FOUNDER HOLDINGS LIMITED
方正控股有限公司

(Incorporated in Bermuda with limited liability)

Stock Code: 00418

ANNUAL REPORT 2016

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive directors
Mr Cheung Shuen Lung *(Chairman)*
Mr Shao Xing *(President)*
Ms Zuo Jin
Mr Hu Bin
Mr Cui Yun Tao
Ms Liao Hang

Independent non-executive directors
Mr Li Fat Chung
Ms Wong Lam Kit Yee
Mr Chan Chung Kik, Lewis

COMMITTEES

Audit Committee
Mr Li Fat Chung *(Chairman)*
Ms Wong Lam Kit Yee
Mr Chan Chung Kik, Lewis

Remuneration Committee
Mr Li Fat Chung *(Chairman)*
Mr Cheung Shuen Lung
Ms Wong Lam Kit Yee

Nomination Committee
Mr Cheung Shuen Lung *(Chairman)*
Ms Wong Lam Kit Yee
Mr Chan Chung Kik, Lewis

COMPANY SECRETARY

Ms Tang Yuk Bo, Yvonne

AUTHORISED REPRESENTATIVES

Mr Cheung Shuen Lung
Mr Shao Xing

AUDITORS

Ernst & Young
Certified Public Accountants

LEGAL ADVISERS

Freshfields Bruckhaus Deringer LLP

PRINCIPAL BANKERS

Bank of Beijing
China Merchants Bank
DBS Bank (China) Limited
DBS Bank (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1408, 14th Floor
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan
New Territories
Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICE

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

Hong Kong branch share registrar and transfer office
Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

LISTING INFORMATION

Main board of The Stock Exchange of Hong Kong Limited
Stock code: 00418
Board lot: 2,000 shares

COMPANY WEBSITE

www.irasia.com/listco/hk/founder

FINANCIAL HIGHLIGHTS

	2016 HK$'million	2015 HK$'million	+/(-) Change
FINANCIAL PERFORMANCE			
Revenue	**1,035**	964	7.4%
Gross profit margin (%)	**40.9%**	41.3%	
Profit attributable to owners of the parent	**40**	7	445%
Net profit margin (%)	**3.9%**	0.8%	
KEY FINANCIAL INDICATORS			
Cash and cash equivalents	**605**	613	(1.3%)
Net current assets	**593**	562	5.6%
Total assets	**1,583**	1,658	(4.5%)
Total liabilities	**610**	677	(9.9%)
Interest-bearing bank borrowings	**149**	160	(7.0%)
Equity attributable to owners of the parent	**973**	981	(0.8%)
Current ratio (times)	**2.07**	1.87	
Gearing ratio	**0.15**	0.16	
Basic earnings per share (HK cents)	**3.4**	0.6	

PERFORMANCE

The Group reported a profit attributable to equity holders of the parent for the year ended 31 December 2016 of approximately HK$40.2 million (year ended 31 December 2015: HK$7.4 million). The Group's turnover for the current financial year increased by 7.4% to approximately HK$1,035.4 million (year ended 31 December 2015: HK$963.6 million) due to increase in sales of software products for media segment. Gross profit for the current year increased by 6.5% to HK$423.9 million compared with last financial year's HK$398.0 million. Gross profit ratio was maintained at around 41% for the current financial year.

The significant improvement in the Group's operating results for the year attributable to the equity holders of the parent was mainly the net results of:

a. increase in the revenue by 7.4% to HK$1,035.4 million (year ended 31 December 2015: HK$963.6 million) as a result of increase in sales of software products; and

b. decrease in tax from approximately HK$18.3 million to HK$4.0 million as a result of other tax provision made in prior financial year in respect of the government grants received.

Basic and diluted earnings per share attributable to equity holders of the parent for the year was HK3.4 cents (year ended 31 December 2015: HK0.6 cents).

OPERATING REVIEW AND PROSPECTS

(A) Software development, systems integration and information products distribution for media business ("Media Business")

The turnover of the Media Business for the current financial year increased by 7.2% to approximately HK$991.7 million (year ended 31 December 2015: HK$925.5 million). The segment results recorded a profit of approximately HK$50.5 million (year ended 31 December 2015: HK$28.1 million). The improvement of segment results was due to increase in revenue for the current financial year.

Font Library Business

In 2016, against the backdrop of a booming cultural market driven by government policies, the demands for font application has expanded with gradual improvement in the copyright environment. The font library market, especially the corporate font library market, has become the market segment with the highest business revenue and continued to grow rapidly. Meanwhile, competition in the industry is getting more intense as many companies and individual participants had entered into the font library market.

In 2016, Beijing Founder Electronics Co., Ltd. ("Founder Electronics"), the wholly-owned subsidiary of the Company, continued to strengthen its absolute leading position in the font library market and has become a professional font manufacturer that offers exquisite and high quality products with the largest number of font types and the widest product coverage.

1) Strive to obtain intellectual property rights of font libraries and ensure steady growth of licensing business: three more lawsuits in Hangzhou, Shandong and Shenyang were ruled in favour of us; and a new class action lawsuit involving 80 companies was filed in Nanjing. We also actively participated in intellectual property rights forums to strengthen our promotion targeting the legal sector, with a view to gain additional support from judges, lawyers and experts. We also cooperated with organizations such as the Intellectual Property Rights Salon (知識產權沙龍) and established relationship with the chief legal officers of various enterprises to expand our collaboration scope.

2) Promote e-commerce, launch new products and implement price adjustment: we participated in industrial trade fairs to expand our user base in the industry and retained loyal existing users with the introduction of new fonts and new solutions. We also strengthened our exchange and collaboration with key companies such as Apple, Microsoft, Tencent, Huawei, Xiaomi, etc. to enhance our market influence. The pricing system and font categorization are also enhanced to expand our customer base with more economical prices.

3) Step up the efforts in developing B2B internet to create an online operating platform for font library copyrights, while expanding from large to medium enterprises towards medium to small enterprises to boost positive sales: we have established an exchange and sharing community featuring font library resources, designers' choices, active purchase, bonus rebate and e-commerce services.

Printing business

The printing business is entering into a phase of mid- to slow-paced development. The output value of the entire industry grew at a sluggish rate and the yield rate dropped significantly. In order to cope with the problem of over-capacity, market consolidation by phasing out the underperformed is simply inevitable. However, this also brought about unprecedented business opportunities: the internet of things fueled the rapid development of intelligent packaging market and gradual promoted personalized consumption needs, which will provide new market opportunities to the printing industry.

In 2016, Founder Electronics continued to refine its comprehensive solution for traditional printing, digital printing and inkjet printing with an aim to provide the printing industry with perfect "all-in-one" (全能印廠) solutions, which will help printing corporations to realise industrial upgrade in the mobile internet era. This also facilitated the continued transformation of its business model towards service-oriented and established its leading position in terms of market share and technological guidance.

Founder Electronics' existing CTP printing, digital printing and variable data printing businesses maintained stable performance. In particular, the Company holds more than 60% of the market share and therefore played a leading position in the variable data printing market. It also successfully secured orders from all leading enterprises in the soft packaging market and achieved breakthroughs in new horizons such as the printing metal industry.

Meanwhile, Founder Electronics focused on investing in and developing new businesses such as POD and "unique code for every book (一冊一碼)", so as to capture the future growth opportunities in the inkjet printing market.

Media Business

The traditional newspaper and publication industry recorded a decline in overall results with the newspaper advertising revenue in free fall over the last few years. However, the government's policies were still favourable to mainstream media. With media integration, customers longed for and relied on new technologies such as mobile internet, cloud computing and large-scale data in order to achieve business transformation and upgrade.

Against this backdrop, Founder Electronics actively built up a large-scale data structure and analyzed and applied the technology towards developing new solutions and platforms, including the Omnimedia solution, new media solution, media large-scale data platform, service platform of public sentiment and Intelligent Publishing (智慧出版) solution. All of which has helped to promote media integration and transformation and upgrading towards digital publishing industry, and thus enabled Founder Electronics to secure a leading position in the market and thereby laying a solid foundation for sustainable development in the future.

Internet Information Business

Amidst the rapid development of informationisation in fields of economy, politics, culture and society, there is huge demand for information services. The industry is now moving from the era of information blocking, deletion and barrier to an era of positive energy sharing, which is all about how to utilize public sentiment information to one's advantages. This will, in particular, provide ample rooms for the growth of the network security market. Founder Electronics capitalized on the internet large-scale data analysis technology with proprietary intellectual property rights to develop featured technologies with high data volume, speed and variety, comprehensive analysis and user-friendly application, forming an internet large-scale data resolution oriented to various fields. In particular, we undertook various large-scale construction projects from the government in the network security and information security industry and were highly praised among national industry experts. Meanwhile, we developed a mature lightweight product based on our traditional technology and established the information service model for cloud platform, through which software users can access large-scale data without employing any hardware or equipment.

(B) Information products distribution for non-media business ("Non-Media Business")

The turnover of the Non-Media Business for the current financial year increased slightly by 5.1% to approximately HK$39.5 million (year ended 31 December 2015: HK$37.6 million) while its segment results has recorded a profit of approximately HK$0.2 million (year ended 31 December 2015: loss of HK$0.5 million). The major products provided under the Non-Media Business include various information products such as servers, storage devices and workstations of a number of internationally known and branded information products manufacturers such as HP, Hitachi, Oracle Systems and Siemon.

PROSPECTS

To deal with the business growth, the management of the Group will closely monitor changes in the PRC's economy and its IT market. The Group will continue the development of innovative solutions and provide our customers with more cost-effective products and solutions to meet our customers' demands for enhancing their competitiveness. In addition, the Group will closely monitor the performance of each business sector to achieve effective cost control and maximise shareholders' value.

EMPLOYEES

The Group has developed its human resources policies and procedures based on performance and merit. The Group ensures that the pay levels of its employees are competitive and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus systems. The Group provides on-the-job training to its employees in addition to retirement benefit schemes and medical insurance. The Group operates share option scheme for the purpose of providing incentives and rewards to eligible directors and employees of the Group who contribute to the success of the Group's operations. The Group had not granted any share options to its eligible directors and employees during the current financial year.

As at 31 December 2016, the number of employees of the Group was approximately 1,163 (31 December 2015: 1,171).

FINANCIAL REVIEW

Liquidity, financial resources and capital commitments

During the current financial year, the Group generally financed its operations with internally generated resources and banking facilities provided by its principal bankers in Hong Kong and the PRC. As at 31 December 2016, the Group had interest-bearing bank borrowings of approximately HK$149.0 million (31 December 2015: HK$160.2 million), of which HK$106.4 million (31 December 2015: HK$96.6 million) were fixed interest bearing and HK$42.6 million (31 December 2015: HK$63.6 million) were floating interest bearing. The bank borrowings were denominated in Hong Kong Dollars ("HKD"), Renminbi ("RMB") and United States Dollars ("U.S. dollars"), and were repayable within one year. The Group's banking facilities were secured by corporate guarantees given by the Company, 北大方正集團有限公司 (Peking University Founder Group Company Limited*) ("Peking Founder") (a substantial shareholder of the Company), PKU Founder Group Finance Co., Ltd. (a subsidiary of Peking Founder), certain of the Group's land and buildings, investment properties and bank deposits.

At 31 December 2016, the Group recorded total assets of HK$1,583.1 million which were financed by liabilities of HK$610.1 million, non-controlling interests of HK$0.2 million and equity of HK$972.8 million. The Group's net asset value per share as at 31 December 2016 amounted to HK$0.81 (31 December 2015: HK$0.82). The Group had total cash and bank balances of HK$622.2 million as at 31 December 2016 (31 December 2015: HK$636.8 million). After deducting total bank borrowings of HK$149.0 million (31 December 2015: HK$160.2 million), the Group recorded net cash and bank balances of HK$473.2 million as at 31 December 2016 as compared to HK$476.6 million as at 31 December 2015. The Group's borrowings, which are subject to little seasonality, consist of mainly short term bank loans and trust receipt loans. As at 31 December 2016, the Group's gearing ratio, measured on the basis of total borrowings as a percentage of total shareholders' equity, was 0.15 (31 December 2015: 0.16) while the Group's working capital ratio was 2.07 (31 December 2015: 1.87).

At 31 December 2016, the Group did not have any material capital expenditure commitments.

Treasury policies

The Group adopts conservative treasury policies and controls tightly over its cash and risk management. The Group's cash and cash equivalents are held mainly in HKD, RMB and U.S. dollars. Surplus cash is generally placed in short term deposits denominated in HKD, RMB and U.S. dollars.

Exposure to fluctuations in exchange rates and related hedges

The Group operates mainly in Hong Kong and the PRC. For the operations in Hong Kong, most of the transactions are denominated in HKD and U.S. dollars. The exchange rate of U.S. dollars against HKD is relatively stable and the related currency exchange risk is considered minimal. For the operations in the PRC, most of the transactions are denominated in RMB. The conversion of RMB into foreign currencies is subject to the rules and regulations of the foreign exchange controls promulgated by the Chinese government. The Group has minimal exposure to exchange rate fluctuation. No financial instrument was used for hedging purposes. During the current financial year, the exchange rate of RMB has devalued and the Group will closely monitor the currency exchange risk of RMB in the near term as a result.

Contracts

At 31 December 2016, the major contracts in hand for the software development and systems integration business amounted to approximately HK$393.0 million (31 December 2015: HK$426.8 million), which are all expected to be completed within one year's time.

Material acquisitions and disposals of subsidiaries, associates and joint ventures

The Group had no material acquisition or disposal of subsidiaries, associates and joint ventures during the year ended 31 December 2016.

Charges on assets

At 31 December 2016, the Group's land and buildings in Hong Kong of approximately HK$69.0 million and investment properties of approximately HK$94.5 million and bank deposits of approximately HK$17.3 million were pledged to banks to secure banking facilities granted.

Future plans for material investments or capital assets

The Group did not have any concrete future plans for material investments or capital assets as at 31 December 2016. However, the Group always seeks for new investment opportunities in the software development and systems integration business to broaden the revenue and profit base of the Group and enhance shareholders' value in long term.

Contingent liabilities

At 31 December 2016, the Group did not have any significant contingent liabilities.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Company is firmly committed to the overall standards of corporate governance and has always recognized the importance of accountability and communication with shareholders. The Company adopted all the code provisions of Corporate Governance Code (the "CG Code"), as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), as its own code on corporate governance practices.

In the opinion of the directors, the Company has fully complied with all the code provisions as set out in the CG Code throughout the year ended 31 December 2016.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as the Company's code of conduct and rules governing dealings by all directors in the securities of the Company. Having made specific enquiry of all directors of the Company, they all confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2016.

BOARD OF DIRECTORS

The board of directors of the Company (the "Board") comprises six executive directors and three independent non-executive directors. The executive directors are Mr Cheung Shuen Lung (Chairman), Mr Shao Xing (President), Ms Zuo Jin, Mr Hu Bin, Mr Cui Yun Tao and Ms Liao Hang, the independent non-executive directors are Mr Li Fat Chung, Ms Wong Lam Kit Yee and Mr Chan Chung Kik, Lewis. To the best of knowledge of the directors, there is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board. The biographical details of each director are disclosed on pages 26 to 27 of this Annual Report.

The Board oversees the Group's strategic development and determines the objectives, strategies and policies of the Group. The Board also monitors and controls the operating and financial performance in pursuit of the Group's strategic objectives. Day-to-day management of the Group's business is delegated to the management of the Company under the supervision of the executive directors. The functions and powers that are so delegated are reviewed periodically to ensure that they remain appropriate. Matters reserved for the Board are the overall strategy of the Group, major acquisitions and disposals, major capital investments, dividend policy, significant changes in accounting policies, material contracts, appointment and retirement of directors, remuneration policy and other major operational and financial matters. It is the responsibility of the Board to determine the appropriate corporate governance practices applicable to the Company's circumstances and to ensure processes and procedures are in place to achieve the Company's corporate governance objectives. The Board members have access to appropriate business documents and information about the Group on a timely basis. All Board members have access to the Company Secretary who is responsible for ensuring that the Board procedures, and related rules and regulations, are followed. Minutes of Board/Committee meetings are kept by the Company Secretary and are open for inspection by Board members. All directors and Board committees have recourse to external legal counsel and other professionals for independent advice at the Group's expense upon their request. Appropriate directors' liability insurance cover has also been arranged to indemnify the Board members for liabilities arising out of corporate activities.

The Board held four regular Board meetings at approximately quarterly intervals during the year ended 31 December 2016. Additional Board meetings were held when necessary. Due notice and Board papers were given to all directors prior to the meetings in accordance with the Listing Rules and the CG Code.

The attendance record of each director at the Board and general meetings is as follows:

Name of director	Board meetings attended/ Eligible to attend	Annual General meeting attended/ Eligible to attend	Special General Meetings attended/ Eligible to attend
Executive Directors			
Mr Cheung Shuen Lung *(Chairman)* (appointed on 12 December 2016)	1/1	0/0	0/0
Mr Shao Xing (appointed on 6 June 2016)	3/3	0/0	0/2
Ms Zuo Jin	4/4	0/1	0/3
Mr Hu Bin (appointed on 12 December 2016)	1/1	0/0	0/0
Mr Cui Yun Tao (appointed on 12 December 2016)	1/1	0/0	0/0
Ms Liao Hang (appointed on 12 December 2016)	1/1	0/0	0/0
Professor Xiao Jian Guo (resigned on 12 December 2016)	3/3	1/1	3/3
Mr Liu Jian (appointed on 1 March 2016 and resigned on 12 December 2016)	3/3	0/1	0/3
Professor Yang Bin (resigned on 12 December 2016)	1/3	0/1	0/3
Ms Sun Min (appointed on 1 March 2016 and resigned on 12 December 2016)	3/3	0/1	0/3
Ms Luo Yan (appointed on 1 March 2016 and resigned on 6 June 2016)	1/1	0/1	0/1
Mr Fang Zhong Hua (resigned on 1 March 2016)	0/0	0/0	0/0
Ms Yi Mei (resigned on 1 March 2016)	0/0	0/0	0/0
Ms Liu Yu Xiao (resigned on 1 March 2016)	0/0	0/0	0/0
Independent Non-executive Directors			
Mr Li Fat Chung	2/4	1/1	3/3
Ms Wong Lam Kit Yee	2/4	1/1	3/3
Mr Fung Man Yin, Sammy	2/4	1/1	3/3

There are also three Board committees under the Board, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee.

