



亞洲金融
Asia Financial

Stock Code : 662

A FOCUS ON
COVERAGE
& CARE



ANNUAL REPORT

2016

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Corporate Information

Board of Directors

Executive Directors

CHAN Yau Hing Robin (*Chairman*)
CHAN Bernard Charnwut (*President*)
TAN Stephen
WONG Kok Ho

Non-Executive Directors

SOPHONPANICH Choedchu
CHAN Yeow Toh
TANAKA Junichi
YAMAMOTO Takao

Independent Non-Executive Directors

CHOW Suk Han Anna
MA Andrew Chiu Cheung
SIAO Chi Lam Kenneth
WONG Yu Hong Philip
LAI KO Wing Yee Rebecca

Audit Committee

MA Andrew Chiu Cheung (*Chairman*)
CHOW Suk Han Anna
SIAO Chi Lam Kenneth
LAI KO Wing Yee Rebecca

Compliance Committee

CHOW Suk Han Anna (*Chairman*)
MA Andrew Chiu Cheung
SIAO Chi Lam Kenneth
LAI KO Wing Yee Rebecca
CHAN Bernard Charnwut
TAN Stephen

Remuneration Committee

LAI KO Wing Yee Rebecca (*Chairman*)
CHOW Suk Han Anna
MA Andrew Chiu Cheung
CHAN Bernard Charnwut

Nomination Committee

CHOW Suk Han Anna (*Chairman*)
MA Andrew Chiu Cheung
LAI KO Wing Yee Rebecca
CHAN Bernard Charnwut

Auditors

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue, Central
Hong Kong

Registered Office

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Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business

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Principal Registrar and Transfer Office

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Branch Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East, Wan Chai
Hong Kong

Company Secretary

LAU Chi Tak

Principal Bankers

Bangkok Bank Public Company Limited
Hang Seng Bank Limited
Public Bank (Hong Kong) Limited
Shanghai Commercial Bank Limited

Legal Advisers

Conyers Dill & Pearman
Gallant Y.T. Ho & Co.
Deacons

Share Listing

Main Board of The Stock Exchange of Hong Kong Limited
Stock Code: 662



Asia Financial Holdings Limited (“Asia Financial” or “the Company”) achieved net profit attributable to shareholders of HK\$367.3 million in 2016, a 97.4% increase on the HK\$186.1 million reported in 2015. This result is due to realised and unrealised year-on-year gains in the value of portfolio and other investments, and a very healthy increase in underwriting profit. Overall returns from joint ventures and associates showed satisfactory performance.

CHAN Yau Hing Robin
Chairman

Economic Background

The global economy showed mainly weak growth during 2016. The United States, European and Japanese economies all showed sluggishness despite very low interest rates. The UK referendum on EU membership and the US Presidential election added political uncertainty to the picture. The Chinese economy continued to slow down and rely increasingly on debt- and investment-driven growth. Brighter signs included somewhat stronger consumption in some mature economies, while a rebound in commodities improved the outlook for emerging economies. Hong Kong's growth weakened during the year, though unemployment remained low.

Asset markets were on the whole fairly stable during the year. In the United States, the S&P500 ended the year up 9.5% and the Hang Seng Index gained 0.4%. Chinese equities softened, with H Shares declining by 2.8% to the end of 2016. The US dollar remained strong during the year, while the Yuan continued weakening amid signs of capital flight from China. With a long-term supply shortage and strong demand, Hong Kong's property prices rose, despite policy action to improve affordability.

Management Approach and Future Prospects

The world faces some economic and political uncertainty – potentially presenting either challenges or opportunities – in the year ahead. The new US administration may introduce new policy directions in international trade and investment, cross-border corporate taxation arrangements, infrastructure spending and other areas. At the same time, the era of central banks' quantitative easing is reaching an end, and interest rates are likely to start an upward trend at some point. In our own region, China faces transition from its debt-dependent capital investment growth model. Hong Kong's open and flexible economy, and ongoing infrastructure activity, will help keep employment and consumption levels healthy, but the city is obviously exposed to any mainland economic changes. We cannot expect significant near-term upturns in most of the economies and markets that affect Asia Financial's performance.

Given this outlook, we will maintain our broadly prudent management of our cash and direct and indirect investments in the coming year. This is our longstanding approach, which has served shareholders well over the years. At the same time, we will remain alert to new investment opportunities with a view to the long term.

Chairman's Statement

Management Approach and Future Prospects (cont'd)

Asia Financial's expenses and other income for 2016 mainly reflected steady staff and other costs and income from dividends. We will continue to watch costs, although the official 2017 outlook for consumer price inflation in Hong Kong is fairly moderate.

The outlook for our insurance operations is generally positive, despite possibly weaker economies and less advantageous exchange rates in some markets outside Hong Kong. Management will aim to continue developing the scope of the business while maintaining the quality of the client base. The Company will remain alert to possible innovative growth models and new opportunities in health care coverage reforms in Hong Kong and in other health-related demographic and geographical sectors.

Our focus will remain on the long term. We see great potential opportunities arising from the continued future economic development in much of the Southeast Asian region. In addition to investments in various projects mentioned in the "Management Discussion and Analysis", we will continue to seek opportunities to build our interests in livelihood-related service industries such as insurance, retirement, health and wellness, and property development, focused on Greater China and elsewhere in Asia. This choice of investment segments is based upon the transformation of the Greater China/Southeast Asia region as a large middle class emerges, societies age and governments seek market-based solutions to demographic policy challenges. This is the long-term environment on which Asia Financial's management focuses.

Our existing base of investments fits well with our traditional expertise and networks of clients and partners, and is well-positioned to benefit from long-term economic and social trends. In considering ways to build upon this base, we will adhere to this fundamental approach and exercise patience and caution.

CHAN Yau Hing Robin

Chairman

Hong Kong, 23rd March, 2017



Management Discussion and Analysis

Key Financial and Business Performance Indicators

(All changes in % refer to the same period last year)

Profit attributable to equity holders of the Company:	HK\$367.3 million	+97.4%
Earnings per share:	HK36.8 cents	+101.1%
Final dividend per share:	HK5.5 cents	+450.0%
Total dividend per share:	HK8.0 cents	+73.9%
Equity attributable to equity holders of the Company	HK\$7,036.5 million	+0.2%
Total Assets	HK\$10,259.7 million	+0.9%
Return on equity:	5.2% (2.7% for 2015)	

Earnings and Dividends

For the year ended 31st December, 2016, the Group recorded net profit attributable to shareholders of HK\$367.3 million, representing a 97.4% increase compared with the previous year. These results are largely due to realised and unrealised year-on-year gains in the value of investments, and healthy growth in underwriting profit. Returns from joint ventures and associates, notably the Shanghai Jiading property project, also made positive contributions.

The Group's earnings per share for the year 2016 were HK36.8 cents. The Board had declared an interim dividend of HK2.5 cents in August 2016 and proposed a final dividend of HK5.5 cents, making a total dividend for the year of HK8.0 cents per share.

Capital Structure

The Group finances its own working capital requirement through a combination of funds generated from operations and bank borrowings.

Liquidity, Financial Resources and Gearing Ratio

Cash and cash equivalents as at 31st December, 2016 amounted to HK\$2,433,390,000 (2015: HK\$2,162,868,000).

The Group had a bank borrowing of HK\$150,000,000 as at 31st December, 2016 (2015: HK\$150,000,000), which was secured by certain Hong Kong listed shares, repayable on or before 27th January, 2017 and charged at 1.25% over the 3-month Hong Kong Interbank Offered Rate per annum.

No gearing ratio was calculated as the Group had no net debt as at 31st December, 2016. The gearing ratio was based on net debt divided by total capital plus net debt. Net debt includes insurance contracts liabilities, insurance payables, amounts due to a joint venture and associates, interest-bearing bank borrowing and other liabilities, less cash and cash equivalents and securities measured at fair value through profit or loss. Capital represents equity attributable to equity holders of the Company.

The Group's liquidity position remains strong and the Group has sufficient financial resources to satisfy its commitment and working capital requirements.

Management Discussion and Analysis

Charge on Assets

As at 31st December, 2016, Asia Insurance Company, Limited (“Asia Insurance”) charged assets with a carrying value of HK\$119,956,000 (2015: HK\$120,504,000) in favour of a cedant to secure the performance of Asia Insurance’s obligations to the cedant under certain pecuniary loss reinsurance contracts.

The Group also pledged certain equity securities listed in Hong Kong classified as available-for-sale securities and securities measured at fair value through profit or loss with fair value of not less than HK\$150,000,000 (2015: HK\$150,000,000) to a bank to secure the interest-bearing bank borrowing of HK\$150,000,000 (2015: HK\$150,000,000).

Contingent Liabilities

As at 31st December, 2016, the Group had no material contingent liabilities.

Business Review

Insurance

Wholly owned subsidiary, Asia Insurance achieved profit attributable to shareholders of HK\$238.2 million, an increase of 26.4% on the previous year. Turnover grew by 9.8%, largely reflecting organic growth in key segments, predominantly property insurance.

Underwriting profit increased by a very healthy 30.6%. This was largely due to continued underlying growth from a strong market position, and an ongoing focus on high-quality business. (All the above figures are before elimination of intergroup transactions.) This performance was also helped by a lack of exposure to any major natural disasters during the reporting period.

This continued positive performance of insurance underwriting – a highly competitive industry – ultimately reflects our fundamental approach of attracting and developing high-quality business and maintaining prudent balances between levels of reinsurance and direct insurance business and among geographical regions. The success of this approach has become evident as Asia Insurance’s has grown to become one of Hong Kong’s leading local general insurers.

There were no significant changes to the size and reach of our agent network.

Asia Insurance’s securities holdings experienced a year-on-year increase in investment returns, largely due to realised gains in trading and other portfolios. Dividend income was stable. Interest income fell as a result of very low interest rates. The increase in other income was mainly due to investment property revaluation gain.

Asia Insurance’s management expenses increased as a result of enhancement of the Company’s management capacity; they were otherwise in line with market pay levels and other business costs.

The main potential threat to Asia Insurance’s core business (and indeed for Hong Kong as a whole) would be a significant downturn in the wider regional economy. Other possible problems would be a weakening in Hong Kong consumption spending or a major increase in fierce price competition in the insurance market. However, we are satisfied that Asia Insurance is positioned to meet such challenges. We will continue to use its risk-management capabilities to optimize the mix of business segments. And we will retain our long-term focus on maintaining and enhancing our sound reputation among a steadily expanding base of quality clients in the Hong Kong and regional general insurance market.

Business Review (cont'd)

Insurance (cont'd)

We are actively exploring cooperation with new partners to expand our sales network, and we will examine possibilities for new business outside Hong Kong. We also continue to monitor the Hong Kong government's proposed measures to expand personal health care coverage, which offers a potential increase in this market.

Prospects for portfolio investments reflect the wider global picture. Given the uncertainty and potential for volatility in major markets, management will maintain its prudent approach to management of traded investments and the maintenance of a well-balanced investment portfolio.

Joint ventures and associates in the insurance segment all performed broadly in line with overall market conditions. BC Reinsurance Limited saw a healthy rebound after its 2015 weakness. The People's Insurance Company of China (Hong Kong) Limited and Hong Kong Life Insurance Limited both reported relatively stable performances. Professional Liability Underwriting Services Limited saw a slight decrease in profit.

PICC Life Insurance Company Limited ("PICC Life"), in which Asia Financial has a 5% stake, continues to take advantage of its opportunities as a company with a nationwide licence. It maintains its prime position in the Chinese market, with a network of some 2,184 offices. The company reported RMB105.1 billion in premium income for 2016, a 17.5% increase over 2015. All other business performance and risk control indicators showed positive and healthy figures. PICC Life's insurance liability reserves and solvency ratio were maintained at adequate levels in line with the business volume. This stake is Asia Financial's single biggest external holding, accounting for 14.8% of our total assets.

Other Portfolio Investment

Year-on-year realised and unrealised valuations on trading investments increased significantly over 2015. The weakness in the previous year, careful portfolio management during periods of market volatility, and some strengthening of equities markets later in the year helped to enhance our return. Returns from non-trading investments rose as a result of higher dividend income, especially from strategic holdings. Net interest income declined, largely owing to low interest rates and the reduction of bond holdings. Fee incomes under other income remained steady. Exchange losses including Renminbi only accounted for a very small portion of our total assets.

Our portfolio investment strategy will continue to focus on the long term rather than on simple year-on-year changes in valuations. While being flexible enough to cope with market changes, we will continue to place the highest priority on preservation of core shareholder wealth. We recognize the possibility for near-term volatility in the markets and for changing trends in such factors as interest rates. We will also remain alert to long-term potential opportunities from structural shifts in the international environment.

Health Care and Wellness

Our 3.6% holding in Bumrungrad Hospital Public Company Limited ("Bumrungrad") in Bangkok remains a very sound investment in terms of valuation and dividends. This reflects Bumrungrad's continuing success in attracting patients internationally through the delivery of high-quality and good-value medical services.

Our wholly owned Hong Kong wellness centre, the Kinnet, is now in its third year. While parts of the operation are performing well, the centre as a whole is yet to become profitable. Management will continue to focus on marketing efforts to build the client base. We see very attractive prospects in Hong Kong and possibly elsewhere in serving the growing senior population. As a producer of future operating income, it will also help diversify Asia Financial's investment base.

Management Discussion and Analysis

Business Review (cont'd)

Health Care and Wellness (cont'd)

We continue to foresee good prospects in the health and wellness sectors in the region, owing to long-term demographic and policy trends, and we continue to consider further opportunities, including possibly in Mainland China.

Pension and Asset Management

The Group's holding in Bank Consortium Holding Limited ("BCH"), one of our joint ventures, enjoyed satisfactory performance in 2016. Bank Consortium Trust Company Limited ("BCT"), a wholly owned subsidiary of BCH, is one of the major providers of Mandatory Provident Fund services in Hong Kong.

Property Development

The Group's interests in real estate are focused on Shanghai and represent 3.6% of our total assets. The main project is a residential and commercial complex in Jiading, in which we have a 27.5% stake.

Healthy profits of HK\$69.7 million mainly from development and sale of properties on a smaller lot of land in the Jiading district were booked during 2016.

Work is now starting on the larger Phase 3 of the project, which will be divided into several stages. Sales permits for the two initial stages are expected in late 2017 and late 2018 respectively. We do not expect the project to book any profits during 2017-18.

Government policy is currently aimed at generally cooling China's residential property market. We expect demand and prices to remain firm at these Shanghai projects, which are aimed at middle-class end-users and are in attractive locations for transport and schools. We are confident that where financing is concerned, existing capital and cash flow are fully sufficient. We will consider new possible opportunities in this sector.

The Group holds 50% in a new investment, Super Win Limited. This comprises residential properties for leasing in Hong Kong's Tseung Kwan O district. The investment showed a small loss for the year mainly due to investment property revaluation.

Compliance with Laws and Regulations

The Group takes active steps to ensure compliance with all relevant laws and regulations in all jurisdictions in which it operates, and recognizes the risks of non-compliance. It dedicates sufficient resources and personnel to ensure such compliance, and to maintaining adequate liaison and communication with regulatory authorities. We believe that risks attached to non-compliance are low.

Principal Risks and Uncertainties

The Group's principal risks are exposed to a variety of key risks including credit risk, equity price risk, insurance risk, interest rate risk, liquidity risk, foreign exchange risk, market risk and operation risk. Details of the aforesaid key risks and mitigation measures are elaborated in the note 35 "Financial Risk Management Objectivity and Policies" to the consolidated financial statements of the Group in this annual report.

Stakeholders

Asia Financial understands the importance of its relationships with employees, customers, suppliers, investors, regulators, members of the communities in which we operate, and other stakeholders whose actions can affect the company's performance and value.

Employees

The Company recognizes the vital role that skilled and motivated staff play in its success. Our human resources policy is therefore to encourage, recognize and reward good performance through appropriate training, appraisal and remuneration practices. The Company is confident of its ability to attract high quality staff and believes that risks attached to over-reliance on key personnel are moderate.

Customers

The Company's main clients are insurance policyholders. Delivery of excellent customer service is a key reason for our consistent underwriting profitability. Diversification of our client base and avoidance of over-dependency on core clients are among our risk management practices.

Shareholders

The Company is committed to creating wealth for our shareholders. This aim is fundamental to all our operations and investment activities.

Employees and Remuneration Policy

The total number of employees of the Group for the year ended 31st December, 2016 was 308 (2015: 295). Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration of the employees includes salary and discretionary bonus which is based on the Group's results and individual performance. Medical and retirement benefit schemes are made available to all levels of personnel. There was no share option scheme in operation during the year. The Group also offers various training and induction programmes to its employees.

The remuneration policy of the Group is formulated and recommended by the Remuneration Committee of the Company for the Board's approval. The Remuneration Committee's responsibilities include reviewing and approving the management's remuneration proposals, and making recommendations to the Board on the adjustments to remuneration packages payable to directors, senior management and employees of the Group.



Environmental, Social and Governance Report

This is the first Environmental, Social and Governance (“ESG”) Report issued by Asia Financial. The report was prepared according to the “Environment, Social and Governance (“ESG”) Reporting Guide”, Appendix 27 of Main Board Listing Rules of Hong Kong Exchanges and Clearing Limited and it complied with the “comply or explain” provisions set out in the ESG reporting guide.



Asia Financial is committed to providing a quality workplace, promoting environmental protection, and serving the wider community directly and through partnerships with social service organizations and social enterprises. We believe these commitments are an integral part of corporate responsibility. We aim to focus our efforts in these areas in ways that make a real difference to the well-being of employees, the environment and the community as a whole.

As our business grows, we are determined to nurture an ethos of good corporate citizenship among our workforce and within the workplace. Asia Financial takes pride in being recognized as a “Caring Company” for the 14th consecutive year since 2003 and in continuing to contribute to community programmes where we can add value.

In addition to such measures, we see adoption and development of policies in such areas as product responsibility, intellectual property, data privacy, anti-corruption and whistleblowing as integral to good corporate governance.

A. Environmental

A1: Emissions

Asia Financial believes in sustainable economic and social development. We strive to be a pioneer in environmental best practices and abide by the applicable laws and regulations of Hong Kong.

Our active carbon footprint management strategy is in place to establish greenhouse gas emission reduction measures and monitor the results to achieve long-term goals.

Carbon footprint management strategy

Asia Financial has been continuously measuring its emission profile since 2010. By defining the operational boundary and sources of emission, we can adopt plans to reduce carbon emissions every calendar year. As a result, our carbon footprint has decreased despite continuous business growth over the past several years.

By continuously monitoring carbon emissions, the Company evaluates the costs and benefits of the carbon management plan and can therefore quantify savings in both operational costs and carbon emissions. The emissions data for the year 2016 are as follows.

Greenhouse Gas (“GHG”) Emissions	Total (tonnes CO ₂ equivalent)
Scope 1: Unleaded petrol & gas oil combustion	114.35
Scope 2: Purchased electricity	595.42
Scope 3: Overseas business travel, paper waste	112.69
Total	822.46

A. Environmental (cont'd)

A1: Emissions (cont'd)

GHG Emissions Intensity	
GHG Emissions (tonnes CO ₂ equivalent)	822.46
Revenue in 2016 (HK\$ million)	1,287
Intensity per HK\$ million turnover	0.64 tonnes

Types of Emissions and Respective Emission Data	
Nitrogen Oxides ("NOx") emissions	13,618g
Sulphur Oxides ("SOx") emissions	476.4g
Particulate Matter ("PM") emissions	1,003g

Note: The source of the above types of emissions is mainly from our company cars while our business operations have minimal effects.

Total hazardous and non-hazardous waste produced	
Hazardous waste	As Asia Financial is in the financial industry, our hazardous waste is minimal due to the nature of our business operations.
Non-hazardous waste	Our Non-hazardous waste mainly comes from the disposal of paper waste at landfills and the amount is 35.07 tonnes CO ₂ equivalent Intensity per staff = 0.15 tonnes CO₂ equivalent

Measures to handle or reduce hazardous and non-hazardous wastes and results achieved

The hazardous and non-hazardous wastes of our business operations are minimal. However, we make endeavours on reducing the wastes with the following measures.

- Professional vendors are appointed to collect ink and toner cartridges for printers. In 2016, around 100 sets of cartridges were collected for recycling.
- Professional firms specializing in paper recycling are also appointed to collect wastes.
Percentage of paper recycling to total paper usage = 53%
Total of paper recycling = 12,322kg

A. Environmental (cont'd)

A1: Emissions (cont'd)

Measures to mitigate emissions

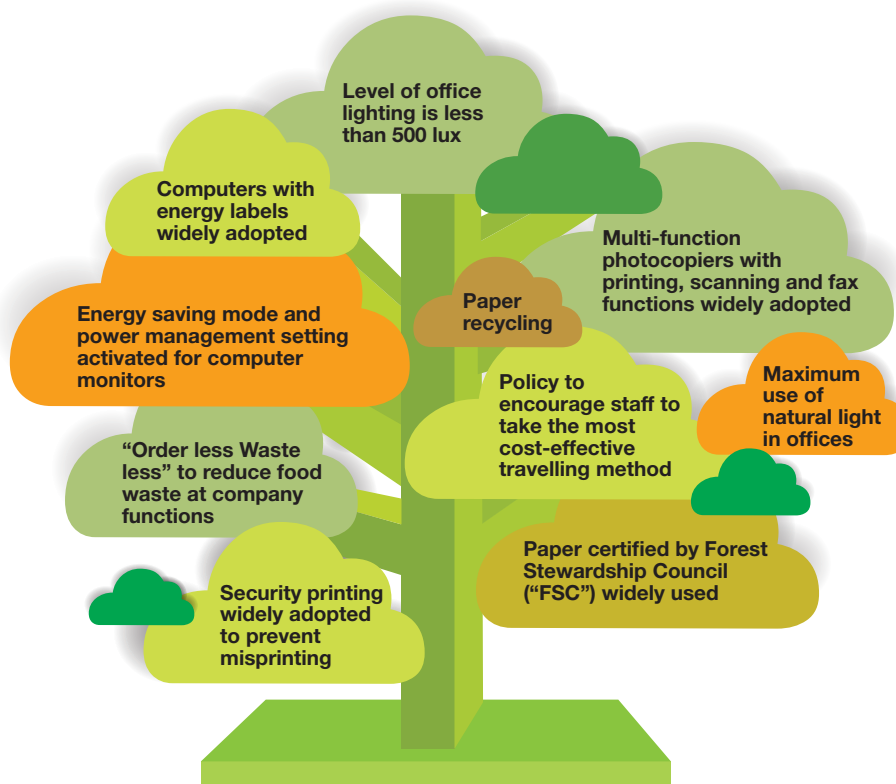
Staff engagement plays a role

The participation of employees is essential to the success of our green office programmes. These include a “Switch-off” policy for all idle equipment, encouragement for staff to switch off computers and monitors at the end of a working day, and switching all electrical appliances off (or, where appropriate, on to energy-saving mode) when not in use.

We distribute in-house environmental reports on the green office programme to employees, to encourage awareness of corporate environmental policies and their roles in them.

Other environmental practices

We have also adopted the following measures to reduce carbon emission:



Reduction on carbon emission despite business growth

As a result of organic growth, total revenue of Asia Financial reached HK\$1,287 million in 2016, an increase of 61% over the base year 2009. Although the increase in business activities inevitably increased some categories of carbon emission, we were able to reduce overall greenhouse gas emissions from 975 to 822 tonnes of CO₂ equivalent during 2009-16.

Note: All the above calculations are based on the emission factors listed in Appendix 2 Reporting Guidance on Environmental KPIs of “How to Prepare an ESG Report” issued by Hong Kong Exchanges and Clearing Limited.

A. Environmental (cont'd)

A2: Use of Resources

Asia Financial's business does not involve significant use of such resources as energy, water, raw and packaging materials. However, we are committed to using resources efficiently and reducing waste within our business operations.

Disclosure on Use of Resources for 2016	
Direct and indirect energy consumption by type (e.g. electricity, gas or oil) and intensity	<ul style="list-style-type: none"> Total electricity consumption = 708,824 kWh Total unleaded petrol consumption = 32,405 Litres Total gas oil consumption = 8,900 Litres Energy consumption intensity = 3.1 tonnes CO₂ equivalent per staff
Water consumption in total and intensity	<ul style="list-style-type: none"> We do not involve significant use of water as we are in the financial industry. Therefore, water efficiency initiatives are not a main issue of our environment protection focus. For our office operation, data on total water consumption and water consumption intensity are not available because the water meters are centralized for the commercial buildings and the usage of each unit cannot be identified.
Total packaging material used for finished goods	<ul style="list-style-type: none"> No packaging materials are being used for products and services due to our business nature.

Use of energy efficient lighting & equipment in offices reduces emission

We implement energy-efficient measures, such as the adoption of energy efficient lighting and office equipment and encouraging energy saving by our staff. Since 2009, Asia Financial has gradually replaced T8 fluorescent lamps with T5 fluorescent lamps, and 12V50W spotlights with 3W LED spotlights in all its local offices. This resulted in a 12.7% reduction in carbon emissions through electricity used during 2009-16.

A3: The Environment and Natural Resources

The earth is undergoing environmental and climatic changes unprecedented to humans. At Asia Financial, it is our policy to put the environmental impact of our activities into consideration. Areas where change can be instigated to enhance environmental sustainability are identified and measures are adopted to minimize our negative impact on the surrounding environment.

Although our business activities do not have significant impact on the environment and natural resources, the following actions have been taken to reduce the impact

- A 12.7% reduction in carbon emissions through electricity used during the 2009-16 period.
- Paper waste sent to landfill reduced from 24,458.06kg to 10,903.92kg during the 2009-16 period.

A. Environmental (cont'd)

A3: The Environment and Natural Resources (cont'd)

We are proud to have received the following recognition for our efforts in improving the quality of life for both present and future generations.

Asia Insurance – The First Carbon-neutral Insurance Company in Greater China

Since 2009, our wholly-owned subsidiary, Asia Insurance became the first carbon-neutral insurance company in Greater China. Asia Insurance offsets all its emissions – thus becoming carbon-neutral – by sponsoring an afforestation and reforestation project on degraded lands in Sichuan, China.



Asia Financial – Green Office Award Label

Asia Financial has been awarded the Green Office Award Label by the World Green Organization since 2014.

Note: All data on environmental performance include the Hong Kong operations of Asia Financial Holdings Limited and its wholly-owned subsidiary, Asia Insurance Company, Limited only.

B. Social

B1: Employment

A satisfied and motivated workforce is key to Asia Financial's customer service, operating efficiency, creation of shareholder value and positive contribution to the community. Our general workplace policy is to ensure:

- strict adherence to all relevant legal requirements at all times;
- mutual respect on a foundation of shared interests;
- fair treatment, including an equitable, performance-linked reward system;
- equal opportunities for all individuals to reach full potential;
- working conditions conducive to good physical and mental health;
- maintenance of work-life balance.

During the year, Asia Financial fully complied with all the legal requirements regarding employment.

Remuneration and employee benefits

Our policy and practices are regularly reviewed to ensure that remuneration packages are in line with market trends and we are competitive in attracting and retaining good quality staff. The remuneration package for staff normally comprises a basic salary, year-end double pay and a discretionary bonus, the payment of which is based on both the individual's performance and overall performance of Asia Financial.

