



# 漢唐國際控股有限公司

Han Tang International Holdings Limited

[Incorporated in the British Virgin Islands and continued in Bermuda with limited liability] Stock Code: 01187  
(於英屬處女群島註冊成立及於百慕達存續之有限公司) 股份代號: 01187



ANNUAL REPORT **2016** 年報

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

*Executive Director:*

Zhao Wenjia (*Chief Executive Officer*)

*Non-Executive Directors:*

Xu Lei

Gu Yawei

*Independent Non-Executive Directors:*

Yao Yongjie

Ma Jianwei

Sinn Wai Kin Derek

### COMPANY SECRETARY

Chan Pui Shan, Bessie

### AUDIT COMMITTEE

Sinn Wai Kin Derek (*Committee Chairman*)

Yao Yongjie

Ma Jianwei

### REMUNERATION COMMITTEE

Ma Jianwei (*Committee Chairman*)

Zhao Wenjia

Xu Lei

Yao Yongjie

Sinn Wai Kin Derek

### NOMINATION COMMITTEE

Sinn Wai Kin Derek (*Committee Chairman*)

Zhao Wenjia

Xu Lei

Yao Yongjie

Ma Jianwei

### SHARE OPTION COMMITTEE

Ma Jianwei (*Committee Chairman*)

Zhao Wenjia

Xu Lei

Yao Yongjie

Sinn Wai Kin Derek

### 董事會

*執行董事：*

趙文佳(行政總裁)

*非執行董事：*

徐雷

顧亞維

*獨立非執行董事：*

姚勇杰

馬建威

冼偉健

### 公司秘書

陳佩珊

### 審核委員會

冼偉健(委員會主席)

姚勇杰

馬建威

### 薪酬委員會

馬建威(委員會主席)

趙文佳

徐雷

姚勇杰

冼偉健

### 提名委員會

冼偉健(委員會主席)

趙文佳

徐雷

姚勇杰

馬建威

### 購股權委員會

馬建威(委員會主席)

趙文佳

徐雷

姚勇杰

冼偉健

## AUDITOR

ZHONGHUI ANDA CPA Limited

## LEGAL ADVISOR

Sidley Austin

## PRINCIPAL BANKER

Bank of China (Hong Kong) Limited

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 5207, 52/F  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

## SHARE REGISTRARS

*Bermuda Principal Share Registrar  
and Transfer Office:*

Codan Services Limited  
(renamed as "Conyers Corporate Services (Bermuda) Limited"  
with effect from 31 March 2017)

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Hong Kong Branch Share Registrar  
and Transfer Office:*

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## STOCK CODE

01187

## WEBSITE

<http://www.hantang.hk>

## 核數師

中匯安達會計師事務所有限公司

## 法律顧問

盛德律師事務所

## 主要往來銀行

中國銀行(香港)有限公司

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 總辦事處及香港主要營業地點

香港灣仔  
港灣道18號  
中環廣場  
52樓5207室

## 股份過戶登記處

*百慕達主要股份過戶登記處：*

Codan Services Limited  
(名稱已變更為「Conyers Corporate Services  
(Bermuda) Limited」，自二零一七年  
三月三十一日起生效)

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*香港股份過戶登記分處：*

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17M樓

## 股份代號

01187

## 網址

<http://www.hantang.hk>

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK

There was no turnover in the year ended 31 December 2016 (the “**Current Year**”). The results of Han Tang International Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the Current Year are set out in the consolidated statement of profit or loss and other comprehensive income.

The Group’s strategies are to maintain the Group’s sustainable development and maximise shareholders’ interest. During the Current Year, the board (the “**Board**”) of directors (the “**Directors**”) of the Company has actively sought and identified potential acquisition targets.

On 22 November 2016, the Company and Mr. Teng Daochun (“**Mr. Teng**”) entered into a binding agreement for the acquisition by the Company from Mr. Teng of his interest in a power and heat supply business in the People’s Republic of China (the “**PRC**”) with emphasis on energy saving and environmental protection (the “**Acquisition**”). The Company submitted the resumption proposal (the “**Proposal**”) to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) which involves, among others, (i) the Acquisition; and (ii) a proposed disposal of the Group’s entire interest in IC Spectrum (Kunshan) Co., Limited, an indirect 72.79%-owned subsidiary of the Company (“**ICSC**”). The Acquisition constitutes a connected transaction, a very substantial acquisition and a reverse takeover of the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and will be subject to the reporting, announcement and independent shareholders’ approval requirements pursuant to the Listing Rules and approval of the new listing application of the Company by the Stock Exchange.

On 17 February 2017, the Company received a letter from the Stock Exchange, which stated that the Stock Exchange agreed to allow the Company to submit a new listing application relating to the Proposal on or before 30 April 2017. If the Company fails to do so or the Proposal fails to proceed for any reason, the Stock Exchange will proceed with the cancellation of the Company’s listing status. The Company is in the process of preparing the submission of new listing application relating to the Proposal. For details, please refer to the Company’s announcement dated 28 February 2017.

### 業務回顧及前景

截至二零一六年十二月三十一日止年度(「**本年度**」)並無錄得營業額。漢唐國際控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)於本年度之業績載於綜合損益及其他全面收益表。

本集團的策略是維持其可持續發展及為股東創造最佳利益。於本年度，本公司董事(「**董事**」)會(「**董事會**」)已積極尋求及物色潛在收購目標。

於二零一六年十一月二十二日，本公司與滕道春先生(「**滕先生**」)訂立具約束力之協議，內容有關本公司將自滕先生收購彼於中華人民共和國(「**中國**」)一項重視節能及環保的電力及熱力供應業務之權益(「**收購事項**」)。本公司已向香港聯合交易所有限公司(「**聯交所**」)呈交復牌建議(「**該建議**」)，包括(其中包括)(i)收購事項；及(ii)建議出售本集團於德芯電子(昆山)有限公司(「**德芯電子**」，為本公司間接擁有72.79%權益之附屬公司)的全部權益。收購事項構成本公司於聯交所證券上市規則(「**上市規則**」)項下之關連交易、非常重大收購事項及反收購，根據上市規則將須遵守申報、公告及獨立股東批准規定，且受限於聯交所對本公司新上市申請之批准。

於二零一七年二月十七日，本公司接獲聯交所發出之函件，當中說明聯交所同意准許本公司於二零一七年四月三十日或之前提交與該建議相關的新上市申請。倘本公司未能如此行事或該建議因任何原因未能進行，聯交所將進而取消本公司的上市地位。本公司正準備呈交有關該建議之新上市申請。有關詳情請參閱本公司日期為二零一七年二月二十八日之公佈。

## FINANCIAL REVIEW

### Operating results

There was no turnover in the Current Year, compared with approximately HK\$28.8 million for the year ended 31 December 2015 (the “**Corresponding Year**”) which is attributable by trading business. The reason is that the Group put more effort on identifying potential acquisition target, and thus no trading was conducted.

The administrative expenses decreased from approximately HK\$26.3 million in the Corresponding Year to approximately HK\$25.7 million in the Current Year as a result of tighter control on operating expenses.

During the Current Year, impairment loss on prepayment for acquisition of property, plant and equipment and impairment loss on trade and other receivables amounted to approximately HK\$10.0 million and approximately HK\$33.7 million respectively. Considering that the possibility of prepayment refund and the past collection history of trade receivables, the management considered that the balances may not be collectible. However, the management are keep going to monitor and use best endeavours to collect the outstanding balances.

The finance costs amounted to approximately HK\$7.8 million in the Current Year as compared with the Corresponding Year of approximately HK\$7.7 million.

The Group recorded a loss attributable to the owners of the Company amounting to approximately HK\$76.3 million, representing a decrease of approximately 38.9% as compared with approximately HK\$124.9 million in the Corresponding Year.

Basic loss attributable to the owners of the Company per share amounted to HK48.2 cents as compared with basic loss of HK79.0 cents per share in the Corresponding Year.

### 財務回顧

#### 經營業績

本年度並無錄得營業額，而於截至二零一五年十二月三十一日止年度（「**相應年度**」）則錄得約28,800,000港元，乃由貿易業務所致。原因為本集團致力物色潛在收購目標，故並無進行買賣。

由於嚴格控制經營開支，行政開支由相應年度約26,300,000港元減少至本年度約25,700,000港元。

於本年度，收購物業、廠房及設備的預付款項之減值虧損以及應收貿易及其他款項之減值虧損分別約為10,000,000港元及約33,700,000港元。考慮到退回預付款項之可能性及應收貿易款項之過往收款記錄，管理層認為餘額可能未能收回。然而，管理層將持續監控並努力收回未償還餘額。

本年度之融資成本約為7,800,000港元，而相應年度則約為7,700,000港元。

本集團錄得本公司擁有人應佔虧損約76,300,000港元，而相應年度則錄得約124,900,000港元，虧損減少約38.9%。

本公司擁有人應佔每股基本虧損為48.2港仙，而相應年度每股基本虧損則為79.0港仙。

## Management Discussion and Analysis

### 管理層討論及分析

#### FINANCIAL POSITION

The total assets of the Group decreased from approximately HK\$345.5 million as at 31 December 2015 to approximately HK\$271.4 million, representing a decrease of approximately 21.4%.

As at 31 December 2016, the total carrying amount of property, plant and equipment of the Group decreased from approximately HK\$270.1 million as at 31 December 2015 to approximately HK\$249.5 million, representing a decrease of 7.6%. The decrease is mainly due to the exchange loss which result from the depreciation of Renminbi (“RMB”).

On 11 July 2016, the security deposit, which paid for the acquisition of the land use rights in respect of a parcel of industrial land located at the north of Longfei road and the east of Fuchunjiang road, Kunshan Economic & Technical Development Zone, Kunshan\* (昆山市開發區龍飛路北側、富春江路東側), occupying a total site area of approximately 150,481.9 square meters (the “Land”), was refunded by Kunshan State Land Resources Bureau (昆山市國土資源局) to ICSC. As a result, the carrying amount of prepaid land lease payments decreased from HK\$11.7 million as at 31 December 2015 to HK\$Nil as at 31 December 2016.

As set out in the consolidated financial statements, ICSC incurred a loss of approximately HK\$1.03 million for the Current Year together with the fact that the production activities have not yet commenced, in which this constituted as an indicator of impairments. ICSC recognised an impairment loss on construction-in-progress of approximately HK\$130.9 million in the Corresponding Year. With the fact that ICSC has not yet obtained any building ownership certificate, the control right of the construction-in-progress was in doubt. As such, our auditor, ZHONGHUI ANDA CPA Limited, considered that they were unable to obtain sufficient appropriate audit evidence to satisfy themselves as to the recoverability and the control rights of the construction-in-progress included in the property, plant and equipment of approximately HK\$246.9 million as at 31 December 2016. There were also no other satisfactory audit procedures that they could adopt to determine whether any allowance for non-recovery of the amount should be made in the consolidated financial statements.

#### 財務狀況

本集團之資產總額由二零一五年十二月三十一日約 345,500,000 港元減少至約 271,400,000 港元，減幅約為 21.4%。

於二零一六年十二月三十一日，本集團物業、廠房及設備之總賬面值由二零一五年十二月三十一日約 270,100,000 港元減少至約 249,500,000 港元，減幅為 7.6%。減幅主要因人民幣(「人民幣」)貶值造成之外匯虧損所致。

於二零一六年七月十一日，就收購位於昆山市開發區龍飛路北側、富春江路東側並佔有總土地面積約 150,481.9 平方米的一幅工業用地(「該土地」)的土地使用權所支付的履約保證金已由昆山市國土資源局退回予德芯電子。因此，預付土地租賃款項之賬面值由二零一五年十二月三十一日之 11,700,000 港元減少至二零一六年十二月三十一日的零港元。

誠如綜合財務報表所載，德芯電子於本年度產生約 1,030,000 港元之虧損，加上尚未開展生產活動，此構成減值跡象。德芯電子於相應年度就在建工程確認約 130,900,000 港元之虧損。鑒於德芯電子尚未取得任何房屋所有權證，故對在建工程之控制權存在懷疑。因此，核數師中匯安達會計師事務所有限公司認為，彼等未能獲得充分及恰當之審核憑證，以令彼等本身信納計入物業、廠房及設備的在建工程之可收回程度及控制權(於二零一六年十二月三十一日約為 246,900,000 港元)。彼等亦未能採用其他令人滿意之審核程序，以確定是否需要於綜合財務報表對無法收回之金額作出任何撥備。

The Board has considered the risks as to whether ICSC will ultimately obtain the land use rights in the Land and whether the business of ICSC will be viable and profitable. The Board has resolved to divest the Company's interest in ICSC having taken into account:

- (a) the current market conditions for ICSC's products;
- (b) the uncertainty in securing the land use rights of the Land for ICSC's operations; and
- (c) the additional funding requirements to support ICSC's operations.

Trade and other receivables amounted to approximately HK\$6.4 million as at 31 December 2016, representing a decrease of approximately 87.7% as compared with approximately HK\$52.0 million as at 31 December 2015. It was mainly attributable to the impairment loss on trade and other receivables with an amount of approximately HK\$33.7 million.

The carrying amount of prepayment for acquisition of property, plant and equipment decreased from HK\$10.0 million as at 31 December 2015 to HK\$Nil as at 31 December 2016 after impairment loss was recognised in full.

The net asset value of the Group attributable to owners of the Company amounted to approximately HK\$76.7 million as at 31 December 2016, representing a decrease of approximately 53.5% when compared with approximately HK\$165.0 million as at 31 December 2015.

董事會已考慮德芯電子最終能否取得該土地之土地使用權及德芯電子之業務是否可行及獲利之風險。經考慮下列各項，董事會議決出售本公司於德芯電子之權益：

- (a) 德芯電子產品之目前市況；
- (b) 獲得作德芯電子營運用途的該土地之土地使用權具有不確定性；及
- (c) 支持德芯電子營運之額外資金要求。

於二零一六年十二月三十一日，應收貿易及其他款項約為6,400,000港元，較二零一五年十二月三十一日約52,000,000港元減少約87.7%。其主要歸因於應收貿易及其他款項之減值虧損約33,700,000港元。

於悉數確認減值虧損後，收購物業、廠房及設備的預付款項之賬面值由二零一五年十二月三十一日之10,000,000港元減至二零一六年十二月三十一日之零港元。

於二零一六年十二月三十一日，本公司擁有人應佔本集團資產淨值約為76,700,000港元，與二零一五年十二月三十一日約165,000,000港元相比減少約53.5%。



## Management Discussion and Analysis 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2016, the Group had cash and cash equivalents amounted to approximately HK\$5.2 million (31 December 2015: HK\$1.3 million) mainly denominated in Hong Kong dollars. As at 31 December 2016, total borrowings of the Group amounted to approximately HK\$101.3 million (31 December 2015: HK\$95.6 million) mainly denominated in Hong Kong dollars. As at 31 December 2016, the Group had net current liabilities of approximately HK\$16.2 million as compared with net current assets of approximately HK\$24.9 million as at 31 December 2015.

During the Current Year, the Company issued corporate bonds with total principal amounts of approximately HK\$22.1 million to several investors, bearing an interest rate of 9% per annum (payable semiannually) and maturity dates ranging from 1 year to 2 years from the respective dates of issue. The net proceeds from the issuance amounted to approximately HK\$22.1 million. Such net proceeds were used as to approximately HK\$6.6 million for repayments of loans and 3% 3-year convertible bonds issued by the Company which matured on 8 April 2016. The balance of the net proceeds were used for general working capital. For details, please refer to the announcements of the Company dated 6 July 2016 and 9 January 2017.

During the Current Year, the Company has made various loans with independent third parties with interest rates ranging from 0% to 9% in order to better manage its foreign exchange and cash positions.

As at 31 December 2016, the Company's issued share capital amounted to HK\$1,581,279.08 and the number of issued ordinary shares (the "Shares") was 158,127,908 with nominal value of HK\$0.01.

The current ratio of the Group, defined as the total current assets to the total current liabilities, amounted to 0.571 as at 31 December 2016 as compared with 1.875 as at 31 December 2015.

The gearing ratio of the Group, defined as the total borrowings to the shareholders' equity, amounted to 0.705 as at 31 December 2016 as compared with 0.404 as at 31 December 2015. The increase in gearing ratio is attributable to the increase in borrowings including issue of corporate bonds and various loans from third parties.

### 流動資金、財務資源及資本架構

於二零一六年十二月三十一日，本集團的現金及現金等值物約為5,200,000港元(二零一五年十二月三十一日：1,300,000港元)，主要以港元計值。於二零一六年十二月三十一日，本集團的總借款約為101,300,000港元(二零一五年十二月三十一日：約95,600,000港元)，以港元計值。於二零一六年十二月三十一日，本集團之流動負債淨值約為16,200,000港元，而於二零一五年十二月三十一日之流動資產淨值則約為24,900,000港元。

於本年度，本公司向數名投資者發行本金總額約為22,100,000港元之公司債券(按年利率9厘計息，每半年支付利息一次)，到期日介乎相關發行日期起計一年至兩年。發行之所得款項淨額約為22,100,000港元。在有關所得款項淨額當中，約6,600,000港元用作償還貸款及本公司發行並已於二零一六年四月八日到期之3厘三年可換股債券。所得款項淨額餘額已用作一般營運資金。詳情請參閱本公司日期為二零一六年七月六日及二零一七年一月九日之公佈。

於本年度，本公司向獨立第三方籌措多項貸款，利率介乎零至9厘，務求更妥善管理其外匯及現金狀況。

於二零一六年十二月三十一日，本公司的已發行股本為1,581,279.08港元，已發行普通股(「股份」)數目為158,127,908股，每股面值0.01港元。

於二零一六年十二月三十一日，本集團之流動比率(即流動資產總值除以總流動負債)為0.571，而於二零一五年十二月三十一日則為1.875。

於二零一六年十二月三十一日，本集團之資產負債比率(界定為總借款除以股東權益)為0.705，而於二零一五年十二月三十一日則為0.404。資產負債比率上升乃由於借款(包括發行公司債券)增加及獲得來自第三方的多筆貸款所致。

## SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any significant investments held, material acquisition or disposal of subsidiaries, associates and joint ventures during the year ended 31 December 2016.

## HUMAN RESOURCES

As at 31 December 2016, the Group had a total of 18 employees (including Directors). Total staff costs (including Directors' emoluments) were approximately HK\$7.3 million. The remuneration was linked to the financial results of the Group as well as the performance of individual staff. The remuneration policies of the Group's employees are subject to review regularly. On irregular but necessary basis, adequate on-job trainings had been provided to staff in need. The Group has implemented a social insurance scheme for its PRC staff and mandatory provident fund for its Hong Kong staff in compliance with requirements of the relevant employment regulations in the PRC and Hong Kong respectively.

## CONTINGENT LIABILITIES

There was no contingent liability as at 31 December 2016.

## CAPITAL COMMITMENTS

Capital commitments outstanding, which were contracted but not provided for, in the financial statements were approximately HK\$6.9 million in respect of the manufacturing of semiconductors segment as at 31 December 2016.

## CHARGES ON THE GROUP'S ASSETS

There were no material charges on the Group's assets as at 31 December 2016.

## FOREIGN EXCHANGE RISK MANAGEMENT

During the year ended 31 December 2016, the Group's monetary assets and transactions are mainly denominated in Hong Kong dollars and Renminbi. The Group did not use any financial instruments for hedging purposes.

## 持有重大投資、重大收購及出售

截至二零一六年十二月三十一日止年度，本集團並無持有任何重大投資，亦無重大收購或出售附屬公司、聯營公司及合營企業。

## 人力資源

於二零一六年十二月三十一日，本集團合共聘用18名僱員(包括董事)。總員工成本(包括董事之薪酬)約為7,300,000港元。薪酬與本集團財務業績及個別員工表現掛鈎。本集團定期檢討其僱員薪酬政策。如有必要，本集團會不定期向有需要之員工提供充足在職培訓。本集團已遵照中國及香港之相關僱員條例規定，為其中國員工及香港員工分別實施社會保險計劃及強制性公積金。

## 或然負債

於二零一六年十二月三十一日，概無或然負債。

## 資本承擔

於二零一六年十二月三十一日，財務報表內就製造半導體分類之未清償資本承擔(已訂約但未撥備)約為6,900,000港元。

## 本集團資產質押

於二零一六年十二月三十一日，本集團並無重大資產質押。

## 外匯風險管理

截至二零一六年十二月三十一日止年度，本集團的貨幣資產及交易主要以港元及人民幣計值。本集團並無使用任何金融工具作對沖用途。

# Directors' Report

## 董事會報告書

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal business of the Company is investment holding and the Group's principal activities are manufacturing of semiconductors and trading of semiconductors/electronic products/components and timber.

Further discussion and analysis of these activities, including an indication of likely future developments in the Group's business, can be found in the section headed "Management Discussion and Analysis" of this annual report. These discussions form part of this directors' report.

The environmental policies and performance are discussed under section headed "Environmental, Social and Governance Report" of this annual report. These discussions form part of this Directors' report.

### KEY RELATIONSHIPS

#### *Employees*

Human resources are one of the greatest assets of the Group and the Group regards the personal development of its employees as highly important. The Group wants to continue to be an attractive employer for committed employees.

The Group strives to motivate its employees with a clear career path and opportunities for advancement and improvement of their skills. The Group provides on-the-job training and development opportunities to its staff members and considers all valuable feedback from its employees for enhancing workplace productivity and harmony.

In addition, the Group offers competitive remuneration packages to its employees.

Further discussion in respect of the relationship with employees can be found in the section headed "Environmental, Social and Governance Report" of this annual report.

#### *Customers and Suppliers*

The customers and suppliers of the Group are independent third parties to the Group. The Group is committed to maintain good relationships with its customers and suppliers.

### 主要業務及業務回顧

本公司之主要業務為投資控股及本集團之主要業務為製造半導體及半導體／電子產品／部件及木材之買賣。

就業務之進一步討論及分析(包括本集團業務的未來發展)，載列於本年報之「管理層討論及分析」一節。討論為董事會報告書之一部分。

環境政策及表現於本年報「環境、社會及管治報告」一節下討論。該等討論為董事會報告書之一部分。

### 重要關係

#### *僱員*

人力資源為本集團的最大資產之一，本集團高度重視僱員的個人發展。本集團欲繼續成為吸引盡忠職守的僱員之僱主。

本集團致力以清晰的事業發展路徑以及提高及完善技能的機會激勵僱員。本集團為其員工提供在職培訓及發展機會，並考慮其僱員所有有關提升工作效率及和諧工作氣氛之寶貴反饋意見。

此外，本集團為其僱員提供具競爭力的薪酬待遇。

與僱員的關係之進一步討論載於本年報「環境、社會及管治報告」一節。

#### *客戶及供應商*

本集團之客戶及供應商為本集團之獨立第三方。本集團致力與其客戶及供應商維持良好關係。

## FINANCIAL KEY PERFORMANCE INDICATORS

The analysis of financial key performance indicators can be found in the section headed "Management Discussion and Analysis" of this annual report.

## COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC and Hong Kong while the Shares are listed on the Stock Exchange. Hence, our establishment and operations shall comply with relevant laws and regulations in the PRC, Hong Kong and the respective place of incorporation of the Company and its subsidiaries. In addition, the Company is required to comply with the Listing Rules.

During the year ended 31 December 2016 and up to the date of this annual report, 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.

## PRINCIPAL RISKS AND UNCERTAINTIES

The Group realised the importance of sufficient financial funding. The Group will keep on to monitor and measure the liquidity and funding risk in an on-going basis, and ensure a sufficient cash flow for the business operations.

Other risks and uncertainties are set out in note 31 to the consolidated financial statements.

## RESULTS

The results of the Group for the year ended 31 December 2016 and the financial positions of the Group as at 31 December 2016 are set out in the consolidated financial statements on pages 60 to 127 of this annual report.

## RESERVES

Details of movement in reserves of the Company during the year ended 31 December 2016 are set out in note 29 to the consolidated financial statements.

## DISTRIBUTABLE RESERVES

As at 31 December 2016, the aggregate amount of the Company's reserves available for distribution to its owners, calculated under the Companies Act 1981 of Bermuda (as amended), was HK\$142,037,000 (2015: HK\$163,396,000).

## 主要財務表現指標

主要財務表現指標之分析載於本年報「管理層討論及分析」一節。

## 遵守法律及法規

本集團的業務主要由本公司於中國及香港的附屬公司進行，而本公司股份於聯交所上市。因此，本公司的成立及營運須遵守中國、香港以及本公司及其附屬公司各自的註冊成立地點之有關法律及法規。此外，本公司須遵守上市規則。

截至二零一六年十二月三十一日止年度及直至本年報日期，就本公司所知，本集團概無嚴重違反或不遵守適用法例及規例的情況，致使對本集團的業務及營運造成重大影響。

## 主要風險及不確定因素

本集團明白充足財務資金的重要性。本集團將持續監察及計算流動資金及資金風險，並確保有充足現金流量應付業務營運。

其他風險及不確定因素載於綜合財務報表附註31。

## 業績

本集團截至二零一六年十二月三十一日止年度之業績以及本集團於二零一六年十二月三十一日之財務狀況載於本年報第60至127頁之綜合財務報表。

## 儲備

本公司於截至二零一六年十二月三十一日止年度之儲備變動詳情載於綜合財務報表附註29。

## 可供分派儲備

於二零一六年十二月三十一日，可供分派予其擁有人之本公司儲備總額乃根據百慕達一九八一年公司法（經修訂）計算，金額為142,037,000港元（二零一五年：163,396,000港元）。

## Directors' Report 董事會報告書

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2016,

- (a) there was no revenue; and
- (b) the Group's largest supplier accounted for 100% of purchases of the Group

None of the Directors, their close associates or any shareholders of the Company ("the **"Shareholders"**") who, to the knowledge of the Directors, owns more than 5% of the number of issued Shares, had an interest in any of the largest supplier of the Group as mentioned above.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming annual general meeting of the Company to be held on Monday, 26 June 2017, the register of members of the Company will be closed from Tuesday, 20 June 2017 to Monday, 26 June 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 June 2017.

### DIVIDENDS

No dividend had been paid during the year ended 31 December 2016 and the Board does not recommend the payment of any final dividend for the year ended 31 December 2016.

### 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 128 of this annual report.

### SHARE CAPITAL

Details of movements in share capital of the Company during the year ended 31 December 2016 are set out in note 27 to the consolidated financial statements.

### 主要客戶與供應商

於截至二零一六年十二月三十一日止年度，

- (a) 並無錄得收益；及
- (b) 本集團之最大供應商佔本集團採購額之100%

概無董事、彼等之緊密聯繫人士或任何就董事所知擁有已發行股份逾5%之本公司股東（「股東」）擁有上述本集團五大供應商之權益。

### 暫停辦理股份過戶登記

為確定有權出席將於二零一七年六月二十六日（星期一）舉行的本公司應屆股東週年大會並於會上投票之資格，本公司將於二零一七年六月二十日（星期二）至二零一七年六月二十六日（星期一）（首尾兩天包括在內）暫停辦理股份過戶登記手續，期間不會辦理任何股份過戶登記手續。為符合資格出席應屆股東週年大會並於會上投票，所有股份過戶文件連同有關股票須不遲於二零一七年六月十九日（星期一）下午四時三十分送交本公司之香港股份過戶登記分處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716舖）以供登記。

### 股息

本公司於截至二零一六年十二月三十一日止年度並無派付股息，而董事會並不建議就截至二零一六年十二月三十一日止年度派發任何末期股息。

### 五年財務概要

本集團過去五個財政年度之業績及資產與負債概要列載於本年報第128頁。

### 股本

截至二零一六年十二月三十一日止年度，本公司股本之變動詳情載於綜合財務報表附註27。

## BONDS

Details of the bonds issued during the year ended 31 December 2016 is set out in the section headed "Management Discussion and Analysis" of this annual report.

## SHARE OPTION SCHEME

At the annual general meeting of the Company held on 8 September 2014, an ordinary resolution was passed by the Shareholders for the adoption of a share option scheme (the "Share Option Scheme").

The purpose of the Share Option Scheme is enable the Group to grant options to the eligible participants, including any director and employee of the Group and suppliers, consultants, advisors, customers, any member of or any holder of any securities issued by any member of the Group or any invested entity, as incentives or rewards for their contribution to the Group.

The principal term of the Share Option Scheme are as follows:

- (i) the total number of Shares in respect of which options may be granted to each grantee in any 12-month's period shall not exceed 1% of the issued share capital of the Company for the time being.
- (ii) an option may be accepted by an eligible participant not later than 21 days from the date of grant of the option. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant of the option.
- (iii) unless otherwise determined by the Directors, a grantee is not required to hold an option for any minimum period nor achieve any performance targets before the exercise of an option granted to him.
- (iv) the option may be exercised at any time within a period as specified by the Directors, which should not be more than ten years from the date on which an option is granted.
- (v) the subscription price shall be a price determined by the Board and shall not be less than the highest of: (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the date of grant; (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (c) the nominal value of a Share on the date of grant.

## 債券

於截至二零一六年十二月三十一日止年度期間發行的債券詳情載於本年報之「管理層討論及分析」一節內。

## 購股權計劃

於本公司在二零一四年九月八日舉行之股東週年大會上，股東通過批准採納購股權計劃（「購股權計劃」）之普通決議案。

購股權計劃之目的為讓本集團可向合資格參與者（包括本集團之任何董事及僱員以及供應商、顧問、諮詢人、客戶、本集團任何成員公司或任何投資實體之任何股東或其所發行任何證券之任何持有人）授出購股權作為彼等對本集團所作出貢獻之獎勵或回報。

購股權計劃之主要條款如下：

- (i) 可能向各承授人於任何十二個月期間授出之購股權所涉及之股份總數不得超過本公司當時已發行股本的1%。
- (ii) 購股權可由合資格人士於購股權授出日期起計21日內接納。於接納購股權時，承授人須向本公司支付1.00港元作為授出購股權的代價。
- (iii) 除非董事另行釐定，否則承授人毋須按任何最短期間持有購股權，亦毋須於行使獲授購股權前達致任何表現目標。
- (iv) 購股權可於董事指定期間內隨時行使，惟不得超過購股權授出日期起計十年後行使。
- (v) 認購價由董事會釐定及不得低於以下三者之最高者：(a)於授出日期股份在聯交所每日報價表就買賣一手或多手股份所報之收市價；(b)於緊接授出日期前五個營業日股份在聯交所每日報價表之平均收市價；及(c)股份於授出日期之面值。

## Directors' Report 董事會報告書

(vi) the Share Option Scheme remains valid for a period of 10 years commencing on 8 September 2014.

Operation of the Share Option Scheme will commence after all conditions precedent have been fulfilled. As at the date of this annual report, the conditions precedent have not yet been completely fulfilled and therefore the Share Option Scheme has not yet become unconditional and operative. The total number of Shares available for issue under the Share Option Scheme, upon the Share Option Scheme becomes unconditional and operative, is 15,812,790 Shares, representing approximately 10% of the issued Shares as at the date of this annual report.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the bye-laws of the Company ("Bye-Laws") or the laws in Bermuda which could oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2016 are set out in note 15 to the consolidated financial statements.

