



(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

Stock Code 股份代號 : 181

2016

Annual Report

年報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors:

WANG Xiaowu (*Chairman of the Board*)
CHEN Danyun
CHEN Yang

Non-executive Directors:

FENG Qiang
ZHANG Fan
WANG Ruilian

Independent Non-executive Directors:

LAM Kwong Siu
LEUNG Hok Lim
NG Man Kung

COMPANY SECRETARY

CHAN Tao Ming

AUDIT COMMITTEE

LEUNG Hok Lim (*Chairman of the Committee*)
LAM Kwong Siu
NG Man Kung

REMUNERATION COMMITTEE

LAM Kwong Siu (*Chairman of the Committee*)
LEUNG Hok Lim
NG Man Kung

NOMINATION COMMITTEE

NG Man Kung (*Chairman of the Committee*)
LAM Kwong Siu
LEUNG Hok Lim

董事會

執行董事：

汪小武(董事會主席)
陳丹雲
陳揚

非執行董事：

馮強
張帆
王瑞煉

獨立非執行董事：

林廣兆
梁學濂
吳文拱

公司秘書

陳道明

審核委員會

梁學濂(委員會主席)
林廣兆
吳文拱

薪酬委員會

林廣兆(委員會主席)
梁學濂
吳文拱

提名委員會

吳文拱(委員會主席)
林廣兆
梁學濂

Corporate Information (Continued)

公司資料(續)

PRINCIPAL BANKERS

Hang Seng Bank Limited
Bank of China Limited
Industrial Bank Co., Ltd.

REGISTERED OFFICE

Room 3306–08, 33rd Floor
West Tower, Shun Tak Centre
200 Connaught Road Central
Hong Kong

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31st Floor, Gloucester Tower
The Landmark
11 Pedder Street, Central
Hong Kong

SOLICITORS

Paul Hastings
22nd Floor, Bank of China Tower
1 Garden Road
Hong Kong

SHARE REGISTRAR

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

STOCK CODE

00181

WEBSITE

www.fujianholdings.com

往來銀行

恒生銀行有限公司
中國銀行有限公司
興業銀行股份有限公司

註冊辦事處

中環干諾道中二百號
信德中心西座
33樓3306–08室

核數師

國衛會計師事務所有限公司
香港執業會計師
香港
中環畢打街11號
置地廣場
告羅士打大廈31樓

律師

普衡律師事務所
香港
花園道1號
中銀大廈22樓

股份過戶登記處

卓佳標準有限公司
香港灣仔
皇后大道東183號
合和中心22樓

股份代號

00181

網址

www.fujianholdings.com

Financial Summary

財務摘要

RESULTS

業績

		Year ended 31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元	Year ended 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元	Year ended 31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元	Year ended 31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	Year ended 31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元
Revenue	收益	28,827	25,706	10,688	12,666	15,017
Profit/(loss) before tax	除稅前盈利／(虧損)	1,514	(2,945)	(548)	(6,173)	1,422
Income tax credit	所得稅抵免	41	809	48	524	129
Profit/(loss) in the year	本年度盈利／(虧損)	1,555	(2,136)	(500)	(5,649)	1,551
Profit/(loss) attributable to owners of the Company	本公司持有人應佔盈利／(虧損)	1,666	(2,136)	(500)	(5,649)	1,551

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元	As at 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元	As at 31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元	As at 31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	As at 31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	445,070	247,829	147,608	148,052	153,710
Total liabilities	負債總值	(15,795)	(12,979)	(12,904)	(12,233)	(12,744)
Net assets	淨資產	429,275	234,850	134,704	135,819	140,966

Financial Summary (Continued)

財務摘要(續)

PER SHARE DATA

每股盈利／(虧損)

		As at 31 December 2016 二零一六年 十二月三十一日 HK Cents 港仙	As at 31 December 2015 二零一五年 十二月三十一日 HK Cents 港仙	As at 31 December 2014 二零一四年 十二月三十一日 HK Cents 港仙	As at 31 December 2013 二零一三年 十二月三十一日 HK Cents 港仙	As at 31 December 2012 二零一二年 十二月三十一日 HK Cents 港仙
Earnings/(loss) per share	每股盈利／(虧損)	0.18	(0.33)	(0.09)	(1.06)	0.29
Net book value per share	每股賬面淨值	37.88	29.90	25.21	25.42	26.39

Financial Summary (Continued)

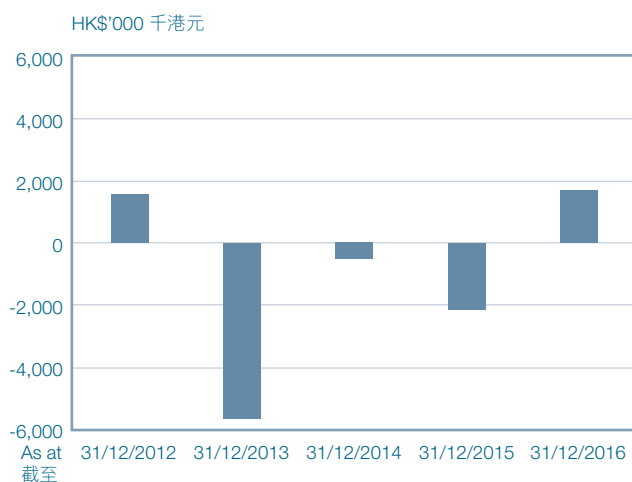
財務摘要(續)

PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY

本公司持有人應佔盈利／(虧損)

(excluding extra-ordinary items)

(不包括非經常性項目)

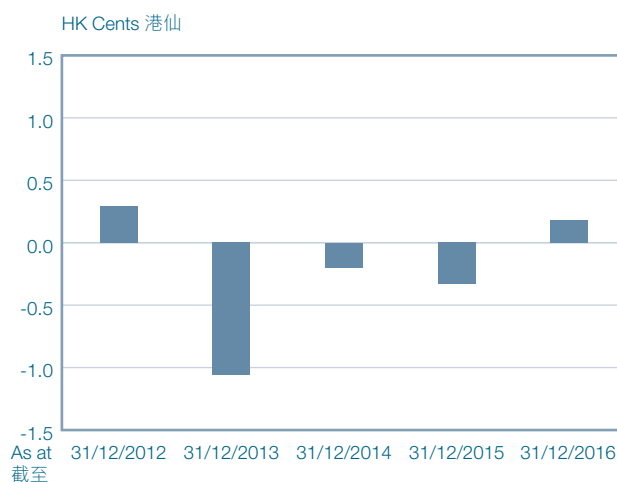


EARNINGS/(LOSS) PER SHARE

每股盈利／(虧損)

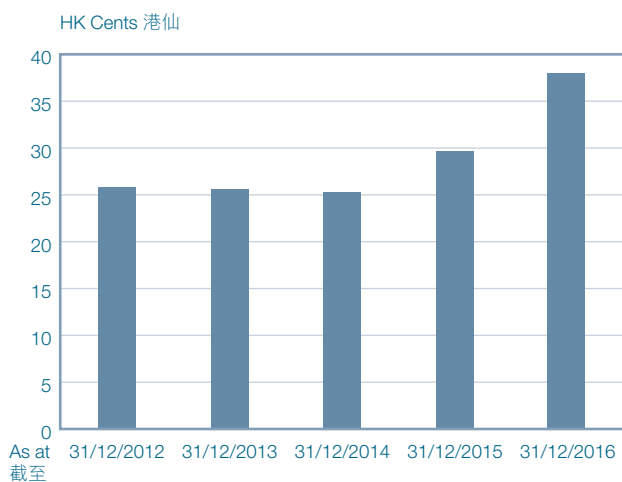
(excluding extra-ordinary items)

(不包括非經常性項目)



NET BOOK VALUE PER SHARE

每股賬面淨值



Financial Summary (Continued)

財務摘要(續)

As of 31 December 於十二月三十一日		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	Changes 變動 %
Financial highlights	財務摘要			
Revenue	收益	28,827	25,706	+12%
Profit/(loss) for the year	本年盈利/(虧損)	1,555	(2,136)	+173%
Earnings/(loss) per share (HK cents per share)	每股盈利/(虧損) (每股港仙)			
Basic	基本	0.18	(0.33)	N/A
Diluted	攤薄	0.18	(0.33) (Restated) (重列)	N/A
		RMB 人民幣	RMB 人民幣	
Average daily room rate	平均每天房價	251	256	-2%
Hotel occupancy rate	酒店入住率	54.92%	50.87%	+4.05ppt
Liquidity ratios	流動資金比率			
Current ratio	流動比率	10.09	15.64	
Average trade receivables turnover days ⁽¹⁾	平均貿易應收款項 周轉天數 ⁽¹⁾	9.61	7.40 (Restated) (重列)	
Capital ratio	資金比率			
Gearing ratio ⁽²⁾	資產負債比率 ⁽²⁾	1.08	2.01	

Notes:

- (1) Average trade receivables turnover days is equal to the average of the beginning and closing trade and bills receivables balance divided by turnover and multiplied by the number of days in the year.
- (2) Gearing ratio equals non-current liabilities divided by total equity.

附註：

- (1) 平均貿易應收款項周轉天數等於貿易應收款項及應收票據的年初及年終結餘的平均值除以營業額，再乘以年內天數。
- (2) 資產負債比率等於非流動負債除以權益總額。

Chairman's Statement

主席報告

On behalf of the Board of Directors (the "Board" or "Directors") of Fujian Holdings Limited (the "Company"), I hereby present the annual report and the audited consolidated financial statements of the Company together with our subsidiaries (collectively the "Group") for the financial year ended 31 December 2016 ("2016" or the "current year" or "Reporting year" or the "year under review") to the shareholders of the Company (the "Shareholders").

BUSINESS REVIEW

For the year ended 31 December 2016, the Group recorded a revenue of approximately HK\$28.83 million, representing an increase of approximately 12.14% as compared to approximately HK\$25.71 million in the corresponding period last year.

Net profit attributable to shareholders was approximately HK\$1.66 million (2015: loss of approximately HK\$2.14 million).

Earnings per share was approximately 0.18 HK cents for year ended 31 December 2016 (2015: loss per share approximately 0.33 HK cents).

Net assets (Total assets less total liabilities) increase by approximately HK\$194.43 million to approximately HK\$429.28 million as compared with HK\$234.85 million as at 31 December 2015.

DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 31 December 2016.

PROSPECTS

Going forward, the Group will grasp the development trend of tourism and other industries, continue to resolve problems and difficulties in our business development, confronting challenges, deploying and implementing good business strategies in order to enhance our internal driving force and long-term competitiveness for our sustainable development, thereby providing foundation for our future development.

本人謹代表閩港控股有限公司(「本公司」)董事會(「董事會」或「董事」)提呈本公司及其附屬公司(統稱「本集團」)截至二零一六年十二月三十一日止之財政年度(「二零一六年」或「本年度」或「本報告期」或「回顧期」)報告及經審核之綜合財務報表，以供本公司股東(「股東」)省覽。

業務回顧

截至二零一六年十二月三十一日止年度，本集團收益達2,883萬港元，與去年同期約2,571萬港元比較，上升約12.14%。

本公司持有人應佔盈利約166萬港元(二零一五年：虧損約214萬港元)。

截至二零一六年十二月三十一日止年度，每股盈利0.18港仙(二零一五年：每股虧損約0.33港仙)。

淨資產(總資產減總負債)比截至二零一五年十二月三十一日之23,485萬港元增加約19,443萬港元至約為42,928萬港元。

股息

董事不建議派發二零一六年十二月三十一日止年度任何股息。

前景展望

未來，本集團將抓緊旅遊產業及其他產業的發展態勢，不斷解決經營發展中存在的問題和困難，勇於面對挑戰，部署和實施好經營策略，以提升本集團持續發展的內在動力與長期競爭力，為未來發展提供必要支撐。

Chairman's Statement (Continued)

主席報告(續)

Besides, the Group will accelerate the process of review of our existing business and continuously update the business plan and strategies regularly to meet the company's development. Meanwhile, the Group also constantly reviews and extends its risk management measures, financial and operational management capabilities to ensure that they cover the full extent of its operations.

Our strategic aim remains to achieving a long-term sustainable growth by strengthening its existing business and seeking investment opportunities in tourist related industries and other business areas based on our strengths in the Fujian Province.

Our overall objective is to better utilize the Group's resources in order to maximize every shareholder's interest.

此外，本集團將加快檢討現有業務及不斷地更新業務計劃與策略以配合公司發展。與此同時，本集團並會持續檢討及擴大合適的風險、財務及營運管理措施，確保措施覆蓋整個業務範圍。

我們之策略目標仍然是透過加強現有業務及依據我們於福建省之優勢，在旅遊相關行業及其他商業領域尋找投資機會，以達致長遠可持續增長。

本集團之整體目標為更妥善運用其資源，為各股東創造最大之利益。

ACKNOWLEDGEMENTS

I would like to take this opportunity to extend my sincere gratitude to all Shareholders, business partners and customers for their support, and to all our colleagues for their efforts, hard work and dedication. Their hardwork represents the foundation of the Group's future business development.

致謝

本人謹此感謝各位股東、合作伙伴及客戶在過去一年對本集團的鼎力支持。本人亦藉此衷心感謝集團全體員工的辛勤工作和無私奉獻，他們的努力為集團未來業務的發展奠定了堅實基礎。

Wang Xiaowu

Chairman

Hong Kong, 24 March 2017

汪小武

主席

香港，二零一七年三月二十四日

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

For the year ended 31 December 2016, the Group recorded net profit attributable to owners of the Company approximately HK\$1.66 million (2015: loss approximately HK\$2.14 million). The profit was mainly due to the much higher gains arising on change in fair value of investment properties for the year 2016 when compared to the corresponding financial year. Without consider the relevant cost incurred on corporate exercise. The net effect of the increase was approximately HK\$5.39 million in net increase in fair value of investment properties as compared with the correspondence period last year.

The turnover of the Group for the year ended 31 December 2016 amounted to approximately HK\$28.83 million, representing an increased by approximately 12.14% as compared to approximately HK\$25.71 million in the previous year. The increase is mainly due to the increase in business volume of star-rated hotel operation and rental income of the properties in Hong Kong during the year under review.

Given our good balance sheet status and cash generation ability, our financial position continues to be strong. For the year ended 31 December 2016, the gearing ratio (divided non-current liabilities by equity plus non-current liabilities multiple by 100 which results in percentage) of the Group was 1.08 (2015: 2.01 (Restated)).

OPERATIONAL REVIEW

A. Star-rated hotel operation

Star-rated hotel operation is the main source of revenue for the Group. For the year ended 31 December 2016, the turnover of the hotel was approximately HK\$25.83 million (2015: HK\$24.32 million), representing an increase of approximately 6.21% from the corresponding financial year.

For the year under review, the average occupancy rate was approximately 54.92% (2015: 50.87%), representing an increase of 4.05% over the previous year. Average daily rate (ADR) was approximately RMB251 (2015: RMB256 (restated)) representing a decrease of 2% over the corresponding financial year.

業務回顧

截至二零一六年十二月三十一日止年度，本集團錄得本公司持有人應佔盈利約166萬港元（二零一五年：虧損約214萬港元）。盈利主要由於二零一六年投資物業公允價值淨增加較去年增加所致。對比上年度，在不考慮到相關企業行動成本情況下，投資物業的公允價值淨增加上升約539萬港元。

截至二零一六年十二月三十一日止年度內，本集團營業額達2,883萬港元，與去年約2,571萬港元之數字比較，增加約12.14%。此乃主要因為於回顧期內，星級酒店業務量及香港物業租金收入增加所致。

基於本集團優好的資產負債狀況及現金增值能力，本公司的財務狀況持續穩健。截至二零一六年十二月三十一日止年度，本集團資本負債比率（非流動負債與股本權益總額加非流動負債之百份比）為1.08（二零一五年：2.01（重列））。

營運回顧

A. 星級酒店營運

星級酒店經營是本集團主要收入來源。截至二零一六年十二月三十一日止年度，酒店營業額約為2,583萬港元（二零一五年：2,432萬港元），較去年相應回顧期內上升約6.21%。

於回顧期內，平均入住率約為54.92%（二零一五年：50.87%），較去年相應回顧期內上升約4.05%。平均每天房價則約為人民幣251元（二零一五年：人民幣256元（重列）），較去年相應回顧期內下降約2%。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

OPERATIONAL REVIEW (Continued)

A. Star-rated hotel operation (Continued)

The following table sets out the amount and percentage of contributions from different businesses of the star-rated hotel operation for the year ended 31 December 2016, together with comparative figures of 2015:

		31 December 2016 二零一六年十二月三十一日		31 December 2015 二零一五年十二月三十一日	
		Amount HK\$'000 千港元	% in turnover 佔營業額 百分比	Amount HK\$'000 千港元 (Restated) (重列)	% in turnover 佔營業額 百分比 (Restated) (重列)
Accommodation revenue	客房銷售收入	11,169	43%	11,735	48%
Rental revenue	出租收入	5,842	23%	5,478	23%
Catering	餐飲服務	8,008	31%	6,901	28%
Others	其他	808	3%	206	1%
		25,827	100%	24,320	100%

Accommodation revenue

The accommodation revenue was mainly determined by the number of available rooms, occupancy rate and ADR of the Group's hotels. During the year under review, the accommodation revenue of star-rated hotels was approximately HK\$11.17 million, representing a slightly decrease of approximately 4.82% over the corresponding period of 2015.

Rental revenue

In order to stabilize the income of the hotel operation, the hotel let out the shopping centre in the Group's hotel. This contributed to approximately HK\$5.84 million in rental revenue during the year under review, representing approximately 23% of the hotel operation's turnover.

營運回顧(續)

A. 星級酒店營運(續)

截至二零一六年十二月三十一日止年度期間，本集團星級酒店營運於各分類業務的營業額及應佔營業額百分比與二零一五年同期比較如下：

客房銷售收入

房間出租收入主要取決於本集團酒店的可供出租客房、入住率及平均每天房價。回顧年度內，星級酒店營運房間出租收入為約1,117萬港元，較二零一五年同期輕微下降約4.82%。

出租收入

為保持穩定收入，酒店將本集團之酒店內商場出租。此舉為集團於回顧期內貢獻約584萬港元之出租收入，佔酒店業務營業額23%。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

OPERATIONAL REVIEW (Continued)

A. Star-rated hotel operation (Continued)

Catering revenue

Starting from 2015, the Group made a major effort to develop the catering business through the hotel. During the year under review which generating revenue of approximately HK\$8 million representing approximately 31% of the hotel operation's turnover.

Increasing costs arising from the operating environment, especially from increasing wages, remains the key challenge for the hotel industry. To overcome these adversities, the Group will continue to implement tight cost control measures and seek further improvement in operational efficiency to minimize the adverse impacts.

B. Hong Kong properties held by the Group

The occupancy rate for the properties of the Group in Hong Kong is nearly full during the year under review, which brought a steady rental income to the Group.

The rental income of the properties in Hong Kong was approximately HK\$3 million, while the Group recorded approximately HK\$1.39 million for the corresponding period of last year.

With the support of the stable local economy growth, we are confident in delivering continued revenue growth in 2017. Rental reversion and stable occupancy will drive revenue growth for the Group's properties.

Acquisition of investment property

Reference is made to the announcements of the Company dated 17 June 2016 and 11 August 2016 and the circular of the Company dated 25 July 2016. Terms used hereinafter are defined in the aforementioned announcements and circular.

營運回顧(續)

A. 星級酒店營運(續)

餐飲收入

自2015年，酒店大力發展其團膳業務。於回顧期內為本集團帶來約800萬港元的收入，佔酒店業務營業額約31%。

營運環境成本不斷高漲，尤其是工資持續上升，為行業帶來挑戰。為克服此等不利情況，本集團將繼續實行嚴格成本監控措施，尋求進一步改善營運效率，務求盡量減低不利影響。

B. 香港物業

於回顧期內，本集團物業之出租率接近完全租出，為本集團持續帶來穩定之租金收入。

香港物業租金收入約為300萬港元，本集團於去年同期錄得約為139萬港元。

在本地穩定的經濟發展帶動下，我們有信心在二零一七年度能取得持續的收益增長。續租租金向上調整及穩定的租用率將帶來持續的收益及收入增長。

收購投資物業

茲提述本公司日期為二零一六年六月十七日及二零一六年八月十一日之公告及二零一六年七月二十五日之通函。本報告以下所用詞彙之定義見上述公告及通函。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

OPERATIONAL REVIEW (Continued)

B. Hong Kong properties held by the Group (Continued)

Acquisition of investment property (Continued)

On 17 June 2016, Champ Profit Asia Investment Limited (the “Purchaser”) (a wholly-owned subsidiary of the Company) and Hua Min Tourism Company Limited (the “Vendor”) entered into the Sale and Purchase Agreement, pursuant to which the Purchaser conditionally agreed to acquire and the Vendor conditionally agreed to sell the Offices A, C and D of 21st Floor, Wing On House, No. 71 Des Voeux Road, Central, Hong Kong at a consideration of HK\$148,000,000 (the “Consideration”); and the Company, HC Technology Capital Company Limited (the “Subscriber”), the controlling Shareholder of the Company which at that time beneficially held 425,830,722 Shares, representing approximately 53.14% of the issued share capital of the Company, the Vendor and the Purchaser entered into the Subscription Agreement pursuant to which the parties agreed that the Consideration shall be satisfied by the allotment of 344,186,000 Shares by the Company to the Subscriber at the subscription price of HK\$0.43 per subscription share; and the payment by the Purchaser to the Vendor of the remaining purchase price, being HK\$20, in cash. The resolution in relation to the Sale and Purchase Agreement, the Subscription Agreement and the transactions contemplated thereunder was approved at the EGM held on 11 August 2016 and the acquisition was completed in the financial year under review.

At that time, FTDC, through the Subscriber and Pinoge Company Limited, its wholly-owned subsidiaries, held 433,882,772 Shares (representing approximately 54.14% of the issued share capital of the Company). In addition, FTDC, through Fujian Huamin Industrial Group Company Limited, its wholly-owned subsidiary, held 100% issued share capital of the Vendor. As such, the Vendor and the Subscriber are connected persons of the Company. As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Transfer exceed 25% but below 100%, the Transfer constitutes a major and connected transaction of the Company subject to the reporting, announcement, circular and the Independent Shareholders’ approval requirements under Chapter 14 and Chapter 14A of the Listing Rules.

營運回顧(續)

B. 香港物業(續)

收購投資物業(續)

於二零一六年六月十七日，益潤亞太投資有限公司(「買方」)(本公司全資附屬公司)與華閩旅遊有限公司(「賣方」)訂立買賣協議，據此，買方已有條件同意收購且賣方已有條件同意出售香港中環德輔道中71號永安集團大廈21樓的辦公室A、辦公室C及辦公室D，代價為148,000,000港元；及本公司、華晶科技投資有限公司(「認購人」)(為本公司控股股東，其實益持有425,830,722股股份，佔本公司已發行股本約53.14%)、賣方及買方訂立認購協議，據此，訂約方同意，代價將藉由本公司按認購價每股認購股份0.43港元向認購人配發344,186,000股股份；及由買方向賣方以現金20港元支付其餘購買價，有關買賣協議，認購協議已於二零一六年八月十一日舉行的股東特別大會上獲批准及收購已於本回顧期內完成。

於當時，旅遊集團通過認購人及浩特有限公司(均為其全資附屬公司)持有433,882,772股股份(佔本公司已發行股本約54.14%)。此外，旅遊集團通過華閩實業(集團)有限公司(其全資附屬公司)持有賣方之100%已發行股本。因此，賣方及認購人均為本公司關連人士。由於有關轉讓之一項或以上適用百分比率(定義見上市規則)超過25%但少於100%，轉讓構成本公司之主要及關連交易，並須遵守上市規則第14章及第14A章項下之申報、公告、通函及獨立股東批准之規定。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

OPERATIONAL REVIEW (Continued)

B. Hong Kong properties held by the Group (Continued)

Acquisition of investment property (Continued)

The Board considers that the above transfer would enlarge and diversify the Group's existing investment properties portfolio with high quality assets, strengthen the income and cash flow base of the Group and provide capital appreciation potential to the Group. The Group intends to hold the property for long-term investment purposes and rental income generation. The Board considers that the Subscription reflects the confidence and commitment of HC Technology, a controlling Shareholder, towards the long-term and sustainable development of the Company, and that the continuing support of the controlling Shareholder is crucial to ensure the business stability and long-term development of the Group.

C. Piano Manufacturing

The Group diversified its business into piano manufacturing by acquiring a 25% equity interest in Fuzhou Harmony Piano Co. Ltd. ("Harmony Piano") in 2005. This business interest has brought a steady profit to the Group for past few years. For the year under review, the interest in Harmony Piano recorded a Share of loss of Harmony Piano approximately HK\$0.35 million (31 December 2015: Profit of approximately HK\$1.82 million) which was primarily due to a large one-off professional charge incurred during the year.

FORMATION OF JOINT VENTURE

Reference is made to the announcements of the Company date 23 August 2016. Terms used hereinafter are defined in the aforementioned announcement.

On 23 August 2016, the Company and FHIG (a controlling shareholder of the Company) entered into the Investment Agreement in respect of the establishment of the Joint Venture. The Company and FHIG agreed to establish the Joint Venture. The registered capital of the Joint Venture will be RMB80 million, to which the Company and FHIG will contribute RMB40.8 million and RMB39.2 million, respectively. Upon the establishment of the Joint Venture, the Company and FHIG will hold 51% and 49%, respectively, of the equity interest in the Joint Venture. The contributions are to be paid in full within two years of the date of issuance of business license of the Joint Venture.

營運回顧(續)

B. 香港物業(續)

收購投資物業(續)

董事會認為，轉讓將會擴大本集團目前具有優質資產之投資物業組合並使組合多元化、加強本集團之收入及現金流量基礎及為本集團提供資本升值潛力。本集團有意就長期投資目的及產生租金收入持有該物業。董事會認為，認購事項反映控股股東華晶科技對本公司長遠及可持續發展之信心及承擔，而控股股東對本集團之業務穩定性及長遠發展乃屬至關重要。

C. 鋼琴製造

本集團於二零零五年透過完成收購福州和聲鋼琴股份有限公司(原稱：福州和聲鋼琴有限公司)25%股權而擴展業務至鋼琴製造業。過去多年來此業務為本集團帶來穩定之盈利。截至二零一六年十二月三十一日止，因產生大型一次性的專業費用，應佔和聲鋼琴之權益因而錄得約35萬港元虧損(二零一五年：約182萬港元盈利)。

成立合營公司

茲提述本公司日期為二零一六年八月二十三日之公告。本報告以下所用詞彙之定義見上述公告。

於二零一六年八月二十三日，本公司與華閩實業(本公司之控股股東)就成立合營公司訂立投資協議。本公司與華閩實業已同意成立合營公司。合營公司之註冊資本將為人民幣80,000,000元，本公司及華閩實業將分別出資人民幣40,800,000元及人民幣39,200,000元。成立合營公司後，本公司及華閩實業將分別持有合營公司之51%及49%股本權益。出資金額將於合營公司獲發營業執照當日起計兩年內悉數支付。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FORMATION OF JOINT VENTURE (Continued)

The total initial capital contribution of RMB80 million to the Joint Venture was determined by the parties after arm's length negotiations with reference to the minimum level of capital contribution required for the Joint Venture to be able to take advantage of the tax and financial benefits from the China (Fujian) Pilot Free Trade Zone (中國(福建)自由貿易試驗區).

The capital contribution on the part of the Company was funded from the funds raised under the open offer of the Company conducted in 2015, details of which were disclosed in the Company's prospectus dated 28 July 2015.

The business scope of the Joint Venture is mainly tourism related leasing service within the Fujian Province, PRC, including but not limited to leasing of caravan compartments and cable car and vessel finance leasing business.

The Joint Venture shall engage in business for a term of 30 years, calculated from the date of issuance of business license of the Joint Venture.

The Directors believe that the establishment of the Joint Venture will allow the Group to take advantage of the economic benefits from the free trade zone in Fujian Province and to diversify the business of the Group to leasing of tourism related leasing service within the Fujian Province, PRC, including but not limited to caravan compartments and cable car, which would allow the Group to diversify its streams of income.

FHIG indirectly holds 67.92% of the issued share capital of the Company and is a controlling shareholder of the Company. Therefore, FHIG is a connected person of the Company for the purposes of Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Investment Agreement constitute connected transactions of the Company. As one or more of the applicable percentage ratios in respect of the transactions contemplated under the Investment Agreement exceed 5% but are less than 25%, the transactions contemplated under the Investment Agreement constitute a discloseable and connected transaction of the Company which is subject to the reporting, announcement and shareholder's approval requirements under the Listing Rules.

成立合營公司(續)

合營公司初步出資之總額人民幣80,000,000元，此乃由各訂約方經公平磋商，並參考為使合營公司可受惠於中國(福建)自由貿易試驗區之稅務及財務優惠待遇所需的最低出資水平而釐定。

本公司之出資金額將由本公司於二零一五年進行的公開發售所籌集的資金撥付，有關詳情已於本公司日期為二零一五年七月二十八日之招股章程披露。

合營公司之業務範疇將主要於中國福建省從事旅遊相關租賃服務，包括但不限於房車及索道之租賃以及船舶融資租賃業務。

合營公司的經營期限為自其商業牌照發出日期起計30年。

董事相信，成立合營公司讓本集團受惠於福建省自由貿易區的經濟利益，並使本集團業務擴展至於中國福建省從事旅遊相關租賃服務，包括但不限於房車及索道之租賃，業務將更趨多元化，使本集團的收入來源更為廣泛。

華閩實業間接持有本公司已發行股本67.92%，並為本公司控股股東。因此，就上市規則第14A章而言，華閩實業為本公司關連人士。故此，投資協議項下擬進行之交易構成本公司的關連交易。由於投資協議項下擬進行之交易的一項或以上適用百分比率超過5%但少於25%，投資協議項下擬進行之交易構成本公司的須予披露及關連交易，並須遵守上市規則項下之申報、公告及股東批准規定。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FORMATION OF JOINT VENTURE (Continued)

FHIG, being a controlling shareholder of the Company indirectly interested in approximately 67.92% of the issued share capital of the Company, and its indirectly wholly-owned subsidiaries (including HC Technology Capital Company Limited and Pinoge Company Limited, which are directly interested in approximately 67.22% and 0.7% of the issued share capital of the Company respectively) being connected persons of the Company and having material interests in the Investment Agreement (which are different from those of the Independent Shareholders), will abstain from voting at the EGM for the relevant resolution.

The resolution in relation to the investment Agreement was approved by the Independent Shareholders at the EGM held on 20 October 2016.

On 6 January 2017, The Company and FHIG agreed that the registered capital of the Joint Venture shall be increased from RMB80 million to RMB170 million. The Company and FHIG shall contribute RMB27.2 million and RMB62.8 million to the increase in capital of the Joint Venture, respectively. Upon the completion of the subscription, the total capital contributions of the Company and FHIG to the Joint Venture would be increased to RMB68 million and RMB102 million, representing 40% and 60% of the registered capital of the Joint Venture, respectively.

Upon the completion of the transactions under the Capital Increase Agreement, the Company and FHIG will hold 40% and 60% of the equity interest in the Joint Venture, respectively, and the Joint Venture will cease to be a subsidiary of the Company and become an associate of the Company.

Based on the intention of the parties, all of the additional funding to the Joint Venture (after deducting minor amounts to be retained as working capital) are proposed to be utilised to further expand the sale and leaseback business of the Joint Venture. At present, the Joint Venture does not have sufficient net assets for the expected funding of the above operations. Therefore, the Capital Increase Agreement was entered in respect of the increase in capital in the Joint Venture.

成立合營公司(續)

華閩實業為間接於本公司約67.92%已發行股本中擁有權益的本公司控股股東，而其間接全資附屬公司(包括華晶科技投資有限公司及浩特有限公司，分別於本公司約67.22%及0.7%已發行股本中直接擁有權益為本公司關連人士，並於投資協議中擁有重大利益(而與獨立股東的利益不同)，故華閩實業及其聯營公司將於股東特別大會上就相關決議案放棄投票。

有關投資協議的決議已於二零一六年十月二十日之股東特別大會由獨立股東通過。

於二零一七年一月六日本公司及華閩實業同意將上述合營公司之註冊資本由人民幣80,000,000元增加至人民幣170,000,000元。本公司及華閩實業須就於合營公司分別出資人民幣27,200,000元及人民幣62,800,000元。本次增資完成後，本公司及華閩實業於合營公司之總出資將分別增加至人民幣68,000,000元及人民幣102,000,000元，相當於合營公司註冊資本之40%及60%。

於增資協議項下之交易完成後，本公司及華閩實業將分別持有合營公司之40%及60%股權，合營公司將不再為本公司之附屬公司，而成為本公司之聯營公司。

根據訂約方之意向，給予合營公司的全部額外資金(扣除少量留作營運資金的數額後)擬將用於進一步擴大合營公司的售後回租業務。目前，合營公司並無足夠的淨資金作為以上營運的預期資金。因此，增資協議乃就合營公司資本增加訂立。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FORMATION OF JOINT VENTURE (Continued)

Given that relatively large amounts of capital are required in the finance leasing business, the Board believes that the proposed increase of capital of the Joint Venture to RMB170 million pursuant to the Capital Increase Agreement can further expand and develop the finance leasing business of the Joint Venture, which would diversify the income streams of the Group and increase the profitability of the Group. Given that the Joint Venture will continue to engage in the finance leasing business, the Company expects that it can share the results of the Joint Venture (as an associate of the Company) in the future, and hence, its income stream can be diversified and would not be limited to hotel operations and property investment.

The increase of paid-up capital of the Joint Venture to RMB170 million would allow the Joint Venture to take advantage of certain PRC tax benefits for finance leasing and sale and leaseback businesses, which would allow immediate reimbursement after levy (即徵即退) of the part of the actual tax burden (實際稅負) of value-added taxation over 3%, such that the overall actual value-added taxation would be not more than 3%.

FHIG indirectly held 67.92% of the issued share capital of the Company and was a controlling shareholder of the Company. Therefore, FHIG is a connected person of the Company for the purposes of Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Capital Increase Agreement constitute connected transactions of the Company.

