and cash equivalents included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to its financial assets. The exposures to these credit risks are closely monitored on an ongoing basis by established credit policies and procedures.

Cash and cash equivalents are mainly deposited in various financial institutions, which management believes are of high quality. Management does not expect any loss from non-performance by these counterparties.

The Group has put in place policies to ensure that sales of products are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. The Group's historical experience in collection of trade receivables falls within the recorded allowances.

(d) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding from an adequate amount of credit facilities. The Group's treasury department maintains flexibility in funding by keeping credit lines available.

### 3. 財務風險管理及公平值

(續)

#### 3.1 財務風險因素(續)

(c) 信貸風險

計入綜合財務狀況表之貿易及其他應收款項與現金及現金等價物之賬面值乃指本集團就其財務資產面對的最高信貸風險敞口。該等信貸風險敞口乃以已確立之信貸政策及程序持續緊密監控。

現金及現金等價物主要存於多間管理層相信屬質素良好的金融機構。管理層預期不會因有關對手方不履約而產生任何虧損。

本集團已制訂政策以確保產品乃銷售予信貸紀錄良好之客戶，而本集團亦會對其客戶進行定期信貸評估。按本集團過往對貿易應收款項的收賬經驗，均處於已入賬撥備之範圍內。

(d) 流動性風險

審慎之流動性風險管理包括維持充足之現金及可自金額充裕之信貸融資取得備用資金。本集團財資部透過維持可供動用的信貸額度，維持資金之靈活性。

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### 3. Financial Risk Management and Fair Values

(continued)

#### 3.1 Financial risk factors (continued)

(d) Liquidity risk (continued)

Management monitors rolling forecasts of the Group's liquidity reserve comprising undrawn facilities and cash and cash equivalents, on the basis of expected cash flows. The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date.

		Total 合計 HK\$'000 千港元	Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一年至兩年 HK\$'000 千港元	Between 2 and 5 years 兩年至五年 HK\$'000 千港元	After 5 years 超過五年 HK\$'000 千港元
<b>Group</b>	<b>本集團</b>					
<b>At 31 December 2015</b>	<b>於二零一五年十二月三十一日</b>					
Bank borrowings	銀行借貸	5,749,187	4,682,387	67,941	981,019	17,840
Adjustments to cash flow based on lender's right to demand repayment	根據貸方要求還款權利對 現金流量作出調整	—	56,203	(9,591)	(28,772)	(17,840)
		5,749,187	4,738,590	58,350	952,247	—
Finance lease liabilities	融資租賃負債	870	345	254	271	—
Trade and other payables	貿易及其他應付款項	7,276,244	—	—	—	—
<b>At 31 December 2014</b>	<b>於二零一四年十二月三十一日</b>					
Bank borrowings	銀行借貸	3,614,043	3,593,034	3,613	10,840	6,556
Adjustments to cash flow based on lender's right to demand repayment	根據貸方要求還款權利對 現金流量作出調整	—	21,009	(3,613)	(10,840)	(6,556)
		3,614,043	3,614,043	—	—	—
Finance lease liabilities	融資租賃負債	734	282	452	—	—
Trade and other payables	貿易及其他應付款項	5,496,114	—	—	—	—

### 3. 財務風險管理及公平值

(續)

#### 3.1 財務風險因素(續)

(d) 流動性風險(續)

管理層按預期現金流量基準監察本集團流動資金儲備(包括未提取融資以及現金及現金等價物)的持續預測。下表乃基於報告日期至合約到期日的餘下期間分析歸入有關到期組別的本集團財務負債。



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. Financial Risk Management and Fair Values (continued)

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the net debt/equity ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated statement of financial position) less cash and cash equivalents. Equity is calculated as shown in the consolidated statement of financial position.

The table below analyses the Group's capital structure as at 31 December 2015:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Total borrowings (Note 18)	借貸總額(附註18)	5,621,014	3,557,276
Less: Cash and cash equivalents (Note 12)	減：現金及現金等價物 (附註12)	(3,233,727)	(1,495,111)
Net debt	債務淨額	2,387,287	2,062,165
Total equity	總權益	3,819,107	3,992,958
Net debt/equity ratio	債務淨額／權益比率	0.63	0.52

### 3. 財務風險管理及公平值 (續)

#### 3.2 資本風險管理

本集團管理資本之目的為確保本集團有能力持續營運，以為股東提供回報及為其他利益相關者提供利益，及維持最佳資本架構以減低資本成本。

為維持或調整資本架構，本集團或會調整派付予股東的股息金額、向股東發還資本、發行新股份或售資減債。

本集團按債務淨額／權益比率監察資本。該比率按債務淨額除以總權益計算。債務淨額按總借貸(包括綜合財務狀況表所示的流動及非流動借貸)減現金及現金等價物計算。權益按綜合財務狀況表所示計算。

下表分析本集團於二零一五年十二月三十一日的資本架構：

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. Financial Risk Management and Fair Values

(continued)

#### 3.3 Fair value estimation

(i) Financial instruments measured at fair value

The following table presents the carrying value of the Group's financial instruments measured at fair value at the statement of financial position date on a recurring basis across the three levels of the fair value hierarchy defined in HKFRS 7 "Financial Instruments: Disclosures". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation techniques as follows:

- Level 1 valuations: fair values measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets and liabilities at the measurement date
- Level 2 valuations: Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data is not available
- Level 3 valuations: fair values measured using significant unobservable inputs

### 3. 財務風險管理及公平值

(續)

#### 3.3 公平值估計

(i) 以公平值計量之金融工具

下表呈列本集團按經常性基準以公平值計量之金融工具於財務狀況表日期之賬面值，並以香港財務報告準則第7號「金融工具：披露」所界定之公平值架構的三個層級列示。公平值計量所歸類之級別乃參考以下估值方法所用輸入數據之可觀察程度及重要程度而釐定：

- 第一層級估值：僅使用第一層級輸入數據（即相同資產及負債於計量日期在活躍市場之未經調整報價）計量之公平值
- 第二層級估值：第二層級輸入數據（即不符合第一層級之可觀察輸入數據）且並未使用重大不可觀察輸入數據。不可觀察輸入數據為無市場數據可供使用之輸入數據
- 第三層級估值：使用重大不可觀察輸入數據計量之公平值

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. Financial Risk Management and Fair Values

(continued)

#### 3.3 Fair value estimation (continued)

- (i) Financial instruments measured at fair value (continued)

		Level 1 第一層級 HK\$'000 千港元	Level 2 第二層級 HK\$'000 千港元	Level 3 第三層級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>At 31 December 2015</b>	<b>於二零一五年 十二月三十一日</b>				
<b>Assets</b>	<b>資產</b>				
Derivative assets	衍生資產	—	1,603	—	1,603
<b>Liabilities</b>	<b>負債</b>				
Forward foreign exchange contracts	遠期外匯合約	—	7,780	—	7,780
<b>At 31 December 2014</b>	<b>於二零一四年 十二月三十一日</b>				
<b>Assets</b>	<b>資產</b>				
Derivative assets	衍生資產	—	1,321	—	1,321
<b>Liabilities</b>	<b>負債</b>				
Forward foreign exchange contracts	遠期外匯合約	—	2,710	—	2,710

During the years ended 31 December 2015 and 2014, there were no transfers between the levels of fair value hierarchy.

The fair value of forward foreign exchange contracts in Level 2 is determined by discounting the contractual forward price and deducting the current spot rate. The discount rate used is derived from the relevant government yield curve as at the end of the reporting period plus an adequate constant credit spread.

### 3. 財務風險管理及公平值

(續)

#### 3.3 公平值估計(續)

- (i) 以公平值計量之金融工具(續)

於截至二零一五年及二零一四年十二月三十一日止年度內，公平值層級之間並無進行任何轉移。

第二層級遠期外匯合約的公平值乃按合約遠期價格貼現並減去當前現貨價格釐定。所使用的貼現率按報告期末的有關政府收益率曲線，另加足夠的固定信貸息差得出。

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. Financial Risk Management and Fair Values

(continued)

#### 3.3 Fair value estimation (continued)

- (ii) Fair value of financial assets and liabilities carried at other than fair value  
The fair values of trade and other receivables, cash and cash equivalents, trade and other payables and borrowings are assumed to approximate their carrying amounts.

### 4. Critical Accounting Estimates and Judgements

#### (a) Estimated write-down of inventories to net realisable value

The Group writes down inventories to net realisable value based on an assessment of the realisability of inventories. Write-downs of inventories are recorded to the extent where events or changes in circumstances indicate that the balances may not be realised.

The identification of write-downs requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the period in which such estimate are changed.

#### (b) Estimated provision for impairment of trade receivables

The Group makes provision for impairment of trade receivables based on an assessment of the recoverability of trade receivables. Provisions are applied to trade receivables to the extent where events or changes in circumstances indicate that the balances may not be collectible.

The identification of impairment of trade receivables requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of trade receivables and impairment loss in the period in which such estimates are changed.

### 3. 財務風險管理及公平值

(續)

#### 3.3 公平值估計(續)

- (ii) 以非公平值列賬之財務資產及負債之公平值  
貿易及其他應收款項、現金及現金等價物、貿易及其他應付款項以及借貸的公平值乃假設與其賬面值相若。

### 4. 重要會計估計及判斷

#### (a) 估計存貨撇減至可變現淨值

本集團根據存貨可變現性之評估撇減存貨至可變現淨值。倘出現顯示存貨結餘可能未能變現之事件或情況變動，則會據此為限將存貨撇減入賬。

識別撇減須應用判斷及估計。倘預期有別於原有估計，有關差額將會影響該估計出現變動期間之存貨賬面值及存貨撇減。

#### (b) 估計貿易應收款項減值撥備

本集團根據對貿易應收款項之可收回情況作出之評估，就貿易應收款項減值作出撥備。倘出現顯示有關結餘可能無法收回之事件或情況變動，則會據此為限就貿易應收款項作出撥備。

識別貿易應收款項減值須運用判斷及估計。倘預期有別於原有估計，有關差額將影響該估計出現變動期間之貿易應收款項賬面值及減值虧損。

#### 4. Critical Accounting Estimates and Judgements (continued)

##### (c) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 2.7. The recoverable amounts of cash generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (see note 6).

In assessing the value-in-use of the goodwill, management considers changes in economic conditions and makes assumptions regarding estimated future cash flows and other factors. Estimates of future cash flows are highly subjective and judgements are based on the Group's experience and knowledge of operations. These estimates can be significantly impacted by many factors including changes in business and economic conditions, operating costs, inflation and competition.