### BOARD OF DIRECTORS

The following are the Directors as at the date of this report and during the financial year ended 31 December 2016:

#### Executive Directors

Zhao Wenjia (appointed as executive Director and chief executive officer on 25 July 2016)

Yang Liu (resigned as chairman, executive Director and chief executive officer on 25 July 2016)

Lo Ka Wai (resigned on 24 June 2016)

#### Non-Executive Directors

Xu Lei

Gu Yawei (appointed on 25 July 2016)

Xu Ming (appointed on 25 July 2016 and resigned on 17 February 2017)

(vi) 購股權計劃於二零一四年九月八日起計十年內有效。

待所有先決條件達成後，購股權計劃方開始運作。於本年報日期，先決條件尚未全部達成，故購股權計劃尚未成為無條件及運作。在購股權計劃成為無條件及運作時根據購股權計劃可供發行之股份總數為15,812,790股股份，相當於本年報日期已發行股份約10%。

### 優先購買權

本公司之公司細則(「公司細則」)或百慕達之法律並無有關優先購買權之任何條款，規定本公司須按比例向現有股東發售新股份。

### 購買、贖回或出售本公司上市證券

於截至二零一六年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

### 物業、廠房及設備

於截至二零一六年十二月三十一日止年度，本集團之物業、廠房及設備之變動詳情列載於綜合財務報表附註15。

### 董事會

以下為於本報告日期及截至二零一六年十二月三十一日止財政年度內出任董事之人士：

#### 執行董事

趙文佳(於二零一六年七月二十五日獲委任為執行董事兼行政總裁)

楊鑾(於二零一六年七月二十五日辭任主席、執行董事兼行政總裁)

羅嘉偉(於二零一六年六月二十四日辭任)

#### 非執行董事

徐雷

顧亞維(於二零一六年七月二十五日獲委任)

徐鳴(於二零一六年七月二十五日獲委任並於二零一七年二月十七日辭任)

### Independent Non-Executive Directors

Yao Yongjie (appointed on 25 July 2016)  
Ma Jianwei (appointed on 25 July 2016)  
Sinn Wai Kin Derek (appointed on 25 July 2016)  
Lai Ho Man, Dickson (resigned on 25 July 2016)  
Wang Xiao Chuan (retired on 27 June 2016)  
Wong Lit Chor, Alexis (resigned on 25 July 2016)  
Liu Hongjun (retired on 27 June 2016)

Pursuant to Bye-Law 83(2) of the Bye-Laws, Ms. Zhao Wenjia, Ms. Gu Yawei, Mr. Yao Yongjie, Mr. Ma Jianwei and Mr. Sinn Wai Kin Derek shall retire from office at the forthcoming annual general meeting of the Company ("2017 AGM"). In addition, pursuant to Bye-Law 84(1) of the Bye-Laws, Mr. Xu Lei shall retire from office by rotation at the 2017 AGM. All the above retiring Directors, being eligible, will offer themselves for re-election at the 2017 AGM.

The Company has received from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent.

### DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the 2017 AGM has a service contract with the Company, or any of its subsidiaries, which is not determinable by the employing entity within one year without payment of compensation, other than statutory compensations.

### DIRECTORS' INTERESTS IN CONTRACTS

No transaction, arrangement, or contract of significance in relation to the Group's business, to which the Company or any of its subsidiaries is or was a party and in which a Director or an entity connected with a Director is or was materially interested, either directly or indirectly, subsisted at 31 December 2016 or at any time during the year ended 31 December 2016.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2016.

### 獨立非執行董事

姚勇杰(於二零一六年七月二十五日獲委任)  
馬建威(於二零一六年七月二十五日獲委任)  
冼偉健(於二零一六年七月二十五日獲委任)  
黎浩文(於二零一六年七月二十五日辭任)  
王曉川(於二零一六年六月二十七日退任)  
黃烈初(於二零一六年七月二十五日辭任)  
劉紅軍(於二零一六年六月二十七日退任)

根據公司細則第83(2)條，趙文佳女士、顧亞維女士、姚勇杰先生、馬建威先生及冼偉健先生須於本公司應屆股東週年大會(「二零一七年股東週年大會」)退任。此外，根據公司細則第84(1)條，徐雷先生須於二零一七年股東週年大會輪席告退。所有上述退任董事均符合資格並願於二零一七年股東週年大會重選連任。

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性作出之年度確認書。本公司認為，全體獨立非執行董事均為獨立人士。

### 董事之服務合約

於本公司二零一七年股東週年大會上提呈連任之董事概無與本公司或其任何附屬公司訂立任何僱用機構不得於一年內免付補償(法定補償除外)而終止之服務合約。

### 董事於合約之權益

本公司或其任何附屬公司概無簽署與本集團業務有關而董事或與董事有關連之實體於其中擁有重大權益(不論直接或間接)，並於二零一六年十二月三十一日或於截至二零一六年十二月三十一日止財政年度之任何時間內仍然生效之重大交易、安排或合約。

### 管理合約

於截至二零一六年十二月三十一日止年度內，本公司並無訂立或存有關於其整體業務或其任何主要部分之管理及行政合約。



## Directors' Report 董事會報告書

### DISCLOSURE OF INFORMATION ON DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Changes in Directors' information since the date of the Company's announcement in respect of their appointment are set out below:

#### Directors' remuneration

##### Name of Director 董事姓名

##### Director's remuneration per annum 董事年薪 (Note) (附註)

Ms. Zhao Wenjia ( <i>Chief Executive Officer</i> ) 趙文佳女士(行政總裁)	HK\$1,440,000 1,440,000港元
Ms. Gu Yawei 顧亞維女士	HK\$120,000 120,000港元
Mr. Yao Yongjie 姚勇杰先生	HK\$60,000 60,000港元
Mr. Ma Jianwei 馬建威先生	HK\$60,000 60,000港元
Mr. Sinn Wai Kin Derek 冼偉健先生	HK\$100,000 100,000港元

Note: The remuneration are covered by their respective letter of appointment commencing from 25 July 2016.

### 根據上市規則第13.51B(1)條的董事資料披露

自本公司有關委任董事之公佈日期起董事資料變動如下：

#### 董事薪酬

附註：有關薪酬按其各自之委任函所載，並自二零一六年七月二十五日起生效。

### PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. Save for the above, at no time during the year ended 31 December 2016 and up to the date of this annual report, there was or is, any permitted indemnity provision (as defined in section 9 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) being in force for the benefit at any of the Directors (whether made by the Company or otherwise) or any of the directors of an associated company (if made by the Company).

### 獲准許的彌償條文

本公司已就其董事及高級管理層可能會面對由企業活動產生的法律行動，為董事及行政人員的職責作適當的投保安排。除上述者外，於截至二零一六年十二月三十一日止年度及截至本年報日期止任何時間，概無曾以或現以任何董事(不論是否由本公司或以其他方式指定)或聯營公司任何董事(倘由本公司指定)為受益人的任何獲准許之彌償條文(定義見香港法例第622D章《公司(董事報告)規例》第9條)生效。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

At no time during the year was the Company or any of its subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any or its associated corporations as defined in the Securities and Futures Ordinance ("SFO") or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other corporate.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2016, the interests or short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules, are set out below:

### Interests and short positions in Shares

Name of Director	Capacity	Long position/ short position	Number of Shares held	Approximate percentage of shareholding in the Company 佔本公司股權之 概約百分比
董事姓名	身份	好倉／淡倉	所持股份數目	
Zhao Wenjia 趙文佳	Beneficial owner 實益擁有人	Long position 好倉	2,000,000	1.26%
Xu Lei (Note) 徐雷(附註)	Interest of his spouse 配偶權益	Long position 好倉	2,000,000	1.26%

Note: Being the spouse of Ms. Zhao Wenjia, Mr. Xu Lei is also deemed to be interested in 2,000,000 Shares held by Ms. Zhao Wenjia for the purposes of the SFO.

## 董事購入股份或債務證券之權利

本公司或其任何附屬公司於年內概無參與任何安排，使本公司董事或最高行政人員(包括彼等之配偶或十八歲以下子女)擁有可認購本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」))證券之權利，或可藉買入本公司或任何其他法人團體之股份或債券而獲益之權利。

## 董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券之權益及淡倉

於二零一六年十二月三十一日，本公司各董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部(包括彼等根據證券及期貨條例的有關條文被當作或視為擁有的權益及淡倉)已知會本公司及聯交所，或須根據證券及期貨條例第352條規定列入該條例所指之登記冊或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)已另行知會本公司及聯交所之權益或淡倉如下：

### 於股份之權益及淡倉

附註：就證券及期貨條例而言，作為趙文佳女士的配偶，徐雷先生亦被視作於趙文佳女士持有的2,000,000股股份中擁有權益。

## Directors' Report 董事會報告書

Save as disclosed above, as at 31 December 2016, none of the Directors, chief executives of the Company or any of their associates had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2016, as far as is known to the Directors, the following persons (other than the Directors and the chief executives of the Company) had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

#### Interests or short positions in Shares

除上文披露者外，於二零一六年十二月三十一日，概無董事、本公司最高行政人員或彼等任何聯繫人士於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有已記錄於本公司根據證券及期貨條例第352條所存置之登記冊，或根據標準守則之規定已另行知會本公司及聯交所之權益或淡倉。

#### 主要股東／其他人士於本公司之股份及相關股份之權益及淡倉

於二零一六年十二月三十一日，據董事所知悉，根據本公司按證券及期貨條例第336條而存置之登記冊所記錄，以下人士(董事或本公司最高行政人員除外)擁有本公司股份及相關股份之權益或淡倉：

#### 於股份之權益或淡倉

Name of Shareholder	Capacity	Long position/ short position	Number of Shares held	Approximate percentage of shareholding in the Company 佔本公司股權之 概約百分比
股東姓名	身份	好倉／淡倉	所持股份數目	
First Call Investments Limited (Note)	Beneficial owner	Long position	29,000,000	18.34%
First Call Investments Limited(附註)	實益擁有人	好倉		
Zhu Baoguo (Note)	Interest of controlled corporation	Long position	29,000,000	18.34%
朱保國(附註)	受控制法團權益	好倉		
Li Li	Beneficial owner	Long position	12,000,000	7.59%
李麗	實益擁有人	好倉		
Wang Chen Yuan	Beneficial owner	Long position	10,279,488	6.50%
王辰元	實益擁有人	好倉		

Note: These Shares are held by First Call Investments Limited which is owned as to 100% by Zhu Baoguo. By virtue of the provisions of Part XV of the SFO, Zhu Baoguo is deemed to be interested in these 29,000,000 Shares held by First Call Investments Limited.

附註：該等股份由First Call Investments Limited持有，而First Call Investments Limited由朱保國全資擁有。根據證券及期貨條例第XV部的條文，朱保國被視為於First Call Investments Limited持有之29,000,000股股份中擁有權益。

Save as disclosed above, as at 31 December 2016, the Directors are not aware of any other persons (other than the Directors and the chief executives of the Company) who have interests or short positions in the Shares or underlying Shares or any associated corporations (within the meaning of the SFO) as recorded in the register required to be kept under section 336 of SFO.

### SUFFICIENCY OF THE PUBLIC FLOAT

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

### SUSPENSION OF TRADING IN SHARES AND THE RESUMPTION PROPOSAL

As the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2014, and will remain suspended until further notice. On 8 June 2016, the Company was placed into the third delisting stage. The Company was required to (i) submit a viable resumption proposal to demonstrate sufficient operations or assets as required under Rule 13.24 of the Listing Rules on or before 7 December 2016 and (ii) fulfil certain resumption conditions. The Company subsequently submitted the Proposal, which involved, among others, the Acquisition which constitutes a connected transaction, a very substantial acquisition and a reverse takeover of the Company under the Listing Rules and will be subject to the reporting, announcement and independent shareholders' approval requirements pursuant to the Listing Rules and approval of the new listing application of the Company by the Stock Exchange. On 17 February 2017, the Stock Exchange agreed to allow the Company to submit a new listing application relating to the Proposal on or before 30 April 2017. Details of the Proposal were set out in the announcement of the Company dated 28 February 2017.

### EMOLUMENT POLICY

The emoluments of the employees of the Group are based on their qualifications, experience, responsibilities, performance, competence and skills displayed, market comparables and economic performance of the Group.

Details of the Directors' emoluments are set out in note 11 to the consolidated financial statements. The Directors' emoluments are reviewed by the remuneration committee of the Company (the "Remuneration Committee"), having regard to the Company's operating results, individual performance, comparable market statistics and their time, effort and expertise to be exercised on the Group's affairs. The Remuneration Committee will make recommendation to the Board on the emoluments of the Directors.

除上文所披露者外，於二零一六年十二月三十一日，根據本公司按證券及期貨條例第336條而存置之登記冊所記錄，董事概不知悉有任何其他人士（董事或本公司最高行政人員除外）擁有本公司股份或任何相聯法團（定義見證券及期貨條例）相關股份之權益或淡倉。

### 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已維持足夠之公眾持股量。

### 暫停股份買賣及復牌建議

應本公司要求，股份已自二零一四年四月一日上午九時正起於聯交所暫停買賣。於二零一六年六月八日，本公司進入除牌程序的第三階段。本公司須(i)於二零一六年十二月七日或之前提交可行的復牌建議，以展示擁有上市規則第13.24條規定之足夠業務運作或資產；及(ii)達成若干復牌條件。本公司隨後呈交該建議，包括(其中包括)構成本公司於上市規則項下之關連交易、非常重大收購事項及反收購之收購事項，根據上市規則將須遵守申報、公告及獨立股東批准規定，且受限於聯交所對本公司新上市申請之批准。於二零一七年二月十七日，聯交所同意准許本公司於二零一七年四月三十日或之前提交與該建議相關的新上市申請。有關該建議之詳情載於本公司日期為二零一七年二月二十八日之公佈。

### 酬金政策

本集團僱員之酬金乃根據彼等之資格、經驗、責任、表現、所展示之能力及技能、可資比較市場數據以及本集團之經濟表現而定。

董事酬金詳情載列於綜合財務報表附註11。董事酬金由本公司薪酬委員會（「薪酬委員會」）經參考本公司之經營業績、個人表現、可資比較市場數據以及彼等就本集團事務付出之時間、努力及專業知識而釐定。薪酬委員會將就董事之薪酬向董事會作出推薦建議。

## Directors' Report 董事會報告書

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2016, the Directors are not aware of any business or interest of the Directors and their respective associates (as defined under the Listing Rules) that compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

### CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on pages 24 to 49 of this annual report.

### AUDITOR

Following the resignation of Crowe Horwath (HK) CPA Limited ("Crowe Horwath") as auditor of the Company on 29 September 2014, ZHONGHUI ANDA CPA Limited ("ZHONGHUI ANDA") was appointed as the auditor of the Company at the special general meeting of the Company held on 27 October 2014 to fill the vacancy following the resignation of Crowe Horwath.

Following the retirement of ZHONGHUI ANDA as auditor of the Company with effect from the conclusion of the annual general meeting of the Company held on 27 June 2016 ("2016 AGM"), ZHONGHUI ANDA was appointed as auditor of the Company by the Board to fill the casual vacancy arising from its own retirement on 13 October 2016 and to hold office until the conclusion of the next general meeting of the Company. A resolution in respect of the re-appointment of ZHONGHUI ANDA as auditor of the Company was passed at the special general meeting of the Company held on 7 November 2016.

Save as disclosed above, there were no other changes in auditor of the Company during the past three years.

A resolution will be proposed at the 2017 AGM to re-appoint ZHONGHUI ANDA as auditor of the Company.

On behalf of the Board

**Zhao Wenjia**

*Executive Director and Chief Executive Officer*

Hong Kong, 20 March 2017

### 董事於競爭業務之權益

截至二零一六年十二月三十一日止年度，董事概不知悉任何董事及彼等各自之聯繫人士（定義見上市規則）擁有與本集團之業務競爭之任何業務或權益，及該等人士擁有或可能會與本集團存在任何其他權益衝突。

### 企業管治

本公司所採納之主要企業管治常規報告載於本年報第24至49頁。

### 核數師

繼國富浩華（香港）會計師事務所有限公司（「國富浩華」）於二零一四年九月二十九日辭任本公司核數師後，中匯安達會計師事務所有限公司（「中匯安達」）於本公司在二零一四年十月二十七日舉行之股東特別大會上獲委任為本公司之核數師，以填補國富浩華辭任之空缺。

自中匯安達於本公司在二零一六年六月二十七日舉行之股東週年大會（「二零一六年股東週年大會」）結束時退任核數師後，於二零一六年十月十三日，中匯安達獲委任為本公司核數師以填補因其退任而產生的臨時空缺，任期直至本公司下屆股東大會結束時為止。有關續聘中匯安達為本公司核數師之決議案已於本公司在二零一六年十一月七日舉行之股東特別大會上通過。

除上文披露者外，本公司核數師於過去三年概無其他變動。

於二零一七年股東週年大會上將提呈一項決議案，以續聘中匯安達為本公司核數師。

代表董事會

*執行董事兼行政總裁*

**趙文佳**

香港，二零一七年三月二十日

# Biographical Details of Directors

## 董事之履歷

### EXECUTIVE DIRECTOR

**Ms. Zhao Wenjia (“Ms. Zhao”)**, aged 34, was appointed as an executive Director and the chief executive officer of the Company on 25 July 2016. Apart from her current directorate in the Company, she also holds directorship in various subsidiaries of the Group. Ms. Zhao is also a member of each of the Remuneration Committee, nomination committee (the “**Nomination Committee**”) and share option committee (the “**Share Option Committee**”) of the Company. Ms. Zhao graduated from the Beijing Institute of Technology with an undergraduate degree in business administration in 2005. She also awarded the postgraduate diploma in international business administration from University of Northumbria in 2007. Ms. Zhao has experience in implementing international energy projects, and in the management and organisation of international trade related businesses. She has strong insight in the global market and possesses strong corporate management capabilities. Ms. Zhao currently serves as an executive director of Forewell International Limited in Hong Kong.

Ms. Zhao is the spouse of Mr. Xu Lei, a non-executive Director.

### NON-EXECUTIVE DIRECTORS

**Mr. Xu Lei (“Mr. Xu”)**, aged 45, was appointed as a non-executive Director on 20 November 2013. He is also a member of each of the Remuneration Committee, Nomination Committee and Share Option Committee. Mr. Xu has over 17 years of senior executive and operational experiences in the fields of mass media, technological development and cultural promotion in China since completion of a graduate study at Tongji University in China. He had been a senior manager of The China International Cultural Exchange Centre from 1997 to 2001 and has been the president and editor-in-chief of Travel & Leisure Magazine from 2002 to the present. Since 2003, Mr. Xu has gained substantial corporate governance and operational control experiences in the field of broadcasting and media communications in China including as the vice president of an audio and video publishing house, an executive director of a communication technology development company and a cultural investment firm respectively. Through his association with these enterprises, he has built a broad based social and people resource network in the relevant industries. Mr. Xu was a non-executive director of Heng Xin China Holdings Limited (stock code: 8046), shares of which are listed on the Growth Enterprise Market of the Stock Exchange, for the period from November 2009 to December 2015.

Mr. Xu is the spouse of Ms. Zhao, an executive Director and the chief executive officer of the Company.

### 執行董事

趙文佳女士(「趙女士」)，34歲，於二零一六年七月二十五日獲委任為本公司之執行董事兼行政總裁。除目前於本公司擔任董事外，彼亦於本集團旗下多間子公司擔任董事。趙女士亦為本公司薪酬委員會、提名委員會(「提名委員會」)及購股權委員會(「購股權委員會」)之成員。趙女士二零零五年於北京理工大學取得工商管理學士學位。彼亦於二零零七年獲諾桑比亞大學(University of Northumbria)頒授國際工商管理研究生文憑。趙女士於執行有關國際能源的項目、管理及組織國際貿易相關業務方面擁有經驗。彼於環球市場有著敏銳的洞察力並且具備卓越的企業管理能力。趙女士目前擔任香港富樺國際有限公司之執行董事。

趙女士為非執行董事徐雷先生之配偶。

### 非執行董事

徐雷先生(「徐先生」)，45歲，於二零一三年十一月二十日獲委任為非執行董事。彼亦為薪酬委員會、提名委員會及購股權委員會成員。於中國同濟大學完成研究院課程後，徐先生於中國大眾傳媒、技術發展及文化推廣之高級行政及營運方面擁有超過17年經驗。於一九九七年至二零零一年間，彼為中國國際文化交流中心之高級經理，自二零零二年至今為《旅遊優閒》之總裁及總編輯。自二零零三年起，徐先生於中國廣播及傳媒獲得豐富企業管治及營運監控經驗，包括分別擔任一家音像出版公司之副總裁，以及一家通訊技術開發公司及一家文化投資公司之執行董事。徐先生透過與該等企業合作，於相關行業內已在社會及人脈資源網絡上建立廣泛基礎。徐先生於二零零九年十一月至二零一五年十二月期間為恒芯中國控股有限公司(股份代號：8046)之非執行董事，該公司之股份於聯交所創業板上市。

徐先生為本公司執行董事兼行政總裁趙女士之配偶。

## Biographical Details of Directors 董事之履歷

**Ms. Gu Yawei (“Ms. Gu”)**, aged 53, was appointed as a non-executive Director on 25 July 2016. Ms. Gu obtained her bachelor’s degree in arts from Zhejiang Normal University (浙江師範大學) majoring in Chinese Language and Literature in 1985. She also obtained the master’s degree from Shanghai Normal University (上海師範大學) majoring in Contemporary Literature of China in 1990. Ms. Gu has over a decade of experience in the equity investment industry. She also has experience in the management and investment of many corporations both in Hong Kong and in Mainland China, accumulating business connections and knowledge across various industries. Ms. Gu currently serves as a chairperson of each of Blue bird Group Co; Ltd (青鳥控股集團有限公司) and Hangzhou Bluebird mountains Investment Management Co; Ltd (杭州青鳥遠山投資管理有限公司).

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Yao Yongjie (“Mr. Yao”)**, aged 46, was appointed as an independent non-executive Director on 25 July 2016. He is also a member of each of the audit committee of the Company (the “**Audit Committee**”), Remuneration Committee, Nomination Committee and Share Option Committee. Mr. Yao graduated from Hunan University with an undergraduate degree in architecture in 1993. He has been chairman or deputy chairman of various companies in the PRC engaging in asset management and venture capital related business. Mr. Yao and his team have gained numerous provincial awards, including “2013年度浙江省最佳LP獎” (Best LP Award of Zhejiang Province of the Year 2013\*) and “2015浙商新領軍者” (The New Leader of Zhejiang Merchants 2015\*).

**Mr. Ma Jianwei (“Mr. Ma”)**, aged 31, was appointed as an independent non-executive Director on 25 July 2016. He is also the chairman of each of the Remuneration Committee and Share Option Committee and a member of each of the Audit Committee and Nomination Committee. Mr. Ma graduated from the University of International Business and Economics in Beijing with a PhD degree in civil and commercial law. He gained experience in civil litigation, commercial arbitration, foreign commercial investment, antitrust law, mergers and acquisitions, and private equity investment funds, when he practiced law at Beijing Rongxian Law Firm\* (北京融顯律師事務所) since 2013.

顧亞維女士(「顧女士」), 53歲, 於二零一六年七月二十五日獲委任為非執行董事。顧女士於一九八五年於浙江師範大學取得文學士學位, 主修漢語言文學。彼亦於一九九零年於上海師範大學取得碩士學位, 主修中國現代文學。顧女士於股權投資行業擁有逾十年經驗。彼亦於香港及中國內地多家公司的管理及投資擁有經驗, 並積累了橫跨多個行業的商業網絡及知識。顧女士目前分別擔任青鳥控股集團有限公司及杭州青鳥遠山投資管理有限公司之董事長。

### 獨立非執行董事

姚勇杰先生(「姚先生」), 46歲, 於二零一六年七月二十五日獲委任為獨立非執行董事。彼亦為本公司審核委員會(「**審核委員會**」)、薪酬委員會、提名委員會及購股權委員會成員。姚先生於一九九三年畢業於湖南大學, 取得建築學本科學位。彼一直擔任中國多間經營資產管理及風險資本相關業務之公司之董事長或副董事長。姚先生與其團隊獲得多個省級獎項, 包括2013年度浙江省最佳LP獎及2015浙商新領軍者。

馬建威先生(「馬先生」), 31歲, 於二零一六年七月二十五日獲委任為獨立非執行董事。彼亦為薪酬委員會及購股權委員會主席以及審核委員會及提名委員會成員。馬先生畢業於北京對外經濟貿易大學, 獲民商法學博士學位。彼自二零一三年起任職於北京融顯律師事務所, 從事法律實務, 於民事訴訟、商事仲裁、國外商務投資、反壟斷法、併購、私募基金方面取得經驗。

\* for identification purpose only

**Mr. Sinn Wai Kin Derek (“Mr. Sinn”)**, aged 57, was appointed as an independent non-executive Director on 25 July 2016. He is also the chairman of each of the Audit Committee and Nomination Committee and a member of each of the Remuneration Committee and Share Option Committee. Mr. Sinn is a fellow member of the Hong Kong Institute of Certified Public Accountants. He acted as the chief financial officer of Enviro Energy Management Services Limited from September 2015 to December 2015 and the company secretary of Enviro Energy International Holdings Limited (stock code: 1102) from October 2015 to December 2015, shares of which are listed on the Main Board of the Stock Exchange. From September 2008 to August 2015, Mr. Sinn also worked with Huajun Holdings Limited (stock code: 377), shares of which are listed on the Main Board of the Stock Exchange and his last position were the chief financial officer and the company secretary. He has over 30 years of experience in audit, accounting and financial management.

洗偉健先生(「洗先生」)，57歲，於二零一六年七月二十五日獲委任為獨立非執行董事。彼亦為審核委員會及提名委員會主席，以及薪酬委員會及購股權委員會成員。洗先生為香港會計師公會資深會員。彼於二零一五年九月至二零一五年十二月期間擔任環能管理服務有限公司之財務總監，並於二零一五年十月至二零一五年十二月期間擔任環能國際控股有限公司(股份代號：1102)之公司秘書，該等公司之股份於聯交所主板上市。於二零零八年九月至二零一五年八月期間，洗先生亦任職於華君控股有限公司(股份代號：377)，該等公司之股份於聯交所主板上市，而彼最後之職位為財務總監及公司秘書。彼於審計、會計及財務管理方面擁有超過30年經驗。



# Corporate Governance Report

## 企業管治報告

### COMPLIANCE WITH CORPORATE GOVERNANCE PRACTICES

The Board and the management are committed to maintaining and ensuring high standards of corporate governance as good corporate governance can safeguard the interests of all Shareholders and enhance corporate value. The Board continuously reviews and improves the corporate governance practices and standards of the Group from time to time to ensure that business activities and decision making processes are regulated in a proper manner.

The Company had complied with the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules throughout the year ended 31 December 2016, with the exceptions as follows:

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The roles of the chairman of the Board (the “Chairman”) and chief executive officer of the Company were not separate and Mr. Yang Liu performed these two roles until his resignation on 25 July 2016. Since the resignation of Mr. Yang Liu as the Chairman, executive Director and chief executive officer of the Company on 25 July 2016, the Company has not appointed a new Chairman. Until the appointment of the new Chairman, the Board collectively focuses on the overall strategic planning and development of the Group and effective functioning of the Board. The Board will review the current situation from time to time and shall make necessary arrangements when the Board considers appropriate.

Code provision A.4.1 of the CG Code provides that non-executive Directors should be appointed for a specific term, subject to re-election. Ms. Gu Yawei, a non-executive Director, Mr. Yao Yongjie, Mr. Ma Jianwei and Mr. Sinn Wai Kin Derek, independent non-executive Directors, Mr. Xu Ming, former non-executive Director who resigned on 17 February 2017, were not appointed for specific terms. However, all existing non-executive Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Bye-Laws. On 20 March 2017, each of the existing non-executive Directors has been appointed for a fixed term of one year commencing on 20 March 2017, which is automatically renewable for successive term of one year upon the expiry of the said term, unless terminated by not less than one month’s notice in writing served by either party on the other.

### 遵守企業管治常規

董事會及管理層致力維持及確保優秀企業管治水平，因為良好企業管治可保障全體股東的權益及提升企業價值。董事會不斷檢討及改進本集團企業管治常規及標準，並不時確保業務活動及決策過程受妥善監管。

本集團已於截至二零一六年十二月三十一日止年度整年符合上市規則附錄十四所載之企業管治守則(「企業管治守則」)，例外情況如下：

企業管治守則之守則條文第A.2.1條規定，主席及行政總裁職位應予區分，不應由同一人擔任。董事會主席(「主席」)及本公司行政總裁之角色並無予以區分，而楊鑒先生履行該兩個角色，直至彼於二零一六年七月二十五日辭任為止。自楊鑒先生於二零一六年七月二十五日辭任主席、執行董事及本公司行政總裁以來，本公司並未委任新主席。於委任新主席前，董事會共同集中處理本集團整體策略規劃及發展以及董事會之有效運作。董事會將不時審視目前情況，並於董事會認為合適時作出必要安排。

企業管治守則之守則條文第A.4.1條規定，非執行董事應委以特定任期，並須接受重選。非執行董事顧亞維女士、獨立非執行董事姚勇杰先生、馬建威先生及冼偉健先生以及已於二零一七年二月十七日辭任之前任非執行董事徐鳴先生並無特定委任年期。然而，全體現任非執行董事均須最少每三年一次根據公司細則於本公司之股東週年大會上輪值退任及接受重選。於二零一七年三月二十日，各現任非執行董事已按固定任期委任，自二零一七年三月二十日起計為期一年，並可於年期屆滿後自動重續一年，除非由其中一方發出不少於一個月之書面通知予以終止。

Code provision A.5.1 of the CG Code provides that issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors. Following the retirement of Mr. Liu Hongjun as the independent non-executive Director at the conclusion of the 2016 AGM, he also ceased to be a member of the Nomination Committee. As a result, the number of independent non-executive Directors acting as members of the Nomination Committee decreased from two to one, which is less than the majority of the independent non-executive Directors required under the terms of reference of the Nomination Committee and being deviated from code provision A.5.1 of the CG Code. On 25 July 2016, Mr. Lai Ho Man, Dickson ceased to be the chairman of the Nomination Committee and Mr. Yang Liu ceased to be a member of the Nomination Committee following their resignations as Directors, and Mr. Sinn Wai Kin Derek has been appointed as the chairman of the Nomination Committee and Ms. Zhao Wenjia, Mr. Xu Lei, Mr. Yao Yongjie and Mr. Ma Jianwei have been appointed as members of the Nomination Committee, and therefore the Nomination Committee comprises a majority of independent non-executive Directors with effect from 25 July 2016.

Following the retirement of Mr. Wang Xiao Chuan and Mr. Liu Hongjun as independent non-executive Directors at the conclusion of the 2016 AGM, the number of independent non-executive Directors reduced to two which is below the minimum number required under Rule 3.10(1) of the Listing Rules. Mr. Liu Hongjun also ceased to be a member of the Audit Committee following his retirement. As a result, the Audit Committee comprised two members which is below the minimum number required under Rule 3.21 of the Listing Rules. Following the appointments of Mr. Sinn Wai Kin Derek as independent non-executive Director and, among others, the chairman of the Audit Committee, and Mr. Yao Yongjie and Mr. Ma Jianwei as independent non-executive Directors and among others, members of the Audit Committee on 25 July 2016, the Company has fulfilled the requirement under Rule 3.10(1) and 3.21 of the Listing Rules, which requires at least three independent non-executive Directors and a minimum of three members in the Audit Committee respectively.

企業管治守則之守則條文第A.5.1條規定，發行人應成立提名委員會，由董事會主席或獨立非執行董事擔任主席，並由大多數獨立非執行董事組成。劉紅軍先生於本公司在二零一六年股東週年大會結束時退任獨立非執行董事後，彼亦終止擔任提名委員會成員。因此，出任提名委員會成員之獨立非執行董事數目由兩名減至一名，少於提名委員會職權範圍規定之大多數成員為獨立非執行董事，且偏離企業管治守則之守則條文第A.5.1條。在二零一六年七月二十五日，於辭任董事職位後，黎浩文先生終止擔任提名委員會主席及楊鑾先生終止擔任提名委員會成員，而冼偉健先生獲委任為提名委員會主席，而趙文佳女士、徐雷先生、姚勇杰先生及馬建威先生獲委任為提名委員會成員，因此，自二零一六年七月二十五日起，提名委員會由大多數獨立非執行董事組成。

繼王曉川先生及劉紅軍先生於二零一六年股東週年大會結束時退任獨立非執行董事後，獨立非執行董事的人數減少至兩名，即少於上市規則第3.10(1)條所規定的最少人數。劉紅軍先生於彼退任後亦不再擔任審核委員會成員。因此，審核委員會由兩名成員組成，即少於上市規則第3.21條所規定的最少人數。於二零一六年七月二十五日委任冼偉健先生為獨立非執行董事及(其中包括)審核委員會主席，以及委任姚勇杰先生及馬建威先生為獨立非執行董事及(其中包括)審核委員會成員後，本公司已符合上市規則第3.10(1)及3.21條項下之規定，分別規定獨立非執行董事之人數最少為三名及審核委員會須最少由三名成員組成。

## MODEL CODE FOR DIRECTORS SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Having made specific enquiries of all Directors, the Company confirmed that all Directors had complied with the required standard set out in the Model Code throughout the year under review.

