



# 大中華金融控股有限公司

GREATER CHINA FINANCIAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 431)

**2016**  
ANNUAL  
REPORT  
年 報

## CONTENTS

### 目錄

		<i>Pages</i> 頁次
CORPORATE INFORMATION	公司資料	2
CHAIRMAN'S STATEMENT	主席報告書	4
MANAGEMENT DISCUSSION AND ANALYSIS	管理層討論及分析	6
BIOGRAPHICAL DETAILS OF DIRECTORS	董事履歷	27
CORPORATE GOVERNANCE REPORT	企業管治報告	30
DIRECTORS' REPORT	董事會報告	41
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT	環境、社會及管治報告	59
INDEPENDENT AUDITOR'S REPORT	獨立核數師報告	65
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	綜合損益及其他全面收益表	70
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	綜合財務狀況表	72
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	綜合權益變動表	74
CONSOLIDATED STATEMENT OF CASH FLOWS	綜合現金流量表	75
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	綜合財務報表附註	77
FINANCIAL SUMMARY	財務概要	235

## CORPORATE INFORMATION

### 公司資料

#### Executive Directors

Mr. Liu Kequan (*Chairman and Chief Executive Officer*)  
Mr. Zhang Peidong

#### 執行董事

劉克泉先生 (*主席兼行政總裁*)  
張沛東先生

#### Independent Non-executive Directors and Audit Committee

Mr. Jin Bingrong  
Mr. Kwan Kei Chor  
Dr. Rui Mingjie  
Mr. Zhou Liangyu  
Dr. Lyu Ziang

#### 獨立非執行董事及審核委員會

金炳榮先生  
關基楚先生  
芮明杰博士  
周梁宇先生  
呂子昂博士

#### Company Secretary

Ms. Chan Siu Mun

#### 公司秘書

陳兆敏小姐

#### Auditor

HLM CPA Limited  
Certified Public Accountants

#### 核數師

恒健會計師行有限公司  
執業會計師

#### Principal Bankers

Bank of China (Hong Kong) Limited  
Hang Seng Bank Limited  
Taicang Rural Commercial Bank

#### 主要往來銀行

中國銀行(香港)有限公司  
恒生銀行有限公司  
太倉農村商業銀行

#### Legal Advisors

Iu, Lai & Li Solicitors & Notaries

#### 法律顧問

姚黎李律師行

#### Head Office and Principal Place of Business

Suites 3001-11, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

#### 總辦事處及主要營業地點

香港  
銅鑼灣  
勿地臣街1號  
時代廣場  
二座3001-11室

#### Registered Office

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

#### 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda



## CORPORATE INFORMATION

### 公司資料

#### Principal Share Registrar and Transfer Office in Bermuda

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

#### Hong Kong Branch Share Registrar and Transfer Office

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

#### Stock Code

431

#### Website

<http://www.irasia.com/listco/hk/greaterchina/index.htm>

#### 百慕達股份過戶及登記總處

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

#### 香港股份過戶及登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

#### 股份代號

431

#### 網址

<http://www.irasia.com/listco/hk/greaterchina/index.htm>

## CHAIRMAN'S STATEMENT

### 主席報告書

On behalf of the board (the "Board") of directors (the "Directors") of Greater China Financial Holdings Limited (the "Company", together with its subsidiaries, the "Group"), I would like to present the annual report for the year ended 31 December 2016.

### REVIEW OF OPERATIONS

2016 has been a difficult year with severe challenge for the Group. The Group has been affected adversely by the deconsolidation of the pawnshop operations (which is disclosed in details in the "Management Discussion and Analysis" section) and a significant loss of approximately HK\$970 million was resulted.

Overall speaking, the financial markets in both Hong Kong and China are volatile. However, the Group still managed to complete the acquisition of the financial related operations including the securities brokerage, asset management and insurance brokerage and commence those businesses during the year.

### PROSPECT

Despite the challenges encountered by the Group in 2016, I believe that 2017 is a year full of opportunity. The Group has been gradually diverted into the financial service business in Hong Kong as well as in China. In Hong Kong, we will further develop our operations in securities brokerage, loan financing, insurance brokerage and asset management. In China, we will develop the financing consultancy business which was newly acquired by the end of 2016 and will continue to identify opportunity to add value to the existing operations and explore new way to expand the business to another level.

The Group will continue to explore new investment opportunities including but not limited to financial service related business with the aim to enhance the returns to the shareholders of the Company (the "Shareholders").

本人謹代表大中華金融控股有限公司（「本公司」，連同其附屬公司合稱「本集團」）董事（「董事」）會（「董事會」）提呈截至二零一六年十二月三十一日止年度的年報。

### 業務回顧

二零一六年對本集團而言，是一個面對嚴重挑戰的艱難年度。將典當行業務取消綜合入賬（詳情披露於「管理層討論及分析」一節）對本集團造成不利影響，並因而錄得約970,000,000港元的巨額虧損。

整體而言，香港和中國的金融市場均呈現動盪不穩的局面。然而，本集團仍能完成收購金融相關業務，包括證券經紀、資產管理及保險經紀並且於年內開始經營該等業務。

### 展望

儘管本集團於二零一六年歷經重重挑戰，本人相信，二零一七年將會是充滿機遇的一年。本集團已逐漸將重心移向香港以至中國的金融服務業務。在香港，我們將進一步發展我們於證券經紀、貸款融資、保險經紀及資產管理的業務。中國方面，我們將開拓剛於二零一六年年尾收購的融資諮詢業務，並且會繼續物色機會，藉以增強現有業務的價值及探索新的路向，務求將業務提升至另一層次。

本集團將繼續探索新的投資機會，包括但不限於金融服務相關業務，目標為提高本公司股東（「股東」）的回報。

## CHAIRMAN'S STATEMENT 主席報告書

### APPRECIATION

On behalf of the Board, I would like to take this opportunity to thank our staffs for their efforts and contributions to the Group. I would also like to extend my gratitude to our Shareholders, business partners and professional parties for their continued support.

**Liu Kequan**  
*Chairman*  
Hong Kong  
17 March 2017

### 致謝

本人謹藉此機會，代表董事會感謝全體員工為本集團作出的勤勉努力及竭誠奉獻。本人亦對各股東、業務夥伴及各方專業人士給予本集團的持續支持表示謝意。

主席  
**劉克泉**  
香港  
二零一七年三月十七日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECT

The Group is principally engaged in investment holding, industrial property development, general trading of consumable goods, securities brokerage, insurance brokerage, asset management and loan financing operation includes loan financing, loan referral and consultancy services.

Revenue and segment results of the Group for the year of 2016 are stated in the table below:

### 業務回顧及前景

本集團主要從事投資控股、工業用物業發展、消費品的一般貿易、證券經紀、保險經紀、資產管理及貸款融資業務（包括貸款融資、貸款轉介及諮詢服務）。

本集團於二零一六年的收入及分部業績載於下表：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue from:	來自以下各項之收入：		
Industrial property development	工業用物業發展	8,904	13,651
General trading	一般貿易	36,448	—
Loan financing	貸款融資	22,878	102,305
Securities brokerage	證券經紀	2,356	—
Insurance brokerage	保險經紀	4,581	—
Asset management	資產管理	8	—
		<b>75,175</b>	115,956

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Segment (loss) profit from:	來自以下各項之（虧損）溢利：		
Industrial property development	工業用物業發展	(7,637)	(10,547)
General trading	一般貿易	1,035	(1,813)
Loan financing	貸款融資	(43,568)	64,197
Securities brokerage	證券經紀	(1,217)	—
Insurance brokerage	保險經紀	111	(27)
Asset management	資產管理	1	—
		<b>(51,275)</b>	51,810

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Industrial Property Development

The revenue from the warehouse operation mainly represented the rental income for the warehouse storage received from the tenants. The warehouse of the Group is located in Taicang, Jiangsu Province, the PRC and the total rentable area of which is approximately 48,600 square meters.

In 2015, the warehouse was fully occupied in the majority of time. However, in the second half of 2016, certain warehouse lease agreements were expired which were either not yet renewed or new tenants were yet to identify. As a result, the income from warehouse operation was dropped by approximately HK\$4.7 million to HK\$8.9 million as compared to the year of 2015. Segment loss of the warehouse operation, on the other hand, was slightly improved from approximately HK\$10.5 million in 2015 to approximately HK\$7.6 million which is mainly contributed to the decrease in interest expenses as the partial repayment of bank loan was made together with a stringent control in overall expenses.

The Group is actively seeking potential business partners for the vacant warehouse space. With its proximity to Shanghai and its convenience in term of transportation, the warehouse maintains a key advantage in attracting new business partners. At the same time, we will also look into opportunity to utilize the warehouse to facilitate the operation of other segment including but not limited to general trading operation if possible.

#### General Trading

The general trading business of the Group has been inactive in 2015 due to decrease in demand of raw materials as a result of the economic slowdown in the PRC. However, the Group continued to identify opportunity to revive the general trading segment and in the second half of 2016, the Group is able to establish an cooperation with one of the major distribution agent of Moutai (i.e. a distilled Chinese liquor) and commence trading of Moutai and other popular Chinese liquors in the authorized regions in the PRC including but not limited to Jiangsu Province. Revenue from the trading segment of approximately HK\$36.4 million and segment profit of approximately HK\$1 million were resulted in 2016.

#### 工業用物業發展

倉庫業務的收入主要為向租戶收取的倉庫存放租金收入。本集團的倉庫位於中國江蘇省太倉，其總可出租面積約為48,600平方米。

於二零一五年，倉庫於大部分時間的佔用率均為100%。然而，於二零一六年下半年，若干倉庫租賃協議到期而並無被續租或正物色新租戶。因此，倉庫業務的收益較二零一五年減少約4,700,000港元至8,900,000港元。另一方面，倉庫業務的分部虧損由二零一五年約10,500,000港元輕微改善至約7,600,000港元，主要由於償還部分銀行貸款加上嚴控整體開支，導致利息開支減少所致。

本集團正積極物色潛在業務夥伴以租用現時空置的倉庫空間。憑藉毗鄰上海及交通便利的優勢，倉庫保持能夠吸引新業務夥伴的主要優勢。同時，我們將於可行情況下尋覓機會善用倉庫以促進其他分部的業務，包括但不限於一般貿易業務。

#### 一般貿易

由於中國經濟放緩導致原材料需求減少，一般貿易業務於二零一五年並不活躍。然而，本集團繼續尋求機會提振一般貿易業務，而於二零一六年下半年，本集團成功與一名茅台（即中國蒸餾白酒）大型經銷代理建立合作關係並且開始於中國授權地區（包括但不限於江蘇省）進行茅台及其他流行中國酒類之貿易業務。於二零一六年，貿易分部之收入約為36,400,000港元，而分部溢利約為1,000,000港元。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Regarded as one of the most popular Chinese liquor in the PRC, the demand of Moutai is relatively stable with a consistent and steady growth on a yearly basis. In addition, the turnover of such popular product is relatively quick which helps to maintain a healthy cashflow of the operation. The Group will continue to expand and develop the trading segment and further strengthen our existing operation team to improve the efficiency of the workflow.

#### Loan Financing

Loan financing segment includes the provision of mortgage and other loans services and financing consultancy and loan referral services in both Hong Kong and the PRC.

In 2015, this segment also included the pawnshop operation in Shanghai which was de-consolidated from the Group with effect from 2016. Please refer to the section under heading "De-consolidation of Xinsheng and Zhongyuan" for detailed explanation of the deconsolidation.

Greater China Financing Limited, an indirect wholly-owned subsidiary of the Company, was granted the Money Lenders Licence in early 2016 to start money lending business in Hong Kong. As the Hong Kong Monetary Authority has been implementing tight controls on lending activities of the financial institutions under its surveillance, our money lending business is positioned as an alternative to licensed banks by providing mortgage loans, securities financing and other secured loan services, with the competitiveness of diversified financing and loan arrangement and quick response to the market.

In 2016, turnover of approximately HK\$22.9 million was recorded which mainly represented the interest income generated from the loan portfolio in Hong Kong and the financing consultancy income received by the financing consultancy operation in Beijing newly acquired by the end of 2016. A segment loss of approximately HK\$43.6 million was resulted in 2016 due to an impairment allowance is made for certain secured loans and interests receivables amounting to approximately HK\$62 million. The Group has taken legal actions to recover the amount but full provision for impairment is provided in the meantime. As at 31 December 2016, the balance of the loans receivables was approximately HK\$37 million. Interest rate of the loans ranged from 12% to 36% per annum.

作為中國其中一類最流行的飲用酒類，茅台的需求相對穩定，每年錄得持續和穩定的增長。此外，該類流行產品的周轉率較快，有助該業務維持穩健的現金流。本集團將繼續開拓及發展貿易分部，並且進一步增強我們現有的營運團隊以提升工作效率。

#### 貸款融資

貸款融資分部包括在香港和中國提供按揭及其他貸款服務以及融資諮詢及貸款轉介服務。

於二零一五年，該分部亦包括上海的典當行業務，惟本集團自二零一六年起已將有關業務取消綜合入賬。有關取消綜合入賬的詳盡說明，請參閱「新盛及中源取消綜合入賬」一節。

於二零一六年初，本公司間接全資附屬公司大中華融資有限公司獲授放債人牌照，以於香港開展放債業務。由於香港金融管理局一直對其監管下的金融機構的放債活動實施嚴格管控，我們的放債業務被定位為通過提供按揭貸款、證券融資及其他有抵押貸款服務，作為除持牌銀行外的其他貸款選擇，並擁有多元化融資及貸款安排以及快速應對市場需求的競爭優勢。

於二零一六年，該業務錄得營業額約22,900,000港元，主要為香港貸款組合所得利息收入及二零一六年年末新收購的北京融資諮詢業務所獲取的融資諮詢收入。二零一六年錄得分部虧損約43,600,000港元，乃由於若干有抵押應收貸款及利息作出減值撥備約62,000,000港元所致。本集團已採取法律行動追討有關款項，惟已同時悉數計提減值撥備。於二零一六年十二月三十一日，應收貸款結餘約為37,000,000港元。貸款年利率介乎12%至36%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

For the loan financing operation in Hong Kong, the Group has established stringent internal loan management system, including credit assessment and risk management. In addition, we cooperate tightly with external professionals for property valuation, credit check and legal compliance and risk management.

Though Hong Kong's mortgage market has been more challenging in the past two years while the property market was experiencing downturn correction in the first half year of 2016, the quick sell-out of the first hand properties and the recent upward property price indices are sending promising signals, driven by the regain of the financial market. We will continue to actively explore more business and expand our loan products in the meanwhile elevating loan scrutiny policy and risk control.

By the end of 2016, the Group has acquired a business which provides financing consultancy and loan referral services in the PRC at a consideration of approximately HK\$128.5 million. The consideration is to be settled as follows:

- (i) as to HK\$68,515,168 payable upon completion, in which, HK\$20,000,000 shall be settled in cash and HK\$48,515,168 shall be settled by way of allotment and issue of total of 194,060,671 consideration shares to the vendor at the issue price of HK\$0.25 per share;
- (ii) as to HK\$30,000,000 (subject to adjustment) shall be settled in cash upon the next business day after the issue of 2016 audited financial statements;
- (iii) as to HK\$20,000,000 (subject to adjustment) shall be settled in cash upon the next business day after the issue of 2017 audited financial statements; and
- (iv) as to the remaining balance of HK\$10,000,000 (subject to adjustment) shall be settled in cash upon the next business day after the issue of 2018 audited financial statements.

The vendor agreed to provide a guarantee of consolidated net profit after tax of RMB10,000,000, RMB20,000,000 and RMB30,000,000 for the year of 2016, 2017 and 2018 respectively.

Following the completion of the acquisition by the end of 2016, the new operation will contribute positively to the results of the loan financing segment as well as the performance of the Group as a whole.

就香港的貸款融資業務而言，本集團已設立嚴格的內部貸款管理系統，包括信貸評估及風險管理。此外，我們在物業估值、信用審查、法律合規及風險管理方面與外部專業人士緊密合作。

儘管於過往兩年香港按揭市場面對重重挑戰，且二零一六年上半年樓市向下調整，但在金融市場復蘇的帶動下，一手物業迅速售罄及近期物業價格指數上升，均釋放出利好信號。我們將繼續積極探索更多商機及拓展我們的貸款產品，同時亦加強貸款審查政策及風險控制。

於二零一六年末，本集團以代價約128,500,000港元收購在中國提供融資諮詢及貸款轉介服務之業務。代價將以下列方式結付：

- (i) 68,515,168港元於完成時支付，其中20,000,000港元將以現金結付及48,515,168港元透過按發行價每股0.25港元向賣方配發及發行合共194,060,671股代價股份之方式結付；
- (ii) 30,000,000港元（可予調整）於二零一六年經審核財務報表刊發後的下一個營業日以現金結付；
- (iii) 20,000,000港元（可予調整）於二零一七年經審核財務報表刊發後的下一個營業日以現金結付；及
- (iv) 餘款10,000,000港元（可予調整）於二零一八年經審核財務報表刊發後的下一個營業日以現金結付。

賣方同意為截至二零一六年、二零一七年及二零一八年的綜合除稅後純利達到人民幣10,000,000元、人民幣20,000,000元及人民幣30,000,000元提供保證。

於二零一六年末完成收購事項後，新業務將為貸款融資分部之業績以及本集團整體業績表現帶來正面貢獻。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Securities Brokerage

Upon completion of the acquisition of a licensed company, which is licenced and approved by the Securities and Futures Commission of Hong Kong ("SFC") to carry out Type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance (the "SFO"), in March 2016, the Group officially ventured into the securities brokerage and dealing business. Revenue from the securities brokerage and the segment loss for the year is approximately HK\$2.4 million and HK\$1.2 million respectively. As the operation is newly incorporated into the Group, we are still building up the team and trying to improve the profitability of the operation including but not limited to streamline the process of the operation, leverage our existing supporting functions of the Group to lower the overall costs such as centralize the operation office in one location, etc. and identify ways to broader income stream.

The securities brokerage business will provide a variety of securities related services including securities brokerage, securities trading and margin financing. If suitable opportunity arises, we will also provide placing and underwriting services to our clients.

### Insurance Brokerage

Upon the completion of the acquisition of a company with the insurance brokerage licence in late 2015, the company is formally renamed as Greater China Wealth & Risk Management Limited ("GCWRM") in January 2016.

Revenue from insurance brokerage and a segment profit of approximately HK\$4.6 million and HK\$0.1 million was resulted in 2016.

GCWRM, acting as an insurance broker, is a member of Professional Insurance Brokers Association and also a principal intermediary for carrying on MPF regulated activities. It engages in the insurance and MPF scheme brokerage business and provides a comprehensive professional insurance and financial planning services to satisfy clients' needs. As an agent of the clients, GCWRM tailor-made financial solutions to each of the clients and provide an independent advisory services in connection with insurance products. The line of businesses include long term (including linked long term) and general insurance business plus MPF regulated activities.

### 證券經紀

於二零一六年三月完成收購一間獲香港證券及期貨事務監察委員會(「證監會」)發牌及批准從事證券及期貨條例(「證券及期貨條例」)下第1類(證券交易)受規管活動之持牌公司後，本集團正式進軍證券經紀及交易業務。年內，證券經紀之收入及分部虧損分別約為2,400,000港元及1,200,000港元。由於本集團剛納入有關業務，我們仍在建立團隊及嘗試改善有關業務的盈利狀況，包括但不限於精簡營運流程、利用本集團現有支援職能以降低整體成本，例如將營運辦事處集中於一個地點等，並且採取各種方式以擴闊收入來源。

證券經紀業務將提供多種證券相關服務，包括證券經紀、證券交易及保證金融資。倘出現合適機會，我們亦將向我們的客戶提供配售及包銷服務。

### 保險經紀

於二零一五年末完成收購一間持有保險經紀牌照的公司後，該公司於二零一六年一月正式易名為大中華產險管理有限公司(「大中華產險管理」)。

於二零一六年，保險經紀之收入及分部溢利分別約為4,600,000港元及100,000港元。

作為保險經紀公司，大中華產險管理是香港專業保險經紀協會之會員，並且是可從事強積金受規管活動的主事中介人。其從事保險及強積金計劃經紀業務以及提供滿足客戶需要的綜合專業保險及財務規劃服務。作為客戶的代理，大中華產險管理為每名客戶度身定制金融解決方案及提供有關保險產品的獨立顧問服務，業務包括長期(包括相連長期)及一般保險業務以及強積金受規管活動。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

GCWRM establishes business relationship with the insurance companies by entering into the distribution agreements after an in-depth due diligence process. It provides financial planning services to clients through licensed representatives and the majority of the business is being generated from referrals and direct marketing.

In 2016, GCWRM commenced the insurance business by adding different insurance products, adding different business partners in order to diversify product varieties to ensure the steady growth of insurance business. GCWRM also established the wealth management team by building a full skeleton of the wealth management team which include sales and administration staffs.

With the increasing demand of insurance products in the PRC, GCWRM's client base are strategically broadened. The Group will continue to diversify the business varieties and widen the recurring income stream. In addition, general insurance will be another income stream to support the steady growth of the business in the coming future.

#### Asset Management

The acquisition of a licensed company, which is licensed and approved by SFC to carry out Type 9 (asset management) regulated activities under the SFO, was completed in March 2016.

The Group is setting up its asset management team with the aim to tap into the asset management market. The Group target to set up various investment fund portfolios to assist the potential high-net worth clients in managing their assets. During 2016, the results of the asset management is insignificant but the Group is optimistic about the future development of the asset management segment.

Despite the severe global stock market fluctuation in 2016, the Group believes the need for asset management by the high-net worth clients continues to rise and Hong Kong can continue to serve as a financial hub to attract investment fund from clients locally, cross border as well as in the Asian region. The asset management business of the Group is still in the start-up stage but the Group will strive to develop various investment funds in near future.

大中華產險管理透過對保險公司進行深入的盡職審查流程後訂立分銷協議，與保險公司建立業務關係。其透過持牌代表為客戶提供財務規劃服務，大部分業務是透過轉介及直接市場推廣獲得。

二零一六年，大中華產險管理開始經營保險業務，增加多種保險產品及多名業務合作夥伴，致使產品種類多元化，確保保險業務穩步增長。大中華產險管理亦設立理財團隊，形成了包括銷售及行政人員在內的完整理財團隊骨幹。

隨著中國對保險產品的需求有增無減，大中華產險管理的客戶基礎得到戰略性地擴展。本集團將繼續多元化的業務種類及拓寬我們的經常性收入流。此外，一般保險於不久未來將成為支持該項業務穩步增長的另一收入來源。

#### 資產管理

本集團於二零一六年三月完成收購一間獲證監會發牌及批准從事證券及期貨條例下第9類（提供資產管理）受規管活動之持牌公司。

本集團正在成立資產管理團隊，以進軍資產管理市場。本集團計劃設立多個投資基金組合，協助潛在高淨值客戶管理其資產。於二零一六年，資產管理之業績並不重大，然而本集團對資產管理分部之未來發展感到樂觀。

儘管二零一六年全球股市大幅波動，本集團認為高淨值客戶對資產管理的需求會持續上升，而香港作為金融樞紐將繼續吸引本港、跨境以至亞洲地區客戶的投資資金。本集團的資產管理業務仍處於發展初期，但於不久未來本集團將致力發展多個投資基金。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In view of this, the Group has entered into an agreement to acquire a company under a licence to carry out Type 4 (advising on securities) regulated activities under the SFO and Type 9 (asset management) regulated activities under the SFO together with its investment team at a consideration of HK\$8,000,000 in March 2017. Currently, the company has assets under management of over US\$4.5 million under management and it is believed that the asset management segment of the Group can be expanded further with the completion of the acquisition. The acquisition is still pending completion up to the date of this report.

The Group also intends to build up its own investment portfolio in different industries in order to generate stable source of income when and as opportunities arise. The Board considers that the setting up of its own investment portfolio is in long term investment nature with the long term goals of capital gains and investment returns. During the period under review, the Group had invested in shares of various companies listed in Hong Kong with long term investment purpose.

In particular, in late December 2015, the Group had subscribed for 40,000,000 new shares in ShiFang Holding Limited ("ShiFang") for a total cash consideration of HK\$32 million. Subsequently, the Group continued to acquire the shares of ShiFang on the open market and a total of 70,106,000 shares of ShiFang were held by the Group up to the date of this report, represented approximately 4.8% of the total issued shares of ShiFang. The shares of ShiFang are listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and it is principally engaged in the business of cultural media and advertising media in the PRC. During the period under review, the share price of ShiFang plummeted resulting in change in fair value of the investment portfolio of the Group to approximately HK\$106 million and the Board will continue to monitor its business development and future prospect. In addition, the Board will review the investment objective and strategy of the Group's investment portfolio from time to time and devise a suitable investment plan for the Group as a whole.

The Group will continue to exercise prudence in managing its expenditures, to look for new investment opportunity to cope with existing market environment and constantly review the business strategy in a cautious manner to enhance the returns to the Shareholders.

有見及此，本集團已於二零一七年三月訂立協議，以代價8,000,000港元收購一間持牌公司，該公司持有證券及期貨條例下第4類（就證券提供意見）受規管活動及證券及期貨條例下第9類（提供資產管理）受規管活動的牌照並設有其投資團隊。目前，該公司管理資產規模超過4,500,000美元，相信於完成有關收購後，本集團的資產管理分部可進一步擴展。截至本報告日期，有關收購仍有待完成。

本集團亦擬於機會出現時在不同行業建立其本身投資組合以產生穩定收入來源。董事會認為建立其本身投資組合乃屬長期投資，長遠目標是獲取資本收益及投資回報。於回顧年度，本集團已投資多間香港上市公司的股份作為長期投資用途。

具體而言，於二零一五年十二月下旬，本集團以總現金代價32,000,000港元認購十方控股有限公司（「十方」）40,000,000股新股份。其後，本集團繼續於公開市場購入十方股份，而直至本報告日期，本集團持有合共70,106,000股十方股份，佔十方已發行股份總數約4.8%。十方股份於香港聯合交易所有限公司（「聯交所」）主板上市，而十方主要於中國從事文化媒體及廣告媒體業務。於回顧年度，十方股價驟跌導致本集團投資組合之公平值變動至約106,000,000港元，董事會將繼續監察其業務發展及未來前景。此外，董事會將不時檢討本集團投資組合的投資目標和策略，並為本集團整體制定合適的投資計劃。

本集團將繼續審慎管理其開支狀況，尋求新投資機會以迎合目前市場環境，以及不時小心檢討業務策略，藉以提高股東的回報。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Investment in Intraday Financial Group

In 2015, the Group acquired 45% of share capital of Intraday Financial Information Service Limited with a subsidiary, 鼎泰潤和投資諮詢(上海)有限公司 (the “Intraday Financial Group”), engaging in the operation of an internet finance platform in the PRC through 上海當天金融信息服務有限公司 (“Dangtian”) through the variable interest entity contracts (the “VIE Contracts”).

For the operation of the internet finance platform, Dangtian enters into consulting service agreements with the asset management companies which will negotiate with companies with financing needs and develop suitable products of the companies to be placed for subscription on Dangtian’s internet platform by the potential investors.

The source of revenue of Dangtian from the internet platform is the transaction fee and servicing fee collected from the asset management companies. Transaction fee represents the fee paid for the work Dangtian performs through its internet finance platform for matching the investment products. Dangtian would also provide referral service to companies with financing needs to external financing institutions and referral income would be received.

During the period under review, the Group was informed by the Intraday Financial Group that one of the asset management companies did not have sufficient cash to repay the investment principal of certain products to the investors when the products reach their maturity dates (the “Repayment Issue”). As the management of Dangtian does not want the reputation of its platform and its operation being affected by the Repayment Issue, therefore, Dangtian has, for and on behalf of the asset management company, paid certain sums of the investment principal to the investors utilizing their internal resources which was reimbursed for the payment on or around June 2016. However, the Repayment Issue persists.

### 於當天金融集團之投資

二零一五年，本集團收購當天金融信息服務有限公司股本的45%，該公司與其附屬公司鼎泰潤和投資諮詢(上海)有限公司(「當天金融集團」)透過可變動權益實體合約(「可變動權益實體合約」)經上海當天金融信息服務有限公司(「當天」)於中國營運互聯網金融平台。

就經營互聯網金融平台而言，當天與資產管理公司訂立顧問服務協議，資產管理公司將負責與有融資需要的公司磋商及開發適合該等公司的產品於當天的互聯網平台推出，以供有意投資者認購。

當天的互聯網平台收入包括向資產管理公司收取交易費及服務費。交易費指就當天透過其互聯網金融平台進行投資產品配對工作而支付的費用。當天亦為有融資需要的公司提供外部融資機構轉介服務，並就此收取轉介收入。

於回顧年度，本集團獲當天金融集團告知其中一間資產管理公司並無足夠現金於若干產品到期日向投資者償還該等產品之投資本金(「償還問題」)。由於當天的管理層不希望償還問題影響其平台聲譽及其營運，因此，當天已動用其內部資源代表資產管理公司向投資者支付若干數額之投資本金(其所支付之款項於二零一六年六月或前後獲償還)。然而，償還問題仍未解決。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Due to the Repayment Issue, together with the overall downturn on the P2P markets, the transaction volume of investment principal in the internet platform drops significantly. At the same time, Dangtian did not offer any products on its internet platform for subscription since June 2016 as the operational staff of Dangtian focused on liaising with the investors in relation to the continued Repayment Issue. As a result, the turnover dropped significantly for the year under review and a share of loss of associates amounted to approximately HK\$37 million is resulted.

Given the current status of the operation of Intraday Financial Group, the projected cash flow estimation in the future would be greatly undermined and the growth rate would be reduced significantly. As a result, the recoverable amount of the goodwill arising on acquisition of the Intraday Financial Group is greatly reduced and an impairment of the goodwill of approximately HK\$267 million is recorded during the year.

#### Deconsolidation of Xinsheng and Zhongyuan

In 2015, following the acquisitions of the 100% equity interests of two target companies with subsidiaries engaging in the pawnshop businesses in Shanghai, the PRC, the Group, through its indirect wholly-owned subsidiaries, 上海佑勝投資諮詢有限公司 (“Yousheng”) and 上海竣凝投資諮詢有限公司 (“Junning”) (each as “WFOE”), has controlled two pawnshops, namely, 上海新盛典當有限公司 (“Xinsheng”) and 上海中源典當有限公司 (“Zhongyuan”) (each as “OPCO”) respectively through the VIE Contracts.

The VIE Contracts consist of a series of agreements, namely:

##### (1) Exclusive Consulting Service Agreement

The WFOE shall provide the OPCO with exclusive management consultancy services, including, among others, establishing appropriate business model, management and operation policies, and marketing plans and strategies, as well as provision of market and customer intelligence and research, and developing business and operational funding alternatives.

For services provided by the WFOE, the OPCO shall pay to the WFOE, as consultancy services fee, its entire profits before income tax (net of operating and other tax expenses) on an annual basis. The WFOE has the right to adjust the service fee in accordance with its services provided.

受償還問題影響，加上P2P市場整體下滑，互聯網平台的投資本金交易量大幅下跌。與此同時，自二零一六年六月起，由於當天的營運員工專注於與牽涉持續償還問題的投資者保持聯絡，當天並無在其互聯網平台提供任何產品以供認購。因此，回顧年度的營業額大幅減少，導致錄得應佔聯營公司虧損約37,000,000港元。

鑒於當天金融集團目前的經營狀況，未來的預測現金流估計將受到嚴重影響，增長率將大幅下降。因此，年內因收購當天金融集團所產生商譽之可收回金額大幅調減，錄得商譽減值約267,000,000港元。

#### 新盛及中源取消綜合入賬

二零一五年，收購兩間目標公司（擁有於中國上海從事典當行業務的附屬公司）的100%股權後，本集團已根據可變動權益實體合約分別透過其間接全資附屬公司上海佑勝投資諮詢有限公司（「佑勝」）及上海竣凝投資諮詢有限公司（「竣凝」）（各自為「WFOE」）控制兩間典當行，即上海新盛典當有限公司（「新盛」）及上海中源典當有限公司（「中源」）（各自為「營運公司」）。

可變動權益實體合約包括一系列協議，即：

##### (1) 獨家管理顧問服務協議

WFOE將向營運公司提供獨家管理顧問服務，其中包括制定合適的業務模式、管理及營運政策以及市場推廣計劃及策略，以及提供市場和客戶資料及調查研究及發展業務與營運資金融資渠道。

營運公司須就WFOE所提供服務按年度基準向WFOE支付其全部除所得稅前溢利（經扣除營運及其他稅項開支）作為顧問服務費。WFOE有權根據其所提供的服務調整服務費。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### (2) Equity Pledge Agreement

The registered shareholders of the OPCO agreed to pledge the entire equity interest of the OPCO to the WFOE, as security for the payment obligation under the Exclusive Consulting Service Agreement. Under the Equity Pledge Agreement, except with prior written consent of the WFOE or under the terms of the Exclusive Call Option Agreement, the registered shareholders of the OPCO are prohibited from transferring any of their equity interest in the OPCO, or creating or allowing any creation of any pledge which may affect the rights and benefits of the WFOE.

#### (3) Exclusive Call Option Agreement

The registered shareholders of the OPCO agreed to irrevocably grant a right to the WFOE that insofar as permitted under applicable PRC laws and regulations, they shall transfer their respective equity interests in the OPCO to the WFOE with nil consideration. In the event that consideration is required to be provided for such transfer under relevant PRC laws and regulations, such consideration shall be the minimum as permitted under applicable PRC laws and regulations, and that insofar as permitted under applicable PRC laws and regulations, the full amount of consideration received by or paid to the registered shareholders of the OPCO, shall be returned to the WFOE.

The registered shareholders of the OPCO shall, upon request from the WFOE at any time, immediately and unconditionally, transfer their entire equity interest in the OPCO to such representative(s) as nominated by the WFOE.

#### (4) Authorisation Agreement

The registered shareholders of the OPCO have unconditionally and irrevocably authorized and appointed the WFOE or any party assigned by the WFOE to exercise, at the discretion of the WFOE, all the shareholder's rights of the OPCO including (without limitation) rights to approve shareholders' resolutions, file documents with the relevant state administration for industry and commerce, convene and vote in shareholders' meetings, transfer or otherwise dispose with the equity interest of the OPCO, and all shareholders' rights provided for under the PRC laws and the articles of the OPCO.

#### (2) 股權質押合同

營運公司的登記股東同意將營運公司全部股權質押予WFOE，作為獨家管理顧問服務協議項下付款責任的擔保。根據股權質押合同，除非獲得WFOE事先書面同意或根據獨家購買期權協議的條款，否則營運公司的登記股東不得轉讓其於營運公司的任何股權或設立或允許設立可能影響WFOE的權利及利益之任何質押。

#### (3) 獨家購買期權協議

營運公司登記股東同意不可撤回地向WFOE授予權利在中國適用法律及法規准許情況下，彼等將以零代價向WFOE轉讓彼等各自於營運公司的股權。倘根據中國相關法律及法規規定須就有關轉讓支付代價，則有關代價將為中國適用法律及法規准許情況下之最低價，且在中國適用法律及法規准許情況下，營運公司登記股東收取或獲支付的代價須全數退還予WFOE。

營運公司的登記股東於接獲WFOE隨時發出之要求時，應立即及無條件將其於營運公司之全部股權轉讓予WFOE指定之代表。

#### (4) 授權委託協議

營運公司的登記股東已無條件及不可撤回地授權及委託WFOE或WFOE委派的任何人士，根據WFOE之酌情決定行使營運公司所有股東權利，包括（不限於）批准股東決議案、將文件於相關國家工商管理當局存檔、召開股東大會並於會上投票、轉讓或以其他方式處置營運公司股權之權利，以及中國法律及營運公司之細則規定的所有股東權利。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The WFOE has the right to authorize, at any time, any of its directors and their respective successors (including the liquidation committee of the WFOE upon liquidation of the WFOE), and the directors (and successors) of the OPCO as nominated by the WFOE (including members of the liquidation committee of the OPCO nominated by the WFOE upon liquidation of the OPCO), to exercise all rights granted to the WFOE under the Authorization Agreement, and such persons may only take instructions from the WFOE without seeking any prior consent from the OPCO.

Under the VIE Contracts, Yousheng and Junning has effective control over the financing and business operations of and are entitled to the economic interest and benefits of Xinsheng and Zhongyuan respectively.

In the financial year ended 31 December 2015, Xinsheng and Zhongyuan had contributed significantly to both the revenue and segment profit of the Group. For efficiency of management, both Xinsheng and Zhongyuan (collectively as the “Pawnshop Operations”) were managed by the same management team.

However, on or around July 2016, the Group was informed by the senior management of Yousheng that representatives of 上海快鹿投資(集團)有限公司 (“Shanghai Kuailu”), one of the registered shareholders of Xinsheng which owned 83.13% of equity interests in Xinsheng, took possession of the business license, company seal, finance chops, and accounting books and records of the Pawnshop Operations. The management staff and employees of the Pawnshop Operations appointed by Yousheng were laid off, and Shanghai Kuailu appointed the management staff and employees to take up the Pawnshop Operations. Since then, the Company is unable to access the complete sets of books and records, the business license, company seal and the finance chops of the Pawnshop Operations and is unable to continue to run the Pawnshop Operations.

WFOE 有權隨時授權其任何董事及彼等各自之繼任人(包括WFOE清盤時WFOE之清盤委員會)及由WFOE提名的營運公司之董事(及繼任人)(包括營運公司清盤時由WFOE提名的營運公司之清盤委員會成員),行使根據授權委託協議授予WFOE的所有權利,且該等人士僅可遵從WFOE之指示,而無需事先尋求營運公司之任何同意。

根據可變動權益實體合約,佑勝及竣凝分別對新盛及中源的財務及業務營運擁有實際控制權並有權取得相應經濟權益及利益。

於截至二零一五年十二月三十一日止財政年度,新盛及中源對本集團的收入及分部溢利作出重大貢獻。為保證管理效率,新盛及中源(「統稱「典當行業務」)由同一管理團隊管理。

然而,於二零一六年七月或前後,本集團獲佑勝高級管理層告知,上海快鹿投資(集團)有限公司(「上海快鹿」)(新盛的一名登記股東,擁有新盛83.13%股權)的代表取得典當行業務的營業執照、公司印鑑、財務專用章以及會計賬簿和記錄。佑勝所委任典當行業務的管理人員及僱員遭解僱,而上海快鹿則委任管理人員及僱員接管典當行業務。自此,本公司無法獲得典當行業務的全套賬簿及記錄、營業執照、公司印鑑及財務專用章且無法繼續經營典當行業務。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Due to the fact that the Company had been unable to (i) access the complete sets of books and records together with the supporting documents of the Pawnshop Operations and (ii) maintain and operate the business of the Pawnshop Operations, the Directors considered that the Company has lost its control over the Pawnshop Operations and the accounts of the Pawnshop Operations had been de-consolidated from the Group's financial statements from 1 January 2016.

As a result of the de-consolidation, a net loss on de-consolidation of subsidiaries of approximately HK\$324 million and an impairment loss on amount due from de-consolidated subsidiaries of approximately HK\$97 million are recorded for the year under review.

#### Litigations

##### PRC

The Group has appointed a PRC legal advisor and the applications for arbitration to enforce the VIE Contracts have been filed and accepted by Shanghai Arbitration Commission in August 2016 (the "Arbitration"). Details of the applications are set out in the announcement dated 18 August 2016.

Up to the date of this report, the Arbitration is suspended. Nevertheless, the financial impacts of the de-consolidation is fully reflected in the financial year of 2016. Details of the suspension decision is set out in the announcement dated 23 February 2017.

##### Hong Kong

On 11 July 2016, the Company received two writs of summons issued by Shanghai Kuailu as plaintiff in the Court of First Instance of the High Court of Hong Kong under action numbers HCA 1806 of 2016 (the "First Action") and HCA 1807 of 2016 (the "Second Action") respectively.

由於本公司已無法(i)獲得典當行業務的全套賬簿及記錄以及相關證明文件及(ii)維持及經營典當行業務，故董事認為本公司已失去對典當行業務的控制權，因而典當行業務之賬目自二零一六年一月一日起已於本集團財務報表取消綜合入賬。

因取消綜合入賬，於回顧年度錄得關於取消對附屬公司綜合入賬產生的虧損淨額約324,000,000港元，及應收取取消綜合入賬附屬公司的款項之減值虧損約97,000,000港元。

#### 訴訟

##### 中國

本集團已委任一名中國法律顧問，而向上海仲裁委員會存檔關於強制執行可變動權益實體合約的仲裁申請已於二零一六年八月獲受理（「仲裁」）。有關申請之詳情載於二零一六年八月十八日之公佈。

截至本報告日期，仲裁已暫緩處理。然而，取消綜合入賬之財務影響已於二零一六年財政年度內充分反映。暫緩決定的詳情載於二零一七年二月二十三日之公佈。

##### 香港

於二零一六年七月十一日，本公司收到兩份由上海快鹿（作為原告）於香港高等法院原訴法庭發出的傳訊令狀，訴訟編號分別為二零一六年HCA 1806號（「第一項訴訟」）及二零一六年HCA 1807號（「第二項訴訟」）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In the First Action, Shanghai Kuailu is seeking a declaration that it is the beneficial owner of the convertible notes issued for the year ended 31 December 2014 (the “2014 Convertible Notes”) under the sales and purchase agreement dated 20 November 2014 in relation to acquisition of Oriental Credit Holdings Limited (the “Oriental SPA”) and the convertible notes issued for the year ended 31 December 2015 (the “2015 Convertible Notes”) under the Oriental SPA; and (2) a declaration that 6 other defendants of the First Action have converted the 2014 Convertible Notes and the 2015 Convertible Notes to their own use. Shanghai Kuailu is also seeking various orders on the Company and other defendants in the First Action.

In the Second Action which is in relation to a dispute concerning 538,500,000 shares of the Company held by Long Tu Limited (the “Subject Shares”), Shanghai Kuailu claims, inter alia, for (1) a declaration that Shanghai Kuailu is the beneficial owner of the Subject Shares; and (2) a declaration that 6 other defendants of the Second Action have converted the Subject Shares to their own use. Shanghai Kuailu is also seeking various orders on the Company and other defendants in the Second Action.

The Company has acknowledged service of the two writs of summons to the Court of First Instance of the High Court of Hong Kong and up to the deadline for filing the statement of claim (i.e. 2 November 2016) for both the First Action and the Second Action, neither the Company nor the solicitors acting for the Company in the First Action and the Second Action received any statement of claim filed by Shanghai Kuailu. As such, the solicitors acting for the Company in the First Action and the Second Action applied for and obtained Court Orders that both the First Action and the Second Action against the Company be struck out with costs to be paid by Shanghai Kuailu to the Company.

於第一項訴訟中，上海快鹿尋求其為截至二零一四年十二月三十一日止年度根據日期為二零一四年十一月二十日有關收購東方信貸控股有限公司的買賣協議（「東方買賣協議」）所發行可換股票據（「二零一四年可換股票據」）及截至二零一五年十二月三十一日止年度根據東方買賣協議所發行可換股票據（「二零一五年可換股票據」）之實益擁有人的聲明；及(2)第一項訴訟之6名其他被告已兌換二零一四年可換股票據及二零一五年可換股票據以供彼等自身使用之聲明。上海快鹿亦通過第一項訴訟尋求針對本公司及其他被告的多項法令。

於有關一宗涉及龍圖有限公司所持有本公司538,500,000股股份（「目標股份」）之糾紛的第二項訴訟中，上海快鹿申索（其中包括）(1)上海快鹿為目標股份之實益擁有人的聲明；及(2)第二項訴訟之6名其他被告已兌換目標股份以供彼等自身使用之聲明。上海快鹿亦通過第二項訴訟尋求針對本公司及其他被告的多項法令。

本公司對向香港高等法院原訴法庭發出的兩份傳訊令狀作送達認收，而直至就第一項訴訟及第二項訴訟提交訴狀之最後限期（即二零一六年十一月二日），本公司或本公司就第一項訴訟及第二項訴訟之代理律師均未收到上海快鹿提交之任何訴狀。因此，本公司就第一項訴訟及第二項訴訟之代理律師已申請及取得法院頒令，對本公司提出之第一項訴訟及第二項訴訟將被撤銷，而訟費將由上海快鹿支付予本公司。

### FINANCIAL REVIEW

#### Administrative and Other Operating Expenses

Administrative and other operating expenses mainly consists of the operating expenses of each of industrial property development, general trading, loan financing, securities brokerage and insurance brokerage as well as the overall administrative expenses including but not limited to the office utilities and administration, legal and professional fee, operating lease payments, employee benefit expenses, depreciation and amortization, etc. Administrative and other operating expenses amounted to approximately HK\$82.2 million during the year under review, which is decreased by HK\$1.1 million as compared to last period. The decrease mainly resulted from the net effect of the increase in the management and staff cost, the share-based payment expenses due to the issuance of share options as an incentive to the employees and consultants of the Group and the office rentals as the Group had expanded into several new businesses, which were offset by the decrease in legal and professional fee and effect of de-consolidation of the Pawnshop Operations incurred during the year.

#### Finance Costs

In 2016, finance costs were greatly dropped from approximately HK\$29.4 million in 2015 to approximately HK\$15.2 million. The decrease in the finance costs was a combined effect of the deconsolidation of the Pawnshop Operations, the decrease in bank loan interest expenses as partial repayment was made during the year and the inclusion of the imputed interest of the deferred consideration in cash payable to the vendor of the financial consultancy business newly acquired by the end of 2016.

#### Liquidity and Financial Resources

The Group follows the policy of prudence in managing its working capital. The operation of the Group was primarily financed by internally generated cashflow and external financing.

As at 31 December 2016, the shareholders' fund and net current assets of the Group amounted to approximately HK\$421,227,000 (31 December 2015: HK\$1,161,745,000) and HK\$174,950,000 (31 December 2015: HK\$628,240,000) respectively. On the same date, the Group's bank balances and cash amounted to HK\$240,969,000 (31 December 2015: HK\$524,661,000) and the current ratio was 1.88 (31 December 2015: 3.02).

### 財務回顧

#### 行政及其他營運開支

行政及其他營運開支主要包括工業用物業發展、一般貿易、貸款融資、證券經紀及保險經紀各自所產生之營運開支以及包括但不限於辦公室水電費及管理、法律及專業費用、經營租賃付款、僱員福利開支、折舊及攤銷等之整體行政開支。於回顧年度之行政及其他營運開支約為82,200,000港元，較去年減少1,100,000港元。開支減少主要由於年內本集團開拓多項新業務而導致管理層及員工成本增加、由於發行購股權鼓勵本集團僱員及顧問以致產生以股份支付款項開支以及辦公室租金增加之淨影響所致，然而法律及專業費用減少及取消綜合入賬典當行業務抵押部分影響。

#### 財務成本

二零一六年，財務成本由二零一五年約29,400,000港元大幅減少至15,200,000港元。財務成本減少為取消綜合入賬典當行業務、銀行貸款的利息開支由於年內償還部分款項而減少及計入應付新收購的金融顧問業務賣方之現金的遞延代價估算利息之合併影響所致。

#### 流動資金及財務資源

本集團遵循審慎的營運資金管理政策。本集團的營運主要由內部產生的現金流量及外部融資提供資金。

於二零一六年十二月三十一日，本集團股東資金及流動資產淨值分別約為421,227,000港元（二零一五年十二月三十一日：1,161,745,000港元）及174,950,000港元（二零一五年十二月三十一日：628,240,000港元）。同日，本集團銀行結餘及現金為240,969,000港元（二零一五年十二月三十一日：524,661,000港元）及流動比率為1.88（二零一五年十二月三十一日：3.02）。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

As at 31 December 2016, the Group's total borrowings amounted to approximately HK\$113,066,000 (31 December 2015: HK\$277,535,000) in which approximately HK\$57,231,000 is repayable within 1 year, approximately HK\$16,750,000 is repayable between 1 to 2 years and approximately HK\$39,085,000 is repayable between 2 to 5 years. On the same date, the gearing ratio, measured on the basis of total borrowings over net assets, was 27% (31 December 2015: 24%).

There is no capital commitment in respect of the acquisition and construction of property, plant and equipment for the period under review (31 December 2015: nil).

The Group does not anticipate any material foreign exchange exposure since its cash, borrowings, revenue and expenses are mainly in Hong Kong dollars & Renminbi. Therefore the Group did not use any financial instruments for hedging purposes.

#### Capital Structure

In July 2016, upon the exercise of the conversion rights attached to the 2014 Convertible Notes and 2015 Convertible Notes in an aggregate principal amount of HK\$119,757,662.10 at the conversion price of HK\$0.24 per share, the Company allotted and issued 498,990,258 shares in aggregate to the noteholders.

In July 2016, the Company allotted and issued 452,810,000 new shares of HK\$0.001 each at a subscription price of HK\$0.27 upon completion of subscription of new shares under the general mandate.

In December 2016, pursuant to the acquisition agreement dated 14 December 2016 in relation to the acquisition of the entire issued share capital of a financing consultancy company, 194,060,671 shares of HK\$0.001 each at an issue price of HK\$0.25 in the capital of the Company were issued and allotted to the vendor under the acquisition.

於二零一六年十二月三十一日，本集團借貸總額約為113,066,000港元（二零一五年十二月三十一日：277,535,000港元），其中約57,231,000港元須於1年內償還，約16,750,000港元須於1至2年內償還及約39,085,000港元須於2至5年內償還。同日，按借貸總額除以資產淨值計量之資本負債比率為27%（二零一五年十二月三十一日：24%）。

於回顧年度，本集團並無有關收購及建設物業、廠房及設備之資本承擔（二零一五年十二月三十一日：無）。

由於本集團之現金、借貸、收入及開支主要以港元及人民幣計值，故預期本集團並無任何重大外匯風險。因此，本集團並無使用任何金融工具以進行對沖。

#### 資本架構

於二零一六年七月，因本金總額為119,757,662.10港元之二零一四年可換股票據及二零一五年可換股票據所附轉換權按轉換價每股0.24港元獲行使，本公司向票據持有人配發及發行合共498,990,258股股份。

於二零一六年七月，因完成認購新股份，本公司根據一般授權按認購價每股0.27港元配發及發行452,810,000股每股面值0.001港元之新股份。

於二零一六年十二月，根據二零一六年十二月十四日有關收購一間融資諮詢公司全部已發行股本的收購協議，已按發行價0.25港元向收購事項的賣方發行及配發本公司股本中194,060,671股每股面值0.001港元的股份。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Charges on Assets

Assets with the following carrying amounts have been pledged to secure general banking facilities granted to the Group:

		31.12.2016 二零一六年 十二月三十一日 HK\$'000 千港元	31.12.2015 二零一五年 十二月三十一日 HK\$'000 千港元
Pawn loans receivables	應收典當貸款	-	113,569
Property, plant and equipment	物業、廠房及設備	102,882	118,024
Prepaid lease payments	預付租賃款項	23,994	26,403
Bank deposits	銀行存款	27,918	35,811
		<b>154,794</b>	<b>293,807</b>

### Contingent Liabilities

As the Company has been unable to get access to the complete books and records of Xinsheng and Zhongyuan for the year ended 31 December 2016, it is impossible and impracticable for the Directors to ascertain the balances for the year ended 31 December 2016. No representation is therefore made by the Directors as to the completeness, existence and accuracy of the disclosure of contingent liabilities for the current period as of the date of issuance of the consolidated financial statements.

In connection with the acquisition of Oriental Credit Holdings Limited and its subsidiaries on 21 January 2015, the Group is subject to contingent liabilities including settlement of additional consideration by issuance of convertible notes arising after 21 January 2015 on the basis of 2016 performance target. The maximum principal amount of contingent convertible notes will be HK\$17,598,000. As at 31 December 2016, the Directors were of the opinion that the 2016 performance target would not likely to be met according to the business development and to the best knowledge of the directors, therefore, the probability of issuance of contingent convertible notes is remote.

### Employees and Remuneration Policy

As at 31 December 2016, the Group has approximately 90 employees. Remuneration is determined by reference to their respective qualifications and experiences and according to the prevailing industry practice. Besides salary payments, other staff benefits include contribution of mandatory provident fund, a discretionary bonus program and a share option scheme.

### 抵押資產

已就本集團獲授之一般銀行信貸而作出抵押之資產賬面值如下：

	31.12.2016 二零一六年 十二月三十一日 HK\$'000 千港元	31.12.2015 二零一五年 十二月三十一日 HK\$'000 千港元
	-	113,569
	102,882	118,024
	23,994	26,403
	27,918	35,811
	<b>154,794</b>	<b>293,807</b>

### 或然資產

鑒於本公司無法取得新盛及中源截至二零一六年十二月三十一日止年度的完整賬簿及記錄，董事無法及實際上難以確定截至二零一六年十二月三十一日止年度之結餘。因此，截至綜合財務報表刊發日期，董事並不就有關本期間或然負債的披露資料是否完整、存在及準確發表聲明。

本集團就二零一五年一月二十一日收購東方信貸控股有限公司及其附屬公司而承擔或然負債，包括按二零一六年業績目標於二零一五年一月二十一日後透過發行可換股票據償付額外代價。或然可換股票據之最高本金額將為17,598,000港元。於二零一六年十二月三十一日，基於業務發展及據董事所深知，董事認為將不大可能達成二零一六年業績目標，故此發行或然可換股票據的可能性甚微。

### 僱員及薪酬政策

於二零一六年十二月三十一日，本集團僱用約90名員工，並參照各員工之資歷和經驗及根據現時行業慣例釐定薪酬。除薪金外，其他員工福利包括強積金供款、酌定花紅計劃及購股權計劃。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### BUSINESSES UNDER THE VARIABLE INTEREST ENTITY CONTRACTS

In 2015, the Group acquired two pawnshop operations and a 45% equity interest in an internet finance platform operation in the PRC, all are operated under the VIE Contracts, namely Zhongyuan's VIE Contracts, Xinsheng's VIE Contracts and Dangtian's VIE Contracts. As both pawnshop and the internet finance platform operations are subject to restrictions on foreign investments under the prevailing laws, regulations and practice in the PRC, the VIE contracts allowed the Group to gain control over the financial and business operations of the restricted operations in the PRC and the Group is also entitled to the economic interest and benefits of the operations, so as to optimize the Group's business structure.

The flow of economics benefits from the operating companies, namely Xinsheng, Zhongyuan and Dangtian to the subsidiaries of the Company in the PRC, namely Yousheng and Junning and an associate of the Company in the PRC, namely 鼎泰潤和投資諮詢(上海)有限公司, are effected from a series of agreements under the VIE Contracts.

Each of the agreements under the VIE Contracts is summarized in De-consolidation of Xinsheng and Zhongyuan to the Management Discussion and Analysis.

#### Risks relating to the VIE Contracts:

1. There is no assurance that the VIE Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the VIE Contracts do not comply with applicable PRC laws, rules, regulations or policies;
2. The VIE Contracts may not be as effective in providing control over and entitlement to the economic interests in the OPCO as direct ownership;
3. Potential conflicts of interest among the WFOE, the OPCO and the registered shareholders of the OPCO may exist;
4. Any failure by the OPCO or its shareholders to perform their obligations under the VIE Contracts with them may have a material adverse effect on the Group's business;

#### 可變動權益實體合約項下的業務

於二零一五年，本集團於中國收購兩項典當行業務及一項互聯網金融平台業務的45%股權，該等業務乃根據可變動權益實體合約（即中源可變動權益實體合約、新盛可變動權益實體合約及當天可變動權益實體合約）經營。由於根據中國現行法律、法規及常規，典當行及互聯網金融平台業務均受外商投資限制規限，故可變動權益實體合約可使本集團取得對中國受限制業務的財務及業務經營之控制權，且本集團亦有權享有該等業務的經濟權益及利益，從而優化本集團的業務結構。

營運公司，即新盛、中源及當天產生的經濟利益經可變動權益實體合約項下一系列協議流向本公司於中國的附屬公司，即佑勝及竣凝，以及一間本公司於中國的聯營公司，即鼎泰潤和投資諮詢(上海)有限公司。

可變動權益實體合約項下的各協議概述於管理層討論及分析內的新盛及中源取消綜合入賬。

#### 有關可變動權益實體合約之風險：

1. 概不保證可變動權益實體合約可符合中國監管規定之未來變動，且中國政府可能釐定可變動權益實體合約並不符合中國適用法律、規則、法規或政策；
2. 可變動權益實體合約於控制營運公司及享有其經濟利益方面可能不如直接擁有權有效；
3. WFOE、營運公司及營運公司之登記股東之間可能存在潛在利益衝突；
4. 若營運公司或其股東未能根據與彼等所訂立之可變動權益實體合約履行相關責任，或會對本集團業務產生重大不利影響；

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

5. The equity pledge against the equity interest of OPCO under the Equity Pledge Agreement is subject to successful registration with the relevant governmental authority to take effect; and
  6. The VIE Contracts may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed.
5. 股權質押合同項下對營運公司股權的股權質押須待向有關政府部門完成登記後方生效；及
  6. 可變動權益實體合約可能會受中國稅務機關審查並產生額外稅項。

#### Measures taken to mitigate the risks:

The VIE Contracts contain dispute resolution clauses that (i) provided for arbitration and that arbitrators may award remedies over the shares or assets of the OPCO, injunctive relief or order the winding up of the OPCO; and (ii) provided the courts of competent jurisdictions with the power to grant interim remedies in support of the arbitration pending formation of the arbitral tribunal or in appropriate cases. The courts of Hong Kong, the British Virgin Islands, Bermuda, place of incorporation of the OPCO and the place where the OPCO's principal assets are located have been specified as having jurisdiction for this purpose.

The Group has implemented additional internal control measures against the OPCO, which include (without limitation):

- The OPCO to make available monthly management accounts within 15 days after each month end and provide explanations on any material fluctuations to the WFOE;
- The OPCO to submit detailed loan book with aging and impaired loan analysis/monthly key operating data within 15 days after each month end;
- The OPCO to submit copies of latest bank statements for every bank accounts of the OPCO within 15 days after each month end; and
- The OPCO to assist and facilitate the WFOE to conduct quarterly on-site internal audit on the OPCO.

The VIE Contracts also provide that WFOE will unwind the VIE Contracts as soon as relevant PRC rules and regulations governing foreign investment in pawnshop business/internet finance platform business are issued which allow WFOE to register itself as shareholder of the OPCO. Furthermore, even if the foreign ownership restriction is relaxed, the transfer of the equity interests in the OPCO from the shareholders of the OPCO to the Group may still be subject to substantial costs.

#### 減輕風險所採取之措施：

可變動權益實體合約所載爭議解決條文(i)就仲裁作出規定，仲裁員可作出以營運公司之股份或資產作為補償的仲裁裁決、禁令救濟或頒令營運公司進行清盤；及(ii)賦予具司法管轄權的法庭權力，在仲裁庭組成前或適當情況下有權採取臨時補救以支持仲裁的進行。就此而言，香港、英屬處女群島、百慕達、營運公司註冊成立地點及營運公司主要資產所在地之法庭均列為具有司法管轄權的法庭。

本集團已對營運公司實施額外的內部控制措施，包括（不限於）：

- 營運公司須於每月結束後15日內向WFOE提供月度管理賬目並對任何重大波動作出解釋；
- 營運公司須於每月結束後15日內提交附有賬齡及減值貸款分析的詳細貸款賬冊／月度關鍵營運數據；
- 營運公司須於每月結束後15日內提交營運公司各銀行賬戶的最新銀行對賬單副本；及
- 營運公司須協助及配合WFOE對營運公司進行季度實地內部審核。

可變動權益實體合約中亦規定，倘中國出台監管外商投資典當行業務／互聯網金融平台業務的相關法規及條例，令WFOE可將其本身登記為營運公司的股東，WFOE將盡快解除可變動權益實體合約。另外，即使放寬外商擁有權之限制，但將營運公司的股權從營運公司的股東轉移到本集團仍可能耗費大量成本。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

As set out in note 3 to the consolidated financial statements, due to the managements appointed by the Group to Xinsheng and Zhongyuan to exercise the right to manage the business of pawn broking and money lending in the PRC of Xinsheng and Zhongyuan under the Exclusive Consulting Service Agreements were laid off in July 2016, the Company had been unable to both i) access the complete sets of books and records together with the supporting documents of Xinsheng and Zhongyuan and ii) maintain and operate the business of Xinsheng and Zhongyuan. As such, the Directors considered that the Company has lost its control over Xinsheng and Zhongyuan.

As a result, Xinsheng and Zhongyuan had been de-consolidated from the consolidated financial statements of the Group from 1 January 2016.

As for Dangtian, the Group have not encountered any interference or encumbrances from any governing bodies in operating the businesses through the VIE Contracts. The Group will closely monitor the changes in the laws and regulations that govern the VIE Contracts arrangement and make timely announcement to the Shareholders if there is any material developments that may have an impact on the legality and validity of the VIE Contracts.

#### The information of each of the OPCOs and its registered shareholders under each VIE Contracts

##### *Zhongyuan's VIE Contracts*

Zhongyuan is a limited liability company incorporated in the PRC and is primarily engaged in pawnshop business in the PRC and its registered business scope comprises impawn or pledge of movable property and property right; impawn or pledge of real estate; dispose of pawn under certain value at stipulated time if pledgor default in payment; appraisal, valuation and consultancy services; other impawn or pledge businesses as approved by the Ministry of Commerce.

The registered shareholders of Zhongyuan are 上海珐克企業發展有限公司("Shanghai Fake") and 上海柏富投資控股集團有限公司("Shanghai Baifu"), both are limited liability companies incorporated in the PRC. 88% and 12% of the equity is owned by Shanghai Fake and Shanghai Baifu respectively.