Each newly appointed director is provided with necessary induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under the relevant statutes, laws, rules and regulations.

Directors' training is an ongoing process. During the year, directors are provided with monthly updates on the Company's performance, position and prospects to enable the board as a whole and each director to discharge their duties. In addition, all directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company updates directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices.

All directors have participated in continuous professional development and have provided to the Company the records of the training they received during the financial year ended 31 December 2016. The individual training record of each director received for the year ended 31 December 2016 is summarised below:

Name of Director	Briefings and updates on the business, operations and corporate governance matters	Attending seminars, workshops or self-study of materials relevant to the business or directors' duties
Executive Directors		
Mr Cheung Shuen Lung *(Chairman)* (appointed on 12 December 2016)	✓	✓
Mr Shao Xing (appointed on 6 June 2016)	✓	✓
Ms Zuo Jin	✓	✓
Mr Hu Bin (appointed on 12 December 2016)	✓	✓
Mr Cui Yun Tao (appointed on 12 December 2016)	✓	✓
Ms Liao Hang (appointed on 12 December 2016)	✓	✓
Professor Xiao Jian Guo (resigned on 12 December 2016)	✓	✓
Mr Liu Jian (appointed on 1 March 2016 and resigned on 12 December 2016)	✓	✓
Professor Yang Bin (resigned on 12 December 2016)	✓	✓
Ms Sun Min (appointed on 1 March 2016 and resigned on 12 December 2016)	✓	✓
Ms Luo Yan (appointed on 1 March 2016 and resigned on 6 June 2016)	✓	✓
Mr Fang Zhong Hua (resigned on 1 March 2016)	✓	✓
Ms Yi Mei (resigned on 1 March 2016)	✓	✓
Ms Liu Yu Xiao (resigned on 1 March 2016)	✓	✓
Independent Non-executive Directors		
Mr Li Fat Chung	✓	✓
Ms Wong Lam Kit Yee	✓	✓
Mr Fung Man Yin, Sammy	✓	✓

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code. The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices in compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and the Chief Executive Officer are segregated and are not exercised by the same individual. Prior to 1 March 2016, Mr Fang Zhong Hua was the Chairman of the Board. Professor Xiao Jian Guo succeeded Mr Fang Zhong Hua as the Chairman of the Board on 1 March 2016 until 12 December 2016. Mr Cheung Shuen Lung succeeded Professor Xiao Jian Guo as the Chairman of the Board on 12 December 2016. The primary role of the Chairman is to provide leadership for the Board and to ensure that it works effectively in the discharge of its responsibilities. Prior to 6 June 2016, Professor Yang Bin is the President of the Company. Mr Shao Xing succeeded Professor Yang Bin as the President of the Company on 6 June 2016. The President is responsible for the day-to-day management of the Group's business. Their respective role and responsibilities are set out in writing which have been approved by the Board.

NON-EXECUTIVE DIRECTORS

There are currently three non-executive directors, all of them are independent. Each independent non-executive director has entered into a service agreement with the Company for a period of one year. Pursuant to the Bye-laws of the Company, one third of all the directors, including the non-executive directors, shall be subject to retirement by rotation at each annual general meeting.

All of the three independent non-executive directors are professional accountants practicing in Hong Kong. This composition is in compliance with the requirement of rule 3.10 of the Listing Rules. Each independent non-executive director has, pursuant to rule 3.13 of the Listing Rules, provided an annual confirmation of his/her independence to the Company and the Company also considers them to be independent.

REMUNERATION OF DIRECTORS

The Remuneration Committee of the Board was established in 2005 with specific written terms of reference which deal clearly with its authorities and duties. The role and functions of the committee include formulating the remuneration policy, making recommendations to the Board on the remuneration packages of all executive directors and senior management, making recommendations to the Board on the remuneration of non-executive directors, reviewing and approving performance-based remuneration, and ensuring that no director or any of his associates is involved in deciding his own remuneration.

In 2016, the Remuneration Committee met once to review and discuss the remuneration policy for the directors of the Company and the remuneration packages of all directors of the Company. The Company's policy on remuneration is to maintain fair and competitive packages based on business needs and industry practice. For determining the level of fees paid to the directors, market rates and factors such as each director's workload and required commitment will be taken into account. No individual director will be involved in decisions relating to his/her own remuneration. Information relating to the remuneration of each director for 2016 is set out in Note 8 to the Company's 2016 Financial Statements.

The members of the Remuneration Committee during the year and their attendance record at the meeting are as follows:

Name of member		**Meetings attended/Eligible to attend**
Mr Li Fat Chung *(Chairman)*	*(Independent non-executive director)*	1/1
Mr Cheung Shuen Lung	*(Executive director)*	0/0
Ms Wong Lam Kit Yee	*(Independent non-executive director)*	1/1
Professor Xiao Jian Guo	*(Executive director)*	1/1

NOMINATION OF DIRECTORS

The Nomination Committee of the Board was established on 30 March 2012 with specific written terms of reference which deal clearly with its authorities and duties. The role and function of the Nomination Committee include determining the policy for the nomination of directors, setting out the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship. Only the most suitable candidates who are experienced and competent and able to fulfill the fiduciary duties and duties of skill, care and diligence would be recommended to the Board for selection. Appointments are first considered by the Nomination Committee and recommendation of the Nomination Committee are then put to the Board for decision. The Nomination Committee is also responsible for reviewing the structure, size and diversity of the board.

The Board Diversity Policy was adopted by the Board on 30 August 2013. In designing the Board's composition, Board diversity has been considered from a number of aspect including, but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of services. Candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

In 2016, the Nomination Committee met once to review the structure, size and diversity of the Board, nomination procedure and the independence of the independent non-executive directors, and to recommend the Board on the appointment and reappointment of directors and succession planning for directors.

The members of the Nomination Committee during the year and their attendance record at the meeting are as follow:

Name of member		**Meetings attended/Eligible to attend**
Mr Cheung Shuen Lung *(Chairman)*	*(Executive director)*	0/0
Ms Wong Lam Kit Yee	*(Independent non-executive director)*	1/1
Mr Fung Man Yin, Sammy	*(Independent non-executive director)*	1/1
Professor Xiao Jian Guo	*(Executive director)*	1/1

AUDIT COMMITTEE

The Audit Committee of the Board has been established in 1998 in compliance with rule 3.21 of the Listing Rules with specific written terms of reference which deal clearly with its authorities and duties. Its terms of reference amended and adopted by the Board in February 2016, can be found on the Company's website (www.irasia.com/listco/hk/founder) and The Stock Exchange of Hong Kong Limited's website (www.hkexnews.hk). The Audit Committee now solely comprises independent non-executive directors of the Company, namely, Mr Li Fat Chung (Chairman), Ms Wong Lam Kit Yee and Mr Fung Man Yin, Sammy. All the committee members possess appropriate professional accounting and financial qualifications.

The primary responsibilities of the Audit Committee include making recommendation to the Board on the appointment, reappointment and removal of the external auditors, approving the remuneration and terms of engagement of the external auditors, reviewing and monitoring the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard, developing and implementing policy on the engagement of external auditors to provide nonaudit services, monitoring the integrity of the financial statements and the reports of the Company, overseeing the Company's financial reporting system, risk management and internal control systems and developing and reviewing policies and practices or corporate governance.

In 2016, the Audit Committee met three times. During the meetings, the Audit Committee reviewed reports from the independent auditors regarding their audit on annual financial statements, review on interim financial results, discussed the internal control of the Group, and met with the independent auditors.

The attendance report of the members of the Audit Committee at the meetings are as follows:

Name of member		**Meetings attended/Eligible to attend**
Mr Li Fat Chung *(Chairman)*	*(Independent non-executive director)*	3/3
Ms Wong Lam Kit Yee	*(Independent non-executive director)*	3/3
Mr Fung Man Yin, Sammy	*(Independent non-executive director)*	3/3

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the ultimate responsibility to maintain appropriate and effective risk management and internal control systems for the Group to safeguard the interests of shareholders and the Group as a whole and to ensure strict compliance with relevant laws, rules and regulations. The Audit Committee is responsible for reviewing the effectiveness of the risk management and internal control systems and reporting to the Board.

The Group's risk management and internal control systems comprise a well established organisational structure and comprehensive policies and standards. Areas of responsibilities for each business and functional unit are clearly defined to ensure effective checks and balances. Procedures have been designed for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information used within the business or for publication. The procedures provide reasonable but not absolute assurance against material errors, losses or fraud. Procedures have also been designed to ensure compliance with applicable laws, rules and regulations.

During the year, the internal audit department has carried out an overview on the effectiveness of the risk management and internal control systems of the Group. The review covers all material controls, including financial, operational and compliance controls and risk management functions of the Group. No material internal control aspects of any significant problems were noted. Both the Audit Committee and the Board were satisfied that the risk management and internal control systems of the Group had functioned effectively and was adequate during the year under review.

AUDITORS' REMUNERATION

During the year, the remuneration in respect of audit and non-audit services provided by the Company's auditor, Ernst & Young, is summarised as follows:

	HK$'000
Statutory audit services	2,400
Non-audit services:	
Agreed-upon procedures on interim results	370
Agreed-upon procedures on continuing connected transactions	110
Limited assurance services on continuing connected transactions	40
Compliance and tax advisory services	83
	603
Total	3,003

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the financial statements of the Group for the year ended 31 December 2016 which give a true and fair view of the state of affairs of the Company and of the Group on a going concern basis in accordance with the statutory requirements and applicable accounting standards. The statement of the Auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 33 to 37 of this Annual Report.

COMPANY SECRETARY

Ms Tang Yuk Bo, Yvonne has been the company secretary of the Company since 20 November 2000. Ms Tang has taken relevant professional training to comply with Rule 3.29 of the Listing Rules for the year ended 31 December 2016.

COMMUNICATION WITH SHAREHOLDERS

The Company affirms its commitment to maintaining a high degree of corporate transparency, communicating regularly with its shareholders and ensuring, in appropriate circumstances, the investment community at large being provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable the shareholders to exercise their rights in an informed manner.

THE SHAREHOLDERS' RIGHTS TO CONVENE A SPECIAL GENERAL MEETING

Pursuant to Section 74 of the Companies Act 1981 of Bermuda and Bye-law 62 of the Bye-laws of the Company, special general meetings shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring a special general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within three months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner.

CONSTITUTIONAL DOCUMENTS

The Company did not make any changes in its Memorandum of Association and New Bye-laws during the year.

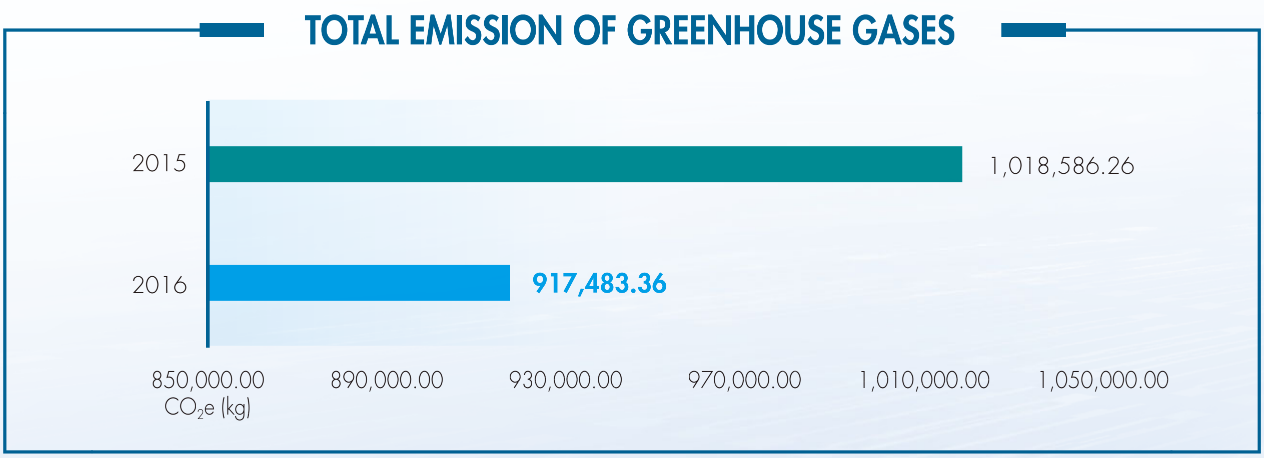
ENVIRONMENTAL PROTECTION

The Group recognises the importance of greater environmental stewardship in order to ensure the holistic and harmonious development of our business alongside the environment and communities in which we operate. Fundamental to these efforts is the incorporation of technology, provision of training and the utilisation of systems that drive awareness, efficiency and contribute to the mitigation of our overall environmental footprint. Through our combined efforts, we hope to instigate a broader consideration and culture centered on aspects of environmental performance relevant to each of our employees and relative to all aspects of our businesses. Starting from this year, the Company will disclose its carbon emission and illustrate its long-term plan and commitment for environmental protection every year.

Carbon emission

At Beijing Founder Electronics Co., Ltd. ("Founder Electronics"), the wholly-owned subsidiary of the Company, the type of energy with the highest consumption rate is electricity, which is mainly used for operating the computers, printing systems, lighting system and information technology (IT) system for its core media business. Since the principal method of electricity generation in Hong Kong and Beijing is coal combustion, the reduction of electricity consumption will have a significant impact on reduction of the Company's total emission of greenhouse gases.

The energy consumption and total emission of greenhouse gases generated from purchased electricty for the year of Founder Electronics are as follows:



Founder Electronics has developed an internal sharing platform in respect of energy saving with a view to enhance employee's awareness of environmental protection, and reduce energy consumption and carbon emission. For example, switching off lighting system and electric appliances (computers and monitors) during lunch hours, maintaining indoor temperature at 25.5°C, sending out office energy saving reminders during holidays, urging employees to switch off computers and monitors after working hours and launching the energy saving campaign named "Light off for One Hour (熄燈一小時)", etc.

Resource utilisation

Throughout all its businesses, the Group emphasises the need to fully utilise all available materials and resources, re-using, reducing and where possible recycling at all operational levels and all stages of production. We have also made various changes in the utilisation of technology to increase resource efficiency.

Founder Electronics is a pioneer and leader in the modern printing and modern media technology revolution in China. The Chinese character laser phototypesetting technology developed and innovated by Professor Wang Xuan, one of the developers of Founder Electronics' electronic publishing system, not only laid a solid foundation for the Group's development, but also incorporated Chinese characters into computers, which has brought about fundamental changes to the printing history of Chinese characters. The emergence of Chinese character laser phototypesetting technology has solved the problems of traditional movable-type printing, which include "huge energy consumption, low efficiency and serious pollution".

The Group is always committed to research, development and innovation, with an aim to minimise resource utilisation and increase production efficiency by utilising innovative technology to enhance its production process. Founder Electronics made use of the latest technologies, such as social networks, mobile technology, big data and cloud computing, and launched "Founder All-in-one Solution" in the printing industry. The solution integrates printing and digital network with an intelligent production management platform to automatically review, analyse and categorise orders as well as automatically allocate the necessary materials and assess the amount of consumables needed for the orders. The application of "All-in-one Solution" had significantly reduced the consumption of materials during the printing process. Founder's high end digital inkjet printer has a processing capacity of 2,000 pages per minute and uses environmentally-friendly inks that can minimise the amount of volatile organic compound. In addition, the business team of Founder Electronics strives to change its business models with the joint efforts of its customers so as to realise printing on demand that can lower the inventory of the publishing houses and to realise short-run printing that can minimise the tremendous amount of paper waste, thereby promoting the concept of "large-scale customisation production".

As for internal management, the Group also adopted a series of measures to reduce resource utilisation, such as:

- Posting water-saving reminders in staff canteens, lounges and washrooms
- Promoting paperless meetings and sending internal meeting notices and relevant meeting information to all departments via emails
- Posting paper-saving labels on all printers in the office area to remind the staff to print documents on both sides
- Using electronic platforms (company email, QQ, WeChat, etc.) whenever possible to circulate internal documents of the Company (except for documents that must be printed and signed for filing use) so as to minimise the printing and distribution of information
- Encourages recycling of paper, such as double-sided photocopying for paper that does not involve external parties or confidential contents
- In terms of procurement of office supplies, priorities will be given to suppliers that provide environmentally-friendly products

QUALITY OF WORKING ENVIRONMENT

Working environment

The Group's priority is to ensure its employees, whether directly employed by the Company or its subsidiaries, at different locations have a safe, comfortable and supportive working environment that enables them to achieve their potential. The office building rented by Founder Electronics in Beijing has an area of approximately 14,166 sqm. The building was divided into different sections according to departmental functions, which include sales department, research and development department, functional departments and public areas, complemented by pantries and staff rest areas in which self-service tea-time meals will be provided to the staff at 3pm every day to encourage them in pursuing a better work-life balance. Moreover, Founder Electronics had placed a considerable amount of green plants in the office areas to create a green and comfy working environment with its best efforts. Accordingly, third party companies were engaged to water the green plants and carry out pest control regularly.

In 2016, Founder Electronics organised the "Coolest Cubicle Competition (工位選美大賽)" before Labor Day on 1 May, as a way to encourage the staff to tidy up and use DIY ideas to decorate their working environment with green plants, waste paper and recyclable materials. Meanwhile, the administrative department helped the staff of the company to dispose the wastes and clean up the floor. Each department was treated as one unit in the competition, and the department with the "coolest cubicle" will receive prizes. Staff from all departments actively participated in this event, bringing a vibe of freshness to the overall working environment of Founder Electronics.

Health and Safety

The Group attaches great importance to the care for its staff by adhering to the principle of placing safety in the first place and placing emphasis on humane concern at every operational level. To achieve this goal, the Group exerts great effort in addition to strict compliance of local regulations and the relevant examples are set out below.

Founder Electronics put caring for staff's health into action and ensure that all staff are devoted to work and life with up-beat spirit and physical fitness. In 2016, it engaged professionals of Chinese medicine to organise medical and healthcare activities for staff on a regular basis. For instance, a seminar named "Health Salon: Health Preservation in Chinese Medicine" was organised, during which professionals of Chinese medicine shared some health preservation tips in daily life. Besides, professionals of Chinese medicine made diagnosis for the staff and gave professional advice on healthcare according to the company's arrangement, showing care for the company's staff.