As one or more of the applicable percentage ratios in respect of the transactions contemplated under the Capital Increase Agreement, on an aggregated basis with the transactions under the Investment Agreement which were entered into within a 12-month period, exceed 5% but are less than 25%, the transactions contemplated under the Capital Increase Agreement constitute a discloseable and connected transaction of the Company which is subject to the reporting, announcement and shareholder approval requirements under the Listing Rules.

成立合營公司(續)

由於融資租賃業務需要相對較大的資金，為了進一步擴大和發展合營公司之融資租賃業務，使本集團之收入來源更多樣化及增強本集團的盈利能力，董事會擬根據增資協議增加合營公司的註冊資本金至人民幣170,000,000元。由於合營公司將繼續從事融資租賃業務，本公司預期日後可分享合營公司(作為本公司的聯系人)的業績，因此，其收入來源可多元化且將不會受限於酒店經營及物業投資。

增加合營公司的實收資本至人民幣170,000,000元也可使合營公司於融資租賃及售後回租業務享受若干中國稅項優惠，使增值稅實際稅負中超過3%的部分享有即徵即退。使整體實際增值稅負將不超過3%。

華閩實業間接持有本公司已發行股本之67.92%，並為本公司控股股東。因此，就上市規則第14A章而言，華閩實業為本公司關連人士。故此，增資協議項下擬進行之交易構成本公司的關連交易。

由於增資協議項下擬進行之交易的一項或以上適用百分比率(與於12個月期間內根據投資協議訂立之交易匯總計算)超過5%但少於25%，增資協議項下擬進行之交易構成本公司的須予披露及關連交易，並須遵守上市規則項下之申報、公告及股東批准的規定。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FORMATION OF JOINT VENTURE (Continued)

FHIG, being a controlling shareholder of the Company indirectly interested in 778,068,772 Shares, representing approximately 67.92% of the issued share capital of the Company, and its indirectly wholly-owned subsidiaries (including HC Technology and Pinoge, which are directly interested in 770,016,722 Shares and 8,052,050 Shares, representing approximately 67.22% and 0.70% of the issued share capital of the Company respectively, being connected persons of the Company and having material interests in the Capital Increase Agreement (which are different from those of the Independent Shareholders), will abstain from voting at the EGM on the relevant resolution. Save for the aforesaid and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries as at the Latest Practicable Date, no other Shareholder was involved in or interested in the Capital Increase Agreement which requires such Shareholder to abstain from voting on the proposed resolution to approve the Capital Increase Agreement at the EGM.

The resolution related to the Capital Increase Agreement was approved at the extraordinary general meeting of the Company dated 23 March 2017.

FUTURE DEVELOPMENT

Improved customer services and better hotel facilities are core competitive advantages to seize the growth opportunity in local tourism and restaurant industries. The Board believes that the hotel business in Xiamen will contribute positively to the Group. Meanwhile, the hotel management is enhancing sales force regarding wedding banquet, catering and related services as well.

The uncertainties in global economic recovery, slowdown in domestic macro-economic growth, structural oversupply in the hotel industry and the rapid development of information technology relating to mobile internet will continue to affect the development of the Group's principal business. With the implementation of the "Several Opinions of the State Council on Promoting the Reform and Development of the Tourism Industry", the radiation effect of free trade zones in Fujian Province, we can see bright future for the development of hotel, tourism industry and tourism related services in China. Well-positioned to address these challenges and take these development opportunities, the Group remains fully confident in its future development.

成立合營公司(續)

華閩實業為於778,068,772股股份(佔本公司約67.92%已發行股本)中間接擁有權益的本公司控股股東，而其間接全資附屬公司(包括華晶科技及浩特，分別於770,016,722股及8,052,050股股份(佔本公司約67.22%及0.70%已發行股本)中直接擁有權益)為本公司關連人士，並於增資協議中擁有重大利益(而與獨立股東的利益不同)，故華閩實業及其聯繫人將於股東特別大會上就相關決議案放棄投票。除上述者外及據董事經於最後實際可行日期作出一切合理查詢後所深知、盡悉及確信，概無其他股東參與增資協議或於當中擁有利益，而令該股東須在股東特別大會上就批准增資協議之提呈決議案放棄投票。

有關增資協議之決議案已於二零一七年三月二十三日之股東特別大會上批准。

未來發展

優質的客戶服務及良好的酒店設施是進一步提升核心競爭優勢及抓緊當地旅遊及餐飲業增長機遇的主要元素。董事會相信，廈門酒店業務將為本集團帶來正面貢獻。與此同時，酒店管理層亦正加強有關婚宴、團膳及相關服務的銷售力度。

全球經濟復甦存在不確定性、國內宏觀經濟增速放緩、酒店行業階段性結構性供過於求、以及移動互聯網信息技術快速發展等因素將繼續影響本集團主營業務的發展。但隨着國務院《關於促進旅遊業改革發展的若干意見》等政策的落實，以及福建自由貿易區等項目的輻射效應，中國之酒店業、旅遊業及旅遊相關服務業未來發展前景廣闊。本集團將積極應對挑戰，把握發展機遇，對未來發展充滿信心。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FUTURE DEVELOPMENT (Continued)

The group will strive to seize the opportunity presented by the reform of state-owned assets, give full play to the strengths of FTDC as “Top 20 advantage Tourism Group in China” and seek investment opportunities in tourist related and other business areas, together with accelerate the reform in the area of institutional mechanisms, integrate the industry chains of hotel, tourism and other businesses, effectively improve the asset liquidity of the Company, further increase our overall asset return and diversify the income streams and business of the Group, so as to further increase our overall asset return and enterprise value.

FINANCIAL REVIEW

Capital structure

As at 31 December 2016, the total share capital of the Company was HK\$898,839,029 divided into 1,145,546,000 ordinary shares.

Liquidity and Financial Resources

As at 31 December 2016, the Group had a net cash balance of approximately HK\$100.04 million (2015: HK\$127.32 million). The Group's net asset value (assets less liabilities) was approximately HK\$429.28 million (2015: HK\$234.85 million), with a liquidity ratio (ratio of current assets to current liabilities) of 10.09 (2015: 15.64). During the year under review, there was no material change in the Group's funding and treasury policy. The Directors do not expect the Company to experience any problem with liquidity and financial resources in the foreseeable future.

Charge on Assets

As at 31 December 2016, the Group had not charged any of its assets.

The Equity and Treasury Policy

The funding and treasury policies of existing subsidiaries of the Group are centrally managed and controlled by the Group's senior management in Hong Kong.

未來發展(續)

本集團將努力把握國資改革機遇，充分發揮旅遊集團作為「中國旅遊集團20強」之優勢，於旅遊相關行業及其他商業領域下積極尋求投資機會，加速推進機制體制改革，整合酒店資源、旅遊產業及其他產業鏈，有效推進資產流動和產業調整，促使公司業務和收入來源多元化，進一步提升資產的整體回報和企業價值。

財務回顧

資本架構

於二零一六年十二月三十一日，本公司之股本總額為898,839,029港元，分為1,145,546,000股。

流動資金及財務資源

截至二零一六年十二月三十一日止，本集團之現金結餘淨額約為10,004萬港元(二零一五年：12,732萬港元)。本集團之資產淨值(資產減負債)約為42,928萬港元(二零一五年：23,485萬港元)。流動比率(流動資產與流動負債之比率)為10.09(二零一五年：15.64)。於回顧年度內，本集團之資金及財政政策並無重大改變。董事認為，本公司在可預見的未來並不會遇上任何資金流動性和財務資源上的問題。

資產抵押

於二零一六年十二月三十一日，本集團並無就其任何資產作出抵押。

資金及財務政策

本集團之現有附屬公司之資金及財政政策均由香港之高級管理層集中管理及監控。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FINANCIAL REVIEW (Continued)

Bank Loans and Other Borrowings

There were no outstanding bank loan and other borrowings by the Company and the Group as at 31 December 2016 (2015: Nil).

Capitalised Borrowing Costs

No borrowing costs were being capitalised during the year ended 31 December 2016 (2015: Nil).

Exposure to fluctuation in exchange rate and related hedges

There has been no significant change in the Group's policy in terms of exchange rate exposure. The Group operates mainly in Hong Kong and the PRC. Most of the transactions and cash and cash equivalents are denominated in Hong Kong dollars ("HK\$") and in Renminbi (RMB). The Group is exposed to foreign currency risk due to the exchange rate fluctuation of RMB against HK\$. Moderate fluctuation of RMB against HK\$ was expected. The Group considered the foreign currency risk exposure is acceptable. However, management of the Group will monitor foreign exposure closely and consider the use of hedging instruments when necessary.

The funding and treasury policies of existing subsidiaries of the Group are centrally managed and controlled by the Group's senior management in Hong Kong.

Substantial Acquisition and Disposals

The Substantial Acquisition and investment is set out in management discussion and analysis of the report.

財務回顧(續)

銀行貸款及其他借款

本公司及本集團於二零一六年十二月三十一日並無銀行貸款及其他借貸(二零一五年：無)。

借貸成本資本化

於二零一六年十二月三十一日止年度概無借貸成本資本化(二零一五年：無)。

匯率波動之風險及相關對沖

就匯率風險而言，本集團之政策並無重大變動。本集團主要於香港及中國內地營運。大部分交易及現金及現金等值以港元(「港元」)及人民幣(「人民幣」)計值。本集團就人民幣兌港元之匯率波動承受外匯風險。人民幣兌港幣之匯率預期存在適量波動，本集團認為有關外匯風險可以接受。然而，本集團之管理層將密切監控外匯風險，並於必要時考慮使用對沖工具。

本集團之現有附屬公司之資金及財政政策均由香港之高級管理層集中管理及監控。

重大收購及出售

本集團有關收購及投資載於本報告管理層討論與分析中。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FINANCIAL REVIEW (Continued)

財務回顧(續)

Capital Commitments

資本承擔

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Capital expenditure for the acquisition of property, plant and equipment	有關收購廠房、機器及設備之資本開支	1,893,508	2,585,760

Contingent Liability

The Group did not have any significant contingent liability during the year under review.

或然負債

本集團於本年內並無任何重大或然負債。

Major Events

Save as aforesaid, the Group had no material capital commitments and no future plans for material investments or capital assets as at 31 December 2016.

主要事件

除上述者外，於二零一六年十二月三十一日，本集團並無重大資本承擔，亦無參與重大投資或購入資本資產之未來計劃。

Events after the reporting period

Events after the reporting year of the group is set out in note 35 of the consolidated financial statements.

報告期後事件

本集團於報告期後事件載於本財務報告附註35。

Human Resources

As at 31 December 2016, the Group had approximately 144 employees in Hong Kong and Xiamen. The remuneration package was determined with reference to performance and the prevailing market rate. The Group also provides employees with training, the opportunity to join its mandatory provident fund scheme and medical insurance cover.

人力資源

於二零一六年十二月三十一日，本集團於香港及廈門擁有約144名僱員。酬金組合乃根據彼等之表現及市場價格釐定。本集團亦提供僱員培訓、參與強制性公積金計劃及醫療保險之機會。

Directors' Biography

董事簡歷

EXECUTIVE DIRECTORS

Mr. WANG Xiaowu, aged 59, is the Chairman of the Group, a director of HC Technology Capital Company Limited and vice general Manager of Fujian Enterprises (Holdings) Company Limited. Mr. Wang joined the Group in December 2003 and is responsible for the overall strategic planning of the Group.

Mr. Wang has over 30 years' senior management experience including assistant president and general manager in the Treasury Department and International Finance Department in Fujian International Trust and Investment Corporation prior to joining the Group.

Mr. Wang acquired his bachelor degree in electrical and mechanical engineering from Tsinghua University in the PRC and master degree in business administration from the University of Glasgow in the UK.

Ms. CHEN Danyun, aged 52, joined the Company in August 2015. She is executive director and general manager of the Company. She is responsible for the general operation and management of the Company and to execute the overall strategic planning of the Group.

Ms. Chen has over 30 years of experience in international trade, corporate management and investment management. Ms. Chen graduated from Xiamen University with a bachelor's degree in economics and obtained her Master of Business of Administration degree from Murdoch University in Australia. She is a senior economist.

Mr. CHEN Yang, aged 52, is the vice general manager of the Group. Mr. Chen joined the Group in June 2015 and assists the general manager in the daily operations of the Group. Mr. Chen has approximately 30 years' experience in finance management. Mr. Chen has taken up a number of management posts, including a manager of financial department of Fuzhou Harmony Piano Co., Ltd. (福州和聲鋼琴股份有限公司 (原稱：福州和聲鋼琴有限公司)), a vice general manager of the finance department of Fujian Huamin Industrial Group Company Limited (福建華閩實業(集團)有限公司) and the financial controller of Fujian Investment and Development Company Limited. Mr. Chen obtained his bachelor degree in economics from Xiamen University in the PRC. Mr. Chen is a senior economist.

執行董事

汪小武先生，59歲，本集團主席，華晶科技投資有限公司之董事兼副董事長，以及華閩集團有限公司之副總經理。汪先生於二零零三年十二月加盟本集團，負責本集團之整體策略性規劃。

汪先生於管理方面擁有超過30年經驗，於加盟本集團前，汪先生曾於福建國際信託投資公司出任多個職位，包括總裁助理、資金管理部總經理及國際金融部總經理。

汪先生持有中國清華大學電機工程系學士學位及英國格拉斯哥大學工商管理碩士學位。

陳丹雲女士，52歲，本集團總經理。陳女士於二零一五年八月加盟本集團，負責日常營運管理工作及執行本集團整體之策略。

陳女士於國際貿易、企業管理及投資管理方面擁有超過30年經驗。陳女士持有廈門大學經濟學學士學位及澳大利亞梅鐸大學(Murdoch University)之工商管理碩士學位。彼為高級經濟師。

陳揚先生，52歲，本集團副總經理。陳先生於二零一五年六月加盟本集團，負責協助總經理執行本集團日常營運之事務。陳先生於財務管理方面擁有約30年經驗。陳先生曾出任多個管理職位，包括福州和聲鋼琴股份有限公司(原稱：福州和聲鋼琴有限公司)財務部經理、福建華閩實業(集團)有限公司財務部副總經理及華閩投資發展有限公司財務總監。陳先生擁有中國廈門大學經濟學學士學位。陳先生為高級經濟師。

Directors' Biography (Continued)

董事簡歷(續)

NON-EXECUTIVE DIRECTORS

Mr. FENG Qiang, aged 50, is the director of investment and planning department of Fujian Tourism Development Group Company Limited ("FTDC"). Mr. Feng joined the Group in January 2005. He spent years of research in the Chinese Academy of Social Science at Fujian for corporate strategies and reforms. He also has practical experience in corporate investment planning, operational management and corporate restructuring during his service in the government of Fujian Province and its related companies. Mr. Feng has over 30 years' corporation and investment management experience.

Mr. Feng has a bachelor degree in economics from Shanghai University of Finance and Economics.

Mr. ZHANG Fan, aged 44, joined the Company in May 2015 as non-executive director. He graduated from the Xiamen University in International Finance, holds with Bachelor of Economics Degree. He is an Economist in Mainland China and has over 20 years' extensive experience in financial management and investment management. He is currently a deputy general manager of Min Xin Holdings Ltd. (HKEx: 00222), director of Min Xin Insurance Company Limited and Fujian Minxin Investments Co., Ltd., chairman of Sanming Sanyuan District Minxin Micro Credit Company Limited and a director of Sino Earn Holdings Limited, a substantial shareholder of the Company.

Mr. WANG Ruilian, aged 53, Mr. Wang was an executive director and general manager of the Company from July 2006 to October 2015. Mr. Wang has approximately 30 years' experience in management and finance. Mr. Wang has previously been sent to overseas companies to take up a number of senior management posts, including a director and vice general manager of the Finance Department of Fujian Investment and Development Company Limited, and the managing director of Fujian Enterprises (Hungary) Co., Ltd. Currently, he is a director of finance department of Fujian Tourism Development Group Company Limited (FTDC).

Mr. Wang acquired his bachelor degree in economics from Xiamen University in the PRC and master degree of International Management from Australian National University in Australia.

非執行董事

馮強先生，50歲，福建省旅遊發展集團有限責任公司(「旅遊集團」)投資規劃部主任。馮先生於二零零五年一月加盟本集團。馮先生曾長期在福建社會科學院從事企業發展戰略和企業改革的研究工作，並曾任職於福建省有關政府部門、企業，從事企業投資策劃、經營管理和企業重組的實務工作。馮先生於企業管理和投資管理方面擁有超過30年的經驗。

馮先生持有上海財經大學經濟學學士學位。

張帆先生，44歲，於二零一五年五月加入本公司為非執行董事。張先生畢業於廈門大學國際金融專業，持有經濟學學士學位，他擁有中國大陸經濟師之職稱及在財務管理和投資管理具有逾20年之豐富經驗，他現時為閩信集團有限公司(HKEx: 00222)的副總經理、閩信保險有限公司和福建閩信投資有限公司的董事、三明市三元區閩信小額貸款有限公司之董事長及本公司主要股東華鑫(香港)控股有限公司之董事。

王瑞煉先生，53歲，王先生於二零零六年七月到二零一五年十月為本公司執行董事及總經理。王先生具有約30年管理及金融財務經驗，曾派駐海外公司及出任多個高級管理職位，包括華閩投資發展有限公司之董事、金融財務部副總經理及華閩(匈牙利)有限公司之執行董事。目前，王先生為福建省旅遊發展集團有限責任公司的財務部主任。

王先生持有中國廈門大學經濟學學士學位及澳大利亞國立大學之國際管理碩士學位。

Directors' Biography (Continued)

董事簡歷(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAM Kwong Siu, *GBS*, aged 82, was the representative of the National People's Congress (10th Session). He is currently the vice chairman of BOC International Holdings Limited, the honorary chairman of Hong Kong Federation of Fujian Association, the life honorary chairman of Hong Kong Fukien Chamber of Commerce, the vice chairman of Fujian-Hong Kong Economic Cooperation, the life honorary chairman of the Chinese General Chamber of Commerce and the Adviser of the Hong Kong Chinese Enterprises Association, the honorary president of Chinese Bankers Club, Hong Kong. Mr. Lam is also the independent non-executive director of Bank of China International Limited, China Overseas Land & Investment Limited, Yuzhou Properties Company Limited, Xinyi Glass Holdings Limited and Far East Consortium International Limited. Mr. Lam was awarded the HKSAR Silver Bauhinia Star in 2003 and HKSAR Gold Bauhinia Star in 2016.

Mr. Lam joined the Group and appointed as independent non-executive director in 11 December 2003.

Mr. LEUNG Hok Lim, *FCPA (Aust.), CPA (Macau), FCPA (Practising)*, aged 81, joined the Group in September 2004. He is the founder and Senior Partner of PKF. Mr. Leung is the independent non-executive director of a number of listed companies namely YangtzeKiang Garment Ltd., YGM Trading Ltd., S E A Holdings Ltd., High Fashion International Ltd. and Phoenix Satellite Television Holdings Ltd..

Mr. Leung joined the Group and was appointed as independent non-executive director in 24 September 2004.

獨立非執行董事

林廣兆先生(金紫荊勳章)，82歲，彼曾任第十屆全國人大港區代表、現任香港中銀國際控股有限公司副董事長、香港福建社團聯會榮譽主席、旅港福建商會永遠榮譽會長、閩港經濟合作促進會副主任、香港中華總商會永遠榮譽會長、香港中國企業協會顧問及香港銀行華員會名譽會長。林廣兆先生亦為中銀國際有限公司、中國海外發展有限公司、禹州地產股份有限公司、信義玻璃控股有限公司及Far East Consortium International Limited之獨立非執行董事。林先生於二零零三年獲香港特區政府頒發銀紫荊勳銜及於二零一六年獲頒發金紫荊星勳銜。

林先生於二零零三年十二月十一日加盟本集團並委任為獨立非執行董事。

梁學濂先生，*FCPA (Aust.), CPA (Macau), FCPA (Practising)*，81歲，於二零零四年九月加盟本集團。梁先生為PKF大信梁學濂(香港)會計師事務所之創辦人及高級合伙人。並為多間上市公司，即長江製衣有限公司、YGM貿易有限公司、爪哇控股有限公司、達利國際集團有限公司及鳳凰衛視控股有限公司之獨立非執行董事。

梁先生於二零零四年九月二十四日加盟本集團並委任為獨立非執行董事。

Directors' Biography (Continued)

董事簡歷(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. NG Man Kung, aged 65, graduated from Hong Kong Polytechnic University with an attendance certificate in banking. Mr. Ng has been senior management in banking industry of Hong Kong for 28 years. He was appointed as the managing director and general manager of Chiyu Banking Corporation Limited in 1992 and the vice-chairman and chief executive of Chiyu Banking Corporation Limited in 2001. He retired from Chiyu Banking Corporation Limited in 2012. Mr. Ng was a member of the council of the Hong Kong Polytechnic University from 1995 to 1999 and was a member of Fujian Provincial Committee of the Chinese People's Political Consultative Conference from 1993 to 2013. Currently, Mr. Ng serves as an independent non-executive director of Global Tech (Holdings) Limited (Stock Code: 00143), an independent non-executive director of ELL Environmental Holdings Limited (Stock Code: 01395) and an independent non-executive director of China HKBridge Holdings Limited (Stock Code: 02323).

Mr. Ng joined the Group and appointed as independent non-executive director in 30 June 2014.

獨立非執行董事(續)

吳文拱先生，65歲，曾於香港理工大學進修銀行學課程。吳先生曾在香港銀行業任職高層管理人員達28年。彼於一九九二年獲任命為集友銀行有限公司常務董事兼總經理，於二零零一年獲任命為副董事長兼行政總裁至二零一二年退休。吳先生曾於一九九五年至一九九九年獲委任為香港理工大學校董會成員，並於一九九三年至二零一三年出任中國人民政治協商會議福建省委員會委員。目前，吳先生擔任耀科國際(控股)有限公司(股份代號：00143)的獨立非執行董事、強泰環保控股有限公司(股份代號：01395)的獨立非執行董事及中國港橋控股有限公司(股份代號：02323)的獨立非執行董事。

吳先生於二零一四年六月三十日加入本集團並委任為獨立非執行董事。

Directors' Report

董事報告

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

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activities of the Company are investment holding, hotel business and property investment and those of its subsidiaries are disclosed in note 18 to the consolidated financial statements.

An analysis of the Group's revenue and contribution to results by principal activities and geographical area of operation for the year ended 31 December 2016 is set out in note 6 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results and cash flow of the Group for the year ended 31 December 2016 and the state of affairs of the Group and the Company for the year ended 31 December 2016 are set out in the consolidated financial statements on pages 73 to 162.

DIVIDENDS

The Company did not propose any dividends for the year ended 31 December 2016. The Directors do not recommend the payment of a dividend for the year ended 31 December 2016.

FINANCIAL SUMMARY

A summary of the results and the statement of net assets/liabilities of the Group for the last financial years is set out on pages 4 to 7.

董事會欣然提呈截至二零一六年十二月三十一日止年度之年報和經審核綜合財務報表。

主要業務及經營地區分析

本公司主要從事投資控股，酒店業務及物業投資，其附屬公司之業務已於綜合財務報表附註18披露。

本集團截至二零一六年十二月三十一日止年度按主要業務及經營地區劃分之營業額及業績貢獻分析載於綜合財務報表附註6。

業績及分派

本集團截至二零一六年十二月三十一日止年度之業績及現金流量，以及本集團及本公司於二零一六年十二月三十一日年度財務狀況載於綜合財務報表第73至162頁。

股息

本公司並無宣派截至二零一六年十二月三十一日止年度任何股息。董事會不建議派發二零一六年十二月三十一日年度任何股息。

財務摘要

本集團於過往財政年度之業績及淨資產／負債報表之概要載於第4至7頁。

MAJOR CUSTOMERS AND SUPPLIERS

During the year, sales to the Group's five largest customers accounted for approximately 17.13% (2015: 25.5%) of the Group's total sales for the year and the largest customer included therein amounted to approximately 4.52% (2015: 6.9%).

Purchases from the Group's five largest suppliers accounted for approximately 28.56% (2015: 19.96%) of the Group's total purchases for the year and purchase from the largest supplier included therein amounted to approximately 9.54% (2015: 7.95%).

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

RESERVES

Movements in the reserves of the Group and of the Company for the year ended 31 December 2016 are set out on page 145 and in note 26 to the consolidated financial statements.

PREPAID LEASE PAYMENTS

Details of the movements in prepaid lease payments of the Group are set out in note 15 to the consolidated financial statements.

INVESTMENT PROPERTIES

At 31 December 2016, the investment properties of the Group were revalued by an independent firm of professional surveyor and property valuer on an open market value basis at HK\$218.50 million. Details of these and other movements during the year in the investment properties of the Group are set out in pages 132 to 134 and note 16 to the consolidated financial statements respectively.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

主要客戶及供應商

年內，本集團五大客戶之銷售額佔本集團年內銷售總額約17.13%（二零一五年：25.5%），其中最大客戶佔銷售總額約4.52%（二零一五年：6.9%）。

本集團五大供應商之採購額佔本集團年內採購總額約28.56%（二零一五年：19.96%），其中最大供應商之採購額佔採購總額約9.54%（二零一五年：7.95%）。

概無本公司董事或其任何聯繫人士或就董事所深知擁有本公司已發行股本5%以上之股東，於本集團五大客戶或供應商擁有任何實益權益。

儲備

本集團及本公司於二零一六年十二月三十一日年度之儲備變動載於第145頁及綜合財務報表附註26。

預付租賃款項

本集團之預付租賃款項變動詳情載於綜合財務報表附註15。

投資物業

於二零一六年十二月三十一日，本集團之投資物業經獨立專業測量師及物業估值師按公開市值基準重估為21,850萬港元。本集團之投資物業詳情及於年內其他變動詳情分別載於第132頁至第134頁及綜合財務報表附註16。

物業、廠房及設備

本集團之物業、廠房及設備變動詳情載於綜合財務報表附註14。

Directors' Report (Continued)

董事報告(續)

SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's subsidiaries and associates for the year ended 31 December 2016 are set out in notes 18 and 19 to the consolidated financial statements.

CAPITAL STRUCTURE OF THE GROUP

Details of the movements in share capital of the Company are set out in note 25 to the consolidated financial statements.

As at 31 December 2016, the share capital of the Company is consisted of 1,145,546,000 ordinary shares. Apart from the ordinary shares in issue, the Company did not have any alternative financing instruments.

CONTINUING CONNECTED TRANSACTION

Pursuant to Chapter 14A of the Listing Rules, the following continuing connected transaction is required to be disclosed in the annual report of the Company:

Lease Agreements

As disclosures in the announcement dated 12 May 2016, Xiamen South East Asia Hotel Company Limited ("Xiamen Plaza"), a wholly-owned subsidiary of the Company, entered into a lease agreement with Huamin Mingrui (Xiamen) Tourism Company Limited ("Huamin Mingrui"), a non-wholly-owned subsidiary of Fujian Huamin Industrial Group Company Limited ("FHIG"), a controlling shareholder of the Company, for the lease of certain premises at Xiamen Plaza for a term of one year from 16 April 2016 to 15 April 2017. The annual cap for this transaction for the year ended 31 December 2016 was RMB1.56 million. The total amount of the aforesaid transaction for the year ended 31 December 2016 was RMB1.53 million.

附屬公司及聯營公司

本公司截止二零一六年十二月三十一日止年度之附屬公司及聯營公司詳情載於綜合財務報表附註18及19。

本集團之資本架構

本公司之股本變動詳情載於綜合財務報表附註25。

於二零一六年十二月三十一日，本公司股本由1,145,546,000股普通股構成。除已發行普通股外，本公司並無任何其他融資工具。

持續關連交易

根據上市規則第14A章，以下持續關連交易須於本公司年報中披露：

租賃協議

如日期為二零一六年五月十二日之公告所披露，本公司全資控有附屬公司廈門東南亞大酒店有限公司(「東酒」)，與本公司控股股東福建華閩實業(集團)有限公司(「華閩實業」)之非全資附屬公司華閩茗睿(廈門)旅遊有限公司(「華閩茗睿」)就租賃廈門東南亞大酒店內若干物業而訂立租賃協議，年期由二零一六年四月十六日起至二零一七年四月十五日止為期一年。該交易截至二零一六年十二月三十一日止年度的年度上限為人民幣156萬元。上述交易於截至二零一六年十二月三十一日止年度的總額為人民幣153萬元。

Directors' Report (Continued)

董事報告(續)

The Lease constitutes a continuing connected transaction of the Company. As FHIG indirectly owns approximately 67.92% of the issued share capital of the Company and is the controlling shareholder of the Company. Huamin Mingrui is a non-wholly owned subsidiary of FHIG and is therefore a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Lease Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio for the transactions contemplated under the Lease Agreements, on an aggregated basis, exceed 0.1% but is less than 25% and the maximum annual cap is less than HK\$10,000,000, the transactions contemplated under the Lease Agreements are subject to the announcement, reporting and annual review requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Company's auditor was 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. The auditor has issued his unqualified letter containing the findings and conclusions in respect of the Continuing Connected Transactions as disclosed above in accordance with rule 14A.56 of the Listing Rules and nothing has come to his attention that causes him to believe that the disclosed Continuing Connected Transactions:

- (i) have not been approved by the Board of Directors of the Company;
- (ii) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
- (iii) have exceeded the maximum aggregate annual caps in respect of each of the disclosed Continuing Connected Transactions.

該租賃構成本公司之一項持續關連交易。華閩實業間接擁有本公司已發行股本約67.92%，並為本公司控股股東。華閩茗睿乃華閩實業之非全資附屬公司，並因而根據上市規則第14A章屬本公司關連人士。因此，根據上市規則第14A章，各租賃協議項下擬進行之交易構成本公司之持續關連交易。

由於租賃協議項下擬進行之交易之最高適用百分比率按合併基準計算超過0.1%但少於25%，而最高年度上限乃少於1,000萬港元，故租賃協議項下擬進行之交易須遵守上市規則第14A章項下之公告、申報及年度審閱規定，惟可豁免遵守獨立股東批准規定。

本公司核數師已獲委聘根據香港會計師公會頒佈之香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參照實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，就本集團之持續關連交易發出報告。核數師已根據《上市規則》第14A.56條發出載有上述所披露持續關連交易的核證結果的無保留意見函件。核數師並無注意到任何事項令他們相信該等已披露的持續關連交易：

- (i) 未獲本公司董事會批准；
- (ii) 在所有重大方面未有按照規管該等交易的相關協議進行；及
- (iii) 就所披露每項持續關連交易的總金額超出年度上限總額。

Directors' Report (Continued)

董事報告(續)

OCCUPATIONAL HEALTH AND SAFETY

As at the date of this report, no accidents related to serious injuries or death or property damage has been reported to our management. Furthermore, during the Reporting Period, we were not subject to any claims arising from any material accidents involving personal injuries or death or property damage that had a material adverse effect on our business, financial condition or results of operation. We were in compliance with all relevant PRC laws and regulations regarding occupational health and safety in all material respects during the Reporting Period and as at the date of this annual report.

Environmental Policies and Compliance

We are committed to minimizing the impact of our activities on the environment. To this end, various impact assessments have been undertaken and policies created which are in line with international best practices and long term sustainability.

The core values of our environmental policy are to meet all the environmental legislations that relate to our operations.

In addition to full compliance with all laws relevant to sustaining and improving the environment, we are committed to deploying ecologically friendly construction techniques, materials and operational procedures. It is policy of the Group to promote clean operation and strives to making the most efficient use of resources in its operations, and minimizing wastes and emission. The Group achieves this through actively re-designing its activities and operation that encourage and promote recycling of resources, using environmental friendly raw materials and reviewing operations constantly to ensure that the processes are effective and efficient.

No environmental claims, lawsuits, penalties or administrative sanctions were reported to our management during the Reporting Period. We are of the view that we were in compliance with all relevant laws and regulations.

職業健康及安全

於本報告日期，我們的管理層概無接獲涉及重傷死亡或財物損毀的意外報告。此外，我們於報告期內並無因涉及任何人身傷亡或財物損毀的嚴重意外而產生任何索償，而致使我們的業務、財務狀況或經營業績受到重大不利影響。於報告期內及截至本報告日期，我們在所有主要方面一直遵守關於職業健康及安全的所有相關中國法律及法規。

環保政策及合規

我們致力盡量減少業務活動對環境的影響。為此，我們已就此進行多項影響評估及設立多個政策，均與國際最佳慣例及長期可持續性相符。

我們的環保政策的核心價值在於符合所有與我們營運有關的環保法規。

除了全面遵行所有有關維持及改善環境的法例外，我們亦致力推展保護生態的建築技術、物料及營運程序。本集團推行促進清潔生產和在營運上最有效地善用資源及減低浪費和排放之政策。為此，本集團通過積極更新運作和生產方法以鼓勵和提升資源再利用，採用對環境友善的原材料和持續檢討生產營運，以確保生產流程之成效和效益。

於報告期內，我們的管理層概無接獲涉及環境索償、訴訟、罰則或行政處分的報告。我們認為，於報告期內及截至本公告日期，我們在各主要方面遵守有關環境保護的所有相關法律及法規。

RISK AND UNCERTAINTIES

Our Group's financial condition, results of operations and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses. The followings are the key risks and uncertainties identified by our Group. There may be other risks and uncertainties in addition to those shown below which are not known to our Group or which may not be material now but could turn out to be material in the future.

Economic risks

A severe or prolonged downturn of the global economy.

Fluctuations in foreign currency exchange rate, inflation and fluctuations of interest rates would adversely affect the customers' spending sentiment and the Group's profit margin.

Operational risks

Failure to compete in the competitive environment which the Group operated in;

Unable to keep pace with the technological advances in timely and cost-efficient manner; and

Failure to attract, train, retain, and motivate highly skilled and qualified managerial, sales, marketing, operating, and technical personnel, the loss of key personnel, or the inability to find additional qualified personnel.

Regulatory risks

Failure to adhere to laws, regulations and rules, or to obtain or maintain all applicable permits and approvals;

Infringement of valid patents, copyrights or other intellectual property rights held by third parties; and

Any change in laws and regulations in different customers' and suppliers' countries.