## ROLES AND RESPONSIBILITIES OF THE BOARD

The Board is responsible for the leadership and control of the Company, and is responsible for setting up the overall strategy as well as reviewing the operation and financial performance of the Group. The Board reserved for its decision or consideration matters covering overall strategy of the Group, major acquisitions and disposals, annual budgets, annual and interim results, recommendations on Directors' appointment or re-appointment, approval of major capital transactions and other significant operational and financial matters. The management was delegated the authority and responsibility by the Board for the daily management of the Group. In addition, the Board has also delegated various responsibilities to the Board committees. Further details of these committees are set out in this report.

### Board Composition

The Board currently consists of six Directors including one executive Director, two non-executive Directors and three independent non-executive Directors:

#### Executive Director

Ms. Zhao Wenjia (*Chief Executive Officer*)

#### Non-Executive Directors

Mr. Xu Lei

Ms. Gu Yawei

#### Independent Non-Executive Directors

Mr. Yao Yongjie

Mr. Ma Jianwei

Mr. Sinn Wai Kin Derek

## 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十所載之標準守則。經特別向全體董事查詢後，本公司確定於回顧年度內全體董事均遵守標準守則中所訂標準。

## 董事會角色及職責

董事會負責領導及監控本公司，並負責制訂整體策略及檢討本集團之營運及財務表現。經董事會決定或考慮之事宜包括整體集團策略、重大收購及出售、年度預算、年度及中期業績、推薦董事委任或重選、批准重大資本交易及其他重大營運及財務事宜。董事會向管理層轉授權力及責任，以管理本集團之日常事務。此外，董事會亦將各種職責分派予董事委員會。該等委員會之進一步詳情載於本報告內。

### 董事會組成

董事會現由六名董事組成，包括一名執行董事，兩名非執行董事及三名獨立非執行董事：

#### 執行董事

趙文佳女士(行政總裁)

#### 非執行董事

徐雷先生

顧亞維女士

#### 獨立非執行董事

姚勇杰先生

馬建威先生

冼偉健先生

Apart from the marital relationship between Ms. Zhao Wenjia and Mr. Xu Lei, the current Board members do not have other financial, business, family or other material/relevant relationships with each other. Such balanced Board composition is formed to ensure strong independence exists across the Board and has complied with Rule 3.10A of the Listing Rules that the Board to have at least one-third of its members comprising independent non-executive Directors. The composition of the Board reflects the balanced skills and experience for effective leadership.

All Directors have given sufficient time and attention to the affairs of the Group. The executive Director has sufficient experience to hold the position so as to carry out her duties effectively and efficiently. The non-executive Directors and independent non-executive Directors, who combine to offer diverse industry expertise, serve the important function of providing relevant advise so as to assist the management on formulation of business strategy and ensuring that the Board maintains high standards of financial and other mandatory reporting requirements as well as providing adequate checks and balances for safeguarding the interests of Shareholders and the Company as a whole. The biographical information of the Directors are set out on pages 21 to 23 under the section headed "Biographical Details of Directors".

#### *Board Diversity Policy*

The Board has adopted on 16 October 2013 a board diversity policy (the "**Board Diversity Policy**") which sets out the approach to achieve diversity on the Board. The Company recognizes that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Board delegated certain duties under the Board Diversity Policy to the Nomination Committee. The Nomination Committee will review and adopt the above measurements when it reviewed the composition of the Board. After assessing the suitability of the Directors' skills and experience to the Company's business, the Nomination Committee considered that the existing Board were suitably qualified with professional backgrounds and/or equipped with extensive expertise for the purposes of providing direction to and oversight of the Group's strategic and business in achieving its objectives.

除趙文佳女士與徐雷先生之間有婚姻關係之外，目前董事會成員之間並無財務、業務、家族或其他重大／相關關係。該董事會組成均衡有致，確保董事會擁有極大獨立性，並遵守上市規則第3.10A條關於董事會至少有三分之一成員須由獨立非執行董事組成之規定。董事會之組成反映出達致有效領導力所需之均衡技能及經驗。

所有董事均付出足夠時間及精力處理本集團之事務，而執行董事均具備足夠經驗，可有效及有效率地履行職務。非執行董事及獨立非執行董事共同提供多個行業的專業知識，履行彼等給予管理層相關建議，以協助管理層制定業務策略之重要職能，並確保董事會不單只能維持對財務及其他強制性申報規定之嚴格標準，而且能提供合適制衡機制以保障股東及本公司的整體利益。董事之履歷資料載於第21頁至23頁「董事之履歷」一節。

#### *董事會成員多元化政策*

董事會已於二零一三年十月十六日採納董事會成員多元化政策（「**董事會成員多元化政策**」），該政策載列達致董事會成員多元化的方法。本公司知悉董事會層面日益多元化將為達成本公司策略目標及可持續發展提供支持。本公司藉考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期，務求達致董事會成員多元化。董事會根據董事會成員多元化政策授權提名委員會若干職責。提名委員會將於檢討董事會之組成時檢討及採用上述措施。就各董事的技能及經驗對本公司業務的適合度作出評估後，提名委員會認為，現有董事會合適地具備專業背景及／或具備豐富之專業知識，為本集團之策略及業務提供方向及作出監督，以達成其目標。

## Corporate Governance Report 企業管治報告

### *Directors' Training*

According to the code provision A.6.5 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant. The Audit Committee is delegated the responsibility by the Board of reviewing and monitoring the training and continuous professional development of the Directors and senior management.

All Directors have participated in continuous professional development with respect to directors' duties, relevant programmes and seminars or had perused reading materials and updated information in relation to business and industrial development/regulatory update. The Directors provided a record of training they received for the year ended 31 December 2016 to the Company.

### *Non-Executive Directors*

The two non-executive Directors and the three independent non-executive Directors are high caliber persons with diversified industry expertise and academic/professional qualifications, bringing a wide range of skills and experience to the Group and provide strong support towards the effective discharge of the duties and responsibilities of the Board. Each independent non-executive Director gives an annual confirmation of his independence to the Company, and the Company considers each of them is independent under Rule 3.13 of the Listing Rules.

All non-executive Directors, including independent non-executive Directors, are appointed for an initial term of one year which shall be automatically renewable for successive term of one year upon the expiry of the said term. Each of them shall subject to retirement by rotation in accordance with the Bye-Laws.

### *Non-compliance with Rule 3.10(1) and 3.21 of the Listing Rules*

Following the retirement of Mr. Wang Xiao Chuan and Mr. Liu Hongjun as independent non-executive Directors at the conclusion of the 2016 AGM, the number of independent non-executive Directors reduced to two which is below the minimum number required under Rule 3.10(1) of the Listing Rules.

Mr. Liu Hongjun also ceased to be a member of the Audit Committee following his retirement. As a results, the Audit Committee comprised two members which is below the minimum number required under Rule 3.21 of the Listing Rules.

### *董事培訓*

根據企業管治守則之守則條文第A.6.5條，全體董事均應參與持續專業發展，以培養並更新其知識及技能，以確保能向董事會提供知情及相關的貢獻。審核委員會已獲董事會授權，負責檢討及監察董事及高級管理人員之培訓及持續專業發展。

全體董事均已參與有關董事職責之持續專業發展、相關計劃及工作坊，或已閱讀有關業務及行業發展／監管更新之材料及最新資料。董事已向本公司提交截至二零一六年十二月三十一日止年度其參與培訓之紀錄。

### *非執行董事*

兩名非執行董事及三名獨立非執行董事為優秀人才，在多個行業及方面具備學歷／專業資格。彼等藉著於各行業累積之技能及經驗，為有效履行董事會職能及責任提供強勢支援。各獨立非執行董事已就彼之獨立性向本公司發出年度確認書，而本公司認為彼等均具備上市規則第3.13條所載之獨立性。

所有非執行董事(包括獨立非執行董事)以一年初步任期獲委任，並將在上述任期結束後自動重續一年。彼等各自均須根據公司細則輪值退任。

### *未能遵守上市規則第3.10(1)條及第3.21條*

在王曉川先生及劉紅軍先生於二零一六年股東週年大會結束時退任獨立非執行董事後，獨立非執行董事的人數減少至兩人，低於上市規則第3.10(1)條所規定之最低人數。

劉紅軍先生亦在其退任後終止擔任審核委員會成員，因此審核委員會只有兩名成員組成，低於上市規則第3.21條所規定之最低人數。

Following the appointments of Mr. Sinn Wai Kin Derek as independent non-executive Director and among others, the chairman of the Audit Committee, and Mr. Yao Yongjie and Mr. Ma Jianwei as independent non-executive Directors and among others, members of the Audit Committee on 25 July 2016, the Company has fulfilled the requirement under Rules 3.10(1) and 3.21 of the Listing Rules, which requires at least three independent non-executive Directors and a minimum of three members in the Audit Committee respectively.

#### *Chairman and Chief Executive Officer*

The role of chief executive officer of the Company is currently performed by Ms. Zhao Wenjia and the role of Chairman is currently performed by the Board collectively. Further discussion can be found in the section headed “Compliance with Corporate Governance Practices” of this annual report.

#### *Board Meetings*

The Company planned in advance four scheduled Board meetings a year at approximately quarterly interval and additional meetings will be held as and when required. During the regular meetings of the Board, the Board reviewed the operation and financial performance and reviewed and approved the annual and interim results.

During the year ended 31 December 2016, the Board held 8 meetings and the attendance record of each Directors at the Board meetings is set out in the table on page 37 of this report. All Directors are given an opportunity to include any matters in the agenda for regular Board meetings, and are given sufficient time to review documents and information relating to matters to be discussed in Board meetings in advance.

Board minutes are kept by the Company Secretary and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials and has unrestricted access to the advice and services of the Company Secretary, and has the liberty to seek external professional advice if so required.

#### *General Meetings*

During the year ended 31 December 2016, 2 general meetings of the Company were held, being the 2016 AGM and the special general meeting of the Company held on 7 November 2016. The attendance record of each Directors at the general meetings of the Company is set out in the table on page 37 of this report.

於二零一六年七月二十五日委任冼偉健先生為獨立非執行董事及(其中包括)審核委員會主席, 以及委任姚勇杰先生及馬建威先生為獨立非執行董事及(其中包括)審核委員會成員後, 本公司經已遵守上市規則第3.10(1)及3.21條有關獨立非執行董事之人數最少為三名及審核委員會須最少由三名成員組成之規定。

#### *主席及行政總裁*

本公司行政總裁一職現由趙文佳女士擔任, 而主席職責則由董事會集體履行。進一步討論載於本年報「遵守企業管治常規」一節。

#### *董事會會議*

本公司預先籌劃每年舉行四次董事會會議, 約每一季度舉行一次, 並於有需要時舉行額外會議。於董事會常規會議上, 董事會檢討營運及財務表現, 並審閱及批准年度及中期業績。

於截至二零一六年十二月三十一日止年度, 董事會舉行八次會議, 各董事出席董事會之紀錄載於本報告第37頁之表格內。全體董事均可於董事會常規會議議程中加入任何事項, 並有充裕時間預先檢閱文件及資料, 以於董事會會議討論相關事項。

公司秘書負責保存董事會會議記錄, 其可供董事查閱。各董事會成員有權查閱董事會文件及相關資料, 並可自由取得公司秘書之意見及服務, 及可於有需要時自行對外尋求專業意見。

#### *股東大會*

截至二零一六年十二月三十一日止年度, 本公司共舉行兩次股東大會, 分別為二零一六年股東週年大會以及於二零一六年十一月七日舉行之股東特別大會。各董事之出席股東大會之紀錄載於本報告第37頁之表格內。

## Corporate Governance Report 企業管治報告

The Board is responsible for maintaining an on-going dialogue with Shareholders and in particular, uses annual general meetings or other general meetings to communicate with them and encourage their participation.

### Board Committees

The Board has established the following committees with written terms of reference, which are on no less exacting terms than those set out in the CG Code:

- Audit Committee
- Remuneration Committee
- Nomination Committee

The Board also establish the Share Option Committee with written terms of reference.

Each committee has authority to engage outside consultants or experts as it considers necessary to discharge the committee's responsibilities. Minutes of all committees meetings are circulated to relevant committees' members and open for inspection by all Directors. To further reinforce independence and effectiveness, each of the Audit Committee, Nomination Committee, Remuneration Committee and Share Option Committee have been structured to include all or a majority of independent non-executive Directors. Details of the committees are set out below.

### Audit Committee

The Company established the Audit Committee in 1997 with written terms of reference which was revised on 24 August 2012 and 31 December 2015. The terms of reference of the Audit Committee is currently made available on the websites of the Stock Exchange and the Company.

The Audit Committee currently comprises three independent non-executive Directors as follows:

Mr. Sinn Wai Kin Derek (*Committee Chairman*)  
Mr. Yao Yongjie  
Mr. Ma Jianwei

Terms of reference of the Audit Committee adopted by the Board are aligned with the code provisions set out in the CG Code.

董事會負責與股東維持緊密連繫，尤其是透過股東週年大會或其他股東大會與股東進行溝通，並鼓勵彼等參與。

### 董事委員會

董事會已成立下列委員會，並制定職權範圍，其條款不遜於企業管治守則所載者：

- 審核委員會
- 薪酬委員會
- 提名委員會

董事會亦成立購股權委員會，並制定職權範圍。

各委員會在其認為就履行委員會職責時屬必要的情況下，有權委聘外部顧問或專家。所有委員會會議的會議記錄均發送相關委員會成員傳閱及供全體董事查閱。為進一步加強獨立性及有效性，審核委員會、提名委員會、薪酬委員會及購股權委員會均已整頓結構，以包括全體或大部分獨立非執行董事。各委員會之詳情載於下文。

### 審核委員會

本公司於一九九七年成立審核委員會，並制定書面職權範圍(於二零一二年八月二十四日及二零一五年十二月三十一日修訂)。審核委員會之職權範圍目前登載於聯交所及本公司網站。

審核委員會目前由三名獨立非執行董事組成，載列如下：

冼偉健先生(*委員會主席*)  
姚勇杰先生  
馬建威先生

董事會採納之審核委員會職權範圍符合企業管治守則所載之守則條文。

The Audit Committee was established to review the Group's financial controls, internal controls and risk management systems and make relevant recommendations to the Board. The Audit Committee has been chaired by an independent non-executive Director and all of the Audit Committee members are independent non-executive Directors. The chairman of the Audit Committee possesses appropriate professional qualifications, accounting or related financial management expertise as required under the Listing Rules.

The Audit Committee also responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor; reviewing the external auditor's independence, the Group's financial and accounting policies and practices; reviewing the interim and annual reports and financial statements of the Group; monitoring the corporate governance of the Group including compliance with statutory and Listing Rules requirements and overseeing the Company's financial reporting system, risk management and internal control systems including the adequacy of resources, qualifications and experience of staff in charge of the Company's accounting, internal audit and financial reporting function and their training arrangement and budget, and internal control procedures.

The Audit Committee meets the external auditor regularly to discuss any area of concern during the audit. The Audit Committee reviews the Company's annual report and interim report before submission to the Board and to focus particularly on:

- (i) any changes in accounting policies and practices;
- (ii) major judgmental areas;
- (iii) significant adjustments resulting from audit;
- (iv) the going concern assumptions and any qualifications;
- (v) compliance with accounting standards; and
- (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting.

During the year ended 31 December 2016, the Audit Committee held 4 meetings and the attendance record of each member of the Audit Committee at the Audit Committee's meetings is set out in the table on page 37 of this report.

審核委員會的成立，旨在檢討本集團的財務監控、內部監控及風險管理，並向董事會提出相關建議。審核委員會主席由獨立非執行董事擔任，且全體審核委員會成員均為獨立非執行董事。審核委員會的主席具備上市規則所規定的適當專業資格、會計或相關財務管理的專業知識。

審核委員會亦負責就委任、重新委任及罷免外部核數師向董事會提出推薦建議、批准外部核數師之薪酬及委聘條款、處理有關核數師的辭任或罷免之問題、檢視外部核數師之獨立性、本集團之財務及會計政策及常規，審閱本集團的中期及年度報告及財務報表、監控本集團企業管治，包括遵守法定及上市規則規定，及監察本公司的財務申報制度、風險管理及內部監控制度，包括資源充足度、負責本公司之會計、內部審核及財務申報職能員工的資歷及經驗，及彼等之培訓安排及預算，以及內部監控程序。

審核委員會定期與外部核數師舉行會議，討論審核過程中發現的任何問題。審核委員會審閱本公司年報及中期報告後，方會提交董事會，並特別注重以下事項：

- (i) 會計政策及常規的任何變動；
- (ii) 主要判斷範圍；
- (iii) 核數導致的重大調整；
- (iv) 持續經營假設及任何保留意見；
- (v) 是否遵守會計準則；及
- (vi) 是否遵守有關財務申報之上市規則及法律規定。

截至二零一六年十二月三十一日止年度，審核委員會舉行四次會議，審核委員會各成員出席審核委員會之紀錄載於本報告第37頁之表格內。



## Corporate Governance Report 企業管治報告

During the year under review, the Audit Committee had performed the following work:

- reviewed the annual results for the year ended 31 December 2015 and the interim results for the six months ended 30 June 2016;
- reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report contained in the annual report;
- discussed with management the risk management and internal control systems to ensure effective systems are in place;
- reviewed the financial controls, internal control and risk management systems of the Group;
- recommended to the Board of the appointment and re-appointment of the auditor of the Company and the terms of its engagement;
- discussed with the auditor the nature and scope of the audit, reporting obligations and audit planning before the audit commences; and
- recommended to the Board of the engagement of external professional parties to review the internal control and risk management systems and the provision of environmental, social and governance reporting services.

### *Remuneration Committee*

The Company established the Remuneration Committee in 2005 with written terms of reference. The terms of reference of the Remuneration Committee is currently made available on the websites of the Stock Exchange and the Company.

於回顧年度內，審核委員會履行以下工作：

- 審閱截至二零一五年十二月三十一日止年度之全年業績及截至二零一六年六月三十日止六個月之中期業績；
- 審閱本公司遵守企業管治守則之情況及年報所載企業管治報告之披露；
- 與管理層討論風險管理及內部監控制度，以確保制度行之有效；
- 檢討本集團的財務監控、內部監控及風險管理制度；
- 就委聘及續聘本公司核數師及其委聘條款向董事會提供推薦建議；
- 在開展核數工作前與核數師討論核數之性質及範圍、報告責任及核數計劃；及
- 就委聘外部專業人士檢討內部監控及風險管理制度並提供環境、社會及管治報告服務向董事會提供推薦建議。

### *薪酬委員會*

本公司於二零零五年成立薪酬委員會，並制定書面職權範圍。薪酬委員會之職權範圍目前登載於聯交所及本公司網站。

The Remuneration Committee currently comprises five members as follows:

**Independent Non-executive Directors**

Mr. Ma Jianwei (*Committee Chairman*)  
Mr. Yao Yongjie  
Mr. Sinn Wai Kin Derek

**Executive Director**

Ms. Zhao Wenjia

**Non-executive Director**

Mr. Xu Lei

Terms of reference of the Remuneration Committee adopted by the Board are aligned with the code provisions set out in the CG Code.

The Remuneration Committee is chaired by an independent non-executive Director. The Remuneration Committee is responsible to make recommendations to the Board on the remuneration packages of the Directors and senior management of the Company so as to ensure that the Company attracts and retains the Directors and senior management of the Company needed to run the Group successfully and on the establishment of a formal and transparent procedure for developing remuneration policy, and also, review the appropriateness and relevance of the remuneration policy.

The Remuneration Committee has adopted the code provision B.1.2(c)(ii) to make recommendations to the Board on remuneration packages of individual executive Directors and senior management.

During the year ended 31 December 2016, the Remuneration Committee held 2 meetings for considering the remuneration packages of the Directors and reviewing the existing policy and structure of the remuneration for the Directors and senior management of the Company. The attendance record of each member of the Remuneration Committee at the Remuneration Committee's Meetings is set out in the table on page 37 of this report.

薪酬委員會目前由五名成員組成，載列如下：

**獨立非執行董事**

馬建威先生(委員會主席)  
姚勇杰先生  
冼偉健先生

**執行董事**

趙文佳女士

**非執行董事**

徐雷先生

董事會採納之薪酬委員會職權範圍符合企業管治守則所載之守則條文。

薪酬委員會之主席由獨立非執行董事擔任。薪酬委員會負責就董事及本公司高級管理層之薪酬待遇向董事會作出推薦建議，以確保本公司吸引及挽留本集團成功營運所需之董事及本公司高級管理層以及制訂此等薪酬政策設立正規而具透明度之程序，並檢討薪酬政策的持續適切性及相關性。

薪酬委員會已採納守則條文第B.1.2(c)(ii)條，就個別執行董事及高級管理層之薪酬待遇向董事會提供推薦建議。

於截至二零一六年十二月三十一日止年度，薪酬委員會舉行兩次會議，考慮董事之薪酬待遇，以及檢討董事及本公司高級管理層現有薪酬政策及架構。薪酬委員會各成員出席薪酬委員會會議之紀錄載於本報告第37頁之表格內。

## Corporate Governance Report 企業管治報告

The emoluments payable to Directors and senior management of the Company will depend on their respective contractual terms under the employment agreements, if any, and is fixed by the Board, with authority given by the Shareholder at the general meeting, with reference to the recommendations of the Remuneration Committee, the performance of the Group and the prevailing market conditions. Details of the remuneration of the Directors and senior management of the Company are set out in note 11 to the consolidated financial statements.

The remuneration of the senior management of the Company (comprising Directors) for the year ended 31 December 2016, by band is set out below:

支付予董事及本公司高級管理層的酬金取決於彼等各自委聘協議之相關合約條款(如有)，並經股東於股東大會上授權後，由董事會參考薪酬委員會之推薦建議、本集團之表現及當前市況釐定。董事及本公司高級管理層酬金之詳情載於綜合財務報表附註11。

截至二零一六年十二月三十一日止年度本公司高級管理層(包括董事)之薪酬按薪酬範圍分析如下：

<b>Remuneration band</b>	<b>薪酬範圍</b>	<b>Number of individual 人數</b>
Nil to HK\$1,000,000	零至1,000,000港元	13

### *Nomination Committee*

The Company established the Nomination Committee with written terms of reference which was revised on 16 October 2013. The terms of reference of the Nomination Committee is currently made available on the websites of the Stock Exchange and the Company.

### *提名委員會*

本公司成立提名委員會，並制定書面職權範圍(於二零一三年十月十六日修訂)。提名委員會之職權範圍目前登載於聯交所及本公司網站。

The Nomination Committee currently comprises five members as follows:

提名委員會目前由五名成員組成，載列如下：

### **Independent Non-executive Directors**

Mr. Sinn Wai Kin Derek (*Committee Chairman*)  
Mr. Yao Yongjie  
Mr. Ma Jianwei

### **獨立非執行董事**

冼偉健先生(*委員會主席*)  
姚勇杰先生  
馬建威先生

### **Executive Director**

Ms. Zhao Wenjia

### **執行董事**

趙文佳女士

### **Non-executive Director**

Mr. Xu Lei

### **非執行董事**

徐雷先生

Terms of reference of the Nomination Committee adopted by the Board are aligned with the code provisions set out in the CG Code.

董事會採納之提名委員會職權範圍符合企業管治守則所載之守則條文。

The Nomination Committee is currently chaired by the independent non-executive Director. The Nomination Committee is responsible to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives required) of the Board and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; to identify suitably qualified individuals to become Directors; to assess the independence of the independent non-executive Directors; to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors; and to review the Board Diversity Policy and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives, and make disclosure of its review results in the Corporate Governance Report.

During the year ended 31 December 2016, the Nomination Committee held 1 meeting for reviewing the structure, size and composition of the Board, considering the independence of independent non-executive Directors and made recommendations to the Board on the re-election of retiring Directors at the 2016 AGM. The attendance record of each member of the Nomination Committee at the Nomination Committee's Meeting is set out in the table on page 37 of this report.

提名委員會之主席現由獨立非執行董事擔任。提名委員會負責檢討董事會之架構、規模及組成(包括所需技能、知識、經驗及多元觀點)，並就董事會之任何建議變動作出推薦建議，以配合本公司之企業策略，物色適當合資格人士擔任董事，評估獨立非執立董事之獨立性，以及就董事之委任或續任及繼任計劃向董事會提供推薦建議，並檢討董事會不時採納的董事會成員多元化政策及為執行該董事會成員多元化政策而制定的任何可計量目標，以及檢討該目標的達標進度；並每年於企業管治報告內披露該檢討結果。

截至二零一六年十二月三十一日止年度，提名委員會舉行一次會議，以檢討董事會之架構、人數及組成、考慮獨立非執行董事之獨立性及就於二零一六年股東週年大會重選退任董事向董事會提出建議。提名委員會各成員出席提名委員會會議之紀錄載於本報告第37頁之表格內。

## Corporate Governance Report 企業管治報告

### *Share Option Committee*

The Company established the Share Option Committee with written terms of reference which was adopted in 2004 and amended on 29 March 2012.

The Share Option Committee is responsible to implement and administer the share option scheme(s) of the Company including to deal with the issue and allotment of new Shares arising from the exercise of options by grantees; to determine the number of Shares to be offered to eligible participants; to recommend the subscription price of the share options to the Board and to recommend to the Board where it deems necessary, any amendment, modification, addition, or deletion of the share option scheme(s) of the Company.

The Share Option Committee currently comprises five members as follows:

#### **Independent Non-executive Directors**

Mr. Ma Jianwei (*Committee Chairman*)

Mr. Yao Yongjie

Mr. Sinn Wai Kin Derek

#### **Executive Director**

Ms. Zhao Wenjia

#### **Non-executive Director**

Mr. Xu Lei

During the year ended 31 December 2016, the Share Option Committee did not hold any meeting.

### **購股權委員會**

本公司成立購股權委員會，並制定書面職權範圍，其於二零零四年採納並於二零一二年三月二十九日修訂。

購股權委員會負責推行及管理本公司的購股權計劃，包括處理因承授人行使購股權而發行及配發新股份、釐定將提呈予合資格參與者的股份數目、向董事會建議購股權之認購價，及在其認為必需對本公司之購股權計劃作出任何修訂、修改及增減時向董事會提供推薦建議。

購股權委員會目前由五名成員組成，載列如下：

#### **獨立非執行董事**

馬建威先生(*委員會主席*)

姚勇杰先生

冼偉健先生

#### **執行董事**

趙文佳女士

#### **非執行董事**

徐雷先生

截至二零一六年十二月三十一日止年度，購股權委員會並無舉行任何會議。

Attendance of the Directors and members of the Board committees for the year ended 31 December 2016 are set out below:

截至二零一六年十二月三十一日止年度董事及董事委員會成員出席會議情況載列如下：

Name of Directors 董事姓名	General Meeting 股東大會	Board Meeting 董事會會議	Audit Committee's Meeting 審核委員會會議	Remuneration Committee's Meeting 薪酬委員會會議	Nomination Committee's Meeting 提名委員會會議	Share Option Committee's Meeting 購股權委員會會議
<b>Executive Directors</b> 執行董事						
Zhao Wenjia (Note 1) 趙文佳(附註1)	1/1	6/6	-	1/1	N/A 不適用	N/A 不適用
Yang Liu (Note 2) 楊鑒(附註2)	1/1	2/2	-	N/A 不適用	N/A 不適用	N/A 不適用
Lo Ka Wai (Note 3) 羅嘉偉(附註3)	N/A 不適用	1/1	-	1/1	1/1	N/A 不適用
<b>Non-Executive Directors</b> 非執行董事						
Xu Lei (Note 4) 徐雷(附註4)	2/2	8/8	-	1/1	N/A 不適用	N/A 不適用
Gu Yawei (Note 5) 顧亞維(附註5)	1/1	5/6	-	-	-	-
Xu Ming (Note 6) 徐鳴(附註6)	1/1	6/6	-	-	-	-
<b>Independent Non-executive Directors</b> 獨立非執行董事						
Yao Yongjie (Note 7) 姚勇杰(附註7)	1/1	4/6	1/3	1/1	N/A 不適用	N/A 不適用
Ma Jianwei (Note 8) 馬建威(附註8)	0/1	5/6	3/3	1/1	N/A 不適用	N/A 不適用
Sinn Wai Kin Derek (Note 9) 冼偉健(附註9)	1/1	6/6	3/3	1/1	N/A 不適用	N/A 不適用
Lai Ho Man, Dickson (Note 10) 黎浩文(附註10)	1/1	2/2	1/1	1/1	1/1	N/A 不適用
Wong Lit Chor, Alexis (Note 11) 黃烈初(附註11)	1/1	2/2	1/1	-	-	-
Wang Xiao Chuan (Note 12) 王曉川(附註12)	1/1	1/1	-	1/1	-	-
Liu Hongjun (Note 13) 劉紅軍(附註13)	1/1	1/1	1/1	-	1/1	-
<b>Total number of meetings</b> 會議總數	2	8	4	2	1	-

## Corporate Governance Report

### 企業管治報告

#### Notes:

1. Ms. Zhao Wenjia has been appointed as an executive Director, a member of each of the Remuneration Committee, Nomination Committee and Share Option Committee on 25 July 2016. Her attendances above were stated by reference to the number of meetings held during her tenure.
2. Mr. Yang Liu has been appointed as a member of each of the Remuneration Committee and Nomination Committee on 24 June 2016. Subsequently on 25 July 2016, Mr. Yang Liu resigned as executive Director. He also ceased to be a member of each of the Remuneration Committee, Nomination Committee and Share Option Committee following his resignation as executive Director. His attendances above were stated by reference to the number of meetings held during his tenure.
3. Mr. Lo Ka Wai resigned as executive Director on 24 June 2016, and also ceased to be a member of each of the Remuneration Committee, Nomination Committee and Share Option Committee following his resignation as executive Director. His attendances above were stated by reference to the number of meetings held during his tenure.
4. Mr. Xu Lei has been appointed as a member of each of the Remuneration Committee, Nomination Committee and Share Option Committee on 25 July 2016. His attendances above were stated by reference to the number of meetings held during his tenure.
5. Ms. Gu Yawei has been appointed as a non-executive Director on 25 July 2016. Her attendances above were stated by reference to the number of meetings held during her tenure.
6. Mr. Xu Ming had been appointed as a non-executive Director on 25 July 2016 and resigned on 17 February 2017. His attendances above were stated by reference to the number of meetings held during his tenure.
7. Mr. Yao Yongjie has been appointed as an independent non-executive Director, a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Share Option Committee on 25 July 2016. His attendances above were stated by reference to the number of meetings held during his tenure.
8. Mr. Ma Jianwei has been appointed as an independent non-executive Director, the chairman of each of the Remuneration Committee and Share Option Committee, and a member of each of the Audit Committee and Nomination Committee on 25 July 2016. His attendances above were stated by reference to the number of meetings held during his tenure.
9. Mr. Sinn Wai Kin Derek has been appointed as an independent non-executive Director, the chairman of each of the Audit Committee and Nomination Committee, and a member of each of the Remuneration Committee and Share Option Committee on 25 July 2016. His attendances above were stated by reference to the number of meetings held during his tenure.