##### (d) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### 4. 重要會計估計及判斷(續)

##### (c) 估計商譽減值

本集團每年均根據附註2.7所述會計政策測試商譽有否任何減值。現金產生單位的可收回金額已根據使用價值計算釐定。該等計算需要運用估計(見附註6)。

評估商譽的使用價值時，管理層會考慮經濟狀況轉變及就估計未來現金流量以及其他因素作出假設。估計未來現金流量十分主觀，乃根據本集團營運經驗及知識作出判斷。該等估計可受業務及經濟狀況轉變、經營成本、通脹及競爭等多項因素的重大影響。

##### (d) 所得稅

本集團須繳納多個司法權區的所得稅。於釐定所得稅撥備時，須作出重大判斷。在日常業務過程中，許多交易及計算的最終稅務釐定均不確定。倘該等事宜之最終稅務結果與初步入賬之金額不同，有關差額將影響稅務釐定期內之所得稅及遞延稅項撥備。

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## 5. Property, Plant and Equipment

## 5. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Buildings held for own use carried at cost 按成本列值的持作自用樓宇 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Computers 電腦 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Assets under construction 在建資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2014	於二零一四年一月一日								
Cost	成本值	22,310	70,431	14,061	11,584	42,019	8,707	233	169,345
Accumulated depreciation	累計折舊	(13,503)	(7,041)	(4,712)	(8,010)	(15,751)	(4,581)	—	(53,598)
Net book amount	賬面淨值	8,807	63,390	9,349	3,574	26,268	4,126	233	115,747
Year ended 31 December 2014	截至二零一四年十二月三十一日止年度								
Opening net book amount	年初賬面淨值	8,807	63,390	9,349	3,574	26,268	4,126	233	115,747
Additions	添置	7,540	—	2,934	1,053	6,481	1,311	4,370	23,689
Transfer	轉撥	239	—	2,595	—	12	—	(2,846)	—
Disposals	出售	(160)	—	(132)	(84)	(251)	—	—	(627)
De-registration of a subsidiary	撤銷一間附屬公司之註冊	—	—	—	(57)	—	—	—	(57)
Depreciation	折舊	(3,932)	(1,442)	(2,865)	(1,469)	(8,599)	(1,206)	—	(19,513)
Exchange difference	匯兌差額	(382)	(46)	(360)	(68)	(624)	(81)	(66)	(1,627)
Closing net book amount	年末賬面淨值	12,112	61,902	11,521	2,949	23,287	4,150	1,691	117,612
As at 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日及二零一五年一月一日								
Cost	成本	27,839	70,226	18,206	10,846	40,800	8,886	1,691	178,494
Accumulated depreciation	累計折舊	(15,727)	(8,324)	(6,685)	(7,897)	(17,513)	(4,736)	—	(60,882)
Net book amount	年末賬面淨值	12,112	61,902	11,521	2,949	23,287	4,150	1,691	117,612
Year ended 31 December 2015	截至二零一五年十二月三十一日止年度								
Opening net book amount	年初賬面淨值	12,112	61,902	11,521	2,949	23,287	4,150	1,691	117,612
Additions	添置	4,645	179,449	269	1,559	11,652	1,918	2,228	201,720
Transfer	轉撥	—	—	2,420	186	—	—	(2,606)	—
Disposals	出售	—	—	(276)	(5)	(231)	—	(350)	(862)
Depreciation	折舊	(4,576)	(4,635)	(2,850)	(1,427)	(7,935)	(946)	—	(22,369)
Exchange difference	匯兌差額	(650)	(132)	(953)	(194)	(6,702)	(257)	(115)	(9,003)
Closing net book amount	年末賬面淨值	11,531	236,584	10,131	3,068	20,071	4,865	848	287,098
As at 31 December 2015	於二零一五年十二月三十一日								
Cost	成本值	30,657	249,280	16,027	11,466	37,868	9,991	848	356,137
Accumulated depreciation	累計折舊	(19,126)	(12,696)	(5,896)	(8,398)	(17,797)	(5,126)	—	(69,039)
Net book amount	賬面淨值	11,531	236,584	10,131	3,068	20,071	4,865	848	287,098

The net book value of property, plant and equipment under finance leases as at 31 December 2015 was HK\$1,258,000 (2014: HK\$1,009,000).

融資租賃項下之物業、廠房及設備於二零一五年十二月三十一日的賬面淨值為1,258,000港元(二零一四年: 1,009,000港元)。

The acquisition of buildings held for own use carried at cost was mainly financed by unsecured bank borrowings and a secured mortgage loan of HK\$77,500,000 and HK\$47,000,000 respectively.

按成本列賬的收購持作自用樓宇主要由77,500,000港元的無抵押銀行借貸及47,000,000港元的有抵押按揭貸款所撥支。

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## 6. Goodwill

## 6. 商譽

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Goodwill	商譽	310,592	324,001
As at 1 January	於一月一日	324,001	333,052
Exchange difference	匯兌差額	(13,409)	(9,051)
As at 31 December	於十二月三十一日	310,592	324,001

The recoverable amount of each group of cash generating units (“CGUs”) to which goodwill is allocated is determined based on value-in-use calculations. Cash flow projections for the purpose of the impairment review are based on budgets prepared on the basis of assumptions reflective of the prevailing market conditions. Key assumptions used for value-in-use calculation for each group of CGUs include:

- (a) Cash flows are projected based on actual operating results and the five-year business plan.
- (b) The anticipated annual revenue growth rates included in the cash flow projections range from 6.2% to 10% (2014: 5.0% to 10%).
- (c) Pre-tax discount rates as at 31 December 2015 which range from 7.6% to 16.5% (2014: 7.6% to 12.1%) were applied in determining the recoverable amount of the CGUs. The discount rates used reflect the risk-free rates and the premiums for specific risks relating to the business units to which the CGUs relate.

The values assigned to the key assumptions represent management’s assessment of future trends in the IT industry and are based on both external sources and internal sources and both past performance (historical data) and its expectations for market development.

Group management believes that any reasonably possible changes in the above key assumptions applied are not likely to cause the recoverable amount to be materially lower than the carrying amount of goodwill.

獲分配商譽的各組現金產生單位(「現金產生單位」)的可收回金額按使用價值計算法釐定。為減值檢討所進行的現金流量預測乃根據按反映當時市況之假設編製的預算進行。各組現金產生單位計算使用價值所用主要假設包括：

- (a) 現金流量根據實際經營業績及五年業務計劃預測。
- (b) 包括於現金流量預測的預測收益年增長率介乎6.2%至10%(二零一四年：5.0%至10%)。
- (c) 於二零一五年十二月三十一日的除稅前貼現率介乎7.6%至16.5%(二零一四年：7.6%至12.1%)，已用作釐定現金產生單位的可收回金額。所用貼現率反映有關無風險利率及現金產生單位相關業務單位的特定風險溢價。

指定於主要假設使用的價值為管理層對資訊科技業未來趨勢的評估，乃根據內外來源、過往表現(歷史數據)及其對市場發展的預期得出。

本集團管理層相信，所應用的上述主要假設中合理可能發生的變動，應不會導致可收回金額大幅低於商譽賬面值。

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## 7. Investments in Subsidiaries

Particulars of the principal subsidiaries as at 31 December 2015 are as follows:

## 7. 於附屬公司之投資

於二零一五年十二月三十一日之主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ establishment (Note) 註冊成立/ 成立地點 (附註)	Principal activities and place of operations 主要業務及經營地點	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本詳情	Percentage of interest held	
				Directly 直接	Indirectly 間接
VST Group Limited 偉仕集團有限公司	British Virgin Islands 英屬處女群島	Investment holding, British Virgin Islands 投資控股， 英屬處女群島	4 ordinary shares of US\$1 each 4股每股面值1美元 之普通股	100%	—
Shenzhen VST Grand Electronic Co., Ltd. 深圳偉仕宏業電子 有限公司	PRC 中國	Distribution of IT products in the PRC 於中國分銷資訊 科技產品	RMB100,000,000 人民幣100,000,000元	100%	—
VST Computers (H.K.) Limited 偉仕電腦(香港) 有限公司	Hong Kong 香港	Distribution of IT products in Hong Kong 於香港分銷資訊 科技產品	2 ordinary shares 2股普通股	—	100%
			62,000,000 non-voting deferred shares 62,000,000股 無投票權遞延股份		
Chong Qing VST Grand Technology Development Co., Ltd 重慶偉仕宏翔科技 發展有限公司	PRC 中國	Distribution of IT products in the PRC 於中國分銷資訊 科技產品	US\$20,000,000 20,000,000美元	—	100%
西藏偉仕佳杰科技 有限公司	PRC	Project Investment in the PRC	RMB30,000,000	—	100%
西藏偉仕佳杰科技 有限公司	中國	於中國從事項目投資	人民幣30,000,000元		



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## 7. Investments in Subsidiaries (continued)

Particulars of the principal subsidiaries as at 31 December 2015 are as follows: (continued)

## 7. 於附屬公司之投資(續)

於二零一五年十二月三十一日之主要附屬公司之詳情如下：(續)

Name 名稱	Place of incorporation/ establishment (Note) 註冊成立/ 成立地點 (附註)	Principal activities and place of operations 主要業務及經營地點	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本詳情	Percentage of interest held Directly Indirectly 所持權益百分比 直接 間接	
				Directly	Indirectly
ECS Holdings Limited	Singapore	Investment holding and distribution of IT products, provision of IT services and enterprise systems in Singapore	365,910,174 ordinary shares of S\$0.3088 each	100%	—
佳杰科技有限公司	新加坡	於新加坡從事投資控股、分銷資訊科技產品、提供資訊科技服務及企業系統	365,910,174股 每股面值0.3088新加坡元之普通股		
EC Sure Holdings (Thailand) Co., Ltd	Thailand	Investment holding in Thailand	196,000 preferred shares, non-accumulative dividend, Baht 1.25 per share; and 204,000 ordinary shares, Baht 1.25 per share	—	99.90%
EC Sure Holdings (Thailand) Co., Ltd	泰國	於泰國從事投資控股	196,000股每股面值1.25泰銖之優先股·股息非累計；及204,000股每股面值1.25泰銖之普通股		
The Value Systems Co., Ltd	Thailand	Provider of information technology products and services for IT infrastructure in Thailand	7,783,000 shares of 10 Baht each	—	100%
The Value Systems Co., Ltd	泰國	泰國資訊科技產品及資訊科技基礎設施服務供應商	7,783,000股 每股面值10泰銖之股份		

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## 7. Investments in Subsidiaries (continued)

Particulars of the principal subsidiaries as at 31 December 2015 are as follows: (continued)

## 7. 於附屬公司之投資(續)

於二零一五年十二月三十一日之主要附屬公司之詳情如下：(續)

Name 名稱	Place of incorporation/ establishment (Note) 註冊成立/ 成立地點 (附註)	Principal activities and place of operations 主要業務及經營地點	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本詳情	Percentage of interest held Directly Indirectly 所持權益百分比 直接 間接	
				—	100%
ECS Computers (Asia) Pte. Ltd	Singapore	Provider of information technology products and services for IT infrastructure in Singapore	13,600,000 ordinary shares of S\$1 each	—	100%
ECS Computers (Asia) Pte. Ltd	新加坡	新加坡資訊科技產品及 資訊科技基礎設施 服務供應商	13,600,000股每股面值 1新加坡元之普通股		
Pacific City (Asia Pacific) Pte Ltd	Singapore	Retail of information technology products, IT equipment and accessories in Singapore	150,000 ordinary shares of S\$1 each	—	100%
Pacific City (Asia Pacific) Pte Ltd	新加坡	於新加坡從事資訊科技 產品、資訊科技設備 及配件零售	150,000股每股面值 1新加坡元之普通股		
Isan System Pte Ltd.	Singapore	Provision and distribution of information technology products and general trading of IT equipment in Singapore	2 ordinary shares of S\$1 each	—	100%
Isan System Pte Ltd.	新加坡	於新加坡提供及分銷 資訊科技產品及從事 一般資訊科技設備 貿易	2股每股面值1新加坡元 之普通股		
ECS Enterprise Solutions Pte Ltd	Singapore	Distribution of Information technology products and services for IT infrastructure in Singapore	5,000,000 ordinary shares of S\$1 each	—	100%
ECS Enterprise Solutions Pte Ltd	新加坡	於新加坡分銷資訊科技 產品及從事資訊科技 基礎設施服務	5,000,000股 每股面值1新加坡元 之普通股		

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## 7. Investments in Subsidiaries (continued)

Particulars of the principal subsidiaries as at 31 December 2015 are as follows: (continued)

## 7. 於附屬公司之投資(續)

於二零一五年十二月三十一日之主要附屬公司之詳情如下:(續)