In order to raise staff's awareness of fire safety and strengthen their responsiveness and self-protection abilities in case of emergency, the Group organises fire drills on a regular basis. Through these drills, the staff may gain knowledge regarding fire safety and learn how to use fire appliances, as well as master escape skills and important matters in relation thereof, while raising their safety awareness.

Development and Trainings

The Group believes that staff are the most important strategic resource and the major value creator and they are also vital to the Group's sustainable development. Given the above, the Group has initiated a series of staff training programs, with an aim to improve staff's professional skills for their long-term career development.

Founder Electronics has a set of comprehensive staff training program in place. The program can be divided into two types, namely learning and sharing. Learning programs include public courses organised by the Human Resources Department of the company at no cost, key training programs developed according to the requirements of different departments and trainings in the form of lectures focusing on enhancing staff's all rounded ability. Sharing programs aim at facilitating interaction and communication between staff members and specific activities include sharing articles on working and learning experience by the staff via internal platform of the company. Staff may also recommend themselves to be the internal instructor and organise internal seminars or sharing sections themselves.

To optimise the structure of cadre and team as well as develop a young cadre team, Founder Electronics organised the "Founder Electronics Success Camp" (方正電子橙功營). Founder Electronics Success Camp, a potential talent selection and nurturing program, was launched on 15 July 2016. The program for 2016 lasted for 11 days, with training covering three-year strategy of the company, internet concepts, project management, team building, etc. A total of 29 outstanding young staff members were selected to join the program, through which the company wished to strengthen the communication and interaction between itself and the youth and to create a better environment for their development. It is hoped that participants of the Success Camp may strengthen their leadership capability through the activity and to establish the working and cooperation style of being "simple and reliable", thus achieving further development of the Company.

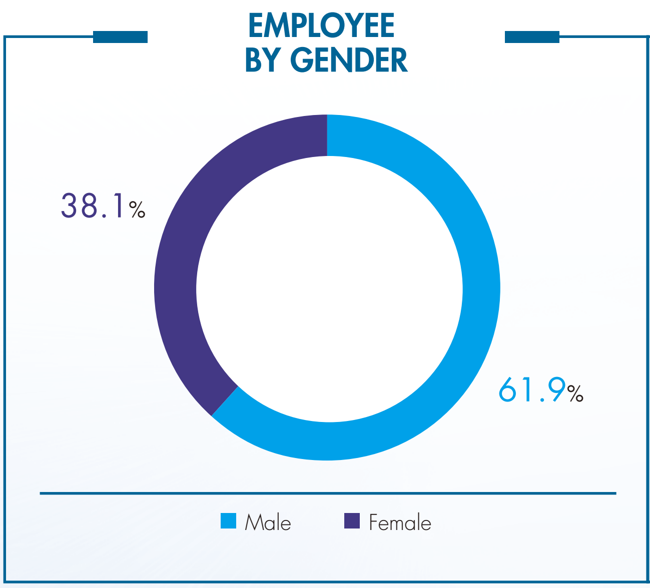
(Source: Founder Biweekly Journal)

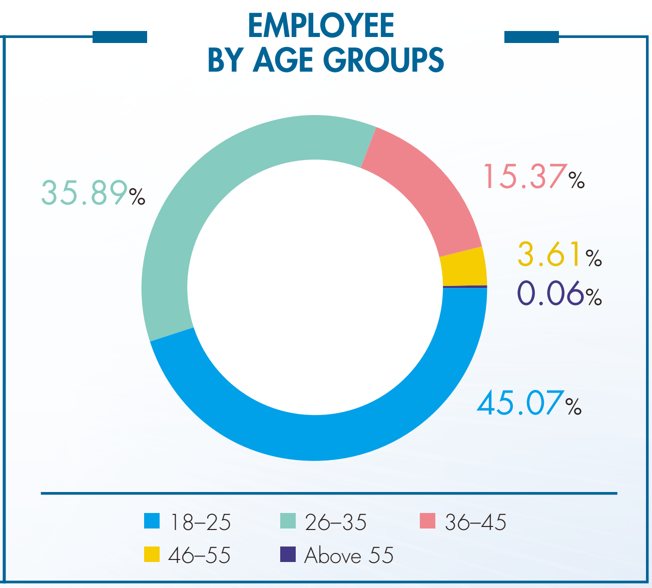
In November 2015, Founder Electronics upgraded the original training program by adopting a "scoring system". The scoring learning system was specifically launched for the purpose of enhancing the staff's competitiveness and learning efficiency by helping them to develop a good learning habit. According to the scoring system, staff may gain points through sharing, self-learning or participating in trainings organised by the Company. The points gained represent the overall results of the staff in both learning and sharing parts and will be an important benchmark for measuring their learning capability and initiative. Points are given to staff engaged in learning, which can be used to exchange gifts, or served as a stepping-stone for the staff's career development. We expect all staff to continue learning and the most studious staff will be selected every year to be the role model of the Company. On the other hand, we require all cadre to continue learning, a qualified cadre must complete six credits every year.

Labour Standards

The Group transforms the undertakings towards its staff into formal provisions through the implementation of equal opportunities policy. By doing so, all staff is provided with a workplace of no exception and discrimination but with mutual respect, thereby creating a safe and healthy working environment with harmony, transparency and mutual support. The Group assesses the staff regarding employment and promotion according to individual competence and performance and shares zero tolerance to any discrimination or harassment.

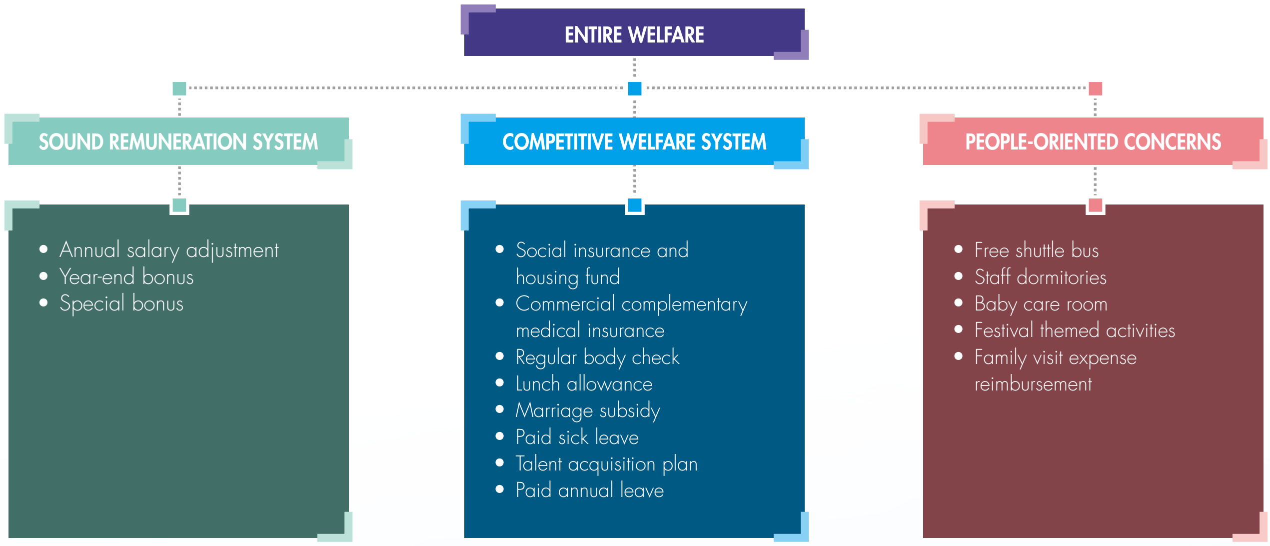
A detailed classification of our staff by gender and age groups is set out as below:





Staff welfare

Founder Electronics provides its staff with statutory benefits in strict compliance with the provisions of the Labour Law in the People's Republic of China. Apart from this, Founder Electronics also provides various additional benefits to its staff members.



(Source: Founder Biweekly Journal)

In 2016, in celebration of the Dragon Boat Festival, Founder Electronics organised a festival themed activity named "Sticky Rice Dumplings DIY Party (粽子 DIY 大趴)" for its staff across the country, with an aim to sending them our best wishes. The staff from Beijing headquarter, Shanghai, Hangzhou, Nanjing, Zhengzhou and Chengdu actively participated in the activity to make their own sticky rice dumplings. The staff has had so much fun as they laughed each other's work and learned from each other. The activity was filled with joy and happiness that gave the staff a taste of festive atmosphere and traditional culture, at the same time helping the staff to release their stress from work and enhancing team bonding and their sense of belonging.

OPERATING PRACTICE

Supply chain management

Founder Electronics has formulated the "Supplier Introduction Rules", summarising the requirements as to the selection of suppliers for various products. Pursuant to the "Supplier Introduction Rules", when selecting suppliers for the products of the company's core operations, the general manager of the company will first lead an inspection team to conduct an on-site visit to the manufacturers and perform quality check on products before making collective decisions at meetings. For products of non-core operations, the person-in-charge of the product department shall lead an inspection team comprising personnel from the product department, service department and procurement department to inspect the products and manufacturers before making collective decisions. For products of non-core operations, the procurement department will be responsible for the above matters, and decisions will be made after the procurement department and financial department have summarised and reviewed the information of each supplier.

In addition, Founder Electronics has strict requirements on the qualification of suppliers, details of which are as follows:

- Basic qualification requirement: suppliers shall hold the general taxpayer certification, business license and organisation code certificate.

- Additional qualification requirement: distributors shall hold the manufacturer authorisation qualification certificate, while manufacturers shall file the on-site records after the Company's on-site inspection of their operation and management.

Founder Electronics will enter into a supplier contracts/agreements and non-corruption agreement with the suppliers who can satisfy the qualification requirements. The agreements will be subject to the approval by the legal, operation, procurement and financial departments. Founder Electronics will conduct regular assessment on the suppliers that they are cooperating with. If the supplier fails the assessment, Founder Electronics will take action to terminate the cooperation immediately.

Product responsibility

The Company and its wholly-owned subsidiaries strives to observe the stringent requirements lay down by the national and local regulatory authorities on customer services and products, and to continuously improve the quality of its services, with a view to surpass customers' expectations and enhance customers' satisfaction. As a leading technology and service provider in the Chinese media industry as well as an industry consulting expert, Founder Electronics is committed to providing leading information processing technology, products, solutions and value-added services to customers, thereby enabling end users to experience IT life in the era of the mobile Internet via different devices without limitation to time and space.

Anti-corruption

The Group takes no tolerance to corruption and deceit and prohibits bribery or corruption of any form. The Group has formulated a series of standards, for example, staff are restricted to make reimbursement for their personal expenses, prohibited from misappropriating the assets of the Company and supplier administrative measures have been established to prevent malpractice, corruption and bribery. Furthermore, the Group has laid down corresponding reward and punishment measures, requiring staff to uphold an ethical work attitude that fulfill social responsibility and adhere to the highest standard of integrity.

PUBLIC SERVICE

The Group cares about the society and has been committed to make a positive difference to the society with deep gratitude as it believes that whatever you take from the society, you should use them for the society. Since its establishment, the Group is committed to being a part of society and contributing to the harmonious development of the society by engaging in areas such as education, culture and the Internet, at the same time proactively promoting and passing on the traditional culture. Founder Electronics believes that public service, which is a virtue of Chinese civilisation handed down from thousands of years ago, can demonstrate the progress of social civilisation, therefore every Chinese is obliged to, and Founder Electronics also has an undeniable responsibility to, inherit and promote it.

School-enterprise collaboration

Founder Electronics has successfully held "New Media Creative Competition for Chinese University Students (中國大學生新媒體創意大賽)" for three years since 2013. Founder Electronics hopes to establish a sound platform for nurturing talents and great editors in the future and arousing people's attention to contents and the publishing industry in China. In the 3rd New Media Creative Competition for Chinese University Students in 2016, Founder Electronics entered into strategic cooperation with Beijing Normal University on site for the purpose of jointly establishing a "Practical Teaching and Learning Base" to provide a constructive platform for students to learn from each other and exchange ideas. The establishment of the Practical Teaching and Learning Base will be beneficial to the nurturing of innovative talents for the publishing industry under the new environment and will be able to provide a grand stage for university students to go after their youngster dreams.

(Source: official Wechat account of Founder Electronics)

Support Program of Public Service Genuine Fonts

Fonts are essential ingredient for the publicity and promotion of public service, indeed, well-written fonts can add charm to the public service activity. As the first manufacturer to engage in the development of Chinese font library in China and the world's largest manufacturer of Chinese font library, Founder Electronics has been serving every sector of the society by launching quality fonts and supporting public service with practical actions over the years.

In April 2015, Founder Electronics officially launched the "Support Program of Public Service Genuine Fonts". According to the program, Founder Electronics will support public service with concrete actions by offering the authorised genuine fonts free of charge to all public service organisations, including the public service activities held by commercial enterprises. Founder Electronics expressed that it hopes to make usage of words more convenient for the publicity and promotion of public service and to attract more people's attention to public service by using colorful fonts through the support program. Meanwhile, it also wishes to take this opportunity to arouse the awareness of the community towards the protection of the intellectual property of font library again.

Culture and spirit diffusion via fonts

Fonts represent the work of art of Chinese characters. As the world's largest manufacturer of Chinese font library, Founder Electronics has been working hard on promoting the diffusion of font art and committed to passing on the Chinese culture. In September 2016, in celebration the Lu Xun's 135th birthday and 80th anniversary of his death, Founder Electronics and Lu Xun Cultural Foundation jointly released the "Founder Lu Xun Font" (方正魯迅體). From now on, all public service organisations, including the public service activities organised by enterprises, will be authorised to use this font free of charge. The "Founder Lu Xun Font" is now available on the official website as well as Taobao store of Founder font library. The font library of the "Founder Lu Xun Font", launched in memorial of Lu Xun, a great thinker and literary writer, integrates the humanity and technology. It is hoped that the "Founder Lu Xun Font" can provide an opportunity for people nowadays to meet with this literary master in a more convenient way in the Internet era, at the same time provide the community a unique experience to participate in the promotion of Lu Xun's spirit.

Support Program for the use of genuine font by start-up businesses on the Internet

"Innovation" is the root of Founder Electronics, indeed, the establishment of Founder Electronics is directly attributable to "technology innovation". Founder Electronics wishes to support all enterprises that aspire to "innovate" with its power and concrete actions. Hence, Founder Electronics launched the "Support program for the use of genuine font by start-up businesses on the Internet" in 2015. According to the program, all microenterprises and individual developers on the Internet, as well as domestic innovative enterprises comprised of less than 10 employees with an annual operating income of not more than RMB500,000, will be authorised to use the genuine fonts of Founder font library free of charge since 29 July 2015. Founder Electronics welcomes all enterprises that can satisfy the requirements to contact them anytime and these "microenterprises" can feel free to use 255 types of Chinese font of Founder Electronics. These actions taken by Founder Electronics were unanimously agreed and recognised by the relevant departments of the government.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr Cheung Shuen Lung, aged 60, is an executive director and chairman of the Company since December 2016. He is also the executive director and chairman of Peking University Resources (Holdings) Company Limited ("PKU Resources") (stock code: 00618), a company in which 57.15% of equity interest is held by a subsidiary of Peking University Founder Group Company Limited* (北大方正集團有限公司) ("Peking Founder"), (the substantial shareholder of the Company), and listed on the main board of the Stock Exchange of Hong Kong Limited ("Main Board"). He is the director of Peking Founder and is one of the founders of Peking Founder. He was the executive chairman of PUC Founder (MSC) Berhad, a company listed on the ACE Market of Bursa Malaysia (stock code: 0007), before January 2014, and was the non-independent non-executive director of this company, from January 2014 to November 2016. He is also a director of an associated company of Peking Founder and a number of subsidiaries of the Company. He is a research fellow of the Enterprise Research Institute at Peking University and is an MBA alumni trainer of Peking University Guanghua School of Management. Mr Cheung is famed for his prestige and has extensive experience in the information technology industry in the People's Republic of China (the "PRC").

Mr Shao Xing, aged 52, is the president and executive director of the Company since July 2016. He joined the Group in April 2016 and has extensive experience in the operation of software development and systems integration business. He is the director of a number of subsidiaries of the Company. He received his bachelor's degree in electrical engineering industrial automation and master degree in biomedical engineering and instrument at Zhejiang University in the PRC. He is also a senior engineer in the PRC. He is responsible for long-term strategic development of the Group.

Ms Zuo Jin, aged 43, is an executive director of the Company since March 2014 and the vice president and chief financial officer of Peking University Founder Information Industry Group Co., Ltd.* (北大方正信息產業集團有限公司), the subsidiary of Peking Founder and substantial shareholder of the Company. She is the director of Founder Technology Group Corporation ("Founder Technology") (stock code: 600601), a company in which 11.65% of equity interest is held by a subsidiary of Peking Founder, and listed on the Shanghai Stock Exchange. She is the director of a number of subsidiaries of the Company. Ms Zuo received her bachelor's degree in Economics at University of International Business and Economics in the PRC and is a Certified Public Accountant in the PRC. Prior to joining Peking Founder in 2003, she was a manager of an international firm of Certified Public Accountants. Ms Zuo has extensive knowledge and experience in financial management.

Mr Hu Bin, aged 38, is an executive director of the Company since December 2016. He is the general manager of assets management department of Peking Founder. He is a director of China Hi-Tech Group Co., Ltd. (stock code: 600730), a company in which 20.01% of equity interest is held by Peking Founder and listed on the Shanghai Stock Exchange, and director of Founder Technology. He is also a director of associated companies of Peking Founder. Mr Hu received his bachelor's degree in accounting at Beijing University of Technology in the PRC. He is a Certified Public Accountant in the PRC, member of the Association of Chartered Certified Accountants in the United Kingdom and CFA charterholder. Prior to joining Peking Founder in 2016, he was a senior manager of an international firm of Certified Public Accountants. Mr Hu has extensive knowledge and experience in financial management.

Mr Cui Yun Tao, aged 38, is an executive director of the Company since December 2016. He is the general manager of financial management department of Peking Founder. He is also a director of associated companies of Peking Founder. Mr Cui received his bachelor's degree in accounting at Wuhan University of Technology in the PRC. He obtained a postgraduate diploma of capital and financial management in Central University of Finance and Economics and senior accountant qualification certificate in the PRC. Mr Cui has extensive experience in corporate finance, economics and management.