The Company provides medical and life insurance plans to protect the employees' livelihoods and reduce their burden of medical expenses. Where appropriate, the Company makes voluntary Mandatory Provident Fund contributions to employees in addition to the standard employer's contributions required under the Mandatory Provident Fund Schemes Ordinance.

B. Social (cont'd)

B1: Employment (cont'd)

Balance between work and family life

Asia Financial encourages a balance between work and family life. All full-time staff are expected to use all rest days, public holidays and paid annual leave during employment. Management makes every effort to ensure that employees may take leave at times of their choosing.

Employee counselling assistance programme

As part of its commitment to promote mental health, Asia Financial offers confidential external professional counselling services at the Baptist Oi Kwan Social Service.

Equal employment opportunities

We strive to ensure that every employee and job applicant is treated fairly and that no-one is disadvantaged because of disability, sex, pregnancy, marital status, family status or race. The Company aims to create a working environment that is free of discrimination and harassment.

In 2016, Asia Financial complied with all current laws on equal opportunities in Hong Kong, including the Sex Discrimination Ordinance, Disability Discrimination Ordinance, Family Status Discrimination Ordinance and Race Discrimination Ordinance.

We have an Equal Employment Opportunities Policy (“EEO Policy”) in place to provide general information and guidance to staff members on ensuring equality of opportunities and complying with the above Ordinances. The purpose of EEO Policy is to outline the responsibilities of both Asia Financial and its staff have to promoting a fair and equitable work environment. It is the responsibility of all staff to treat their colleagues and members of the public fairly without discrimination.

We believe that it is the right of all individuals to be fairly considered for all positions within an organisation for which they have the necessary skills and qualities, and to be treated fairly within their employment. Equal Employment Opportunities principles apply, but are not limited to, recruitment, selection, promotion and transfers, working hours, discipline and dismissal, compensation and benefits.

Staff profile

As of 31 December 2016, we had 308 staff, representing a 2.67% growth in headcount compared to the previous year.

Employees by employment type (as at 31/12/2016)

Type	No of Staff
Full-time	303
Part-time	5
Total	308

Our gender mix of our workforce is 38% and 62% for male and female staff respectively. 15 of our 34 members of the Management Team and three of thirteen members of the Board of Directors are female.

Our employees are spread relatively evenly across all age groups, reflecting general workforce trends in Hong Kong.

B. Social (cont'd)

B1: Employment (cont'd)

Staff profile (cont'd)

Employees by age group (as at 31/12/2016)

Age	No of Staff
Below 30	72
30 – 40	65
41 – 50	71
51 and above	96
Total	304*

* excluding employees in Mainland China and Taiwan

Employees by geographic location (as at 31/12/2016)

Location	No of Staff
Hong Kong	269
Mainland China	1
Macau	35
Taiwan	3
Total	308

Staff turnover

For full-time staff, the turnover rate in 2016 was 12.94% and this was in line with the pattern in Hong Kong reported by the Hong Kong Institute of Human Resource Management.

Turnover rate by gender	
Male	6.85%
Female	6.09%
Total	12.94%

Turnover rate by age group	
Age	Rate
Below 30	3.81%
30 – 40	5.33%
41 – 50	2.28%
51 and above	1.52%
Total	12.94%

Note: All the above calculations on turnover rate include Hong Kong employees only.

B. Social (cont'd)

B1: Employment (cont'd)

Staff turnover (cont'd)

Turnover rate by geographic location	
Location	Rate
Hong Kong	12.94%
Mainland China	0%
Macau	2.86%
Taiwan	0%

B2: Health and Safety

Ensuring a safe working environment

It is the policy of Asia Financial to take all practicable steps to ensure the health and safety at our offices which does not pose any danger to all staff and the general public. These measures enabled us to achieve health and safety standards matching if not exceeding statutory requirements.

Occupational health & safety measures

In 2016, Asia Financial continues to implement clear measures to ensure a safe workplace.

In order to minimize fire hazards, the Company has a strict policy on proper connection and use of electrical appliances, such as sufficient capacity and correct rating. Regular training and fire drills are arranged to ensure that staff are familiar with the emergency procedures in case of a fire. Management ensures that staff are aware of exits and emergency procedures, and that fire evacuation plans and illuminated exit signs are properly displayed and maintained. The Company ensures that all company premises are equipped with sufficient fire-fighting equipment such as extinguishers, hose reels, and that these are properly maintained and not obstructed.

Management promotes “good housekeeping” in order to eliminate or promptly rectify such hazards as loose cable and folded or carpet to prevent trip and fall at the office. Staff are encouraged to make use of mechanical and other aids, such as trolleys or team lifting, to minimize risk of injury when performing manual handling operations like transporting heavy documents. It is also policy to ensure that adequate first aid facilities on office premises are properly maintained, and designated employees are appointed to look after them.

In 2016, there were thirteen lost work days because of one work-related injury at Asia Financial.

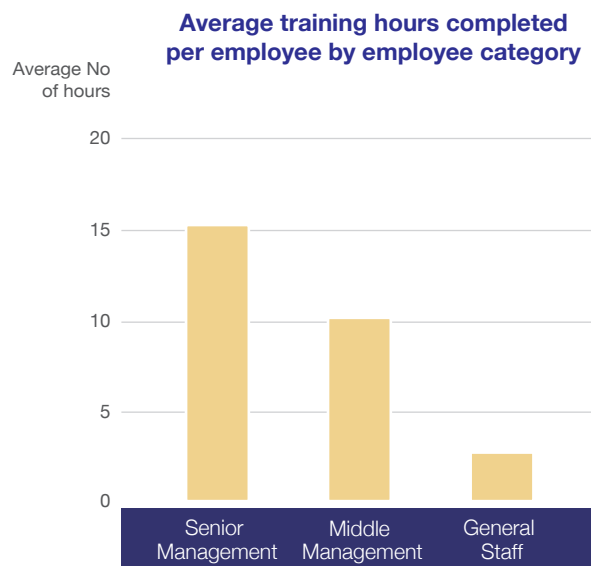
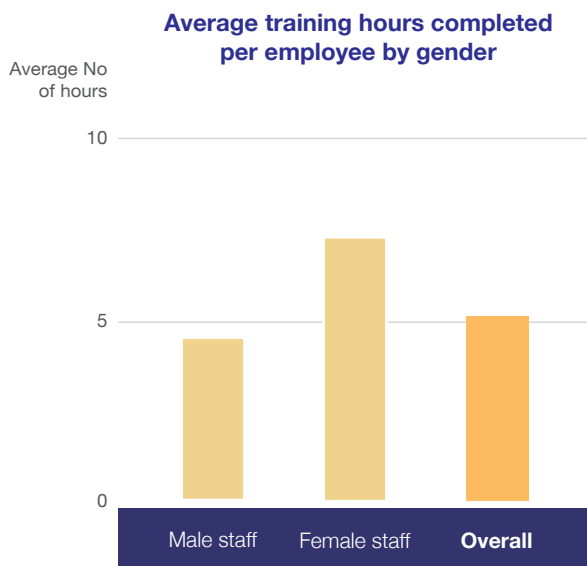
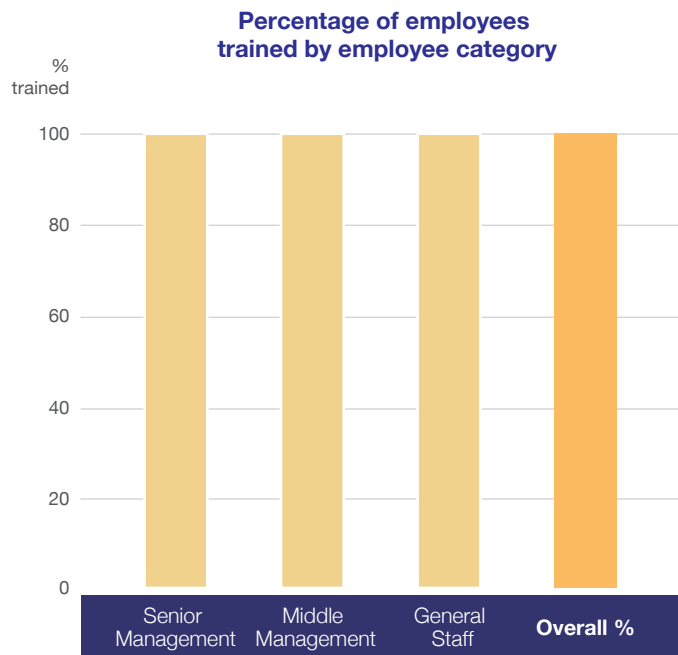
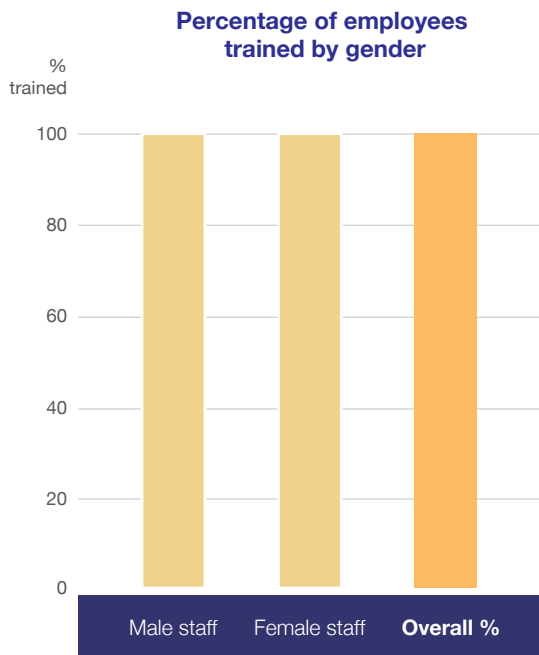
B3: Development and Training

Asia Financial's success depends on the professionalism, skill and commitment of all our employees. Our training and development policy is to equip staff to competently and effectively undertake all assignments, to develop their skills in order to realize their own personal potential, and to acquire our corporate culture and values.

B. Social (cont'd)

B3: Development and Training (cont'd)

Apart from providing seminars and training courses, Asia Financial also offers training and education allowances as an incentive for employees to upgrade their academic qualifications and professional skills in the mutual interests of the employee and the Company. Training statistics for the year 2016 are as follows.



Note: All the above training statistics include Hong Kong staff only.

B. Social (cont'd)

B4: Labour Standards

Policies on labour standards

As part of the financial services industry, Asia Financial sees very low risk profile or no potential involvement in or exposure to child, forced or compulsory labour. However, we are aware of the need to be in compliance with laws and regulations and community expectations concerning these issues in our operations.

Management believes its recruitment procedures are more than adequate to prevent child or forced labour. All such procedures involve a stringent monitoring process to verify a candidate's personal information in order to avoid misrepresentation and any form of forced labour. An official employment contract clearly states relevant terms and conditions, and each individual is well briefed and duly assigned.

In 2016, the Company fully complied with the Employment Ordinance and associated guidelines. Our Internal Audit team includes compliance in this area in its regular reviews of employment conditions in our operations in all locations. If it is discovered that these labour standards have been breached, such employment will be discontinued immediately and parents, guardians or relevant authorities will be immediately notified.

B5: Supply Chain Management

Asia Financial fully considers environmental and social standards in its sourcing and procurement activities. We have broadened or reframed the objectives of our supply chain management efforts from a narrow focus on costs and efficiencies, to a wider focus on resilience, security and quality of supply. We also recognize that in the quest for higher social standards, there is a need to work collaboratively with suppliers and other stakeholders to ensure that ethical values, as well as economic considerations, are appropriately integrated into the decisions that we make and the management practices that we adopt.

All the suppliers for Asia Financial are local suppliers focusing on office operations and provide office furniture, equipment and stationery, etc. We expect suppliers and their supply chain to comply fully with all applicable laws and regulations in the conduct of their business. It is our practice to identify, assess and monitor supplier practices with regard to human and labor rights, the environment, health and safety, and anti-corruption principles. Where practical, we also work with our vendors to encourage the utilization of responsibly and sustainably produced goods and services.

B6: Product Responsibility

The financial services industry depends on trust, and Asia Financial's reputation for trustworthiness is the Company's most valuable asset. Dedication to providing quality, value and integrity in all its products and services is the basis for the Company's long-term relationships and one of its major advantages in attracting new clients and partners and maintaining customer loyalty.

All the products of Asia Insurance, our wholly-owned subsidiary, fully complied with statutory and non-statutory requirements issued by the government, regulatory and other industry bodies in each market during the year. Subsidiary provisions may be established to cater for requirements of any specific jurisdiction in which the Company operates. Such provisions, if any, will be deemed an integral part of our business practice.

As we are providing financial services, there are no products subject to recall for safety and health reasons. During 2016, eleven complaints were made concerning the products and services provided by Asia Insurance. These were very carefully assessed and handled by the Complaint Officer with the customers concerned and were satisfactorily settled in most of the cases.

B. Social (cont'd)

B6: Product Responsibility (cont'd)

Intellectual rights

The scope of our intellectual property policy includes copyright, patents and trade mark. The policy reflects the current laws in Hong Kong relating to intellectual property and will be subject to review from time to time to ensure compliance. The major exposure of our business operation in the area mainly includes the design of our marketing materials and the use of computer software. We implement the following measures to minimize the risks.

1. All the marketing areas are centrally processed and approved by Administration Department to avoid infringement on intellectual property rights.
2. According to our Policy against Illegal and Unlicensed Computer Software, employees are prohibited to install computer software onto any information technology equipment within the premises of the Company. Duplication of licensed software for backup purpose is also prohibited unless additional license is granted.

All the related laws were complied during the year.

Quality assurance process

For our insurance business, operations strictly comply with the Insurance Companies Ordinance and regulations of the Office of the Commissioner of Insurance. Our Internal Audit team will conduct periodic checks to make sure the quality of service and the terms of the insurance contracts are properly arranged.

Recall procedures

Due to the nature of the financial services, there are no recall procedures for our products. If customers are dissatisfied with our service or the terms of the insurance contracts, our staffs are more than willing to make the necessary adjustment.

Personal Data (Privacy) Policies

Asia Financial is committed to adopting and complying with all relevant provisions of the Personal Data (Privacy) Ordinance, Chapter 486, the Laws of Hong Kong (the "Ordinance"). The Company upholds the personal data privacy protection principles stated in Schedule 1 of the Ordinance for the purposes of collecting, retaining, processing and using personal data. The Company has also designated a Data Protection Officer for monitoring compliance with the Ordinance. While heads of departments of the Company are in direct control of personal data, the Data Protection Officer also offers assistance on the relevant compliance issues. In addition, our Internal Audit team will conduct regular checks to ensure compliance with all regulations.

B7: Anti-corruption

Asia Financial strives to combat corruption, money laundering, extortion, fraud and other financial crimes and comply fully with all applicable laws and regulations.

With respect to Asia Financial's clients or counterparties, the Company reserves the right to terminate immediately any business relationship that violates or presents the risk of violating such laws, regulations or policies of the Company.

Asia Financial maintains written policies, procedures and internal controls designed to comply with the relevant laws. These include a risk assessment process, education and training, review and approval processes, accounting processes and independent testing processes. Personnel who engage in or facilitate bribery, or who fail to comply with all applicable laws and regulations, and our related policies, may be subject to disciplinary action.

No concluded legal cases regarding corrupt practices were brought against the Company or its employees during the year 2016.

B. Social (cont'd)

B7: Anti-corruption (cont'd)

Preventive measures & whistle-blowing

At Asia Financial, employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. Employees are encouraged to raise concerns about any suspected misconduct or malpractice within the Company, without fear of victimization or harassment, in a responsible and effective manner, rather than overlooking a problem or blowing the whistle outside.

The Company has devised a whistleblowing policy to achieve the above corporate governance target. The Policy applies to employees at all levels of the Company.

Whistleblowing matters may include but not confined to:

- a criminal offence;
- a failure to comply with any legal obligations;
- a miscarriage of justice;
- a financial impropriety;
- an action which endangers the health and safety of an individual;
- an action which causes damages to the environment;
- the deliberate concealment of information concerning any of the matters listed above.

If Asia Financial discovers any incident of corruption, money laundering, extortion, fraud and other financial crimes, legal or disciplinary actions will be taken to protect the interests of the Company and its stakeholders. The Audit Committee of the Company has overall responsibility for overseeing, monitoring and reviewing the operation of the policy and recommendations for actions resulting from investigations while day-to-day responsibility is assigned to the President of the Company.

B. Social (cont'd)

B8: Community Investment

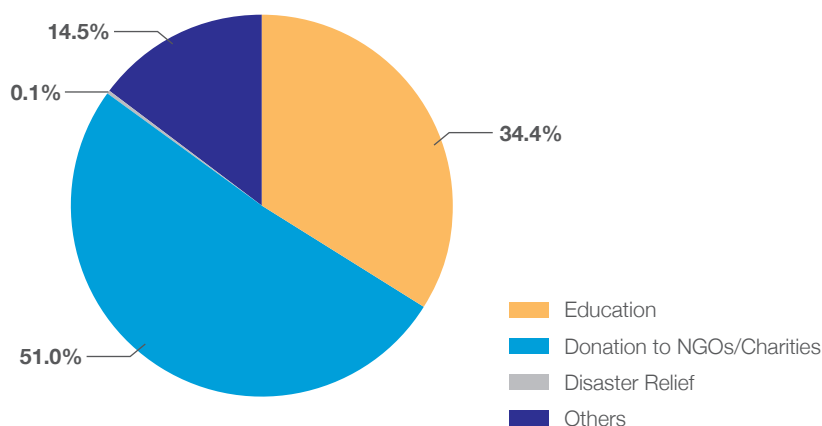
As a responsible corporate citizen, commitment to the wider community is a core part of Asia Financial's culture. We make a positive difference to society through donation, partnership with social enterprises and staff voluntary activities with a wide range of beneficiaries.

Donation & sponsorship

At the end of 2009, we founded AFH Charitable Foundation Limited ("the Foundation") to collect funds and target donations to help meet charitable, educational, cultural and other needs of society.

In 2016, Asia Financial, Asia Insurance and the Foundation devoted financial resources (mainly through donations and sponsorships) by supporting non-profit-making organizations locally and overseas with a total amount of HK\$7.28 million.

Distribution of donation & sponsorship made in 2016



Community involvement – partnership with social enterprises

We have been investing in SVHK Capital Limited ("SVHK"), which is a venture philanthropic organization, aiming to provide financial and non-financial support to social-purpose organizations or social enterprises in Hong Kong. The flagship projects of SVHK are Light Be (Social Realty) Limited ("Light Be"), Diamond Cab (Hong Kong) Limited ("Diamond Cab"), Dialogue in the Dark Hong Kong Limited and Fullness Hair Salons.



B. Social (cont'd)

B8: Community Investment (cont'd)

“Light Be” helps needy find a room of their own – for cheap

“Light Rooms” is a project of Light Be (Social Realty) Limited. It is an innovative approach to fighting poverty in Hong Kong by offering the needy an alternative to the poor environment of “sub-divided” flats. Specifically, “Light Rooms” encourages private property owners to rent units at an affordable rate or below market prices to underprivileged single-parent families with urgent housing needs.

“Light rooms” provides 3-bedroom flats for three single-parent families who share the dining room, kitchen and washroom. The flat is able to provide up to 7 square meters of floor space per individual and provides a safe and hygienic home with basic decoration, furniture and electrical appliances. “Light rooms” brings back self-esteem to the families, who are encouraged to live and share together and build up a supportive neighbourhood.

Light Be believes that helping to alleviate poverty involves far more than simply meeting material needs. It is equally important to focus on comprehensive family support for the families coming together under the same roof, using resources from across society to help them steadily move out of poverty.

As of February 2017, there are an accumulative total of around 170 families and over 410 persons have moved to the 92 units of “light homes”. Their living standards have visibly improved and they have new hope for the future.



Interested property owners are welcome to join the project.

Hotline : +852 2806 1911

Website : <http://www.lightbe.hk>

Diamond Cab – barrier-free taxi service

This is a social venture providing point-to-point transportation services for wheelchair users. It provides not only unprecedented wheelchair-accessible and barrier-free taxi services, but top quality standards of professional transportation for people in need. This taxi service has been receiving an overwhelming response from the general public.



Diamond Cab (Hong Kong) Limited provides point-to-point transportation services for wheelchair users.

Hotline: +852 2760 8771

Website: <http://www.diamondcab.com.hk>



B. Social (cont'd)

B8: Community Investment (cont'd)

Community involvement – staff volunteering

We organize a series of volunteering programmes every year to reflect the importance of community life to us on both individual and corporate levels; these activities extend beyond the provision of financial sponsorship to organizations. At the heart of these efforts is the voluntary work undertaken by individual members of staff within our local communities. With the cooperation of Evangelical Lutheran Church Social Service – Hong Kong and the Tung Wah Group of Hospitals, we arranged several activities in 2016 to bring love and care to children and senior citizens.

Volunteer Service Statistics 2016	
Total number of volunteers	95
Total service hours	545

Conclusion

This report shows Asia Financial's ongoing efforts in such areas as workplace equality, carbon footprint management, promotion of ethical business practices and community involvement. Like our business environment, the community of which we are a part is constantly growing and changing. Our environmental, social and governance commitments will therefore continue to evolve and adapt to new conditions. As with our traditional financial indicators, we will continue to monitor and enhance our ESG performance as a core function of corporate management.

Corporate Governance Report

Corporate Governance Practices

The Company is committed to maintaining high standards of corporate governance. The board of directors (the “Board”) believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to promote investor confidence and safeguard the interests of shareholders, investors, customers and staff.

The Board has applied with the principles set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and has adopted various measures to ensure that a high standard of corporate governance is maintained.

The Company has complied with all the applicable code provisions set out in the CG Code throughout the year ended 31st December, 2016, except for certain deviations as specified and explained below with considered reasons for such deviations:

Code provision A.6.7 provides that non-executive directors should attend general meetings. Mr. YAMAGUCHI Yoshihiro, a non-executive director, was unable to attend the annual general meeting (“AGM”) of the Company held on 19th May, 2016 as he would not offer himself for re-election as a director at the AGM and retired immediately after the AGM due to other commitment.

Code provision E.1.2 requires that the chairman of the board should attend the AGM. Dr. CHAN Yau Hing Robin, the Chairman of the Board, was absent from the AGM of the Company held on 19th May, 2016 as he was on medical leave. The AGM was chaired by the President of the Company, Mr. CHAN Bernard Charnwut. The Chairmen of the Audit Committee, Remuneration Committee, Nomination Committee and Compliance Committee of the Company also attended the AGM to answer shareholders’ questions raised therein.

Directors’ Securities Transactions

The Company has adopted a code for securities transactions by directors (the “Code of Conduct”) on terms no less exacting than the required standard in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

The Company has made specific enquiry of all directors and all directors have confirmed that they have complied with the required standard as set out in the Code of Conduct and the Model Code throughout the year ended 31st December, 2016.

Board of Directors

Board Composition

The Board currently comprises 13 members, consisting of 4 executive directors (including the Chairman and the President), 4 non-executive directors (“NEDs”) and 5 independent non-executive directors (“INEDs”). NEDs and INEDs provide the Group with a wide range of expertise and experience as well as checks and balances to safeguard the interests of the shareholders. Members of the Board, who come from a variety of different backgrounds, have a diverse range of business and professional expertise. The biographical details of the directors and the relationship among them are set out in pages 48 to 52 of this annual report. The list of directors of the Company and their roles and functions is also posted on the websites of the Company and the Stock Exchange.

Corporate Governance Report

Board of Directors (cont'd)

Board Composition (cont'd)

The Board has adopted a Board Diversity Policy which is published on the Company's website. The policy sets out the Company's approach to achieve diversity at Board level. Board appointments are based on merit and candidates are considered against objective criteria, having due regard for the benefits of diversity on the Board including, but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge, length of services and also other factors based on its business model and specific needs.

An analysis of the Board's current composition as at 31st December, 2016 is as follows:

		Number of Directors	
Designation	ED	4	31.0%
	NED	4	31.0%
	INED	5	38.0%
Gender	Male	10	77.0%
	Female	3	23.0%
Age group	81 or over	1	8.0%
	71-80	2	15.0%
	61-70	6	46.0%
	51-60	4	31.0%
Nationality	Chinese	10	77.0%
	Non-Chinese	3	23.0%
Directorship with Asia Financial (years)	Over 20	3	23.0%
	10-19	5	38.5%
	1-9	5	38.5%
Other listed company directorships	4	1	8.0%
	3	1	8.0%
	2	2	15.0%
	1	1	8.0%
	0	8	61.0%

Induction for Directors

Every Board member receives a package of orientation materials on key areas of business operations and practices of the Company, as well as a copy of the Director's Handbook upon joining the Board. The Director's Handbook sets out, among other things, the general and specific duties of the directors and the terms of reference of various Board committees. The Director's Handbook is updated from time to time to reflect developments and latest changes in the commercial and regulatory environment in which the Group conducts its businesses.

Board of Directors (cont'd)

Appointment and Re-election of Directors

The Company has a formal procedure for the appointment of new directors. Any proposed appointment will be first reviewed by the Nomination Committee. Upon recommendation by the Nomination Committee, the proposed appointment will then be reviewed by the Board and, if thought fit, approved by the Board or by shareholders in any general meeting.

All directors are subject to retirement by rotation at least once every three years. Retiring directors are eligible for re-election at each AGM in accordance with the Bye-laws of the Company. Any new director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

Role and Function of the Board

The Board is empowered to manage and conduct the businesses and affairs of the Group and is responsible for determining the Group's overall corporate objectives, business strategies and operational policies. The Board monitors the Group's financial performance, maintains effective oversight over the management, risks assessment, controls over business operations and ensures the Group's operations are conducted prudently and complied with specific corporate governance requirements and appropriate framework of laws and regulatory guidelines.

Chairman and President

The Company has appointed a President instead of a Chief Executive Officer. The roles of the Chairman and the President are segregated. Dr. CHAN Yau Hing Robin, the executive Chairman is responsible for the leadership and effective running of the Board. Mr. CHAN Bernard Charnwut, also an executive director, is the President of the Company and he is responsible for the overall strategic planning and the day-to-day management of the Group. Their respective roles and responsibilities are set out in writing, which have been approved and adopted by the Board.

Non-executive Directors and Independent Non-executive Directors

All NEDs and INEDs do not actively involve in the day-to-day management of the Company. They, however, do play an important role in bringing their independent judgement, considerable knowledge and diverse expertise to the Board's deliberations.

Each NED (including INED) of the Company has received a letter of appointment from the Company for a specific term of 2 years and is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Company's Bye-laws.

More than one-third of the members of the Board consist of INEDs and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each of the INEDs an annual confirmation of his/her independence for the year ended 31st December, 2016. The independence of the INEDs has been assessed in accordance with the criteria as set out in Rule 3.13 of the Listing Rules. Following such assessment, the Board has affirmed that all the INEDs continue to be independent.

Board of Directors (cont'd)

Board Meetings

The Board meets regularly, and at least four times a year, to review business development and performance of the Group and additional meetings will be held as and when required. Directors have full access to information on the Group and may, in appropriate circumstances, take independent professional advice at the Company's expense. Schedules for the regular Board meetings are made available to all directors to facilitate directors' attendance at the meetings. Directors receive written notice of each regular Board meeting at least 14 days in advance and they are given an opportunity to include matters in meeting agenda. Directors receive the meeting agenda and accompanying Board papers at least 3 days before the date of Board meeting. Minutes of every Board meeting are circulated to all directors for their perusal prior to confirmation of the minutes at the following Board meeting. Minutes of Board meetings are kept by the Company Secretary and are open for inspection by directors.