Name 名稱	Place of incorporation/ establishment (Note) 註冊成立/ 成立地點 (附註)	Principal activities and place of operations 主要業務及經營地點	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本詳情	Percentage of interest held Directly Indirectly 所持權益百分比 直接 間接	
				—	—
ECS Technology (China) Limited	Hong Kong	Investment holding, provider of information technology products and services for IT infrastructure in Hong Kong	11,500,000 ordinary shares	—	100%
佳杰科技(中國)有限公司	香港	投資控股、香港資訊科技產品及資訊科技基礎設施服務供應商	11,500,000 股普通股		
ECS Technology (Guangzhou) Company Limited	PRC	Provider of information technology products and services for IT infrastructure in the PRC	US\$10,000,000	—	100%
廣州佳杰科技有限公司	中國	中國資訊科技產品及資訊科技基礎設施服務供應商	10,000,000 美元		
ECS Technology Company Limited	PRC	Provider of information technology products and services for IT infrastructure in the PRC	US\$1,282,000	—	100%
廣州市佳杰旭電科技有限公司	中國	中國資訊科技產品及資訊科技基礎設施服務供應商	1,282,000 美元		
ECS (Shanghai) Management Co., Ltd	PRC	Provider of information technology products and services for IT infrastructure in the PRC	US\$25,000,000	—	100%
佳電(上海)管理有限公司	中國	中國資訊科技產品及資訊科技基礎設施服務供應商	25,000,000 美元		

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

## 7. Investments in Subsidiaries (continued)

Particulars of the principal subsidiaries as at 31 December 2015 are as follows: (continued)

## 7. 於附屬公司之投資(續)

於二零一五年十二月三十一日之主要附屬公司之詳情如下:(續)

Name 名稱	Place of incorporation/ establishment (Note) 註冊成立/ 成立地點 (附註)	Principal activities and place of operations 主要業務及經營地點	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本詳情	Percentage of interest held Directly Indirectly 所持權益百分比 直接 間接	
				—	—
ECS China Technology (Shanghai) Co., Ltd	PRC	Provider of information technology products and services for IT infrastructure in the PRC	US\$15,000,000	—	100%
佳杰科技(上海) 有限公司	中國	中國資訊科技產品及 資訊科技基礎設施 服務供應商	15,000,000美元		
ECS Technology (HK) Co., Limited	Hong Kong	Provider of information technology products and services for IT infrastructure in Hong Kong	10 ordinary shares	—	100%
香港佳杰科技 有限公司	香港	香港資訊科技產品及 資訊科技基礎設施 服務供應商	10股普通股		
ECS Indo Pte. Ltd	Singapore	Distributor of information technology products in Singapore	2,000,000 and 24,785 ordinary shares of S\$1 and US\$1.8156 each	—	100%
ECS Indo Pte. Ltd	新加坡	新加坡資訊科技產品 分銷商	2,000,000股及24,785股 每股分別面值1新加坡元 及1.8156美元的普通股		
PT ECS Indo Jaya	Indonesia	Distributor of information technology products in Indonesia	100,000 ordinary shares of US\$1 each	—	100%
PT ECS Indo Jaya	印尼	印尼資訊科技產品 分銷商	100,000股每股面值1美元 之普通股		

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## 7. Investments in Subsidiaries (continued)

Particulars of the principal subsidiaries as at 31 December 2015 are as follows: (continued)

Name 名稱	Place of incorporation/ establishment (Note) 註冊成立/ 成立地點 (附註)	Principal activities and place of operations 主要業務及經營地點	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本詳情	Percentage of interest held Directly Indirectly 所持權益百分比 直接 間接	
				—	100%
ECS Infocom (Phils) Pte. Ltd	Singapore	Investment holding in Singapore	2 ordinary shares of S\$1 each	—	100%
ECS Infocom (Phils) Pte. Ltd	新加坡	於新加坡從事投資控股	2股每股面值1新加坡元 之普通股		
ECS Chongqing Marketing & payment Co., Ltd	PRC	Electronic settlement business centre and provider of information technology products and services of IT infrastructure in PRC	US\$10,000,000	—	100%
重慶佳杰創越營銷結算 中國 有限公司		中國電子結算商務中心 及資訊科技產品及 資訊科技基礎設施 服務供應商	10,000,000美元		

Note:

All subsidiaries are limited liability companies except for those established in the PRC, which are wholly-owned foreign enterprises

## 7. 於附屬公司之投資(續)

於二零一五年十二月三十一日之主要附屬公司之詳情如下:(續)

附註:

除於中國成立的附屬公司為外商獨資企業外,所有附屬公司均為有限責任公司

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## 8. Interest in Associates

## 8. 於聯營公司的權益

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
<b>Unlisted</b>	<b>非上市</b>		
Share of net assets	分佔淨資產	65,038	76,387
Loan to an associate	向聯營公司貸款	3,484	3,463
		<b>68,522</b>	79,850
<b>Listed outside Hong Kong</b>	<b>香港以外地區上市</b>		
Share of net assets	分佔淨資產	209,283	242,930
		<b>277,805</b>	322,780
Market value of listed shares	上市股份市值	<b>207,230</b>	196,070

The loan to an associate is denominated in US\$ and is unsecured, interest-free and not expected to be recovered within one year.

授予聯營公司的貸款以美元計值，並為無抵押、免息及不預期於一年內收回。

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## 8. Interest in Associates (continued)

Details of the associates as at 31 December 2015 are as follows:

Name 名稱	Country of incorporation 註冊成立國家	Principal activities 主要業務	Particulars of issued shares held 所持已發行股份詳情	Equity interest held by the Group 本集團所持之股權	
				2015 二零一五年	2014 二零一四年
MSI-ECS Phils., Inc	Philippines	Distribution of IT products	3,097,055 ordinary shares of Peso 100 each	49.99%	49.99%
MSI-ECS Phils., Inc	菲律賓	分銷資訊科技產品	3,097,055股 每股面值100披索 之普通股		
ECS ICT Berhad	Malaysia	Provision of information technology and services for IT infrastructure in Malaysia	180,000,000 ordinary shares of RM0.5 each	41%	41%
ECS ICT Berhad	馬來西亞	為馬來西亞資訊科技 基建提供資訊技術及 服務	180,000,000股 每股面值0.5令吉 之普通股		

None of the associates were considered individually material to the Group. The aggregate carrying amount of associates in the consolidated financial statements is disclosed above. Aggregate financial information (the Group's share) of these associates is as follows:

於二零一五年十二月三十一日的聯營公司詳情如下：

概無聯營公司個別而言被視為對本集團屬重大。該等綜合財務報表中所載聯營公司之總賬面值於上文披露。本集團分估該等聯營公司之合總計算財務資料如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Profit from continuing operations	持續經營溢利	34,686	34,939
Other comprehensive income	其他全面收入	(46,992)	(18,881)
Total comprehensive income	全面收入總額	(12,306)	16,058

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## 9. Interest in a Joint Venture

## 9. 於合營企業的權益

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Share of net assets	分佔淨資產	55,211	67,385

Details of the joint venture as at 31 December 2015 are as follows:

於二零一五年十二月三十一日的合營企業詳情如下：

Name 名稱	Country of incorporation 註冊成立國家	Principal activities 主要業務	Particulars of registered and paid-in capital 註冊及實繳資本詳情	Equity interest held by the Group 本集團所持之股權	
				2015 二零一五年	2014 二零一四年
Bozhou Botong Information Technology Co., Ltd 亳州市博通信息 科技有限公司	PRC 中國	Research and development, production and sale of smartphones and computer peripheral product 研發、生產及銷售智能 手機與電腦周邊產品	RMB155,000,000 人民幣155,000,000元	38.03%	51.26%

Bozhou Botong Information Technology Co., Ltd is the only joint venture in which the Group participates and it is not considered material to the Group. Financial information (Group's share) of this joint venture is as follows:

亳州市博通信息科技有限公司為本集團參與業務的唯一一間合營企業，並不被視為對本集團屬重大。本集團分佔該合營企業之財務資料如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Loss from continuing operations	持續經營虧損	(13,676)	(5,415)
Gain on deemed disposal	視作出售的收益	3,657	—
Other comprehensive income	其他全面收入	(2,155)	(1,416)
Total comprehensive income	全面收入總額	(12,174)	(6,831)

On 18 September 2015, the Group and the other joint venturers entered into an amended joint venture agreement, pursuant to which the total investment in the joint venture was increased from RMB115,000,000 to RMB155,000,000, with capital injected by a new investor who does not participate in the operation of the joint venture. The capital injection was certified with a capital verification report dated 26 October 2015. The Group recognised a gain on deemed disposal of HK\$3,657,000 in respect of this transaction.

於二零一五年九月十八日，本集團與其他合營企業已訂立經修訂合營企業協議，據此，合營企業之總投資因一名新投資者（並無參與合營企業的經營）注資而由人民幣115,000,000元增加至人民幣155,000,000元。該筆注資已獲日期為二零一五年十月二十六日之驗資報告核實。本集團就此交易確認視作出售的收益3,657,000港元。



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## 10. Trade and Other Receivables

## 10. 貿易及其他應收款項

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade receivables, net	貿易應收款項淨額	7,702,999	6,699,257
Other receivables and prepayments	其他應收款項及預付款項	855,104	945,196
Deferred expenses (Note 16(d))	遞延開支(附註16(d))	9,795	18,937
		<b>8,567,898</b>	7,663,390
Less: Non-current deferred expenses (Note 16(d))	減：非即期遞延開支 (附註16(d))	<b>(3,884)</b>	(5,876)
		<b>8,564,014</b>	7,657,514

The Group grants credit periods to third party customers ranging from 7 to 150 days, which may be extended for selected customers depending on their trade volume and settlement history with the Group. The ageing analysis of net trade receivables by invoice date is as follows:

本集團給予第三方客戶之信貸期介乎7至150日，而選定客戶之信貸期可予延長，視乎彼等與本集團之交易量及付款紀錄而定。貿易應收款項淨額按發票日期劃分的賬齡分析如下：

		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	4,075,671	3,700,414
31 – 60 days	31至60日	2,098,333	1,744,948
61 – 90 days	61至90日	675,494	513,706
Over 90 days	超過90日	853,501	740,189
		<b>7,702,999</b>	6,699,257

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## 10. Trade and Other Receivables (continued)

As at 31 December 2015, trade receivables of HK\$1,765,791,000 (2014: HK\$2,156,346,000), which were fully performing, were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables by due date is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0 – 30 days	0至30日	1,090,855	1,515,185
31 – 60 days	31至60日	265,787	304,321
61 – 90 days	61至90日	121,090	169,677
Over 90 days	超過90日	288,059	167,163
		<b>1,765,791</b>	2,156,346

As at 31 December 2015, trade receivables of HK\$254,184,000 (2014: HK\$220,913,000) were impaired and full provision has been made. The ageing analysis of these receivables by invoice date is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
61 – 90 days	61至90日	—	6,462
Over 90 days	超過90日	254,184	214,451
		<b>254,184</b>	220,913

## 10. 貿易及其他應收款項(續)

於二零一五年十二月三十一日，已全部履行的貿易應收款項1,765,791,000港元(二零一四年：2,156,346,000港元)已逾期但未減值。該等款項與多名獨立客戶有關，彼等並無近期違約紀錄。該等貿易應收款項按到期日劃分的賬齡分析如下：

於二零一五年十二月三十一日，貿易應收款項254,184,000港元(二零一四年：220,913,000港元)已減值，並已作出全數撥備。該等應收款項按發票日期劃分的賬齡分析如下：

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## 10. Trade and Other Receivables (continued)

Movements of the provision for trade receivables 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
At 1 January	於一月一日	220,913	241,369
Net provision and receivable written off	撥備及應收撤銷淨額	46,504	(14,769)
Exchange difference	匯兌差額	(13,233)	(5,687)
At 31 December	於十二月三十一日	254,184	220,913

All of the above provision relates to trade receivables that were individually determined to be impaired.

The credit quality of trade and other receivables that are neither past due nor impaired has been assessed by reference to historical information about counterparty default rates. The existing counterparties have not had significant defaults in the past.

The carrying amounts of trade and other receivables were denominated in the following currencies:

		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	27,088	46,467
RMB	人民幣	5,766,198	5,080,747
US\$	美元	1,250,078	1,063,079
S\$	新加坡元	441,346	396,143
THB	泰銖	659,725	709,615
RP	印尼盾	419,579	361,463
		8,564,014	7,657,514

As at 31 December 2015, included in other receivables and prepayments was an amount of HK\$71,851,000 (2014: HK\$Nil) representing investments in unlisted equity interests which are carried at cost.