#### 附註：

1. 趙文佳女士於二零一六年七月二十五日獲委任為執行董事、薪酬委員會、提名委員會及購股權委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
2. 楊鑒先生於二零一六年六月二十四日獲委任為薪酬委員會及提名委員會成員。其後於二零一六年七月二十五日，楊鑒先生辭任執行董事。辭任執行董事後，其亦不再擔任薪酬委員會、提名委員會及購股權委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
3. 羅嘉偉先生於二零一六年六月二十四日辭任執行董事。辭任執行董事後，其亦不再擔任薪酬委員會、提名委員會及購股權委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
4. 徐雷先生於二零一六年七月二十五日獲委任為薪酬委員會、提名委員會及購股權委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
5. 顧亞維女士於二零一六年七月二十五日獲委任為非執行董事。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
6. 徐鳴先生於二零一六年七月二十五日獲委任為非執行董事並於二零一七年二月十七日辭任。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
7. 姚勇杰先生於二零一六年七月二十五日獲委任為獨立非執行董事、審核委員會、薪酬委員會、提名委員會及購股權委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
8. 馬建威先生於二零一六年七月二十五日獲委任為獨立非執行董事、薪酬委員會及購股權委員會主席、審核委員會及提名委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
9. 冼偉健先生於二零一六年七月二十五日獲委任為獨立非執行董事、審核委員會及提名委員會主席、薪酬委員會及購股權委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。

10. Mr. Lai Ho Man, Dickson resigned as independent non-executive Director on 25 July 2016, and also ceased to be the chairman of each of the Audit Committee, Nomination Committee and Share Option Committee and a member of the Remuneration Committee following his resignation as independent non-executive Director. His attendances above were stated by reference to the number of meetings held during his tenure.
  11. Mr. Wong Lit Chor, Alexis resigned as independent non-executive Director on 25 July 2016, and also ceased to be a member of the Audit Committee following his resignation as independent non-executive Director. His attendances above were stated by reference to the number of meetings held during his tenure.
  12. Mr. Wang Xiao Chuan retired as independent non-executive Director at the conclusion of the 2016 AGM, and also ceased to be the chairman of the Remuneration Committee following his retirement as independent non-executive Director. His attendances above were stated by reference to the number of meetings held during his tenure.
  13. Mr. Liu Hongjun retired as independent non-executive Director at the conclusion of the 2016 AGM, and also ceased to be a member of each of the Audit Committee and Nomination Committee. His attendances above were stated by reference to the number of meetings held during his tenure.
10. 黎浩文先生於二零一六年七月二十五日辭任獨立非執行董事，辭任獨立非執行董事後，其亦不再擔任審核委員會、提名委員會及購股權委員會主席以及薪酬委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
  11. 黃烈初先生於二零一六年七月二十五日辭任獨立非執行董事，辭任獨立非執行董事後，其亦不再擔任審核委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
  12. 王曉川先生於二零一六年股東週年大會上退任獨立非執行董事。退任獨立非執行董事後，其亦不再擔任薪酬委員會主席。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。
  13. 劉紅軍先生於二零一六年股東週年大會上退任獨立非執行董事，亦不再擔任審核委員會及提名委員會成員。上述彼之出席次數乃參照其任期內舉行之會議次數而列示。

### External Audit

The Company's existing external auditor, ZHONGHUI ANDA, performs independent statutory audit on the Group's consolidated financial statements for the year ended 31 December 2016. The Audit Committee also has unrestricted access to external auditor as necessary. The Company's external auditor also reports to the Audit Committee any significant weaknesses in the Group's internal control system which might come to its notice during the course of audit.

Prior to the commencement of the audit of the Company, the Audit Committee should be received written confirmation from the external auditor on its independence and objectivity as required by the Hong Kong Institute of Certified Public Accountants.

Members of the Audit Committee have been satisfied with the findings of their review of the audit fees, process and effectiveness, independence and objectivity of ZHONGHUI ANDA, and the Audit Committee has recommended to the Board the re-appointment of ZHONGHUI ANDA as the Company's external auditor.

### Auditor's Remuneration

Total remunerations of HK\$420,000 and HK\$246,000 were paid/payable to ZHONGHUI ANDA for its audit of the consolidated financial statements of the Group for the year ended 31 December 2016 and non-audit services for the year ended 31 December 2016 respectively. The non-audit services mainly consists of acting as the reporting accountant in respect of the Proposal.

### 外部審核

本公司現任外部核數師中匯安達對本集團截至二零一六年十二月三十一日止年度之綜合財務報表進行獨立法定審核。審核委員會在有需要時亦可自由聯絡外部核數師。本公司之外部核數師亦就其於審核過程中可能發現有關本集團內部監控制度的任何重大不足向審核委員會報告。

在本公司之審核開始前，外部核數師須根據香港會計師公會之規定，就其獨立性及客觀性向審核委員會發出書面確認。

審核委員會之成員已信納彼等對中匯安達的審核費用、過程以及有效性、獨立性及客觀性之審閱結果，而審核委員會已建議董事會續聘中匯安達為本公司外部核數師。

### 核數師酬金

已付／應付中匯安達審核本集團截至二零一六年十二月三十一日止年度之綜合財務報表及截至二零一六年十二月三十一日止年度之非審核服務之酬金總額分別為420,000港元及246,000港元。非審核服務主要包括就該建議出任申報會計師。



## Corporate Governance Report 企業管治報告

### *Company Secretary*

The Company engaged an external professional company secretarial services provider, Uni-1 Corporate Services Limited (“**Uni-1**”), to provide compliance and full range of company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment and to suit different commercial needs.

Ms. Chan Pui Shan, Bessie (“**Ms. Chan**”), the representative of Uni-1, was appointed as the Company Secretary of the Company on 10 December 2013.

Ms. Cheng Kit Sum, Clara, the Group Financial Controller of the Company, is the primary point of contact at the Company for the Company Secretary.

According to the requirements of Rule 3.29 of the Listing Rules, Ms. Chan has taken not less than 15 hours of relevant professional training during the year ended 31 December 2016.

### *Shareholders’ Rights*

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called a special general meeting.

### *Shareholders to convene a special general meeting*

Shareholders may convene a special general meeting of the Company according to the provisions as set out in the Bye-Laws and the Bermuda Law. Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Directors for the transaction of any business specified in such requisition; and such meeting shall be called within two months after the deposit of such requisition. If within twenty-one days of such deposit the Directors fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of the Bermuda Law by written notice at least twenty-one days before the meeting takes place in like manner as the annual general meeting of the Company.

### *Putting enquiries by Shareholders to the Board*

Shareholders may send written enquiries to the Company at the Company’s principal place of business in Hong Kong.

### *公司秘書*

本公司委聘外部專業公司秘書服務供應商統一企業服務有限公司(「**統一**」)，以向本集團提供一致及全面的公司秘書服務，協助本集團應對多變的監管環境及迎合不同的商業需要。

統一之代表陳佩珊女士(「**陳女士**」)於二零一三年十二月十日獲委任為本公司之公司秘書。

本公司的集團財務總監鄭潔心女士為公司秘書於本公司之主要聯繫人。

根據上市規則第3.29條，陳女士已於截至二零一六年十二月三十一日止財政年度內接受不少於15個小時的相關專業培訓。

### *股東之權利*

本公司股東大會為股東與董事會之間提供溝通機會。本公司每年舉行一次股東週年大會，舉行地點由董事會決定。除股東週年大會外，各股東大會被稱為股東特別大會。

### *股東召開股東特別大會*

根據公司細則及百慕達法例所載條文，股東可召開本公司股東特別大會。於遞交請求書日期持有不少於附帶本公司股東大會投票權之本公司實繳股本十分之一之股東隨時有權透過向董事會或本公司秘書發出書面請求，要求董事召開股東特別大會，以處理該請求書所載之任何事項；及該會議須於遞交請求書後兩個月內召開。倘於遞交該請求書二十一日內，董事未能召開該會議，則請求人士可根據百慕達法例之條文，於會議舉行前至少二十一日發出書面通知自行召開該會議，形式與本公司股東週年大會相若。

### *股東向董事會查詢*

股東可將書面查詢寄發至本公司位於香港的主要營業地點。

### *Procedures for putting forward proposals by shareholders at shareholders' meeting*

The number of members necessary for a requisition for putting forward a proposal at a general meeting shall be:

- (a) any number of members representing not less than one-twentieth of the total voting rights at the date of the requisition; or
- (b) not less than one hundred members.

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the Company's registered office in the case of:

- (i) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (ii) any other requisition, not less than one week before the meeting.

The Company will verify the requisition and upon confirmation that the requisition is in proper and in order, the Board will proceed with the necessary procedures.

### *Voting by Poll*

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholder at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions set out in the notice of the forthcoming annual general meeting of the company will be voted by poll.

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. The annual report together with the relevant circular are distributed to all the Shareholders at least 20 clear business days before the annual general meeting.

### *股東於股東大會提呈建議的程序*

於股東大會上要求提呈建議所需之股東人數須為：

- (a) 代表不少於請求書日期總投票權二十分之一之任何股東人數；或
- (b) 不少於一百名股東。

所有請求人簽署之請求書副本或多份副本，連同合理足以支付本公司發出有關提呈決議案之通告或傳閱任何必要聲明所需費用之款項，應於下列時間內遞交本公司之註冊辦事處：

- (i) 倘屬需發出決議案通告之請求書，須於有關會議舉行前不少於六個星期；及
- (ii) 倘屬任何其他請求書，須於有關會議舉行前不少於一個星期。

本公司將核實有關請求書，一旦確認有關請求屬合適及妥當，董事會將繼續進行必要之程序。

### *按股數表決*

根據上市規則第13.39(4)條，股東於股東大會之任何表決必須以投票方式進行，惟大會主席以真誠決定容許純粹有關程序或行政事宜的決議案以舉手方式表決外。因此，載於本公司應屆股東週年大會通告之所有決議案須以按股數投票方式表決。

本公司股東大會為股東與董事會之間提供溝通機會。年報連同相關通函會於股東週年大會前至少20個完整營業日寄發予全體股東。

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### *Constitutional Documents*

There is no change in the Company's constitutional documents during the year ended 31 December 2016.

### *Investor Relations*

The Company is committed to open and regular communication and reasonable disclosure of information to its Shareholders. Information of the Company is disseminated to the Shareholders in the following manner:

- Delivery of annual and interim reports to all Shareholders;
- Publication of announcements on the annual and interim results on the websites of the Stock Exchange and the Company, and publication of other announcements and Shareholders' circulars in accordance with the continuing disclosure obligations under the Listing Rules; and
- The general meeting of the Company is also an effective communication channel between the Board and Shareholders.

## **INTERNAL CONTROL AND RISK MANAGEMENT**

### *The Board's Responsibilities for the Risk Management and Internal Control Systems*

The Board acknowledges its responsibility for overseeing the risk management and internal control systems of the Group and reviewing their effectiveness at least annually through the Audit Committee. However, the Board recognizes that no cost effective internal control and risk management systems will preclude all errors and irregularities, as such systems are designed to manage, rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

### *憲章文件*

於截至二零一六年十二月三十一日止年度，本公司之憲章文件並無變動。

### *投資者關係*

本公司致力維持開放及定期溝通，並且向其股東合理地作出資料披露。有關本公司之資料通過以下方式向股東發佈：

- 向全體股東送呈年度及中期報告；
- 根據上市規則之持續披露責任，於聯交所及本公司之網站刊登年度及中期業績公佈以及刊發其他公佈及股東通函；及
- 本公司之股東大會亦為董事會與股東之間的有效溝通渠道。

## **內部監控及風險管理**

### *董事會須就風險管理及內部監控系統負上的責任*

董事會確認其有責任監察本集團風險管理及內部監控系統，並透過審核委員會至少每年檢討其成效。然而，董事會承認，概無符合成本效益之內部監控及風險管理系統可排除所有錯誤及違規情況，原因為該等系統旨在管理而非消除未能達成業務目標的風險，而且僅能就不會有重大的失實陳述或損失作出合理及非絕對的保證。

### Main Features of the Risk Management and Internal Control Systems

The Group has established a governance structure with defined levels of responsibility and reporting procedure, which enables risk identification and escalation whilst providing assurance to the Board. The governance structure and main responsibilities of each levels of the structure are summarised below:-

- |                 |   |
|-----------------|---|
| Board           | <ul style="list-style-type: none"> <li>- provides leadership and control the Company</li> <li>- set up the overall strategy as well as reviews the operation and financial performance of the Group</li> <li>- evaluates and determines risk appetite which is, the nature and extent of risks the Group willing to take in achieving the Group's strategic objectives</li> <li>- ensures sound and effective risk management and internal control systems are maintained</li> </ul>  |
| Audit Committee | <ul style="list-style-type: none"> <li>- oversees and reviews the adequacy and effectiveness of relevant financial, operational and compliance controls and risk management procedures that have been in place</li> <li>- reviews the emerging risks of the Group annually, and the risk management and internal controls in place to address those risks</li> <li>- reviews the effectiveness of the Group risk management and internal control systems at least annually, and such review should cover all material controls, including financial, operational and compliance controls</li> </ul> |

### 風險管理及內部監控系統的主要特點

本集團建立管治架構，界定職責程度及匯報程序，有助風險識別及匯報，並向董事會作出保證。該架構各層面的管治架構及主要職責概括如下：

- |       |   |
|-------|---|
| 董事會   | <ul style="list-style-type: none"> <li>- 領導及控制本公司</li> <li>- 訂立整體策略以及檢討本集團之營運及財務表現</li> <li>- 評估及釐定風險承受能力，即就達成本集團策略目標應承擔的風險性質及程度</li> <li>- 確保維持穩健及有效之風險管理及內部監控系統</li> </ul>                          |
| 審核委員會 | <ul style="list-style-type: none"> <li>- 監察及檢討現行的相關財務、經營及合規監控以及風險管理程序是否足夠及有效</li> <li>- 每年檢討本集團新浮現的風險以及風險管理及內部監控，以應對該等風險</li> <li>- 最少每年一次檢討本集團風險管理及內部監控系統之有效性，而有關檢討應涵蓋所有重大監控，包括財務、經營及合規監控</li> </ul> |

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	<ul style="list-style-type: none"><li>– ensures the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group’s accounting and financial reporting functions</li><li>– considers major findings on risk management and internal control matters, and reports and makes recommendations to the Board</li></ul>		<ul style="list-style-type: none"><li>– 確保資源、員工資歷及經驗、培訓計劃以及本集團會計及財務匯報職能之預算是否足夠</li><li>– 考慮風險管理及內部監控事宜之主要結果，並向董事會匯報及提出建議</li></ul>
Management	<ul style="list-style-type: none"><li>– designs, implements and ongoing assess the Group’s risk management and internal control systems</li><li>– give prompt responses to, and follow up the findings on risk management and internal control matters raised by the external risk management and internal control review adviser(s)</li><li>– provides confirmation to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems</li></ul>	管理層	<ul style="list-style-type: none"><li>– 設計、實施及持續監察本集團之風險管理及內部監控系統</li><li>– 迅速回應及跟進外部風險管理及內部監控檢討顧問提出有關風險管理及內部監控事宜之結果</li><li>– 向董事會及審核委員會提供有關風險管理及內部監控系統的有效性之確認</li></ul>

- |                 |   |      |   |
|-----------------|---|------|---|
| Operating Units | <ul style="list-style-type: none"><li>– prepare their respective operating plans pursuant to corporate objectives for consideration</li><li>– identifies, evaluates and manages material risks that may impact the achievement of their business objectives</li><li>– monitors risks and takes actions to mitigate the identified risks are developed for implementation as well as for finalising the budget and business objectives</li></ul> | 經營單位 | <ul style="list-style-type: none"><li>– 根據企業目標編製各自之經營計劃以供考慮</li><li>– 識別、評估及管理可能影響彼等達成業務目標之重大風險</li><li>– 監察風險，並採取行動以緩和已識別風險以及落實預算及業務目標</li></ul> |
|-----------------|---|------|---|

In addition, the Company engaged risk management and internal control review advisors to conduct annual review of the effectiveness of the risk management and internal control systems for the year ended 31 December 2016. Deficiencies in the design and implementation of risk management and internal control systems are identified and recommendations are reported to the Audit Committee and the Board to ensure prompt remediation actions are taken.

#### *Process used to Identify, Evaluate and Manage Significant Risks*

The Group continues to drive improvements to the Group's risk management process and the quality of risk information generated, while at the same time maintaining a simple and practical approach. Instead of setting up a separate risk management department, the Group seeks to have risk management features embedded within its operations as well as functional areas.

此外，本公司委聘風險管理及內部監控檢討顧問，為截至二零一六年十二月三十一日止年度風險管理及內部監控系統之有效性進行年度檢討。識別風險管理及內部監控系統於設計及實施上的不足之處後已向審核委員會及董事會提出建議，以確保及時採取補救行動。

#### *用以識別、評估及管理重大風險的程序*

本集團繼續改善本集團之風險管理程序及處理所產生之風險資料質素，與此同時維持簡單及實際之方法。與其設立個別之風險管理部門，本集團致力將風險管理特點融入其營運及職能範圍當中。

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Methods used to identify risks include (i) enquire department heads about their observations of risks and knowledge of risk management procedures, (ii) review the company records, including, but not limited to, minutes and written resolutions, management plans and reports, policies, agreements, etc. to spot risk exposures of the Group, (iii) engage external professional parties to identify any risk exposures, and (iv) discuss with the Group's personnel to better understand the extent of the risks. Analysis, evaluation, management and monitoring of risks shall then be conducted.

In achieving sound and effective risk management and internal control systems, employees are obliged to respect all applicable legislation, rules and regulations, and to follow certain policies and procedures, for example, Internal Control Policies and Procedures Manual and the Group's Code of Conduct and Business Ethics.

### *Whistleblowing Policy*

The Audit Committee establishes a whistleblowing policy, whereby employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns about possible improprieties in any matter relating to the Company without fear of reprisal or victimization, in a responsible and effective manner. Written complaints can be lodged directly to the chairman of the Audit Committee and/or make a copy to the Group Financial Controller of the Company. The chairman of the Audit Committee will then convene a meeting to decide whether and/or how to carry out any necessary investigation and, depending upon the circumstances, consider to nominate investigating officer or set up a special committee to investigate the matter independently.

用以識別風險的方法包括(i)向部門主管查詢彼等有關風險的觀察及對風險管理程序的知識、(ii)審閱公司記錄，包括但不限於會議記錄及書面決議案、管理計劃及報告、政策及協議等，以識別風險敞口、(iii)委聘外部專業人員以識別任何風險敞口，及(iv)與本集團員工進行討論，以更清楚瞭解風險程度。風險分析、評估、管理及監察將於其後進行。

為達致健全及有效的風險管理及內部監控系統，僱員有責任遵守所有適用法律、規則及規例，並遵循若干政策及程序，例如內部監控政策及程序手冊以及本集團之操守及商業道德守則。

### *舉報政策*

審核委員會建立舉報政策，據此，僱員及該等與本公司交易的人士(例如客戶及供應商)可負責任及有效地就有關本公司的任何事宜中可能出現的不正當行為表達關注，而毋須恐懼或遭報復或受害。書面投訴可直接傳遞至審核委員會主席及/或向本公司之集團財務總監寄送副本。審核委員會主席其後將召開會議，以決定是否及/或如何進行任何所需調查，並視乎情況考慮提名調查主任或設立特別委員會、以獨立調查有關事宜。

*Process used to Review the Effectiveness of the Risk Management and Internal Control Systems and to Resolve Material Internal Control Defects*

Risk management report and internal control review report are submitted to the Audit Committee and the Board annually. The Board, through the Audit Committee, had performed annual review on the effectiveness of the Group's risk management and internal control systems, including, but not limited to, (i) the changes in the nature and extent of significant risks and the Company's ability to respond to changes in its business and the external environment, (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems, (iii) the extent and frequency of communication of monitoring results to the Audit Committee and the Board which enables them to assess control of the Company and the effectiveness of risk management, (iv) significant control failings or weaknesses that have been identified, and (v) the effectiveness of the Company's processes for financial reporting and Listing Rules compliance.

For the year ended 31 December 2016, the Board considered the risk management and internal control systems are effective and adequate. No significant areas of concern that might affect the financial, operational, compliance controls, and risk management functions of the Group were identified. The scope of this review covers the adequacy of resources, qualification and experience of staff of the Group's accounting and financial reporting functions and their attitude against internal control of the Group.

*用以檢討風險管理及內部監控系統有效性的程序及解決嚴重的內部監控缺失的程序*

風險管理報告及內部監控檢討報告每年向審核委員會及董事會呈交一次。董事會透過審核委員會已就本集團的風險管理及內部監控系統之有效性進行年度檢討，包括但不限於(i)重大風險的性質及程度變動，以及本集團應對業務及外部環境變動之能力、(ii)管理層持續監察風險及內部監控系統之範圍及質素、(iii)向審核委員會及董事會就監察結果進行的溝通之程度及次數，令其可評估對本公司之控制及風險管理之有效性、(iv)識別重大監控失誤或弱項，及(v)本公司財務匯報程序的有效性及遵守上市規則。

截至二零一六年十二月三十一日止年度，董事會認為，風險管理及內部監控系統有效及足夠。並無發現可能對本集團的財務、經營、合規監控及風險管理職能有影響之重大關注事宜。此檢討的範圍涵蓋資源是否足夠、本集團會計及財務匯報職能的員工之資歷及經驗以及彼等對待本集團內部監控之態度。



### *Procedure and Internal Controls for the Handling and Dissemination of Inside Information*

The Group has no written policy but certain measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include the following:

- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- All employees are required to strictly adhere to the employment terms regarding the management of confidential information.

In addition, all employees are required to strictly adhere to the rules and regulations regarding the management of inside information, including that all employees who, because of his/her office or employment, is likely to be in possession of inside information in relation to the Company, are required to comply with the Model Code.

The Group complies with requirements of SFO and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements or circulars are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

### *Internal Audit Function*

The Group has conducted an annual review on whether there is a need for an internal audit department. Given the Group's relatively simple corporate and operation structure, as opposed to diverting resources to establish a separate internal audit department, the Board, supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness.

### *處理及發布內幕消息之程序及內部監控*

本集團並無就此制定書面政策，惟已不時採取若干措施，確保已有恰當程序預防本公司違反有關的披露規定，包括以下各項：

- 僅少數僱員可按需要查閱相關資料。掌握內幕消息的僱員充分熟知彼等的保密責任。
- 全體僱員須嚴格遵守有關管理機密資料的委聘條款。

此外，全體僱員須嚴格遵守有關管理內幕消息的規則及規例，包括全體因彼受聘而相當可能管有關於本公司的內幕消息之僱員，彼等均須遵守標準守則。

本公司遵守證券及期貨條例以及上市規則之規定。本集團在合理切實可行的情況下，會盡快向公眾披露內幕消息，除非有關消息屬證券及期貨條例所規定屬於任何安全港範圍內。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，會即時向公眾披露該消息。本集團致力確保公告或通函中所載的資料就重大事實而言並不屬虛假或具誤導性，或並不因遺漏重大事實而屬虛假或具誤導性，以清晰及平均呈列資料，此需要作出正面及負面事實相等程度的披露。

### *內部審核職能*

本集團已就是否需要設立內部審計部門進行年度審閱。鑒於本集團的公司及業務架構相對簡單，並不適合分散資源成立一個獨立的內部審計部門，董事會在審核委員會的協助下直接負責本集團的風險管理及內部監控系統並審閱其有效性。

*Directors' Responsibilities for the Consolidated Financial Statements*

The Directors acknowledge their responsibilities to prepare the Company's account for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the consolidated financial statements for the year ended 31 December 2016, the Board has selected suitable accounting policies and applied them consistently; made judgments and estimates that are prudent, fair and reasonable and prepared the accounts on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Director adopted the going concern basis in the preparation of consolidated financial statements on the assumption that the Proposal will be successfully completed, and that, following the completion of the Proposal, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future.

*董事編製綜合財務報表之責任*

董事知悉彼等於各財政期間編製本公司賬目之責任，有關賬目真實公平反映本集團事務狀況以及該期間之業績與現金流量。於編製截至二零一六年十二月三十一日止年度之綜合財務報表時，董事會已選用並貫徹應用合適的會計政策，作出審慎、公平及合理之判斷與估計，以及按持續經營基準編製財務報表。董事負責採取所有合理及必要步驟，保障本集團資產以及防止及辨識任何欺詐及其他違規行為。

董事採納持續經營基準編製綜合財務報表，並基於該建議將會成功完成，以及於該建議完成後本集團將於可預見將來債務到期時可持續完全償還債務之假設。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### INTRODUCTION

The Group is committed to building an environmentally-friendly corporation in the times of increasing pollution, climate change and social injustice. We consider social and environmental responsibilities as one of the core values in our business operations, we strive for greater sustainability and transparency, as well as to deliver products that foster a sustainable environment for future generation.

This report summarizes several subjects of the Group's business practices for the ESG and its relevant implemented policies and strategies in relation to the Group's operational practices and environmental protection.

The reporting period of this report is from 1 January 2016 to 31 December 2016.

### REPORTING FRAMEWORK

The ESG Report was prepared based on "Environmental, Social and Governance Reporting Guide" under Appendix 27 to the Listing Rules.

### REPORTING SCOPE

The report content is focused largely on the Group's operations, including the headquarter office in Hong Kong and all of its operation offices, unless stated otherwise. The Hong Kong operations represent the majority of the Group's social, environmental and economic impacts.

### MATERIALITY ASSESSMENT

We have maintained close communication with our stakeholders since our listing. Through multiple discussions and direct communications, we understand the issues that matter most to our stakeholders.

The recognition of sustainable development and environmental reform are the most fundamental elements to the operation of the Group; as well as the relationship and happiness of all our stakeholders play an undeniably important role in our Group's operation.

The Group is dedicated to fair and equal treatment in all areas of human resources, including recruitment and promotion, compensation and dismissal, working hours, benefits and welfare.

### 緒言

面對污染日趨嚴重、氣候轉變及社會不公平的現象，本集團承諾建立一個環保企業。我們視社會環境責任為我們業務營運的其中一項核心價值，並致力達致更長久的持續發展及更高的透明度，同時提供能為下一代維持美好環境的產品。

本報告概述本集團就環境、社會及管治方面所採取商業慣例的多項議題，及本集團就營運手法及環境保護實施的相關政策及策略。

本報告的報告期間為二零一六年一月一日至二零一六年十二月三十一日。

### 報告框架

環境、社會及管治報告乃根據上市規則附錄 27 項下「環境、社會及管治報告指引」編製。

### 報告範圍

報告內容主要集中於本集團的營運，除非另行註明，否則包括於香港的總部及其所有營運辦事處。本集團香港業務對社會、環境及經濟造成的影響佔最大比重。

### 嚴重性評估

自上市以來，我們一直與持份者保持緊密溝通。透過多次討論及直接聯繫，我們瞭解到對持份者至關重要的事項。

我們深知持續發展及環境改革乃本集團營運的最基本要素，而我們與所有持份者的關係及持份者是否稱心滿意亦無疑對本集團業務發展攸關重要。

本集團盡力在招聘與晉升、薪酬及解僱、工時、利益與福利等人力資源的所有層面秉持公平公正原則。

## ENVIRONMENTAL SUSTAINABILITY

The Group is committed to fulfill sustainable development and promote preservation of resources with its environmental responsibility. We strictly comply with all appropriate laws and regulations of Environmental Protection Department, and always uphold the principle of equal emphasis on operation and environmental protection.

### *Environmental Protection*

We understand that all stages generate wastes for the environment and, if not treated responsibly, much pollution would be generated for our future generation. Thus, the Group is fully devoted to the implementation of all kind of measures and policies to better control the adverse impact of the business on the ecological environment.

The Group is committed to protecting and sustaining the environment through reduced consumption of electrical power and paper use at the office.

### *Emission*

The Group's major greenhouse gas emissions come from the use of electricity, including lighting system, air-conditioning and office equipments. In order to reduce our collective carbon footprint and toxic emission in the atmosphere, we have installed energy-efficient lighting system in our headquarter office; our lights are shut off during non-working hours by automatic controls, it reduces both electrical consumption and as well as maintenance expenses. Our employees are highly encouraged to switch off their computers and other office equipments when not utilized which fosters a culture of energy awareness.

## 環境可持續性

本集團肩負環境責任，致力達致可持續發展，並提倡資源保育。我們嚴格遵守環境保護署的所有適用法例及規例，且於營運及環保方面一直堅守公平原則行事。

### *環境保護*

我們瞭解到，業務營運的每一個階段均會為環境帶來廢料，假如不加以處理，污染將會加劇，危害下一代的健康。因此，本集團全力投入，實施各種措施及政策，務求更妥善地控制業務對生態環境造成的不良影響。

透過於辦公室內減少耗用電力及紙張，本集團銳意保護環境及維持環境可持續性。

### *排放*

本集團主要溫室氣體排放來自用電，包括照明系統、空氣調節及辦公室設備。為減低我們整體的碳足跡，並降低對大氣排放有毒物質，我們已於總部安裝能源效益照明系統，而自動控制系統會於非工作時間將燈光關上，既節省電力，亦減少維護開支。我們大力鼓勵僱員下班時關掉電腦及其他辦公室設備，以營造注重節能的文化。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Use of Resources

The Group has actively practicing green management in the office; our objectives are to use resources efficiently and to cultivate an environmental awareness among office workers, who consume large amounts of paper daily.

The Group encourages its employees to print only when necessary to reduce paper wastage and to help cut energy required to run printer, as well as promote double-sided printing. We also recycle all used toner cartridges by returning them to respective suppliers for reuse. Used paper constitutes the majority of waste in our headquarter office, which comprised of office paper and poster. A corner in the general office is designated for disposing waste paper. It is generally collected by recyclers, who will process and directly recycle at paper mills.

#### Waste Management

With the aim of minimizing the impact of its business operation on the environment, the Group implements measures for environmental protection, including using energy efficient appliances and equipment to achieve additional energy savings and reduce gas emissions, operating lighting control systems for regional power supply based on actual need and recycling used papers regularly.

The waste produced by the Group's operation is mainly generated in the daily life and by the operation of the office, including paper, plastic, glass, and kitchen waste. The Group assigned an administrative staff to manage and transport the wastes and recyclables for both Garbage and Recycled Waste pick-ups.

The staff duties include but not limited to the following:

- Organizing, maintaining and cleaning the garbage and recycled waste holding areas.
- Sorting recycled waste into appropriate receptacles, educating employees on sorting methods if needed.
- Placing appropriate signage on walls and bins, stating what type of waste or recyclable should be placed in the bin.
- Ensure that no garbage is to be placed on building colonnade areas.

#### 資源運用

本集團積極於辦公室推行綠化管理，旨在有效運用資源，並於日常需要耗用大量紙張的辦公室員工之間培養出注重環保的意識。

本集團鼓勵其僱員在有需要時方列印文件及採用雙面打印，以減少廢紙，並降低打印機的用電量。我們亦會將所有已用盡的碳粉匣送回相關供應商以供重用。我們總部產生的廢物中，大部分為廢紙，包括辦公室用紙及海報，因此於總部闢出一個角落以處置廢紙，而廢紙一般會由回收商收集，然後送往造紙廠加工及直接循環再用。

#### 廢料管理

為了盡量減少業務營運對環境的影響，本集團實行多項環保措施，包括採用具能源效益的電器及設備，以進一步節能減排，同時利用照明控制系統，因應實際需要向各區域供電，以及定期將紙張循環再用。

本集團主要在日常業務過程中因辦公室運作而產生廢料，包括紙張、塑膠、玻璃及廚餘。本集團會指派一名行政人員負責管理並移送廢料及可循環再用的物料至垃圾及循環廢料收集站。

該名行政人員的職務包括但不限於下列各項：

- 籌組、維護及清潔處置垃圾及循環廢料的地方。
- 將循環廢料分門別類，放置於適當收集箱內，並在需要時教導僱員分類的方法。
- 在牆上及箱子上張貼適當標語，說明那一類廢料或循環物料可放置於該箱子內。
- 確保不會於柱廊位置放置垃圾。

## SOCIAL RESPONSIBILITY

As the Group that does not own production facilities, the Group relies on external partners to manufacture technical products. We believe building strong, lasting relationships with our employees and suppliers is a first step towards this goal. Moreover, an honest and authentic dialogue with our consumers is indispensable to be a responsible organization and partner to our stakeholders.

### *Labour Standards*

Most of staff employed by the Group is located in Hong Kong. The Group established and implemented a "Staff Handbook" which contains the policies relating to relevant labour laws, regulations and industry practices, covering areas such as compensation, dismissal, promotion, working hours, recruitment, rest periods, diversity and other benefits and welfare.