誠如綜合財務報表附註3所載，由於本集團向新盛及中源委任以根據獨家管理顧問服務協議對新盛及中源於中國的典當及放貸業務行使管理權的管理層於二零一六年七月遭解僱，本公司無法i)取得新盛及中源之全套賬目及記錄連同佐證文件及ii)維持及經營新盛及中源之業務。故此，董事認為本公司已失去對新盛及中源之控制權。

因此，新盛及中源已自二零一六年一月一日起從本集團之綜合財務報表取消綜合入賬。

就當天而言，本集團在透過可變動權益實體合約經營該等業務上並無遇到任何監管機關的任何妨礙或阻礙。本集團將密切留意規管可變動權益實體合約安排的法律及法規變動並於有任何可能影響可變動權益實體合約的合法性及有效性的重大發展時及時向股東作出公佈。

#### 於可變動權益實體合約項下各營運公司及其登記股東之資料

##### *中源可變動權益實體合約*

中源為於中國註冊成立之有限公司，主要於中國從事典當行業務，其登記經營範圍為動產及財產權利質押典當業務；房地產抵押典當業務；限額內絕當物品的變賣；鑒定評估及諮詢服務；商務部批准的其他質押典當業務。

中源之登記股東為上海珐克企業發展有限公司(「上海珐克」)及上海柏富投資控股集團有限公司(「上海柏富」)，兩者均為於中國註冊成立之有限公司。上海珐克及上海柏富分別擁有該實體股權之88%及12%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### *Xinsheng's VIE Contracts*

Xinsheng is a limited liability company incorporated in the PRC and is primarily engaged in pawnshop business in the PRC, which can be generally be classified into four segments according to the types of collaterals of its loan portfolio: (i) civilian goods: jewelries, antiques, watches; (ii) equity: shares of listed and unlisted companies; (iii) real estate: residential real estate and commercial real estate and factories; and (iv) vehicles: vehicles with licenses in Shanghai.

The registered shareholders of Xinsheng are 上海置鋒實業有限公司 (“Shanghai Zhifeng”) and Shanghai Kuailu both are limited liability companies incorporated in the PRC. 83.13% and 16.87% of the equity interests of Xinsheng is owned by Shanghai Kuailu and Shanghai Zhifeng.

#### *Dangtian's VIE Contracts*

Dangtian is a limited liability company incorporated in the PRC and is primarily engaged in the operation of an internet finance platform in the PRC.

The registered shareholders of Dangtian are Mr. Shao Yonghua, who was an executive Director and the chairman of the Board from 16 July 2015 to 18 March 2016, and Mr. Zhu Wenjing, an independent third party. 70% and 30% of the equity interests of Dangtian is owned by Mr. Shao Yonghua and Mr. Zhu Wenjing respectively.

The results of the internet finance platform operation under Dangtian's VIE Contracts during the period under review is set out in the Investment in Intraday Financial Group to the Management Discussion and Analysis.

#### *新盛可變動權益實體合約*

新盛為於中國註冊成立之有限公司，主要於中國從事典當業務，根據其貸款組合的抵押品類型，一般可分為四個分部：(i) 民用品：珠寶、古董、鐘錶；(ii) 股權：上市及非上市公司之股份；(iii) 房地產：住宅房地產及商用房地產及工廠；及(iv) 車輛：上海牌照車輛。

新盛之登記股東為上海置鋒實業有限公司（「上海置鋒」）及上海快鹿，兩者均為於中國註冊成立之有限責任公司。上海快鹿及上海置鋒分別擁有新盛股權的83.13%及16.87%。

#### *當天可變動權益實體合約*

當天為於中國註冊成立之有限公司，主要於中國從事互聯網金融平台運營。

當天之登記股東為邵永華先生（自二零一五年七月十六日至二零一六年三月十八日擔任執行董事及董事會主席）及朱文靖先生（獨立第三方）。邵永華先生及朱文靖先生分別擁有當天股權的70%及30%。

於回顧期間內當天於可變動權益實體合約項下互聯網金融平台業務之業績載於管理層討論及分析內於當天金融集團之投資。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### CONNECTED TRANSACTION

On 8 January 2016, the Company entered into the second supplemental agreement (the “Second Supplemental Agreement”) to the Oriental SPA with Rosy Start Investments Limited (“Rosy Start”), Equity Partner Holdings Limited (“Equity Partner”), Century Best Holdings Limited (“Century Best”) and Asiabiz Capital Investment Limited (“Asiabiz”, together with Rosy Start, Equity Partner, Century Best are collectively referred to as the “Vendors”) and Mr. Joseph Shie Jay Lang (“Mr. Lang”) to amend certain terms of the Oriental SPA including the amendment of the date of the issue of the convertible notes and the revision of the put option period. The entire issued share capital of each of Century Best, Equity Partner and Rosy Start is beneficially owned by Mr. Lang, the then non-executive Director, while over 30% of the issued share capital of Asiabiz is indirectly owned by Mr. Chen Ningdi (“Mr. Chen”), the then executive Director and the chief executive officer of the Company, and his associates. Given Mr. Lang and each Vendor are connected persons of the Company, the transactions under the Second Supplemental Agreement constituted a non-exempt connected transaction for the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

As Mr. Lang resigned as a Director in April 2016 and Mr. Chen resigned as a Director in June 2016, the transaction under the Second Supplemental Agreement no longer constitute a connected transaction.

#### CLOSURE OF REGISTER OF MEMBERS

The forthcoming annual general meeting of the Company (the “2017 AGM”) is scheduled to be held on Friday, 28 April 2017. For determining the entitlement to attend and vote at the 2017 AGM, the register of members of the Company will be closed from Tuesday, 25 April 2017 to Friday, 28 April 2017, both days inclusive, during which period no transfer of shares of the Company will be registered. In order for a Shareholder to be eligible to attend and vote at 2017 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 April 2017.

#### 關連交易

於二零一六年一月八日，本公司與啟茂投資有限公司（「啟茂」）、Equity Partner Holdings Limited（「Equity Partner」）、世佳控股有限公司（「世佳」）及 Asiabiz Capital Investment Limited（「Asiabiz」），連同啟茂、Equity Partner及世佳統稱賣方（「賣方」）及郎世杰先生（「郎先生」）訂立東方買賣協議的第二份補充協議（「第二份補充協議」），以修訂東方買賣協議的若干條款，包括修訂可換股票據之發行日期及修訂認沽期權期間。世佳、Equity Partner及啟茂各自自由當時之非執行董事郎先生實益擁有，而 Asiabiz 已發行股本的逾30%乃由本公司當時之執行董事兼行政總裁陳寧迪先生（「陳先生」）及其聯繫人間接擁有。由於郎先生及各賣方為本公司之關連人士，第二份補充協議下的交易根據聯交所證券上市規則（「上市規則」）構成本公司之非獲豁免關連交易。

由於郎先生於二零一六年四月辭任董事及陳先生於二零一六年六月辭任董事，第二份補充協議下的交易不再構成關連交易。

#### 暫停辦理股份過戶登記手續

本公司議定於二零一七年四月二十八日（星期五）舉行應屆股東週年大會（「二零一七年股東週年大會」）。為釐定出席二零一七年股東週年大會並於會上投票的權利，本公司的股東名冊將於二零一七年四月二十五日（星期二）至二零一七年四月二十八日（星期五）（包括首尾兩天）暫停辦理過戶登記手續，期內將不會辦理股份轉讓登記。股東如欲符合資格出席二零一七年股東週年大會並於會上投票，所有過戶表格連同相關股票必須於二零一七年四月二十四日（星期一）下午四時三十分前送呈本公司的香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷

#### EXECUTIVE DIRECTORS

**Mr. Liu Kequan**, aged 44, was appointed as a non-executive Director on 1 June 2016. He was re-designated as an executive Director, chief executive officer of the Company and the chairman of the Board on 30 June 2016. Mr. Liu is also a director of certain subsidiaries of the Company. He was previously the chief executive officer of 雲南子元集團股份有限公司 (Yunnan Ziyuan Group Co., Ltd.), a conglomerate specialising in investment, real estate development, tourism development and bio-pharmaceutical biotechnology industry and has extensive management experience. Mr. Liu graduated from Shanghai Jiao Tong University with a major in Applied Chemistry in July 1994. He also obtained an Executive Master of Business Administration degree from Tsinghua University in July 2005.

**Mr. Zhang Peidong**, aged 49, was appointed as an independent non-executive Director on 30 June 2016. He was re-designated as an executive Director on 5 July 2016. Mr. Zhang is currently the managing director of Yongsheng (HK) International Co., Limited which was previously owned by a Hong Kong listed company. He has over 20 years of experience in investment, corporate management and international trade industry. Mr. Zhang graduated from Jilin University of Technology (now known as Jilin University) with a major in Metallic Materials Engineering.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Jin Bingrong**, aged 68, was appointed as an independent non-executive Director on 20 March 2015. He is a senior economist and has over 20 years of experience in financial industry. Mr. Jin is an independent non-executive director of bank of Shanghai. He was a non-executive director of SRE Group Limited (Stock Code: 1207), a company listed on the Stock Exchange, from April 2007 to December 2015. Mr. Jin was previously the general manager of Shanghai Branch of Agricultural Bank of China and the chairman of Shanghai Da'an Financial Bill Delivery Co., Ltd. He holds a Master's degree in Economics and a Bachelor's degree in Finance Management, both from Fudan University.

#### 執行董事

**劉克泉先生**，四十四歲，於二零一六年六月一日獲委任為非執行董事。彼於二零一六年六月三十日調任為執行董事、本公司行政總裁及董事會主席。劉先生亦為本公司若干附屬公司之董事。彼曾擔任雲南子元集團股份有限公司（一間專門從事投資、房地產發展、旅遊業發展及生物製藥生物技術產業之企業集團）行政總裁並擁有豐富的管理經驗。劉先生於一九九四年七月畢業於上海交通大學，主修應用化學。彼亦於二零零五年七月獲得清華大學高級管理人員工商管理碩士學位。

**張沛東先生**，四十九歲，於二零一六年六月三十日獲委任為獨立非執行董事。彼於二零一六年七月五日調任為執行董事。張先生現任永盛（香港）國際有限公司（先前由一間香港上市公司擁有）董事總經理。彼於投資、企業管理及國際貿易行業擁有逾20年經驗。張先生畢業於吉林工業大學（現稱吉林大學），主修金屬材料工程學。

#### 獨立非執行董事

**金炳榮先生**，六十八歲，於二零一五年三月二十日獲委任為獨立非執行董事。彼為高級經濟師及於金融行業擁有逾二十年經驗。金先生現任上海銀行獨立非執行董事。彼於二零零七年四月至二零一五年十二月期間擔任聯交所上市公司上置集團有限公司（股份代號：1207）的非執行董事。金先生曾擔任中國農業銀行上海市分行行長及上海達安金融票據傳遞有限公司董事長。彼持有復旦大學經濟碩士學位及財務管理學士學位。



## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷

**Mr. Kwan Kei Chor**, aged 50, was appointed as an independent non-executive Director on 4 May 2015. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Kwan has over 10 years of experience in corporate accounting and worked in a number of listed companies. He was the company secretary of C&D International Investment Group Limited (Stock Code: 1908), a company listed on the Stock Exchange, from July 2015 to May 2016. Mr. Kwan holds a Master's degree in Accounting from Curtin University of Technology (now known as Curtin University).

**Dr. Rui Mingjie**, aged 62, was appointed as an independent non-executive Director on 7 October 2015. He has over 25 years of experience in corporate management and development research. Dr. Rui is currently a Professor and the head of the Department of Industrial Economics of the School of Management of Fudan University. His main research areas are industry & enterprise development, enterprise strategy & management, reformation theory of state owned enterprises, theory of modern firms and knowledge management & innovation. He was previously the Associate Dean of the School of Management of Fudan University from 2001 to 2003 and has been a professor in the School of Management of Fudan University since 1995. Dr. Rui is currently an independent non-executive director of Shanghai Jin Jiang International Hotels (Group) Company Limited (Stock Code: 2006), a company listed on the Stock Exchange and Shanghai Lingang Holdings Corporation Limited (上海臨港控股股份有限公司) (SHA:600848), a company listed on the Shanghai Stock Exchange. He holds a Doctoral degree in Industrial Economics from Fudan University.

**Mr. Zhou Liangyu**, aged 43, was appointed as an independent non-executive Director on 30 June 2016. He is currently the managing director of 深圳海紅天遠微電子有限公司 (H&H Microelectronics Co., Ltd.), a company specialising in ODM service and overall supply chain management service in electronics industry. Mr. Zhou has over 20 years of experience in investment, corporate management and technology industry. He graduated from 陝西省涉外培訓學院 (Shaanxi Province Foreign Training College) with a major in Foreign Trade English.

**關基楚先生**，五十歲，於二零一五年五月四日獲委任為獨立非執行董事。彼為香港會計師公會的會員。關先生於企業會計方面擁有逾10年經驗並曾任職於多家上市公司。彼於二零一五年七月至二零一六年五月期間擔任聯交所上市公司建發國際投資集團有限公司(股份代號：1908)之公司秘書。關先生持有科廷科技大學(現稱科廷大學)會計學碩士學位。

**芮明杰博士**，六十二歲，於二零一五年十月七日獲委任為獨立非執行董事。彼於企業管理與發展研究領域擁有逾25年經驗。芮博士現為一名教授，並擔任復旦大學管理學院產業經濟學系主任。其主要研究領域為產業與企業發展、企業戰略及管理、國有企業改革理論、現代公司理論及知識管理創新。彼於二零零一年至二零零三年期間曾任復旦大學管理學院副院長，並自一九九五年起擔任復旦大學管理學院教授。芮博士現為聯交所上市公司上海錦江國際酒店(集團)股份有限公司(股份代號：2006)及上海證券交易所上市公司上海臨港控股股份有限公司(上證股份代碼：600848)之獨立非執行董事。彼持有復旦大學產業經濟博士學位。

**周梁宇先生**，四十三歲，於二零一六年六月三十日獲委任為獨立非執行董事。彼現任深圳海紅天遠微電子有限公司(一間專門從事電子行業之ODM服務及整體供應鏈管理服務之公司)董事總經理。周先生於投資、企業管理及技術行業方面擁有逾20年經驗。彼畢業於陝西省涉外培訓學院，主修外貿英語。

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷

**Dr. Lyu Ziang** (formerly known as Lu Ziang), aged 44, was appointed as an independent non-executive Director on 5 July 2016. The English name of Dr. Lyu was amended to in line with The Chinese Phonetic Alphabet Spelling Rules for Chinese Names implemented by the Government of the People's Republic of China. He is currently the vice president of 成都數聯醫信科技有限公司 (Chengdu Shulianyixin Technology Company Limited). Dr. Lyu was the director of 上海貿易數據挖掘與應用工程技術研究中心 (Shanghai Trade Data Mining and Application Engineering Technology Research Center) from 2011 to 2016. He has years of experience in identification and control of trade and financial risks. Dr. Lyu graduated from Tsinghua University with a degree in Thermo-Dynamic Engineering and Control in July 1994 and also received a Master's degree in Computer Software and Theory as well as a Doctoral degree in Computer Technology Application from Beijing Jiaotong University in May 2003 and July 2012 respectively.

呂子昂博士，四十四歲，於二零一六年七月五日獲委任為獨立非執行董事。呂博士的英文姓名為與中華人民共和國政府實施的中國人名漢語拼音字母拼寫規則一致而變更。彼現任成都數聯醫信科技有限公司副總裁。呂博士於二零一一年至二零一六年期曾擔任上海貿易數據挖掘與應用工程技術研究中心主任。彼於識別及控制貿易及金融風險方面擁有多年經驗。呂博士於一九九四年七月畢業於清華大學並獲得動力工程與控制學位，並分別於二零零三年五月及二零一二年七月獲得北京交通大學的計算機軟件與理論碩士學位及計算機應用技術博士學位。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Company is committed to maintain high standards of corporate governance with a view to assuring the conduct of management of the Company as well as protecting the interests of all Shareholders. The Company has always recognised the importance of the transparency and accountability towards the Shareholders. It is the belief of the Board that Shareholders can maximise their benefits from good corporate governance.

### CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and complied with the code provisions (the “Code Provision(s)”) as set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules, except for the following deviations:

- Code Provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Shao Yonghua (“Mr. Shao”) served as the chairman of the Board and Mr. Chen Ningdi (“Mr. Chen”) served as the chief executive officer of the Company since 25 August 2015. Following the resignation of Mr. Shao and Mr. Chen in March and June 2016 respectively, Mr. Liu Kequan (“Mr. Liu”) was elected as the chairman of the Board and chief executive officer of the Company in June 2016. The Board considers that Mr. Liu has extensive management experience and is responsible for the overall corporate strategies, planning and business development of the Company and he is under the supervision by the Board which is comprised of five independent non-executive Directors, which represent more than half of the Board, the Board considered that the interests of the Shareholders are adequately and fairly represented.

- Code Provision A.5 stipulates that a nomination committee should be established to make recommendations to the Board on the appointment and reappointment of Directors and succession planning for Director.

本公司致力維持高水準的企業管治，以確保本公司管理層的操守及保障股東全體的利益。本公司深明透明度及對股東問責的重要性。董事會相信股東可從良好的企業管治中獲得最大裨益。

### 企業管治常規守則

本公司已應用上市規則附錄14所載企業管治守則及企業管治報告的原則及遵守其守則條文（「守則條文」），惟以下偏離情況除外：

- 守則條文第A.2.1條訂明，主席及行政總裁的角色應該分開及不應由同一人兼任。

自二零一五年八月二十五日起，邵永華先生（「邵先生」）擔任董事會主席，而陳寧迪先生（「陳先生」）擔任本公司行政總裁。邵先生及陳先生分別於二零一六年三月及六月辭任後，劉克泉先生（「劉先生」）於二零一六年六月獲選為董事會主席兼本公司行政總裁。董事會認為劉先生具有豐富的管理經驗並負責本公司的整體企業策略、規劃及業務發展，且彼受董事會監督，而董事會當中已包括佔董事會超過一半議席的五位獨立非執行董事，董事會認為股東利益已有充份的保障及受到公平的重視。

- 守則條文第A.5條訂明，應設立提名委員會，以就委任及重新委任董事以及董事繼任計劃向董事會作出建議。

The Board as a whole is responsible for the appointment of its own members. The chairman of the Board is responsible for identifying appropriate candidate and proposing qualified candidate to the Board for consideration. The Board will review profiles of the candidate recommended by the chairman and make recommendation of the appointment, re-election and retirement of the Directors. Candidates are appointed to the Board on the basis of their skill, competence and experience that they can contribute to the Company.

- Code Provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting and also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

Mr. Shao, the former chairman of the Board, resigned in March 2016 and due to another business engagement, Mr. Chen, the former chief executive officer, was unable to attend the annual general meeting of the Company held on 22 April 2016. As such, Ms. Chan Siu Mun, the then executive Director, took the chair of the annual general meeting, together with an independent non-executive Director, being the chairman of the audit committee and member of remuneration committee to answer questions to ensure effective communication with the Shareholders.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct regarding Directors' securities transactions. The Company has made specific enquiry of all Directors whether the Directors have complied with the required standard set out in the Model Code regarding Directors' securities transactions and all Directors confirmed that they have complied with the Model Code.

董事會作為整體負責委任其本身的成員。董事會主席負責物色適當人選，並向董事會建議合資格人選以供考慮。董事會將審閱主席所建議之人選的資料，並就董事的委任、重選及退任作出建議。候選人根據彼等能為本公司貢獻的技能、勝任程度及經驗獲委任加入董事會。

- E.1.2條訂明，董事會主席應出席股東週年大會並邀請審核、薪酬、提名及任何其他委員會（倘適用）主席出席。若有關委員會主席未克出席，董事會主席應邀請有關委員會另一名成員（或如該成員未能出席，則其正式委任的代表）出席。該等人士應在股東週年大會上回答提問。

董事會前任主席邵先生於二零一六年三月辭任及前任行政總裁陳先生因另有事務未能出席本公司於二零一六年四月二十二日舉行的股東週年大會。因此，當時之執行董事陳兆敏小姐已出任股東週年大會主席，連同一位身兼審核委員會主席及薪酬委員會成員的獨立非執行董事回答提問，確保與股東的有效溝通。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為有關董事進行證券交易的操守守則。本公司已就董事有否遵守標準守則所載有關董事進行證券交易的規定標準向全體董事作出特定查詢，而全體董事已確認彼等均有遵守標準守則。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### THE BOARD

The Board currently comprises two executive Directors, being Mr. Liu Kequan (Chairman and Chief Executive Officer) and Mr. Zhang Peidong, and five independent non-executive Directors, being Mr. Jin Bingrong, Mr. Kwan Kei Chor, Dr. Rui Mingjie, Mr. Zhou Liangyu and Dr. Lyu Ziang.

32 board meetings and 2 general meetings were held during the year of 2016. The individual attendance record is as follows:

### 董事會

董事會現由兩位執行董事劉克泉先生(主席兼行政總裁)及張沛東先生,以及五位獨立非執行董事金炳榮先生、關基楚先生、芮明杰博士、周梁宇先生及呂子昂博士組成。

於二零一六年內,曾舉行32次董事會會議及兩次股東大會。個別成員的出席記錄如下:

Directors		Board Meetings Attended/ Eligible to attend 已出席/ 合資格出席 董事會 會議次數	General Meetings Attended/ Eligible to attend 已出席/ 合資格出席 股東 大會次數
<b>董事</b>			
<i>Executive Directors:</i>	<i>執行董事:</i>		
Mr. Shao Yonghua (Note 1)	邵永華先生(附註1)	10/10	0/1
Mr. Chen Ningdi (Note 2)	陳寧迪先生(附註2)	18/18	1/2
Ms. Chan Siu Mun (Note 3)	陳兆敏小姐(附註3)	18/18	2/2
Mr. Liu Kequan (Note 4)	劉克泉先生(附註4)	15/15	0/0
Mr. Zhang Peidong (Note 5)	張沛東先生(附註5)	14/14	0/0
<i>Non-executive Directors:</i>	<i>非執行董事:</i>		
Mr. Joseph Shie Jay Lang (Note 6)	郎世杰先生(附註6)	13/13	0/1
Ms. Ma Xiaoling (Note 7)	馬曉玲小姐(附註7)	15/15	0/1
Mr. Yin Xiaoguang (Note 8)	尹曉光先生(附註8)	14/14	0/0
<i>Independent non-executive Directors:</i>	<i>獨立非執行董事:</i>		
Mr. Jin Bingrong	金炳榮先生	29/32	0/2
Mr. Kwan Kei Chor	關基楚先生	32/32	2/2
Dr. Rui Mingjie	芮明杰博士	30/32	0/2
Mr. Zhou Liangyu (Note 9)	周梁宇先生(附註9)	12/14	0/0
Dr. Lyu Ziang (Note 10)	呂子昂博士(附註10)	12/12	0/0

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### Notes:

1. Mr. Shao Yonghua resigned as Director on 18 March 2016.
2. Mr. Chen Ningdi resigned as Director on 30 June 2016.
3. Ms. Chan Siu Mun resigned as Director on 30 June 2016.
4. Mr. Liu Kequan was appointed as Director on 1 June 2016.
5. Mr. Zhang Peidong was appointed as Director on 30 June 2016.
6. Mr. Joseph Shie Jay Lang resigned as Director on 5 April 2016.
7. Ms. Ma Xiaoling retired as Director on 22 April 2016.
8. Mr. Yin Xiaoguang was appointed as Director on 1 June 2016 and resigned as Director on 1 January 2017.
9. Mr. Zhou Liangyu was appointed as Director on 30 June 2016.
10. Dr. Lyu Ziang was appointed as Director on 5 July 2016.

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances, but the day-to-day management is delegated to the two executive Directors, Mr. Liu Kequan and Mr. Zhang Peidong.

The list of Directors and their roles and functions is posted on the website of the Company and the Stock Exchange.

Directors have timely access to relevant information prior to each board meeting. Directors are given the opportunity to include matters in the agenda for regular board meetings while Directors are entitled to have access to board papers and related materials to allow them to make informed decisions on matters arising from board meetings.

#### 附註：

1. 邵永華先生於二零一六年三月十八日辭任董事。
2. 陳寧迪先生於二零一六年六月三十日辭任董事。
3. 陳兆敏小姐於二零一六年六月三十日辭任董事。
4. 劉克泉先生於二零一六年六月一日獲委任為董事。
5. 張沛東先生於二零一六年六月三十日獲委任為董事。
6. 郎世杰先生於二零一六年四月五日辭任董事。
7. 馬曉玲小姐於二零一六年四月二十二日退任董事。
8. 尹曉光先生於二零一六年六月一日獲委任為董事及於二零一七年一月一日辭任董事。
9. 周梁宇先生於二零一六年六月三十日獲委任為董事。
10. 呂子昂博士於二零一六年七月五日獲委任為董事。

董事會負責領導及控制本公司，並監管本集團業務、戰略決策及表現，惟日常的管理則已任命兩位執行董事劉克泉先生及張沛東先生負責。

董事名單及彼等的角色和職務登載於本公司及聯交所的網頁。

董事可於各董事會會議召開前適時地收到相關資料。董事有機會於董事會定期會議的議程中加入討論事項，而董事有權取得董事會文件及相關資料以讓彼等就董事會會議上的討論事項作出知情的決定。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Minutes of board meetings and meetings of other committees are kept by the company secretary of the Company and are open for inspection by Directors.

Each of the non-executive Directors is appointed for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

The independent non-executive Directors are persons of high caliber with academic and professional qualifications in the area of accounting, financial, management and various business field which provide the Group with a wide range of valuable expertise. With their experience gained from senior positions held in other organisations, they provide strong support towards the effective discharge of the duties and responsibilities of the Board.

Mr. Kwan Kei Chor, an independent non-executive Director, possesses appropriate professional qualifications in accounting or related financial management expertise states under Rule 3.10(2) of the Listing Rules.

The Company has received an annual confirmation of independence from each of the independent non-executive Directors. The Company is of the view that all the independent non-executive Directors meet the guidelines for assessing independence in accordance with Rule 3.13 of the Listing Rules.

### DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

The Company is responsible for arranging and funding suitable training for the Directors. Individual Directors are encouraged to attend courses relating to the roles, functions and duties of a listed company director or further enhancement of their professional development by way of attending training courses or via online aids or reading relevant materials. The company secretary of the Company continuously updates all Directors on the latest development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. The current Directors, namely, Liu Kequan, Zhang Peidong, Jin Bingrong, Kwan Kei Chor, Rui Mingjie, Zhou Liangyu and Lyu Ziang had attended training sessions organised by the Company. The participation by the Directors in continuous professional development are recorded.

董事會及其他委員會的會議記錄由本公司公司秘書保管，並可供董事查閱。

各非執行董事的委任年期為三年，並且須按照本公司的公司細則於本公司股東週年大會上輪值退任及膺選連任。

獨立非執行董事均極具才幹，擁有會計、金融、管理及眾多業務範疇的學術及專業資格，為本集團提供廣泛類別的寶貴專業知識。加上彼等在其他機構擔任高層所累積的經驗，對董事會有效地履行其職務和責任提供強大的支持。

獨立非執行董事關基楚先生具備上市規則第3.10(2)條所要求的適當專業會計或相關財務管理專長。

本公司已收到各獨立非執行董事就獨立性作出的年度確認。本公司認為所有獨立非執行董事均符合上市規則第3.13條有關評估獨立性的指引。

### 董事的培訓及專業發展

本公司負責安排及撥付資源為董事提供適當培訓，並鼓勵個別董事出席關於上市公司董事的角色、職能及職責的課程，或者透過出席培訓課程或透過網上資源或閱讀相關材料來進一步提升彼等的專業發展。本公司的公司秘書會持續向所有董事提供上市規則及其他適用監管規定的最新資料，以確保遵守及維持良好的企業管治常規。現任董事劉克泉、張沛東、金炳榮、關基楚、芮明杰、周梁宇及呂子昂已出席本公司所舉辦的培訓課程。董事所曾參與的持續專業發展會加以記錄。

## AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") with written terms of reference in compliance with the Code Provisions of the CG Code. The duties of the Audit Committee are to review and monitor the financial reporting and risk management and internal control systems of the Company. The Audit Committee currently comprises five independent non-executive Directors, namely Mr. Kwan Kei Chor (Chairman), Mr. Jin Bingrong, Dr. Rui Mingjie, Mr. Zhou Liangyu and Dr. Lyu Ziang.

During the year under review, the Audit Committee has reviewed with the management and the auditors the accounting principles and practices adopted by the Company and discussed the auditing, risk management, internal control and financial reporting matters including the review of the audited financial statements of the Group for the year ended 31 December 2015 and the unaudited interim financial statements of the Group for the six months ended 30 June 2016.

In addition, the Audit Committee has reviewed the consolidated financial statements for the year ended 31 December 2016 and the related results announcement and auditor's report, and made recommendation to the Board that the same be approved.

Three Audit Committee meetings convened during the year. The individual attendance record is as follows:

<b>Directors</b> <b>董事</b>		<b>Number of attendance</b> <b>出席次數</b>
Mr. Kwan Kei Chor ( <i>Chairman</i> )	關基楚先生 (主席)	3/3
Mr. Jin Bingrong	金炳榮先生	3/3
Dr. Rui Mingjie	芮明杰博士	3/3
Mr. Zhou Liangyu (Note 1)	周梁宇先生 (附註1)	1/1
Dr. Lyu Ziang (Note 2)	呂子昂博士 (附註2)	1/1
Notes:	附註:	
1. Mr. Zhou Liangyu became the member of Audit Committee on 30 June 2016.	1. 周梁宇先生於二零一六年六月三十日成為審核委員會成員。	
2. Dr. Lyu Ziang became the member of Audit Committee on 5 July 2016.	2. 呂子昂博士於二零一六年七月五日成為審核委員會成員。	

## 審核委員會

本公司已成立審核委員會(「審核委員會」)，並遵照企管守則的守則條文制定書面職權範圍。審核委員會的職責為審閱及監察本公司的財務申報及風險管理以及內部監控制度。審核委員會現由五位獨立非執行董事關基楚先生(主席)、金炳榮先生、芮明杰博士、周梁宇先生及呂子昂博士組成。

於回顧年內，審核委員會已聯同管理人員及核數師檢討本公司所採納的會計原則及慣例，並討論審核、風險管理、內部監控及財務申報事宜，包括審閱本集團截至二零一五年十二月三十一日止年度的經審核財務報表及本集團截至二零一六年六月三十日止六個月的未經審核中期財務報表。

此外，審核委員會已審閱截至二零一六年十二月三十一日止年度的綜合財務報表及有關的業績公佈和核數師報告，並向董事會作出核准該等公佈和報告的建議。

年內，曾召開三次審核委員會會議。個別成員的出席記錄如下：



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### REMUNERATION COMMITTEE

The Board has established a remuneration committee (the "Remuneration Committee") with written terms of reference in compliance with the Code Provisions of the CG Code. The responsibilities of the Remuneration Committee are to advise and recommend the Board on the remuneration policy and framework of the Company's Directors and senior management, as well as review and determine the remuneration of individual executive Directors and senior management with reference to the Company's objectives from time to time. The Remuneration Committee currently comprises three independent non-executive Directors, namely Mr. Jin Bingrong (Chairman), Mr. Kwan Kei Chor and Dr. Rui Mingjie.

During the year under review, the Remuneration Committee has reviewed the remuneration policy and framework of the Company's Directors and senior management, assessed the performance of executive Directors and determined the remuneration packages of individual executive Directors and senior management with reference to the Company's objectives.

Three Remuneration Committee meetings convened during the year. The individual attendance record is as follows:

### 薪酬委員會

董事會已成立薪酬委員會（「薪酬委員會」），並遵照企管守則的守則條文制定書面職權範圍。薪酬委員會負責就本公司董事及高級管理層的薪酬政策及綱領向董事會提供意見及建議，以及負責不時參考本公司的目標檢討及釐定個別執行董事及高級管理層的薪酬。薪酬委員會現由三名獨立非執行董事金炳榮先生（主席）、關基楚先生及芮明杰博士組成。

於回顧年內，薪酬委員會已檢討本公司董事及高級管理層的薪酬政策及綱領、評估執行董事的表現，並參考本公司的目標釐定個別執行董事及高級管理層的薪酬待遇。

年內，曾召開三次薪酬委員會會議。個別成員的出席記錄如下：

Directors 董事		Number of attendance 出席次數
Mr. Jin Bingrong ( <i>Chairman</i> )	金炳榮先生 (主席)	3/3
Mr. Kwan Kei Chor	關基楚先生	3/3
Dr. Rui Mingjie	芮明杰博士	3/3
Ms. Ma Xiaoling (Note 1)	馬曉玲小姐 (附註1)	1/1
Ms. Chan Siu Mun (Note 2)	陳兆敏小姐 (附註2)	1/1
Notes:	附註:	
1. Ms. Ma Xiaoling ceased to serve as the member of Remuneration Committee on 22 April 2016.	1. 馬曉玲小姐於二零一六年四月二十二日不再擔任薪酬委員會成員。	
2. Ms. Chan Siu Mun ceased to serve as the member of Remuneration Committee on 30 June 2016.	2. 陳兆敏小姐於二零一六年六月三十日不再擔任薪酬委員會成員。	

### CORPORATE GOVERNANCE FUNCTIONS

The Board as a whole performed the following corporate governance duties which include:

- (i) developing and reviewing the Company's policies and practice on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) reviewing the Company's compliance with the code and disclosure in the Corporate Governance Report.

### AUDITOR'S REMUNERATION

During the year, the fees in respect of the audit and non-audit services provided to the Group by the Company's auditor, HLM CPA Limited, amounted to HK\$1,000,000 and HK\$1,050,000 respectively. The non-audit services mainly consist of interim results review and other reporting services.

### FINANCIAL REPORTING

The Directors acknowledged their responsibility for the preparation of the financial statements in accordance with the statutory requirements and applicable accounting standards. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt on the Company's ability to continue as a going concern.

The statement by the Auditor about their reporting responsibilities on the financial statements for the year ended 31 December 2016 is set out in the "Independent Auditor's Report" of this report.

### 企業管治職能

董事會整體履行下列企業管治職責，其中包括：

- (i) 制定及檢討本公司的企業管治政策及常規；
- (ii) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (iii) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (iv) 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊（如有）；及
- (v) 檢討本公司遵守守則的情況及於企業管治報告內的披露。

### 核數師酬金

年內，就本公司核數師恒健會計師行有限公司向本集團提供核數及非核數服務的費用分別為1,000,000港元及1,050,000港元。非核數服務主要包括中期業績審閱及其他申報服務。

### 財務申報

董事知悉其有責任根據法定規定及適用會計準則編製財務報表。董事並不知悉關於可能使本公司持續經營能力存在重大疑問之事件或狀況的任何重大不確定性。

核數師關於其對於截至二零一六年十二月三十一日止年度財務報表之申報責任的聲明，載於本報告「獨立核數師報告」內。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMPANY SECRETARY

During the year, the company secretary of the Company is Ms. Chan Siu Mun who had taken no less than 15 hours of relevant professional training.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for ensuring sound and effective internal control systems and risk management to safeguard the Shareholders' interests and the Company's assets. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions. The controls built into the risk management system are intended to manage, not eliminate, significant risks in the Group's business environment.

#### Risk Management

The successful management of risk is essential for the long term growth and sustainability of the Group's business. These can only be achievable if certain risks are managed effectively.

#### Policy

The Group's risk management policy includes the following elements:

- Identification significant risks in the Group's operation environment and evaluate the impacts of those;
- develop necessary measure to manage those risks; and
- monitor and review the effectiveness of such measures.

#### Responsibility

The Board has overall accountability for determining the type and level of risk it is prepared to take. The Audit Committee monitors and deploys appropriate actions to control or mitigate the risks. They also assess the likelihood of these risks occurring. Risk mitigation factors are reviewed and documented based on the level and likelihood of occurrence. The Audit Committee reviews the risk register and monitors the implementation of risk mitigation procedures via executive management.

Further, the risks will be periodically reviewed so that the Group could ensure new and emerging risks relevant to the Group's business are promptly identified and action upon. These are on-going processes and the Audit Committee reviews regularly the Group's risk management systems.

### 公司秘書

年內，本公司的公司秘書為陳兆敏小姐，彼已接受不少於15個小時的相關專業培訓。

### 風險管理及內部監控

董事會負責確保健全和有效的內部監控制度及風險管理，以保障股東權益及本公司資產。本集團內部監控的範圍涵蓋主要財務、營運及規管監控，以及風險管理職能。風險管理制度中設立的監控旨在管理而非消除本集團業務環境的重大風險。

#### 風險管理

成功管理風險對本集團業務的長遠增長和可持續性十分關鍵，而且僅可於若干風險管理得宜的情況下才可實現。

#### 政策

本集團的風險管理政策包括下列元素：

- 識別本集團經營環境中的重大風險及評估其影響；
- 建立必備措施以管理該等風險；及
- 監察及檢討該等措施的有效性。

#### 責任

董事會對於釐定其預備承受的風險類別和程度負上整體責任。審核委員會監察及部署合適行動以控制或緩和有關風險。彼等亦評估發生該等風險的可能性。風險緩和因素乃根據程度和發生的可能性而檢討及建立證明文件。審核委員會透過執行管理審閱風險管控表及監管實施風險緩和程序。

此外，有關風險將定期接受檢討，致使本集團可確保與本集團業務相關的新現及新興風險迅速被識別及跟進。上述為持續程序，而審核委員會定期檢討本集團的風險管理制度。

Based on the reports from the outsourced internal control auditor and the Audit Committee, the Board considers the Group internal control system and risk management is adequate and effective and the Group has complied with the provisions on internal controls and risk management as set out in the CG code.

#### Internal Control

The Group's has outsourced the internal control systems auditing function. The outsourced internal auditor reports directly to the Audit Committee and is responsible for conducting regular audits on the major activities of the Group. The Audit Committee has received a report from the outsourced internal auditor summarizing audits concluded in the year. The Audit Committee has reviewed the findings and recommendations made by the outsourced internal auditor and have ensured that any issues arising from the audit are appropriately resolved by management in an efficient and timely manner.

#### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The Board recognises the importance of good communication with Shareholders. Information in relation to the Group is disseminated to Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. Such published documents together with the latest corporate information and news are also made available on the website of the Company. The Company also welcomes comments and questions from Shareholders at its annual general meeting.

根據外聘內部監控核數師及審核委員會的報告，董事會認為本集團的內部監控制度及風險管理乃足夠和有效，而本集團已遵守企管守則所載有關內部監控及風險管理的各項規定。

#### 內部監控

本集團已外包內部監控制度中的審核職能。外聘的內部監控核數師直接向審核委員會匯報，並負責定期對本集團的主要活動進行稽核。審核委員會已接獲由外聘內部核數師發出的報告，該報告概括年內曾完成的審核工作。審核委員會已審閱外聘內部核數師的發現和所作建議，並已確保管理層以有效和及時的方式，恰當地解決審核所產生的任何問題。

#### 股東權利及投資者關係

董事會深明與股東保持良好溝通十分重要。有關本集團的資料會及時經由多種正規途徑（包括中期及年度報告、公佈及通函等）向股東傳達。該等公佈文件連同最近期的公司資料及消息亦在本公司網站上可供查閱。本公司亦在其股東週年大會上接受股東的意見及提問。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Shareholders are given the opportunity to participate and vote in Shareholder's meetings. According to Bye-law 57 of the bye-laws of the Company, any 2 or more Shareholders holding at the date of the deposit of a written requisition in aggregate not less than one-tenth of such of the paid up capital of the Company as at the date of the deposit carries the right to require a special general meeting to be called by the Board. Such requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at Company's head office.

Pursuant to Bye-law 89 of the bye-laws of the Company, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing by some Shareholders (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that the period for lodgment of such notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting. The written notice must state that person's biographical details as required by Rule 13.51(2) of the Listing Rules.

Shareholders are provided with contact details of the Company, such as telephone number, fax number and postal address, in order to enable them to make any query that they may have with respect to the Company. They can also send their enquiries to the Board through these means.

During the year ended 31 December 2016, there had not been any changes in the Company's constitutional documents. The Company's bye-laws are available on the websites of the Company and the Stock Exchange.

股東有機會參加股東大會並於會上投票。根據本公司的公司細則第57條，於遞交請求書日期合共持有不少於本公司於遞交日期的有關已繳足股本十分之一的任何2名或以上股東有權要求董事會召開股東特別大會。有關請求書必須說明會議目的及必須由請求人簽署及遞交至本公司總辦事處。

根據本公司的公司細則第89條，除退任董事外，任何人士概無資格於任何股東大會上競選董事職位（獲董事推薦者除外），除非由有權出席與所發出通知有關的大會並於會上投票的若干股東（並非獲推薦的人士）已向本公司發出一份書面通知，表明其有意提名該人士競選董事職位，而該名人士亦向本公司發出一份書面通知表明願意參選，惟發出該等通知的期間最少須為七日，而呈交該等通知的起始時間不得早於發出指定進行董事選舉的股東大會通告翌日，結束時間則不得遲於該股東大會日期前七日。書面通知應載列上市規則第13.51(2)條所規定有關該人士的履歷詳情。

股東已獲得本公司的聯絡方式詳情，例如電話號碼、傳真號碼及郵寄地址，以便彼等就各自對有關本公司的任何疑問作出查詢。彼等亦可透過上述方式向董事會作出查詢。

於截至二零一六年十二月三十一日止年度，本公司的憲章文件並無任何變動。本公司的公司細則於本公司及聯交所網站可供查閱。

The Directors present the annual report and the audited consolidated financial statements for the year ended 31 December 2016.

#### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company and provide corporate management services to its subsidiaries. The activities of its principal subsidiaries are set out in note 47 to the consolidated financial statements.

Detailed review and the future development of the Group's business are set out in the Chairman's Statement and the Management Discussion and Analysis sections of this report. Those sections form part of this "Directors' Report".

#### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of profit or loss and other comprehensive income on page 70.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2016 (2015: nil).

#### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 235 of this report.

#### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

#### SHARE CAPITAL

Details of the share capital of the Company during the year are set out in note 34 to the consolidated financial statements.

董事謹提呈截至二零一六年十二月三十一日止年度的年度報告及經審核綜合財務報表。

#### 主要業務及業務回顧

本公司作為投資控股公司行事，並為其附屬公司提供企業管理服務。主要附屬公司的業務載於綜合財務報表附註47。

本集團業務回顧及未來發展詳載於本報告的主席報告書以及管理層討論及分析兩節。該等章節構成本「董事會報告」的部分。

#### 業績及分配

本集團截至二零一六年十二月三十一日止年度的業績載於第70頁的綜合損益及其他全面收益表。

董事會不建議派付截至二零一六年十二月三十一日止年度的末期股息（二零一五年：無）。

#### 五年財務概要

本集團過去五個財政年度的業績及資產與負債概要載於本報告第235頁。

#### 物業、廠房及設備

年內本集團物業、廠房及設備的變動詳情載於綜合財務報表附註15。

#### 股本

年內本集團股本的詳情載於綜合財務報表附註34。

## DIRECTORS' REPORT

### 董事會報告

#### RESERVES

Movements in reserves of the Group and the Company during the year are set out in note 49 and 50 to the consolidated financial statements.

As at 31 December 2016, the Company's reserves available for distribution to the Shareholders amounted to HK\$nil (2015: nil).

#### PURCHASE, SALE AND REDEMPTION OF THE LISTED SECURITIES

During the year, there were no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries.

#### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's largest customer and the five largest customers accounted for approximately 13.22% and 45.17% of the Group's total revenue for the year respectively. The aggregate purchases attributable to the Group's largest supplier and the five largest suppliers accounted for approximately 85.94% and 100% of the Group's total purchases for the year respectively.

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) has any interest in any of the Group's five largest suppliers or customers.

#### DIRECTORS

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

##### Executive Directors:

Mr. Shao Yonghua  
(resigned on 18 March 2016)

Mr. Chen Ningdi  
(resigned on 30 June 2016)

Ms. Chan Siu Mun  
(resigned on 30 June 2016)

Mr. Liu Kequan (Chairman and Chief Executive Officer)  
(appointed as non-executive Director on 1 June 2016 and re-designated to executive Director, chairman and chief executive officer on 30 June 2016)

#### 儲備

年內本集團及本公司儲備的變動載於綜合財務報表附註49及50。

於二零一六年十二月三十一日，本公司可供分派予股東的儲備為零港元（二零一五年：無）。

#### 購買、出售及贖回上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司的上市證券。

#### 主要客戶及供應商

本集團最大客戶及五大客戶的累計銷售額分別佔本集團本年度總收入約13.22%及45.17%。本集團最大供應商及五大供應商應佔的採購總額分別佔本集團年內採購總額約85.94%及100%。

概無董事、彼等的聯繫人或就董事所知擁有本公司股本5%以上的任何股東擁有本集團五大供應商或客戶的任何權益。

#### 董事

於本年度及直至本報告日期止，董事為：

##### 執行董事：

邵永華先生  
(於二零一六年三月十八日辭任)

陳寧迪先生  
(於二零一六年六月三十日辭任)

陳兆敏小組  
(於二零一六年六月三十日辭任)

劉克泉先生(主席兼行政總裁)  
(於二零一六年六月一日獲委任為非執行董事及於二零一六年六月三十日調任為執行董事、主席兼行政總裁)

## DIRECTORS' REPORT

### 董事會報告

Mr. Zhang Peidong  
(appointed as independent non-executive  
Director on 30 June 2016 and re-designated to executive  
Director on 5 July 2016)

#### Non-executive Directors:

Mr. Joseph Shie Jay Lang  
(resigned on 5 April 2016)  
Ms. Ma Xiaoling  
(retired on 22 April 2016)  
Mr. Yin Xiaoguang  
(appointed on 1 June 2016 and  
resigned on 1 January 2017)

#### Independent non-executive Directors:

Mr. Jin Bingrong  
Mr. Kwan Kei Chor  
Dr. Rui Mingjie  
Mr. Zhou Liangyu  
(appointed on 30 June 2016)  
Dr. Lyu Ziang  
(appointed on 5 July 2016)

Pursuant to Bye-laws 91 and 99(B) of the bye-laws of the Company, Mr. Liu Kequan ("Mr. Liu"), Mr. Zhang Peidong ("Mr. Zhang"), Mr. Zhou Liangyu ("Mr. Zhou"), Dr. Lyu Ziang ("Dr. Lyu") and Mr. Jin Bingrong ("Mr. Jin") will retire from office as Directors at the 2017 AGM and Mr. Liu, Mr. Zhang, Mr. Zhou and Dr. Lyu, being eligible, will offer themselves for re-election. Mr. Jin will not offer himself for re-election due to his other business commitments.

The Company confirms that it has received an annual confirmation from each of the independent non-executive Directors regarding his independence pursuant to Rule 3.13 of the Listing Rules and the Company still considers all the existing independent non-executive Directors to be independent.

#### DIRECTORS' SERVICE CONTRACTS

No Directors proposed for re-election at the 2017 AGM has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

張沛東先生  
(於二零一六年六月三十日獲委任為  
獨立非執行董事及於二零一六年七月五日  
調任為執行董事)

#### 非執行董事:

郎世杰先生  
(於二零一六年四月五日辭任)  
馬曉玲小姐  
(於二零一六年四月二十二日退任)  
尹曉光先生  
(於二零一六年六月一日  
獲委任及於二零一七年一月一日辭任)

#### 獨立非執行董事:

金炳榮先生  
關基楚先生  
芮明杰博士  
周梁宇先生  
(於二零一六年六月三十日獲委任)  
呂子昂博士  
(於二零一六年七月五日獲委任)

根據本公司細則第91及99(B)條，劉克泉先生（「劉先生」）、張沛東先生（「張先生」）、周梁宇先生（「周先生」）、呂子昂博士（「呂博士」）及金炳榮先生（「金先生」）將於二零一七年股東週年大會上退任董事，而劉先生、張先生、周先生及呂博士合資格並願膺選連任。金先生因有其他事務而不會膺選連任。

本公司確認其已收到各獨立非執行董事根據上市規則第3.13條就其獨立性作出的年度確認，本公司認為所有現任獨立非執行董事均為獨立人士。

#### 董事的服務合約

擬於二零一七年股東週年大會上重選的董事概無訂立本公司不可於一年內終止而毋須作出賠償（法定賠償除外）的服務合約。



## DIRECTORS' REPORT

### 董事會報告

#### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2016, the interests of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept under section 352 of the SFO; or (c) were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

##### Long position in shares and underlying shares

Director	Nature of interests	Number of issued shares held	Number of Underlying shares held	Total number of shares and underlying shares	Approximate percentage of the issued share capital
董事	權益性質	所持已發行股份數目	所持相關股份數目	股份及相關股份總數	佔已發行股本概約百分比
Mr. Liu Kequan ("Mr. Liu")	Corporate interests	538,500,000	–	538,500,000	12.29%
劉克泉先生	法團權益	(Note 1) (附註1)			

Note:

- Mr. Liu owns 65.80% of the issued share capital of Long Tu Limited ("Long Tu") and he is a director of Long Tu. On 21 March 2017, Long Tu transferred the 538,500,000 Shares held by it to Eastern Spring Global Limited ("Eastern Spring"), a company wholly-owned by Mr. Liu. Mr. Liu is the sole director of Eastern Spring.

#### 董事及主要行政人員於股份及相關股份的權益及淡倉

於二零一六年十二月三十一日，董事及本公司主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益（包括根據證券及期貨條例相關條文彼等被當作或視為擁有的權益及淡倉）；或(b)記錄於根據證券及期貨條例第352條須置存之登記冊的權益；或(c)根據標準守則須知會本公司及聯交所的權益如下：

##### 於股份及相關股份的好倉

附註：

- 劉先生擁有龍圖有限公司（「龍圖」）已發行股本的65.80%，彼為龍圖之董事。於二零一七年三月二十一日，龍圖將其持有之538,500,000股股份轉讓予東泉環球有限公司（「東泉」）（由劉先生全資擁有的公司）。劉先生為東泉的唯一董事。

## DIRECTORS' REPORT

### 董事會報告

#### Long position in shares and underlying shares of the Company's associated corporations (within the meaning of Part XV of the SFO)

於本公司相聯法團（定義見證券及期貨條例第XV部）股份及相關股份的好倉

Director	Name of associated corporation	Nature of interest	Class	Number of shares/amount of registered capital 股份數目/ 註冊資本金額	Approximate percentage of shareholding 持股概約百分比
董事	相聯法團名稱	權益性質	類別		
Mr. Liu 劉先生	Intraday Financial Information Service Limited 當天金融信息服務有限公司	Corporate interests (Note 2) 法團權益(附註2)	Ordinary 普通股	55 shares 55股	55%
	aBCD Enterprise Limited	Corporate interests (Note 2) 法團權益(附註2)	Ordinary 普通股	3 Shares 3股	100%
	鼎泰潤和投資諮詢(上海)有限公司	Corporate interests (Note 2) 法團權益(附註2)	Registered capital 註冊資本	RMB31,000,000 人民幣31,000,000元	100%

Note:

2. 65.8% of the issued share capital of Long Tu is owned by Mr. Liu. Long Tu is the legal and beneficial owner of 55 shares of Intraday Financial Information Service Limited ("Intraday"), which is 55% of its issued share capital, whilst the remaining 45 shares, which represents 45% of the issued share capital of Intraday, is owned by the Company. Intraday is the legal and beneficial owner of 3 shares of aBCD Enterprise Limited ("aBCD"), which is 100% of its issued share capital. aBCD is the holder of RMB31,000,000 of the registered capital of 鼎泰潤和投資諮詢(上海)有限公司, which is its entire equity interest.

Save as disclosed above, as at 31 December 2016, none of the Directors, chief executive or their associates had any interests and short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept under section 352 of the SFO; or (c) were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

2. 龍圖已發行股本的65.8%乃由劉先生擁有。龍圖為當天金融信息服務有限公司（「當天金融」）的55股股份（為其已發行股本的55%）的法定及實益擁有人，而餘下的45股股份（為其已發行股本的45%）乃由本公司擁有。當天金融乃aBCD Enterprise Limited（「aBCD」）的3股股份（為其全部已發行股本）的法定及實益擁有人。aBCD為鼎泰潤和投資諮詢（上海）有限公司的註冊資本人民幣31,000,000元（為其全部股本權益）的持有人。

除上文披露者外，於二零一六年十二月三十一日，概無董事、主要行政人員或彼等的聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例相關條文彼等被當作或視為擁有的權益及淡倉）；或(b)記錄於根據證券及期貨條例第352條須置存之登記冊的權益及淡倉；或(c)根據標準守則須知會本公司及聯交所的權益及淡倉。

## DIRECTORS' REPORT

### 董事會報告

#### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme as disclosed in note 39 to the consolidated financial statements and the section "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares", at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. The effect of such arrangements would enable the Director involved to be the Shareholder.

#### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

No transactions, arrangement and contracts of significance to which (i) the Company or any of its subsidiaries was a party with a controlling Shareholder or any of its subsidiaries and (ii) in which the Directors or an entity connected with the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year and up to the date of this report, none of the Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

#### 購買股份或債券的安排

除綜合財務報表附註39所披露的購股權計劃及「董事及主要行政人員於股份及相關股份的權益及淡倉」一節之外，本公司或其任何附屬公司概無於年內任何時間訂立任何安排，以使董事可藉收購本公司或任何其他法團的股份或債權證而獲益。有關安排的效力可讓有關董事成為股東。

#### 董事於交易、安排或合約中的權益

本公司概無訂立(i)本公司或其任何附屬公司為其中訂約方與一名控股股東或其任何附屬公司及(ii)董事或與董事有關連的實體直接或間接擁有重大權益，而於年終或年內任何時間仍然存續的重大交易、安排或合約。

#### 董事於競爭業務中的權益

於本年度內及截至本報告日期，概無董事被視為於直接或間接與本集團的業務構成競爭或可能構成競爭的業務中擁有任何權益（定義見上市規則）。

**SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

As at 31 December 2016, so far as is known to the Directors and chief executive of the Company, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

**Long position in shares and underlying shares**

Name 名稱	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of the issued share capital 概約百分比 佔已發行股本
Long Tu Limited ("Long Tu") (Note 1) 龍圖有限公司(「龍圖」)(附註1)	Beneficial owner 實益擁有人	538,500,000	12.29%

Note:

- Long Tu is the owner of 538,500,000 shares. Mr. Liu is a director of Long Tu. On 21 March 2017, Long Tu transferred the 538,500,000 Shares held by it to Eastern Spring Global Limited, a company wholly-owned by Mr. Liu.

Save as disclosed above, as at 31 December 2016, so far as is known to the Directors and chief executive of the Company, no other parties (other than a Director or chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

**主要股東於股份及相關股份的權益及淡倉**

於二零一六年十二月三十一日，據董事及本公司主要行政人員所知，於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司及聯交所披露，或記錄於本公司根據證券及期貨條例第336條須存置之登記冊的權益或淡倉的人士／公司（董事或本公司主要行政人員除外）如下：

**於股份及相關股份的好倉**

Number of shares held 所持股份數目	Approximate percentage of the issued share capital 概約百分比 佔已發行股本
538,500,000	12.29%

附註：

- 龍圖為538,500,000股股份的擁有人。劉先生為龍圖之董事。於二零一七年三月二十一日，龍圖將其持有之538,500,000股股份轉讓予東泉環球有限公司（由劉先生全資擁有的公司）。

除上文所披露者外，於二零一六年十二月三十一日，據董事及本公司主要行政人員所知，概無其他人士（董事或本公司主要行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司及聯交所披露，或須記錄於本公司根據證券及期貨條例第336條須存置之登記冊的權益或淡倉。



## DIRECTORS' REPORT

### 董事會報告

#### EQUITY-LINKED AGREEMENTS

##### Convertible Notes

Pursuant to the sale and purchase agreement dated 20 November 2014 (the "Oriental SPA") in relation to the acquisition of the entire issued share capital of Oriental Credit Holdings Limited ("Oriental Credit"), the consideration shall be satisfied by the Company by way of issue of convertible notes. The holder of the convertible notes is entitled to convert it into new ordinary shares at any time between the 30th business day after the issue of 2015 convertible notes and ending on the 21st business day before the maturity date (i.e. the 5th anniversary of the date of issue of the respective convertible notes). If the convertible notes have not been converted, it will be redeemed on maturity date at the entire principal amount. The convertible notes bear no interest.

On 3 June 2015, the Company issued the 2014 convertible notes with principal amount of HK\$85,401,768.19 with conversion price of HK\$1.2 per conversion share.

Following the completion of share subdivision of the Company on 28 December 2015, the conversion price was adjusted to HK\$0.24 per conversion share and pursuant to the second supplemental agreement to the Oriental SPA dated 8 January 2016, the conversion period of the convertible notes was amended to a period from the 5th business day after the issue of the audited accounts of the Oriental Credit for the respective financial years and ending on the 21st business day before the maturity date.

On 8 March 2016, the Company issued the 2015 convertible notes with principal amount of HK\$42,000,000 with conversion price of HK\$0.24 per conversion share.

As at 31 December 2016, convertible notes with an aggregate principal amount of HK\$119,757,662.10 were exercised and 498,990,258 new ordinary shares were allotted and issued by the Company accordingly.

Details of the convertible notes are set out in note 32 to the consolidated financial statements.

#### 股權掛鈎協議

##### 可換股票據

根據日期為二零一四年十一月二十日有關收購東方信貸控股有限公司（「東方」）全部已發行股本的買賣協議（「東方買賣協議」），有關代價應由本公司以發行可換股票據的方式償付。可換股票據的持有人有權於發行二零一五年可換股票據後第30個營業日至到期日（即相關可換股票據發行日期的第五個週年日）前第21個營業日當日止期間，隨時將其轉換為新的普通股。倘可換股票據未獲轉換，則將於到期日按全部本金額贖回。可換股票據不計息。

於二零一五年六月三日，本公司發行本金額為85,401,768.19港元的二零一四年可換股票據，換股價為每股轉換股份1.2港元。

於二零一五年十二月二十八日完成本公司股份拆細後，換股價調整為每股轉換股份0.24港元，而根據日期為二零一六年一月八日的東方買賣協議第二份補充協議，可換股票據的轉換期改訂為自東方信貸刊發相關財務年度的經審核賬目後第5個營業日至到期日前第21個營業日當日止期間。

於二零一六年三月八日，本公司發行本金額為42,000,000港元的二零一五年可換股票據，換股價為每股轉換股份0.24港元。

於二零一六年十二月三十一日，本金總額為119,757,662.10港元的可換股票據已獲行為，本公司已相應配發及發行498,990,258股新普通股。

可換股票據的詳情載於綜合財務報表附註32。

## DIRECTORS' REPORT

### 董事會報告

Details of movement of the convertible notes during the year ended 31 December 2016 are as follows:

截至二零一六年十二月三十一日止年度，可換股票據的變動詳情如下：

Holder	Amount of convertible notes 可換股票據金額			Conversion price 換股價	Number of share allotted and issued upon conversion 於轉換後配發及 發行的股份數目	Balance as at 31 December 2016 於二零一六年 十二月三十一日 結餘
	Balance as at 1 January 2016 於二零一六年 一月一日結餘	Granted during the year 於年內授出	Exercised during the year 於年內行使			
Vendors of the SPA 買賣協議的賣方	HK\$85,401,768.19 85,401,768.19港元	HK\$42,000,000 42,000,000港元	HK\$119,757,662.10 119,757,662.10港元	HK\$0.24 0.24港元	498,990,258	HK\$7,644,106.09 7,644,106.09港元

#### Issue of consideration shares for acquisition of Access China Group Limited

Pursuant to the sale and purchase agreement dated 14 December 2016 (the "Agreement") in relation to the acquisition of the entire issued share capital of Access China Group Limited ("Access China"), the consideration shall be paid and satisfied by the Company in cash and by way of allotment and issue of a total of 194,060,671 consideration shares at the issue price of HK\$0.25 per share. The consideration shares shall be released to the vendor in 3 tranches upon the agreed date upon issue of the respective audited financial statements of Access China and its subsidiaries (the "Access China Group").

The board considered that (i) the acquisition is expected to broaden the revenue source and diversify the business of the Group; (ii) the businesses that Access China Group principally engaged in is considered low risk given they do not involve in money lending, instead money loan referral business; (iii) the optimization of the Group's resources; (iv) the potential to grow in the automotive industry and related services; and (v) the Profit Guarantee with adjustment mechanism to the consideration provides sufficient protection to the Company.

The acquisition was completed on 22 December 2016. Details of the Agreement were set out in the announcements of the Company dated 14 December 2016, 22 December 2016 and 2 February 2017.

#### 就收購 Access China Group Limited 發行代價股份

根據日期為二零一六年十二月十四日有關收購 Access China Group Limited (「Access China」) 全部已發行股本的買賣協議(「該協議」)，有關代價應由本公司以現金及按發行價每股0.25港元發行合共194,060,671股代價股份的方式支付及償付。經 Access China 及其附屬公司(「Access China 集團」)刊發相關的經審核財務報表後，代價股份須於協定日期分三批發放予賣方。

董事認為(i)有關收購預期將擴闊收入來源及豐富本集團業務；(ii) Access China 集團主要從事貸款轉介業務而非放貸業務，其業務風險被認為較低；(iii)可優化本集團資源；(iv)汽車行業及相關服務的增長潛力；及(v)代價調整機制中的溢利保證為本公司提供充分保障。

有關收購已於二零一六年十二月二十二日完成。該協議的詳情載於本公司日期為二零一六年十二月十四日、二零一六年十二月二十二日及二零一七年二月二日的公佈內。

## DIRECTORS' REPORT

### 董事會報告

#### Subscription Agreement

On 14 July 2016, the Company issued 452,810,000 Shares with aggregate nominal value of HK\$452,810 to Mr. Yang Dayong pursuant to the subscription agreement dated 4 July 2016 at an issue price HK\$0.270 per Share. The share price of the Company on 4 July 2016, which is the date on which the terms of the issue are fixed, is HK\$0.335.

The net proceeds, after deducting all relevant costs and expenses, will be approximately HK\$121.5 million, representing a net subscription price of approximately HK\$0.268 per Share. The Company intends to use the net proceeds from the subscription for the development of factoring finance services and/or for such other investment opportunities which may be identified by the Company from time to time.

#### SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to the Shareholders' resolution passed on 20 June 2011.

The purpose of the Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any invested entity.