風險及不確定性

本集團的財務狀況、營運業績及業務前景可能受到與本集團業務直接或間接相關的許多風險及不明朗因素的影響。以下為本集團知悉的主要風險及不明朗因素。除下文所列者外，或會存在本集團並未知悉或目前可能不重要但日後可能變得重要的其他風險及不明朗因素。

經濟風險

全球經濟嚴重或持續低迷。

外幣匯率波動、通脹及利率波動對客戶購買意欲及本集團之毛利率造成不利影響。

經營風險

本集團未能在經營所在之競爭環境中有效競爭；

無法及時以具成本效益的方式緊貼科技革新；及

未能吸納、培訓、挽留及激勵熟練及具資格的管理、銷售、市場推廣、營運及技術人員、要員流失或無法物色到額外的具資格人員。

監管風險

未遵守法律、法例及規定或取得或維持所有適用許可及批准；

侵犯第三方持有的有效專利權、版權或其他知識產權；及

不同客戶及供應商所在國家的法律和法規的任何變動。

Directors' Report (Continued)

董事報告(續)

Financial risks

Details of financial risks are set out in note 28 to the consolidated financial statements.

財務風險

財務風險詳情載於綜合財務報表附註28。

RELATIONSHIPS WITH STAKEHOLDERS

The Group is committed to operate in a sustainable manner while balancing the interests of its various stakeholders including customers, suppliers and employee. This includes providing the Group's customers with the good quality service, and timely, appropriate pre/after sales services. Similarly, the Group views its suppliers not just vendors but as strategic partners, important links in its supply chain. The Group's procurement policy is to maintain good relationship and communications with suppliers under the principal of mutual trust. The Group considers its employees the key to sustainable business growth. Workplace safety is priority of the Group, and with due awareness of all employees throughout the year, the Group was able to maintain safety workplaces.

與持份者之關係

本集團致力以可持續方式經營，同時平衡其不同持份者之權益，包括客戶、供應商及僱員。這包括向本集團的客戶提供優質的服務，以及及時提供合適的售前／售後服務。同樣地，本集團不僅僅將其供應商視為銷售商，更視為戰略合作夥伴，是其供應鏈的重要環節。本集團的採購政策是在互相信任的原則上與供應商維持良好的關係及交流。本集團認為其僱員為可持續業務增長之關鍵。確保工作場所的安全是本集團的重中之重，本集團全年高度關注全體僱員，因此能夠維持工作場所的安全性。

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in Mainland China and Hong Kong, while the Company listed on the main board of the Stock Exchange. The Group accordingly shall comply with relevant laws and regulations in Mainland China and Hong Kong and the respective places of incorporation of the Company and its subsidiaries.

遵守適用法律及法規

本集團之業務主要由本公司於中國大陸及香港之附屬公司進行，而本公司於聯交所主板上市。本集團因此須遵守中國大陸及香港以及本公司及其附屬公司各自註冊成立地之相關法律及法規。

During the year and up to the date of this annual report, the Board was unaware of any non-compliance with relevant laws and regulations that have a significant impact on the business and operations of the Group.

於本年度及截至本年報日期，董事會並不知悉存在對本集團業務及營運造成重大影響之相關法律及法規之任何不合規情況。

Confirmation of INEDs

Pursuant to Rule 14A.56 of the Listing Rules, the Company's INEDs had reviewed the above connected transaction and have confirmed that the transaction had been entered into by the Group:

獨立非執行董事之確認

根據上市規則第14A.56條，本公司之獨立非執行董事已審閱上述關連交易，並已確認本集團於以下情況下進行交易：

(i) in the ordinary and usual course of business of the Group;

(i) 在本集團的日常業務過程中；

Directors' Report (Continued)

董事報告(續)

- (ii) on normal commercial terms; and
- (iii) in accordance with the terms of the respective agreements governing such transaction that were fair and reasonable and in the interests of the shareholders as a whole.

A copy of the Auditor's letter has been provided by the Company to the Stock Exchange.

DIRECTORS

The Directors who held office during the year ended 31 December 2016 and up to the date of this report were:

Executive directors:

WANG Xiaowu (*Chairman of the Board*)
CHEN Danyun (*Chief Executive*)
CHEN Yang

Non-executive directors:

FENG Qiang
ZHANG Fan
WANG Ruilian

Independent Non-executive directors:

LAM Kwong Siu
LEUNG Hok Lim
NG Man Kung

In accordance with article 101 of the Company's articles of association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire at the forthcoming annual general meeting of the Company and shall be eligible for re-election.

Pursuant to Article 101 of the articles of association of the Company, Mr. Wang Xiaowu, Mr. Zhang Fan and Mr. Leung Hok Lim shall retire by rotation in the forthcoming annual general meeting and all, being eligible, offer themselves for re-election.

- (ii) 按一般商業條款；及
- (iii) 根據監管該交易的有關協議屬公平合理且符合股東整體利益之條款。

本公司已向聯交所提供一份核數師函件副本。

董事

於二零一六年十二月三十一日年度及截至本報告刊發日期止之在任董事名單如下：

執行董事：

汪小武(董事會主席)
陳丹雲(行政總裁)
陳揚

非執行董事：

馮強
張帆
王瑞煉

獨立非執行董事：

林廣兆
梁學濂
吳文拱

遵照本公司之公司組織章程細則第101條之規定，三分之一之現任董事(或倘董事人數並非三位或三之倍數，則為最接近三分之一之人數)任期將於應屆股東週年大會屆滿，惟彼等具備資格膺選連任。

根據本公司組織章程細則第101條，汪小武先生、張帆先生及梁學濂先生須於即將舉行的股東週年大會上輪值退任，而彼等均合符資格連任，並已表示願意膺選連任。

Directors' Report (Continued)

董事報告(續)

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting have a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' BIOGRAPHY

Biography of the Directors is set out on pages 22 to 25.

Directors' Emoluments and the Five Highest Paid Individuals

Details of directors' remuneration and those of the five highest paid individuals in the Group are set out in notes 11 and 12 to the consolidated financial statements, respectively.

DISCLOSURE OF INTERESTS BY DIRECTORS

As at 31 December 2016, the interests of the Directors and chief executive in the shares, underlying shares, and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules (the "Model Code") were as follows:

董事服務合約

於即將舉行之股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立僱用公司不可於一年內終止而毋須作出補償(法定補償除外)之服務合約。

董事簡歷

本公司董事簡歷載於第22至第25頁。

董事酬金及五位最高薪酬人士

董事酬金及本集團五位最高薪酬人士的詳情分別載於綜合財務報表附註11及12。

董事權益披露

於二零一六年十二月三十一日，董事及行政總裁於本公司或其相聯法團(定義見證券及期貨條例(按香港法例第571章)(「證券及期貨條例」)第XV部)之股份及相關股份擁有(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益(包括根據證券及期貨條例之該等條文董事被當作或被視作享有之權益及淡倉)；或(b)須記入根據證券及期貨條例第352條規定存置之登記冊之權益；或(c)須根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)通知本公司及聯交所之權益如下：

Long position in shares and underlying shares of the Company

本公司股份及相關股份之好倉

Director 董事	Type of interests 權益類別	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of interest 權益 百分比
WANG Xiaowu 汪小武	Personal 個人	1,560,000	0.14%
CHEN Danyun 陳丹雲	Personal 個人	420,000	0.04%

Save as disclosed above, during the year under review, none of the Directors and chief executive had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (as defined in Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露外，於回顧年度間，董事及行政總裁概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條之規定須載入該條文所述之登記冊內之任何權益或淡倉；或(iii)須根據標準守則，須知會本公司及聯交所之任何權益或淡倉。

At no time during the year was the Company or its subsidiaries engaged in any arrangements to enable the directors of the Company or their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

本公司或其附屬公司在本年間任何時間概無參與任何安排，致使董事或彼等各自之配偶或未滿18歲之子女可透過購入本公司或任何其他法團之股份或債券而獲取利益。

INTERESTS IN COMPETING BUSINESSES

During the year, none of the Directors nor their respective associates had any business which competes or is likely to compete, either directly or indirectly, with any business of the Group.

於競爭業務中之權益

於本年間，董事或彼等各自之聯繫人士概無直接或間接擁有與本集團任何業務競爭或可能競爭之任何業務。

INTERESTS IN ASSETS OF THE GROUP

During the year, none of the Directors had any direct or indirect interests in any assets which have been acquired or disposed of, or leased to, or which are proposed to be acquired or disposed of or leased to, the Company or any of its subsidiaries.

於本集團資產中之權益

於本年間，董事概無於本公司或其任何附屬公司已收購或出售或承租，或建議收購或出售或承租之任何資產中擁有任何直接或間接權益。

Directors' Report (Continued)

董事報告(續)

DIRECTORS' INTERESTS IN CONTRACTS

None of the Directors was materially interested directly or indirectly in any contract or arrangement subsisting during or at the end of the year under review which is significant in relation to the business of the Group.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2016, as far as is known to the Directors and the Company, and as confirmed upon reasonable enquiry, the register maintained by the Company under section 336 of the SFO shows that the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which are required to be disclosed to the Company or the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Company or had an option in respect of such capital were as follows:

董事之合約權益

董事概無於回顧年度間或至本年底存在而就本集團業務而言屬重大之任何合約或安排中擁有直接或間接重大權益。

主要股東

於二零一六年十二月三十一日，就本公司董事及本公司所知，或於彼等作出合理查詢後所能確定，按照本公司根據證券及期貨條例第336條須存置之登記冊所記錄，下列人士（並非本公司之董事及主要行政人員）擁有或被視為擁有本公司股份或相關股份中根據證券及期貨條例第XV部第2及第3分部須向本公司或聯交所披露之權益或淡倉，或直接或間接擁有附帶權利可於所有情況下於本公司任何其他成員公司之股東大會上投票之任何類別股本面值5%以上，或擁有該等股本之購股權：

Directors' Report (Continued)

董事報告 (續)

Long positions in the shares of the Company

本公司股份之好倉

Name of Shareholders 股東名稱	Number of shares of the Company held 所持本公司 股份數目	Percentage of total issued shares of the Company (%) 佔已發行本公司 股份總額百分比
HC Technology Capital Company Limited ("HC Technology") 華晶科技投資有限公司 (「華晶科技」)	770,016,722 (a)	67.22
Fujian Investment Holdings Company Limited ("FIHC") 華閩投資集團有限公司 (「華閩投資」)	778,068,772 (a)	67.92
Fujian Huamin Industrial Group Company Limited ("FHIG") 福建華閩實業(集團)有限公司 (「華閩實業」)	778,068,772 (a)	67.92
Fujian Tourism Development Group Company Limited ("FTDC") 福建省旅遊發展集團有限責任公司 (「旅遊集團」)	778,068,772 (a)	67.92
Sino Earn Holdings Limited ("Sino Earn") 華鑫(香港)控股有限公司 (「華鑫」)	72,553,382 (b)	6.33
Fujian Huaxing Trust & Investment Company ("FHTI") 福建華興信託投資公司 (「華興信託」)	72,553,382 (b)	6.33
Fujian Huaxing Industrial Company ("FHIC") 福建華興實業公司 (「華興實業」)	72,553,382 (b)	6.33
Fujian Huaxing Group Company Limited ("FHGC") 福建省華興集團有限責任公司 (「福建華興」)	72,553,382 (b)	6.33
Fujian Investment & Development Group Company Limited ("FIDG") 福建省投資開發集團有限責任公司 (「開發集團」)	72,553,382 (b)	6.33

Notes:

- (a) HC Technology and its associates hold 778,068,772 Shares (representing approximately 67.92% of the issued share capital of the Company) among which (i) 770,016,722 Shares (representing approximately 67.22% of issued share capital of the Company) are held by HC Technology and (ii) 8,052,050 Shares (representing approximately 0.7% of the issued capital of the company) are held by Pinoge. The issued share capital of each of HC Technology and Pinoge is 100% beneficially owned by FIHC, which is in turn 100% beneficially owned by FHIG, which is in turn 100% beneficially owned by FTDC, a state-owned corporation under the control and supervision of FJSOASAC in the PRC. Pursuant to the SFO, each of FIHC, FHIG and FTDC is deemed to be interested in 778,068,772 Shares.

附註：

- (a) 華晶科技及其聯繫人持有 778,068,772 股股份 (佔本公司已發行股本約 67.92%)，其中 (i) 770,016,722 股股份 (佔本公司已發行股本約 67.22%) 由華晶科技持有；及 (ii) 8,052,050 股股份 (佔本公司已發行股本約 0.7%) 由浩特持有。華晶科技及浩特各自之已發行股本均由華閩投資全資實益擁有，華閩投資由華閩實業全資實益擁有，而華閩實業則由福建國資委控制及監督的中國國有企業旅遊集團全資實益擁有。根據證券及期貨條例，華閩投資、華閩實業及旅遊集團各自均被視為於 778,068,772 股股份中擁有權益。

Directors' Report (Continued)

董事報告 (續)

SUBSTANTIAL SHAREHOLDERS (Continued)

Notes: (Continued)

- (b) Sino Earn beneficially holds 72,553,382 Shares. The issued share capital of Sino Earn is owned as to 30% by FHTI and 70% by FHIC respectively. Both of FHTI and FHIC are 100% beneficially owned by FHGC, which is in turn 100% beneficially owned by FIDG, a state-owned corporation in the PRC under the control and supervision of FJSOASAC. Pursuant to the SFO, each of FHTI, FHIC, FHGC and FIDG is deemed to be interested in 72,553,382 Shares.

MANAGEMENT CONTRACTS

There were no contracts concerning the management and administration of the whole or any substantial part of the business of the Group which were entered into or existed during the year.

RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund ("MPF") Scheme under rules and regulations of MPF Schemes Ordinance for all its employees in Hong Kong. All the employees of the Group in Hong Kong are required to join the MPF Scheme. Contributions are made based on a percentage of the employees' salaries and are charged to consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. No forfeited contribution is available to reduce the contribution payable in the future for the period ended 31 December 2016.

The employees of the Group's subsidiary in China are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

During the year, the total amounts contributed by the Group to the schemes and costs charged to the consolidated income statement represent contribution payable to the schemes by the Group at rates specified in the rules of the schemes.

主要股東 (續)

附註：(續)

- (b) 華鑫實益持有72,553,382股股份。華鑫之已發行股本分別由華興信託及華興實業擁有30%及70%權益。華興信託及華興實業均由福建華興全資實益擁有，而福建華興則由福建國資委控制及監督的中國國有企業開發集團全資實益擁有。根據證券及期貨條例，華興信託、華興實業、福建華興及開發集團各自均被視為於72,553,382股股份中擁有權益。

管理合約

本集團並無簽訂任何有關業務管理或行政的其他合同。

退休福利計劃

本集團根據強制性公積金計劃(「強積金」)計劃條例之規則及規例，為其所有香港僱員設立強積金。本集團所有香港僱員均須參與強積金計劃。根據強積金計劃規則，供款按僱員薪金一定百分比作出，並於應付時計入綜合收益表。強積金計劃資產與本集團資產分開並由獨立管理基金持有。本集團僱主供款於向強積金計劃作出供款時悉數歸屬予僱員。於二零一六年十二月三十一日期末，概無已沒收供款可供減少未來數年應付之供款。

本集團於中國大陸之附屬公司遵照中國之適用規則，參與一項國家管理由當地政府經營的退休福利計劃。附屬公司須按工資成本的指定百分比比率向退休福利計劃供款。本集團就退休福利計劃之唯一責任作出指定供款。

年內，本集團向該等計劃作出之供款總額及計入綜合收益表之成本，指本集團根據該等計劃規則所訂明比率向該等計劃應付之供款。

PERMITTED INDEMNITY

The Articles of Association of the Company provides that every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance (Cap. 622)) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. In addition, the indemnity agreements made by the Company, which are currently in force and were in force throughout the financial year, contained permitted indemnity provisions (as permitted in section 469(2) of the Companies Ordinance (Cap. 622)), for the benefit of the Directors of the Company. The Company has also taken out and maintained Director's liability insurance throughout the year, which provides appropriate cover for the Directors.

獲准許之彌償

根據本公司章程細則，本公司每名董事或其他高級人員有權在彼執行職務或在其他方面與此有關之情況下可能蒙受或產生之所有損失或責任(公司條例(第622章)最大程度准許之情況下)，可獲得從本公司之資產中撥付彌償。此外，本公司制定彌償協議，載有獲准許之彌償條文(根據公司條例(第622章)第469(2)條)惠及本公司董事現正生效，並在本財政年度一直生效。本公司於本財政年度已購買及維持董事責任保險，為董事提供適當之保障。

PURCHASES, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

購買、出售或贖回本公司之上市證券

截至二零一六年十二月三十一日止年度，本公司或其附屬公司均無購買、出售及贖回任何本公司之上市證券。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted Appendix 10 to the Listing Rules, the Model Code, as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made with all Directors and the Directors had complied with the requirements set out in the Model Code for the year ended 31 December 2016.

董事進行證券交易之標準守則

本集團已採納載於上市規則附錄十有關董事進行證券交易之標準守則，作為董事買賣證券之標準守則。經向所有董事作出特定查詢後，各董事於截至二零一六年十二月三十一日止年度內，一直遵守標準守則之規定。

Directors' Report (Continued)

董事報告(續)

SUFFICIENCY OF PUBLIC FLOAT

Based on information available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as of the date of this report.

AUDITORS

The accounts for the year ended 31 December 2016 were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Wang Xiaowu
Chairman

Hong Kong, 24 March 2017

足夠公眾持股量

根據本公司所獲提供資料及據董事所知悉，於本報告日期，公眾人士最少持有本公司已發行股本總額25%。

核數師

截至二零一六年十二月三十一日止年度之賬目經由國衛會計師事務所有限公司審核，彼於即將舉行之股東週年大會上任滿。本公司將於即將舉行之股東週年大會上提呈一項決議案再次委任國衛會計師事務所有限公司為本公司來年之核數師。

代表董事會

汪小武
主席

香港，二零一七年三月二十四日

Corporate Governance Report

企業管治報告

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Adapting and adhering to recognized standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board of Directors (“the Board”) believes that good corporate governance is one of the areas that leads to the success of the Company and balances the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

The Company had fully complied throughout the year 2016 with the applicable provisions in the Corporate Governance Code (the “Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

In the opinion of the Directors, the Company had complied with all code provisions as set out in the Code during the year ended 31 December 2016.

BOARD COMPOSITION AND BOARD PRACTICES

The Board is primarily responsible for formulating the business strategy, reviewing and monitoring the business performance of the Group, approving the financial statements and annual budgets as well as directing and supervising the management of the Company. Execution of operational matters and the powers thereof are delegated to the management by the Board with clear directions.

The Board comprises a total of nine Directors, three of whom are Executive Directors, three Non-executive Directors and three Independent Non-executive Directors. One of the Independent Non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise.

Board composition review will be made regularly to ensure that it has a balance of expertise, skills and expertise appropriate for the requirements of the business of the Group. In accordance with article 101 of the Company’s Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire at the forthcoming annual general meeting and shall be eligible for re-election.

企業管治守則

配合及遵循企業管治原則及常規之公認標準一貫為本公司最優先原則之一。董事會（「董事會」）認為良好的企業管治是帶領本公司邁向成功及平衡股東、客戶及僱員之間利益之因素之一，董事會致力於持續改善該等原則及常規之效率及有效性。

於二零一六年期間本公司貫徹遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四中所載的「企業管治守則」（「守則」）的適用守則條文規定。

董事認為，公司已於截至二零一六年十二月三十一日止年度符合企業管治守則所載之守則條文。

董事會組成及董事會常規

董事會主要負責制定業務策略、審閱及監察本集團業務表現、批准財務報表及年度預算，以及監督本公司管理層並向其給予指引。董事會向管理層下放權力，並給予明確指引，以執行營運事宜。

董事會由合共九名董事組成，當中三名為執行董事、三名為非執行董事、及三名為獨立非執行董事。其中一名獨立非執行董事擁有適當之專業資格，或具備會計或相關財務管理專長。

本公司將定期檢討董事會之組成，確保其具備適當及所需之專長、技能及經驗以應付本集團業務之需求。根據本集團之公司組織章程細則第101條之規定，三分之一之現任董事（或倘董事人數並非三位或三之倍數，則為最接近三分之一之人數），任期將於應屆股東週年大會屆滿，惟彼等具備資格膺選連任。

Corporate Governance Report (Continued)

企業管治報告(續)

EMOLUMENT POLICY

All existing executive Directors are entitled to a fixed salary per annum respectively. In addition, each executive Director is also entitled to a discretionary bonus calculated as a percentage of the audited consolidated net profit of the Group attributable to the Shareholders. The remuneration of each executive Director is subject to review of the Board with reference to his/her contribution in terms of time, effort and his/her expertise. The emolument policy for non-executive directors is to ensure that the non-executive directors are adequately compensated for their efforts and the time dedicated to the Company's affairs, including their participation in the Board committees. Individual directors and senior management are not involved in the determination of their own remuneration.

Details of remuneration paid to each of the Directors and senior management during the year are disclosed in note 11 and note 12 to the financial statements.

All executive Directors are entitled to be reimbursed for reasonable expenses incurred during the performance of their duties to the Company.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles and duties of the Chairman and the Chief Executive Officer of the Company are carried out by different individuals. The Chairman of the Board is Mr. Wang Xiaowu, who is responsible for the overall strategic formulation, management and planning of our Group. The Chief Executive Officer is Ms. Chen Danyun, who is responsible for business development and day-to-day management and operations of the Group.

CHAIRMAN'S ROLE AND RESPONSIBILITY

The Chairman of the Board ("Chairman") and the Group General Manager are separate individuals, to maintain segregation of duties between the management of the Board and the day-to-day management of the Group's business. One important role of the Chairman is to provide leadership for the Board. The Chairman has to ensure that the Board works effectively, discharges responsibilities, and that all key and appropriate issues are discussed by the Board in a timely manner. All Directors are consulted about matters proposed for inclusion in the agenda. The Chairman has delegated to the Company Secretary the responsibility for drawing up the agenda for each Board meeting.

薪酬政策

目前所有執行董事每年均可各自獲得固定年薪。此外，每位執行董事亦有權獲得按股東應佔本集團經審核綜合純利的某一百分比計算的酌情花紅。每位執行董事的薪酬須由董事會經參考其所貢獻的時間、精力及其專業知識進行檢討。非執行董事之薪酬政策則確保非執行董事按其參與本公司事務(包括參與董事會轄下委員會事務)所付出之努力及時間而獲合適的報酬。個別董事及高級管理人員不會參與釐定本身之薪酬。

於年內，董事及高級管理層獲得之個別薪酬詳情，於財務報表附註11及12披露。

全體執行董事均有權因履行本公司職務期間產生合理的開支而獲得補償。

主席及行政總裁

本公司主席及行政總裁的角色及職務由不同人士擔任。董事會主席為汪小武先生，彼負責本集團整體策略的制定、管理及規劃。行政總裁為陳丹雲女士，彼負責本集團的業務發展，以及日常管理及營運。

主席的角色及責任

董事會主席(「主席」)及集團總經理之職務由不同人士擔任，使董事會管理及本集團業務之日常管理得以有效區分。主席之其中一項主要職能為領導董事會。主席須確保董事會有效運作及履行職責，並就各項重要及適当事務進行適時討論。所有董事均經諮詢以提出任何商討事項列入會議議程。主席已委派公司秘書負責擬定每次董事會會議之議程。

CHAIRMAN'S ROLE AND RESPONSIBILITY (Continued)

The Group supports the establishment of good corporate governance practices and procedures. The Group General Manager has been delegated such authority. The Board always acts in the best interests of the Group, and all Directors have made full and active contribution to the affairs of the Board. Meeting between the Chairman and the Non-executive Directors (including Independent Non-executive Directors) without the presence of Executive Directors has been scheduled as at least once a year.

Composition

As at the date of this report, the board of Directors comprises three executive Directors namely Mr. WANG Xiaowu (Chairman), Ms. CHEN Danyun and Mr. CHEN Yang, three non-executive Directors, namely Mr. FENG Qiang, Mr. ZHANG Fan and Mr. WANG Rulian, and three independent non-executive Directors, namely Mr. LAM Kwong Siu, Mr. LEUNG Hok Lim and Mr. NG Man Kung. Details of the Chairman and the other Directors of the Company are set out in the section "Directors' Biography" of this report.

With the various experience of both the executive Directors and the non-executive Directors and the nature of the Group's business, the board considered that the Directors have a balance of skills and experience for the business of the Group.

BOARD DIVERSITY POLICY

The Group adopted a board diversity policy (the "Board Diversity Policy") in 2016. A summary of this policy, together with the measurable objectives set for implementing this policy and the progress made towards achieving those objectives are disclosed as below.

主席的角色及責任 (續)

本集團支持制定良好之企業常規管治守則及程序。集團總經理已獲授有關授權。董事會一直以符合本集團最佳利益之方式行事，所有董事均全力投入董事會事務。主席與非執行董事（包括獨立非執行董事）至少每年一次在執行董事並不出席之情況下舉行會議。

成員

於本報告日期，董事會由三名執行董事汪小武先生（主席），陳丹雲女士及陳揚先生，三名非執行董事馮強先生，張帆先生及王瑞煉先生，以及三名獨立非執行董事林廣兆先生、梁學濂先生及吳文拱先生組成。主席及本公司其他董事之詳細資料載列於本報告「董事簡歷」一節內。

有鑑於各執行董事及非執行董事擁有不同經驗及本集團之業務性質，董事會認為各董事於本集團之經營技巧及經驗方面取得適當平衡。

董事會成員多元化政策

本集團於二零一六年採納董事會成員多元化政策（「董事會成員多元化政策」）。本政策之概要連同為執行本政策而制定之可計量目標及達標進度於下文披露。

Corporate Governance Report (Continued)

企業管治報告(續)

Summary of Board Diversity Policy

The Company recognized and embraced the benefits of having a diverse board to the quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the board. In designing the board's composition, board diversity has been considered from a numbers of measurable aspects including gender, age, ethnicity, knowledge and length of services. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regards for the benefits of diversity on the board.

Measurable objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the board.

As at the date of this report, the Board's composition under diversified perspectives was summarized as follows:

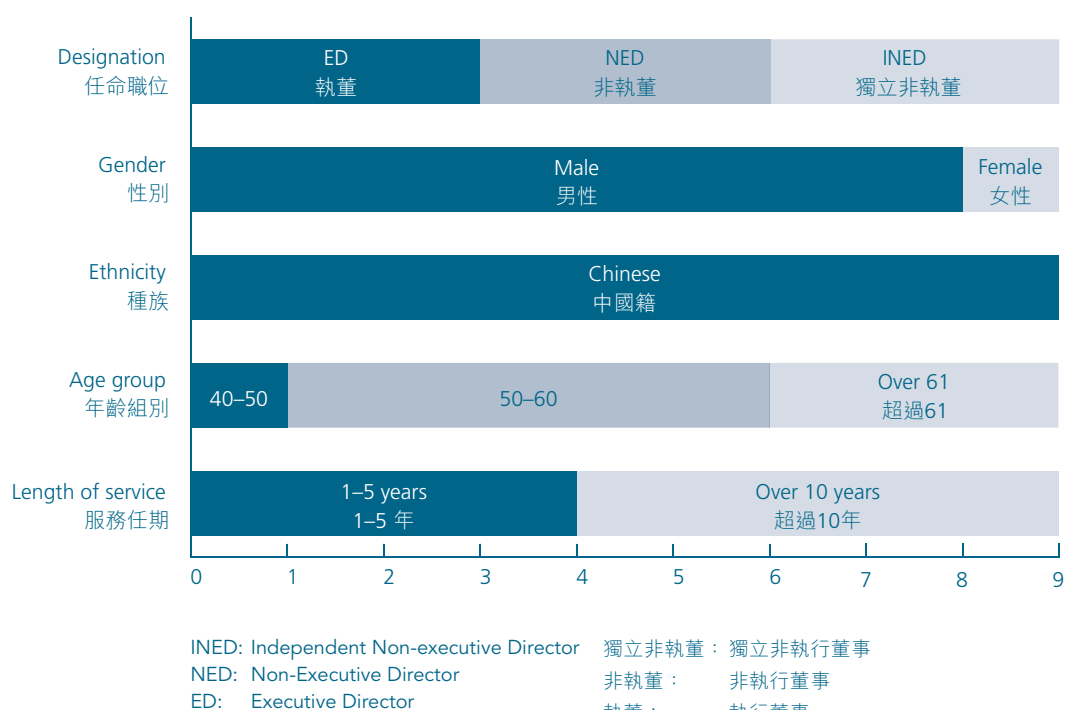
董事會成員多元化政策概要

本公司明白並深信董事會成員多元化對提升公司之表現質素裨益良多。董事會成員多元化政策旨在列載為達致董事會成員多元化而採取之方針。本公司在設定董事會成員組合時，會從多個可計量方面考慮董事會成員多元化，包括性別、年齡、種族、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。

可計量目標

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選之長處及可為董事會提供之貢獻而作決定。

於本報告日期，董事會在多元化層面之組成概述如下：



Corporate Governance Report (Continued)

企業管治報告(續)

The nomination committee has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the Board Diversity Policy.

Implementation and Monitoring

The nomination committee reviewing the board's composition under diversified perspectives, and monitored the implementation of the Board Diversity Policy annually.

As at the date of this report, the Board's composition under diversified perspectives was summarized as follows:

A package of orientation materials setting out the duties and responsibilities of Directors under the Listing Rules, related ordinances and relevant regulatory requirements of Hong Kong is provided to each newly appointed Director. Orientation meeting for briefing on business and operations of the Group will be held with the Directors concerned.

BOARD OF DIRECTORS

The Board meets regularly. For the year ended 31 December 2016, it held five meetings. Regular Board meetings of the year are scheduled in advance. All notices of the meeting of the Board will be made to various directors at least 14 days prior to the meeting. The company secretary assists the Chairman in preparing the memorandum of the meeting as to give all Directors an opportunity to attend. Board papers are circulated not less than three days before the Board meetings, to enable the Directors to make informed decisions on matters to be raised at the Board meetings and to offer them sufficient time to review the documents. The company secretary normally attends all regular Board meetings to advise on corporate governance, statutory compliance, accounting and financial matters when necessary, as to ensure the compliance and maintenance of sound corporate governance practice. The company secretary shall prepare minutes and keep record of matters discussed and decisions resolved at all Board meetings.

There is no relationship (including financial, business, family or other material/relevant relationships) among members of the Board. All of them are free to exercise their independent judgment. The Company has received annual written confirmations from all Independent Non-executive Directors in respect of their independence during the year under review pursuant to the Listing Rules. The Company considers all Independent Non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

提名委員會已檢討董事會成員多元化政策，以確保其行之有效，並認為本集團已達致董事會成員多元化政策。

執行及監察

提名委員會每年檢討董事會在多元化層面之組成，並監察董事會成員多元化政策之執行。

於本報告日期，董事會在多元化層面之組成概述如下：

各新任董事於就任時均獲提供詳盡資料，載列上市規則、相關法例及香港有關監管規例所訂之董事職責及責任。本公司亦就新任董事就任時安排會議，就本集團之業務及運作向有關董事作出簡介。

董事會

董事會定期開會。截至二零一六年十二月三十一日止年度，合共召開五次會議。每年定期召開之董事會會議均預定有關舉行日期。所有董事會會議的通知將於會議舉行最少十四天前發出予各董事，公司秘書協助主席預備會議議程，使各董事有充裕時間及機會出席。為確保董事會會議之討論事項具備充份資料以作出決定及使各董事有時間審閱該等文件，會議文件均於會議召開前不少於三天送交全體董事。公司秘書均出席各董事會定期會議，於有需要時就企業管治、法定管治、會計及財務等事宜向董事會提供意見，以確保本公司遵守及維持良好企業管治常規。於董事會會議上經討論及議決之事項均由公司秘書詳細記錄及存檔。

董事會成員之間並無任何關係(包括財務、業務、家庭或其他重大／相關關係)。彼等全部均可自由行使其獨立判斷權。於本回顧年度，本公司已接獲所有獨立非執行董事根據上市規則規定就彼等獨立性發出之書面年度確認書。本公司認為，根據上市規則所載之獨立性指引，所有獨立非執行董事均屬獨立人士。

Corporate Governance Report (Continued)

企業管治報告 (續)

BOARD OF DIRECTORS (Continued)

The Board members meet regularly, to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. During the year ended 31 December 2016, five regular Board meetings and a meeting with Non-executive directors were held and the attendance records of individual Directors are set out below:

Director	董事	Attendance 出席次數 Board 董事會
<i>Chairman</i>	<i>主席</i>	
WANG Xiaowu	汪小武	4/5
<i>Executive Directors</i>	<i>執行董事</i>	
CHEN Danyun	陳丹雲	5/5
CHEN Yang	陳揚	5/5
<i>Non-executive Directors</i>	<i>非執行董事</i>	
FENG Qiang	馮強	2/5
ZHANG Fan	張帆	5/5
WANG Ruilian	王瑞煉	2/5
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>	
LAM Kwong Siu	林廣兆	4/5
LEUNG Hok Lim	梁學濂	4/5
NG Man Kung	吳文拱	5/5

A meeting with non-executive Directors was held in 2016 in which non-executive Directors reviewed the future development of the Group. No executive Directors took part in any discussion of the above.

Appropriate notices are given to all Directors in advance for attending regular and other Board meetings. Meeting agendas and other relevant information are normally provided to the Directors in advance of Board meetings. All Directors are consulted to include additional matters in the agenda for Board meetings.

Directors have access to the advice and services of the company secretary with a view to ensuring that Board procedures, and all applicable law, rules and regulations, are followed.

董事會 (續)

董事會成員定期舉行會議，並於會上討論本公司之整體策略及經營及財務方面之表現。其他董事會會議於需要時才舉行。該等董事會會議均取得大部分董事親身或透過其他電子通訊方式積極參與。於截至二零一六年十二月三十一日止年度內，共舉行過五次定期董事會及一次非執行董事會會議，各董事之出席記錄載列如下：

於二零一六年，非執行董事舉行了一次會議，會上檢討了集團之未來發展。概無執行董事參與以上討論。

於董事會定期會議及其他會議前均向所有董事發出適當通知。通常於相關董事會會議舉行前會向董事發出議程及其他相關資料，並向所有董事徵詢，以將其他事項列入董事會會議議程內。

董事可取得公司秘書之意見及服務，以確保董事會程序及所有適用法律、規則及規例均獲得遵守。

Corporate Governance Report (Continued)

企業管治報告(續)

Draft and final versions of the minutes are sent to all Directors for their comment and records respectively. Minutes of Board meetings are kept by the Company Secretary and such minutes are open for inspection at any reasonable time on reasonable prior notice by any Director.