Directors make their best efforts to contribute to the development of strategy, policies and decision-making by attending the Board meetings in person or via telephone conferencing.

During the year 2016, the Board held four scheduled meetings to discuss the business development and strategies of the Group; approve the Group's annual business forecast; review and receive financial and business updates with information on the Company's latest financial and operational performance; review the internal control systems and risk management functions; approve the interim and annual results of the Group; approve interim dividend payment; recommend final dividend for shareholders' approval; review and receive reports from the respective board committees; approve the audit fees; approve the re-appointment of the retired board committees' members; and approve the revised terms of reference of the Audit Committee and the Risk Management Policy in compliance with relevant legal and regulatory requirements.

Attendance Records of Directors

The attendance records of four scheduled Board meetings and an AGM of the Company held in 2016 are set out below:

Name of director	Board meetings	2016 AGM
<i>Executive Directors:</i>		
CHAN Yau Hing Robin (<i>Chairman</i>)	3/4	0/1
CHAN Bernard Charnwut (<i>President</i>)	4/4	1/1
TAN Stephen	4/4	1/1
WONG Kok Ho	4/4	1/1
<i>NEDs:</i>		
SOPHONPANICH Choedchu	3/4	1/1
NG Song Hin*	2/2	1/1
CHAN Yeow Toh	4/4	1/1
YAMAGUCHI Yoshihiro^	1/2	0/1
TANAKA Junichi	4/4	1/1
YAMAMOTO Takao#	2/2	0/0

Board of Directors (cont'd)

Attendance Records of Directors (cont'd)

Name of director	Board meetings	2016 AGM
<i>INEDs:</i>		
CHOW Suk Han Anna	4/4	1/1
MA Andrew Chiu Cheung	4/4	1/1
SIAO Chi Lam Kenneth	4/4	1/1
WONG Yu Hong Philip	4/4	1/1
LAI KO Wing Yee Rebecca	4/4	1/1

* Resigned on 22nd June, 2016 due to his other personal commitments which require more of his attention

^ Retired on 19th May, 2016

Appointed on 19th May, 2016

Liability Insurance for Directors

The Company has arranged appropriate insurance coverage on directors' and officers' liabilities against possibility of legal action to be taken against the Directors and the senior executives. In year 2016, no claim under the insurance policy was made.

Directors' Training

All directors are required to keep abreast of the responsibilities as a director, and of the conduct and business activities of the Company. During the year, all directors were provided with the monthly management accounts of the Group as well as regular updates on applicable legal and regulatory requirements. Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills.

In year 2016, the Company organised an in-house seminar conducted by a professional body for directors at the Company's expense. The seminar covered certain updates on the Hong Kong Listing Rules and Environmental, Social, Governance disclosure and management. Written materials of the seminar were provided to the participated directors for reading and reference. Apart from what the Company had arranged, some of the directors also attended other external training seminars.

According to the records provided by all directors, which had been reviewed by the Compliance Committee in March 2017, the training received by the directors during the year ended 31st December, 2016 is summarized as follows:

- Dr. CHAN Yau Hing Robin, Mr. CHAN Bernard Charnwut, Mr. TAN Stephen, Mr. WONG Kok Ho, Ms. CHAN Yeow Toh, Mr. TANAKA Junichi, Mr. YAMAMOTO Takao, Ms. CHOW Suk Han Anna, Mr. MA Andrew Chiu Cheung, Mr. SIAO Chi Lam Kenneth and Mrs. LAI KO Wing Yee Rebecca participated in the in-house seminar.
- Dr. CHAN Yau Hing Robin, Mr. CHAN Bernard Charnwut, Mr. MA Andrew Chiu Cheung and Mrs. LAI KO Wing Yee Rebecca also attended some other seminars organised by professional bodies or other listed companies.
- Mr. SOPHONPANICH Choedchu and Dr. WONG Yu Hong Philip were not able to attend the aforesaid in-house seminar but they kept themselves update by reading materials related to corporate governance issues, business management and regulatory updates.

Corporate Governance Report

Delegation by the Board

Board Committees

The Board has set up several board committees including the Executive Committee, the Remuneration Committee, the Nomination Committee, the Compliance Committee and the Audit Committee to assist it in carrying out its responsibilities.

Each of these board committees has its specific written terms of reference which set out in detail their respective authorities and responsibilities. All these board committees, except the Executive Committee, comprise a majority of INEDs.

Executive Committee

The Board has delegated the day-to-day management of the Company's business to the Executive Committee which consists of all 4 executive directors of the Company. The Executive Committee usually meets once a month with the Group's senior executives and is responsible for formulating the policies of the Group on major strategic, financial, regulatory, risk management, commercial and operational issues for the Board's consideration; implementing policies as determined by the Board and monitoring the operational and financial performance of the Group.

In year 2016, the Executive Committee held nine meetings and the attendance record of each executive director is set out below:

Name of executive director	Number of meetings attended/held	Attendance rate
CHAN Yau Hing Robin (<i>Chairman</i>)	7/9	78%
CHAN Bernard Charnwut (<i>President</i>)	9/9	100%
TAN Stephen	9/9	100%
WONG Kok Ho	8/9	89%

Remuneration Committee

The Remuneration Committee was set up with specific terms of reference which are available on the websites of the Company and the Stock Exchange. The Remuneration Committee comprises 4 members, three of whom are INEDs. The Remuneration Committee meets at least once each year with the Company's Head of Human Resources and reports to the Board on their decisions or recommendations following each meeting.

The Remuneration Committee is responsible for considering and making recommendations to the Board on the Company's remuneration policy and for the formulation and review of the remuneration packages of all the directors, Board committees' members and senior executives of the Group. The Remuneration Committee may seek advice from external professional advisors for market data of executive remuneration and other remuneration related issues if required.

Delegation by the Board (cont'd)

Remuneration Committee (cont'd)

In year 2016, the Remuneration Committee held one meeting. The attendance record of each member is set out below:

Name of member	Number of meeting attended/held	Attendance rate
LAI KO Wing Yee Rebecca (<i>Chairman</i>)	1/1	100%
CHOW Suk Han Anna	1/1	100%
MA Andrew Chiu Cheung	1/1	100%
CHAN Bernard Charnwut	1/1	100%

During the year 2016, the Remuneration Committee had performed the following works:

- reviewed and recommended for approval by the Board the annual salary review, the emolument of the executive directors and allocation of discretionary bonus;
- reviewed and recommended the directors' fees and board committees' members' fees for the Board's endorsement subject to the shareholders' approval at AGM of the Company;
- reviewed and recommended for approval by the Board the re-appointment of retired member of the Remuneration Committee; and
- submitted a summary report on the resolved issues and recommendations to the Board.

Nomination Committee

The Nomination Committee was set up with specific terms of reference which are available on the websites of the Company and the Stock Exchange. The Nomination Committee comprises 4 members, three of whom are INEDs. The Nomination Committee meets at least once each year and reports to the Board on their decisions or recommendations following each meeting.

The Nomination Committee is responsible for making recommendations to the Board on nominations, appointments and re-appointments of directors in accordance with the Company's Nomination Policy. The Nomination Committee considers and reviews, among other things, the structure, size and composition of the Board, the balance of skills, knowledge and experience of the candidates, independence of INEDs, re-election of retiring directors, term of appointment of NEDs and the membership of respective board committees. The Nomination Committee is also responsible for reviewing the Board Diversity Policy to ensure its effectiveness. The Nomination Committee may seek independent professional advice, at the Company's expense, to perform its responsibilities.

Delegation by the Board (cont'd)

Nomination Committee (cont'd)

In year 2016, the Nomination Committee held one regular meeting and two ad hoc meetings. The attendance record of each member is set out below:

Name of member	Number of meetings attended/held	Attendance rate
CHOW Suk Han Anna (<i>Chairman</i>)	3/3	100%
MA Andrew Chiu Cheung	3/3	100%
LAI KO Wing Yee Rebecca	3/3	100%
CHAN Bernard Charnwut	3/3	100%

During the year 2016, the Nomination Committee had performed the following works:

- reviewed, assessed and confirmed the independence of all the INEDs;
- nominated directors who are required to retire from office by rotation to stand for re-election by shareholders at the Company's 2016 AGM;
- reviewed the structure, size, composition and diversity of the Board;
- reviewed and recommended for the Board's approval the re-appointments of retired members of certain board committees;
- reviewed and recommended for the Board's endorsement the nomination of Mr. YAMAMOTO Takao for election as a NED;
- reviewed and recommended the nomination of Ms. WONG Chi Shun as Chief Executive Officer of Asia Insurance; and
- submitted summary reports on the resolved issues and recommendations to the Board.

Delegation by the Board (cont'd)

Compliance Committee

The Compliance Committee was set up with specific terms of reference which are available on the websites of the Company and the Stock Exchange. The Compliance Committee comprises 6 members, four of whom are INEDs. The Compliance Committee meets at least twice each year and reports to the Board on their decisions or recommendations following each meeting.

The Compliance Committee is responsible for reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements. The Board has delegated the responsibility of overseeing the corporate governance functions to the Compliance Committee to ensure that the Company implements sound corporate governance practices.

In year 2016, the Compliance Committee held three meetings. The attendance record of each member is set out below:

Name of member	Number of meetings attended/held	Attendance rate
CHOW Suk Han Anna (<i>Chairman</i>)	3/3	100%
MA Andrew Chiu Cheung	3/3	100%
SIAO Chi Lam Kenneth	2/3	67%
LAI KO Wing Yee Rebecca	3/3	100%
TAN Stephen	3/3	100%
CHAN Bernard Charnwut	3/3	100%

During the year 2016, the Compliance Committee had performed the following works:

- reviewed and monitored the reports and works done by Internal Audit and Compliance Department on the Group's compliance with legal and regulatory requirements;
- reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report;
- reviewed the training records of all the directors and the Company Secretary;
- reviewed the complaint cases by the complaint officer of Asia Insurance;
- reviewed and recommended for the Board's approval the re-appointment of retired member of the Compliance Committee;
- submitted compliance reports to the Audit Committee; and
- submitted summary reports to the Board on the resolved issues and recommendations.

Delegation by the Board (cont'd)

Audit Committee

The Audit Committee was set up with specific terms of reference which are available on the websites of the Company and the Stock Exchange. All four members of the Audit Committee are INEDs. The Audit Committee meets at least three times each year and has a separate meeting with the external auditors in the absence of management to discuss any audit issues.

The Audit Committee is responsible for reviewing, among other things, the Group's financial reporting, the nature and scope of audit, the effectiveness of the systems of internal control and risk management, and compliance relating to financial reporting. The Audit Committee is also responsible for making recommendations to the Board on the appointment, re-appointment, removal and remuneration of the Group's external auditors. The Audit Committee reports to the Board following each Audit Committee meeting, drawing the Board's attention to significant issues or matters of which the Board should be aware of, identifying any matters in respect of which it considers that action or improvement is needed, and make relevant recommendations.

The Audit Committee has the overall responsibility for overseeing, monitoring and reviewing the operation of the Company's Whistleblowing Policy. This policy is devised to provide a channel through which all staff members may report incidents of improprieties in a secured and confidential manner such that reporting employees are assured of protection against unfair dismissal, victimization or unwarranted disciplinary actions if they acted in good faith and exercised due care.

The Audit Committee held three meetings in the year 2016. The attendance record of each member is set out below:

Name of member	Number of meetings	
	attended/held	Attendance rate
MA Andrew Chiu Cheung (<i>Chairman</i>)	3/3	100%
SIAO Chi Lam Kenneth	2/3	67%
CHOW Suk Han Anna	3/3	100%
LAI KO Wing Yee Rebecca	3/3	100%

During the year 2016, the Audit Committee had performed the following works:

- reviewed and approved the revised Terms of Reference of the Audit Committee and the Risk Management Policy for the Board's endorsement;
- reviewed the Group's interim and annual financial statements with respect to their truth and fairness, and agreed with the external auditor's work;
- reviewed the changes in accounting standards and their impacts on the Group's financial statements;
- reviewed the report from the external auditors;
- reviewed and recommended for approval by the Board the audit fees payable to the external auditors;
- reviewed and approved the internal audit co-sourcing arrangement with external consultant and recommended for approval by the Board the professional fee payable to the external consultant;

Delegation by the Board (cont'd)

Audit Committee (cont'd)

- reviewed and approved the Group's internal and external audit plans;
- reviewed the effectiveness of the Group's internal control systems covering the controls for financial, operational, compliance and risk management;
- reviewed the reports on internal audit findings and recommendations of both the internal auditor and the external consultant and the responses from the management;
- submitted summary reports on the resolved internal audit issues and internal control recommendations to the Board;
- reviewed the compliance reports from the Compliance Committee to monitor the Group's compliance with regulatory and statutory requirements;
- reviewed and recommended for the Board's approval of the re-appointment of retired member of the Audit Committee; and
- reviewed the independence and objectivity of the external auditors and recommended for the Board's endorsement the re-appointment of the external auditors subject to the shareholders' approval at the Company's AGM.

Auditors' Remuneration

During the year under review, the fees paid/payable to the Company's external auditors, Ernst & Young, Hong Kong, are as follows:

Services rendered	Fees paid/payable <i>HK\$'000</i>
Audit services	3,751
Non-audit services*	868
Total:	<u>4,619</u>

* *The non-audit services fees paid/payable to the external auditors were for advice on taxation matters and for preparation, review, submission of tax returns and other non-audit engagement.*

Accountability and Audit

Financial Reporting

Directors are responsible for overseeing the preparation of consolidated financial statements of each financial period which give a true and fair view of the financial position of the Company and its subsidiaries as at the end of the reporting period and of their financial performance and cash flows for that period then ended. In preparing the consolidated financial statements for the year ended 31st December, 2016, the directors selected suitable accounting policies and applied them consistently, adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards which are pertinent to its operations and relevant to the financial statements, made judgments and estimates that are prudent and reasonable, and prepared the accounts on the going concern basis.

Accountability and Audit (cont'd)

Financial Reporting (cont'd)

The consolidated financial statements of the Company and its subsidiaries for the year ended 31st December, 2016 have been audited by the external auditors, Ernst & Young, and reviewed by the Audit Committee. The directors acknowledged their responsibility for preparing the consolidated financial statements which were prepared in accordance with statutory requirements and applicable accounting standards. As at 31st December, 2016, the directors were not aware of any material uncertainties relating to events or conditions which might cast significant doubt upon the Company's ability to continue as a going concern.

The responsibilities of the external auditors with respect to the audit of the consolidated financial statements of the Company and its subsidiaries for the year ended 31st December, 2016 are set out in the "Independent Auditor's Report" on pages 54 and 58 of this annual report.

Risk Management and Internal Control

The Board is responsible for maintaining and overseeing an appropriate and effective risk management and internal control systems to monitor the material aspects of the Group's business and operations and also to safeguard its assets. The risk management and internal control systems of the Group comprises a well-established organisational structure and the internal policies, procedures and guidelines. Such systems are designed to provide reasonable but not absolute assurance against material misstatement or losses, and to manage and minimize risks of failure in operational systems.

The Board delegates operational duties and responsibilities to the management, which comprises senior staff and operating heads of different business units/departments. The management oversees the daily business operations, identifies potential opportunities and inherent risks so that the identified risks can be well-understood, managed and/or mitigated. Appropriate operation policies, standards and procedures are in place in different business units/departments and being exercised accordingly, and their efficiency and effectiveness are monitored by the head of each business unit/department to ensure effective segregation of duties.

The Board also delegates the responsibility of reviewing the effectiveness of the Group's risk management and internal control systems to the Audit Committee which monitors the Group's risk management and internal control systems through the Internal Audit and Compliance Department ("IACD"). IACD performs regular independent reviews of all material controls of the Group, checks for compliance with policies and standards and evaluates the effectiveness of internal control structures across the Group.

To complement the in-house internal audit team, the Company also engaged an external consultant during the year to assist in performing periodic internal audits and reviews on certain departments and business units across the Group. IACD and the external consultant presented the internal audit reports to the members of the Audit Committee and also the compliance reports to the members of the Compliance Committee. The reports were then followed up to ensure corrective actions have been taken in respect of any finding previously identified and they have been properly resolved.

Using a risk-and-control based audit approach, IACD and the external consultant plan their respective internal audit schedules and reviews annually with audit resources being focused on higher risk areas. Their internal audit plan for each financial year are discussed with and submitted to the Audit Committee for review and approved before the end of the preceding year.

Accountability and Audit (cont'd)

Risk Management and Internal Control (cont'd)

The Audit Committee reviewed the effectiveness of the Group's internal control systems covering all material controls, including financial, operational, compliance, and risk management functions during the year and the resources allocated to internal control operations. The Audit Committee reported the review result to the Board following each Audit Committee meeting. The Board reviewed, considered and satisfied that the Group's internal control systems and risk management functions are effective, adequate and in compliance with the risk management and internal control code provisions of the CG Code.

The Board has adopted the Inside Information Disclosure Policy which sets out the approach, procedures and internal controls for the handling and dissemination of inside information of the Group to ensure the inside information is maintained confidentially or to be disseminated to the public in timely and accurate manner in accordance with the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Listing Rules and all other applicable rules and regulations. The Inside Information Disclosure Policy will be reviewed, as appropriate, and any amendment to such policy shall be approved by the Board to ensure its continued effectiveness from time to time.

Professional Training of Company Secretary

The Company Secretary, Mr. LAU Chi Tak, confirmed that he undertook 21.5 hours of relevant professional training during the year 2016.

Remuneration of Directors and Senior Management

The Remuneration Policy of the Company is to maintain fair and competitive packages based on business needs and industry practice. The overall remuneration package of each individual director and senior management is determined based on the market level of similar positions in comparable companies and by reference to factors including director's position, qualifications, experience, level of responsibilities as well as the Group's performance and profitability.

During the year, the level of fees and emoluments paid to directors and senior management depends on their respective contractual terms under employment contracts or letters of appointment, if any, and as recommended by the Remuneration Committee and approved by the Board or shareholders at the Company's AGM.

Information relating to the remuneration of directors on a named basis for the year ended 31st December, 2016 is set out in note 7 to the financial statements.

Constitutional Documents

There was no change to the Company's Memorandum of Association and Bye-laws during the year ended 31st December, 2016. A copy of the latest consolidated version of the Memorandum of Association and Bye-laws is available on the websites of the Company and the Stock Exchange.

Communications with Shareholders

The Board recognises the importance of good communications with all shareholders. The Company has established the Shareholders Communication Policy and posted it on its website. The policy sets out the processes to provide the shareholders with ready, equal, timely and understandable information on the Company in order to enable them to exercise their rights in an informed manner.

The Company is committed to maintaining a policy of open and timely disclosure of relevant information on its attributes to shareholders and other stakeholders through the publication of interim and annual reports, public announcements and other public circulars, all of which are available on the websites of the Company and the Stock Exchange. The Company usually conducts post-results press conferences, with executive directors and senior management present to answer questions. Meetings with institutional investors and financial analysts are also conducted upon such requests being received.

The AGM provides a useful forum for shareholders to exchange views with the Board. Shareholders are encouraged to attend the AGM for which at least 20 clear business days prior notice is given. The Chairman as well as chairmen of the Audit Committee, the Compliance Committee, the Nomination Committee and the Remuneration Committee (or in their absence, other members of such committees) together with the external auditors are available to answer shareholders' questions at the meeting. The Chairman also advised all other directors to attend the AGM in order to develop a balanced understanding of the views of shareholders. All resolutions proposed at the AGM must be decided on a poll, which the Company's branch share registrar in Hong Kong will conduct as scrutineer for the vote-taking and the results of the poll will be published on the websites of the Company and the Stock Exchange.

The Company's last AGM was held at its principal place of business, 16th Floor, Worldwide House, 19 Des Voeux Road Central, Hong Kong on Thursday, 19th May, 2016. All the resolutions proposed at that meeting were approved by the shareholders by poll voting. Details of the poll results are available on both the Company's and Stock Exchange's websites.

The next AGM will be held on Wednesday, 24th May, 2017, the notice of which will be set out in the circular to shareholders to be sent together with the 2016 Annual Report on or about 20th April, 2017.

Shareholders' Rights

Convening a Special General Meeting

Shareholders holding in aggregate of not less than one-tenth (1/10) of the paid up capital can send a written request to the Board or the Secretary of the Company to request a Special General Meeting ("SGM").

The written request should be deposited at the Company's principal place of business for the attention of the Company Secretary.

The written request must state the resolution(s), accompanied by a statement of the matters referred in the proposed resolution(s) and signed by the shareholders concerned.

The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the Company will convene a SGM within twenty-one (21) days of the deposit of the request. The actual SGM shall be held within two (2) months after the deposit of the written request.

Notice of SGM will be sent out at least fourteen (14) clear days before the meeting unless shorter notice is permitted by the majority members having the right to attend and vote at the meeting.

Shareholders' Rights (cont'd)

Making Proposals at Shareholders' Meeting

Shareholder can send a written request to the Board or the Secretary of the Company to make proposal(s) at a shareholders' meeting. The written request must state the resolution(s), accompanied by a statement of the matters referred in the proposed resolution(s) and signed by the shareholder concerned.

The written request should be deposited with the Company at its principal place of business at least fourteen (14) clear days before the date of the shareholders' meeting.

The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the proposed resolution(s) in the agenda for the shareholders' meeting.

A revised notice of the shareholders' meeting that included the proposed resolution(s) will be issued to the shareholders.

Nomination of Person for Director Election

A shareholder who wishes to nominate a person to stand for election as a director at the Company's AGM should send a written notice to the Company Secretary at the Company's principal place of business within the period of at least seven (7) days as determined by the Company. Such lodgement period will commence no earlier than the day after dispatch of the notice of AGM and end no later than seven (7) days prior to the date of AGM.

The nomination notice must be signed by the nominating shareholder and stated: (i) the name, address and shareholding of the nominating shareholder; (ii) the proposed candidate's biographical details as required by the Rule 13.51(2) of the Listing Rules; and (iii) a signed letter from the candidate confirming willingness to act as director if being elected.

The nomination notice will be verified with the Company's share registrar and upon its confirmation that the notice is proper and in order, the Company Secretary will arrange a meeting of the Nomination Committee of the Company.

The nomination notice will be reviewed by the members of the Nomination Committee who will consider the factors such as character, integrity, diversity of experience, area of expertise, other commitments, independence and other factors that the Nomination Committee may consider appropriate.

After assessing the nomination, the Nomination Committee will send a report to the Board advising whether the candidate possessed the qualifications for a position on the Board. The Nomination Committee will recommend the right candidate to the Board for election as a director at the AGM.

The Company will publish an announcement or issue a supplementary circular and dispatch it to shareholders containing the details of the candidate(s) proposed. The assessment conclusion of the Nomination Committee will also be included in the supplementary circular for the consideration of shareholders.

The shareholder proposing the candidate will be required to attend the AGM and read out the proposed resolution at the AGM.

Shareholders' Rights (cont'd)

Sending Enquiries

Shareholders enquire about their shareholdings should contact the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Shareholders who have any queries to the Board should send the questions to the Company Secretary whose details are as follows:

The Company Secretary
Asia Financial Holdings Limited
16th Floor, Worldwide House
19 Des Voeux Road Central
Hong Kong
Email : contactus@afh.hk
Tel : (852) 3606 9200
Fax : (852) 2545 3881

Public Float

Based on the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained the prescribed amount of public float during the year 2016 and up to the date of this annual report as required by the Listing Rules.

Report of the Directors

The directors present their report and the audited financial statements for the year ended 31st December, 2016.

Principal Activities

The principal activity of the Company is investment holding. Details of the principal activities of its principal subsidiaries are set out in detail in note 37 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

Business Review

A discussion and analysis of the activities of the Group as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the Group's business; a description of the principal risks and uncertainties facing the Group; particulars of important events affecting the Group that have occurred since the end of the financial year 2016; an indication of likely future development in the Group's business; an analysis of the Group's performance using financial key performance indicators; a discussion on the Group's environmental policies and performance; the Group's compliance with the relevant laws and regulations that have a significant impact on the Group; and an account of the key relationships with its stakeholders that have a significant impact on the Group and on which the Group's success depends, are provided in the "Chairman's Statement", "Management Discussion and Analysis", "Corporate Governance Report", and "Environmental, Social and Governance Report" set out on pages 3 to 40 of this annual report.

Results and Dividends

The Group's profit for the year ended 31st December, 2016 and the Group's financial position at that date are set out in the financial statements on pages 59 to 144.

An interim dividend of HK2.5 cents per ordinary share, totalling approximately HK\$24,557,000, was paid on 28th September, 2016.

The directors recommend the payment of a final dividend of HK5.5 cents per ordinary share, totalling approximately HK\$53,816,000 in respect of the year, which will be payable on or about 12th June, 2017 in cash to shareholders on the register of members of the Company on 5th June, 2017. This recommendation has been incorporated into the financial statements as an allocation of the retained profits within the equity section in the Group's statement of financial position. Further details of this accounting treatment are set out in note 10 to the financial statements.

Share Capital

Details of movements on the Company's share capital during the year are set out in note 23 to the financial statements.

Equity-linked Agreements

There were no equity-linked agreements entered into by the Group during the year or subsisting at the end of the year.

Report of the Directors

Purchase, Redemption or Sale of Listed Securities of the Company

During the year ended 31st December, 2016, a subsidiary of the Company repurchased a total of 40,722,000 ordinary shares of the Company on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") at an aggregate purchase price of approximately HK\$182,082,000 (excluding expenses) and approximately HK\$182,579,000 (including expenses), which was paid wholly out of retained profits. Such repurchased shares were cancelled during the year. Details of the ordinary shares repurchased on the Stock Exchange during the year are as follows:

Month of repurchase	Number of ordinary shares repurchased	Highest purchase price per share <i>HK\$</i>	Lowest purchase price per share <i>HK\$</i>	Aggregate purchase price (excluding expenses) <i>HK\$'000</i>
March 2016	502,000	3.25	3.00	1,527
April 2016	3,832,000	4.16	3.32	14,395
May 2016	7,962,000	4.50	3.91	33,577
June 2016	11,884,000	4.80	4.45	54,891
July 2016	11,970,000	4.82	4.65	57,416
August 2016	774,000	4.50	4.24	3,472
September 2016	1,502,000	4.41	4.27	6,535
October 2016	2,018,000	4.50	4.43	9,019
November 2016	278,000	4.50	4.46	1,250
	<u>40,722,000</u>			<u>182,082</u>

As a result of the above share repurchases, the issued share capital of the Company was accordingly reduced by the par value of the aforesaid repurchased ordinary shares which were cancelled during the year. As at the date of this report, the number of issued ordinary shares of the Company is 978,478,000 shares.

The purchase of the Company's shares during the year was effected by the directors, pursuant to the mandate from shareholders received at the last annual general meeting. The directors believe that the above share repurchases were exercised in the best interests of the Company and its shareholders and that such share repurchases would lead to an enhancement of the net assets value and/or earnings per share of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

Distributable Reserves

At 31st December, 2016, the Company's reserves available for cash distribution, calculated in accordance with the provisions of the Bermuda Companies Act 1981, amounted to HK\$2,850,425,000, of which HK\$53,816,000 has been proposed as a final dividend for the year. In addition, the Company's share premium account and capital reserve, in the amount of HK\$620,591,000 in aggregate, may be distributed in the form of fully paid bonus shares.