The participants of the Scheme are as follow:

- (a) any employee (whether full time or part time employee, including executive directors) of the Company, any of its subsidiaries and any invested entity;
- (b) any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any invested entity;
- (c) any supplier of goods or services to any member of the Group or any invested entity;
- (d) any customer of the Group or any invested entity;
- (e) any person or entity that provides research, development or other technological support to the Group or any invested entity;
- (f) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity;

#### 認購協議

於二零一六年七月十四日，本公司根據日期為二零一六年七月四日之認購協議，按發行價每股0.270港元向楊大勇先生發行452,810,000股總面值為452,810港元之股份。本公司於二零一六年七月四日（即訂定發行條款當日）之股價為0.335港元。

經扣除所有相關成本及費用後，所得款項淨額將約為121,500,000港元，而淨認購價約為每股股份0.268港元。本公司擬將認購事項所得款項淨額用於發展保理融資服務及／或本公司可能不時識別的其他投資機遇。

#### 購股權計劃

本公司根據於二零一一年六月二十日通過的股東決議案採納本公司的購股權計劃（「計劃」）。

計劃旨在令本集團可向經甄選的參與人士授出購股權，以獎勵或回報彼等對本集團所作出的貢獻及／或令本集團可招攬及挽留優秀僱員及吸引對本集團及任何投資實體有價值的人力資源。

計劃的參與人士包括以下人士：

- (a) 本公司、其任何附屬公司及任何投資實體的任何僱員（不論全職或兼職僱員，包括執行董事）；
- (b) 本公司、其任何附屬公司或任何投資實體的任何非執行董事（包括獨立非執行董事）；
- (c) 本集團任何成員公司或任何投資實體的任何貨物或服務供應商；
- (d) 本集團或任何投資實體的任何客戶；
- (e) 向本集團或任何投資實體提供研究、開發或其他技術支援的任何人士或實體；
- (f) 本集團任何成員公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體所發行任何證券的任何持有人；

- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of the Group or any invested entity; and
- (h) any other group or classes of participants who have contributed or may contribute, by way of joint venture, business alliance, other business arrangement or otherwise, to the development and growth of the Group.

As at the date of this report, the total number of shares available for issue under the Scheme is 157,755,335 which comprises 157,748,000 shares to be issued under the outstanding options unexercised and 7,335 shares to be issued under the options not yet being granted, representing 3.45% of the issued share capital (i.e. 4,575,894,284 shares).

The total number of shares issued and which may fall to be issued upon exercise of the share options and the share options granted under any other share option scheme of the Group (including both exercised or outstanding share options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.

An option may be exercised in accordance with the terms of the Scheme at any time during a period to be determined and notified by the Board to each grantee, save that such period shall end in any event not later than ten years from the date of grant of the option and subject to the provisions for early termination thereof.

There is no minimum period required under the Scheme for holding of the share options before it can be exercised, unless otherwise determined by the Directors and stated in the offer of the grant of share options to a grantee. An option may be accepted by a participant within 28 days from the date of the offer of grant of the option by payment from the participant and receipt by the Company of HK\$1.00 prior to or on the last date of the said 28 day period.

The exercise price will be a price to be determined by the Board, but may not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

The Scheme will expire on 19 June 2021.

Details of the Scheme are set out in note 39 to the consolidated financial statements.

- (g) 本集團或任何投資實體任何業務範疇或業務發展的任何顧問(專業或其他顧問)或諮詢顧問;及
- (h) 透過合資企業、業務聯盟、其他商業安排或其他方式,曾經或可能對本集團發展和增長作出貢獻的任何其他組別或類別的參與人士。

於本報告日期,計劃項下可供發行的股份總數為157,755,335股,包括根據已授出但未行使的購股權可予發行的157,748,000股股份及根據尚未授出購股權將予發行的7,335股股份,相當於已發行股本(即4,575,894,284股股份)的3.45%。

於任何12個月期間因購股權及根據本集團任何其他購股權計劃向各承授人授出的購股權(包括已行使或尚未行使的購股權)獲行使而已發行及可能須予發行的股份總數不得超過本公司當時已發行股本的1%。

各承授人可於董事會釐定及通知的期間內的任何時間,按照計劃的條款行使購股權,惟任何情況下該期間將於購股權授出日期起計屆滿十年之前結束,並且須受其提前終止條文所規限。

除董事另有決定及在向承授人授出購股權的要約內指明外,計劃並無規定行使前須持有購股權的最短持有期。購股權可由參與人士於授出購股權要約日期起計28日內藉於上述28日期間最後一日或之前向本公司支付1.00港元而獲接納。

行使價將為董事會釐定的價格,但不可低於以下最高者:(i)股份於授出日期於聯交所每日報價表所列的收市價;(ii)股份於緊接授出日期前五個營業日於聯交所每日報價表所列的平均收市價;及(iii)股份的面值。

計劃將於二零二一年六月十九日屆期。

計劃詳情載於綜合財務報表附註39。



# DIRECTORS' REPORT

## 董事會報告

Details of movements in the share options granted under the Scheme during the year ended 31 December 2016 were as follows:

截至二零一六年十二月三十一日止年度根據計劃授出之購股權的變動詳情如下：

Category	Date of grant	Number of share options held 所持購股權數目					Exercise Period of Share Options	Exercise Price HK\$	Closing Price of share immediately before the date of grant of share options
		Balance as at 1 January 2016	Granted during the year	Exercised during the year	Lapsed during the year	Balance as at 31 December 2016			
類別	授出日期	於二零一六年一月一日結餘	年內授出	年內行使	年內失效	於二零一六年十二月三十一日結餘	購股權的行使期	行使價 港元	股份於緊接購股權授出日期前的價格
Employees and others	20 Nov 2015	90,000,000	-	-	(60,000,000)	30,000,000	3 tranches from (i) the expiry date of the put option period as stated in the sale and purchase agreement dated 20 November 2014 (as amended by the first supplemental agreement dated 3 June 2015 and the second supplemental agreement dated 8 January 2016); (ii) 20 November 2016; and (iii) 20 May 2017 to 19 May 2018	0.92	0.86 (adjusted) (經調整)
僱員及其他	二零一五年十一月二十日						分為三批，由(i)日期為二零一四年十一月二十日的買賣協議(經日期為二零一五年六月三日的第一份補充協議及日期為二零一六年一月八日的第二份補充協議修訂)所訂的認沽期權期間屆滿日期起；(ii)二零一六年十一月二十日起；及(iii)二零一七年五月二十日起		
	28 Dec 2016	-	323,428,000	-	-	323,428,000	Any time within 28/12/2016 to 27/12/2018	0.232	0.24
	二零一六年十二月二十八日						二零一六年十二月二十八日至二零一八年十二月二十七日期間內隨時		
Total 總計		90,000,000	323,428,000	-	(60,000,000)	353,428,000			

Note: An aggregate of 195,680,000 share options were exercised after the reporting period.

附註：於報告期後合共195,680,000份購股權已獲行使。

## EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is set up by the Remuneration Committee and is based on their merit, qualifications and competence.

The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to the Directors and eligible employees, details of the share option scheme is set out in note 39 to the consolidated financial statements.

## PERMITTED INDEMNITY

Pursuant to the bye-laws of the Company, every Director shall be entitled to be indemnified by the Company out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur or about the execution and discharge of his duties or in relation thereto. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year.

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

## RELATIONSHIPS WITH STAKEHOLDERS

The Group provides a harmonious and professional working environment to employees and ensures they all are reasonable remunerated. The Company regular reviews and updates its policies on remuneration and benefits, training, occupational health and safety.

The Group also recognises that it is important to maintain good relationship with business partners to achieve its long-term goals. During the year, there was no material and significant dispute between the Group and its business partners.

## 薪金政策

本集團的僱員薪金政策由薪酬委員會按僱員的條件、資格與能力而訂立。

董事薪金由薪酬委員會按本公司經營業績、個人表現及可比較市場數據而決定。

本公司已採納購股權計劃以獎勵董事及合資格僱員，購股權計劃詳情載於綜合財務報表附註39。

## 獲准許的彌償

根據本公司的公司細則，各董事有權就所有在執行及履行本身職責時或就此蒙受或招致或與之有關的成本、收費、損失、開支及法律責任，獲得本公司從本公司的資產中撥付賠償。年內，本公司已就董事及本公司高級人員投購適當的董事及高級人員責任險。

## 遵守相關法律及法規

於本年度，據本公司所知悉，本集團概無嚴重違反或不遵守適用法律及法規而對本集團業務及營運構成重大影響。

## 與利益相關方的關係

本集團為僱員提供和諧及專業的工作環境，確保彼等全部均獲得合理報酬。本公司定期檢討及更新其有關薪酬福利、培訓、職業健康及安全的政策。

本集團亦明白與業務合作夥伴維持良好關係以實現其長遠目標的重要性。於本年度，本集團與其業務合作夥伴之間概無重大嚴重糾紛。

## DIRECTORS' REPORT

### 董事會報告

#### ENVIRONMENTAL POLICY AND PERFORMANCE

The Group is committed to protecting the environment and adheres to the principle of recycling and reducing. Double-sided printing and copying, using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance are being implemented in the offices.

The Group will review its environmental protection practices from time to time and will consider further eco-friendly measures and practices in the operation.

#### KEY RISKS AND UNCERTAINTIES

The Group has reviewed the possible risks and uncertainties which may affect its businesses, financial condition, operations and prospects. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

##### Risk Description

風險描述

##### Acquisition Risk

收購風險

The Group from time to time needs to expand by acquiring new line of business. If the acquisition is not done properly it may yield undesirable result and impact the performance of the Group that could lead to significant write-offs.

本集團不時需要通過收購新的業務擴張。如果收購未能正確完成，則可能產生不良結果，並影響本集團的業績，從而導致重大減值。

##### Risk Mitigation

降低風險

- Before investment in a new project or acquisition of new business, the Board performs full management aspect assessments and due diligence on the project, its business models, financial performance, market trend, growth opportunities, risk etc. The new business needs to be consistent with the Group's overall business objectives.
- 在投資新項目或收購新業務之前，董事會對項目，其業務模式，財務業績，市場趨勢，增長機會，風險等進行全面的管理層面評估和盡職調查。新業務需要符合集團的整體經營目標。
- External consultants/experts/valuators/advisors/professionals to be commissioned to support technical evaluations/provide independent assessment.
- 委託外部顧問／專家／評估員／顧問／專業人員支持技術評價／提供獨立評估。
- The Management continues to monitor the progress of the acquisition to ensure it is on time and within budget. Any material discrepancy is needed to inform the Board immediately.
- 管理層持續監測收購進度，以確保收購準時並在預算內。任何重大差異必須立即通知董事會。

#### 環保政策及表現

本集團致力保護環境，並緊循循環再用及節約原則。雙面打印及複印、使用環保紙張及透過關閉不必要的照明和電器以減少能源消耗等措施已在各個辦公場所實行。

本集團不時將檢討其環保實踐慣例，並將在營運中考慮進一步生態友好措施及實踐慣例。

#### 主要風險及不明朗因素

本集團已檢討可能對其業務、財務狀況、營運和前景造成影響的潛在風險及不明朗因素。以下為本集團知悉的主要風險及不明朗因素。除下文所列者外，或會存在本集團並未知悉或目前可能不重要但日後可能變得重要的其他風險及不明朗因素。

**Risk Description**

風險描述

**Information Technology Risk**

信息科技風險

IT, cyber security risk, failure or interruption of business-critical IT systems or digital infrastructure, compromise of, or attack on, Group computer networks.

信息技術，網絡安全風險，對集團網絡的攻擊或損害，導致關鍵業務的信息技術系統及基礎設施故障或中斷。

**Risk Mitigation**

降低風險

- The Group closely monitors the performance of cyber-attack prevention software and systems from time to time, and upgrade to the latest where are suitable.
- 本集團不時密切關注網絡攻擊預防軟件和系統的性能，並升級到適合的最新版本。
- Systems vulnerability and penetration testing are carried out regularly to ensure that data is protected from corruption or unauthorized access or misuse.
- 定期執行系統漏洞和滲透測試，以確保數據受到保護，免受損壞或未經授權的濫用。
- IT risks are also managed through the application of internal policies and change management procedures, and contractual service level agreements with third party suppliers.
- 信息技術風險通過內部政策和變更管理程序以及與第三方供應商簽訂服務協議進行管理。
- Technical team receive updates and training relating to cyber risk and business continuity plan regularly.
- 技術團隊定期接收有關網絡風險和業務連續性計劃的更新和培訓。

**Partnership Risk**

合夥風險

The Group uses different contracts and agreements to operate and collect their economic interest with the partners such as the variable interest entity contracts (VIE contracts). There might be potential dispute on those contracts and agreements with other parties. It may lead to litigation and would have undesirable financial and reputation impact on the Group.

本集團使用多種合約及協議，與合作夥伴（例如可變利益實體合約（VIE合約））一同經營並賺取經濟收益。但合同和協議中可能存在爭議，由此可能導致訴訟，而對集團造成不良的財務和名譽影響。

- The Group actively communicates with partners/contractors to ensure the same business objective and no misalignment of activities.
- 集團積極與合作夥伴／承包商溝通，以確保同樣的業務目標和活動一致。
- The Group also monitors any dispute from time to time. Should there be any issue, they will be reported to management or the Board for appropriate actions to be taken immediately.
- 本集團亦不斷監察任何爭議。如有任何問題，將立即報告管理層或董事會採取適當的行動。
- Ongoing monitoring and regular review of partners'/contractors' financial and operational performance in order to avoid misuse/leakage of information.
- 持續監測和定期審查合作夥伴／承包商在財務和運營方面的業績，以避免濫用／洩漏信息。



## DIRECTORS' REPORT

### 董事會報告

#### Risk Description

風險描述

#### Litigation Risk

訴訟風險

The Group is currently involved in a number of litigations in PRC and Hong Kong. Lawsuits can have an adverse financial impact on the Group. It may also affect the reputation of the Group. 集團目前涉及中國及香港的若干訴訟。訴訟會對集團產生不利財務影響。這亦可能影響集團聲譽。

#### Risk Mitigation

降低風險

- The Group work closely with its legal advisers.
- 本集團與其法律顧問緊密合作。
- Group is open minded to consider other resolutions.
- 本集團對考慮其他方案持開放態度。
- Continuously monitoring on progress of the ongoing litigation and update management committee and the Board.
- 不斷留意仍在持續進行中的訴訟，並會知會管理委員會和董事會最新進展。

#### Business Risk

業務風險

There are new businesses the engaged by the Group. It may be difficult for the Group to set the long-term performance objectives and plans. The sustainable growth and competitiveness of the company may be impacted because of all the uncertainties in the new businesses. 對新的業務，集團可能難以製定長期業績目標和計劃。公司的可持續增長和競爭力可能會受到新業務的所有不明朗因素所影響。

- Senior management monitors regularly the performance of the new lines of business, such as key performance indicators, sales turnover, cost income ratio, profit margin, market trends, competitions activities and etc. Any issues need to be reported to the Board immediately for actions.
- 管理層定期監測新業務的業績，例如關鍵業績指標，銷售量，成本收入比率，利潤率，市場趨勢，競爭活動等。任何事項需要向董事會報告並立即採取行動。
- Different possible outcomes are considered within the planning and budgeting process by senior management. Appropriate action plans to be in place for all possible outcomes where is needed.
- 管理層在規劃和預算過程中考慮了不同的可能情況及結果。為所有可能結果制定適當的對策。
- External consultants could be commissioned to improve business performances or provide independent assessment on a particular situation or issue.
- 可委託外部顧問改善業務表現，或就特定情況或問題提供獨立評估。

#### Interest rate Risk

利率風險

Interest rate fluctuation could affect the cost of borrowing of the Group thus impacting financial performance. 利率波動可能影響集團借款的成本，從而影響財務業績。

- Adjust investment portfolio to accommodate anticipated movement in interest rates.
- 調整投資組合以適應預期的利率變動。
- Keep terms of the loan short during periods of high interest rates, and entering into long-term loans when interest rates reduces.
- 在高利率期間保持短期借款，然後在利率回落時鎖定長期貸款。

**Risk Description**

風險描述

**Licensing, regulatory, and compliance updates Risk**

證照、監管及規章更新風險

The securities brokerage, asset management, and insurance brokerage businesses are highly regulated business. Licences are required for such businesses and it requires continuing compliance of the rules and regulation by the authorities. There is risk of non-renewal of licenses if there is noncompliance by the Group. Further, frequent updates of the Listing Rules, accounting standards, and financial reporting may result in omissions or non-compliance.

證券經紀、資產管理和保險經紀業務是受到高度監管的業務。這些業務需要牌照及持續遵守當局的規則和規定。如果集團未遵守規定可能不會獲延續牌照。另外，上市規則、會計準則和財務報告的頻繁更新可能導致出現遺漏或違規。

**Employee Risk**

員工風險

Securities brokerage, asset management, and insurance brokerage businesses of the Group require special skill sets. Failure to attract and retain the necessary resources and special skills may have significant impact the performance of the Group. Failure to support key talent development and implement effective succession plans for key leadership roles within the Group is another risk to the Group.

本集團的證券經紀、資產管理和保險經紀業務需要專業技能。未能吸引和保留必要的資源和專業技能可能會嚴重影響本集團的業績。另一個風險是未支持關鍵人才發展和實施集團內的關鍵領導角色晉升計畫。

**Risk Mitigation**

降低風險

- The Group to develop procedure to control, monitors the process regularly, and assesses operational internal risk to ensure internal compliance to meet new regulatory requirement.
- 制定監督程序，定期監察流程，評估內部操作風險，確保內部合規以滿足新的法規要求。
- The Group from time to time to consult external consultants (external auditors, lawyers and other experts) to review new disclosure requirements and other regulatory requirements such as Listing Rules and accounting standards. Any significant changes that may affect the Group will report to senior management or the Board of Directors to take appropriate actions.
- 本集團的證照、監管及規章更新將不時諮詢外部顧問（外部審計師、律師和其他專家）上市規則、會計準則等新的披露要求和其他監管規定。任何可能影響本集團的重大變化將向高級管理層或董事會報告並採取行動。
- Remuneration policies are designed to attract, retain, and reward employees with ability and experience on the Group's businesses.
- 薪酬政策旨在吸引、留住和獎勵具有業務能力和經驗的員工。
- The Company is to identify the key resources and develop a succession plan for those key employees
- 公司將確定關鍵資源，並為這些關鍵員工製定繼任計劃。
- The Company enforces to strengthen recruiting and development of existing staff to upgrade respective technical knowhow.
- 公司強化現有員工的招聘和發展，提升技術專長。
- The Group provides either extensive in-house or external training for the staffs to have better knowledgeable in the business.
- 該集團為員工提供廣泛的內部培訓或外部培訓，以便更好地了解業務。

## DIRECTORS' REPORT

### 董事會報告

#### 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.

#### EVENTS AFTER THE REPORTING PERIOD

Details of the events affecting the Company that have occurred since the end of the financial year are set out in note 51 to the consolidated financial statements.

#### PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

#### CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report.

#### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2016.

#### TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to Shareholders by reason of their holding of the Company Securities.

#### AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2016 have been audited by Messrs. HLM CPA Limited. A resolution for their reappointment as auditor of the Company will be proposed at the 2017 AGM.

On behalf of the Board

**Liu Kequan**  
Chairman

Hong Kong, 17 March 2017

#### 管理合約

年內概無訂立或存在涉及本公司業務整體或任何重大部分的管理及行政事務的合約。

#### 報告期後事項

有關自財政年度結束以來發生並影響本公司的事項的詳情載於綜合財務報表附註51。

#### 優先認購權

本公司的公司細則或百慕達法例中並無優先認購權條文，要求本公司按比例向現有股東提呈發售新股份。

#### 企業管治

本公司採納的主要企業管治常規載於企業管治報告。

#### 足夠公眾持股量

本公司於截至二零一六年十二月三十一日止年度一直維持足夠的公眾持股量。

#### 稅務減免

本公司並不知悉股東因其持有本公司證券而享有任何稅務減免。

#### 核數師

本集團截至二零一六年十二月三十一日止年度的綜合財務報表已由恒健會計師行有限公司審核。在二零一七年股東週年大會上，將提呈決議案續聘其為本公司核數師。

代表董事會

主席  
劉克泉

香港，二零一七年三月十七日

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Pursuant to Appendix 27 Environmental, Social and Governance Reporting Guide (the “ESG Guide”) of the Listing Rules, the Group reviewed, identified and discloses herein the material environmental and social issues and aspects, which are considered to have significant impacts and are relevant to the Group’s business and stakeholders for the year ended 31 December 2016. Key performance indicators (“KPIs”) on environmental and social issues and aspects have been set up to allow the management to monitor and to assess their development and results in line with the corporate strategy and policies in future.

The Group is principally engaged in investment holding, industrial property development, general trading of consumable goods, securities brokerage, insurance brokerage, asset management and loan financing operation includes loan financing, loan referral and consultancy services.

The Group has a responsibility to maximize shareholder returns, and this is aligned with the objective to provide clients with the best service and platforms. This is achieved not only through the Group having financial strength but also through investing in our employees and wider social practices.

Material environmental and social policies and performance of the Group are summarized below:

### (A) ENVIRONMENTAL

In order to develop a sustainable business, the Group takes the initiative to engage in conservation and to promote environmental responsibility. We take an active role to ensure our operation is sustainable and environmentally friendly. We actively assume social responsibility to reduce pollution.

#### (i) Emissions

The Group, being primarily an office-based financial services provider and a trading company, require limited natural resources to operate and therefore have a relatively low environmental impact. Our direct environmental impact comes from our office operations, staff travelling, and does not engaged in activities that are generally regarded as having a high environmental impact. The Directors believe that the Group’s activities do not materially contribute to pollution or cause material damage to the environment. However, the Group takes all practicable steps to meet statutory requirements and minimize its effects on the environment and encourages its employees to conserve energy, minimize waste and recycle work materials.

根據上市規則附錄27環境、社會及管治報告指引（「環境、社會及管治指引」），本集團已審議、識別及於本文披露被認為對本集團截至二零一六年十二月三十一日止年度之業務及持份者具有重大影響及相關之重大環境及社會議題和環節。有關環境及社會議題之主要表現指標（「主要表現指標」）已予設定，讓管理層可按照企業策略和政策，監察及評估其未來發展及成果。

本集團主要從事投資控股、工業用物業發展、消費品的一般貿易、證券經紀、保險經紀、資產管理及貸款融資業務（包括貸款融資、貸款轉介及諮詢服務）。

本集團負有盡量提高股東回報的責任，此舉與向客戶提供最佳服務及平台的宗旨不謀而合。這不單止透過本集團所具備的財務實力而達致，亦透過我們栽培僱員及參與更多社會事務而達致。

下文概述本集團重大環境及社會政策和表現：

### (A) 環境

為發展可持續業務，本集團主動參與保育及提高環保責任。我們對於確保業務持續發展及環境保護擔當積極角色。我們亦積極承擔社會責任以減少污染。

#### (i) 排放

本集團為主要在辦事處經營業務的金融服務供應商及貿易公司，營運僅須耗用少量天然資源，故此對環境的影響相對較小。我們對環境的直接影響源自辦事處營運、員工外遊工幹，以及並無從事一般視為對環境帶來重大影響的活動。董事相信，本集團的活動並無造成重大污染或對環境產生嚴重傷害。然而，本集團採取一切務實步驟以符合法定規定及盡量減低對環境的影響，並且鼓勵僱員節約能源、減少浪費及循環使用工作材料。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The emission of greenhouse gases and the use of energy such as electricity is as a result of office-based business activities and from business travel. As at 31 December 2016, there was no violation of relevant law, rules and regulations by the Group relating to air and greenhouse gas emission, discharges into water and land, and generation of hazardous and non-hazardous waste.

### (ii) Use of Resource

General policies to improve the environment within the Group are as follows:

- Staff are encouraged to travel on public transport facilities;
- Use of video and telephone conferencing as much as possible to reduce traveling;
- Increasing electronic storage of documents rather than retention of hard paper copies;
- Reduction in paper usage through double sided printing and copying and using recycled paper;
- Electronic distribution of reports, contract notes, etc., to reduce paper consumption;
- Recycling of waste wherever possible; and
- Use more energy saving LED lights and switching off idle lightings and electrical appliance.

### (iii) The Environment and Natural Resources

The Group pledges to uphold quality management and implement policies for conserving resources and managing waste. The Group will continue to increase its capacity in recycling to reduce the material influence from the Group's operation on the environment and natural resources. The Group adopts consistent policies to achieve effective saving of resources and follow the laws and regulations for healthy business development.

Awareness for environmental protection of all employees is enhanced through environmental protection activities, training programs and promotions. The concept of "Reduce", "Reuse", "Recycle" are strongly promoted. By promoting them, the Group is striving to protect the environment as well as contributing back to the society.

在辦公室經營商業活動及商務旅行導致排放溫室氣體及使用電力等能源。於二零一六年十二月三十一日，本集團並無違反有關廢氣及溫室氣體排放、向水及土地的排污、產生有害及無害廢棄物的相關法例、規則及法規。

### (ii) 使用資源

本集團部門改善環境的一般政策包括下列各項：

- 鼓勵員工利用公共交通設施往返不同地方；
- 盡量採用視像及電話會議以減少外遊工幹；
- 更多使用電子途徑儲存文件，而非保留紙張版本；
- 透過雙面印刷及複印以及使用再造紙以減少使用紙張；
- 以電子方式傳遞報告、成交結單等以減少耗用紙張；
- 盡量回收廢棄物；及
- 採用更多節能LED照明及關掉不必要的照明和電器。

### (iii) 環境及天然資源

本集團承諾維持優質管理及推行節省資源及處理廢棄物之政策。本集團將繼續加強回收以減低本集團營運對環境及天然資源之影響。本集團採納一致的政策以有效地實現節省資源及遵循業務健康發展的法律法規。

透過環境保護活動、培訓課程及推廣，提高全體僱員之環保意識。大力提倡「減省」、「再用」及「回收」理念。本集團致力於透過提倡此等理念，致力保護環境及回饋社會。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### (B) SOCIAL

#### (i) Employment

Policies and regulations principally adopted by the Group in respect of compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare have clearly been stated Employee Handbook and they are summarized as follows:

##### *Compensation*

Remuneration and benefits are benchmarked against prevailing local industry norms and commensurate with experiences and qualifications.

##### *Dismissal*

This is based on the legislation in Hong Kong in relation to employment.

##### *Recruitment and promotion*

It is the policy of the Group to undertake recruitment in fair and equitable way which gives equal opportunity to all applicants whilst ensuring the most suitable candidates for a role is chosen. The Group aims to offer all suitable employees opportunity for development and career advancement through promotion and transfer from within the Company.

Almost all of employees hired by the Group have been located in Hong Kong and the PRC. The Group strictly complies with the requirements of the applicable laws of employment in Hong Kong and the PRC without violating the relevant rules and regulations:

- Workers' wages, overtime payments and related benefits are made in accordance with the local minimum wage (or above);
- Holidays and statutory paid leaves are in compliance with the requirements of Hong Kong and PRC;
- The Group treats all the employees equally. Their employment, remuneration and promotion will not be affected by their social identities such as ethnicity, race, nationality, gender, religion, age, sexual orientation, political faction and marital status;
- No underage person will be hired;

### (B) 社會

#### (i) 僱傭

員工手冊內已清楚列明本集團就薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇和福利所採納的主要政策及規例，有關內容概述如下：

##### *薪資*

薪酬及福利以現行本地行業常規為準，並且與經驗及資格相稱。

##### *解僱*

解僱依香港有關僱傭的法例執行。

##### *招聘及晉升*

本集團的政策是以公平公正的方式招聘員工，對所有申請人給予平等機會，亦努力確保挑選最合適的應聘人員。本集團旨在透過升遷及公司內部轉換職位的方式，為所有合適僱員提供發展和職業晉升的機會。

本集團所聘用的僱員幾乎全部位於香港和中國。本公司嚴謹遵從香港及中國適用僱傭法例的規定，並無違反相關規則和法規：

- 勞工工資、加班費及相關福利均依據當地最低工資（或高於）支付；
- 假期及法定有薪假期均遵從香港及中國的規定；
- 本集團平等對待僱員，不會因為彼等的民族、種族、國籍、性別、宗教、年齡、性取向、政治派別、婚姻狀況等社會身份而影響其錄用、待遇和升遷；
- 不會僱用未成年人士；

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

- The Group committed to give full consideration to applications for employment from disabled persons, as well as providing continuing employment to existing employees who become disabled during their employment. In the event that an employee becomes disabled, the Group's policy is to make reasonable adjustments, including arranging for training, to enable the employee to continue working for the Group;
- The Group provides a number of different benefits to employees including MPF, private medical care. Eligible employees are rewarded through the Group Share Option Scheme and have the opportunity to acquire shares of the Company through this scheme.

### (ii) Health and Safety

#### *Working Environment*

The Group is committed to providing a working environment in which bright, dynamic and committed individuals to perform. We believe that investing in our staff and developing their potential is important to the success of the business. The Group strives to be a caring employer, encourages work-life balance, and communicates with the staff to enhance their sense of belonging and morale.

The health and safety of the Group's employees and visitors is of primary importance. The Group is committed to create and maintain a safe and healthy working environment. Health and safety assessments are carried out regularly in the work areas.

The Group places great importance on the health, safety and welfare of its employees. Relevant policies, standards and procedures are reviewed on a regular basis to ensure that any hazards or risks are removed or reduced to minimize. The safety policies, standards, and procedures are communicated to employees through contracts of employment, the staff handbook, and employee briefings. All employees have a duty to exercise responsibility and do everything possible to prevent injury to themselves and others.

- 本集團承諾會充份考慮由傷殘人士提出的入職申請，以及向於僱用期間變成傷殘的現職僱員提供持續僱用。倘僱員變成傷殘，本集團之政策是作出合理調整（包括安排培訓）以讓僱員繼續為本集團提供服務；
- 本集團向僱員提供多類不同福利，包括強積金、私營醫療保險等。合資格僱員透過集團購股權計劃而獲得獎賞，並且有機會透過該計劃購入本公司的股份。

### (ii) 健康與安全

#### *工作環境*

本公司致力為朝氣勃勃、充滿活力及獻身事業的人士提供理想工作環境讓彼等發揮所長。我們相信，業務的成功訣竅在於對栽培員工及開發其潛質。本集團致力成為關顧員工的僱主，鼓勵彼等於工作和生活之間取得平衡，並與員工交流想法以加強彼等的歸屬感和工作士氣。

本集團十分關心僱員和訪客的健康及安全。本集團致力創造及保持安全和健康的工作環境。我們定期評估工作地點的健康及安全狀況。

本集團非常重視其僱員的健康、安全和福利，並且定期檢討相關政策、準則和程序，藉以確保任何危險品或風險均被移除或降至最低水平。我們透過僱傭合約、員工手冊以及僱員簡介向僱員傳達職安政策、準則及操作程序。所有僱員均有責任以負責任的態度行事及採取一切方法避免自身及他人受傷。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

One of our foremost priorities is to provide employees with a safe and conducive working environment

- Office employees are assigned with individual work stations. Offices are properly lit and ventilated, kept clean and tidy with ample space between work stations;
- Offices are smoke-free;
- Office furniture and fittings are well maintained and replaced where necessary;
- Security measures are in place at our offices to restrict entry and exit only to staff and permitted visitors; and
- We follow the government's work guidelines on typhoon and rainstorm warnings.

In 2016, the Group reported no fatal causality accidents and a policy of keeping "Accidents Record" has been set up to continue alerting the management on safety and health issues.

### (iii) Development and Training

For improving employees' knowledge and skills to performing their duties at work, all staff are being encouraged to take advantage of the staff development programs, which includes internal and external courses and vocational training fully subsidized by the Group.

### (iv) Labour Standards

The Group strictly complied with the legislation in relation to employment in Hong Kong and PRC. The Group provides the required labour protection, safety and health conditions to ensure employees' safety during their services. The Group also paid wages and salaries, benefits and compensations, and insurances on schedule.

The Group has honored all of its obligations towards staffs and no labour disputes or litigations have been reported in 2016.

### (v) Supply Chain Management

The Group is primarily office-based financial service and trading companies. The Group insists suppliers and other partners that we deal with during the course of business to follow the same environmental and operating practice that the Group adopts.

本集團首要優先事項之一是向僱員提供安全方便的工作環境

- 辦公室僱員會被調派至個別工作地點。辦公室具備妥善照明及通風系統，環境保持整潔，各工作地點之間有充裕空間；
- 辦公室內禁止吸煙；
- 辦公室家具及配置保養良好，並於有需要時更換；
- 辦公室設有保安措施，僅限員工及許可訪客進出；及
- 我們遵照政府有關颱風及暴雨警告的工作指引。

於二零一六年，本集團並無發生致命傷亡意外，並已訂立「意外記錄」政策以不斷提示管理層有關安全及健康事宜。

### (iii) 發展及培訓

為提升僱員於履行工作職責時所須的知識和技能，我們鼓勵員工爭取參與員工進修課程的機會，包括內部及外部課程以及由本公司支付全部費用的職訓課程。

### (iv) 勞工標準

本集團嚴格遵守香港及中國有關僱傭的法例。本集團提供必須的勞工保障、安全及健康環境，以確保僱員工作期間的安全。本集團亦按時支持工資和薪酬、福利及補償以及保險費用。

本集團已於二零一六年履行其對員工的所有義務，並無錄得任何糾紛或訴訟事宜。

### (v) 供應鏈管理

本集團為主要在辦事處經營業務的金融服務及貿易公司。本集團堅持供應商及其他業務夥伴於業務過程中須遵從本集團所採納的相同環境和營運實務守則。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境·社會及管治報告

### (vi) Product Responsibility

The Group endeavors to provide customers with satisfying services and monitors customer complaints so that they can be given the attention required to resolve the problem and put processes in place to prevent reoccurrence.

For the customer privacy protection, all the customers' personal documents are being kept by the operation departments with sufficient privacy measures. It is the Group policy requires employees to keep confidential of the information including customer information as they are deemed to be non-public information. Those information is only available for the enquiries by the staffs responsible for company operation so as to ensure customer information security.

The Group takes great care to the avoidance of risks of infringement of intellectual property rights. All products used by the Group are purchased through legitimate sources. Currently there is no infringement of intellectual property case by the Group.

### (vii) Anti-Corruption

The Group is well aware of the importance of honesty, integrity and fairness, and has included anti-corruption policy in our Employees Handbook. Through the establishment of these rules and regulations, we encourage all employees discharge their duties with integrity and comply with relevant laws and regulations.

In 2016, the Group reported no bribery nor corruption charges.

### (viii) Community Involvement

The Group currently is actively seeking opportunities to make contribution to the society and the Group has always encouraged our staff to participate in voluntary and charitable events to service the community and society.

### (vi) 產品責任

本公司致力向客戶提供彼等滿意的服務，監察跟進客戶投訴，致使投訴獲得所須的關注度從而解決問題，並且設定程序以避免事故重複發生。

對於客戶私隱保障，所有客戶個人文件均由備有足夠私隱保護措施的營運部門保管。集團政策要求僱員將資料保密，包括視為非公眾信息的客戶資料。該等資料僅會於負責公司營運的員工提出查詢時方會提供，藉此確保客戶資料安全。

本公司盡力避免出現侵犯知識產權的風險。本公司採用的全部產品均透過合法途徑購買。目前本公司並無任何侵犯知識產權的個案。

### (vii) 反腐敗

本集團深知誠實、正直及公平之重要，並已在員工手冊內載列反腐敗政策。透過制定該等規則和規例，我們鼓勵所有僱員誠實履行其職責並遵守相關法例法規。

於二零一六年，本集團並無發生任何賄賂或貪腐指控。

### (viii) 參與社區

本集團持續尋求機會貢獻社會，並且鼓勵員工參與義務及慈善事項，以服務社會大眾。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

恒健會計師行有限公司  
**HLM CPA LIMITED**  
Certified Public Accountants

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### TO THE MEMBERS OF GREATER CHINA FINANCIAL HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

致大中華金融控股有限公司各股東

*(於百慕達註冊成立的有限公司)*

### DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Greater China Financial Holdings Limited ("the Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 70 to 234, which comprise the consolidated statements of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 不發表意見

本核數師獲委聘審核第70至第234頁所載之大中華金融控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表,其包括於二零一六年十二月三十一日之綜合財務狀況表,以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動報表及綜合現金流量報表(包括主要會計政策概要)。

我們並不就貴集團的綜合財務報表發表意見。由於不發表意見之基礎一節所述事宜的重要性,我們未能取得充足適當的審核憑證作為該等綜合財務報表之審核意見的基準。我們認為,綜合財務報表在所有其他方面已遵照香港公司條例的披露要求適當編製。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION

#### (a) De-consolidation of subsidiaries

As fully described in note 3 to the consolidated financial statements, due to the management and accounting personnel appointed by the Group to Shanghai Xinsheng Pawnshop Limited ("Xinsheng") and Shanghai Zhongyuan Pawnshop Limited ("Zhongyuan") being unable to exercise the right to manage the business of pawn broking and money lending in the PRC of Xinsheng and Zhongyuan under the Exclusive Consulting Service Agreements in July 2016, the Company had been unable to both i) obtain the complete sets of books and records together with the supporting documents and company chops of Xinsheng and Zhongyuan and ii) maintain and operate the business of Xinsheng and Zhongyuan. As such, the directors of the Company considered that the Company had lost its control over Xinsheng and Zhongyuan.

As a result, the directors of the Company considered it is appropriate to de-consolidate Xinsheng and Zhongyuan from the consolidated financial statements of the Group as from 1 January 2016. The de-consolidation of Xinsheng and Zhongyuan had resulted in a net loss on de-consolidation of subsidiaries of HK\$324,478,000 and impairment loss on the amounts due from the de-consolidated subsidiaries, based on the management accounts, of HK\$97,484,000 as the directors were of the view that the carrying values of the amounts due from Xinsheng and Zhongyuan were not recoverable.

As set out in note 38 to the consolidated financial statements, the Group had deconsolidated the balance of liabilities included in de-consolidated subsidiaries as at 1 January 2016, which consisted of amounts due to the Group, borrowing, other payables and accruals and tax payables of HK\$64,966,000, HK\$195,170,000, HK\$11,216,000 and HK\$713,000 respectively.

The directors of the Company considered that, the consolidated financial statements at 31 December 2016 and for the year then ended prepared on the aforementioned basis present more fairly the results and state of affairs of the Group as a whole in light of the aforesaid incomplete books and records of Xinsheng and Zhongyuan. However, the de-consolidation of Xinsheng and Zhongyuan from the beginning of the year is a departure from the requirement of Hong Kong Financial Reporting Standard 10 "Consolidated Financial Statements".

### 不發表意見之基礎

#### (a) 取消綜合入賬附屬公司

誠如綜合財務報表附註3所詳述，由於貴集團向上海新盛典當有限公司（「新盛」）及上海中源典當有限公司（「中源」）委任之管理層及會計人員於二零一六年七月無法根據獨家管理顧問服務協議對新盛及中源於中國的典當及放貸業務行使管理權，貴公司無法 i) 取得新盛及中源之全套賬目及記錄連同佐證文件和公司印鑑，及 ii) 維持及經營新盛及中源之業務。故此，貴公司董事認為貴公司已失去對新盛及中源之控制權。

因此，貴公司董事認為自二零一六年一月一日起於貴集團綜合財務報表內將新盛及中源取消綜合入賬誠屬恰當。取消新盛及中源之綜合入賬導致有關取消綜合入賬附屬公司之淨虧損及應收取消綜合入賬附屬公司款項之減值虧損（根據管理賬目）分別為324,478,000港元及97,484,000港元，原因為董事認為無法收回應收新盛及中源款項之賬面值。

誠如綜合財務報表附註38所載，貴集團已將被計入取消綜合入賬附屬公司於二零一六年一月一日之負債結餘取消綜合入賬，其中包括應付貴集團款項、借貸、其他應付款項及應計費用以及應付稅項分別64,966,000港元、195,170,000港元、11,216,000港元及713,000港元。

貴公司董事認為，鑒於上述新盛及中源之賬簿及記錄並不完整，按上述基準編製的於二零一六年十二月三十一日及截至該日止年度之綜合財務報表更能公平地呈列貴集團之整體業績及事務狀況。然而，自年初起取消綜合入賬新盛及中源並不符合香港財務報告準則第10號「綜合財務報表」之規定。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

We have not been provided with sufficient information and explanations on the deconsolidation of Xinsheng and Zhongyuan and there were no alternative audit procedures that we could perform to satisfy ourselves as to whether it was appropriate to de-consolidate the assets and liabilities and cease to record results of operations of Xinsheng and Zhongyuan from the consolidated financial statements from the beginning of the financial year ended 31 December 2016. In addition, due to the unavailability of complete sets of books and records and the lack of information on the assets and liabilities of Xinsheng and Zhongyuan, we were unable to obtain sufficient appropriate audit evidences to determine whether the net loss on de-consolidation of subsidiaries and impairment loss on the amounts due from the de-consolidated subsidiaries of approximately HK\$324,478,000 and HK\$97,484,000 respectively, which were charged to the Group's loss for the year ended 31 December 2016, was free from material misstatement. Due to insufficient information and explanation of Xinsheng and Zhongyuan, we were unable to complete our audit procedure as to whether the de-consolidated liabilities should, to the extent unpaid, be recognised as liabilities of the Group.

#### (b) Contingent liabilities and commitments

As disclosed in note 3 to the consolidated financial statements, due to the lack of complete books and records of the de-consolidated subsidiaries, we have been unable to obtain sufficient appropriate evidence and explanations as to whether the contingent liabilities and commitments committed by the Company were properly recorded and accounted for and in compliance with the requirements of applicable HKFRSs including HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets". There were no alternative procedures that we could perform to satisfy ourselves as to whether the contingent liabilities and commitments were free from material misstatements.

我們未獲提供有關取消綜合入賬新盛及中源之充足資料及解釋，亦無任何其他可行審核程序可供進行以令我們信納在綜合財務報表取消綜合入賬新盛及中源之資產及負債及於截至二零一六年十二月三十一日止財政年度開始時不再記錄新盛及中源之經營業績是否恰當。此外，由於無法取得新盛及中源的全套賬目及記錄以及缺乏有關新盛及中源資產及負債之資料，我們無法取得足夠適當之審核憑證，以確定取消綜合入賬附屬公司之淨虧損及應收取消綜合入賬附屬公司款項之減值虧損分別約324,478,000港元及97,484,000港元（已於 貴集團截至二零一六年十二月三十一日止年度之虧損中扣除）是否不存在重大錯誤陳述。由於未能取得有關新盛及中源的充足資料和解釋，我們未能完成審核程序以釐定取消綜合入賬之負債（如並未支付）應否確認為 貴集團之負債。

#### (b) 或然負債及承擔

誠如綜合財務報表附註3所披露，由於缺乏取消綜合入賬附屬公司的完整賬目及記錄，我們未能取得足夠之適當證據及解釋，以釐定 貴公司之或然負債及承擔是否已妥為記錄和入賬及符合適用香港財務報告準則之規定（包括香港會計準則第37號「撥備、或然負債及或然資產」）。我們無法進行其他程序以令我們信納或然負債及承擔是否不存在重大錯誤陳述。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Responsibilities of Directors and Those Charged with Governance for the Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

### 董事及治理層就財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定，編製提供真實和公平意見的綜合財務報表，以及落實董事認為為了讓所編製的綜合財務報表不存有由於欺詐或錯誤而導致的重大錯誤陳述屬必要的內部監控。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督 貴集團的財務報告過程。

### 核數師就審核綜合財務報表須承擔的責任

我們的責任是根據香港會計師公會（「香港會計師公會」）頒佈的香港審計準則（「香港審計準則」）審核 貴集團的綜合財務報表以及發表核數師報告。然而，由於本報告中不發表意見之基礎一節所述的事項，我們未能取得充足適當的審核憑證以為該等綜合財務報表之審核意見提供基礎。

根據香港會計師公會之專業會計師道德守則（簡稱「守則」），我們獨立於 貴集團，並已遵循守則履行其他道德責任。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Report on Other Matters under sections 407(2) and 407(3) of the Hong Kong Companies Ordinance

In respect alone of the inability to obtain sufficient appropriate audit evidence about the deconsolidation of Xinsheng and Zhongyuan as described in the Basis for Disclaimer of Opinion section of our report above:

- we were unable to determine whether adequate accounting records had been kept; and
- we have not obtained all the information or explanations that, to the best of our knowledge and belief, are necessary and material for the purpose of the audit.

### 有關香港公司條例第407(2)及407(3)條下其他事項之報告

僅就無法取得有關取消綜合入賬新盛及中源之足夠及適當的審核憑證(如本報告上文不發表意見之基礎一節所載)而言:

- 我們無法確定是否已保存足夠之會計記錄；及
- 我們並未取得據我們所知及所信就進行審核而言屬必要及重大之一切資料或解釋。

#### HLM CPA Limited

*Certified Public Accountants*

#### HO PAK TAT

*Practising Certificate Number: P05215*

Hong Kong

17 March 2017

#### 恒健會計師行有限公司

*執業會計師*

#### 何伯達

*執業證書編號: P05215*

香港

二零一七年三月十七日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

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

		NOTES 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收入	5	75,175	115,956
Cost of sales	銷售成本		(35,636)	–
Gross profit	毛利		39,539	115,956
Other income, gains and losses	其他收入、收益及虧損	7	(218,969)	121,549
Administrative and other operating expenses	行政及其他經營開支		(82,187)	(83,304)
Finance costs	財務成本	8	(15,200)	(29,398)
Share of (loss) profit of associates	應佔聯營公司(虧損)溢利		(98,410)	9,324
Impairment loss on interests in associates	於聯營公司權益之減值虧損		(267,410)	–
Net loss on de-consolidation of subsidiaries	取消綜合入賬附屬公司之虧損淨額		(324,478)	–
(Loss) profit before taxation	除稅前(虧損)溢利		(967,115)	134,127
Income tax	所得稅	9	(3,435)	(17,997)
<b>(Loss) profit for the year</b>	<b>年內(虧損)溢利</b>	<b>10</b>	<b>(970,550)</b>	<b>116,130</b>
<b>Other comprehensive income (expenses), net of tax</b>	<b>其他全面收益(開支), 扣除稅項</b>			
<b>Items that may be reclassified subsequently to profit or loss:</b>	<b>其後可能重新分類至損益的項目:</b>			
Exchange differences on translation of foreign operations	因換算境外業務而產生的匯兌差額		(5,968)	(11,383)
Release of translation reserve upon disposal of subsidiaries	出售附屬公司後解除匯兌儲備		–	(39,980)
Reclassification adjustment relating to foreign operations de-consolidated during the year	年內有關海外業務取消綜合入賬之重新分類調整		4,925	–
Share of other comprehensive income of associates	應佔聯營公司其他全面收益		(6,255)	(5,950)
Change in fair value of available-for-sale financial assets	可供出售金融資產的公平值變動		(110,583)	–
<b>Other comprehensive expense for the year</b>	<b>年內其他全面開支</b>		<b>(117,881)</b>	<b>(57,313)</b>
<b>Total comprehensive (expense) income for the year</b>	<b>年內全面(開支)收益總額</b>		<b>(1,088,431)</b>	<b>58,817</b>

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

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

	NOTES 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>(Loss) profit for the year attributable to:</b>	以下人士應佔年內 (虧損) 溢利:		
Owners of the Company	本公司擁有人	<b>(970,550)</b>	116,130
Non-controlling interests	非控股權益	-	-
		<b>(970,550)</b>	116,130
<b>Total comprehensive (expense) income attributable to:</b>	以下人士應佔全面 (開支) 收益:		
Owners of the Company	本公司擁有人	<b>(1,088,431)</b>	58,817
Non-controlling interests	非控股權益	-	-
		<b>(1,088,431)</b>	58,817
		<b>HK cents</b>	<b>HK cents</b>
		港仙	港仙
<b>(Loss) earnings per share</b>	<b>每股 (虧損) 盈利</b>		
- Basic	- 基本	<b>(26.28)</b>	4.93
- Diluted	- 攤薄	<b>(26.28)</b>	4.81



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

		NOTES 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	113,916	131,885
Prepaid lease payments	預付租賃款項	16	23,288	25,649
Goodwill	商譽	17	123,612	198,326
Intangible assets	無形資產	18	11,274	–
Interests in associates	於聯營公司的權益	20	–	372,075
Available-for-sale financial assets	可供出售金融資產	22	41,724	–
Contingent consideration receivable	應收或然代價	23	15,102	–
Deposits	按金	26	3,325	3,045
			<b>332,241</b>	<b>730,980</b>
<b>Current assets</b>	<b>流動資產</b>			
Reposessed assets	經收回資產	21	–	41
Loans and interests receivables	應收貸款及利息	24	37,061	359,698
Trade and other receivables	應收賬款及其他應收款項	25	31,379	2,367
Prepaid lease payments	預付租賃款項	16	706	754
Prepayments and deposits	預付款項及按金	26	3,573	8,366
Available-for-sale financial assets	可供出售金融資產	22	16,751	–
Tax receivables	應收稅項		2	–
Cash held on behalf of clients	代客戶持有的現金	27	15,746	–
Pledged bank deposits	已抵押銀行存款	28	27,918	35,811
Bank balances and cash	銀行結餘及現金	28	240,969	524,661
			<b>374,105</b>	<b>931,698</b>
Assets classified as held for sale	列為持作出售的資產	29	–	7,588
			<b>374,105</b>	<b>939,286</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables, other payables and accruals	應付賬款、其他應付款項及應計費用	30	44,507	31,339
Deferred consideration	遞延代價	33	96,595	64,020
Borrowings	借貸	31	57,231	199,945
Tax payables	應付稅項		822	6,192
			<b>199,155</b>	<b>301,496</b>
Liabilities directly associated with assets classified as held for sale	與列為持作出售的資產直接關聯的負債	29	–	9,550
			<b>199,155</b>	<b>311,046</b>
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>174,950</b>	<b>628,240</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>507,191</b>	<b>1,359,220</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

		NOTES 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred consideration	遞延代價	33	24,283	63,900
Deferred tax liability	遞延稅項負債	35	–	1,100
Convertible notes	可換股票據	32	5,070	54,885
Borrowings	借貸	31	55,835	77,590
			<b>85,188</b>	197,475
<b>Net assets</b>	<b>資產淨值</b>		<b>422,003</b>	1,161,745
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	34	4,380	3,234
Reserves	儲備		416,847	1,158,511
Equity attributable to owners of the Company	本公司擁有人應佔權益		421,227	1,161,745
Non-controlling interests	非控股權益		776	–
<b>Total equity</b>	<b>權益總計</b>		<b>422,003</b>	1,161,745

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Attributable to owners of the Company  
本公司擁有人應佔

		Share capital	Share premium	Share options reserve	Convertible notes equity reserve	Translation reserve	Revaluation reserve	Statutory reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本 HK\$,000 千港元	股份溢價 HK\$,000 千港元 (Notes 50(a) (附註50(a))	購股權儲備 HK\$,000 千港元 (Notes 50(b) (附註50(b))	可換股票據權益儲備 HK\$,000 千港元 (Notes 50(c) (附註50(c))	匯兌儲備 HK\$,000 千港元 (Notes 50(d) (附註50(d))	重估儲備 HK\$,000 千港元 (Notes 50(e) (附註50(e))	法定儲備 HK\$,000 千港元 (Notes 50(f) (附註50(f))	累計虧損 HK\$,000 千港元	小計 HK\$,000 千港元	非控股權益 HK\$,000 千港元	總計 HK\$,000 千港元
At 1 January 2015	於二零一五年一月一日	1,499	379,281	-	-	35,358	-	-	(306,673)	109,465	-	109,465
Profit for the year	年內溢利	-	-	-	-	-	-	-	116,130	116,130	-	116,130
Other comprehensive expenses	其他全面開支	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences on translation of foreign operations	- 因換算境外業務而產生的匯兌差額	-	-	-	-	(11,383)	-	-	-	(11,383)	-	(11,383)
- Release of translation reserve upon disposal of subsidiaries	- 出售附屬公司後解除匯兌儲備	-	-	-	-	(39,980)	-	-	-	(39,980)	-	(39,980)
- Share of other comprehensive income of associates	- 應佔聯營公司的其他全面收益	-	-	-	-	(5,950)	-	-	-	(5,950)	-	(5,950)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(57,313)	-	-	116,130	58,817	-	58,817
Issue of new shares on placements	於配售時發行新股份	298	116,518	-	-	-	-	-	-	116,816	-	116,816
Transaction costs attributable to issue of shares	發行股份應佔交易成本	-	(259)	-	-	-	-	-	-	(259)	-	(259)
Issue of convertible notes on acquisition of subsidiaries	於收購附屬公司時發行可換股票據	-	-	-	101,192	-	-	-	-	101,192	-	101,192
Recognition of equity-settled share based payments	確認為以股權結算股份支付的款項	-	-	5,831	-	-	-	-	-	5,831	-	5,831
Issue of shares upon rights issue	就供股發行股份	1,078	473,294	-	-	-	-	-	-	474,372	-	474,372
Transaction costs attributable to rights issue	供股應佔交易成本	-	(6,767)	-	-	-	-	-	-	(6,767)	-	(6,767)
Issue of shares upon acquisition of associates	於收購聯營公司時發行股份	359	301,919	-	-	-	-	-	-	302,278	-	302,278
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	-	4,947	(4,947)	-	-	-
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	3,234	1,263,986	5,831	101,192	(21,955)	-	4,947	(195,490)	1,161,745	-	1,161,745
Loss for the year	年內虧損	-	-	-	-	-	-	-	(970,550)	(970,550)	-	(970,550)
Other comprehensive expense	其他全面開支	-	-	-	-	-	-	-	-	-	-	-
- Change in fair value of available-for-sale financial assets	- 可供出售金融資產的公平值變動	-	-	-	-	-	(110,583)	-	-	(110,583)	-	(110,583)
- Reclassification adjustment relating to foreign operations de-consolidated during the year	- 有關年內取消綜合入賬境外業務之重新分類調整	-	-	-	-	4,925	-	-	-	4,925	-	4,925
- Share of other comprehensive income of associates	- 應佔聯營公司的其他全面收益	-	-	-	-	(6,255)	-	-	-	(6,255)	-	(6,255)
- Exchange differences on translation of foreign operations	- 因換算境外業務而產生的匯兌差額	-	-	-	-	(5,968)	-	-	-	(5,968)	-	(5,968)
Total comprehensive expense for the year	年內全面開支總額	-	-	-	-	(7,298)	(110,583)	-	(970,550)	(1,088,431)	-	(1,088,431)
Issue of new shares on subscription	於認購時發行新股份	453	121,806	-	-	-	-	-	-	122,259	-	122,259
Issue of convertible notes on acquisition of subsidiaries	於收購附屬公司時發行可換股票據	-	-	-	61,723	-	-	-	-	61,723	-	61,723
Conversion of convertible notes	轉換可換股票據	499	228,369	-	(153,140)	-	-	-	-	75,728	-	75,728
Transaction costs attributable to conversion of shares	轉換股份應佔交易成本	-	(161)	-	-	-	-	-	-	(161)	-	(161)
Recognition of equity-settled share based payments	確認為以股權結算股份支付的款項	-	-	42,760	-	-	-	-	-	42,760	-	42,760
Share options lapsed during the year	年內已失效的購股權	-	-	(3,887)	-	-	-	-	3,887	-	-	-
Issue of shares upon acquisition of subsidiaries	於收購附屬公司時發行股份	194	45,410	-	-	-	-	-	-	45,604	-	45,604
Release of statutory reserve upon de-consolidation of subsidiaries	因附屬公司取消綜合入賬而解除法定儲備	-	-	-	-	-	-	(120)	120	-	-	-
Recognition of non-controlling interest arising on acquisition of subsidiaries	確認為收購附屬公司而產生的非控股權益	-	-	-	-	-	-	-	-	-	776	776
At 31 December 2016	於二零一六年十二月三十一日	4,380	1,659,410	44,704	9,775	(29,253)	(110,583)	4,827	(1,162,033)	421,227	776	422,003

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	NOTES 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Operating activities	經營活動		
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(967,115)</b>	134,127
Adjustments for:	就以下項目作出調整:		
Amortisation and depreciation	攤銷及折舊	<b>11,538</b>	10,180
Finance costs	財務成本	<b>15,200</b>	29,398
Impairment loss on trade and other receivables	應收賬款及其他應收款項的減值虧損	<b>1,298</b>	–
Impairment loss on loans and interests receivables	應收貸款及利息的減值虧損	<b>62,420</b>	3,633
Written off of other receivables	撇銷其他應收款項	–	65
Gain on disposal of subsidiaries	出售附屬公司的收益	–	(127,263)
Gain on disposal of assets classified as held for sale	出售列為持作出售的資產的收益	<b>(1,952)</b>	–
Net loss on de-consolidation of subsidiaries	取消附屬公司綜合入賬之虧損淨額	<b>324,478</b>	–
Interest income	利息收入	<b>(1,425)</b>	(395)
Loss on disposal and written off of property, plant and equipment	出售及撇銷物業、廠房及設備的虧損	<b>79</b>	22
Net foreign exchange gain	匯兌收益淨額	<b>(131)</b>	(624)
Share-based payment expenses	以股份支付款項開支	<b>42,760</b>	5,831
Share of loss (profit) of associates	應佔聯營公司虧損(溢利)	<b>98,410</b>	(9,324)
Impairment loss on interest in associates	於聯營公司權益之減值虧損	<b>267,410</b>	–
Impairment loss on amounts due from associates	應收聯營公司款項之減值虧損	<b>21</b>	–
Impairment loss on amounts due from de-consolidated subsidiaries	應收取消綜合入賬附屬公司款項的減值虧損	<b>97,484</b>	–
Reversal of impairment on other receivables	撥回其他應收款項的減值	<b>(469)</b>	(1,988)
Fair value change on contingent consideration	或然代價之公平值變動	<b>20,475</b>	–
Operating cash flows before movements in working capital	未計營運資金變動前的經營現金流量	<b>(29,519)</b>	43,662
(Increase) decrease in trade and other receivables	應收賬款及其他應收款項(增加)減少	<b>(5,351)</b>	3,520
Increase in loans and interests receivables	應收貸款及利息增加	<b>(100,320)</b>	(163,956)
Increase in other loan	其他貸款增加	–	22,358
Decrease in repossessed assets	經收回資產減少	–	59
Decrease (increase) in prepayments and deposits	預付款項及按金減少(增加)	<b>4,926</b>	(9,191)
Decrease in trade payables and other payables and accruals	應付賬款、其他應付款項及應計費用減少	<b>(19,641)</b>	(95,599)
Decrease in amount due from de-consolidated subsidiaries	應收取消綜合入賬附屬公司款項減少	<b>8,664</b>	–
Decrease in cash held on behalf of clients	代客戶持有之現金減少	<b>941</b>	–
Increase in amount due from associates	應收聯營公司款項增加	<b>(21)</b>	–



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	NOTES 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash used in operations	經營所用現金	<b>(140,321)</b>	(199,147)
Interest paid	已付利息	<b>(7,532)</b>	(5,355)
Income tax paid	已付所得稅	<b>(10,017)</b>	(13,327)
Net cash used in operating activities	經營業務所用現金淨額	<b>(157,870)</b>	(217,829)
Investing activities	投資活動		
Interest received	已收利息	<b>1,425</b>	395
Placement of pledged bank deposits	置存已抵押銀行存款	<b>(29,308)</b>	–
Withdrawal of pledged bank deposits	提取已抵押銀行存款	<b>35,169</b>	2,101
Purchase of property, plant and equipment	購置物業、廠房及設備	<b>(554)</b>	(15,262)
Net cash outflow arising on interest in associates	於聯營公司權益產生的現金流出淨額	–	(66,423)
Purchase of available-for-sale financial assets	購買可供出售金融資產	<b>(158,823)</b>	–
Net cash outflow on de-consolidated subsidiaries	取消綜合入賬附屬公司的現金流出淨額	<b>(33,834)</b>	–
Net cash (outflow) inflow from acquisition of subsidiaries	收購附屬公司的現金(流出)流入淨額	<b>(44,661)</b>	27,581
Net cash inflow from disposal of subsidiaries	出售附屬公司的現金流入淨額	–	183,737
Net cash (used in) generated from investing activities	投資活動(所用)所得現金淨額	<b>(230,586)</b>	132,129
Financing activities	融資活動		
Expense on conversion of convertible notes	轉換可換股票據之開支	<b>(161)</b>	–
Repayment of obligations under a finance lease	償還融資租賃項下的債務	<b>(3)</b>	–
Proceeds from subscription of shares	認購股份所得款項	<b>122,259</b>	–
Proceeds from placing of shares	配售股份所得款項	–	116,557
Proceeds from borrowings	借貸所得款項	<b>61,253</b>	264,627
Repayment of borrowings	償還借貸	<b>(78,544)</b>	(254,973)
Proceeds from rights issue	供股所得款項	–	467,605
Net cash generated from financing activities	融資活動所得現金淨額	<b>104,804</b>	593,816
Net (decrease) increase in cash and cash equivalents	現金及現金等值物(減少)增加淨額	<b>(283,652)</b>	508,116
Cash and cash equivalents at 1 January	於一月一日現金及現金等值物	<b>524,661</b>	16,180
Effect of foreign exchange rate changes	匯率變動的影響	<b>(40)</b>	365
Cash and cash equivalents at 31 December, represented by bank balances and cash	於十二月三十一日現金及現金等值物,即銀行結餘及現金	<b>240,969</b>	524,661
Analysis of the balances of cash and cash equivalents:	現金及現金等值物結餘分析:		
Bank balances and cash	銀行結餘及現金	<b>240,969</b>	524,661

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The address of the Company's registered office is Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda and its principal place of business in Hong Kong is Suites 3001-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.

The Group is principally engaged in investment holding, industrial property development, general trading of consumable goods, securities brokerage, insurance brokerage, asset management and loan financing operation includes loan financing, loan referral and consultancy services.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company. In addition, the functional currencies of certain group entities that operate outside Hong Kong are determined based on the currency of the primary economic environment in which the group entities operate.

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

#### New and revised HKFRSs affecting amounts reported and/or disclosures in the consolidated financial statements

The Group has applied for the first time in the current year the following amendments to HKFRSs and a new interpretation issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Amendments to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle
Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKAS 27	Equity Method in Separate Financial Statements

### 1. 一般資料

本公司於百慕達註冊成立為獲豁免有限公司，其股份在香港聯合交易所有限公司上市。本公司的註冊辦事處地址為Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda，其香港主要營業地點為香港銅鑼灣勿地臣街1號時代廣場二座3001-11室。

本集團主要從事投資控股、工業用物業發展、消費品的一般貿易、證券經紀、保險經紀、資產管理，以及貸款融資業務（包括貸款融資、貸款轉介及諮詢服務）。

綜合財務報表以本公司的功能貨幣港元（「港元」）呈列。此外，若干於香港以外地區經營的集團實體的功能貨幣乃以集團實體經營所在主要經濟地區的貨幣列值。

### 2. 應用新訂及經修訂的香港財務報告準則（「香港財務報告準則」）

#### 影響綜合財務報表內所呈報金額及／或披露的新訂及經修訂香港財務報告準則

於本年度，本集團首次應用下列香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則的修訂本及一項新詮釋。

香港財務報告準則（修訂本）	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
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號的修訂本（二零一一年）	投資實體：應用綜合入賬的豁免
香港財務報告準則第11號的修訂本	收購於共同經營業務的權益的會計法
香港會計準則第1號的修訂本	披露計劃
香港會計準則第16號及香港會計準則第38號的修訂本	釐清折舊及攤銷的可接受方法
香港會計準則第16號及香港會計準則第41號的修訂本	農業：生產性植物
香港會計準則第27號的修訂本	獨立財務報表的權益法

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

#### New and revised HKFRSs affecting amounts reported and/or disclosures in the consolidated financial statements (Continued)

The application of the above amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

#### New and revised HKFRSs in issue but not yet effective

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

HKFRS 9	Financial Instruments <sup>2</sup>
HKFRS 15	Revenue from Contracts with Customers and the related Amendments <sup>2</sup>
HKFRS 16	Leases <sup>3</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions <sup>2</sup>
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
Amendments to HKAS 7	Disclosure Initiative <sup>1</sup>
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2017.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2019.