Insurance policy has been arranged to safeguard the interests of the Directors in case of legal proceedings.

Independent non-executive Directors and non-executive Directors

Mr. Lam Kwong Siu have been Independent Non-executive Directors of the Company were reappointed six times with tenure of two years and expiring on 10 December 2017. Mr. Leung Hok Lim has been an Independent Non-executive Director of the Company since 24 September 2004 and was reappointed for the sixth time with tenure of two years and expiring on 23 September 2018. Mr. Ng Man Kung had been Independent Non-executive Director of the Company was reappointed on 30 June 2016 with tenure of two years and expiry on 29 June 2018. However, their tenure is subject to retirement by rotation at the Annual General Meeting in compliance with the Articles of Association of the Company and the Code on Corporate Governance, under which they have to retire by rotation and make themselves eligible for re-election.

Mr. Feng Qiang, Mr. Zhang Fan and Mr. Wang Ruilian were appointed as Non-executive Directors on 27 January 2005, 20 May 2015 and 19 October 2015 respectively. All are subject to retirement by rotation at the Annual General Meeting in compliance with the Company's Articles of Association.

會議記錄之草擬文本及最終版本均寄發予所有董事以供其提供意見及作記錄。董事會會議記錄由公司秘書保存，該等會議記錄可供任何董事於發出合理事先通知下於任何合理時間內查閱。

本公司已安排適當保險，使董事面對法律訴訟時得到保障。

獨立非執行董事及非執行董事

林廣兆先生為本公司獨立非執行董事，彼等之任期為期兩年，及已重新委任六次，其任期至二零一七年十二月十日屆滿。二零零四年九月二十四日起，梁學濂先生成為本公司獨立非執行董事及已重新委任六次，其任期至二零一八年九月二十三日屆滿。吳文拱先生於二零一六年六月三十日重新獲委任為本公司獨立非執行董事，彼等之任期為期兩年，其任期至二零一八年六月二十九日。然而，其任期須受本公司章程及企業管治常規守則之規定，在股東週年大會上董事須輪值告退及重選再任。

馮強先生、張帆先生及王瑞煉先生分別於二零零五年一月二十七日及二零一五年五月二十日及二零一五年十月十九日獲委任為非執行董事，惟須按照本集團之公司組織章程細則之規定，於股東週年大會屆滿輪值告退並膺選連任。

Corporate Governance Report (Continued)

企業管治報告(續)

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each Independent Non-executive Director has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules, and are independent in accordance with the terms of the guidelines.

FINANCIAL REPORTING

The Board recognizes the importance of integrity of financial information and acknowledges its responsibility for preparing interim and annual financial statements that give a true and fair view of the Group's affairs and its results and cash flows in accordance with Hong Kong Financial Reporting Standards and the Companies Ordinance. In presenting the financial information, as well as price-sensitive announcements and other financial disclosures as required by regulations, the Board endeavors to present in a timely manner to shareholders and other stakeholders a balanced and understandable assessment of the Company's performance, position and prospects. Accordingly, appropriate accounting policies are selected and applied consistently, and judgements and estimates made by the management for financial reporting purpose are prudent and reasonable. The Directors are also responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Group and which enable the preparation of financial statements in accordance with the Companies Ordinance and the applicable accounting standards. Prior to the adoption of the financial statements and the related accounting policies, the relevant financial information is discussed between the external auditors and the management, and then submitted to the audit committee for review.

獨立非執行董事之獨立性確認書

各獨立非執行董事已根據上市規則第3.13條之規定提交確認其符合獨立性之確認書。本公司認為所有獨立非執行董事皆符合載於上市規則第3.13條獨立性指引，並根據該指引條文屬獨立人士。

財務匯報

董事會確知財務資料完整性的重要性，並須負責根據《香港財務報告準則》及《公司條例》編製半年及年度財務報表，藉以真實及公平地反映集團的財務狀況、業績及現金流。在提呈財務資料、股價敏感公告及規例規定的其他財務披露時，董事會致力向股東及其他持份者適時地對本公司的業績、現況及前景作出平衡及容易理解的評核。因此，適當的會計政策已被選用及貫徹地應用，而管理人員所作出關於財務匯報的判斷及估算均屬審慎及合理。董事亦須負責確保本集團保存會計記錄，該等記錄須於任何時間合理準確地披露本集團之財務狀況，並可據此按香港公司條例及適用之會計準則編製財務報表。在採納財務報表及相關會計政策前，相關財務資料均經外聘核數師及管理層討論，然後提交審核委員會審閱。

INTERNAL CONTROLS

The Board acknowledges its responsibility for the effectiveness of the Group's internal control and risk management system, which is designed to provide reasonable but not absolute assurance against material misstatement of management and financial information and records or against financial losses or fraud. The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group. The Group has established and implemented the segregation of duties and functions of the respective operational departments of the Group; monitored the strategic plan and performance; designed an effective accounting and information system; reviewed systems and procedures to identify, measure, manage and control risks including reputation, legal, credit, market and operational risks; handled inside information by setting out the procedures and policies; updated the internal control manual when there are changes to business environment or regulatory guidelines; and followed up with various departments to ensure timely implementation of the recommendations and report the status to the management periodically.

The Group is committed to maintaining and upholding good corporate governance practices and internal control system. An annual review of the effectiveness of the Group's internal control system was conducted. In respect of the year ended 31 December 2016, the Directors were satisfied that the Group had operated an effective and adequate internal control system.

Professional Development

To assist Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. All Directors also participate in continuous professional development programs, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective Directors are kept and updated by the Company Secretary of the Company.

內部監控

董事會確認其有責任確保本集團內部監控及風險管理系統的成效，內部監控系統旨在合理（但非絕對）保證不會出現管理及財務資料及記錄之重大錯誤陳述或財務損失或欺詐。董事會已制定可確定、評估及管理本集團所面對重大風險之持續程序。本集團已制定及執行分隔本集團各營運部門之職責及職能；監察策略方案及表現；設計一套有效之會計及資訊系統；檢討可確定、計量、管理及控制各項風險（包括信譽、法律、信貸、市場及營運風險）之系統及程序；透過訂立程序及政策，以處理內幕消息；因應營商環境或規例指引變更，更新內部監控守則；及與不同部門進行跟進，以確保及時執行有關建議，並定期向管理層匯報情況。

本集團致力維持和強化高水準的企業管治常規及內部監控系統。本集團內部監控系統之成效已進行年度審閱。就截至二零一六年十二月三十一日止年度而言，董事對本集團已實施具成效及充足之內部監控系統感到滿意。

專業發展

為協助董事之持續專業發展，本公司建議董事出席相關之座談會以發展及更新彼等之知識及技能。全體董事亦有出席持續專業發展計劃，如由合資格專業人士所舉辦之外部座談會，就彼等對董事會之貢獻發展及更新彼等之知識及技能。各董事所接受之培訓記錄由本公司公司秘書保管及更新。

Corporate Governance Report (Continued)

企業管治報告(續)

The individual training record of each Director received for the year ended 31 December 2016 is summarised below:

截至二零一六年十二月三十一日止年度，各董事所接受培訓之個別記錄概述如下：

		Attending seminar(s)/ program(s)/conference(s) relevant to the business or directors' duties 出席有關業務或董事職 責之座談會／計劃／ 會議之情況	Reading materials and update relating to the latest development of Listing related regulatory requirements 閱讀有關上市規則 及他適用監管規定 之材料及更新
WANG Xiaowu	汪小武	x	✓
CHEN Danyun	陳丹雲	x	✓
CHEN Yang	陳揚	x	✓
FENG Qiang	馮強	x	✓
ZHANG Fan	張帆	x	✓
WANG Ruilian	王瑞煉	x	✓
LAM Kwong Siu	林廣兆	✓	✓
LEUNG Hok Lim	梁學濂	✓	✓
NG Man Kung	吳文拱	x	✓

All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

全體董事均了解到持續專業發展之重要性，承諾參與任何合適之培訓，以發展及更新彼等之知識及技能。

BOARD COMMITTEES

The Board has appointed a number of committees to discharge its functions. Sufficient resources are provided to enable the Board committees to undertake their specific roles. The respective role, responsibilities and activities of each Board committee are set out below:

董事會轄下委員會

董事會已委任若干委員會以執行其職能。董事會轄下各委員會均獲得足夠資源，以執行其具體任務。董事會轄下各委員會的個別任務、職責及活動列載如下：

AUDIT COMMITTEE

The audit committee of the Company was established in 1999. Currently, it comprises three members, all of whom are Independent non-executive Directors, namely Mr. Leung Hok Lim who possesses professional accounting qualification, Mr. Lam Kwong Siu and Mr. Ng Man Kung. Mr. Leung Hok Lim is the Chairman of the Audit Committee. The Audit Committee adopted its the terms of reference in accordance with the Code issued by the Stock Exchange. The principal duties of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls. Two meetings had been held by the Audit Committee during the year under review. Each Committee meeting was provided with necessary financial information of the Group for consideration, review and assessment of major issues.

During the year ended 31 December 2016, the members of the Audit Committee met twice and their attendance is as follows:

審核委員會

本公司於一九九九年設立審核委員會。現時委員會由三名成員組成，彼等均為獨立非執行董事，包括梁學濂先生(具備專業會計師資格)、林廣兆先生及吳文拱先生。梁學濂先生為審核委員會主席。審核委員會已採納與聯交所頒佈守則一致之職權範圍。審核委員會之主要職責包括審閱及檢討本集團之財務申報程序及內部監控。審核委員會於回顧年度內已舉行兩次會議。每次委員會會議均獲提供必須之本集團財務資料，供成員考慮、檢討及評審工作中涉及之重大事宜。

於二零一六年十二月三十一日年度，審核委員會舉行兩次會議，成員出席情況如下：

Name of member	成員名稱	Attendance 出席次數
LEUNG Hok Lim (Chairman)	梁學濂(主席)	2/2
LAM Kwong Siu	林廣兆	1/2
NG Man Kung	吳文拱	2/2

The Audit Committee has reviewed the interim and final financial results for the year 2016. The Audit Committee considers the financial statement to be complied with the appropriate financial standards and the law regulations and with enough disclosure has been made.

審核委員會已審閱本集團截至二零一六年年中期及全年度財務業績。審核委員會認為，該等報表符合適用會計準則及法律規定且已作出足夠披露。

The Audit Committee held two meetings during the year ended 31 December 2016. The following is a summary of work performed by the Audit Committee during the year 2016:

於截至二零一六年十二月三十一日止年度，核數委員會舉行了兩次會議。以下是核數委員會於二零一六年年內執行的工作總結：

- (i) reviewed and discussed the annual accounts for 2015 and the interim accounts for 2016 with the management of the Company, with recommendations to the Board for approval;
- (ii) reviewed the significant audit and accounting issues arising from the external auditor's statutory audit of the 2015 annual accounts and issues arising from the review of the 2016 interim accounts;

- (i) 與本公司管理層檢討及討論二零一五年度賬目及二零一六年年中期賬目，並向董事會作出建議予以批准；
- (ii) 檢討因外聘核數師對二零一五年度賬目的法定審核而產生的重大審核及會計問題，及因審閱二零一六年年中期賬目而產生的問題；

Corporate Governance Report (Continued)

企業管治報告(續)

- | | |
|--|--|
| (iii) reviewed the impact of the new and revised accounting standards on the Company; | (iii) 檢討新增及經修訂之會計準則對本公司的影響； |
| (iv) reviewed the external auditor's audit strategy and approach; | (iv) 檢討外聘核數師的審核策略及方法； |
| (v) reviewed the non-audit services provided by the external auditor in 2016; | (v) 檢討由外聘核數師於二零一六年提供的非核數服務； |
| (vi) met with the external auditor to discuss issues from the audits and any other matters the external auditor might raise; | (vi) 會見外聘核數師，討論因核數工作產生的事宜及由外聘核數師欲提出的其他事項； |
| (vii) reviewed the Internal Audit objectives and approval of the annual internal audit report; | (vii) 檢討內部稽核的審核目標及報告； |
| (viii) reviewed the findings and recommendations of the Internal Audit Department on the audits carried out on the principal activities of the Group during the year 2016; | (viii) 檢討內部稽核部門在二零一六年年內對本集團主要活動進行的審核所得出的結果及建議； |
| (ix) reviewed the effectiveness of the internal control systems; | (ix) 檢討內部監控制度的有效性； |
| (x) reviewed the relevant sections in the Corporate Governance Report for the year ended 31 December 2016 concerning the Audit Committee; | (x) 檢討截至二零一六年十二月三十一日止年度之企業管治報告內涉及核數委員會的相關內容； |
| (xi) reviewed the adequacy of the resources, staff qualifications and experience; and | (xi) 檢討本公司在會計及財務匯報職能方面的資源、員工資歷及經驗；及 |
| (xii) reviewed the continuing connected transactions and their annual caps. | (xii) 檢討持續關連交易及其年度上限。 |

The minutes of the Audit Committee meetings are prepared by the secretary of the Audit Committee with details of all matters considered by the attendees and of decisions reached, including any concern raised by the attendees and dissenting views expressed. The final version of the minutes is sent to the attendees for their records. The minutes are open for inspection by the Committee members and the Board members.

核數委員會會議記錄由核數委員會秘書草擬，載有出席者曾考慮的所有事項細節及達成之決定，包括出席者曾提出的任何關注事項及所表達的反對意見。會議記錄之最終定稿會發送予出席者以供存檔。會議記錄會公開予委員會及董事會成員以供審閱。

REMUNERATION COMMITTEE

The Remuneration Committee currently comprises 3 members, all of them are Independent Non-executive Directors. The Remuneration Committee members are set out on page 2 of the annual report.

薪酬委員會

薪酬委員會現時由3名成員組成，所有皆為獨立非執行董事。薪酬委員會成員載於本年報第2頁。

Corporate Governance Report (Continued)

企業管治報告 (續)

The functions of the Remuneration Committee are to formulate transparent procedures for setting remuneration policies and packages for Directors and the senior management of the Group. Its duties include:

- Reviewing and recommending to the Board the remuneration packages of Executive and Non-executive Directors of the Group
- Reviewing the appropriateness of compensation for Directors of the Group

薪酬委員會之職能為制訂一套具透明度的程序，以制定本集團董事及高級管理層的薪酬政策和方案。薪酬委員會的職能包括：

- 檢討本集團執行及非執行董事的薪酬方案並就此向董事會提供建議
- 檢討本集團董事的酬勞的合適程度

During the year ended 31 December 2016, the members of the Remuneration Committee met once and their attendance is as follows:

於二零一六年十二月三十一日年度，薪酬委員會舉行一次會議，成員出席情況如下：

Name of member	成員名稱	Attendance 出席次數
LAM Kwong Siu (<i>Chairman</i>)	林廣兆 (主席)	1/2
LEUNG Hok Lim	梁學謙	2/2
NG Man Kung	吳文拱	2/2

The Remuneration Committee held twice meeting during the year ended 31 December 2016. The following is a summary of work performed by the Remuneration Committee during the year 2016, including:

於截至二零一六年十二月三十一日止年度，薪酬委員會舉行了兩次會議。以下是薪酬委員會於二零一六年年內執行的工作總結，包括：

- | | |
|--|---|
| (i) reviewed the Company's policy and remuneration structure for the Directors of the Company; | (i) 檢討本公司董事的薪酬政策及架構； |
| (ii) reviewed the procedure for developing remuneration policy; | (ii) 檢討發展薪酬政策的程序； |
| (iii) reviewed and recommended to the Board the director's fees and committee member's fees for certain Directors of the Company; | (iii) 檢討及向董事會建議本公司若干董事的董事袍金及作為委員會成員的酬金； |
| (iv) reviewed the discretionary management bonus of the Executive Directors of the Company for the year 2016; and | (iv) 檢討本公司執行董事於二零一六年年度的酌情發放花紅；及 |
| (v) reviewed and recommended to the Board or determined with delegated responsibilities, as the case may be, in accordance with the terms of reference of the Remuneration Committee, the remuneration packages of the Directors of the Company for the year 2016. | (v) 檢討及向董事會建議或獲董事會轉授責任釐定(根據薪酬委員會的職權範圍並按情況而定)本公司董事於二零一六年年度的薪酬待遇。 |

No Director was involved in determining his own remuneration.

並無董事參與釐定自己的薪酬。

Corporate Governance Report (Continued)

企業管治報告(續)

The remuneration of the members of the senior management of the Group by band for the year ended 31 December 2016 is set out below:

截至二零一六年十二月三十一日止年度按範圍劃分本集團高級管理層成員的酬金載列如下：

Remuneration bands	酬金範圍	Number of persons 人數
Nil to HK\$500,000	零至500,000港元	—
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	3

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 11 and note 12 to the consolidated financial statements.

根據上市規則附錄十六須予披露的有關董事酬金及五名最高薪酬僱員的進一步詳情載於綜合財務報表附註11及附註12。

NOMINATION COMMITTEE

The Nomination Committee currently comprises 3 members, all of whom are Independent Non-executive Directors. The Nomination Committee members are out on page 2 of the annual report.

Its duties include:

- Reviewing the composition of the Board, including its structure, size and diversity at least annually to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Group
- Recommending any proposed change to the Board to complement the Company's corporate strategies
- Considering and recommending to the Board suitably qualified persons to become a member of the Board, monitor the succession planning of Directors and assess the independence of Independent Non-executive Directors
- Give consideration to the Board Diversity Policy when identifying suitably qualified candidates to become members of the Board, and the board will review the Board Diversity Policy, so as to develop and review measurable objectives for the implementing the Board Diversity Policy and to monitor the progress on achieving these objectives

提名委員會

提名委員會現由3位成員組成，成員為獨立非執行董事。提名委員會成員載列於本年報第2頁。

提名委員會的職能包括：

- 委員會最少每年檢討董事會的組成一次，內容包括其架構、規模及多元化，以確保董事會具備適合本集團業務所需均衡專業知識、技能及經驗
- 建議對董事會作出任何變動以配合本公司的企業策略
- 提名委員會亦負責考慮及向董事會推薦適當合資格人士加入董事會，並監察董事繼任安排與及評估獨立非執行董事的獨立身分
- 提名委員會於物色合適的合資格人選成為董事會成員時，亦考慮董事會多元化政策，而董事會將檢討董事會多元化政策以為執行董事會多元化政策訂立及檢討可計量目標，並監察達成該等目標的進度

Corporate Governance Report (Continued)

企業管治報告 (續)

During the year ended 31 December 2016, the members of the Nomination Committee met one time and their attendance is as follows:

於二零一六年十二月三十一日年度，提名委員會舉行一次會議，成員出席情況如下：

Name of member	成員名稱	Attendance 出席次數
NG Man Kung (<i>Chairman</i>)	吳文拱 (主席)	2/2
LAM Kwong Siu	林廣兆	1/2
LEUNG Hok Lim	梁學濂	2/2

The Nomination Committee held twice meeting during the year ended 31 December 2016. The following is a summary of work performed by the Nomination Committee during the year 2016, including:

於截至二零一六年十二月三十一日止年度，提名委員會舉行了兩次會議。以下是提名委員會於二零一六年年內執行的工作總結，包括：

- | | |
|--|----------------------------|
| (i) reviewed the Company's policy for nomination of Directors; | (i) 檢討本公司提名董事政策； |
| (ii) reviewed procedures for appointment of new Directors and plans for orderly succession; | (ii) 檢討新董事委任的程序及有序的董事繼任計劃； |
| (iii) reviewed the implementation of the Board Diversity Policy of the Company; | (iii) 檢討本公司董事會成員多元化政策的執行； |
| (iv) reviewed the structure, size and composition of the Board of the Company; | (iv) 檢討本公司董事會的架構、規模及組成； |
| (v) reviewed and recommended to the Board the nomination of the membership of committee of the Company; | (v) 檢討及向董事會建議若干委員會成員之提名； |
| (vi) recommended re-election of the retiring directors at the annual general meeting of the Company; and | (vi) 推薦本公司股東週年大會上重選退任的董事；及 |
| (vii) assessed independence of the Independent Non-Executive Directors of the Company. | (vii) 評核本公司獨立非執行董事的獨立性。 |

Corporate Governance Report (Continued)

企業管治報告(續)

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for the corporate governance functions with the following duties:

- to develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updating;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- to review the Company's compliance with the Code and disclosure in the Corporate Governance Report; and
- such other corporate governance duties and functions set out in the Code (as amended from time to time) for which the Board are responsible.

The Company periodically reviews its corporate governance practices to ensure they continue to meet the requirements of the Code during the year of 2016.

BOARD DIVERSITY POLICY

The Company recognizes and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

企業管治職能

董事會負責企業管治職能，並有下列職責：

- 制訂及檢討本公司的企業管治政策及常規，並就變動及更新提出建議；
- 檢討及監察董事的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制訂、檢討及監察適用於僱員及董事的操守守則及合規手冊(如有)；
- 檢討本公司遵守企業管治守則的情況及於企業管治報告中作出的披露；及
- 載列於企業管治守則內董事會負責的該等其他企業管治職責及職能(經不時修訂)。

本公司定期檢討其企業管治措施，以確保該等措施於二零一六年一直符合前企業管治守則及經修訂企業管治守則的規定。

董事會多元化政策

本公司肯定及接受董事會成員多元化的益處。在董事會所有任命將繼續奉行任人唯才的原則的同時，本公司將確保董事會在切合本公司業務所需的技能、經驗、不同觀點方面取得平衡。挑選候選人將基於多種不同觀點，包括但不限於性別、年齡、文化及教育背景、專業或其他經驗、技術及知識。

Corporate Governance Report (Continued)

企業管治報告(續)

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors.

董事及行政人員的保險

本公司已就其董事可能會面對的法律訴訟作出適當的投保安排。

COMPANY SECRETARY

As at 31 December 2016, the Company Secretary of the Company, Mr. Chan Tao Ming Alex, fulfilled the requirement under Rules 3.28 and 3.29 of the Listing Rules. As an employee of the Company, the Company Secretary supports the Board, ensures good information flow within the Board and Board policy and procedures are followed; advises the Board on governance matters, facilitates induction and, monitors the training and continuous professional development of Directors. He had attained not less than 15 hours of relevant professional training during the year under review.

公司秘書

於二零一六年十二月三十一日，本公司的公司秘書陳道明先生符合上市規則第3.28及3.29條所列之要求。作為本公司的僱員，公司秘書協助董事會工作，確保信息在董事會內部順暢流通，並已遵從董事會政策及程序；就管治事宜向董事會提出要求，方便董事就職及監管董事之培訓及持續專業發展。於回顧期間，彼獲得不少於十五個小時的相關培訓。

EXTERNAL AUDITORS

The Audit Committee has reviewed a service plan from HLB Hodgson Impey Cheng Limited regarding their independence and objectivity and had a meeting with HLB Hodgson Impey Cheng Limited, the external auditors of the Company, to discuss the scope of their audit and approve the scope.

外部核數師

審核委員會已審閱國衛會計師事務所有限公司確認其獨立性及客觀性之服務計劃，並與本公司之外部核數師國衛會計師事務所有限公司舉行會議，討論及批准其審核範圍。

The consolidated financial statements for the year ended 31 December 2016 were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting of the Company. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited be re-appointed as the auditors of the Company at the forthcoming Annual General Meeting of the Company.

截至二零一六年十二月三十一日止年度之綜合財務報表賬目經由國衛會計師事務所有限公司審核，彼於即將舉行之股東週年大會上任滿。審核委員會已向董事會建議，於本公司即將舉行之股東週年大會上提名更新委任國衛會計師事務所有限公司為本公司之核數師。

Corporate Governance Report (Continued)

企業管治報告(續)

AUDITORS' REMUNERATION

An analysis of remuneration in respect of audit and non-audit services, which included taxation, other review and advisory services, provided by the auditors and its common control entity during the year ended 31 December 2016 is as follows:

		HK\$ 港元
Audit fee	核數服務	600,000
Other non-audit services	其他非核數服務	
Pro forma financial information of the Group	本集團之未經審核備考財務資料	200,000
		800,000

The auditors' reporting responsibility is set out on pages 66 to 72 of this annual report.

核數師酬金

截至二零一六年十二月三十一日止年度，核數師及其處於同一控制權的分支機構提供的核數服務及非核數服務，包括稅務，其他審閱及諮詢服務之酬金如下：

核數師之申報職責載於本年報第66至72頁。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognizes the importance of good communications with the Shareholders and investors. A shareholders' communication policy setting out the principles of the Company in relation to Shareholders' communications, with the objectives of ensuring a transparent and timely communication with Shareholders via various means, has been established.

The Company's annual general meetings ("AGM") are valuable forum for the Board to communicate directly with the Shareholders and to answer questions Shareholders may raise. Separate resolutions are proposed at general meetings for each substantial issue, including the re-election and election of individual Directors. The detailed procedures of conducting a poll are explained to Shareholders at the commencement of the AGM, to ensure that Shareholders are familiar with such procedures.

與股東及投資者的溝通

董事會認同與股東及投資者有良好的溝通至為重要。本公司已制定一項股東溝通政策，列出本公司與股東溝通的原則，藉以確保與股東可透過不同方法作透明及適時的溝通。

本公司的股東週年大會（「股東週年大會」）提供理想的場合讓董事會直接與股東溝通及解答股東的提問。董事就各重大事項，包括重選及選舉個別董事，於股東大會上提呈獨立決議案。股東週年大會開始時會向股東解釋以投票方式表決的詳細程序，以確保股東熟悉該等程序。

Corporate Governance Report (Continued)

企業管治報告(續)

The Company's last AGM ("2015 AGM") was held on Tuesday, 23 May 2016 at Ballroom, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong. All the resolutions proposed at that meeting were approved by shareholders of the Company by poll. Details of the poll results are available on the Company's website at www.fujianholdings.com.

本公司上屆股東週年大會(「二零一五年度股東週年大會」)於二零一六年五月二十三日星期二假座香港灣仔摩理臣山道23號南洋酒店一樓宴會廳舉行。所有提呈大會的決議案已由本公司股東以投票方式表決通過。表決結果詳情載於本公司網站www.fujianholdings.com。

The attendance record of the Directors of AGM is set out below:

董事於二零一五年度股東週年大會的出席記錄載列如下：

Directors	董事	Attendance 出席次數
WANG Xiaowu	汪小武	×
CHEN Danyun	陳丹雲	✓
CHEN Yang	陳揚	✓
FENG Qiang	馮強	×
ZHANG Fan	張帆	✓
WANG Ruilian	王瑞煉	×
LAM Kwong Siu	林廣兆	×
LEUNG Hok Lim	梁學濂	✓
NG Wan Kung	吳文拱	✓

A key element of effective communication with shareholders and investors is the prompt and timely dissemination of information in relation to the Group. The Company commits to report to the Shareholders of the Company the Group's corporate information in a timely and punctual way through notifying or mailing to all shareholders via press release, Interim Report and Annual Report. The circular of the AGM will be distributed to all Shareholders at least 21 days prior to the meeting, which set out the requirements and the procedure of the vote and the relevant details of other proposed resolutions. The printed copies of the Group's annual report and interim report will be dispatched to all the shareholders.

與股東及投資者作有效溝通的要素，主要繫於快捷及適時發佈有關本集團的資訊。本公司依時向股東匯報本集團之企業資料，並透過刊發新聞稿、中期報告及年報等方式，通知和寄發予所有股東，而有關股東週年大會的通函於大會舉行前最少二十一天寄發予所有股東，通函載列要求及舉行票選的程序及其他建議的議案的有關資料。本集團的年報及中期報告之印刷本將寄發予所有股東。

The Company keeps on promoting investor relations and enhancing communication with the existing Shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

本公司不斷促進與投資者之關係，並加強與現有股東及有意投資者之溝通。本公司歡迎投資者、權益持有人及公眾人士提供意見。向董事會或本公司作出之查詢可郵寄至本公司於香港之主要營業地點。

Corporate Governance Report (Continued)

企業管治報告(續)

CONSTITUTIONAL DOCUMENTS

There was no change to the Company's articles of association during the year ended 31 December 2016. A copy of the latest consolidated version of the Articles of Association is posted on the websites of the Company and the Stock Exchange.

SHAREHOLDERS' RIGHTS

Set out below is a summary of certain rights of the Shareholders of the Company as required to be disclosed pursuant to the mandatory disclosure requirement under Paragraph O of the Code:

Convening of extraordinary general meeting on requisition by Shareholders

In accordance with section 566 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance"), Shareholder(s) representing at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings may request the Directors to convene an extraordinary general meeting ("EGM"). The request(s) must state the general nature of the business to be dealt at the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. The request(s) may consist of several documents in like form and may be sent to the Company in hard copy form or in electronic form which must be authenticated by the person or persons making it.

In accordance with sections 567 and 568 of the Companies Ordinance, if the Directors do not within 21 days after the date on which they are subject to the requirement under section 566 of the Companies Ordinance to convene an EGM for a day not more than 28 days after the date on which the notice convening the EGM is given, the Shareholder(s) concerned, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, provided that the EGM so convened shall not be held after the expiration of 3 months from the said date.

The EGM convened by shareholders shall be convened in the same manner, as nearly as possible, as that in which general meetings are to be convened by the Directors.

憲章文件

本公司組織章程大綱於二零一六年十二月三十一日之財政年度內概無變動。組織章程大綱的最新綜合版本載於本公司及聯交所網站。

股東權利

下文為本公司股東若干權利的概要，此乃根據守則O段的強制披露規定須予披露的：

應股東的請求召開股東特別大會

根據香港法例第622章《公司條例》第566條，佔全體有權在股東周年大會上表決的股東的總表決權最少5%的股東可要求本公司的董事安排召開股東特別大會（「股東特別大會」）。該請求須述明有待在有關大會上處理的事務的一般性質及可包含可在該大會上恰當地動議並擬在該大會上動議的決議的文本及可包含若干份格式相近的文件及可採用印本形式或電子形式送交公司及須經提出該要求的人認證。

根據《公司條例》第567條及568條，如本公司的董事在該請求書存放日期起計21天內，未有妥為安排在股東特別大會通知書發出日期後28天內召開股東特別大會，則該等股東或佔該等全體股東一半以上總表決權的股東，可自行召開股東特別大會，但如此召開的股東特別大會不得在上述日期起計三個月屆滿後舉行。

由股東召開的股東特別大會，須盡可能以接近本公司的董事召開股東大會的方式召開。

Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

The Company Secretary
Fujian Holdings Limited
Room 3306–3308, 33rd Floor, West Tower, Shun Tak Centre,
200 Connaught Road Central
Email: info@fujianholdings.com
Tel. No.: +852 2810 9222
Fax No.: +852 2868 9930

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

Proposing a resolution at an annual general meeting

Shareholder(s) may request the Company to give, to all Shareholders entitled to receive notice of AGM, notice of a resolution that may properly be moved and is intended to be moved at that meeting pursuant to section 615 of the Companies Ordinance, if they:

- (a) represent at least 2.5% of the total voting rights of all Shareholders who have a right to vote on the resolution at the annual general meeting to which the requests relate; or
- (b) are not less than 50 Shareholders who have a right to vote on the resolution at the AGM to which the requests relate.

The request(s):

- (a) may be sent to the Company in hard copy form or in electronic form;
- (b) must identify the resolution of which notice is to be given;
- (c) must be authenticated by the person or persons making it; and
- (d) must be received by the Company not later than six weeks before the AGM to which the request(s) relate; or if later, the time at which notice is given of that meeting.

將股東的查詢送達董事會的程序

股東可隨時以書面形式經公司秘書轉交彼等的查詢及關注事項予本公司的董事會，公司秘書的聯絡詳情如下：

公司秘書
閩港控股有限公司
香港干諾道中二百號信德中心
西座三十三樓三三零六至三三零八室
電郵：info@fujianholdings.com
電話：+852 2810 9222
傳真：+852 2868 9930

公司秘書將轉交股東的查詢及關注事項予本公司的董事會及／或有關的董事會委員會（若適當），以便回覆股東的提問。

在股東週年大會上動議決議

根據公司條例第615條，本公司股東可要求本公司向有權收取股東週年大會通告的股東發出決議案通告，而有關決議案將於股東週年大會上適當動議或擬於會上動議。

- (a) 佔全體有權在該要求所關乎的股東週年大會上，就該決議表決的股東的總表決權最少2.5%的股東；或
- (b) 最少50名有權在該要求所關乎的股東週年大會上就該決議表決的股東。

該請求：

- (a) 可採用印本形式或電子形式送交本公司；
- (b) 須指出有待發出通知所關乎的決議；
- (c) 須經提出該要求的人認證；及
- (d) 須於該要求所關乎的股東週年大會舉行前的6個星期之前；或（如在上述時間之後送抵本公司）該股東週年大會的通知發出之時送抵本公司。

Corporate Governance Report (Continued)

企業管治報告(續)

PROPOSING A CANDIDATE FOR ELECTION AS A DIRECTOR AT AGM

Pursuant to article 105 of the articles of association of the Company, if a Shareholder intends to nominate a person other than the retiring Directors for Director at a general meeting, he/she shall deposit the following documents to the Company's registered office during the period commencing on the day after the dispatch of the notice of such meeting and ending no later than seven days prior to the date appointed for such general meeting, and the length of the notice period shall be at least seven days:

- (a) a written notice of such proposal for the attention of the Company Secretary, signed by the shareholder who is qualified to attend and vote at the general meeting;
- (b) biographical details of the candidate as set out in Rule 13.51(2)(a) to (x) of the Listing Rules; and
- (c) a written consent signed by the candidate indicating his/her willingness to be elected.

SHAREHOLDERS' ENQUIRIES

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch share registrar: Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Other enquiries or comments raised by any Shareholder can be mailed to the Board at the Company's head office in Hong Kong at Room 3306-08, 33rd Floor, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong or sent through email to info@fujianholdings.com.