Five Years Financial Summary

The results and assets, liabilities and non-controlling interests of the Group for the last five years, as extracted from the published audited financial statements as appropriate, are summarised below:

Results

	Year ended 31st December,				
	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000
Revenue	<u>1,287,457</u>	<u>1,173,510</u>	<u>1,279,625</u>	<u>1,448,080</u>	<u>1,321,365</u>
Profit for the year	<u>369,038</u>	<u>187,638</u>	<u>373,653</u>	<u>275,207</u>	<u>406,035</u>
Profit for the year attributable to:					
Equity holders of the Company	<u>367,271</u>	<u>186,063</u>	<u>365,507</u>	<u>270,731</u>	<u>403,796</u>
Non-controlling interests	<u>1,767</u>	<u>1,575</u>	<u>8,146</u>	<u>4,476</u>	<u>2,239</u>
	<u>369,038</u>	<u>187,638</u>	<u>373,653</u>	<u>275,207</u>	<u>406,035</u>

Assets, liabilities and non-controlling interests

	31st December,				
	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000
Total assets	<u>10,259,709</u>	<u>10,164,022</u>	<u>9,961,152</u>	<u>9,245,573</u>	<u>8,621,164</u>
Total liabilities	<u>(3,180,105)</u>	<u>(3,104,093)</u>	<u>(3,014,259)</u>	<u>(2,970,153)</u>	<u>(2,397,980)</u>
Non-controlling interests	<u>(43,090)</u>	<u>(40,312)</u>	<u>(38,391)</u>	<u>(30,520)</u>	<u>(21,776)</u>
	<u>7,036,514</u>	<u>7,019,617</u>	<u>6,908,502</u>	<u>6,244,900</u>	<u>6,201,408</u>

Report of the Directors

Major Customers

During the year, the Group derived less than 30% of its total income from its five largest customers.

As far as the directors are aware, none of the directors of the Company, or any of their associates and shareholders, which, to the knowledge of the directors, own more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers.

Major Suppliers

The Group's major subsidiary is an insurance company, which is exempted from disclosing the particulars of suppliers. Accordingly, no such information has been disclosed.

Directors

The directors of the Company during the year and up to the date of the report were:

CHAN Yau Hing Robin*, G.B.S., LL.D., J.P.

CHAN Bernard Charnwut*, G.B.S., J.P.

TAN Stephen*

WONG Kok Ho*

SOPHONPANICH Choedchu

NG Song Hin

(Resigned on 22nd June, 2016)

YAMAGUCHI Yoshihiro

(Retired on 19th May, 2016)

YAMAMOTO Takao

(Appointed on 19th May, 2016)

TANAKA Junichi

CHAN Yeow Toh

CHOW Suk Han Anna**

MA Andrew Chiu Cheung**

SIAO Chi Lam Kenneth**

WONG Yu Hong Philip**, G.B.S.

LAI KO Wing Yee Rebecca**, J.P.

* *Executive directors*

** *Independent non-executive directors*

In accordance with Bye-law 87(2) of the Company's Bye-laws, Mr. CHAN Bernard Charnwut, Mr. TAN Stephen, Ms. CHAN Yeow Toh, Ms. CHOW Suk Han Anna, Mr. MA Andrew Chiu Cheung and Mrs. LAI KO Wing Yee Rebecca will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received from each independent non-executive director an annual independence confirmation of his/her independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Company still considers that all of them are independent.

Directors' Service Contracts

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

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

As at 31st December, 2016, the interests of the directors and chief executive in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Listing Rules were as follows:

Name of director	Number of ordinary shares held, capacity and nature of interest			Total	Percentage of the Company's issued share capital ⁽¹⁾
	Directly beneficially owned	Through spouse or minor children	Through controlled corporation		
CHAN Yau Hing Robin	–	–	578,829,712 ⁽²⁾	578,829,712	59.16
CHAN Bernard Charnwut	1,382,334	–	–	1,382,334	0.14
WONG Kok Ho	810,000	430,000	–	1,240,000	0.13
SOPHONPANICH Choedchu	1,055,107	–	–	1,055,107	0.11
CHOW Suk Han Anna	41,559	–	–	41,559	0.00

Notes:

- (1) Based on 978,478,000 shares in issue as at 31st December, 2016.
- (2) Out of the 578,829,712 shares, (i) 566,069,712 shares were held through Claremont Capital Holdings Ltd ("Claremont Capital"), (ii) 8,830,000 shares were held through Robinson Enterprise Limited, (iii) 3,097,000 shares were held through Asia Panich Investment Company (Hong Kong) Limited ("Asia Panich") and (iv) 833,000 shares were held through Man Tong Company Limited ("Man Tong"). More than one third of the issued share capital of Claremont Capital, Asia Panich and Man Tong are held by Cosmos Investments Inc. These corporations or their directors are accustomed to act in accordance with the directions or instructions of Dr. CHAN Yau Hing Robin.

In addition to the above, Dr. CHAN Yau Hing Robin and Mr. WONG Kok Ho have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above, as at 31st December, 2016, none of the Company's directors and chief executive had registered an interest or a short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Report of the Directors

Directors' Rights to Acquire Shares or Debentures

At no time during the year there were rights to acquire benefits by means of acquisition of shares in or debentures of the Company granted to any director or their respective spouses or minor children, or were any such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

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

As at 31st December, 2016, the following persons (other than the directors or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, or as otherwise notified to the Company:

Name of shareholder	Notes	Number of ordinary shares held	Percentage of the Company's issued share capital ⁽¹⁾
Cosmos Investments Inc.	(2), (3)	569,999,712	58.25
Claremont Capital Holdings Ltd	(2)	566,069,712	57.85
Bangkok Bank Public Company Limited		95,488,236	9.76
Sompo Holdings, Inc. (formerly known as Sompo Japan Nipponkoa Holdings, Inc.)	(4)	84,337,753	8.62
Sompo Japan Nipponkoa Insurance Inc.	(4)	84,337,753	8.62
Aioi Nissay Dowa Insurance Company, Limited		52,550,175	5.37

Notes:

- (1) Based on 978,478,000 shares in issue as at 31st December, 2016.
- (2) These shares have been included in the interest disclosure of Dr. CHAN Yau Hing Robin as set out in the section "Directors' and chief executive's interests and short positions in shares and underlying shares" above.
- (3) Cosmos Investments Inc. was deemed to be interested in 569,999,712 shares in which 566,069,712 shares were held by Claremont Capital, 3,097,000 shares were held by Asia Panich and 833,000 shares were held by Man Tong since Cosmos Investments Inc. holds more than one-third of the issued share capital of Claremont Capital, Asia Panich and Man Tong, respectively.
- (4) Sompo Japan Nipponkoa Insurance Inc. ("SJNII") is a wholly-owned subsidiary of Sompo Holdings, Inc. ("SHI") and accordingly, the shares in which SJNII is shown as interested are included in the shares in which SHI is shown as interested.

Save as disclosed above, as at 31st December, 2016, no other persons had registered an interest or a short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

Directors' Interests in Transactions, Arrangements or Contracts

Save as disclosed in note 32(a) to the financial statements, no director nor a connected entity of a director had a material beneficial interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of the Company's subsidiaries was a party during the year.

Directors' Interests in Transactions, Arrangements or Contracts (cont'd)

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

No right to subscribe for equity or debt securities of the Company has been granted by the Company to, or have any such rights been exercised by, any person during the year ended 31st December, 2016.

Permitted Indemnity Provision

The Company's Bye-laws provides that all directors or other officers of the Company shall be entitled to be indemnified out of the Company's assets against all losses or liabilities which he or she may incur or sustain in or about the execution of the duties of his or her office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors' and officers' liability insurance throughout the year, which provides appropriate cover for certain legal actions brought against its directors and officers.

Directors' Interests in Competing Businesses

During the year and up to the date of this report, the following directors are considered to have interests in the following businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the directors of the Company were appointed as directors to represent the interests of the Company and/or the Group, pursuant to the Listing Rules, as set out below:

Name of director	Name of entity whose businesses are considered to compete or likely to compete with the businesses of the Group	Description of the businesses of the entity which are considered to compete or likely to compete with the businesses of the Group	Nature of interest of the director in the entity
CHAN Yau Hing Robin	The People's Insurance Company of China (Hong Kong), Limited	General insurance	Director
CHAN Bernard Charnwut	The People's Insurance Company of China (Hong Kong), Limited	General insurance	Director
	Sompo Japan Nipponkoa Insurance (China) Company Limited	General insurance	Director
WONG Kok Ho	Sompo Japan Nipponkoa Insurance (Hong Kong) Company Limited	General insurance	Director
TANAKA Junichi	Sompo Canopus AG	General insurance	Director

Although the companies listed above operate in similar fields to certain operations of the Group, the board believes that the directors concerned are able to manage any potential conflicts of interest arising from their respective directorships and/or interests in such companies.

Report of the Directors

Directors' Interests in Competing Businesses (cont'd)

As the board of directors of the Company is independent from the boards of directors of these companies, the Group is capable of carrying on its businesses independently of, and at an arm's length from, the businesses of these companies.

Connected Transaction

During the year, the Group had a connected transaction which is subject to the reporting requirements under Chapter 14A of the Listing Rules. Details are as follows:

On 7th July, 2016, a subsidiary of the Company repurchased 11,571,827 shares of the Company's issued ordinary shares from the Cosmic International Inc. ("Cosmic") on the Stock Exchange at a market price of HK\$4.80 per share. The total consideration of the repurchase was approximately HK\$55,544,770 which was settled on 11th July, 2016 by the working capital of the Company and the shares were cancelled on 14th July, 2016. The Company got its general mandate to repurchase up to 10% of its issued ordinary shares on 19th May, 2016 Annual General Meeting and the reason for entering into the repurchase was to improve the market valuation of the Company's shares. The consideration represents 1.187% of the market capitalisation of the Company based on the average closing price of the Company's shares for the five business days immediately preceding the date of the deal.

Cosmic is a company controlled by Mr. NG Song Hin ("Mr. Ng"), an ex-director of the Company, who resigned on 22nd June, 2016. Accordingly, Mr. Ng is a connected person of the Company, and he knowingly sold the 11,571,827 shares on the Stock Exchange to the subsidiary of the Company. Such transaction constituted a connected transaction for the Company. An announcement dated 8th July, 2016 and a supplementary announcement dated 11th July, 2016 were made by the Company in compliance with the relevant requirements in Chapter 14A of the Listing Rules.

Brief Biographical Details of Directors and Senior Management Staff

Executive Directors:

Dr. CHAN Yau Hing Robin, G.B.S., LL.D., J.P., aged 84, is the Chairman and an executive director of the Company and Asia Insurance Company, Limited ("Asia Insurance"), a wholly-owned subsidiary of the Company. Dr. Chan has been working for the Group for over 60 years. He is also a director of several other subsidiaries of the Company and a director of Claremont Capital Holdings Ltd, the controlling shareholder of the Company. Dr. Chan was awarded the Knight Commander (Second Class) of the Most Noble Order of the Crown of Thailand by His Majesty, the King of Thailand and the Gold Bauhinia Star by the Government of the HKSAR in 2000. He was also conferred with the Honorary University Fellowships by Hong Kong Baptist University and the University of Hong Kong in 2010 and 2011 respectively, and the Honorary Fellowship by The Hong Kong University of Science and Technology in 2013. Dr. Chan is the Life Honorary Chairman of The Chinese General Chamber of Commerce and the Vice Chairman of the All-China Federation of Returned Overseas Chinese. He is also the Founding Chairman and President of the Hong Kong Federation of Overseas Chinese Associations Limited, the Honorary Chairman of both the China Federation of Overseas Chinese Entrepreneurs and Federation of HK Chiu Chow Community Organizations Limited, and the Executive Vice Chairman of the China Overseas Chinese Entrepreneurs Association. Dr. Chan had been a Deputy to The National People's Congress of the People's Republic of China from March 1988 to February 2008. He has extensive experience in the banking industry and acts as an adviser to numerous other companies. Dr. Chan is also an independent non-executive director of K. Wah International Holdings Limited and Keck Seng Investments (Hong Kong) Limited, both of which are listed on the Stock Exchange. Dr. Chan is the father of Mr. TAN Stephen and Mr. CHAN Bernard Charnwut and is the brother of Mr. SOPHONPANICH Choedchu.

Brief Biographical Details of Directors and Senior Management Staff (cont'd)

Executive Directors: (cont'd)

Mr. CHAN Bernard Charnwut, G.B.S., J.P., aged 52, is an executive director and the President of the Company and Asia Insurance. Mr. Chan is a member of the remuneration committee, the nomination committee and the compliance committee of the Company and also the Chairman of AFH Charitable Foundation Limited. Mr. Chan has been working for the Group for 27 years. He is the son of Dr. CHAN Yau Hing Robin, the brother of Mr. TAN Stephen and the nephew of Mr. SOPHONPANICH Choedchu. He graduated from Pomona College in California, U.S.A. In addition to directorships in other subsidiaries of the Company, Mr. Chan is an independent non-executive director of Yau Lee Holdings Limited, Chen Hsong Holdings Limited and China Resources Beer (Holdings) Company Limited, all of which are listed on the Stock Exchange. He resigned as a non-executive director of LVGEM (China) Real Estate Investment Company Limited and City e-Solutions Limited on 5th June, 2014 and 9th September, 2016 respectively, all of which are listed on the Stock Exchange. Mr. Chan is currently a director of PICC Life Insurance Company Limited, a director of Claremont Capital Holdings Ltd which is the controlling shareholder of the Company and an adviser to Bangkok Bank (China) Company Limited. Mr. Chan has been elected a Deputy to The National People's Congress of the People's Republic of China since January 2008. He has also been appointed as a non-official member of the Executive Council of the HKSAR since July 2012. Mr. Chan is the Chairman of the Committee on Reduction of Salt and Sugar in Food, the Steering Committee on Restored Landfill Revitalisation Funding Scheme and Hong Kong-Thailand Business Council. He is also a trustee of Pomona College, California U.S.A. and serves as the Chairperson of The Hong Kong Council of Social Service.

Mr. TAN Stephen, aged 63, has been an executive director of the Company since 30th May, 2006 and has been working for the Group for 30 years. He is a member of the compliance committee of the Company. In addition to directorships in other subsidiaries of the Company, Mr. Tan sits on the boards of AFH Charitable Foundation Limited, Bank Consortium Trust Company Limited and Hong Kong Life Insurance Limited. He is also an independent non-executive director of Pioneer Global Group Limited and China Motor Bus Company, Limited, both of which are listed on the Stock Exchange. Mr. Tan serves as a Standing Committee member of The Chinese General Chamber of Commerce, the Vice President of Hong Kong Chiu Chow Chamber of Commerce, the Incumbent Honorary President of Chiu Yang Residents Association of Hong Kong Limited and the Manager of Chiu Yang Primary School of Hong Kong. Mr. Tan is a voting member of Tung Wah Group of Hospitals Advisory Board, a founding member of both Hong Kong-Thailand Business Council and Hong Kong-Korea Business Council, a trustee of Outward Bound Trust of Hong Kong, a charter member of The Rotary Club of The Peak and a founding member of Opera Hong Kong Limited. Mr. Tan is also a member of the Mega Events Fund Assessment Committee, a member of the Board of Governors of Hong Kong Sinfonietta Limited and the honorary adviser of the Hong Kong Baseball Association. Mr. Tan was educated in the U.S.A. and holds a bachelor's degree in Business Administration from Rutgers University, and a master's degree in Business Administration from St. John's University. He is the son of Dr. CHAN Yau Hing Robin, the brother of Mr. CHAN Bernard Charnwut and the nephew of Mr. SOPHONPANICH Choedchu.

Mr. WONG Kok Ho, aged 69, has been an executive director of the Company since 2nd May, 2007 and has served the Group for over 40 years. Mr. Wong is an executive director of Asia Insurance and a director of several other subsidiaries of the Company. Mr. Wong has extensive experience in the insurance industry. He sits on the boards of AFH Charitable Foundation Limited, AR Consultant Service (HK) Limited, BC Reinsurance Limited, BE Reinsurance Limited, Hong Kong Life Insurance Limited and Professional Liability Underwriting Services Limited. In addition, Mr. Wong is an independent non-executive director of Sompo Japan Nipponkoa Insurance (Hong Kong) Company Limited. Mr. Wong was educated in Hong Kong and Deakin University, Melbourne, Australia and is a fellow member of The Chartered Insurance Institute, London. Mr. Wong is currently a member of the insurance subsector of the Election Committee 2016. He had served as the Chairman and a councillor of the Employees Compensation Insurer Insolvency Bureau, the General Insurance Council of the Hong Kong Federation of Insurers (HKFI) and the Council of Motor Insurers' Bureau of Hong Kong. He had also been a member of the General Committee of the Insurance Claims Complaints Bureau, the Governing Committee of the HKFI and the President of the Insurance Institute of Hong Kong.

Brief Biographical Details of Directors and Senior Management Staff (cont'd)

Non-Executive Directors:

Mr. SOPHONPANICH Choedchu, aged 70, has been a non-executive director of the Company since October 1990 and has been with the Group for over 30 years. He is also an executive director of Asia Insurance and a director of certain other subsidiaries of the Company. Mr. Sophonpanich is a director of Claremont Capital Holdings Ltd which is the controlling shareholder of the Company. He was the Chairman of the Executive Board of Directors of Bangkok Life Assurance Public Company Limited and a director of Krungdhep Sophon Public Company Limited until 2016, both of which are listed on The Stock Exchange of Thailand. Mr. Sophonpanich graduated with a BSc (Econ) degree from the London School of Economics. He is the brother of Dr. CHAN Yau Hing Robin and the uncle of both Mr. TAN Stephen and Mr. CHAN Bernard Charnwut.

Mr. TANAKA Junichi, aged 55, has been a non-executive director of the Company since 7th May, 2014. Mr. Tanaka is currently the Managing Executive Officer and General Manager of the Europe and South America Regional Headquarters of both Sompo Holdings, Inc. (formerly known as Sompo Japan Nipponkoa Holdings, Inc.) and Sompo Japan Nipponkoa Insurance Inc. ("Sompo Japan Nipponkoa"). He is a director of Sompo Japan Sigorta A.S. and a managing director and the chief executive officer of Sompo Japan Nipponkoa Insurance Company of Europe Limited. He is also the chairman of the board of both Sompo Canopus AG and Sompo Seguros S.A. Mr. Tanaka graduated from Japan's Keio University, Faculty of Law in 1984 and joined The Yasuda Fire and Marine Insurance Company Limited ("Yasuda") in the same year. Yasuda subsequently merged with other insurance companies in 2002 and 2014 respectively and became Sompo Japan Nipponkoa which currently holds 8.62% of the Company's issued share capital.

Mr. YAMAMOTO Takao, aged 59, has been a non-executive director of the Company since 19th May, 2016. Mr. Yamamoto is an employee of Aioi Nissay Dowa Insurance Company, Limited ("Aioi Insurance") and his current position is the General Manager of Overseas Commercial & Marine Insurance Promotion Division and Corporate & Financial Business Promotion Department. He was conferred the Degree of Political Science and Economics from Nihon University, Japan in 1982 and joined Chiyoda Fire & Marine Insurance Company, Limited (present known as Aioi Insurance) in the same year. Aioi Insurance currently holds 5.37% of the Company's issued share capital.

Ms. CHAN Yeow Toh, aged 61, has been a non-executive director of the Company and Asia Insurance since 28th June, 2007. Ms. Chan is currently a director of IMC Development & Management Limited and a director of a number of other companies in Hong Kong and overseas. She is a fellow member of The Institute of Chartered Secretaries & Administrators, the United Kingdom, and The Malaysian Association of Company Secretaries. Ms. Chan was the Company Secretary of IMC Holdings Limited from 1990 until 2002 when it was delisted from the Stock Exchange. She was also the Chairman of Suntec City Management Pte. Ltd. from July 2005 to December 2009.

Brief Biographical Details of Directors and Senior Management Staff (cont'd)

Independent Non-Executive Directors:

Ms. CHOW Suk Han Anna, aged 69, has been an independent non-executive director of the Company since 27th September, 2004. Ms. Chow is the chairperson of both the nomination committee and the compliance committee, and a member of both the audit committee and the remuneration committee of the Company. She is also an independent non-executive director of Asia Insurance. Ms. Chow was admitted as a solicitor of the Supreme Court of England and of Hong Kong respectively in 1973 and she has been in legal practice in Hong Kong since 1973. Ms. Chow was a partner of Messrs. Peter C. Wong, Chow and Chow from 1st April, 1989 to 30th September, 2012 and has since 1st October, 2012 become a consultant of the firm. The firm has since 1st February, 2016, changed its name to Guantao and Chow. She was appointed as a Notary Public by the Faculty Office of Archbishop of Canterbury in 1984 and as a China-Appointed Attesting Officer by the Ministry of Justice, The People's Republic of China in 1991 and has been practicing as a Notary Public and an attesting officer since the said years respectively. Ms. Chow was appointed as a chairperson and a member of a number of public services committees of the Government of the HKSAR. She was a chairperson of the Appeal Tribunal under Building Ordinance (Cap.123) and the Railway Objections Hearing Panel under the Transport Bureau respectively. She was a member of the Vetting Committee for the Professional Services Development Assistance Scheme under the Commerce and Economic Development Bureau, ICAC Complaints Committee, the Administrative Appeals Board, Inland Revenue Review Board, the Criminal Injuries Compensation Board and the Law Enforcement Injuries Compensation Board respectively. She served on the Inland Revenue Review Board as a deputy chairman from 1998 to 2007. She had also been a member of the Solicitors Disciplinary Tribunal Panel of the Law Society. Ms. Chow is also a director of a number of charitable organizations, namely Chi Lin Nunnery, Poh Yea Ching Shea Limited and Chi Hong Ching Yuen Limited. She was a trustee of The D.H. Chen Foundation from 1st December, 1998 and became the honorary secretary of The D.H. Chen Foundation on 1st January, 2010. She resigned as both a trustee and the honorary secretary of the foundation on 1st June, 2012. Ms. Chow is the honorary legal advisor to The Federation of Medical Societies of Hong Kong, and a director and the honorary secretary to the Association of China-Appointed Attesting Officers Limited.

Mr. MA Andrew Chiu Cheung, aged 75, has been an independent non-executive director of the Company since 3rd September, 2004. Mr. Ma is the chairman of the audit committee and a member of the remuneration committee, the nomination committee and the compliance committee of the Company. He is also an independent non-executive director of Asia Insurance. Mr. Ma is a founder and former director of AMA CPA Limited (formerly known as Andrew Ma DFK (CPA) Limited) and a director of Mayee Management Limited. Mr. Ma has more than 30 years' experience in the fields of accounting, auditing and finance. He received his bachelor's degree in economics from the London School of Economics and Political Science (University of London) in England. Mr. Ma is a fellow member of The Institute of Chartered Accountants in England & Wales, The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Taxation Institute of Hong Kong. He is currently also an independent non-executive director of several other listed companies in Hong Kong, including Asiaray Media Group Limited, China Resources Power Holdings Company Limited, Chong Hing Bank Limited and C.P. Pokphand Co. Ltd. Mr. Ma resigned as an independent non-executive director of Tanrich Financial Holdings Limited on 27th January, 2015 and Beijing Properties (Holdings) Limited on 3rd December, 2014. Both companies are listed on the Stock Exchange.

Mr. SIAO Chi Lam Kenneth, aged 69, has been a member of the Board since 28th June, 1999 and was redesignated as a non-executive director of the Company on 30th September, 2004. He became an independent non-executive director of the Company after another redesignation on 6th December, 2011. Mr. Siao is a member of both the audit committee and the compliance committee of the Company. Mr. Siao is the founder and senior partner of Messrs. Siao, Wen and Leung, Solicitors and Notaries. He obtained his Bachelor of Commerce degree (B.Com) from McGill University and his Bachelor of Laws degree (LL.B) from King's College, University of London. Mr. Siao is a Notary Public in Hong Kong and a China-Appointed Attesting Officer. He was co-opted as a Council Member of The Law Society of Hong Kong in 1994 and is currently the honorary fellow member of the Hong Kong Institute of Real Estate Administrators. Mr. Siao has extensive experience in banking, commercial, corporate and property matters.

Brief Biographical Details of Directors and Senior Management Staff (cont'd)

Independent Non-Executive Directors: (cont'd)

Dr. WONG Yu Hong Philip, G.B.S., aged 78, has been a member of the Board since 19th October, 1990 and was redesignated as a non-executive director of the Company on 3rd September, 2004. He became an independent non-executive director of the Company after another redesignation on 6th December, 2011. He is also a non-executive director of Asia Insurance. He has been with the Group for over 20 years. Dr. Wong attained his BSc., MSc., JD and PhD degrees in 1963, 1967, 1982 and 1987 respectively. Dr. Wong is the Chairman of Winco Paper Products Company Limited, the Life Honorary Chairman of The Chinese General Chamber of Commerce and the Honorary Chairman of the Hong Kong Publishing Federation. He had been a Deputy to the National People's Congress of the People's Republic of China and a member of the Legislative Council of the HKSAR. Dr. Wong is currently an independent non-executive director of Hop Hing Group Holdings Limited which is listed on the Stock Exchange.

Mrs. LAI KO Wing Yee Rebecca, J.P., aged 58, has been an independent non-executive director of the Company since 3rd December 2012. Mrs. Lai is the chairperson of the remuneration committee and a member of the audit committee, the nomination committee and the compliance committee of the Company. She is also an independent non-executive director of Asia Insurance. Mrs. Lai is the Director of Education Initiatives of China Graduate School of Theology. She obtained her Bachelor of Arts (Hons) degree from University of Hong Kong, Master of Business Administration from the Chinese University of Hong Kong and Master of Christian Studies (Counselling) from China Graduate School of Theology. Mrs. Lai has over 25 years' experience in the civil service. Her last position with the Government of the HKSAR in 2006 was the Permanent Secretary for the Civil Service. Mrs. Lai currently is a Court member of City University of Hong Kong.

Employees and Remuneration Policy

The total number of employees of the Group was 308 at the end of the reporting period (2015: 295). Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration of the employees includes salary and discretionary bonus which is based on the Group's results and individual performance. Medical and retirement benefit schemes are made available to all levels of personnel. There was no share option scheme in operation during the year. The Group also offers various training and induction programmes to its employees.

The remuneration policy of the Group is formulated and recommended by the Remuneration Committee of the Company for the Board's approval. The Remuneration Committee's responsibilities include reviewing and approving the management's remuneration proposals, and making recommendations to the Board on the adjustments to remuneration packages payable to directors, senior management and employees of the Group.

Donations

During the year, the Group made charitable donations totalling HK\$3,322,000 (2015: HK\$3,381,000).

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the directors, the Company believes that the percentage of shares of the Company which were in the hands of the public was above the relevant prescribed minimum percentage as at the date of this report.

Pre-emptive Rights

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

Corporate Governance

Details of the Company's corporate governance practices are set out in the Corporate Governance Report in this annual report.

Event after the Reporting Period

Details of the significant event of the Group after the reporting period are set out in note 38 to the financial statements.