<sup>4</sup> Effective for annual periods beginning on or after a date to be determined.

Except as describe below, the directors of the Company anticipate that the application of the new and revised HKFRSs will not have a material impact on the Group’s financial performance and financial position.

### 2. 應用新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

#### 影響綜合財務報表內所呈報金額及／或披露的新訂及經修訂香港財務報告準則（續）

於本年度應用上述香港財務報告準則之修訂本對本集團於本年度及過往年度之財務表現和狀況及／或於此等綜合財務報表所載列之披露資料並無重大影響。

#### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 <sup>2</sup>
香港財務報告準則第15號	來自客戶合約的收入及有關修訂 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>
香港財務報告準則第2號的修訂本	以股份為基礎的支付交易之分類及計量 <sup>2</sup>
香港財務報告準則第4號的修訂本	採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號的修訂本	投資者與其聯營公司或合資公司之間的資產出售或注資 <sup>4</sup>
香港會計準則第7號的修訂本	披露計劃 <sup>1</sup>
香港會計準則第12號的修訂本	就未變現虧損確認遞延稅項資產 <sup>1</sup>

<sup>1</sup> 於二零一七年一月一日或之後開始的年度期間生效。

<sup>2</sup> 於二零一八年一月一日或之後開始的年度期間生效。

<sup>3</sup> 於二零一九年一月一日或之後開始的年度期間生效。

<sup>4</sup> 於一個待定日期或之後開始的年度期間生效。

除下文所述者外，本公司董事預期應用新訂及經修訂香港財務報告準則不會對本集團的財務表現及財務狀況造成重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### HKFRS 9 – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income (“FVTOCI”) if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss (“FVTPL”).

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

### 2. 應用新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

#### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

##### 香港財務報告準則第9號－金融工具

香港財務報告準則第9號引入金融資產分類及計量之新規定。按業務模式持有而目的為持有資產以收取合約現金流之債務工具（業務模式測試）以及具產生現金流之合約條款且僅為支付本金及未償還本金利息之債務工具（合約現金流特徵測試），一般按攤銷成本計量。倘該實體業務模式之目的為持有及收取合約現金流以及出售金融資產，則符合合約現金流特徵測試之債務工具乃按公平值計入其他全面收益（「按公平值計入其他全面收益」）計量。實體可於初步確認時作出不可撤回之選擇，按公平值計入其他全面收益計量並非持作買賣之股本工具。所有其他債務及股本工具乃按公平值計入損益（「按公平值計入損益」）計量。

香港財務報告準則第9號就並非按公平值計入損益之所有金融資產納入新的預期虧損減值模式（取代香港會計準則第39號之已產生虧損模式）以及新的一般對沖會計規定，以允許實體於財務報表內更好地反映其風險管理活動。

香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債之確認、分類及計量規定，惟指定按公平值計入損益之金融負債除外，該負債信貸風險變動應佔的公平值變動金額於其他全面收益中確認，除非其會導致或擴大會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號之規定，即終止確認金融資產及金融負債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### HKFRS 9 – Financial Instruments (Continued)

The expected credit losses model under HKFRS 9 requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. Therefore, it is no longer necessary for a credit event to have occurred before credit losses are recognised. The measurement of the loss allowance generally depends on whether there has been a significant increase in credit risk since initial recognition of the instrument. HKFRS 9 requires an entity to recognise lifetime expected credit losses for all financial instruments for which there have been significant increases in credit risk since initial recognition considering all reasonable and supportable information, including that which is forward-looking. The directors of the Company anticipate that the application of HKFRS 9 in the future may have a material impact on the classification and measurement of the Group’s financial assets and financial liabilities. In addition, the new impairment requirements may result in earlier recognition of credit losses which are not yet incurred in relation of the Group’s financial asset measured at amortised cost.

### 2. 應用新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

#### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

##### 香港財務報告準則第9號－金融工具（續）

香港財務報告準則第9號項下之預計信貸虧損模型規定實體於各報告期末入賬預期信貸虧損及該等預期信貸虧損之變動以反映信貸風險自初始確認以來之變動。因此，毋須再待發生信貸事件方確認信貸虧損。計量虧損撥備一般取決於信貸風險自初次確認工具起是否有重大提升。香港財務報告準則第9號要求實體在考慮所有合理的支持資訊（包括前瞻性資訊）後，就初始確認後信用風險出現重大上升的所有金融工具，確認其壽命週期預期信用損失。本公司董事預期日後應用香港財務報告準則第9號可能對本集團金融資產及金融負債造成重大影響。此外，新的減值規定可能導致提前就本集團按攤銷成本計量之金融資產確認尚未產生之信貸虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

### 2. 應用新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

#### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

##### 來自客戶合約的收入

香港財務報告準則第15號已經頒佈，其制定一項單一全面模式供實體用作將自客戶合約所產生之收入入賬。於香港財務報告準則第15號生效後，其將取代現時載於香港會計準則第18號收入、香港會計準則第11號建築合約及相關詮釋之收入確認指引。

香港財務報告準則第15號之核心原則為實體所確認描述向客戶轉讓承諾貨品或服務之收入款項，應為能反映該實體預期就交換貨品及服務有權獲得之代價。具體而言，該準則引入五個確認收入之步驟：

- 第一步：識別與客戶訂立的合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中的履約責任
- 第五步：於實體完成履約責任時（或就此）確認收益

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收益，即與特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況的處理方法加入更明確的指引。此外，香港財務報告準則第15號要求更廣泛的披露。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

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

##### **New and revised HKFRSs in issue but not yet effective** (Continued)

##### *HKFRS 15 Revenue from Contracts with Customers* (Continued)

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The directors of the Company anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the directors of the Company do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

##### *HKFRS 16 Leases*

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

#### 2. 應用新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

##### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

##### 來自客戶合約的收入（續）

於二零一六年，香港會計師公會頒佈對香港財務報告準則第15號之釐清資料，內容有關識別履約責任、主體對代理代價及發牌的應用指引。

本公司董事預期日後應用香港財務報告準則第15號或會導致更多披露，但本公司董事預期應用香港財務報告準則第15號不會對於各個報告期間確認收入的時間及金額造成重大影響。

##### 香港財務報告準則第16號租賃

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。香港財務報告準則第16號於生效時將取代香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及租賃低值資產外，經營租賃與融資租賃的差異自承租人會計處理中撤銷，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### HKFRS 16 Leases (Continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as properties while other operating lease payments are presented as operating cash flows.

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2016, the Group as lessee has non-cancellable operating lease commitments of HK\$15,614,000 as disclosed in note 40. However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and this will affect Group's results and classification of cash flows. Some of commitments may be covered by the exception for short-term and low value leases under HKAS 16.

### 2. 應用新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

#### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

##### 香港財務報告準則第16號租賃（續）

使用權資產初步按成本計量，而其後乃按成本（若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債初步按並非於該日支付之租賃付款現值計量。其後，租賃負債會就利息及租賃付款以及（其中包括）租賃修訂的影響而作出調整。就現金流量分類而言，本集團現時將有關自用租賃土地及該等分類為物業之租賃土地之前期預付租賃付款呈列為投資現金流量，而其他經營租賃付款則呈列為營運現金流量。

根據香港會計準則第17號，本集團已就融資租賃安排及租賃土地（本集團為承租人）之預付租賃付款確認資產及相關融資租賃負債。應用香港財務報告準則第16號可能導致該等資產之分類發生潛在變化，乃視乎本集團是否單獨呈列，又或於倘擁有資產時將相應有關資產於同一項目內呈列使用權資產。

與承租人會計處理相反，香港財務報告準則第16號充分推進香港會計準則第17號之出租人會計處理規定，並繼續要求出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求全面的披露。

誠如附註40所披露，於二零一六年十二月三十一日，本集團作為承租方有不可註銷之經營租賃承擔15,614,000港元。然而，本集團尚未釐定該等承擔將導致就未來付款確認一項資產及一項負債之程度，以及這將影響本集團之業績及現金流量分類。根據香港會計準則第16號，部分承擔可能因期限較短及屬價值較低租賃而無需作出相關確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### Statement of compliance

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

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explanation in the accounting policy set out below.

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

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

### 3. 重大會計政策

#### 遵例聲明

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

如下文載述的會計政策所說明，於各報告期末，綜合財務報表乃根據歷史成本基準編製，惟若干金融工具乃按公平值計量。

歷史成本一般根據為交換貨品及服務所給代價的公平值而釐定。

公平值是指市場參與者之間在計量日進行的有序交易中出售一項資產所收取或轉移一項負債所支付的價格，無論該價格是直接觀察到的結果還是採用其他估值技術作出的估計。在對資產或負債的公平值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的那些特徵。在此等綜合財務報表中計量及／或披露的公平值均在此基礎上予以確定，惟香港財務報告準則第2號範圍內的以股份支付的交易、香港會計準則第17號範圍內的租賃交易，以及與公平值類似但並非公平值的計量（例如，香港會計準則第2號中的可變現淨值或香港會計準則第36號中的使用價值）除外。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Statement of compliance (Continued)

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

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

The principal accounting policies are set out below.

#### De-consolidation

Since July 2016, the Group was denied access to the books and records and operating controls of Shanghai Xinsheng Pawnshop Limited (“Xinsheng”) and Shanghai Zhongyuan Pawnshop Limited (“Zhongyuan”). Existing staff and management of Xinsheng and Zhongyuan were laid off and replaced by staff and personnel assigned by Shanghai Kuailu Investment Group Company Limited (“Shanghai Kuailu”), who is one of the registered shareholder of Xinsheng.

Reference is made to the announcements of the Company dated 22 July 2016, 18 August 2016 and 23 February 2017 (“Announcements”) in relation to the legal actions taken by the Group against Xinsheng, Shanghai Kuailu and Zhongyuan to enforce its rights under the variable interest entity contracts (“VIE Contracts”) through the Shanghai Arbitration Commission (“SAC”).

### 3. 重大會計政策 (續)

#### 遵例聲明 (續)

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

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

主要會計政策載列如下。

#### 取消綜合入賬

自二零一六年七月起，本集團無法獲得上海新盛典當有限公司（「新盛」）及上海中源典當有限公司（「中源」）之賬簿及記錄以及經營控制權。新盛及中源之現有員工及管理層遭解僱並由上海快鹿投資（集團）有限公司（「上海快鹿」，為新盛之登記股東之一）委派之員工及人員代替。

茲提述本公司日期為二零一六年七月二十二日、二零一六年八月十八日及二零一七年二月二十三日之公佈（「該等公佈」），內容有關本集團對新盛、上海快鹿及中源採取之法律行動，以透過上海仲裁委員會（「上海仲裁委員會」）執行其於可變動權益實體合約（「可變動權益實體合約」）下之權利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### De-consolidation (Continued)

Although legal actions had been instituted against Xinsheng, Shanghai Kuailu and Zhongyuan (see Note 38), the Group is unable to exercise control over the assets and operations of Xinsheng and Zhongyuan. The management considers that control over Xinsheng and Zhongyuan was lost and therefore is appropriate that these subsidiaries be de-consolidated from the Group's financial statements. The management considered that it is appropriate to account for the deconsolidation as from 1 January 2016 instead of from the effective date of losing control, which should be at around July 2016, in spite of the Company received Xinsheng and Zhongyuan's management accounts every month up to June 2016, however, the Company was denied to access the books and records together with supporting documents for review procedures and unable to control over the operations of Xinsheng and Zhongyuan.

#### Financial impact on de-consolidating Xinsheng and Zhongyuan

The de-consolidation of the Xinsheng and Zhongyuan had resulted in a net loss on de-consolidation of subsidiaries of approximately HK\$324,478,000 and an impairment loss on the amounts due from the Xinsheng and Zhongyuan of approximately HK\$97,484,000 as the directors were of the view that the carrying values of the amounts due from the Xinsheng and Zhongyuan were not recoverable.

### 3. 重大會計政策 (續)

#### 取消綜合入賬 (續)

儘管已對新盛、上海快鹿及中源提出法律行動(見附註38)，惟本集團無法對新盛及中源的資產及營運行使控制權。管理層認為已失去對新盛及中源之控制權，因此於本集團之財務報表內將該等附屬公司取消綜合入賬屬合宜。儘管本公司已收到新盛及中源截至二零一六年六月止各月之管理賬目，但本公司無法取得賬簿和記錄以及支持文件以進行審閱程序及不能控制新盛及中源之經營，故管理層認為於列賬時從二零一六年一月一日(而非於失去控制權之實際日期(為二零一六年七月前後))起取消綜合入賬屬合宜。

#### 取消綜合入賬新盛及中源的財務影響

取消綜合入賬新盛及中源已導致因取消綜合入賬附屬公司而產生之虧損淨額約324,478,000港元及應收新盛及中源款項之減值虧損約97,484,000港元(因本公司董事認為應收新盛及中源款項之賬面值乃無法收回)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation

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

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

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

### 3. 重大會計政策 (續)

#### 綜合賬目的基準

綜合財務報表包括本公司及本公司所控制的實體(包括結構性實體)及本公司之附屬公司的財務報表。當本公司符合以下條件時,即取得控制權:

- 可對投資對象行使權力;
- 自參與投資對象獲得或有權獲得可變回報;及
- 有能力藉行使其權力而影響其回報。

倘事實及情況表明以上所列控制權三個要素的一個或多個有所變動,本集團會重新評估其是否控制投資對象。

倘本集團於投資對象之投票權未能佔大多數,但只要投票權足以賦予本集團實際能力可單方面掌控投資對象之相關業務時,本集團即對投資對象擁有權力。在評估本集團於投資對象之投票權是否足以賦予其權力時,本集團考慮所有相關事實及情況,包括:

- 本集團持有投票權之程度相較其他投票權持有人所持投票權之程度及分散度;
- 本集團、其他投票權持有人或其他人士持有之潛在投票權;
- 其他合約安排產生之權利;及
- 可顯示於需要作出決定時,本集團當前能否掌控相關活動之任何其他事實及情況(包括於過往股東大會上之投票方式)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation (Continued)

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

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

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

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

### 3. 重大會計政策 (續)

#### 綜合賬目的基準 (續)

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

損益及其他全面收益之每個組成部分乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘亦然。

於必要時，將對附屬公司之財務報表作出調整，以令彼等之會計政策與本集團之會計政策一致。

有關本集團成員公司之間交易的所有集團內公司間之資產及負債、權益、收入、支出及現金流量於綜合賬目時悉數對銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation (Continued)

The wholly owned subsidiary, Shanghai Yousheng Investment Consulting Limited (“Shanghai Yousheng”), has entered into a series of contractual agreements (details as below) with Xinsheng, Xinsheng’s direct equity holders namely Shanghai Zhifeng Holdings Limited (“Shanghai Zhifeng”) and Shanghai Kuailu; whereas, the wholly owned subsidiary, Shanghai Junning Investment Consulting Limited (“Shanghai Junning”), has entered into a series of contractual agreements (details as below) with Zhongyuan, Zhongyuan’s direct equity holders namely Shanghai Fake Corporate Development Company Limited (“Shanghai Fake”) and Shanghai Baifu Investment Holdings Company Limited (“Shanghai Baifu”) which enables the Group to:

- exercise effective control over Xinsheng and Zhongyuan;
- exercise equity holders’ voting rights of Shanghai Zhifeng and Shanghai Kuailu during the general meeting of Xinsheng and of Shanghai Fake and Shanghai Baifu during the general meetings of Zhongyuan;
- receive a majority of the economic benefits of Xinsheng and Zhongyuan through service fees in consideration for the management and consulting services provided by Shanghai Yousheng and Shanghai Junning respectively;
- receive the residual economic benefits of Xinsheng and Zhongyuan by exercising an exclusive option to purchase the entire equity interest in Xinsheng and Zhongyuan when and to the extent permitted under PRC laws; and
- obtain a pledge over the entire equity interest of Xinsheng and Zhongyuan from their respective equity holders.

### 3. 重大會計政策 (續)

#### 綜合賬目的基準 (續)

全資附屬公司上海佑勝投資諮詢有限公司(「上海佑勝」)與新盛、新盛之直接股權持有人上海置鋒實業有限公司(「上海置鋒」)及上海快鹿訂立一系列合約協議(詳情見下文);而全資附屬公司上海竣凝投資諮詢有限公司(「上海竣凝」)與中源、中源之直接股權持有人上海法克企業發展有限公司(「上海法克」)及上海柏富投資控股集團有限公司(「上海柏富」)訂立一系列合約協議(詳情見下文),令本集團可:

- 對新盛及中源實施有效控制;
- 於新盛的股東大會上行使上海置鋒及上海快鹿之股權持有人的投票權,及於中源的股東大會上行使上海法克及上海柏富之股權持有人的投票權;
- 分別透過收取就上海佑勝及上海竣凝提供管理及諮詢服務支付之服務費用,取得新盛及中源之大部分經濟利益;
- 經中國法律准許並以中國法律所准許者為限,透過行使購買新盛及中源全部股權之獨家期權,取得新盛及中源之餘下經濟利益;及
- 取得新盛及中源各自之股權持有人對新盛及中源全部股權之質押。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation (Continued)

The details of the contractual agreements in relation to Xinsheng (the “Contractual Agreement A”) are summarised below:

- (i) 獨家管理顧問服務協議 (the “Exclusive Consulting Service Agreement”) dated 30 September 2014, its supplemental agreement on 20 November 2014 and its second supplemental agreement on 22 December 2014 pursuant to which Shanghai Yousheng agreed to provide the Xinsheng with exclusive management consultancy services for managing the business of pawn broking and money lending in the PRC, and the Xinsheng agreed to pay its profit before income tax (after deducting all necessary costs and expenses) as service fees to Shanghai Yousheng;
- (ii) 股權質押合同 (the “Equity Pledge Agreement”) dated 30 September 2014 and its supplemental agreement dated 20 November 2014, pursuant to which Shanghai Kuailu and Shanghai Zhifeng agreed to pledge the entire equity of Xinsheng to Shanghai Yousheng, as security for the payment obligation under the Exclusive Consulting Service Agreement. Under the Equity Pledge Agreement (as amended and supplemented), except with prior written consent of Shanghai Yousheng, Shanghai Kuailu and Shanghai Zhifeng are prohibited from transferring any of its equity interest in Xinsheng, or creating or allowing any creation of any pledge which may affect the rights and benefits of Shanghai Yousheng;

### 3. 重大會計政策 (續)

#### 綜合賬目的基準 (續)

有關新盛的合約協議 (「合約協議 A」) 之詳情概述如下:

- (i) 日期為二零一四年九月三十日之獨家管理顧問服務協議 (「獨家管理顧問服務協議」) 及其日期為二零一四年十一月二十日之補充協議及其日期為二零一四年十二月二十二日之第二份補充協議, 據此, 上海佑勝同意向新盛提供獨家管理顧問服務以管理於中國之典當及放貸業務, 而新盛同意向上海佑勝支付其所得稅前溢利 (經扣除所有必要的成本及開支) 作為服務費用;
- (ii) 日期為二零一四年九月三十日之股權質押合同 (「股權質押合同」) 及其日期為二零一四年十一月二十日之補充協議, 據此, 上海快鹿及上海置鋒同意向上海佑勝質押其於新盛之全部股權, 作為獨家管理顧問服務協議項下付款責任之擔保。根據股權質押合同 (經修訂及補充), 除非取得上海佑勝的事先書面同意, 否則上海快鹿及上海置鋒不得轉讓其於新盛之任何股權或設立或准許設立任何質押, 而影響上海佑勝之權利及利益;

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation (Continued)

(iii) 獨家購買期權協議 (the “Exclusive Call Option Agreement”) dated 30 September 2014, its supplemental agreement on 20 November 2014 and its second supplemental agreement on 22 December 2014 pursuant to which Shanghai Kuailu and Shanghai Zhifeng agreed to irrevocably undertake that insofar as permitted under applicable PRC laws and regulations, they shall transfer their respective equity interests in Xinsheng back to Shanghai Yousheng with nil consideration. In the event that consideration is required to be provided for such transfer under relevant PRC laws and regulations, such consideration shall be the minimum as permitted under applicable PRC laws and regulations, and that insofar as permitted under applicable PRC laws and regulations, the full amount of consideration received by or paid to the registered shareholders of Xinsheng, shall be returned to Shanghai Yousheng; and

(iv) 授權委託協議 (the “Authorisation Agreement”) dated 30 September 2014 and its supplemental agreement on 20 November 2014, pursuant to which Shanghai Kuailu and Shanghai Zhifeng have unconditionally and irrevocably authorised and entrusted Shanghai Yousheng or any party assigned by Shanghai Yousheng to exercise, at the discretion of Shanghai Yousheng, all the shareholder’s rights of Xinsheng including (without limitation) rights to approve shareholders’ resolutions, file documents with the relevant companies registry, vote in shareholders’ meetings, transfer or in whatever way deal with the equity interest of Xinsheng, and all shareholders’ rights provided for under the PRC laws and the articles of Xinsheng.

The Authorisation Agreement also provided Shanghai Yousheng with the right to authorise, at any time, any of its directors and their respective successors (including the liquidation committee of Shanghai Yousheng upon liquidation of Shanghai Yousheng), and the directors (and successors) of Xinsheng as nominated by Shanghai Yousheng (including members of the liquidation committee of Xinsheng nominated by Shanghai Yousheng upon liquidation of Xinsheng), to exercise all rights granted to Shanghai Yousheng under the Authorisation Agreement (as amended and supplemented), and such persons may only take instructions from Shanghai Yousheng without seeking any prior agreement with Xinsheng.

### 3. 重大會計政策 (續)

#### 綜合賬目的基準 (續)

(iii) 日期為二零一四年九月三十日之獨家購買期權協議 (「獨家購買期權協議」)、其日期為二零一四年十一月二十日之補充協議及其日期為二零一四年十二月二十二日之第二份補充協議，據此，上海快鹿及上海置鋒同意不可撤回地承諾，於中國適用法律法規准許之情況下，以零代價向上海佑勝轉回其各自於新盛之股權。倘根據相關中國法律法規須就有關轉讓支付代價，則該代價須為適用中國法律法規所准許之最低金額，且於適用中國法律法規准許之情況下，由新盛之註冊股東收取或向彼等支付之全額代價須退回予上海佑勝；及

(iv) 日期為二零一四年九月三十日之授權委託協議 (「授權委託協議」) 及其日期為二零一四年十一月二十日之補充協議，據此，上海快鹿及上海置鋒無條件及不可撤回地授權及委託上海佑勝或上海佑勝委派之任何人士按上海佑勝之指示行使新盛所有股東權利，包括但不限於批准股東決議案、將文件送交有關公司註冊處存檔、於股東大會上投票、轉讓或以任何方式處置新盛之股權之權利以及中國法律及新盛公司細則所規定之所有股東權利。

授權委託協議亦規定，上海佑勝有權隨時授權其任何董事及董事各自之繼任者 (包括上海佑勝清盤時之上海佑勝清盤委員會) 及由上海佑勝提名之新盛董事及繼任者 (包括於新盛清盤時由上海佑勝提名之新盛清盤委員會成員) 行使上海佑勝根據授權委託協議 (經修訂及補充) 獲授之所有權利，且該等人士僅可接受上海佑勝作出之指示，而毋須事先徵求新盛的同意。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation (Continued)

The details of the contractual agreements in relation to Zhongyuan (the “Contractual Agreement B”) are summarised below:

- (i) The Exclusive Consulting Service Agreement dated 8 September 2015, pursuant to which Shanghai Junning agreed to provide the Zhongyuan with exclusive management consultancy services for managing the business of pawn broking and money lending in the PRC, and the Zhongyuan agreed to pay its profit before income tax (after deducting all necessary costs and expenses) as service fees to Shanghai Junning;
- (ii) The Equity Pledge Agreement dated 8 September 2015, pursuant to which Shanghai Fake and Shanghai Baifu agreed to pledge the entire equity of Zhongyuan to Shanghai Junning, as security for the payment obligation under the Exclusive Consulting Service Agreement. Under the Equity Pledge Agreement (as amended and supplemented), except with prior written consent of Shanghai Junning, Shanghai Fake and Shanghai Baifu are prohibited from transferring any of its equity interest in Zhongyuan, or creating or allowing any creation of any pledge which may affect the rights and benefits of Shanghai Junning;
- (iii) The Exclusive Call Option Agreement dated 8 September 2015, pursuant to which Shanghai Fake and Shanghai Baifu agreed to irrevocably undertake that insofar as permitted under applicable PRC laws and regulations, they shall transfer their respective equity interests in Zhongyuan back to Shanghai Junning with Nil consideration. In the event that consideration is required to be provided for such transfer under relevant PRC laws and regulations, such consideration shall be the minimum as permitted under applicable PRC laws and regulations, and that insofar as permitted under applicable PRC laws and regulations, the full amount of consideration received by or paid to the registered shareholders of Zhongyuan, shall be returned to Shanghai Junning; and

### 3. 重大會計政策 (續)

#### 綜合賬目的基準 (續)

有關中源的合約協議(「合約協議B」)之詳情概述如下:

- (i) 日期為二零一五年九月八日之獨家管理顧問服務協議, 據此, 上海竣凝同意向中源提供獨家管理顧問服務以管理於中國之典當經紀及放貸業務, 而中源同意向上海竣凝支付其所得稅前溢利(經扣除所有必要的成本及開支)作為服務費用;
- (ii) 日期為二零一五年九月八日之股權質押合同, 據此, 上海法克及上海柏富同意向上海竣凝質押其於中源之全部股權, 作為獨家管理顧問服務協議項下付款責任之擔保。根據股權質押合同(經修訂及補充), 除非取得上海竣凝的事先書面同意, 否則上海法克及上海柏富不得轉讓其於中源之任何股權或設立或准許設立任何質押, 而影響上海竣凝之權利及利益;
- (iii) 日期為二零一五年九月八日之獨家購買期權協議, 據此, 上海法克及上海柏富同意不可撤回地承諾, 於中國適用法律法規准許之情況下, 以零代價向上海竣凝轉回其各自於中源之股權。倘根據相關中國法律法規須就有關轉讓支付代價, 則該代價須為適用中國法律法規所准許之最低金額, 且於適用中國法律法規准許之情況下, 由中源之註冊股東收取或向彼等支付之全額代價須退回予上海竣凝; 及

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation (Continued)

(iv) The Authorization Agreement dated 8 September 2015, pursuant to which Shanghai Fake and Shanghai Baifu have unconditionally and irrevocably authorised and entrusted Shanghai Junning or any party assigned by Shanghai Junning to exercise, at the discretion of Shanghai Junning, all the shareholder's rights of Zhongyuan including (without limitation) rights to approve shareholders' resolutions, file documents with the relevant companies registry, vote in shareholders' meetings, transfer or in whatever way deal with the equity interest of Zhongyuan, and all shareholders' rights provided for under the PRC laws and the articles of Zhongyuan.

The Authorization Agreement also provided Shanghai Junning with the right to authorise, at any time, any of its directors and their respective successors (including the liquidation committee of Shanghai Junning upon liquidation of Shanghai Junning), and the directors (and successors) of Zhongyuan as nominated by Shanghai Junning (including members of the liquidation committee of Zhongyuan nominated by Shanghai Junning upon liquidation of Zhongyuan), to exercise all rights granted to Shanghai Junning under the Authorisation Agreement (as amended and supplemented), and such persons may only take instructions from Shanghai Junning without seeking any prior agreement with Zhongyuan.

Pursuant to the above Contractual Agreements and undertakings, notwithstanding the fact that the Group does not hold direct equity interest in Xinsheng and Zhongyuan, the Group controlled Xinsheng and Zhongyuan and was considered to be the primary beneficiary of the results, assets and liabilities of Xinsheng and Zhongyuan for the year ended 31 December 2015. Consequently, the Company treats Xinsheng and Zhongyuan as indirect subsidiaries under HKFRS. The Group had included the financial position and results of Xinsheng and Zhongyuan in the consolidated financial statements for the year ended 31 December 2015.

### 3. 重大會計政策 (續)

#### 綜合賬目的基準 (續)

(iv) 日期為二零一五年九月八日之授權委託協議，據此，上海法克及上海柏富無條件及不可撤回地授權及委託上海竣凝或上海竣凝委派之任何人士按上海竣凝之指示行使中源所有股東權利，包括但不限於批准股東決議案、將文件送交有關公司註冊處存檔、於股東大會上投票、轉讓或以任何方式處置中源之股權之權利以及中國法律及中源公司細則所規定之所有股東權利。

授權委託協議亦規定，上海竣凝有權隨時授權其任何董事及董事各自之繼任者（包括上海竣凝清盤時之上海竣凝清盤委員會）及由上海竣凝提名之中源董事及繼任者（包括於中源清盤時由上海竣凝提名之中源清盤委員會成員）行使上海竣凝根據授權委託協議（經修訂及補充）獲授之所有權利，且該等人士僅可接受上海竣凝作出之指示，而毋須事先徵求中源的同意。

根據上述合約協議及承諾，儘管本集團並不持有新盛及中源的直接股權，本集團於截至二零一五年十二月三十一日止年度對新盛及中源具有控制權且被視為新盛及中源的業績、資產及負債之主要受益人。因此，本公司根據香港財務報告準則視新盛及中源為間接附屬公司。本集團已於截至二零一五年十二月三十一日止年度在綜合財務報表中納入新盛及中源之財務狀況及業績。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation (Continued)

The Group applies the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition by acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets.

#### Loses control of subsidiaries

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

#### Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the person or group that allocates resources to and assesses the performance of the operating segments of an entity. The Group has determined the Company's Board of Directors as its chief operating decision maker.

### 3. 重大會計政策 (續)

#### 綜合賬目的基準 (續)

本集團採用收購會計法將業務合併入賬。就收購某一附屬公司所轉讓之代價為本集團所轉讓資產、所產生負債及所發行股權之公平值。轉讓代價計入由於或然代價安排所產生之任何資產或負債之公平值。收購相關成本於產生時支銷。於業務合併中所收購之可識別資產及所承擔之負債及或然負債初步以其於收購日期之公平值計量。基於各項收購，本集團按被收購方可識別資產淨值已確認金額之比例，以公平值或非控股權益確認被收購方之任何非控股權益。

#### 失去對附屬公司的控制權

倘本集團失去對一間附屬公司的控制權，則其(i)所收取代價公平值及任何保留權益公平值的總額與(ii)本公司擁有人應佔附屬公司之資產(包括商譽)及負債及任何非控股權益之過往賬面值之間的差額於損益內確認為收益或虧損。早前於其他全面收益確認的與該附屬公司相關的所有金額將會以猶如本集團已直接出售該附屬公司之相關資產或負債的方式入賬(即按適用香港財務報告準則所訂明/允許而重新分類至損益或轉撥至另一權益類別)。於失去控制權當日仍保留於前附屬公司的任何投資公平值，則根據香港會計準則第39號於其後入賬時視為初步確認的公平值，或(如適用)於聯營公司或合營企業的投資之初步確認成本。

#### 分部資料呈報

營運分部按照向主要營運決策者提供的內部報告貫徹一致的方式報告。主要營運決策者為分配資源予實體之營運分部並評估其表現之人士或一組人士。本集團決定本公司之董事會為其主要營運決策者。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Business combinations

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

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

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

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

### 3. 重大會計政策 (續)

#### 業務合併

收購業務採用收購法入賬。業務合併所轉讓之代價按公平值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原擁有人產生之負債及本集團為交換被收購方之控制權發行之股權於收購日之公平值總額。收購相關成本通常於產生時於損益中確認。

於收購日期，所收購可識別資產及所承擔負債按其公平值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份支付安排或本集團訂立以股份支付安排取代被收購方以股份支付安排有關的負債或股本工具，於收購日期根據香港財務報告準則第2號「以股份支付款項」計量（見下文會計政策）；及
- 根據香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」分類為持作出售的資產（或出售組別）根據該項準則計量。

商譽乃以所轉讓的代價、任何非控股權益於被收購方中所佔金額及收購方以往持有的被收購方股權公平值（如有）的總和超出於收購日期所收購可識別資產及所承擔負債的淨額的部分計量。倘經過重新評估後，所收購可識別資產及所承擔負債的淨額超出所轉讓代價、任何非控股權益於被收購方中所佔金額及收購方以往持有的被收購方股權公平值（如有）的總和，則超出部分即時於損益賬內確認為議價收購收益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates in accordance with HKAS 39, with the corresponding gain or loss being recognised in profit or loss.

### 3. 重大會計政策 (續)

#### 業務合併 (續)

屬現時擁有權益且於清盤時使持有人有權按比例分佔相關附屬公司資產淨值的非控股權益，可初步按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類別的非控股權益乃按公平值計量。

當本集團於業務合併時轉讓之代價包含因或然代價安排而產生之資產或負債時，或然代價將按收購日期之公平值計量，並計入業務合併時所轉讓代價之一部分。符合作為計量期間調整之或然代價之公平值變動，須以追溯方式進行調整，而商譽亦會作出相應調整。計量期間調整是指於「計量期間」（不得超出收購日期起計一年）取得於收購日期已存在之事實及情況相關之額外資料而產生之調整。

或然代價之其後會計處理如不合資格作計量期間調整乃取決於或然代價如何分類。分類為權益之或然代價不會於其後報告日期重新計量，而其後結算於權益內入賬。分類為資產或負債之或然代價於其後呈報日期根據香港會計準則第39號重新計量至公平值，而相應之收益或虧損於損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Business combinations (Continued)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

#### Investments in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligation or made payments on behalf of the associate.

### 3. 重大會計政策 (續)

#### 業務合併 (續)

倘業務合併分階段完成，則本集團過往所持有被收購人之股權會重新計量至收購當日（即本集團取得控制權當日）之公平值，所產生之收益或虧損（如有）於損益內確認。倘出售於被收購方的權益，於收購日期前在被收購方的權益所產生的金額（先前已於其他全面收益中確認）會重新分類至損益（如此處理方法適用）。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團呈報未完成會計處理項目之臨時數額。該等臨時數額會於計量期間（見上文）內調整，或確認額外資產或負債，以反映所取得有關於收購當日已存在之相關事實與情況而若在該日已獲悉則可能影響所確認金額之新資料。

#### 於聯營公司的投資

聯營公司為本集團對其有重大影響力之實體。重大影響力指有權參與被投資公司之財務及營運政策決定，但非對該等政策擁有控制權。

聯營公司之業績與資產及負債乃按權益會計法列入此等綜合財務報表。根據權益法，於聯營公司的投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收益而作出調整。當本集團應佔一間聯營公司虧損超出本集團佔該聯營公司之權益時（包括任何實際上構成本集團於聯營公司投資淨值其中部分之長遠權益），本集團會終止確認其應佔之進一步虧損。當本集團產生法定或推定責任或代表該聯營公司付款時，方會確認額外虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Investments in associates (Continued)

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

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

### 3. 重大會計政策 (續)

#### 於聯營公司的投資 (續)

於聯營公司的投資由被投資公司成為一間聯營公司之日起，以權益法入賬。在收購於聯營公司的投資時，投資成本超出本集團分佔被投資公司可識別資產及負債公平值淨值之部分會確認為商譽，並計入該投資之賬面值中。經重新評估後，本集團分佔可識別資產及負債之公平值淨值超出投資成本之部分，即時於收購投資之期間之損益中確認。

香港會計準則第39號之規定被應用以釐定是否需要就本集團於聯營公司的投資確認任何減值虧損。於需要時，該項投資之全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」以單一資產之方式進行減值測試，方法是比較其可收回金額（即用價值與公平值減出售成本之較高者）與其賬面值。任何已確認之減值虧損構成該項投資之賬面值之一部分。有關減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況下根據香港會計準則第36號確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Investments in associates (Continued)

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

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

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

### 3. 重大會計政策 (續)

#### 於聯營公司的投資 (續)

本集團於不再投資為聯營公司當日或投資 (或其中一部分) 分類為持作出售當日終止使用權益法。倘本集團保留於前聯營公司之權益，且所保留權益為金融資產時，則本集團於當日按公平值計量保留權益，而有關公平值則被視為根據香港會計準則第39號初步確認時之公平值。聯營公司於終止使用權益法當日之賬面值與任何保留權益之公平值及出售聯營公司部分權益之任何所得款項之間的差額，會於釐定出售聯營公司之收益或虧損時計算在內。此外，本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬，所按基準與該聯營公司直接出售相關資產或負債之基準相同。因此，倘該聯營公司先前已於其他全面收益確認之收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團於不再使用權益法時將收益或虧損由權益重新分類至損益 (作為重新分類調整)。

當本集團減持於聯營公司之所有權益但繼續使用權益法時，倘以往於其他全面收益中就削減所有權權益確認之收益或虧損部分將於出售相關資產或負債時重新分類至損益，則本集團會將該收益或虧損部分重新分類至損益。

倘一集團實體與其聯營公司交易，與該聯營公司交易所產生之溢利及虧損僅會在有關聯營公司之權益與本集團無關之情況下，才會在本集團之綜合財務報表確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Investments in associates (Continued)

The 45% indirectly owned associate, Dingtai Runhe Investment Consulting (Shanghai) Co., Ltd (“Dingtai Runhe”), has entered into a series of contractual agreements (details as below) with Shanghai Intraday Financial Information Service Limited (“Shanghai Intraday”), Shanghai Intraday’s direct equity holders namely Mr. Shao Yonghua (“Mr. Shao”) and Mr. Zhu Wenjing (“Mr. Zhu”), which enables the Dingtai Runhe to:

- exercise effective control over Shanghai Intraday;
- exercise equity holders’ voting rights of Mr. Shao and Mr. Zhu during the general meetings of Shanghai Intraday;
- receive a majority of the economic benefits of Shanghai Intraday through service fees in consideration for the management and consulting services provided by Dingtai Runhe;
- receive the residual economic benefits of Shanghai Intraday by exercising an exclusive option to purchase the entire equity interest in Shanghai Intraday when and to the extent permitted under PRC laws; and
- obtain a pledge over the entire equity interest of Shanghai Intraday from their respective equity holders.

The details of the contractual agreements in relation to Shanghai Intraday (“Contractual Agreements C”) are summarised below:

- (i) The Exclusive Consulting Service Agreement dated 14 April 2015, pursuant to which Dingtai Runhe agreed to provide the Shanghai Intraday with exclusive management consultancy services for managing the internet finance platform and money lending in the PRC, and the Shanghai Intraday agreed to pay its profit before income tax (after deducting all necessary costs and expenses) as service fees to Dingtai Runhe;

### 3. 重大會計政策 (續)

#### 於聯營公司的投資 (續)

45% 間接擁有聯營公司鼎泰潤和投資諮詢(上海)有限公司(「鼎泰潤和」)與上海當天金融信息服務有限公司(「上海當天」)、上海當天的直接股權持有人邵永華先生(「邵先生」)及朱文靖先生(「朱先生」)訂立一系列合約協議(詳情見下文), 令鼎泰潤和可:

- 對上海當天實施有效控制;
- 於上海當天的股東大會上行使邵先生及朱先生之股權持有人的投票權;
- 透過收取就鼎泰潤和提供管理及諮詢服務支付之服務費用, 取得上海當天之大部分經濟利益;
- 經中國法律准許並以中國法律所准許者為限, 透過行使購買上海當天全部股權之獨家期權, 取得上海當天之餘下經濟利益; 及
- 取得有關股權持有人對上海當天全部股權之質押。

有關上海當天的合約協議(「合約協議C」)之詳情概述如下:

- (i) 日期為二零一五年四月十四日之獨家管理顧問服務協議, 據此, 鼎泰潤和同意向上海當天提供獨家管理顧問服務以管理於中國之互聯網金融平台及放貸業務, 而上海當天同意向鼎泰潤和支付其所得稅前溢利(經扣除所有必要的成本及開支)作為服務費用;

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Investments in associates (Continued)

- (ii) The Equity Pledge Agreement dated 14 April 2015, pursuant to which Mr. Shao and Mr. Zhu agreed to pledge the entire equity of Shanghai Intraday to Dingtai Runhe, as security for the payment obligation under the Exclusive Consulting Service Agreement. Under the Equity Pledge Agreement (as amended and supplemented), except with prior written consent of Dingtai Runhe, Mr. Shao and Mr. Zhu are prohibited from transferring any of its equity interest in Shanghai Intraday, or creating or allowing any creation of any pledge which may affect the rights and benefits of Dingtai Runhe;
- (iii) The Exclusive Call Option Agreement dated 14 April 2015, pursuant to which Mr. Shao and Mr. Zhu agreed to irrevocably undertake that insofar as permitted under applicable PRC laws and regulations, they shall transfer their respective equity interests in Shanghai Intraday back to Dingtai Runhe with nil consideration. In the event that consideration is required to be provided for such transfer under relevant PRC laws and regulations, such consideration shall be the minimum as permitted under applicable PRC laws and regulations, and that insofar as permitted under applicable PRC laws and regulations, the full amount of consideration received by or paid to the registered shareholders of Shanghai Intraday, shall be returned to Dingtai Runhe; and
- (iv) The Authorization Agreement dated 14 April 2015, pursuant to which Mr. Shao and Mr. Zhu have unconditionally and irrevocably authorised and entrusted Dingtai Runhe or any party assigned by Dingtai Runhe to exercise, at the discretion of Dingtai Runhe, all the shareholder's rights of Shanghai Intraday including (without limitation) rights to approve shareholders' resolutions, file documents with the relevant companies registry, vote in shareholders' meetings, transfer or in whatever way deal with the equity interest of Shanghai Intraday, and all shareholders' rights provided for under the PRC laws and the articles of Shanghai Intraday.

### 3. 重大會計政策 (續)

#### 於聯營公司的投資 (續)

- (ii) 日期為二零一五年四月十四日之股權質押合同，據此，邵先生及朱先生同意向鼎泰潤和質押其於上海當天之全部股權，作為獨家管理顧問服務協議項下付款責任之擔保。根據股權質押合同（經修訂及補充），除非取得鼎泰潤和的事先書面同意，否則邵先生及朱先生不得轉讓其於上海當天之任何股權或設立或准許設立任何質押，而影響鼎泰潤和之權利及利益；
- (iii) 日期為二零一五年四月十四日之獨家購買期權協議，據此，邵先生及朱先生同意不可撤回地承諾，於中國適用法律法規准許之情況下，以零代價向鼎泰潤和轉回其各自於上海當天之股權。倘根據相關中國法律法規須就有關轉讓支付代價，則該代價須為適用中國法律法規所准許之最低金額，且於適用中國法律法規准許之情況下，由上海當天之註冊股東收取或向彼等支付之全額代價須退回予鼎泰潤和；及
- (iv) 日期為二零一五年四月十四日之授權委託協議，據此，邵先生及朱先生無條件及不可撤回地授權及委託鼎泰潤和或鼎泰潤和委派之任何人士按鼎泰潤和之指示行使上海當天所有股東權利，包括但不限於批准股東決議案、將文件送交有關公司註冊處存檔、於股東大會上投票、轉讓或以任何方式處置上海當天之股權之權利以及中國法律及上海當天公司細則所規定之所有股東權利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Investments in associates (Continued)

The Authorization Agreement also provided Dingtai Runhe with the right to authorise, at any time, any of its directors and their respective successors (including the liquidation committee of Dintai Runhe upon liquidation of Dingtai Runhe), and the directors (and successors) of Shanghai Intraday as nominated by Dingtai Runhe (including members of the liquidation committee of Shanghai Intraday nominated by Dingtai Runhe upon liquidation of Shanghai Intraday), to exercise all rights granted to Dingtai Runhe under the Authorization Agreement (as amended and supplemented), and such persons may only take instructions from Dingtai Runhe without seeking any prior agreement with Shanghai Intraday.

Pursuant to the above Contractual Agreements C and undertakings, notwithstanding the fact that the Dingtai Runhe does not hold direct equity interest in Shanghai Intraday, the Dingtai Runhe controls Shanghai Intraday and is considered to be the primary beneficiary of the results, assets and liabilities of Shanghai Intraday. Consequently, the Company treats Shanghai Intraday as an indirect associate under HKFRS. The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting.

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

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

### 3. 重大會計政策 (續)

#### 於聯營公司的投資 (續)

授權委託協議亦規定，鼎泰潤和有權隨時授權其任何董事及董事各自之繼任者（包括鼎泰潤和清盤時之鼎泰潤和清盤委員會）及由鼎泰潤和提名之上海當天董事及繼任者（包括於上海當天清盤時由鼎泰潤和提名之上海當天清盤委員會成員）行使鼎泰潤和根據授權委託協議（經修訂及補充）獲授之所有權利，且該等人士僅可接受鼎泰潤和作出之指示，而毋須事先徵求上海當天的同意。

根據上述合約協議C及承諾，儘管鼎泰潤和並不持有上海當天的直接股權，鼎泰潤和對上海當天具有控制權且被視為上海當天的業績、資產及負債之主要受益人。因此，本公司根據香港財務報告準則視上海當天為間接聯營公司。聯營公司之業績與資產及負債採用權益會計法納入此等綜合財務報表。

#### 商譽

收購一項業務產生之商譽乃按於業務收購日期所確立之成本（見上文會計政策）減累計減值虧損（如有）列賬。

就減值測試而言，商譽乃分配至預期從合併之協同效應中獲利之本集團各現金產生單位（或現金產生單位組別）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Goodwill (Continued)

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

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

The Group's policy for goodwill arising on the acquisition of an associate is described in "Investments in associates" above.

#### Impairment on tangible and intangible assets other than goodwill

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

### 3. 重大會計政策 (續)

#### 商譽 (續)

已獲分配商譽之現金產生單位 (或現金產生單位組別) 每年或當有跡象顯示單位可能出現減值時更頻繁測試減值。就於某一報告期間因收購而產生的商譽而言, 獲分配商譽的現金產生單位 (或現金產生單位組合) 於該報告期末前進行減值測試。如可收回金額少於其賬面值, 減值虧損首先獲分配以減少該單位獲分配之任何商譽之賬面值, 其後以單位 (或現金產生單位組別) 各資產之賬面值為基準按比例分配至該單位之其他資產。商譽之任何減值虧損直接於損益中確認。就商譽確認之減值虧損於其後期間不予撥回。

若出售有關現金產生單位, 商譽之應佔金額乃計入釐定出售收益或虧損內。

本集團有關收購聯營公司產生的商譽之政策於上文「於聯營公司的投資」闡述。

#### 有形及無形資產 (商譽除外) 減值

本集團於報告期末審閱其具限定使用年期的有形及無形資產的賬面值, 以釐定有否跡象顯示該等資產蒙受減值虧損。如有任何該等跡象, 則會估計資產的可收回金額, 以決定減值虧損 (如有) 的程度。倘未能估計個別資產的可收回金額, 則本集團估計該資產所屬的現金產生單位的可收回金額。在可確定合理、一致的分配基準情況下, 公司資產亦分配至個別現金產生單位, 否則將分配至可確定合理、一致的分配基準的最小現金產生單位。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Impairment on tangible and intangible assets other than goodwill (Continued)

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

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

#### Revenue recognition

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

#### *Warehouse storage income*

Warehouse storage income is recognised when the storage services are rendered.

### 3. 重大會計政策 (續)

#### 有形及無形資產 (商譽除外) 減值 (續)

並無限定使用年期之無形資產以及尚未可使用之無形資產會至少每年進行減值測試，並會於有跡象顯示該等資產可能減值時進行減值測試。

可收回金額乃公平值扣除銷售成本與使用價值的較高者。在評估使用價值時，估計未來現金流量將使用稅前折現率折算至其現值，有關折現率須反映目前資金時間值的市場估量及資產（並未調整對未來現金流量的估計）的特定風險。

倘若估計資產（或現金產生單位）的可收回金額低於其賬面值，則資產（或現金產生單位）的賬面值將調低至其可收回金額。減值虧損乃即時於損益內確認。

倘若減值虧損其後撥回，則資產（或現金產生單位）的賬面值會上調至其經修訂估計可收回金額，但經上調的賬面值不得超出倘若資產（或現金產生單位）於以往年度並無確認減值虧損時原已釐定的賬面值。減值虧損撥回即時於損益確認。

#### 收益確認

收益按已收或應收代價的公平值計量，並扣除估計客戶退貨、回扣及其他類似撥備。

#### *倉庫存放收入*

倉庫存放收入於提供存放服務時確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Revenue recognition (Continued)

##### *Sales of goods*

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

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

##### *Interest income*

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

##### *Consultancy service income*

Consultancy service income is recognised when the services is provided.

##### *Loan financing*

Interest income is recognised on a time-proportion basis using the effective interest income.

### 3. 重大會計政策 (續)

#### 收益確認 (續)

##### *銷售貨品*

銷售貨品的收益於貨品送抵且物權轉移時確認，即於達成所有下列條件時確認：

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

##### *利息收入*

金融資產的利息收入於經濟利益很可能流入本集團及能可靠地計量收入金額時確認。利息收入乃以時間為基準按未償還本金及適用實際利率累計，而實際利率為將金融資產在預計年期的估計未來現金收入準確折現至該資產於初步確認時的賬面淨值之比率。

##### *諮詢服務收入*

諮詢服務收入於提供服務時確認。

##### *貸款融資*

利息收入採用實際利息法按時間比例確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Revenue recognition (Continued)

##### *Gain on disposal of repossessed assets*

Disposal gain is recognised when the buyer of the repossessed assets has accepted the goods and the related risks and rewards of ownership.

##### *Securities brokerage income*

Commission and brokerage income from securities and futures dealings, on a trade-date basis.

##### *Insurance brokerage income*

Insurance brokerage income and agency fee received or receivable is recognised as revenue when the underlying transaction has been completed.

##### *Handling and settlement fee income*

Handling charge and late charge revenues are recognised when services are provided.

##### *Dividend income*

Dividend income is recognised when the shareholders' right to receive payment has been established.

#### Repossessed assets

Repossessed assets are initially recognised at the amortised cost of the related outstanding loans on the date of repossession, which is generally below the net realizable value of the repossessed assets. Upon repossession of the assets, the related loans and advances together with the related impairment allowances, if any, are derecognised from the statements of financial position. Subsequently, repossessed assets are carried at the lower of the amount initially recognised or net realizable value and are therefore written down if and when the net realisable value falls to below the carrying amount of the asset. The difference between the net proceeds and the carrying amount of the repossessed assets is recognised as a gain/(loss) upon the disposal of the assets.

### 3. 重大會計政策 (續)

#### 收益確認 (續)

##### *出售經收回資產收益*

出售收益於經收回資產之買方已接收貨品及擁有權之相關風險及回報時確認。

##### *證券經紀收入*

證券及期貨買賣的佣金和經紀收入按交易日基準確認。

##### *保險經紀收入*

已收或應收保險經紀收入及代理費於完成相關交易時確認。

##### *手續及結算費收入*

手續費及逾期費用收益於提供服務時確認。

##### *股息收入*

股息收入於確定股東有權收取款項時確認。

#### 經收回資產

經收回資產初步按相關尚未償還貸款於收回當日之攤銷成本確認，通常低於經收回資產之可變現價值淨額。於收回資產後，有關貸款及墊款連同相關減值撥備（倘有）自財務狀況表終止確認。其後，經收回資產按初步確認款項或可變現價值淨額較低者入賬，並因此於倘及當可變現價值淨額低於資產賬面值時撇銷。出售資產後，所得款項淨額與經收回資產賬面值之差額確認為收益／（虧損）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Property, plant and equipment

Property, plant and equipment including buildings, leasehold improvement, motor vehicles, furniture, fixtures and equipment and warehouse held for provision of storage services, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for “Non-current assets and disposal groups held for sale”.

### 3. 重大會計政策 (續)

#### 物業、廠房及設備

物業、廠房及設備 (包括樓宇、租賃物業裝修、汽車、傢具、裝置及設備以及為提供存放服務而持有的倉庫) 乃按成本減其後累計折舊及其後累計減值虧損 (如有) 於綜合財務狀況表內列賬。

物業、廠房及設備項目的折舊按直線法於其估計可使用年期內確認以撇銷成本減餘值。估計可使用年期、剩餘價值及折舊方法乃於每個報告期末檢討，任何估計變動的影響按其後確認基準入賬。

物業、廠房及設備項目於出售時或當預期繼續使用該資產不會產生任何日後經濟利益時終止確認。物業、廠房及設備項目出售或報廢產生的任何損益，按出售所得款項與該資產賬面值間的差額釐定並於損益確認。

當物業、廠房及設備項目被分類為持作出售或當作為出售組別的一部分而被分類為持作出售時，如「持作出售的非流動資產及出售組別」所進一步解釋，不再對其計提折舊並按香港財務報告準則第5號處理。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Non-current assets and disposal groups held for sale

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

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

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs of disposal. Property, plant and equipment classified as held for sale are not depreciated or amortised.

#### Leasing

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

##### *The Group as lessor*

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

### 3. 重大會計政策 (續)

#### 持作出售的非流動資產及出售組別

倘非流動資產及出售組別的賬面價值將主要透過銷售交易而非持續使用收回，則歸類為持作出售。在此情況下，資產或出售組別必須可按現狀即時出售，且僅須符合出售該等資產或出售組別的慣常條款及相當可能會被出售。管理層必須致力促成出售，且預期自分類日期起計一年內符合資格確認為已完成出售。

當本集團承諾進行涉及失去附屬公司控制權之出售計劃時，不論本集團是否將於出售後保留其前附屬公司之非控股權益，該附屬公司之所有資產及負債於符合上述條件時列為持作出售。

列為持作出售的非流動資產及出售組別（投資物業及金融資產除外）按賬面值與公平值減去出售成本的較低者計量。列為持作出售的物業、廠房及設備不予折舊或攤銷。

#### 租賃

凡租賃的條款將擁有權所附帶的絕大部分風險及報酬轉移至承租人者，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

##### *本集團作為出租人*

經營租賃的租金收入乃按相關租賃年期以直線法於損益中確認。於協商及安排經營租賃時引致的初步直接成本乃加至租賃資產的賬面值，並按租賃年期以直線法確認為開支。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Leasing (Continued)

##### *The Group as lessee*

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

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

##### *Leasehold land for own use*

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

### 3. 重大會計政策 (續)

#### 租賃 (續)

##### *本集團作為承租人*

經營租賃付款乃按租賃年期以直線法確認為開支，惟倘有其他系統性基準更能反映租賃資產的經濟效益被消耗的時間模式則除外。經營租賃下的或然租金在產生當期作為開支確認。

倘訂立經營租賃可以獲得租賃優惠，該等優惠作為負債確認。優惠的總利益以直線法沖減租金開支確認，惟倘有其他系統性基準更能反映租賃資產的經濟效益被消耗的時間模式則除外。

##### *持作自用的租賃土地*

當租賃包括土地及樓宇部分，本集團根據評估各部分的擁有權所附帶的絕大部分風險與回報是否已轉移至本集團，將其分類為融資或經營租賃，除非肯定兩個部分均屬經營租賃，於此情況下，整份租約歸類為經營租賃。具體而言，最低租賃款項（包括任何一筆過預付款項）按於租約開始時佔於租賃土地部分及樓宇部分中的租賃權益相對公平值的比例，於土地與樓宇部分間分配。

在租賃款項能可靠分配的情況下，列賬為經營租賃的租賃土地權益於綜合財務狀況表中呈列為「預付租賃款項」，並按直線基準於租期內攤銷。在租賃款項未能於土地與樓宇部分間可靠分配的情況下，整份租約一般分類為融資租賃，並作為物業、廠房及設備列賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Foreign currencies

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

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

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

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

### 3. 重大會計政策 (續)

#### 外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣（外幣）進行的交易均按交易日期的適用匯率記賬。於報告期末，以外幣計值的貨幣項目均按該日的適用匯率重新換算。以外幣計值按公平值列賬的非貨幣項目，按釐定公平值當日適用的匯率重新換算。以外幣計值按歷史成本計量的非貨幣項目不予重新換算。

貨幣項目的匯兌差額於產生期間於損益確認，惟以下各項除外：

- 有關作日後生產使用的在建資產的外幣借款匯兌差額，該等差額被視為外幣借款的利息成本的調整，計入該等資產的成本；
- 為了對沖若干外幣風險而訂立之交易之匯兌差額（見下文會計政策）；及
- 應收或應付海外業務而結算並無計劃亦不大可能發生（因此構成海外業務投資淨額之一部分）之貨幣項目之匯兌差額，該等匯兌差額初步於其他全面收益內確認，並於償還貨幣項目時自權益重新分類至損益。

就呈列綜合財務報表而言，本集團海外業務的資產及負債乃按於各報告期末的適用匯率換算為本集團的列賬貨幣（即港元），而收入及開支項目乃按該期間的平均匯率進行換算，除非匯率於該期間內出現大幅波動，於此情況下，則採用於交易當日的適用匯率。所產生的匯兌差額（如有）乃於其他全面收益確認及於權益內的匯兌儲備項下累計（倘適用，則歸屬於非控股權益）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Foreign currencies (Continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

#### Intangible assets (other than goodwill)

##### *Intangible assets acquired separately*

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

### 3. 重大會計政策 (續)

#### 外幣 (續)

於出售海外業務 (即出售本集團於海外業務的全部權益、或涉及失去對附屬公司 (包括海外業務) 的控制權之出售、或出售部分合營安排或聯營公司 (包括海外業務) 的權益 (當中的保留權益變為金融資產)) 時, 就本公司擁有人應佔該業務而於權益內累計的所有匯兌差額重新分類至損益。

此外, 倘部分出售附屬公司而並不會導致本集團失去對附屬公司的控制權, 按比例所佔的累計匯兌差額乃重新歸於非控股權益, 且並不於損益內確認。就所有其他部分出售 (即不會導致本集團失去重大影響力或共同控制權的聯營公司或合營安排的部分出售) 而言, 按比例所佔的累計匯兌差額乃重新歸類至損益內。

#### 無形資產 (商譽除外)

##### *單獨收購之無形資產*

單獨收購而具有有限可使用年期之無形資產, 按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期之無形資產於估計可使用年期內以直線法確認攤銷。於各報告期末檢討估計可使用年期及攤銷方法, 估計任何變動之影響按未來適用基準入賬。單獨收購而具無限可使用年期之無形資產, 按成本減任何其後累計減值虧損列賬 (見如下有關有形及無形資產減值虧損之會計政策)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Intangible assets (other than goodwill) (Continued)

##### *Intangible assets acquired in a business combination*

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

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses/revalued amounts, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Alternatively, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

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

#### Financial instruments

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

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

### 3. 重大會計政策 (續)

#### 無形資產 (商譽除外) (續)

##### *業務合併中收購的無形資產*

業務合併中收購的無形資產與商譽分開確認，以及初步按其於收購日期的公平值確認 (被視作其成本)。

於初步確認後，於業務合併中收購具有有限可使用年期之無形資產按與單獨收購的無形資產相同的基準呈報，以成本減累計攤銷及任何累計減值虧損/重估金額 (以重估當日之公平值減其後減累計攤銷及任何累計減值虧損) 呈報。此外，業務合併中收購具無限可使用年期之無形資產，按成本減任何其後累計減值虧損列賬 (見如下有關有形及無形資產減值虧損之會計政策)。

無形資產於出售時或當預期使用或出售無形資產不會產生將來經濟利益時終止確認。終止確認無形資產所產生的盈虧按出售所得款項淨額及該資產賬面值的差額計量，並於終止確認該資產期間於損益內確認。

#### 金融工具

倘集團實體成為工具合約條文的訂約方，則確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債 (透過損益按公平值列賬的金融資產及金融負債除外) 而直接產生的交易成本，於初步確認時計入金融資產或金融負債 (如適用) 的公平值或自金融資產或金融負債 (如適用) 的公平值扣除。收購透過損益按公平值列賬的金融資產或金融負債直接應佔的交易成本，即時在損益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### *Financial assets*

Financial assets are mainly classified into available-for-sale ("AFS") financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### *Effective interest method*

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

Interest income is recognised on an effective interest basis for debt instruments.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### *金融資產*

金融資產主要分類為「可供出售金融資產以及貸款及應收款項」。分類視乎金融資產的性質及目的而定，並於初步確認時釐定。所有日常買賣金融資產按交易日基準確認及終止確認。日常買賣指須於市場規則或慣例訂立的時間內交收資產的金融資產買賣。

##### *實際利息法*

實際利息法乃計算債務工具的攤銷成本以及於相關期間分配利息收入的方法。實際利率乃於預計年期或適用的較短期間內將估計未來現金收入（包括構成實際利率不可或缺部分的一切即場已付或已收費用、交易成本及其他溢價或折讓）準確折現至初步確認時的賬面淨值的利率。

債務工具的利息收入乃按實際利息基準確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Effective interest method (Continued)

##### (i) AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as not classified in any of the other categories of financial assets.

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to interest income calculated using the effective interest method, and changes in foreign exchange rates, if applicable are recognised in profit or loss. Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment loss on financial assets below).

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 實際利息法 (續)

##### (i) 可供出售金融資產

可供出售金融資產為指定屬於可供出售或並無歸類為任何其他類別的金融資產之非衍生工具。

本集團所持有之被分類為可供出售金融資產及於活躍市場上交易之權益及債務證券於各報告期末按公平值計量。與採用實際利率法計算之利息收入有關之可供出售貨幣金融資產之賬面值變動及匯率變動(倘適用)均於損益確認。可供出售股本工具之股息於本集團收取股息的權利確立時確認。可供出售金融資產賬面值之其他變動乃於其他全面收益確認,並累計於投資重估儲備項下。當有關投資被出售或被釐定減值時,先前累計於投資重估儲備之累計收益或虧損乃重新分類至損益(見如下有關金融資產減值虧損之會計政策)。

可供出售股本投資於活躍市場缺乏市場報價而且難以可靠計算公平值,及掛鈎之衍生工具並須通過交付無市場報價的股本投資作結算,於各報告期末按成本扣除任何已識別減值虧損計量(見如下有關金融資產減值虧損之會計政策)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Effective interest method (Continued)

##### (ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including pawn loan receivables, trade and other receivables, pledged bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment (see the accounting policy in respect of impairment loss on financial assets below).