The Company works to ensure an equal and fair working environment. The Group has strictly complied with the labour legislation and does not tolerate any form of sexual harassment, harassment and abuse in the workplace, which is a violation of Employment Ordinance law in Hong Kong.

The prohibition of child labour and anticorruption practices are also set in accordance with all relevant laws and regulations that applied in Hong Kong. The Group has strictly complied with the all laws and regulations throughout the year ended 31 December 2016.

### *Employment and Remuneration Policies*

In order to maintain the best people in our group, we invest in our employees. Employees of the Group are remunerated at a competitive level and are rewarded according to their performance and experience. Our senior management is entitled to receive housing allowance. The promotion and remuneration of the Group's employees are subject to review regularly. Remuneration packages for our employees include basic salary, medical scheme, life insurance, mandatory provident fund and discretionary bonus.

The Group also discourages and disallows any behavior that violates the regulations under the Staff Handbook. Offenders will receive warning, and the Group has the right to terminate employee contract with offenders for serious violations.

During the reporting period, the Group did not find significant violations of laws and regulations relating to human resources.

## 社會責任

本集團並無自設生產廠房，惟依賴外部夥伴製造技術產品。我們相信，與僱員及供應商建立緊密長久的關係，乃達成業務目標的首要一步。此外，與消費者誠實真摯地溝通，乃作為負責任企業及持份者的夥伴而言不可或缺的元素。

### *勞工標準*

本集團僱用的大部份員工均位於香港。本集團制定並落實執行「員工手冊」，當中載列關於勞工法例、規例及行業慣例的政策，涵蓋薪酬、解僱、晉升、工時、招聘、休假、多元化以及其他利益及福利等各個範圍。

本公司致力確保工作環境公平公正。本集團亦嚴格遵守勞工法例，絕不容許出現違反香港僱傭條例的任何形式性騷擾、侵害及辦公室欺凌事件。

適用於香港的所有相關法例及規例亦載有禁止童工及反貪污的規定，而本集團於截至二零一六年十二月三十一日止年度一直嚴格遵守所有法律及法規。

### *僱傭及薪酬政策*

為了於集團內留聘精英人才，我們於僱員方面投放資源。本集團僱員的薪酬維持於具競爭力的水平，更會因應表現經驗獲發獎金。高級管理層有權享有房屋津貼。本集團會定期審視僱員的晉升情況及薪酬。僱員的薪酬待遇包括基本薪金、醫療計劃、人壽保險、強制性公積金及酌情花紅。

本集團亦阻絕並禁止任何違反員工手冊規定的行為。任何人觸犯規例將收到警告信，假如情況嚴重，本集團有權終止與其訂立的僱員合約。

於報告期間，本集團並無發現嚴重違反人力資源相關法例及規例的事件。

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### *Health and Safety*

The Group prides itself on providing a safe, effective and congenial work environment as we believe that employees are the valuable assets of an enterprise and regards human resources as its corporate wealth. The Group has developed healthcare system that offers a comprehensive health care coverage for our employees to be healthier, happier and more productive. With our adequate arrangements, training and guidelines, we ensure the working environment is healthy and safe.

In addition, we have continued to organize work-life balancing activities for employees, implemented green projects at our own premises and carried out other activities to promote healthy living practices. Health and safety communications are provided to employees to present the relevant information and raise awareness of occupational health and safety issues.

During the reporting period, the Group did not find any case of violations of laws and regulations in relation to the health and safety of the workplace.

#### *Development and Training*

The Group regards its staff as the most important asset and resources of the Group as they help to sustain its core values and culture. The Group is committed to providing comprehensive on-the-job training programs, which collectively serve as a platform for its staff to encourage our staff to develop potential and self-improvement.

The Group has offered training activities and encouraged its staff to attend external training courses to develop personal skills. For continuous professional training, the Group has outsourced training courses to its staff. The training offered by the Group includes operation management and leadership skills, and occupational health and safety.

#### *健康與安全*

由於我們深信僱員為企業的寶貴資產，且視人力資源為企業財富，故能提供一個安全、有效且舒適的工作環境，本集團對此深感自豪。本集團已制定保健系統，提供全面的保健服務，令僱員更加健康快樂，從而提高生產力。憑著充足的安排、培訓及指引，我們能確保工作環境健康安全。

此外，我們不斷為僱員舉辦活動以平衡工作與生活，並於自置的辦公室內推行綠化項目，同時進行其他活動，以推廣實踐健康生活。僱員會獲提供關於健康與安全的通信，當中呈列有關資料，以提高職業健康與安全的意識。

於報告期間，本集團並無發現違反與工作環境健康與安全相關的法例及規例的事件。

#### *發展與培訓*

由於員工有助維持其核心價值及文化，本集團視員工為其寶貴資產及資源。本集團致力提供全面的在職培訓計劃，此等計劃共同作為一個平台，藉此鼓勵員工發展潛能，自我增值。

本集團亦提供各式培訓活動，鼓勵員工出席外部培訓課程，以發展個人技能。至於持續專業培訓方面，本集團亦為員工外包培訓課程。本集團提供的培訓涵蓋營運管理及領導技能以及職業健康與安全。

### *Employment*

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. The staff handbook outlines the terms and conditions of employment, expectation for employees' conducts and behaviors, employees' rights and benefits. We establish and implement policies that promote a harmony and respectful workplace. With the aim of ensuring fair and equal protection for all employees, the Group has zero tolerance on sexual harassment or abuse in the workplace in any form, which is a violation of Hong Kong law.

The Group strictly prohibits the employment of children or forced labour and sets out the policies in our labour code to eradicate child labour, juvenile workers and forced labour. The Human Resources Department will also conduct a comprehensive recruitment review process to ensure that the data provided by the candidates are accurate and will regularly review the existence of employment of children and forced labour.

During the reporting period, the Group did not find any cases of violation of laws and regulations relating to the prevention of children or forced labour.

## **OPERATING POLICIES**

The Group established supplier management system to ensure operations is fully complied with Hong Kong laws and regulations in relation to social and environment aspects in the most sustainable manner.

### *Fair and Open Competition*

The Group promotes fair and open competition that aims to develop long-term relationships based on mutual trust. We ensure that all parties involved in the procurement process participate fairly, honestly and in good faith. We recognize that adherence to the principles of competition is essential to the maintenance of the integrity of the procurement process.

### *Public Interest and Accountability*

The procurement from suppliers or services providers is conducted in a manner consistent with the highest ethical standards. This helps ensure high products quality at all times to gain the confidences of customers, suppliers and the public.

### *僱用*

本集團為平等機會僱主，絕不歧視任何個人特徵。員工手冊內載列僱用的條款及條件，對僱員操守與行為的預期、僱員的權利及福利。我們制定並實行多項政策，以營造和諧互重的工作環境。為確保集團全體僱員獲得公平公正的保障，本集團絕不容許出現違反香港法例的任何形式性騷擾或辦公室欺凌事件。

本集團嚴禁童工或強迫勞工，並於勞工守則內列明政策，杜絕童工、青少年員工及強迫勞工。人力資源部門亦會進行全面的招聘程序，以確保職位申請者提供的資料正確無誤，同時定期審查童工與強迫勞工是否存在。

於報告期間，本集團並無發現違反與防止童工與強迫勞工相關的法例及規例的事件。

## **營運政策**

本集團設立供應商管理制度，以確保業務營運持續地全面遵守香港關於社會及環境層面的法例及規例。

### *公平公開的競爭*

本集團提倡公平公開的競爭，旨在發展出長遠且互信互賴的關係。我們確保所有參與採購過程中的各方均獲得公平，誠實及真摯的對待。我們明白到，堅守競爭原則乃於進行採購中維持誠信的要素。

### *公眾利益及問責性*

向供應商或服務供應商進行的採購乃貫徹一致地依據最高道德標準進行，有助確保產品時刻保持高品質，以贏得客戶、供應商及公眾的信心。



## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### Anti-corruption

The Group is committed to achieving and maintaining the highest standards of openness, probity and accountability. Employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. It is every employee's responsibility and it is all interest of the Group to ensure that any inappropriate behavior or organizational malpractice that compromises the interest of the shareholders, investors, customers and the wider public does not occur.

The Group operates a Whistleblowing Policy to assist whistleblowers to report serious concerns about any malpractice which he/she has aware or genuinely suspects that the company has been or may become involved in through a confidential reporting channel. Whistleblowers can make a formal complaint direct to the chairman of the Audit Committee and/or make a copy to the Group Financial Controller of the Company. The chairman will determine the appropriate subsequent investigation after committee meeting. All reported cases are handled confidentially and independently. Employees will not suffer any form of intimidation, reprisal, retaliation or adverse reaction organizationally as a consequence of reporting a concern.

During the reporting period, the Group did not find any cases that violated the relevant laws and regulations.

#### COMMUNITY INVOLVEMENT

As a corporate citizen, the Group is committed to participate in the community events to the improvement of community well-being and social services. The Group believes that by encouraging staff to participate in a wide range of charitable events, concerns for the community will be raised and boosted, which would inspire more people to take part in serving the community.

#### SUSTAINABILITY

The Group understands the importance of achieving economic, environmental and social sustainability for the long term success of our business. Our sustainability guidelines lay out our principle and action for managing and performing ethically and sustainably, throughout our operational flow. The Group will continue to deliver safe and quality technical products served by our enthusiastic team members, without endangering the environment. We will also continue to provide hearty service to our customers and contribute back to the community.

#### 反貪污

本集團致力達致及維持高度坦誠、正直及負責原則，並期望所有職級的僱員均以摯誠、公正及真誠態度行事。每一名僱員均有責任確保不會發生任何不當行為或有組織的舞弊情況，以致削弱股東、投資者、客戶及大眾的利益，而此責任亦符合本集團的利益。

本集團制定舉報政策，協助告密者透過保密渠道，舉報其所知悉有關不當行為或其出於真誠懷疑已經或可能令公司牽涉其中的嚴重關切事件。告密者可向審核委員會主席發出正式投訴及／或將投訴抄送本公司之集團財務總監。主席將於舉行委員會會議後，決定作出適當的後續調查工作。所有舉報事件均會以保密及個別方式處理。僱員不會因作出舉報而遭受任何形式的恐嚇、報復、反擊或有組織的不利反應。

於報告期間，本集團並無發現任何違反相關法例及規例的事件。

#### 社會參與

作為企業公民，本集團努力參與社區活動，務求改善社區生活及社會服務。本集團相信，透過鼓勵員工參加各式各樣慈善活動，將提高員工關注社會的意識，激發更多僱員願意服務社區。

#### 可持續性

本集團深知達致經濟、環境及社會可持續發展，對業務長久成功至為重要。我們的可持續發展指引制定原則及行動方案，在整個營運流程中，持續秉持道德操守，以管理及進行業務。本集團旗下團體成員充滿熱誠，將繼續提供安全且高品質的產品，且不會對環境造成威脅。我們亦將不斷向客戶帶來稱心滿意的服務，並努力回饋社區。

# Independent Auditor's Report

## 獨立核數師報告



### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HAN TANG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the British Virgin Islands and continued in Bermuda with limited liability)

#### DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Han Tang International Holdings Limited and its subsidiaries (collectively referred to as the "Group") set out on pages 60 to 127, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, 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.

#### BASIS FOR DISCLAIMER OF OPINION

(a) *Property, plant and equipment-Construction-in-progress*

We were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the recoverability and the control rights of the construction-in-progress included in the property, plant and equipment of HK\$246,880,000 as at 31 December 2016. There are no other satisfactory audit procedures that we could adopt to determine whether any allowance for non-recovery of the amount should be made in the consolidated financial statements.

Any adjustment to above figure might have a significant consequential effect on the consolidated financial performance for the year ended 31 December 2016 and the consolidated financial position as at 31 December 2016.

### 致漢唐國際控股有限公司 股東之獨立核數師報告

(於英屬處女群島註冊成立及於百慕達存續之有限公司)

#### 不發表意見

吾等獲委聘審核漢唐國際控股有限公司及其附屬公司(統稱「貴集團」)刊於第60至127頁之綜合財務報表，其包括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、綜合股益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

吾等並不就 貴集團之綜合財務報表發表意見。基於吾等之報告中「不發表意見之基準」一節所述事宜之重要性，吾等未能取得充分及恰當之審核憑證，以就該等綜合財務報表發表審核意見。於所有其他方面，吾等認為綜合財務報表已遵照香港公司條例之披露規定妥為編製。

#### 不發表意見之基準

(a) *物業、廠房及設備—在建工程*

吾等未能獲得充分及恰當之審核憑證，以令吾等本身信納計入物業、廠房及設備的在建工程之可收回程度及控制權(於二零一六年十二月三十一日為246,880,000港元)。吾等未能採用其他令人滿意之審核程序，以確定是否需要於綜合財務報表對無法收回之金額作出任何撥備。

上述數字之任何調整可能對截至二零一六年十二月三十一日止年度之綜合財務報表及二零一六年十二月三十一日之綜合財務狀況表構成顯著的相應影響。

## Independent Auditor's Report 獨立核數師報告

### (b) *Going Concern*

We draw attention to note 3 to the consolidated financial statements which mentions that the Group incurred a loss of approximately HK\$76,567,000 for the year ended 31 December 2016 and as at 31 December 2016 the Group has net current liabilities of approximately HK\$16,223,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis on the assumption that the proposed restructuring of the Company will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future. The consolidated financial statements do not include any adjustments that would result from a failure to complete the restructuring. We consider that the disclosures are adequate. However, in view of the extent of the uncertainty relating to the completion of the restructuring, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

### **RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

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

In preparing the consolidated financial statements, the directors 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.

### (b) *持續經營*

吾等留意到綜合財務報表附註3，提及貴集團於截至二零一六年十二月三十一日止年度產生約76,567,000港元之虧損，而貴集團於二零一六年十二月三十一日的淨流動負債約為16,223,000港元。該等狀況顯示存在重大不確定因素，可能對貴集團繼續持續經營的能力構成重大疑問。綜合財務報表乃按持續經營基準編製，並基於貴公司所建議的重組將會成功完成，以及於重組後貴集團將於可預見將來債務到期時可完全償還債務之假設。綜合財務報表不包括因一旦未能完成重組所導致的任何調整。吾等認為已作出足夠披露。然而，鑒於有關重組完成之不確定性，吾等無法就有關持續經營基準之重大不確定性發表意見。

### **董事就綜合財務報表須承擔的責任**

董事須負責根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表，並於當中載列真實及公平的意見，而董事必須確保採用彼等認為屬必要之內部控制，以令綜合財務報表之編製不存在因欺詐或錯誤而導致的重大錯誤陳述。

於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。

## 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 issued by the HKICPA and to issue an auditor's report. However, because of the matters 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.

**ZHONGHUI ANDA CPA Limited**  
*Certified Public Accountants*

**Fong Tak Ching**  
*Audit Engagement Director*  
Practising Certificate Number P06353

Hong Kong, 20 March 2017

## 核數師就審核綜合財務報表須承 擔的責任

吾等之責任為根據香港會計師公會頒佈之香港核數準則對 貴集團之綜合財務報表進行審核，並發出核數師報告。然而，由於吾等之報告內「不發表意見之基準」一節內提述之事宜，吾等無法取得充足及適當之審核憑據作為就該等綜合財務報表發出審核意見之依據。

根據香港會計師公會的「職業會計師道德守則」(「守則」)，吾等獨立於 貴集團，並已遵循守則履行其他道德責任。

中匯安達會計師事務所有限公司  
執業會計師

方德程  
審核服務董事  
執業證書編號P06353

香港，二零一七年三月二十日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

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

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益	8(a)	-	28,844
Cost of sales	銷售成本		-	(25,927)
Gross profit	毛利		-	2,917
Other revenue and other net income	其他收益及其他淨收入	8(b)	614	724
Administrative expenses	行政開支		(25,706)	(26,288)
Impairment loss on prepayment for acquisition of property, plant and equipment	收購物業、廠房及設備的預付款項之減值虧損		(10,000)	-
Impairment loss on trade and other receivables	應收貿易及其他款項之減值虧損		(33,706)	-
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損		-	(130,932)
Finance costs	融資成本	9	(7,769)	(7,736)
Loss before taxation	除稅前虧損		(76,567)	(161,315)
Income tax	所得稅	12	-	-
Loss for the year	年度虧損	10	(76,567)	(161,315)
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人		(76,287)	(124,871)
Non-controlling interests	非控股權益		(280)	(36,444)
Loss for the year	年度虧損		(76,567)	(161,315)

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

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

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Notes 附註			
<b>Items that may be reclassified subsequently to profit or loss:</b>				
<b>Exchange differences on translation of subsidiaries' financial statements</b>		其後可能重新分類至損益之項目： 附屬公司財務報表之換算匯兌差額	<b>(16,653)</b>	(16,620)
<b>Total other comprehensive loss</b>		其他全面虧損總額	<b>(16,653)</b>	(16,620)
<b>Total comprehensive loss for the year</b>		年度全面虧損總額	<b>(93,220)</b>	(177,935)
<b>Attributable to:</b>		以下人士應佔：		
<b>Owners of the Company</b>		本公司擁有人	<b>(88,247)</b>	(136,935)
<b>Non-controlling interests</b>		非控股權益	<b>(4,973)</b>	(41,000)
<b>Total comprehensive loss for the year</b>		年度全面虧損總額	<b>(93,220)</b>	(177,935)
<b>Loss per share (Hong Kong cents)</b>		每股虧損 (港仙)		
<b>- Basic</b>		- 基本	13(a) <b>(48.2)</b>	(79.0)
<b>- Diluted</b>		- 攤薄	13(b) <b>(48.2)</b>	(79.0)

The accompanying notes form part of these consolidated financial statements 隨附之附註構成該等綜合財務報表之一部分

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2016  
於二零一六年十二月三十一日

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Notes 附註			
<b>ASSETS AND LIABILITIES</b>		<b>資產及負債</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	15	物業、廠房及設備	249,489	270,097
Prepaid land lease payments	16	預付土地租賃款項	–	11,704
Prepayment for acquisition of property, plant and equipment		收購物業、廠房及設備預付款項	–	10,000
Goodwill	18	商譽	378	378
<b>Total non-current assets</b>		<b>非流動資產總額</b>	<b>249,867</b>	292,179
<b>Current assets</b>		<b>流動資產</b>		
Inventories	19	存貨	10,000	–
Trade and other receivables	20	應收貿易及其他款項	6,389	52,017
Cash and cash equivalents	21	現金及現金等值物	5,163	1,317
<b>Total current assets</b>		<b>流動資產總額</b>	<b>21,552</b>	53,334
<b>Current liabilities</b>		<b>流動負債</b>		
Trade and other payables	22	應付貿易及其他款項	18,386	12,107
Borrowings	25	借款	18,650	–
Convertible bonds	23	可換股債券	–	14,728
Finance lease payables	24	應付融資租賃	739	1,607
<b>Total current liabilities</b>		<b>流動負債總額</b>	<b>37,775</b>	28,442
<b>Net current (liabilities)/assets</b>		<b>流動(負債)/資產淨值</b>	<b>(16,223)</b>	24,892
Total assets less current liabilities		資產總值減流動負債	233,644	317,071
<b>Non-current liabilities</b>		<b>非流動負債</b>		
Other payables	22	其他應付款項	1,259	993
Borrowings	25	借款	81,480	77,708
Finance lease payables	24	應付融資租賃	434	1,532
Amount due to a director	26	應付一名董事款項	6,853	–
<b>Total non-current liabilities</b>		<b>非流動負債總額</b>	<b>90,026</b>	80,233
<b>Net assets</b>		<b>資產淨值</b>	<b>143,618</b>	236,838
<b>EQUITY</b>		<b>權益</b>		
Share capital	27	股本	1,581	1,581
Reserves	29	儲備	75,149	163,396
Equity attributable to owners of the Company		本公司擁有人應佔權益	76,730	164,977
Non-controlling interests		非控股權益	66,888	71,861
<b>Total equity</b>		<b>權益總額</b>	<b>143,618</b>	236,838

Approved and authorised for issue by the Board on 20 March 2017.

由董事會於二零一七年三月二十日批准及授權刊發。

**Zhao Wenjia**  
趙文佳  
Director  
董事

**Xu Lei**  
徐雷  
Director  
董事

The accompanying notes form part of these consolidated financial statements

隨附之附註構成該等綜合財務報表之一部分

# Consolidated Statement of Changes in Equity

## 綜合股益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Equity component of convertible bonds 可換股債券權益部分	Capital reserve 資本儲備	Foreign currency translation reserve 外幣換算儲備	Contributed surplus 實繳盈餘	Accumulated losses 累計虧損	Non-controlling interests 非控股權益	Total Equity 總股益	
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	可換股債券 權益部分 HK\$'000 千港元	資本儲備 HK\$'000 千港元	外幣換算 儲備 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	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	總股益 HK\$'000 千港元
			Note 29(a) 附註29(a)	Note 23 附註23	Note 29(b) 附註29(b)	Note 29(c) 附註29(c)	Note 29(d) 附註29(d)				
At 1 January 2015	於二零一五年一月一日	1,581	230,325	2,263	1,553	5,592	109,665	(49,067)	301,912	112,861	414,773
<b>Changes in equity for 2015:</b>	<b>二零一五年股益變動:</b>										
Loss for the year	年度虧損	-	-	-	-	-	-	(124,871)	(124,871)	(36,444)	(161,315)
Other comprehensive loss:	其他全面虧損:										
Exchange differences on translation of: - Subsidiaries' financial statements	換算匯兌差額: - 附屬公司財務報表	-	-	-	-	(12,064)	-	-	(12,064)	(4,556)	(16,620)
Total comprehensive loss	全面虧損總額	-	-	-	-	(12,064)	-	(124,871)	(136,935)	(41,000)	(177,935)
<b>At 31 December 2015</b>	<b>於二零一五年十二月三十一日</b>	<b>1,581</b>	<b>230,325</b>	<b>2,263</b>	<b>1,553</b>	<b>(6,472)</b>	<b>109,665</b>	<b>(173,938)</b>	<b>164,977</b>	<b>71,861</b>	<b>236,838</b>
At 1 January 2016	於二零一六年一月一日	1,581	230,325	2,263	1,553	(6,472)	109,665	(173,938)	164,977	71,861	236,838
<b>Changes in equity for 2016:</b>	<b>二零一六年股益變動:</b>										
Loss for the year	年度虧損	-	-	-	-	-	-	(76,287)	(76,287)	(280)	(76,567)
Other comprehensive loss:	其他全面虧損:										
Exchange differences on translation of: - Subsidiaries' financial statements	換算匯兌差額: - 附屬公司財務報表	-	-	-	-	(11,960)	-	-	(11,960)	(4,693)	(16,653)
Total comprehensive loss	全面虧損總額	-	-	-	-	(11,960)	-	(76,287)	(88,247)	(4,973)	(93,220)
Transfer to accumulated losses	轉撥至累計虧損	-	-	(2,263)	-	-	-	2,263	-	-	-
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>1,581</b>	<b>230,325</b>	<b>-</b>	<b>1,553</b>	<b>(18,432)</b>	<b>109,665</b>	<b>(247,962)</b>	<b>76,730</b>	<b>66,888</b>	<b>143,618</b>

The accompanying notes form part of these consolidated financial statements 隨附之附註構成該等綜合財務報表之一部分



# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營業務</b>		
Loss before taxation	除稅前虧損	<b>(76,567)</b>	(161,315)
<b>Adjustments for:</b>	<b>就以下各項之調整：</b>		
Depreciation	折舊	<b>1,895</b>	2,331
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	<b>117</b>	248
Finance costs	融資成本	<b>7,769</b>	7,736
Waiver of amounts due to former subsidiaries	豁免應付前附屬公司款項	-	(722)
(Gain)/loss on disposals of property, plant and equipment, net	出售物業、廠房及設備之 (收益)/虧損淨額	<b>(11)</b>	73
Gain on disposal of prepaid land lease payments	出售預付土地租賃款項之 收益	<b>(350)</b>	-
Written off of property, plant and equipment	撇銷物業、廠房及設備	<b>9</b>	-
Impairment loss on prepayment for acquisition of property, plant and equipment	收購物業、廠房及設備的 預付款項之減值虧損	<b>10,000</b>	-
Impairment loss on trade and other receivables	應收貿易及其他款項之 減值虧損	<b>33,706</b>	-
Impairment loss on property, plant and equipment	物業、廠房及設備之 減值虧損	-	130,932
Interest income	利息收入	<b>(3)</b>	(1)
Operating loss before working capital changes	營運資金變動前之經營虧損	<b>(23,435)</b>	(20,718)
Decrease/(increase) in trade and other receivables	應收貿易及其他款項 減少/(增加)	<b>10,917</b>	(3,563)
Increase in inventories	存貨增加	<b>(10,000)</b>	-
Increase in trade and other payables	應付貿易及其他款項增加	<b>4,762</b>	5,108
<b>Cash used in operations</b>	<b>經營所用之現金</b>	<b>(17,756)</b>	(19,173)
Interest paid	已付利息	<b>(4,284)</b>	(3,194)
<b>Net cash used in operating activities</b>	<b>經營業務所用之現金淨額</b>	<b>(22,040)</b>	(22,367)

## Consolidated Statement of Cash Flows 綜合現金流量表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資業務之現金流量</b>		
Purchase of plant and equipment	購買廠房及設備	(35)	(82)
Proceeds from disposal of prepaid land lease payments	出售預付土地租賃款項之所得款項	11,662	-
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	444	5
Interest received	已收利息	3	1
<b>Net cash generated from/(used in) in investing activities</b>	<b>投資業務所得/(所用)之現金淨額</b>	<b>12,074</b>	<b>(76)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資業務之現金流量</b>		
Repayment of loan from a non-controlling shareholder of a subsidiary	償還附屬公司非控股股東之貸款	(11,662)	-
Proceeds from issue of other bonds	發行其他債券所得款項	20,911	15,500
Repayment of finance lease payables	償還應付融資租賃	(1,355)	(1,114)
Loan from a director	來自一名董事之貸款	6,853	-
Loans from a shareholder	來自一名股東之貸款	6,050	1,000
Loan from a third party	來自一名第三方之貸款	4,664	-
Repayment of convertible bonds	償還可換股債券	(2,000)	-
Repayment of other loans	償還其他貸款	(9,900)	-
<b>Net cash generated from financing activities</b>	<b>融資業務所得之現金淨額</b>	<b>13,561</b>	<b>15,386</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等值物增加/(減少)淨額</b>	<b>3,595</b>	<b>(7,057)</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>年初之現金及現金等值物</b>	<b>1,317</b>	<b>8,382</b>
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動之影響</b>	<b>251</b>	<b>(8)</b>
<b>Cash and cash equivalents at end of year</b>	<b>年末之現金及現金等值物</b>	<b>5,163</b>	<b>1,317</b>
Analysis of balances of cash and cash equivalents	現金及現金等值物結餘分析		
Cash and cash equivalents	現金及現金等值物	5,163	1,317

The accompanying notes form part of these consolidated financial statements

隨附之附註構成該等綜合財務報表之一部分

# 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止年度

### 1. CORPORATE INFORMATION

The Company was incorporated in the British Virgin Islands (the “BVI”) on 17 February 1994 and continued under the laws of Bermuda by migration of its domicile to Bermuda on 21 October 1994. The Company was registered in Hong Kong as an overseas company pursuant to the Hong Kong Companies Ordinance on 24 May 1999.

The registered office and principal place of business in Hong Kong are as follows:

Registered office : Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

Principal place of business in Hong Kong : Suite 5207, 52/F  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

### 2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding.

During the year ended 31 December 2016, the Group is principally involved in (i) manufacturing of semiconductors; and (ii) the trading of semiconductors/electronic products/components and timber.

### 1. 公司資料

本公司於一九九四年二月十七日在英屬處女群島(「英屬處女群島」)註冊成立，並於一九九四年十月二十一日遷冊至百慕達，以根據百慕達法例存續。本公司於一九九九年五月二十四日根據香港公司條例在香港註冊為海外公司。

註冊辦事處及香港主要營業地點如下：

註冊辦事處 : Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

香港主要營業地點 : 香港  
灣仔  
港灣道18號  
中環廣場  
52樓5207室

### 2. 主要業務

本公司主要從事投資控股業務。

於截至二零一六年十二月三十一日止年度，本集團主要從事(i)製造半導體；及(ii)半導體／電子產品／部件及木材之買賣。

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

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

### 3. BASIS OF PREPARATION

The Group had incurred loss of approximately HK\$76,567,000 for the year ended 31 December 2016 and as at 31 December 2016 the Group had net current liabilities of approximately HK\$16,223,000. These conditions indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business.

As the Company was unable to demonstrate that it had sufficient operations or assets as required under Rule 13.24 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**"), the Stock Exchange placed the Company into the first and second delisting stages on 8 May and 11 November 2015 respectively. At the end of the second delisting stage on 10 May 2016, the Company did not provide a viable resumption proposal. Therefore, the Stock Exchange has place the Company into the third delisting stage under Practice Note 17 to the Listing Rules, which commenced on 8 June 2016.

The Company submitted the resumption proposal to the Stock Exchange which involves, among others, (i) the proposed acquisition interest in a power and heat supply business in the People's Republic of China with emphasis on energy saving and environmental protection (the "**Acquisition**") and (ii) a proposed disposal of the Group's entire interest in IC Spectrum (Kunshan) Co., Limited, an indirect 72.79%-owned subsidiary of the Company ("**ICSC**"). The Acquisition constitutes a connected transaction, a very substantial acquisition and a reverse takeover of the Company under the Listing Rules and will be subject to the reporting, announcement and independent shareholders' approval requirements pursuant to the Listing Rules and approval of the new listing application of the Company by the Stock Exchange.

### 3. 編製基準

本集團於截至二零一六年十二月三十一日止年度產生約76,567,000港元之虧損，而本集團於二零一六年十二月三十一日的流動負債淨額約為16,223,000港元。該等狀況顯示存在重大不確定因素，可能對本集團繼續持續經營的能力構成重大疑問。因此，本集團可能未能於其一般業務過程中變現其資產及解除其負債。

由於本公司不能證明其符合香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)第13.24條所規定的足夠業務運作或資產，聯交所先後於二零一五年五月八日及二零一五年十一月十一日將本公司置於除牌程序的第一及第二階段。於除牌程序第二階段在二零一六年五月十日結束時，本公司並無提交可行的復牌建議。因此，聯交所根據上市規則第17項應用指引的規定將本公司置於除牌程序的第三階段，自二零一六年六月八日起生效。

本公司向聯交所呈交復牌建議，包括(其中包括)(i)建議收購中華人民共和國一項重視節能及環保的電力及熱力供應業務之權益(「**收購事項**」)；及(ii)建議出售本集團於德芯電子(昆山)有限公司(「**德芯電子**」)(為本公司間接擁有72.79%權益之附屬公司)的全部權益。收購事項構成本公司於上市規則項下之關連交易、非常重大收購事項及反收購，根據上市規則將須遵守申報、公告及獨立股東批准規定，且受限於聯交所對本公司新上市申請之批准。

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

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### 3. BASIS OF PREPARATION (Continued)

On 17 February 2017, the Company received a letter from the Stock Exchange, which stated that the Stock Exchange agreed to allow the Company to submit a new listing application relating to the resumption proposal on or before 30 April 2017. If the Company fails to do so or the Proposal fails to proceed for any reason, the Stock Exchange will proceed with the cancellation of the Company's listing status.

The Directors adopted the going concern basis in the preparation of consolidated financial statements on the assumption that the proposed restructuring of the Company will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future.