Auditors

The financial statements for the year ended 31st December, 2016 have been audited by Ernst & Young who retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

CHAN Yau Hing Robin

Chairman

Hong Kong, 23rd March, 2017

Independent Auditor's Report



To the shareholders of Asia Financial Holdings Limited

(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Asia Financial Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 59 to 144, which comprise the consolidated statement of financial position as at 31st December, 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st December, 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key Audit Matters (cont'd)

Key audit matter

How our audit addressed the key audit matter

Estimation of insurance contracts liabilities

As at 31st December, 2016, the Group had insurance contracts liabilities for reported claims and incurred but not reported claims for the general insurance business, of HK\$1,706 million in aggregate, representing 54% of the Group's total liabilities.

The estimation of these liabilities requires significant judgement and it may take a significant period of time before the ultimate cost of the claims can be established with certainty. The primary techniques adopted by management in estimating the cost of the ultimate claims included using the past claim settlement trends to predict the future claims settlement trends combined with actuarial and statistical projection techniques; referencing to benchmarks of companies in a similar industry sector; and the assessment by loss adjusters.

Related disclosures are included in notes 2.5, 25 and 33 to the financial statements.

Impairment of unlisted available-for-sale securities

As at 31st December, 2016, included in the Group's available-for-sale securities of HK\$3,322 million were investments in unlisted securities of HK\$1,595 million, representing 16% of the Group's total assets. These unlisted securities are stated at cost less impairment. At the end of each reporting period, management assesses whether there is any objective evidence that the unlisted available-for-sale securities is impaired. When there is objective evidence that the unlisted available-for-sale securities are impaired, management makes assumptions about the decline in value to determine the amount of the impairment loss to be recognised in the statement of profit or loss. The assessment on whether the unlisted available-for-sale securities are impaired requires significant management judgement.

Related disclosures are included in notes 2.5 and 17 to the financial statements.

We involved our internal actuarial specialists to assist us in performing our audit procedures, which included among others: understanding the Group's methodologies for calculating the insurance contracts liabilities; evaluating the assumptions used in the valuation of the insurance contracts liabilities, by comparing to historical and market data; and assessing the validity of liability adequacy tests by evaluating the assumptions adopted in the context of the Group and industry experience data and taking into account the features of the specific insurance products.

Our audit procedures included evaluating management's impairment assessment of the unlisted available-for-sale securities, with reference to the financial information and business plans of the respective investee companies, performing analytical procedures on the financial information of significant investee companies and reviewing relevant market and industry information for any potential impairment indicators.

Independent Auditor's Report

Key Audit Matters (cont'd)

Key audit matter

How our audit addressed the key audit matter

Fair value measurement of securities measured at fair value through profit or loss and available-for-sale securities

As at 31st December, 2016, the Group had investments in various securities, of which HK\$3,252 million representing 32% of the Group's total asset, are stated at fair value and classified as "securities measured at fair value through profit or loss" or "available-for-sale securities". Fair value measurement can be a subjective area, especially for securities with model based valuation or with weak liquidity and price discovery. Valuation techniques for unlisted securities or securities without active markets can be subjective in nature and involve various assumptions regarding pricing factors. The use of different valuation techniques and assumptions could lead to significantly different estimates of fair value. Specific areas of focus include the valuation of fair value of Level 2 assets where valuation techniques are applied in which observable inputs are used.

We reviewed management's assessment of fair value and performed independent price verification using external quotes for liquid positions. In addition, we performed additional procedures for areas of higher risk and estimation with the assistance of our internal valuation specialists. These included evaluating the pricing model methodologies and assumptions of selected securities, and assessing the accuracy of the key inputs to the models by comparing them with appropriate benchmarks and pricing sources. We also assessed the adequacy of the disclosures relating to the securities.

Related disclosures are included in notes 2.5, 17, 19 and 34 to the financial statements.

Other Information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Consolidated Financial Statements

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

Independent Auditor's Report

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (cont'd)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chung Yuk Man.

Ernst & Young

Certified Public Accountants

22/F, CITIC Tower

1 Tim Mei Avenue

Central, Hong Kong

23rd March, 2017

Consolidated Statement of Profit or Loss

Year ended 31st December, 2016

	Notes	2016 HK\$'000	2015 HK\$'000
REVENUE	4	1,287,457	1,173,510
Gross premiums	26(a)	1,276,956	1,250,977
Reinsurers' share of gross premiums	26(b)	(427,240)	(365,932)
Net insurance contracts premiums revenue		849,716	885,045
Gross claims paid	27(a)	(477,493)	(469,865)
Reinsurers' share of gross claims paid	27(b)	156,973	101,597
Gross change in outstanding claims	27(c)	(30,347)	(141,823)
Reinsurers' share of gross change in outstanding claims	27(d)	(17,899)	34,053
Net claims incurred		(368,766)	(476,038)
Commission income		86,819	66,402
Commission expense		(295,721)	(255,840)
Net commission expense		(208,902)	(189,438)
Management expenses for underwriting business		(65,554)	(60,646)
Underwriting profit		206,494	158,923
Dividend income		135,994	117,495
Realised gain/(loss) on investments		9,909	(13,986)
Unrealised gain/(loss) on investments		2,413	(8,165)
Interest income		60,576	67,946
Other income and gains, net		1,711	(18,523)
		417,097	303,690
Operating expenses		(126,857)	(124,514)
Finance costs	5	(2,761)	(2,440)
		287,479	176,736
Share of profits and losses of joint ventures		36,857	27,207
Share of profits and losses of associates		76,558	6,784
PROFIT BEFORE TAX	6	400,894	210,727
Income tax expense	9	(31,856)	(23,089)
PROFIT FOR THE YEAR		369,038	187,638

...cont'd

Consolidated Statement of Profit or Loss

Year ended 31st December, 2016

	<i>Notes</i>	2016 HK\$'000	2015 <i>HK\$'000</i>
<hr/>			
Attributable to:			
Equity holders of the Company		367,271	186,063
Non-controlling interests		1,767	1,575
		<u>369,038</u>	<u>187,638</u>
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	<i>11</i>		
Basic			
– For profit for the year		<u>HK36.8 cents</u>	<u>HK18.3 cents</u>
Diluted			
– For profit for the year		<u>N/A</u>	<u>N/A</u>

Consolidated Statement of Comprehensive Income

Year ended 31st December, 2016

	Notes	2016 HK\$'000	2015 HK\$'000
PROFIT FOR THE YEAR		<u>369,038</u>	<u>187,638</u>
OTHER COMPREHENSIVE INCOME			
Other comprehensive income/(expense) to be reclassified to profit or loss in subsequent periods:			
Available-for-sale securities:			
Changes in fair value		(107,849)	22,988
Share of other comprehensive income/(expense) of joint ventures		2,978	(4,960)
Share of other comprehensive expense of associates		(27,313)	(15,740)
Exchange differences on translation of foreign operations		<u>63</u>	<u>34</u>
Net other comprehensive income/(expense) to be reclassified to profit or loss in subsequent periods		<u>(132,121)</u>	<u>2,322</u>
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Asset revaluation reserve:			
Gain on property revaluation	12	-	12,024
Income tax effect	30	-	(1,975)
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		<u>-</u>	<u>10,049</u>
OTHER COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR, NET OF TAX		<u>(132,121)</u>	<u>12,371</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u><u>236,917</u></u>	<u><u>200,009</u></u>
ATTRIBUTABLE TO:			
Equity holders of the Company		234,139	198,062
Non-controlling interests		<u>2,778</u>	<u>1,947</u>
		<u><u>236,917</u></u>	<u><u>200,009</u></u>

Consolidated Statement of Financial Position

31st December, 2016

	<i>Notes</i>	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
ASSETS			
Property, plant and equipment	<i>12</i>	335,487	324,262
Investment properties	<i>13</i>	28,200	23,100
Interests in joint ventures	<i>14</i>	280,104	257,719
Loans to joint ventures	<i>14</i>	56,500	33,335
Interests in associates	<i>15</i>	357,817	314,140
Due from associates	<i>15</i>	200,765	168,390
Deferred tax assets	<i>30</i>	–	1,913
Held-to-maturity securities	<i>16</i>	651,969	587,886
Available-for-sale securities	<i>17</i>	3,321,596	3,426,715
Pledged deposits	<i>22</i>	158,915	148,236
Loans and advances and other assets	<i>18</i>	129,352	92,942
Securities measured at fair value through profit or loss	<i>19</i>	1,524,770	1,853,696
Insurance receivables	<i>20</i>	197,465	201,622
Reinsurance assets	<i>21</i>	583,379	567,198
Cash and cash equivalents	<i>22</i>	2,433,390	2,162,868
Total assets		10,259,709	10,164,022

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Consolidated Statement of Financial Position

31st December, 2016

	<i>Notes</i>	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
EQUITY AND LIABILITIES			
Equity attributable to equity holders of the Company			
Issued capital	<i>23</i>	978,478	1,019,200
Reserves	<i>24</i>	6,004,220	5,990,225
Proposed final dividend	<i>10</i>	53,816	10,192
		7,036,514	7,019,617
Non-controlling interests		43,090	40,312
Total equity		7,079,604	7,059,929
Liabilities			
Insurance contracts liabilities	<i>25</i>	2,496,596	2,455,748
Insurance payables		157,233	154,323
Due to a joint venture	<i>14</i>	25,055	24,532
Due to associates	<i>15</i>	4,222	4,222
Other liabilities	<i>28</i>	281,111	275,077
Interest-bearing bank borrowing	<i>29</i>	150,000	150,000
Tax payable		53,649	28,382
Deferred tax liabilities	<i>30</i>	12,239	11,809
Total liabilities		3,180,105	3,104,093
Total equity and liabilities		10,259,709	10,164,022

CHAN Yau Hing Robin
Chairman

CHAN Bernard Charnwut
Executive Director & President

Consolidated Statement of Changes in Equity

Year ended 31st December, 2016

	Attributable to equity holders of the Company												Non-controlling interests	Total
	Issued capital	Share premium account	Contingency reserve	Available-for-sale investment reserve	Asset revaluation reserve	Exchange reserve	Statutory reserve	Capital reserve	Capital redemption reserve	Retained profits	Proposed final dividend	Total		
	HK\$'000	HK\$'000	HK\$'000 (note 24)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1st January, 2015	1,019,200	560,531	52,725	1,211,075	46,071	32,343	2,427	513,240	38,821	3,381,109	50,960	6,908,502	38,391	6,946,893
Profit for the year	-	-	-	-	-	-	-	-	-	186,063	-	186,063	1,575	187,638
Other comprehensive income/(expense) for the year:														
Changes in fair value of available-for-sale securities (note 17)	-	-	-	22,988	-	-	-	-	-	-	-	22,988	-	22,988
Share of other comprehensive income of joint ventures (note 14)	-	-	-	(1,906)	-	(3,054)	-	-	-	-	-	(4,960)	-	(4,960)
Share of other comprehensive income of associates (note 15)	-	-	-	786	-	(16,898)	-	-	-	-	-	(16,112)	372	(15,740)
Exchange differences on translation of foreign operations	-	-	-	-	-	34	-	-	-	-	-	34	-	34
Gain on property revaluation	-	-	-	-	10,049	-	-	-	-	-	-	10,049	-	10,049
Total comprehensive income/(expense) for the year	-	-	-	21,868	10,049	(19,918)	-	-	-	186,063	-	198,062	1,947	200,009
Final 2014 dividend declared	-	-	-	-	-	-	-	-	-	-	(50,960)	(50,960)	-	(50,960)
Interim 2015 dividend (note 10)	-	-	-	-	-	-	-	-	-	(36,691)	-	(36,691)	-	(36,691)
Proposed final 2015 dividend (note 10)	-	-	-	-	-	-	-	-	-	(10,192)	10,192	-	-	-
Deregistration of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(26)	(26)
Transfer to contingency reserve	-	-	15,465	-	-	-	-	-	-	(15,465)	-	-	-	-
Release from contingency reserve	-	-	(4,458)	-	-	-	-	-	-	4,458	-	-	-	-
Share of changes in contingency reserve of a joint venture	-	-	704	-	-	-	-	-	-	-	-	704	-	704
At 31st December, 2015	1,019,200	560,531*	64,436*	1,232,943*	56,120*	12,425*	2,427*	513,240*	38,821*	3,509,282*	10,192	7,019,617	40,312	7,059,929

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Consolidated Statement of Changes in Equity

Year ended 31st December, 2016

	Attributable to equity holders of the Company													
	Issued capital	Share premium account	Contingency reserve	Available-for-sale investment reserve	Asset revaluation reserve	Exchange reserve	Statutory reserve	Capital reserve	Capital redemption reserve	Retained profits	Proposed final dividend	Total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1st January, 2016	1,019,200	560,531	64,436	1,232,943	56,120	12,425	2,427	513,240	38,821	3,509,282	10,192	7,019,617	40,312	7,059,929
Profit for the year	-	-	-	-	-	-	-	-	-	367,271	-	367,271	1,767	369,038
Other comprehensive income/(expense) for the year:														
Changes in fair value of available-for-sale securities (note 17)	-	-	-	(107,849)	-	-	-	-	-	-	-	(107,849)	-	(107,849)
Share of other comprehensive income of joint ventures (note 14)	-	-	-	2,733	-	245	-	-	-	-	-	2,978	-	2,978
Share of other comprehensive income/(expense) of associates (note 15)	-	-	-	2,351	-	(30,675)	-	-	-	-	-	(28,324)	1,011	(27,313)
Exchange differences on translation of foreign operations	-	-	-	-	-	63	-	-	-	-	-	63	-	63
Total comprehensive income/(expense) for the year	-	-	-	(102,765)	-	(30,367)	-	-	-	367,271	-	234,139	2,778	236,917
Final 2015 dividend declared	-	-	-	-	-	-	-	-	-	86	(10,192)	(10,106)	-	(10,106)
Interim 2016 dividend (note 10)	-	-	-	-	-	-	-	-	-	(24,557)	-	(24,557)	-	(24,557)
Proposed final 2016 dividend (note 10)	-	-	-	-	-	-	-	-	-	(53,816)	53,816	-	-	-
Repurchase of shares (note 23)	(40,722)	-	-	-	-	-	-	-	-	(141,857)	-	(182,579)	-	(182,579)
Transfer to capital redemption reserve (note 23)	-	-	-	-	-	-	-	-	40,722	(40,722)	-	-	-	-
Transfer to contingency reserve	-	-	16,353	-	-	-	-	-	-	(16,353)	-	-	-	-
Release from contingency reserve	-	-	(9,175)	-	-	-	-	-	-	9,175	-	-	-	-
Share of changes in contingency reserve of a joint venture	-	-	163	-	-	-	-	-	-	(163)	-	-	-	-
At 31st December, 2016	978,478	560,531*	71,777*	1,130,178*	56,120*	(17,942)*	2,427*	513,240*	79,543*	3,608,346*	53,816	7,036,514	43,090	7,079,604

* These reserve accounts comprise the consolidated reserves of HK\$6,004,220,000 (2015: HK\$5,990,225,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

Year ended 31st December, 2016

	<i>Notes</i>	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		400,894	210,727
Adjustments for:			
Interest income	<i>6</i>	(60,576)	(67,946)
Finance costs	<i>5</i>	2,761	2,440
Dividend income from investments	<i>6</i>	(135,994)	(117,495)
Loss on redemption/call-back of held-to-maturity securities	<i>6</i>	80	138
Gain on disposal of available-for-sale securities	<i>6</i>	(115)	(113)
Depreciation	<i>6</i>	15,563	14,748
Changes in fair value of investment properties	<i>6</i>	(5,100)	–
Gain on disposal/write-off of items of property, plant and equipment	<i>6</i>	(58)	(143)
Share of profits and losses of joint ventures		(36,857)	(27,207)
Share of profits and losses of associates		(76,558)	(6,784)
		104,040	8,365
Decrease/(increase) in loans and advances and other assets		(36,410)	95,283
Decrease/(increase) in securities measured at fair value through profit or loss		328,926	(217,085)
Decrease in insurance receivables		4,157	7,305
Increase in reinsurance assets		(16,181)	(12,883)
Decrease in time deposits with original maturity of over three months		223,485	112,039
Increase in insurance contracts liabilities		40,848	64,356
Increase in insurance payables		2,910	16,179
Increase in other liabilities		6,097	30,398
		657,872	103,957
Cash generated from operations		657,872	103,957
Hong Kong profits tax paid		(89)	(36,747)
Overseas taxes paid		(4,157)	(3,482)
		653,626	63,728
Net cash flows from operating activities		653,626	63,728

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Consolidated Statement of Cash Flows

Year ended 31st December, 2016

	Notes	2016 HK\$'000	2015 HK\$'000
Net cash flows from operating activities		653,626	63,728
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		60,576	67,946
Dividends received from investments		135,994	117,495
Dividends received from joint ventures	14	17,450	19,670
Dividends received from associates	15	5,878	10,620
Purchases of held-to-maturity securities		(83,275)	(63,298)
Purchases of available-for-sale securities		(2,730)	(3,355)
Proceeds from redemption/call back of held-to-maturity securities		19,112	29,498
Proceeds from disposal of available-for-sale securities		115	113
Purchases of items of property, plant and equipment	12	(26,980)	(2,950)
Proceeds from disposal of items of property, plant and equipment		250	199
Capital contribution to associates		(310)	(4,290)
Advances of loans to a joint venture		(29,000)	(27,500)
Repayment of a loan to a joint venture		5,835	2,834
Increase/(decrease) in an amount due to a joint venture		523	(2,057)
Increase in amounts due from associates		(32,375)	-
Increase in pledged deposits		(10,679)	(16,506)
Net cash flows from investing activities		60,384	128,419
CASH FLOWS FROM FINANCING ACTIVITIES			
Repurchase of shares		(182,579)	-
Distribution to non-controlling interests upon deregistration of a subsidiary		-	(26)
Dividends paid		(34,663)	(87,651)
Interest paid		(2,761)	(2,440)
Net cash flows used in financing activities		(220,003)	(90,117)
NET INCREASE IN CASH AND CASH EQUIVALENTS		494,007	102,030
Cash and cash equivalents at beginning of year		1,724,020	1,621,990
CASH AND CASH EQUIVALENTS AT END OF YEAR		2,218,027	1,724,020

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Consolidated Statement of Cash Flows

Year ended 31st December, 2016

	<i>Notes</i>	2016 HK\$'000	2015 <i>HK\$'000</i>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	22	168,772	149,641
Non-pledged time deposits with original maturity of over three months when acquired	22	215,363	438,848
Non-pledged time deposits with original maturity of less than three months when acquired	22	2,049,255	1,574,379
Cash and cash equivalents as stated in the consolidated statement of financial position		2,433,390	2,162,868
Less: Non-pledged time deposits with original maturity of over three months when acquired		(215,363)	(438,848)
Cash and cash equivalents as stated in the consolidated statement of cash flows		2,218,027	1,724,020

1. Corporate and Group Information

Asia Financial Holdings Limited is a limited liability company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The registered office of the Company is located at Clarendon House, Church Street, Hamilton HM 11, Bermuda and its principal place of business in Hong Kong is located at 16th Floor, Worldwide House, 19 Des Voeux Road Central, Hong Kong.

The principal activities of the Group comprise the provision of underwriting of general and life insurance. There were no significant changes in the nature of the Group's principal activities during the year. Particulars of the Company's principal subsidiaries are detailed in note 37 to the financial statements.

In the opinion of the directors, the holding company and the ultimate holding company of the Company is Claremont Capital Holdings Ltd, which was incorporated in the British Virgin Islands.

2.1 Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, securities measured at fair value through profit or loss and certain available-for-sale securities which have been measured at fair value, and certain buildings classified as property, plant and equipment which were carried at 1990 valuation. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31st December, 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Notes to Financial Statements

31st December, 2016

2.1 Basis of Preparation (cont'd)

Basis of consolidation (cont'd)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Changes in Accounting Policies and Disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11 HKFRS 14	<i>Accounting for Acquisitions of Interests in Joint Operations</i> <i>Regulatory Deferral Accounts</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011) <i>Annual Improvements</i> <i>2012-2014 Cycle</i>	<i>Equity Method in Separate Financial Statements</i> Amendments to a number of HKFRSs

Except for the amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011), amendments to HKFRS 11, HKFRS 14, amendments to HKAS 16 and HKAS 38, amendments to HKAS 16 and HKAS 41, amendments to HKAS 27 (2011), and amendments included in the *Annual Improvements 2012-2014 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the amendments are described below:

Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

- (i) the materiality requirements in HKAS 1;
- (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
- (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
- (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The amendments have had no significant impact on the Group's financial statements.

Notes to Financial Statements

31st December, 2016

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements:

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i> ²
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> ²
HKFRS 9	<i>Financial Instruments</i> ²
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 15	<i>Revenue from Contracts with Customers</i> ²
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> ²
HKFRS 16	<i>Leases</i> ³
Amendments to HKAS 7	<i>Disclosure Initiative</i> ¹
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i> ¹

¹ Effective for annual periods beginning on or after 1st January, 2017

² Effective for annual periods beginning on or after 1st January, 2018

³ Effective for annual periods beginning on or after 1st January, 2019

⁴ No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

Amendments to HKFRS 4 address issues arising from the different effective dates of HKFRS 9 and the upcoming new insurance contracts standard. The amendments introduce two alternative options that allow entities issuing contracts within the scope of HKFRS 4 for the adoption of HKFRS 9, notably a temporary exemption and an overlay approach. The temporary exemption enables entities whose activities are predominantly connected with insurance to defer the implementation date of HKFRS 9 until the earlier of the effective date of the new insurance contracts standard and annual reporting periods beginning on or after 1st January, 2021. The overlay approach allows entities applying HKFRS 9 from 2018 onwards to remove from profit or loss the effects arising from the adoption of HKFRS 9 and reclassify the amounts to other comprehensive income for designated financial assets.

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group is currently assessing the impact of the standard.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for application now.

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (cont'd)

Amendments to HKAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments will result in additional disclosure to be provided in the financial statements. The Group expects to adopt the amendments from 1st January, 2017.

2.4 Summary of Significant Accounting Policies

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (i) interest income, on an accrual basis using the effective interest rate method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset;
- (ii) fees and commission income, when services are rendered;
- (iii) premiums from direct underwriting and reinsurance businesses, based on insurance policy contracts incepted and advices received from the cedants during the financial year, respectively, and are recognised as income when risk coverage is provided to the insured or the cedants;
- (iv) rental income, on a time proportion basis over the lease terms; and
- (v) dividend income, when the shareholder's right to receive payment has been established.

Commission expenses and other acquisition costs

Commission expenses and other acquisition costs relating to the underwriting business are not deferred and are charged to the statement of profit or loss as incurred.

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

Notes to Financial Statements

31st December, 2016

2.4 Summary of Significant Accounting Policies (cont'd)

Investments in associates and joint ventures (cont'd)

The Group's interests in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's interests in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's interests in associates or joint ventures and is not individually tested for impairment.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

2.4 Summary of Significant Accounting Policies (cont'd)

Business combinations and goodwill (cont'd)

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31st December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Notes to Financial Statements

31st December, 2016

2.4 Summary of Significant Accounting Policies (cont'd)

Fair value measurement

The Group measures its investment properties, securities measured at fair value through profit or loss and certain available-for-sale securities at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 Summary of Significant Accounting Policies (cont'd)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets, reinsurance assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill and certain financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and any impairment losses.

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Advantage has been taken of the transitional provision set out in paragraph 80A of HKAS 16 *Property, Plant and Equipment*, which grants an exemption from the requirement to continue making revaluations of the premises of the Group subsequent to 1995 and, accordingly, no revaluation of these premises has been carried out since then.

Notes to Financial Statements

31st December, 2016

2.4 Summary of Significant Accounting Policies (cont'd)

Property, plant and equipment and depreciation (cont'd)

Land and buildings with residual lease periods of not more than 50 years are depreciated in equal annual instalments over the terms of leases excluding any renewal period. Buildings with residual lease periods of more than 50 years are depreciated on a straight-line basis at 2% per annum.

Furniture, fixtures, equipment, yacht and motor vehicles are depreciated to write off the cost of each asset over their estimated useful lives of 3 to 10 years.

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset. On disposal or retirement, any attributable revaluation surplus realised in respect of previous valuations is transferred directly to retained profits as a reserve movement.

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is dealt with as movements in the asset revaluation reserve.

2.4 Summary of Significant Accounting Policies (cont'd)

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Notes to Financial Statements

31st December, 2016

2.4 Summary of Significant Accounting Policies (cont'd)

Investments and other financial assets (cont'd)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" above.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and advances are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in interest income in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in other expenses.

Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held to maturity when the Group has the positive intention and ability to hold them to maturity. Held-to-maturity investments are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in interest income in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in other expenses.

2.4 Summary of Significant Accounting Policies (cont'd)

Investments and other financial assets (cont'd)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in gain or loss on investments, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment reserve to the statement of profit or loss in gain or loss on investments. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss in accordance with the policies set out for "Revenue recognition" above.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

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2.4 Summary of Significant Accounting Policies (cont'd)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

2.4 Summary of Significant Accounting Policies (cont'd)

Impairment of financial assets (cont'd)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded in the statement of profit or loss. Impairment losses on debt instruments are reversed through the statement of profit or loss if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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2.4 Summary of Significant Accounting Policies (cont'd)

Derecognition of financial assets (cont'd)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include other liabilities, amounts due to a joint venture and associates, insurance payables and interest-bearing bank borrowing.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

2.4 Summary of Significant Accounting Policies (cont'd)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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2.4 Summary of Significant Accounting Policies (cont'd)

Product classification – Insurance contracts

Insurance contracts are those contracts when the Group (the insurer) has accepted significant insurance risk from another party (the policyholders) by agreeing to compensate the policyholders if a specified uncertain future event (the insured event) adversely affects the policyholders. As a general guideline, the Group determines whether it has significant insurance risk, by comparing benefits payable after an insured event with benefits payable if the insured event did not occur. Insurance contracts can also transfer financial risk.

Once a contract has been classified as an insurance contract, it remains an insurance contract for the remainder of its lifetime, even if the insurance risk reduces significantly during the period, unless all rights and obligations are extinguished or expire.

Insurance payables

Insurance payables are recognised when due and measured on initial recognition at fair value of the consideration received less directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest rate method.

Derecognition of insurance payables

Insurance payables are derecognised when the obligation under the liability is discharged or cancelled, or expires.

Insurance contracts liabilities

General insurance contracts liabilities

General insurance contracts liabilities include the outstanding claims provision and the provision for unearned premiums. The outstanding claims provision is based on estimated ultimate cost of all claims incurred but not settled at the reporting date, whether reported or not, together with handling costs. Delays can be experienced in the notification and settlement of certain types of general insurance claims. Therefore, the ultimate cost of these cannot be known with certainty at the reporting date.

Outstanding claims

Full provision has been made for outstanding claims, including those incurred but not reported and incurred but not enough reported until after the end of the reporting period, and also for the related claims handling expenses estimated to be necessarily and directly incurred in the claims settlement process. This provision, although not a precise assessment, has been made in light of available information and after taking into account the direct claims handling expenses and possible recoveries from other parties. Claims provisions are not discounted for the time value of money and no estimate of inflationary adjustment is admitted until confirmed as necessary. The provisions are derecognised when they are discharged or settled.