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

##### Impairment of financial assets

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

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or counterparty; or
- a breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- deterioration in the value of collateral.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 實際利息法 (續)

##### (ii) 貸款及應收款項

貸款及應收款項指並未於交投活躍之市場內報價而附帶固定或可釐定付款之非衍生金融資產。貸款及應收賬款 (包括應收典當貸款、應收賬款及其他應收款項、已抵押銀行存款以及銀行結餘及現金) 使用實際利息法按攤銷成本減任何減值列賬 (見如下有關金融資產減值虧損之會計政策)。

利息收入乃使用實際利率確認，惟確認利息影響不大的短期應收款項除外。

##### 金融資產減值

於各個報告期末金融資產 (透過損益按公平值列賬的金融資產除外) 均進行減值跡象評估。當有客觀證據顯示初步確認金融資產後發生之一項或多項事件導致有關投資之估計未來現金流量受到影響，則金融資產被視為已減值。

就可供出售股本投資而言，有關抵押品之公平值大幅或長期跌至低於其成本，則被視為出現減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據包括：

- 發行人或交易對方出現嚴重財務困難；或
- 違反合約，如逾期或拖欠支付利息或本金；或
- 借款人將可能破產或進行其他財務重組；或
- 質押物價值下跌。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### *Impairment of financial assets (Continued)*

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the consolidated statements of comprehensive income.

The calculation of the present value of the estimated future cash flows of a collateralised financial asset reflects the cash flows that may result from foreclosure less costs for obtaining and selling the collateral, whether or not foreclosure is probable.

For the purposes of a collective evaluation of impairment, financial assets are grouped on the basis of similar credit risk characteristics (i.e. on the basis of the Group's grading process that considers collateral type, past due status and other relevant factors). Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產減值 (續)

本集團首先對單項金額重大的金融資產是否存在減值的客觀證據進行個別評估，其後對單項金額不重大的金融資產是否存在發生減值的客觀證據進行個別或集體評估。如果沒有客觀證據表明進行個別評估的金融資產存在減值情況，無論其是否重大，本集團都將其包括在具有類似信用風險特徵的金融資產組別中，進行集體減值評估。個別進行評估減值並且已確認或繼續確認減值損失的資產，不再納入集體減值評估的範圍。

就貸款及應收款項而言，其損失金額將按照該資產的賬面金額與以其原始實際利率折現的估計未來現金流（不包括尚未發生的未來信用損失）的現值之間的差額進行計量。發生的減值損失通過使用備抵賬戶減少該資產的賬面金額，減值損失的金額於綜合全面收益表確認。

帶有抵押物的金融資產無論抵押物是否可執行，按照執行抵押物產生的現金流量減去獲得和出售抵押物成本的金額計算估計未來現金流的現值。

就進行減值情況的集體評估而言，將根據信用風險特徵的相似性對金融資產進行分組（即按照本集團的分級程序，考慮抵押物類型、逾期狀況及其他相關因素而進行分級）。該等信用風險特徵通常可以反映債務人按照該等資產的合同條款償還所有到期金額的能力，與被評估資產的估計未來現金流是相關的。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### *Impairment of financial assets (Continued)*

Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of the contractual cash flows of the assets in the group and historical loss experience for assets with credit risk characteristics similar to those in the group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not currently exist.

Estimates of changes in future cash flows for groups of assets should reflect and be directionally consistent with changes in related observable data from period to period (for example, changes in property prices, payment status, or other factors indicative of changes in the probability of losses in the group and their magnitude). The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

When a loan is uncollectible, it is written off against the related allowances for loan impairment. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the previously recognised impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognised in the consolidated statements of profit or loss and other comprehensive income.

For certain categories of financial assets, such as trade and other receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產減值 (續)

本集團對一組金融資產的未來現金流進行減值集體評估測算時，以該組金融資產的合同現金流以及與該組金融資產具有類似信用風險特徵的資產的歷史損失經驗為基礎。為反映該組金融資產的當前狀況，以上歷史損失經驗將根據當前的可觀察數據進行調整，包括反映在歷史損失期間不存在的當前情況，以及剔除該等本期已不存在事項的影響。

對各資產組合的未來現金流變化的估計應反映相關的可觀察到的各期資料的變化並與該變化方向保持一致（如物業價格、付款情況或體現減值可能性及程度的其他變化因素）。為減少預期損失和實際發生的損失之間的差異，本集團定期審閱估計未來現金流的理論和假設。

當貸款無法收回時，在完成所有必要程序及確定損失金額後，本集團對該等貸款進行撇銷，沖減相應的貸款減值準備。

如果其後減值損失金額減少且該減少客觀上與發生在確認該減值後的某事件相關聯（例如借款人的信用評級提升），則以前所確認的減值準備通過調整備抵賬戶撥回。撥回的金額在綜合損益及其他全面收益表中確認。

就若干金融資產類別，例如應收賬款及其他應收款項、被評估為非個別減值的資產而言，亦將按整體基準進行減值評估。應收賬款組合的客觀減值證據可包括本集團的過往收款經驗，組合內延遲還款至超逾平均信貸期的次數增加，以及與應收賬款逾期有關的全國或地方經濟狀況明顯改變。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### *Impairment of financial assets (Continued)*

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

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

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

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

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產減值 (續)

就按攤銷成本列賬的金融資產而言，所確認的減值虧損數額為該資產的賬面值與按金融資產原先實際利率折現的估計未來現金流量的現值間之差額計量。

就按成本列賬的金融資產而言，所確認的減值虧損數額為該資產的賬面值與按類似金融資產現時市場回報率折現的估計未來現金流量的現值間之差額計量。有關減值虧損不會於其後期間撥回（見下述會計政策）。

就所有金融資產而言，減值虧損會直接於金融資產的賬面值中作出扣減，惟應收賬款除外，其賬面值會透過撥備賬作出扣減。當應收賬款被視為不可收回時，其將於撥備賬內撇銷。其後收回先前撇銷的金額計入撥備賬。撥備賬內的賬面值變動會於損益中確認。

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments

##### Classification as debt or equity

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

##### Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

##### Convertible notes

The component parts of compound instruments (convertible notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融負債及股本工具

##### 分類為債務或股本

集團實體發行的債務及股本工具乃根據合約安排的實際內容與金融負債及股本工具的定義分類為金融負債或股本。

##### 股本工具

股本工具乃證明於實體資產扣除其所有負債之剩餘權益之任何合約。一間集團實體發行之股本工具乃按已收取所得款項扣除直接發行成本確認。

購回本公司本身之股本工具直接於股本內確認及扣減。購買、出售、發行或註銷本公司本身之股本工具時不會於損益內確認損益。

##### 可換股票據

本公司發行之複合工具(可換股票據)之組成部分乃根據合約安排之實際內容與金融負債及股本工具之定義分別分類為金融負債及權益。以定額現金或另一金融資產交換本公司本身定額數目之股本工具之方式結算之轉換權為股本工具。

於發行日期,負債部分之公平值乃採用當時類似非可換股工具之市場利率作出估算。有關金額乃採用實際利息法按攤銷成本基準入賬列作一項負債,直至於轉換時或工具到期日註銷為止。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Convertible notes (Continued)

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to convertible notes equity reserve. When the conversion option remains unexercised at the maturity date of the convertible notes, the balance recognised in equity will be transferred to convertible notes equity reserve. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

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

##### Other financial liabilities

Other financial liabilities including other payables and accruals and borrowings are subsequently measured at amortised cost using the effective interest method.

##### Effective interest method

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

Interest expense is recognised on an effective interest basis.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 可換股票據 (續)

分類為權益之換股權乃透過自整體複合工具之公平值中扣減負債部分金額而釐定。其將於扣除所得稅影響後在權益內確認及入賬，且其後不可重新計量。此外，分類為權益之換股權將一直保留於權益內，直至該換股權獲行使，而在此情況下，於權益內確認之結餘將轉撥至可換股票據權益儲備。倘換股權於可換股票據到期日仍未獲行使，於權益內確認之結餘將轉撥至可換股票據權益儲備。換股權獲轉換或到期時將不會於損益表內確認任何收益或虧損。

與發行可換股票據相關之交易成本乃按所得款項總額之分配比例分配至負債及股本部分。與股本部分相關之交易成本乃直接於權益確認。與負債部分相關之交易成本乃計入負債部分之賬面值，並按可換股票據之期限採用實際利率法攤銷。

##### 其他金融負債

其他金融負債（包括其他應付款項及應計費用以及借貸）其後使用實際利息法按攤銷成本計量。

##### 實際利息法

實際利息法乃計算金融負債的攤銷成本以及於相關期間分配利息開支的方法。實際利率乃於金融負債的預計年期或適用的較短期間內將估計未來現金付款（包括構成實際利率不可或缺部分的已付或已收費用及貼息、交易成本及其他溢價或折讓）準確折現至初步確認時的賬面淨值的利率。

利息開支按實際利息基準確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### *Derecognition*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

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

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### *終止確認*

只有當收取資產現金流量的合約權利屆滿，或金融資產已轉讓且本集團已轉移資產擁有權的絕大部分風險及回報予另一實體時，本集團才會終止確認金融資產。倘本集團並無轉移亦無保留擁有權的絕大部分風險及回報並繼續控制已轉讓資產，本集團繼續按持續參與的程度將資產確認入賬並確認相關負債。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，本集團繼續確認金融資產，並就已收取的所得款項確認一項已抵押借貸。

於終止確認整項金融資產時，該資產賬面值與已收及應收代價及於其他全面收益確認並於權益累計的累計盈虧總和之差額於損益內確認。

除全面終止確認外，於終止確認金融資產時，本集團將金融資產的過往賬面值在其仍繼續確認的部分及不再確認的部分之間，按照兩者於轉讓日期的相對公平值作出分配。不再確認部分獲分配的賬面值與就該不再確認部分已收取代價及其已於其他全面收益確認獲分配的任何累計收益或虧損的總和間的差額，乃於損益內確認。已於其他全面收益確認的累計收益或虧損乃按繼續確認部分及不再確認部分的相對公平值在兩者間作出分配。

本集團只有在責任獲免除、取消或屆滿時，方會終止確認金融負債。被終止確認的金融負債的賬面值與已付及應付代價之差額於損益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Trust accounts

Trust accounts maintained by the Group to hold clients' monies are treated as off-statement of financial position items and offset against accounts payable.

#### Taxation

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

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

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

### 3. 重大會計政策 (續)

#### 信託賬戶

由本集團就存放客戶款項而開設之信託賬戶被視為財務狀況表外項目，用以抵銷應付賬款。

#### 稅項

所得稅開支為現行應繳稅項及遞延稅項的總額。

現行應繳稅項根據年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表內呈報的除稅前溢利兩者之差異乃由於前者並無計入其他年度的應課稅或可扣減收支項目，亦無計入毋須課稅或不可扣減的項目所致。本集團的當期稅項乃按報告期末已頒佈或實質上頒佈的稅率計算。

遞延稅項乃就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間的暫時差異而確認。遞延稅項負債一般按所有應課稅的暫時差異予以確認。遞延稅項資產一般按可能會出現可用以抵銷可扣減的暫時差異之應課稅溢利而予以確認。倘若暫時差異乃由於商譽或初步確認（業務合併的情況下除外）不影響應課稅溢利或會計溢利的交易中的其他資產及負債而引致，則有關遞延資產及負債不予確認。此外，倘暫時差異乃由於初步確認商譽而引致，則並不確認遞延稅項負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Taxation (Continued)

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

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

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### 3. 重大會計政策 (續)

#### 稅項 (續)

與附屬公司和聯營公司的投資及合資企業的權益相關的應課稅暫時差異確認為遞延稅項負債，惟若本集團能控制暫時差異的撥回且暫時差異於可預見將來很可能不會撥回的情況則除外。與該等投資及權益相關的可扣減暫時差異所產生的遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差異的益處且預計於可見將來可以撥回時確認。

遞延稅項資產的賬面值乃於報告期末進行檢討，並在不再可能有足夠應課稅溢利恢復全部或部分資產價值時作調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用的稅率（以於報告期末已頒佈或實質上頒佈的稅率（及稅法）為基準）計算。

遞延稅項負債及資產的計量反映本集團於報告期末，預期將要收回或償還其資產及負債的賬面值的稅務後果。

當期及遞延稅項於損益中確認，除非該等稅項與於其他全面收益或直接於權益中確認的項目有關，於此情況下，當期及遞延稅項亦分別於其他全面收益或直接於權益中確認。就因對業務合併進行初步會計處理而產生的當期稅項或遞延稅項而言，稅務影響乃計入業務合併的會計處理內。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Retirement benefit costs

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, in accordance with the rules of the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

#### Share-based payments

##### *Equity-settled share-based payment transactions*

Equity-settled share-based payments to employees and other providing similar services are measured at the fair value of the equity instruments at the grant date.

### 3. 重大會計政策 (續)

#### 退休福利成本

本集團根據強制性公積金計劃條例，為其所有合資格參與強制性公積金退休福利計劃（「強積金計劃」）的僱員提供一項定額供款之強積金計劃。所作出之供款乃根據僱員基本薪金之百分比計算，並於有關款項須根據強積金計劃之規則支付時於損益內扣除。強積金計劃之資產乃與本集團之資產分開，由獨立管理基金持有。根據強積金計劃之規則，本集團之僱主供款於向強積金計劃作出供款時全數歸僱員所有。

本集團於中國內地營運之附屬公司僱員須參加由當地市政府營辦之中央退休金計劃。該等附屬公司須按支付薪金之若干百分比向中央退休金計劃作出供款。有關供款於須根據中央退休金計劃之規則支付時於損益內扣除。

#### 以股份支付款項

##### *股本結算以股份支付之交易*

向僱員及其他提供類似服務之人士作出股本結算以股份支付之款項按股本工具於授出日期之公平值計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Share-based payments (Continued)

##### Equity-settled share-based payment transactions (Continued)

##### Share options granted to employees

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based compensation reserve).

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

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in the share-based compensation reserve will be transferred to share capital and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based compensation reserve will continue to be held in share-based compensation reserve.

#### Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

### 3. 重大會計政策 (續)

#### 以股份支付款項 (續)

##### 股本結算以股份支付之交易 (續)

##### 授予僱員之購股權

就授出須待指定歸屬條件達成後方可歸屬之購股權而言，所得服務之公平值乃參考所授出購股權於授出日期之公平值而釐定並於歸屬期以直線法支銷，並相應增加權益（以股份支付賠償儲備）。

於報告期末，本集團修訂預計最終歸屬之購股權數目。修訂原先估計之影響（如有）於損益確認，以使累計開支反映經修訂估計，並相應調整以股份支付賠償儲備。

就於授出日期立即歸屬之購股權而言，所授出購股權之公平值立即於損益支銷。

於購股權獲行使時，先前於以股份支付賠償儲備確認之款項將轉入股本及股份溢價。當購股權於歸屬日期後被沒收或於屆滿日仍未獲行使，則先前於以股份支付賠償儲備確認之款項將繼續保留在以股份支付賠償儲備內。

#### 借貸成本

收購、建造或生產合資格資產（即需一段較長時間始能達至其擬定用途或予以銷售之資產）直接應計之借貸成本計入該等資產之成本，直至資產大致上已可用作擬定用途或予以銷售為止。

當指定借貸尚未支付合資格資產開支而用作臨時投資時，所賺取之投資收入從合資格資本化之借貸成本中扣除。

所有其他借貸成本於其產生期間在損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
  - (a) has control or joint control of the Group;
  - (b) has significant influence over the Group; or
  - (c) is a member of the key management personnel of the Group or of a parent of the Group.
- (ii) An entity is related to the Group if any of the following conditions applies:
  - (a) 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).
  - (b) 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).
  - (c) both entities are joint ventures of the same third party.
  - (d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (e) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
  - (f) The entity is controlled or jointly controlled by a person identified in (i).
  - (g) A person identified in (i)(a) 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).

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.

### 3. 重大會計政策 (續)

#### 關連人士

- (i) 倘凡有人士符合以下情況，則該人士或該人士之近親與本集團有關連：
  - (a) 控制或共同控制本集團；
  - (b) 對本集團有重大影響力；或
  - (c) 為本集團或本集團母公司的主要管理人員。
- (ii) 某實體如符合下列任何條件，即與本集團有關連：
  - (a) 該實體與本集團屬同一集團的成員（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
  - (b) 實體為另一實體的聯營公司或合營企業（或為另一實體所屬集團的成員的聯營公司或合營企業）。
  - (c) 兩間實體均為同一第三方的合營企業。
  - (d) 一實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
  - (e) 該實體為就本集團僱員或本集團關連實體僱員之利益而設立的離職後福利計劃。倘本集團本身屬有關計劃，提供資助之僱主亦與本集團有關連。
  - (f) 該實體受(i)段所界定人士控制或共同控制。
  - (g) (i)(a)段所界定人士對該實體有重大影響力，或為該實體（或該實體母公司）的主要管理人員。

某人士的近親乃指於該人士與實體交易時預期可能影響該人士或受該人士影響的家庭成員。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Provisions, contingent liabilities and contingent assets

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present 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 expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, of the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow 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 is remote.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the consolidated financial statements, where necessary, when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

#### Cash and cash equivalents

Cash and cash equivalents represent cash at bank and on hand which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value, having been within three months of maturity at acquisition.

### 3. 重大會計政策 (續)

#### 撥備、或然負債及或然資產

當本集團因已發生的事件須承擔現有法定或推定責任，而履行責任有可能導致經濟利益流出，並可準確估計責任金額的情況下，須對該等時間或金額不確定之負債確認撥備。倘時間價值重大，則撥備之金額乃按預期用於解除該責任之支出之現值列賬。

如有關義務很可能不會導致經濟利益流出，或未能可靠地估計金額，則有關義務會披露為或然負債，除非流出之可能性很低。其存在僅由發生或不發生一項或多項未來事件而確定的可能義務，亦披露為或然負債，除非流出之可能性很低。

或然資產為因過往事件產生及其存在僅由發生或不發生一項或多項本集團無法全面控制之不確定未來事件而確定的可能資產。當經濟利益很可能流入時，或然資產不予確認，但於必要時在綜合財務報表附註作出披露。資產於實際確定經濟利益流入時確認。

#### 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金，這些項目可隨時轉換為已知數額的現金且不涉及重大價值變動風險，並於購入後三個月內到期。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

#### Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

##### *Classification for warehouse for provision of storage services*

The Group determines whether the warehouse in the People's Republic of China (the "PRC") should be classified as property, plant and equipment or an investment property. The warehouse is used to generate warehouse storage income that comprises warehouse rentals and income from the supply of warehouse logistics services. In making its judgement, the directors of the Company considered that income and cash flows from warehouse rentals and warehouse logistics services are interdependent and cannot be separated. In addition, the directors of the Company determined that the provision of warehouse logistics services is significant to the warehouse storage operation as a whole. For these reasons, the directors of the Company considered that the warehouse is classified as property, plant and equipment in accordance with HKAS 16 Property, Plant and Equipment.

### 4. 重要會計判斷及估計不明朗因素的主要來源

於應用載於附註3的本集團會計政策時，本公司董事須對未能依循其他途徑取得的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他被認為相關的因素作出。實際結果可能有別於該等估計。

本集團持續檢討估計及相關假設。倘修訂會計估計僅影響某一期間，則於修訂有關估計的期間內確認修訂；倘修訂影響本期間及未來期間，則於作出修訂的期間及未來期間確認有關修訂。

#### 應用會計政策的重要判斷

以下為董事於應用本集團會計政策過程中所作出而對於綜合財務報表確認的金額具有最重大影響的重要判斷（涉及估計者除外（見下文））。

##### *提供存放服務的倉庫的分類*

本集團釐定位於中華人民共和國（「中國」）的倉庫應否列為物業、廠房及設備或投資物業。該倉庫用作產生倉庫存放收入，包括倉庫租金及提供倉庫物流服務所得收入。於作出其判斷時，本公司董事考慮來自倉庫租金及倉庫物流服務的收入和現金流量是否互相依賴及無法區分。此外，本公司董事認為提供倉庫物流服務對倉庫存放業務整體而言乃屬重大。基於此等原因，本公司董事認為按照香港會計準則第16號「物業、廠房及設備」，倉庫應列為物業、廠房及設備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Critical judgements in applying accounting policies (Continued)

##### *Contractual agreements*

Under the relevant rules and regulations prevailing in the PRC, wholly foreign-owned enterprises are not allowed to operate pawn-loan business in the PRC. The current registered equity holders of Xinsheng are Shanghai Kuailu and Shanghai Zhifeng and of Zhongyuan are Shanghai Fake and Shanghai Baifu. As described in basis of consolidation in note 3 above, the Group's wholly-owned subsidiary Shanghai Yousheng entered into a series of Contractual Agreements A with Xinsheng, Shanghai Kuailu and Shanghai Zhifeng; whereas, the Group's wholly-owned subsidiary Shanghai Junning entered into a series of Contractual Agreements B with Zhongyuan, Shanghai Fake and Shanghai Baifu. Pursuant to the Contractual Agreements A and B and undertakings, notwithstanding the fact that the Group does not hold direct equity interest in Xinsheng and Zhongyuan, management considers that the Group has power over the financial and operating policies of Xinsheng and Zhongyuan and receive a majority of the economic benefits from its business activities. Accordingly, Xinsheng and Zhongyuan have been treated as the indirect subsidiaries of the Company for the year ended 31 December 2015.

Internet information service is categorised as value-added telecommunications business. Under the relevant rules and regulations prevailing in the PRC, foreign investment in value-added telecommunications business is restricted, and the foreign ownership in such business cannot exceed 50%. The current registered equity holders of Shanghai Intraday are Mr. Zhu and Mr. Shao. As described in basis of consolidation in note 3 above, the Group's indirectly hold 45% equity interest of Dingtai Runhe which entered into a series of Contractual Agreements C with Shanghai Intraday, Mr. Zhu and Mr. Shao. Pursuant to the Contractual Agreements C and undertakings, notwithstanding the fact that the Group does not hold direct equity interest in Shanghai Intraday, management considers that the Group has significant influence over the financial and operating policies of Shanghai Intraday and receive a portion of the economic benefits from its business activities. Accordingly, Shanghai Intraday has been treated as an indirect associate of the Company.

### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

#### 應用會計政策的重要判斷 (續)

##### *合約協議*

根據中國現行相關規則及規例，外商獨資企業不得於中國經營典當貸款業務。新盛之現時登記股權持有人為上海快鹿及上海置鋒，中源之現時登記股權持有人為上海法克及上海柏富。如上文附註3綜合賬目的基準所述，本集團之全資附屬公司上海佑勝與新盛、上海快鹿及上海置鋒訂立一系列合約協議A；而本集團全資附屬公司上海竣凝與中源、上海法克及上海柏富訂立一系列合約協議B。根據合約協議A及B以及承諾，儘管本集團並不持有新盛及中源之直接股權，管理層認為本集團有權掌控新盛及中源之財務及經營政策，並收取其業務活動所得大部分經濟利益。因此，新盛及中源於截至二零一五年十二月三十一日止年度被視為本公司間接附屬公司。

互聯網信息服務屬於增值電信業務。中國現行有關法規及規例限制外商投資增值電信業務，規定增值電信業務的外商持股不得超過50%。上海當天現時的登記股權持有人為朱先生及邵先生。如上文附註3綜合賬目的基準所述，本集團間接持有45%股權的鼎泰潤和與上海當天、朱先生及邵先生訂立一系列合約協議C。根據合約協議C及承諾，儘管本集團並無持有上海當天的直接股權，但管理層認為本集團對上海當天之財務及經營政策擁有巨大影響力，並收取其業務活動所得部分經濟利益。因此，上海當天被視為本公司間接聯營公司。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty

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

##### *Depreciation and amortisation*

The Group depreciates and amortises the property, plant and equipment, prepaid lease payments and intangible assets with finite useful life over their estimated useful life and after taking into account of their estimated residual values, using the straight line method. The estimated useful life reflects the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment, prepaid lease payments and intangible assets with finite useful life. The residual values reflect the directors' estimated amount that the Group would currently obtain from disposal of the assets, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life.

##### *Impairment loss on interests in associates*

The directors of the Company regularly review the recoverable amount of the associates (including its goodwill). Determining whether impairment is required involves the estimation of the value in use less costs of disposal of the associates to which exceed the carrying amount of the associates. The value in use calculation requires the Group to estimate the future cash flows expected to arise and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2016, the carrying amount of associates net of accumulated impairment loss of HK\$267,410,000, amounted to Nil (31 December 2015: carrying amount of associates net of accumulated impairment loss of Nil, amounted to HK\$372,075,000).

#### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

##### 估計不明朗因素的主要來源

下列為有關未來的主要假設及於報告期末估計不明朗因素的其他主要來源 (具有可能導致下個財政年度的資產及負債的賬面值出現大幅調整的重大風險)。

##### *折舊及攤銷*

本集團於物業、廠房及設備、預付租賃款項及具有有限使用年期的無形資產的估計使用年期內，經考慮其估計殘值後使用直線法對彼等計提折舊及攤銷。估計使用年期反映董事對本集團擬透過使用本集團物業、廠房及設備、預付租賃款項及具有有限使用年期的無形資產產生未來經濟利益的估計期間。殘值反映董事對倘資產成為殘舊及預期處於使用年期終結的狀況，本集團現時出售資產可得的估計金額 (經扣除估計出售成本)。

##### *於聯營公司權益之減值虧損*

本公司董事定期審閱聯營公司之可收回金額 (包括其商譽)。在釐定是否需要減值時，涉及估計聯營公司之使用價值減去出售成本是否超過聯營公司之賬面金額。在計算使用價值時，本集團須估計預期將會產生的未來現金流量及計算現值之合適折現率。倘實際未來現金流量低於預期，則可能會產生重大減值虧損。於二零一六年十二月三十一日，聯營公司之賬面金額 (已扣除累計減值虧損267,410,000港元) 為零 (二零一五年十二月三十一日：聯營公司之賬面金額 (已扣除累計減值虧損零) 為372,075,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty (Continued)

##### *Impairment loss on property, plant and equipment and prepaid lease payments*

Property, plant and equipment mainly represented the Group's warehouse property. Property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the fair value of the property, plant and equipment less costs to sell or the value-in-use calculations. An impairment loss is measured as the difference between the asset's carrying amount and the recoverable amount. Where the recoverable amount is less than expected, a material impairment loss may arise.

The recoverable amount of warehouse has been determined based on a valuation carried out by an independent qualified professional valuer not connected with the Group, using the depreciated replacement cost approach. Besides, the directors of the Company also determined the recoverable amount of warehouse with the estimation of future expected cash flows from the warehouse and a suitable discount rate. The carrying amount of property, plant and equipment is HK\$113,916,000 (2015: HK\$131,885,000). The carrying amount of warehouse is HK\$102,883,000 (2015: HK\$118,024,000).

Prepaid lease payments are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the fair value of the prepaid lease payments less costs to sell or the future expected cash flows. An impairment loss is measured as the difference between the asset's carrying amount and the recoverable amount. Where the recoverable amount is less than expected, a material impairment loss may arise.

### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

#### 估計不明朗因素的主要來源 (續)

##### *物業、廠房及設備以及預付租賃款項的減值虧損*

物業、廠房及設備主要指本集團的倉庫物業。倘有事件或情況變動顯示物業、廠房及設備的賬面值高於其可收回金額，則就該等資產進行減值檢討。可收回金額乃參考物業、廠房及設備的公平值減銷售成本或使用價值而釐定。減值虧損按資產賬面值與可收回金額之差額計量。倘可收回金額少於預期，則可能產生重大減值虧損。

倉庫的可收回金額已根據與本集團並無關連的獨立合資格專業估值師使用折舊重置成本法進行的估值而釐定。此外，本公司董事亦透過估計倉庫的未來預期現金流量及合適的折現率而釐定倉庫的可收回金額。物業、廠房及設備的賬面值為113,916,000港元（二零一五年：131,885,000港元）。倉庫的賬面值為102,883,000港元（二零一五年：118,024,000港元）。

倘有事件或情況變動顯示預付租賃款項的賬面值高於其可收回金額，則就該等資產進行減值檢討。可收回金額乃參考預付租賃款項的公平值減銷售成本或未來預期現金流量而釐定。減值虧損按資產賬面值與可收回金額之差額計量。倘可收回金額少於預期，則可能產生重大減值虧損。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty (Continued)

##### *Impairment loss on property, plant and equipment and prepaid lease payments (Continued)*

The recoverable amount of prepaid lease payments have been determined based on a valuation carried out by independent qualified professional valuers not connected with the Group, using comparable market price of similar prepaid lease payments on an open market value with the assumptions that the prepaid lease payments are sold in the market in its existing state. The carrying amount of prepaid lease payments is HK\$23,994,000 (2015: HK\$26,403,000).

The Group performed impairment assessment of the Group's property, plant and equipment and prepaid lease payments for the years ended 31 December 2016 and 2015, no impairment loss has been recognised for property, plant and equipment and prepaid lease payments.

##### *Impairment loss recognised in respect of trade receivables*

The Group performs ongoing credit evaluations of its customers and adjusts credit limits based on payment history and the customers' current credit-worthiness, as determined by review of their current credit information. The Group continuously monitors collections and payments from its customers and maintains a provision for estimated credit losses based upon its historical experience. Credit losses have historically been within the Group's expectations and the Group will continue to monitor the collections from customers and maintain an appropriate level of estimated credit losses.

As at 31 December 2016, the carrying amount of trade receivables was approximately HK\$14,624,000 (2015: HK\$1,215,000), net of accumulated impairment loss on trade receivables of approximately HK\$377,000 (2015: Nil).

#### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

##### 估計不明朗因素的主要來源 (續)

##### *物業、廠房及設備以及預付租賃款項的減值虧損 (續)*

預付租賃款項的可收回金額已根據與本集團並無關連的獨立合資格專業估值師使用類似預付租賃款項於公開市值的可資比較市場價格進行的估值而釐定，並假設預付租賃款項乃於其現況下在市場出售。預付租賃款項的賬面值為23,994,000港元(二零一五年：26,403,000港元)。

本集團對本集團截至二零一六年及二零一五年十二月三十一日止年度的物業、廠房及設備以及預付租賃款項進行減值評估，並無就物業、廠房及設備以及預付租賃款項確認減值虧損。

##### *就應收賬款確認的減值虧損*

本集團持續評估客戶的信用，並根據付款記錄及透過檢討客戶現時信貸資料所得的目前信譽調整信貸限額。本集團持續監察其客戶的收款及付款情況，並根據過往經驗就估計信貸虧損作出撥備。以往的信貸虧損均在本集團預期之內，而本集團將繼續監察客戶的收款情況及維持適當水平的估計信貸虧損。

於二零一六年十二月三十一日，應收賬款的賬面值約為14,624,000港元(二零一五年：1,215,000港元)(扣除應收賬款累計減值虧損約377,000港元(二零一五年：無))。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty (Continued)

*Impairment loss recognised in respect of other receivables, and prepayments and deposits*

The Group estimates the impairment allowances for other receivables, and prepayments and deposits by assessing the recoverability based on credit history and prevailing market conditions. This requires the use of estimates and judgements. Allowances are applied to other receivables, and prepayments and deposits where events or changes in circumstances indicate that the balances may not be collectible. Where the expectation is different from the original estimate, such difference will affect the carrying amounts of other receivables, and prepayments and deposits and thus the impairment loss in the period in which such estimate is changed. The Group reassesses the impairment allowances at the end of the each reporting period.

As at 31 December 2016, the carrying amounts of other receivables is approximately HK\$16,755,000 (2015: HK\$1,152,000), net of accumulated impairment loss on other receivables of approximately HK\$1,049,000 (2015: HK\$614,000).

As at 31 December 2016, carrying amount of prepayment and deposits is approximately HK\$6,898,000 (2015: HK\$11,411,000). No impairment loss has been recognised for prepayment and deposits in both years.

#### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

##### 估計不明朗因素的主要來源 (續)

*就其他應收款項以及預付款項及按金確認的減值虧損*

本集團根據信貸歷史及當前市況評估可收回情況，以估計其他應收款項以及預付款項和按金的減值撥備。這需要使用估計及判斷。當有事件出現或情況變動顯示結餘可能無法收回時，須就其他應收款項以及預付款項及按金計提撥備。倘預期數額與原先估計有所不同，有關差額將影響其他應收款項以及預付款項及按金的賬面值，繼而影響發生有關估計變動期間的減值虧損。本集團於各報告期末重新評估減值撥備。

於二零一六年十二月三十一日，其他應收款項的賬面值約為16,755,000港元（二零一五年：1,152,000港元）（扣除其他應收款項的累計減值虧損約1,049,000港元（二零一五年：614,000港元））。

於二零一六年十二月三十一日，預付款項及按金的賬面值約為6,898,000港元（二零一五年：11,411,000港元）。兩個年度內均無就預付款項及按金確認減值虧損。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty (Continued)

###### *Impairment allowances on loans and interests receivables*

The Group reviews its loan portfolios to assess impairment periodically. In determining whether an impairment loss should be recorded in the profit or loss, the Group makes judgements as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of loans before the decrease can be identified in that portfolio. This evidence may include observable data indicating that there has been an adverse change in the payment status of borrowers in a group (e.g. payment delinquency or default), or local economic conditions that correlate with defaults on assets in the Group. Management uses estimates based on historical loss experience for assets with credit risk characteristics and objective evidence of impairment similar to those in the portfolio when scheduling its future cash flows. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss.

As at 31 December 2016, the carrying amounts of loans and interests receivables is approximately HK\$37,061,000 (2015: HK\$359,698,000), net of accumulated impairment loss of HK\$62,420,000 (2015: HK\$3,633,000).

###### *Impairment loss on goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating units and a suitable discount rate in order to calculate the present value. When the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2016, the carrying amount of goodwill is HK\$123,612,000 (2015: HK\$198,326,000).

#### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

##### 估計不明朗因素的主要來源 (續)

###### *應收貸款及利息減值撥備*

本集團定期檢討其貸款組合以評估減值。於釐定是否有減值虧損應錄入損益時，本集團須就是否存在任何可觀察數據顯示來自某一貸款組合之估計未來現金流量出現可計量之減少作出判斷以識別出該組合之減值。此證據可能包括顯示組別內之借款人之付款狀況出現不利變動（如逾期或拖欠付款）或與本集團之資產拖欠有關之本地經濟狀況之可觀察數據。管理層於預算其未來現金流量時，利用根據與組合之信貸風險特徵及減值客觀證據相近之資產之過往虧損經驗之估計。估計未來現金流量之金額和時間所用之方法和假設會定期檢討，以縮減虧損估計及實際虧損兩者間之任何差異。

於二零一六年十二月三十一日，應收貸款及利息的賬面值約為37,061,000港元（二零一五年：359,698,000港元）（扣除累計減值虧損62,420,000港元（二零一五年：3,633,000港元））。

###### *商譽之減值虧損*

釐定商譽是否減值須估計獲分配商譽之現金產生單位之使用價值。計算使用價值要求本集團對預期自現金產生單位產生之日後現金流量及計算現值之合適折現率作出估計。倘實際日後現金流量低於預期，則可能引致重大減值虧損。於二零一六年十二月三十一日，商譽之賬面值為123,612,000港元（二零一五年：198,326,000港元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty (Continued)

##### *Fair values of identifiable intangible assets arising from the business combination*

The acquired identifiable assets and liabilities had to be measured at their respective fair values as at the date of acquisition. The difference between the cost of acquisition and the fair value of the Group's share of net assets so acquired should be recognised as goodwill at the end of the reporting period or recognised in the consolidated statement of profit or loss and other comprehensive income. In the absence of an active market for the business combination/acquisition transactions undertaken by the Group, in order to determine the fair values of assets acquired and liabilities assumed, the directors of the Company had made their estimates according to the valuation results produced by an independent professional valuer. During the year ended 31 December 2016, the fair value of identifiable intangible asset arising from the acquisitions of a subsidiary is HK\$500,000.

##### *Fair value of contingent consideration receivable*

The fair value of contingent consideration receivable of acquisition was determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions, including the discount rates, estimation of post-acquisition performance of the acquired subsidiaries and the probability of meeting each profit target. It is subsequently re-measured to fair value at the end of each reporting periods. Changes in assumption used could materially affect the fair value of the balances and as a result affect the Group's financial condition and results of operation.

The carrying amount of contingent consideration receivable as at 31 December 2016 was HK\$15,102,000 (2015: Nil).

### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

#### 估計不明朗因素的主要來源 (續)

##### *業務合併產生的可識別無形資產之公平值*

所購入可識別資產及負債須按其各自於收購日期之公平值計量。收購成本與本集團應佔所收購資產淨額的公平值之差額於報告期末確認為商譽或在綜合損益及其他全面收益表確認。由於本集團所進行業務合併/收購交易並無活躍市場，為釐定所收購資產及所承擔負債的公平值，本公司董事已根據獨立專業估值師所提供估值結果作出估計。截至二零一六年十二月三十一日止年度，因收購一間附屬公司所產生之可識別無形資產的公平值為500,000港元。

##### *收購應收或然代價之公平值*

收購應收或然代價之公平值使用估值方法釐定。本集團利用其判斷選擇各種方法及作出假設，其中包括折現率、對所收購附屬公司於收購後之表現所作估計及達成各個溢利目標的或然率。其後於各報告期末重新計量至公平值。所採用假設之變動可能對結餘之公平值造成重大影響，因而影響本集團之財務狀況及經營業績。

於二零一六年十二月三十一日，應收或然代價之賬面值為15,102,000港元（二零一五年：無）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty (Continued)

##### *Fair value measurement of other financial instruments*

When the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

##### *Impairment loss on intangible assets*

The Group assesses whether there are any indicators of impairment for intangible assets. If any such indication exists, the recoverable amount of the asset or the cash generating unit to which it belongs is estimated to determine impairment losses on the assets. Changes in facts and circumstances may result in revisions to the conclusion of whether an indication of impairment exists and revised estimates of recoverable amount, which would affect profit or loss in future years. The recoverable amounts are reviewed by the management at least at the end of each reporting period.

The carrying amount of intangible assets as at 31 December 2016 was HK\$11,274,000 (2015: Nil).

##### *Impairment of available-for-sale financial assets*

The Group classifies certain assets as available-for-sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the statement of profit or loss.

### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

#### 估計不明朗因素的主要來源 (續)

##### *其他金融工具之公平值*

倘於綜合財務狀況表入賬的金融資產及金融負債無法按活躍市場的報價計量公平值，其公平值使用估值方法（包括折現現金流模型）計量。該等模型的輸入值乃盡可能從可觀察市場取得，但倘無法從可觀察市場取得，則於釐定公平值時須作出一定程度的判斷。判斷包括考慮輸入值，如流動性風險、信貸風險及波幅。

##### *無形資產之減值虧損*

本集團評估無形資產有否出現任何減值跡象。倘存在任何有關跡象，便會估計資產或其所屬現金產生單位的可收回金額，以釐定資產之減值虧損。事實及情況的變動或會導致修訂是否存在減值跡象的結論及重新估計可收回金額，此舉將影響未來年度的溢利或虧損。管理層至少會於各報告期末審閱可收回金額。

於二零一六年十二月三十一日，無形資產之賬面值為11,274,000港元（二零一五年：無）。

##### *可供出售金融資產之減值*

本集團將若干資產分類為可供出售資產，並於權益中確認其公平值變動。於公平值下降時，管理層就價值下降作出假設，以釐定是否出現應於損益表內確認之減值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty (Continued)

##### *Share-based payments*

The Group recognises share-based payments expense on options granted. Share-based payments expense is based on the estimated fair value of each option at its grant date, the estimation of which requires the directors to make assumptions about future volatility of the Group's stock price, future interest rates and the timing with respect to exercise of the options. The effects of a change in one or more of these variables could result in a materially different fair value. The fair value of the share options granted during the year was estimated at HK\$34,350,000 (2015: HK\$34,029,000) and the amount associated with share-based payments for the year ended 31 December 2016 is HK\$42,760,000 (2015: HK\$5,831,000).

##### *Income taxes*

The Group is subject to income taxes in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes in various jurisdictions. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

#### 估計不明朗因素的主要來源 (續)

##### *以股份支付之款項*

本集團就授出的購股權確認以股份支付款項之開支。以股份支付款項之開支乃根據各購股權於其授出日期的估計公平值計算，董事須就該估計對有關本集團股價的日後波幅、未來利率及有關行使購股權的時間作出假設。一項或以上該等變數的變動所帶來的影響可能令公平值出現重大差異。年內已授出之購股權的公平值估計為34,350,000港元（二零一五年：34,029,000港元），而截至二零一六年十二月三十一日止年度與以股份支付之款項有關的金額為42,760,000港元（二零一五年：5,831,000港元）。

##### *所得稅*

本集團須於多個司法權區繳納所得稅。於釐定不同司法權區所得稅撥備時，須作出重大判斷。若干交易和計算所涉及之最終稅項釐定並不確定。本集團根據對是否須繳納額外稅項之估計就預期稅項審計項目確認負債。倘此等事項之最終稅項結果與最初記錄之金額不同，該等差額將影響作出此等釐定期間之當期所得稅和遞延所得稅資產及負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty (Continued)

##### Deferred taxes

The directors of the Company exercise full control over the dividend policy of subsidiaries in the PRC. In the opinion of the directors of the Company, it is not probable that dividends would be declared by the PRC Subsidiaries in the foreseeable future. Accordingly, the Group did not provide additional deferred tax in 2016 related to the unremitted earnings of the PRC Subsidiaries that are subject to withholding taxes once distributed.

### 5. REVENUE

An analysis of the Group's revenue for the year is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Sales of goods	銷售貨品	36,448	—
Warehouse storage income	倉庫存放收入	8,904	13,651
Financial consultancy services fee	金融諮詢服務	8,359	4,591
Interest income from	下列之利息收入		
– loans receivables	– 應收貸款	14,519	97,712
– margin financing	– 保證金融資	362	—
Commission income from	下列之佣金收入		
– securities dealing	– 證券交易	1,686	—
– underwriting	– 包銷	308	—
– insurance brokerage	– 保險經紀	4,581	—
– asset management	– 資產管理	8	—
Gain on disposal of repossessed assets	出售經收回資產收益	—	2
		<b>75,175</b>	<b>115,956</b>

### 4. 重要會計判斷及估計不明朗因素的主要來源 (續)

#### 估計不明朗因素的主要來源 (續)

##### 遞延稅項

本公司董事對中國附屬公司之股息政策具有充份控制權。董事認為，中國附屬公司不大可能於可見未來宣派股息。因此，於二零一六年本集團並無就中國附屬公司於分派時須繳納預扣稅的未匯出盈利計提額外遞延稅項。

### 5. 收入

本集團於年內的收入分析如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. SEGMENT INFORMATION

The Group's operations are organised into securities brokerage, asset management, insurance brokerage, loan financing, industrial property development business and general trading. Information reported to the chief operating decision maker ("CODM") for the purpose of resources allocation and assessment of segment performance is prepared on such basis. The Group is organised into the following reportable and operating segments:

- Industrial property development segment represents the operation of warehouse in Taicang City, Jiangsu Province, the People's Republic of China (the "PRC").
- General trading segment includes trading of consumable goods in Taicang City, Jiangsu Province, the PRC.
- Loan financing segment represents the provision of loan financing, loan referral and consultancy services in Hong Kong and the PRC.
- Securities brokerage segment represents the operation of securities brokerage, margin financing, underwriting and placements in Hong Kong.
- Asset management segment engages in the provision of asset management services in Hong Kong.
- Insurance brokerage segment represents the provision of the insurance brokerage and agency services in Hong Kong.

Due to the establishment of insurance brokerage segment, the corresponding figures for prior year has been reclassified.

### 6. 分部資料

本集團的業務分為證券經紀、資產管理、保險經紀、貸款融資、工業用物業發展業務及一般貿易。向主要營運決策者（「主要營運決策者」）呈報以供分配資源及評估分部表現的資料按該基準編製。本集團可分為以下可呈報及經營分部：

- 工業用物業發展分部指在中華人民共和國（「中國」）江蘇省太倉市經營倉庫。
- 一般貿易分部包括在中國江蘇省太倉市的消費品貿易。
- 貸款融資分部指在香港及中國提供貸款融資、貸款轉介及諮詢服務。
- 證券經紀分部指在香港經營證券經紀、保證金融資、包銷及配售。
- 資產管理分部指在香港提供資產管理服務。
- 保險經紀分部指在香港提供保險經紀及代理服務。

由於建立保險經紀分部，上一年度之相應數字已予重新分類。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments.

#### For the year ended 31 December 2016

		Industrial property development 工業用 物業發展 HK\$'000 千港元	General trading 一般貿易 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Securities brokerage 證券經紀 HK\$'000 千港元	Asset management 資產管理 HK\$'000 千港元	Insurance brokerage 保險經紀 HK\$'000 千港元	Total 總計 HK\$'000 千港元
SEGMENT REVENUE	分部收入	8,904	36,448	22,878	2,356	8	4,581	75,175
SEGMENT RESULTS	分部業績	(7,637)	1,035	(43,568)	(1,217)	1	111	(51,275)
Unallocated corporate income	未分配企業收入							292
Unallocated corporate expenses	未分配企業開支							(57,436)
Unallocated finance costs	未分配財務成本							(7,679)
Fair value change on contingent consideration	或然代價的公平值變動							(20,475)
Net loss on de-consolidation of subsidiaries	取消綜合入賬附屬公司之虧損淨額							(324,478)
Impairment loss on interests in associates	於聯營公司權益之減值虧損							(267,410)
Share of loss of associates	應佔聯營公司虧損							(98,410)
Share-based payment expenses	以股份支付款項開支							(42,760)
Impairment loss on amounts due from de-consolidated subsidiaries	應收取消綜合入賬附屬公司款項之減值虧損							(97,484)
Loss before tax	除稅前虧損							(967,115)
Income tax	所得稅							(3,435)
Loss for the year	本年度虧損							(970,550)

### 6. 分部資料(續)

#### 分部收入及業績

以下為本集團按可呈報分部劃分的收入及業績分析。

#### 截至二零一六年十二月三十一日止年度

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

For the year ended 31 December 2015

	Industrial property development 工業用 物業發展 HK\$'000 千港元	General trading 一般貿易 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Securities brokerage 證券經紀 HK\$'000 千港元	Asset management 資產管理 HK\$'000 千港元	Insurance brokerage 保險經紀 HK\$'000 千港元	Total 總計 HK\$'000 千港元
SEGMENT REVENUE 分部收入	13,651	-	102,305	-	-	-	115,956
SEGMENT RESULTS 分部業績	(10,547)	(1,813)	64,197	-	-	(27)	51,810
Unallocated corporate 未分配企業收入 income							178
Unallocated corporate 未分配企業開支 expenses							(44,357)
Unallocated finance 未分配財務成本 costs							(4,260)
Gain on disposal of 出售附屬公司收益 subsidiaries							127,263
Share of profit of 應佔聯營公司溢利 associates							9,324
Share-based payment 以股份支付款項 expenses 開支							(5,831)
Profit before tax 除稅前溢利							134,127
Income tax 所得稅開支							(17,997)
Profit for the year 本年度溢利							116,130

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

上文所呈報的分部收入均來自外來客戶。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments.

At 31 December 2016

		Industrial property development 工業用 物業發展 HK\$'000 千港元	General trading 一般貿易 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Securities brokerage 證券經紀 HK\$'000 千港元	Asset management 資產管理 HK\$'000 千港元	Insurance brokerage 保險經紀 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>							
Segment assets	分部資產	165,975	23,731	143,297	33,057	236	3,290	369,586
Unallocated bank balances and cash	未分配銀行結餘及現金							151,805
Unallocated property, plant and equipment	未分配物業、廠房及設備							10,414
Unallocated other receivables, prepayments and deposits	未分配其他應收款項、預付款項及按金							5,171
Unallocated goodwill	未分配商譽							123,612
Unallocated available-for-sale financial assets	未分配可供出售金融資產							30,656
Unallocated contingent consideration receivable	未分配應收或然代價							15,102
<b>Consolidated total assets</b>	<b>綜合資產總額</b>							<b>706,346</b>
<b>LIABILITIES</b>	<b>負債</b>							
Segment liabilities	分部負債	100,792	66	38,065	17,295	-	1,032	157,250
Unallocated other payables	未分配其他應付款項							1,145
Unallocated convertible notes	未分配可換股票據							5,070
Unallocated deferred consideration	未分配遞延代價							120,878
<b>Consolidated total liabilities</b>	<b>綜合負債總額</b>							<b>284,343</b>

At 31 December 2015

於二零一五年十二月三十一日

		Industrial property development 工業用 物業發展 HK\$'000 千港元	General trading 一般貿易 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Securities brokerage 證券經紀 HK\$'000 千港元	Asset management 資產管理 HK\$'000 千港元	Insurance brokerage 保險經紀 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>							
Segment assets	分部資產	185,475	2,041	401,443	-	-	666	589,625
Unallocated bank balances and cash	未分配銀行結餘及現金							481,124
Unallocated property, plant and equipment	未分配物業、廠房及設備							12,911
Unallocated other receivables, prepayments and deposits	未分配其他應收款項、預付款項及 按金							9,997
Interests in associates	於聯營公司的權益							372,075
Unallocated goodwill	未分配商譽							196,946
Non-current assets classified as held for sale	分類為持作出售之非流動資產							7,588
<b>Consolidated total assets</b>	<b>綜合資產總額</b>							<b>1,670,266</b>
<b>LIABILITIES</b>	<b>負債</b>							
Segment liabilities	分部負債	126,126	2,387	184,911	-	-	10	313,434
Unallocated other payables	未分配其他應付款項							1,632
Unallocated convertible notes	未分配可換股票據							54,885
Unallocated deferred considerations	未分配遞延代價							127,920
Unallocated deferred tax liability	未分配遞延稅項負債							1,100
Liabilities directly associated with assets classified as held for sale	與分類為持作出售之資產 直接相關之負債							9,550
<b>Consolidated total liabilities</b>	<b>綜合負債總額</b>							<b>508,521</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. SEGMENT INFORMATION (Continued)

### 6. 分部資料(續)

#### Other information

#### 其他資料

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

	Industrial property development 工業用物業發展 HK\$'000 千港元	General trading 一般貿易 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Securities brokerage 證券經紀 HK\$'000 千港元	Asset management 資產管理 HK\$'000 千港元	Insurance brokerage 保險經紀 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Information included in segment results/segment assets:	計入分部業績/分部資產的資料:							
Amortisation and depreciation	攤銷及折舊	8,671	-	45	23	-	23	11,538
Finance costs	財務成本	7,521	-	-	-	-	7,679	15,200
Loss on disposal and written off of property, plant and equipment	出售及撇銷物業、廠房及設備的虧損	1	-	-	-	-	78	79
Impairment loss on trade and other receivables	應收賬款及其他應收款項的減值虧損	-	-	377	-	-	921	1,298
Impairment loss on loans and interests receivables	應收貸款及利息的減值虧損	-	-	62,420	-	-	-	62,420
Interest income	利息收入	(1,162)	(3)	(68)	(89)	-	(103)	(1,425)
Reversal of impairment loss on other receivables	撥回其他應收款項的減值虧損	-	-	(469)	-	-	-	(469)
Impairment loss on amounts due from de-consolidated subsidiaries	應收取消綜合入賬附屬公司款項的減值虧損	-	-	-	-	-	97,484	97,484
Impairment loss on amount due from associates	應收聯營公司款項的減值虧損	-	-	-	-	-	21	21
Fair value change on contingent consideration	或然代價的公平值變動	-	-	-	-	-	20,475	20,475

For the year ended 31 December 2015

截至二零一五年十二月三十一日止年度

	Industrial property development 工業用物業發展 HK\$'000 千港元	General trading 一般貿易 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Securities brokerage 證券經紀 HK\$'000 千港元	Asset management 資產管理 HK\$'000 千港元	Insurance brokerage 保險經紀 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Information included in segment results/segment assets:	計入分部業績/分部資產的資料:							
Amortisation and depreciation	攤銷及折舊	9,193	-	528	-	-	459	10,180
Finance costs	財務成本	8,080	62	16,996	-	-	4,260	29,398
Impairment loss on loans and interests receivables	應收貸款及利息的減值虧損	-	-	3,633	-	-	-	3,633
Gain on disposal of subsidiaries	出售附屬公司的收益	-	-	-	-	-	(127,263)	(127,263)
Interest income	利息收入	(118)	(34)	(159)	-	-	(84)	(395)
Written off of other receivables	撥銷其他應收款項	65	-	-	-	-	-	65
Reversal of impairment loss on other receivables	撥回其他應收款項的減值虧損	-	(1,988)	-	-	-	-	(1,988)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. SEGMENT INFORMATION (Continued)

#### Geographical information

The Group's operations are located in Hong Kong and the PRC.

The Group's revenue from external customers based on the locations of operations and information about its non-current assets by geographical location of the assets are detailed below:

		Revenue from external customers		Non-current assets	
		來自外來客戶的收入		非流動資產	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	21,464	–	164,368	558,650
PRC	中國	53,711	115,956	167,873	172,330
		75,175	115,956	332,241	730,980

#### Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A <sup>1</sup>	客戶 A <sup>1</sup>	9,939	N/A <sup>2</sup> 不適用 <sup>2</sup>

<sup>1</sup> Revenue from loan financing.

<sup>2</sup> The corresponding revenue did not contribute over 10% of total revenue of the Group.

### 6. 分部資料(續)

#### 地區資料

本集團於香港及中國經營業務。

以下為本集團根據經營地區來自外來客戶的收入及按資產所在地區劃分的非流動資產之資料：

#### 有關主要客戶的資料

於有關年度來自佔本集團總收入10%以上的客戶之收入如下：

<sup>1</sup> 來自貸款融資的收入。

<sup>2</sup> 有關收入並無佔本集團總收入10%以上。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 7. OTHER INCOME, GAINS AND LOSSES

### 7. 其他收入、收益及虧損

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Fair value change on contingent consideration	應收代價的公平值變動	<b>(20,475)</b>	–
Gain on disposal of assets classified as held for sale	出售列為持作出售的資產的收益	<b>1,952</b>	–
Gain on disposal of subsidiaries	出售附屬公司的收益	–	127,263
Handling fee income	手續費收入	<b>443</b>	–
Impairment loss on loans and interests receivables	應收貸款及利息的減值虧損	<b>(62,420)</b>	(3,633)
Impairment loss on trade and other receivables	應收賬款及其他應收款項的減值虧損	<b>(1,298)</b>	–
Impairment loss on amount due from associates	應收聯營公司款項的減值虧損	<b>(21)</b>	–
Impairment loss on amounts due from de-consolidated subsidiaries	應收取消綜合入賬附屬公司款項的減值虧損	<b>(97,484)</b>	–
Interest income	利息收入	<b>1,425</b>	395
Loss on disposal and written off of property, plant and equipment	出售及撇銷物業、廠房及設備的虧損	<b>(79)</b>	(22)
Net foreign exchange gain	匯兌收益淨額	<b>131</b>	624
Reversal of impairment loss on other receivables	撥回其他應收款項的減值虧損	<b>469</b>	1,988
Share-based payment expenses	以股份支付款項開支	<b>(42,760)</b>	(5,831)
Sundry income	雜項收入	<b>1,148</b>	830
Written off of other receivables	撥銷其他應收款項	–	(65)
		<b>(218,969)</b>	121,549

### 8. FINANCE COSTS

### 8. 財務成本

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Imputed interest on deferred consideration	遞延代價的估算利息	<b>3,740</b>	–
Effective interest on convertible notes	可換股票據實際利息	<b>3,928</b>	4,260
Interest on a margin securities account	保證金證券賬戶的利息	<b>11</b>	–
Interest on bank loans	銀行貸款利息	<b>7,521</b>	11,680
Interest on other loans	其他貸款利息	–	13,458
		<b>15,200</b>	29,398

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 9. INCOME TAX

#### 9. 所得稅

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current tax:	當期稅項：		
PRC Enterprise Income Tax	中國企業所得稅	4,515	17,304
Over provision in prior years:	過往年度超額撥備：		
PRC Enterprise Income Tax	中國企業所得稅	-	(433)
Deferred tax (note 35):	遞延稅項（附註35）：		
Current year	當前年度	(1,080)	1,126
		<b>3,435</b>	<b>17,997</b>

Hong Kong Profits Tax is calculated at 16.5% (2015: 16.5%) of the estimated assessable profits for the years ended 31 December 2016 and 2015. No provision for Hong Kong Profits Tax has been made as its subsidiaries in Hong Kong have no estimated assessable profits for the year ended 31 December 2016. No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from Hong Kong for the year ended 31 December 2015.

PRC Enterprise Income Tax ("EIT") is calculated at the applicable rates based on estimated taxable income earned by the PRC subsidiaries of the Group with certain tax concession, based on existing legislation, interpretation and practice in respect thereof.

Under the Law of the PRC on Enterprises Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the applicable PRC EIT rate of the Group's PRC subsidiaries is 25% for both years.

於截至二零一六年及二零一五年十二月三十一日止年度，香港利得稅按估計應課稅溢利以16.5%（二零一五年：16.5%）計算。由於其香港附屬公司於截至二零一六年十二月三十一日止年度內並無估計應課稅溢利，故並無作出香港利得稅撥備。由於本集團截至二零一五年十二月三十一日止年度並無於香港產生或來自香港的收入，故此並無就香港的稅項作出撥備。

中國企業所得稅（「企業所得稅」）乃按照其現行法例、詮釋及慣例根據本集團享有若干稅務優惠之中國附屬公司所賺取的估計應課稅收入按適用稅率計算。

根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，本集團中國附屬公司於兩個年度之適用中國企業所得稅稅率為25%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 9. INCOME TAX (Continued)

The income tax expense for the year can be reconciled to the (loss) profit before tax in the consolidated statement of profit or loss and other comprehensive income as follows:

### 9. 所得稅 (續)

本年度所得稅開支可與綜合損益及其他全面收益表內的除稅前(虧損)溢利對賬如下:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(Loss) profit before tax	除稅前(虧損)溢利	<b>(967,115)</b>	134,127
Tax at the domestic income tax rate of 25% (2015: 25%)	按國內所得稅稅率25% (二零一五年: 25%) 計算的稅項	<b>(241,779)</b>	33,532
Tax effect of share of (loss) profit of associates	應佔聯營公司(虧損)溢利的稅務影響	<b>24,602</b>	(1,538)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	<b>174,494</b>	8,556
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	<b>(2,591)</b>	(21,541)
Over provision in prior years	過往年度超額撥備	-	(433)
Tax effect of tax losses not recognised as deferred tax asset	未確認為遞延稅項資產之稅項虧損的稅務影響	<b>34,855</b>	5,339
Utilisation of tax losses previously not recognised	動用過往未確認的稅項虧損	<b>(141)</b>	-
Deferred tax liabilities arising on undistributed profits of associates in the PRC	中國聯營公司未分派溢利產生的遞延稅項負債	<b>(1,080)</b>	1,126
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區營運的附屬公司不同稅率的影響	<b>15,075</b>	(7,044)
Income tax expenses for the year	年內所得稅開支	<b>3,435</b>	17,997



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 10.(LOSS) PROFIT FOR THE YEAR

(Loss) profit for the year has been arrived at after charging the following items:

#### 10.本年度(虧損)溢利

本年度(虧損)溢利已扣除下列項目:

		<b>2016</b>	2015
		<b>二零一六年</b>	二零一五年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Amortisation of prepaid lease payments	預付租賃款項的攤銷	<b>741</b>	785
Amortisation of intangible assets (included in administrative and other operating expense)	無形資產攤銷(計入行政及 其他營運開支)	<b>27</b>	–
Auditor's remuneration	核數師酬金		
– audit services	– 核數服務	<b>1,000</b>	1,000
– other services	– 其他服務	<b>1,050</b>	970
Cost of inventories recognised as expenses	確認為開支的存貨成本	<b>35,621</b>	–
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	<b>10,770</b>	9,395
Legal and professional fees	法律及專業費用	<b>11,773</b>	19,700
Staff costs including directors' emoluments	員工成本(包括董事酬金)	<b>23,446</b>	16,987

#### 11.DIVIDENDS

No dividends was paid or proposed for ordinary shareholders of the Company during 2016, nor has any dividend been proposed since the end of the reporting period (2015: Nil).