推薦人選在股東週年大會上參選董事

根據本公司組織章程第105條，股東如欲推薦退任董事以外的人士在股東週年大會上參選董事，股東須於會議通告發出後翌日起至不遲於舉行會議日期前七天止期間，向本公司註冊辦事處送交以下文件，提交有關通知的期限最少為七日：

- (a) 一份經合資格出席股東大會並於會上投票之股東簽署的書面通知交公司秘書收；
- (b) 有關擬參選人士按上市規則第13.51(2)(a)至(x)條所載的履歷資料；及
- (c) 擬參選人士簽署的同意書，說明其願意膺選。

股東查詢

股東如對名下持有任何疑問，應向本公司的香港股份過戶登記分處卓佳證券登記有限公司（地址為香港皇后大道東183號合和中心22樓）提出。

任何股東如提出其他查詢或意見，可郵寄予董事會（地址為本公司之香港總部：香港干諾道中二百號信德中心西座三十三樓三三零六至零八室或發送電郵至info@fujianholdings.com。

RISK MANAGEMENT

The Company's management believes that risk management is an essential component of the Group's administrative structure. The management assists the Board in evaluating material risk exposure existing in the Group's business, including investment risk, interest rate risk, liquidity risk etc, and participates in designing and formulating appropriate risk management and internal control measures, and to ensure its implementation in daily operational management.

The management considers that the investment risk management measures provide guarantee to the Group through its way of seeking new development opportunities, as to secure reasonable return in every investment, to reduce investment risks and to avoid possible loss attributable to investments.

The Group's risk management towards liquidity aims to ensure that under all circumstances there exists sufficient capital to fulfill repayment obligations of all debts due, to maintain good creditworthiness, to finance reasonable investment opportunities and to fuel business development. The Group's accounting department is responsible for daily financial activities and monitors liquidity position from time to time to cope with business operation of the Company.

The Board had conducted a review on the effectiveness of the Group's internal control and risk management systems once during the year ended 31 December 2016 which covered financial, operational, compliance procedural and risk management functions and had considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function. In light of the size and scale of the Group's businesses, the Board is also delegated with the responsibilities for the internal control of the Group and for reviewing its effectiveness. As such, the Group currently does not have an internal audit department. The Board will review and consider to establish such department as and when it thinks necessary.

風險管理

公司管理層相信風險管理是本集團管治架構中重要的組成部分。管理層協助董事會評估本集團業務中存在的主要風險，包括投資風險、利率風險、流動資金風險等，參與設計和制訂合適的風險管理及內部監控措施，並在日常經營管理中落實執行。

管理層認為投資風險管理之措施可以令集團在尋找新的發展機會中得到保障，使每一項投資都能得到合理的回報，減低投資風險、避免投資可能會帶來的損失。

本集團對流動資金的風險管理，旨在確保任何情況下，仍能以充足的資金履行所有到期債務的償還責任，保持良好的信譽；能在適當的投資機會中提供所需資金，以擴大業務發展。集團會計部負責日常的財務活動並不時監察流動資金狀況，以應付公司的經營運作。

截止二零一六年十二月三十一日董事會已對本集團內部監控及風險管理系統之有效性進行一次檢討，其範圍覆蓋財務、營運、合規程序及風險管理職能等範疇，並已考慮本公司會計及財務申報職能方面之資源、員工資歷及經驗，以及員工接受之培訓課程及有關預算是否。鑒於本集團業務的規模及範圍，董事會亦獲授予本集團內部控制的責任及檢討其有效性。因此，本集團目前沒有內部審計部門。董事會將在其認為必要時，審查並考慮設立該部門。

Corporate Governance Report (Continued)

企業管治報告(續)

The Group believes that good corporate governance practices are very important for maintaining and promoting investor confidence and for the sustainable growth of the Group. The Group has therefore made continued efforts to uplift its quality of corporate governance. It has established a highly effective system of internal controls and adopted a series of measures to ensure its safety and effectiveness. As a result, the Group is able to safeguard its assets and protect the interests of its Shareholders.

The Board is of the view that the systems of internal control and risk management are effective and there are no irregularities, improprieties, fraud or other deficiencies that suggest material deficiency in the effectiveness of the Group's internal control system.

CORPORATE MONITOR

The Board is responsible for monitoring the Group's overall corporate reporting process and control system, while the corporate reporting standard is handled by the accounting department, which makes regular review of resources allocation and financial reporting system properly. Compliance with Code on Corporate Governance Practices, the Listing Rules, SFO and other applicable laws and regulations are handled by the Company Secretary. The Company's management meets with the Executive Directors regularly to review and brief the reporting system, and the Audit Committee annually to review and brief the reporting system.

A package of detailed materials setting out the duties and responsibilities of the Directors of the Company is provided to each newly appointed Director of the Company, in which it is especially specified the applicable rules and regulations (including the Listing Rules) that the first time appointed Directors of the Company shall notice and understand.

In respect of the securities transactions made by Directors and relevant employee, the Company has adopted Appendix 10 to the Listing Rules, the Model Code, as its own Code of conduct regarding the standard for securities transactions. Printed copies of the Model Code have been distributed to each Director and relevant employees of the Group as stipulated therein. Having made specific enquires of all Directors, all the Directors confirmed that they have complied with the standards set out therein.

本集團相信良好的公司管治對於維持及促進投資者信心及自身的可持續發展是非常重要的。因此，本集團一直致力於提升公司管治水準，建立高效的內部控制體系，採取一系列措施保證該系統的健全性及有效性，從而得以確保本集團資產安全及維護股東利益。

董事會認為內部監控及風險管理制度為有效，且本集團的內部監控制度並無違規、不當、欺詐或其他不足顯示本集團內部控制制度的效能出現重大缺陷。

企業監控

董事會有責任監察本集團整體企業匯報過程及控制系統，企業匯報標準已交予會計部負責，由會計部適當地定期檢討資源調配及財務匯報系統。企業管治常規，以及符合上市規則、證券及期貨條例及其他適用法規等事宜，已交予公司秘書負責。本公司管理層定期與執行董事檢討及簡述匯報系統，亦每年與審核委員會檢討及簡述匯報系統。

本公司每位新委任董事均獲發一份詳盡資料，當中詳述作為本公司董事之責任及職責，並特別註明首次獲委任本公司董事須留意及知悉之適用規則及規例(包括上市規則)。

本公司就本集團董事及相關僱員之證券交易，採納載於上市規則附錄十有關董事進行證券交易標準之行為守則。公司守則之印刷本已分發予本公司守則內規定須獲提供之本集團每位董事及相關僱員。在向所有董事作出特選查問後，所有董事已確認，彼等已遵守本公司之守則內所載標準。

Corporate Governance Report (Continued)

企業管治報告(續)

Employees who are likely to be in possession of unpublished price-sensitive information about the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code.

該等有可能獲得有關本集團未經刊發股價敏感資料之僱員亦須遵守條款內容不比標準守則寬鬆之指引。

On behalf of the Board

代表董事會

Wang Xiaowu
Chairman

汪小武
主席

Hong Kong, 24 March 2017

香港，二零一七年三月二十四日

Independent Auditors' Report

獨立核數師報告



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F,
Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈
31樓

**TO THE MEMBERS OF
FUJIAN HOLDINGS LIMITED**

(Incorporated in Hong Kong with limited liability)

致閩港控股有限公司股東
(於香港註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Fujian Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 73 to 162, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditors' 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.

意見

本核數師(以下簡稱「我們」)已審計列載於第73頁至162頁閩港控股有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一六年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一六年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及其綜合現金流量，並已遵照香港《公司條例》妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們就該等準則承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」部分中闡述。根據香港會計師公會的《職業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

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 year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter

關鍵審計事項

Carrying amount of property and leasehold land used in the Group's hotel operation segment

Refer to Notes 14 and 15 to the consolidated financial statements

本集團的酒店業務分部之物業和租賃土地使用的賬面金額

請參閱於綜合財務報表中附註14與15

We identified the carrying amounts of property and leasehold land used in the Group's hotel operation segment as a key audit matter due to the management's judgements associated with review of the recoverable amounts of assets.

As at 31 December 2016, the Group had a property and leasehold land used in the Group's hotel operation segment with a carrying amounts of HK\$21,837,483 and HK\$16,709,888 respectively.

Significant management judgement is required to determining the recoverable amounts based on a value in use calculation and a discount rate of 7.9% per annum.

我們認為審閱 貴集團的酒店分部之物業和租賃土地使用的賬面值為關鍵審計事項，原因與對資產進行可收回價值之審閱時使用的判斷及估計有關。

截至二零一六年十二月三十一日，貴集團酒店業務分部擁有的所使用物業及租賃土地帳面金額分別為21,837,483港元及16,709,888港元。

貴集團管理層對可收回金額之重大判斷是根據使用計算值和每年7.9%的折現率作出確定。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計中最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

How our audit addressed the key audit matter

我們在審計中對此的處理方式

Our procedures in relation to carrying amounts of property and leasehold land used in the Group's hotel operation segment included:

- Evaluating the objectivity, independence and competency of the external valuer engaged by the management and the valuation specialist engaged by us;
- Assessing the methodologies used by the external valuer engaged by the management to estimate the value in use calculation;
- Evaluating the appropriateness of information and estimation used in the financial forecasts provided by the management;
- Engaging a valuation specialist to assist us to assess the methodologies and key assumptions adopted in the valuation for estimating the value in use; and
- Checking the accuracy and relevance of the input data provided by management for the estimation of the value in use.

我們對有關貴集團所屬酒店業務分部使用之物業及租賃土地使用的帳面值所執行的程序包括：

- 對管理層及我們外聘之專業評估師的客觀性、獨立性和其能力；
- 就管理層外聘之專業評估師對計算使用價值所採用的評估方法作出評定；
- 評審管理層提供作財務預測所使用的資料及估計的適用性；
- 聘請專業評估師協助我們評估使用價值估值所採用的方法及關鍵假設；及
- 檢閱管理層提供的資料的準確性及相關性，以供估計其使用價值。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

Valuation of investment properties

Refer to Note 16 to the consolidated financial statements

投資物業評估

請參閱於綜合財務報表中附註16

We identified the valuation of investment properties as a key audit matter due to the management's judgements associated with determining the fair value.

The Group has various investment properties in Hong Kong. Such investment properties are measured at fair value and the aggregate carrying amount of these investment properties was HK\$218,500,000 as at 31 December 2016.

Significant estimation and judgement are required by management to determine the fair values of the investment properties. To support management's determination of the fair value, the Group engaged an external valuer to perform valuations on these assets at the end of the reporting period.

我們認為投資物業的估值為關鍵審計事項，原因與管理層對確定公允值時有關的判斷及估計有關。

本集團於香港擁有若干投資物業。該項投資物業按公平值計量，這些投資物業於截至二零一六年十二月三十一日的總帳面價值為218,500,000港元。

管理層須作出重大估計及判斷，以確定投資物業的公平值以支持其公允價值。集團於報告期末外聘專業評估師對該項資產出具估值報告。

關鍵審計事項(續)

How our audit addressed the key audit matter

我們在審計中對此的處理方式

Our procedures in relation to valuation of investment properties included:

- Evaluating the objectivity, independence and competency of the external valuer engaged by the management and the valuation specialist engaged by us;
- Obtaining understanding of the approach and valuation methodology adopted;
- assessing whether the investment properties were valued on a consistence basis;
- Engaging a valuation specialist to assist us to assess the methodologies and assumptions adopted in the valuation;
- Checking the accuracy of the fair value calculation prepared by the external valuer; and
- Assessing the adequacy of disclosures in the consolidated financial statements.

我們對有關 貴集團對投資物業的估值所執行的程序包括：

- 對管理層及我們外聘之專業評估師的客觀性、獨立性和其能力作出評審；
- 獲將對所採用的方法及估值方法的瞭解；
- 評定投資物業是否按一貫計算方式計算；
- 聘請專業評估師協助我們評估其估值的方法和假設；
- 檢查由外聘之專業評估師準備的公允價值計算的準確性；及
- 考慮綜合財務報表所披露的充分性。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' 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 DIRECTORS AND AUDIT COMMITTEE 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 of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The audit committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事需對其他信息負責。其他信息包括年報所載的全部信息但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

在我們審計綜合財務報表時，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況有重大抵觸，或者似乎有重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息有重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及《香港公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

審核委員會履行監督貴集團財務報告過程。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

AUDITORS' 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 auditors' report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance and for no other purpose. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為全體股東)按照香港《公司條例》第405條的規定報告，除此之外本報告別無其他目的。合理保證是高水平的保證，但不能保證按《香港審計準則》進行的審計在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或滙總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及取得充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險比較因錯誤而導致的重大錯誤陳述的風險為高。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露資料的合理性。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

核數師就審計綜合財務報表承 擔的責任(續)

- 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 auditors' 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 auditors' 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.

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審計憑證，決定是否存在與事項或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露資料的關注。假若有關的披露資料不足，則我們須出具非無保留意見的核數師報告。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。我們須負責指導、監督和執行貴集團的審核工作。我們須為我們的審核意見承擔全部責任。

我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括我們在審計期間識別出內部控制的任何重大缺陷。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 auditors' 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 director on the audit resulting in this independent auditors' report is Mr. Kwok Kin Leung.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Kwok Kin Leung
Practising Certificate Number: P05769

Hong Kong, 24 March 2017

核數師就審計綜合財務報表承擔的責任(續)

我們亦向審核委員會作出聲明，指出我們已符合有關獨立性的相關專業道德要求，並與他們溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

從與審核委員會溝通的事項中，我們釐定對本期間綜合財務報表的審計至關重要的事項，因而構成關鍵審核事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中溝通某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中傳達該事項。

出具本獨立核數師報告的審計項目董事為郭健樑先生。

國衛會計師事務所有限公司
香港執業會計師

郭健樑
執業證書編號：P05769

香港，二零一七年三月二十四日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

		Notes 附註	2016 二零一六年	2015 二零一五年
Revenue	收益	5	28,827,481	25,706,315
Other income	其他收入	7	1,122,232	512,521
Other gains and losses	其他收益及虧損	8	8,976,484	4,948,249
Employee benefits expense	員工福利支出	10	(12,024,609)	(11,088,352)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	(5,501,843)	(5,214,768)
Amortisation of prepaid lease payment	預付租賃款項攤銷	15	(1,874,007)	(1,874,007)
Share of (loss)/profit of an associate	應佔一間聯營公司之(虧損)/盈利	19	(354,057)	1,819,083
Other operating expenses	其他經營費用		(17,657,606)	(17,754,376)
Profit/(loss) before tax	除稅前盈利/(虧損)		1,514,075	(2,945,335)
Income tax credit	所得稅抵免	9	41,207	809,167
Profit/(loss) for the year	本年度盈利/(虧損)	10	1,555,282	(2,136,168)
Other comprehensive expense	其他全面開支			
Items that may be reclassified subsequently to profit or loss:	除後可重分類至損益之項目：			
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額		(1,947,266)	(2,117,268)
Other comprehensive expense for the year, net of income tax	本年度其他全面開支扣除所得稅		(1,947,266)	(2,117,268)
Total comprehensive expense for the year	本年度全面開支總額		(391,984)	(4,253,436)

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

	Notes 附註	2016 二零一六年	2015 二零一五年
Profit/(loss) for the year attributable to:	本年度盈利／(虧損)分配於：		
Owners of the Company	本公司持有人	1,665,501	(2,136,168)
Non-controlling interests	非控股權益	(110,219)	—
		1,555,282	(2,136,168)
Total comprehensive expenses attributable to:	本年度全面開支分配於：		
Owners of the Company	本公司持有人	(276,453)	(4,253,436)
Non-controlling interests	非控股權益	(115,531)	—
		(391,984)	(4,253,436)
Earnings/(loss) per share	每股盈利／(虧損)		
Basic (HK cents per share)	基本(每股港仙)	13	0.18
			(0.33)
Diluted (HK cents per share)	攤薄(每股港仙)	13	0.18
			(0.33)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2016 (in HK Dollars) 於二零一六年十二月三十一日 (以港元列示)

		Notes 附註	2016 二零一六年	2015 二零一五年
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	33,953,033	35,993,029
Prepaid lease payment	預付租賃款項	15	16,709,888	18,583,895
Investment properties	投資物業	16	218,500,000	45,450,000
Finance lease receivable	融資租賃應收賬款	17	46,394,116	—
Interest in an associate	於一間聯營公司之權益	19	15,361,501	16,767,744
Deferred tax assets	遞延稅項資產	24	1,894,269	1,894,269
			332,812,807	118,688,937
Current assets	流動資產			
Inventories	存貨	20	223,214	324,666
Finance lease receivable	融資租賃應收賬款	17	9,502,409	—
Trade and other receivables	貿易及其他應收賬款	21	2,491,924	1,493,295
Cash and bank balances	現金及銀行結餘	22	100,039,994	127,321,976
			112,257,541	129,139,937
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	23	11,121,764	8,257,344
Net current assets	流動資產淨值		101,135,777	120,882,593
Total assets less current liabilities	總資產減流動負債		433,948,584	239,571,530
Capital and reserves	資本及儲備			
Share capital	股本	25	898,839,029	747,839,049
Reserves	儲備		(513,266,025)	(512,989,572)
Equity attributable to owners of the Company	本公司持有人應佔權益		385,573,004	234,849,477
Non-controlling interests	非控股權益		43,702,033	—
Total equity	股本權益總額		429,275,037	234,849,477
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	24	4,673,547	4,722,053
			433,948,584	239,571,530

The consolidated financial statements on pages 73 to 162 were approved and authorised for issue by the Board of Directors on 24 March 2017 and are signed on its behalf by:

董事會於二零一七年三月二十四日已批准並授權刊發及簽署之綜合財務報表中第73頁至162頁：

Wang Xiaowu
汪小武
Director
董事

Chen Danyun
陳丹雲
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

		Attributable to owners of the Company 本公司持有人應佔				Attributable to non-controlling interests 分配於非控股權益	Total 合計
		Share capital 股本 (Note 25) (附註25)	Translation reserve 換算儲備	Accumulated losses 累計虧損	Sub-total 小計		
Balance at 1 January 2015	於二零一五年一月一日	643,439,713	(6,357,940)	(502,378,196)	134,703,577	—	134,703,577
Issued of shares by way of open offer	根據公開發售方法所發行的股份	106,848,000	—	—	106,848,000	—	106,848,000
Transaction costs attributable to open offer	由於公開發售所產生的交易成本	(2,448,664)	—	—	(2,448,664)	—	(2,448,664)
		104,399,336	—	—	104,399,336	—	104,399,336
Loss for the year	本年度虧損	—	—	(2,136,168)	(2,136,168)	—	(2,136,168)
Other comprehensive expense for the year	本年度其他全面開支	—	(2,117,268)	—	(2,117,268)	—	(2,117,268)
Total comprehensive expense for the year	本年度全面開支總額	—	(2,117,268)	(2,136,168)	(4,253,436)	—	(4,253,436)
Balance at 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	747,839,049	(8,475,208)	(504,514,364)	234,849,477	—	234,849,477
Contribution from non-controlling interests	由非控股權益注資	—	—	—	—	43,817,564	43,817,564
Recognition of equity-settled share-based payments	確認以股份方式支付的款項	150,999,980	—	—	150,999,980	—	150,999,980
		150,999,980	—	—	150,999,980	43,817,564	194,817,544
Profit/(loss) for the year	本年度盈利/(虧損)	—	—	1,665,501	1,665,501	(110,219)	1,555,282
Other comprehensive expense for the year	本年度其他全面開支	—	(1,941,954)	—	(1,941,954)	(5,312)	(1,947,266)
Total comprehensive expense for the year	本年度全面開支總額	—	(1,941,954)	1,665,501	(276,453)	(115,531)	(391,984)
Balance at 31 December 2016	於二零一六年十二月三十一日	898,839,029	(10,417,162)	(502,848,863)	385,573,004	43,702,033	429,275,037

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

		2016 二零一六年	2015 二零一五年
Cash flows from operating activities	經營業務之現金流量		
Profit/(loss) for the year	本年度盈利/(虧損)	1,555,282	(2,136,168)
Adjustments for:	調整項目：		
Income tax credit	所得稅抵免	(41,207)	(809,167)
Bank interest income	銀行利息收入	(797,675)	(350,167)
Share of loss/(profit) of an associate	應佔一間聯營公司之虧損/(盈利)	354,057	(1,819,083)
Amortisation of prepaid lease payment	預付租賃款項攤銷	1,874,007	1,874,007
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	5,501,843	5,214,768
Net increase in fair value of investment properties	投資物業公允價值淨增加	(9,390,500)	(4,000,000)
Gain arising on change in fair value of financial assets designated as at fair value through profit or loss	產生自金融資產(結構性存款)之公平值改變之收益(指定為通過損益以反映公平值)	(473,198)	(533,201)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損確認	4,735	12,364
Impairment loss recognised on other receivables	其他應收賬款之減值虧損確認	2,053	15,126
Movements in working capital	營運資金變動前之經營現金	(1,410,603)	(2,531,521)
Decrease in inventories	存貨減少	101,452	1,714,283
(Increase)/decrease in trade and other receivables	貿易及其他應收賬款(增加)/減少	(474,521)	1,532,774
Increase in finance lease receivable	融資租賃應收賬款增加	(55,896,525)	—
Decrease in financial assets designated as at fair value through profit or loss	指定為按公允值計入損益之金融資產 — 結構性存款減少	—	474,996
Increase in trade and other payables	貿易及其他應付賬款增加	2,857,121	869,987
Cash (used in)/generated from operating activities	經營業務現金(支出)/流入	(54,823,076)	2,060,519
Interest received	已收利息	1,144,420	58,799
Net cash (used in)/from operating activities	經營業務現金(支出)/流入淨額	(53,678,656)	2,119,318

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

		2016 二零一六年	2015 二零一五年
Cash flows from investing activities	投資業務之現金流量		
Payments for property, plant and equipment	購置物業、廠房及設備	(4,115,659)	(4,318,497)
Payment for investment property	購置之投資物業	(12,659,520)	—
Net cash used in investing activities	投資業務之現金支出淨額	(16,775,179)	(4,318,497)
Cash flows from financing activities	融資活動之現金流量		
Proceeds from issue of shares	計入股票發行	—	104,399,336
Contribution from non-controlling interests	非控股權益注資	43,817,564	—
Net cash from financing activities	融資活動之現金流入淨額	43,817,564	104,399,336
Net (decrease)/increase in cash and cash equivalents	現金及現金等價(減少)/增加淨額	(26,636,271)	102,200,157
Cash and cash equivalents at the beginning of year	年初之現金及現金等值	127,321,976	25,961,366
Effects of foreign exchange rate changes	匯率變動之影響	(645,711)	(839,547)
Cash and cash equivalents at the end of year, representing bank balances and cash	年結之現金及現金等值 即銀行結餘及現金	100,039,994	127,321,976

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

1. GENERAL

Fujian Holdings Limited (the “Company”) is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company is HC Technology Capital Company Limited, a company incorporated in the British Virgin Islands and its ultimate holding company is Fujian Tourism Development Group Company Limited (“FTDC”), a state-owned corporation in the People’s Republic of China (the “PRC”). The addresses of the registered office and principal place of business of the Company is Room 3306–08, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are set out in note 6 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company.

1. 一般

閩港控股有限公司(「本公司」)為一家於香港註冊成立之公開上市公司。其股份於香港聯合交易所有限公司(「聯交所」)上市。其直接控股公司為華晶科技投資有限公司，乃於英屬處女群島成立之企業及其最終控股公司則為福建省旅遊發展集團有限責任公司乃中國之國有企業。本公司註冊辦事處及主要營業地址為香港干諾道中200號信德中心西座33樓3306至08室。

本公司及其附屬公司(統稱為「本集團」)主要業務載於綜合財務報表附註6。

綜合財務報表以本公司之功能貨幣港元呈列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

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

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 新訂香港財務報告準則(「香港財務報告準則」)及香港財務報告準則之修訂本之應用

於本年度強制生效之香港財務報告準則之修訂本

本集團於本年度首次應用以下由香港會計師公會(「香港會計師公會」)所頒佈之香港財務報告準則之修訂本：

香港會計準則第1號之修訂本	披露計劃
香港會計準則第16號及香港會計準則第38號之修訂本	釐清折舊及攤銷之可接受方法
香港會計準則第16號及香港會計準則第41號之修訂本	農業：生產性植物
香港會計準則第27號之修訂本	獨立財務報表之權益法
香港財務報告準則第11號之修訂本	收購聯營業務權益之會計處理
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂本	投資實體：應用綜合之例外情況
年度改進項目	香港財務報告準則2012–2014年週期之年度改進

於本年度應用該等香港財務報告準則之修訂本，對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載之披露並無造成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 9	Financial Instrument ²
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
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ²
Amendments to HKFRS 15	Clarifications to HKFRS 15 Revenue from Contracts with Customers ²

- 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 Effective for annual periods beginning on or after a date to be determined.

2. 新訂香港財務報告準則(「香港財務報告準則」)及香港財務報告準則之修訂本之應用(續)

已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂本

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂本：

香港財務報告準則第9號	金融工具 ²
香港財務報告準則第15號	來自客戶合約之收入 ²
香港財務報告準則第16號	租賃 ³
香港會計準則第7號之修訂本	披露計劃 ¹
香港會計準則第12號之修訂本	就未實現虧損確認遞延稅項資產 ¹
香港財務報告準則第4號之修訂本	香港財務報告準則第9號，金融工具與香港財務報告準則第4號，保險合約之一併應用 ²
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間的資產出售或注入 ⁴
香港財務報告準則第2號之修訂本	以股份為基礎的付款交易之分類及計量 ²
香港財務報告準則第15號之修訂本	釐清香港財務報告準則第15號來自客戶合約之收入 ²

- ¹ 於2017年1月1日或其後開始之年度期間生效。
² 於2018年1月1日或其後開始之年度期間生效。
³ 於2019年1月1日或其後開始之年度期間生效。
⁴ 於將釐定之日期或其後開始之年度期間生效。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

HKFRS 9 *Financial Instruments*

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of HKFRS 9:

- all recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 新訂香港財務報告準則(「香港財務報告準則」)及香港財務報告準則之修訂本之應用(續)

已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂本(續)

香港財務報告準則第9號金融工具

香港財務報告準則第9號引入有關金融資產、金融負債、對沖會計處理方法之新規定及金融資產的減值規定。

香港財務報告準則第9號的主要規定載述如下：

- 屬香港財務報告準則第9號範圍內之所有已確認財務資產其後均須按攤銷成本或公平值計量。特別是於目的為收集合約現金流量之業務模式內所持有，及合約現金流量僅為償還本金及尚未償還本金利息之債項投資，一般於其後會計期間結算日按攤銷成本計量。於目的為同時收集合約現金流量及出售財務資產的業務模式內持有的債務工具，以及合約條款令於特定日期產生的現金流量純為支付本金及未償還本金的利息的債務工具，一般按公平值計入其他全面收益內計量。所有其他債項投資及股本投資均於其後會計期間結算日按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤銷的選擇在其他全面收益中呈列股本投資其後之公平值變動(持作買賣用途除外)，並一般只在損益中確認股息收入。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

HKFRS 9 *Financial Instruments* (Continued)

Key requirements of HKFRS 9: (Continued)

- with regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss is presented in profit or loss.
- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.
- the new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in HKAS 39. Under HKFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the retrospective quantitative effectiveness test has been removed. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

2. 新訂香港財務報告準則(「香港財務報告準則」)及香港財務報告準則之修訂本之應用(續)

已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂本(續)

香港財務報告準則第9號金融工具(續)

香港財務報告準則第9號的主要規定載述如下：(續)

- 就計量指定為按公平值計入損益之財務負債而言，香港財務報告準則第9號規定，因該負債的信貨風險變動應佔之財務負債公平值變動金額於其他全面收益呈列，除非在其他全面收益確認負債之信貨風險變動影響會導致或擴大損益之會計錯配。財務負債信貨風險應佔之公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為按公平值計入損益之財務負債公平值變動全部金額於損益呈列。
- 就財務資產的減值而言，與香港會計準則第39號項下按已產生信貨虧損模式計算相反，香港財務報告準則第9號規定按預期信貨虧損模式計算。預期信貨虧損模式需要實體於各報告日期將預期信貨虧損及該等預期信貨虧損的變動入賬，以反映信貨風險自初始確認以來的變動。換言之，毋須再待發生信貨事件即可確認信貨虧損。
- 新訂一般對沖會計處理規定保留目前載於香港會計準則第39號的三種對沖會計機制。根據香港財務報告準則第9號，此等規定已為符合對沖會計處理的交易類別引入更大的靈活性，特別是擴闊符合對沖工具資格的工具類別及符合對沖會計處理的非財務項目的風險組成部分的類別。此外，追溯量化效益測試已經廢除。當中亦引入有關實體風險管理活動的更完善披露規定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

HKFRS 9 *Financial Instruments* (Continued)

Key requirements of HKFRS 9: (Continued)

Based on the Group's existing financial instruments and risk management policies as at 31 December 2016, application of HKFRS 9 in the future may have a material impact of the classification and measurement of the Group's financial assets. The expected credit loss model may result in early provision of credit losses which are not yet incurred in relation to the Group's financial assets measured at amortised cost. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 9 until the Group performs a detailed review.

The directors of the Company is in the process of making an assessment of the potential impact of the application of 2014 Revised HKFRS 9 and it is not practicable to provide a reasonable estimate of the effect of 2014 Revised HKFRS 9 until the Group performs a detailed review.

2. 新訂香港財務報告準則(「香港財務報告準則」)及香港財務報告準則之修訂本之應用(續)

已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂本(續)

香港財務報告準則第9號金融工具(續)

香港財務報告準則第9號的主要規定載述如下：(續)

根據本集團於二零一六年十二月三十一日之金融工具及風險管理政策，將來應用香港財務報告準則第9號可能對本集團的金融資產之分類及計量產生重大影響。預期信用損失模式可能導致本集團以攤銷成本計量的金融資產尚未發生之信損失提早撥備。然而，在本集團進行詳盡審核前提供香港財務報告準則第9號影響的合理估計並不切實可行。

本公司董事正在評估採納二零一四年修訂香港財務報告準則第9號的潛在影響。然而，於本集團完成詳細審閱前無法合理估算二零一四年修訂香港財務報告準則第9號的影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

HKFRS 15 *Revenue from Contracts with Customers*

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

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

Step 1: Identify the contract(s) with a customer;

Step 2: Identify the performance obligations in the contract;

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations in the contract;

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

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

2. 新訂香港財務報告準則(「香港財務報告準則」)及香港財務報告準則之修訂本之應用(續)

已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂本(續)

香港財務報告準則第15號來自客戶合約之收入

香港財務報告準則第15號頒布其制定一項單一全面模式供實體用作將自客戶合約所產生的收益入賬。於香港財務報告準則第15號生效後，其將取代現時載於香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋的收益確認指引。

香港財務報告準則第15號的核心原則為實體所確認描述向客戶轉讓承諾貨品或服務的收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得的代價。具體而言，香港財務報告準則第15號引入確認收益的五個步驟：

第一步：識別與客戶訂立的合約；

第二步：識別合約中的履約責任；

第三步：釐定交易價；

第四步：將交易價分配至合約中的履約責任；

第五步：於實體完成履約責任時(或就此)確認收益。

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

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

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

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

HKFRS 16 *Leases*

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

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

2. 新訂香港財務報告準則(「香港財務報告準則」)及香港財務報告準則之修訂本之應用(續)

已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂本(續)

香港財務報告準則第15號來自客戶合約之收入(續)

於二零一六年，香港會計師公會頒佈有關識別履約責任、主體代理安排及許可應用指引之香港財務報告準則第15號的釐清。

本公司董事預期，於未來通過香港財務報告準則第15號可能會對就本集團的綜合財務報表中的已呈報金額及披露資料造成影響。然而，本公司董事認為，於完成詳細審閱前無法合理估算有關香港財務報告準則第15號的影響。

香港財務報告準則第16號租賃

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

HKFRS 16 *Leases* (Continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Under the HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing and operating cash flows respectively.

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

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

Furthermore, extensive disclosures are required by HKFRS 16.

2. 新訂香港財務報告準則(「香港財務報告準則」)及香港財務報告準則之修訂本之應用(續)

已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂本(續)

香港財務報告準則第16號租賃(續)

使用權資產初步按成本計量，而其後乃按成本(若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債初步按並非於該日支付之租賃付款現值計量。其後，租賃負債會就利息及租賃付款以及(其中包括)租賃修訂的影響而作出調整。就現金流量分類而言，本集團現時將有關自用租賃土地及該等分類為投資物業之租賃土地之前期預付租賃付款呈列為投資現金流量，而其他經營租約付款則呈列為營運現金流量。根據香港財務報告準則第16號，有關租賃負債之租賃付款將分配為本金及利息部分(呈列為融資現金流量)。

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

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

此外，香港財務報告準則第16號要求全面的披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

HKFRS 16 *Leases* (Continued)

As at 31 December 2016, the Group has non-cancellable operating lease commitments of HK\$3,629,845 as disclosed in note 29. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors complete a detailed review.

The directors of the Company do not anticipate that the application of the other new and amendments to HKFRSs will have a material impact on the results and finance positions of the Group.

2. 新訂香港財務報告準則(「香港財務報告準則」)及香港財務報告準則之修訂本之應用(續)

已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂本(續)

香港財務報告準則第16號租賃(續)

附註29所披露，本集團於二零一六年十二月三十一日擁有不可撤銷經營租約承擔港幣3,629,845元。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃之定義，因此本集團將就所有該等租賃確認使用權資產及相應的負債，除非有關租賃於應用香港財務報告準則第16號後符合低價值或短期租賃。此外，應用新安排可能導致上文所述計量、呈列及披露發生變動。然而，於董事完成詳盡審閱前，提供有關財務影響之合理估計並不切實際。

本公司董事不預期採用其他新訂及經修訂香港財務報告準則對本集團的業績及財務狀況有重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

3. 主要會計政策

此等綜合財務報表乃根據所有由香港會計師公會頒佈適用香港財務報告準則編製。此外，綜合財務報表乃根據包括香港聯合交易所有限公司證券上市規則(「上市規則」)及香港《公司條例》(「公司條例」)之披露要求編製。

綜合財務報表乃按歷史成本基準編製，惟若干投資物業和金融工具於會計期間結束時乃按公平值計量如下文會計政策所闡釋。

歷史成本一般按物品和服務於交換之代價之公平值計算。

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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

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

The principal accounting policies are set out below.