Ms Liao Hang, aged 38, is an executive director of the Company since December 2016. She is the general manager of legal department of Peking Founder. She is the executive director of PKU Resources since March 2017. She is also a director of Founder Securities Co., Ltd. (stock code: 601901), a company in which 27.75% of equity interest is held by Peking Founder and listed on the Shanghai Stock Exchange, since 24 November 2016. Ms Liao received her bachelor's degree in trading economy and economic law and master degree in economic law at Minzu University of China in the PRC. She obtained legal professional qualification certificate in the PRC and has extensive experience in legal professional experience.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr Li Fat Chung, aged 56, is an independent non-executive director of the Company since December 1999. He is also the independent non-executive director of PKU Resources. Mr Li is a director of Chan, Li, Law CPA Limited in Hong Kong. Mr Li is a Certified Public Accountant (Practising) in Hong Kong and is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong. He is also an associate member of the Institute of Chartered Accountants in England and Wales and a Certified Tax Adviser of the Taxation Institute of Hong Kong. Mr Li received a master's degree in Business Administration from the University of Warwick, England. Mr Li has extensive experience in auditing, taxation and accounting.

Ms Wong Lam Kit Yee, aged 53, is an independent non-executive director of the Company since September 2004. She is also the independent non-executive director of PKU Resources. Mrs Wong is a Certified Public Accountant (Practising) in Hong Kong. She is also a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. Mrs Wong has extensive experience in auditing and accounting.

Mr Chan Chung Kik, Lewis, aged 44, is an independent non-executive director of the Company since March 2017. He is the chief financial officer and joint company secretaries of Denox Environmental & Technology Holdings Limited (stock code: 1452), a company listed on Main Board. He is an independent non-executive director of (i) Kwan On Holdings Limited between March 2015 and September 2016, a company which was previously listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM") (stock code: 8305) and was subsequently transferred to the Main Board (stock code: 1559) on 15 August 2016; (ii) Shandong Xinhua Pharmaceutical Company Limited, a company listed on the Main Board (stock code: 719) and the Shenzhen Stock Exchange (stock code: 000756) since May 2014; (iii) HongGuang Lighting Holdings Company Limited (stock code: 8343), a company listed on the GEM since December 2016; and (iv) PKU Resources since March 2017. Mr. Chan obtained a bachelor degree of commerce in accounting from the University of Canberra in Australia in September 1997. He is currently a fellow of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. He has extensive experience in auditing, accounting and corporate finance.

REPORT OF THE DIRECTORS

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

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 1 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2016 and the Group's financial position at that date are set out in the financial statements on pages 38 to 113.

The directors do not recommend the payment of any dividend in respect of the year.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing are set out in the sections headed "Management Discussion and Analysis" on pages 4 to 8 of the annual report.

The financial risk management objectives and policies of the Group are set out in note 34 to the financial statements.

An analysis of the Group's performance during the year using financial key performance indicators is set out in the sections headed "Management Discussion and Analysis" on pages 4 to 8 and "Financial Highlights" on page 3 of the annual report.

Discussion on the Group's environment policies, relationships with its employees, customers, suppliers and other key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are set out in the section headed "Environmental, Social and Governance Report" on pages 16 to 25 of the annual report.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 116. This summary does not form part of the audited financial statements.

SHARE CAPITAL

There were no movements in the Company's share capital during the year.

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.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

MANAGEMENT CONTRACT

No contracts in respect of the management or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year.

DISTRIBUTABLE RESERVES

At 31 December 2016, the Company's reserves available for distribution amounted to approximately HK$190,536,000. In addition, the Company's share premium account, in the amount of approximately HK$53,597,000, may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the total sales for the year. Purchases from the Group's five largest suppliers accounted for 35% of the total purchase for the year and purchase from the largest included therein amounted to 11%.

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

DIRECTORS

The directors of the Company during the year were:

Executive directors:

Mr Cheung Shuen Lung	(Appointed on 12 December 2016)
Mr Shao Xing	(Appointed on 6 June 2016)
Ms Zuo Jin	
Mr Hu Bin	(Appointed on 12 December 2016)
Mr Cui Yun Tao	(Appointed on 12 December 2016)
Ms Liao Hang	(Appointed on 12 December 2016)
Professor Xiao Jian Guo	(Resigned on 12 December 2016)
Mr Liu Jian	(Appointed on 1 March 2016 and resigned on 12 December 2016)
Professor Yang Bin	(Resigned on 12 December 2016)
Ms Sun Min	(Appointed on 1 March 2016 and resigned on 12 December 2016)
Ms Luo Yan	(Appointed on 1 March 2016 and resigned on 6 June 2016)
Mr Fang Zhong Hua	(Resigned on 1 March 2016)
Ms Yi Mei	(Resigned on 1 March 2016)
Ms Liu Yu Xiao	(Resigned on 1 March 2016)

Independent non-executive directors:

Mr Li Fat Chung
Ms Wong Lam Kit Yee
Mr Fung Man Yin, Sammy

In accordance with the bye-laws of the Company, Mr Cheung Shuen Lung, Mr Hu Bin, Mr Cui Yun Tao and Ms Liao Hang will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from Mr Li Fat Chung, Ms Wong Lam Kit Yee and Mr Fung Man Yin, Sammy, and as at the date of this report still considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 26 to 27 of the annual report.

DIRECTORS' SERVICE CONTRACTS

No director 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' EMOLUMENTS

The emoluments of the directors of the Company are determined by reference to the market rates, commitments, contribution and their duties, responsibilities within the Group.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the directors is currently in force and was in force throughout the financial year. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its directors and officers.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which any of the Company's subsidiaries was a party during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE

As at 31 December 2016, none of the directors had registered an interest or short position in the shares, underlying shares or debenture of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code").

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 December 2016, so far it is known to the directors of the Company, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

Long positions:

Name	Notes	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
北大資產經營有限公司 (Peking University Asset Management Company Limited*)	1	Through a controlled corporation	367,179,610	30.60
北大方正集團有限公司 (Peking University Founder Group Company Limited*) ("Peking Founder")	2	Through a controlled corporation	367,179,610	30.60
北大方正信息產業集團有限公司 (Peking University Founder Information Industry Group Co., Ltd.*) ("PKU Founder Information")		Directly beneficially owned	367,179,610	30.60

Notes:

1. Peking University Asset Management Company Limited was deemed to be interested in the 367,179,610 shares under the SFO by virtue of its interest in Peking Founder.

2. Peking Founder was deemed to be interested in the 367,179,610 shares under the SFO by virtue of its interest in PKU Founder Information.

Save as disclosed above, so far it is known to the directors of the Company, as at 31 December 2016, no person had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

* *For identification purpose only*

CONTINUING CONNECTED TRANSACTIONS

During the year, the Company and the Group had the following continuing connected transactions, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Continuing connected transactions

The independent non-executive directors of the Company have reviewed the continuing connected transactions set out in notes 31(I)(b) to 31(I)(f) to the financial statements and have confirmed that these continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Ernst & Young, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

AUDITORS

Ernst & Young will retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting. The Company has not changed its auditor in the preceding three years.

ON BEHALF OF THE BOARD

Cheung Shuen Lung
Chairman

Hong Kong
24 March 2017

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

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EY 安永

To the shareholders of Founder Holdings Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Founder Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 38 to 113, which comprise the consolidated statement of financial position as at 31 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 31 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 ("HKSAs") 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, 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 matter	How our audit addressed the key audit matter
Valuation of land and buildings and investment properties	
The Group measures its land and buildings and investment properties at fair value. As at 31 December 2016, the carrying amounts of these assets amounted to HK$306,364,000 and HK$102,684,000 respectively, which in aggregate represented 26% of the Group's total assets. The fair value measurement of these properties is highly subjective and requires management to make significant estimates. To assist with their determination of the fair value, management employed external property valuation appraisers to perform the valuations. The valuations are based on various assumptions, such as estimated rental revenues, discount rates, market knowledge and historical transactions. Relevant disclosures are included in note 3, note 12 and note 13 to the consolidated financial statements.	Our audit procedures included evaluating the quality, objectivity, independence and expertise of the external valuation appraisers, and assessing the accuracy of the property related data used for the valuations. In addition, we assessed the underlying assumptions and verified them by comparison with available external data. We also engaged our internal valuation specialists to assist us in assessing the valuation model and the parameters used. We then focused on the adequacy of the disclosures on the valuation of the land and buildings and investment properties.
Impairment of trade receivables	
As at 31 December 2016, the carrying amount of trade receivables before provision for impairment amounted to HK$140,079,000, which was included in the amount of trade and bills receivables before provision for impairment of HK$174,260,000. Management is required to assess whether a provision for impairment is needed in respect of those trade receivables that might not be fully collectable. The determination as to whether a trade receivable is collectable involves management judgement. Management considers specific factors including the age of the balance, historical payment patterns, existence of disputes, and any other available information concerning the creditworthiness of the counterparties. As at 31 December 2016, the impairment provision recorded for trade receivables was HK$40,594,000, which was included in the provision for impairment for trade and bills receivables of HK$40,594,000. Relevant disclosures are included in note 3 and note 19 to the consolidated financial statements.	We assessed management's processes and controls relating to the monitoring of trade receivables to identify collection risks. We understood management's assessment on the recoverability and tested the aging analysis of trade receivables. We also tested the receipts of cash after the year end and checked, on a sample basis, the underlying documentation supporting the recoverability of the outstanding balances. We then assessed whether the provision for impairment had been made according to the Group's provisioning policy and evaluated the adequacy of the provision.

Key audit matter	How our audit addressed the key audit matter
Percentage of completion of systems integration contracts	
The Company derives a significant portion of its revenue from contracts that are accounted for by applying the percentage-of-completion ("POC") method. The POC method involves the use of significant management's judgements and estimates, including estimates of the progress towards completion, total contract costs incurred and remaining costs to completion. Relevant disclosures are included in note 3 and note 5 to the consolidated financial statements.	Our audit procedures included evaluating management's controls relating to revenue recognition, including the determination of total budgets, the percentage of completion, the timing of revenue recognition and the identification of the contract losses. In addition, we evaluated the appropriateness of management's assumptions and estimates in relation to the revenue recognition through inquiry, considering the contract terms of material contracts and re-performing the calculation of the percentage of completion.

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 HKSAs 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 HKSAs, we exercise professional judgement and maintain professional skepticism 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.

- 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 Wong Man Kit.

Ernst & Young
Certified Public Accountants
Hong Kong

24 March 2017

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

YEAR ENDED 31 DECEMBER 2016

	NOTES	2016 HK$'000	2015 HK$'000
REVENUE	*5*	**1,035,410**	963,628
Cost of sales		**(611,551)**	(565,653)
Gross profit		**423,859**	397,975
Other income and gains	*5*	**75,810**	88,839
Selling and distribution expenses		**(246,751)**	(239,544)
Administrative expenses		**(92,113)**	(90,563)
Other expenses, net		**(109,050)**	(122,861)
Finance costs	*7*	**(7,570)**	(8,150)
Share of losses of associates		**(29)**	(166)
PROFIT BEFORE TAX	*6*	**44,156**	25,530
Income tax	*10*	**(3,976)**	(18,268)
PROFIT FOR THE YEAR		**40,180**	7,262
Attributable to:			
Owners of the parent		**40,235**	7,382
Non-controlling interests		**(55)**	(120)
		40,180	7,262
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	*11*		
Basic and diluted		**HK3.4 cents**	HK0.6 cents

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 31 DECEMBER 2016

	2016 HK$'000	2015 HK$'000
PROFIT FOR THE YEAR	**40,180**	7,262
OTHER COMPREHENSIVE INCOME		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Share of other comprehensive income of associates	**105**	7
Exchange differences on translation of foreign operations	**(32,977)**	(34,769)
Net other comprehensive income to be reclassified to profit or loss in subsequent periods	**(32,872)**	(34,762)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:		
Revaluation adjustment of land and buildings, net of tax	**(15,601)**	47,187
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	**(15,601)**	47,187
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	**(48,473)**	12,425
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	**(8,293)**	19,687
Attributable to:		
Owners of the parent	**(8,227)**	19,823
Non-controlling interests	**(66)**	(136)
	(8,293)	19,687

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 DECEMBER 2016

	NOTES	2016 HK$'000	2015 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	12	**316,910**	329,561
Investment properties	13	**102,684**	99,648
Investments in associates	14	**5,155**	5,148
Available-for-sale investments	15	**3,467**	6,682
Intangible assets	16	**4,084**	9,795
Deferred tax assets	26	**1,975**	1,367
Pledged deposits	21	**3,649**	1,791
Total non-current assets		**437,924**	453,992
CURRENT ASSETS			
Inventories	17	**61,103**	77,281
Gross amount due from contract customers	18	**11,704**	27,142
Trade and bills receivables	19	**133,666**	156,093
Prepayments, deposits and other receivables	20	**319,516**	307,767
Equity investments at fair value through profit or loss	22	**591**	922
Pledged deposits	21	**13,638**	22,145
Cash and cash equivalents	21	**604,905**	612,873
Tax recoverable		**–**	276
Total current assets		**1,145,123**	1,204,499
CURRENT LIABILITIES			
Trade and bills payables	23	**54,464**	66,158
Gross amount due to contract customers	18	**21,696**	28,638
Other payables and accruals	24	**322,301**	382,637
Interest-bearing bank borrowings	25	**149,011**	160,190
Tax payable		**4,408**	5,052
Total current liabilities		**551,880**	642,675
NET CURRENT ASSETS		**593,243**	561,824
TOTAL ASSETS LESS CURRENT LIABILITIES		**1,031,167**	1,015,816
NON-CURRENT LIABILITIES			
Deferred tax liabilities	26	**58,248**	34,604
Net assets		**972,919**	981,212

	NOTES	2016 HK$'000	2015 HK$'000
EQUITY			
Equity attributable to owners of the parent			
Issued capital	*27*	**119,975**	119,975
Reserves	*28*	**852,765**	860,992
		972,740	980,967
Non-controlling interests		**179**	245
Total equity		**972,919**	981,212

Cheung Shuen Lung
Director

Shao Xing
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 DECEMBER 2016

	Attributable to owners of the parent									
	Issued capital HK$'000	Share premium account HK$'000	Contributed surplus HK$'000	Land and buildings revaluation reserve HK$'000	Exchange fluctuation reserve HK$'000	General reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2015	119,975	53,597	867,910	246,810	44,872	54,684	(426,704)	961,144	381	961,525
Profit for the year	–	–	–	–	–	–	7,382	7,382	(120)	7,262
Other comprehensive income for the year:										
Revaluation surplus of land and buildings, net of tax	–	–	–	47,187	–	–	–	47,187	–	47,187
Share of other comprehensive income of associates	–	–	–	–	(17)	24	–	7	–	7
Exchange differences related to foreign operations	–	–	–	–	(34,753)	–	–	(34,753)	(16)	(34,769)
Total comprehensive income for the year	–	–	–	47,187	(34,770)	24	7,382	19,823	(136)	19,687
Transfer to general reserve	–	–	–	–	–	1,834	(1,834)	–	–	–
At 31 December 2015	119,975	53,597*	867,910*	293,997*	10,102*	56,542*	(421,156)*	980,967	245	981,212
At 1 January 2016	**119,975**	**53,597**	**867,910**	**293,997**	**10,102**	**56,542**	**(421,156)**	**980,967**	**245**	**981,212**
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**40,235**	**40,235**	**(55)**	**40,180**
Other comprehensive income for the year:										
Revaluation adjustment of land and buildings, net of tax	**–**	**–**	**–**	**(15,601)**	**–**	**–**	**–**	**(15,601)**	**–**	**(15,601)**
Share of other comprehensive income of associates	**–**	**–**	**–**	**–**	**101**	**4**	**–**	**105**	**–**	**105**
Exchange differences related to foreign operations	**–**	**–**	**–**	**–**	**(32,966)**	**–**	**–**	**(32,966)**	**(11)**	**(32,977)**
Total comprehensive income for the year	**–**	**–**	**–**	**(15,601)**	**(32,865)**	**4**	**40,235**	**(8,227)**	**(66)**	**(8,293)**
Transfer to general reserve	**–**	**–**	**–**	**–**	**–**	**5,039**	**(5,039)**	**–**	**–**	**–**
At 31 December 2016	**119,975**	**53,597***	**867,910***	**278,396***	**(22,763)***	**61,585***	**(385,960)***	**972,740**	**179**	**972,919**

* These reserve accounts comprise the consolidated reserves of HK$852,765,000 (2015: HK$860,992,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 31 DECEMBER 2016

	NOTES	2016 HK$'000	2015 HK$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**44,156**	25,530
Adjustments for:			
Finance costs	*7*	**7,570**	8,150
Share of losses of associates		**29**	166
Interest income	*5*	**(13,581)**	(19,723)
Fair value gains on investment properties	*5*	**(3,399)**	(3,770)
Gain on disposal of items of property, plant and equipment	*5*	**(77)**	(180)
Fair value losses/(gains) on equity investments at fair value through profit or loss	*6*	**355**	(614)
Depreciation	*6*	**15,695**	16,779
Impairment of property, plant and equipment	*6*	**–**	3,342
Amortisation of intangible assets	*6*	**5,421**	7,567
Impairment of intangible assets	*6*	**–**	1,673
Impairment of trade receivables	*6*	**3,309**	10,192
Reversal of impairment of trade receivables	*6*	**(3,191)**	(1,583)
Impairment of other receivables	*6*	**7,526**	5,357
Impairment of available-for-sale investments	*6*	**3,155**	1,236
		66,968	54,122
Decrease/(increase) in inventories		**16,178**	(6,085)
Decrease in gross amount due from contract customers		**15,438**	18,258
Decrease in trade and bills receivables		**22,309**	92,895
Decrease/(increase) in prepayments, deposits and other receivables		**35,299**	(18,088)
Decrease in trade and bills payables		**(11,694)**	(64,346)
(Decrease)/increase in gross amount due to contract customers		**(6,942)**	16,334
(Decrease)/increase in other payables and accruals		**(60,336)**	21,409
Exchange differences		**(5,791)**	(9,142)
Cash generated from operations		**71,429**	105,357
Interest received		**2,849**	3,172
Interest paid		**(7,570)**	(8,150)
Hong Kong profits tax refunded		**276**	881
Mainland of the People's Republic of China ("Mainland China" or the "PRC") corporate income tax paid		**(7,263)**	(18,598)
Net cash flows from operating activities		**59,721**	82,662