## 10. 貿易及其他應收款項(續)

貿易應收款項撥備的變動如下：

所有上述撥備均與個別釐定為將出現減值的貿易應收款項有關。

無逾期或減值的貿易及其他應收款項的信貨質素乃參考交易對手的過往違約率資料評估。現有交易對手過往並無重大違約。

貿易及其他應收款項賬面值以下列貨幣計值：

於二零一五年十二月三十一日，計入其他應收款項及預付款項達71,851,000港元(二零一四年：零港元)，指按成本列賬的非上市股票投資。

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## 10. Trade and Other Receivables (continued)

Included in other receivables is an amount HK\$1,603,000 (2014: HK\$1,321,000) which related to derivative assets.

## 10. 貿易及其他應收款項(續)

其他應收款項已計入衍生資產的金額1,603,000港元(二零一四年: 1,321,000港元)。

## 11. Inventories

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Inventories on hand held for re-sale	持有供轉售手頭存貨	3,275,625	2,543,210
Inventories-in-transit	轉運中存貨	698,348	541,902
		<b>3,973,973</b>	3,085,112

The analysis of the amount of inventories recognised as an expense is shown in note 21.

## 11. 存貨

確認為開支之存貨金額之分析載於附註21。

## 12. Cash and Cash Equivalents

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Cash at bank and in hand	銀行及庫存現金	3,153,002	1,471,361
Short-term bank deposits (Note (a))	短期銀行存款(附註(a))	80,725	23,750
Cash and cash equivalents	現金及現金等價物	<b>3,233,727</b>	1,495,111

## 12. 現金及現金等價物

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## 12. Cash and Cash Equivalents (continued)

The carrying amounts of cash and cash equivalents were denominated in the following currencies:

		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	51,293	93,098
RMB (Note (b))	人民幣(附註(b))	1,195,575	820,150
US\$	美元	1,792,885	340,666
S\$	新加坡元	179,811	195,860
THB	泰銖	6,626	23,383
RP	印尼盾	7,537	21,954
		<b>3,233,727</b>	1,495,111

Notes:

- (a) The effective interest rate on short-term bank deposits was 0.33% (2014: 0.37%) per annum. These deposits have an average maturity of 8.93 days (2014: 8.82 days).
- (b) The Group's bank balances and deposits denominated in RMB are deposited with banks in the PRC. The conversion of these RMB denominated balances into foreign currencies and the remittance of funds out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the government of the PRC.

## 12. 現金及現金等價物(續)

現金及現金等價物賬面值以下列貨幣計值：

		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	51,293	93,098
RMB (Note (b))	人民幣(附註(b))	1,195,575	820,150
US\$	美元	1,792,885	340,666
S\$	新加坡元	179,811	195,860
THB	泰銖	6,626	23,383
RP	印尼盾	7,537	21,954
		<b>3,233,727</b>	1,495,111

附註：

- (a) 短期銀行存款之實際年利率為0.33% (二零一四年：0.37%)。該等存款之平均到期日為8.93日(二零一四年：8.82日)。
- (b) 本集團以人民幣計值之銀行結餘及存款乃存放於中國之銀行。兌換該等以人民幣計值之結餘為外幣及將資金匯出中國須遵守中國政府所頒佈之外匯管制規則及規例。

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### 13. Share Capital

### 13. 股本

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Authorised:	法定：		
2,000,000,000 (2014: 2,000,000,000) ordinary shares of HK\$0.1 each	2,000,000,000 (二零一四年： 2,000,000,000) 股每股 面值0.1港元之普通股	<b>200,000</b>	200,000

Ordinary shares, issued and fully paid:

已發行及繳足之普通股：

		2015 二零一五年 Number of issued ordinary shares of HK\$0.1 each 每股面值0.1港元 之已發行普通股 數目	Par value 面值 HK\$'000 千港元	2014 二零一四年 Number of issued ordinary shares of HK\$0.1 each 每股面值0.1港元 之已發行普通股 數目	Par value 面值 HK\$'000 千港元
At 1 January	於一月一日	<b>1,525,187,998</b>	<b>152,519</b>	1,494,043,998	149,404
Issue of new shares (Note (a))	發行新股份 (附註(a))	—	—	32,000,000	3,200
Share options exercised (Note (b))	已行使購股權 (附註(b))	<b>240,000</b>	<b>24</b>	240,000	24
Repurchase of own shares (Note (c))	購回本身股份 (附註(c))	<b>(70,072,000)</b>	<b>(7,007)</b>	(1,096,000)	(109)
At 31 December	於十二月三十一日	<b>1,455,355,998</b>	<b>145,536</b>	1,525,187,998	152,519

Notes:

附註：

(a) Issue of shares  
On 27 November 2014, the Company issued 32,000,000 new shares at a consideration of HK\$80,000,000. The incremental costs for the issue of shares amounted to HK\$886,000. Net proceeds from the issue of shares amounted to HK\$79,114,000 of which HK\$3,200,000 was credited to share capital and the balance of HK\$75,914,000 were credited to the share premium account.

(a) 發行股份  
於二零一四年十一月二十七日，本公司以代價80,000,000港元發行32,000,000股新股份。發行股份之額外成本為886,000港元。發行股份之所得款項淨額為79,114,000港元，其中3,200,000港元計入股本，而餘額75,914,000港元則計入股份溢價賬。

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### 13. Share Capital (continued)

- (b) Shares issued under share option scheme  
On 20 April 2015, options were exercised to subscribe for 240,000 ordinary shares in the Company at a consideration of HK\$534,000 of which HK\$24,000 was credited to share capital and the balance of HK\$791,000 were credited to the share premium account. HK\$281,000 has been transferred from the capital reserve to the share premium account in accordance with the accounting policy set out in note 2.16(d).

On 28 October 2014, options were exercised to subscribe for 240,000 ordinary shares in the Company at a consideration of HK\$535,000 of which HK\$24,000 was credited to share capital and the balance of HK\$759,000 were credited to the share premium account. HK\$248,000 has been transferred from the capital reserve to the share premium account in accordance with the accounting policy set out in note 2.16(d).

- (c) Repurchase of own shares  
During the year ended 31 December 2015, the Company repurchased its own shares on the Stock Exchange as follows:

Month of repurchase		Number of ordinary shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate purchase price paid
購回月份		購回 普通股數目	已付 每股最高價格	已付 每股最低價格	已付 總購買價格
			HK\$ 港元	HK\$ 港元	HK\$ 港元
July 2015	二零一五年七月	1,470,000	2.49	2.30	3,519,040
August 2015	二零一五年八月	7,068,000	2.20	1.99	14,661,100
September 2015	二零一五年九月	61,084,000	2.26	2.07	133,934,420
October 2015	二零一五年十月	450,000	2.18	2.11	973,400
		70,072,000			153,087,960

During the year ended 31 December 2014, the Company repurchased its own shares on the Stock Exchange as follows:

Month of repurchase		Number of ordinary shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate purchase price paid
購回月份		購回 普通股數目	已付 每股最高價格	已付 每股最低價格	已付 總購買價格
			HK\$ 港元	HK\$ 港元	HK\$ 港元
May 2014	二零一四年五月	1,036,000	1.65	1.64	1,708,480
June 2014	二零一四年六月	60,000	1.88	1.64	112,320
		1,096,000			1,820,800

### 13. 股本(續)

- (b) 根據購股權計劃發行股份  
於二零一五年四月二十日，購股權獲行使以按代價534,000港元認購本公司240,000股普通股，其中24,000港元計入股本，而餘額791,000港元則計入股份溢價賬。281,000港元已根據載列於附註2.16(d)的會計政策從資本儲備轉撥至股份溢價賬。

於二零一四年十月二十八日，購股權獲行使以按代價535,000港元認購本公司240,000股普通股，其中24,000港元計入股本，而餘額759,000港元則計入股份溢價賬。248,000港元已根據附註2.16(d)所載的會計政策從資本儲備轉撥至股份溢價賬。

- (c) 購回本身股份  
於截至二零一五年十二月三十一日止年度內，本公司於聯交所購回其本身股份如下：

於截至二零一四年十二月三十一日止年度內，本公司於聯交所購回其本身股份如下：

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### 13. Share Capital (continued)

- (d) Terms of unexpired and unexercised share options at the end of the reporting period

Exercise period	行使期	Exercise price 行使價	2015	2014
			二零一五年	二零一四年
17 February 2013 to 16 February 2021	二零一三年二月十七日至 二零一二年二月十六日	HK\$2.227 2.227港元	11,760,000	12,000,000
23 March 2013 to 22 March 2021	二零一三年三月二十三日至 二零一二年三月二十二日	HK\$2.028 2.028港元	4,920,000	4,920,000

Each option entitles the holder to subscribe for one ordinary share of the Company. Further details of these options are set out in note 14 to the financial statements.

- (d) 於報告期末未到期及未行使之購股權年期

每份購股權均賦予持有人認購本公司一股普通股之權利。該等購股權之進一步詳情載於財務報表附註14。

### 14. Equity-Settled Share-Based Payments

#### (a) Share option scheme of the Company

The share option scheme of the Company adopted on 17 April 2002 has expired. The Company adopted a new share option scheme (the "New Scheme") on 23 June 2015 whereby the Directors of the Company are authorised, at their discretion, to invite employees (including both full time and part time employees, and Executive Directors), Non-executive Directors, suppliers, customers and other corporations or individuals that provide support to the Group (as defined in the new share option scheme) to take up options to subscribe for shares in the Company. The maximum number of shares in respect of which options may be granted under the new share option scheme may not exceed 10% of the issued share capital of the Company. The subscription price is determined by the Company's Board of Directors and will not be less than the higher of (i) the nominal value of the Company's ordinary shares; (ii) the closing price of the Company's ordinary shares as stated in the daily quotation sheets issued by the Stock Exchange on the date of offer; and (iii) the average closing price of the Company's ordinary shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer. The vesting period of the options from the date of grant is determined by the Directors and the options are then exercisable within a period of ten years including the vesting period, if any. Each share option gives the holders the right to subscribe for one ordinary share in the Company.

No share options were granted under the New Scheme during the year ended 31 December 2015.

### 14. 以股份支付之權益結算款項

#### (a) 本公司購股權計劃

本公司在二零零二年四月十七日採納的一項購股權計劃經已屆滿。本公司在二零一五年六月二十三日採納新購股權計劃(「新計劃」)，據此，本公司董事獲授權酌情邀請僱員(包括全職及兼職僱員及執行董事)、非執行董事、供應商、客戶及對本集團提供支援之其他公司或個別人士(定義見新購股權計劃)接納購股權，以認購本公司之股份。根據新購股權計劃可予授出之購股權所涉及之最高股份數目不得超逾本公司已發行股本之10%。認購價由本公司董事會釐定，並將不少於下列之較高者：(i)本公司普通股之面值；(ii)於要約日期聯交所發出之每日報價表所列之本公司普通股收市價；及(iii)於緊接要約日期前五個營業日聯交所發出之每日報價表所列之本公司普通股平均收市價。按董事釐定，購股權的歸屬期自授出日期起計，購股權其後於十年之期間內可予行使(包括歸屬期(如有))。每份購股權均賦予持有人認購本公司一股普通股之權利。

概無根據新購股權計劃於截至二零一五年十二月三十一日止年度內授出任何購股權。



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## 14. Equity-Settled Share-Based Payments (continued)

### (a) Share option scheme of the Company (continued)

- (i) The terms and conditions of the grants are as follows, whereby all options are settled by physical delivery of shares for the year ended 31 December 2015:

Date of grant		Outstanding as at 1 January 2015 於二零一五年 一月一日 尚未行使	Exercised during the year 於年內 行使	Outstanding as at 31 December 2015 於二零一五年 十二月三十一日 尚未行使	Exercisable as at 31 December 2015 於二零一五年 十二月三十一日 可予行使	Exercise price (HK\$) 行使價 (港元)	Vesting conditions 歸屬條件	Contractual term of options 購股權 合約年期	Remaining contractual life 剩餘 合約年期
23 March 2011	董事 二零一一年三月 二十三日	4,920,000	—	4,920,000	4,920,000	2.028	2 Years from date of grant 自授出日期 起計2年	10 Years 10年	5.23 Years 5.23年
17 February 2011	僱員 二零一一年 二月十七日	12,000,000	(240,000)	11,760,000	11,760,000	2.227	2 Years from date of grant 自授出日期 起計2年	10 Years 10年	5.14 Years 5.14年
		16,920,000	(240,000)	16,680,000	16,680,000				

The weighted average share price at the date of exercise for share options exercised during the year was HK\$2.17 (2014: HK\$2.17).