Basis of consolidation

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

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

3. 主要會計政策(續)

非金融資產公允價值之計量則參考市場參與者可從使用該資產得到之最高及最佳效用，或將該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益。

此外，就財務報告而言，公平值計量可按公平值計量之輸入數據可觀察程度及公平值計量之輸入數據對其整體之重要性劃分為第一、二及三級，詳述如下：

- 第一級 輸入數據乃實體於計量日期可於活躍市場就相同資產或負債獲得之報價(未經調整)；
- 第二級 輸入數據乃為第一級所載報價以外之輸入數據，而該等數據乃就有關資產或負債可直接或間接觀察之輸入數據；及
- 第三級 輸入數據乃資產或負債之不可觀察輸入數據。

主要會計政策如下。

合併基準

綜合財務報表包括本公司及本公司及其附屬公司所控制實體的財務報表。本公司在下列情況下擁有控制權：

- 有權控制投資對象；
- 因參與投資對象的營運而對其浮動回報承擔風險或享有權利；及
- 有能力運用其權力以影響投資對象的回報。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

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

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

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

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

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity including reserves and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted after re-attribution of the relevant equity component, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. 主要會計政策(續)

合併基準(續)

倘有事實及情況顯示上述三項控制因素中有一項或以上出現變動，則本集團會重新評估其是否對投資對象擁有控制權。

附屬公司於本公司取得對附屬公司的控制權時開始綜合入賬，並於本公司喪失對附屬公司的控制權時終止綜合入賬。特別是，於年內收購或出售附屬公司的收入及開支自本公司取得附屬公司控制權的日期起直至本公司不再控制附屬公司之日止於綜合損益及其他全面收入表內列賬。

損益及其他全面收入的各個項目乃歸屬於本公司持有人及非控股權益。附屬公司的全面收入總額乃歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

附屬公司的財務報表於有需要時作出調整，以使其會計政策與本集團所採納者一致。

集團成員公司之間有關資產及負債、權益、收入、開支及現金流量於合併時全部撇銷。

本集團於現有附屬公司擁有權之變動

本集團於附屬公司擁有權出現並無導致本集團失去該等附屬公司的控制權之變動，均以權益交易入賬。本集團之相關權益部分(包括儲備及非控股權益)之賬面值已予以調整，以反映彼等於附屬公司之相關權益的變動。非控股股東權益所調整之款額與所付或所收代價之公允價值兩者之間的差額，均直接於權益確認並歸屬於本公司持有人。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Changes in the Group's ownership interests in existing subsidiaries (Continued)

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

3. 主要會計政策(續)

本集團於現有附屬公司擁有權 之變動(續)

倘本集團失去附屬公司之控制權，則於損益確認盈利或虧損並計為(i)所收代價的公平值及任何保留權益的公平值總和及(ii)該等資產(包括商譽)賬面值及本公司擁有人應佔該附屬公司負債之間的差額。先前於其他全面收益確認的與該附屬公司相關款項，會按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則指定／允許重新分類至損益或轉發至另一權益類別下)。於失去控制權當日於前附屬公司保留之任何投資的公平值將根據香港會計準則第39號，於其後入賬時被列作初步確認之公平值，或(如適用)於初步確認時於聯營公司或合營公司之投資成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in subsidiaries

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 results of subsidiaries are included in the Company's statement of profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are stated at cost less any impairment losses.

3. 主要會計政策(續)

附屬公司之投資

附屬子公司乃 貴公司及／或其其他附屬子公司控制的實體(包括結構性實體)。取得控制權是指當 貴集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即 貴集團獲賦予現有能力以主導投資對象相關活動的既存權利)影響該等回報時。

當本公司直接或間接擁有投資對象少於大多數的投票權或類似權利時，本集團於評估其對投資對象是否擁有權力時會考慮所有相關事實及情況，包括：

- (a) 與投資對象的其他投票權持有人訂立的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬子公司的業績按已收及應收股息計入 貴公司的損益表。 貴公司於附屬子公司的投資根據香港財務報告準則第5號持有作出售之非流動資產及終止業務處理並非分類為持有作出售者，皆按成本減任何減值虧損列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interest in associate

An associate is an entity over which the Group has 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.

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

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

3. 主要會計政策(續)

聯營公司之投資

聯營公司指集團對其有重大影響力，而非附屬公司或合營權的一切實體。重大影響力即在投資對象公司作出財務及營運決定時，本集團有權力參與，但不擁有控制權。

聯營公司之業績、資產及負債乃以權益會計法計入綜合財務報表。根據權益法，聯營公司用於權益會計目的之財務報表均對類似交易及情況採用和集團統一的會計政策。於聯營公司之投資乃按成本初步確認於綜合財務狀況表中列賬，並就本集團分佔該聯營公司之損益及聯營公司之其他全面收益中作出調整。當本集團分佔某聯營公司之虧損超出集團於該聯營公司之權益(其包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司之投資淨額之一部份)，則本集團不再繼續確認其分佔之進一步虧損。額外分佔之虧損以本集團已產生法定或推定責任或代表該聯營公司作出付款者為限被確認。

於被投資方成為一家聯營公司當日，對聯營公司之投資採用權益法入賬。於收購一間聯營公司之投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平淨值之任何部分乃確認為商譽，並計入投資之賬面值。本集團所佔可識別資產及負債於重新評估後之公平淨值與投資成本之任何差額，會於收購投資期間即時於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interest in associate (Continued)

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

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate, and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

3. 主要會計政策(續)

聯營公司之投資(續)

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

當本集團不再施加重大影響的聯營公司，將會被視為當被投資方的整體利益在出售後所產生的收益或損失在損益表中確認。當該投資不再為一間聯營公司，或當投資(或其部分)被分類為持作出售時，於終止日起本集團將不採用權益法。本集團將按照香港會計準則第39號之規定，將保留權益之前聯營公司視作為一種金融資產，本集團計量所保留的權益會根據香港會計準則第39號首次確認為金融資產之公平值作其公平值。先前已保留權益應佔聯營公司賬面值與其公平值之間的差額，乃計入出售該聯營公司之損益。此外，本集團將先前在其他全面收入就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債的基準相同。因此，倘該聯營公司先前已認其他全面收入之損益，則會於出售相關資產或負債時重新分類至損益賬，當本集團對該聯營公司不採用權益法時，本集團將收益或虧損由權益重新分類至損益賬(作為重新分類調整)。

當於聯營公司之投資成為於合營企業之投資或於合營企業之投資成為於聯營公司之投資時，本集團繼續使用權益法。於發生該等擁有權權益變動時，不會對公平值進行重新計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interest in associate (Continued)

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

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

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Rental income under operating leases is recognised on a straight-line basis over the term of the lease.

Revenue from hotel operations is recognised when services are provided.

Interest income from a financial asset is recognised when it is probable that economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 主要會計政策(續)

聯營公司之投資(續)

當本集團減少其於聯營公司或合營企業之擁有權權益，惟本集團繼續使用權益法時，而倘該盈虧將於出售相關資產或負債時重新分類至損益之情況下，本集團會將先前就減少擁有權權益於其他全面收益中確認之盈虧之部份重新分類至損益。

倘一集團實體與其聯營公司之集團交易，與該聯營公司交易所產生之損益只會在有關係營公司之權益與本集團無關的情況下，才會在本集團之綜合財務報表確認。

收益確認

收入按已收或應收代價之公允價值計量，收益已計入預期客戶之退貨、回扣及其他類似之津貼。

如下文所述，當未來的經濟利益有可能流向本集團時及當集團的各項活動滿足特定標準時及收入可以可靠地計量時，收入會被確認。

經營租賃之租金收入按租約年期以直線法確認。

酒店業務之收益乃於提供該等服務時確認入賬。

倘金融資產之利息的經濟利益將流入集團及有關之收益能可靠被計算，利息收入按未償還本金額及適用之實際利率以時間比例確認。有關利率按金融資產之估計未來現金流入預計可使用期內折現至資產賬面淨值之利率計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. 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.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset. Other than investment properties measured under fair value model, such costs are recognised as an expense on a straight-line basis over the lease term.

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

3. 主要會計政策(續)

租賃

倘租賃期條款將所有權絕大部分風險及回報轉讓予承租人，則租賃被分類為融資租賃。所有其他租賃被分類為經營租賃。

本集團作為出租人

根據融資租約應收承租人款項按 貴集團於租約之淨投資記錄為應收款項。融資租約收入分配至各會計期間，以反映 貴集團就租約未償還投資淨額之固定週期回報率。

經營租約之租金收入會以直線法按有關租約年期於損益帳內確認。磋商及安排經營租約時產生之初步直接成本會加入租賃資產之賬面值，並以直線法按租約年期確認為開支。

本集團作為承租人

按融資租約持有之資產按租約開始時之公平值或(倘為較低者)按最低租賃款項之現值確認為本集團資產。對出租人之相應責任則於資產負債表列為融資租賃責任。

租賃款項按比例分攤為融資費用及租賃責任減少，從而讓該等負債之利息按負債之應付餘額以固定息率計算。融資費用直接於損益表扣除。除非他們是直接與合資格資產相關，在這種情況下，他們符合集團資本化借款費用的總政策。或然租金在其發生期間會確認為開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

The Group as lessee (Continued)

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating leases. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

經營租約租金按有關租期以直線法確認為一項開支，除非另有系統基準更能代表租賃資產使用經濟利益之時間模式則除外。經營租約所產生之或然租金於產生期間確認為開支。

倘訂立經營租約時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認為租金開支減少，除非另有系統基準更能代表租賃資產使用經濟利益之時間模式則除外。

租賃土地及樓宇

當租賃包括土地及樓宇成份，本集團會按因擁有每個成份而附帶的絕大部份風險及回報是否已轉移到本集團的基礎上評估每個成份，以分類為融資或經營租賃，除非兩個成份均明顯為經營租賃，在此情況下，整項租賃被分類為經營租賃。具體而言，最低租賃款項(包括任何一次性預付款)根據租賃開始時土地部分及樓宇部分各自租賃權益的相關公平值按比例在土地及樓宇部分之間分配。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

Leasehold land and building (Continued)

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 主要會計政策(續)

租賃(續)

租賃土地及樓宇(續)

倘能可靠分配租賃款項，作為經營租賃入賬的租賃土地權益於綜合財務狀況表內呈列為「預付租賃款項」並按直線法於租賃期內攤銷。除分類及視為投資物業以公平值模式外。當租金不能夠在土地和樓宇間可靠的分配時，整項租賃視為融資租賃，並列賬為物業、機器及設備。

外幣

於編製每間個別集團實體的財務報表時，倘交易的貨幣(外幣)與實體的功能貨幣不同，則以其功能貨幣(實體經營業務的主要經濟環境)按交易日期適用的匯率換算入賬。於每個報告之結算日，貨幣項目再以外幣為面值的貨幣項目按結算日適用的匯率換算。惟外幣列值以歷史成本入賬的非貨幣項目則不予換算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interest as appropriate).

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 主要會計政策(續)

外幣(續)

結算及換算貨幣項目所產生之滙兌差額計入其產生期間之盈虧。

就綜合財務報表之呈列方式而言，本集團海外業務之資產與負債按於報告期完結時適用之匯率換算為本集團之呈列貨幣(即港元)，而彼等之收入及開支則按該年度之平均匯率換算，惟匯率於該期間大幅波動則除外，於此情況下，則按各交易日期適用之匯率換算。產生之滙兌差額(如有)確認為其他全面收益並累計於權益(滙兌儲備)內。

退休福利成本

向界定供款之退休福利計劃支付之供款於僱員提供服務而使其符合領取供款資格時確認為開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment arrangements

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefit reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to equity. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will continue to be held in share options reserve/will be transferred to retained profits/other reserve.

Share options granted to parties other than employees

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses unless the goods or services qualify for recognition as assets.

3. 主要會計政策(續)

以股份支付之交易之安排

以股份支付之交易

授予僱員之購股權

以權益結算之以股份支款和其他提供類似服務乃按照權益工具在授出當日之公平值計算。

基於本集團估計最終所獲之股本權益工具，並就相關之股本權益上升作出調整後，於歸屬期內將以直線法將授出以股權結算之股份付款日期所釐定之公平值列作開支(購股權儲備)。就於授出日期已歸屬之購股權而言，已授出購股權之公平值隨即於損益內支銷。於報告期間末，本集團修訂其對預期最終將予歸屬之購股權數目之估計。修訂原先估計之影響(如有)在損益確認(累積開支反映經修訂估計)，並對以股權結算僱員福利儲備作出相應調整。

購股權行使時，先前於以股份為支付基礎的酬金儲備中確認之金額會轉撥至權益。當購股權於歸屬日期後被沒收或到屆滿日期仍未被行使，先前於以股份為支付基礎的酬金儲備中確認之金額會轉撥至累計盈利虧損。

授予僱員外之其他人士之購股權

有關除僱員外之其他人士之以權益結算以股份支付款項交易乃以收取之貨品或服務之公平值計量，惟公平值未能可靠估計則除外，於該情況下，其乃按實體收取貨品或交易對手方提供服務當日計量。所獲貨品或服務的公平值於本公司收取貨品或交易對手方提供服務時確認為開支，相應增加計入權益(購股權儲備)，惟有關貨品或服務合資格確認為資產則除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and an associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 主要會計政策(續)

稅項

所得稅開支指本年度應付稅項及遞延稅項的總和。

現時應付稅項乃按本年應課稅盈利計算。應課稅盈利因應其他年度的應課稅或應扣減之收入或開支項目及從未課稅或可扣稅之項目有所不同，故與綜合損益及其他全面收益表所列盈利不同。本集團本期稅項負債乃按已於年度報表結算日已頒佈或實際上已頒佈的稅率計算。

遞延稅項以綜合財務報表內資產及負債的賬面值與計算應課稅盈利所採用相應稅基之差異入賬。遞延稅項負債一般就所有應課稅暫時差額確認，遞延稅項資產則按可能出現可供動用可扣減暫時差額之所有應課稅盈利而予以確認。倘若暫時差額由商譽或由初次確認一項不影響應課稅盈利或會計盈利之其他資產及負債(業務合併除外)所產生，則不會確認有關資產及負債。

遞延稅項負債就與附屬公司及合營安排之投資相關之應課稅暫時差額予以確認，惟倘本集團可控制其撥回及差額有可能不會於可見將來撥回則除外。因與有關投資及權益相關之可扣減暫時差額而產生之遞延稅項資產僅於可能產生足夠應課稅盈利以動用暫時差額盈利並預期可於可見將來撥回時確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (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 profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Current and deferred tax are recognised in profit or loss, except when they relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Property, plant and equipment

Property, plant and equipment including hotel property held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost or revalued amount, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

3. 主要會計政策(續)

稅項(續)

遞延稅項資產之賬面值於每報告期間末作檢討，並於可能無足夠應課稅盈利恢復全部或部份資產價值時作調減。

遞延稅項資產及負債以變現資產或清償負債期間預期之適用稅率計算，根據於報告期間末已頒佈或實質上已頒佈之稅率(及稅法)計算。

遞延所得稅負債和資產之計量反映在報告期間末本集團預期將來能收回或支付有關資產和負債賬面金額之稅務影響。

就計量採用公允價值模式計量之投資物業的遞延所得稅負債或遞延所得稅資產，該等物業的賬面值被推定為完全通過出售收回。除非此項假設在某些情況下被駁回。當投資物業為可折舊及投資物業可透過出售收回而並非根據商業模式持有，而該商業模式在一般時間內消耗在投資物業內絕大部份經濟利益，此項假設會被駁回。

即期及遞延稅項於損益確認，惟當其與在其他全面收入中確認或直接在股權中確認的項目相關，則即期及遞延稅項亦分別於其他全面收入或直接於股權中確認。

物業、廠房及設備

物業、廠房及設備，包括酒店物業以用作生產或提供服務或管理目的，如有，乃按成本值或於重估價值減其後的累積折舊及其後的累積減值虧損列賬於綜合財務狀況表內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Hotel property is interests in buildings and their integral fixed plant which are collectively used in the operations of the hotel, and are stated at cost less subsequent depreciation and impairment losses. The related repairs and maintenance attributable to hotel properties are charged to the consolidated statement of profit or loss and other comprehensive income in the period which they are incurred. The costs of significant improvements are capitalised.

Depreciation of the hotel property is calculated on the straight-line basis to write off the cost of the hotel property over the remaining lease terms.

Depreciation of other property, plant and equipment is recognised so as to write off the cost of assets less their residual values over their estimated useful lives and after taking into account of their estimated residual value, using the reducing balance method at a principal annual rate of 20%. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset is recognised in profit or loss.

3. 主要會計政策(續)

物業、廠房及設備(續)

酒店物業乃指於樓宇權益與經營酒店時運用之整體固定設施，按成本值扣除累計折舊及累計減值虧損列賬，如有。酒店物業相關修葺及維修於其產生期間計入綜合損益及其他全面收益表。其主要修建成本已被撥作資本。

酒店物業乃以直線法計算折舊，並按酒店物業之成本除以剩餘租賃年期計算撇銷。

除酒店物業外之折舊以其他物業、廠房及設備餘額遞減法，按預計本集團可使用年期撇銷其成本值，以主要年率20%計算。每個報告期末都會檢討其預計可使用年期，剩餘價值及折舊方法以反映其任何變化對預期的影響。

按融資租賃持有之資產按與自置資產相同之基準，於預計可使用年期計算折舊。然而，當擁有權未能在租賃期末合理地確定，則資產須以其租賃期及可使用年期(以較短者為準)折舊。

於物業、廠房及設備出售後或當預計不會因持續使用資產而產生未來經濟效益時，該項物業、廠房及設備解除確認。因出售或棄用而任何物業、廠房及設備而確認之任何盈虧按該項資產之出售所得款項淨額及賬面值之差額計算，確認計入損益賬內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Impairment of tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

3. 主要會計政策(續)

投資物業

投資物業是指為賺取租金收入及／或資本增值之物業。

投資物業會以成本計算，其中包括任何直接可分配支出，於首次確認後，投資物業按公平值入賬。本集團所有為賺取租金或資本升值目的均入賬為投資物業並採用公平值模型計量。公平值變動所產生的收益或虧損於產生期間直接確認於損益賬內。

當投資物業出售，或當永久停止使用該投資物業，或繼續使用該投資物業不會為將來帶來經濟利益，該項投資物業不再確認。因不再確認而得的收益或虧損(按出售該項資產的淨所得款項及其賬面值的差額計算)於該期間的損益內入賬。

有形資產減值虧損

於每報告期間末，本集團檢討其有形資產之賬面值，以釐定是否有跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損之程度。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損之程度(如有)。若個別資產之可收回金額不能作出估計，本集團則估算該資產所屬現金產生單位之可收回金額。在合理及一貫之分配基準可被確定之情況下，公司資產亦分配至個別現金產生單位，否則將分配至合理及一貫之分配基準可被確定之最小現金產生單位組別。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of tangible assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 主要會計政策(續)

有形資產減值虧損(續)

可收回金額乃公平值減銷售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量使用稅前貼現率貼現至其現值，該貼現率反映貨幣時間價值之當前市場估計及未來現金流量預期未經調整之資產有關風險。

倘資產(或現金產生單位)之可收回金額估計低於其賬面值，則該資產(或現金產生單位)之賬面值將調低至其可收回數額。分配減值虧損時，首先分配減值虧損，以調低分配至任何商譽(如適用)賬面值，然後根據單位內各資產之賬面值按比例分配至其他資產。資產的賬面值不會減至其公平值減出售成本(如可計量)、其使用價值(如可釐定)與零之最高者。以其他方式分配至資產的減值虧損的金額按比例分配至該單位的其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回，則該資產之賬面值(或可回收價值)將增至重新估計之可收回款項，但所增加之賬面值不得超過資產於過去數年若未確認減值虧損所釐定之賬面值(或可回收價值)，而減值虧損撥回會即時於損益賬中確認。

存貨

存貨按成本及可變現淨值兩者中之較低者入賬。成本按先入先出法計算。可變現淨值指日常業務過程中之計售價減銷售所需估計成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3. 主要會計政策(續)

撥備

倘本集團因過往事件而須承擔現有法律責任或推定責任，且本集團很可能須履行該責任，並能可靠地估計所須承擔之金額，則須確認撥備。

確認為撥備之金額乃對於報告期間末履行現時責任所需代價作出之最佳估計，並計及有關責任之風險及不確定因素。倘撥備按履行現時責任估計所需之現金流量計量，則其賬面值為有關現金流量之現值(如金錢的時間價值影響重大)。

當結算撥備所需之部份或全部經濟利益預期可自第三方收回時，倘大致確定將可獲償付及應收款項金額可作可靠估算，則將應收款項確認為資產。

金融工具

金融資產及金融負債於一家集團公司成為工具合約條文之一方確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債直接應佔之交易成本(經損益賬按公平值入賬之金融資產及金融負債除外)乃於初步確認時按適當情況加入或從金融資產或金融負債之公平值扣除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss ("FVTPL") and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is (i) held for trading or (ii) it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

3. 主要會計政策(續)

金融工具(續)

金融資產

金融資產分類為以下指定類別：金融資產通過損益以反映其公允值及貸款及應收款項。有關分類取決於金融資產之性質及目的及按交易日之基準解除確認。所有正常購買或銷售之金融資產，按交易日之基準確認及不予確認。正常購買或銷售之金融資產是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。

實際利率法

實際利率法乃計算債務工具之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按債務工具之預期使用年期，或較短期間(倘合適)準確折讓至初步確認時之賬面淨值之利率。

利息收入按債務工具之實際利率基準確認，惟按公平值計入損益之金融資產除外，其利息收入計入淨損益。

按公平值於損益列賬的金融資產

當金融資產為持作買賣或指定為按公平值於損益列賬，則分類為按公平值於損益列賬。

金融資產於下列情況下分類為持作買賣：

- 其主要用作於近期內出售而購入；或
- 於初步確認時，其為本集團共同管理的已識別金融工具組合的一部分及具有最近的短期盈利實際模式；或

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL (Continued)

- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in note 28.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, finance lease receivable and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment loss on financial assets below).

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

按公平值於損益列賬的金融資產(續)

- 其為非指定及用作對沖工具的衍生工具。

金融資產(持作買賣金融資產除外)可於下列情況下於初步確認時指定為按公平值於損益列賬:

- 該指定消除或大幅減少可能會出現的計量或確認方面的一致性;或
- 該金融資產構成根據本集團制定的風險管理或投資策略管理及以公平值基準評估表現的一組金融資產或金融負債或金融資產及金融負債組合的一部分,而且有關分組的資料乃按該基準向內部提供;或
- 其構成包含一項或多項內含衍生工具的合約的一部分,而香港會計準則第39號允許將整個組合合約(資產或負債)指定為按公平值於損益列賬。

按公平值於損益列賬的金融資產乃按公平值列賬,而重新計量產生的任何盈虧則於損益確認。於損益確認的盈虧淨額包括就金融資產所賺取的任何股息或利息,並列入綜合損益表及其他全面收益表中「其他收益及虧損」項下。公平值乃按附註28所述的方式釐定。

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款之非衍生金融資產。貸款及應收款項乃按實際利息法計算之攤銷成本減任何已識別減值虧損列賬,(包括貿易及其他應收賬款,融資租賃應收賬款及現金及銀行結存)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables (Continued)

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

貸款及應收款項(續)

利息收入透過採用實際利率確認，如短期應收款項之利息確認金額不大則另作處理。

金融資產減值

金融資產(在損益中以公平價值處理之金融資產除外)會於每年度報表結算日評定是否有減值跡象。於有客觀證據顯示投資之預期未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時，便對金融資產考慮作出減值。

對於所有金融資產，減值之客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 違反合約，如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組；或
- 因出現財政困難導致該金融資產失去活躍市場。

應收賬款組合減值之客觀證據，可包括本集團過往收款記錄及拖欠款項的次數增加、全國或局部地區經濟狀況出現與應收賬款的拖欠具有關連的明顯變化。

就以攤銷成本列賬之金融資產而言，減值金額為資產賬面值與估計未來現金流量之現值(按金融資產之原實際利率折讓)之間之差額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods (see the accounting policy below).

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

按成本列賬之金融資產之減值虧損金額按資產之賬面值與就換取類似金融資產以現行市場利率貼現估計未來現金流量現值間之差額計算。有關減值虧損不會於往後期間撥回(參閱以下會計政策)。

就所有金融資產而言，減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易應收賬款除外，其賬面值會透過撥備賬作出扣減。倘撥備賬之賬面值有所改變，其改變會於損益賬中確認。倘預計不能收回貿易應收賬款，則有關金額於撥備賬撇銷。先前撇銷的金額若於其後收回，則計入撥備賬。

就以攤銷成本計量之金融資產而言，倘減值虧損額於往後期間減少，且該減少與於確認減值後所發生之事件存在客觀關係，則之前確認之減值虧損會於損益賬中撥回，惟於減值被撥回當日該投資之賬面值不得超過倘無確認減值之已攤銷成本。

金融負債及股本權益工具

由集團實體發行之債務及股本權益工具乃根據合同安排之性質以及金融負債及股本權益工具之定義分類為金融負債或股本權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued) *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Interest expense is recognised on an effective interest basis other than financial liabilities classified as at FVTPL, of which the interest expense is included in net gains or losses.

Financial liabilities at amortised cost

Other financial liabilities (including trade and other payables) are subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本權益工具(續)

股本權益工具

股本權益工具為證明實體資產經扣除其全部負債後尚有殘餘利益之任何合約。本集團之金融負債一般分類為按攤銷成本之金融負債。由本集團發行之股本工具按已收所得款項(扣除直接發行成本)確認。

本公司購回本身股本工具於權益中確認，並直接於權益賬中扣除。就購買、出售、發行或註銷本公司本身股本工具而言，並無於損益賬中確認之收益或虧損。

實際利率法

實際利率法乃計算債務工具之攤銷成本及於相關期間分配利息支出之方法。實際利率乃按金融負債之估計可使用年期或適用之較短期間，將估計日後現金付款(包括構成實際利率不可或缺部份之一切已付或已收利率差價費用、交易成本及其他溢價及折讓)準確折讓至初步確認時之賬面淨值之利率。利息開支按實際利率基準確認，惟按公平值計入損益之金融負債除外，其利息開支計入淨收益或虧損。

金融負債之攤銷成本

其他金融負債(包括貿易及其他應付賬款)，初步按公平價值計量，而其後則使用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策(續)

金融工具(續)

終止確認

本集團僅於自資產獲取現金流之合約權利到期時，或當金融資產獲轉讓，所有權之絕大部份風險及回報轉讓予另一實體時終止確認金融資產。倘本集團未轉讓亦無保留所有權之絕大部份風險及回報而是繼續控制已轉讓資產，則本集團確認其於資產之保留權益及其必需支付之相關負債。倘本集團保留已轉讓金融資產所有權之絕大部份風險及回報，則本集團繼續確認該金融資產，亦會就已收取之所得款項確認擔保借貸。

終止確認金融資產時，資產賬面值與已收及應收代價以及累計損益(已於其他全面收益確認並於權益累積)總和間之差額，於損益賬中確認。

本集團只有在責任獲免除、取消或終止時，方會終止確認金融負債。獲終止確認之金融負債之賬面值與已付及應付代價間差額會於損益賬中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

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

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

or

- (ii) the party is an entity where any of the following conditions applies:
 - (a) the entity and the Group are members of the same group;
 - (b) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (c) the entity and the Group are joint ventures of the same third party;
 - (d) one entity is a joint venture of a third entity and the other entity is an associate of the third party;
 - (e) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (f) the entity is controlled or jointly controlled by a person identified in (i);
 - (g) a person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (h) 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.

Close member of the family of a person are those family members who may be expected to inference, or be inference by, that person in their dealing with the entity.

3. 主要會計政策(續)

關聯人士

與本集團關聯人士指：

- (i) 該人士為個人或與其關係密切之家庭成員及某個人：
 - (a) 能控制或共同控制本集團；
 - (b) 能對本集團施加重大影響；或
 - (c) 為本集團或本集團母公司之主要管理人員；

或

- (ii) 某實體就任何以下情況被視為：
 - (a) 該實體與本集團均為同一集團內之成員；
 - (b) 該實體為本集團之聯營公司或其他實體之合營企業(或母公司，附屬公司或其他實體之同系附屬公司)；
 - (c) 該實體與本集團為同一第三方之合營企業；
 - (d) 一間實體為第三方實體的合營公司及另一實體為第三方實體的聯營公司；
 - (e) 該實體及以本集團或本集團相關之實體為受益人的僱員退休後福利計劃；
 - (f) 該實體是由一位人士於(i)所指定控制或共同控制；
 - (g) 於(i)(a)所定義人士對該實體有重大影響力或屬該實體(該實體的母公司)主要管理層成員的其中一名成員；及
 - (h) 實體或實體作為集團任何成員公司其中一部分向本公司或本公司的母公司提供主要管理人員服務。

一名人士之家庭密切成員指，於其與該實體的交易上預期可影響或受該人士影響的家庭成員。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on a method of valuation which involves certain estimates. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions and underlying assumptions adopted for capitalisation of the income derived from the existing tenancies with due provision for the reversionary income potential of the property interests.

4. 重要會計判斷及估計未明朗因素的主要來源

採用本集團的會計政策，在附註3中的描述，管理層須就資產和負債的面賬值進行評估，預計和假設。預計和有關的假設仍基於其過往經驗和其他被認為相關的因索。實際結果與預計可能出現誤差。

預計和潛在性假設將不斷進行修訂。會計預計中的修訂只影響在該修訂期間，或如現時或將來的修訂，將影響現時或將來之期間。

應用會計政策之關鍵判斷

除涉及估計之判斷外，以下為管理層於應用本集團會計政策時所作出對財務報表已確認金額有最重大影響之主要判斷。

投資物業

投資物業之公允價值乃根據獨立專業評估師釐定，在釐定公平價值時，評估師已包含若干假設來計入評估方法中。在依賴評估報告時，本公司董事已作充份判斷和滿意此評估方法已完全反映現時市場條件和若干假設而實施從現時租賃帶來的資本性收入。同時，仍為樓宇權益之收益帶來可行性的收入回撥。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

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

Estimated impairment of assets

The Group assesses annually whether assets have any indication of impairment, in accordance with the relevant accounting policies. Where an indication of impairment is noted, the recoverable amounts of property, plant and equipment will be estimated based on value-in-use calculations or scrap value. These calculations and valuations require the use of judgement and estimates on future operating cash flows and discount rates adopted and estimated market value of the scraps.

4. 重要會計判斷及估計未明朗因素的主要來源(續)

估計不明朗因素之主要來源

有關日後之主要假設及於報告期完結時估計不明朗因素之其他主要來源，皆擁有可導致下一個財政年度之資產與負債賬面值出現大幅調整之重大風險(如下)。

資產的減值估計

本集團每年按照相關會計政策評估資產是否有任何減值跡象。倘出現減值跡象，物業、廠房及設備的可收回金額會用中值計算或殘值計算以基礎進行估計。這些計算及估值須採用對未來營運現金流量和折現率的判斷和估計，並估計市場價值的殘值。

5. REVENUE

5. 收益

		2016 二零一六年	2015 二零一五年
Gross rental income from letting of investment properties	出租投資物業租金收入總額	2,999,966	1,385,934
Revenue from hotel operations	酒店業務收益	25,827,515	24,320,381
		28,827,481	25,706,315

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

6. SEGMENT REPORTING

Information reported to the Board of Directors of the Company, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focusing on types of services provided.

The Group's operating and reportable segments under HKFRS 8 are as follows:

Property investment — the rental of investment properties

Hotel operations — the operation of hotel

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

6. 分部資料

就資源分配及分部表現評估向本公司董事局(即主要經營決策者)所呈報之資料，側重於交付或提供之服務之部型。

本集團根據香港財務報告準則第8號設定之經營及可申報分部如下：

物業投資 — 出租投資物業

酒店業務 — 酒店營運

分部收益及業績

本集團按可申報分部劃分之收益及業績分析如下：

		Property investment		Hotel operations		Total	
		物業投資		酒店業務		總額	
		2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
REPORTABLE SEGMENT REVENUE 收益							
Revenue from external customers	來自外部客戶收益	2,999,966	1,385,934	25,827,515	24,320,381	28,827,481	25,706,315
REPORTABLE SEGMENT RESULT 業績							
Segment result before other gains and losses:	未計其他收益及虧損的分部業績：	2,842,461	1,317,235	(1,080,028)	(5,068,124)	1,762,433	(3,750,889)
Net increase in fair value of investment properties	投資物業的公允價值淨增加	9,390,500	4,000,000	—	—	9,390,500	4,000,000
Segment result	分部業績	12,232,961	5,317,235	(1,080,028)	(5,068,124)	11,152,933	249,111
Unallocated (expenses)/income	未攤分(支出)/收入					(375,449)	792,706
Corporate administration costs	企業行政成本					(8,909,352)	(5,806,235)
Share of (loss)/profit an associate	應佔一間聯營公司之(虧損)/盈利					(354,057)	1,819,083
Profit/(loss) before tax	除稅前盈利/(虧損)					1,514,075	(2,945,335)
Income tax credit	所得稅抵免					41,207	809,167
Profit/(loss) for the year	本年度盈利/(虧損)					1,555,282	(2,136,168)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

6. SEGMENT REPORTING (Continued)

Segment revenue and results (Continued)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2015: Nil).

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit/(loss) represents the profit earned by/loss from each segment without allocation of bank interest income and other unallocated (expenses)/income, corporate administration costs including director's remuneration, share of (loss)/profit of an associate and income tax credit. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

6. 分部資料(續)

分部收益及業績(續)

上文所報之分部收益指來自外部客戶之收益。本年內並無分部間銷售額(二零一五年：無)。

可申報及營運分部之會計政策與本集團會計政策相同並已載於附註3。分部盈利/(虧損)指各分部賺取之盈利/(產生之虧損)，惟並無分配銀行利息收入及其他未攤分(支出)/收入，企業行政成本包括董事酬金、應佔一間聯營公司之(虧損)/盈利及所得稅抵免。此計量方法呈報予主要經營決策者作為資源分配及評估表現之用。

分部資產及負債

本集團按可申報及營運分部劃分之資產及負債分析如下：

		Property investment 物業投資		Hotel operations 酒店業務		Total 總額	
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
ASSETS	資產						
Segment assets	分部資產	262,826,708	152,546,625	74,573,619	76,537,167	337,400,327	229,083,792
Interest in an associate	於一間聯營公司之權益					15,361,501	16,767,744
Unallocated corporate assets	未攤分公司資產					92,308,520	1,977,338
Consolidated total assets	綜合總資產					445,070,348	247,828,874
LIABILITIES	負債						
Segment liabilities	分部負債	(1,161,420)	(963,701)	(8,214,533)	(7,273,643)	(9,375,953)	(8,237,344)
Unallocated corporate liabilities	未攤分公司負債					(6,419,358)	(4,742,053)
Consolidated total liabilities	綜合總負債					(15,795,311)	(12,979,397)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

6. SEGMENT REPORTING (Continued)

Segment assets and liabilities (Continued)

All assets are allocated to operating segments other than interest in an associate, deferred tax assets, finance lease receivable and certain cash and bank balances.