### 4. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 January 2016. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

### 3. 編製基準(續)

於二零一七年二月十七日，本公司接獲聯交所發出之函件，當中說明聯交所同意准許本公司於二零一七年四月三十日或之前提交與復牌建議相關的新上市申請。倘本公司未能如此行事或該建議因任何原因未能進行，聯交所將進而取消本公司的上市地位。

董事採納持續經營基準編製綜合財務報表，並基於本公司所建議的重組將會成功完成，以及於重組後本集團將於可預見將來債務到期時可持續完全償還債務之假設。

### 4. 應用新訂及經修訂香港財務報告準則

於本年度，本集團已採納香港會計師公會頒佈與本集團之業務有關且於二零一六年一月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則對本集團之會計政策、本集團財務報表之呈列及就本年度及過往年度所呈報之金額並無造成重大變動。

本集團並無應用已頒佈惟尚未生效之新訂香港財務報告準則。本集團已著手評估此等新訂香港財務報告準則之影響，但尚未能確定此等新訂香港財務報告準則會否對其經營業績及財務狀況造成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), rounded to the nearest thousand except for per share data.

These consolidated financial statements have been prepared in accordance with HKFRSs and the applicable disclosures required by the Listing Rules and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention.

The preparation of the audited consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the Directors to exercise their judgements in the process of applying the accounting policies. The areas where assumptions and estimates are significant to these consolidated financial statements are disclosed in Note 6 to the consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

#### (a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

### 5. 主要會計政策

該等綜合財務報表以港元(「**港元**」)呈報，除每股數據外，有關金額均調整至最接近之千位數。

綜合財務報表乃根據香港財務報告準則以及上市規則及香港公司條例之適用披露規定。

該等綜合財務報表已根據歷史成本慣例編製。

編製符合香港財務報告準則之經審核綜合財務報表須採用若干主要假設及估計，董事在應用會計政策的過程中亦須行使其判斷。對該等綜合財務報表而言屬重大的假設及估計之範疇於綜合財務報表附註6中披露。

編製該等綜合財務報表時採用之重大會計政策載列於下文。

#### (a) 綜合

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司為本集團對其擁有控制權的實體。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。當本集團的現有權力賦予其目前掌控有關業務(即大幅影響實體回報的業務)時，則本集團對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權，以釐定其是否擁有控制權。在持有人能實際行使潛在投票權的情況下，方會考慮其權利。

附屬公司在控制權轉移至本集團之日綜合入賬，而在控制權終止之日起停止綜合入賬。

## 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止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

#### (b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

### 5. 主要會計政策(續)

#### (a) 綜合(續)

導致失去控制權之出售附屬公司之收益或虧損為(i)出售代價之公平值加任何保留於該附屬公司之投資之公平值及(ii)本公司分佔該附屬公司資產淨值的部分加該附屬公司餘下任何商譽及任何相關累計外幣換算儲備兩者之差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易提供憑證顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保與本集團採納之政策一致。

非控股權益指本公司並非直接或間接應佔之附屬公司股益。非控股權益在綜合財務狀況表及綜合股益變動表的股益下呈列。非控股權益乃於綜合損益及其他全面收益表中呈列為非控股股東與本公司擁有人之間之年內損益及全面收益總額分配。

溢利或虧損及各其他全面收益項目歸屬於本公司擁有人及非控股股東，即使此舉導致非控股權益結餘出現虧絀結餘。

#### (b) 業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司列賬。收購成本乃按所獲資產收購日期之公平值、所發行之股本工具及所產生之負債以及或然代價計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時，附屬公司之可識別資產及負債均按其於收購日期之公平值計量。

收購成本超出本公司分佔附屬公司可識別資產及負債之公平淨值之差額乃列作商譽。本公司分佔可識別資產及負債之公平淨值超出收購成本之差額乃於綜合損益表內確認為本公司應佔議價收購之收益。

## Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016  
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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combination and goodwill (Continued)

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in Note 5(u). Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

#### (c) Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

### 5. 主要會計政策(續)

#### (b) 業務合併及商譽(續)

在分階段進行之業務合併中，先前於附屬公司持有之股本權益按收購日期之公平值計量，所產生之收益或虧損於綜合損益內確認。公平值加入收購成本，以計算商譽。

倘先前於附屬公司持有之股權之價值變動已於其他全面收益(例如可供銷售投資)確認，則已於其他全面收益確認之金額會按假設先前持有之股權已出售之相同基準確認。

商譽會每年進行減值檢測或當事件或情況改變顯示可能出現減值時則更頻繁地進行減值檢測。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與附註5(u)所載之其他資產之計量方法相同。商譽之減值虧損於綜合損益確認，且其後不會撥回。就減值檢測而言，商譽被分配至預期將受惠於收購協同效益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東於收購日期應佔附屬公司可識別資產及負債之公平淨值比例計量。

#### (c) 外幣換算

##### (i) 功能及呈列貨幣

本集團各實體之財務報表所載列之項目乃採用實體經營所在之主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以本公司之功能貨幣及呈列貨幣港元呈列。



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

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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

##### (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

### 5. 主要會計政策(續)

#### (c) 外幣換算(續)

##### (ii) 各實體財務報表之交易及結餘

外幣交易於首次確認時按交易日當時適用之匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各呈報期末之匯率換算。該換算政策所產生之收益及虧損於損益確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值當日之匯率換算。

當非貨幣項目之收益或虧損於其他全面收入確認時，該收益或虧損之任何匯兌部分於其他全面收入確認。當非貨幣項目之收益或虧損於損益確認時，該收益或虧損之任何匯兌部分於損益確認。

##### (iii) 綜合入賬時換算

功能貨幣有別於本公司呈列貨幣之所有本集團實體之業績及財務狀況均會以下列方式換算為本公司之呈列貨幣：

- 所呈列之各份財務狀況表之資產及負債以財務狀況表日期之收市匯率換算；
- 收支以平均匯率換算（惟倘此平均匯率並非各交易日期適用之匯率累計影響之合理概約值，則收支以交易日期之匯率換算）；及
- 所產生之所有匯兌差額於外幣換算儲備內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016  
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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (iii) Translation on consolidation (Continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

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

#### (d) Property, plant and equipment

Buildings comprise mainly factories and offices. All property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

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

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements  
租賃物業裝修  
Equipment  
設備  
Motor vehicles  
汽車  
Computers  
電腦

over the respective lease terms  
按各自租期  
10% to 33.3%  
10%至33.3%  
20%  
20%  
10% to 33%  
10%至33%

### 5. 主要會計政策(續)

#### (c) 外幣換算(續)

##### (iii) 綜合入賬時換算(續)

於綜合入賬時，換算於海外實體之投資淨額及借款所產生之匯兌差額乃於外幣換算儲備內確認。於出售海外業務時，有關匯兌差額將於綜合損益表中確認為出售收益或虧損之部分。

收購海外實體所產生之商譽及公平值調整視作海外實體之資產及負債處理，並會按收市匯率換算。

#### (d) 物業、廠房及設備

樓宇主要包括廠房及辦公室。所有物業、廠房及設備均按成本減累計折舊及減值虧損列賬。

僅於有關項目的未來經濟利益有很大機會流入本集團而該項目成本能可靠計量時，後續成本方會計入資產賬面值中，或確認為個別資產(視適用情況而定)。所有其他維修及保養於產生的期間在損益確認。

物業、廠房及設備折舊乃按足以在其估計可使用年期內撇銷其成本減剩餘價值的折舊率以直線法計算。主要年率如下：

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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment (Continued)

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

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

#### (e) Leases

##### The Group as lessee

##### (i) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

##### (ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated the same as owned assets.

### 5. 主要會計政策(續)

#### (d) 物業、廠房及設備(續)

於各報告期末均會檢討及調整剩餘價值、可使用年期及折舊方法(如適用)。

在建工程指在建樓宇及廠房及待安裝之機器，並按成本減減值虧損列賬，當相關資產可供使用時會開始折舊。

出售物業、廠房及設備之收益或虧損指出售所得款項淨額與相關資產賬面值之間的差額，並在損益表內確認。

#### (e) 租賃

##### 本集團作為承租人

##### (i) 經營租賃

實際上並無向本集團轉讓資產擁有權之所有風險及回報之租賃入賬作為經營租賃。租賃付款(扣除收取出租人的任何獎勵)按直線法於租期確認為開支。

##### (ii) 融資租賃

資產擁有權之絕大部分風險及回報實質上轉讓至本集團之租賃，分類為融資租賃。融資租賃在開始時按租賃資產之公平值及最低租賃款項現值(兩者均於租賃開始時釐定)之較低者入賬。

對出租人之相應債務於財務狀況表中列作應付融資租賃。租賃款項按比例分配為財務費用及削減未付債務。財務費用於租期內各期間分攤，以為債務結餘得出一個貫徹之定期利率。

於融資租約下之資產按與自有資產相同之方式計算折舊。

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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

#### (g) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

### 5. 主要會計政策(續)

#### (f) 確認及終止確認金融工具

本集團於成為該等工具合約條文之訂約方時可在財務狀況表中確認金融資產及金融負債。

於收取資產現金流量之合約權利屆滿時；本集團轉讓資產擁有權之絕大部分風險及回報時；或本集團既無轉讓亦不保留資產擁有權之絕大部分風險及回報，但不保留資產之控制權時，將終止確認金融資產。終止確認一項金融資產時，資產賬面值與已收代價以及已於其他全面收益確認之累計盈虧之總和之間之差額於損益內確認。

倘相關合約訂明之責任解除、註銷或失效，則終止確認金融負債。已終止確認之金融負債賬面值與已付代價之差額於損益內確認。

#### (g) 應收貿易及其他款項

應收貿易及其他款項為非衍生工具金融資產，可按固定或可予釐定款項支付，且並無於活躍市場上報價，初步按公平值確認，其後則以實際利率法按經攤銷成本值計算，並須扣除減值撥備。倘有客觀證據顯示本集團無法按照應收款的原來條款收取所有欠款，則須為應收貿易及其他款項作出減值撥備。撥備額為應收款項之賬面值與估計未來現金流量按於初始確認時計算的實際利率換算之現值兩者的差額。撥備額於損益中確認。

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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Trade and other receivables (Continued)

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

#### (h) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

#### (i) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### (j) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

### 5. 主要會計政策(續)

#### (g) 應收貿易及其他款項(續)

倘應收款項的可收回金額增加客觀上與於確認減值後發生之事件有關，則會於其後期間撥回並於損益中確認，惟應收款項於撥回減值之日之賬面值不得超過並無確認減值時之攤銷成本。

#### (h) 現金及現金等值物

就現金流量表而言，現金及現金等值物指銀行及手頭現金、在銀行及其他財務機構的活期存款，以及期限短、流動性強、可隨時轉換成已知金額的現金、且價值變動風險甚微的投資。須按要求償還並為本集團現金管理組成部分的銀行透支，亦計為現金及現金等值物之一部分。

#### (i) 金融負債及股益工具

金融負債及股益工具按所訂立合同安排的內容及香港財務報告準則中金融負債及股益工具的定義分類。股益工具為證明擁有本集團扣減其所有負債後的資產中所剩餘權益的任何合同。就特定金融負債及股益工具所採納的會計政策列載如下。

#### (j) 借款

借款初始按公平值(扣除產生的交易費用)確認，其後採用實際利率法按攤銷成本計量。

借款分類為流動負債，除非本集團擁有無條件權利將負債的償還遞延至報告期後最少12個月。

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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Convertible bonds

Convertible bonds which entitle the holder to convert the bonds into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible bonds and the fair value assigned to the liability component, representing the embedded option for the holder to convert the bonds into equity of the Group, is included in equity as equity component of convertible bonds. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption.

Transaction costs are apportioned between the liability and equity components of the convertible bonds based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

#### (l) Trade and other payables

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

#### (m) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### (n) Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories represent finished goods and are determined using the first-in, first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### 5. 主要會計政策(續)

#### (k) 可換股債券

賦予持有人權利按固定轉換價將債券轉換為固定數目股益工具之可換股債券被視為由負債及權益部分組成之複合工具。於發行日期，負債部分之公平值使用類似不可轉換債項之當前市場利率估計。發行可換股債券之所得款項與分派至負債部分之公平值之差額指持有人可轉換債券為本集團權益之嵌入期權，乃計入權益作為可換股債券之權益部分。負債部分使用實際利率法按攤銷成本列賬為負債，直至轉換或贖回方予註銷。

交易成本乃根據可換股債券負債及股益部分於發行日期之相關賬面值予以分配。分配至股益部分者直接於股益扣除。

#### (l) 應付貿易及其他款項

應付貿易及其他款項初始按公平值確認，其後運用實際利率法，以攤銷成本計量，除非貼現影響甚微，在此情況下，則按成本列值。

#### (m) 股益工具

本公司發行之股益工具按已收所得款項扣除直接發行成本列賬。

#### (n) 存貨

存貨按成本值與可變現淨值之較低者列賬。存貨成本值指製成品成本值，乃採用先入先出法釐定。可變現淨值為日常業務過程中之估計售價減去完成之估計成本及進行出售所需之估計成本。

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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Revenues from the sales of manufactured goods and trading of raw materials are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Interest income is recognised on a time-proportion basis using the effective interest method.

#### (p) Employee benefits

##### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### (ii) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (“MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme in Hong Kong. Contributions are made based on 5% of the employees’ relevant income, subject to a ceiling of monthly relevant income of HK\$30,000 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.

### 5. 主要會計政策(續)

#### (o) 收入確認

收入按已收或應收代價的公平值計量，並於經濟利益將流入本集團，且收益金額能可靠地計量時確認。

銷售製成品及買賣原材料所得之收入，乃於轉讓擁有權重大風險及回報時確認，而其通常與貨品交付及所有轉讓予客戶之時間一致。

利息收入按時間比例根據實際利率法確認。

#### (p) 僱員福利

##### (i) 僱員應享假期

僱員可享有之年假及長期服務假期乃在其權利產生時確認。本集團為截至報告期末僱員已提供之服務而產生之年假及長期服務假期之估計負債作出撥備。

僱員之病假及產假不作確認，直至僱員正式休假為止。

##### (ii) 退休福利責任

本集團根據香港強制性公積金計劃條例，為合資格參與香港強制性公積金退休福利計劃(「強積金計劃」)之僱員，設立一項定額供款強積金計劃。根據強積金計劃之規則，供款乃於應付供款時按照僱員相關收入的5%作出(相關每月收入之上限為30,000港元)，並自損益中扣除。強積金計劃的資產與本集團的資產分開持有，並存放於獨立管理基金。在參與強積金計劃時，本集團的僱主供款全數歸屬予僱員。

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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Employee benefits (Continued)

##### (ii) Pension obligations (Continued)

The Group also participates in a defined contribution retirement scheme organised by the government in the People's Republic of China (the "PRC"). The Group is required to contribute a specific percentage of the payroll of its employees to the retirement scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the retirement scheme. No forfeited contributions may be used by the employers to reduce the existing level of contributions.

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

#### (q) Share-based payments

Equity-settled share-based payments are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

#### (r) 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 capitalised as part of 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.

### 5. 主要會計政策(續)

#### (p) 僱員福利(續)

##### (ii) 退休福利責任(續)

本集團亦參與與中華人民共和國(「中國」)政府組織之一項定額供款退休計劃。本集團須按指定比例之僱員薪金向退休計劃供款。該等供款於其根據退休金計劃規定應付時於損益內扣除。僱主不可使用沒收供款以降低現有供款水平。

##### (iii) 離職福利

離職福利於本集團不再取消提供該等福利，或本集團確認重組成本並涉及支付離職福利時(以較早者為準)確認。

#### (q) 股份付款

以股結算之股份付款乃按股結算工具於授出日期之公平值計量(不包括非以市場為基礎之歸屬條件之影響)。按以股結算之股份付款授出日期釐定之公平值，乃根據本集團對最終將歸屬之股份之估計，於歸屬期內以直線法支銷，並就非以市場為基礎歸屬條件之影響作出調整。

#### (r) 借款成本

可直接歸屬於收購、建造或生產之合資格資產(指需要經過相當長時間才能達到可使用或可銷售狀態之資產)的借款成本，直至該資產實質上已達到可使用或可銷售狀態之前均計入該資產的成本。在特定借款撥作合資格資產的支出前，暫時用作投資所賺取的投資收入，會從合資格資本化借款成本中扣除。



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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Borrowing costs (Continued)

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

#### (s) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the 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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

### 5. 主要會計政策(續)

#### (r) 借款成本(續)

就於一般情況及用作取得合資格資產而借入之資金而言，合資格資本化之借款成本金額乃按用於該資產開支之資本化比率計算。資本化比率為適用於本集團該期間內尚未償還借款(不包括就取得合資格資產而借入之特定借款)之加權平均借款成本。

所有其他借款成本均在產生期間於損益內確認。

#### (s) 稅項

所得稅為當期稅項與遞延稅項的總和。

當期應付稅項乃按年度應課稅溢利計算。應課稅溢利與損益中所確認的溢利不同，因應課稅溢利不包括在其他年度應課稅收入或可扣減開支項目，而且不包括毋須課稅或不可扣稅的項目。本集團的當期稅項負債，應按已執行或於報告期末實質上已執行的稅率計算。

遞延稅項根據財務報表中資產及負債的賬面值與用作計算應課稅溢利的相應稅基兩者之間的差額。一般就所有應課稅暫時性差異確認遞延稅項負債，而僅有可動用暫時性差異以致能使用可扣稅暫時性差異、未動用稅項虧損或未動用稅項抵免時，方確認遞延稅項資產。倘暫時性差異是因商譽或既不影響應課稅溢利也不影響會計溢利的交易中其他資產或負債的初始確認(業務合併除外)而產生，則不會確認該等資產及負債。

# 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止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, 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.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### 5. 主要會計政策(續)

#### (s) 稅項(續)

遞延稅項負債應就於附屬公司之投資及所產生之應課稅暫時性差異確認，惟倘本集團能夠控制暫時性差異之撥回且暫時性差異不會於可見將來撥回則作別論。

遞延稅項資產的賬面值會於各報告期末作出檢討，並在預期不再有足夠應課稅溢利以收回全部或部分資產時作出相應調低。

遞延稅項按預期清償負債或實現資產的期間的稅率，並依據已執行或於報告期末實質上已執行的稅率計量。遞延稅項會於損益確認，惟倘若遞延稅項與於全面收益確認或於股益確認之項目相關則除外，在此情況下，遞延稅項亦會於其他全面收益或直接於股益確認。

遞延稅項資產及負債之計量反映出本集團預期於報告期末收回資產或清償負債賬面值之方式之稅務後果。

當有法定可強制執行權利將當期稅項資產與當期稅項負債互相抵銷，且彼等與同一稅務當局徵收的所得稅，及本集團擬按淨額基準結算當期稅項資產及負債，則會將遞延稅項資產與負債互相抵銷。

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

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

### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Related parties

A related party is a person or entity that is related to the Group.

(A) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

(B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

### 5. 主要會計政策(續)

#### (t) 關連方

關連方為與本集團相關之人士或實體。

(A) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本公司或本公司母公司之主要管理人員。

(B) 倘符合下列任何條件，則實體與本集團有關連：

- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體之聯營公司或合資企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合資企業)。
- (iii) 兩間實體均為同一第三方之合資企業。
- (iv) 一間實體為第三方實體之合資企業，而另一實體為該第三方實體之聯營公司。

## 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止年度

### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Related parties (Continued)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

#### (u) Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except goodwill, inventories and receivables 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 any impairment loss. Where 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.

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.

### 5. 主要會計政策(續)

#### (t) 關連方(續)

- (v) 實體乃為本集團或與本集團有關連之實體就僱員福利而設立的離職後福利計劃。倘本集團自身屬於有關計劃，則資助之僱員亦與本集團相關連。
- (vi) 實體受(A)所識別人士控制或共同控制。
- (vii) 於(A)(i)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理人員。
- (viii) 實體、或一間集團之任何成員公司(為集團之一部分)向本公司或其母公司提供主要管理人員服務。

#### (u) 資產減值

於各報告期末，本集團均會審閱其有形及無形資產(商譽、存貨及應收款項除外)的賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何有關跡象，則會估計資產的可收回金額，以釐定減值虧損的程度。如不能估計個別資產的可收回金額，則本集團會估計資產所屬現金產生單位的可收回金額。

可收回金額為公平值減去出售成本及使用價值兩者中的較高者。於評估使用價值時，估計未來現金流量乃以反映市場現時的金錢時值評估及資產特定風險之稅前貼現率貼現至現值。

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

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

### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (u) Impairment of assets (Continued)

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### (v) Provisions and contingent liabilities

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, or 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.

### 5. 主要會計政策(續)

#### (u) 資產減值(續)

倘資產或現金產生單位的可收回金額估計預期低於其賬面值，則資產或現金產生單位的賬面值會減少至其可收回金額。減值虧損會即時於損益確認，除非有關資產乃按重估數額列賬則除外，在該情況下，減值虧損會被視為重估減少。

倘其後撥回減值虧損，則資產或現金產生單位的賬面值會增至經修訂的預計可收回金額，惟增加後的賬面值(扣除攤銷或折舊後)不會超過過往年度並無就資產或現金產生單位確認減值虧損應予釐定的賬面值。減值虧損撥回會即時於損益確認，惟倘有關資產按重估金額列賬，則減值虧損撥回會作重估增加處理。

#### (v) 撥備及或然負債

倘本集團因過往事件負上現有法律或推定責任，而有關責任可能需要以經濟利益流出清償，且能作出可靠估計時，即會就未有確定時間或金額的負債確認撥備。貨幣時間值重大，撥備會以清償責任預期所需支出的現值列賬。

倘流出經濟利益之可能性不大，或不能可靠估計該數額，則該責任披露為或然負債，惟流出經濟利益之可能性極低則除外。倘有關潛在責任須視乎某宗或多宗未來事件是否發生才能確定存在與否，則會披露為或然負債，惟流出經濟利益之可能性極低則除外。

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### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (w) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

### 6. CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY ESTIMATES

#### *Critical judgements in applying accounting policies*

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements apart from those involving estimations, which are dealt with below.

#### (a) Going concern basis

The consolidated financial statements have been prepared on a going concern basis, on the assumption that the proposed restructuring of the Company will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future. Details are explained in note 3 to consolidated financial statements.

#### *Key sources of estimation uncertainty*

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

### 5. 主要會計政策(續)

#### (w) 報告期後事項

提供本集團於報告期末之業務狀況的額外資料或顯示持續經營假設並不適當的報告期後事項為調整事項，並反映於綜合財務報表內。並非調整事項的報告期後事項，倘屬重大時，於綜合財務報表附註內披露。

### 6. 應用會計政策之重大判斷及主要估計

#### *應用會計政策之重大判斷*

於應用會計政策的過程中，董事已作出以下對綜合財務報表所確認數額具最大影響的判斷(惟該等涉及估計的判斷除外，其將於下文處理)。

#### (a) 持續經營基準

該等綜合財務報表乃按持續經營基準編製，其有效性須視乎控股股東之財務援助是否足以應付本集團重大營運資金需求而定。詳情載於綜合財務報表附註3。

#### *估計不明朗因素之主要來源*

下文討論有關未來之主要假設及於各報告期末之其他主要不確定估計來源，而該等假設及不確定估計存在導致下一財政年度之資產及負債賬面值須作出重大調整之重大風險。

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### 6. CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY ESTIMATES (Continued)

*Key sources of estimation uncertainty (Continued)*

#### (a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

#### (b) Impairment loss of trade receivables

The Group estimates impairment losses of trade receivables resulting from the inability of the customers to make the required payment. The Group bases the estimates based on the ageing of the accounts receivable balance, customer credit-worthiness, and historical write-off experience. If the financial condition of the customers were to deteriorate, actual write-offs might be higher than expected and could significantly affect the results of future periods.

#### (c) Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Deferred tax assets are recognised for tax losses not yet used and deductible temporary differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

### 6. 應用會計政策之重大判斷及主要估計 (續)

*估計不明朗因素之主要來源(續)*

#### (a) 物業、廠房及設備以及折舊

本集團釐定其物業、廠房及設備之估計可使用年期、餘值及相關折舊費用。此估計以性質及功能類似之物業、廠房及設備之過往實際可使用年期及餘值為基準。如可使用年期及餘值與先前估計者不同，本集團將修訂折舊費用，或撇銷或撇減技術上已過時或屬非戰略之已放棄或已出售資產。

#### (b) 應收貿易款項之減值虧損

本集團須估計由於客戶未能繳付規定款項而產生之應收貿易款項減值虧損。本集團會基於應收款項結餘賬齡情況、客戶之信用及撇銷之過往經驗作出估計。倘客戶之財務狀況惡化，實際之撇銷可能高於預期，並可能對未來期間之業績產生重大影響。

#### (c) 所得稅

釐定所得稅撥備涉及對若干交易未來稅務處理的判斷。本集團謹慎評估該等交易的稅務影響，並計提相應的稅項撥備。該等交易的稅務處理定期重新考慮，以計及稅務法規的所有變動。本公司就尚未動用之稅項損失及可抵扣暫時性差額確認稅項資產。由於該等遞延稅項資產只限具備應課稅溢利可用作抵銷未動用稅務抵免時方會確認，故管理層須作出判斷，以評估未來應課稅溢利之可能性。管理層不斷評估其評估，倘未來應課稅溢利很可能彌補遞延稅項資產，則會確認遞延稅項資產。

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

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### 7. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geography. In a manner consistent with the way in which information is reported internally to the Directors for the purposes of resources allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

The Group has presented the following two reportable segments. These segments are managed separately. Each segment offers very different products and services:

1. Trading business
2. Manufacturing of semiconductors

The trading business derives its revenue primarily from the trading of semiconductors/electronic products/components and timber.

The manufacturing of semiconductors segment is still in the construction phase and has not yet started commercial operations.

### 7. 分類呈報

本集團按部門管理其業務，而部門則由業務及地區組合而成。與就分配資源及評估表現而向董事內部報告資料之方式一致，本集團已呈列以下兩個可呈報分類。並無綜合計算經營分類以組成以下可呈報分類。

本集團已呈列以下兩個可呈報分類。該等分類乃獨立管理。各分類提供截然不同的產品及服務：

1. 貿易業務
2. 製造半導體

貿易業務的收益主要來自半導體／電子產品／部件及木材買賣。

製造半導體分類仍在建構階段，尚未開始商業營運。



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### 7. SEGMENT REPORTING (Continued)

#### (a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Directors monitor the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment assets include all tangible, intangible assets and current assets with the exception of other corporate assets. Segment liabilities include trade and other payables, finance lease payables and the liability components of convertible bonds, all of which are attributable to the activities of the individual segments with the exception of other bonds payable, other finance lease payables and other corporate liabilities.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arose from the depreciation or amortisation of assets attributable to those segments. There was no inter-segment sale and transfer during the year (2015: Nil).

The measure used for reporting segment profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and "depreciation and amortisation" is regarded as including impairment losses on non-current assets. To arrive at adjusted EBITDA, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as Directors' emoluments and auditor's remuneration and other head office or corporate administration costs.

### 7. 分類呈報(續)

#### (a) 分類業績、資產及負債

為評估分類表現及於分類之間資源分配，董事根據下列基礎監察各可呈報分類之業績、資產及負債：

分類資產包括所有有形、無形資產及流動資產，惟不包括其他公司資產。分類負債包括個別分類活動應佔之應付貿易及其他款項、應付融資租賃及可換股債券負債部分，惟不包括其他應付債券、其他應付融資租賃及其他企業負債。

收益及開支乃經參考該等分類產生之銷售額及該等分類產生之開支或該等分類應佔資產之折舊或攤銷產生之開支，分配至可呈報分類。年內並無進行分部間出售及轉讓事項(二零一五年：無)。

用於報告分類溢利的方法為「經調整EBITDA」，即「扣除利息、稅項、折舊及攤銷前之經調整盈利」，其中「利息」被視作包括投資收入，而「折舊及攤銷」被視作包括非流動資產之減值虧損。為得出經調整EBITDA，本集團之盈利就並未指定屬於個別分類之項目作出進一步調整，如董事酬金及核數師酬金以及其他總辦事處或公司行政開支。

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## 7. SEGMENT REPORTING (Continued)

### (a) Segment results, assets and liabilities (Continued)

In addition to receiving segment information concerning adjusted EBITDA, the executive Directors are provided with segment information concerning revenue (including inter-segment sales, if any), interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation and impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Information regarding the Group's reportable segments as provided to the executive Directors for the purpose of resources allocation and assessment of segment performance for the years ended 31 December 2016 and 2015 is set out below:

## 7. 分類呈報(續)

### (a) 分類業績、資產及負債(續)

除收到有關經調整EBITDA之分類資料外，執行董事獲提供有關收益(包括分類間銷售(如有))、來自分類直接管理之現金結餘及借款之利息收入及開支、分類於其營運中使用之非流動分類資產之折舊、攤銷及減值虧損以及添置之分類資料。分類間銷售乃經參考就類似訂單向外部人士收取之價格而進行定價。

為分配資源及評估分類表現而向執行董事提供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之可呈報分類資料如下：

		2016 二零一六年				
		Trading business 貿易業務 HK\$'000 千港元	Manufacturing of Semiconductors 製造半導體 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	-	-	-		-
<b>Reportable segment loss (adjusted EBITDA)</b>	<b>可呈報分類虧損(經調整EBITDA)</b>	<b>(35,016)</b>	<b>(10,565)</b>	<b>(45,581)</b>		<b>(45,581)</b>
Interest income	利息收入	3	-	3	-	3
Gain/(loss) on disposal of property, plant and equipment, net	出售物業、廠房及設備之收益/(虧損)淨額	27	-	27	(16)	11
Gain on disposal of prepaid land lease payments	出售預付土地租賃款項之收益	-	350	350	-	350
Impairment loss on prepayment for acquisition of property, plant and equipment	收購物業、廠房及設備之預付款項之減值虧損	-	(10,000)	(10,000)	-	(10,000)
Impairment loss on trade and other receivables	應收貿易及其他款項之減值虧損	(33,706)	-	(33,706)	-	(33,706)
Finance costs	融資成本	(25)	(786)	(811)	(6,958)	(7,769)
Depreciation and amortisation	折舊及攤銷	(176)	(117)	(293)	(1,719)	(2,012)
Written off of property, plant and equipment	撇銷物業、廠房及設備	-	-	-	(9)	(9)
Income tax expense	所得稅開支	-	-	-	-	-
<b>Reportable segment assets</b>	<b>可呈報分類資產</b>	<b>10,023</b>	<b>247,480</b>	<b>257,503</b>	<b>13,916</b>	<b>271,419</b>
Additions to non-current segment assets during the year	於年內添置非流動分類資產	-	-	-	35	35
<b>Reportable segment liabilities</b>	<b>可呈報分類負債</b>	<b>8,748</b>	<b>17,562</b>	<b>26,310</b>	<b>101,491</b>	<b>127,801</b>

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#### 7. SEGMENT REPORTING (Continued)

##### (a) Segment results, assets and liabilities (Continued)

#### 7. 分類呈報(續)

##### (a) 分類業績、資產及負債(續)

				2015 二零一五年			
		Trading business 貿易業務 HK\$'000 千港元	Manufacturing of Semiconductors 製造半導體 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Revenue from external customers	來自外部客戶之收益	28,844	-	28,844		28,844	
Reportable segment loss (adjusted EBITDA)	可呈報分類虧損(經調整EBITDA)	(2,484)	(2,062)	(4,546)		(4,546)	
Interest income	利息收入	-	1	1	-	1	
Finance costs	融資成本	(65)	(2,099)	(2,164)	(5,572)	(7,736)	
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	-	-	(73)	(73)	
Depreciation and amortisation	折舊及攤銷	(348)	(248)	(596)	(1,983)	(2,579)	
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	-	(130,932)	(130,932)	-	(130,932)	
Income tax expense	所得稅開支	-	-	-	-	-	
Reportable segment assets	可呈報分類資產	46,318	286,485	332,803	12,710	345,513	
Additions to non-current segment assets during the year	於年內添置非流動分類資產	-	77	77	5	82	
Reportable segment liabilities	可呈報分類負債	5,233	29,034	34,267	74,408	108,675	

##### (b) Reconciliations of reportable segment loss

##### (b) 可呈報分類虧損之對賬

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Reportable segment loss	可呈報分類虧損	(45,581)	(4,546)
Finance costs	融資成本	(7,769)	(7,736)
Depreciation and amortisation	折舊及攤銷	(2,012)	(2,579)
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	-	(130,932)
Interest income	利息收入	3	1
Gain/(loss) on disposal of property, plant and equipment, net	出售物業、廠房及設備之收益/(虧損)淨額	11	(73)
Gain on disposal of prepaid land lease payments	出售預付土地租賃款項之收益	350	-
Written off of property, plant and equipment	撇銷物業、廠房及設備	(9)	-
Unallocated expenses	未分配開支	(21,560)	(15,450)
Consolidated loss before taxation	綜合除稅前虧損	(76,567)	(161,315)

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### 7. SEGMENT REPORTING (Continued)

#### (c) Geographic information

The following is an analysis of the geographical location of (i) the Group's revenue from external customers and (ii) the Group's non-current assets. The geographical location of customers refers to the location at which the services were provided or the goods delivered. The Group's non-current assets include property, plant and equipment, prepaid land lease payments, prepayment for acquisition of property, plant and equipment and goodwill. The geographical location of property, plant and equipment, prepayment for acquisition of property, plant and equipment and prepaid land lease payments are based on the physical location of the asset under consideration. In the case of intangible assets, it is based on the location of operation to which these intangibles are allocated.