年內獲行使購股權於行使日期之加權平均股價為2.17港元(二零一四年：2.17港元)。

## 14. 以股份支付之權益結算款項(續)

### (a) 本公司購股權計劃(續)

- (i) 以下為授出之條款及條件，據此，截至二零一五年十二月三十一日止年度，所有購股權均以實物交付股份結算：

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## 14. Equity-Settled Share-Based Payments (continued)

## 14. 以股份支付之權益結算款項(續)

### (a) Share option scheme of the Company (continued)

### (a) 本公司購股權計劃(續)

(ii) The terms and conditions of the grants are as follows, whereby all options are settled by physical delivery of shares for the year ended 31 December 2014:

(ii) 以下為授出之條款及條件，據此，截至二零一四年十二月三十一日止年度，所有購股權均以實物交付股份結算：

Date of grant		Outstanding as at 1 January 2014 於二零一四年一月一日尚未行使	Lapsed during the year 於年內失效	Exercised during the year 於年內行使	Outstanding as at 31 December 2014 於二零一四年十二月三十一日尚未行使	Exercisable as at 31 December 2014 於二零一四年十二月三十一日可予行使	Exercise price (HK\$) 行使價(港元)	Vesting conditions 歸屬條件	Contractual term of options 購股權合約年期	Remaining contractual life 剩餘合約年期
<b>Directors 董事</b>										
23 March 2011	二零一一年三月二十三日	5,400,000	(480,000)	—	4,920,000	4,920,000	2.028	2 Years from date of grant 自授出日期起計2年	10 Years 10年	6.23 Years 6.23年
<b>Employees 僱員</b>										
17 February 2011	二零一一年二月十七日	12,240,000	—	(240,000)	12,000,000	12,000,000	2.227	2 Years from date of grant 自授出日期起計2年	10 Years 10年	6.14 Years 6.14年
		17,640,000	(480,000)	(240,000)	16,920,000	16,920,000				

### (b) Share option scheme of a subsidiary — ECS Holdings Limited (“ECS”)

### (b) 附屬公司一佳杰科技有限公司(「佳杰科技」)的購股權計劃

The Company's subsidiary, ECS, had a share option scheme, which ceased to be in force upon the privatisation of ECS by the Company in February 2015.

本公司附屬公司佳杰科技設有一項購股權計劃。於本公司於二零一五年二月私有化佳杰科技後，該計劃已不再生效。

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## 15. Reserves of the Company

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the current and prior years are set out below:

		Share premium HK\$'000 千港元 (Note) (附註)	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元 (Note) (附註)	Capital reserve 資本儲備 HK\$'000 千港元 (Note) (附註)	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2014	於二零一四年 一月一日的結餘	758,001	—	19,928	182,999	960,928
Profit and total comprehensive income for the year	年內溢利及 全面收入總額	—	—	—	34,827	34,827
Issue of new shares	發行新股份	75,914	—	—	—	75,914
Dividend paid	已付股息	—	—	—	(119,524)	(119,524)
Share options exercised	已獲行使購股權	759	—	(248)	—	511
Share options forfeited or lapsed	已沒收或失效 購股權	—	—	(529)	529	—
Repurchase of own shares	購回本身股份					
— Par value paid	— 已付面值	—	—	—	—	—
— Premium paid	— 已付溢價	—	—	—	(1,712)	(1,712)
— Transfer between reserves	— 儲備間轉撥	—	109	—	(109)	—
Balance as at 31 December 2014	於二零一四年 十二月三十一日 的結餘	834,674	109	19,151	97,010	950,944
Balance at 1 January 2015	於二零一五年 一月一日的結餘	834,674	109	19,151	97,010	950,944
Profit and total comprehensive income for the year	年內溢利及 全面收入總額	—	—	—	(9,774)	(9,774)
Dividend paid	已付股息	—	—	—	(180,001)	(180,001)
Share options exercised	已獲行使購股權	791	—	(281)	—	510
Repurchase of own shares	購回本身股份					
— Par value paid	— 已付面值	—	—	—	—	—
— Premium paid	— 已付溢價	—	—	—	(146,081)	(146,081)
— Transfer between reserves	— 儲備間轉撥	—	7,007	—	(7,007)	—
Balance as at 31 December 2015	於二零一五年 十二月三十一日 的結餘	835,465	7,116	18,870	(245,853)	615,598

Note:

See notes to the consolidated statement of changes in equity for the nature and purpose of reserves.

## 15. 本公司儲備

本集團綜合權益各成分的年初及年末結餘的對賬載於綜合權益變動表。本年度及過往年度本公司各股權成分的年初及年末變動之詳情載列如下：

附註：

有關儲備之性質及目的，請見綜合權益變動表附註。

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## 16. Trade and Other Payables

## 16. 貿易及其他應付款項

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade payables	貿易應付款項	6,745,574	5,054,770
Other payables and accruals	其他應付款項及應計款項	523,411	427,186
Deferred income (Note (d))	遞延收入(附註(d))	12,253	21,660
		<b>7,281,238</b>	5,503,616
Less: non-current deferred income (Note (d))	減：非即期遞延收入(附註(d))	<b>(4,994)</b>	(7,502)
		<b>7,276,244</b>	5,496,114

(a) The Group's suppliers grant credit periods ranging from 30 to 90 days to the Group. The ageing analysis of trade payables by invoice date is as follows:

(a) 本集團之供應商向本集團授出之信貸期介乎30至90日。貿易應付款項按發票日期劃分之賬齡分析如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
0 – 60 days	0至60日	6,674,686	4,988,507
Over 60 days	超過60日	70,888	66,263
		<b>6,745,574</b>	5,054,770

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## 16. Trade and Other Payables (continued)

- (b) The carrying amounts of trade and other payables were denominated in the following currencies:

		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	44,811	17,799
RMB	人民幣	3,580,909	2,618,505
US\$	美元	2,879,678	2,048,520
S\$	新加坡元	349,677	265,538
THB	泰銖	257,575	389,174
RP	印尼盾	163,594	156,578
		<b>7,276,244</b>	5,496,114

- (c) Included in other payables and accruals is an amount HK\$7,780,000 (2014: HK\$2,710,000) which relates to forward foreign exchange contracts. The net notional amount of forward foreign exchange contracts has been disclosed in note 3.1(a).
- (d) Deferred income and expenses relate to fees billed/paid in advance on service maintenance contracts.

## 16. 貿易及其他應付款項(續)

- (b) 貿易及其他應付款項賬面值以下列貨幣計值：

- (c) 其他應付款項及應計款項已計入有關遠期外匯合約的金額7,780,000港元(二零一四年：2,710,000港元)。遠期外匯合約的淨名義金額已於附註3.1(a)披露。
- (d) 遞延收入及開支與服務保養合約的預先開具發票/支付費用有關。

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## 17. Deferred Taxation

Deferred taxation is calculated in full on temporary differences under the liability method.

The movement in net deferred tax assets/(liabilities) is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
At 1 January	於一月一日	17,610	17,275
Credited to the consolidated statement of profit or loss (Note 23)	計入綜合損益表 (附註23)	18,446	(1,891)
Exchange difference	匯兌差額	(1,645)	2,226
At 31 December	於十二月三十一日	34,411	17,610

Movements of the gross deferred tax assets and liabilities during the year 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
<b>Deferred tax assets — Inventories and trade receivables provisions</b>	<b>遞延稅項資產—存貨及貿易應收款項撥備</b>		
At 1 January	於一月一日	54,033	54,578
Credited to the consolidated statement of profit or loss	計入綜合損益表	9,334	(2,583)
Exchange difference	匯兌差額	(1,293)	2,038
At 31 December	於十二月三十一日	62,074	54,033

## 17. 遞延稅項

遞延稅項乃按負債法就暫時性差異全數計算。

遞延稅項資產/(負債)淨額變動如下：

年內的遞延稅項資產及負債總額變動如下：

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## 17. Deferred Taxation (continued)

## 17. 遞延稅項(續)

Deferred tax liabilities — Accelerated tax depreciation and others	遞延稅項負債—加速稅項折舊及其他	2015	2014
		二零一五年 HK\$'000	二零一四年 HK\$'000
		千港元	千港元
At 1 January	於一月一日	(36,423)	(37,303)
Credited to the consolidated statement of profit or loss	計入綜合損益表	9,112	692
Exchange difference	匯兌差額	(352)	188
At 31 December	於十二月三十一日	(27,663)	(36,423)

Included in “others” are deferred tax liabilities recognised in respect of undistributed profits of foreign investment enterprises in the PRC of HK\$23,362,000 (2014: HK\$24,484,000).

「其他」已計入就中國的外商投資企業的未分派溢利確認的遞延稅項負債23,362,000港元(二零一四年: 24,484,000港元)。

## 18. Borrowings

## 18. 借貸

	Notes 附註	2015	2014
		二零一五年 HK\$'000 千港元	二零一四年 HK\$'000 千港元
<b>Non-current</b>	<b>非流動</b>		
Unsecured bank borrowings	(a)	985,311	—
Finance lease liabilities	(c)	492	376
		985,803	376
<b>Current</b>	<b>流動</b>		
Unsecured bank borrowings	(a)	4,570,123	3,532,379
Secured mortgage loan	(b)	64,782	24,286
Finance lease liabilities	(c)	306	235
		4,635,211	3,556,900
Total borrowings	(d)	5,621,014	3,557,276

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## 18. Borrowings (continued)

Notes:

- (a) Unsecured bank borrowings  
The loans are unsecured and bear interest at rates as disclosed in section (e) below. As at 31 December 2015, the loans were repayable within twelve months except for loans in the amount of HK\$56,833,000 and HK\$928,478,000 which were repayable on 19 December 2017 and 6 September 2018. As at 31 December 2014, all of the loans are repayable within twelve months.
- (b) Secured mortgage loan  
The loan is secured by buildings with net book value of HK\$199,514,000 as at 31 December 2015 (2014: HK\$58,250,000). The loan contains a repayment on demand clause and the portion of the loan to be repaid after one year of HK\$55,338,000 (2014: HK\$20,722,000) is classified as current.
- (c) Finance lease liabilities  
Lease liabilities are effectively secured as the rights to the leased asset revert to the lessor in the event of default.