All liabilities are allocated to operating segments other than certain balances of current liabilities and deferred tax liabilities.

Other segment information

6. 分部資料(續)

分部資產及負債(續)

除某些現金及銀行結餘，於一間聯營公司之權益，遞延稅項資產及融資租賃應收賬款外，所有資產均已分配至營運分部。

除某些流動負債結餘及遞延稅項負債外，所有負債均已分配至可申報分部。

其他分部資料

		Property investment 物業投資		Hotel operations 酒店業務		Total 總額	
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
Other segment information	其他分部資料						
Additions to non-current assets	非流動資產添置	163,915,741	6,200	3,859,418	4,312,297	167,775,159	4,318,497
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	73,439	37,106	5,428,404	5,177,662	5,501,843	5,214,768
Amortisation of prepaid lease payment	預付租賃款項攤銷	—	—	1,874,007	1,874,007	1,874,007	1,874,007
Net increase in fair value of investment properties	投資物業的公允價值淨增加	(9,390,500)	(4,000,000)	—	—	(9,390,500)	(4,000,000)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損確認	2,897	12,364	1,838	—	4,735	12,364
Impairment loss recognised on other receivables	其他應收賬款之減值虧損確認	—	—	2,053	15,126	2,053	15,126

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

6. SEGMENT REPORTING (Continued)

Geographical information

The Group operates in two principal geographical areas — the People's Republic of China (excluding Hong Kong) (the "PRC") and Hong Kong.

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets are presented based on the geographical location of assets are detailed below:

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
PRC	中國	25,827,515	24,320,381	112,189,159	71,295,196
Hong Kong	香港	2,999,966	1,385,934	220,623,648	47,393,741
		28,827,481	25,706,315	332,812,807	118,688,937

Information about major customers

No external customers of the Group contributed over 10% of the Group's revenue for the years ended 31 December 2016 and 2015.

6. 分部資料(續)

地區資料

本集團之業務經營於兩個主要地區區域 — 中國(香港除外)(「中國」)及香港。

按營運位置，本集團來自外部客戶之收益及有關按地理地區劃分之非流動資產資料詳情如下：

有關主要客戶的資料

本集團於二零一六年及二零一五年度並沒有外部客戶與本集團訂立的交易超過10%之集團收益。

7. OTHER INCOME

		2016 二零一六年	2015 二零一五年
Bank interest income	銀行利息收入	797,675	350,167
Consultancy income	顧問收入	4,745	—
Finance lease interest income	融資租賃利息收入	24,237	—
Others	其他	295,575	162,354
		1,122,232	512,521

7. 其他收入

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

8. OTHER GAINS AND LOSSES

8. 其他收益及虧損

		2016 二零一六年	2015 二零一五年
Net increase in fair value of investment properties	投資物業的公允價值淨增加	9,390,500	4,000,000
Gain arising on change in fair value of financial assets designated as at fair value through profit or loss	產生自金融資產(結構性存款)之公平值改變之收益(指定為通過損益以反映公平值)	473,198	533,201
Impairment loss recognised on other receivables	其他應收賬款之減值虧損確認	(2,053)	(15,126)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(4,735)	(12,364)
Net foreign exchange (losses)/gains	淨外匯(虧損)/收益	(880,426)	442,538
		8,976,484	4,948,249

9. INCOME TAX CREDIT

9. 所得稅抵免

		2016 二零一六年	2015 二零一五年
Current tax	即期稅項		
PRC Enterprise Income Tax	中國企業所得稅	7,299	—
Deferred tax (note 24):	遞延稅項(附註24):		
Current year	本年度	(48,506)	(809,167)
Total income tax credit recognised in profit or loss	本年度所得稅抵免	(41,207)	(809,167)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

香港利得稅乃根據年度估計應課稅盈利按稅率16.5%計算。

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Company and its Hong Kong subsidiaries did not have any assessable profits for the year (2015: Nil).

由於本公司有確認之承前稅務虧損抵銷估計應課稅盈利，及其香港附屬公司並無估計應課稅盈利，故並無於綜合財務報表內就香港利得稅計提撥備(二零一五年：無)。

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

按中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施細則，中國附屬公司兩年的稅率均為25%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

9. INCOME TAX CREDIT (Continued)

The tax credit for the year can be reconciled to profit/(loss) before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

2016

		Hong Kong 香港	% 百份比	PRC 中國	% 百份比	Total 總額	% 百份比
Profit before tax	除稅前盈利	1,323,554		190,521		1,514,075	
Tax at applicable tax rates	按適用稅率計算稅款	218,386	16.50	47,630	25.00	266,016	17.57
Tax effect of expenses not deductible for tax purpose	不可扣稅項目之稅務影響	806,015		1,927,828		2,733,843	
Tax effect of income not taxable for tax purpose	無須課稅項目之稅務影響	(1,711,488)		(1,538,258)		(3,249,746)	
Tax effect of temporary difference not recognised	未確認暫時差異之稅項影響	(22,741)		—		(22,741)	
Utilisation of tax losses previously not recognised	動用先前未確認稅項虧損	—		(478,407)		(478,407)	
Tax effect of tax loss not recognised	未確認稅務虧損之稅務影響	709,828		—		709,828	
Income tax credit and effective tax rate for the year	年內稅務抵免及實際稅率	—		(41,207)		(41,207)	

9. 所得稅抵免(續)

於本年度的稅項抵免與綜合損益及其他全面收益表所載的除稅前盈利／(虧損)對賬如下：

二零一六年

2015

二零一五年

		Hong Kong 香港	% 百份比	PRC 中國	% 百份比	Total 總額	% 百份比
Profit/(loss) before tax	除稅前盈利／(虧損)	562,789		(3,508,124)		(2,945,335)	
Tax at applicable tax rates	按適用稅率計算稅款	92,860	16.50	(877,031)	25.00	(784,171)	26.62
Tax effect of expenses not deductible for tax purpose	不可扣稅項目之稅務影響	202,418		1,093,351		1,295,769	
Tax effect of income not taxable for tax purpose	無須課稅項目之稅務影響	(1,039,825)		(810,594)		(1,850,419)	
Tax effect of tax loss not recognised	未確認稅務虧損之稅務影響	744,547		(214,893)		529,654	
Income tax credit and effective tax rate for the year	年內稅務抵免及實際稅率	—		(809,167)		(809,167)	

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

10. PROFIT/(LOSS) FOR THE YEAR

10. 本年度盈利／(虧損)

		2016 二零一六年	2015 二零一五年
Profit/(loss) for the year has been arrived at after (crediting)/charging:	本年度盈利／(虧損) 已(計入)／扣除：		
Gross rental income from investment properties	投資物業租金收入總額	(2,999,966)	(1,385,934)
Less: Direct operating expenses incurred for investment properties that generated rental income during the year	減：本年度從投資物業收取之租金收入而產生直接經營費用	354,870	53,164
		(2,645,096)	(1,332,770)
Employee benefits expense (including directors' remunerations):	員工福利支出(包括董事酬金)：		
Salaries and other benefits in kind	薪金和其他實物福利	11,269,308	10,293,994
Contributions to retirement benefits schemes	退休計劃供款	755,301	794,358
		12,024,609	11,088,352
Depreciation of hotel property	酒店物業之折舊	2,449,064	2,449,064
Depreciation of other property, plant and equipment	其他物業、廠房及設備之折舊	3,052,779	2,765,704
		5,501,843	5,214,768
Amortisation of prepaid lease payment	預付租賃款項攤銷	1,874,007	1,874,007
Total depreciation and amortisation	總折舊和攤銷	7,375,850	7,088,775
Auditors' remuneration	核數師酬金	600,000	580,000

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and CO, is as follows:

For the year ended 31 December 2016

Name of Directors		Fees	Salaries and other benefits in kind	Contributions to retirement benefit scheme	Total emoluments
董事姓名		袍金	薪金及其他實物之福利	退休計劃供款	總計薪酬
(A) Executive Directors	執行董事				
Mr. Wang Xiaowu	汪小武	—	780,000	—	780,000
Ms. Chen Danyun (Note (i))	陳丹雲(附註(i))	—	650,000	—	650,000
Mr. Chen Yang	陳揚	—	585,000	—	585,000
Sub-total	小計	—	2,015,000	—	2,015,000

The executive directors' emoluments shown above were mainly for their services with the management of the affairs of the Company and the Group.

11. 董事及主要行政人員薪酬

本年度主要行政人員及董事，根據上市規則及公司條例披露如下：

截至二零一六年十二月三十一日

以上執行董事薪酬主要作為他們對公司及集團作出之管理行政服務。

Name of Directors		Fees	Salaries and other benefits in kind	Contributions to retirement benefit scheme	Total emoluments
董事姓名		袍金	薪金及其他實物之福利	退休計劃供款	總計薪酬
(B) Non-Executive Directors	非執行董事				
Mr. Feng Qiang	馮強	—	—	—	—
Mr. Zhang Fan	張帆	—	—	—	—
Mr. Wang Ruilian	王瑞煉	—	—	—	—
Sub-total	小計	—	—	—	—

The non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries.

以上非執行董事薪酬主要作為本公司董事所作出之服務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

11. 董事及主要行政人員薪酬(續)

For the year ended 31 December 2016

截至二零一六年十二月三十一日

Name of Directors		Fees	Salaries and other benefits in kind	Contributions to retirement benefit scheme	Total emoluments
董事姓名		袍金	薪金及其他實物之福利	退休計劃供款	總計薪酬
(C) Independent Non-executive Directors		獨立非執行董事			
Mr. Lam Kwong Siu	林廣兆	100,000	—	—	100,000
Mr. Leung Hok Lim	梁學濂	100,000	—	—	100,000
Mr. Ng Man Kung	吳文拱	100,000	—	—	100,000
Sub-total	小計	300,000	—	—	300,000

The independent non-executive directors' emoluments shown above were mainly for their services as director of the Company.

以上獨立非執行董事薪酬主要作為本公司董事所作出之服務。

Total	總計	300,000	2,015,000	—	2,315,000
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Note:

附註：

(i) Being the chief executive of the Company with effect from 7 August 2015.

(i) 自二零一五年八月七日起出任本公司行政總裁。

For the year ended 31 December 2015

截至二零一五年十二月三十一日

Name of directors		Fees	Salaries and other benefits in kind	Contributions to retirement benefit scheme	Total emoluments
董事姓名		袍金	薪金及其他實物之福利	退休計劃供款	總計薪酬
(A) Executive Directors		執行董事			
Mr. Wang Xiaowu	汪小武	—	780,000	—	780,000
Ms Chen Danyun (Note (i))	陳丹雲(附註(i))	—	120,968	—	120,968
Mr. Wang Ruilian (Note (i))	王瑞煉(附註(i))	—	527,645	—	527,645
Mr. Chen Yang (Note (ii))	陳揚(附註(ii))	—	157,500	—	157,500
Mr. Liu Xiaoting (Note (iii))	劉小汀(附註(iii))	—	319,088	—	319,088
Sub-total	小計	—	1,905,201	—	1,905,201

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

The executive directors' emoluments shown above were mainly for their services with the management of the affairs of the Company and the Group.

11. 董事及主要行政人員薪酬(續)

以上執行董事薪酬主要作為他們對公司及集團作出之管理行政服務。

Name of directors	Fees	Salaries and other benefits in kind	Contributions to retirement benefit scheme	Total emoluments
董事姓名	袍金	薪金及其他實物之福利	退休計劃供款	總計薪酬
(B) Non-executive Directors 非執行董事				
Mr. Ye Tao (Note (iv))	葉濤(附註(iv))	—	—	—
Mr. Feng Qiang	馮強	—	—	—
Mr. Zhang Fan (Note (v))	張帆(附註(v))	—	—	—
Mr. Wang Ruilian (Note (vi))	王瑞煉(附註(vi))	—	—	—
Sub-total	小計	—	—	—

The non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries.

以上非執行董事薪酬主要作為本公司董事所作出之服務。

For the year ended 31 December 2015

截至二零一五年十二月三十一日

Name of directors	Fees	Salaries and other benefits in kind	Contributions to retirement benefit scheme	Total emoluments
董事姓名	袍金	薪金及其他實物之福利	退休計劃供款	總計薪酬
(C) Independent Non-executive Directors 獨立非執行董事				
Mr. Lam Kwong Siu	林廣兆	100,000	—	100,000
Mr. Leung Hok Lim	梁學濂	100,000	—	100,000
Mr. Ng Man Kung	吳文拱	100,000	—	100,000
Sub-total	小計	300,000	—	300,000

The independent non-executive directors' emoluments shown above were mainly for their services as director of the Company.

以上獨立非執行董事薪酬主要作為本公司董事所作出之服務。

Total	總計	300,000	1,905,201	—	2,205,201
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Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Notes:

- (i) Ms. Chen Danyun (appointed on 7 August 2015) and Mr. Wang Ruilian (resigned on 19 October 2015) are also the chief executive of the Company and her/his emoluments disclosed above include those for services rendered by her/him as the Chief Executive.
- (ii) Mr. Chen Yang is appointed on 19 October 2015.
- (iii) Mr. Liu Xiaoting is resigned on 7 August 2015.
- (iv) Mr. Ye Tao is resigned on 20 May 2015.
- (v) Mr. Zhang Fan is appointed on 20 May 2015.
- (vi) Mr. Wang Ruilian is appointed on 19 October 2015.

There were no arrangements under which the directors of the Company have waived or agreed to waive any remuneration during the year.

During the year ended 31 December 2016, none of the director has granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 30 to the Group's consolidated financial statements (2015: Nil).

11. 董事及主要行政人員薪酬(續)

附註：

- (i) 陳丹雲女士(於二零一五年八月七日上任)及王瑞煉先生(於二零一五年十月十九日辭任)為本公司行政總裁，及其上述薪酬已包括作為行政總裁作出之服務。
- (ii) 陳揚先生於二零一五年十月十九日上任。
- (iii) 劉小汀先生於二零一五年八月七日辭任。
- (iv) 葉濤先生於二零一五年五月二十日辭任。
- (v) 張帆先生與二零一五年五月二十日上任。
- (vi) 王瑞煉先生於二零一五年十月十九日上任。

本公司董事未有安排免除或同意免除任何酬金。

截至二零一六年十二月三十一日止年度期間，本集團概無根據購股權計劃以購股權支付予各董事就本集團服務之酬金。購股權計劃之詳細已載於綜合財務報表附註30(二零一五年：無)。

12. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2015: three) were directors and the chief executive of the Company whose emoluments are included in the disclosure in note 11 above. The emoluments of the remaining two (2015: two) individuals were as follows:

		2016 二零一六年	2015 二零一五年
Salaries and other benefits in kind	薪金及其他實物之福利	740,194	692,224
Contributions to retirement benefit schemes	退休計劃供款	29,400	18,000
		769,594	710,224

Their emoluments were all within HK\$1,000,000.

During the year ended 31 December 2016, no emoluments were paid by the Group to the five highest paid individuals, including the directors of the Company, as an inducement to join or upon joining the Group or as compensation for loss of office (2015: Nil).

12. 僱員酬金

在五名最高薪僱員中，三名(二零一五年：三名)為董事及行政總裁，彼等之酬金已計入附註11之董事酬金內。其餘兩名(二零一五年：兩名)人士之薪酬如下：

酬金於1,000,000港元之內。

截至二零一六年十二月三十一日止年度期間，並無任何人士，包括董事獲支付酬金作為吸引加入或加入本集團時之獎金或作為離職補償(二零一五年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

13. EARNINGS/(LOSS) PER SHARE

The calculation of the basic and diluted earnings/(loss) per share for the years ended 31 December 2016 and 2015 are based on the Group's profit/(loss) attributable to the owners of the Company is based on the following data:

13. 每股盈利／(虧損)

本公司權益持有人截至二零一六及二零一五年十二月三十一日止之應佔之每股基本及攤薄盈利／(虧損)乃按下列公司之資料計算：

		2016 二零一六年	2015 二零一五年
Profit/(loss)	盈利／(虧損)		
Profit/(loss) for the year attributable to owners of the Company for the purposes of basic and diluted earnings/(loss) per share	本期間本公司權益持有人應佔盈利／(虧損)用以計算每股基本及攤薄之盈利／(虧損)	1,665,501	(2,136,168)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings/(loss) per share	用以計算每股基本及攤薄盈利／(虧損)之普通股加權平均股數	932,075,448	654,992,877

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Hotel property 酒店物業	Furniture and fixtures 傢俬及 裝置	Leasehold improvements 物業裝修	Plant, machinery and equipment 廠房、機器及 設備	Total 總額
COST	按成本					
At 1 January 2015	於二零一五年一月一日	92,391,462	1,968,855	13,515,471	6,211,001	114,086,789
Additions	添置	—	1,577,329	2,325,276	415,892	4,318,497
Disposals	出售	—	(62,109)	—	(25,701)	(87,810)
Exchange adjustments	匯兌調整	—	(72,157)	(497,350)	(227,457)	(796,964)
At 31 December 2015 and 1 January 2016	於二零一五年 十二月三十一日及 二零一六年一月一日	92,391,462	3,411,918	15,343,397	6,373,735	117,520,512
Additions	添置	—	—	4,014,122	101,537	4,115,659
Disposals	出售	—	(3,835)	(216,086)	(40,053)	(259,974)
Exchange adjustments	匯兌調整	—	(213,889)	(959,377)	(397,182)	(1,570,448)
At 31 December 2016	於二零一六年 十二月三十一日	92,391,462	3,194,194	18,182,056	6,038,037	119,805,749
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值					
At 1 January 2015	於二零一五年一月一日	65,655,851	1,926,440	6,364,647	2,800,112	76,747,050
Provided for the year	本年度折舊	2,449,064	327,727	1,718,425	719,552	5,214,768
Eliminated on disposals	出售時對銷及撇銷	—	(62,109)	—	(13,337)	(75,446)
Exchange adjustments	匯兌調整	—	(80,786)	(158,004)	(120,099)	(358,889)
At 31 December 2015 and 1 January 2016	於二零一五年 十二月三十一日及 二零一六年一月一日	68,104,915	2,111,272	7,925,068	3,386,228	81,527,483
Provided for the year	本年度折舊	2,449,064	252,325	2,210,279	590,175	5,501,843
Eliminated on disposals	出售時對銷及撇銷	—	(3,835)	(216,086)	(35,318)	(255,239)
Exchange adjustments	匯兌調整	—	(140,237)	(557,117)	(224,017)	(921,371)
At 31 December 2016	於二零一六年 十二月三十一日	70,553,979	2,219,525	9,362,144	3,717,068	85,852,716
CARRYING AMOUNTS	賬面值					
At 31 December 2016	於二零一六年 十二月三十一日	21,837,483	974,669	8,819,912	2,320,969	33,953,033
At 31 December 2015	於二零一五年 十二月三十一日	24,286,547	1,300,646	7,418,329	2,987,507	35,993,029

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

At the end of the reporting period, the Group carried out a review of the recoverable amount of assets including property and leasehold land used in the Group's hotel operation segment. In performing impairment testing, the directors of the Company reviewed the carrying amounts of these assets by reference to a valuation performed by Norton Appraisals Limited, an independent qualified professional valuer not connected with the Group. Norton Appraisals Limited is a member of Hong Kong Institute of Surveyors. The recoverable amount of this cash-generating unit ("CGU") is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by management covering a 5-year period and a discount rate of 7.9% (2015: 8.4%) per annum. The key assumptions for the value-in-use calculation are those regarding the discount rate, growth in revenue, direct and other operating costs during the period. The management estimates discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

There was no impairment for the years ended 31 December 2016 and 31 December 2015.

14. 物業、廠房及設備(續)

於報告期間末，本集團對資產進行可收回價值之審閱包括用作酒店業務之物業及預付土地租賃款項。當進行減值測試時，本公司董事於審閱資產之賬面值時已參考普敦國際評估有限公司之估值。普敦國際評估有限公司為獨立專業評估師和香港測量師學會會員及與本集團沒有關連。該可收回價值之現金產生單位(「現金產生單位」)是根據經管理層所批准之五年內財務預算為基礎之現金流預測及每年7.9%(二零一五年:8.4%)折現率之可用價值計算。可用價值的主要假設為期內折現率、收入增長、直接及其他經營成本。管理層估計之折現率已反映現時市場評估之金錢的時間價值及現金產生單位之特定風險。

截至二零一六年十二月三十一日止年度及二零一五年十二月三十一日止年度期間並無減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

15. PREPAID LEASE PAYMENT

15. 預付租賃款項

COST	按成本	
At 1 January 2015, 31 December 2015 and 31 December 2016	於二零一五年一月一日、二零一五年十二月三十一日及二零一六年十二月三十一日	86,000,000
AMORTISATION AND IMPAIRMENT	攤銷及減值	
At 1 January 2015	於二零一五年一月一日	65,542,098
Amortisation for the year	本年度之攤銷	1,874,007
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	67,416,105
Amortisation for the year	本年度之攤銷	1,874,007
At 31 December 2016	於二零一六年十二月三十一日	69,290,112
CARRYING AMOUNTS	賬面值	
At 31 December 2016	於二零一六年十二月三十一日	16,709,888
At 31 December 2015	於二零一五年十二月三十一日	18,583,895

Notes:

- (i) At the end of the reporting period, the Group carried out a review of the recoverable amount of its leasehold land. The leasehold land is used in the Group's hotel segment. In performing impairment testing, the directors of the Company reviewed the carrying amount of the leasehold land by reference to a valuation performed by Norton Appraisals Limited, an independent qualified professional valuer not connected with the Group. Norton Appraisals Limited is a member of Hong Kong Institute of Surveyors. The recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a 5-year period and a discount rate of 7.9% (2015: 8.4%) per annum. The key assumptions for the value in use calculation are those regarding the discount rate, growth in revenue, direct and other operating costs during the period. The management estimates discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

There was no impairment for the years ended 31 December 2016 and 2015.

附註：

- (i) 於報告期間末，本集團對用作酒店業務之預付土地租賃款項進行可收回價值之審閱。當進行減值測試時，本公司董事於審閱預付土地租賃款項之賬面值時已參考普敦國際評估有限公司之估值。普敦國際評估有限公司為獨立專業評估師和香港測量師學會會員及與本集團沒有關連。該可收回價值之現金產生單位是根據經管理層所批准之五年內財務預算為基礎之現金流預測及每年7.9% (二零一五年：8.4%) 折現率之可用價值計算。可用價值的主要假設為期內折現率、收入增長、直接及其他經營成本。管理層估計之折現率已反映現時市場評估之金錢的時間價值及現金產生單位之特定風險。

截至二零一六年十二月三十一日及二零一五年十二月三十一日止年度期間並無減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

16. INVESTMENT PROPERTIES

16. 投資物業

		2016 二零一六年	2015 二零一五年
FAIR VALUE	公平值		
Balance at beginning of year	年初結餘	45,450,000	41,450,000
Addition	增加	163,659,500	—
Net increase in fair value recognised in profit or loss	於損益確認之公允值盈利	9,390,500	4,000,000
Balance at end of year	年底結餘	218,500,000	45,450,000
Unrealised gain on properties revaluation included in profit or loss (included in other gains and losses)	包括於損益之未變現物業重估收益(包括於其他收益及虧損)	9,390,500	4,000,000

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purpose are measured using the fair value model and are classified and accounted for as investment properties.

The fair value of the Group's investment properties at 31 December 2016 and 2015 have been arrived at on the basis of a valuation carried out at that date by Norton Appraisals Limited, independent qualified professional valuer not connected with the Group. Norton Appraisals Limited is a member of the Hong Kong Institution of Surveyors.

The fair value of the commercial property units were determined based on the income approach, where the current passing rents and market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for this type of properties. The current passing rents are assessed by reference to the current tenancy agreements. The market rentals are assessed by reference to the rentals achieved in the lettable units of the properties as well as other lettings of similar properties in the neighbourhood. The discount rate is determined by reference to the yields derived from analysing the sales transactions of similar commercial properties in Hong Kong and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties. There has been no change from the valuation technique used in the prior year.

所有根據經營租賃協議持有以賺取租金或作資本增值用途之本集團物業權益乃使用公允價值模式計量，並分類及入賬為投資物業。

本集團於二零一六年十二月三十一日及二零一五年十二月三十一日之投資物業之公允值乃按與本集團並無關連之獨立專業物業估值師普敦國際評估有限公司於上述日期進行之估值而得出。普敦國際評估有限公司是香港測量師學會會員之一。

商業物業之公平值乃由資本法釐定，在估值時，物業所有現行租金及可出租單位的市場租金及按投資者對該類型物業的預期已貼現之市場收益進行評估及資本化。現行租金乃根據現行租務合約評定。評估市場租金時已考慮物業的可出租單位可得租金以及該區其他類似物業的出租情況。貼現率及參考所採納的乃經參考分析香港同類商用物業銷售交易所得之市場收益(即資本化利率)並根據物業投資者市場預期的認知作出調整以反映集團之投資物業之特別因素後得出，與往年所採納之估值技術無異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

16. INVESTMENT PROPERTIES (Continued)

In estimating the fair value of the properties, the highest and best use of the properties are their current use.

One of the key inputs used in valuing the investment properties was the discount rates used, which ranged from 2% to 5% (2015: 2.5% to 5% per annum). An increase in the discount rate used would result in a decrease in fair value measurement of the investment properties, and vice versa.

Another key inputs used in valuing the investment properties was the reversionary income potential of the tenancies. The higher the reversionary income potential of the tenancies, the higher the fair value of the investment properties, and vice versa.

The fair value of the parking space were determined based on direct comparison method, which were making reference to market observable transactions of similar properties and adjust to reflect the conditions and locations of the subject property. There has been no change from the valuation technique used in the prior year.

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2016 are as follows:

16. 投資物業(續)

於估計物業之公允值時，有關物業之最高及最佳用途即為其當前用途。

其中一項主要投入值作為評估投資物業乃貼現率，上述貼現率介乎2%至5%（二零一五年：每年2.5%至5%）。貼現率上升將會令致投資物業之公允值之下降，反之亦然。

其中另一項主要數據值作為評估投資物業乃租約的復歸收入能力，上述復歸收入能力上升將會令致投資物業之公允值上升，反之亦然。

停車位的公允價值是根據直接比較法釐定，這是參考市場上同類可觀察的物業交易及作出調整以反映該物業的條件和位置。上述估值方法與以往期間相比並無改變。

於二零一六年十二月三十一日，本集團投資物業之詳情及公允價值層級之資料載列如下：

		Level 2	Level 3	Fair value as at 31 December 2016 於二零一六年 十二月三十一 日之公允價值
		第二級	第三級	
Commercial property units located in Hong Kong	位於香港的商業性物業	—	218,000,000	218,000,000
Parking space located in Hong Kong	位於香港的停車位	500,000	—	500,000
		500,000	218,000,000	218,500,000

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

16. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2015 are as follows:

16. 投資物業(續)

於二零一五年十二月三十一日本集團投資物業之詳情及公允值層級之資料載列如下：

		Level 2	Level 3	Fair value as at 31 December 2015 於二零一五年 十二月三十一日 之公允價值
		第二級	第三級	
Commercial property units located in Hong Kong	位於香港的商業性 物業	—	45,000,000	45,000,000
Parking space located in Hong Kong	位於香港的停車位	450,000	—	450,000
		450,000	45,000,000	45,450,000

There were no transfers into or out of Level 3 during the year.

年內並無轉入或轉出第三級。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

17. FINANCE LEASE RECEIVABLE

17. 融資租賃應收賬款

		2016		2015	
		二零一六年		二零一五年	
Current portion of finance lease receivable	融資租賃應收賬款即期部分	9,502,409	—	—	—
Non-current portion of finance lease receivable	融資租賃應收賬款非即期部分	46,394,116	—	—	—
		55,896,525	—	—	—

		Minimum lease payments		Present value of minimum lease payments	
		最低租賃款項		最低租賃款項現值	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
Not later than one year	一年內	12,705,280	—	9,502,409	—
Later than one year and not later than five years	超過一年但不超過五年	48,951,381	—	46,394,116	—
		61,656,661	—	55,896,525	—
Less: unearned finance income	減：未實現融資收入	(5,760,136)	—	N/A	—
Present value of minimum lease payments receivable	最低應收租賃款項現值	55,896,525	—	55,896,525	—
Less: Current portion of finance lease receivable	減：融資租賃應收賬款的即期部分			(9,502,409)	—
Non-current portion of finance lease receivable	融資租賃應收賬款的非即期部分			46,394,116	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

17. FINANCE LEASE RECEIVABLE (Continued)

As at 31 December 2016, the finance lease receivable is secured over the leased assets, platform engineering vessel. The lessee retain control of the asset before and after entering into the arrangements.

Without prejudice to the lessee's rights and interest under the sales and leaseback agreement, the Group has the permitted to sell or transfer the collateral of finance lease receivable to the third parties in the absence of the consent from the lessee and guarantor. All the Group's finance lease receivable is denominated in RMB, the functional currency of the relevant group entity. The term of finance leases entered into is 2 years (2015: Nil). In the event the lessee breaches the lease contract, the Group has the right to use or sell the leased assets and to call for full or partial repayment of the outstanding balance of finance lease receivable. The guarantor shall provide a guarantee in respect of the obligations of the lessee under the sale and leaseback agreement. Subject to fulfilment of all of its obligations under the sale and leaseback agreement, the lessee shall purchase the lease asset at a nominal purchase price of RMB100 within three business days after the expiry of the term of the lease under the sale and leaseback agreement.

The interest rate inherent in the lease is fixed at the contract date for the entire lease term. The effective interest rate is 6% (2015: Nil) per annum.

Unguaranteed residual values of assets leased under finance lease at 31 December 2016 is Nil (2015: Nil). The finance lease receivable at the end of the reporting period is neither past due nor impaired.

17. 融資租賃應收賬款(續)

於二零一六年十二月三十一日，融資租賃應收賬款由一艘平台工程船提供擔保。承租人在訂立安排之前和之後仍保留資產的控制權。

在不損害承租人買賣及回租協定的權益情況下，本集團在沒有承租人及擔保人同意的情況下，仍可向第三者出售或轉讓融資租賃應收賬款的抵押品。本集團之融資租賃應收賬款均以人民幣計價，人民幣為相關集團實體之功能性貨幣。融資租賃的期限為兩年(2015：無)，若承租人違反租賃合同，本集團有權佔用或出售已出租資產，並要求全部或部分償還融資租賃應收賬款之未償清結餘。待履行售後回租協議項下的全部義務後，承租人將於售後回租協議項下的租賃期滿後三個工作日內以名義價格人民幣100元購買租賃資產。

於整個租賃期內，租賃利率以合同日期所釐定者為準。實際年利率6%(2015：無)。

於二零一六年十二月三十一日，融資租賃資產之未擔保剩餘餘值是零(2015：無)。於報告期末，融資租賃應收賬款未過期且未減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

18. LIST OF SUBSIDIARIES

As at 31 December 2016 and 2015, the Company had interests in the following subsidiaries:

18. 附屬公司列表

本公司於二零一六年十二月三十一日及二零一五年十二月三十一日所持有之主要附屬公司權益詳情如下：

Name of subsidiaries	Place of establishment/ incorporation and principal place of operations 設立／註冊成立及主要營業地點	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司應佔已發行股本／註冊資本面值之百分比		Nominal value of issued share capital/ registered capital 已發行股本／註冊資本面值	Principal activities
附屬公司名稱		2016 二零一六年 %	2015 二零一五年 %		主要業務
Direct subsidiaries:					
直屬附屬公司：					
Ming Chuen Construction Company, Limited 明川建築有限公司	Hong Kong 香港	100	100	Ordinary HK\$100,000 普通股100,000港元	Investment holding 投資控股
Yan Hei Limited ("Yan Hei") 仁禧有限公司(「仁禧」)	Hong Kong 香港	100	100	Ordinary HK\$10,000 and Deferred (note (i)) HK\$10,000 普通股10,000港元及遞延股份(附註(i)) 10,000港元	Investment holding 投資控股
Champ Profit Asia Investment Limited ("Champ Profit") 益潤亞太投資有限公司(「益潤亞太」)	Hong Kong 香港	100	100	Registered capital Ordinary HK\$1 註冊資本 普通股1港元	Investment holding 投資控股
Fujian Huamin Leasing Company Limited ("Fujian Huamin Leasing") (note (ii)) 福建華閩融資租賃有限公司(「福建華閩租賃」)(附註(ii))	PRC 中國	51	—	Registered capital RMB80,000,000 註冊資本 人民幣80,000,000	Provision of financial leasing and associated services 提供融資租賃及相關服務
Indirect subsidiary:					
間接附屬公司：					
Xiamen South East Asia Hotel Company, Limited ("Xiamen Plaza") (note iii) 廈門東南亞大酒店有限公司(「東酒」)(附註(iii))	PRC 中國	100	100	Registered capital US\$5,000,000 註冊資本 5,000,000美元	Hotel operations 酒店業務

Notes:

- (i) The deferred shares carry no rights to dividends and no rights to receive notice of or to attend or vote at any general meeting of the Company. In the winding-up of the Company, holders of the deferred shares are entitled to receive half of the amounts paid-up or credited as paid-up on shares after the holders of the ordinary shares of the company have received a total return of HK\$10,000,000 per share.
- (ii) Fujian Huamin Leasing was established as a sino-foreign co-operative joint venture company under the laws of the PRC.
- (iii) Xiamen Plaza was established as a sino-foreign co-operative joint venture company under the laws of the PRC and is currently wholly owned by Yan Hei.