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 31 DECEMBER 2016

	NOTES	2016 HK$'000	2015 HK$'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		**13,158**	16,743
Dividend received from an associate		**68**	207
Purchases of items of property, plant and equipment		**(3,345)**	(3,530)
Purchases of equity investments at fair value through profit or loss		**(55)**	(364)
Disposal of equity investments at fair value through profit or loss		**36**	–
Addition of intangible assets	*16*	**–**	(12,142)
Proceeds from disposal of items of property, plant and equipment		**114**	204
Capital withdrawal from an associate		**–**	675
Decrease/(increase) in non-pledged time deposits with original maturity of more than three months when acquired		**140,071**	(128,902)
Advances of entrusted loans to related companies		**(537,600)**	(483,800)
Repayment of entrusted loans from related companies		**480,600**	532,600
Decrease in pledged deposits		**6,649**	1,755
Net cash flows from/(used in) investing activities		**99,696**	(76,554)
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank loans		**111,079**	125,814
Repayment of bank loans		**(112,609)**	(107,654)
Decrease in trust receipt loans		**(3,867)**	(42,949)
Net cash flows used in financing activities		**(5,397)**	(24,789)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**154,020**	(18,681)
Cash and cash equivalents at beginning of year		**470,857**	507,683
Effect of foreign exchange rate changes, net		**(21,917)**	(18,145)
CASH AND CASH EQUIVALENTS AT END OF YEAR		**602,960**	470,857
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	*21*	**523,205**	455,851
Non-pledged time deposits		**81,700**	157,022
Cash and cash equivalents as stated in the consolidated statement of financial position		**604,905**	612,873
Non-pledged time deposits with original maturity of more than three months when acquired		**(1,945)**	(142,016)
Cash and cash equivalents as stated in the consolidated statement of cash flows		**602,960**	470,857

1. CORPORATE AND GROUP INFORMATION

Founder Holdings Limited (the "Company") is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda. The head office and principal place of business of the Company is located at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the "Group") were principally engaged in software development, systems integration and distribution of information products.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Percentage of equity attributable to the Company Indirect	Principal activities
Founder (Hong Kong) Limited ("Founder HK")	Hong Kong	Ordinary HK$977,974,378	100	–	Information products distribution and investment holding
Beijing Founder Electronics Co., Ltd. ("Founder Electronics") #*	PRC/ Mainland China	Registered HK$230 million	–	100	Software development, systems integration and information products distribution
北京方正印捷數碼技術有限公司 (Beijing Founder EasiPrint Digital Technology Co., Ltd.@) ("Founder EasiPrint")^*	PRC/ Mainland China	Registered RMB50 million	–	100	Software development and information products distribution
北京方正數字印刷技術有限公司 (Beijing Founder Digital Printing Technology Co., Ltd.@) ("Founder Digital Printing") ^*	PRC/ Mainland China	Registered RMB5 million	–	100	Information products distribution

1. CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

Particulars of the Company's principal subsidiaries are as follows: *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Founder Electronics (HK) Limited	Hong Kong	Ordinary HK$2	–	100	Information products distribution
Royal Bright Limited	Hong Kong	Ordinary HK$2	–	100	Property holding
Royal Leader Limited	Hong Kong	Ordinary HK$2	–	100	Property holding
Royal Power Limited	Hong Kong	Ordinary HK$2	–	100	Property holding
Sharp Century Limited	Hong Kong	Ordinary HK$2	–	100	Property holding
PUC Founder (M) Sdn. Bhd.*	Malaysia	Ordinary RM500,000	–	100	Investment holding

@ For identification purposes only

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

\# Registered as a wholly-foreign-owned enterprise under PRC law

^ Registered as limited liability companies under PRC law

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.

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, buildings classified as property, plant and equipment, available-for-sale investments and equity investments at fair value through profit or loss which have been measured at fair value. 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 for the year ended 31 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).

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 owners of the parent of the Group 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 in full 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)	*Investment Entities: Applying the Consolidation Exception*
HKFRS 14	*Regulatory Deferral Accounts*
Amendments to HKFRS 11	*Accounting for Acquisitions of Interests in Joint Operations*
Amendments to HKAS 1	*Disclosure Initiative*
Amendments to HKAS 16 and HKAS 38	*Clarification of Acceptable Methods of Depreciation and Amortisation*
Amendments to HKAS 27 (2011)	*Equity Method in Separate Financial Statements*
Annual Improvements 2012–2014 Cycle	Amendments to a number of HKFRSs

Other than as explained below regarding the impact of the applicable standards, the adoption of the above new and revised standards has had no significant financial effect on these financial statements.

(a) 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.

(b) Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are applied prospectively. The amendments have had no impact on the financial position or performance of the Group as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

(c) *Annual Improvements to HKFRSs 2012-2014 Cycle* issued in October 2014 sets out amendments to a number of HKFRSs. Details of the amendments are as follows:

- HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*: Clarifies that changes to a plan of sale or a plan of distribution to owners should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. Accordingly, there is no change in the application of the requirements in HKFRS 5. The amendments also clarify that changing the disposal method does not change the date of classification of the non-current assets or disposal group held for sale. The amendments are applied prospectively. The amendments have had no impact on the Group as the Group did not have any change in the plan of sale or disposal method in respect of the disposal group held for sale during the year.

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

1 Effective for annual periods beginning on or after 1 January 2017
2 Effective for annual periods beginning on or after 1 January 2018
3 Effective for annual periods beginning on or after 1 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:

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 expects to adopt HKFRS 9 from 1 January 2018. The Group is currently assessing the impact of the standard.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

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.

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group expects to adopt HKFRS 15 on 1 January 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease,* HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. The Group expects to adopt HKFRS 16 on 1 January 2019 and is currently assessing the impact of HKFRS 16 upon adoption.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

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 1 January 2017.

Amendments to HKAS 12 were issued with the purpose of addressing the recognition of deferred tax assets for unrealised losses related to debt instruments measured at fair value, although they also have a broader application for other situations. The amendments clarify that an entity, when assessing whether taxable profits will be available against which it can utilise a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The Group expects to adopt the amendments from 1 January 2017.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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.

The Group's investments 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 investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments in associates and joint ventures *(continued)*

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.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Fair value measurement

The Group measures its land and buildings, investment properties, equity investments at fair value through profit or loss and available-for-sale investments 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 *(continued)*

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, systems integration contract assets, financial 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, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued 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 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.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Related parties *(continued)*

(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.

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.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. Any subsequent revaluation surplus is credited to the statement of profit or loss to the extent of the deficit previously charged. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment and depreciation *(continued)*

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Land and buildings	Over the lease terms
Leasehold improvements	20% or over the lease terms, whichever is shorter
Furniture, fixtures and office equipment	20% to $33\frac{1}{3}$%
Motor vehicles	10% to 30%
Machinery and equipment	$16\frac{2}{3}$% to 20%

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method 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 sales proceeds and the carrying amount of the relevant asset.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) 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 or inventories, 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 accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Patents and licences

Purchased patents and patents application rights are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of three years.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding three years, commencing from the date when the products are put into commercial production.

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the lessee, other than legal title, are accounted for as finance leases. Where the Group is the lessor, amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases, and finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

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 net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Leases *(continued)*

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 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.

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 positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as other expenses, net 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" below.

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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets *(continued)*

Loans and receivables

Loans and receivables 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 other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

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 revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. 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 as other income in accordance with the policies set out for "Revenue recognition" below.

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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

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.

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 assets 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.

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 yet 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 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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of financial assets *(continued)*

Financial assets carried at amortised cost *(continued)*

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 other expenses in the statement of profit or loss.

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.

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 trade and bills payables, other payables and interest-bearing bank borrowings.

Subsequent measurement

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial liabilities *(continued)*

Loans and borrowings

After initial recognition, interest-bearing bank 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.

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 a 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.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

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, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

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 *(continued)*

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.

Provisions for product warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, 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 countries in which the Group operates.

Deferred tax is provided, using the liability method, on all 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 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 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 and associates, 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.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income tax *(continued)*

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.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

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:

(a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;

(b) from systems integration contracts, on the percentage of completion basis, as further explained in the accounting policy for "Systems integration contracts" below;

(c) from the rendering of services, in the period in which the services are rendered;

(d) rental income, on a time proportion basis over the lease terms;

(e) interest income, on an accrual basis using the effective interest method by applying the rate that exactly 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; and

(f) dividend income, when the shareholders' right to receive payment has been established.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Systems integration contracts

Contract revenue comprises the agreed contract amounts and appropriate amounts from variation orders, claims and incentive payments. Contract costs incurred comprise direct materials, the costs of subcontracting, direct labour and an appropriate proportion of variable and fixed overheads.

Revenue from fixed price systems integration contracts is recognised using the percentage of completion method, measured by reference to the percentage of work completed to date to the estimated total work of the relevant contract.

Provision is made for foreseeable losses as soon as they are anticipated by management. Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

Other employee benefits

Pension schemes

The Group operates defined contribution Mandatory Provident Fund retirement benefit schemes (the "MPF Scheme") under the Mandatory Provident Fund Scheme Ordinance for those employees in Hong Kong who are eligible to participate. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Schemes. The assets of the schemes are held separately from those of the Group in an independently administered fund.

The Group's employer mandatory 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, in accordance with the rules of the MPF Scheme. When an employee leaves the MPF Scheme prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group will be reduced by the relevant amount of forfeited employer contributions.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. Contributions are made based on a percentage of the participating employees' salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

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

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association 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 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.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation 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.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgments, 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.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments — Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

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

Impairment of trade receivables

The Group maintains an allowance for estimated loss arising from the inability of its customers to make the required payments. The Group makes its estimates based on the ageing of its trade receivable balances, customers' creditworthiness, and historical write-off experience. If the financial condition of its customers was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance and its future results would be affected. Further details are given in note 19 to the financial statements.

Provision for obsolete inventories

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period, and makes provision for obsolete and slow-moving inventory items identified that are no longer suitable for sale. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. If the market condition was to deteriorate so that the actual provision might be higher than expected, the Group would be required to revise the basis of making the provision and its future results would be affected.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Estimation uncertainty *(continued)*

Percentage of completion of systems integration contracts

The Group recognises revenue and costs according to the stage of completion of individual contracts. The stage of completion is estimated by reference to the proportion of work completed to date to the estimated total work of the relevant contract. Because of the nature of the activity undertaken in systems integration contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods. Management reviews and revises the estimates of both contract revenue and contract costs for each contract as the contract progresses.

Fair value of investment properties and land and buildings

Investment properties and land and buildings are carried in the statement of financial position at their fair values. The fair value was based on a valuation on the properties conducted by an independent firm of professionally qualified valuers using property valuation techniques which involve making assumptions on certain market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair values of the Group's investment properties and land and buildings and the corresponding adjustments to the gain or loss recognised in the statement of profit or loss and the asset revaluation reserve, respectively. Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in notes 13 and 12 to the financial statements.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses and other deductible temporary differences to the extent that it is probable that taxable profits will be available against which the losses and the deductible temporary differences can be utilised. 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. The total amount of unrecognised deductible temporary differences and unrecognised tax losses at 31 December 2016 was approximately HK$379,349,000 (2015: HK$362,322,000). Further details are included in note 26 to the financial statements.

Impairment of available-for-sale financial assets

The Group classifies certain assets as available for sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the statement of profit or loss. During the year ended 31 December 2016, an impairment loss of HK$3,155,000 has been recognised for available-for-sale assets (2015: HK$1,236,000). The carrying amount of available-for-sale assets was HK$3,467,000 (2015: HK$6,682,000).

4. OPERATING SEGMENT INFORMATION

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

(a) the software development, systems integration and information products distribution for media business segment provides electronic publishing and printing systems and information products to media companies;

(b) the information products distribution for non-media business segment provides information products to financial institutions, enterprises and government departments;

(c) the corporate segment comprises corporate income and expense items; and

(d) the "others" segment comprises principally rental income from investment properties.

Management monitors the results of the Group's 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 adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax except that interest income, foreign exchange differences, net, finance costs and share of losses of associates as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude pledged deposits, cash and cash equivalents and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank borrowings, tax payable and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

	Software development, systems integration and information products distribution for media business		Information products distribution for non-media business		Corporate		Others		Total	
	2016 HK$'000	2015 HK$'000	**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:										
Sales to external customers	**991,712**	925,517	**39,532**	37,619	**–**	–	**4,166**	492	**1,035,410**	963,628
Revenue									**1,035,410**	963,628
Segment results	**50,483**	28,114	**187**	(526)	**(13,918)**	(15,862)	**7,255**	7,287	**44,007**	19,013
Reconciliation:										
Interest income									**13,581**	19,723
Foreign exchange differences, net									**(5,833)**	(4,890)
Finance costs									**(7,570)**	(8,150)
Share of losses of associates									**(29)**	(166)
Profit before tax									**44,156**	25,530

4. OPERATING SEGMENT INFORMATION *(continued)*

	Software development, systems integration and information products distribution for media business		Information products distribution for non-media business		Others		Total	
	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 assets	**764,701**	820,702	**59,010**	60,706	**178,228**	181,378	**1,001,939**	1,062,786
Reconciliation:								
Elimination of intersegment receivables							**(47,755)**	(48,301)
Investments in associates							**5,155**	5,148
Corporate and other unallocated assets							**623,708**	638,858
Total assets							**1,583,047**	1,658,491
Segment liabilities	**484,991**	540,491	**6,625**	6,615	**10,543**	10,638	**502,159**	557,744
Reconciliation:								
Elimination of intersegment payables							**(47,755)**	(48,301)
Corporate and other unallocated liabilities							**155,724**	167,836
Total liabilities							**610,128**	677,279
Other segment information:								
Impairment losses recognised in the statement of profit or loss	**9,711**	20,037	**1,088**	180	**–**	–	**10,799**	20,217
Depreciation and amortisation	**18,099**	21,585	**2,960**	2,723	**57**	38	**21,116**	24,346
Capital expenditure*	**3,332**	15,374	**12**	43	**1**	255	**3,345**	15,672

* Capital expenditure consists of additions to property, plant and equipment and acquisition of intangible assets.

4. OPERATING SEGMENT INFORMATION *(continued)*

Geographical information

(a) Revenue from external customers

	2016 HK$'000	2015 HK$'000
Hong Kong	44,046	38,241
Mainland China	990,601	925,250
Others	763	137
	1,035,410	963,628

The revenue information above is based on the locations of the customers.

(b) Non-current assets

	2016 HK$'000	2015 HK$'000
Hong Kong	171,716	173,325
Mainland China	258,249	269,388
Others	7,959	11,279
	437,924	453,992

The non-current asset information above is based on the locations of the assets.

Information about a major customer

During the years ended 31 December 2016 and 31 December 2015, there was no revenue derived from transactions with a single external customer which individually amounted to 10% or more of the Group's revenue.

5. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts; an appropriate proportion of contract revenue of systems integration contracts; and the value of services rendered during the year.

An analysis of revenue, other income and gains is as follows:

	NOTE	2016 HK$'000	2015 HK$'000
Revenue			
Software development, systems integration and information products distribution		**1,031,244**	963,136
Others		**4,166**	492
		1,035,410	963,628
Other income			
Bank interest income		**2,849**	3,172
Other interest income		**10,732**	16,551
Government grants *(note)*		**54,462**	59,143
Others		**4,291**	5,409
		72,334	84,275
Gains			
Fair value gains on investment properties	*13*	**3,399**	3,770
Fair value gains on equity investments at fair value through profit or loss		**–**	614
Gain on disposal of items of property, plant and equipment		**77**	180
		3,476	4,564
		75,810	88,839

Note: Various government grants have been received for the sale of software approved by the PRC tax authority and the development of software in Mainland China. The government grants have been recognised upon sales of approved software and completion of the development of related software. There are no unfulfilled conditions or contingencies relating to these grants.

6. PROFIT BEFORE TAX

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

	NOTES	2016 HK$'000	2015 HK$'000
Auditors' remuneration		2,400	2,300
Cost of inventories sold**		531,307	481,917
Depreciation	12	15,695	16,779
Amortisation of patents and acquired software*	16	3,063	3,984
Minimum lease payments under operating leases		15,677	15,331
Impairment of trade receivables*	19	3,309	10,192
Reversal of impairment of trade receivables*	19	(3,191)	(1,583)
Impairment of other receivables*	20	7,526	5,357
Impairment of available-for-sale investments*	15	3,155	1,236
Impairment of property, plant and equipment*	12	–	3,342
Impairment of intangible assets*	16	–	1,673
Provision for obsolete inventories**		5,248	2,044
Research and development costs:			
Current year expenditure*		89,560	81,961
Amortisation of capitalised software costs*	16	2,358	3,583
Employee benefit expense (including directors' remuneration – *note 8*):			
Wages and salaries		270,842	233,723
Pension scheme contributions***		22,003	24,722
Termination benefits		12,990	10,941
		305,835	269,386
Foreign exchange differences, net		5,833	4,890
Direct operating expenses (including repair and maintenance) arising on rental-earning investment properties		763	798
Fair value losses/(gains) on equity investments at fair value through profit or loss		355	(614)

* These items are included in "Other expenses, net" in the consolidated statement of profit or loss.

** These items are included in "Cost of sales" in the consolidated statement of profit or loss.

*** At 31 December 2016, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2015: Nil).

7. FINANCE COSTS

An analysis of finance costs is as follows:

	2016 HK$'000	2015 HK$'000
Interest on bank loans	**7,570**	8,150

8. 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:

	Group	
	2016 HK$'000	2015 HK$'000
Fees	**402**	402
Other emoluments:		
Salaries, allowances and benefits in kind	**1,754**	1,112
Performance related bonuses*	**1,538**	810
Pension scheme contributions	**73**	54
	3,365	1,976
	3,767	2,378

* Certain executive directors of the Company are entitled to bonus payments which are determined with reference to the performance of the Group's operations.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2016 HK$'000	2015 HK$'000
Mr Li Fat Chung	**138**	138
Ms Wong Lam Kit Yee	**132**	132
Mr Fung Man Yin, Sammy	**132**	132
	402	402

There were no other emoluments payable to the independent non-executive directors during the year (2015: Nil).