Incurred but not reported outstanding claims are in respect of losses incurred prior to the end of the reporting period but reported only subsequent to the end of the reporting period. These outstanding claims have been estimated by reference to the historical pattern of claims settlement in respect of each major class of insurance portfolio. Any differences between the original claims provisions made in previous years and the subsequently revised or settled amount are included in the revenue account for the financial year in which the revision or settlement is made.

2.4 Summary of Significant Accounting Policies (cont'd)

Insurance contracts liabilities (cont'd)

Unearned premiums

The provision for unearned premiums represents that portion of premium received or receivable that relates to risks that have not yet expired at the reporting date. The provision is recognised when contracts are entered into and premiums are charged, and is brought to account as premium income over the term of the contract in accordance with the pattern of insurance service provided under the contract.

Life insurance contracts liabilities

Life insurance contracts liabilities are recognised when contracts are entered into and premiums are charged. The provision for life insurance contracts consists of outstanding claims and the life reserve.

Life reserve

Life reserve represents a reserve to cover unexpired risk of life insurance policies and is computed by reference to an actuarial valuation carried out annually.

Liability adequacy test

At each reporting date, the Group reviews its unexpired risk and a liability adequacy test is performed in accordance with HKFRS to determine whether there is any overall excess of expected claims over unearned premiums. This calculation uses current estimates of future contractual cash flows after taking account of the investment return expected to arise on assets relating to the relevant non-life insurance technical provisions. If these estimates show that the carrying amount of the unearned premiums is inadequate, the deficiency is recognised in the statement of profit or loss by setting up a provision for premium deficiency.

Insurance receivables

Insurance receivables are recognised when due and measured on initial recognition at the fair value of the consideration receivable. Subsequent to initial recognition, insurance receivables are measured at amortised cost, using the effective interest rate method. The carrying value of insurance receivables is reviewed for impairment whenever events or circumstances indicate that the carrying amount may not be recoverable, with the impairment loss recorded in the statement of profit or loss.

Insurance receivables are derecognised when the derecognition criteria for financial assets, as described in the paragraph "Derecognition of financial assets" above, have been met.

Notes to Financial Statements

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2.4 Summary of Significant Accounting Policies (cont'd)

Reinsurance

The Group cedes insurance risk in the normal course of business for all of its businesses. Reinsurance assets represent balances due from reinsurance companies. Amounts recoverable from reinsurers are estimated in a manner consistent with the outstanding claims provision or settled claims associated with the reinsurer's policies and are in accordance with the related reinsurance contract.

Reinsurance assets are reviewed for impairment at each reporting date, or more frequently, when an indication of impairment arises during the reporting year. Impairment occurs when there is objective evidence that occurred after initial recognition of the reinsurance asset that the Group may not receive all outstanding amounts due under the terms of the contract and the event has a reliably measurable impact on the amounts that the Group will receive from the reinsurer. The impairment loss is recorded in the statement of profit or loss.

Ceded reinsurance arrangements do not relieve the Group from its obligations to policyholders.

The Group also assumes reinsurance risk in the normal course of business for general and life insurance contracts where applicable. Premiums and claims on assumed reinsurance are recognised as income and expenses in the same manner as they would be if the reinsurance was considered direct business, taking into account the product classification of the reinsured business. Reinsurance liabilities represent balances due to reinsurance companies, which are estimated in accordance with the associated reinsurance contract.

Premiums and claims are presented on a gross basis for both ceded and assumed reinsurance.

Reinsurance assets or liabilities are derecognised when the contractual rights are extinguished or expire or when the contract is transferred to another party.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 Summary of Significant Accounting Policies (cont'd)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the jurisdictions in which the Group operates.

Deferred tax is provided, using the liability method, on all material temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all material taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all material deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Notes to Financial Statements

31st December, 2016

2.4 Summary of Significant Accounting Policies (cont'd)

Income tax (cont'd)

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits and/or contributed surplus within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

2.4 Summary of Significant Accounting Policies (cont'd)

Foreign currencies (cont'd)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

Employee benefits

The Group operates a defined contribution provident fund (the "Fund") and a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for its employees. Contributions to the Fund and the MPF Scheme are charged to the statement of profit or loss as incurred. The amount of contributions by the Group is based on a specified percentage of the monthly relevant income of the eligible employees. Forfeited contributions of the Fund in respect of employees who leave before the contributions become fully vested are available to the Group to reduce its ongoing funding and retirement scheme costs. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully. The assets of the Fund and the MPF Scheme are held separately from those of the Group and placed in independently administered funds.

2.5 Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimates, assumptions and judgements are continuously evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Estimation uncertainty

The key assumption 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 described below.

Estimation of insurance contracts liabilities

It can take a significant period of time before the ultimate claims cost can be established with certainty. The primary technique adopted by management in estimating the cost of ultimate claims is using the past claim settlement trends to predict the future claim settlement trends. At each reporting date, prior year estimates of claims are reassessed for adequacy and any changes from the previous assessment are made to the provision.

The carrying value at the end of the reporting period for these general insurance contracts liabilities was HK\$1,705,595,000 (2015: HK\$1,677,152,000) (note 25(b)).

Notes to Financial Statements

31st December, 2016

2.5 Significant Accounting Judgements and Estimates (cont'd)

Estimation uncertainty (cont'd)

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised in the foreseeable future. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. No deferred tax asset relating to tax losses was recognised at 31st December, 2016 (2015: HK\$2,343,000). The amount of unrecognised tax losses at 31st December, 2016 was HK\$286,508,000 (2015: HK\$251,635,000). Further details are contained in note 30 to the financial statements.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their values are measured using valuation techniques or models. The inputs for these valuation techniques and models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. Further details are contained in notes 17, 19 and 34 to the financial statements.

Impairment of available-for-sale financial assets

The Group follows the guidance of HKAS 39 to determine when available-for-sale securities are impaired. This determination requires significant judgement. Management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the statement of profit or loss. The net carrying amount of available-for-sale securities was HK\$3,321,596,000 (2015: HK\$3,426,715,000) (note 17).

3. Operating Segment Information

For management purposes, the Group is organised into business units based on their business activities and has two reportable operating segments as follows:

- (a) the insurance segment engages in the provision of underwriting of general and life insurance; and
- (b) the corporate segment engages in securities trading and holding and other businesses.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of profit/(loss) before tax from existing operations.

Intersegment transactions are conducted with reference to the terms used for transactions with third parties.

31st December, 2016

3. Operating Segment Information (cont'd)

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's operating segments for the years ended 31st December, 2016 and 2015.

	Insurance		Corporate		Eliminations		Consolidated	
	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000
Segment revenue:								
External customers	1,287,457	1,173,510	-	-	-	-	1,287,457	1,173,510
Other revenue, income and gains, net	93,734	80,852	116,869	63,915	-	-	210,603	144,767
Intersegment	5,204	6,706	-	-	(5,204)	(6,706)	-	-
Total	<u>1,386,395</u>	<u>1,261,068</u>	<u>116,869</u>	<u>63,915</u>	<u>(5,204)</u>	<u>(6,706)</u>	<u>1,498,060</u>	<u>1,318,277</u>
Segment results	<u>241,870</u>	<u>187,422</u>	<u>45,609</u>	<u>(10,686)</u>	<u>-</u>	<u>-</u>	<u>287,479</u>	<u>176,736</u>
Share of profits and losses of:								
Joint ventures	18,922	7,344	17,935	19,863	-	-	36,857	27,207
Associates	6,248	6,658	70,310	126	-	-	76,558	6,784
Profit before tax							400,894	210,727
Income tax expense	(33,510)	(19,276)	1,654	(3,813)	-	-	(31,856)	(23,089)
Profit for the year							<u>369,038</u>	<u>187,638</u>

Notes to Financial Statements

31st December, 2016

3. Operating Segment Information (cont'd)

	Insurance		Corporate		Consolidated	
	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000
Segment assets	5,564,830	5,290,658	4,056,958	4,301,505	9,621,788	9,592,163
Interests in joint ventures	176,330	157,829	103,774	99,890	280,104	257,719
Interests in associates	145,509	141,777	212,308	172,363	357,817	314,140
Total assets	<u>5,886,669</u>	<u>5,590,264</u>	<u>4,373,040</u>	<u>4,573,758</u>	<u>10,259,709</u>	<u>10,164,022</u>
Segment liabilities	<u>2,891,449</u>	<u>2,803,555</u>	<u>288,656</u>	<u>300,538</u>	<u>3,180,105</u>	<u>3,104,093</u>
Other segment information:						
Depreciation charges	6,266	6,547	9,297	8,201	15,563	14,748
Loss/(gain) on disposal/write-off of items of property plant and equipment	44	(118)	(102)	(25)	(58)	(143)
Gain on change in fair value of investment properties	(5,100)	–	–	–	(5,100)	–
Capital expenditure	<u>25,444</u>	<u>1,638</u>	<u>1,536</u>	<u>1,312</u>	<u>26,980</u>	<u>2,950</u>

Geographical information

Over 90% of the Group's revenue and results are derived from operations carried out in Hong Kong, Macau and Mainland China.

4. Revenue

Revenue represents gross premiums net of discounts, from the direct and reinsurance businesses underwritten during the year.

5. Finance Costs

	2016 HK\$'000	2015 HK\$'000
Interest on a bank loan	<u>2,761</u>	<u>2,440</u>

31st December, 2016

6. Profit Before Tax

The Group's profit before tax is arrived at after crediting/(charging):

	<i>Notes</i>	2016 HK\$'000	2015 <i>HK\$'000</i>
Auditor's remuneration		(3,751)	(3,108)
Depreciation	12	(15,563)	(14,748)
Employee benefit expense (including directors' remuneration, note 7):			
Wages and salaries		(125,060)	(112,437)
Pension scheme contributions		(5,714)	(5,242)
Less: Forfeited contributions		7	92
Net pension scheme contributions		(5,707)	(5,150)
Total employee benefit expense		(130,767)	(117,587)
Minimum lease payments under operating leases		(1,486)	(1,361)
Realised gain/(loss) on:			
– disposal of securities measured at fair value through profit or loss (held for trading), net		9,874	(13,961)
– disposal of available-for-sale securities		115	113
– redemption/call-back of held-to-maturity securities		(80)	(138)
Total realised gain/(loss) on investments		9,909	(13,986)
Unrealised gain/(loss) on securities measured at fair value through profit or loss (held for trading), net		2,413	(8,165)
Interest income		60,576	67,946
Gain on disposal/write-off of items of property, plant and equipment		58	143
Change in fair value of investment properties*	13	5,100	–
Foreign exchange loss, net*		(15,474)	(26,332)
Dividend income from:			
Listed investments		67,265	63,717
Unlisted investments		68,729	53,778
Total dividend income		135,994	117,495

* Such amount was included in "Other income and gains, net" in the consolidated statement of profit or loss.

Notes to Financial Statements

31st December, 2016

7. Directors' Remuneration

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

2016	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
Executive directors:					
CHAN Yau Hing Robin	120	1,836	3,450	72	5,478
CHAN Bernard Charnwut ¹	160	4,546	1,000	209	5,915
TAN Stephen	80	2,941	800	117	3,938
WONG Kok Ho	100	3,144	650	145	4,039
	<u>460</u>	<u>12,467</u>	<u>5,900</u>	<u>543</u>	<u>19,370</u>
Non-executive directors:					
SOPHONPANICH Choedchu	100	12	150	-	262
NG Song Hin ²	28	-	-	-	28
CHAN Yeow Toh	100	-	-	-	100
YAMAGUCHI Yoshihiro ^{2, 4}	23	-	-	-	23
YAMAMOTO Takao ^{3, 4}	37	-	-	-	37
TANAKA Junichi ⁵	60	-	-	-	60
	<u>348</u>	<u>12</u>	<u>150</u>	<u>-</u>	<u>510</u>
Independent non-executive directors:					
MA Andrew Chiu Cheung	190	-	-	-	190
CHOW Suk Han Anna	200	-	-	-	200
SIAO Chi Lam Kenneth	100	-	-	-	100
WONG Yu Hong Philip	100	-	-	-	100
LAI KO Wing Yee Rebecca	190	-	-	-	190
	<u>780</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>780</u>
	<u><u>1,588</u></u>	<u><u>12,479</u></u>	<u><u>6,050</u></u>	<u><u>543</u></u>	<u><u>20,660</u></u>

¹ Mr. CHAN Bernard Charnwut is also the President of the Group.

² Resigned/retired during the year ended 31st December, 2016.

³ Appointed during the year ended 31st December, 2016.

⁴ The directorship of Mr. YAMAGUCHI Yoshihiro and Mr. YAMAMOTO Takao was nominated by Aioi Nissay Dowa Insurance Company, Limited ("Aioi Insurance"). As per Aioi Insurance's instruction, the director's fee in total of HK\$60,000 for the year ended 31st December, 2016 was paid directly to Aioi Insurance.

⁵ The directorship of Mr. TANAKA Junichi was nominated by Sompo Japan Nipponkoa Insurance Inc. As per Mr. TANAKA Junichi's instruction, his director's fee of HK\$60,000 for the year ended 31st December, 2016 was paid to "Sompo Japan Nipponkoa Insurance Inc – HK Rep Office" directly.

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7. Directors' Remuneration (cont'd)

2015	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
Executive directors:					
CHAN Yau Hing Robin	120	1,836	2,900	72	4,928
CHAN Bernard Charnwut ¹	160	4,343	600	200	5,303
TAN Stephen	80	2,843	400	113	3,436
WONG Kok Ho	100	3,391	400	156	4,047
	<u>460</u>	<u>12,413</u>	<u>4,300</u>	<u>541</u>	<u>17,714</u>
Non-executive directors:					
SOPHONPANICH Choedchu	100	12	150	–	262
NG Song Hin	60	–	–	–	60
CHAN Yeow Toh	100	–	–	–	100
YAMAGUCHI Yoshihiro ²	60	–	–	–	60
TANAKA Junichi ³	60	–	–	–	60
	<u>380</u>	<u>12</u>	<u>150</u>	<u>–</u>	<u>542</u>
Independent non-executive directors:					
MA Andrew Chiu Cheung	190	–	–	–	190
CHOW Suk Han Anna	200	–	–	–	200
SIAO Chi Lam Kenneth	100	–	–	–	100
WONG Yu Hong Philip	100	–	–	–	100
LAI KO Wing Yee Rebecca	190	–	–	–	190
	<u>780</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>780</u>
	<u>1,620</u>	<u>12,425</u>	<u>4,450</u>	<u>541</u>	<u>19,036</u>

¹ Mr. CHAN Bernard Charnwut is also the President of the Group.

² The directorship of Mr. YAMAGUCHI Yoshihiro was nominated by Aioi Insurance. As per Aioi Insurance's instruction, the director's fee of HK\$60,000 for the year ended 31st December, 2015 was paid directly to Aioi Insurance.

³ The directorship of Mr. TANAKA Junichi was nominated by Sompo Japan Nipponkoa Insurance Inc. As per Mr. TANAKA Junichi's instruction, his director's fee of HK\$60,000 for the year ended 31st December, 2015 was paid to "Sompo Japan Nipponkoa Insurance Inc. China & Asia Operations Headquarters (Hong Kong)" directly.

Notes to Financial Statements

31st December, 2016

8. Five Highest Paid Employees

The five highest paid employees during the year included four (2015: four) directors, details of whose remuneration are set out in note 7 above. Details of the remuneration for the year of the remaining one (2015: one) highest paid employee who is neither a director nor chief executive of the Company are as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Salaries, commission, allowances and benefits in kind	3,610	2,010
Discretionary bonuses	–	250
Pension scheme contributions	12	93
	3,622	2,353

The remuneration of the remaining one (2015: one) non-director, highest paid employee fell within the band of HK\$3,500,001 to HK\$4,000,000 (2015: HK\$2,000,001 to HK\$2,500,000).

9. Income Tax

Hong Kong profits tax has been provided at the rate of 16.5% (2015: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the locations in which the Group operates.

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Current – Hong Kong		
Charge for the year	28,044	14,860
Overprovision in prior years	(4,551)	(535)
Current – Elsewhere		
Charge for the year	5,733	4,703
Underprovision in prior years	287	230
Deferred (note 30)	2,343	3,831
Total tax charge for the year	31,856	23,089

31st December, 2016

9. Income Tax (cont'd)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the locations in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

2016

	Hong Kong <i>HK\$'000</i>	Macau <i>HK\$'000</i>	Total <i>HK\$'000</i>
Profit before tax	<u>349,658</u>	<u>51,236</u>	<u>400,894</u>
Tax at the statutory tax rates	57,694	6,148	63,842
Share of profits and losses attributable to joint ventures and associates	(18,713)	–	(18,713)
Adjustments in respect of current tax of previous periods	(4,551)	287	(4,264)
Income not subject to tax	(25,539)	–	(25,539)
Expenses not deductible for tax	12,665	454	13,119
Tax losses from previous periods utilised	(3,499)	–	(3,499)
Tax losses not recognised	<u>6,910</u>	<u>–</u>	<u>6,910</u>
Tax charge at the Group's effective rate	<u>24,967</u>	<u>6,889</u>	<u>31,856</u>

2015

	Hong Kong <i>HK\$'000</i>	Macau <i>HK\$'000</i>	Total <i>HK\$'000</i>
Profit before tax	<u>178,974</u>	<u>31,753</u>	<u>210,727</u>
Tax at the statutory tax rates	29,531	3,810	33,341
Share of profits and losses attributable to joint ventures and associates	(5,609)	–	(5,609)
Adjustments in respect of current tax of previous periods	(535)	230	(305)
Income not subject to tax	(23,437)	–	(23,437)
Expenses not deductible for tax	16,361	893	17,254
Tax losses from previous periods utilised	(5,281)	–	(5,281)
Tax losses not recognised	<u>7,126</u>	<u>–</u>	<u>7,126</u>
Tax charge at the Group's effective rate	<u>18,156</u>	<u>4,933</u>	<u>23,089</u>

Notes to Financial Statements

31st December, 2016

9. Income Tax (cont'd)

The share of tax attributable to joint ventures amounting to HK\$5,481,000 (2015: HK\$7,071,000) is included in "Share of profits and losses of joint ventures" in the consolidated statement of profit or loss. The share of tax attributable to associates and the effect of withholding tax on the distributable profits of the Group's associate in the People's Republic of China amounting to HK\$15,936,000 (2015: HK\$3,513,000) and HK\$2,953,000 (2015: HK\$18,000), respectively, are included in "Share of profits and losses of associates" in the consolidated statement of profit or loss.

10. Dividends

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Interim – HK2.5 cents (2015: HK3.6 cents) per ordinary share	24,576	36,691
Proposed final – HK5.5 cents (2015: HK1.0 cent) per ordinary share	53,816	10,192
	78,392	46,883

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. Accordingly, the proposed final dividend has been included in the proposed final dividend reserve account within the equity attributable to the equity holders of the Company of the statement of financial position.

11. Earnings Per Share Attributable to Ordinary Equity Holders of the Company

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$367,271,000 (2015: HK\$186,063,000) and the weighted average number of ordinary shares of 997,454,000 (2015: 1,019,200,000) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31st December, 2016 and 2015 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during the years ended 31st December, 2016 and 2015.

31st December, 2016

12. Property, Plant and Equipment

31st December, 2016

	Land and buildings <i>HK\$'000</i>	Furniture, fixtures, equipment, yacht and motor vehicles <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cost or valuation:			
At beginning of year	375,626	87,941	463,567
Additions	22,081	4,899	26,980
Disposals/write-off	-	(3,256)	(3,256)
At 31st December, 2016	<u>397,707</u>	<u>89,584</u>	<u>487,291</u>
Accumulated depreciation and impairment:			
At beginning of year	73,291	66,014	139,305
Charge for the year	7,909	7,654	15,563
Disposals/write-off	-	(3,064)	(3,064)
At 31st December, 2016	<u>81,200</u>	<u>70,604</u>	<u>151,804</u>
Net book value:			
At 31st December, 2016	<u>316,507</u>	<u>18,980</u>	<u>335,487</u>
At 31st December, 2015	<u>302,335</u>	<u>21,927</u>	<u>324,262</u>

Notes to Financial Statements

31st December, 2016

12. Property, Plant and Equipment (cont'd)

31st December, 2015

	Land and buildings <i>HK\$'000</i>	Furniture, fixtures, equipment, yacht and motor vehicles <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cost or valuation:			
At beginning of year	378,109	87,869	465,978
Additions	–	2,950	2,950
Disposals/write-off	–	(2,878)	(2,878)
Transfer to investment properties	(2,483)	–	(2,483)
	<u>375,626</u>	<u>87,941</u>	<u>463,567</u>
At 31st December, 2015			
Accumulated depreciation and impairment:			
At beginning of year	66,799	61,587	128,386
Charge for the year	7,499	7,249	14,748
Disposals/write-off	–	(2,822)	(2,822)
Transfer to investment properties	(1,007)	–	(1,007)
	<u>73,291</u>	<u>66,014</u>	<u>139,305</u>
At 31st December, 2015			
Net book value:			
At 31st December, 2015	<u>302,335</u>	<u>21,927</u>	<u>324,262</u>
At 31st December, 2014	<u>311,310</u>	<u>26,282</u>	<u>337,592</u>

During the year ended 31st December, 2015, certain land and buildings were transferred to investment properties at fair value of HK\$13,500,000 (note 13). Accordingly, an asset revaluation reserve of HK\$12,024,000 was credited to other comprehensive income.

31st December, 2016

13. Investment Properties

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Carrying amount at 1st January	23,100	9,600
Change in fair value (<i>note 6</i>)	5,100	–
Transfer from property, plant and equipment (<i>note 12</i>)	–	13,500
Carrying amount at 31st December	28,200	23,100

The Group's investment properties were revalued at 31st December, 2016 based on valuations performed by Memfus Wong Surveyors Limited and AA Property Services Limited, independent firms of professionally qualified valuers, at HK\$14,200,000 (2015: HK\$13,500,000) and HK\$14,000,000 (2015: HK\$9,600,000), respectively. The Group decides to appoint which external valuer to be responsible for the external valuation of the Group's properties based on selection criteria including market knowledge, reputation, independence and whether professional standards are maintained. The management of the Group has discussions with the valuers on the valuation assumptions and valuation results annually when the valuation is performed for financial reporting. The investment properties are leased to third parties under operating leases.

As at 31st December, 2016 and 2015, the fair value measurement of the Group's investment properties is categorised in Level 3 of the fair value hierarchy (i.e., fair value measurement using significant unobservable inputs).

During the years ended 31st December, 2016 and 2015, there were no transfers into or out of Level 3.

Notes to Financial Statements

31st December, 2016

13. Investment Properties (cont'd)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

	Commercial property in Hong Kong HK\$'000	Commercial properties in Macau HK\$'000	Total HK\$'000
Carrying amount at 1st January, 2015	–	9,600	9,600
Transfer from property, plant and equipment	13,500	–	13,500
Carrying amount at 31st December, 2015 and 1st January, 2016	13,500	9,600	23,100
Change in fair value of investment properties	700	4,400	5,100
Carrying amount at 31st December, 2016	14,200	14,000	28,200

Below is a summary of the valuation techniques used and the key inputs to the valuation inputs of the investment properties:

	Valuation techniques	Significant unobservable inputs	Range or weighted average	
			2016	2015
Commercial properties in Macau	Income capitalisation approach	Monthly rent per square feet Capitalisation rate	HK\$18 to HK\$26 2.5% to 3.5%	HK\$18 to HK\$23 3.6% to 4.5%
Commercial property in Hong Kong	Direct comparison plus term and reversion approach	Unit rate per square feet	HK\$22,000	HK\$21,000

A significant increase/(decrease) in the monthly rent and unit rate per square feet in isolation would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the capitalisation rate in isolation would result in a significant decrease/(increase) in the fair value of the investment properties.

31st December, 2016

14. Interests in Joint Ventures

	<i>Notes</i>	2016 HK\$'000	2015 <i>HK\$'000</i>
Share of net assets		280,104	257,719
Goodwill on acquisition		16,655	16,655
		296,759	274,374
Less: Impairment	<i>(i)</i>	(16,655)	(16,655)
		280,104	257,719
Loans to joint ventures	<i>(ii)</i>	56,500	33,335
Due to a joint venture	<i>(iii)</i>	(25,055)	(24,532)

Notes:

- (i) At 31st December, 2016, an impairment of HK\$16,655,000 (2015: HK\$16,655,000) was recognised for an interest in a joint venture with a carrying amount of HK\$48,319,000 (2015: HK\$47,772,000) (before deducting the impairment loss) because this joint venture has been loss-making for some time.
- (ii) At 31st December, 2015, a loan to a joint venture of the Group of HK\$5,835,000 was secured by a property situated in Hong Kong and bore interest at 2.6% above the Hong Kong Interbank Offered Rate ("HIBOR") per annum and was fully repaid during the year ended 31st December, 2016.
- At 31st December, 2016, the loans to a joint venture amounting to HK\$56,500,000 (2015: HK\$27,500,000) are unsecured, bear interest at 2% (2015: 2%) per annum and have no fixed terms of repayment.
- (iii) Except for an amount due to a joint venture of HK\$23,640,000 (2015: HK\$23,451,000) which bears interest at 1.375% (2015: 1.375%) per annum, the amounts due to a joint venture are unsecured, interest-free and repayable on demand.

Notes to Financial Statements

31st December, 2016

14. Interests in Joint Ventures (cont'd)

Particulars of the joint ventures of the Group as at 31st December, 2016 are as follows:

Name	Business structure	Place of incorporation and operation	Percentage of ownership interest and profit sharing	Voting power	Principal activities
Bank Consortium Holding Limited*	Corporate	Hong Kong	13.3	1 out of 7 [#]	Provision of mandatory provident fund scheme services
Hong Kong Life Insurance Limited	Corporate	Hong Kong	16.7	2 out of 12 [#]	Life insurance
BC Reinsurance Limited	Corporate	Hong Kong	21	2 out of 10 [#]	Reinsurance underwriting
Bumrungrad International Limited	Corporate	Thailand	19.5	1 out of 5 [#]	Provision of health care services
Super Win Limited*	Corporate	Hong Kong	50	2 out of 4 [#]	Property investment

Notes:

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

Representing the number of votes on the board of directors attributable to the Group

During the year, the Group received dividend income amounting to HK\$17,450,000 (2015: HK\$19,670,000) from the joint ventures.