		Revenue from external customers 來自外部客戶之收益		Specified non-current assets 指定非流動資產	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Mainland China	中國大陸	-	28,844	247,364	288,669
Hong Kong	香港	-	-	2,503	3,510
		-	28,844	249,867	292,179

#### (d) Information about major customer

For the year ended 31 December 2016, the revenue from the Group's largest customer was HK\$Nil (2015: HK\$28,884,000, representing 100% of the Group's total revenue).

### 7. 分類呈報(續)

#### (c) 地區資料

以下為(i)本集團來自外部客戶之收益及(ii)本集團非流動資產之所在地分析。客戶所在地指提供服務或付運貨品之地區。本集團之非流動資產包括物業、廠房及設備、預付土地租賃款項、收購物業、廠房及設備之預付款項及商譽。物業、廠房及設備、收購物業、廠房及設備之預付款項以及預付土地租賃款項之所在地為所考慮資產本身實際位處之地點。無形資產之所在地為獲分配該等無形資產之業務所在地區。

#### (d) 有關主要客戶之資料

截至二零一六年十二月三十一日止年度，來自本集團最大客戶之收益為零港元(二零一五年：28,884,000港元，佔本集團總收益100%)。

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#### 8. REVENUE, OTHER REVENUE AND OTHER NET INCOME

- (a) Revenue represents the invoiced value of goods sold less discounts and returns for each reporting period and is analysed as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trading of semiconductors/electronic products/components	買賣半導體／電子產品／部件	-	28,844

- (b) The analysis of other revenue and other net income 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
<b>Other revenue</b>	<b>其他收益</b>		
Interest income on bank deposits	銀行存款之利息收入	3	1
Waiver of amounts due to former subsidiaries	豁免應付前附屬公司款項	-	722
		<b>3</b>	<b>723</b>
<b>Other net income</b>	<b>其他淨收入</b>		
Gain on foreign exchange	匯兌收益	250	1
Gain on disposal of prepaid land lease payments	出售預付土地租賃款項之收益	350	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	11	-
		<b>611</b>	<b>1</b>
		<b>614</b>	<b>724</b>

#### 8. 收益、其他收益及其他淨收入

- (a) 收益指所銷售貨品之發票值減折扣及退貨，茲分析如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trading of semiconductors/electronic products/components	-	28,844

- (b) 其他收益及其他淨收入之分析如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Other revenue</b>		
Interest income on bank deposits	3	1
Waiver of amounts due to former subsidiaries	-	722
	<b>3</b>	<b>723</b>
<b>Other net income</b>		
Gain on foreign exchange	250	1
Gain on disposal of prepaid land lease payments	350	-
Gain on disposal of property, plant and equipment	11	-
	<b>611</b>	<b>1</b>
	<b>614</b>	<b>724</b>

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### 9. FINANCE COSTS

### 9. 融資成本

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interests on:		
– convertible bonds	441	1,403
– other bonds	6,710	5,434
– other loans	140	–
– loan from a non-controlling shareholder of a subsidiary (wholly repayable within five years)	345	695
– finance lease	133	204
	<b>7,769</b>	<b>7,736</b>

### 10. LOSS FOR THE YEAR

The Group's loss for the year is arrived at after charging/ (crediting) the following:

### 10. 年度虧損

本集團之年度虧損已扣除/(計入)以下各項：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of inventories	–	25,927
Staff costs (including Directors' emoluments)		
– Wages, salaries and other benefits	7,325	8,271
– Retirement benefit scheme contributions	163	277
Auditor's remuneration	420	580
Amortisation of prepaid land lease payments (Note 16)	117	248
Depreciation (Note 15)	1,895	2,331
(Gain)/loss on disposal of property, plant and equipment, net	(11)	73
Gain on disposal of prepaid land lease payments	(350)	–
Written off of property, plant and equipment	9	–
Gain on foreign exchange, net	(250)	(1)
Operating lease charges	4,490	5,875

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### 11. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS

(i) *Emoluments of directors and chief executive*

The emoluments paid or payable to each of the thirteen (2015: seven) directors who held office during the year were as follows:

		2016 二零一六年	Retirement scheme	Discretionary bonuses	Total	
	Fees 袍金	Salaries and other benefits 薪金及其他福利	contributions 退休計劃供款	bonuses 酌情花紅	Total 總計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>Chairman</b>	<b>主席</b>					
Yang Liu (resigned on 25 July 2016)	楊鎣(於二零一六年七月二十五日辭任)	-	681	11	100	792
<b>Executive directors</b>	<b>執行董事</b>					
Zhao Wenjia (appointed on 25 July 2016)	趙文佳(於二零一六年七月二十五日獲委任)	-	627	-	-	627
Lo Ka Wai (resigned on 24 June 2016)	羅嘉偉(於二零一六年六月二十四日辭任)	-	577	9	100	686
<b>Non-executive directors</b>	<b>非執行董事</b>					
Xu Lei	徐雷	360	-	-	30	390
Gu Yawei (appointed on 25 July 2016)	顧亞維(於二零一六年七月二十五日獲委任)	52	-	-	-	52
Xu Ming (appointed on 25 July 2016 and resigned on 17 February 2017)	徐鳴(於二零一六年七月二十五日獲委任並於二零一七年二月十七日辭任)	157	-	-	-	157
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Sinn Wai Kin Derek (appointed on 25 July 2016)	冼偉健(於二零一六年七月二十五日獲委任)	43	-	-	-	43
Yao Yongjie (appointed on 25 July 2016)	姚勇杰(於二零一六年七月二十五日獲委任)	26	-	-	-	26
Ma Jianwei (appointed on 25 July 2016)	馬建威(於二零一六年七月二十五日獲委任)	26	-	-	-	26
Lai Ho Man, Dickson (resigned on 25 July 2016)	黎浩文(於二零一六年七月二十五日辭任)	102	-	-	15	117
Wang Xiao Chuan (retired on 27 June 2016)	王曉川(於二零一六年六月二十七日退任)	88	-	-	15	103
Wong Lit Chor, Alexis (resigned on 25 July 2016)	黃烈初(於二零一六年七月二十五日辭任)	102	-	-	15	117
Liu Hongjun (retired on 27 June 2016)	劉紅軍(於二零一六年六月二十七日退任)	36	-	-	-	36
		992	1,885	20	275	3,172

### 11. 董事及行政總裁酬金

(i) *董事及行政總裁酬金*

已付或應付十三名(二零一五年: 七名)年內任職之董事各自之酬金如下:

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### 11. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS (Continued)

#### (i) Emoluments of directors and chief executive (Continued)

		2015 二零一五年		Retirement scheme contributions		Discretionary bonuses		Total	
		Fees	Salaries and other benefits	Retirement scheme contributions	Discretionary bonuses	Total			
		袍金	薪金及其他福利	退休計劃供款	酌情花紅	總計			
		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>Chairman</b>	<b>主席</b>								
Yang Liu	楊鎣	-	1,200	-	-	-	-	-	1,200
<b>Executive director</b>	<b>執行董事</b>								
Lo Ka Wai	羅嘉偉	-	1,200	18	-	-	-	-	1,218
<b>Non-executive director</b>	<b>非執行董事</b>								
Xu Lei	徐雷	360	-	-	-	-	-	-	360
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>								
Lai Ho Man, Dickson	黎浩文	180	-	-	-	-	-	-	180
Wang Xiao Chuan	王曉川	180	-	-	-	-	-	-	180
Wong Lit Chor, Alexis	黃烈初	180	-	-	-	-	-	-	180
Liu Hongjun	劉紅軍	75	-	-	-	-	-	-	75
		975	2,400	18	-	-	-	-	3,393

Note:

During both years, no remuneration was paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any remuneration during both years.

附註：

於該兩個年度內，本集團概無向任何董事支付任何酬金，作為加入或吸引彼加入本集團之獎金或作為離職補償。於該兩個年度內，概無任何董事放棄任何酬金。



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### 11. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS (Continued)

#### (ii) Five highest paid employees

Of the five individuals with the highest emoluments, three (2015: two) were directors of the Company whose emoluments are disclosed in Note 11(i). The emoluments of the two (2015: three) individuals other than director of the Company were as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Bonuses	花紅	-	-
Salaries and allowances	薪金及津貼	1,763	1,794
Retirement scheme contributions	退休計劃供款	36	23
		<b>1,799</b>	<b>1,817</b>

The emoluments of the two (2015: three) individuals with the highest emoluments are within the following bands:

		2016 二零一六年 Number of individuals 人數	2015 二零一五年 Number of individuals 人數
Nil – HK\$1,000,000	零至1,000,000港元	1	2
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
		<b>2</b>	<b>3</b>

None of the directors and these highest paid employees waived any emoluments or received any inducement to join or compensation for loss of office during the years ended 31 December 2016 and 2015.

### 11. 董事及行政總裁酬金(續)

#### (ii) 五名最高薪金僱員

在五名最高酬金個人中，三名(二零一五年：兩名)為本公司董事，彼等之酬金於附註11(i)披露。兩名(二零一五年：三名)人士(並非本公司董事)之酬金如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Bonuses	花紅	-	-
Salaries and allowances	薪金及津貼	1,763	1,794
Retirement scheme contributions	退休計劃供款	36	23
		<b>1,799</b>	<b>1,817</b>

擁有最高酬金之兩名(二零一五年：三名)人士之酬金範圍如下：

		2016 二零一六年 Number of individuals 人數	2015 二零一五年 Number of individuals 人數
Nil – HK\$1,000,000	零至1,000,000港元	1	2
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
		<b>2</b>	<b>3</b>

截至二零一六年及二零一五年十二月三十一日止年度，董事及該等最高薪金僱員概無放棄任何酬金或收取任何作為加入本集團之獎金或離職補償。

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### 12. INCOME TAX

- (a) No provision for profits tax in Bermuda, the BVI, the PRC or Hong Kong has been made as the Group has no assessable profits derived from or earned in these jurisdictions for the years ended 31 December 2016 and 2015.

The PRC enterprise income tax rate for the year is 25% (2015: 25%).

- (b) A reconciliation of the income tax expense applicable to the loss before taxation at the statutory tax rates to income tax expense at the effective tax rates of the Group is as follows:

### 12. 所得稅

- (a) 本集團並無就百慕達、英屬處女群島、中國或香港之利得稅作出撥備，原因為本集團於截至二零一六年及二零一五年十二月三十一日止年度期間並無自該等司法權區產生或賺取應課稅溢利。

年內中國企業所得稅率為25%（二零一五年：25%）。

- (b) 根據法定稅率計算適用於除稅前虧損之所得稅開支與根據本集團實際稅率計算之所得稅開支對賬如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loss before taxation	除稅前虧損	<b>(76,567)</b>	(161,315)
Notional tax on loss before taxation, calculated at the rates applicable to loss in the tax jurisdictions concerned	按有關稅項司法權區之虧損適用之稅率計算之除稅前虧損之名義稅項		
– Mainland China @25% (2015: 25%)	– 中國大陸為25% (二零一五年：25%)	<b>(582)</b>	(33,960)
– Hong Kong @16.5% (2015: 16.5%)	– 香港為16.5% (二零一五年：16.5%)	<b>(12,249)</b>	(4,204)
		<b>(12,831)</b>	(38,164)
Tax effects of:	以下各項之稅務影響：		
Non-deductible expenses	不可扣稅開支	<b>3,386</b>	35,089
Non-taxable income	毋須課稅收入	–	(1)
Deferred tax assets not recognised during the year	本年度未確認之遞延稅項資產	<b>9,445</b>	3,076
Income tax	所得稅	–	–

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### 13. BASIC AND DILUTED LOSS PER SHARE

#### (a) *Basic loss per share*

The calculation of basic loss per share is based on the loss attributable to owners of the Company of HK\$76,287,000 (2015: HK\$124,871,000) and the weighted average of 158,128,000 ordinary shares (2015: 158,128,000 ordinary shares) in issue during the year.

#### (b) *Diluted loss per share*

For the years ended 31 December 2016 and 2015, the computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible bonds since their exercise would result in decrease in the loss per share.

### 14. DIVIDEND

The Board does not recommend the payment of any dividend in respect of the year ended 31 December 2016 (2015: Nil).

### 13. 每股基本及攤薄虧損

#### (a) *每股基本虧損*

每股基本虧損乃根據本公司擁有人應佔虧損76,287,000港元(二零一五年: 124,871,000港元)及於年內已發行普通股加權平均數158,128,000股普通股(二零一五年: 158,128,000股普通股)計算。

#### (b) *每股攤薄虧損*

於截至二零一六年及二零一五年十二月三十一日止年度,計算每股攤薄虧損並無假設已轉換本公司尚未轉換之可換股債券,因為此舉將導致每股虧損減少。

### 14. 股息

董事會並不建議就截至二零一六年十二月三十一日止年度派付任何股息(二零一五年: 無)。

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## 綜合財務報表附註

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### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		2016 二零一六年					
		Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Construction- in-progress 在建工程 HK\$'000 千港元 (Note (a)) (附註(a))	Equipment 設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元 (Note (b)) (附註(b))	Computers 電腦 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost:</b>	<b>成本：</b>						
At 1 January 2016	於二零一六年一月一日	1,543	390,123	1,352	7,001	329	400,348
Additions	添置	-	-	35	-	-	35
Disposals	出售	-	-	-	(2,391)	-	(2,391)
Written off	撇銷	-	-	(15)	-	-	(15)
Exchange differences	匯兌差額	-	(25,544)	(5)	-	(3)	(25,552)
At 31 December 2016	於二零一六年十二月三十一日	1,543	364,579	1,367	4,610	326	372,425
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值：</b>						
At 1 January 2016	於二零一六年一月一日	1,072	125,944	476	2,574	185	130,251
Charge for the year (Note 10)	年內扣除(附註10)	469	-	167	1,161	98	1,895
Disposals	出售	-	-	-	(957)	-	(957)
Written off	撇銷	-	-	(6)	-	-	(6)
Exchange differences	匯兌差額	-	(8,245)	(1)	-	(1)	(8,247)
At 31 December 2016	於二零一六年十二月三十一日	1,541	117,699	636	2,778	282	122,936
<b>Carrying amount:</b>	<b>賬面值：</b>						
At 31 December 2016	於二零一六年十二月三十一日	2	246,880	731	1,832	44	249,489

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## 綜合財務報表附註

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### 15. PROPERTY, PLANT AND EQUIPMENT (Continued) 15. 物業、廠房及設備(續)

		2015 二零一五年					Total
		Leasehold improvements 租賃物業 裝修	Construction-in-progress 在建工程	Equipment 設備	Motor vehicles 汽車	Computers 電腦	
		HK\$'000 千港元	HK\$'000 千港元 (Note (a)) (附註(a))	HK\$'000 千港元	HK\$'000 千港元 (Note (b)) (附註(b))	HK\$'000 千港元	HK\$'000 千港元
<b>Cost:</b>	<b>成本:</b>						
At 1 January 2015	於二零一五年一月一日	1,575	411,813	1,365	7,001	334	422,088
Additions	添置	-	-	82	-	-	82
Disposals	出售	(32)	-	(92)	-	(2)	(126)
Exchange differences	匯兌差額	-	(21,690)	(3)	-	(3)	(21,696)
At 31 December 2015	於二零一五年十二月三十一日	1,543	390,123	1,352	7,001	329	400,348
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值:</b>						
At 1 January 2015	於二零一五年一月一日	531	-	232	1,174	88	2,025
Charge for the year (Note 10)	年內扣除(附註10)	563	-	270	1,400	98	2,331
Impairment loss	減值虧損	-	130,932	-	-	-	130,932
Disposals	出售	(22)	-	(25)	-	(1)	(48)
Exchange differences	匯兌差額	-	(4,988)	(1)	-	-	(4,989)
At 31 December 2015	於二零一五年十二月三十一日	1,072	125,944	476	2,574	185	130,251
<b>Carrying amount:</b>	<b>賬面值:</b>						
At 31 December 2015	於二零一五年十二月三十一日	471	264,179	876	4,427	144	270,097

Notes:

- (a) The Group carried out reviews of the recoverable amount of its construction-in-progress in 2015, having regard to the construction work on the semiconductor manufacturing factory in the PRC was behind schedule. The reviews led to the recognition of an impairment loss of HK\$130,932,000 that has been recognised in profit or loss. The recoverable amount of the relevant assets has been determined on the basis of their fair value less cost of disposal measured by reference to their depreciated replacement cost (level 2 fair value measurement) by Roma Appraisals Limited, an independent firm of chartered surveyors.
- (b) As at 31 December 2016, the carrying amount of the Group's motor vehicles of HK\$1,832,000 (2015: HK\$4,427,000) was acquired under finance leases.

附註:

- (a) 由於中國的半導體生產廠房之建設工程進度落後，本集團於二零一五年就其在建工程的可收回金額進行審閱。審閱導致確認130,932,000港元之減值虧損，其已於損益確認。相關資產的可收回金額已按其公平值減經參考獨立特許測量師行羅馬國際評估有限公司計算的折舊重置成本計量(第二級公平值計量)的出售成本釐定。
- (b) 於二零一六年十二月三十一日，本集團根據融資租賃收購賬面值為1,832,000港元(二零一五年：4,427,000港元)之汽車。

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16. PREPAID LAND LEASE PAYMENTS

16. 預付土地租賃款項

		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>		
At 1 January	於一月一日	<b>11,943</b>	12,607
Disposal	出售	<b>(11,662)</b>	-
Exchange differences	匯兌差額	<b>(281)</b>	(664)
At 31 December	於十二月三十一日	-	11,943
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>		
At 1 January	於一月一日	<b>239</b>	-
Amortisation for year (Note 10)	年內攤銷(附註10)	<b>117</b>	248
Disposal	出售	<b>(350)</b>	-
Exchange differences	匯兌差額	<b>(6)</b>	(9)
At 31 December	於十二月三十一日	-	239
<b>Carrying amount:</b>	<b>賬面值：</b>		
At 31 December	於十二月三十一日	-	11,704

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### 綜合財務報表附註

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#### 17. SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2016 are as follows:

Name 名稱	Place of establishment or incorporation and operation/date of establishment or incorporation 成立或註冊成立及營運地點/成立或註冊成立日期	Issued and paid-up capital/ registered and paid-up capital 已發行及繳足資本/ 註冊及繳足資本	Proportion of ownership of interest 擁有權權益比例		Principal activities 主要業務
			Held by the Company 本公司持有	Held by subsidiaries 附屬公司持有	
Rodez Investments Limited	The BVI/Hong Kong/ 5 July 2011 英屬處女群島/香港/ 二零一一年七月五日	US\$1 1美元	100%	-	Investment holding 投資控股
Bright Eagle Holdings Limited ("BEH") <sup>#</sup> 駿揚集團有限公司(「駿揚」) <sup>#</sup>	Hong Kong/Hong Kong/ 27 September 2012 香港/香港/ 二零一二年九月二十七日	HK\$1 1港元	-	100%	Investment holding 投資控股
ICSC <sup>Δ</sup>	The PRC/The PRC/ 16 November 2005	US\$33,955,379	-	72.79%	Design, research and development, processing, manufacturing and sale of semiconductor, integrated circuits and new type electronic components and provision of related technical consultancy services
德芯電子 <sup>Δ</sup>	中國/中國/ 二零零五年十一月十六日	33,955,379美元	-	72.79%	設計、研發、加工、製造及銷售半導體、合成電路及新型電子零件以及提供相關技術顧問服務
Charm Leader Investments Limited 創領投資有限公司	Hong Kong/Hong Kong/ 18 October 2013 香港/香港/ 二零一三年十月十八日	HK\$1 1港元	100%	-	Maintaining the corporate office 持有企業辦公室
Win Million Holdings Limited 永萬集團有限公司	Hong Kong/Hong Kong/ 2 August 2013 香港/香港/ 二零一三年八月二日	HK\$1 1港元	100%	-	Trading business 貿易業務
Lucky Ascent Investments Limited 祥昇投資有限公司	Hong Kong/Hong Kong/ 1 November 2013 香港/香港/ 二零一三年十一月一日	HK\$1 1港元	100%	-	Maintaining the motor vehicles 持有汽車

<sup>#</sup> Interests held by Tech One Investments Limited incorporated in the BVI and wholly owned by the Company

<sup>Δ</sup> Representing a sino-foreign equity joint venture established in the PRC and owned by BEH

#### 17. 附屬公司

主要附屬公司於二零一六年十二月三十一日之詳情如下：

<sup>#</sup> 科運投資有限公司(於英屬處女群島註冊成立並由本公司全資擁有)所持權益

<sup>Δ</sup> 於中國成立之中外合資公司並由駿揚擁有

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### 綜合財務報表附註

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#### 17. SUBSIDIARIES (Continued)

The following table shows information of subsidiary that have non-controlling interests (“**NCI**”) material to the Group. The summarised financial information presented below represents the amounts before any inter-company elimination.

#### 17. 附屬公司(續)

下表顯示附屬公司之資料，其擁有之非控股權益(「**非控股權益**」)對本集團而言屬重大。下文呈列之財務資料概要代表任何集團內公司間對銷前之金額。

		ICSC 德芯電子	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Place of establishment and operation	成立及營業地點	<b>The PRC</b> 中國	The PRC 中國
Proportion of ownership interests and voting rights held by NCI	非控股權益所持擁有權益及投票權比例	<b>27.21%</b>	27.21%
At 31 December:	於十二月三十一日：		
Current assets	流動資產	<b>117</b>	114
Non-current assets	非流動資產	<b>246,984</b>	275,993
Current liabilities	流動負債	<b>(2,167)</b>	(1,370)
Non-current liabilities	非流動負債	<b>(266,052)</b>	(296,282)
<b>Net liabilities</b>	<b>負債淨額</b>	<b>(21,118)</b>	(21,545)
Carrying amount of NCI	非控股權益之賬面值	<b>66,888</b>	71,861
For the year ended 31 December:	截至十二月三十一日止年度：		
Revenue	收益	-	-
Loss for the year	年度虧損	<b>(1,027)</b>	(133,937)
Total comprehensive loss	全面虧損總額	<b>(18,275)</b>	(150,557)
Loss allocated to NCI	分配至非控股權益之虧損	<b>(280)</b>	(36,444)
Dividend paid to NCI	支付非控股權益之股息	-	-
Net cash outflow from operating activities	經營業務之現金流出淨額	<b>(1)</b>	(654)
Net cash inflows/(outflow) from investing activities	投資業務之現金流入/(流出)淨額	<b>11,662</b>	(77)
Net cash outflow from financing activities	融資業務之現金流出淨額	<b>(11,662)</b>	-
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等值物減少淨額</b>	<b>(1)</b>	(731)



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

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### 18. GOODWILL

		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>		
At 1 January and 31 December	於一月一日及十二月三十一日	378	378
<b>Accumulated impairment losses:</b>	<b>累計減值虧損：</b>		
At 1 January and 31 December	於一月一日及十二月三十一日	-	-
<b>Carrying amount:</b>	<b>賬面值：</b>		
At 31 December	於十二月三十一日	378	378

### 18. 商譽

### 19. INVENTORIES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Merchandises	商品	10,000	-

### 19. 存貨

### 20. TRADE AND OTHER RECEIVABLES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables	應收貿易款項	30,478	31,578
Less: allowance for impairment loss	減：減值虧損撥備	(30,478)	-
		-	31,578
Deposits paid to suppliers (note)	支付供應商按金 (附註)	-	13,228
Prepayments and deposits	預付款項及按金	6,268	6,999
Other receivables	其他應收款項	121	212
		6,389	52,017

### 20. 應收貿易及其他款項

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### 20. TRADE AND OTHER RECEIVABLES (Continued)

Note:

The amounts have been arrived at after deducting impairment losses of HK\$3,228,000 (2015: HK\$Nil).

#### (a) Ageing analysis

The ageing analysis of trade receivables, based on invoice dates and net of allowances, 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
Less than one year	不足一年	-	14,194
More than one year but less than two years	一年以上但不足兩年	-	17,384
		-	31,578

The Group generally requests for full payments upon delivery from its trade customers but also allows certain trade customers a credit period from 30 to 60 days.

#### (b) Trade receivables that are not impaired

The ageing analysis of trade receivables that are neither 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
Less than one year past due	逾期不足一年	-	14,194
More than one year but less than two years past due	逾期一年以上但不足兩年	-	17,384
		-	31,578

### 20. 應收貿易及其他款項(續)

附註：

該金額乃已扣除3,228,000港元(二零一五年：零港元)之減值虧損。

#### (a) 賬齡分析

應收貿易款項按發票日期及扣除撥備後之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		-	14,194
		-	17,384
		-	31,578

本集團一般要求其貿易客戶於交付時悉數付款，惟亦向若干貿易客戶提供30至60日的信貸期。

#### (b) 並無減值之應收貿易款項

並非個別或共同被認為出現減值之應收貿易款項之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		-	14,194
		-	17,384
		-	31,578

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### 20. TRADE AND OTHER RECEIVABLES (Continued)

#### (b) Trade receivables that are not impaired (Continued)

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired as at 31 December 2015 relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary as at 31 December 2015 in respect of these balances as there have not been a significant change in credit quality and the balances are still considered fully recoverable as at 31 December 2015. The Group does not hold any collateral over these balances.

#### (c) The analysis by currency of trade and other receivables 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
Hong Kong Dollar	港元	6,257	31,094
Renminbi	人民幣	132	311
United States Dollar	美元	-	20,612
		<b>6,389</b>	<b>52,017</b>

### 20. 應收貿易及其他款項(續)

#### (b) 並無減值之應收貿易款項(續)

並無逾期或減值之應收款項與多名並無近期違約記錄之客戶有關。

於二零一五年十二月三十一日，已逾期但並無減值之應收款項與一批與本集團有良好交易記錄之獨立客戶有關。由於信貸質素並無重大變動及結餘於二零一五年十二月三十一日仍然被視為可全數收回，根據過往經驗，管理層相信，於二零一五年十二月三十一日並無必要就該等結餘作出減值撥備。本集團概無就該等餘額持有任何抵押品。

#### (c) 應收貿易及其他款項按貨幣之分析如下：

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### 21. CASH AND CASH EQUIVALENTS

The analysis by currency of cash and cash equivalents 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
Hong Kong Dollar	港元	5,157	1,219
Renminbi	人民幣	6	65
United States Dollar	美元	-	33
		<b>5,163</b>	<b>1,317</b>

Renminbi is not freely convertible into other currencies. Under the PRC's Foreign Exchange Control Regulations, the Group is permitted to exchange Renminbi for other currencies through banks authorised to conduct foreign exchange business.

人民幣不能自由兌換為其他貨幣。根據中國頒佈的《外匯管理條例》，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換成其他貨幣。

### 22. TRADE AND OTHER PAYABLES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade payables	應付貿易款項	4,327	4,327
Accruals and other payables	應計費用及其他應付款項	15,318	8,773
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	19,645	13,100
Less: non-current portion	減：非即期部分	(1,259)	(993)
Current portion	即期部分	18,386	12,107

### 22. 應付貿易及其他款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade payables	應付貿易款項	4,327	4,327
Accruals and other payables	應計費用及其他應付款項	15,318	8,773
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	19,645	13,100
Less: non-current portion	減：非即期部分	(1,259)	(993)
Current portion	即期部分	18,386	12,107

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### 22. TRADE AND OTHER PAYABLES (Continued)

#### (a) Ageing analysis

The ageing analysis of trade payables, based on invoice dates, 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
Less than one year	不足一年	-	4,327
Over one year	一年以上	4,327	-
		<b>4,327</b>	<b>4,327</b>

(b) The analysis by currency of trade and other payables 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
Hong Kong Dollar	港元	16,119	10,664
Renminbi	人民幣	3,526	2,436
		<b>19,645</b>	<b>13,100</b>

### 22. 應付貿易及其他款項 (續)

#### (a) 賬齡分析

應付貿易款項按發票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
Less than one year	不足一年	-	4,327
Over one year	一年以上	4,327	-
		<b>4,327</b>	<b>4,327</b>

(b) 應付貿易及其他款項按貨幣之分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Hong Kong Dollar	港元	16,119	10,664
Renminbi	人民幣	3,526	2,436
		<b>19,645</b>	<b>13,100</b>

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### 23. CONVERTIBLE BONDS

On 8 April 2013, the Company issued HK\$60,000,000 3% 3-year convertible bonds (the “**Bonds**”) to not less than six independent third parties who are not related to the Group (the “**Bondholders**”). The principal terms of the Bonds are as follows:

- (1) Conversion price: HK\$2.00 per conversion share, which is subject to adjustments for consolidation or subdivision or reclassification of shares, capitalization of profits or reserves, rights issues and other events. Any adjustment to the conversion price will be certified by an independent accountant jointly appointed by the Company and the Bondholders holding 51 per cent or more of the outstanding principal amount of Bonds. The Company will publish an announcement upon any adjustment to the conversion price.
- 轉換價： 每股轉換股份2.00港元，可就股份合併或拆細或重新分類、溢利或儲備資本化、供股及其他事項作出調整。對轉換價進行任何調整須經本公司及持有債券尚未償還本金額51%或以上之債券持有人共同聘任之獨立會計師認證。本公司將於轉換價作出任何調整時刊發公佈。
- (2) Interest: 3% per annum, accrued daily on a 365-days basis and payable quarterly in arrears.
- 利息： 年利率為3厘，利息按365日基準每日累計，並須按季度支付。
- (3) Maturity date: The third anniversary of the date of issue of the Bonds, which is 8 April 2016 (the “**Maturity Date**”). Any unredeemed and unconverted Bonds shall be redeemed at 100% of the outstanding principal amount together with all interest accrued up to the maturity date in cash.
- 到期日： 發行債券日期之第三週年當日，即二零一六年四月八日(「**到期日**」)。任何未贖回及未轉換債券將按其尚未償還本金額之100%連同累計至到期日之全數利息以現金贖回。
- (4) Status: The Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Company, ranking pari passu and rateably without any preference among themselves, and with other direct, unconditional, unsubordinated and unsecured obligations of the Company.
- 地位： 債券構成本公司之直接、無條件、非後償及無抵押責任，彼等各自將享有同等權益，並無優先次序，且與本公司其他直接、無條件、非後償及無抵押責任享有同等權益。
- (5) Voting: The Bondholders will not be entitled to attend or vote at any meetings of the Company by reason only of being Bondholders.
- 投票： 債券持有人將不會僅因身為債券持有人而有權出席本公司任何大會或於會上投票。

### 23. 可換股債券

於二零一三年四月八日，本公司向不少於六名與本集團並無關連之獨立第三方(「**債券持有人**」)發行60,000,000港元之3厘三年可換股債券(「**債券**」)。債券之主要條款如下：

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### 23. CONVERTIBLE BONDS (Continued)

### 23. 可換股債券(續)

- (6) Transferability: The Bonds may be transferred or assigned to any third party provided that no Bond may be transferred to any person who is a connected person of the Company unless with (i) prior notification of the Company; (ii) the consent of the Company; (iii) full compliance of the Listing Rules; (iv) full compliance with the requirements (if any) that the Stock Exchange may impose from time to time; and (v) the consent (if applicable) of the Stock Exchange.
- 可轉讓性：債券可轉讓或出讓予任何第三方，惟概不能轉讓予屬本公司關連人士之任何人士，惟(i)事先知會本公司；(ii)獲得本公司同意；(iii)完全符合上市規則；(iv)完全符合聯交所不時實施之規定(如有)；及(v)取得聯交所同意(如適用)之情況下則除外。
- (7) Early redemption: The Company shall not be entitled to redeem the Bonds (or any party thereof) at any time prior to the Maturity Date, except by mutual consent of the Bondholder and the Company.
- 提早贖回：除非債券持有人及本公司雙方同意，否則本公司無權於到期日前任何時間贖回債券(或其任何部分)。
- (8) Terms of conversion: The right of a Bondholder to convert any Bond at any time after three months from the date of issue of the Bonds to the date falling on the 14th day immediately prior the date of maturity of the Bonds to convert any outstanding amount of the Bonds into the conversion shares at the conversion price, provided that the conversion right attached to the Bonds shall only be exercisable by the Bondholder:
- 轉換條款：債券持有人有權於債券發行日期後三個月起至緊接債券到期日前第十四日內隨時按轉換價將任何尚未償還之債券轉換為轉換股份，惟債券持有人僅在下列情況下方可行使債券所附轉換權：
- (i) so long as and to the extent that immediately after such exercise, there will be sufficient public float of the shares as required under the Listing Rules; and
  - (i) 緊隨債券持有人行使有關轉換權後，股份依然維持上市規則項下規定之足夠公眾持股量；及

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## 綜合財務報表附註

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### 23. CONVERTIBLE BONDS (Continued)

### 23. 可換股債券(續)

(ii) so long as such Bondholder and parties acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code") with it immediately after such exercise shall not be required to make general offer under Rule 26 of the Takeovers Code (unless waiver from making a general offer has been obtained from the Securities and Futures Commission of Hong Kong).