8. DIRECTORS' REMUNERATION *(continued)*

(b) Executive directors

	Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
2016					
Mr Cheung Shuen Lung[4]	–	72	–	4	76
Professor Xiao Jian Guo[6]	–	–	–	–	–
Professor Yang Bin[6]	–	1,015	1,118	55	2,188
Ms Luo Yan[1]	–	174	–	14	188
Mr Shao Xing[3]	–	493	420	–	913
Ms Zuo Jin	–	–	–	–	–
Mr Liu Jian[2]	–	–	–	–	–
Ms Sun Min[2]	–	–	–	–	–
Mr Cui Yun Tao[4]	–	–	–	–	–
Mr Hu Bin[4]	–	–	–	–	–
Ms Liao Hang[4]	–	–	–	–	–
Mr Fang Zhong Hua[5]	–	–	–	–	–
Ms Yi Mei[5]	–	–	–	–	–
Ms Liu Yu Xiao[5]	–	–	–	–	–
	–	1,754	1,538	73	3,365
2015					
Mr Fang Zhong Hua	–	–	–	–	–
Professor Xiao Jian Guo	–	176	–	–	176
Professor Yang Bin	–	936	810	54	1,800
Ms Yi Mei	–	–	–	–	–
Ms Liu Yu Xiao	–	–	–	–	–
Ms Zuo Jin	–	–	–	–	–
	–	1,112	810	54	1,976

1 Appointed on 1 March 2016 and resigned on 6 June 2016
2 Appointed on 1 March 2016 and resigned on 12 December 2016
3 Appointed on 6 June 2016
4 Appointed on 12 December 2016
5 Resigned on 1 March 2016
6 Resigned on 12 December 2016

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one (2015: one) director, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining four (2015: four) non-director highest paid employees for the year are as follows:

	2016 HK$'000	2015 HK$'000
Salaries, allowances and benefits in kind	3,625	3,443
Performance related bonuses	1,468	1,547
Pension scheme contributions	180	183
	5,273	5,173

The number of non-director highest paid employees whose remuneration fell within the following band is as follows:

	Number of employees	
	2016	2015
HK$1,000,001 to HK$1,500,000	4	4
	4	4

10. INCOME TAX

	2016 HK$'000	2015 HK$'000
Current – Hong Kong		
Charge for the year	363	271
Current – Mainland China		
Charge for the year	5,488	5,354
Underprovision/(overprovision) in prior years	1,108	(315)
Other tax provision made in the current year	–	16,312
Deferred *(note 26)*	(2,983)	(3,354)
Total tax charge for the year	3,976	18,268

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.

10. INCOME TAX *(continued)*

PRC corporate income tax represents the tax charged on the estimated assessable profits arising in Mainland China. In general, the PRC subsidiaries of the Group are subject to the PRC corporate income tax rate of 25%, except for one PRC subsidiary which is entitled to a preferential tax rate at 10% and one PRC subsidiary which is entitled to a preferential tax rate at 15%. During the year ended 31 December 2015, Founder Electronics provided corporate income tax in an aggregate amount of HK$16,312,000 in respect of the government grants received previously. The amount was fully paid to the local tax bureau in 2015.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

The share of tax attributable to associates amounting to approximately HK$8,000 (2015: HK$30,000) is included in "Share of losses of associates" in the consolidated statement of profit or loss.

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

	2016		2015	
	HK$'000	**%**	HK$'000	%
Profit before tax	**44,156**		25,530	
Tax at the statutory tax rate	**11,429**	**25.9**	6,878	26.9
Lower tax rate for specific provinces or enacted by local authority	**(6,930)**	**(15.7)**	(3,273)	(12.8)
Adjustment in respect of current tax of previous periods	**1,108**	**2.5**	(315)	(1.2)
Other provision	**–**	**–**	16,312	63.9
Effect on changes in tax rates	**(999)**	**(2.3)**	–	–
Profits and losses attributable to associates	**8**	**–**	30	0.2
Income not subject to tax	**(893)**	**(2.0)**	(793)	(3.1)
Expenses not deductible for tax	**2,664**	**6.0**	4,530	17.7
Research and development super deduction	**(3,601)**	**(8.2)**	(5,566)	(21.8)
Tax losses utilised from previous periods	**–**	**–**	(258)	(1.0)
Tax losses not recognised	**1,190**	**2.7**	723	2.8
Tax charge at the Group's effective rate	**3,976**	**9.0**	18,268	71.6

11. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,199,746,993 (2015: 1,199,746,993) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2016 and 2015.

12. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK$'000	Leasehold improvements HK$'000	Furniture, fixtures and office equipment HK$'000	Machinery and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
31 December 2016						
At 31 December 2015 and at 1 January 2016:						
Cost or valuation	315,423	12,009	44,252	13,187	11,510	396,381
Accumulated depreciation and impairment	–	(11,639)	(39,653)	(8,523)	(7,005)	(66,820)
Net carrying amount	315,423	370	4,599	4,664	4,505	329,561
At 1 January 2016, net of accumulated depreciation	315,423	370	4,599	4,664	4,505	329,561
Additions	–	–	3,345	–	–	3,345
Disposals	–	–	(37)	–	–	(37)
Surplus on revaluation	11,993	–	–	–	–	11,993
Depreciation provided during the year *(note 6)*	(9,352)	(196)	(3,715)	(1,453)	(979)	(15,695)
Exchange realignment	(11,700)	(2)	(229)	(182)	(144)	(12,257)
At 31 December 2016, net of accumulated depreciation and impairment	306,364	172	3,963	3,029	3,382	316,910
At 31 December 2016:						
Cost or valuation	306,364	11,733	42,029	13,020	8,977	382,123
Accumulated depreciation and impairment	–	(11,561)	(38,066)	(9,991)	(5,595)	(65,213)
Net carrying amount	306,364	172	3,963	3,029	3,382	316,910

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

	Land and buildings HK$'000	Leasehold improvements HK$'000	Furniture, fixtures and office equipment HK$'000	Machinery and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
31 December 2015						
At 1 January 2015:						
Cost or valuation	279,220	11,886	45,918	14,754	13,494	365,272
Accumulated depreciation	–	(11,886)	(38,353)	(4,512)	(7,796)	(62,547)
Net carrying amount	279,220	–	7,565	10,242	5,698	302,725
At 1 January 2015, net of accumulated depreciation	279,220	–	7,565	10,242	5,698	302,725
Additions	–	429	3,092	–	9	3,530
Disposals	–	–	(24)	–	–	(24)
Surplus on revaluation	55,171	–	–	–	–	55,171
Depreciation provided during the year *(note 6)*	(8,095)	(53)	(5,734)	(1,888)	(1,009)	(16,779)
Impairment *(note 6)*	–	–	–	(3,342)	–	(3,342)
Exchange realignment	(10,873)	(6)	(300)	(348)	(193)	(11,720)
At 31 December 2015, net of accumulated depreciation and impairment	315,423	370	4,599	4,664	4,505	329,561
At 31 December 2015:						
Cost or valuation	315,423	12,009	44,252	13,187	11,510	396,381
Accumulated depreciation and impairment	–	(11,639)	(39,653)	(8,523)	(7,005)	(66,820)
Net carrying amount	315,423	370	4,599	4,664	4,505	329,561

During the year of 2015, the Group recognised an impairment loss of approximately HK$3,342,000 relating to under-utilised machinery and equipment. The carrying amount of these assets was written down to their recoverable amount of HK$4,664,000, which was determined based on the value in use of the assets using a discounted cash flow model. The future cash flows were adjusted for risks specific to these assets and discounted using a pre-tax discount rate of 4.75%.

The Group's land and buildings consist of certain residential properties and one commercial property in the PRC and certain commercial properties and car parking spaces in Hong Kong. The directors of the Company have determined that the land and buildings consist of three classes of asset, i.e., commercial properties, residential properties and car parking spaces, based on the nature, characteristics and risks of each property. The Group's land and buildings were revalued on 31 December 2016 based on valuations performed by LCH (Asia-Pacific) Surveyors Limited, independent professionally qualified valuers, at HK$306,364,000. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's land and buildings. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for annual financial reporting.

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Had these land and buildings been carried at historical cost less accumulated depreciation, their carrying amount would have been approximately HK$25,871,000 (2015: HK$27,268,000).

At 31 December 2016, certain of the Group's land and buildings with a net carrying amount of approximately HK$69,048,000 (2015: HK$75,080,000) in Hong Kong were pledged to secure general banking facilities granted to the Group (note 25).

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's land and buildings:

	Fair value measurement as at 31 December 2016 using			
Recurring fair value measurement for:	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Commercial properties	–	–	69,641	69,641
Residential properties	–	–	231,278	231,278
Car parking spaces	–	–	5,445	5,445
	–	–	306,364	306,364

	Fair value measurement as at 31 December 2015 using			
Recurring fair value measurement for:	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Commercial properties	–	–	76,107	76,107
Residential properties	–	–	234,254	234,254
Car parking spaces	–	–	5,062	5,062
	–	–	315,423	315,423

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2015: Nil).

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

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

	Commercial properties HK$'000	**Residential properties** HK$'000	**Car parking spaces** HK$'000
Carrying amount at 1 January 2015	69,022	205,518	4,680
Net gain from a fair value adjustment recognised in other comprehensive income	9,285	45,358	528
Depreciation provided during the year	(2,144)	(5,805)	(146)
Exchange realignment	(56)	(10,817)	–
Carrying amount at 31 December 2015 and 1 January 2016	**76,107**	**234,254**	**5,062**
Net gain/(loss) from a fair value adjustment recognised in other comprehensive income	**(4,031)**	**15,483**	**541**
Depreciation provided during the year	**(2,384)**	**(6,810)**	**(158)**
Exchange realignment	**(51)**	**(11,649)**	**–**
Carrying amount at 31 December 2016	**69,641**	**231,278**	**5,445**

Below is a summary of the valuation techniques used and the key inputs to the valuation of land and buildings:

	Valuation techniques	**Significant unobservable inputs**	**Range or weighted average** 2016	2015
Commercial properties	Market approach	Adjustment on market unit price (per s.q.m.)	**-30% to 9.8%**	0.13% to 13.58%
Residential properties	Market approach	Adjustment on market unit price (per s.q.m.)	**-50% to -38.3%**	-35% to -15%
	Income approach	Adjustment on market rental (per s.q.m. and per month)	**-50% to -38.3%**	-35% to -15%
		Capitalisation rate	**0.86% to 0.9%**	1.69% to 1.82%
Car parking spaces	Market approach	Adjustment on market unit price (per s.q.m.)	**0%**	0%

Under the market approach, fair value is estimated based on the unit prices of comparable properties with certain adjustments made to reflect the differences in location, neighbourhood, environment, facilities, etc. Comparable properties of similar size, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of capital values. Physical, locational and economical characteristics are important criteria to be analysed when comparing such comparable properties against the subject properties.

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

The adjustment on market unit price is determined by referring to the differences of the subject properties against the comparable properties in terms of time, building facilities, floor, view, size, loading and the listing nature of the comparable properties.

A significant increase/(decrease) in the unit prices of comparable properties in isolation would result in a significant increase/(decrease) in the fair value of the land and buildings. A significant increase/(decrease) in a positive adjustment or a significant decrease/(increase) in a negative adjustment on unit price would result in a significant increase/(decrease) in the fair value of the land and buildings.

Under the income approach, fair value is estimated by capitalising the adjusted market rental income at an adjusted market capitalisation rate. Market rental and the market capitalisation rate are determined by making reference to market listing price and rental of comparable properties.

The adjustment on market rental is determined by referring to the differences of the subject property against the comparable properties in terms of building facilities, size, floor and the listing nature of the comparable properties. The adjustment on the market capitalisation rate is determined by referring to the class of comparable properties.

A significant increase/(decrease) in market rental in isolation would result in a significant increase/(decrease) in the fair value of the land and buildings. A significant increase/(decrease) in a positive adjustment or a significant decrease/(increase) in a negative adjustment on market rental would result in a significant increase/(decrease) in the fair value of the land and buildings. A significant increase/(decrease) in the capitalisation rate in isolation would result in a significant decrease/(increase) in the fair value of the land and buildings. A significant increase/(decrease) in the adjustment to the capitalisation rate in isolation would result in a significant decrease/(increase) in the fair value of the land and buildings.

13. INVESTMENT PROPERTIES

	2016 HK$'000	2015 HK$'000
Carrying amount at 1 January	**99,648**	96,321
Net gain from a fair value adjustment *(note 5)*	**3,399**	3,770
Exchange realignment	**(363)**	(443)
Carrying amount at 31 December	**102,684**	99,648

The Group's investment properties consist of certain commercial properties, residential properties and car parking spaces in Hong Kong and one commercial property in the PRC. The directors of the Company have determined that the investment properties consist of three classes of asset, i.e., commercial, residential and car parking space, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2016 based on valuations performed by LCH (Asia-Pacific) Surveyors Limited, independent professionally qualified valuers, at HK$102,684,000. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's investment properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for annual financial reporting.

13. INVESTMENT PROPERTIES *(continued)*

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 30(a) to the financial statements.

At 31 December 2016, certain of the Group's investment properties with a carrying value of approximately HK$94,500,000 (2015: HK$89,960,000) were pledged to secure general banking facilities granted to the Group (note 25).

Further particulars of the Group's investment properties are included on pages 114 to 115 of the annual report.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement as at 31 December 2016 using			
Recurring fair value measurement for:	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Commercial properties	–	–	82,486	82,486
Residential properties	–	–	17,790	17,790
Car parking spaces	–	–	2,408	2,408
	–	–	102,684	102,684

	Fair value measurement as at 31 December 2015 using			
Recurring fair value measurement for:	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Commercial properties	–	–	81,040	81,040
Residential properties	–	–	16,230	16,230
Car parking spaces	–	–	2,378	2,378
	–	–	99,648	99,648

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2015: Nil).

13. INVESTMENT PROPERTIES *(continued)*

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

	Commercial properties HK$'000	**Residential properties** HK$'000	**Car parking spaces** HK$'000
Carrying amount at 1 January 2015	78,621	15,570	2,130
Net gain from a fair value adjustment recognised in other income and gains in profit or loss	2,862	660	248
Exchange realignment	(443)	–	–
Carrying amount at 31 December 2015 and 1 January 2016	**81,040**	**16,230**	**2,378**
Net gain from a fair value adjustment recognised in other income and gains in profit or loss	**1,809**	**1,560**	**30**
Exchange realignment	**(363)**	**–**	**–**
Carrying amount at 31 December 2016	**82,486**	**17,790**	**2,408**

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

	Valuation techniques	**Significant unobservable inputs**	**Range** **2016**	2015
Commercial properties	Investment approach	Adjustment on market unit price (per s.q.m.)	**–35.5% to 8.8%**	0.13% to 13.58%
		Adopted yield	**3.2% to 7%**	3% to 4%
Residential properties	Investment approach	Adjustment on market unit price (per s.q.m.)	**0.7% to 13.5%**	–13.28% to 0.87%
		Adopted yield	**2.6% to 3.1%**	2.6% to 3.2%
Car parking spaces	Investment approach	Adjustment on market unit price (per s.q.m.)	**0%**	–3.06% to 0.86%
		Adopted yield	**3% to 4%**	2.5% to 3%

13. INVESTMENT PROPERTIES *(continued)*

Under the investment approach, fair value is estimated by capitalising the current rental income and the reversionary value of the properties after tenancies expire and by referring to market sales transactions after making relevant adjustments.

The adjustment on market unit price is determined by referring to the differences of the subject properties against the comparable properties in terms of time, size, view, floor and floor loading. The yields adopted are determined by referring to the current yields of the subject properties and the market yields published by the Rating and Valuation Department regarding the respective property types.

A significant increase/(decrease) in market unit price in isolation would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in a positive adjustment or a significant decrease/(increase) in a negative adjustment on market unit price would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the yield in isolation would result in a significant decrease/(increase) in the fair value of the investment properties.

14. INVESTMENTS IN ASSOCIATES

	2016 HK$'000	2015 HK$'000
Share of net assets	**5,124**	5,117
Due from associates	**31**	31
	5,155	5,148

The amounts due from associates are unsecured, interest-free and have no fixed terms of repayment.

In the opinion of the directors, none of the Group's associates principally affected the results for the year or formed a substantial portion of the net assets of the Group.

The Group's shareholdings in the associates are held through certain wholly-owned subsidiaries of the Company.

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

	2016 HK$'000	2015 HK$'000
Share of the associates' losses for the year	**(29)**	(166)
Share of the associates' other comprehensive income	**105**	7
Share of the associates' total comprehensive income/(loss)	**76**	(159)
Aggregate carrying amount of the Group's investments in the associates	**5,155**	5,148

15. AVAILABLE-FOR-SALE INVESTMENTS

	2016 HK$'000	2015 HK$'000
Listed equity investments, at fair value	**3,467**	6,682

The above investments consist of investments in equity securities which were designated as available-for-sale financial assets and have no fixed maturity dates or coupon rates.

There was a significant decline in the market value of the listed equity investments during the year. The directors consider that such a decline indicates that the listed equity investments have been impaired and an impairment loss of HK$3,155,000 (2015: HK$1,236,000) has been recognised in the statement of profit or loss for the year.

16. INTANGIBLE ASSETS

	NOTE	**Patents and acquired software** HK$'000	**Development expenditure on media software** HK$'000	**Total** HK$'000
31 December 2016				
Cost at 1 January 2016, net of accumulated amortisation and impairment		**6,233**	**3,562**	**9,795**
Amortisation provided during the year	*6*	**(3,063)**	**(2,358)**	**(5,421)**
Exchange realignment		**(200)**	**(90)**	**(290)**
At 31 December 2016		**2,970**	**1,114**	**4,084**
At 31 December 2016:				
Cost		**11,077**	**10,115**	**21,192**
Accumulated amortisation and impairment		**(8,107)**	**(9,001)**	**(17,108)**
Net carrying amount		**2,970**	**1,114**	**4,084**

16. INTANGIBLE ASSETS *(continued)*

	NOTE	Patents and acquired software HK$'000	Development expenditure on media software HK$'000	Total HK$'000
31 December 2015				
At 1 January 2015:				
Cost		–	11,262	11,262
Accumulated amortisation		–	(3,859)	(3,859)
Net carrying amount		–	7,403	7,403
Cost at 1 January 2015, net of accumulated amortisation		–	7,403	7,403
Acquisition from related companies	*31(I)(i)*	12,142	–	12,142
Amortisation provided during the year		(3,984)	(3,583)	(7,567)
Impairment during the year		(1,673)	–	(1,673)
Exchange realignment		(252)	(258)	(510)
At 31 December 2015		6,233	3,562	9,795
At 31 December 2015:				
Cost		11,670	10,657	22,327
Accumulated amortisation and impairment		(5,437)	(7,095)	(12,532)
Net carrying amount		6,233	3,562	9,795

During the year of 2015, the Group recognised an impairment loss of approximately HK$1,673,000 relating to certain patents and acquired software. The management changed its business plan on developing the relevant intangible assets based on assessment of the current market condition, and the carrying amount of these assets was impaired according to their value in use using a discounted cash flow model.