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

	2016 HK\$'000	2015 HK\$'000
Share of the joint ventures' profit for the year	36,857	27,207
Share of the joint ventures' other comprehensive income/(expenses)	2,978	(4,960)
Share of the joint ventures' total comprehensive income	39,835	22,247
Aggregate carrying amount of the Group's interests in the joint ventures	<u>280,104</u>	<u>257,719</u>

Notes to Financial Statements

31st December, 2016

15. Interests in Associates

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Share of net assets	352,088	308,411
Goodwill on acquisition	5,729	5,729
	357,817	314,140

Particulars of the associates of the Group as at 31st December, 2016, which are all corporate entities, are as follows:

Name	Place of incorporation/ establishment and operation	Percentage of equity indirectly held by the Company	Issued ordinary/ registered share capital	Principal activities
APIC Holdings, Inc.*	Philippines	50	Peso23,241,700	Investment holding
Asian Insurance International (Holding) Limited	Bermuda	25	US\$5,740,000	Investment holding
Professional Liability Underwriting Services Limited	Hong Kong	27	HK\$3,000,000	Insurance agent
The People's Insurance Company of China (Hong Kong), Limited*	Hong Kong	17.375#	HK\$360,000,000	Insurance underwriting
Key Apex Limited*	British Virgin Islands	27.5	US\$1,000	Investment holding
Excellent Star Development Limited	Hong Kong	27.5	HK\$1	Investment holding
上海盤谷房地產有限公司*	The People's Republic of China	27.5	RMB570,870,560	Property development
Health Horizons Enterprises Pte. Limited* ("HHE")	Singapore	20	US\$16,849,422	Investment holding
Bangkok Insurance (Lao) Company Limited* (Note (a))	Lao	27.5	LAK16,000,000,000	Insurance
Glory Standard Limited* (Note (b))	Hong Kong	45	HK\$10,000	Property investment

Notes:

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

The Group holds 25% equity interest in this associate through a non-wholly-owned subsidiary

Notes to Financial Statements

31st December, 2016

15. Interests in Associates (cont'd)

Notes: (cont'd)

- (a) During the year ended 31st December, 2015, the Group subscribed 27.5% equity interest in Bangkok Insurance (Lao) Company Limited at a cash consideration of HK\$4,290,000.
- (b) During the year ended 31st December, 2016, the Group subscribed 45% equity interest in Glory Standard Limited at a cash consideration of approximately HK\$5,000.

The Group received dividend income amounting to HK\$5,878,000 (2015: HK\$10,620,000) from the associates during the year.

The amounts due from associates are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors, an amount due from an associate of HK\$168,390,000 (2015: HK\$168,390,000) is considered as part of the Group's investment in the associate.

The amounts due to associates are classified as financial liabilities at amortised cost, and are unsecured, interest-free and have no fixed terms of repayment.

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Share of the associates' profit for the year	76,558	6,784
Share of the associates' other comprehensive expenses	(27,313)	(15,740)
Share of the associates' total comprehensive income/(expenses)	49,245	(8,956)
Aggregate carrying amount of the Group's interests in the associates	<u>357,817</u>	<u>314,140</u>

16. Held-To-Maturity Securities

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Listed debt securities in Hong Kong, at amortised cost	298,467	239,945
Listed debt securities outside Hong Kong, at amortised cost	183,723	174,146
Unlisted debt securities, at amortised cost	<u>169,779</u>	<u>173,795</u>
Total held-to-maturity securities	<u>651,969</u>	<u>587,886</u>
Fair value of listed and unlisted held-to-maturity securities	<u>675,301</u>	<u>615,429</u>

The fair values of the listed and unlisted held-to-maturity securities are based on quoted market prices and quoted prices from brokers and fund managers, respectively.

31st December, 2016

16. Held-To-Maturity Securities (cont'd)

None of the held-to-maturity securities are either past due or impaired. The financial assets included in held-to-maturity securities relate to receivables for which there was no recent history of default.

The held-to-maturity securities analysed by issuer as at the end of the reporting period are as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Public sector entities	–	3,594
Banks and other financial institutions	439,343	355,428
Corporate entities	212,626	228,864
	651,969	587,886

The maturity profile of the held-to-maturity securities as at the end of the reporting period is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
With a residual maturity of:		
Three months or less	11,699	3,594
One year or less but over three months	79,789	15,564
Five years or less but over one year	313,351	367,871
Over five years	247,130	200,857
	651,969	587,886

At the end of the reporting period, the Group invested in the held-to-maturity securities with investment grade and non-investment grade amounting to HK\$523,872,000 (2015: HK\$479,429,000) and HK\$128,097,000 (2015: HK\$108,457,000), respectively.

During the year, a cedant of certain pecuniary loss reinsurance contracts requested the Group to provide security in favour of the cedant to secure the performance of the Group's obligations to the cedant under those pecuniary loss reinsurance contracts. Accordingly, at 31st December, 2016, listed debt securities of the Group amounting to HK\$119,956,000 (2015: HK\$120,504,000) were pledged.

Notes to Financial Statements

31st December, 2016

17. Available-For-Sale Securities

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Listed equities in Hong Kong, at fair value	176,787	178,596
Listed equities outside Hong Kong, at fair value	1,550,145	1,655,312
Total listed available-for-sale securities	<u>1,726,932</u>	<u>1,833,908</u>
Unlisted equities, at cost	1,624,863	1,624,863
Less: Impairment	<u>(32,056)</u>	<u>(32,056)</u>
	<u>1,592,807</u>	<u>1,592,807</u>
Unlisted debt, at cost	8,070	6,213
Less: Impairment	<u>(6,213)</u>	<u>(6,213)</u>
	<u>1,857</u>	<u>-</u>
Total unlisted available-for-sale securities	<u>1,594,664</u>	<u>1,592,807</u>
Total available-for-sale securities	<u><u>3,321,596</u></u>	<u><u>3,426,715</u></u>

The available-for-sale securities as at the end of the reporting period, analysed by the sector of the issuers, are as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Banks and other financial institutions	2,230,363	2,182,757
Corporate entities	<u>1,091,233</u>	<u>1,243,958</u>
	<u><u>3,321,596</u></u>	<u><u>3,426,715</u></u>

During the year, the gross loss in respect of the Group's available-for-sale listed investments recognised in other comprehensive income amounted to HK\$107,849,000 (2015: gain of HK\$22,988,000).

The fair values of listed equity investments are based on quoted market prices. Certain unlisted available-for-sale equity investments of the Group with carrying amounts of HK\$1,592,807,000 (2015: HK\$1,592,807,000) are measured at cost less impairment because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair values cannot be measured reliably. The Group does not intend to dispose of them in the near future.

As at 31st December, 2016, the Group's bank loan is secured by the pledge of certain equity securities listed in Hong Kong classified as available-for-sale securities and securities measured at fair value through profit or loss with fair value of not less than HK\$150,000,000 (2015: HK\$150,000,000) (note 29).

31st December, 2016

18. Loans and Advances and Other Assets

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Loans and advances	14,517	19,002
Accrued interest and other assets	114,835	73,940
Gross loans and advances and other assets	129,352	92,942

The Group's accrued interest and other assets were current in nature as at 31st December, 2016 and 2015. None of the loans and advances and other assets is either past due or impaired. The financial assets included in the loans and advances and other assets relate to receivables for which there was no recent history of default.

The maturity profile of the loans and advances as at the end of the reporting period is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Repayable on demand	-	-
With a residual maturity of:		
Three months or less	442	458
One year or less but over three months	1,279	1,390
Five years or less but over one year	5,486	6,420
Over five years	7,310	10,734
	14,517	19,002

Notes to Financial Statements

31st December, 2016

19. Securities Measured at Fair Value Through Profit or Loss

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Debt securities:		
– listed in Hong Kong, at fair value	79,552	100,188
– listed outside Hong Kong, at fair value	110,244	146,392
– unlisted, at quoted price	15,792	28,770
	<u>205,588</u>	<u>275,350</u>
Equity securities at fair value:		
– listed in Hong Kong	321,166	442,212
– listed outside Hong Kong	467,569	490,233
	<u>788,735</u>	<u>932,445</u>
Investment funds:		
– unlisted, at quoted price	530,447	645,901
Total	<u><u>1,524,770</u></u>	<u><u>1,853,696</u></u>

The fair values of the listed and unlisted securities measured at fair value through profit or loss are based on quoted market prices and quoted prices from brokers and fund managers, respectively.

The securities measured at fair value through profit or loss as at the end of the reporting period, analysed by the sector of the issuers, are as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Public sector entities	22,028	23,610
Banks and other financial institutions	268,601	420,159
Corporate entities	1,234,141	1,409,927
	<u>1,524,770</u>	<u>1,853,696</u>

Securities measured at fair value through profit or loss at 31st December, 2016 and 2015 were classified as held for trading.

As at 31st December, 2016, the Group's bank loan is secured by the pledge of certain equity securities listed in Hong Kong classified as available-for-sale securities and securities measured at fair value through profit or loss with fair value of not less than HK\$150,000,000 (2015: HK\$150,000,000) (note 29).

31st December, 2016

20. Insurance Receivables

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Amounts due in respect of:		
Direct underwriting	102,296	99,914
Reinsurance accepted	95,169	101,708
	197,465	201,622

The Group grants credit terms of three months to six months on billed policies. The past settlement history of these receivables indicates that certain debtors settle in arrears subsequent to the credit period, which may also involve settlement subsequent to the 12 months from the end of the reporting period.

The Group's insurance receivables relate to a large number of diversified customers and therefore there is no significant concentration of credit risk. Insurance receivables are non-interest-bearing.

An aged analysis of the insurance receivables based on the issuance date of policies, as at the end of the reporting period, is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Three months or less	183,907	189,021
Six months or less but over three months	15,922	14,582
One year or less but over six months	–	22
Over one year	401	762
	200,230	204,387
Less: Impairment allowances	(2,765)	(2,765)
	197,465	201,622

Notes to Financial Statements

31st December, 2016

20. Insurance Receivables (cont'd)

The movements in the provision for impairment of insurance receivables are as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
At 1st January	2,765	2,766
Write-off	<u>—</u>	<u>(1)</u>
At 31st December	<u>2,765</u>	<u>2,765</u>

Included in the above provision for impairment of insurance receivables at 31st December, 2016 was a provision for an individually impaired insurance receivable of HK\$488,000 (2015: HK\$488,000) with a gross carrying amount of HK\$488,000 (2015: HK\$488,000). The individually impaired insurance receivable related to a customer that was in financial difficulties. The Group does not hold any collateral or other credit enhancements over the balance.

The aged analysis of the insurance receivables that are not impaired is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Not past due	183,907	189,021
Less than one month past due	13,558	12,477
Over one month past due	<u>—</u>	<u>124</u>
	<u>197,465</u>	<u>201,622</u>

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no material provision for impairment is necessary in respect of these balances as there has not been any significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

31st December, 2016

21. Reinsurance Assets

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Reinsurers' share of insurance contracts liabilities (<i>note 25</i>)	583,379	567,198

22. Cash and Cash Equivalents and Pledged Deposits

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Cash and bank balances	168,772	149,641
Time deposits with original maturity of over three months	215,363	438,848
Time deposits with original maturity of less than three months	2,049,255	1,574,379
	2,433,390	2,162,868
Pledged deposits	158,915	148,236
	2,592,305	2,311,104

The pledged deposits are pledged in favour of Autoridade Monetaria e Cambial de Macau as security for the outstanding claims provision and unearned premiums reserve of a subsidiary operating in Macau as required under the applicable laws of Macau.

Cash and cash equivalents included cash at banks and short term time deposits. Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. Time deposits with original maturity of more than three months when acquired earn interest at the respective time deposit rates with terms between three months and twelve months. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

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22. Cash and Cash Equivalents and Pledged Deposits (cont'd)

The maturity profile of the cash and bank balances, time deposits and pledged deposits as at the end of the reporting period was as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
With a residual maturity of:		
Three months or less	2,478,503	1,944,561
Over three months but less than one year	113,802	366,543
	<u>2,592,305</u>	<u>2,311,104</u>

23. Share Capital

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Authorised:		
1,500,000,000 ordinary shares of HK\$1 each	<u>1,500,000</u>	<u>1,500,000</u>
Issued and fully paid:		
978,478,000 (2015: 1,019,200,000) ordinary shares of HK\$1 each	<u>978,478</u>	<u>1,019,200</u>

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital <i>HK\$'000</i>
At 1st January, 2015, 31st December, 2015 and 1st January, 2016	1,019,200,000	1,019,200
Shares repurchased (<i>Note</i>)	<u>(40,722,000)</u>	<u>(40,722)</u>
At 31st December, 2016	<u>978,478,000</u>	<u>978,478</u>

Note:

During the year ended 31st December, 2016, a subsidiary of the Company repurchased and cancelled 40,722,000 ordinary shares of the Company of HK\$1 each on the Stock Exchange at prices ranging from HK\$3.00 to HK\$4.82 per share at a total consideration of HK\$182,579,000 (including expenses of HK\$497,000).

The premium of HK\$141,857,000 paid on the repurchase of such shares was debited to the retained profits account and an amount of HK\$40,722,000 was transferred from retained profits of the Company to the capital redemption reserve, as set out in the consolidated statement of changes in equity.

31st December, 2016

24. Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

In accordance with the Macau Commercial Codes, a branch (the "Branch") of Asia Insurance Company, Limited, a wholly-owned subsidiary of the Company, whose principal operation is conducted in Macau, is required to appropriate annually not less than 25% of its profit after tax to a statutory reserve, until the balance of the reserve reaches 50% of the entity's capital fund, which was achieved in prior years. The statutory reserve may be utilised by the Branch for certain restricted purposes including offsetting against the accumulated losses, if any, arising under certain specified circumstances.

Contingency reserve ("CR") represents a reserve established in accordance with *Guidance Note on Reserving for Mortgage Guarantee Business* ("GN6") issued by the Office of the Commissioner of Insurance. In respect of mortgage guarantee business entered into before 1st January, 2011, an amount equals to 50% of the net earned premium income derived from mortgage guarantee business shall be assigned to the CR in each year and maintained for a period of seven years. In respect of mortgage guarantee business entered into on or after 1st January, 2011, an amount equals to 50% of the net earned premium income derived from mortgage guarantee business, except for direct non-standard mortgage guarantee business of which the amount is equal to 75% of the net earned premium, shall be assigned to the CR in each year and maintained for a period of ten years. In accordance with GN6, withdrawals may be made where the claims incurred in any year exceed 35% of the net earned premium income in that year, and any such withdrawals shall only be made on a first-in-first-out basis and recognised directly in equity.

At the end of the seventh year for mortgage guarantee business entered into before 1st January, 2011, or the tenth year for mortgage guarantee business entered into on or after 1st January, 2011, the amount assigned to the CR in respect of a year may, to the extent that it has not already been depleted by prior withdrawals, be released. Changes in CR are recognised directly in equity.

No withdrawal was made to the CR during the year ended 31st December, 2016 (2015: Nil).

25. Insurance Contracts Liabilities

	Notes	2016			2015		
		Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000
Life insurance contracts	(a)	55,775	–	55,775	50,808	–	50,808
General insurance contracts	(b)	2,440,821	(583,379)	1,857,442	2,404,940	(567,198)	1,837,742
Total insurance contracts liabilities		2,496,596	(583,379)	1,913,217	2,455,748	(567,198)	1,888,550
			(note 21)			(note 21)	

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25. Insurance Contracts Liabilities (cont'd)

(a) Life insurance contracts liabilities are analysed as follows:

Notes	2016			2015		
	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000
Life reserve (1)	48,886	-	48,886	45,823	-	45,823
Provision for claims (2)	6,889	-	6,889	4,985	-	4,985
	55,775	-	55,775	50,808	-	50,808

(1) Life reserve is analysed as follows:

	2016 HK\$'000	2015 HK\$'000
At 1st January	45,823	44,619
Increase in the year	3,063	1,204
At 31st December	48,886	45,823

(2) The provision for claims of life insurance contracts is analysed as follows:

	2016			2015		
	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000
At 1st January	4,985	-	4,985	2,058	-	2,058
Claims incurred during the year	17,666	(5,774)	11,892	14,324	(4,822)	9,502
Claims paid during the year	(15,762)	5,774	(9,988)	(11,397)	4,822	(6,575)
At 31st December	6,889	-	6,889	4,985	-	4,985

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25. Insurance Contracts Liabilities (cont'd)

(b) General insurance contracts liabilities are analysed as follows:

Notes	2016			2015		
	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000
Provision for claims reported by policyholders	790,093	(208,443)	581,650	784,550	(223,042)	561,508
Provision for claims incurred but not reported ("IBNR")	915,502	(113,300)	802,202	892,602	(116,600)	776,002
Total claims reported and IBNR (1)	1,705,595	(321,743)	1,383,852	1,677,152	(339,642)	1,337,510
Provision for unearned premiums (2)	735,226	(261,636)	473,590	727,788	(227,556)	500,232
Total general insurance contract liabilities	2,440,821	(583,379)	1,857,442	2,404,940	(567,198)	1,837,742

(1) The provision for claims reported by policyholders and IBNR is analysed as follows:

	2016			2015		
	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000
At 1st January	1,677,152	(339,642)	1,337,510	1,538,256	(305,589)	1,232,667
Claims incurred during the year	490,174	(133,300)	356,874	597,364	(130,828)	466,536
Claims paid during the year	(461,731)	151,199	(310,532)	(458,468)	96,775	(361,693)
At 31st December	1,705,595	(321,743)	1,383,852	1,677,152	(339,642)	1,337,510

(2) The provision for unearned premiums is analysed as follows:

	2016			2015		
	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000
At 1st January	727,788	(227,556)	500,232	806,459	(248,726)	557,733
Premiums written during the year	1,248,117	(443,778)	804,339	1,146,647	(333,931)	812,716
Premiums earned during the year	(1,240,679)	409,698	(830,981)	(1,225,318)	355,101	(870,217)
At 31st December	735,226	(261,636)	473,590	727,788	(227,556)	500,232

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26. Net Premiums

	<i>Notes</i>	2016 HK\$'000	2015 <i>HK\$'000</i>
(a) Gross premiums on insurance contracts			
Gross general insurance premiums:			
Direct underwriting		840,825	834,072
Reinsurance accepted		407,292	312,575
Total gross general insurance premiums	<i>25(b)(2)</i>	1,248,117	1,146,647
Gross life insurance premiums		39,340	26,863
Change in gross unearned premiums		(7,438)	78,671
Change in life reserve	<i>25(a)(1)</i>	(3,063)	(1,204)
Total gross premiums		1,276,956	1,250,977
(b) Reinsurers' share of gross premiums on insurance contracts			
Gross general insurance premiums:			
Direct underwriting		(283,154)	(256,347)
Reinsurance accepted		(160,624)	(77,584)
Total gross general insurance premiums	<i>25(b)(2)</i>	(443,778)	(333,931)
Gross life insurance premiums		(17,542)	(10,831)
Change in unearned premiums		34,080	(21,170)
Total reinsurers' share of gross premiums		(427,240)	(365,932)

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27. Net Claims Incurred

	<i>Notes</i>	2016 HK\$'000	2015 <i>HK\$'000</i>
(a) Gross claims paid			
Life insurance contracts claims paid	<i>25(a)(2)</i>	(15,762)	(11,397)
General insurance contracts claims paid	<i>25(b)(1)</i>	(461,731)	(458,468)
Total gross claims paid		(477,493)	(469,865)
(b) Reinsurers' share of gross claims paid			
Life insurance contracts claims paid	<i>25(a)(2)</i>	5,774	4,822
General insurance contracts claims paid	<i>25(b)(1)</i>	151,199	96,775
Total reinsurers' share of gross claims paid		156,973	101,597
(c) Gross change in outstanding claims			
Change in life insurance outstanding claims		(1,904)	(2,927)
Change in general insurance outstanding claims		(28,443)	(138,896)
Total gross change in outstanding claims		(30,347)	(141,823)
(d) Reinsurers' share of gross change in outstanding claims			
General insurance outstanding claims		(17,899)	34,053

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28. Other Liabilities

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Accruals and other payables	<u>281,111</u>	<u>275,077</u>

The Group's other liabilities were current in nature as at 31st December, 2016 and 2015.

29. Interest-Bearing Bank Borrowing

	2016			2015		
	Effective interest rate (%)	Maturity	<i>HK\$'000</i>	Effective interest rate (%)	Maturity	<i>HK\$'000</i>
Bank loan – secured	HIBOR+1.25	2017	<u>150,000</u>	HIBOR+1.25	2016	<u>150,000</u>

The Group's bank loan is denominated in Hong Kong dollars and secured by the pledge of certain equity securities listed in Hong Kong classified as available-for-sale securities and securities measured at fair value through profit or loss with fair value of not less than HK\$150,000,000 (2015: HK\$150,000,000) (notes 17 and 19).

30. Deferred Tax

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

	Depreciation allowance in excess of related depreciation <i>HK\$'000</i>	Revaluation of buildings <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1st January, 2015	442	9,834	10,276
Deferred tax credited to statement of profit or loss during the year (<i>note 9</i>)	(12)	–	(12)
Deferred tax charged to other comprehensive income during the year	<u>–</u>	<u>1,975</u>	<u>1,975</u>
Gross deferred tax liabilities at 31st December 2015, 1st January, 2016 and 31st December, 2016	<u>430</u>	<u>11,809</u>	<u>12,239</u>

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30. Deferred Tax (cont'd)**Deferred tax assets**

	Losses available for offsetting against future taxable profits HK\$'000
At 1st January, 2015	6,186
Deferred tax charged to the statement of profit or loss during the year (<i>note 9</i>)	(3,843)
At 31st December, 2015 and 1st January, 2016	2,343
Deferred tax charged to the statement of profit or loss during the year (<i>note 9</i>)	(2,343)
Gross deferred tax assets at 31st December, 2016	–

For presentation purposes, deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2016 HK\$'000	2015 HK\$'000
Net deferred tax assets recognised in the consolidated statement of financial position	<u>–</u>	<u>1,913</u>
Net deferred tax liabilities recognised in the consolidated statement of financial position	<u>(12,239)</u>	<u>(11,809)</u>

The Group has tax losses arising in Hong Kong of HK\$286,508,000 (2015: HK\$251,635,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

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31. Commitments

The Group's share of certain of its joint ventures' own capital commitment is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Contracted, but not provided for	2,025	7,769

32. Related Party Transactions

(a)

	2016		2015	
	Directors and key management personnel <i>HK\$'000</i>	Enterprises and individuals related to directors and key management personnel <i>HK\$'000</i>	Directors and key management personnel <i>HK\$'000</i>	Enterprises and individuals related to directors and key management personnel <i>HK\$'000</i>
Loans and advances granted:				
Aggregate balance at the end of the reporting period	-	1,910	-	52
Interbank activities:				
Deposits placed	-	846,604	-	737,069
Interest income	-	5,535	-	8,215
Premium income:				
Gross premiums written	196	7,412	199	4,278
Commission expense, net	-	1,929	-	3,291

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32. Related Party Transactions (cont'd)

(b) The Group had the following transactions with certain of its joint ventures during the year:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Loans and advances granted:		
Aggregate balance as at the end of the reporting period	56,500	33,335
Interest income	943	382
Loan and advance received:		
Aggregate balance as at the end of the reporting period	23,640	23,451
Interest expenses	1,415	1,081
Reinsurance premium ceded	6	8

(c) The Group had the following transactions with certain of its associates during the year:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Loans and advances granted:		
Aggregate balance at the end of the reporting period	200,765	168,390
Commission expense paid	15,037	14,958

(d) During the year, a subsidiary of the Company repurchased 11,571,827 shares of the Company's issued ordinary shares at a cash consideration of HK\$55,544,770 from a company controlled by a former director, who resigned during current year. Further details of the transaction are set out in the section "Connected transactions" of the Report of the Directors. The transaction also constitutes connected transaction as defined in Chapter 14A of the Listing Rules.

(e) Details of the Group's advances to its joint ventures and associates as at the end of the reporting period are included in notes 14 and 15 to the financial statements, respectively.

(f) Details of compensation for key management personnel, who are the directors of the Company, and post-employment benefits of the Group, are included in notes 7 and 6 to the financial statements, respectively.

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33. Insurance Contracts Liabilities and Reinsurance Assets – Terms, Assumptions and Sensitivities

General insurance contracts

(1) Terms and conditions

The major classes of general insurance written by the Group include property damage, ships, goods in transit, pecuniary loss, accident and health, general liability, employees' compensation and motor insurances. Risks under these policies usually cover a 12-month duration.

For general insurance contracts, the most significant risks arise from natural disasters. For longer tail claims that take some years to settle, there is also inflation risk. For accident and health contracts, the most significant risks arise from lifestyle changes, epidemics and medical science and technology improvements.

These risks do not vary significantly in relation to the location of the risk insured by the Group, by type of risk insured and by industry.

For general insurance contracts, claims provisions (comprising provisions for claims reported by policyholders and claims incurred but not yet reported) are established to cover the ultimate cost of settling the liabilities in respect of claims that have occurred and are estimated based on known facts at the end of the reporting period.

The provisions are refined regularly as part of an ongoing process as claims experience develops, certain claims are settled and further claims are reported. Outstanding claims provisions are not discounted for the time value of money.

The measurement process primarily includes projection of future claims costs through a combination of actuarial and statistical projection techniques like the Chain Ladder and Bornheutter Ferguson method calculated by an external actuary. In certain cases, where there is a lack of reliable historical data to estimate claims development, relevant benchmarks of similar business are used in developing claims estimates. Claims provisions are separately analysed by class of business. In addition, larger claims are usually separately assessed by loss adjusters. The claims projection assumptions are generally intended to provide the best estimate of the most likely or expected outcome.

(2) Assumptions

The principal assumption underlying the estimates is the Group's past claims development experience. This includes assumptions in respect of average claim costs, claims handling costs and claim numbers for each accident year. Additional qualitative judgements are used to assess the extent to which past trends may not apply in the future, for example: one-off occurrence, changes in market factors such as public attitude to claiming, economic conditions, as well as internal factors such as portfolio mix, policy conditions and claims handling procedures. Judgement is used to assess the extent to which external factors such as judicial decisions and government legislation affect the estimates.

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33. Insurance Contracts Liabilities and Reinsurance Assets – Terms, Assumptions and Sensitivities (cont'd)

General insurance contracts (cont'd)

(3) Sensitivities

The general insurance claims provision is sensitive to the above key assumptions. The sensitivity of certain assumptions, e.g., legislative change and uncertainty in the estimation process, etc., is not possible to quantify. Furthermore, because of the delays that arise between occurrence of a claim and its subsequent notification and eventual settlement, the outstanding claim provision is not known with certainty at the end of the reporting period.

Consequently, the ultimate liabilities will vary as a result of subsequent developments. Differences resulting from reassessment of the ultimate liabilities are recognised in subsequent financial statements.

(4) Loss development triangle

Reproduced below is an exhibit that shows the development of claims over a period of time on a gross and net basis.

The tables show the estimates of cumulative incurred claims, including both notified and IBNR claims, for each successive accident year at the end of each reporting period, together with cumulative claims as at 31st December, 2016.