## 18. 借貸(續)

附註：

- (a) 無抵押銀行借貸  
貸款為無抵押及按下文(e)節披露之利率計息。於二零一五年十二月三十一日，貸款須於十二個月內償還，惟56,833,000港元及928,478,000港元之貸款須分別於二零一七年十二月十九日及二零一八年九月六日償還。於二零一四年十二月三十一日，所有貸款須於十二個月內償還。
- (b) 有抵押按揭貸款  
於二零一五年十二月三十一日，貸款由賬面淨值為199,514,000港元(二零一四年：58,250,000港元)之樓宇提供抵押。此貸款載有須於要求時償還條款，而將於一年後償還的部份貸款55,338,000港元(二零一四年：20,722,000港元)分類為即期。
- (c) 融資租賃負債  
由於違約時租賃資產的權利將歸還予出租人，故租賃負債實際有抵押。

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Gross finance lease liabilities	融資租賃負債總額		
— minimum lease payments:	— 最低租賃款項：		
Within 1 year	1年內	345	282
Between 1 and 5 years	1年至5年	525	452
		870	734
Future finance charges on finance leases	融資租賃的未來融資支出	(72)	(123)
		798	611
The present value of finance lease liabilities	融資租賃負債的現值如下：		
is as follows:			
Within 1 year	1年內	306	235
Between 1 and 5 years	1年至5年	492	376
		798	611



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## 18. Borrowings (continued)

Notes: (Continued)

(d) The Group's borrowings were repayable as follows:

		Bank borrowings		Financial lease liabilities		Total	
		銀行借貸		融資租賃負債		合計	
		2015	2014	2015	2014	2015	2014
		二零一五年	二零一四年	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	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Within 1 year	1年內	4,634,905	3,556,665	306	235	4,635,211	3,556,900
Between 1 and 2 years	1年至2年	56,833	—	232	376	57,065	376
Between 2 and 5 years	2年至5年	928,478	—	260	—	928,738	—
		<b>5,620,216</b>	3,556,665	<b>798</b>	611	<b>5,621,014</b>	3,557,276

(e) The effective interest rates were as follows:

		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
Unsecured bank borrowings	無抵押銀行借貸	1.62%–13.00%	1.34%–5.6%
Secured mortgage loan	有抵押按揭貸款	1.48%–1.60%	1.39%
Finance lease liabilities	融資租賃負債	4.00%–5.74%	4.00%–5.74%

The carrying amounts of borrowings approximate their fair values.

借貸的賬面值與其公平值相若。

(f) The carrying amounts of the borrowings were denominated in the following currencies:

		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	64,782	24,286
RMB	人民幣	850,980	577,332
US\$	美元	4,460,518	2,728,194
S\$	新加坡元	108,981	55,954
THB	泰銖	20,104	170,901
RP	印尼盾	115,649	609
		<b>5,621,014</b>	3,557,276

附註：(續)

(d) 本集團應償還的借貸如下：

(e) 實際利率如下：

(f) 借貸的賬面值以下列貨幣計值：

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## 19. Revenue and Segment Information

Segment information has been prepared in a manner consistent with the information used by the Group's most senior executive management for the purposes of assessing segment performance and allocating resources between segments. The Group's most senior executive management has been identified as the Board. In this regard, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments.

The measure used for reporting segment profit is segment results, including items specifically attributed to individual segments, such as directors' and auditors' remuneration and other administration costs within the segment.

Information regarding the Group's reportable segments for the purposes of resource allocation and assessment of segment performance for the year is set out below.

### (a) Business segments

The main business segments of the Group are the following:

Segments 分部	Principal activities 主要業務
Distribution 分銷	Distribution of IT products (desktop PCs, notebooks, tablets, handhelds, printers, CPUs, hard disks, memory devices, etc) for the commercial and consumer markets. 分銷用於商業及消費市場的資訊科技產品(桌上電腦、筆記本型電腦、平板電腦、掌上設備、打印機、中央處理器、硬盤、記憶體等)。
Enterprise systems 企業系統	Provision of enterprise system tools (middleware, operating systems, Unix/NT servers, databases, storage and security products) for IT infrastructure. 供應用於資訊科技基礎設施的企業系統工具(中間件、操作系統、Unix/NT服務器、數據庫、儲存及保安產品)。
IT services 資訊科技服務	IT infrastructure design and implementation, training, maintenance and support services. 資訊科技基礎設施設計及執行、培訓、維修及支援服務。

## 19. 收益及分部資料

分部資料乃按照本集團之最高層行政管理人員就評估分部表現及分部間資源配置所用資料一致之方式而編製。本集團之最高層行政管理人員為董事會。就此而言，本集團之最高層行政管理人員按以下基準監控各可報告分部應佔之業績：

收益及開支按可報告分部產生的銷售額及產生的開支分配至該等分部。

報告分部溢利之計量方法為分部業績，包括個別分部特別應佔的項目，例如董事及核數師酬金及其他分部內行政開支。

年內本集團就資源分配及評估分部表現之可報告分部資料如下。

### (a) 業務分部

本集團的主要業務分部如下：

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## 19. Revenue and Segment Information (continued)

### (a) Business segments (continued)

The segment results for the year ended 31 December 2015 are as follows:

		Distribution	Enterprise systems	IT services	Group
		分銷	企業系統	資訊科技	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Total segment revenue	分部收益總額	30,999,674	14,377,680	198,286	45,575,640
Segment results	分部業績	459,743	205,640	11,686	677,069
Finance costs	財務費用				(139,738)
					537,331
Share of associates' profits	分佔聯營公司溢利				34,686
Share of joint venture's loss	分佔合營企業虧損				(10,019)
Profit before taxation	除稅前溢利				561,998
Taxation	稅項				(111,617)
Profit for the year	年內溢利				450,381
Reportable segment assets	可報告分部資產	8,382,803	3,783,320	44,542	12,210,665

## 19. 收益及分部資料(續)

### (a) 業務分部(續)

截至二零一五年十二月三十一日止年度的分部業績如下：

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

## 19. Revenue and Segment Information (continued)

### (a) Business segments (continued)

The segment results for the year ended 31 December 2014 are as follows:

		Distribution	Enterprise	IT services	Group
		分銷	企業系統	資訊科技服務	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Total segment revenue	分部收益總額	30,573,837	11,100,914	217,958	41,892,709
Segment results	分部業績	644,091	189,708	10,098	843,897
Finance costs	財務費用				(104,392)
					739,505
Share of associates' profits	分佔聯營公司溢利				34,939
Share of joint ventures' loss	分佔合營企業虧損				(5,415)
Profit before taxation	除稅前溢利				769,029
Taxation	稅項				(143,361)
Profit for the year	年內溢利				625,668
Reportable segment assets	可報告分部資產	7,384,372	2,709,451	42,029	10,135,852

The Group's customer base is diversified and includes only one customer with whom transactions have exceeded 10% of the Group's revenue. Distribution revenue from this customer amounted to approximately HK\$5,767,000,000 (2014: HK\$6,918,000,000).

### (b) Reconciliations of reportable segment profit or loss and assets

#### Profit

Reconciliation of segment profit to the profit for the year in the consolidated statement of profit or loss is not presented as the segment profit is the same as the profit for the year presented in the consolidated statement of profit or loss.

## 19. 收益及分部資料(續)

### (a) 業務分部(續)

截至二零一四年十二月三十一日止年度的分部業績如下：

		Distribution	Enterprise	IT services	Group
		分銷	企業系統	資訊科技服務	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Total segment revenue	分部收益總額	30,573,837	11,100,914	217,958	41,892,709
Segment results	分部業績	644,091	189,708	10,098	843,897
Finance costs	財務費用				(104,392)
					739,505
Share of associates' profits	分佔聯營公司溢利				34,939
Share of joint ventures' loss	分佔合營企業虧損				(5,415)
Profit before taxation	除稅前溢利				769,029
Taxation	稅項				(143,361)
Profit for the year	年內溢利				625,668
Reportable segment assets	可報告分部資產	7,384,372	2,709,451	42,029	10,135,852

本集團的客戶群多元化，僅有一名交易額超過本集團收益10%的客戶。來自該名客戶的分銷收益約達5,767,000,000港元(二零一四年：6,918,000,000港元)。

### (b) 可報告分部溢利或虧損及資產的對賬

#### 溢利

由於分部溢利與綜合損益表所呈列的年內溢利相同，故並無呈列分部溢利與綜合損益表內年內溢利的對賬。

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

## 19. Revenue and Segment Information (continued)

### (b) Reconciliations of reportable segment profit or loss and assets (continued)

Assets

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Reportable segment assets	可報告分部資產	12,210,665	10,135,852
Goodwill	商譽	310,592	324,001
Interest in associates	於聯營公司的權益	277,805	322,780
Interests in a joint venture	於合營企業的權益	55,211	67,385
Deferred tax assets	遞延稅項資產	62,074	54,033
Other receivables and prepayments	其他應收款項及預付款項	618,304	730,262
Cash and cash equivalents	現金及現金等價物	3,233,727	1,495,111
Consolidated total assets	綜合總資產	16,768,378	13,129,424

### (c) Geographical information

The Group's two business segments operate principally in North Asia and South East Asia.

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
North Asia	北亞	36,798,568	33,195,293
South East Asia	東南亞	8,777,072	8,697,416
Total segment revenue	分部收益總額	45,575,640	41,892,709

Revenue is allocated based on the country in which the customer is located.

## 19. 收益及分部資料(續)

### (b) 可報告分部溢利或虧損及資產的對賬(續)

資產

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Reportable segment assets	可報告分部資產	12,210,665	10,135,852
Goodwill	商譽	310,592	324,001
Interest in associates	於聯營公司的權益	277,805	322,780
Interests in a joint venture	於合營企業的權益	55,211	67,385
Deferred tax assets	遞延稅項資產	62,074	54,033
Other receivables and prepayments	其他應收款項及預付款項	618,304	730,262
Cash and cash equivalents	現金及現金等價物	3,233,727	1,495,111
Consolidated total assets	綜合總資產	16,768,378	13,129,424

### (c) 地區資料

本集團的兩個業務分部主要在北亞及東南亞經營。

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
North Asia	北亞	36,798,568	33,195,293
South East Asia	東南亞	8,777,072	8,697,416
Total segment revenue	分部收益總額	45,575,640	41,892,709

收益根據客戶所在國家劃分。

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

## 19. Revenue and Segment Information (continued)

### (c) Geographical information (continued)

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>		
North Asia	北亞	9,978,254	8,064,477
South East Asia	東南亞	2,232,411	2,071,375
Reportable segment assets	可報告分部資產	<b>12,210,665</b>	10,135,852

Reportable segment assets are allocated based on where the assets are located.

可報告分部資產根據資產所在地劃分。

## 19. 收益及分部資料(續)

### (c) 地區資料(續)

## 20. Other (Losses)/Gains, Net

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Interest income	利息收入	14,120	16,618
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	(406)	(45)
Net exchange loss	匯兌虧損淨額	(23,642)	(13,788)
Other	其他	7,239	12,554
		<b>(2,689)</b>	15,339

## 20. 其他(虧損)/收入淨額

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

## 21. Operating Profit

Operating profit is derived after charging/(crediting) the following:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Cost of inventories	存貨成本	43,878,639	40,165,374
Staff costs, including directors' emoluments	員工成本(包括董事酬金)		
— Salaries, allowances and welfare	— 薪金、津貼及福利	410,258	362,912
— Provident fund contributions	— 公積金供款	57,196	52,331
Operating lease rentals in respect of premises and warehouses	物業及貨倉之經營租賃租金	57,836	59,862
Auditors' remuneration	核數師酬金		
— audit fees	— 審核費用	4,805	5,917
— non-audit fees	— 非審核費用	957	1,114
Depreciation of property, plant and equipment	物業、廠房及設備折舊	22,369	19,513
Provisions for inventories (written back)/charged	(撇銷)/計入存貨撥備	(52,732)	42,661
Net provision for and net write off of trade receivables	貿易應收款項撥備及撇銷淨額	58,478	34,054
Net foreign exchange loss	匯兌虧損淨額		
— excluding net exchange loss in other (losses)/gains	— 不包括其他(虧損)/收入的匯兌虧損淨額	176,587	29,385

經營溢利乃經扣除/(計入)以下各項所得：

The provisions for inventories written back in the current year resulted from an increase in the estimated net realisable value of certain inventories.