17. INVENTORIES

	2016 HK$'000	2015 HK$'000
Trading stocks	**61,103**	77,281

18. GROSS AMOUNTS DUE FROM/TO CONTRACT CUSTOMERS

	2016 HK$'000	2015 HK$'000
Gross amount due from contract customers	11,704	27,142
Gross amount due to contract customers	(21,696)	(28,638)
	(9,992)	(1,496)
Contract costs incurred plus recognised profits less recognised losses to date	224,379	199,533
Less: Progress billings	(234,371)	(201,029)
	(9,992)	(1,496)

Included in the Group's amounts due from/to contract customers are amounts due from/to a subsidiary of Peking University Founder Group Company Limited* (北大方正集團有限公司) ("Peking Founder"), a substantial shareholder of the Company, of approximately HK$1,580,000 (2015: HK$1,427,000) and HK$80,000 (2015: HK$3,886,000), respectively.

* *For identification purposes only*

19. TRADE AND BILLS RECEIVABLES

	2016 HK$'000	2015 HK$'000
Trade and bills receivables	174,260	198,033
Impairment	(40,594)	(41,940)
	133,666	156,093

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. Trade and bills receivables are settled in accordance with the terms of the respective contracts. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade and bills receivable balances. Trade and bills receivables are non-interest-bearing.

19. TRADE AND BILLS RECEIVABLES *(continued)*

An aging analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

	2016 HK$'000	2015 HK$'000
Within 6 months	**106,662**	116,469
7 to 12 months	**8,684**	15,909
13 to 24 months	**18,320**	23,715
	133,666	156,093

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

	2016 HK$'000	2015 HK$'000
At 1 January	**41,940**	34,875
Impairment losses recognised *(note 6)*	**3,309**	10,192
Impairment losses reversed *(note 6)*	**(3,191)**	(1,583)
Exchange realignment	**(1,464)**	(1,544)
At 31 December	**40,594**	41,940

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of approximately HK$4,913,000 (2015: HK$2,846,000) with a carrying amount before provision of approximately HK$14,580,000 (2015: HK$2,846,000).

The individually impaired trade receivables relate to customers that were in default and only a portion of the receivables is expected to be recoverable.

The aged analysis of the trade and bills receivables that are neither individually nor collectively considered to be impaired is as follows:

	2016 HK$'000	2015 HK$'000
Neither past due nor impaired	**46,238**	42,099
Less than 6 months past due	**26,132**	35,862
13 to 24 months past due	**–**	10,590
	72,370	88,551

19. TRADE AND BILLS RECEIVABLES *(continued)*

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 provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

Included in the Group's trade and bills receivables are amounts due from subsidiaries of Peking Founder of HK$14,535,000 (2015: HK$14,212,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	NOTE	**2016 HK$'000**	2015 HK$'000
Prepayments		**29,556**	62,026
Deposits and other receivables		**55,228**	61,589
Entrusted loans	*31(I)(f)*	**257,600**	200,600
Impairment		**(22,868)**	(16,448)
		319,516	307,767

The movements in provision for impairment of other receivables during the year are as follows:

	2016 HK$'000	2015 HK$'000
At 1 January	**16,448**	12,326
Impairment losses recognised *(note 6)*	**7,526**	5,357
Amount written off as uncollectible	**–**	(379)
Exchange realignment	**(1,106)**	(856)
At 31 December	**22,868**	16,448

Included in the above provision for the impairment of other receivables as at 31 December 2016 is a full provision of HK$4,982,000 (2015: HK$5,249,000) relating to debtors that were in default and the outstanding receivables are not expected to be recovered.

Apart from the foregoing, the above provision for impairment of other receivables as at 31 December 2016 and 2015 also included the provision made collectively as at that date. The Group does not hold any collateral or other credit enhancements over these balances.

21. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	2016 HK$'000	2015 HK$'000
Cash and bank balances	**523,205**	455,851
Time deposits with original maturity of three months or less when acquired	**83,178**	25,841
	606,383	481,692
Time deposits with original maturity of over three months when acquired	**15,809**	155,117
Less: Pledged time deposits		
Pledged for long term letter of guarantee	**(3,649)**	(1,791)
Pledged for trade finance facilities, bank loans and overdraft	**(13,638)**	(22,145)
Cash and cash equivalents	**604,905**	612,873

At the end of the reporting period, the cash and cash equivalents of the Group denominated in RMB amounted to approximately HK$485,815,000 (2015: HK$495,157,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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 seven days and six months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

As at 31 December 2016, included in the Group's cash and cash equivalents were time deposits of approximately HK$1,140,000 (2015: HK$1,189,000) placed in PKU Founder Group Finance Co., Ltd. ("Founder Finance"), a financial institution approved by the People's Bank of China (the "PBOC"). Founder Finance is a subsidiary of Peking Founder. The interest rates for these deposits were the prevailing saving rates offered by the PBOC.

22. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2016 HK$'000	2015 HK$'000
Listed equity investments, at market value	**591**	922

The above equity investments at 31 December 2016 were classified as held for trading and were, upon initial recognition, designated by the Group as financial assets at fair value through profit or loss.

23. TRADE AND BILLS PAYABLES

An aged analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	2016 HK$'000	2015 HK$'000
Within 6 months	**24,425**	44,884
7 to 12 months	**10,259**	6,235
13 to 24 months	**7,620**	4,826
Over 24 months	**12,160**	10,213
	54,464	66,158

Included in the Group's trade and bills payables are amounts due to subsidiaries of Peking Founder of approximately HK$935,000 (2015: HK$1,390,000), which are repayable on credit terms similar to those offered by the related companies to their major customers.

The trade payables are non-interest-bearing and are normally settled on terms of 15 to 90 days.

24. OTHER PAYABLES AND ACCRUALS

	2016 HK$'000	2015 HK$'000
Deferred income	**11,218**	13,579
Other payables	**85,889**	98,766
Accruals	**132,296**	129,969
Receipt in advance	**92,898**	140,323
	322,301	382,637

Other payables are non-interest-bearing and have an average term of three months.

25. INTEREST-BEARING BANK BORROWINGS

	2016			2015		
	Effective interest rate (%)	Maturity	HK$'000	Effective interest rate (%)	Maturity	HK$'000
Current						
Bank loans — unsecured	4.57-5.00	2017	106,374	4.57-5.63	2016	113,685
Bank loans — secured	3.69-3.77	On demand	40,000	3.33-3.34	On demand	40,000
Trust receipt loans — secured	2.42-2.49	2017	2,637	2.02-2.22	2016	6,505
			149,011			160,190

	2016 HK$'000	2015 HK$'000
Analysed into:		
Bank loans repayable:		
Within one year or on demand	149,011	160,190

Notes:

(a) As at 31 December 2016, the unsecured bank loans of approximately HK$89,574,000 (2015: HK$99,230,000) and HK$16,800,000 (2015: HK$14,455,000) were guaranteed by Peking Founder, or jointly guaranteed by Peking Founder and Founder Finance, a subsidiary of Peking Founder.

(b) The Group's trade finance facilities, secured bank loans, letters of credit and overdrafts at the end of the reporting period were secured by:

(i) charges over certain of the Group's investment properties which had an aggregate carrying value at the end of the reporting period of approximately HK$94,500,000 (2015: HK$89,960,000);

(ii) charges over certain of the Group's land and buildings which had an aggregate carrying value at the end of the reporting period of approximately HK$69,048,000 (2015: HK$75,080,000); and

(iii) the pledge of certain of the Group's time deposits amounting to approximately HK$17,287,000 (2015: HK$23,936,000).

(c) The Group's bank borrowings with carrying amounts of HK$40,000,000 (2015: HK$40,000,000), HK$2,637,000 (2015: HK$6,505,000) and HK$106,374,000 (2015: HK$113,685,000) were denominated in Hong Kong dollars, United States dollars and RMB, respectively.

(d) The carrying amounts of the Group's borrowings approximate to their fair values.

26. DEFERRED TAX

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

	Revaluation of properties HK$'000	Temporary difference on depreciation of properties HK$'000	Accelerated amortisation of intangible assets HK$'000	Accrued expense HK$'000	Losses available for offsetting future taxable profits HK$'000	Total HK$'000
At 1 January 2015	(30,093)	–	–	–	–	(30,093)
Deferred tax credited/(charged) to the statement of profit or loss for the year *(note 10)*	(107)	(929)	1,188	234	2,968	3,354
Deferred tax charged to other comprehensive income during the year	(7,984)	–	–	–	–	(7,984)
Exchange realignment	1,620	(79)	(46)	(9)	–	1,486
At 31 December 2015 and 1 January 2016	(36,564)	(1,008)	1,142	225	2,968	(33,237)
Deferred tax credited to the statement of profit or loss for the year *(note 10)*	**164**	**1,966**	**483**	**221**	**149**	**2,983**
Deferred tax charged to other comprehensive income during the year	**(27,594)**	**–**	**–**	**–**	**–**	**(27,594)**
Exchange realignment	**1,854**	**(182)**	**(77)**	**(20)**	**–**	**1,575**
At 31 December 2016	**(62,140)**	**776**	**1,548**	**426**	**3,117**	**(56,273)**

26. DEFERRED TAX *(continued)*

For presentation purposes, certain 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:

	As at 31 December	
	2016	2015
	HK$'000	HK$'000
Net deferred tax assets recognised in the consolidated statement of financial position	**1,975**	1,367
Net deferred tax liabilities recognised in the consolidated statement of financial position	**(58,248)**	(34,604)
	(56,273)	(33,237)

Deferred tax assets have not been recognised in respect of the following items:

	2016	2015
	HK$'000	HK$'000
Tax losses	**298,123**	288,083
Deductible temporary difference	**81,226**	74,239
	379,349	362,322

The Group has tax losses arising in Hong Kong of approximately HK$297,764,000 (2015: HK$287,310,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. As at 31 December 2016, the Group also has tax losses arising in Mainland China of HK$359,000 (2015: HK$773,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses and other deductible temporary differences 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.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries and associates established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2016, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK$305,059,000 at 31 December 2016 (2015: HK$259,433,000).

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

27. SHARE CAPITAL

Shares

	2016 HK$'000	2015 HK$'000
Authorised: 2,100,000,000 (2015: 2,100,000,000) ordinary shares of HK$0.10 each	**210,000**	210,000
Issued and fully paid: 1,199,746,993 (2015: 1,199,746,993) ordinary shares of HK$0.10 each	**119,975**	119,975

28. 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 on page 42 of the financial statements.

The Group's contributed surplus represents the excess of the nominal value of the shares and the share premium account of Founder HK acquired pursuant to the Group reorganisation on 31 March 2000 over the nominal value of the Company's shares issued in exchange therefor.

In accordance with the relevant PRC regulations, each of the Group's PRC subsidiaries is required to transfer not less than 10% of its profit after tax, as determined in accordance with PRC accounting standards and regulations, to the general reserve until such reserve reaches 50% of its registered capital. The quantum of the annual transfer is subject to the approval of the board of directors of each PRC subsidiary in accordance with its articles of association. During the year, certain of the Group's PRC subsidiaries transferred HK$5,039,000 (2015: HK$1,834,000), which represented 10% of their profit after tax as determined in accordance with the PRC accounting standards, to the general reserve.

29. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities.

30. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 13 to the financial statements) under operating lease arrangements, with leases negotiated for terms of one to three years. The terms of the leases generally also require the tenants to pay security deposits.

At 31 December 2016, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	2016 **HK$'000**	2015 HK$'000
Within one year	**2,496**	2,683
In the second to fifth years, inclusive	**969**	140
	3,465	2,823

The Group leases certain of its machinery and equipment under operating lease arrangements, with leases negotiated for terms of three to five years.

At 31 December 2016, the Group had total future minimum lease receivables under non-cancellable operating leases as follows:

	2016 **HK$'000**	2015 HK$'000
Within one year	**672**	708
In the second to fifth years, inclusive	**319**	1,044
	991	1,752

30. OPERATING LEASE ARRANGEMENTS *(continued)*

(b) As lessee

The Group leases certain of its offices and warehouse properties under operating lease arrangements, which are negotiated for terms ranging from six months to three years.

At 31 December 2016, the Group had total future minimum lease payments under the non-cancellable operating leases falling due as follows:

	Group	
	2016	2015
	HK$'000	HK$'000
Within one year	**19,941**	15,951
In the second to fifth years, inclusive	**1,228**	14,582
	21,169	30,533

31. RELATED PARTY TRANSACTIONS

(I) Transactions with related parties

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

	NOTES	**2016 HK$'000**	2015 HK$'000
Management fee income received from Peking University Resource (Holdings) Company Limited ("PKU Resources"), a subsidiary of the Peking Founder, and its subsidiary	*(i)*	**1,832**	1,781
Handling fee income received from a subsidiary of Peking Founder	*(i)*	**120**	120
Service fee paid to Peking University Founder Information Industry Group Co., Ltd.* (北大方正信息產業集團有限公司) ("PKU Founder Information"), the substantial shareholder of the Company	*(ii)*	**1,656**	1,864
Banking facilities guarantees given by Peking Founder	*(iii)*	**246,400**	331,127
Banking facilities guarantees jointly given by Peking Founder and Founder Finance	*(iv)*	**56,000**	59,000

* *For identification purposes only*

31. RELATED PARTY TRANSACTIONS *(continued)*

(I) Transactions with related parties *(continued)*

(a) *(continued)*

Notes:

(i) These transactions were conducted on the basis of rates agreed between the Group and the related companies.

(ii) The sharing of administrative service fee between the Group and PKU Founder Information was conducted on a cost basis.

(iii) The banking facilities guarantees of HK$89,600,000 (2015: HK$165,927,000) were given to PRC banks for credit facilities granted to subsidiaries of the Company and utilised to the extent of approximately HK$70,128,000 at 31 December 2016 (2015: HK$64,976,000).The banking facilities guarantees of HK$156,800,000 (2015: HK$165,200,000) were given to a PRC bank for credit facilities granted to a subsidiary of the Company, Peking Founder and PKU Founder Information and utilised to the extent of approximately HK$86,647,000 (2015: HK$111,508,000).

(iv) The banking facilities guarantees were given to a PRC bank for credit facilities granted to a subsidiary of the Company and utilised to the extent of approximately HK$16,800,000 at 31 December 2016 (2015: HK$14,455,000).

(b) On 13 February 2015, Founder Electronics, Founder EasiPrint and Founder Digital Printing entered into lease agreements and management agreements with a subsidiary of Peking Founder to lease the premises in Beijing from 15 February 2015 to 31 December 2015, for the aggregate of annual rental and management fees of RMB7,855,000 and RMB4,737,000 (equivalent to approximately HK$9,644,000 and HK$5,816,000). Further details of the transaction were set out in the announcement of the Company dated 13 February 2015.

On 31 December 2015, Founder Electronics, Founder EasiPrint and Founder Digital Printing renewed the lease agreements and management agreements with the subsidiary of Peking Founder to lease the premises in Beijing from 1 January 2016 to 31 December 2017, for the aggregate of annual rental and management fees of RMB7,900,000 and RMB4,135,000 (equivalent to approximately HK$9,202,000 and HK$4,816,000) for the year 2016 and RMB8,931,000 and RMB4,135,000 (equivalent to approximately HK$10,403,000 and HK$4,816,000) for the year 2017. Further details of the transaction were set out in the announcement of the Company dated 31 December 2015.

On 8 August 2016, Founder Electronics entered into a new lease agreement and management agreement with the subsidiary of Peking Founder to lease certain premises in Beijing, for the period from 8 August 2016 to 31 December 2017, for the aggregate of rental and management fees of RMB364,000 and RMB131,000 (equivalent to approximately HK$424,000 and HK$153,000) for the period from 8 August 2016 to 31 December 2016 and RMB847,000 and RMB293,000 (equivalent to approximately HK$983,000 and HK$340,000) for the year 2017. Further details of the transaction were set out in the announcement of the Company dated 8 August 2016.

During the year, rental and management fees of approximately HK$14,595,000 (2015: HK$15,460,000) were paid by Founder Electronics, Founder EasiPrint and Founder Digital Printing to the subsidiary of Peking Founder. The directors consider that the rental and management fees were paid in accordance with the terms of the lease agreement.

31. RELATED PARTY TRANSACTIONS *(continued)*

(I) Transactions with related parties *(continued)*

(c) On 9 December 2013, the Company renewed a master agreement with PKU Resources, pursuant to which the Group would purchase information products from PKU Resources and its subsidiaries (collectively "PKU Resources Group"), for the three years ended 31 December 2016.

During the year, no information products (2015: HK$108,000) were purchased from PKU Resources Group. The directors consider that the purchases of information products were made in accordance with the master agreement.

(d) On 1 November 2011, the Company entered into a master agreement with Peking Founder for the purchase of information products and research and development services from Peking Founder and its subsidiaries (collectively "Peking Founder Group") for a term of three years from 1 January 2012 to 31 December 2014.

On 30 December 2014, the Company and Peking Founder entered into a master purchase agreement to extend the term for the period from 1 January 2015 to 31 December 2017. Further details of the transaction were set out in the announcement of the Company dated 30 December 2014.

During the year, products and services of approximately HK$5,841,000 (2015: HK$3,678,000) were purchased from Peking Founder Group. The directors consider that the purchases of products and services were made in accordance with the master agreements.

(e) On 14 December 2012, the Company entered into a master agreement with Peking Founder for the sales of information products, hardware and software development services and system integration services to Peking Founder Group for a term of three years from 1 January 2013 to 31 December 2015.

On 16 June 2016, the Company entered into a master agreement with Peking Founder for the sales of information products, hardware and software development services and system integration services to Peking Founder Group for the period from 20 July 2016 to 31 December 2018. Further details of the transaction were set out in the announcement of the Company dated 16 June 2016.