#### 11.股息

於二零一六年概無向本公司普通股股東派付或建議派付股息，自報告期末起亦無建議派付任何股息(二零一五年:無)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 12. BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

### 12. 董事利益及權益 (香港公司條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第622G章) 及香港上市規則規定的披露)

#### (a) Directors' and chief executive's emoluments

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

For the year ended 31 December 2016

#### (a) 董事及行政總裁酬金

根據適用上市規則及公司條例披露的董事及行政總裁年內酬金如下：

截至二零一六年十二月三十一日止年度

			Salaries, allowance and other benefits	Discretionary bonus	Contribution to retirement benefits schemes	Total emoluments
	Fees		袍金 其他福利	酌情花紅	退休福利 計劃供款	酬金總額
	HKS'000		HKS'000	HKS'000	HKS'000	HKS'000
	千港元		千港元	千港元	千港元	千港元
<b>Executive directors</b>		<b>執行董事</b>				
Mr. LIU Kequan, Chief Executive		劉克泉先生 (行政總裁) (Note a) (附註a)	-	1,560	9	1,569
Mr. ZHANG Peidong		張沛東先生 (Note b) (附註b)	-	357	9	366
Ms. CHAN Siu Mun		陳兆敏小姐 (Note c) (附註c)	-	900	450	1,359
Mr. SHAO Yonghua		邵永華先生 (Note d) (附註d)	-	559	-	559
Mr. CHEN Ningdi		陳寧迪先生 (Note e) (附註e)	-	1,700	9	1,709
			-	5,076	450	5,562
<b>Non-Executive directors</b>		<b>非執行董事</b>				
Mr. Joseph Shie Jay LANG		郎世杰先生 (Note f) (附註f)	95	-	-	95
Ms. MA Xiaoling		馬曉玲小姐 (Note g) (附註g)	112	-	-	112
Mr. YIN Xiaoguang		尹曉光先生 (Note h) (附註h)	270	-	-	270
Mr. Liu Kequan		劉克泉先生 (Note a) (附註a)	60	-	-	60
			537	-	-	537
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>				
Mr. JIN Bingrong		金炳榮先生 (Note i) (附註i)	360	-	-	360
Mr. KWAN Kei Chor		關基楚先生 (Note j) (附註j)	360	-	-	360
Dr. RUI Mingjie		芮明杰博士 (Note k) (附註k)	360	-	-	360
Mr. ZHOU Liangyu		周梁宇先生 (Note l) (附註l)	181	-	-	181
Dr. LYU Ziang		呂子昂博士 (Note m) (附註m)	177	-	-	177
			1,438	-	-	1,438
<b>Total emoluments</b>		<b>酬金總額</b>	1,975	5,076	450	7,537

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 12. BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2015

### 12. 董事利益及權益 (香港公司 條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第 622G章) 及香港上市規則規定的 披露) (續)

#### (a) 董事及行政總裁酬金 (續)

截至二零一五年十二月三十一日止年  
度

			Salaries, allowance and Fees	Discretionary bonus	Contribution to retirement benefits schemes	Total emoluments
			薪金、津貼及 袍金	酌情花紅	退休福利 計劃供款	酬金總額
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Executive directors</b>	<b>執行董事</b>					
Ms. MA Xiaoling	馬曉玲小姐	(Note g) (附註g)	-	1,360	680	2,040
Ms. CHAN Siu Mun	陳兆敏小姐	(Note c) (附註c)	-	1,480	740	2,238
Mr. SHAO Yonghua	邵永華先生	(Note d) (附註d)	-	554	-	554
Mr. CHEN Ningdi, Chief Executive	陳寧迪先生 (行政總裁)	(Note e) (附註e)	-	848	7	855
			-	4,242	1,420	5,687
<b>Non-Executive directors</b>	<b>非執行董事</b>					
Mr. CHAN Sze Hon	陳思翰先生	(Note n) (附註n)	20	-	-	20
Mr. Joseph Shie Jay LANG	郎世杰先生	(Note f) (附註f)	331	281	-	612
Mr. CHEN Ningdi	陳寧迪先生	(Note e) (附註e)	184	-	-	184
Ms. MA Xiaoling	馬曉玲小姐	(Note g) (附註g)	127	-	-	127
			662	281	-	943
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. CHING Men Ky, Carl	程萬琦先生	(Note o) (附註o)	80	-	-	80
Mr. LIN Ruei Min	林瑞民先生	(Note p) (附註p)	183	-	-	183
Mr. SHU Wa Tung, Laurence	舒華東先生	(Note q) (附註q)	60	-	-	60
Mr. JIN Bingrong	金炳榮先生	(Note i) (附註i)	278	-	-	278
Mr. KWAN Kei Chor	關基楚先生	(Note j) (附註j)	240	-	-	240
Dr. RUI Mingjie	芮明杰博士	(Note k) (附註k)	86	-	-	86
			927	-	-	927
<b>Total emoluments</b>	<b>酬金總額</b>		<b>1,589</b>	<b>4,523</b>	<b>1,420</b>	<b>7,557</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 12. BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

Notes:

- (a) Mr. LIU Kequan was appointed as a non-executive director of the Company with effect on 1 June 2016 and re-designated as an executive director and appointed as the chief executive officer and chairman from a non-executive director of the Company with effect on 30 June 2016.
- (b) Mr. ZHANG Peidong was appointed as an independent non-executive director with effect on 30 June 2016 and re-designated as an executive director from an independent non-executive director with effect on 5 July 2016.
- (c) Ms. CHAN Siu Mun resigned as an executive director of the Company with effect on 30 June 2016.
- (d) Mr. SHAO Yonghua was appointed as an executive director of the Company with effect on 16 July 2015 and resigned on 18 March 2016.
- (e) Mr. CHEN Ningdi was appointed as a non-executive director of the Company with effect on 13 February 2015. He was re-designated as an executive director from a non-executive director of the Company and appointed as the chief executive officer of the Company with effect on 25 August 2015. He resigned as an executive director and chief executive officer of the Company on 30 June 2016.
- (f) Mr. Joseph Shie Jay LANG was appointed as a non-executive director of the Company with effect on 21 January 2015 and resigned with effect on 5 April 2016.
- (g) Ms. MA Xiaoling resigned as the chief executive officer of the Company and re-designated as a non-executive director of the Company with effect on 25 August 2015. She retired as a non-executive director of the Company with effect on 22 April 2016.

### 12. 董事利益及權益 (香港公司 條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第 622G章) 及香港上市規則規定的 披露) (續)

#### (a) 董事及行政總裁酬金 (續)

附註:

- (a) 劉克泉先生於二零一六年六月一日起獲委任為本公司非執行董事及於二零一六年六月三十日起由本公司非執行董事調任為執行董事及獲委任為行政總裁及主席。
- (b) 張沛東先生於二零一六年六月三十日起獲委任為獨立非執行董事及於二零一六年七月五日起由獨立非執行董事調任為執行董事。
- (c) 陳兆敏小姐於二零一六年六月三十日辭任本公司執行董事。
- (d) 邵永華先生於二零一五年七月十六日起獲委任為本公司執行董事及於二零一六年三月十八日辭任。
- (e) 陳寧迪先生於二零一五年二月十三日起獲委任為非執行董事。彼於二零一五年八月二十五日起由本公司非執行董事調任為執行董事及獲委任為本公司行政總裁。彼於二零一六年六月三十日辭任本公司行政總裁。
- (f) 郎世杰先生於二零一五年一月二十一日獲委任為本公司非執行董事及於二零一六年四月五日辭任。
- (g) 馬曉玲小姐於二零一五年八月二十五日辭任本公司行政總裁及調任為非執行董事。彼於二零一六年四月二十二日起退任本公司非執行董事。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 12. BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

##### (a) Directors' and chief executive's emoluments (Continued)

Notes: (Continued)

- (h) Mr. YIN Xiaoguang was appointed as a non-executive director of the Company with effect on 1 June 2016 and resigned with effect on 1 January 2017.
- (i) Mr JIN Bingrong was appointed as an independent non-executive director of the Company with effect on 20 March 2015.
- (j) Mr. KWAN Kei Chor was appointed as an independent non-executive director of the Company with effect on 4 May 2015.
- (k) Dr. RUI Mingjie was appointed as an independent non-executive director of the Company with effect on 7 October 2015.
- (l) Mr. ZHOU Liangyu was appointed as an independent non-executive director of the Company with effect on 30 June 2016.
- (m) Dr. LYU Ziang was appointed as an independent non-executive director of the Company with effect on 5 July 2016.
- (n) Mr. CHAN Sze Hon resigned as a non-executive director of the Company with effect on 30 January 2015.
- (o) Mr. CHING Men Ky, Carl retired as an independent non-executive director of the Company with effect on 30 April 2015.
- (p) Mr. LIN Rwei Min resigned as an independent non-executive director of the Company with effect on 7 October 2015.
- (q) Mr. SHU Wa Tung, Laurence resigned as an independent non-executive director of the Company with effect on 31 March 2015.

#### 12. 董事利益及權益 (香港公司 條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第 622G章) 及香港上市規則規定的 披露) (續)

##### (a) 董事及行政總裁酬金 (續)

附註: (續)

- (h) 尹曉光先生於二零一六年六月一日起獲委任為本公司非執行董事及於二零一七年一月一日辭任。
- (i) 金炳榮先生於二零一五年三月二十日起獲委任為本公司獨立非執行董事。
- (j) 關基楚先生於二零一五年五月四日起獲委任為本公司獨立非執行董事。
- (k) 芮明杰博士於二零一五年十月七日起獲委任為本公司獨立非執行董事。
- (l) 周梁宇先生於二零一六年六月三十日起獲委任為本公司獨立非執行董事。
- (m) 呂子昂博士於二零一六年七月五日起獲委任為本公司獨立非執行董事。
- (n) 陳思翰先生於二零一五年一月三十日辭任本公司非執行董事。
- (o) 程萬琦先生於二零一五年四月三十日起退任本公司獨立非執行董事。
- (p) 林瑞民先生於二零一五年十月七日辭任本公司獨立非執行董事。
- (q) 舒華東先生於二零一五年三月三十一日辭任本公司獨立非執行董事。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 12. BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

No director waived any emoluments in the years ended 31 December 2016 and 2015. No incentive payment for joining the Group was paid or payable to any directors during the years ended 31 December 2016 and 2015.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group during the years ended 31 December 2016 and 2015.

The non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries during the years ended 31 December 2016 and 2015.

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries during the years ended 31 December 2016 and 2015.

#### (b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year (2015: Nil).

#### (c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year (2015: Nil).

#### (d) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2016, the Company did not pay consideration to any third parties for making available directors' services (2015: Nil).

### 12. 董事利益及權益 (香港公司 條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第 622G章) 及香港上市規則規定 的披露) (續)

#### (a) 董事及行政總裁酬金 (續)

截至二零一六年及二零一五年十二月三十一日止年度，概無董事放棄任何酬金。於截至二零一六年及二零一五年十二月三十一日止年度內，概無向任何董事支付或應付任何款項，作為加入本集團之獎勵。

上列執行董事酬金乃主要就彼等於截至二零一六年及二零一五年十二月三十一日止年度提供有關管理本公司及本集團事務的服務而支付。

上列非執行董事酬金乃主要就彼等於截至二零一六年及二零一五年十二月三十一日止年度擔任本公司或其附屬公司董事的服務而支付。

上列獨立非執行董事酬金乃主要就彼等於截至二零一六年及二零一五年十二月三十一日止年度擔任本公司或其附屬公司董事的服務而支付。

#### (b) 董事退休福利

年內，概無董事已收取或將收取任何退休福利 (二零一五年：無)。

#### (c) 董事終止僱傭福利

年內，概無董事已收取或將收取任何終止僱傭福利 (二零一五年：無)。

#### (d) 就作出董事服務向第三方提供的代價

截至二零一六年十二月三十一日止年度，本公司概無就作出董事服務向任何第三方支付代價 (二零一五年：無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 12. BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

##### (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporates and connected entities with such directors

During the year ended 31 December 2016, there is no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors (2015: Nil).

##### (f) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2015: Nil).

#### 13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included two directors (2015: two directors), details of whose remuneration are set out in note 12 above. Details of the remuneration for the year of the remaining three (2015: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	5,701	618
Contributions to retirement benefit scheme	退休福利計劃供款	49	105
Share-based payment expenses	以股份支付款項開支	7,347	5,831
		<b>13,097</b>	6,554

#### 12. 董事利益及權益 (香港公司 條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第 622G章) 及香港上市規則規定的 披露) (續)

##### (e) 有關以董事、受控制法人團體及該等董事的關連實體為受益人的貸款、準貸款及其他交易的資料

截至二零一六年十二月三十一日止年度，概無有關以董事、受控制法人團體及該等董事的關連實體為受益人的貸款、準貸款及其他交易安排 (二零一五年：無)。

##### (f) 董事於交易、安排或合約中的重大權益

本公司概無就其業務訂立本公司為其中訂約方及本公司董事直接或間接擁有重大權益而於年終或年內任何時間仍然存續的重大交易、安排或合約 (二零一五年：無)。

#### 13. 五名最高薪僱員

年內本集團五名最高薪僱員當中有兩名 (二零一五年：兩名) 為董事，其酬金載於上文附註12。餘下三名 (二零一五年：三名) 並非本公司董事及行政總裁的最高薪僱員於年內的酬金詳情如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 13. FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

### 13. 五名最高薪僱員 (續)

以下載列並非本公司董事的最高薪僱員人數及彼等的薪酬範圍：

		2016 二零一六年 No. of employees 僱員人數	2015 二零一五年 No. of employees 僱員人數
HK\$ nil to HK\$1,000,000	零港元至1,000,000港元	-	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	3
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	-
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	-	-
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	1	-
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	1	-
		<b>3</b>	<b>3</b>

### 14. (LOSS) EARNINGS PER SHARE

The calculation of basic and diluted (loss) earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

### 14. 每股 (虧損) 盈利

本公司普通權益持有人應佔每股基本及攤薄 (虧損) 盈利乃按下列數據計算：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>(Loss) earnings</b>	<b>(虧損) 盈利</b>		
(Loss) earnings for the year attributable to owners of the Company for the purpose of basic (loss) earnings per share	就每股基本 (虧損) 盈利而言的本公司擁有人應佔年內 (虧損) 盈利	<b>(970,550)</b>	116,130
Effect of dilutive potential ordinary shares:	攤薄潛在普通股之影響：		
Interest on convertible notes (net of tax)	可換股票據利息 (扣除稅項)	-	4,260
(Loss) earnings for the purpose of diluted (loss) earnings per share	就每股攤薄 (虧損) 盈利而言的 (虧損) 盈利	<b>(970,550)</b>	120,390



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 14.(LOSS) EARNINGS PER SHARE (Continued)

### 14.每股(虧損)盈利(續)

		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	就每股基本(虧損)盈利而言的加權平均普通股數目	<b>3,693,379</b>	2,354,846
Effect of dilutive potential ordinary shares:	攤薄潛在普通股之影響:		
– Share options	– 購股權	–	2,679
– Convertible notes	– 可換股票據	–	146,434
Weighted average number of ordinary shares for the purpose of diluted (loss) earnings per share	就每股攤薄(虧損)盈利而言的加權平均普通股數目	<b>3,693,379</b>	2,503,959

The calculation of basic (loss) earnings per share is based on the (loss) profit attributable to owners of the Company, and the weighted average number of shares approximately 3,693,379,000 ordinary shares (2015: 2,354,846,000) in issue.

每股基本(虧損)盈利乃根據本公司擁有人應佔(虧損)溢利及已發行普通股的加權平均數約3,693,379,000股(二零一五年: 2,354,846,000股)計算。

Diluted loss per share for the year ended 31 December 2016 did not assume the exercise of the share options during the year since the exercise would have an anti-dilutive effect. No adjustment was made in calculating diluted loss per share for the year ended 31 December 2016 as conversion of convertible notes would result in a decrease in loss per share. Accordingly, the diluted loss per share is same as the basic loss per share.

由於行使購股權將具反攤薄效應，截至二零一六年十二月三十一日止年度之每股攤薄虧損並無假設年內行使購股權。由於兌換可換股票據將導致每股虧損減少，計算截至二零一六年十二月三十一日止年度之每股攤薄虧損時並無作出調整。因此，每股攤薄虧損與每股基本虧損相同。

The calculation of diluted earnings per share is based on the profit attributable to the owners of the Company, adjusted to reflect the interest on the convertible notes for the year ended 31 December 2015. The Company has dilutive potential ordinary shares which are the convertible notes and share options. The convertible notes are assumed to have been converted into ordinary shares, and the net profit is adjusted to eliminate the interest expense less the tax effect for the year ended 31 December 2015.

截至二零一五年十二月三十一日止年度，每股攤薄盈利乃根據本公司擁有人應佔溢利(已就可換股票據利息作出調整)計算。本公司有具潛在攤薄影響的普通股，包括可換股票據及購股權。可換股票據假定為已轉換為普通股，及純利已作出調整以撇銷利息開支減去截至二零一五年十二月三十一日止年度的稅務影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Leasehold improvement	Warehouse	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		租賃物業裝修	倉庫	傢俬、裝置及設備	汽車	在建工程	總額
		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
<b>Cost</b>	<b>成本</b>						
At 1 January 2015	於二零一五年一月一日	-	170,394	1,809	772	-	172,975
Acquired on acquisition of subsidiaries	收購附屬公司時收購	1,739	-	564	195	-	2,498
Additions	添置	9,979	-	1,281	2,363	1,639	15,262
Derecognised on disposal of a subsidiary	出售一間附屬公司時終止確認	-	-	-	-	(1,639)	(1,639)
Disposal	出售	-	-	(841)	-	-	(841)
Written off	撇銷	-	-	(70)	(295)	-	(365)
Exchange realignment	匯兌調整	(95)	(9,445)	(49)	(73)	-	(9,662)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	<b>11,623</b>	<b>160,949</b>	<b>2,694</b>	<b>2,962</b>	-	<b>178,228</b>
Acquired on acquisition of subsidiaries	收購附屬公司時收購	472	-	1,708	332	-	2,512
Additions	添置	320	-	234	-	-	554
Disposal	出售	-	-	(16)	-	-	(16)
Deconsolidation of subsidiaries	取消綜合入賬附屬公司	(1,644)	-	(607)	(361)	-	(2,612)
Written off	撇銷	-	-	(99)	-	-	(99)
Exchange realignment	匯兌調整	-	(10,382)	(29)	(61)	-	(10,472)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>10,771</b>	<b>150,567</b>	<b>3,885</b>	<b>2,872</b>	-	<b>168,095</b>
<b>Depreciation and impairment</b>	<b>折舊及減值</b>						
At 1 January 2015	於二零一五年一月一日	-	36,924	1,564	712	-	39,200
Acquired on acquisition of subsidiaries	收購附屬公司時收購	1,002	-	466	9	-	1,477
Provided for the year	本年度撥備	624	8,378	225	168	-	9,395
Eliminated on disposal	出售時撇銷	-	-	(841)	-	-	(841)
Written off	撇銷	-	-	(70)	(295)	-	(365)
Exchange alignment	匯兌調整	(69)	(2,377)	(35)	(42)	-	(2,523)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	<b>1,557</b>	<b>42,925</b>	<b>1,309</b>	<b>552</b>	-	<b>46,343</b>
Acquired on acquisition of subsidiaries	收購附屬公司時收購	472	-	1,438	210	-	2,120
Provided for the year	本年度撥備	2,032	7,903	403	432	-	10,770
Eliminated on disposal	出售時撇銷	-	-	(30)	-	-	(30)
Eliminated on deconsolidation of subsidiaries	取消綜合入賬附屬公司時撇銷	(1,285)	-	(409)	(101)	-	(1,795)
Written off	撇銷	-	-	(33)	-	-	(33)
Exchange alignment	匯兌調整	-	(3,144)	3	(55)	-	(3,196)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>2,776</b>	<b>47,684</b>	<b>2,681</b>	<b>1,038</b>	-	<b>54,179</b>
<b>Carrying amounts</b>	<b>賬面值</b>						
At 31 December 2016	於二零一六年十二月三十一日	<b>7,995</b>	<b>102,883</b>	<b>1,204</b>	<b>1,834</b>	-	<b>113,916</b>
At 31 December 2015	於二零一五年十二月三十一日	10,066	118,024	1,385	2,410	-	131,885

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold improvements	Over the shorter of remaining unexpired terms of the leases and 20%
Warehouse	5%
Furniture, fixtures and equipment	10%-33%
Motor vehicles	20%-33%

The warehouse are situated on land in the PRC held under a medium-term to long-term land use right.

#### 16. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments are amortised and charged to the profit or loss in the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the lease term.

#### 15. 物業、廠房及設備 (續)

上述物業、廠房及設備項目使用下列年率按直線基準計算折舊：

租賃物業裝修	按租約剩餘年期及20% (以較短者為準)
倉庫	5%
傢俬、裝置及設備	10%-33%
汽車	20%-33%

倉庫位於中國土地上，根據中期至長期土地使用權持有。

#### 16. 預付租賃款項

本集團的預付租賃款項按直線基準於租期內在綜合損益及其他全面收益表中的損益內攤銷及扣除。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost	成本		
Balance at beginning of the year	年初結餘	<b>33,946</b>	35,938
Exchange realignment	匯兌調整	<b>(2,190)</b>	(1,992)
Balance at end of the year	年末結餘	<b>31,756</b>	33,946
Accumulated amortisation	累計攤銷		
Balance at beginning of the year	年初結餘	<b>7,543</b>	7,187
Amortisation for the year	年內攤銷	<b>741</b>	785
Exchange realignment	匯兌調整	<b>(522)</b>	(429)
Balance at end of the year	年末結餘	<b>7,762</b>	7,543
Carrying amounts	賬面值		
Balance at end of the year	年末結餘	<b>23,994</b>	26,403
Analysed for reporting purposes as:	就報告而言分析如下：		
Current assets	流動資產	<b>706</b>	754
Non-current assets	非流動資產	<b>23,288</b>	25,649
		<b>23,994</b>	26,403

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 17. GOODWILL

### 17. 商譽

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>		
Balance at beginning of the year	年初結餘	198,326	–
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	121,282	198,326
De-consolidation of subsidiaries (note 38)	取消綜合入賬附屬公司 (附註38)	(195,996)	–
Balance at end of the year	年末結餘	123,612	198,326
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>		
Balance at beginning of the year	年初結餘	–	–
Impairment loss for the year	年內減值虧損	–	–
Balance at end of the year	年末結餘	–	–
<b>Carrying amounts</b>	<b>賬面值</b>		
Balance at end of the year	年末結餘	123,612	198,326

Particulars regarding impairment testing on goodwill are disclosed in note 19.

有關商譽減值測試的詳情於附註19披露。

### 18. INTANGIBLE ASSETS

### 18. 無形資產

		Trading right 交易權 HK\$'000 千港元	Information integration platform 信息集成平台 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>			
At 1 January 2015, 31 December 2015 and 1 January 2016	於二零一五年一月一日、 二零一五年十二月三十一日及 二零一六年一月一日	–	–	–
Acquired on acquisition of subsidiaries	收購附屬公司時收購	500	10,904	11,404
Exchange realignment	匯兌調整	–	(104)	(104)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>500</b>	<b>10,800</b>	<b>11,300</b>
<b>Depreciation and impairment</b>	<b>折舊及減值</b>			
At 1 January 2015, 31 December 2015 and 1 January 2016	於二零一五年一月一日、 二零一五年十二月三十一日及 二零一六年一月一日	–	–	–
Provided for the year	年內扣除	–	27	27
Exchange alignment	匯兌調整	–	(1)	(1)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>–</b>	<b>26</b>	<b>26</b>
<b>Carrying amounts</b>	<b>賬面值</b>			
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>500</b>	<b>10,774</b>	<b>11,274</b>
At 31 December 2015	於二零一五年十二月三十一日	–	–	–



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 18. INTANGIBLE ASSETS (Continued)

The trading right was purchased as part of a business combination during the year. The trading right are retained for stock trading and stockbroking activities. The trading right have been considered to have indefinite lives because they are expected to contribute to the net cash flows of the Group indefinitely, and are not amortised. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired. Particulars of the impairment testing are disclosed in note 19.

Information integration platform provides all the foundational building blocks of trusted information, including data integration, data warehousing, master data management, big data and information monitoring. The right of using information integration platform is capitalised on the basis of the costs incurred to acquire the specific software. These costs are amortised over their estimated useful lives of 10 years.

### 19. IMPAIRMENT TESTING OF GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIFE

For the purpose of impairment testing, goodwill and the trading right with indefinite useful life set out in notes 17 and 18 have been allocated to four individual cash generating units (CGUs), comprising one subsidiary in the insurance brokerage segment ("Insurance Brokerage CGU"), one subsidiary in the security brokerage segment ("Security Brokerage CGU"), one subsidiary in the asset management segment ("Asset Management CGU") and the subsidiaries in the financing referral segment ("Financing Referral CGU"). The carrying amounts of goodwill (net of accumulated impairment losses) as at 31 December 2016 and 2015 allocated to these units are as follows:

		Goodwill 商譽		Trading right 交易權	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Pawn loan financing CGU (note 38)	典當貸款融資現金產生單位 (附註38)	-	195,996	-	-
Insurance Brokerage CGU	保險經紀現金產生單位	2,330	2,330	-	-
Security Brokerage CGU	證券經紀現金產生單位	14,500	-	500	-
Assets Management CGU	資產管理現金產生單位	6,500	-	-	-
Financing Referral CGU	融資轉介現金產生單位	100,282	-	-	-
<b>Total</b>	<b>總計</b>	<b>123,612</b>	<b>198,326</b>	<b>500</b>	<b>-</b>

### 18. 無形資產 (續)

交易權乃年內作為業務合併之一部分而購買。交易權保留作股票買賣及股票經紀業務。由於交易權被視為有無限年期，因為預期對本集團之現金流量淨額之貢獻並無限期，故並無攤銷。然而，其將每年接受減值測試，以及於出現減值跡象時進行測試。減值測試詳情載於附註19。

信息集成平台提供所有獲信任信息基本建模，包括數據集成、數據倉庫、主數據管理、大數據及信息監控。使用信息集成平台的權利按為購入指定軟件而產生成本之基準進行資本化。該等成本於其10年估計可使用年期進行攤銷。

### 19. 商譽及具有無限使用年期的無形資產的減值測試

就減值測試而言，附註17及18所載具無限可使用年期之商譽及交易權已分配至四項個別現金產生單位（「現金產生單位」），包括保險經紀分部的一間附屬公司（「保險經紀現金產生單位」）、證券經紀分部的一間附屬公司（「證券經紀現金產生單位」）、資產管理分部的一間附屬公司（「資產管理現金產生單位」）及融資轉介分部的一間附屬公司（「融資轉介現金產生單位」）。於二零一六年及二零一五年十二月三十一日分配至該等單位的商譽賬面值（扣除累計減值虧損）如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 19. IMPAIRMENT TESTING OF GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIFE (Continued)

During the year ended 31 December 2016, the management of the Group determines that there are no impairments of any its CGU containing goodwill or the trading right with indefinite useful lives.

The recoverable amount of each CGU is determined based on a value-in-use calculation. The calculation uses cash flow projections based on financial budgets approved by the management.

Assumptions were used in the value-in-use calculation of the CGUs for the year ended 31 December 2016 and 31 December 2015. Their major underlying assumptions on which management has based its cash flow projections to undertake impairment testing of goodwill are summarised below:

Discount rate per annum – the discount rate used are before tax and reflect specific risks relating to the respective industries.

Budgeted revenue and budgeted gross margins – management determined budgeted gross margin based on past performance and its expectations for the development of the market.

#### Insurance Brokerage CGU

The recoverable amount of the Insurance Brokerage CGU was determined with the assistance of the independent professional qualified valuers not connected with the Group. The calculation used cash flow projections based on financial budgets approved by management covering a three-year period, and at a discount rate of 21.85%. Cash flows after the three-year period were extrapolated using 3% growth rate in considering the economic condition of the market.

#### Security Brokerage CGU

The recoverable amount of the Security Brokerage CGU was determined with the assistance of the independent professional qualified valuers not connected with the Group. The calculation used cash flow projections based on financial budgets approved by management covering a three-year period, and at a discount rate of 21.82%. Cash flows after the three-year period were extrapolated using 3% growth rate in considering the economic condition of the market.

### 19. 商譽及具有無限使用年期的無形資產的減值測試(續)

截至二零一六年十二月三十一日止年度，本集團管理層釐定其包含商譽或交易權並且具有無限使用年期之任何現金產生單位並無減值。

各現金產生單位的可收回金額乃根據使用價值計算釐定。有關計算中使用基於經管理層批准的財務預算的現金流量預測。

截至二零一六年十二月三十一日及二零一五年十二月三十一日止年度現金產生單位使用價值計算中已使用若干假設。管理層進行商譽減值測試時所採用的現金流量預測作出的關鍵假設概述如下：

年折現率—所使用的折現率為除稅前折現率，並反映與相關行業有關的特定風險。

預算收益及預算毛利率—管理層根據過往表現及對市場發展的預期釐定預算毛利率。

#### 保險經紀現金產生單位

保險經紀現金產生單位的可收回金額乃在與本集團並無關連的獨立專業合資格估值師協助下釐定。有關計算中使用基於經管理層批准涵蓋三年期間的財務預算中的現金流量預測並採用21.85%的折現率。三年期間後的現金流量乃考慮市場經濟狀況，使用3%的增長率推算。

#### 證券經紀現金產生單位

證券經紀現金產生單位的可收回金額乃在與本集團並無關連的獨立專業合資格估值師協助下釐定。有關計算中使用基於經管理層批准涵蓋三年期間的財務預算中的現金流量預測並採用21.82%的折現率。三年期間後的現金流量乃考慮市場經濟狀況，使用3%的增長率推算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 19. IMPAIRMENT TESTING OF GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIFE (Continued)

#### Assets Management CGU

The recoverable amount of the Assets Management CGU was determined with the assistance of the independent professional qualified valuers not connected with the Group. The calculation used cash flow projections based on financial budgets approved by management covering a four-year period, and at a discount rate of 21.42%. Cash flows after the four-year period were extrapolated using 3% growth rate in considering the economic condition of the market.

#### Financing Referral CGU

The recoverable amount of the Financing Referral CGU was determined with the assistance of the independent professional qualified valuers not connected with the Group. The calculation used cash flow projections based on financial budgets approved by management covering a three-year period, and at a discount rate of 19.94%. Cash flows after the three-year period were extrapolated using 3% growth rate in considering the economic condition of the market.

During the year ended 31 December 2016 and 2015, the directors of the Company are of opinion, with reference to the professional valuation performed by the independent valuers, that the CGUs was not impaired as compared with their recoverable amounts.

### 19. 商譽及具有無限使用年期的無形資產的減值測試(續)

#### 資產管理現金產生單位

資產管理現金產生單位的可收回金額乃在與本集團並無關連的獨立專業合資格估值師協助下釐定。有關計算中使用基於經管理層批准涵蓋四年期間的財務預算中的現金流量預測並採用21.42%的折現率。四年期間後的現金流量乃考慮市場經濟狀況，使用3%的增長率推算。

#### 融資轉介現金產生單位

融資轉介現金產生單位的可收回金額乃在與本集團並無關連的獨立專業合資格估值師協助下釐定。有關計算中使用基於經管理層批准涵蓋三年期間的財務預算中的現金流量預測並採用19.94%的折現率。三年期間後的現金流量乃考慮市場經濟狀況，使用3%的增長率推算。

於截至二零一六年及二零一五年十二月三十一日止年度，本公司董事認為，根據獨立估值師進行的專業估值，該等現金產生單位與其可收回金額相較並無出現減值。

### 20. INTERESTS IN ASSOCIATES

### 20. 於聯營公司的權益

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of investment in associates – unlisted	於聯營公司投資的成本—非上市	<b>372,075</b>	368,701
Share of post-acquisition (loss) profit and other comprehensive (expense) income	應佔收購後(虧損)溢利及其他全面(開支)收益	<b>(104,665)</b>	3,374
Less: impairment loss	減: 減值虧損	<b>(267,410)</b>	—
		—	372,075

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. INTERESTS IN ASSOCIATES (Continued)

The following list contains only the particulars of associates, all of which are unlisted corporate entities whose quoted market price is not available:

### 20. 於聯營公司的權益 (續)

下表僅列出均為非上市公司實體且並無市價之聯營公司的資料：

Name 名稱	Place of incorporation and operation 註冊成立及營業地點	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足普通股 股本/註冊股本	Proportion of ownership interest attributable to the Company 本公司應佔所有權權益比例				Principal activities 主要業務
			2016 二零一六年		2015 二零一五年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Intraday Financial Information Service Limited ("Intraday Financial") (Note a) 當天金融信息服務有限公司 (「當天金融」)(附註a)	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	Ordinary US\$100 普通股本100美元	45%	-	45%	-	Investment holding 投資控股
aBCD Enterprise Limited (Note a) aBCD Enterprise Limited (附註a)	Hong Kong 香港	Ordinary HK\$3 普通股本3港元	-	45%	-	45%	Investment holding 投資控股
Dingtai Runhe Investment Consulting (Shanghai) Co., Ltd# ("Dingtai Runhe") (Note a) 鼎泰潤和投資諮詢(上海)有限公司 (「鼎泰潤和」)(附註a)	PRC 中國	Registered capital RMB31,000,000 註冊股本人民幣 31,000,000元	-	45%	-	45%	Provision of consultancy service 提供顧問服務
Shanghai Intraday Financial Information Service Limited# ("Shanghai Intraday") (Note a) 上海當天金融信息服務有限公司 (「上海當天」)(附註a)	PRC 中國	Registered capital RMB200,000,000 註冊股本人民幣 200,000,000元	-	45%	-	45%	Operation of internet finance platform 經營互聯網金融平台
Shanghai Rongyu Finance Lease Limited ("Shanghai Rongyu") (Note b) 上海融鈺融資租賃有限公司 (「上海融鈺」)(附註b)	PRC 中國	Registered capital RMB210,000,000 註冊股本人民幣 210,000,000元	-	25%	-	25%	Provision of finance leasing service 提供融資租賃服務

# The English translation of Chinses name is for reference only and should not be regarded as its official English name.

# 中文名稱的英文字譯僅供參考，不應視為其正式英文名稱。

Notes:

附註：

(a) On 15 April 2015, 10 June 2015 and 25 June 2015, the Company entered into a conditional sale and purchase agreement first supplemental agreement and second supplemental agreement respectively with Long Tu Limited ("Long Tu"), for the acquisition of 45% issued share capital of Intraday Financial at the consideration of HK\$272,840,000. The consideration was satisfied by issue of 71,800,000 shares of the Company at the price of HK\$3.8. The acquisition was completed on 8 July 2015.

(a) 於二零一五年四月十五日、二零一五年六月十日及二零一五年六月二十五日，本公司與龍圖有限公司(「龍圖」)訂立有條件買賣協議、首份補充協議及第二份補充協議，內容有關以代價272,840,000港元收購當天金融已發行股本之45%。代價已透過按3.8港元發行71,800,000股本公司股份支付。該收購事項已於二零一五年七月八日完成。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(a) (Continued)

Intraday Financial is the legal and beneficial owner of the entire registered capital of Dingtai Runhe, which has entered into Contractual Agreements C with Shanghai Intraday and its registered shareholders, i.e. Mr. Shao and Mr. Zhu on 14 April 2015. Through these Contractual Agreements C, Dingtai Runhe has effective control over the financial and business operations of the Shanghai Intraday, and is entitled to the economic interest and benefits of the Shanghai Intraday which is engaged in operation of an internet finance platform in Shanghai, the PRC.

The Contractual Agreements C currently in effect comprise the following agreements, namely (a) the Exclusive Consulting Service Agreement, (b) the Equity Pledge Agreement, (c) the Exclusive Call Option Agreement, and (d) the Authorisation Agreement.

- (b) On 3 July 2015, an indirect wholly-owned subsidiary of the Company, completed acquisition of 25% equity interest in Shanghai Rongyu at a consideration of RMB100,000. Pursuant to the amendment deed, the indirect wholly-owned subsidiary of the Company contributed RMB52,500,000 as capital contribution in respect of its 25% equity interest into Shanghai Rongyu on 29 July 2015. Following the capital contribution, the indirect wholly-owned subsidiary of the Company had 25% equity interests in Shanghai Rongyu. Shanghai Rongyu was established for the provision of finance leasing service in Shanghai, the PRC. The acquisition was completed on 3 July 2015.

#### Summarised financial information for associates

Summarised financial information in respect of the Group's associates is set out below. The summarised financial information below represents amounts shown in the associates' financial statements prepared in accordance with HKFRSs.

All of these associates are accounted for using the equity method in these financial statements.

### 20. 於聯營公司的權益 (續)

附註：(續)

(a) (續)

當天金融為鼎泰潤和全部註冊資本的合法及實益擁有人，鼎泰潤和已與上海當天及其註冊股東邵先生及朱先生於二零一五年四月十四日訂立合約協議C。透過該等合約協議C，鼎泰潤和對上海當天的財務及經營擁有實際控制權，並有權享有上海當天的全部經濟權益及利益，上海當天在中國上海經營互聯網金融平台。

目前生效的合約協議C包括下列協議，即(a)獨家管理顧問服務協議、(b)股權質押合同、(c)獨家購買期權協議及(d)授權委託協議。

- (b) 於二零一五年七月三日，本公司一間間接全資附屬公司完成收購上海融鈺的25%股權，代價為人民幣100,000元。根據修訂契據，本公司上述間接全資附屬公司於二零一五年七月二十九日向上海融鈺注資人民幣52,500,000元，作為其25%股權的資本出資。出資後，本公司間接全資附屬公司擁有上海融鈺的25%股權。上海融鈺的成立宗旨為於中國上海提供融資租賃服務。該收購事項已於二零一五年七月三日完成。

#### 聯營公司財務資料概要

有關本集團聯營公司的財務資料概要載於下文。下列財務資料概要為根據香港財務報告準則編製的聯營公司財務報表內所示金額。

所有該等聯營公司均於此等財務報表內採用權益法入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. INTERESTS IN ASSOCIATES (Continued)

### 20. 於聯營公司的權益 (續)

#### Shanghai Rongyu

#### 上海融鈺

#### Summarised statement of financial position

#### 財務狀況表概要

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	17	234,764
Current liabilities	流動負債	<b>(3,096)</b>	(7,481)
Non-current assets	非流動資產	39	35,615

#### Summarised statement of profit or loss and other comprehensive income

#### 損益及其他全面收益表概要

#### For the year end 31 December

截至十二月三十一日止年度

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue and other revenue	收入及其他收入	4,147	17,369
(Loss) profit for the year	年內(虧損)溢利	<b>(248,635)</b>	12,528
Other comprehensive expenses	其他全面開支	<b>(17,303)</b>	(15,305)
Total comprehensive expense	全面開支總額	<b>(265,938)</b>	(2,777)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 20. INTERESTS IN ASSOCIATES (Continued)

##### Intraday Financial and its subsidiaries ("Intraday Financial Group")

##### Summarised statement of financial position

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	24,476	156,185
Current liabilities	流動負債	(29,439)	(76,146)
Non-current assets	非流動資產	4,960	6,608
Non-current liabilities	非流動負債	(114)	(122)

##### Summarised statement of profit or loss and other comprehensive income

		For the year end 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue and other revenue	收入及其他收入	2,329	56,206
(Loss) profit for the year	年內(虧損)溢利	(82,440)	13,760
Other comprehensive expenses	其他全面開支	(4,202)	(4,719)
Total comprehensive (expense) income	全面(開支)收益總額	(86,642)	9,041

Reconciliation of the above summarised financial information to the carrying amount of the interests in the associates recognised in the consolidated financial statements.

#### 20. 於聯營公司的權益(續)

##### 當天金融及其附屬公司(「當天金融集團」)

##### 財務狀況表概要

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	24,476	156,185
Current liabilities	流動負債	(29,439)	(76,146)
Non-current assets	非流動資產	4,960	6,608
Non-current liabilities	非流動負債	(114)	(122)

##### 損益及其他全面收益表概要

		For the year end 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue and other revenue	收入及其他收入	2,329	56,206
(Loss) profit for the year	年內(虧損)溢利	(82,440)	13,760
Other comprehensive expenses	其他全面開支	(4,202)	(4,719)
Total comprehensive (expense) income	全面(開支)收益總額	(86,642)	9,041

上述資料反映聯營公司財務資料內呈列的金額，並已就本集團與聯營公司之間的會計政策差異作出調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. INTERESTS IN ASSOCIATES (Continued)

### 20. 於聯營公司的權益 (續)

#### Shanghai Rongyu

#### 上海融鈺

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Net assets at the beginning of the year	年初資產淨值	<b>262,915</b>	265,692
(Loss) profit for the year	年內(虧損)溢利	<b>(248,635)</b>	12,528
Share of translation reserve	應佔匯兌儲備	<b>(17,303)</b>	(15,305)
Net (liabilities) assets at the end of the year	年末(負債)資產淨額	<b>(3,023)</b>	262,915
Interests in associates (25%)	於聯營公司的權益(25%)	-	65,729
Carrying amounts	賬面值	-	65,729

#### Intraday Financial Group

#### 當天金融集團

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Net assets at the beginning of the year	年初資產淨值	<b>86,525</b>	77,484
(Loss) profit for the year	年內(虧損)溢利	<b>(82,440)</b>	13,760
Share of translation reserve	應佔匯兌儲備	<b>(4,202)</b>	(4,719)
Net (liabilities) assets at the end of the year	年末(負債)資產淨額	<b>(117)</b>	86,525
Interests in associates (45%)	於聯營公司的權益(45%)	-	38,936
Goodwill	商譽	<b>267,410</b>	267,410
Impairment loss on interests in associates	於聯營公司權益之減值虧損	<b>(267,410)</b>	-
Carrying amounts	賬面值	-	306,346



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. INTERESTS IN ASSOCIATES (Continued)

During the year ended 31 December 2016, the Group was informed by Shanghai Intraday that one of the third party asset management companies did not have sufficient cash to repay the investment principal of certain products to the investors when the products reach their maturity dates ("Repayment Issue"). As the management of Shanghai Intraday does not want the reputation of its platform and its operation being affected by the Repayment Issue, therefore, Shanghai Intraday has, for and on behalf of the asset management company, paid certain sums of the investment principal to the investors utilising their internal resources which was subsequently reimbursed before 30 June 2016. On or around June 2016, the Repayment Issue persists and the investment principal in the internet platform drops significantly. Furthermore, Shanghai Intraday did not offer any products of those third party asset management companies for new products, therefore Shanghai Intraday did not offer any investment products on its internet platform since mid-June 2016. Consequently, the operations are negatively affected and the turnover dropped significantly in current year.

During the year ended 31 December 2016, in view of the performance of Intraday Financial Group, the Group has performed impairment testing with the assessment of an independent professional qualified valuer not connected with the Group on investments in Intraday Financial Group whereby the recoverable amounts of Intraday Financial Group were determined based on value in use calculations, with reference to the estimated cash flows in the coming three years were extrapolated by assuming 3% growth rate using pre-tax discount rates of 35.93%. Following the impairment testing, an aggregate amount of HK\$267,410,000 was recognised as impairment loss in the profit or loss during the year ended 31 December 2016.

### 21. REPOSSESSED ASSETS

### 20. 於聯營公司的權益 (續)

截至二零一六年十二月三十一日止年度，本集團獲上海當天告知其中一名第三方資產管理公司並無足夠現金於若干產品到期日向投資者償還該等產品之投資本金（「償還問題」）。由於上海當天的管理層不希望償還問題影響其平台聲譽及其營運，因此，上海當天已動用其內部資源代表資產管理公司向投資者支付若干數額之投資本金（其所支付之款項其後於二零一六年六月三十日前獲償還）。於二零一六年六月或前後，償還問題仍未解決及互聯網平台之投資本金大幅下跌。此外，上海當天並無提供該等第三方資產管理公司的任何產品，故此上海當天自二零一六年六月中旬起並無在其互聯網平台提供任何投資產品。因此，本年度有關經營受到負面影響及營業額大幅下降。

截至二零一六年十二月三十一日止年度，考慮到當天金融集團之業績，經與本集團並無關連的獨立專業合資格估值師對當天金融集團的投資進行測試後，本集團已對該等資產進行減值評估。據此，當天金融集團之可收回金額按使用價值計算釐定，並經參考未來三年的估計現金流量（按3%增長率之假設採用除稅前折現率35.93%推算）。在進行減值測試後，於截至二零一六年十二月三十一日止年度，在損益確認總額為267,410,000港元的減值虧損。

### 21. 經收回資產

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Pawn collaterals 典當抵押品	-	41

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 22. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 22. 可供出售金融資產

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Listed investments:	上市投資		
– Equity securities listed in Hong Kong (Note a)	– 香港上市的股本證券 (附註a)	30,655	–
– Equity securities listed in the PRC (Note a)	– 中國上市的股本證券 (附註a)	11,069	–
Unlisted investments:	非上市投資		
– Wealth management product (Note b)	– 財富管理產品 (附註b)	16,751	–
		<b>58,475</b>	
Analysed for reporting purposes as:	就報告而言分析如下:		
Current assets	流動資產	16,751	–
Non-current assets	非流動資產	41,724	–
		<b>58,475</b>	–

#### Notes:

- (a) It represent the Group's investments in listed equity securities. All the listed equity securities are stated at fair values which have been determined by reference to closing prices quoted in the active markets. The Group does not intend to dispose of these investments in the near future.
- (b) Available-for-sale financial assets is a wealth management product acquired from a bank with both principal and interest rate being non-guaranteed. It is fair valued using a discounted cash flow approach and main input used by the Group is estimated yield rate written in contract with the counterparty. The fair value is within level 3 of the fair value hierarchy.

#### 附註:

- (a) 其指本集團於上市股本證券之投資。所有上市股本證券均按公平值列賬，而公平值乃經參考於活躍市場所報之收市價而釐定。本集團無意於短期內出售該等投資。
- (b) 可供出售金融資產為自銀行購入的財富管理產品，其本金和利率並無保證。其公平值採用折算現金流量法計算，而本集團使用的主要參數為與對手方訂立的合同中所載估計收益率。有關公平值包含在公平值等級第三級。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 23. CONTINGENT CONSIDERATION RECEIVABLE

The balance represents the contingent consideration receivable in relation to the acquisition of Access China ("Access China") Group Limited and its subsidiaries ("Access Group") from a third party, the vendor, pursuant to sale and purchase agreement ("Acquisition Agreement"). The amount is classified as financial assets at fair value through profit or loss and measured at fair value.

### 23. 應收或然代價

該結餘指有關根據買賣協議（「收購協議」）向一名第三方賣方收購 Access China Group Limited（「Access China」）及其附屬公司（「Access 集團」）的應收或然代價。該金額列為透過損益按公平值列賬的金融資產及按公平值計量。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	-	-
Acquisition of subsidiaries (note 36(a))	收購附屬公司（附註36(a)）	15,889	-
Fair value change recognised in profit or loss	於損益確認的公平值變動	(787)	-
At 31 December	於十二月三十一日	15,102	-

Pursuant to the Acquisition Agreement, the vendor guarantees to the Company that Beijing Xinnouwei, an indirect wholly-owned subsidiary of Access China, and its subsidiaries shall attain certain performance targets (the "Profit Guarantee") for the years ending 31 December 2016, 2017 and 2018 respectively.

If the Guaranteed Profit could not be met, the Company shall have the right to deduct the compensation from the respective cash considerations payable to the Vendor for financial years ending 31 December 2016, 2017 and 2018 (i.e. 2016: HK\$30,000,000, 2017: HK\$20,000,000 and 2018: HK\$10,000,000). Should the cash considerations payable to the Vendor be insufficient to cover the compensation, the Company shall have the right to sell all or part of the Consideration Shares under escrow, the net proceeds from which shall be equal to the shortfall of the compensation, to the independent third parties, in the securities market.

For avoidance of doubt, should the Beijing Xinnouwei and its subsidiaries record an actual consolidated loss for any of the financial years ending 31 December 2016, 2017 and 2018, the amount shall be deemed as Nil.

根據收購協議，賣方向本公司保證北京信諾微（Access China之間接全資附屬公司）及其附屬公司將於截至二零一六年、二零一七年及二零一八年十二月三十一日止年度達成若干業績目標（「溢利保證」）。

倘未能符合保證溢利，本公司有權從截至二零一六年、二零一七年及二零一八年十二月三十一日止財政年度應付予賣方的相關現金代價（即二零一六年：30,000,000港元；二零一七年：20,000,000港元；二零一八年：10,000,000港元）中扣除補償金額。倘應付予賣方的現金代價不足以支付補償金額，本公司有權於證券市場向獨立第三方出售經託管的全部或部分代價股份，其所得款項淨額須相等於補償金額的短缺額。

為免生疑問，倘北京信諾微及其附屬公司於截至二零一六年、二零一七年及二零一八年十二月三十一日止任何財政年度錄得實際綜合虧損，則有關金額將視為零。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 23. CONTINGENT CONSIDERATION RECEIVABLE

(Continued)

On the date of acquisition, the fair value of the contingent consideration receivable was estimated to be approximately HK\$15,889,000, representing Profit Guarantee made by the vendor in accordance with the terms of Acquisition Agreement. The fair value was arrived at based on discounted cash flow of Access Group's forecast financial budgets used to capture the present value of the expected future economic benefits that will flow into the group by applying probability-weighted average of achieving the required benchmark, using discount rate ranged from 14.44% to 16.48%. The valuation was performed by an independent qualified professional valuer not connected to the Group. The management discussed with the valuer on the valuation assumptions and valuation results.

As at 31 December 2016, the fair value of the contingent consideration receivable was estimated to be approximately HK\$15,102,000, representing Profit Guarantee made by the vendor in accordance with the terms of Acquisition Agreement. The fair value was arrived at based on discounted cash flow of Access Group's forecast financial budgets used to capture the present value of the expected future economic benefits that will flow into the group by applying probability-weighted average of achieving the required benchmark, using discount rate ranged from 14.41% to 18.04%. The valuation was performed by an independent qualified professional valuer not connected to the group. The management discussed with valuer on the valuation assumptions and valuation results.

### 23. 應收或然代價(續)

於收購日期，應收或然代價之公平值估計約為15,889,000港元，即賣方根據買賣協議條款作出之溢利保證。有關公平值乃根據Access集團預測財務預算之折現現金流量(透過應用達致規定標準之可能性加權平均數，採用介乎14.44%至16.48%之折現率以取得將流入本集團之預期未來經濟利益之現值)而計算得出。估值由與本集團無關連之獨立合資格專業估值師進行。管理層與估計師討論估值假設及估值結果。

於二零一六年十二月三十一日，應收或然代價之公平值估計約為15,102,000港元，即賣方根據買賣協議條款作出之溢利保證。有關公平值乃根據Access集團預測財務預算之折現現金流量(透過應用達致規定標準之可能性加權平均數，採用介乎14.41%至18.04%之折現率以取得將流入本集團之預期未來經濟利益之現值)而計算得出。估值由與本集團無關連之獨立合資格專業估值師進行。管理層與估計師討論估值假設及估值結果。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 24. LOANS AND INTERESTS RECEIVABLES

#### 24. 應收貸款及利息

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Pawn loans	典當貸款	–	363,331
Secured loans	有抵押貸款	82,619	–
Unsecured loans	無抵押貸款	16,862	–
		<b>99,481</b>	363,331
Less: impairment allowances	減：減值撥備	<b>(62,420)</b>	(3,633)
		<b>37,061</b>	359,698

Pawn loans receivables are arising from the Group's pawn loans business. The loan periods granted to customers are within six months. The pawn loans provided to customers bear fixed interest rates ranging from 0.27% to 0.48% per month and administrative fee rate ranging from 1.56% to 4.20% per month in the year ended 31 December 2015.

As at 31 December 2015, in the opinion of the directors of the Company, the Group held collateral with value not less than the carrying amount of the pawn loan receivables.

Pawn loans receivables are all denominated in RMB. The impairment allowance of pawn loans receivables are recognised based on the Group's best estimate of amounts that are potentially uncollectible.

As at 31 December 2015, renewed loans amounted to HK\$170,071,000, comprising personal property backed pawn loans of HK\$103,105,000, real estate backed pawn loans of HK\$9,669,000 and equity interest backed pawn loans of HK\$57,297,000. No renewed loans had substantially modified their original contractual terms for the year ended 31 December 2015.

應收典當貸款來自本集團之典當貸款業務。授予客戶的貸款期為六個月內。截至二零一五年十二月三十一日止年度，向客戶提供的典當貸款按每月0.27厘至0.48厘之固定利率計息，手續費率為每月1.56厘至4.20厘。

於二零一五年十二月三十一日，本公司董事認為本集團所持有抵押品之價值不低於應收典當貸款之賬面值。

應收典當貸款均以人民幣計值。應收典當貸款減值撥備乃根據本集團對可能無法收回金額的最佳估計而確認。

於二零一五年十二月三十一日，續期貸款金額為170,071,000港元，包括動產質押典當貸款103,105,000港元、房地產質押典當貸款9,669,000港元及股權質押典當貸款57,297,000港元。截至二零一五年十二月三十一日止年度，概無續期貸款對其原有合約條款作出重大修改。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 24. LOANS AND INTERESTS RECEIVABLES

(Continued)

The ageing of the pawn loans receivables are calculated starting from the original granting date without considering the subsequent renewal of the loans. The ageing analysis of pawn loans receivables net of provision for impairment of pawn loans receivables is set out below:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 – 90 days	0至90日	–	140,039
91 – 180 days	91至180日	–	115,505
181 – 365 days	181至365日	–	33,716
Over 365 days	365日以上	–	70,438
		–	359,698

Loans receivables arising from the loan financing business of the Group bear interest at rates ranging from 12% to 36% (2015: Nil) per annum. The grants of these loans were approved and monitored by the Group's management. As at 31 December 2016, certain loans receivables with an aggregate carrying amount of HK\$20,199,000 were secured by the pledge of collateral and were with personal guarantees provided by certain independent third parties.

An ageing analysis of the loans and interests receivables that are individually not considered to be impaired as at the end of the reporting period, based on the payment due date, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor individually impaired	並無逾期亦無個別減值	25,980	359,698
Less than 1 month past due	逾期不足1個月	11,081	–
1 to 3 months past due	逾期1至3個月	–	–
3 to 6 months past due	逾期3至6個月	–	–
6 months to less than 1 year past due	逾期6個月至不足1年	–	–
		37,061	359,698

### 24. 應收貸款及利息 (續)

應收典當貸款之賬齡按其原有授出日期起計算，並不考慮貸款之其後續期。應收典當貸款（扣除應收典當貸款減值撥備）的賬齡分析如下：

產生自本集團貸款融資業務之應收貸款按介乎12%至36%（二零一五年：無）的年利率計息。該等貸款乃經本集團管理層批准及監察授出。於二零一六年十二月三十一日，總賬面值為20,199,000港元的若干應收貸款乃透過抵押抵押品作抵押及由若干獨立第三方提供個人擔保。

於報告期末按付款到期日並不被視為個別減值的應收貸款及利息的賬齡分析如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 24. LOANS AND INTERESTS RECEIVABLES

(Continued)

Loans receivables that were neither past due nor individually impaired relate to a number of diversified borrowers for whom there was no recent history of default.

In respect of the loans which have been past due for less than one month, the amounts mainly represent occasional delay in repayment and are not indication of significant deterioration of credit quality of these loans.

The movements in impairment allowance of loans and interests receivables are as follows:

### 24. 應收貸款及利息 (續)

並無逾期亦無個別減值的應收貸款與多名最近並無拖欠記錄的不同借款人有關。

有關逾期少於一個月之貸款乃主要由於偶爾延遲還款所導致，並不表示該等貸款之信貸質素顯著惡化。

應收貸款及利息的減值撥備變動如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	3,633	–
Impairment allowance recognised	已確認減值撥備	62,420	3,633
Amounts written off during the year as uncollectible	年內撇銷為不可收回之款項	(3,633)	–
Balance at end of the year	年末結餘	62,420	3,633

Included in the above provision for impairment of loans receivables was a provision for impaired loans receivables of HK\$62,420,000 with an aggregate carrying amount of HK\$62,420,000. The impaired loans receivables relate to borrowers that were in default and the loans and interests receivables were not expected to be recoverable.

上述應收貸款減值撥備包括總賬面值為62,420,000港元的已減值應收貸款62,420,000港元。已減值應收貸款及利息與拖欠款項的借貸人有關，預期無法收回有關應收貸款。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 25. TRADE AND OTHER RECEIVABLES

### 25. 應收賬款及其他應收款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables from:	下列產生之應收賬款：		
Business of dealing in securities: (Note a)	證券交易業務：(附註a)		
– Cash clients	– 現金客戶	349	–
– Margin clients	– 保證金客戶	4,754	–
– Clearing houses and brokers	– 結算所及經紀	1,513	–
Consultancy services	諮詢服務	377	–
Insurance brokerage business (Note b)	保險經紀業務(附註b)	1,173	–
Asset management business (Note c)	資產管理業務(附註c)	55	–
Warehouse storage business (Note d)	倉庫存放業務(附註d)	392	1,215
General trading (Note e)	一般貿易(附註e)	6,388	–
		<b>15,001</b>	1,215
Less: Impairment loss	減：減值虧損	<b>(377)</b>	–
		<b>14,624</b>	1,215
Other receivables	其他應收款項	<b>17,804</b>	1,766
Less: Impairment loss	減：減值虧損	<b>(1,049)</b>	(614)
		<b>16,755</b>	1,152
		<b>31,379</b>	2,367

Notes:

- (a) For the trade receivables from cash clients, it normally takes two days to settle after trade date of securities transactions. These outstanding unsettled trades due from clients are reported as trade receivables from clients.

附註：

- (a) 就現金客戶之應收賬款而言，一般於證券交易交易日後兩日結算。該等源自尚未結算買賣之應收客戶款項列為應收客戶賬款。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 25. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(a) (Continued)

Trade receivables from margin clients amounting to HK\$4,754,000 as at 31 December 2016 are secured by clients' pledged securities with fair value of HK\$12,989,000. Management has assessed the market value of the pledged securities of each individual customer who has margin shortfall as at the year end. No impairment allowance is considered necessary for the remaining margin loans based on the Group's evaluation of their collectability.

Trade receivables from margin clients arising from the securities brokerage business are repayable on demand subsequent to settlement date.

- (b) The normal settlement terms of trade receivables from product issuers arising from the provision of insurance brokerage services are mainly within 45 to 60 days upon the execution of the insurance policies and/or receipt of statements from product issuers.
- (c) Credit terms with customers of asset management are within 30 days or a credit period mutually agreed between the contracting parties.

### 25. 應收賬款及其他應收款項 (續)

附註：(續)

(a) (續)

於二零一六年十二月三十一日，4,754,000 港元之應收保證金客戶賬款乃以公平值為 12,989,000 港元之客戶已抵押證券作抵押。管理層已評估每名個別保證金不足客戶所抵押證券於年末之市值，並根據本集團對收回能力的評估，認為並無需要就保證金貸款計提減值撥備。

證券經紀業務產生之應收保證金客戶賬款須於結算日後按要求償還。

- (b) 提供保險經紀服務產生之應收產品發行人賬款之一般結算期限主要為簽立保單及／或收到產品發行人之結算單後45至60日內。
- (c) 給予資產管理客戶之信貸期為30日內或訂約方相互協定之信貸期。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 25. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

- (d) The Group allows an average credit period of 30 days to its warehouse tenants.
- (e) The Group allows an average credit period of 30 days to its trade customers.

No ageing analysis of margin loans is disclosed as in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

An ageing analysis of the remaining balance of trade receivables net of impairment loss as at the end of the reporting period, based on the trade date, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0-30 days	0-30日	9,801	1,192
31-60 days	31-60日	69	23
61-90 days	61-90日	-	-
Over 90 days	90日以上	-	-
		<b>9,870</b>	<b>1,215</b>

An ageing analysis of the remaining balance of trade receivables that are not individually nor collectively considered to be impaired is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor impaired	並無逾期亦無減值	9,849	1,192
Less than 1 month past due	逾期不足1個月	21	23
1 to 3 months past due	逾期1至3個月	-	-
3 to 6 months past due	逾期3至6個月	-	-
6 months to less than 1 year past due	逾期6個月至不足1年	-	-
		<b>9,870</b>	<b>1,215</b>

### 25. 應收賬款及其他應收款項 (續)

附註：(續)

- (d) 本集團給予其倉庫租戶的平均信貸期為30日。
- (e) 本集團給予其倉庫租戶的平均信貸期為30日。

鑒於保證金貸款業務之性質，本公司董事認為賬齡分析並無額外作用，因此並無披露其賬齡分析。

應收賬款餘額(扣除減值虧損)於報告期末根據交易日期之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0-30 days	0-30日	9,801	1,192
31-60 days	31-60日	69	23
61-90 days	61-90日	-	-
Over 90 days	90日以上	-	-
		<b>9,870</b>	<b>1,215</b>

並不被視為個別或共同減值的應收賬款餘額的賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor impaired	並無逾期亦無減值	9,849	1,192
Less than 1 month past due	逾期不足1個月	21	23
1 to 3 months past due	逾期1至3個月	-	-
3 to 6 months past due	逾期3至6個月	-	-
6 months to less than 1 year past due	逾期6個月至不足1年	-	-
		<b>9,870</b>	<b>1,215</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 25. TRADE AND OTHER RECEIVABLES (Continued)

The movements in impairment loss on trade receivables are as follows:

		<b>2016</b> 二零一六年 <b>HK\$'000</b> 千港元	2015 二零一五年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	-	-
Amounts recognised during the year	年內確認的金額	<b>377</b>	-
Balance at end of the year	年末結餘	<b>377</b>	-

The movements in impairment loss on other receivables are as follows:

		<b>2016</b> 二零一六年 <b>HK\$'000</b> 千港元	2015 二零一五年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	<b>614</b>	3,864
Amounts recognised during the year	年內確認的金額	<b>921</b>	-
Amounts recovered during the year	年內收回的金額	<b>(469)</b>	(1,988)
Amounts written off during the year as uncollectible	年內撇銷為不可收回之款項	-	(1,172)
Exchange realignment	匯兌調整	<b>(17)</b>	(90)
Balance at end of the year	年末結餘	<b>1,049</b>	614

#### 25. 應收賬款及其他應收款項 (續)

應收賬款減值虧損的變動如下:

其他應收款項減值虧損的變動如下:

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 26. PREPAYMENTS AND DEPOSITS

### 26. 預付款項及按金

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Prepayments	預付款項	1,587	1,469
Deposits in proposed acquisition of subsidiaries	建議收購附屬公司的按金	-	5,250
Rental and utilities deposits	租金及公用設施按金	4,292	4,638
Statutory deposits	法定按金	280	-
Other deposits	其他按金	739	54
<b>Total prepayments and deposits</b>	<b>預付款項及按金總額</b>	<b>6,898</b>	<b>11,411</b>
Analysed for reporting purposes as:	就報告而言分析如下：		
Current assets	流動資產	3,573	8,366
Non-current assets	非流動資產	3,325	3,045
		<b>6,898</b>	<b>11,411</b>

### 27. CASH HELD ON BEHALF OF CLIENTS

The Group maintains segregated trust accounts with licensed banks to hold clients' monies arising from its normal course of business. The Group has classified the clients' monies as cash held on behalf of customers under the current assets section of the consolidated statement of financial position and recognised the corresponding accounts payable to respective clients on the grounds that one is liable for any loss or misappropriation of clients' monies. The Group is not allowed to use the clients' monies to settle its own obligations.

### 27. 代客戶持有之現金

本集團於持牌銀行開設獨立信託賬戶，以持有客戶於日常業務過程中產生之款項。本集團已將該等客戶款項分類為綜合財務狀況表之流動資產項下之代客戶持有之現金，並根據其須就客戶款項之任何損失或挪用負上責任之基礎而確認為應付予相關客戶之相關賬款。本集團不可動用客戶款項以償還其自身債務。

### 28. BANK BALANCES AND CASH/PLEDGED BANK DEPOSITS

Bank balances carry interest at market rates which range from nil to 0.30% (31 December 2015: nil to 0.42%) per annum. The pledged bank deposits carry fixed interest rate of 1.70% (31 December 2015: 3%) per annum.