本年度撇銷的存貨撥備乃由於估計若干存貨的變現淨值增加所致。

## 22. Finance Costs

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Interest expense on:	下列各項之利息開支：		
— Bank overdrafts	— 銀行透支	23	12
— Unsecured bank borrowings	— 無抵押銀行借貸	138,960	103,975
— Secured mortgage loan	— 有抵押按揭貸款	704	362
— Finance lease liabilities	— 融資租賃負債	51	43
		139,738	104,392

## 22. 財務費用

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

## 23. Taxation

The amount of taxation charged to the consolidated statement of profit or loss represents:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current taxation	本期稅項		
— Hong Kong Profits Tax	— 香港利得稅	9,784	36,455
— Overseas taxation	— 海外稅項	106,437	104,163
(Over)/under-provision of Hong Kong Profits Tax in prior years	過往年度香港利得稅(超額撥備) / 撥備不足	(292)	4
Under-provision of overseas taxation in prior years	過往年度海外稅項撥備不足	14,134	848
Deferred taxation (Note 17)	遞延稅項(附註17)	(18,446)	1,891
		<b>111,617</b>	143,361

The provision for Hong Kong Profits Tax for 2015 is calculated at 16.5% (2014: 16.5%) of the estimated assessable profits for the year, taking into account a reduction granted by the Hong Kong SAR Government of 75% of the tax payable for the year of assessment 2014–15 subject to a maximum reduction of HK\$20,000 for each business (2014: a maximum reduction of HK\$10,000 was granted for the year of assessment 2013–14 and was taken into account in calculating the provision for 2014).

Overseas taxation has been calculated based on the estimated assessable profit for the year at rates of taxation prevailing in the countries in which the entities comprising the Group operate.

A withholding tax of 5% is levied on Hong Kong companies in respect of dividend distributions arising from profits of foreign investment enterprises in the PRC earned after 1 January 2008.

## 23. 稅項

於綜合損益表扣除之稅項金額乃指：

二零一五年香港利得稅撥備乃根據年內度估計應課稅溢利按稅率16.5%(二零一四年：16.5%)計算，並已計入香港特區政府授出寬減二零一四年至一五年課稅年度75%的應付稅項，每宗個案以20,000港元為寬減上限(二零一四年：寬減上限10,000港元於二零一三年至一四年課稅年度授出，並已計入計算二零一四年撥備)。

海外稅項按年內之估計應課稅溢利以本集團旗下實體經營所在國家當時的稅率計算。

就中國的外商投資企業於二零零八年一月一日後賺取的溢利所產生的股息分派而向香港公司徵收5%的預提稅。



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

## 23. Taxation (continued)

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the taxation rate of Hong Kong as follows:

		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	除稅前溢利	561,998	769,029
Calculated at a taxation rate of 16.5%	按稅率16.5%計算	92,730	126,890
Effect of different tax rates in different tax jurisdictions	不同稅務司法權區不同稅率之影響	170	391
Income not subject to taxation	毋須課稅之收入	(7,279)	(7,926)
Expenses not deductible for taxation purposes	就稅務而言不得扣減之開支	8,500	12,498
Under-provision in prior years	過往年度撥備不足撥備	13,842	714
Tax losses for which no deferred tax assets were recognised	並無確認遞延稅項資產的稅項虧損	439	1,510
Tax effect of withholding tax on profit of the PRC subsidiaries	中國附屬公司溢利預提稅的稅務影響	3,215	9,284
Taxation charge	稅項支出	111,617	143,361

## 23. 稅項(續)

本集團除稅前溢利之稅項與使用香港稅率應產生之理論金額之差異如下：

## 24. Loss Attributable to Equity Shareholders of the Company

The loss attributable to equity shareholders of the Company for the year ended 31 December 2015 is dealt with in the financial statements of the Company to the extent of HK\$9,774,000 (2014: profit of HK\$34,827,000).

## 24. 本公司權益持有人應佔虧損

截至二零一五年十二月三十一日止年度之本公司權益持有人應佔虧損為數9,774,000港元(二零一四年：溢利34,827,000港元)於本公司財務報表中處理。

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

## 25. Dividends

### (i) Dividends payable to equity shareholders of the Company attributable to the year

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Final dividend proposed after the end of the reporting period of HK12.4 cents (2014: HK11.8 cents) per ordinary share	於報告期末後擬派末期股息每股普通股12.4港仙(二零一四年: 11.8港仙)	180,000	180,000

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

於報告期末後擬派末期股息並無於報告期末確認為負債。

### (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid 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
Final dividend in respect of the previous financial year, approved and paid during the year of HK11.8 cents (2014: HK8 cents) per ordinary share	年內批准及派付有關上一財政年度的末期股息每股普通股11.8港仙(二零一四年: 8港仙)	180,001	119,524

### (i) 年內應佔應付予本公司權益持有人股息

### (ii) 年內批准及派付上一財政年度應佔應付予本公司權益持有人股息

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

## 26. Earnings Per Share

### Basic

The calculation of basic earnings per share for the year is based on the profit attributable to equity shareholders of the Company of HK\$450,381,000 (2014: HK\$607,374,000) and the weighted average of 1,504,126,000 (2014: 1,496,419,000 shares) shares in issue.

		2015 二零一五年	2014 二零一四年
Issued ordinary shares as at 1 January (thousands)	於一月一日已發行普通股(千股)	1,525,188	1,494,044
Exercise of share options (thousands)	行使購股權(千股)	338	42
Issued new shares (thousands)	已發行新股份(千股)	—	2,981
Repurchase of own shares (thousands)	購回本身股份(千股)	(21,400)	(648)
Weighted average number of ordinary shares as at 31 December (thousands)	於十二月三十一日普通股加權平均數(千股)	1,504,126	1,496,419
Basic earnings per share (HK cents per share)	每股基本盈利(每股港仙)	29.94	40.59

### Diluted

The calculation of diluted earnings per share for the year is based on the profit attributable to equity shareholders of the Company of HK\$450,381,000 (2014: HK\$607,374,000) and the weighted average number of shares of 1,506,715,000 (2014: 1,496,672,000 shares), calculated as follows:

		2015 二零一五年	2014 二零一四年
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數(千股)	1,504,126	1,496,419
Adjustment for assumed conversion of share options (thousands)	假設購股權獲轉換之調整(千股)	2,589	253
Weighted average number of ordinary shares for diluted earnings per share (thousands)	每股攤薄盈利之普通股加權平均數(千股)	1,506,715	1,496,672
Diluted earnings per share (HK cents per share)	每股攤薄盈利(每股港仙)	29.89	40.58

## 26. 每股盈利

### 基本

年內每股基本盈利乃按本公司權益持有人應佔溢利450,381,000港元(二零一四年: 607,374,000港元)及已發行股份之加權平均數1,504,126,000股(二零一四年: 1,496,419,000股)計算得出。

### 攤薄

年內每股攤薄盈利乃按本公司權益持有人應佔溢利450,381,000港元(二零一四年: 607,374,000港元)及股份加權平均數1,506,715,000股(二零一四年: 1,496,672,000股)計算如下:

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

## 27. Directors' and Senior Management's Emoluments

### (a) Directors' emoluments

The aggregate amounts of emoluments paid or payable to Directors of the Company during the year 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
Fees	袍金	673	667
Other emoluments	其他酬金		
— Basic salaries and housing allowances	— 基本薪金及房屋津貼	9,641	9,716
— Discretionary bonus	— 酌情花紅	5,352	4,845
— Contributions to pension scheme	— 退休計劃供款	195	177
		<b>15,861</b>	15,405

The remuneration of each Director for the year ended 31 December 2015 is set out below:

### (a) 董事酬金

於年內已付或應付予本公司董事之酬金總額如下：

於截至二零一五年十二月三十一日止年度，各董事之薪酬載列如下：

Name of Director 董事姓名		Basic salaries and housing allowance 基本薪金及房屋津貼		Discretionary bonus 酌情花紅	Contribution to pension scheme 退休計劃供款	Total 合計
		Fees 袍金 HK\$'000 千港元	allowance 房屋津貼 HK\$'000 千港元			
Executive Directors	執行董事					
Li Jialin	李佳林	—	5,200	2,000	18	7,218
Chow Ying Chi	鄒英姿	—	1,182	1,630	141	2,953
Ong Wei Hiam, William	王偉焯	73	2,474	602	18	3,167
Chan Hoi Chau	陳海洲	—	785	1,120	18	1,923
Non-executive Directors	非執行董事					
Liu Li	劉莉	120	—	—	—	120
Liang Xin	梁欣	120	—	—	—	120
Independent Non-executive Directors	獨立非執行董事					
Lam Hin Chi	藍顯賜	120	—	—	—	120
Li Wei	李煒	120	—	—	—	120
Ng Yat Cheung	吳日章	120	—	—	—	120
		<b>673</b>	<b>9,641</b>	<b>5,352</b>	<b>195</b>	<b>15,861</b>

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

## 27. Directors' and Senior Management's Emoluments (continued)

### (a) Directors' emoluments (continued)

The remuneration of each Director for the year ended 31 December 2014 is set out below:

Name of Director	Fees	Basic salaries and housing allowance	Discretionary bonus	Contribution to pension scheme	Total
董事姓名	袍金	基本薪金及房屋津貼	酌情花紅	退休計劃供款	合計
	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
<b>Executive Directors</b>					
Li Jialin	—	5,200	2,000	17	7,217
Chow Ying Chi	—	1,152	1,363	126	2,641
Ong Wei Hiam, William	87	2,592	750	17	3,446
Chan Hoi Chau	—	772	732	17	1,521
<b>Non-executive Directors</b>					
Liu Li	120	—	—	—	120
Liang Xin	120	—	—	—	120
<b>Independent Non-executive Directors</b>					
Lam Hin Chi	65	—	—	—	65
Chan Po Fun, Peter	35	—	—	—	35
Li Wei	120	—	—	—	120
Ng Yat Cheung	120	—	—	—	120
	667	9,716	4,845	177	15,405

Directors' emoluments disclosed above include approximately HK\$360,000 (2014: HK\$340,000) paid to independent Non-executive Directors.

No emoluments have been paid to these individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2014: HK\$Nil).

During the year, no Director of the Company waived any emoluments (2014: HK\$Nil).

## 27. 董事及高級管理層酬金 (續)

### (a) 董事酬金 (續)

於截至二零一四年十二月三十一日止年度，各董事之薪酬載列如下：

上文所披露之董事酬金包括支付予獨立非執行董事的約360,000港元(二零一四年：340,000港元)。

年內概無向該等人士支付任何酬金(二零一四年：零港元)，作為吸引彼等加入本集團或彼等加入本集團後之獎勵或作為離職補償。

於年內，本公司董事並無放棄收取任何酬金(二零一四年：零港元)。

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

## 27. Directors' and Senior Management's Emoluments (continued)

### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2014: one) Directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2014: four) individuals during the year 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
Fee	袍金	88	—
Basic salaries and allowances	基本薪金及津貼	5,161	6,778
Discretionary bonuses	酌情花紅	6,125	10,170
Contributions to pension schemes	退休計劃供款	577	597
		<b>11,951</b>	<b>17,545</b>

The emoluments fell within the following bands:

酬金介乎下列範圍：

Emolument band	酬金範圍	Number of individuals 人數	
		2015 二零一五年	2014 二零一四年
HK\$3,500,001 — HK\$4,000,000	3,500,001 港元至 4,000,000 港元	2	2
HK\$4,000,001 — HK\$4,500,000	4,000,001 港元至 4,500,000 港元	—	—
HK\$4,500,001 — HK\$5,000,000	4,500,001 港元至 5,000,000 港元	1	1
HK\$5,000,001 — HK\$5,500,000	5,000,001 港元至 5,500,000 港元	—	1

## 27. 董事及高級管理層酬金 (續)

### (b) 五名最高薪人士

本集團年內之五名酬金最高人士包括兩名(二零一四年：一名)董事，彼等之酬金已於上文所呈列之分析中反映。於年內支付予其餘三名(二零一四年：四名)人士之酬金如下：

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

## 28. Notes to the Consolidated Cash Flow Statement 28. 綜合現金流量報表附註

(a) Reconciliation of profit before taxation to net cash generated from/(used in) operations

(a) 除稅前溢利與經營所得／(所用)現金淨額之對賬

		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	除稅前溢利	561,998	769,029
Interest income	利息收入	(14,120)	(16,618)
Interest expense	利息開支	139,738	104,392
Depreciation of property, plant and equipment	物業、廠房及設備折舊	22,369	19,513
Share of associates' profits	分佔聯營公司溢利	(34,686)	(34,939)
Share of joint venture's loss	分佔合營企業虧損	10,019	5,415
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	406	45
Operating profit before working capital changes	營運資金變動前之經營溢利	685,724	846,837
Changes in working capital	營運資金變動		
Trade and other receivables	貿易及其他應收款項	(904,508)	(790,598)
Inventories	存貨	(888,861)	(440,662)
Trade and other payables	貿易及其他應付款項	1,777,622	363,613
Net cash generated from/(used in) operations	經營所得／(所用)現金淨額	669,977	(20,810)

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

## 29. Commitments

### (a) Capital commitments

Capital commitments outstanding at 31 December 2015 not provided for in the financial statements were as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Contracted for purchase of property	已訂約購買物業	—	120,613

### (b) Commitments under operating leases

As at 31 December 2015, the Group had future aggregate minimum lease payments under non-cancellable operating leases 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 1 year	1年內	48,969	44,722
Between 1 and 5 years	1年至5年	23,934	55,566
		<b>72,903</b>	100,288

The Group is the lessee in respect of a number of properties and items of plant and machinery and office equipment held under operating leases. The leases typically run for an initial period of one to three years, with an option to renew each lease upon expiry when all terms are renegotiated. None of the leases includes contingent rentals.