(ii) 緊隨債券持有人行使有關轉換權後，不會導致有關債券持有人及與其一致行動人士(定義見香港公司收購及合併守則(「收購守則」))須根據收購守則規則26提出全面收購要約(除非獲得香港證券及期貨事務監察委員會授出全面收購要約之豁免)。

- (9) Conversion shares: Based on the conversion price of HK\$2.00, a maximum number of 30,000,000 conversion shares will be allotted and issued upon exercise of the conversion rights attached to the Bonds in full.
- 轉換股份： 根據轉換價2.00港元計算，將於悉數行使債券所附轉換權後配發及發行最多30,000,000股轉換股份。

The conversion shares, when allotted and issued, will rank pari passu in all respects with the shares in issue on the date of allotment and issue of the conversion shares. Holders of the conversion shares will be entitled to receive all future dividends and distributions the record date of which falls on or after the date of allotment and issue of the conversion shares.

於配發及發行轉換股份時，將於各方面與於配發及發行轉換股份日期之已發行股份享有同等地位。轉換股份持有人將有權收取記錄日期為配發及發行轉換股份當日或之後之一切未來股息及分派。

The Bonds contain two components: liability component and conversion component. The fair value of the liability component included in non-current liabilities while the conversion component, net of transaction costs is presented in equity as equity component of convertible bonds. The effective interest rate of the liability component was 9.835% per annum.

債券包含兩個部分，分別為負債部分及轉換部分。負債部分公平值計入非流動負債，而轉換部分(扣除交易成本)於股益中呈列為可換股債券權益部分。負債部分之實際年利率為9.835厘。

The discounted cash flow method was adopted in determining the fair value of the liability component (level 2 fair value measurement). The difference between the gross proceeds of the issue of the convertible bonds and fair value assigned to the liability component, representing the conversion component for the holder to convert into equity, is included in equity (equity component of convertible bonds).

本公司已採納貼現現金流量法釐定負債部分之公平值(第二層公平值計量)。發行的可換股債券之所得款項總額與負債部分獲賦予之公平值間之差額(相當於持有人將債券轉換為股益之轉換部分)計入股益(即可換股債券股益部分)。



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### 綜合財務報表附註

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#### 23. CONVERTIBLE BONDS (Continued)

The movement of the liability and conversion components for the reporting period is set out as below:

		Liability component	Equity component of convertible bonds	Total
		負債部分	可換股債券 權益部分	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2015	於二零一五年一月一日	13,783	2,263	16,046
Interest expense	利息開支	1,403	-	1,403
Interest paid/payable	已付/應付利息	(458)	-	(458)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及 二零一六年一月一日	14,728	2,263	16,991
Interest expense	利息開支	441	-	441
Interest paid/payable	已付/應付利息	(169)	-	(169)
Settlement	償還	(15,000)	-	(15,000)
Transfer to accumulated losses	轉撥至累計虧損	-	(2,263)	(2,263)
At 31 December 2016	於二零一六年十二月三十一日	-	-	-

#### 23. 可換股債券(續)

負債及轉換部分於報告期間之變動如下：

#### 24. FINANCE LEASE PAYABLES

At 31 December 2016, the Group had finance lease payables in relation to motor vehicles (Note 15) as follows:

		Present value of minimum lease payments		Minimum lease payments	
		最低租賃付款現值		最低租賃付款	
		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
Not later than one year	不遲於一年	739	1,607	780	1,726
Later than one year but within five years	遲於一年但於五年內	434	1,532	441	1,603
		1,173	3,139	1,221	3,329
Less: total future interest expenses	減：未來利息開支總額			(48)	(190)
Present value of lease obligations	租賃責任之現值			1,173	3,139

#### 24. 應付融資租賃

於二零一六年十二月三十一日，本集團有以下與汽車相關之應付融資租賃(附註15)：

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### 25. BORROWINGS

### 25. 借款

		Notes	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		附註		
Shareholder's loan	股東貸款		–	1,000
Loan from a non-controlling shareholder of a subsidiary	來自一間附屬公司非控股股東之貸款	(a)	–	11,943
Other bonds payable	其他應付債券	(b)	<b>87,516</b>	64,765
Other loans	其他貸款	(c)	<b>12,614</b>	–
			<b>100,130</b>	77,708
Less: current portion	減：即期部分		<b>(18,650)</b>	–
			<b>81,480</b>	77,708

The borrowings are repayable as follows:

借貸須於以下時間償還：

		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	<b>18,650</b>	–
In the second year	第二年內	<b>21,375</b>	5,500
In the third to fifth years, inclusive	第三年至第五年 (包括首尾兩年)	<b>54,000</b>	12,943
After five years	五年後	<b>6,105</b>	59,265
		<b>100,130</b>	77,708

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### 25. BORROWINGS (Continued)

Notes:

- (a) On 8 July 2014, ICSC entered into a loan agreement with 北京中盈世紀投資有限公司 (Beijing Zhongying Century Investment Co., Limited\*) ("Zhongying"), a shareholder of ICSC holding 27.21% of its equity interest, pursuant to which Zhongying agreed to make available an unsecured 5.6% 5-year loan in the principal amount of RMB10,000,000 to ICSC for the payment of the tender deposit in the amount of RMB10,000,000 as a security for submission of tender for purchase of the land use rights in respect of a parcel of industrial land located at the north of Longfei road and the east of Fuchunjiang road, Kunshan Economic & Technical Development Zone, Kunshan\* (昆山市開發區龍飛路北側、富春江路東側), occupying a total site area of approximately 150,481.9 square meters (the "Land"). The tender deposit is refunded and the loan is fully repaid during the year ended 31 December 2016.
- (b) As at 31 December 2016, the Company issued corporate bonds with total principal amounts of HK\$91,411,000 (2015: HK\$69,500,000) to several parties. The bonds are unsecured, bearing interest at rates ranging from 5% to 9% per annum and maturity dates ranging from one to seven-and-a half years from the respective dates of issues.
- (c) Several loans amounting to HK\$3,100,000 from independent third parties were unsecured, non-interest bearing and repayable on demand. As at 31 December 2016, included in other loans was due to an independent third party of HK\$5,050,000. The amount is unsecured, non-interest bearing and repayable in 6 months from the date of issue on 21 July 2016. The remaining loan represents a loan with principal amount of RMB4,000,000 (approximately HK\$4,464,000) from an independent third party, which is unsecured, non-interest bearing and repayable on 31 December 2018.
- (d) The analysis by currency of borrowings is as follows:

### 25. 借款(續)

附註：

- (a) 於二零一四年七月八日，德芯電子與北京中盈世紀投資有限公司(「中盈世紀」，持有德芯電子27.21%股權之股東)訂立貸款協議，據此，中盈世紀同意提供一筆本金額人民幣10,000,000元按5.6厘計息之五年期無抵押貸款予德芯電子，以支付人民幣10,000,000元的競投按金，作為參與競投購買位於昆山市開發區龍飛路北側、富春江路東側並佔有總土地面積約150,481.9平方米的一幅工業用地(「該土地」)的土地使用權之保證金。競投按金已獲退回，而貸款已於截至二零一六年十二月三十一日止年度期間悉數償還。
- (b) 於二零一六年十二月三十一日，本公司向數名人士發行本金總額為91,411,000港元(二零一五年：69,500,000港元)的公司債券。債券為無抵押、年利率介乎5厘至9厘，而到期日介乎各自發行日期起計一年至七年半。
- (c) 若干來自獨立第三方為數3,100,000港元之貸款為無抵押、不計息及須按要求償還。於二零一六年十二月三十一日，計入其他貸款為應付一名獨立第三方為數5,050,000港元之貸款。有關款項為無抵押、不計息，並須於發出日期(即二零一六年七月二十一日)起計六個月償還。餘下貸款指來自一名獨立第三方本金額為人民幣4,000,000元(約4,464,000港元)之貸款(計入其他貸款)，其為無抵押、不計息及須於二零一八年十二月三十一日償還。
- (d) 借款按貨幣之分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Hong Kong Dollar	港元	84,505	65,765
Renminbi	人民幣	15,625	11,943
		<b>100,130</b>	<b>77,708</b>

\* for identification purpose only

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### 26. AMOUNT DUE TO A DIRECTOR

The advances are unsecured, non-interest bearing and repayable on 31 December 2018.

### 26. 應付一名董事之款項

墊款為無抵押及不計息，並須於二零一八年十二月三十一日償還。

### 27. SHARE CAPITAL

### 27. 股本

		Number of ordinary shares of HK\$0.01 per share 每股0.01港元 之普通股數目	
		'000 千股	HK\$'000 千港元
Authorised: At 31 December 2015 and 2016	法定： 於二零一五年及二零一六年 十二月三十一日	250,000	2,500
Issued and fully paid: At 31 December 2015 and 2016	已發行及繳足： 於二零一五年及二零一六年 十二月三十一日	158,128	1,581

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### 28. SHARE OPTION SCHEMES

An ordinary resolution was passed by the Shareholders of the Company at the annual general meeting of the Company held on 8 September 2014 for the adoption of a new share option scheme (the “**2014 Scheme**”).

In accordance with the Company’s 2014 Scheme, the Board of Directors of the Company may grant options to any director and employee of the Group and suppliers, consultants, advisors, agents, customers, service providers, contractors, any member of or any holder of any securities issued by any member of the Group or any invested entity to subscribe for shares in the Company at a price determined by the Board of Directors shall not be less than the highest of:

- (a) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet for trade in one or more board lots of the shares on the date of grant;
- (b) the average closing price of the shares as stated on the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant; and
- (c) the nominal value of a share on the date of grant.

The option may be exercised at any time within a period as specified by the Directors, which should not be more than ten years from the date on which an option is granted.

Operation of the 2014 Scheme will commence after all conditions precedent have been fulfilled. As at the date of this report, the conditions precedent have not yet been completely fulfilled and therefore the 2014 Scheme has not yet become unconditional and operative.

During the years ended 31 December 2016 and 2015, there was no share option granted or exercised.

### 28. 購股權計劃

於本公司在二零一四年九月八日舉行之股東週年大會上，本公司股東通過一項普通決議案，以採納新購股權計劃（「二零一四年計劃」）。

根據本公司之二零一四年計劃，本公司董事會可向本集團任何董事及僱員、以及供應商、諮詢人、顧問、代理、客戶、服務供應商、承包商、本集團任何成員公司或任何受投資實體之股東或其發行任何證券之任何持有人授出購股權，以按董事會釐定之價格（不得低於以下最高者）認購本公司股份：

- (a) 於授出日期，聯交所的每日報價表就買賣一手或以上股份所列的股份收市價；
- (b) 緊接授出日期前五個營業日，聯交所每日報價表所列的股份平均收市價；及
- (c) 股份於授出日期的面值。

購股權可於董事指定期間內隨時行使，惟不得超過購股權授出日期起計十年後行使。

二零一四年計劃將於所有先決條件獲達成後開始操作。於本報告日期，先決條件並未全部獲達成，因此二零一四年計劃並未成為無條件及開始操作。

於截至二零一六年及二零一五年十二月三十一日止年度，概無購股權獲授出或行使。

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### 29. RESERVES

The Group's reserves is set out in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity. The nature and purpose of reserves of the Group are as follows:

(a) *Share premium*

The application of the share premium account is governed by Section 40 of the Bermuda Companies Act 1981.

The Company's share premium account is distributable in the form of fully paid-up bonus shares.

(b) *Capital reserve*

As at 31 December 2016 and 2015, the Group's capital reserve of HK\$1,553,000 represents waiver of a loan from a former non-controlling shareholder of ICSC.

(c) *Foreign currency translation reserve*

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of non-monetary items in respect of which gains and losses are recognised directly in equity and of the financial statements of the foreign operations. The reserve is not distributable by way of cash dividends and is dealt with in accordance with the accounting policy set out in Note 5(c)(iii).

(d) *Contributed surplus*

Pursuant to a resolution passed at the special general meeting of the Company on 29 July 2011, the Company reduced its issued share capital by an amount of HK\$109,665,000 and transferred the same amount to the contributed surplus account of the Company. The contributed surplus may be utilised by the directors in accordance with the bye-laws of the Company and all applicable laws.

### 29. 儲備

本集團儲備載於綜合損益及其他全面收益表及綜合股益變動表。本集團的儲備之性質及目的如下：

(a) *股份溢價*

股份溢價賬之應用受一九八一年百慕達公司法第40節監管。

本公司之股份溢價賬以繳足紅股之形式分派。

(b) *資本儲備*

於二零一六年及二零一五年十二月三十一日，本集團的資本儲備為1,553,000港元，指豁免德芯電子一名前非控股股東貸款。

(c) *外幣換算儲備*

外幣換算儲備包括因換算非貨幣項目而產生之所有匯兌差額，有關損益直接於股益及海外業務之財務報表確認。儲備不能以現金股息之形式分派，並根據附註5(c)(iii)所載之會計政策處理。

(d) *實繳盈餘*

根據於二零一一年七月二十九日舉行之本公司股東特別大會通過之決議案，本公司已削減其已發行股本109,665,000港元，並將該金額轉撥入本公司之實繳盈餘賬戶。董事可根據本公司之公司細則及所有適用法例動用實繳盈餘。

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#### 29. RESERVES (Continued)

##### (e) Distributability of reserves

At 31 December 2016, the aggregate amount of the Company's reserves available for distribution to its owners was HK\$142,037,000 (2015: HK\$163,396,000).

The Company's reserves are as follows:

		Share premium	Equity component of convertible bonds 可換股債券 股益部分	Contributed surplus	Accumulated losses	Total equity
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	230,325	2,263	109,665	(25,970)	316,283
Loss for the year	年度虧損	-	-	-	(152,887)	(152,887)
At 31 December 2015	於二零一五年十二月三十一日	230,325	2,263	109,665	(178,857)	163,396
At 1 January 2016	於二零一六年一月一日	230,325	2,263	109,665	(178,857)	163,396
Loss for the year	年度虧損	-	-	-	(21,359)	(21,359)
Transfer to accumulated losses	轉撥至累計虧損	-	(2,263)	-	2,263	-
At 31 December 2016	於二零一六年十二月三十一日	230,325	-	109,665	(197,953)	142,037

#### 29. 儲備(續)

##### (e) 可供分派儲備

於二零一六年十二月三十一日，可供分派予本公司擁有人之本公司儲備總額為142,037,000港元(二零一五年：163,396,000港元)。

本公司之儲備如下：

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### 30. COMMITMENTS

- (a) As at 31 December 2016, the Group had capital commitments not provided for in the consolidated financial statements as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Contracted for	已訂約		
– Manufacture of semiconductors segment	– 製造半導體分類	<b>6,895</b>	55,337

- (b) As at 31 December 2016, the Group has total future minimum lease payments under non-cancellable operating leases payable as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	<b>4,051</b>	2,504

Operating lease payments represent rentals payable by the Group for certain of its offices and staff quarters. Leases are negotiated for an average term of two years and rentals are fixed over the lease terms and do not include contingent rentals.

經營租賃款項指本集團就其若干辦公室及員工宿舍應付之租金。議定之租期平均為期兩年，租賃期內租金固定，亦不包括或然租金。

### 30. 承擔

- (a) 於二零一六年十二月三十一日，本集團於綜合財務報表內未撥備之資本承擔如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Contracted for	已訂約		
– Manufacture of semiconductors segment	– 製造半導體分類	<b>6,895</b>	55,337

- (b) 於二零一六年十二月三十一日，本集團根據不可撤銷經營租賃之應付未來最低租賃付款總額如下：

		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	<b>4,051</b>	2,504



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### 31. FINANCIAL INSTRUMENTS

#### (i) Financial risk management policies

The Group's financial risk management policies seek to ensure that adequate financial resources are available for the development of the Group's business whilst managing its foreign currency, interest rate, market, credit, liquidity and cash flow risks. The Group operates within defined guidelines that are approved by the Board and the policies in respect of the major areas of treasury activity are as follows:

#### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

#### (b) Interest rate risk

The Group's shareholders loan and other loans are interest free. The Group's other bonds payable and finance lease payable bear interest at fixed interest rates and therefore are subject to fair value interest rate risk. The Group's interest rate profile as monitored by management is set out below:

	Effective interest rate	31 December 2016	Effective interest rate	31 December 2015
	實際利率	十二月三十一日	實際利率	十二月三十一日
		HK\$'000		HK\$'000
	%	千港元	%	千港元
Fixed rate borrowings:	定息借款：			
Loan from a non-controlling shareholder of a subsidiary	來自一間附屬公司非控股股東之貸款	N/A不適用	-	5.6%
Other bonds payable	其他應付債券	87,516	7.5%-10.7%	64,765
Convertible bonds	可換股債券	N/A不適用	-	9.8%
Finance lease payables	應付融資租賃	1,173	4.7%-7.0%	3,139

### 31. 金融工具

#### (i) 金融風險管理政策

本集團之金融風險管理政策，旨在確保本集團獲得足夠財務資源以發展本集團之業務及同時管理其外匯、利率、市場、信貸、流動資金及現金流量風險。本集團按照經董事會批准之確定指引運作，其主要庫務活動之政策如下：

#### (a) 外匯風險

由於本集團大部分業務交易、資產及負債主要以本集團主要業務實體之功能貨幣列值，故承擔之外匯風險甚微。本集團目前並無就外幣交易資產及負債制訂外幣對沖政策。本集團將密切監察其面臨的外幣風險，並在有需要時將考慮對沖重大的外匯風險。

#### (b) 利率風險

本集團之股東貸款及其他貸款為免息。本集團之其他應付債券及應付融資租賃按固定利率計息，因此面對公平價值利率風險。本集團之利率概況由管理層監察，並載列如下：

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### 31. FINANCIAL INSTRUMENTS (Continued)

#### (i) Financial risk management policies (Continued)

##### (b) Interest rate risk (Continued)

###### Interest rate sensitivity analysis

At 31 December 2016 and 2015, as the Group had no significant bank deposits and interest bearing liabilities at variable rate, the management consider the risk is not significant.

##### (c) Credit risk

The Group's exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables and deposits with financial institutions. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

#### (i) Trade and other receivables

The maximum exposure to credit risk is represented by the total carrying amounts of these financial assets in the consolidated statement of financial position reduced by the effects of any netting arrangements with counterparties.

In respect of trade receivables, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group has a certain concentration of credit risk as the largest debtor is approximately 53% (2015: approximately 55%) of the total trade receivables. Normally, the Group does not obtain collateral from its customers.

### 31. 金融工具(續)

#### (i) 金融風險管理政策(續)

##### (b) 利率風險(續)

###### 利率敏感度分析

於二零一六年及二零一五年十二月三十一日，由於本集團並無重大銀行存款及不同利率的計息負債，管理層認為風險並不重大。

##### (c) 信貸風險

本集團之信貸風險或對手方不履行責任之風險，主要產生自應收貿易及其他款項以及於金融機構之存款。管理層已制定信貸政策，並對該等信貸風險進行持續監控。

#### (i) 應收貿易及其他款項

最高信貸風險指綜合財務狀況表內有關金融資產之賬面總額減與對手方之任何扣減安排之影響。

就應收貿易款項而言，本集團所面對之信貸風險主要受各客戶之個別特徵所影響。客戶營運所在行業及國家之違約風險亦在較底程度下對信貸風險產生影響。於報告期間結束時，本集團有若干信貸集中風險，因最大債務人佔貿易應收款項總額約53% (二零一五年：約55%)。本集團一般不會自客戶取得抵押品。

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### 31. FINANCIAL INSTRUMENTS (Continued)

#### (i) Financial risk management policies (Continued)

##### (c) Credit risk (Continued)

###### (i) Trade and other receivables (Continued)

The Group manages its exposure to credit risk by investing its cash assets safely and profitably, and by the application of credit approvals, credit limits and monitoring procedures on an on-going basis.

###### (ii) Deposits with financial institutions

The Group limits its exposure to credit risk by placing deposits with financial institutions that meet the established credit rating or other criteria. Given these high credit ratings, management does not expect any counterparty to fail to meet its obligations.

As at 31 December 2016, the Group has certain concentration of credit risk as 99% (2015: 90%) of total cash and cash equivalents were deposited at one financial institution in Hong Kong with high credit ratings.

##### (d) Liquidity and cash flow risks

Liquidity and cash flow risks arise mainly from general funding and business activities. The Group practises prudent risk management by maintaining sufficient cash and the availability of funding through certain committed credit facilities.

### 31. 金融工具(續)

#### (i) 金融風險管理政策(續)

##### (c) 信貸風險(續)

###### (i) 應收貿易及其他款項(續)

本集團透過安全及有利地投資其現金資產，及持續利用信貸審批、信貸限額及監管程序管理其信貸風險。

###### (ii) 於金融機構之存款

本集團透過將存款存進已達到認可信貸評級或其他準則的金融機構降低其信貸風險。鑒於該等金融機構獲得高信貸評級，管理層預期對手方均能履行責任。

於二零一六年十二月三十一日，由於本集團99% (二零一五年：90%)之現金及現金等值物總額存放於香港一間高信貸評級金融機構。

##### (d) 流動資金及現金流量風險

流動資金及現金流量風險主要產生自一般資金及商業活動。本集團通過維持充足現金及通過若干授信融資獲取資金，以實現謹慎的風險管理。

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### 31. FINANCIAL INSTRUMENTS (Continued)

(i) Financial risk management policies (Continued)

#### (d) Liquidity and cash flow risks (Continued)

The following table details the remaining contractual maturities at the end of reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed by using contractual rates or, if floating, based on current rate at the end of reporting period) and the earliest date the Group can be required to pay:

	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
	賬面值	總合約非貼現現金流量	一年內或於提出 要求時	一年以上 但不足 兩年	兩年以上 但不足 五年	五年以上
	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>At 31 December 2016</b>						
Trade and other payables	應付貿易及 其他款項	19,645	19,645	18,386	-	1,259
Other bonds payable	其他應付債券	87,516	113,870	16,802	22,115	64,127
Finance lease payables	應付融資租賃	1,173	1,221	780	441	-
Other loans	其他貸款	12,614	12,614	8,150	4,464	-
Amount due to a director	應付一名董事款項	6,853	6,853	-	6,853	-
		127,801	154,203	44,118	33,873	65,386
						10,826

### 31. 金融工具(續)

(i) 金融風險管理政策(續)

#### (d) 流動資金及現金流量風險(續)

下表詳列本集團非衍生金融負債於報告期間結束時按合約非貼現現金流量(包括利用合約利率或(倘屬浮息)按於報告期間結束時之現行利率計算之利息付款)以及本集團須付款之最早日期分析之餘下合約期限資料:

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### 31. FINANCIAL INSTRUMENTS (Continued)

#### (i) Financial risk management policies (Continued)

#### (d) Liquidity and cash flow risks (Continued)

	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
	賬面值	總合約非貼現現金流量	一年內或於提出 要求時	一年以上 但不足 兩年	兩年以上 但不足 五年	五年以上
	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>At 31 December 2015</b>	<b>於二零一五年 十二月三十一日</b>					
Trade and other payables	應付貿易及 其他款項	13,100	13,100	12,107	993	-
Shareholder's loan	股東貸款	1,000	1,000	-	1,000	-
Loan from a non-controlling shareholder of a subsidiary	來自一間附屬公司 非控股股東之 貸款	11,943	15,287	-	15,287	-
Other bonds payable	其他應付債券	64,765	92,848	4,365	11,610	67,213
Convertible bonds	可換股債券	14,728	15,122	15,122	-	-
Finance lease payables	應付融資租賃	3,139	3,329	1,726	670	-
		108,675	140,686	33,320	29,560	67,213

#### (ii) Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions. In view of this, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt as it sees fit and appropriate.

### 31. 金融工具(續)

#### (i) 金融風險管理政策(續)

#### (d) 流動資金及現金流量風險 (續)

	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
	賬面值	總合約非貼現現金流量	一年內或於提出 要求時	一年以上 但不足 兩年	兩年以上 但不足 五年	五年以上
	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>At 31 December 2015</b>	<b>於二零一五年 十二月三十一日</b>					
Trade and other payables	應付貿易及 其他款項	13,100	13,100	12,107	993	-
Shareholder's loan	股東貸款	1,000	1,000	-	1,000	-
Loan from a non-controlling shareholder of a subsidiary	來自一間附屬公司 非控股股東之 貸款	11,943	15,287	-	15,287	-
Other bonds payable	其他應付債券	64,765	92,848	4,365	11,610	67,213
Convertible bonds	可換股債券	14,728	15,122	15,122	-	-
Finance lease payables	應付融資租賃	3,139	3,329	1,726	670	-
		108,675	140,686	33,320	29,560	67,213

#### (ii) 資金風險管理

本集團管理其資本，以確保本集團之實體將可持續經營，並透過優化債務及股益結餘為股東帶來最大回報。

本集團積極及定期檢討及管理其資金結構，以維持較高借款水平下可能獲取較高股東回報與穩健資金狀況所帶來之優勢及保障之間的平衡，並因應經濟狀況變動對資金結構作調整。有鑒於此，本集團將於其認為合適及妥當之情況下，透過派付股息、發行新股及發行新債務或贖回現有債務之方式來均衡其整體資金結構。

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

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

### 31. FINANCIAL INSTRUMENTS (Continued)

#### (ii) Capital risk management (Continued)

Consistent with industry practice, the Group monitors its capital structure on the basis of a gearing ratio. This ratio is calculated as total borrowings divided by total capital. Total borrowings comprise of (i) borrowings, (ii) finance lease payables and (iii) liability component of convertible bonds as shown in the consolidated statement of financial position. Total capital is calculated as equity, as shown in the consolidated statement of financial position.

During 2016, the Group's strategy, which was unchanged from 2015, was to maintain a gearing ratio of not more than 100%. The gearing ratio as at 31 December 2016 and 2015 were as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Total borrowings	借款總額	101,303	95,575
Total equity	股益總值	143,618	236,838
Gearing ratio	資產負債比率	70.5%	40.4%

Neither the Company nor any of the Group entities are subject to externally imposed capital requirements.

### 31. 金融工具(續)

#### (ii) 資金風險管理(續)

與業界慣例一致，本集團按資產負債比率基準監察其資金結構。此比率乃根據借款總額除資本總額計算。借款總額包括(i)借款、(ii)應付融資租賃及(iii)可換股債券之負債部分。資本總額乃根據綜合財務狀況表所示之股益加淨債項計算。

於二零一六年，本集團之策略自二零一五年以來並無變動，仍繼續維持不超過100%之資產負債比率。於二零一六年及二零一五年十二月三十一日的資產負債比率如下：

本公司或本集團旗下任何實體均毋須遵守外部施加之資本規定。

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### 綜合財務報表附註

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

### 32. CONNECTED/RELATED PARTY TRANSACTIONS

(a) The following is a summary of the transactions with connected/related parties, which were carried out in the normal course of operations of the Group:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Transactions between ICSC and Zhongying	德芯電子與中盈之間的交易		
– Interest expense for borrowings	– 借款之利息開支	345	695
Disposal of property, plant and equipment to a related company*	向一間關連公司出售物業、廠房及設備*	444	–

\* Mr. Lo Kai Wai (resigned as executive director on 24 June 2016) is the director of the related company and he has significant influence over the company.

\* 羅嘉偉先生(於二零一六年六月二十四日辭任執行董事)為該關連公司之董事，彼對該公司有重大影響力。

(b) *Compensation of key management personnel:*  
The emoluments of directors and other members of key management during the years were as follows:

(b) 主要管理人員薪酬：  
董事及其他主要管理層成員於有關年度之酬金如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Short-term employees benefits	短期僱員福利	3,152	3,375

### 33. MAJOR NON-CASH TRANSACTION

During the year ended 31 December 2016, certain property, plant and equipment with carrying amount of HK\$973,000 has been disposed to a shareholder, at a proceeds of HK\$1,000,000, to settle the shareholder's loans.

During the year ended 31 December 2016, the shareholder loan transferred with the amount of HK\$1,000,000 to straight bonds payable.

### 33. 重大非現金交易

截至二零一六年十二月三十一日止年度期間，賬面值為973,000港元之若干物業、廠房及設備已售予一名股東，所得款項為1,000,000港元，以清償股東貸款。

截至二零一六年十二月三十一日止年度期間，為數1,000,000港元之股東貸款已轉撥至應付普通債券。

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

### 34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 34. 本公司財務狀況表

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Equipment	設備	1,552	2,328
Interests in subsidiaries	於附屬公司之權益	245,374	243,035
<b>Total non-current assets</b>	<b>非流動資產總額</b>	<b>246,926</b>	245,363
<b>Current assets</b>	<b>流動資產</b>		
Prepayment and other receivables	預付款項及其他應收款項	4,781	5,683
Cash and cash equivalents	現金及現金等值物	4,628	913
<b>Total current assets</b>	<b>流動資產總額</b>	<b>9,409</b>	6,596
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	9,260	4,994
Convertible bonds	可換股債券	–	14,728
Borrowings	借款	18,650	–
Finance lease payables	應付融資租賃	584	557
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>28,494</b>	20,279
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(19,085)</b>	(13,683)
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>227,841</b>	231,680
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Finance lease payables	應付融資租賃	354	938
Amount due to director	應付董事款項	6,853	–
Borrowings	借款	77,016	65,765
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>84,223</b>	66,703
<b>Net assets</b>	<b>資產淨值</b>	<b>143,618</b>	164,977
<b>EQUITY</b>	<b>股益</b>		
Share capital	股本	1,581	1,581
Reserves	儲備	142,037	163,396
<b>Total equity</b>	<b>股益總額</b>	<b>143,618</b>	164,977



# Five-Year Financial Summary

## 五年財務概要

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue	收益	-	28,844	50,467	-	-
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(76,567)</b>	(161,315)	(32,840)	(12,914)	8,412
Non-current assets	非流動資產	<b>249,867</b>	292,179	443,048	486,289	157,059
Current assets	流動資產	<b>21,552</b>	53,334	57,841	300,620	87,687
Current liabilities	流動負債	<b>(37,775)</b>	(28,442)	(6,983)	(250,381)	(1,989)
Non-current liabilities	非流動負債	<b>(90,026)</b>	(80,233)	(79,133)	(172,719)	-
Equity	股益	<b>143,618</b>	236,838	414,773	363,809	242,757



漢唐國際控股有限公司  
Han Tang International Holdings Limited