Gross general insurance claims

	2007 and before	2008	2009	2010	2011	2012	2013	2014	2015	2016	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Accident year	2,399,044	403,169	355,504	408,407	549,509	587,258	688,871	681,583	638,217	597,487	
One year later	2,366,851	390,049	355,887	431,873	655,470	615,036	666,854	636,204	613,689	-	
Two years later	2,285,219	412,656	373,022	475,282	721,217	622,608	669,691	634,304	-	-	
Three years later	2,333,469	421,836	348,747	482,670	728,873	627,162	635,890	-	-	-	
Four years later	2,337,181	414,587	343,134	484,380	745,399	622,446	-	-	-	-	
Five years later	2,341,488	394,183	336,706	482,058	723,872	-	-	-	-	-	
Six years later	2,317,607	396,222	325,240	477,927	-	-	-	-	-	-	
Seven years later	2,306,224	391,412	325,383	-	-	-	-	-	-	-	
Eight years later	2,298,039	389,271	-	-	-	-	-	-	-	-	
Nine years later	2,284,513	-	-	-	-	-	-	-	-	-	
Current estimate of cumulative gross claims	2,284,513	389,271	325,383	477,927	723,872	622,446	635,890	634,304	613,689	597,487	7,304,782
Cumulative gross payments to date	(2,259,741)	(375,946)	(309,369)	(431,859)	(620,022)	(468,633)	(437,147)	(345,053)	(238,332)	(113,085)	(5,599,187)
Total gross general insurance outstanding claims provision per the consolidated statement of financial position	24,772	13,325	16,014	46,068	103,850	153,813	198,743	289,251	375,357	484,402	1,705,595

(Note 25(b))

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33. Insurance Contracts Liabilities and Reinsurance Assets – Terms, Assumptions and Sensitivities (cont'd)

General insurance contracts (cont'd)

(4) Loss development triangle (cont'd)

Net general insurance claims

	2007 and before	2008	2009	2010	2011	2012	2013	2014	2015	2016	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Accident year	1,372,918	311,628	302,613	331,523	451,474	453,795	548,608	558,328	498,393	457,531	
One year later	1,550,593	289,249	285,137	344,740	530,070	484,725	538,786	542,235	513,819	-	
Two years later	1,595,908	297,333	279,614	376,135	567,032	482,317	532,089	509,374	-	-	
Three years later	1,606,522	297,031	259,463	362,799	574,023	483,368	500,027	-	-	-	
Four years later	1,596,729	288,384	254,038	361,891	579,055	476,998	-	-	-	-	
Five years later	1,592,103	271,526	249,595	360,396	553,024	-	-	-	-	-	
Six years later	1,579,323	268,164	242,501	356,385	-	-	-	-	-	-	
Seven years later	1,565,700	263,878	242,717	-	-	-	-	-	-	-	
Eight years later	1,557,869	263,116	-	-	-	-	-	-	-	-	
Nine years later	1,544,259	-	-	-	-	-	-	-	-	-	
Current estimate of cumulative net claims	1,544,259	263,116	242,717	356,385	553,024	476,998	500,027	509,374	513,819	457,531	5,417,250
Cumulative net payments to date	(1,523,897)	(249,489)	(227,875)	(314,947)	(464,480)	(346,093)	(337,108)	(254,651)	(200,974)	(113,884)	(4,033,398)
Total net general insurance outstanding claims provision per the consolidated statement of financial position	20,362	13,627	14,842	41,438	88,544	130,905	162,919	254,723	312,845	343,647	1,383,852

(Note 25(b))

34. Fair Value Hierarchy of Financial Instruments

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, loans to joint ventures, an amount due from an associate, financial assets included in loans and advance and other assets, insurance receivables, insurance payables, amounts due to a joint venture and associates, other liabilities and interest-bearing bank borrowing approximate to their carrying amounts.

Management is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, management analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

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34. Fair Value Hierarchy of Financial Instruments (cont'd)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

	Fair value measurement using		
	Quoted prices in active markets (Level 1) <i>HK\$'000</i>	Significant observable inputs (Level 2) <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 31st December, 2016			
Available-for-sale securities:			
Equity investments	838,841	888,091	1,726,932
Securities measured at fair value through profit or loss	832,379	692,391	1,524,770
	<u>1,671,220</u>	<u>1,580,482</u>	<u>3,251,702</u>

	Fair value measurement using		
	Quoted prices in active markets (Level 1) <i>HK\$'000</i>	Significant observable inputs (Level 2) <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 31st December, 2015			
Available-for-sale securities:			
Equity investments	806,893	1,027,015	1,833,908
Securities measured at fair value through profit or loss	1,010,010	843,686	1,853,696
	<u>1,816,903</u>	<u>1,870,701</u>	<u>3,687,604</u>

As at 31st December, 2016 and 2015, the Group had no financial instruments measured at fair value under Level 3 for both financial assets and financial liabilities.

During the years ended 31st December, 2016 and 2015, there were no transfers of fair value measurements between Level 1 and Level 2 for both financial assets and financial liabilities.

During the years ended 31st December, 2016 and 2015, there were no transfers of fair value measurements into or out of Level 3 for both financial assets and financial liabilities.

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34. Fair Value Hierarchy of Financial Instruments (cont'd)

Assets for which fair values are disclosed:

As at 31st December, 2016	Fair value measurement using		
	Quoted prices in active markets (Level 1) <i>HK\$'000</i>	Significant observable inputs (Level 2) <i>HK\$'000</i>	Total <i>HK\$'000</i>
Held-to-maturity securities	<u>482,190</u>	<u>169,779</u>	<u>651,969</u>

As at 31st December, 2015	Fair value measurement using		
	Quoted prices in active markets (Level 1) <i>HK\$'000</i>	Significant observable inputs (Level 2) <i>HK\$'000</i>	Total <i>HK\$'000</i>
Held-to-maturity securities	<u>414,091</u>	<u>173,795</u>	<u>587,886</u>

35. Financial Risk Management Objectives and Policies

The Group has established policies and procedures for identifying, evaluating, monitoring and controlling the various types of risks pertaining to the Group's businesses, which are approved and endorsed by the board of directors and reviewed regularly by the Group's management, executive committee, investment committee, fund management committee and other designated committees or working groups. Material risks are identified and measured by designated committees and/or working groups before the launch of new products or business activities, and monitored, documented and controlled against applicable risk limits after the introduction of new products or services or implementation of new business activities. Internal auditors of the Group also perform regular audits to ensure compliance with the policies and procedures. The key risks include credit risk, liquidity risk, capital management risk, interest rate risk, foreign exchange risk, insurance risk, operational risk and equity price risk.

35. Financial Risk Management Objectives and Policies (cont'd)

The overall internal control environment and the management policies for the major types of risks are as follows:

(1) Internal control environment

The internal control framework of the Group comprises comprehensive control policies and standards. The areas of responsibilities of each business and operational unit are clearly defined. Internal control procedures have been established based on the risk inherent in the individual business unit.

The internal audit department plays an important role in the Group's internal control framework. It monitors the effectiveness of the internal control procedures and ensures compliance with the policies and standards across the whole group. A direct reporting line to the audit committee under the board of directors safeguards its independence. The audit committee meets periodically to review and discuss financial performance, internal control, compliance issues and matters raised by the external auditors to ensure that all audit recommendations are implemented.

(2) Credit risk management

Credit risk is the risk that a customer or counterparty in a transaction may default. It arises from the credit terms which extend to clients, intermediaries and reinsurers, and other activities undertaken by the Group. To manage credit risk, the Group has considered the underlying security and the long-established business relationship with the counterparty.

There are no significant concentrations of credit risk within the Group as the customer bases of the Group's insurance receivables are widely dispersed in different intermediaries and direct customers from different sectors and industries.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, pledged deposits, held-to-maturity securities, available-for-sale securities, loans and advances and other assets, loans to joint ventures and an amount due from an associate, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Further quantitative data in respect of the Group's exposure to credit risk arising from loans to joint ventures, an amount due from an associate, held-to-maturity securities, available-for-sale securities, loans and advances and other assets, and insurance receivables are disclosed in notes 14, 15, 16, 17, 18 and 20 to the financial statements.

(3) Liquidity risk management

Liquidity risk is the risk that the Group cannot meet its current obligations as they fall due. To manage liquidity risk, the Group has established liquidity management policies that are pertinent to the operations of business units.

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., insurance receivables) and the projected cash flows from operations.

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35. Financial Risk Management Objectives and Policies (cont'd)

(3) Liquidity risk management (cont'd)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

	2016			
	On demand and less than 1 year <i>HK\$'000</i>	1 to 5 years <i>HK\$'000</i>	Over 5 years <i>HK\$'000</i>	Total <i>HK\$'000</i>
Provision for claims reported by policyholders	135,487	661,495	–	796,982
IBNR	155,635	759,867	–	915,502
Insurance payables	157,233	–	–	157,233
Due to a joint venture	25,055	–	–	25,055
Due to associates	4,222	–	–	4,222
Other liabilities	281,111	–	–	281,111
Interest-bearing bank borrowing	150,216	–	–	150,216
	<u>908,959</u>	<u>1,421,362</u>	<u>–</u>	<u>2,330,321</u>

	2015			
	On demand and less than 1 year <i>HK\$'000</i>	1 to 5 years <i>HK\$'000</i>	Over 5 years <i>HK\$'000</i>	Total <i>HK\$'000</i>
Provision for claims reported by policyholders	173,698	615,837	–	789,535
IBNR	196,372	696,230	–	892,602
Insurance payables	154,323	–	–	154,323
Due to a joint venture	24,532	–	–	24,532
Due to associates	4,222	–	–	4,222
Other liabilities	275,077	–	–	275,077
Interest-bearing bank borrowing	150,209	–	–	150,209
	<u>978,433</u>	<u>1,312,067</u>	<u>–</u>	<u>2,290,500</u>

31st December, 2016

35. Financial Risk Management Objectives and Policies (cont'd)**(3) Liquidity risk management (cont'd)**

The tables below summarise the expected recovery or settlement of assets of the Group.

31st December, 2016	Current* <i>HK\$'000</i>	Non-current <i>HK\$'000</i>	Total <i>HK\$'000</i>
Property, plant and equipment	–	335,487	335,487
Investment properties	–	28,200	28,200
Interests in joint ventures	–	280,104	280,104
Loans to joint ventures	56,500	–	56,500
Interests in associates	–	357,817	357,817
Due from associates	32,375	168,390	200,765
Held-to-maturity securities	91,488	560,481	651,969
Available-for-sale securities	–	3,321,596	3,321,596
Pledged deposits	158,915	–	158,915
Loans and advances and other assets	116,556	12,796	129,352
Securities measured at fair value through profit or loss	1,524,770	–	1,524,770
Insurance receivables	197,465	–	197,465
Reinsurance assets	583,379	–	583,379
Cash and cash equivalents	2,433,390	–	2,433,390
Total assets	5,194,838	5,064,871	10,259,709

31st December, 2015	Current*	Non-current	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Property, plant and equipment	–	324,262	324,262
Investment properties	–	23,100	23,100
Interests in joint ventures	–	257,719	257,719
Loans to joint ventures	30,334	3,001	33,335
Interests in associates	–	314,140	314,140
Due from an associate	–	168,390	168,390
Deferred tax assets	–	1,913	1,913
Held-to-maturity securities	19,158	568,728	587,886
Available-for-sale securities	–	3,426,715	3,426,715
Pledged deposits	148,236	–	148,236
Loans and advances and other assets	75,788	17,154	92,942
Securities measured at fair value through profit or loss	1,853,696	–	1,853,696
Insurance receivables	186,672	14,950	201,622
Reinsurance assets	567,198	–	567,198
Cash and cash equivalents	2,162,868	–	2,162,868
Total assets	5,043,950	5,120,072	10,164,022

* Expected recovery or settlement within 12 months from the end of the reporting period.

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35. Financial Risk Management Objectives and Policies (cont'd)

(4) Capital management

Externally imposed capital requirements are mainly set and regulated by the Hong Kong Insurance Authority. These requirements are put in place to ensure sufficient solvency margins. Further objectives are set by the Group to maintain a strong credit rating and healthy capital ratios in order to support its business objectives and maximise shareholders' value.

The Group manages its capital requirements by assessing any shortfalls between the reported and required Relevant Amount, as defined in section 10 of the Hong Kong Insurance Companies Ordinance, on a regular basis. Adjustments to current capital levels are made in light of changes in economic conditions and risk characteristics of the Group's activities. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid or return capital to ordinary shareholders.

The Group fully complied with the externally imposed requirements of the Relevant Amount during the reported financial periods and no changes were made to its capital base, objectives, policies and processes for managing capital from the previous year.

The table below summarises the required Relevant Amount across the Group.

	Life insurance HK\$'000	Non-life insurance HK\$'000
2016 required Relevant Amount	21,812	158,385
2015 required Relevant Amount	14,536	153,751

The required Relevant Amount is determined by the application of a formula that contains variables for premiums and claims, expenses and reserve items. It also takes into account distribution of assets and investment returns.

In addition, the Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt includes insurance contracts liabilities, insurance payables, amounts due to a joint venture and associates, interest-bearing bank borrowing and other liabilities, less cash and cash equivalents and securities measured at fair value through profit or loss. Capital represents equity attributable to equity holders of the Company. As at 31st December, 2016, the Group had no net debt.

35. Financial Risk Management Objectives and Policies (cont'd)**(5) Interest rate risk management**

Interest rate risk is the risk that the value/future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Floating rate instruments expose the Group to cash flow interest rate risk, whereas fixed interest rate instruments expose the Group to fair value interest rate risk.

The Group's interest rate risk policy requires it to manage interest rate risk by maintaining an appropriate mix of fixed and variable rate instruments. The policy also requires it to manage the maturities of interest-bearing financial assets. Interest on floating rate instruments is repriced at intervals of less than one year. Interest on fixed interest rate instruments is priced at inception of the financial instruments and is fixed until maturity.

The analysis below is performed for reasonably possible movements in interest rates with all other variables held constant, for securities measured at fair value through profit or loss, interest-bearing bank deposits, loans and advances and other assets, loans to joint ventures, an amount due to a joint venture and interest-bearing bank borrowing showing the pre-tax impact on profit and equity. The correlation of variables will have a significant effect in determining the ultimate impact on interest rate risk, but to demonstrate the impact due to changes in variables, variables had to be changed on an individual basis.

	Change in interest rate	2016		2015	
		Increase/(decrease) in profit HK\$'000	in equity* HK\$'000	Increase/(decrease) in profit HK\$'000	in equity* HK\$'000
Securities measured at fair value through profit or loss	+50 basis points	(1,552)	–	(2,473)	–
	–50 basis points	1,552	–	2,473	–
Interest-bearing bank deposits	+50 basis points	12,715	–	11,302	–
	–50 basis points	(12,715)	–	(11,302)	–
Loans and advances and other assets	+50 basis points	73	–	95	–
	–50 basis points	(73)	–	(95)	–
Loans to joint ventures	+50 basis points	283	–	167	–
	–50 basis points	(283)	–	(167)	–
Due to a joint venture	+50 basis points	(118)	–	(117)	–
	–50 basis points	118	–	117	–
Interest-bearing bank borrowing	+50 basis points	(750)	–	(750)	–
	–50 basis points	750	–	750	–

* Excluding retained profits

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35. Financial Risk Management Objectives and Policies (cont'd)

(6) Foreign exchange risk management

Foreign exchange risk is the risk that the holding of foreign currencies will affect the Group's position as a result of a change in foreign currency exchange rates. The Group's foreign exchange risk primarily arises from its overseas operations, reinsurance and investment activities.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the exchange rates of Thai Baht, Japanese Yen and Renminbi, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity (due to changes in the available-for-sale securities).

	Change in exchange rate %	Decrease in profit before tax HK\$'000	Decrease in equity* HK\$'000
2016			
If Thai Baht weakens against Hong Kong dollar	-5%	(9,629)	(77,507)
If Japanese Yen weakens against Hong Kong dollar	-8%	(2,671)	-
If Renminbi weakens against Hong Kong dollar	-7%	(12,030)	(7)
2015			
If Thai Baht weakens against Hong Kong dollar	-5%	(10,692)	(82,766)
If Japanese Yen weakens against Hong Kong dollar	-8%	(2,088)	-
If Renminbi weakens against Hong Kong dollar	-7%	(37,549)	(7)

* Excluding retained profits

35. Financial Risk Management Objectives and Policies (cont'd)

(7) Insurance risk management

The business of the Group comprises both life and general insurance contracts, and general insurance contracts represent 97% of its total gross premiums written.

The risk under an insurance contract is the risk that an insured event will occur including the uncertainty of the amount and timing of any resulting claim. The principal risk the Group faces under such contracts is that the actual claims and benefit payments may exceed the carrying amount of insurance liabilities. This is influenced by the frequency of claims, severity of claims, actual benefits paid which are greater than originally estimated and subsequent development of long tail claims.

The variability of risks is improved by diversification of risk of loss to a large portfolio of insurance contracts as a more diversified portfolio is less likely to be affected across the board by change in any subset of the portfolio, as well as unexpected outcomes.

The variability of risks is also improved by careful selection and implementation of underwriting strategies, which are designed to ensure that risks are diversified in terms of type of risk and level of insured benefits. This is largely achieved through diversification across industry sectors and geographical area. Furthermore, strict claim review policies to assess all new and ongoing claims, regular detailed review of claims handling procedures and frequent investigation of possible fraudulent claims are all policies and procedures put in place to reduce the risk exposure of the Group. The Group further enforces a policy of actively managing and prompt pursuing of claims, in order to reduce its exposure to unpredictable future developments that can negatively impact the Group.

The majority of reinsurance business ceded is placed on both the proportional and excess of loss basis with retention limits varying by product line and territory. Excess-of-loss reinsurance is designed to mitigate the Group's net exposure to catastrophic losses. Amounts recoverable from reinsurers are estimated in a manner consistent with the assumptions used for ascertaining the underlying policy benefits and are presented in the statement of financial position as reinsurance assets.

Although the Group has reinsurance arrangements, it is not relieved of its direct obligations to its policyholders and thus a credit exposure exists with respect to reinsurance ceded, to the extent that any reinsurer is unable to meet its obligations assumed under such reinsurance agreements.

The Group's placement of reinsurance is diversified such that it is neither dependent on a single reinsurer nor are the operations of the Group substantially dependent upon any single reinsurance contract. The Group also considers the long-established business relationship with the reinsurers.

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35. Financial Risk Management Objectives and Policies (cont'd)

(7) Insurance risk management (cont'd)

The Group also has limited its exposure to a certain level by imposing maximum claim amounts on certain contracts as well as the use of reinsurance arrangements in order to limit exposure to catastrophic events, such as hurricanes, earthquakes and flood damages. The purpose of these underwriting and reinsurance strategies is to limit the exposure to catastrophes to a pre-determined maximum amount based on the Group's risk appetite as decided by management. For a single realistic catastrophic event, this maximum amount is less than 5% of the shareholders' equity of the wholly-owned subsidiary, Asia Insurance Company, Limited, on a net basis. In the event of such a catastrophe, counterparty exposure to a single reinsurer is estimated not to exceed 5% of the shareholders' equity of the wholly-owned subsidiary, Asia Insurance Company, Limited.

The Group uses its own and commercially available proprietary risk management software to assess catastrophe exposure. However, there is always a risk that the assumptions and techniques used in these models are unreliable or that claims arising from an unmodelled event are greater than those arising from a modelled event.

	2016			2015		
	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000	Insurance contracts liabilities HK\$'000	Reinsurers' share of liabilities HK\$'000	Net HK\$'000
Employees' compensation	817,746	(94,824)	722,922	792,342	(92,924)	699,418
Property damage	550,226	(193,102)	357,124	553,968	(205,835)	348,133
General liability	466,785	(164,538)	302,247	481,876	(171,651)	310,225
Motor vehicle	327,954	(44,440)	283,514	318,974	(39,822)	279,152
Others	278,110	(86,475)	191,635	257,780	(56,966)	200,814
Total general insurance	<u>2,440,821</u>	<u>(583,379)</u>	<u>1,857,442</u>	<u>2,404,940</u>	<u>(567,198)</u>	<u>1,837,742</u>

As at 31st December, 2016, over 90% (2015: 90%) of the general insurance contracts liabilities were related to the business written in Hong Kong, Macau and Mainland China.

(8) Operational risk management

Operational risk is the risk of financial loss resulting from procedural errors, system failures, fraud and other events.

The Group manages operational risk by maintaining adequate documentation of its operating procedures to facilitate training and quality performance. A proper internal control system is incorporated in the operation workflow to minimise the risk of losses caused by human errors. To reduce the interruptions to business activities caused by system failures or natural disasters, back-up systems and contingency business resumption plans are in place for critical business and back-office functions. Detailed recovery procedures are properly documented, with periodic drills conducted to ensure that the procedures are current and correct.

35. Financial Risk Management Objectives and Policies (cont'd)**(9) Equity price risk management**

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the values of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as securities measured at fair value through profit or loss (note 19) and available-for-sale securities (note 17) as at 31st December, 2016. The Group's listed investments are mainly listed on the stock exchanges of Hong Kong, the United States, and Thailand and are valued at quoted market prices at the end of the reporting period.

The following table demonstrates the sensitivity to every change of 15%, 10%, 5% and 10% in the fair values of the securities listed in Hong Kong, the United States, Thailand and all other areas, respectively, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, the impact for the available-for-sale securities is deemed to be on the available-for-sale investment reserve and no account is given for factors such as impairment which might impact on the statement of profit or loss.

	Change in sensitivity %	Carrying amount of securities HK\$'000	Increase/ (decrease) in profit before tax HK\$'000	Increase/ (decrease) in equity* HK\$'000
2016				
Equity investments in:				
Hong Kong				
– Available-for-sale securities	+15%	176,787	–	26,518
	–15%	176,787	–	(26,518)
– Listed securities measured at fair value through profit or loss	+15%	321,166	48,175	–
	–15%	321,166	(48,175)	–
United States				
– Listed securities measured at fair value through profit or loss	+10%	266,015	26,602	–
	–10%	266,015	(26,602)	–
Thailand				
– Available-for-sale securities	+5%	1,550,145	–	77,507
	–5%	1,550,145	–	(77,507)
– Listed securities measured at fair value through profit or loss	+5%	191,081	9,554	–
	–5%	191,081	(9,554)	–
All other areas				
– Listed securities measured at fair value through profit or loss	+10%	10,473	1,047	–
	–10%	10,473	(1,047)	–

* Excluding retained profits

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35. Financial Risk Management Objectives and Policies (cont'd)

(9) Equity price risk management (cont'd)

	Change in sensitivity %	Carrying amount of securities <i>HK\$'000</i>	Increase/ (decrease) in profit before tax <i>HK\$'000</i>	Increase/ (decrease) in equity* <i>HK\$'000</i>
2015				
Equity investments in:				
Hong Kong				
– Available-for-sale securities	+15%	178,596	–	26,789
	–15%	178,596	–	(26,789)
– Listed securities measured at fair value through profit or loss	+15%	442,212	66,332	–
	–15%	442,212	(66,332)	–
United States				
– Listed securities measured at fair value through profit or loss	+10%	260,501	26,050	–
	–10%	260,501	(26,050)	–
Thailand				
– Available-for-sale securities	+5%	1,655,312	–	82,766
	–5%	1,655,312	–	(82,766)
– Listed securities measured at fair value through profit or loss	+5%	213,596	10,680	–
	–5%	213,596	(10,680)	–
All other areas				
– Listed securities measured at fair value through profit or loss	+10%	16,136	1,614	–
	–10%	16,136	(1,614)	–

* Excluding retained profits

31st December, 2016

36. Statement of Financial Position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
ASSETS		
Property, plant and equipment	–	–
Interests in subsidiaries	1,741,457	1,741,457
Due from subsidiaries	1,140,272	1,221,461
Interest in a joint venture	–	–
Available-for-sale securities	1,524,085	1,524,085
Loans and advances and other assets	9,002	9,493
Cash and cash equivalents	231,360	270,355
Total assets	4,646,176	4,766,851
EQUITY AND LIABILITIES		
Equity		
Issued capital	978,478	1,019,200
Reserves (<i>note</i>)	3,496,743	3,620,569
Proposed final dividend	53,816	10,192
Total equity	4,529,037	4,649,961
Liabilities		
Other liabilities	7,642	7,383
Due to subsidiaries	109,497	109,507
Total liabilities	117,139	116,890
Total equity and liabilities	4,646,176	4,766,851

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36. Statement of Financial Position of the Company (cont'd)

Note:

A summary of the Company's reserves is as follow:

	Share premium account <i>HK\$'000</i>	Capital reserve <i>HK\$'000</i>	Capital redemption reserve <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1st January, 2015	560,531	60,060	38,821	2,758,061	3,417,473
Profit for the year and total comprehensive income for the year	-	-	-	249,979	249,979
Interim 2015 dividend	-	-	-	(36,691)	(36,691)
Proposed final 2015 dividend	-	-	-	(10,192)	(10,192)
At 31st December, 2015 and at 1st January, 2016	560,531	60,060	38,821	2,961,157	3,620,569
Profit for the year and total comprehensive income for the year	-	-	-	96,318	96,318
Final 2015 dividend	-	-	-	86	86
Interim 2016 dividend	-	-	-	(24,557)	(24,557)
Repurchase of shares	-	-	-	(141,857)	(141,857)
Transfer to capital redemption reserve	-	-	40,722	(40,722)	-
Proposed final 2016 dividend	-	-	-	(53,816)	(53,816)
At 31st December, 2016	560,531	60,060	79,543	2,796,609	3,496,743

31st December, 2016

37. Particulars of Principal Subsidiaries

Particulars of the Company's principal subsidiaries as at 31st December, 2016 are as follows:

Name	Place of incorporation and operation	Percentage of equity attributable to the Company		Issued share capital	Principal activities
		Direct	Indirect		
Asia Insurance Company, Limited	Hong Kong	100	–	HK\$2,000,000,000	Insurance
Asia Investment Services Limited	British Virgin Islands	100	–	HK\$10,000,000	Investment holding
AFH Investments (BVI) Limited	British Virgin Islands	100	–	US\$1,000,000	Investment holding
Asia Insurance (Finance) Limited	Hong Kong	–	100	HK\$25,000,000	Mortgage loan financing
Chamberlain Investment Limited	Republic of Liberia	–	100	US\$100	Investment holding
Progressive Investment Company Limited	Hong Kong	–	100	HK\$10,000,000	Property investment
Bedales Investment Limited	Republic of Liberia	–	100	Ordinary US\$100 Preference US\$3,000,000	Investment holding
Asia Investment Services (HK) Limited	Hong Kong	–	100	HK\$10,000	Investment holding
Asia Insurance (Investments) Limited	Hong Kong	–	69.5	HK\$78,000,000	Investment holding
Asia Financial (Nominees) Limited	Hong Kong	–	100	HK\$2	Provision of nominee services
AFH Investment Company Limited	Hong Kong	–	100	HK\$1	Investment holding
AFH Realty Investment Company Limited	Hong Kong	–	100	HK\$1	Investment holding
AFH International Company Limited	Hong Kong	–	100	HK\$1	Investment holding

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37. Particulars of Principal Subsidiaries (cont'd)

Particulars of the Company's principal subsidiaries as at 31st December, 2016 are as follows:

Name	Place of incorporation and operation	Percentage of equity attributable to the Company		Issued share capital	Principal activities
		Direct	Indirect		
AFH Health Care Services Limited	Hong Kong	–	100	HK\$1	Provision of health care services
Top Hover Limited	British Virgin Islands	–	100	US\$1	Investment holding
Ultimate Prime Limited	Hong Kong	–	100	HK\$19,500,000	Provision of health care services and restaurant operation
AFH Health Care Investment Limited	Hong Kong	100	–	HK\$25,700,000	Investment holding
Wellness Realty Limited	Hong Kong	100	–	HK\$10,000	Property investment

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

The principal place of operations of the principal subsidiaries is mainly Hong Kong.

38. Event After the Reporting Period

On 20th March, 2017, Asia Insurance Company, Limited ("Asia Insurance"), a wholly-owned subsidiary of the Company, entered into a share sale agreement with an independent third party to dispose of 16.67% of the issued share capital of Hong Kong Life Insurance Limited for a cash consideration of approximately HK\$1,183 million before transaction related expenses. Asia Insurance has received a non-refundable deposit of amount equal to approximately HK\$118 million, being 10% of the consideration.

Completion of the transaction is subject to certain conditions including obtaining the necessary approvals from the relevant authorities. Further details are set out in the Company's announcement dated 20th March, 2017.

39. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 23rd March, 2017.