本集團為多個物業及以經營租賃持有之廠房及機械以及辦公室設備項目之承租人。租約之初步年期一般為一至三年，於各份租約到期後可選擇續期並於屆時重新磋商所有條款。概無租約包括或然租金。

## 29. 承擔

### (a) 資本承擔

於二零一五年十二月三十一日尚未於財務報表內計提撥備之未償付資本承擔如下：

### (b) 經營租賃項下之承擔

於二零一五年十二月三十一日，本集團根據不可撤銷之經營租賃而承擔之日後最低租賃付款總額如下：



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

## 30. Related Party Transactions

The following transactions were carried out with related parties:

### (a) Director's quarter

The Group entered into a rental agreement with Joint Honour Development Limited, a company in which Mr. Li Jialin ("Mr. Li"), the Chairman and Executive Director of the Company is a major shareholder, in respect of a director's quarter. Pursuant to the agreement, the Group paid a monthly rental of HK\$200,000 to Joint Honour Development Limited (2014: HK\$200,000).

### (b) Motor vehicle

On 1 January 2015, the Group entered into a motor vehicle rental agreement with Joint Honour Development Limited, a company in which Mr. Li, the Chairman and Executive Director of the Company is a major shareholder. Pursuant to the agreement, the Group paid a monthly rental of HK\$15,000 to Joint Honour Development Limited (2014: Nil).

### (c) License fee

The Group also entered into an agreement with Kong Lung Ind Co., a company in which Mr. Li is a major shareholder. Pursuant to the agreement, the Group paid a monthly license fee of HK\$14,000 in respect of the China-Hong Kong Vehicle License to Kong Lung Ind Co. (2014: HK\$14,000).

### (d) Key management compensation (including the amounts disclosed in note 27)

Key management compensation amounted to HK\$62,664,000 (2014: HK\$72,329,000) during the year.

## 30. 關連人士交易

以下為與關連人士進行之交易：

### (a) 董事宿舍

本集團與本公司主席兼執行董事李佳林先生(「李先生」)為主要股東之公司集中發展有限公司就一間董事宿舍訂立一份租賃協議。根據該協議，本集團向集中發展有限公司支付月租200,000港元(二零一四年：200,000港元)。

### (b) 汽車

於二零一五年一月一日，本集團與本公司主席兼執行董事李先生為主要股東之公司集中發展有限公司訂立一份汽車租賃協議。根據該協議，本集團向集中發展有限公司支付月租15,000港元(二零一四年：無)。

### (c) 牌照費

本集團亦與李先生為主要股東的公司港龍實業公司訂立一份協議。根據該協議，本集團已就中港車輛牌照每月支付牌照費14,000港元予港龍實業公司(二零一四年：14,000港元)。

### (d) 主要管理人員酬金(包括於附註27披露之金額)

年內，主要管理人員酬金為62,664,000港元(二零一四年：72,329,000港元)。

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

## 31. Statement of Financial Position of the Company 31. 本公司財務狀況表

As at 31 December 2015

於二零一五年十二月三十一日

		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
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		935	1,081
Investments in subsidiaries	於附屬公司之投資		1,560,713	1,538,029
			<b>1,561,648</b>	<b>1,539,110</b>
<b>Current assets</b>	<b>流動資產</b>			
Prepayments	預付款項		309	309
Cash and cash equivalents	現金及現金等價物		47,695	140,761
			<b>48,004</b>	<b>141,070</b>
<b>Total assets</b>	<b>總資產</b>		<b>1,609,652</b>	<b>1,680,180</b>
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	13	145,536	152,519
Reserves	儲備	15	615,598	950,944
<b>Total equity</b>	<b>總權益</b>		<b>761,134</b>	<b>1,103,463</b>
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Amount due to a subsidiary	應付一間附屬公司款項		848,488	576,689
Other payables and accruals	其他應付款項及應計款項		30	28
<b>Total liabilities</b>	<b>總負債</b>		<b>848,518</b>	<b>576,717</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>1,609,652</b>	<b>1,680,180</b>
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(800,514)</b>	<b>(435,647)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>761,134</b>	<b>1,103,463</b>

Approved and authorised for issue by the Board of Directors on 23 March 2016.

董事會於二零一六年三月二十三日批准及授權刊發。

Li Jialin  
李佳林  
Director  
董事

Chow Ying Chi  
鄒英姿  
Director  
董事

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

### 32. Possible Impact of Amendments, New Standards and Interpretations Issued but not yet Effective for the year ended 31 December 2015

Up to the date of issue of these financial statements, the HKICPA has issued a few amendments and new standards which are not yet effective for the year ended 31 December 2015 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

### 32. 截至二零一五年十二月三十一日止年度尚未生效之修訂、新標準及詮釋之可能影響

直至此等財務報表之刊發日期，香港會計師公會已頒佈於截至二零一五年十二月三十一日止年度尚未生效且並未於此等財務報表採納之數項修訂以及新準則，包括以下可能與本集團有關者。

		Effective for accounting periods beginning on or after 於下列日期或之後 開始的會計期間生效
Annual Improvements to HKFRSs 2012–2014 Cycle	香港財務報告準則二零一二年至二零一四年週期之年度改進	1 January 2016 二零一六年一月一日
Amendments to HKFRS 10 and HKAS 28, <i>Sale or contribution of assets between an investor and its associate or joint venture</i>	香港財務報告準則第10號及香港會計準則第28號，投資者與其聯營公司或合營企業之間的資產出售或注資之修訂	1 January 2016 二零一六年一月一日
Amendments to HKFRS 11, <i>Accounting for acquisitions of interests in joint operations</i>	香港財務報告準則第11號，收購聯合經營業務之權益之會計法之修訂	1 January 2016 二零一六年一月一日
Amendments to HKAS 1, <i>Disclosure initiative</i>	香港會計準則第1號，披露計劃之修訂	1 January 2016 二零一六年一月一日
Amendments to HKAS 16 and HKAS 38, <i>Clarification of acceptable methods of depreciation and amortisation</i>	香港會計準則第16號及香港會計準則第38號，澄清可接受之折舊及攤銷法之修訂	1 January 2016 二零一六年一月一日
HKFRS 15, <i>Revenue from contracts with customers</i>	香港財務報告準則第15號，來自與客戶訂立合約之收入	1 January 2017 二零一七年一月一日
HKFRS 9, <i>Financial instruments</i>	香港財務報告準則第9號，金融工具	1 January 2018 二零一八年一月一日

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估該等修訂於首次應用期間之預期影響。截至目前為止，本集團認為採納該等修訂並不大可能會對綜合財務報表帶來重大影響。

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

### 33. Non-adjusting Events after the Reporting Period

- (a) On 18 February 2016, the Group entered into a subscription agreement to subscribe for a partnership interest of US\$30 million (equivalent to approximately HK\$234 million) in 3H Health Investment Fund I, L.P., a Cayman Islands exempted limited partnership (“The Fund”). The Fund mainly invests equity and/or equity-related securities of companies that operate in the life science and healthcare sector and related (either planned or existing) technologies, products and services. The transactions were not yet completed on 23 March 2016.
- (b) On 11 March 2016, the Company entered into a subscription agreement with APAL Holdings Limited (“APAL”), a company mainly operating in global aircraft leasing, aircraft trading, securitised aircraft leasing financial products, aircraft parts trading, maintenance of aircraft, dismantling aircraft and other related consulting services, to subscribe for its shares. Upon completion of the subscription, the Company will hold 300,000,000 shares, representing approximately 25.95% of the total issued share capital of APAL, at a consideration of US\$30,000,000 (equivalent to approximately HK\$234,000,000).

### 33. 報告期後非調整事項

- (a) 於二零一六年二月十八日，本集團就認購一間開曼群島之獲豁免有限責任合夥事業3H Health Investment Fund I, L.P. (「基金」) 合夥公司權益30百萬美元(相當於約234百萬港元)訂立認購協議。基金主要投資於人壽保險及保健行業經營的公司以及相關(擬訂或現有)技術、產品及服務之權益及/或權益相關證券。交易於二零一六年三月二十三日尚未完成。
- (b) 於二零一六年三月十一日，本集團已與一間主要從事全球飛機租賃、飛機貿易、證券化飛機租賃金融產品、飛機零部件貿易、飛機維修、飛機拆卸及其他相關諮詢服務的公司APAL控股有限公司(「APAL」)訂立認購協議，以認購其股份。於認購事項完成後，本公司將持有300,000,000股股份，佔APAL已發行股本總數約25.95%，代價為30,000,000美元(相當於約234,000,000港元)。

# Financial Summary

## 財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out below:

本集團過去五個財政年度之業績以及資產與負債概要載列如下：

## Results

### 業績

		Year ended 31 December 2015 截至二零一五年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2014 截至二零一四年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2013 截至二零一三年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2012 截至二零一二年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2011 截至二零一一年 十二月三十一日 止年度 HK\$'000 千港元
Revenue	收益	45,575,640	41,892,709	40,239,286	37,097,592	32,617,058
Profit before taxation	除稅前溢利	561,998	769,029	658,802	571,561	634,581
Taxation	稅項	(111,617)	(143,361)	(133,675)	(107,162)	(145,787)
Profit for the year	年內溢利	450,381	625,668	525,127	464,399	488,794
Attributable to:	以下人士應佔：					
Equity Shareholders of the Company	本公司權益持有人	450,381	607,374	502,725	444,236	462,516
Non-controlling interests	非控股權益	—	18,294	22,402	20,163	26,278
		450,381	625,668	525,127	464,399	488,794

## Assets and Liabilities

### 資產及負債

		As at 31 December 2015 於二零一五年 十二月三十一日 HK\$'000 千港元	As at 31 December 2014 於二零一四年 十二月三十一日 HK\$'000 千港元	As at 31 December 2013 於二零一三年 十二月三十一日 HK\$'000 千港元	As at 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元	As at 31 December 2011 於二零一一年 十二月三十一日 HK\$'000 千港元
Total assets	總資產	16,768,378	13,129,424	11,527,662	9,847,426	8,545,115
Total liabilities	總負債	(12,949,271)	9,136,466	(7,907,262)	(6,612,744)	(5,747,886)
Total equity	總權益	3,819,107	3,992,958	3,620,400	3,234,682	2,797,229



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