Bank deposits amounting to HK\$27,918,000 (2015: HK\$35,811,000) have been pledged to secure a short-term bank loan at 31 December 2016. The pledged bank deposits will be released upon the settlement of the relevant bank borrowing.

### 28. 銀行結餘及現金／已抵押銀行存款

銀行結餘按介乎零至0.30厘（二零一五年十二月三十一日：零至0.42厘）的市場年利率計息。已抵押銀行存款按1.70厘（二零一五年十二月三十一日：3厘）的固定年利率計息。

於二零一六年十二月三十一日，銀行存款27,918,000港元（二零一五年：35,811,000港元）已作抵押，以獲取短期銀行貸款。已抵押銀行存款將於償還有關銀行借貸後解除。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 29. ASSETS CLASSIFIED AS HELD FOR SALE

#### 29. 列為持作出售的資產

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Property, plant and equipment (Note a)	物業、廠房及設備(附註a)	–	1,066
Prepaid lease payments (Note a)	預付租賃款項(附註a)	–	6,522
		–	7,588
Deposit received (Note a)	已收按金(附註a)	–	9,550

Notes:

- (a) On 29 October 2014, the Group entered into a property sale and purchase agreement with an independent third party to dispose of the office building together with the land portion situated at Unit 508, Level 5, Block 2, Phase 1, Jinguanyuan, No. 16 Xinhua Lane, Xicheng District, Beijing, the PRC. The transaction was completed on 14 March 2016.

附註:

- (a) 於二零一四年十月二十九日，本集團與一名獨立第三方訂立房產買賣協議，出售位於中國北京西城區新華里16號錦官苑一期2號樓5層508室的寫字樓連同土地部分。該項交易已於二零一六年三月十四日完成。

#### 30. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

#### 30. 應付賬款、其他應付款項及應計費用

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade payables from:	下列產生之應付賬款:		
Business of dealing in securities: (Note a)	證券交易業務:(附註a)		
– Cash clients	– 現金客戶	14,960	–
– Margin clients	– 保證金客戶	2,204	–
Insurance brokerage business (Note b)	保險經紀業務(附註b)	1,031	–
Total trade payables	應付賬款總額	18,195	–
Accrued expenses	應計費用	2,339	7,474
Deposits received	已收取按金	284	907
Receipts in advance	預收款項	–	3,150
Other payables	其他應付款項	23,689	19,808
Total other payables and accruals	其他應付款項及應計費用總額	26,312	31,339
Total trade payables, other payables and accruals	應付賬款、其他應付款項及應計費用總額	44,507	31,339

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 30. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS (Continued)

Notes:

- (a) Trade payables to securities brokerage clients represent the monies received from and repayable to brokerage clients in respect of the trust and segregated bank balances received and held for clients in the course of the conduct of regulated activities. However, the Group does not have a currently enforceable right to offset these payables with the deposits placed.

The majority of the trade payables balance are repayable on demand except for certain balances relating to margin deposits received from clients for their trading activities under the normal course of business. Only the excess amounts over the required margin deposits stipulated are repayable on demand.

The settlement terms of trade payables, except for margin clients, arising from the securities brokerage business are two days after trade date.

No ageing analysis is disclosed as in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of business.

- (b) Trade payables to consultants arising from provision of insurance brokerage service, are generally settled within 30 days to 120 days upon receipt of payments from product issuers by the Group.

An ageing analysis of trade payables from insurance brokerage business at the end of reporting period is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 – 30 days	0–30日	990	–
31 – 60 days	31–60日	41	–
61 – 90 days	61–90日	–	–
Over 90 days	90日以上	–	–
		<b>1,031</b>	–

### 30. 應付賬款、其他應付款項及應計費用 (續)

附註：

- (a) 應付證券經紀客戶賬款指就於進行受規管活動過程中已收及代客戶持有之信託及獨立銀行結餘已收經紀客戶及應付經紀客戶的款項。然而，本集團現時並無可強制執行權利以存置存款抵銷該等應付賬款。

大多數應付賬款結餘須按要求償還，惟與於日常業務過程中就交易活動已收客戶的保證金存款有關的若干結餘除外。僅超過規定保證金存款之金額須按要求償還。

證券經紀業務產生之應付賬款(保證金客戶除外)之結算期限為交易日後兩日。

由於本公司董事認為鑒於股份保證金融資之業務性質，賬齡分析並未帶來額外價值，故並無披露賬齡分析。

- (b) 本集團一般於收到產品發行人／基金公司付款後30日至120日內結算提供保險經紀代理服務產生之應付顧問賬款。

於報告期末保險經紀業務應付賬款的賬齡分析如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 31. BORROWINGS

### 31. 借貸

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Bank loans (Note a)	銀行貸款 (附註a)	99,107	123,548
Entrusted bank loans (Note b)	委託銀行貸款 (附註b)	-	41,779
Other loans (Note c)	其他貸款 (附註c)	13,959	112,208
		<b>113,066</b>	277,535
Secured	有抵押	99,107	277,535
Unsecured	無抵押	13,959	-
		<b>113,066</b>	277,535
Carrying amount repayable:	應於下列期間償還的賬面值：		
Within one year	一年內	57,231	199,945
More than one year, but not exceeding two years	一年以上但兩年以內	16,750	17,905
More than two years, but not more than five years	兩年以上但五年以內	39,085	59,685
More than five years	五年以上	-	-
		<b>113,066</b>	277,535
Less: Amounts shown under current liabilities	減：於流動負債列示之金額	<b>(57,231)</b>	(199,945)
		<b>55,835</b>	77,590

#### Notes:

- (a) Bank loans were secured by the pledge of Group's assets as set out in note 43. The loans carry effective interest at fixed rates ranging from 4.35% to 7.91% (2015: 5.10% to 7.91%) per annum.
- (b) The entrusted loan was secured by guarantee provided by Shanghai Kuailu, a registered shareholder of Xinsheng, to a bank for making the loan to Xinsheng. The effective interest rate of the entrusted loan was 5.6% per annum.
- (c) As at 31 December 2016, the interest-bearing other loan bears interest at a fixed interest rate of 10% and is unsecured, repayable within 12 months and is carried at amortised cost.

As at 31 December 2015, other loans obtained from an independent asset management company located in Shanghai have fixed repayment terms which are ranging from one to six months, which are secured by the pawn loans receivables. The loans carrying an interest at fixed rates of 14% per annum.

#### 附註：

- (a) 銀行貸款由附註43所載本集團資產質押作抵押。該等貸款以4.35厘至7.91厘（二零一五年：5.10厘至7.91厘）的固定年利率為實際利率計息。
- (b) 該委託貸款乃由新盛之註冊股東上海快鹿向一間銀行提供擔保，作為向新盛提供貸款的保證。委託貸款之實際年利率為5.6厘。
- (c) 於二零一六年十二月三十一日，計息其他貸款按固定年利率計息，並且為無抵押，須於12個月內償還及按攤銷成本列賬。

於二零一五年十二月三十一日，自一間位於上海的獨立資產管理公司獲得之其他貸款有固定還款期，還款期介乎一至六個月之間，有關貸款由應收典當貸款作抵押。該等貸款按固定年利率14厘計息。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 32. CONVERTIBLE NOTES

In relation to the acquisition of the entire issued share capital of Oriental Credit Holdings Limited (“Oriental Credit”) and its subsidiaries (the “Oriental Credit Group”), the consideration shall be satisfied by the Company by way of issue of convertible notes with an aggregate principal amount of HK\$150,000,000 (subject to adjustment) at zero coupon interest rate, which would be issued in three tranches (comprising the first convertible notes in the principal amount of HK\$80,000,000 (the “2014 Convertible Note”), the second convertible notes in the principal amount of HK\$35,000,000 (the “2015 Convertible Note”) and the third convertible notes in the principal amount of HK\$35,000,000 (the “2016 Convertible Note”).

2014 Convertible Note and 2015 Convertible Note with principal amounts of HK\$85,401,768 and HK\$42,000,000 at conversion price of HK\$0.24 (after adjustment of share subdivision on 23 December 2015) were issued to the vendors of the Oriental Credit Group on 3 June 2015 and 15 March 2016 respectively. It entitled the noteholders to convert it into ordinary shares of the Company at any time after the date of issuance of 2015 Convertible Note and ending on the 21st business day before the maturity date, which is on the fifth anniversary of the respective date of issuance of 2014 Convertible Note and 2015 Convertible Note. If the convertible notes have not been converted, it will be redeemed on maturity date at the entire principal amount.

The Convertible Note contains two components, liability and equity components. The equity component represents the value of the conversion option, which is credited directly to equity as convertible notes reserve of the Company and the Group. The liability component of the convertible notes is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The effective interest rate of the liability component is ranging from 9.98% to 12.89% per annum.

### 32. 可換股票據

就收購東方信貸控股有限公司（「東方信貸」）及其附屬公司（「東方信貸集團」）之全部已發行股本而言，代價將由本公司透過發行本金總額為150,000,000港元（可予調整）之零票息可換股票據之方式償還，可換股票據將分三批發行，包括本金額為80,000,000港元之第一批可換股票據（「二零一四年可換股票據」）、本金額為35,000,000港元之第二批可換股票據（「二零一五年可換股票據」）及本金額為35,000,000港元之第三批可換股票據（「二零一六年可換股票據」）。

本金額為85,401,768港元之二零一四年可換股票據及本金額為42,000,000港元之二零一五年可換股票據已分別於二零一五年六月三日及二零一六年三月十五日發行予東方信貸集團之賣方，轉換價為0.24港元（經二零一五年十二月二十三日的股份拆細調整）。其賦予票據持有人權利於發行二零一五年可換股票據當日至到期日前第21個營業日（即二零一四年可換股票據及二零一五年可換股票據各自發行日期第五週年當日）止任何時間將其轉換為本公司普通股。倘有關可換股票據並無獲轉換，其將於到期日按全部本金額獲贖回。

可換股票據包含兩個部分，負債及權益部分。權益部分指換股權之價值，直接於權益入賬為本公司及本集團之可換股票據儲備。可換股票據之負債部分按攤銷成本基準入賬為非流動負債，直至獲轉換或贖回時註銷為止。負債部分之實際利率介乎每年9.98厘至12.89厘。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 32. CONVERTIBLE NOTES (Continued)

The carrying amounts of above-mentioned convertible notes recognised at the end of the reporting period were calculated as follows:

#### 32. 可換股票據 (續)

上述可換股票據於報告期末確認之賬面值計算如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Equity component</b>			
Balance at beginning of the year	權益部分 於年初之結餘	101,192	-
Issued during the year	年內已發行	61,723	101,192
Conversion during the year	年內轉換	(153,140)	-
Balance at end of the year	於年末之結餘	9,775	101,192
<b>Liability component</b>			
Balance at beginning of the year	負債部分 於年初之結餘	54,885	-
Issued during the year	年內已發行	21,985	50,625
Conversion during the year	年內轉換	(75,728)	-
Effective interest expenses	實際利息開支	3,928	4,260
Balance at end of the year	於年末之結餘	5,070	54,885
Principal amount, at end of the year	於年末之本金額	7,644	85,402

#### 33. DEFERRED CONSIDERATION

#### 33. 遞延代價

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	127,920	-
Acquisition of subsidiaries	收購附屬公司	53,238	127,920
Settlement by issue of convertible notes	透過發行可換股票據償還	(64,020)	-
Imputed interest	估算利息	3,740	-
At 31 December	於十二月三十一日	120,878	127,920
Analysed for reporting purpose as:	就報告而言分析如下：		
Non-current liabilities	非流動負債	24,283	63,900
Current liabilities	流動負債	96,595	64,020
At 31 December	於十二月三十一日	120,878	127,920

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 33. DEFERRED CONSIDERATION (Continued)

On 22 December 2016, the Group had completed the acquisition of Access Group (Note 36(a)). Part of consideration was satisfied by the Company in the manner as to HK\$30,000,000, HK\$20,000,000 and HK\$10,000,000 respectively shall be settled in cash upon next business day after issue of audited financial statements for the year ending 31 December 2016, 2017 and 2018, subject to adjustment.

The fair value of the deferred cash consideration at the date of completion on 22 December 2016 was HK\$53,238,000, which was determined by independent valuer. The effective interest rates used in the calculation of the fair value was ranged from 14.27% to 15.79%.

Imputed interest expenses on the deferred cash consideration are calculated using the effective interest method by applying the effective interest rate of from 14.27% to 15.79% per annum, the imputed interest expenses of HK\$193,000 was debited to the profit or loss of the Group for the year.

On 21 January 2015, the Group had completed the acquisition of Oriental Credit Group (Note 36(e)). Part of consideration was satisfied by the Company in the issuance of convertible notes. Part of deferred consideration was settled by issuance of convertible notes on 15 March 2016.

Imputed interest expenses on the deferred convertible notes consideration are calculated using the effective interest method by applying the effective interest of 10.14% per annum, the imputed interest expenses of HK\$3,546,000 was debited to the profit or loss of the Group for the year.

### 33. 遞延代價 (續)

於二零一六年十二月二十二日，本集團已完成收購 Access 集團（附註36(a)）。本公司支付部分之方式為30,000,000港元、20,000,000港元及10,000,000港元分別於截至二零一六年、二零一七年及二零一八年十二月三十一日止年度的經審核財務報表刊發後下一個營業日以現金償付。

於完成日期二零一六年十二月二十二日，遞延現金代價之公平值為53,238,000港元，該公平值乃由獨立估值師釐定。計算公平值所用之實際利率介乎14.27%至15.79%。

遞延現金代價之估算利息開支乃採用實際利率法計算，應用之實際年利率介乎14.27%至15.79%，估算利息開支193,000港元已計入本年度本集團之損益內。

於二零一五年一月二十一日，本集團已完成收購東方信貸集團（附註36(e)）。本公司透過發行可換股票據償付部分代價。部分遞延代價已於二零一六年三月十五日透過發行可換股票據而償付。

遞延可換股票據之估算利息開支乃採用實際利率法計算，應用之實際年利率為10.14%，估算利息開支3,546,000港元已計入本年度本集團之損益內。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 34.SHARE CAPITAL

### 34.股本

		Number of shares 股份數目 '000 千股	Nominal amount 面額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.005 each	每股面值0.005港元的普通股		
At 1 January 2015	於二零一五年一月一日	421,978,000	2,109,890
Share subdivision (Note d)	股份拆細(附註d)	1,687,912,000	–
Ordinary shares of HK\$0.001 each	每股面值0.001港元的普通股		
At 31 December 2015, 1 January 2016 and 31 December 2016	於二零一五年 十二月三十一日、 二零一六年一月一日 及二零一六年十二月 三十一日	2,109,890,000	2,109,890
Preference shares of HK\$0.005 each	每股面值0.005港元的優先股		
At 1 January 2015	於二零一五年一月一日	22,000	110
Share subdivision (Note d)	股份拆細(附註d)	88,000	–
Preference shares of HK\$0.001 each	每股面值0.001港元的優先股		
At 31 December 2015, 1 January 2016 and 31 December 2016	於二零一五年十二月三十一日 及二零一六年十二月 三十一日	110,000	110
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.005 each	每股面值0.005港元的普通股		
At 1 January 2015	於二零一五年一月一日	299,847	1,499
Placing of shares (Note a)	配售股份(附註a)	59,600	298
Issue of shares upon acquisition of associates (Note b)	於收購聯營公司時發行股份 (附註b)	71,800	359
Issue of shares upon rights issue (Note c)	於供股時發行股份(附註c)	215,623	1,078
Share subdivision (Note d)	股份拆細(附註d)	2,587,483	–
Ordinary shares of HK\$0.001 each	每股面值0.001港元的普通股		
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	3,234,353	3,234
Conversion of convertible notes (Note e)	轉換可換股票據(附註e)	498,990	499
Issue of new shares (Note f)	發行新股份(附註f)	452,810	453
Issue of shares upon acquisition of subsidiaries (Note g)	於收購附屬公司時發行股份 (附註g)	194,061	194
Ordinary shares of HK\$0.001 each at 31 December 2016	於二零一六年十二月三十一日 每股面值0.001港元的普通股	4,380,214	4,380

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 34. SHARE CAPITAL (Continued)

Notes:

- (a) On 9 January 2015, the Company allotted and issued 59,600,000 new shares of HK\$0.005\* each at a price of HK\$2 per share by placing.
- (b) Pursuant to the agreement in respect of the acquisition as disclosed in note 20 to these consolidated financial statements, 71,800,000 shares of HK\$0.005\* each in the capital of the Company were issued and allotted to the vendor under the acquisition.
- (c) On 17 November 2015, the Company issued 215,623,557 rights shares of HK\$0.005\* each at prices of HK\$2.2 per rights share on the basis of one new share for every two shares held on the 10 November 2015.
- (d) Pursuant to an ordinary resolution passed at a special general meeting held on 23 December 2015, (i) every one existing issued and unissued share of par value of HK\$0.005 each in the share capital of the Company was subdivided into five Subdivided Shares of par value of HK\$0.001 each and (ii) each of the existing issued and unissued preference shares of the Company of par value of HK\$0.005 each in the share capital of the Company was sub-divided into five subdivided preference shares of par value of HK\$0.001 each. Share subdivision was effective on 28 December 2015.
- (e) On 6 July 2016, upon the exercise of the conversion rights attached to the 2014 Convertible Note and 2015 Convertible Note in an aggregate principal amount of HK\$119,758,000 at the conversion price of HK\$0.24 per share, the Company allotted and issued 498,990,258 shares in aggregate to the noteholders.
- (f) On 14 July 2016, the Company allotted and issued 452,810,000 new shares of HK\$0.001 each at a subscription price of HK\$0.27 upon completion of subscription of new shares.
- (g) Pursuant to the agreement in respect of the acquisition as disclosed in note 36(a) to these consolidated financial statements, 194,060,671 shares of HK\$0.001 each in the capital of the Company were issued and allotted to the vendor under the acquisition.

\* Being prices before adjusting for the share subdivision

### 34. 股本 (續)

附註:

- (a) 於二零一五年一月九日，本公司以配售方式按每股2港元之價格配發及發行59,600,000股每股面值0.005港元\*的新股份。
- (b) 根據綜合財務報表附註20所披露有關收購事項的協議，71,800,000股本公司股本中每股面值0.005港元\*的股份已按每股3.8港元之價格發行及配發予收購事項的賣方。
- (c) 於二零一五年十一月十七日，本公司按於二零一五年十一月十日每持有兩股股份獲發一股新股份之基準按每股供股股份2.2港元之價格發行215,623,557股每股面值0.005港元\*的供股股份。
- (d) 根據於二零一五年十二月二十三日舉行的股東特別大會上通過的普通決議案，(i)本公司股本中每一股每股面值0.005港元之現有已發行及未發行股份已拆細為五股每股面值0.001港元之拆細股份；及(ii)本公司股本中每一股每股面值0.005港元之本公司現有已發行及未發行優先股已拆細為五股每股面值0.001港元之拆細優先股。股份拆細已於二零一五年十二月二十八日生效。
- (e) 於二零一六年七月六日，因本金總額為119,758,000港元之二零一四年可換股票據及二零一五年可換股票據所附帶之轉換權獲轉換，本公司按轉換價每股0.24港元向票據持有人配發及發行合共498,990,258股股份。
- (f) 於二零一六年七月十四日，因完成認購新股份，本公司按認購價0.27港元配發及發行452,810,000股每股面值0.001港元的新股份。
- (g) 根據附註36(a)所披露有關收購事項的協議，已向收購事項的賣方發行及配發本公司股本中194,060,671股每股面值0.001港元的股份。

\* 未經股份拆細調整的價格



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 35. DEFERRED TAXATION

### 35. 遞延稅項

		Undistributed profits associates 聯營公司之未分派溢利 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	-
Charged to profit or loss for the year	於年內損益中扣除	1,126
Exchange realignment	匯兌調整	(26)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及 二零一六年一月一日	1,100
Credited to profit or loss for the year	於年內損益中計入	(1,080)
Exchange realignment	匯兌調整	(20)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>-</b>

At the end of the reporting period, the Group has unused tax losses of HK\$350,181,000 (31 December 2015: HK\$194,526,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$165,406,000 (31 December 2015: HK\$86,788,000) that will expire in one to five years. Other losses may be carried forward indefinitely.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries and associates established in PRC in respect of earnings generated from 1 January 2008.

於報告期末，本集團有未動用稅項虧損350,181,000港元（二零一五年十二月三十一日：194,526,000港元）可用作抵銷未來溢利。由於難以預測未來溢利來源，故並無就未動用稅項虧損確認遞延稅項資產。未確認稅項虧損包括將於一至五年內屆滿之虧損165,406,000港元（二零一五年十二月三十一日：86,788,000港元）。其他虧損可無限期結轉。

根據中國企業所得稅法，在中國成立之外資企業向外國投資者宣派之股息須徵收10%預扣稅。該規定由二零零八年一月一日起生效，且適用於二零零七年十二月三十一日後之盈利。倘中國與外國投資者的司法管轄區訂有稅務條約，則可採用較低之預扣稅率。就本集團而言，適用稅率為5%或10%。因此，本集團須為於中國成立的附屬公司及聯營公司就二零零八年一月一日起產生之盈利分派股息而繳納預扣稅。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 35. DEFERRED TAXATION (Continued)

As at 31 December 2016, the aggregate amount of temporary differences associated with undistributed profits of subsidiaries in PRC for which deferred taxation liabilities in relation to withholding tax have not been recognised was HK\$901,000 (2015: HK\$5,259,000). The directors of the Company consider that the timing for reversal of the related temporary differences can be controlled and such temporary differences will not be reversed in the foreseeable future.

### 36. ACQUISITION OF SUBSIDIARIES

#### (a) Acquisition of the Access Group

On 22 December 2016, the Company had completed the acquisition of Access Group. Access Group is principally engaged in the business of loan referral services in the PRC.

The consideration for the acquisition is approximately HK\$128,515,000, which includes (i) cash consideration of HK\$80,000,000 and (ii) the allotment and issue of an aggregate of 194,060,671 ordinary shares of the Company (the "Consideration Shares") at issue price of HK\$0.25 per share. The fair value of Consideration Shares at the date of acquisition amounted to approximately HK\$45,604,000 based on the closing market price at the date of acquisition.

HK\$20,000,000 of cash consideration was settled on the date of completion. The remaining cash considerations of HK\$30,000,000, HK\$20,000,000 and HK\$10,000,000 are payable upon the next business day after issue of audited financial statements of the Beijing Xinnuowei and its subsidiaries for financial years ending 31 December 2016, 2017 and 2018 respectively.

### 35. 遞延稅項 (續)

於二零一六年十二月三十一日，與中國附屬公司未分配溢利有關的暫時差額總額901,000港元（二零一五年：5,259,000港元）並未確認有關預扣稅之遞延稅項負債。本公司董事認為撥回有關暫時差額的時間可予控制及該等暫時差額不會於可見未來撥回。

### 36. 收購附屬公司

#### (a) 收購 Access 集團

於二零一六年十二月二十二日，本公司已完成收購 Access 集團全部已發行股本。Access 集團主要在中國從事貸款轉介業務。

收購代價約為128,515,000港元，包括(i)現金代價80,000,000港元及(ii)按發行價每股0.25港元配發及發行本公司合共194,060,671股普通股（「代價股份」）。根據收購日期的收市價，代價股份於收購日的公平值約為45,604,000港元。

現金代價20,000,000港元已於完成日期償付。其餘現金代價分別30,000,000港元、20,000,000港元及10,000,000港元須於北京信諾微及其附屬公司截至二零一六年、二零一七年及二零一八年十二月三十一日止財政年度的經審核財務報表刊發後下一個營業日支付。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 36. ACQUISITION OF SUBSIDIARIES (Continued)

##### (a) Acquisition of the Access Group (Continued)

In addition, as part of the acquisition, if the actual audited consolidated net profit after tax of Beijing Xinnuowei and its subsidiaries for the year ending 31 December 2016, 31 December 2017 and 31 December 2018 (the "Actual Profit"), is less than RMB10,000,000, RMB20,000,000 and RMB30,000,000 respectively (the "Profit Guarantee"), the vendors will compensate the Company for the shortfall for an amount equivalent to the difference between the Profit Guarantee and the Actual Profit multiplied by 1.2 times.

In such event, the Company shall have the right to deduct the compensation from the respective cash considerations payable to the vendor for financial years ending 31 December 2016, 2017 and 2018 (i.e. 2016: HK\$30,000,000, 2017: HK\$20,000,000; 2018: HK\$10,000,000). Should the cash considerations payable to the vendor be insufficient to cover the compensation, the Company shall have the right to sell all or part of the Consideration Shares under escrow, the net proceeds from which shall be equal to the shortfall of the compensation, to the independent third parties, in the securities market.

For avoidance of doubt, should the Access Group record an actual consolidated loss for any of the financial years ending 31 December 2016, 2017 and 2018, the amount shall be deemed as zero.

Further details are set out in the Company's announcement dated 14 December 2016 and 22 December 2016.

#### 36. 收購附屬公司 (續)

##### (a) 收購 Access 集團 (續)

此外，作為收購事項的一部分，倘北京信諾微及其附屬公司截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止年度的實際經審核綜合純利（「實際溢利」）分別低於人民幣10,000,000元、人民幣20,000,000元及人民幣30,000,000元（「溢利保證」），賣方將向本公司賠償不足之數，金額相當於溢利保證與實際溢利之差數再乘以1.2倍。

在此情況下，本公司有權從截至二零一六年、二零一七年及二零一八年十二月三十一日止財政年度應付予賣方的相關現金代價（即二零一六年：30,000,000港元；二零一七年：20,000,000港元；二零一八年：10,000,000港元）中扣除補償金額。倘應付予賣方的現金代價不足以支付補償金額，本公司有權於證券市場向獨立第三方出售經託管的全部或部分代價股份，其所得款項淨額須相等於補償金額的短缺額。

為免生疑問，倘 Access 集團於截至二零一六年、二零一七年及二零一八年十二月三十一日止任何財政年度錄得實際綜合虧損，則有關金額將視為零。

進一步詳情載於本公司日期為二零一六年十二月十四日及二零一六年十二月二十二日的公佈。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

### 36. 收購附屬公司 (續)

#### (a) Acquisition of the Access Group (Continued)

The following table summarises the consideration paid/payable for the acquisition of Access Group, and the fair value of assets and liabilities recognised at the acquisition date:

#### (a) 收購 Access 集團 (續)

下表概述就收購 Access 集團已付／應付的代價，以及於收購日期確認之資產和負債的公平值：

		HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	367
Intangible assets	無形資產	
– information integration platform	– 信息集成平台	10,904
Available-for-sales investments	可供出售投資	11,175
<b>Current assets</b>	<b>流動資產</b>	
Other receivables, deposits and prepayment	其他應收款項、按金及預付款項	19,433
Tax receivables	應收稅項	1
Bank and cash balances	銀行及現金結餘	3,868
<b>Current liabilities</b>	<b>流動負債</b>	
Receipts in advance	預收款項	(1,616)
Accruals and other payables	應計費用及其他應付款項	(25,664)
Amount due to a shareholder	應付一名股東款項	(6,090)
Borrowings	借貸	(14,191)
Tax payables	應付稅項	(830)
<b>Net identifiable assets at fair value</b>	<b>以公平值計量之可識別資產淨額</b>	(2,643)
Non-controlling interests	非控股權益	(776)
Shareholders' loan assigned to the Group	轉撥予本集團之股東貸款	6,090
Goodwill arising from the acquisition	收購事項產生之商譽	100,282
Total fair value consideration	公平值代價總額	102,953
<b>Consideration satisfied by:</b>	<b>代價支付方式：</b>	
Cash paid	已付現金	20,000
Fair value of consideration shares	代價股份之公平值	45,604
Deferred consideration	遞延代價	53,238
Less: contingent consideration receivable	減：應收或然代價	(15,889)
		102,953
Net cash outflow arising on acquisition:	收購事項產生的現金流出淨額：	
Cash consideration paid	已付現金代價	20,000
Less: Cash and cash equivalent acquired of	減：收購的現金及現金等值物	(3,868)
		16,132



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 36. ACQUISITION OF SUBSIDIARIES (Continued)

##### (a) Acquisition of the Access Group (Continued)

The directors have engaged an independent valuer to determine the fair value of the net tangible assets and intangible assets of Access Group, in accordance with HKFRS 13.

Goodwill arising from the acquisition represents the excess of the fair value of the considerations to be paid/payable by the Group over the fair value of net identifiable assets acquired.

##### (b) Acquisition of the security brokerage service company and asset management company

According to the conditional sale and purchase agreements dated 1 September 2015, an indirect wholly-owned subsidiary of the Company has conditionally agreed to acquire the entire issued share capital of Prominence Financials Limited (“PFL”) and Prominence Asset Management Limited (“PAM”) for a total cash consideration of the sum of HK\$38,914,000.

PFL is principally engaged in the provision of type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance (the “SFO”) in Hong Kong. PAM is principally engaged in the provision of type 9 (asset management) regulated activities under the SFO in Hong Kong.

#### 36. 收購附屬公司 (續)

##### (a) 收購 Access 集團 (續)

董事已委聘獨立估值師按照香港財務報告準則第13號釐定 Access 集團有形資產及無形資產淨額之公平值。

收購事項產生之商譽指本集團將要支付／應付之代價的公平值高於已收購可識別資產淨額的公平值之部分。

##### (b) 收購證券經紀服務公司及資產管理公司

根據日期為二零一五年九月一日的有條件買賣協議，本公司一間間接全資附屬公司已有條件地同意以總現金代價38,914,000港元收購耀竣金融有限公司(「耀竣金融」)及耀竣資產管理有限公司(「耀竣資產管理」)之全部已發行股本。

耀竣金融主要在香港從事提供證券及期貨條例(「證券及期貨條」)下第1類(證券交易)受規管活動。耀竣資產管理主要在香港從事提供證券及期貨條例下第9類(提供資產管理)受規管活動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

### 36. 收購附屬公司 (續)

#### (b) Acquisition of the security brokerage service company and asset management company (Continued)

#### (b) 收購證券經紀服務公司及資產管理公司 (續)

The acquisition was completed on 9 March 2016. The net identified assets acquired and liabilities assumed, at fair value are as follows:

收購事項已於二零一六年三月九日完成。按公平值計算的已收購已識別資產及所承擔負債淨額如下：

		PFL 耀竣金融 HK\$'000 千港元	PAM 耀竣資產管理 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	25	-
Intangible asset – trading right	無形資產 – 交易權	500	-
Other assets	其他資產	250	-
<b>Current assets</b>	<b>流動資產</b>		
Loans receivables	應收貸款	2,632	-
Trade receivables	應收賬款	3,086	48
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	459	-
Amount due from a related party	應收一名關連方款項	-	700
Cash held on behalf of clients	代客戶持有之現金	16,687	-
Bank balances and cash	銀行結餘及現金	10,195	190
Tax receivable	應收稅項	-	9
<b>Current liabilities</b>	<b>流動負債</b>		
Trade payables	應付賬款	(16,668)	-
Accruals and other payables	應計費用及其他應付款項	(161)	(12)
Obligation under finance leases	融資租賃承擔	(3)	-
Tax payable	應付稅項	(23)	-
		<b>16,979</b>	<b>935</b>
Net identified assets acquired and liabilities assumed, at fair value	以公平值計量之已收購已識別資產及所承擔負債淨額	<b>16,979</b>	<b>935</b>
Goodwill arising from the acquisition	收購事項產生之商譽	<b>14,500</b>	<b>6,500</b>
Total fair value consideration	公平值代價總額	<b>31,479</b>	<b>7,435</b>
Net cash outflow arising on acquisition:	收購事項產生的現金流出淨額：		
Cash consideration paid	已付現金代價	<b>31,479</b>	<b>7,435</b>
Less: Cash and cash equivalent acquired of	減：收購的現金及現金等值物	<b>(10,195)</b>	<b>(190)</b>
		<b>21,284</b>	<b>7,245</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (b) Acquisition of the security brokerage service company and asset management company (Continued)

The directors have engaged an independent valuer to determine the fair value of the net tangible assets and intangible assets of PFL and PAM, in accordance with HKFRS 13. The identifiable intangible asset of trading right is identified.

Goodwill arising from the acquisition represents the excess of the fair value of the considerations to be paid by the Group over the fair value of net tangible assets acquired.

#### (c) Acquisition of the insurance brokerage service company

On 26 November 2015, a subsidiary of the Group entered into a conditional sale and purchase agreement of Greater China Wealth & Risk Management Limited ("Greater China") Wealth (Formerly known as Prominence Wealth & Risk Management Co., Limited) for the acquisition of the entire issued share capital.

According to the conditional sale and purchase agreement, the Company has conditionally agreed to acquire the entire issued share capital of Greater China Wealth for a total cash consideration of the sum of HK\$2,999,000.

### 36. 收購附屬公司 (續)

#### (b) 收購證券經紀服務公司及資產管理公司 (續)

董事已委聘獨立估值師按照香港財務報告準則第13號釐定耀竣金融及耀竣資產管理有形資產及無形資產淨額之公平值。交易權之可識別有形資產乃已予識別。

收購事項產生之商譽指本集團將要支付之代價的公平值高於已收購有形資產淨值的公平值之部分。

#### (c) 收購保險經紀服務公司

於二零一五年十一月二十六日，本集團一間附屬公司與大中華產險管理有限公司（「大中華產險」）（前稱耀竣產險管理有限公司）訂立有條件買賣協議，以收購大中華產險全部已發行股本。

根據有條件買賣協議，本公司有條件同意以總現金代價2,999,000港元收購大中華產險的全部已發行股本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

### 36. 收購附屬公司 (續)

#### (c) Acquisition of the insurance brokerage service company (Continued)

#### (c) 收購保險經紀服務公司 (續)

On 26 November 2015, the net identified assets acquired and liabilities assumed, at fair value are as follows:

於二零一五年十一月二十六日，已收購可識別資產及所承擔負債淨額之公平值如下：

		HK\$'000 千港元
<b>Current assets</b>	<b>流動資產</b>	
Amount due from an ultimate holding company	應收一間最終控股公司款項	658
Prepayments and deposits	預付款項及按金	7
Bank balances and cash	銀行結存及現金	4
		669
Net identified assets acquired and liabilities assumed, at fair value	以公平值計量之已收購可識別資產及所承擔負債淨額	669
Goodwill arising from the acquisition	收購事項產生之商譽	2,330
Total fair value consideration	公平值代價總額	2,999
Net cash outflow arising on acquisition:	收購事項產生的現金流出淨額：	
Cash consideration paid	已付現金代價	2,999
Less: Cash and cash equivalent acquired of	減：收購的現金及現金等值物	(4)
		2,995

The directors of the Company have engaged an independent valuer, to determine the fair value of the net tangible assets and intangible assets (if any), in accordance with HKFRS 13. No identifiable intangible assets are identified.

本公司董事已委聘獨立估值師按照香港財務報告準則第13號釐定有形資產及無形資產淨額之公平值。並無識別出可識別無形資產。

Goodwill arising from the acquisition represents the excess of the fair value of the considerations to be paid or payable by the Group over the fair value of net tangible assets acquired.

收購事項產生之商譽指本集團將要支付或應付之代價的公平值高於已收購有形資產淨值的公平值之部分。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 36. ACQUISITION OF SUBSIDIARIES (Continued)

##### (d) Acquisition of Humble Group

On 31 July 2015, the Company entered into a conditional sale and purchase agreement with an independent third party, being the vendor holding the entire equity interest in Humble Faith Management Limited (the “Humble Faith”), for the acquisition of the entire issued share capital of Humble Faith.

Humble Faith is the legal and beneficial owner of the entire registered capital of Shanghai Junning, which has entered into a series of contractual agreements with Zhongyuan, and its registered shareholders, i.e. Shanghai Fake and Shanghai Baifu on 8 September 2015. Through these Contractual Agreements B, the Shanghai Junning has effective control over the financial and business operations of the Zhongyuan, and is entitled to the economic interest and benefits of the Zhongyuan which is engaged in pawnshop business in Shanghai, the PRC.

The contractual arrangements currently in effect comprise the following agreements, namely (a) the Exclusive Consulting Service Agreement, (b) the Equity Pledge Agreement, (c) the Exclusive Call Option Agreement, and (d) the Authorisation Agreement.

According to the conditional sale and purchase agreement, the Company has conditionally agreed to acquire the sale shares for a total cash consideration of the sum of Hong Kong Dollars equivalent to RMB51,000,000. On 11 September 2015, a sum of Hong Kong Dollars equivalent to RMB41,000,000 was paid to the vendor; and a sum of Hong Kong Dollars equivalent to RMB10,000,000 will be paid to the vendor on or before 31 March 2016.

#### 36. 收購附屬公司 (續)

##### (d) 收購謙信集團

於二零一五年七月三十一日，本公司與一名持有謙信管理有限公司（「謙信」）全部股權的獨立第三方賣方訂立有條件買賣協議，以收購謙信的全部已發行股本。

謙信為上海竣凝全部註冊資本的合法及實益擁有人，上海竣凝於二零一五年九月八日與中源及其註冊股東上海法克及上海柏富訂立一連串合約協議。透過該等合約協議，上海竣凝對中源的財務及經營擁有實際控制權，並有權享有中源的經濟權益及利益，中源在中國上海從事典當業務。

目前生效的合約安排包括下列協議，即(a)獨家管理顧問服務協議、(b)股權質押合同、(c)獨家購買期權協議及(d)授權委託協議。

根據有條件買賣協議，本公司有條件同意以總現金代價人民幣51,000,000元之港元等值款項收購銷售股份。於二零一五年九月十一日，已向賣方支付人民幣41,000,000元之港元等值款項；及人民幣10,000,000元之港元等值款項將於二零一六年三月三十一日或之前向賣方支付。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

### 36. 收購附屬公司 (續)

#### (d) Acquisition of Humble Group (Continued)

#### (d) 收購謙信集團 (續)

On 11 September 2015, the net identified assets acquired and liabilities assumed, at fair value of Humble Faith and its subsidiaries (the "Humble Group") are as follows:

於二零一五年九月十一日，有關謙信及其附屬公司（「謙信集團」）的已收購可識別資產及所承擔負債淨額之公平值如下：

		HK\$'000 千港元
<b>Non-current asset</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	16
<b>Current assets</b>	<b>流動資產</b>	
Reposessed assets	經收回資產	59
Amount due from a former shareholder	應收一名前股東款項	390
Pawn loans receivables	應收典當貸款	51
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	74
Bank balances and cash	銀行結存及現金	60,672
<b>Current liabilities</b>	<b>流動負債</b>	
Other payables	其他應付款項	(733)
		60,529
Net identified assets acquired and liabilities assumed, at fair value	以公平值計量之已收購可識別資產及所承擔負債淨額	60,529
Goodwill arising from the acquisition	收購事項產生之商譽	1,380
<b>Total fair value consideration</b>	<b>公平值代價總額</b>	<b>61,909</b>
Net cash inflow arising on acquisition:	收購事項產生的現金流入淨額：	
Cash consideration paid	已付現金代價	(49,770)
Cash and cash equivalents acquired of	收購的現金及現金等值物	60,672
		10,902

The directors of the Company have engaged an independent valuer to determine the fair value of the net tangible assets and intangible assets (if any) of Humble Group, in accordance with HKFRS 13. No identifiable intangible assets are identified.

本公司董事已委聘獨立估值師按照香港財務報告準則第13號釐定謙信集團有形資產及無形資產（如有）淨額之公平值。並無識別出可識別無形資產。

Goodwill arising from the Acquisition represents the excess of the fair value of the considerations to be paid or payable by the Group over the fair value of net tangible assets of Humble Group.

收購事項產生之商譽指本集團將要支付或應付之代價的公平值高於謙信集團有形資產淨值的公平值之部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (e) Acquisition of Oriental Credit Group

On 20 November 2014, the Company entered into a conditional sale and purchase agreement with Mr. Joseph Shie Jay Lang as vendor guarantor, Rosy Start Investments Limited ("Rosy Start"), Equity Partner Holdings Limited ("Equity Partner"), Century Best Holdings Limited ("Century Best") and Asiabiz Capital Investment Limited ("Asiabiz"), together, being the vendors collectively holding the entire equity interest in Oriental Credit, for the acquisition of the entire issued share capital of Oriental Credit. Among the vendors, Mr. Joseph Shie Jay Lang is the sole legal and beneficial owner of the entire issued share capital of Rosy Start, Equity Partner and Century Best. The agreement was subsequently amended by a first supplemental agreement dated 3 June 2015 and a second supplemental agreement dated 8 January 2016.

Oriental Credit is the legal and beneficial owner of the entire registered capital of Shanghai Yousheng, which has entered into Contractual Agreements A with Xinsheng, and its registered shareholders, i.e. Shanghai Zhifeng and Shanghai Kuailu in September, November and December 2014. Through these Contractual Agreements A, the Shanghai Yousheng has effective control over the financing and business operations of the Xinsheng, and is entitled to the economic interest and benefits of the Xinsheng which is engaged in pawnshop business in Shanghai, the PRC.

The contractual arrangements currently in effect comprise the following agreements, namely (a) the Exclusive Consulting Service Agreement (as supplemented by the supplemental agreement to the Exclusive Consulting Service Agreement and second supplemental agreement to Exclusive Consulting Service Agreement), (b) the Equity Pledge Agreement (as supplemented by the supplemental agreement to Equity Pledge Agreement), (c) the Exclusive Call Option Agreement (as supplemented by the supplemental agreement to Exclusive Call Option Agreement and second supplemental agreement to Exclusive Call Option Agreement), and (d) the Authorisation Agreement.

### 36. 收購附屬公司 (續)

#### (e) 收購東方信貸集團

於二零一四年十一月二十日，本公司與郎世杰先生（作為賣方擔保人）、啟茂投資有限公司（「啟茂」）、Equity Partner Holdings Limited（「Equity Partner」）、世佳控股有限公司（「世佳」）及Asiabiz Capital Investment Limited（「Asiabiz」）（統稱賣方，彼等共同持有東方信貸之全部股權）訂立有條件買賣協議，以收購東方信貸之全部已發行股本。於賣方中，郎世杰先生為啟茂、Equity Partner及世佳全部已發行股本之唯一法定及實益擁有人。該協議其後由日期為二零一五年六月三日的第一份補充協議及日期為二零一六年一月八日的第二份補充協議修訂。

東方信貸為上海佑勝全部註冊資本之法定及實益擁有人，而上海佑勝於二零一四年九月、十一月及十二月與新盛及其註冊股東（即上海置鋒及上海快鹿）訂立合約協議A。透過該等合約協議A，上海佑勝對新盛之財務及業務經營擁有實際控制權，並有權享有新盛的經濟權益及利益，新盛於中國上海從事典當行業務。

目前生效的合約安排包括下列協議，即(a)獨家管理顧問服務協議（經獨家管理顧問服務協議的補充協議及獨家管理顧問服務協議的第二份補充協議所補充）、(b)股權質押合同（經股權質押合同的補充協議所補充）、(c)獨家購買期權協議（經獨家購買期權協議的補充協議及獨家購買期權協議的第二份補充協議所補充）、及(d)授權委託協議。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (e) Acquisition of Oriental Credit Group (Continued)

According to the conditional sale and purchase agreement, the Company has conditionally agreed to acquire the sale shares for a total consideration of HK\$150,000,000 which may be raised to HK\$180,000,000 subject to adjustment on the basis of performance targets achieved for 2014, 2015 and 2016 according to the audited consolidated net profit after taxation of Oriental Credit and its subsidiaries (the "Oriental Credit Group") for the respective accounting periods.

#### *Initial consideration*

The consideration shall initially be HK\$150,000,000 for the sale shares, subject to adjustments, in accordance with the sale and purchase agreement.

The consideration shall be satisfied by the Company by way of issue of the convertible notes in the following manner:

- (a) after the issue of the audited accounts of Oriental Credit Group for the financial year ending 31 December 2014, a sum of HK\$80,000,000 (subject to adjustment) will be paid by way of issue of the convertible notes (the "2014 Convertible Note") to the vendors;
- (b) after the issue of the audited accounts of Oriental Credit Group for the financial year ending 31 December 2015, a sum of HK\$35,000,000 (subject to adjustment) will be paid by way of issue of the convertible notes (the "2015 Convertible Note") to the vendors; and
- (c) after the issue of the audited accounts of Oriental Credit Group for the financial year ending 31 December 2016, a sum of HK\$35,000,000 (subject to adjustment) will be paid by way of issue of the convertible notes (the "2016 Convertible Note") to the vendors.

The convertible notes shall be issued to each vendor in accordance with the respective shareholding ratio.

### 36. 收購附屬公司 (續)

#### (e) 收購東方信貸集團 (續)

根據有條件買賣協議，本公司有條件同意以總代價150,000,000港元（可以於二零一四年、二零一五年及二零一六年達成之業績目標（乃根據東方信貸及其附屬公司（「東方信貸集團」）於各會計期間之經審核綜合除稅後純利得出）為基準上調至180,000,000港元）收購銷售股份。

#### *初步代價*

根據買賣協議，銷售股份之初始代價應為150,000,000港元（可調整）。

該代價須由本公司透過以下方式發行可換股票據清償：

- (a) 於刊發東方信貸集團截至二零一四年十二月三十一日止財政年度之經審核賬目後，80,000,000港元（可調整）之金額將透過向賣方發行可換股票據（「二零一四年可換股票據」）之方式支付；
- (b) 於刊發東方信貸集團截至二零一五年十二月三十一日止財政年度之經審核賬目後，35,000,000港元（可調整）之金額將透過向賣方發行可換股票據（「二零一五年可換股票據」）之方式支付；及
- (c) 於刊發東方信貸集團截至二零一六年十二月三十一日止財政年度之經審核賬目後，35,000,000港元（可調整）之金額將透過向賣方發行可換股票據（「二零一六年可換股票據」）之方式支付。

可換股票據將按各自之股權比例發行予各賣方。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (e) Acquisition of Oriental Credit Group (Continued)

##### *Initial consideration (Continued)*

The 2014 Convertible Note, 2015 Convertible Note and 2016 Convertible Note of convertible into ordinary shares of the Company at a conversion price HK\$1.2 (before sub-division) per conversion share in the date upon the expiry of the put option period and ending on the 21st business day before the maturity date (the "Conversion Period").

##### *Performance targets and consideration adjustments*

The initial consideration (and accordingly the initial principal amount of convertible notes) is subject to adjustment of maximum of HK\$30,000,000 on the basis of the following performance targets of Oriental Credit:

- (i) the audited consolidated net profit after tax of Oriental Credit Group for the financial year ending 31 December 2014 shall not be less than HK\$15,000,000 (the "2014 Performance Target");
- (ii) the audited consolidated net profit after tax of the Oriental Credit Group for the financial year ending 31 December 2015 shall not be less than HK\$25,000,000 (the "2015 Performance Target"); and
- (iii) the audited consolidated net profit after tax of the Oriental Credit Group for the financial year ending 31 December 2016 shall not be less than HK\$40,000,000 (the "2016 Performance Target" and, together with the 2014 Performance Target and the 2015 Performance Target, the "Performance Targets").

### 36. 收購附屬公司 (續)

#### (e) 收購東方信貸集團 (續)

##### *初步代價 (續)*

二零一四年可換股票據、二零一五年可換股票據及二零一六年可換股票據可於認沽期權期間屆滿之日至到期日前第21個營業日(「轉換期」)按換股價每股轉換股份1.2港元(拆細前)轉換為本公司普通股。

##### *業績目標及代價調整*

初步代價(對應可換股票據的初步本金額)可根據東方信貸的下列業績目標作出最多30,000,000港元的調整:

- (i) 東方信貸集團截至二零一四年十二月三十一日止財政年度的經審核綜合除稅後純利不少於15,000,000港元(「二零一四年業績目標」);
- (ii) 東方信貸集團截至二零一五年十二月三十一日止財政年度的經審核綜合除稅後純利不少於25,000,000港元(「二零一五年業績目標」);及
- (iii) 東方信貸集團截至二零一六年十二月三十一日止財政年度的經審核綜合除稅後純利不少於40,000,000港元(「二零一六年業績目標」, 連同二零一四年業績目標及二零一五年業績目標統稱「業績目標」)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (e) Acquisition of Oriental Credit Group (Continued)

##### Put option

Upon the sole and absolute discretion of the Board, the Company shall be entitled to require each vendor, severally but not jointly, to repurchase all sale shares held by it (the "Put Option"). The amount payable by the vendors for the repurchase of the sale shares upon the Company exercising the Put Option shall be equivalent to the Consideration (the "Put Price"). The Put Price shall be set off against the amounts of the Consideration and the 2014 Convertible Note and 2015 Convertible Note (if issued) shall be cancelled.

On 21 January 2015, the acquisition was completed and the fair values of consideration transferrable are as follows:

		HK\$'000 千港元
Initial consideration	初步代價	
– 2014 Convertible Note	– 二零一四年可換股票據	129,250
– 2015 Convertible Note	– 二零一五年可換股票據	64,020
– 2016 Convertible Note	– 二零一六年可換股票據	63,900
		257,170
Additional consideration by issuing convertible notes	透過發行可換股票據支付之額外代價	22,567
Total consideration	總代價	279,737

The directors of the Company have engaged an independent valuer to determine the fair value of the contingent considerations, and contingent consideration to be recognised, in accordance with HKFRS 13 "Fair Value Measurement" issued by the HKICPA. Fair value is defined in HKFRS 13 as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date". The independent valuer has reviewed the methodologies and the key valuation parameters and business assumptions adopted.

The fair value of the deferred convertible notes included in the initial consideration is valued by Black-Scholes Model. Key valuation parameters include discount rates, volatility and spot share price and conversion price.

### 36. 收購附屬公司 (續)

#### (e) 收購東方信貸集團 (續)

##### 認沽期權

經董事會全權酌情決定下，本公司有權要求各賣方（個別而非共同）購回其持有之所有銷售股份（「認沽期權」）。於本公司行使認沽期權時，賣方就購回銷售股份應付的金額應相當於代價（「認沽價」）。認沽價將抵銷代價金額，且二零一四年可換股票據及二零一五年可換股票據（倘已發行）須予註銷。

於二零一五年一月二十一日，收購事項已完成及可轉讓代價之公平值如下：

本公司董事已委聘獨立估值師，根據香港會計師公會頒佈的香港財務報告準則第13號「公平值計量」釐定或然代價之公平值及將確認的或然代價。香港財務報告準則第13號界定之公平值為「市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格」。獨立估值師已審閱所採納之方法及主要估值參數和業務假設。

計入初步代價之遞延可換股票據之公平值採用柏力克-舒爾斯模型估值。主要估值參數包括折現率、波幅及現貨股價和換股價。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (e) Acquisition of Oriental Credit Group (Continued)

##### *Put option (Continued)*

As per HKFRS 3, *Business Combinations*, an acquirer shall retrospectively adjust the provisional amounts recognised at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognised as of that date. During the measurement period, the acquirer shall also recognise additional assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as of that date. The measurement period ends as soon as the acquirer receives the information it was seeking about facts and circumstances that existed as of the acquisition date or learns that more information is not obtainable. However, the measurement period shall not exceed one year from the acquisition date. According to the audited financial statements of the Oriental Credit Group for the year ended 31 December 2014 issued by another auditor on 5 March 2015, the 2014 Net Profit was HK\$19,944,001. Based on the adjustment formula, the adjusted principal amount of the 2014 Convertible Note shall be HK\$85,401,768 (HK\$80,000,000 for 2014 Convertible Note and HK\$5,401,768 for additional convertible notes issued in accordance with 2014 Performance Target) was issued on 3 June 2015. The 2014 Convertible Note is convertible into ordinary shares of the Company at conversion price HK\$1.2 per conversion share in the conversion period.

At 31 December 2015, the deferred consideration HK\$127,920,000 includes 2015 Convertible Note HK\$64,020,000 and 2016 Convertible Note HK\$63,900,000.

The principal amount for additional convertible notes will be issued in accordance with 2015 Performance Target and 2016 Performance Target.

Certain terms and conditions of sale and purchase agreement (as amended by the first supplemental agreement dated 3 June 2015) were amended after the year ended of 2015. On 8 January 2016, the Company entered into a second supplemental agreement to the sale and purchase agreement with the vendors and the vendors guarantor to amend certain terms and conditions of the sale and purchase agreement (as amended by the first supplemental agreement dated 3 June 2015) (the "Amendments"). The Amendments include the amendments to the payment terms of the deferred consideration, the amendments to the Put Option Period and the conversion period of the Convertible Notes.

### 36. 收購附屬公司 (續)

#### (e) 收購東方信貸集團 (續)

##### *認沽期權 (續)*

根據香港財務報告準則第3號「業務合併」，收購方應追溯調整於收購日期確認之暫時金額，以反映所獲得於收購日期已經存在的事實和情況以及倘已獲知則可能對該日已確認金額之計量所作影響之新資料。於計量期間，倘獲得有關於收購日期已存在事實和情況及倘已獲知則可能導致於該日確認該等資產及負債之新資料，收購方亦須確認額外資產或負債。計量期間於收購方收到有關其正在尋求之收購日期已存在事實和情況之資料或得知無法獲取更多資料時終止。然而，計量期間不得超過自收購日期起計一年。根據另一核數師於二零一五年三月五日刊發之東方信貸集團截至二零一四年十二月三十一日止年度之經審核財務報表，二零一四年純利為19,944,001港元。根據調整公式，於二零一五年六月三日發行之二零一四年可換股票據的經調整本金額為85,401,768港元（其中80,000,000港元為二零一四年可換股票據，而5,401,768港元為根據二零一四年業績目標發行之額外可換股票據）。二零一四年可換股票據可於轉換期內按換股價每股轉換股份1.2港元轉換為本公司普通股。

於二零一五年十二月三十一日，遞延代價127,920,000港元包括二零一五年可換股票據64,020,000港元及二零一六年可換股票據63,900,000港元。

額外可換股票據之本金額將根據二零一五年業績目標及二零一六年業績目標而發行。

買賣協議（經日期為二零一五年六月三日的第一份補充協議修訂）的若干條款及條件於二零一五年結算日後作出修訂。於二零一六年一月八日，本公司與賣方及賣方擔保人訂立買賣協議之第二份補充協議，以修訂買賣協議（經日期為二零一五年六月三日之第一份補充協議修訂）之若干條款及條件（「該等修訂」）。該等修訂包括修訂遞延代價的付款條款、修訂認沽期權期限及可換股票據的轉換期。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

### 36. 收購附屬公司 (續)

#### (e) Acquisition of Oriental Credit Group (Continued)

#### (e) 收購東方信貸集團 (續)

On 21 January 2015, the net identified assets acquired and liabilities assumed, at fair value of Oriental Credit Group are as follows:

於二零一五年一月二十一日，有關東方信貸集團的已收購已識別資產及所承擔負債淨額之公平值如下：

		HK\$'000 千港元
<b>Non-current asset</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	1,005
<b>Current assets</b>	<b>流動資產</b>	
Repossessed assets	經收回資產	44
Pawn loans receivables	應收典當貸款	213,519
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,690
Bank balances and cash	銀行結存及現金	19,674
<b>Current liabilities</b>	<b>流動負債</b>	
Other loans	其他貸款	(94,606)
Other payables	其他應付款項	(11,987)
Amount due to a director	應付一名董事款項	(9)
Bank loan	銀行貸款	(44,209)
		85,121
Net identified assets acquired and liabilities assumed, at fair value	以公平值計量之已收購已識別資產及所承擔負債淨額	85,121
Goodwill arising from the acquisition	收購事項產生之商譽	194,616
Total fair value consideration	公平值代價總額	279,737
Net cash inflow arising on acquisition:	收購事項產生的現金流入淨額：	
Cash and cash equivalent acquired of	收購的現金及現金等值物	19,674

The directors of the Company have engaged an independent valuer to determine the fair value of the net tangible assets and intangible assets (if any) of Oriental Credit Group, in accordance with HKFRS 13. No identifiable intangible assets are identified.

本公司董事已委聘獨立估值師按照香港財務報告準則第13號釐定東方信貸集團有形資產及無形資產(如有)淨額之公平值。並無識別出可識別無形資產。

Goodwill arising from the Acquisition represents the excess of the fair value of the considerations to be payable by the Group over the fair value of net tangible assets of Oriental Credit Group.

收購事項產生之商譽指本集團將要支付之代價的公平值高於東方信貸集團有形資產淨值的公平值之部分。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 37. DISPOSAL OF SUBSIDIARIES

On 25 February 2015, the Group disposed of its 100% equity interests in Keycharm and Toobright and its subsidiary which are engaged in construction of port infrastructure, development of petrochemical industry projects, production of petrochemical products and sale of such products in Taicang City, Jiangsu Province, the PRC, to an independent third party at an aggregate cash consideration of HK\$221,821,000 (equivalent to RMB178,228,000), which comprises the initial consideration of HK\$169,966,000 (equivalent to RMB137,000,000) and additional consideration of HK\$51,855,000 (equivalent to RMB41,228,000). Further details of disposal are set out in the circular of the Company dated 26 January 2015.

**Analysis of assets and liabilities as at the date of disposal are as follows:**

### 37. 出售附屬公司

於二零一五年二月二十五日，本集團按總現金代價221,821,000港元（相等於人民幣178,228,000元）（其中包括初步代價169,966,000港元（相等於人民幣137,000,000元）及額外代價51,855,000港元（相等於人民幣41,228,000元））向一名獨立第三方出售其於基創及圖輝以及其附屬公司的全部股權，該等公司主要在中國江蘇省太倉市從事港口基礎設施建設、石化產業項目開發、石化產品生產及相關產品之銷售。出售事項之進一步詳情乃載於本公司日期為二零一五年一月二十六日之通函。

於出售日期的資產及負債分析如下：

		2015 二零一五年 HK\$'000 千港元
Prepaid lease payments	預付租賃款項	78,114
Construction in progress	在建工程	1,639
Other receivables	其他應收款項	3,112
Cash and cash equivalents	現金及現金等值物	38,084
Amounts due from the group companies	應收集團公司款項	60,540
Bank loan	銀行貸款	(46,646)
Other payables and accruals	其他應付款項及應計費用	(305)
Net assets disposal of	出售的淨資產	134,538

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 37. DISPOSAL OF SUBSIDIARIES (Continued)

### 37. 出售附屬公司(續)

#### Gain on disposal of subsidiaries:

#### 出售附屬公司的收益：

		2015 二零一五年 HK\$'000 千港元
Cash consideration received	已收現金代價	221,821
Net assets disposal of	出售的淨資產	(134,538)
Cumulative exchange gain in respect of the net assets of subsidiaries	就附屬公司淨資產而言的累計匯兌收益	39,980
Gain on disposal	出售收益	127,263

#### Net cash inflow on disposal of subsidiaries:

#### 出售附屬公司的現金流入淨額：

		2015 二零一五年 HK\$'000 千港元
Cash consideration received	已收現金代價	221,821
Less: cash and cash equivalent balances disposed of	減：出售的現金及現金等值物結餘	(38,084)
		183,737

### 38. DE-CONSOLIDATION OF SUBSIDIARIES

As mentioned in note 3, Xinsheng and Zhongyuan have been de-consolidated from the consolidated financial statements of the Group as from 1 January 2016.

### 38. 取消附屬公司之綜合入賬

誠如附註3所述，自二零一六年一月一日起，新盛及中源已於本集團之綜合財務報表取消綜合入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 38. DE-CONSOLIDATION OF SUBSIDIARIES

(Continued)

Details of the aggregate net assets of the above-mentioned subsidiaries are set out below:

### 38. 取消附屬公司之綜合入賬 (續)

上述附屬公司之淨資產總額詳情載列如下：

		Immediate before de- consolidation on 1.1.2016 緊接 於二零一六年 一月一日取消 綜合入賬前 HK\$'000 千港元
Property plant and equipment	物業、廠房及設備	817
Repossessed assets	經收回資產	41
Pawn loans receivables	應收典當貸款	359,698
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	1,232
Cash and cash equivalents	現金及現金等值物	33,834
Amounts due to the Group	應付本集團款項	(64,966)
Borrowing	借貸	(195,170)
Other payables and accruals	其他應付款項及應計費用	(11,216)
Tax payables	應付稅項	(713)
Net assets disposed	已出售淨資產	123,557
Goodwill	商譽	195,996
Cumulative exchange loss in respect of the net assets	就淨資產而言之累計匯兌虧損	4,925
Net loss on de-consolidation of subsidiaries	取消附屬公司綜合入賬之虧損淨額	324,478
Analysis of net outflow of cash and cash equivalents arising from de-consolidation of subsidiaries	取消附屬公司綜合入賬產生之現金及現金等值物之流出淨額分析	33,834

As at the date of this report, the Group had commenced legal action against Xinsheng, Shanghai Kuailu and Zhongyuan and the outcome of such legal actions remained uncertain. As the abovementioned subsidiaries have been de-consolidated, the directors of the Company considered the legal actions will not have any adverse impact on the consolidated financial statements.

The board of directors of the Company (the "Board") resolved that the Group no longer had the power to manage the Xinsheng and Zhongyuan, and the control over the Xinsheng and Zhongyuan has been lost in July 2016. Details of the de-consolidation were set up in Group's announcement date 12 August 2016.

於本報告日期，本集團已向新盛、上海快鹿及中源展開法律行動，而該等法律行動之結果仍未確定。由於已取消上述附屬公司之綜合入賬，本公司董事認為該等法律行動將不會對綜合財務報表造成任何不利影響。

本公司董事會（「董事會」）議決本集團已於二零一六年七月失去對新盛及中源之控制權。取消綜合入賬之詳情載於本集團日期為二零一六年八月十二日之公佈。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 39. SHARE OPTIONS SCHEME

In 2011, the Company adopted a share option scheme ("2011 Share Option Scheme"), which will expire on 19 June 2021, for the purpose of providing incentives or reward to eligible participants for their contribution to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group and any invested entity. Under the 2011 Share Option Scheme, the directors of the Company may grant options to any employees (including any executive directors), non-executive directors, suppliers of goods or services and customers of the Group; and any persons or entities that provide research, development or other technological support to the Group.

An option may be accepted by a participant within 28 days from the date of the offer of grant of the option by payment from the participant of HK\$1.00. An option may be exercised in accordance with the terms of the 2011 Share Option Scheme at any time during a period to be determined and notified by the Board to each grantee, save that such period shall end in any event not later than ten years from the date of grant of the option and subject to the provisions for early termination thereof.