During the year, sales of information products, hardware and software development services and system integration services of approximately HK$6,928,000 (2015: HK$13,194,000) were made to Peking Founder Group. The directors consider that the sales of information products and system integration services and commission fee were made in accordance with the master agreement.

(f) On 28 July 2014, the Company renewed an entrusted loan master agreement entered into with Peking Founder, pursuant to which the Group would provide short term loans through a financial institution to Peking Founder Group for the three years ended 31 December 2016. Such loans will be unsecured and interest-bearing at the prevailing benchmark Renminbi lending rate for a loan period of six months offered by the PBOC plus 15%. Further details of the transaction were set out in the announcement of the Company dated 28 July 2014.

31. RELATED PARTY TRANSACTIONS *(continued)*

(I) Transactions with related parties *(continued)*

(f) *(continued)*

For the year ended 31 December 2015, entrusted loans in the amounts of RMB370,000,000 (equivalent to approximately HK$436,600,000) and RMB40,000,000 (equivalent to approximately HK$47,200,000) were provided to Peking Founder and PKU Founder Information, respectively. The entrusted loans are unsecured and bear interest at rates ranging from 5.66% to 6.96% per annum. The entrusted loans were settled by 30 September 2015 as to the amount of RMB130,000,000 (equivalent to approximately HK$153,400,000), 24 December 2015 as to the amount of RMB50,000,000 (equivalent to approximately HK$59,500,000) and 25 December 2015 as to the amount of RMB60,000,000 (equivalent to approximately HK$70,800,000). The entrusted loans of RMB170,000,000 (equivalent to approximately HK$200,600,000) and the related interest receivable of RMB3,247,000 (equivalent to approximately HK$3,831,000) remained undue and were included in prepayments, deposits and other receivables as at 31 December 2015 and were fully settled by 30 March 2016.

For the year ended 31 December 2016, entrusted loans in the amounts of RMB260,000,000 (equivalent to approximately HK$291,200,000), RMB140,000,000 (equivalent to approximately HK$156,800,000) and RMB80,000,000 (equivalent to approximately HK$89,600,000) were provided to Peking Founder, PKU Founder Information and a subsidiary of Peking Founder, respectively. The entrusted loans are unsecured and bear interest at rates ranging from 6.0% to 6.31% per annum. The entrusted loans were settled by 15 July 2016 as to the amount of RMB40,000,000 (equivalent to approximately HK$44,800,000), 16 November 2016 as to the amount of RMB130,000,000 (equivalent to approximately HK$145,600,000) and 15 December 2016 as to the amount of RMB80,000,000 (equivalent to approximately HK$89,600,000). The entrusted loans of RMB230,000,000 (equivalent to approximately HK$257,600,000) and the related interest receivable of RMB1,254,000 (equivalent to approximately HK$1,405,000) remained undue and were included in prepayments, deposits and other receivables as at 31 December 2016. Subsequent to the end of the reporting period, the entrusted loans of RMB100,000,000 (equivalent to approximately HK$112,000,000) and interest receivables of RMB1,007,000 (equivalent to approximately HK$1,128,000) were settled by PKU Founder information; the entrusted loans of RMB130,000,000 (equivalent to approximately HK$145,600,000) and interest receivables of RMB247,000 (equivalent to approximately HK$277,000) were settled by Peking Founder.

During the year, interest income earned by the Group from Peking Founder Group amounted to HK$10,732,000 (2015: HK$16,551,000). The directors consider that the provision of entrusted loans and the receipt of interest income from Peking Founder Group were made in accordance with the entrusted loan master agreement.

On 25 October 2016, the Company renewed an entrusted loan master agreement with Peking Founder, pursuant to which the Group would provide short term loans through a financial institution to Peking Founder Group for the three years ending 31 December 2019. Such loans will be unsecured and interest-bearing at the prevailing benchmark Renminbi lending rate for a loan period of six months offered by the PBOC plus 15%. Further details of the transaction were set out in the announcement of the Company dated 25 October 2016.

31. RELATED PARTY TRANSACTIONS *(continued)*

(I) Transactions with related parties *(continued)*

(g) On 4 March 2015, the Company, Founder Finance and Peking Founder entered into a financial service agreement, pursuant to which Founder Finance would provide the Group with deposit service. As at 31 December 2016, the Group made deposits for approximately HK$1,140,000 (2015:HK$1,189,000). The interest rates on the deposits offered by Founder Finance were the prevailing interest rates offered by the PBOC.

(h) On 28 December 2016, Founder Electronics entered into the Technology Transfer Agreement with PKU Founder Information, pursuant to which PKU Founder Information will acquire, and Founder Electronics will sell, the intellectual property rights at a consideration of approximately RMB7.63 million (equivalent to approximately HK$8.55 million). Further details are set out in the announcement of the Company dated 28 December 2016.

(i) On 31 October 2014, Founder Electronics entered into the Technology Transfer Agreement I and the Fixed Assets Transfer Agreement I with Founder Digital Publishing Technology (Shanghai) Co., Ltd.* (上海方正數字出版技術有限公司) ("Shanghai Founder"), a non-wholly-owned subsidiary of Peking Founder, pursuant to which Founder Electronics will acquire and Shanghai Founder will sell certain patents and fixed assets at considerations of approximately RMB7.89 million (equivalent to approximately HK$9.97 million) and approximately RMB0.18 million (equivalent to approximately HK$0.23 million), respectively.

On the same date, Founder Electronics entered into the Technology Transfer Agreement II with Founder Mobile Media Technology (Beijing) Co., Ltd.* (方正移動傳媒技術(北京)有限公司) ("Founder Mobile"), a non-wholly-owned subsidiary of Peking Founder, pursuant to which Founder Electronics will acquire and Founder Mobile will sell certain patents for a consideration of RMB2.0 million (equivalent to approximately HK$2.53 million).

The considerations of RMB2 million and RMB8.07 million were paid to Founder Mobile and Shanghai Founder in July 2014 and January 2015, respectively. The above transactions with Shanghai Founder and Founder Mobile were completed in January and February 2015, respectively.

* *For identification purposes only*

The related party transactions in respect of items (a) to (i) above for the current year also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

(II) Outstanding balances with related parties

(a) As at 31 December 2016, other than the entrusted loans and related interest receivables from Peking Founder Group as disclosed in note 31(I)(f) to the financial statements, balances due from Peking Founder Group included in prepayments, deposits and other receivables were approximately HK$5,670,000 (2015: HK$6,359,000) and balances due to Peking Founder Group included in other payables and accruals were approximately HK$1,310,000 (2015: HK$46,084,000). These balances are unsecured, interest-free and have no fixed terms of repayment.

(b) Details of the Group's amounts due from its associates as at the end of the reporting period are included in note 14 to the financial statements.

(c) Details of the Group's trade balances with its related companies as at the end of the reporting period are disclosed in notes 19 and 23 to the financial statements.

31. RELATED PARTY TRANSACTIONS *(continued)*

(III) Compensation of key management personnel of the Group

	2016 HK$'000	2015 HK$'000
Short term employee benefits	3,694	2,324
Pension scheme contributions	73	54
Total compensation paid to key management personnel	3,767	2,378

Further details of directors' emoluments are included in note 8 to the financial statements.

32. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2016

Financial assets

	Fair value through profit or loss – held for trading HK$'000	Loans and receivables HK$'000	Available-for-sale financial assets HK$'000	Total HK$'000
Due from associates	–	31	–	31
Available-for-sale investments	–	–	3,467	3,467
Trade and bills receivables	–	133,666	–	133,666
Financial assets included in prepayments, deposits and other receivables	–	289,960	–	289,960
Equity investments at fair value through profit or loss	591	–	–	591
Pledged deposits	–	17,287	–	17,287
Cash and cash equivalents	–	604,905	–	604,905
	591	1,045,849	3,467	1,049,907

32. FINANCIAL INSTRUMENTS BY CATEGORY *(continued)*

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: *(continued)*

2016 *(continued)*

Financial liabilities – financial liabilities at amortised cost

	HK$'000
Trade and bills payables	**54,464**
Financial liabilities included in other payables and accruals	**85,889**
Interest-bearing bank borrowings	**149,011**
	289,364

2015

Financial assets

	Fair value through profit or loss – held for trading HK$'000	Loans and receivables HK$'000	Available-for-sale financial assets HK$'000	Total HK$'000
Due from associates	–	31	–	31
Available-for-sale investments	–	–	6,682	6,682
Trade and bills receivables	–	156,093	–	156,093
Financial assets included in prepayments, deposits and other receivables	–	245,741	–	245,741
Equity investments at fair value through profit or loss	922	–	–	922
Pledged deposits	–	23,936	–	23,936
Cash and cash equivalents	–	612,873	–	612,873
	922	1,038,674	6,682	1,046,278

Financial liabilities – financial liabilities at amortised cost

	HK$'000
Trade and bills payables	66,158
Financial liabilities included in other payables and accruals	98,766
Interest-bearing bank borrowings	160,190
	325,114

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair value, are as follows:

	Carrying amounts		Fair values	
	2016 HK$'000	2015 HK$'000	**2016 HK$'000**	2015 HK$'000
Financial assets				
Pledged deposit, non-current portion	**3,649**	1,791	**3,649**	1,791
Equity investments at fair value through profit or loss	**591**	922	**591**	922
Available-for-sale investments	**3,467**	6,682	**3,467**	6,682
	7,707	9,395	**7,707**	9,395
Financial liabilities				
Interest-bearing bank borrowings	**149,011**	160,190	**149,011**	160,190

Management has assessed that the fair values of cash and cash equivalents, the current portion of pledged deposits, trade and bills receivables, trade and bills payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals and amounts due from associates, approximate to their carrying amounts largely due to the short term maturities of these instruments.

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.

The following methods and assumptions were used to estimate the fair values:

The fair value of the non-current portion of pledged deposit and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for the non-current portion of pledged deposit and interest-bearing bank borrowings as at 31 December 2016 were assessed to be insignificant.

The fair values of listed equity investments at fair value through profit or loss and listed available-for-sale investments are based on quoted market prices.

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy

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

Assets measured at fair value:

As at 31 December 2016

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Available-for-sale investments:				
Equity investments	3,467	–	–	3,467
Equity investments at fair value through profit or loss	591	–	–	591
	4,058	–	–	4,058

As at 31 December 2015

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Available-for-sale investments:				
Equity investments	6,682	–	–	6,682
Equity investments at fair value through profit or loss	922	–	–	922
	7,604	–	–	7,604

The Group did not have any financial liabilities measured at fair value as at 31 December 2016 and 31 December 2015.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2015: Nil).

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy *(continued)*

Assets for which fair values are disclosed:

As at 31 December 2016

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Pledged deposit, non-current portion	–	3,649	–	3,649

As at 31 December 2015

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Pledged deposit, non-current portion	–	1,791	–	1,791

Liabilities for which fair values are disclosed:

As at 31 December 2016

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Interest-bearing bank borrowings	–	149,011	–	149,011

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy *(continued)*

Liabilities for which fair values are disclosed: *(continued)*

As at 31 December 2015

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Interest-bearing bank borrowings	–	160,190	–	160,190

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables and trade and bills payables, which arise directly from its operations.

It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are credit risk, interest rate risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, pledged deposit, other receivables and amounts due from associates, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade and bills receivables are widely dispersed in different sectors and industries.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk *(continued)*

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 19 to the financial statements.

The Group places its bank balances and pledged deposits with major international banks in Hong Kong, state-owned banks in Mainland China and Founder Finance, a financial institution approved by the PBOC. This investment policy limits the Group's exposure to concentrations of credit risk.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rates.

At 31 December 2016, approximately HK$70,204,000 (2015: HK$63,554,000) of the Group's interest-bearing borrowings bore interest at floating rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax HK$'000
2016		
Hong Kong dollar	**100**	**(400)**
United States dollar	**100**	**(26)**
RMB	**100**	**(276)**
Hong Kong dollar	**(100)**	**400**
United States dollar	**(100)**	**26**
RMB	**(100)**	**276**
2015		
Hong Kong dollar	100	(400)
United States dollar	100	(65)
RMB	100	(170)
Hong Kong dollar	(100)	400
United States dollar	(100)	65
RMB	(100)	170

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Liquidity risk

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., trade and bills receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. In addition, banking facilities have been put in place for contingency purposes.

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

	2016 Within 1 year or on demand HK$'000
Trade and bills payables	**54,464**
Financial liabilities included in other payables and accruals	**85,889**
Interest-bearing bank borrowings	**149,011**
	289,364

	2015 Within 1 year or on demand HK$'000
Trade and bills payables	66,158
Financial liabilities included in other payables and accruals	98,766
Interest-bearing bank borrowings	167,024
	331,948

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as equity investments at fair value through profit or loss (note 22) and available-for-sale investments (note 15) as at 31 December 2016 and 31 December 2015. The Group's listed investments are listed on ACE Market of Bursa Malaysia Securities Berhad, New York Stock Exchange and the Taiwan Stock Exchange and are valued at quoted market prices at the end of the reporting period.

The following table demonstrates the sensitivity to every 1% change in the fair values of the Group's principal equity investments, 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, for the available-for-sale equity investments, the impact is deemed to be on the available-for-sale investment revaluation reserve and no account is given for factors such as impairment which might impact the statement of profit or loss.

	Carrying amount of equity investments HK$'000	**Increase/ (decrease) in profit before tax** HK$'000	**Increase/ (decrease) in equity** HK$'000
2016			
Investments listed in:			
US — Held-for-trading	**210**	**2**	**–**
Taiwan — Held-for-trading	**148**	**1**	**–**
Malaysia — Held-for-trading	**233**	**2**	**–**
Malaysia — Available-for-sale investments	**3,467**	**–**	**35**
2015			
Investments listed in:			
US — Held-for-trading	171	2	–
Taiwan — Held-for-trading	229	2	–
Malaysia — Held-for-trading	522	5	–
Malaysia — Available-for-sale investments	6,682	–	67

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2016 and 31 December 2015.

The Group monitors capital using a debt to equity ratio, which is interest-bearing bank borrowings divided by total equity attributable to owners of the parent. The debt to equity ratios as at the end of the reporting periods were as follows:

	2016 HK$'000	2015 HK$'000
Interest-bearing bank borrowings	149,011	160,190
Total equity attributable to owners of the parent	972,740	980,967
Debt to equity ratio	15%	16%

35. 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 HK$'000	2015 HK$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**559,088**	559,088
CURRENT ASSETS		
Prepayments and other receivables	**1,508**	2,070
Cash and cash equivalents	**1,023**	581
Total current assets	**2,531**	2,651
CURRENT LIABILITIES		
Other payables and accruals	**2,304**	2,594
NET CURRENT ASSETS	**227**	57
TOTAL ASSETS LESS CURRENT LIABILITIES	**559,315**	559,145
NON-CURRENT LIABILITY		
Due to a subsidiary	**195,207**	192,755
Net assets	**364,108**	366,390
EQUITY		
Issued capital	**119,975**	119,975
Reserves	**244,133**	246,415
Total equity	**364,108**	366,390

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(continued)*

A summary of the Company's reserves is as follows:

	Share premium account	Contributed surplus	Employee share-based compensation reserve	Accumulated losses	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 1 January 2015	53,597	448,209	–	(253,778)	248,028
Total comprehensive loss for the year	–	–	–	(1,613)	(1,613)
At 31 December 2015	**53,597**	**448,209**	**–**	**(255,391)**	**246,415**
Total comprehensive loss for the year	**–**	**–**	**–**	**(2,282)**	**(2,282)**
At 31 December 2016	**53,597**	**448,209**	**–**	**(257,673)**	**244,133**

The Company's contributed surplus represents the excess of the fair value of the shares of Founder HK acquired pursuant to the Group reorganisation on 31 March 2000 over the nominal value of the Company's shares issued in exchange therefor. Under the Bermuda Companies Act 1981 (as amended), the Company may make distributions to its shareholders out of the contributed surplus in certain circumstances.

36. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 24 March 2017.

PARTICULARS OF INVESTMENT PROPERTIES

31 DECEMBER 2016

Location	Use	Tenure	Percentage of interest attributable to the Group
Units 1, 2a, 2b, 3a, 3b, 4a, 4b, 5, 7a and 7b on 14th Floor Cable TV Tower 9 Hoi Shing Road Tsuen Wan New Territories Hong Kong	Office premises/ warehouse for rental	Medium term lease	100
Office car parking space P38 on 3rd Floor Cable TV Tower 9 Hoi Shing Road Tsuen Wan New Territories Hong Kong	Car parking space for rental	Medium term lease	100
Residential car parking space No. 324 on Podium Level 2 Rhine Garden 38 Castle Peak Road Sham Tseng New Territories Hong Kong	Car parking space for rental	Medium term lease	100
Flat B, 29th Floor, Block 3 Locwood Court Kingswood Villas 1 Tin Wu Road Tin Shui Wai Yuen Long New Territories Hong Kong	Residential premises for rental	Medium term lease	100

Location	Use	Tenure	Percentage of interest attributable to the Group
Flat B, 8th Floor, Block 2 and car parking space No. 60 on Level 1 Dragon Inn Court 9 Tsing Ha Lane Tuen Mun New Territories Hong Kong	Residential premises and car parking space for rental	Medium term lease	100
Flat D, 12th Floor, Block 2 Belvedere Garden Phase 2 620 Castle Peak Road Tsuen Wan New Territories Hong Kong	Residential premises for rental	Medium term lease	100
Units 1–7–1, 8–7–1 No.126 Yuzhou Road Jiulongpo District, Chongqing, China	Office premises for rental	Medium term lease	100

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

RESULTS

	Year ended 31 December				
	2016	2015	2014	2013	2012
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
REVENUE	**1,035,410**	963,628	1,079,869	1,291,015	2,130,753
PROFIT FOR THE YEAR	**40,180**	7,262	6,386	86,487	44,411
Attributable to:					
Owners of the parent	**40,235**	7,382	6,381	86,241	44,523
Non-controlling interests	**(55)**	(120)	5	246	(112)
	40,180	7,262	6,386	86,487	44,411

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	As at 31 December				
	2016	2015	2014	2013	2012
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
TOTAL ASSETS	**1,583,047**	1,658,491	1,692,087	1,609,332	1,505,836
TOTAL LIABILITIES	**(610,128)**	(677,279)	(730,562)	(659,061)	(731,613)
NON-CONTROLLING INTERESTS	**(179)**	(245)	(381)	(385)	(132)
	972,740	980,967	961,144	949,886	774,091