The subscription price for shares under the 2011 Share Option Scheme will be a price to be determined by the Board, but may not be less than the highest of (i) the closing price of the shares as stated on the Stock Exchange's daily quotations sheets on the date of grant of the particular option; (ii) the average closing price of the shares on the Stock Exchange for the five trading days immediately preceding the date of the grant of the particular option; or (iii) the nominal value of a share.

The total number of shares which may be issued upon exercise of all options to be granted under the 2011 Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the total number of shares in issue as at the adoption date. Besides, the maximum number of shares which may be issued upon exercise of all outstanding options granted under the 2011 Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the total number of shares in issue from time to time. The total number of shares issued and which may fall to be issued upon exercise of the options granted under the 2011 Share Option Scheme and any other share option scheme of the Group to each participant in any 12-month period shall not exceed 1% of the total number of shares in issue for the time being.

### 39. 購股權計劃

本公司於二零一一年採納一項購股權計劃（「二零一一年購股權計劃」），該計劃將於二零二一年六月十九日屆滿，目的是提供獎勵或獎賞予合資格參與人士，以獎勵彼等對本集團作出的貢獻及／或讓本集團可招募及挽留優秀人才及吸引對本集團及任何投資實體屬寶貴的人力資源。根據二零一一年購股權計劃，本公司董事可向任何僱員（包括任何執行董事）、非執行董事、貨品或服務供應商及本集團客戶，以及為本集團提供研究、開發或其他技術支援的任何人士或實體授出購股權。

參與人士可於授出購股權要約日期起計28日內藉支付1.00港元而接納購股權。各承授人可於董事會釐定及通知的期間內的任何時間，按照二零一一年購股權計劃的條款行使購股權，惟任何情況下該期間將於購股權授出日期起計屆滿十年之前結束，並且須受其提前終止條文所規限。

二零一一年購股權計劃項下的股份認購價將為董事會釐定的價格，惟不可低於下列各項的最高者：(i) 聯交所每日報價表所示股份於授出特定購股權當日的收市價；(ii) 股份於緊接授出特定購股權當日前五個交易日在聯交所的平均收市價；或(iii) 股份面值。

因根據二零一一年購股權計劃及本集團任何其他計劃將予授出的所有購股權獲行使而可予發行的股份總數，合共不得超過採納日期已發行股份總數的10%。此外，因根據二零一一年購股權計劃及本集團任何其他購股權計劃所授出的所有尚未行使購股權獲行使而可予發行的股份最高數目，合共不得超過不時已發行股份總數的30%。於任何12個月期間內，因根據二零一一年購股權計劃及本集團任何其他購股權計劃所授出的購股權獲行使而已發行及可能須發行予每名參與人士的股份總數，不得超過當時已發行股份總數的1%。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 39.SHARE OPTIONS SCHEME (Continued)

As at 31 December 2016, the number of shares in respect of options granted and remained outstanding under the 2011 Share Option Scheme was 353,428,000 (2015: 90,000,000), representing 8.07% (2015: 2.78%) of the issued shares of the Company. As at the date of this annual report, the number of shares available for issue under the 2011 Share Option Scheme is 157,755,335 (2015: 149,923,555), representing approximately 3.45% (2015: 4.64%) of the issued shares of the Company.

Movements of the Company's share options held by employees during the year ended 31 December 2016 are set out below:

### 39.購股權計劃(續)

於二零一六年十二月三十一日，根據二零一一年購股權計劃已授出且尚未行使的購股權涉及的股份數目為353,428,000股(二零一五年：90,000,000股)，佔本公司已發行股份的8.07%(二零一五年：2.78%)。於本年報日期，二零一一年購股權計劃項下可供發行的股份數目為157,755,335股(二零一五年：149,923,555股)，佔本公司已發行股份的3.45%(二零一五年：4.64%)。

截至二零一六年十二月三十一日止年度，僱員所持有本公司購股權的變動載列如下：

Category of participants 參與人士類別	Number of share options 購股權數目					Exercise period 行使期	Exercise price HK\$ 行使價港元
	As at 1 January 2016 於二零一六年 一月一日	Granted 已授出	Exercised 已行使	Lapsed 已失效	As at 31 December 2016 於二零一六年 十二月 三十一日		
Category I: Employees 類別I：僱員							
20.11.2015 二零一五年十一月二十日	90,000,000	-	-	(60,000,000)	30,000,000	Note (a) 附註(a)	0.920
28.12.2016 二零一六年 十二月二十八日	-	91,580,000	-	-	91,580,000	28.12.2016 - 28.12.2018 二零一六年 十二月二十八日至 二零一八年 十二月二十八日	0.232
Category II: Consultants 類別II：顧問							
28.12.2016 二零一六年 十二月二十八日	-	231,848,000	-	-	231,848,000	28.12.2016 - 28.12.2018 二零一六年 十二月二十八日至 二零一八年 十二月二十八日	0.232
Total 總計	90,000,000	323,428,000	-	(60,000,000)	353,428,000		
Weighted average exercise price 加權平均行使價	0.92	0.232	-	0.92	0.29		

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 39. SHARE OPTIONS SCHEME (Continued)

Movements of the Company's share options held by employees during the year ended 31 December 2015 are set out below:

Category of participants	Number of share options				As at 31 December 2015	Exercise period	Exercise price HK\$
	As at 1 January 2015	Granted	Exercised	Lapsed			
參與人士類別	於二零一五年 一月一日	已授出	已行使	已失效	於二零一五年 十二月 三十一日	行使期	行使價港元
Category I: Employees							
類別 I: 僱員							
20.11.2015	-	90,000,000	-	-	90,000,000	Note (a)	0.920
二零一五年十一月二十日						附註(a)	
Total	-	90,000,000	-	-	90,000,000		
總計							
Weighted average exercise price	-	0.92	-	-	0.92		
加權平均行使價							

Notes:

- (a) On 20 November 2015, the Company granted a total of 18,000,000 share options under the Scheme to employees of the Group. The validity period of the options is 30 months from the date of grant of the options, i.e. from 20 November 2015 to 19 November 2018. The options will entitle the grantees to subscribe for a total of 18,000,000 new shares of HK\$0.005 each at an exercise price of HK\$4.59 per share.

The share options are divided into 3 tranches exercisable from (i) the expiry date of the Put Option period as stated in the second supplemental agreement dated 8 January 2016, (ii) 20 November 2016, and (iii) 20 May 2017 respectively to 19 November 2018.

As a result of the share subdivision which was effective on 28 December 2015, the exercise price per share and number of outstanding share options granted on 20 November 2015 were adjusted from HK\$4.59 to HK\$0.92 and from 18,000,000 to 90,000,000 respectively.

- (b) On 28 December 2016, the Company granted a total of 323,428,000 share options under the 2011 Share Option Scheme to employees and consultants of the Group. The validity period of the options is 24 months from the date of grant of the options, i.e. from 28 December 2016 to 28 December 2018. The options will entitle the grantees to subscribe for a total of 323,428,000 new shares of HK\$0.001 each at an exercise price of HK\$0.232 per share.

### 39. 購股權計劃 (續)

僱員於截至二零一五年十二月三十一日止年度所持有本公司購股權的變動載列如下：

附註：

- (a) 於二零一五年十一月二十日，本公司根據計劃向本集團僱員授出合共18,000,000份購股權。購股權之有效期為自購股權授出日期起計30個月（即二零一五年十一月二十日至二零一八年十一月十九日）。購股權將賦予承授人權利以行使價每股4.59港元認購合共18,000,000股每股面值0.005港元之新股份。

購股權分為三批，於下列日期起至二零一八年十一月十九日止期間可予行使：(i) 日期為二零一六年一月八日的第二份補充協議內所列認沽期權期限屆滿之日，(ii) 二零一六年十一月二十日，及(iii) 二零一七年五月二十日。

股份拆細於二零一五年十二月二十八日生效後，於二零一五年十一月二十日授出的尚未行使購股權的每股行使價及涉及股份數目分別由4.59港元調整為0.92港元及由18,000,000股調整為90,000,000股。

- (b) 於二零一六年十二月二十八日，本集團根據二零一一年購股權計劃向本集團僱員及顧問授出合共323,428,000份購股權。購股權之有效期為自購股權授出日期起計24個月（即二零一六年十二月二十八日至二零一八年十二月二十八日）。購股權將賦予承授人權利以行使價每股0.232港元認購合共323,428,000股每股面值0.001港元之新股份。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 39. SHARE OPTIONS SCHEME (Continued)

The fair value of equity-settled share options granted during the year ended 31 December 2016 and 2015 was estimated as at the date of grant, using a Binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		2016 二零一六年	2015 二零一五年
Exercise price (HK\$)	行使價 (港元)	0.232	4.59
Share price at the date of grant (HK\$)	於授出日期的股價 (港元)	0.232	4.59
Dividend yield (%)	股息收益率 (%)	–	–
Expected volatility (%)	預期波幅 (%)	91.79	70.58
Risk-free interest rate (%)	無風險利率 (%)	1.244	0.626
Expected life of options (years)	預期購股權年期 (年)	2.000	2.497

The expected life of the options is based on the contractual life and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

The fair value of the share options granted during the year ended 31 December 2016 was HK\$34,350,000 (2015: HK\$34,029,000). The fair value per option granted was HK\$0.11 (2015: HK\$1.89). The Group recognised a share option expense of HK\$38,873,000 during the year ended 31 December 2016 (2015: HK\$5,831,000).

### 39. 購股權計劃 (續)

截至二零一六年及二零一五年十二月三十一日止年度授出的以股權結算的購股權之公平值乃於授出日期採用二項式期權定價模型估計，並已計及授出購股權所依據的條款及條件。下表載列模型所採用的輸入數據：

購股權預期年期乃根據合約年期釐定，未必為可能出現的行使模式指標。預期波幅反映歷史波幅為未來走勢指標的假設，其未必為實際結果。

截至二零一六年十二月三十一日止年度授出的購股權之公平值為34,350,000港元（二零一五年：34,029,000港元）。每份已授出購股權的公平值為0.11港元（二零一五年：1.89港元）。本集團於截至二零一六年十二月三十一日止年度確認購股權開支38,873,000港元（二零一五年：5,831,000港元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 40. OPERATING LEASES

### 40. 經營租約

#### The Group as lessee

#### 本集團作為承租人

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Minimum lease payments under operating leases in respect of office properties	年內根據經營租就辦公室物業的最低租賃款項	11,105	9,779

At the end of reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

於報告期末，本集團根據不可撤銷經營租約於下列到期日須支付的未來最低租賃款項之承擔如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	11,315	15,049
In the second to fifth year inclusive	第二年至第五年（包括首尾兩年）	4,299	14,685
		<b>15,614</b>	<b>29,734</b>

Operating lease payments represent rentals payable by the Group for certain of its office properties in Hong Kong and the PRC. Leases are negotiated for an average term of two to three years.

經營租賃款項指本集團在香港及中國就其若干辦公室物業應付的租金。租約議定平均為期兩至三年。

#### The Group as lessor

#### 本集團作為出租人

At the end of the reporting period, the Group had contracted with tenants for the following future minimum payments for storage facilities.

於報告期末，本集團已就倉庫存放設施的下列未來最低款項與租戶訂立合約。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	1,592	11,662
In the second to fifth year inclusive	第二年至第五年（包括首尾兩年）	2,257	3,427
		<b>3,849</b>	<b>15,089</b>

Warehouse storage income earned during the year was HK\$8,904,000 (2015: HK\$13,651,000).

年內賺取的倉庫存放收入為8,904,000港元（二零一五年：13,651,000港元）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 41. CAPITAL COMMITMENTS

As at 31 December 2015 and 2016, the Group and the Company did not have any significant capital commitments.

### 42. RETIREMENT BENEFITS SCHEMES

The Group is required to participate in a defined contribution scheme, the MPF Scheme, in respect of its employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. Both the Group and its employees contribute 5% of the relevant payroll costs to the MPF Scheme. The maximum contribution for each employee is limited to HK\$18,000 (2015: HK\$18,000) per annum.

The employees of PRC subsidiaries are members of defined contribution plans organised by PRC municipal and provincial government authorities in the PRC. The PRC subsidiaries are required to make monthly contributions to these plans at a fixed percentage of the employee's basic salary. The only obligation of the Group with respect to the retirement benefit scheme in the PRC is to make the required contributions under the scheme. The local government authority is responsible for the entire pension obligations payable to retired employees.

Contributions to the retirement benefit schemes for the year amounted to HK\$537,000 (2015: HK\$1,291,000).

### 43. PLEDGE OF ASSETS

Assets with the following carrying amounts have been pledged to secure general banking facilities granted to the Group (note 31):

Pawn loans receivables	應收典當貸款
Property, plant and equipment	物業、廠房及設備
Prepaid lease payments	預付租賃款項
Bank deposits	銀行存款

### 41. 資本承擔

於二零一五年及二零一六年十二月三十一日，本集團及本公司並無任何重大資本承擔。

### 42. 退休福利計劃

本集團須為其香港僱員參與定額供款計劃，即強積金計劃。強積金計劃的資產與本集團的資產分開並於由受託人控制的基金持有。本集團與其僱員均須按有關薪酬成本的5%向強積金計劃作出供款。每名僱員最高供款限額為每年18,000港元（二零一五年：18,000港元）。

中國附屬公司的僱員為中國各省市政府機關營辦的定額供款計劃的成員。中國附屬公司須每月按僱員基本薪金的固定百分比向該等計劃供款。本集團就中國退休福利計劃的唯一責任為根據該計劃作出規定的供款。地方政府機關負責向退休僱員支付全部退休金。

本年度退休福利計劃的供款為537,000港元（二零一五年：1,291,000港元）。

### 43. 資產抵押

本集團已就獲授之一般銀行信貸（附註31）而抵押之資產的賬面值如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Pawn loans receivables	–	113,569
Property, plant and equipment	102,883	118,024
Prepaid lease payments	23,994	26,403
Bank deposits	27,918	35,811
	<b>154,795</b>	<b>293,807</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. NON-CASH TRANSACTIONS

On 21 January 2015, the Company has acquired the entire issued share capital of Oriental Credit Company Limited and its subsidiaries from Rosy Start, Equity Partner and Century Best and Asiabiz. On 3 June 2015, the Company issued the 2014 Convertible Note in the principal amount of HK\$85,401,768 with conversion price of HK\$1.2 according to their respective shareholdings ratio.

Consideration for the acquisition of associates, Intraday Financial Group, that occurred during the year comprised issuance of 71,800,000 shares. Further details of the acquisition are set out in note 20 above.

Part of consideration for the acquisition of Access Group, that occurred during the year comprised issuance of 194,060,671 shares. Further details of the acquisition are set out in note 36(a) above.

### 45. CONTINGENT ASSETS AND LIABILITIES

In connection with the acquisition of Oriental Credit Group on 21 January 2015, the Group is subject to contingent liabilities including settlement of additional consideration by issuance of convertible notes arising after 21 January 2015 on basis of 2016 Performance Target.

In connection with the acquisition of Intraday Financial Group on 8 July 2015, the Group may subject to contingent assets including receivable of cash compensation from Long Tu Limited arising on the basis of 2016 Performance Target.

Except for the matter described above, the Group had no significant contingent liabilities as at 31 December 2016 and 2015.

### 44. 非現金交易

於二零一五年一月二十一日，本公司向啟茂、Equity Partner、世佳及Asiabiz收購東方信貸控股有限公司及其附屬公司全部已發行股本。於二零一五年六月三日，本公司根據彼等各自之股權比例發行本金額為85,401,768港元之二零一四年可換股票據，換股價為1.2港元。

年內收購聯營公司當天金融集團所產生之代價包括發行71,800,000股股份。有關收購事項的進一步詳情載於上文附註20。

年內收購Access集團所產生之部分代價包括發行194,060,671股股份。有關收購事項的進一步詳情載於上文附註36(a)。

### 45. 或然資產及負債

本集團就二零一五年一月二十一日收購東方信貸集團而可能承擔或然負債，包括按二零一六年業績目標透過發行可換股票據而償付於二零一五年一月二十一日後產生之額外代價。

本集團就二零一五年七月八日收購當天金融集團而可能獲得或然資產，包括按二零一六年業績目標而應收龍圖有限公司之現金補償。

除上述事項外，於二零一六年及二零一五年十二月三十一日，本集團並無重大或然負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 46. RELATED PARTY DISCLOSURES

During the year, the Group had certain transactions with related parties. Details of these transactions for the year ended 31 December 2016 and balances at 31 December 2016 with these related parties are as follows:

##### Transactions with related parties

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interest expenses (Note c)	利息開支(附註c)	-	1,168
Brokerage commission income (Note b)	經紀佣金收入(附註b)	279	-

##### Balance with related parties

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Bank loans (Note a)	銀行貸款(附註a)	-	41,779

#### 46. 關連人士披露

年內，本集團與關連人士進行若干交易。截至二零一六年十二月三十一日止年度該等交易之詳情及於二零一六年十二月三十一日與該等關連人士之結餘如下：

##### 與關連人士之交易

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interest expenses (Note c)	-	1,168
Brokerage commission income (Note b)	279	-

##### 與關連人士之結餘

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Bank loans (Note a)	-	41,779

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. RELATED PARTY DISCLOSURES (Continued)

#### Transactions with related parties (Continued)

Notes:

- (a) Included the bank loans, there is an amount of HK\$Nil (2015: approximately HK\$41,779,000) entrusted by Shanghai Kuailu, a registered shareholder of Xinsheng, to a bank for making the loan to Xinsheng. Each of Shanghai Kuailu and Shanghai Zhifeng executes the Contractual Agreement A in a form and substance acceptable by the Company to hold the registered capital in Xinsheng in trust for Shanghai Yousheng upon the Completion Date. Shanghai Yousheng beneficially owns the entire equity interest of Xinsheng according to the Contractual Agreement A.
- (b) During the current year, the Group received commission income from its director of subsidiaries for providing securities brokerage services.
- (c) The above balances are repayable on demand and bear interest at commercial rates which are similar to the rates offered to third party clients.

For the year ended 31 December 2016, the Group effected the following material non-recurring transaction:

- (i) On 15 March 2016, the Company issued the 2015 Convertible Note in the principal amount of HK\$42,000,000 with conversion price of HK\$0.24 (after adjustment of share subdivision) to the related companies.

For the year ended 31 December 2015, the Group effected the following material non-recurring transaction:

- (i) On 3 June 2015, the Company issued the 2014 Convertible Note in the principal amount of HK\$85,401,768 with conversion price of HK\$0.24 (after adjustment of share subdivision) to the related companies.

#### Compensation of key management personnel

The remuneration of directors and other members of key management during the year is approximately HK\$11,880,000 (2015: approximately HK\$7,625,000) as disclosed in notes 12 and 13.

### 46. 關連人士披露 (續)

#### 與關連人士之交易 (續)

附註:

- (a) 銀行貸款包括新盛之註冊股東上海快鹿就向新盛提供貸款而委託一間銀行之金額零港元(二零一五年:約41,779,000港元)。上海快鹿及上海置鋒各自簽立一份形式及內容獲本公司接納之合約協議A,於完成日期後以信託形式代表上海佑勝持有新盛之註冊資本。根據合約協議A,上海佑勝實益擁有新盛之全部股權。
- (b) 於本年度,本集團就提供證券經紀服務向其附屬公司之董事收取佣金收入。
- (c) 上述結餘須按要求償還並按與第三方客戶獲提供之利率相若之商業利率計息。

截至二零一六年十二月三十一日止年度,本集團已進行下列重大非經常性交易:

- (i) 於二零一六年三月十五日,本公司發行本金額為42,000,000港元之二零一五年可換股票據予關連公司,轉換價為0.24港元(經股份拆細調整後)。

截至二零一五年十二月三十一日止年度,本集團已進行下列重大非經常性交易:

- (i) 於二零一五年六月三日,本公司發行本金額為85,401,768港元之二零一四年可換股票據予關連公司,轉換價為0.24港元(經股份拆細調整後)。

#### 主要管理人員的報酬

誠如附註12及13所披露,董事及其他主要管理層成員於年內的薪酬為約為11,880,000港元(二零一五年:約7,625,000港元)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 47. SUBSIDIARIES

### 47. 附屬公司

Name 名稱	Place of incorporation and operation 註冊成立及 營業地點	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股／註冊資本	Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持已發行股本面值／ 註冊資本面值比例				Principal activities 主要業務
			2016 二零一六年		2015 二零一五年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Delight Link Enterprises Limited	Hong Kong	Ordinary HK\$2	100%	–	100%	–	Provision of administrative services to group companies
欣喜企業有限公司	香港	普通股本2港元					向集團公司提供 行政服務
Spring Chance Limited 泉運有限公司	BVI 英屬處女群島	Ordinary US\$1 普通股本1美元	100%	–	100%	–	Investment holding 投資控股
太倉基創倉儲有限公司 (transliterated as Taicang Keycharm Storage Company Limited#)	PRC	Registered capital RMB80,000,000	–	100%	–	100%	Industrial property development
太倉基創倉儲有限公司	中國	註冊資本人民幣 80,000,000元					發展工業用物業
太倉灝朴貿易有限公司 (transliterated as Taicang Haopu Trading Company Limited#)	PRC	Registered capital RMB5,000,000	–	100%	–	100%	Trading of goods
太倉灝朴貿易有限公司	中國	註冊資本人民幣 5,000,000元					貨品貿易
上海佑勝投資諮詢 有限公司 (transliterated as Shanghai Yousheng Investment Consulting Limited#)	PRC	Registered capital RMB5,000,000	–	100%	–	100%	Provision of consultancy services
上海佑勝投資諮詢 有限公司	中國	註冊資本人民幣 5,000,000元					提供顧問服務
上海竣凝投資諮詢 有限公司 (transliterated as Shanghai Junning Investment Consulting Limited#)	PRC	Registered capital RMB1,000,000	–	100%	–	100%	Provision of consultancy services
上海竣凝投資諮詢 有限公司	中國	註冊資本人民幣 1,000,000元					提供顧問服務
Greater China Financing Limited 大中華融資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股本1港元	–	100%	–	100%	Provision of investment services 提供投資服務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 47. SUBSIDIARIES (Continued)

### 47. 附屬公司 (續)

Name 名稱	Place of incorporation and operation 註冊成立及 營業地點	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股／註冊資本	Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持已發行股本面值／ 註冊資本面值比例		Principal activities 主要業務		
			2016 二零一六年		2015 二零一五年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Greater China Wealth & Risk Management Limited (Formerly known as Prominence Wealth & Risk Management Co., Limited) 大中華產險管理有限公司 (前稱耀竣產險管理 有限公司)	HK 香港	Registered capital HK\$1,000,000 註冊資本 1,000,000港元	-	100%	-	100%	Provision of insurance brokerage services 提供保險經紀服務
Prominence Financials Limited 耀竣金融有限公司	HK 香港	Registered capital HK\$18,000,000 註冊資本 18,000,000港元	-	100%	-	-	Provision of securities brokerage services 提供證券經紀服務
Prominence Asset Management Limited 耀竣資產管理有限公司	HK 香港	Registered capital HK\$1,000,000 註冊資本 1,000,000港元	-	100%	-	-	Provision of assets management services 提供資產管理服務
北京信諾微資產管理 有限公司 (transliterated as (Beijing Xin Nuo Wei Assets Management Limited#) 北京信諾微資產管理 有限公司	PRC 中國	Registered capital RMB100,000,000 註冊資本人民幣 100,000,000港元	-	100%	-	-	Provision of finance referral services 提供金融轉介服務

# The English transliteration of Chinese name is included in this report for reference only and should not be regarded as its official English name.

# 中文名稱的英文字譯僅為供參考而載入本報告，不應視為其正式英文名稱。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表列出董事認為主要影響本集團業績或資產的本公司附屬公司。董事認為，列出其他附屬公司的詳情會使篇幅過於冗長。

None of the subsidiaries had issued any debt securities at the end of the year.

於年末，概無附屬公司已發行任何債務證券。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 48. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM/TO SUBSIDIARIES

##### The Company

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份·按成本	<b>279,739</b>	41,325
Disposal	出售	–	(41,323)
Acquisition	收購	<b>96,863</b>	279,737
Less: impairment loss recognised	減：已確認減值虧損	<b>(279,739)</b>	(2)
		<b>96,863</b>	279,737
Amounts due from subsidiaries	應收附屬公司款項	<b>856,127</b>	397,177
Less: impairment loss recognised	減：已確認減值虧損	<b>(532,723)</b>	(215,319)
		<b>323,404</b>	181,858
Amounts due to subsidiaries	應付附屬公司款項	<b>744</b>	355

Amounts due from/to subsidiaries are unsecured, interest-free and are repayable on demand.

應收／應付附屬公司款項為無抵押、免息及須應要求償還。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 49. FINANCIAL INFORMATION OF THE COMPANY

### 49. 本公司的財務資料

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Interests in subsidiaries	於附屬公司的權益	96,863	279,737
Interests in associates	於聯營公司的權益	-	302,278
Contingent consideration receivable	應收或然代價	15,102	-
		<b>111,965</b>	<b>582,015</b>
<b>Current assets</b>	<b>流動資產</b>		
Amounts due from subsidiaries	應收附屬公司款項	235,096	181,858
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	605	5,941
Bank balances and cash	銀行結餘及現金	105,595	475,747
		<b>341,296</b>	<b>663,546</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	806	1,770
Deferred consideration	遞延代價	96,595	64,020
Amounts due to subsidiaries	應付附屬公司款項	744	355
		<b>98,145</b>	<b>66,145</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>243,151</b>	<b>597,401</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>355,116</b>	<b>1,179,416</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Convertible notes	可換股票據	5,070	54,885
Deferred consideration	遞延代價	24,283	63,900
		<b>29,353</b>	<b>118,785</b>
<b>Net assets</b>	<b>淨資產</b>	<b>325,763</b>	<b>1,060,631</b>
<b>Capital and reserve</b>	<b>資本及儲備</b>		
Share capital	股本	4,380	3,234
Share premium	股份溢價	1,659,410	1,263,986
Contributed surplus	實繳盈餘	64,379	64,379
Convertible notes equity reserve	可換股票據權益儲備	9,775	101,192
Share options reserve	購股權儲備	44,704	5,831
Accumulated losses	累計虧損	(1,456,885)	(377,991)
<b>Total equity</b>	<b>權益總計</b>	<b>325,763</b>	<b>1,060,631</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 50. RESERVES

#### (a) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value. The application of the share premium accounts is governed by the Bermuda Companies Act 1981 and the New Bye-Laws of the Company.

#### (b) Share options reserve

Share options reserve represents the portion of the grant date fair value of the unexercised share options of the Company.

#### (c) Convertible notes equity reserve

The convertible notes equity reserve represents the equity component (conversion right) of convertible notes issued by the Company. Items included in convertible notes equity reserve will not be reclassified to profit or loss.

#### (d) Translation reserve

Exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency are recognised directly in other comprehensive income and accumulated in the translation reserve. Such exchange differences accumulated in the translation reserve are reclassified to profit or loss on the disposal of the foreign operations.

#### (e) Revaluation reserve

The revaluation reserve represents cumulative gains and losses arising on the revaluation of available-for-sale financial assets that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those available-for-sale financial assets are disposed of or are determined to be impaired.

### 50. 儲備

#### (a) 股份溢價

股份溢價指因按超過股份面值之價格發行股份所產生之溢價。股份溢價賬之應用受百慕達一九八一年公司法及本公司的新公司細則規管。

#### (b) 購股權儲備

購股權儲備指本公司尚未行使購股權的授出日期公平值部分。

#### (c) 可換股票據權益儲備

可換股票據權益儲備指本公司已發行可換股票據的權益部分（轉換權）。計入可換股票據權益儲備的項目不會重新分類至損益。

#### (d) 匯兌儲備

將本集團海外業務資產淨值由其功能貨幣換算為本集團呈列貨幣的有關匯兌差額直接於其他全面收益確認及於匯兌儲備累計。於匯兌儲備累計的有關匯兌差額於出售海外業務時重新分類至損益。

#### (e) 重估儲備

重估儲備指於其他全面收益確認因重估可供出售金融資產而產生之累計收益及虧損。當出售該等可供出售金融資產或該等可供出售金融資產被認定為減值時，其淨額便會重新分類至損益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 50. RESERVES (Continued)

#### (f) Statutory reserve

The statutory reserve, which is non-distributable, is appropriated from the profit after taxation of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC.

In accordance with the relevant laws and regulations in the PRC and Articles of Association of the subsidiaries and associates incorporated in the PRC comprising the Group, it is required to appropriate 10% of the annual statutory net profits of the PRC the subsidiaries and associates, after offsetting any prior years' losses as determined under the PRC accounting standards, to the statutory surplus reserve fund before distributing the net profit. When the balance of the statutory surplus reserve fund reaches 50% of the share capital of the PRC the subsidiaries and associates, any further appropriation is at the discretion of shareholders. The statutory surplus reserve fund can be used to offset prior years' losses, if any, and may be converted into share capital by issuing new shares to shareholders in proportion to their existing shareholding or by increasing the par value of the shares currently held by them, provided that the remaining balance of the statutory surplus reserve fund after such issue is no less than 25% of share capital.

### 51. EVENTS AFTER THE REPORTING PERIOD

- (i) On 2 February 2017, in relation to the acquisition of Access Group, the Company entered into a supplemental agreement (the "Supplemental Agreement") to the sale and purchase agreement with the vendors and the guarantor to amend certain terms and conditions of the sale and purchase agreement (the "Amendments"). The Amendments include the amendments to the payment terms, the amendments to the Profit Guarantee and the adjustment mechanism to the consideration. Please refer to the announcement for details of the Supplemental Agreement dated 2 February 2017.

### 50. 儲備 (續)

#### (f) 法定儲備

法定儲備 (為不可分派) 乃根據中國適用法律及法規從本集團中國附屬公司的除稅後溢利轉撥。

根據中國相關法律及法規及於中國註冊成立之本集團旗下附屬公司及聯營公司之組織章程細則，中國附屬公司及聯營公司在根據中國會計準則對銷往年任何虧損後及分派純利前須轉撥其每年法定純利的約10%至法定盈餘公積金。當法定盈餘公積金結餘達到中國附屬公司及聯營公司股本的50%時，股東可自行決定是否繼續轉撥任何款項。法定盈餘公積金可用於對銷過往年度虧損 (如有)，亦可透過向股東按彼等現有持股比例發行新股份或提高彼等現時所持股份面值轉換為股本，惟於有關發行後法定盈餘公積金的餘額不可少於股本的25%。

### 51. 報告期後事項

- (i) 於二零一七年二月二日，就收購Access集團而言，本公司與賣方及保證方訂立買賣協議之補充協議 (「補充協議」)，以修訂買賣協議的若干條款和條件 (「該等修訂」)。該等修訂包括修訂付款條款、對溢利保證的修訂及代價的調整機制。補充協議的詳情請參閱日期為二零一七年二月二日的公佈。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 51. EVENTS AFTER THE REPORTING PERIOD

(Continued)

- (ii) Reference is made to the announcements of the Company dated 22 July 2016 and 18 August 2016 in relation to the legal actions taken against Xinsheng, Shanghai Kuailu and Zhongyuan.

On 22 February 2017, the legal advisers of the Company in the PRC received three decisions issued by the SAC to suspend the three arbitration claims (“Arbitration Claims”) initiated by Shanghai Yousheng and Shanghai Junning against Xinsheng, Shanghai Kuailu and Zhongyuan in August 2016 (“Suspension Decisions”).

According to the Suspension Decisions, SAC was notified that (i) Xinsheng, Shanghai Kuailu and Zhongyuan are involved in the criminal investigation conducted by one public security authority of Shanghai City, PRC; and (ii) the shares of Xinsheng and Zhongyuan were frozen by PRC public security authority. As such, it was stated that such circumstances would create obstacles for submitting evidence to SAC, and SAC agreed to suspend the Arbitration Claims with effect from 21 February 2017.

As advised by the legal advisers of the Company in the PRC, the suspension of the Arbitration Claims shall not prejudice the rights of the Company, Shanghai Yousheng and Shanghai Junning in such claims. The Board considers that the suspension of the Arbitration Claims shall not create adverse impact to the Company and its subsidiaries.

### 51. 報告期後事項 (續)

- (ii) 茲提述本公司日期為二零一六年七月二十二日及二零一六年八月十八日有關向新盛、上海快鹿及中源採取法律行動之公佈。

於二零一七年二月二十二日，本公司在中國的法律顧問接獲由上海仲裁委員會出具的三項決定，以暫緩執行上海佑勝及上海竣凝向新盛、上海快鹿及中源提起的三項仲裁申索（「暫緩決定」）。

根據暫緩決定，上海仲裁委員會被告知：(i) 新盛、上海快鹿及中源涉及由中國上海市一個公安部門進行的刑事調查；及(ii) 新盛及中源的股份已被中國公安部門凍結。由此，該等情況將為向上海仲裁委員會提交證據造成障礙，以及上海仲裁委員會同意自二零一七年二月二十一日起暫緩處理仲裁申索。

誠如本公司在中國的法律顧問告知，暫緩處理仲裁申索不會損害本公司、上海佑勝及上海竣凝於該等申索中的權利。董事會認為，暫緩處理仲裁申索不會對本公司及其附屬公司產生不利影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 51. EVENTS AFTER THE REPORTING PERIOD

(Continued)

(iii) On 7 March 2017, a direct wholly-owned subsidiary of the Company entered into a sale and purchase agreement with vendors, pursuant to which the direct wholly owned subsidiary of the Company has conditionally agreed to acquire entire equity interest in a target company (the "Target Company"). A wholly-owned subsidiary of the Target Company is a corporation licenced and approved by the Securities and Futures Commission ("SFC") under the SFO under a licence to carry on Type 4 regulated activity under the SFO (Advising on Securities) and Type 9 regulated activity under the SFO (Asset Management). The cash consideration for Target Company is HK\$8,000,000.

At the date of issuance of these consolidated financial statements, the conditions set out in the sale and purchase agreement has not yet fulfilled.

(iv) On 8 February 2017 and 6 March 2017, the share options were exercised to subscribe for a total of 195,680,000 new shares of HK\$0.001 each at an exercise price of HK\$0.232 per share. The Company allotted and issued 195,680 000 ordinary shares to the grantees.

### 52. 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 equity holders 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 equity holders, return capital to equity holders, issue new shares or sell assets to reduce debt.

The Group is not subject to any externally imposed capital requirements except for (i) a subsidiary registered under the Insurance Companies Ordinance of Hong Kong (the "ICO") which are subject to the relevant minimum capital requirement; and (ii) two subsidiaries which are regulated entities under the SFO and subject to the relevant minimum paid-up share capital and minimum liquid capital requirements under the Hong Kong Securities and Futures (Financial Resources) Rules (the "SF(FR)R"). Management closely monitors, on a daily basis, the capital level of these entities to ensure compliance with the minimum capital requirements under the SF(FR)R and ICO.

### 51. 報告期後事項 (續)

(iii) 於二零一七年三月七日，本公司一間直接全資附屬公司與賣方訂立一份買賣協議，據此，本公司該直接全資附屬公司已有條件地同意收購一間目標公司（「目標公司」）的全部股權。目標公司的一間全資附屬公司為根據證券及期貨條例獲證券及期貨事務監察委員會（「證監會」）會發牌及批准可進行證券及期貨條例下第4類受規管活動（就證券提供意見）及證券及期貨條例下第9類受規管活動（提供資產管理）的法團。收購目標公司的現金代價為8,000,000港元。

於此等綜合財務報表刊發之日，尚未達成買賣協議所載之條件。

(iv) 於二零一七年二月八日及二零一七年三月六日，授承人按行使價每股0.232港元行使購股權以認購合共195,680,000股每股面值0.001港元的新股份。本公司向承授人配發及發行195,680,000股普通股。

### 52. 資本風險管理

本集團管理資本的目標為保障本集團持續經營的能力，以為股權持有人提供回報並使其他持份者獲益，同時維持最佳的資本結構以降低資本成本。為維持或調整資本結構，本集團或會調整支付予股權持有人的股息數額、歸還資本予股權持有人、發行新股份或出售資產以減低債務。

除(i)根據香港保險公司條例（「保險公司條例」）註冊的一間附屬公司須遵守相關最低資本規定；及(ii)根據香港證券及期貨條例註冊的兩間附屬公司須遵守證券及期貨（財政資源）規則（「證券及期貨（財政資源）規則」）下的相關最低繳足股本及最低流動資金規定外，本集團毋須遵守任何外部施加的資本規定。管理層每日密切監察該等實體的資金水平，以確保符合證券及期貨（財政資源）規則下的最低資金規定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 52. CAPITAL RISK MANAGEMENT (Continued)

During the year ended 31 December 2016, the Group's strategy remained unchanged. The Group monitors capital on the basis of the gearing ratio. The ratio is calculated as total borrowings divided by equity attributable to owners of the Company. The management considers the gearing ratio at the year ended date is as follows:

The management considers the gearing ratio at the year ended date is as follows:

#### 52. 資本風險管理 (續)

截至二零一六年十二月三十一日止年度，本集團的策略並無變動。本集團根據資本負債比率監控資本。該比率乃按借貸總額除以本公司擁有人應佔權益計算。

管理層認為於年結日的資本負債比率如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Total borrowings	借貸總額	113,066	277,535
Equity attributable to owners of the Company	本公司擁有人應佔權益	421,227	1,161,745
Gearing ratio	資本負債比率	27%	24%

#### 53. FINANCIAL INSTRUMENTS

##### 53a. Categories of financial instruments

#### 53. 金融工具

##### 53a. 金融工具分類

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Fair value through profit or loss	透過損益按公平值列賬		
– Contingent consideration receivable	– 應收或然代價	15,102	–
Loans and receivables	貸款及應收款項		
– Loans and interests receivables	– 應收貸款及利息	37,061	359,698
– Trade and other receivables	– 應收賬款及其他應收款項	31,379	2,296
– Deposits	– 按金	5,311	9,942
– Cash held on behalf of clients	– 代客戶持有之現金	15,746	–
– Pledged bank deposits	– 已抵押銀行存款	27,918	35,811
– Bank balances and cash	– 銀行結餘及現金	240,969	524,661
Available-for-sale financial assets	可供出售金融資產	58,475	–
		<b>431,961</b>	<b>932,408</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
– Trade and other payables	– 應付賬款及其他應付款項	41,136	18,509
– Borrowings	– 借貸	113,066	277,535
– Deferred consideration	– 遞延代價	120,878	127,920
– Convertible notes	– 可換股票據	5,070	54,885
		<b>280,150</b>	<b>478,849</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 53. FINANCIAL INSTRUMENTS (Continued)

#### 53b. Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. Taking risk is core to the financial business, and the operational risks are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits. The Group regularly reviews its risk management policies and procedures to reflect changes in markets and products.

The Group's major financial instruments include loans and interests receivables, contingent consideration receivable, trade and other receivables, cash held on behalf of clients, pledged bank deposits, bank balances and cash, trade payables, other payables, borrowings, deferred consideration and convertible notes. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

### 53. 金融工具 (續)

#### 53b. 金融風險管理目標及政策

本集團之業務承擔多項財務風險且該等業務涉及分析、評估、承擔及管理不同程度的風險或風險組合。承擔風險乃金融業務的核心，而經營風險為業務中不可避免之結果。因此本集團致力實現於風險及回報之間的適當平衡，並盡量降低本集團財務表現之潛在不利因素。

本集團制定風險管理政策以識別及分析有關風險、設定適當風險上限及控制措施，以及監察風險並維持在上限以內。本集團定期檢討其風險管理政策及程序以反映市場及產品變化。

本集團的主要金融工具包括應收貸款及利息、應收或然代價、應收賬款及其他應收款項、代客戶持有之現金、已抵押銀行存款、銀行結餘及現金、應付賬款、其他應付款項、借貸、遞延代價及可換股票據。該等金融工具的詳情於相關附註披露。與該等金融工具相關的風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。減輕該等風險的政策載於下文。管理層管理及監察該等風險以確保及時和有效地實施適當的措施。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 53. FINANCIAL INSTRUMENTS (Continued)

#### Credit risk

As at 31 December 2016, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk of trade receivables from warehouse storage, insurance brokerage and general trading business, the management of the Group has a credit policy in place for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts on an ongoing basis. The Group only extends credit to customers based on careful evaluation of the customers' financial conditions and credit history. In addition, the Group reviews the recoverable amount of each individual trade and other receivables at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Credit evaluations are performed on customers requiring credit terms. These evaluations focus on the customer's past history of making payments and current abilities to pay and take into account information specific to the customer as well as to the economic environment.

The Group has concentration of credit risk as 50% (31 December 2015: 100%) and 100% (31 December 2015: 100%) of trade receivables was due from the Group's largest customer and the five largest customers respectively within the warehouse storage business. The Group has concentration of credit risk as 100% (31 December 2015: nil) and 100% (31 December 2015: nil) of trade receivables was due from the Group's largest customer and the five largest customers respectively within the general trading business. The Group has concentration of credit risk as 34% (31 December 2015: nil) and 99% (31 December 2015: nil) of trade receivables was due from the Group's largest customer and the five largest customers respectively within the insurance brokerage business. These five largest customers of respective business segments have good historical repayment records and low default rates. Management perform periodic evaluations to ensure the Group's exposure to bad debts is not significant.

### 53. 金融工具(續)

#### 信貸風險

於二零一六年十二月三十一日，本集團所承擔由於對手方未能履行責任而導致本集團產生財務虧損之最大信貸風險乃來自有關已確認金融資產之賬面值（於綜合財務狀況表呈列）。

為將倉庫存放、保險經紀及一般貿易業務之應收賬款之信貸風險減至最低，本集團的管理層已就釐定信貸額、審批信貸及其他監察程序而制定一項信貸政策，確保持續地追討逾期債項的跟進行動。本集團僅會在審慎評估客戶之財政狀況及信貸紀錄後提高客戶之信貸額。此外，本集團於報告期末檢討各個別應收賬款及其他應收款項的可收回金額，確保就不可收回金額計提足夠的減值虧損。就此而言，本公司董事認為本集團的信貸風險已大幅減低。

要求信貸期的客戶均需進行信貸評估。該等評估注重客戶的付款記錄及目前的付款能力，並會考慮客戶本身的賬戶資料及經濟環境。

本集團倉庫存放業務的信貸風險頗為集中，原因是應收賬款中分別50%（二零一五年十二月三十一日：100%）及100%（二零一五年：100%）為應收本集團最大客戶及五大客戶的款項。本集團一般貿易業務的信貸風險頗為集中，原因是應收賬款中分別100%（二零一五年十二月三十一日：無）及100%（二零一五年：無）為應收本集團最大客戶及五大客戶的款項。本集團保險經紀業務的信貸風險頗為集中，原因是應收賬款中分別34%（二零一五年十二月三十一日：無）及99%（二零一五年：無）為應收本集團最大客戶及五大客戶的款項。各相關業務分部的該等五大客戶過往的還款記錄良好及拖欠率偏低。管理層定期進行評估，以確保本集團承擔之壞賬並不重大。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 53. FINANCIAL INSTRUMENTS (Continued)

#### Credit risk (Continued)

In order to minimise the credit risk on securities brokerage business and loan financing business and other financial services, the directors of the respective operating subsidiaries compile the credit and risk management policies, to approve credit limits and to determine any debt recovery action on those delinquent receivables. In addition, the directors of the respective operating subsidiaries review the recoverable amount of trade receivable and the receivables from margin clients are secured by client's pledged securities which are listed equity securities in Hong Kong, as disclosed in note 24 respectively on an individual and collective basis at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has a concentration of credit risk as 100% (31 December 2015: 18.07% from five largest customers) of loans and interests receivables from loan financing business was due from the Group's four largest customers as at 31 December 2016. The management is of the view that the allowance made is adequate taking into account the historical experience in the collection of loans and interest receivables from these largest customers. The Group does not have significant concentration of credit risk on receivables from securities brokerage business, with exposure spread over a number of counterparties and customers.

The credit risk on pledged bank deposits and bank balances is limited because the counterparties are reputable banks located in Hong Kong and the PRC.

#### Market risk

##### (i) Currency risk

The Group is not exposed to significant foreign currency risk as most of its monetary assets and monetary liabilities are denominated in the functional currency of the individual group entity. The management is of the opinion that the Group's exposure to foreign currency risk is minimal. Accordingly, no foreign exchange risk sensitivity analysis is presented. The significant balance carried in the translation reserve account is occasioned by the translation of the financial statements of the Group's subsidiaries into the presentation currency of the consolidated financial statements of the Group at each reporting date.

### 53. 金融工具 (續)

#### 信貸風險 (續)

為將證券經紀業務及貸款融資業務以及其他金融服務之信貸風險減至最低，各營運附屬公司之董事制訂信貸及風險管理政策，以批准信貸限額及就逾期應收款項作出任何收回債項行動。此外，於各報告日期，各營運附屬公司之董事於各報告日期按個別及共同基準評估應收賬款之可收回金額，而應收保證金客戶款項乃由客戶之香港上市公司股票證券作抵押（如附註24所披露），以確保就不可收回金額計提足夠的減值虧損。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

於二零一六年十二月三十一日，本集團貸款融資業務的信貸風險頗為集中，原因是應收貸款及利息中100%為應收本集團四名客戶（二零一五年十二月三十一日：五大客戶佔18.07%）的款項。管理層認為，考慮到過往向該等最大客戶收回應收貸款及利息的經驗，已作出足夠撥備。本集團證券經紀業務由於風險分散予多名對手方及客戶，故並無信貸風險高度集中的情況。

已抵押銀行存款及銀行結餘之信貸風險有限，因為對手方是位於香港及中國信譽良好之銀行。

#### 市場風險

##### (i) 貨幣風險

由於本集團大部分貨幣資產及貨幣負債均以個別集團實體之功能貨幣計值，因此並無承受重大貨幣風險。管理層認為，本集團之外幣風險微乎其微。因此並無呈列匯兌風險敏感度分析。匯兌儲備賬內呈列之重大結餘乃由於各報告日期將本集團附屬公司之財務報表換算為本集團綜合財務報表之呈列貨幣所產生。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 53. FINANCIAL INSTRUMENTS (Continued)

#### Market risk (Continued)

##### (ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate borrowings and loans receivables. The Group is also exposed to cash flow interest rate risk in relation to receivables from cash and margin clients, cash held on behalf of clients and bank balances.

The Group currently does not use any derivative contracts to hedge its exposure to fair value interest rate risk and cash flow interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

#### Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative financial instruments at the end of the reporting period. The analysis is prepared assuming that the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis points (2015: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. If interest rates had been 100 basis points (2015: 100 basis points) higher/lower and all other variables were held constant, the net effect of Group's post-tax loss for the year ended 31 December 2016 would increase/decrease by HK\$1,716,000 (post-tax profit for the year ended 31 December 2015: decrease/increase by HK\$2,829,000). This is mainly attributable to the Group's exposure to interest rates on its loans and interests receivables, bank deposits and borrowings.

### 53. 金融工具 (續)

#### 市場風險 (續)

##### (ii) 利率風險

本集團就定息借貸及應收貸款而承擔公平值利率風險。本集團亦就現金及保證金客戶的應收款項、代客戶持有之現金及銀行結餘而承擔現金流量利率風險。

本集團目前並無使用任何衍生工具合約對沖其承擔的公平值利率風險及現金流量利率風險。然而，管理層將於必要時考慮對沖重大利率風險。

#### 敏感度分析

下文的敏感度分析乃基於非衍生金融工具於報告期末承擔的利率風險而釐定。分析乃假設於報告期末尚未清償的金融工具於整個年度尚未清償而編製。向主要管理層人員內部報告利率風險時使用100基點(二零一五年: 100基點)的上升或下降，此為管理層對利率合理可能變動的評估。倘利率上升/下降100基點(二零一五年: 100基點)，而所有其他變數維持不變，則本集團於截至二零一六年十二月三十一日止年度的除稅後虧損的淨影響將增加/減少1,716,000港元(截至二零一五年十二月三十一日止年度的除稅後溢利: 減少/增加2,829,000港元)。此乃主要由於本集團的應收貸款及利息、銀行存款及借貸承擔利率風險所致。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 53. FINANCIAL INSTRUMENTS (Continued)

#### Market risk (Continued)

##### (iii) Equity price risk

The Company is exposed to equity price risk through its investments in listed equity securities which are classified as available-for-sale financial assets. The fair value of these financial instruments will be affected either positively or negatively, amongst others, by the changes in the closing market prices of the relevant listed equity securities. The Group's listed investments are listed on the Stock Exchange of Hong Kong and in PRC. Listed investments held in the available-for-sale portfolio have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations. The directors manages this risk exposure by maintaining a portfolio of investments with different risk and return profiles and will consider hedging the risk exposure should the need arise.

The sensitivity analysis has been determined based on the exposure to equity price risks at the end of the reporting period. If the prices of the respective equity instruments had been 10% (2015: Nil) higher/lower, and held other variables constant, the Company's loss after taxation for the year would increase/decrease by HK\$4,172,000 (2015: Nil), as a result of changes in the fair value of listed equity securities.

The sensitivity analysis has been determined by assuming that the price change had occurred at the reporting date and has been applied to the Company's investments at that date. In the management's opinion, the sensitivity analysis is unrepresentative of the inherent price risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

### 53. 金融工具 (續)

#### 市場風險 (續)

##### (iii) 股價風險

本公司投資於列為可供出售金融資產的上市股本證券，因而承受股價風險。該等金融工具的公平值將因為（其中包括）相關上市股本證券收市價之變動而受到正面或負面影響。本集團之上市投資於香港聯交所及中國上市。於可供出售組合中持有之上市投資乃基於其長遠增長潛力而選擇及定期留意其相對於預期之表現。董事透過維持風險與回報各異的投資組合以控制該項風險，並會於有需要時候考慮對沖所承擔的風險。

敏感度分析乃根據於報告期末承擔的股價風險而釐定。倘相關股本工具的價格上升／下跌10%（二零一五年：無）及其他變數保持不變，本公司之年內除稅後虧損將由於上市股本證券之公平值變動而增加／減少4,172,000港元（二零一五年：無）。

敏感度分析乃假設於報告日期出現價格變動而釐定，並已應用至本公司於該日之投資。管理層認為，由於報告期末之風險並不反映年內之風險，因此該敏感度分析無法代表固有的價格風險。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 53. FINANCIAL INSTRUMENTS (Continued)

#### Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, and to ensure compliance with FRR. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents and credit facilities deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The Group's policy is to regularly monitors the current and expected liquidity requirements and its compliance with lending covenants regularly to ensure sufficient working capital are maintained and adequate committed lines of funding from reputable financial institutions to meet its liquidity requirement.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

### 53. 金融工具 (續)

#### 流動資金風險

本集團內個別經營實體負責各自之現金管理，包括籌措貸款應付預期現金需要，並確保符合財政資源規則。於管理流動資金風險時，本集團監察及維持現金及現金等值物以及信貸融資額度於管理層認為充足的水平，以撥付本集團的營運資金及減低現金流量波動的影響。

本集團之政策是定期監察現時及預期流動資金需求及是否已遵守借款契據的規定，從而確保維持充裕之營運資金及從信譽良好之金融機構獲得充裕之資金來源，以應付其流動資金需求。

下表按資產負債表所列合約到期日的剩餘期限將本集團的金融負債歸類為相關到期組別進行分析。下表披露的金額為合約未折現現金流量。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 53. FINANCIAL RISK MANAGEMENT (Continued)

### 53. 金融工具 (續)

#### Liquidity table

#### 流動資金表

	Weighted average effective interest rate	Less than 1 month	1-3 months	3 months to 1 year	More than 1 year	Total undiscounted cash flows	Carrying amount at 31.12.2016
	加權平均實際利率	少於一個月 HK\$'000 千港元	一至三個月 HK\$'000 千港元	三個月至一年 HK\$'000 千港元	一年以上 HK\$'000 千港元	未折現 現金流量總額 HK\$'000 千港元	於二零一六年十二月三十一日 之賬面值 HK\$'000 千港元
<b>2016</b>							
Non-derivative financial liabilities							
Trade payables and other payables		40,852	-	284	-	41,136	41,136
Borrowings – fixed rate	6.66%	11,701	1,069	49,827	65,027	127,624	113,066
Convertible notes							
– non-interest bearing	-	-	-	-	5,070	5,070	5,070
Deferred consideration							
– non-interest bearing	-	-	-	96,595	24,283	120,878	120,878
		52,553	1,069	146,706	94,380	294,708	280,150
	Weighted average effective interest rate	Less than 1 month	1-3 months	3 months to 1 year	More than 1 year	Total undiscounted cash flows	Carrying amount at 31.12.2015
	加權平均實際利率	少於一個月 HK\$'000 千港元	一至三個月 HK\$'000 千港元	三個月至一年 HK\$'000 千港元	一年以上 HK\$'000 千港元	未折現 現金流量總額 HK\$'000 千港元	於二零一五年十二月三十一日 之賬面值 HK\$'000 千港元
<b>2015</b>							
Non-derivative financial liabilities							
Other payables		17,602	-	907	-	18,509	18,509
Borrowings – fixed rate	9.68%	65,452	50,598	93,149	92,108	301,307	277,535
Convertible notes							
– non-interest bearing	-	-	-	-	54,885	54,885	54,885
Deferred consideration							
– non-interest bearing	-	-	-	64,020	63,900	127,920	127,920
		83,054	50,598	158,076	210,893	502,621	478,849

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 54. FAIR VALUE MEASUREMENT

#### (i) Fair values of financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

#### Fair value hierarchy as at 31 December 2016

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Available-for-sale investments:	可供出售投資：				
– Listed equity securities (Note a)	– 上市股本證券 (附註a)	30,655	–	–	30,655
– Wealth management products (note b)	– 財富管理產品 (附註b)	–	–	16,751	16,751
Contingent consideration (note c)	或然代價(附註c)	–	–	15,102	15,102
Total	總計	30,655	–	31,853	62,508

During the years ended 31 December 2016 and 2015, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

### 54. 公平值計量

#### (i) 以經常性基準按公平值計量的金融資產的公平值

本集團部分金融資產於各報告期末按公平值計量。下表提供如何釐定該等金融資產及金融負債之公平值的資料(尤其是採用的估值技術及輸入數據)。

#### 於二零一六年十二月三十一日的公平值等級

截至二零一六年及二零一五年十二月三十一日止年度，並無於第一級與第二級間轉讓，亦無轉入或轉出第三級。本集團之政策為於其所發生之報告期末確認公平值等級間之轉撥。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 54. FAIR VALUE MEASUREMENT (Continued)

#### (i) Fair values of financial assets that are measured at fair value on a recurring basis (Continued)

Notes:

- (a) The valuation techniques and key inputs used of the listed equity securities, classified as the available-for-sale financial assets, for level 1 fair value measurement are quoted bid prices in an active market.
- (b) The investment principal is RMB15,000,000 and it is fair valued using a discounted cash flow approach and main input used by the Group is estimated yield rate written in contract with the counterparty. The fair value is within level 3 of the fair value hierarchy.
- (c) The fair value of the contingent consideration receivable is based on the valuations performed by an independent professional valuer, using a Monte Carlo simulation, which are reviewed by and approved by the directors of the Company.

As the Profit Guarantee relating to the acquisition of Access Group, covers period of more than one year, hence there are more interactions to be assessed for the results. Monte Carlo simulation is therefore adopted as the simulation produces distribution of possible outcome values. By assuming probability distributions, variables can have different probabilities of different outcomes occurring. Probability distributions are a much more realistic way of describing uncertainty in variables of the result.

The variables and assumptions used in computing the fair value of the contingent consideration receivable are based on the management's best estimate. The value of the contingent consideration receivable varies with different variables of certain subjective assumptions.

### 54. 公平值計量 (續)

#### (i) 以經常性基準按公平值計量的金融資產的公平值 (續)

附註：

- (a) 就第一級公平值計量而言，列為可供出售金融資產之上市股本證券所用估值技術及主要輸入數據為活躍市場的買入報價。
- (b) 投資本金為人民幣15,000,000元，並使用折算現金流量法計算公平值，本集團採用之主要輸入數據為與對手方所訂合約中訂明的估計收益率。該公平值屬於公平值等級中的第3級。
- (c) 應收或然代價的公平值乃根據獨立專業估值師採用蒙特卡羅模擬法進行的估值而定，並由本公司董事審閱及核准。

由於有關收購 Access 集團之溢利保證涵蓋逾一年期間，故須評估更多交易以達致結果。蒙特卡羅模擬法因可提供可能得出數值之分佈而獲採納。透過假設概率分佈，變數可出現產生不同結果之概率。概率分佈提供較實際方法說明結果變數之不確定。

計算應收或然代價公平值所用變數和假設乃基於管理層之最佳估計。應收或然代價之數值隨若干主觀假設之不同變數而變化。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 54. FAIR VALUE MEASUREMENT (Continued)

#### (i) Fair values of financial assets that are measured at fair value on a recurring basis (Continued)

The key inputs used of contingent consideration receivable for the level 3 fair value measurement at the end of reporting period are as follows:

Significant unobservable input	2016 Range
Volatility	32.25%-46.36%
Discount rate	14.41%-18.04%
Time to settlement date	0.19-2.19

Due to the variety of basis of determination used in profit forecast, it is not practicable to provide any meaningful sensitivity in relation to the critical assumptions concerning future profitability of acquired business and the potential impact on the fair value change on contingent consideration receivable at the end of reporting period.

#### (ii) Reconciliation of Level 3 fair value measurements

31 December 2016

At the beginning of the year	年初	-	-	-
Additions	添置	16,751	-	16,751
Arising in acquisition of subsidiaries (note 36(a))	因收購附屬公司產生 (附註36(a))	-	15,889	15,889
Change in fair value recognised in profit or loss during the year	年內於損益確認的公平值變動	-	(787)	(787)
At the end of the year	年末	16,751	15,102	31,853

#### (iii) Fair value of financial assets and liabilities carried at other than fair value

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost are not material different from their fair value as at 31 December 2016 and 2015.

### 54. 公平值計量 (續)

#### (i) 以經常性基準按公平值計量的金融資產的公平值 (續)

於報告期末，就第3級公平值計量而言的應收或然代價所用主要輸入數據如下：

主要不可觀察輸入數據	二零一六年範圍
波幅	32.25%-46.36%
折現率	14.41%-18.04%
償付日期尚餘時間	0.19-2.19

由於用於溢利預測的釐定基礎各有不同，故不大可能於報告期末就有關已收購業務之未來盈利能力及應收或然代價公平值變動之潛在影響的重大假設而作出任何具意義的敏感度分析。

#### (ii) 第3級公平值計量之對賬

二零一六年十二月三十一日

Available-for-sale wealth management products 可供出售 財富管理產品 HK\$'000 千港元	Contingent consideration 或然代價 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At the beginning of the year	-	-
Additions	-	16,751
Arising in acquisition of subsidiaries (note 36(a))	15,889	15,889
Change in fair value recognised in profit or loss during the year	(787)	(787)
At the end of the year	15,102	31,853

#### (iii) 並非以公平值列賬的金融資產及負債之公平值

本公司董事認為，按攤銷成本列賬之金融資產及金融負債的賬面值與其於二零一六年及二零一五年十二月三十一日的公平值並無重大差異。

## FINANCIAL SUMMARY

### 財務概要

		Year ended 31.12.2016 截至 二零一六年 十二月 三十一日 止年度 HK\$'000 千港元	Year ended 31.12.2015 截至 二零一五年 十二月 三十一日 止年度 HK\$'000 千港元	Year ended 31.12.2014 截至 二零一四年 十二月 三十一日 止年度 HK\$'000 千港元	Year ended 31.12.2013 截至 二零一三年 十二月 三十一日 止年度 HK\$'000 千港元	Year ended 31.12.2012 截至 二零一二年 十二月 三十一日 止年度 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入	<b>75,175</b>	115,956	55,133	32,963	118,337
Cost of sales	銷售成本	<b>(35,636)</b>	–	(42,090)	(21,544)	(108,924)
Gross profit	毛利	<b>39,539</b>	115,956	13,043	11,419	9,413
Other income, gains and losses	其他收入、收益及虧損	<b>(218,969)</b>	121,549	4,098	4,262	5,760
Selling and distribution costs	銷售及分銷成本	–	–	–	(659)	(106)
Administrative and other operating expenses	行政及其他經營開支	<b>(82,187)</b>	(83,304)	(31,391)	(29,416)	(33,002)
Other expenses	其他開支	–	–	–	–	(5,753)
Finance costs	財務成本	<b>(15,200)</b>	(29,398)	(13,365)	(15,731)	(20,219)
Share of (loss) profit of associates	應佔聯營公司(虧損)溢利	<b>(98,410)</b>	9,324	–	–	–
Impairment loss on interests in associates	於聯營公司權益之減值虧損	<b>(267,410)</b>	–	–	–	–
Net loss on de-consolidation of subsidiaries	取消綜合入賬附屬公司之虧損淨額	<b>(324,478)</b>	–	–	–	–
(Loss) profit before tax	除稅前(虧損)溢利	<b>(967,115)</b>	134,127	(27,615)	(30,125)	(43,907)
Income tax	所得稅	<b>(3,435)</b>	(17,997)	8,221	–	–
(Loss) profit for the year	年內(虧損)溢利	<b>(970,550)</b>	116,130	(19,394)	(30,125)	(43,907)
Attributable to:	以下人士應佔:					
Owners of the Company	本公司擁有人	<b>(970,550)</b>	116,130	(19,575)	(30,045)	(43,817)
Non-controlling interests	非控股權益	–	–	181	(80)	(90)
		<b>(970,550)</b>	116,130	(19,394)	(30,125)	(43,907)



## FINANCIAL SUMMARY

### 財務概要

		31.12.2016 二零一六年 十二月 三十一日 HK\$'000 千港元	31.12.2015 二零一五年 十二月 三十一日 HK\$'000 千港元	31.12.2014 二零一四年 十二月 三十一日 HK\$'000 千港元	31.12.2013 二零一三年 十二月 三十一日 HK\$'000 千港元	31.12.2012 二零一二年 十二月 三十一日 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產與負債</b>					
Total assets	總資產	<b>706,346</b>	1,670,266	309,660	388,499	368,954
Total liabilities	總負債	<b>(284,343)</b>	(508,521)	(200,195)	(257,400)	(211,375)
Non-controlling interests	非控股權益	<b>(776)</b>	-	-	(196)	(269)
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>421,227</b>	1,161,745	109,465	130,903	157,310



大中華金融控股有限公司

GREATER CHINA FINANCIAL HOLDINGS LIMITED