附註：

- (i) 遞延股份無權獲派股息，亦無權收取本公司任何股東大會之通告或出席股東大會或於會上投票。在公司進行清盤時，遞延股份持有人須待公司普通股持有人獲合共退還每股10,000,000港元，方有權收取已就股份繳付或入賬列作繳足之半數款項。
- (ii) 福建華閩租賃乃根據中華人民共和國法律規定而成立的中外合資企業。
- (iii) 東酒乃根據中華人民共和國法律規定而成立的中外合作企業，並由仁禧全資擁有。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

19. INTEREST IN AN ASSOCIATE

Details of the Group's interest in an associate is as follows:

	2016 二零一六年	2015 二零一五年
Share of net assets	15,361,501	16,767,744

As at 31 December 2016 and 2015, the Group had interest in the following associate:

19. 於一間聯營公司之權益

本集團之聯營公司詳情如下：

於二零一六年十二月三十一日及二零一五年十二月三十一日本集團之聯營公司詳情如下：

Name of associate 聯營公司名稱	Place of establishment/ incorporation and principal place of operation 成立及主要 營業地點	Proportion of nominal value of registered capital held by the Group 本集團應佔 註冊資本面值之百分比	Nominal value of registered capital 已發行之 註冊資本面值	Principal activities 主要業務
		2016 二零一六年 %	2015 二零一五年 %	
Fuzhou Harmony Piano Co., Ltd. ("Harmony Piano")	PRC	25	25	50,000,000 share of RMB1.00 each (2015: Registered capital US\$2,000,000) (note (i))
福州和聲鋼琴股份有限公司 (原稱：福州和聲鋼琴有限公司)(「和聲鋼琴」)	中國			人民幣1元1股 50,000,000股 (2015年：註冊資本 2,000,000美元)(附註(i))
				Design, manufacturing and distribution of piano and related products 設計、製造及分銷鋼琴及相關產品

Note:

- (i) During the year of 2016, the Board of Directors agreed to change the legal form of Harmony Piano from a limited liability company to a joint stock limited company by converting its audited net assets of RMB55,054,103 as of 30 June 2016 to 50,000,000 shares of RMB1 each and capital reserve of RMB5,054,103.

附註：

- (i) 於二零一六年度，公司董事會同意和聲鋼琴由法定有限公司變更為股份有限公司，其二零一六年六月三十日經審計人民幣55,054,103元之淨資產變更為50,000,000股面值人民幣1元的股票及將餘額人民幣5,054,103元計入資本公積。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

19. INTEREST IN AN ASSOCIATE (Continued)

Summarised financial information of an associate

The summarised financial information in respect of the Group's associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

The associate is accounted for using the equity method in these consolidated financial statements.

19. 於一間聯營公司之權益(續)

聯營公司之財務資料概要

以下聯營公司之財務報表所示金額之財務資料概要，乃根據香港財務報告準則而準備。

於綜合財務報表中之聯營公司乃採用權益法入賬。

		2016 二零一六年	2015 二零一五年
Current assets	流動資產	57,808,016	82,884,953
Non-current assets	非流動資產	18,601,426	21,765,013
Current liabilities	流動負債	(14,963,439)	(37,578,989)
Non-current liabilities	非流動負債	—	—
Revenue	收益	55,716,458	69,215,287
(Loss)/profit for the year	本年度(虧損)/盈利	(1,416,228)	7,276,331
Other comprehensive income for the year	本年度其他全面收益	—	—
Total comprehensive (expense)/income for the year	本年度全面(支出)/收益總額	(1,416,228)	7,276,331
Dividend received from an associate during the year	收取自一間聯營公司之股息	—	—

Reconciliation of the above summarised financial information to the carrying amounts of the interest in the associate recognised in the consolidated financial statements:

上述財務資料概要與綜合財務報表內確認於一間聯營公司的權益賬面值的對賬如下：

		2016 二零一六年	2015 二零一五年
Net assets of Harmony Piano	和聲鋼琴之淨資產	61,446,003	67,070,977
Proportion of the Group's ownership interest in Harmony Piano	本集團應佔和聲鋼琴註冊資本面值之百分比	25%	25%
Carrying amount of the Group's interest in Harmony Piano	本集團對和聲鋼琴之權益賬面值	15,361,501	16,767,744

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

20. INVENTORIES

20. 存貨

		2016 二零一六年	2015 二零一五年
Consumables	易損耗品	223,214	324,666

21. TRADE AND OTHER RECEIVABLES

21. 貿易及其他應收賬款

		2016 二零一六年	2015 二零一五年
Trade receivables	應收貿易賬款	952,376	711,057
Less: Allowance for doubtful debts	減：呆賬撥備	(70,189)	(74,942)
		882,187	636,115
Other receivables, utility deposits and prepayments	其他應收款項、公用設施按金及預付款項	16,130,649	16,376,053
Less: Allowance for doubtful debts	減：呆賬撥備	(14,520,912)	(15,518,873)
		1,609,737	857,180
Total trade and other receivables	貿易及其他應收賬款總額	2,491,924	1,493,295

The Group allows an average credit period of 45 days (2015: 75 days) to its trade customers. The following is an aged analysis of trade receivables net of allowance for doubtful debt presented based on the invoice dates at the end of the reporting period.

本集團給予其貿易客戶平均四十五天(二零一五年：七十五天)的信貸期。於年度報表結算日根據發票日已扣除呆賬撥備之淨應收貿易賬款之賬齡分析：

		2016 二零一六年	2015 二零一五年
Current to six months	即期至六個月	834,656	545,911
Over six months and within one year	六個月以上及一年內	895	40,410
Over one year	超過一年	46,636	49,794
		882,187	636,115

Included in the Group's trade receivable balances are debtors with aggregate amount of HK\$47,531 (2015: HK\$90,204) which are past due as at the end of the reporting date for which the Group has not provided for impairment loss.

於報告期間末，本集團擁有之過期但無減值之應收貿易款項為47,531港元(二零一五年：90,204港元)。本集團並未對有關款項擁有任何擔保。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

21. TRADE AND OTHER RECEIVABLES

(Continued)

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. The Group does not hold any collateral or other credit enhancements over these balances.

Ageing of trade receivables which are past due but not impaired:

21. 貿易及其他應收賬款(續)

過期但無減值之應收賬款是本集團擁有良好記錄的獨立客戶。根據過往經驗，本公司董事認為無需為此等結餘作減值撥備，因信貸質量皆沒有重大改變及能悉數收回。本集團並未就該等結餘持有任何抵押品及信貸提升。

本集團已逾期但未計入減值之應收貿易賬款之賬齡分析：

		2016 二零一六年	2015 二零一五年
Neither past due nor impaired	未過期及無減值	834,656	545,911
Past due but not impaired	過期但無減值		
Over six months and within one year	六個月以上及一年以內	895	40,410
Over one year	超過一年	46,636	49,794
		882,187	636,115

Movement in the allowance for doubtful debts on trade receivables are as follows:

貿易應收賬款呆賬撥備之變動如下：

		2016 二零一六年	2015 二零一五年
Balance at beginning of year	年初結餘	74,942	77,854
Exchange adjustment	匯兌虧損	(4,753)	(2,912)
Balance at end of year	年底結餘	70,189	74,942

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

21. TRADE AND OTHER RECEIVABLES

(Continued)

Movement in the allowance for doubtful debts on other receivables is as follows:

		2016 二零一六年	2015 二零一五年
Balance at the beginning of year	年初結餘	15,518,873	15,996,682
Impairment losses recognised on other receivables	其他應收賬款確認減值之損失	2,053	15,126
Exchange adjustment	匯兌虧損	(1,000,014)	(492,935)
Balance at the end of year	年底結餘	14,520,912	15,518,873

Included in the allowances for doubtful debts are individually impaired trade receivables and other receivables with an aggregate balances of HK\$70,189 and HK\$14,520,912 (2015: HK\$74,942 and HK\$15,518,873) respectively. The individually impaired receivables related to customers that were in financial difficulties or in dispute and the management assessed that the recovery of the amounts is doubtful. The Group does not hold any collateral over these balances.

An aged analysis of impaired trade and other receivables is as follows:

		2016 二零一六年	2015 二零一五年
Over six months and within one year	六個月以上及一年內	—	—
Over one year	超過一年	14,591,101	15,593,815
		14,591,101	15,593,815

21. 貿易及其他應收賬款(續)

其他應收賬款呆賬撥備之變動如下：

呆賬撥備中包括個別減值之貿易及其他應收賬款分別為結餘70,189港元及14,520,912港元(二零一五年：74,942港元及15,518,873港元)。個別減值應收款項與出現財政困難或糾紛之客戶，管理層懷疑可否收回該等款項。本集團並未就該等結餘持有任何抵押品。

已減值貿易及其他應收賬之賬齡分析如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

22. CASH AND BANK BALANCES

22. 現金及銀行結餘

		2016 二零一六年	2015 二零一五年
Cash at bank and in hand	銀行及手頭現金	60,039,994	22,276,606
Short-term bank deposits	短期銀行存款	40,000,000	105,045,370
		100,039,994	127,321,976

Bank balances carry interest at floating rates based on daily bank deposit rates. The short-term bank deposits carry fixed interest rates which range from 0.14% to 1.15% (2015: 0.38% to 1.15%) per annum.

At 31 December 2016, time deposit, cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to approximately HK\$56,281,241 (2015: HK\$20,781,398). The remittance of these funds out of the PRC is subject to the exchange control restrictions imposed by the government of the PRC.

銀行結餘按每日銀行存款浮動利率計算。短期銀行存款之現行年利率由0.14厘至1.15厘之固定利率計算。(二零一五年：年利率0.38厘至1.15厘)。

於二零一六年十二月三十一日，本集團定期存款、現金及銀行結餘為人民幣(「人民幣」)金額大約56,281,241港元(二零一五年：20,781,398港元)。資金匯出中國須受中國政府實施的外匯管制所限。

23. TRADE AND OTHER PAYABLES

23. 貿易及其他應付賬款

		2016 二零一六年	2015 二零一五年
Trade payables	應付貿易賬款	3,073,464	1,318,851
Other payables	其他應付賬款	8,048,300	6,938,493
Total trade and other payables	貿易及其他應付賬款總額	11,121,764	8,257,344

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

應付貿易賬款於年度報表結算日按發票日之賬齡分析如下：

		2016 二零一六年	2015 二零一五年
Current to six months	即期至六個月	2,808,517	1,200,263
Over six months and within one year	六個月以上及一年以內	55,066	25,142
Over one year	超過一年	209,881	93,446
		3,073,464	1,318,851

The average credit period is 60 days (2015: 75 days).

平均信貸期為六十天(二零一五年：七十五天)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

24. DEFERRED TAXATION

The following are the major deferred tax balances recognised and movements thereon during the current and prior year:

Deferred tax liabilities

		Accelerated tax depreciation 加速稅項折舊	Total 總額
At 1 January 2015	於二零一五年一月一日	5,531,220	5,531,220
Credit to profit or loss (note 9)	於損益中抵免(附註9)	(809,167)	(809,167)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	4,722,053	4,722,053
Credit to profit or loss (note 9)	於損益中抵免(附註9)	(48,506)	(48,506)
At 31 December 2016	於二零一六年十二月三十一日	4,673,547	4,673,547

Deferred tax assets

		Tax losses 稅項虧損
At 1 January 2015, 31 December 2015 and 31 December 2016	於二零一五年一月一日、二零一五年十二月 三十一日及於二零一六年十二月三十一日	1,894,269

At 31 December 2016, the Group has unused tax losses of HK\$160,255,786 (2015: HK\$155,953,798) available for offset against future taxable profits that may be carried forward indefinitely. The unrecognised tax losses arising from subsidiaries operated in the PRC will expire within 5 years. No tax losses were expired during the years ended 31 December 2016 and 2015.

At 31 December 2016, deferred tax assets have been recognised in respect of tax losses of HK\$11,480,421 (2015: HK\$11,480,421). No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$148,775,365 (2015: HK\$144,473,377) due to the unpredictability of future profit streams.

24. 遞延稅項

以下為本集團於本年度及過往年度確認之主要遞延稅項結餘及其變動：

遞延稅項負債

		Accelerated tax depreciation 加速稅項折舊	Total 總額
At 1 January 2015	於二零一五年一月一日	5,531,220	5,531,220
Credit to profit or loss (note 9)	於損益中抵免(附註9)	(809,167)	(809,167)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日	4,722,053	4,722,053
Credit to profit or loss (note 9)	於損益中抵免(附註9)	(48,506)	(48,506)
At 31 December 2016	於二零一六年十二月三十一日	4,673,547	4,673,547

遞延稅項資產

		Tax losses 稅項虧損
At 1 January 2015, 31 December 2015 and 31 December 2016	於二零一五年一月一日、二零一五年十二月 三十一日及於二零一六年十二月三十一日	1,894,269

於二零一六年十二月三十一日，本集團有160,255,786港元(二零一五年：155,953,798港元)之累計稅項虧損可無限期結轉。附屬公司於國內之未確認稅務虧損將會於五年內到期，於二零一六年及二零一五年十二月三十一日並沒有稅務虧損到期。

於二零一六年十二月三十一日，已確認為遞延稅項資產的稅項虧損為11,480,421港元(二零一五年：11,480,421港元)。由於未能預計日後之盈利，故並無就148,775,365港元(二零一五年：144,473,377港元)之累計稅項虧損確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

25. SHARE CAPITAL

25. 股本

		2016 二零一六年		2015 二零一五年	
		Number of shares 股票數目	HK\$ 港元	Number of shares 股票數目	HK\$ 港元
Issued and fully paid	已發行及繳足股本				
At 1 January	於一月一日	801,360,000	747,839,049	534,240,000	643,439,713
Issue of shares by way of open offer (note (i))	根據公開發售所發行 之股份(附註(i))	—	—	267,120,000	104,399,336
Recognition of equity settled share based payment (note (ii))	確認以股份方式支付 的款項(附註(ii))	344,186,000	150,999,980	—	—
As 31 December	於十二月三十一日	1,145,546,000	898,839,029	801,360,000	747,839,049

Notes:

- (i) In August 2015, the Company raised gross proceeds of HK\$106,848,000 by issuing 267,120,000 new shares in an open offer on the basis of one offer share for every two existing shares at a subscription price of HK\$0.4 per offer share ("Open Offer"). The net proceeds, after deduction of related expenses, of HK\$104,399,336 from the Open Offer is applied for financing new potential investment opportunities.
- (ii) In August 2016, the Company allotted and issued 344,186,000 ordinary shares of approximately HK\$0.43 per share as consideration for the acquisition of investment properties.

附註：

- (i) 於二零一五年八月，本公司公開發售(「公開發售」)方式按每持有兩股現有股份獲發一股發售股份之基準，以認購價每股發售股份港幣0.4港元發行。扣除相關費用後，來自公開發售的104,399,336港元的所得款項淨額將用於融資新的潛在投資機會。
- (ii) 於二零一六年八月，本公司以配發方式發行344,186,000普通股，以認購價每股發售股份港幣約0.43港元發行作為收購投資物業之代價。

26. RESERVES

26. 儲備

Details of changes in reserves of the Group are set out in the consolidated statement of changes in equity on page 76.

本集團儲備變動之詳情載於第76頁之綜合權益變動表。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

27. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt (including trade and other payables), net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The Group is not subject to any externally imposed capital requirements.

Gearing ratio

The management of the Group reviews the capital structure on a regularly basis. As part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new shares issue as well as the issue of new debts.

The gearing ratio at the end of the reporting period was as follows:

27. 資本風險管理

本集團管理其資本，以確保本集團旗下實體將能繼續持續經營業務，同時透過優化債務及股本結餘為股東帶來回報。本集團之整體策略與去年一致。

本集團之資本架構包括負債(包括貿易及其他應付賬款)、現金及現金等值項目以及本公司持有人應佔權益，包括已發行股本、儲備及累積虧損。

本集團並沒有任何外部施加的資本需求。

負債比率

本集團管理層定期地審閱資本架構。本集團管理層會考慮資本成本及各級資本之關聯的風險作為審閱的其中部份。根據管理層的建議，本集團會憑藉派發股息、發行新股及發行新的債務以平衡整體資本架構。

資本比率於本年度報表如下：

		2016 二零一六年	2015 二零一五年
Debt (note (i))	債項(附註(i))	11,121,764	8,257,344
Cash and cash equivalents	現金及現金等值	(100,039,994)	(127,321,976)
Net debt	借款淨額	(88,918,230)	(119,064,632)
Equity (note (ii))	股本權益(附註(ii))	429,275,037	234,849,477
Net debt to equity ratio	淨債項與股本權益比率	N/A	N/A

Notes:

(i) Debt comprises trade and other payables as detailed in note 23.

(ii) Equity includes all capital and reserves of the Group.

附註：

(i) 債項包括流動貿易及其他應付賬款，詳情載於附註23。

(ii) 股本權益包括本集團所有資本及儲備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

28. FINANCIAL INSTRUMENTS

28. 金融工具

(a) Categories of financial instruments

(a) 金融工具分類

		2016 二零一六年	2015 二零一五年
Financial assets	金融資產		
Loans and receivables	貸款及應收款項		
— Trade and other receivables	— 貿易及其他應收賬款	2,114,394	1,406,590
— Finance lease receivable	— 融資租賃應收賬款	9,502,409	—
— Cash and bank balances	— 現金及銀行結餘	100,039,994	127,321,976
		111,656,797	128,728,566
Financial liabilities	金融負債		
Amortised cost	攤銷成本		
— Trade and other payables	— 貿易及其他應付賬款	10,158,580	8,091,133

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, finance lease receivable, cash and bank balances and trade and other payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risk.

Market risk

Currency risk

Substantial revenue and cost of the Group are denominated in the functional currency of the group entities. Certain trade and other receivables, cash and bank balances, and trade and other payables are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy, as the management considers the exposure to foreign currency risk is insignificant to the Group. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

(b) 金融風險管理目標和政策

本集團之主要金融工具包括貿易及其他應收賬款、融資租賃應收賬款、現金及銀行存款、貿易及其他應付賬款。該等金融工具詳情於各附註披露。有關相連於上述金融工具的風險包括市場風險(貨幣風險、利率風險及其他價格風險信貸風險)及流動風險。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效採取適當之措施。

本集團金融工具或有關之管理及監控形式並沒有改變。

市場風險

外幣風險管理

本集團主要收益及成本是以相關公司功能貨幣計值。惟若干貿易及其他應收賬款、現金及銀行結餘及貿易及其他應付賬款則以外幣為貨幣單位。本集團現時並無任何外匯貨幣對沖工具。但管理層會密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

28. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Interest rate risk

The Group is not exposed to significant fair value interest rate risk and cash flow interest rate risk. The Group currently does not have interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Other price risk

As the Group has no significant investments at the end of reporting period, the Group is not subject to significant price risk.

Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Other than concentration of credit risk on liquid fund which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk.

28. 金融工具(續)

(b) 金融風險管理目標和政策(續)

利率風險管理

本集團並沒有重大的利率風險及現金流量利率風險。本集團並無任何利率對沖工具，但管理層將監察利率風險及會於必要時考慮對沖重大利率風險。

價格風險

因為本集團並沒有重大投資，所以並沒有重大的價格風險。

信貸風險

因交易對手未能履行義務，而導致本集團所承受將對集團造成財務損失之最大信貸風險乃由綜合財務狀況表所列確認該等財務資產之賬面值所產生。

為盡量降低信貸風險，管理層已指派一組人員負責釐定信貸額度、信貸批核及其他監管程序，確保能採取跟進行動追收逾期貸款。此外於每個年度報表結算日，本集團檢討每宗個別貿易債項之可收回款項，確保就無法收回款項，作出足夠之減值虧損。就此而言，管理層認為本集團之信貸風險已大幅降低。

由於對方為具有高信貸評級之銀行，故有關流動資金及指定為按公允值計入損益之金融資產之信貸風險有限。

除存放於高信用等级銀行內之流動資金及指定為按公允值計入損益之金融資產存在集中性之信貸風險外，本集團並沒有其他重大之集中性信貸風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

28. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

Liquidity tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

28. 金融工具(續)

(b) 金融風險管理目標和政策(續)

流動資金風險管理

於管理流動資金風險時，本集團監督及維持現金及等同現金項目處於管理層認為充足之水平以支持本集團之營運及減低現金流量波動之影響。

流動資金附表

下表詳列本集團財務負債之餘下合約到期情況，該等因素已列入向內部主要管理人員提供管理流動資金風險用途之到期情況分析。該等附表反映根據本集團被要求還款之最早日期而釐定之非折現現金流量。

		On demand or less than one month 按要求 或少於 一個月	1 to 3 months months 一至 三個月	3 months to 1 year 三個月 至一年	1 to 5 years 1 to 5 years 一年至 五年	Over 5 years years 超過 五年	Total undiscounted cash flows 非折現 現金流量	Carrying amount at 31 December 十二月 三十一日之 面值
2016	二零一六年							
Trade payables	貿易應付賬款	3,073,464	—	—	—	—	3,073,464	3,073,464
Other payables	其他應付賬款	7,418,300	630,000	—	—	—	8,048,300	8,048,300
		10,491,764	630,000	—	—	—	11,121,764	11,121,764
2015	二零一五年							
Trade payables	貿易應付賬款	1,318,851	—	—	—	—	1,318,851	1,318,851
Other payables	其他應付賬款	6,338,493	600,000	—	—	—	6,938,493	6,938,493
		7,657,344	600,000	—	—	—	8,257,344	8,257,344

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

28. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Some of the Group's financial instruments are measured at fair value for financial reporting purposes.

There were no transfers among Level 1, 2 and 3 during the year. (2015: Nil)

The fair values of the financial assets included in the Level 3 categories have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

28. 金融工具(續)

(c) 金融工具之公允值釐定

本說明提供有關集團如何確認各種財務資產及財務負債的公平值。

本集團於報告期內之部分金融工具乃按公允值計量。

年內並無轉入或轉出第一、第二及第三級。(二零一五年：無)

包含在第3級之金融資產的公允價值乃根據貼現現金流量分析的公認定價模式釐定，其中最主要之項目乃作用為反映交易對手的信貸風險之折現率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

28. FINANCIAL INSTRUMENTS (Continued)

28. 金融工具(續)

(c) Fair value measurement of financial instruments (Continued)

(c) 金融工具之公允值釐定(續)

Reconciliation of Level 3 fair value measurements
31 December 2016

第三級之公允價值計量對賬
二零一六年十二月三十一日

		Financial assets designated as at FVTPL 指定為通過損益以反映公平值之金融資產
Opening balance	期初餘額	—
Purchases	購入	86,938,486
Disposals	出售	(85,870,350)
Total gains in profit or loss	於損益中之總收益	473,198
Exchange adjustments	外幣匯率差異的影響	(1,541,334)
Closing balance	期末餘額	—

31 December 2015

二零一五年十二月三十一日

		Financial assets designated as at FVTPL 指定為通過損益以反映公平值之金融資產
Opening balance	期初餘額	—
Purchases	購入	75,518,247
Disposals	出售	(75,043,251)
Total gains in profit or loss	於損益中之總收益	533,201
Exchange adjustments	外幣匯率差異的影響	(1,008,197)
Closing balance	期末餘額	—

Of the total gains or losses for the year included in profit or loss, HK\$473,198 (2015: HK\$533,201) relates to financial assets designated as at fair value through profit or loss held at the end of the current reporting period. Fair value gains or losses on financial assets designated as at fair value through profit or loss are included in "other gains and losses".

有關於本報告期內之指定為通過損益以反映公允值之金融資產473,198港元(二零一五年: 533,201港元)已計入本年度之全年總收益或虧損及包括於本年度之損益中。通過損益以反映公平值之金融資產收益包括在「其他收益及虧損」中。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

29. OPERATING LEASES

The Group as lessee

		2016 二零一六年	2015 二零一五年
Minimum lease payments paid under operating leases during the year:	本年度根據經營租賃繳付之最低付款額：		
Premises	物業	1,096,560	804,960

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2016 二零一六年	2015 二零一五年
Within one year	於一年內	1,154,880	173,110
In the second to fifth years inclusive	於二至五年內	1,378,405	—
		2,533,285	173,110

At 31 December 2016, operating leases relate to office premises with lease term of two years (2015: two years), with an option to extend for further one year, where the Group is not going to extend. All operating lease contract contain market review clauses in the event that the Group exercise its option to renew. The Group does not have an option to purchase the leased assets at the expiry of the lease period.

The Group as lessor

Property rental income earned during the year was HK\$2,999,966 (2015: HK\$1,385,934). All of the Group's investment properties are held for rental purposes. The Group leases its investment properties under operating lease arrangements, with leases negotiated for terms ranging from one to three years (2015: two to five years).

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease receivable:

		2016 二零一六年	2015 二零一五年
Within one year	一年內	7,568,459	7,629,737
In the second to fifth years inclusive	兩年至五年內	9,826,145	16,181,679
		17,394,604	23,811,416

29. 經營租賃安排

本集團為承租人

於年度報表結算日，本集團承諾及不可取消之經營租賃承擔最低付款額如下：

於二零一六年十二月三十一日，有關辦公室的經營租賃期為兩年(二零一五年：兩年)，可以以市值租金續約一年，惟本集團並無此計劃。本集團於租賃期滿後對租賃資產並沒有認購權。

本集團為出租人

於年內賺取之物業租金收入約為2,999,966港元(二零一五年：1,385,934港元)，本集團之投資物業皆持有作出租用用途。本集團以經營租賃安排出租物業。所持物業之所有租戶承擔租用年期均為一至三年(二零一五年：二至五年)。

於年度報表結算日，本集團與承租人簽定經營租賃合約最低收款額如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

30. SHARE-BASED PAYMENTS TRANSACTIONS

(a) Employee share-based compensation benefits

Employee share-based compensation benefits represent the fair value of employee services estimated to be received in exchange for the grant of the relevant options over the relevant vesting periods, the total of which is based on the fair value of the options at grant date. The amount for each period is determined by spreading the fair value of the options over the relevant vesting periods and is recognised as employee benefits expense with a corresponding increase in the employee share-based compensation reserve.

(b) Share options

Purpose of the share options scheme

The purpose of the share options scheme is to provide participants of the same with the opportunity to acquire proprietary interests in the Company and to encourage them to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

Eligible participants of the share options scheme

(i) any executive, non-executive or independent non-executive director of any member of the Group or an entity in which the Group holds an interest ("Affiliate"); (ii) any employee or officer (whether full time or part time) ("Employee") of the Group or an Affiliate; (iii) any shareholder of any member of the Group or an Affiliate who has, in the opinion of the Board of Directors, contributed or may contribute to the development and growth of the Group; (iv) any customer, supplier, agent, partner, consultant or adviser of or contractor to any member of the Group or an Affiliate; or (v) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, customer, supplier, agent, partner, consultant or adviser of or contractor to any member of the Group or an Affiliate; or (vi) a company beneficially owned by any director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor any member of the Group or an Affiliate.

30. 以股份為基礎之交易

(a) 以股份為基礎之僱員薪酬福利

以股份支付的僱員薪酬福利，相當於授出相關購股權後估計可於相關權益授予期內換取得來的僱員服務的公平值，其總數乃以授出當日有關購股權的公平值為計算基準。至於每段期間的數額，則是將有關購股權的公平值在相關的權益授予期內攤分計算，並作為僱員費用入賬，及相應提高以股份支付的僱員薪酬儲備。

(b) 購股權

購股權計劃之目的

本計劃之目的，乃向計劃參與者提供於本公司購買專有權益之機會，鼓勵彼等致力提高本公司及其股份之價值，為本公司及其股東爭取整體利益。

購股權計劃之合資格參與者

(i) 本集團任何成員公司或本集團持有權益之實體(「聯屬公司」)之執行董事、非執行董事或獨立非執行董事；(ii) 本集團或聯屬公司之僱員或行政人員(不論全職或兼職)(「僱員」)；(iii) 董事會認為本集團發展或增長帶來貢獻之本集團任何成員公司或聯屬公司之股東；(iv) 本集團任何成員公司或聯屬公司之客戶、供應商、代理、夥伴、顧問或諮詢人或承辦商；或(v) 信託之信託人或酌情信託之信託對象，包括本集團任何成員公司或聯屬公司之任何董事、僱員、客戶、供應商、代理、夥伴、顧問或諮詢人或承辦商；或(vi) 本集團任何成員公司或聯屬公司之董事、僱員、顧問、客戶、供應商、代理、夥伴或諮詢人或承辦商所實益擁有之公司。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

30. SHARE-BASED PAYMENTS TRANSACTIONS (Continued)

(b) Share options (Continued)

Total number of securities issuable

The maximum number of shares which may be granted under the share options scheme and any other schemes involving the issue or grant of options or similar rights over shares or other securities by the Company shall not, in aggregate, exceed 10% of shares in issue as at the date of approval of the share options scheme.

Maximum entitlement of each participant

Unless approved by the shareholders, no option may be granted to any eligible participants which if exercised in full would result in the total number of shares issued and to be issued upon exercise of the options already granted or to be granted to such eligible participant under the share options scheme (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such new grant exceeding 1% of the issued share capital of the Company as at the date of such new grant.

Period to take up share options and minimum period to hold before exercise

There is no minimum period within which the shares option must be taken up or for which a share option must be held before it can be exercised.

Amount payable to take up share options and time to accept offer

An offer for the granting of share options under the share options scheme shall be accepted within 28 days from the offer date and by way of payment of a consideration of HK\$1.

Maximum period for exercising an option

An option may be exercised in accordance with the terms of the share options scheme at any time during a period to be determined and notified by the Board of Directors to each participant, which period may commence on the date on which the offer for the grant of options is made but shall end in any event not more than 10 years from the date of grant of the option.

30. 以股份為基礎之交易(續)

(b) 購股權(續)

可發行證券之總數

購股權計劃及其他計劃批授之股份總數(包括本公司發行或批授購股權或股份或其他證券之類似權利),最高合共不得超過購股權計劃批准日期已發行股份之10%。

各參與人之最高配額

除股東批准外,向任何合資格參與者批授購股權後,該等購股權獲悉數行使後之已發行股份總數,以及根據購股權計劃已批授或將會批授之購股權(包括已行使、註銷及未行使購股權)獲行使後將予發行之股份總數,於截至新批授日期(包括當日)止十二個月期間不得超過本公司於新批授日期已發行股本之1%。

認購購股權之期間及行使前最短持有期間

購股權並無必須認購或必須於行使前持有之最短期間之規定。

認購購股權之應付款項及接納建議之時間

根據購股權計劃批授購股權之建議,須自建議日期起計二十八日內以支付代價1港元之方式接納。

行使購股權之最長期間

購股權可根據購股權計劃條款於董事會所釐訂及知會各承授人之期間內隨時行使,該期間可於購股權批授建議日期開始,惟於任何情況下不得遲於購股權批授日期起計十年後結束。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

30. SHARE-BASED PAYMENTS TRANSACTIONS (Continued)

(b) Share options (Continued)

Exercise price

The exercise price shall be a price determined by the Board of Directors of the Company and shall not be less than the highest of:

- (i) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day;
- (ii) an amount equivalent to the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant of the relevant option; and
- (iii) the nominal value of a share.

Life of the share options scheme

The share options scheme shall be valid and effective for a period of two years commencing on the date of adoption of the share options scheme.

There were no Company's share options held by directors and employees as at 31 December 2016 and 2015.

No options were granted under the share options scheme during the years ended 31 December 2016 and 2015.

30. 以股份為基礎之交易(續)

(b) 購股權(續)

行使價

行使價乃本公司董事會釐訂之價格，惟不得少於下列三者之最高者：

- (i) 於有關購股權批授日，聯交所日報表所報之股份收市價(當日必須為營業日)；
- (ii) 緊接有關購股權批授日前五個營業日，聯交所日報表所報股份平均收市價之同等金額；及
- (iii) 股份面值。

購股權計劃之有效期

購股權計劃於其採納日期起計兩年內有效及生效。

於二零一六年十二月三十一日及二零一五年十二月三十一日，並無任何董事及職員持有購股權。

截至二零一六年十二月三十一日及二零一五年十二月三十一日年度期間，並無根據購股權計劃下批出購股權。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

31. CAPITAL COMMITMENTS

31. 資本承擔

		2016 二零一六年	2015 二零一五年
Commitments for the acquisition of property, plant and equipment	有關收購廠房、機器及設備之資本開支	1,893,508	2,585,760

32. RETIREMENT BENEFIT PLANS

32. 退休福利計劃

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees.

The employees of the Group's subsidiary in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total expense recognised in profit or loss of HK\$755,301 (2015: HK\$794,358) represents contributions payable to these plans by the Group at rates specified in the rules of the plans. There was no outstanding contribution as at 31 December 2016 and 2015.

本集團根據強制性公積金計劃條例為其所有香港僱員設立一項強積金計劃。計劃中的資產與本集團資本分開，並受信託公司監管。

本集團於中國大陸之附屬公司遵照中國之適用規則，參與一項國家管理由當地政府經營的退休福利計劃。附屬公司須按工資成本的指定百分比比率向退休福利計劃供款。本集團就退休福利計劃之唯一責任作出指定供款。

所有支出入賬於損益表為755,301港元(二零一五年：794,358港元)已代表本集團根據條例計劃中供款之指定比率。本集團於二零一六年十二月三十一日及二零一五年十二月三十一日分別並無欠供款金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

33. RELATED PARTY TRANSACTIONS

Extension of operating period of Xiamen Plaza

Pursuant to an agreement entered into by Yan Hei and Xiamen Railway Department ("Railway Department") on 1 October 1985 for co-operation on the construction and operation of Xiamen Plaza and as supplemented and amended subsequently on 18 December 1987 and 21 January 1992 (the "CJV Agreement"), the operating period for Xiamen Plaza will end on 11 December 2016. On 6 June 2005 and 20 July 2005, the Company announced that, Yan Hei entered into an extension agreement with Railway Department, and Fujian Enterprises (Holdings) Company Limited ("Fujian Enterprises") (as a guarantor) on 9 May 2005 ("Extension Agreement"), in which, amongst others, the operation period of Xiamen Plaza will be extended for an additional 10 years up to 31 December 2025 and a change in the terms of the CJV Agreement in respect of the annual amounts to be distributed by Yan Hei to Railway Department. Pursuant to the terms of the Extension Agreement, Yan Hei has agreed to pay annual distributions to Railway Department during the operating period of Xiamen Plaza up to year 2025 as set out below:

2005 to 2006	: US\$70,000 per year
2007 to 2011	: US\$100,000 per year
2012 to 2025	: US\$200,000 per year

At the end of the reporting period, the Group had commitments for future minimum lease payments under the Extension Agreement which fall due as follows:

		2016 二零一六年	2015 二零一五年
Within one year	一年內	1,550,920	1,550,060
In the second to fifth years inclusive	兩年至五年內	6,203,680	6,200,240
Over five years	超過五年	6,203,680	7,750,300
		13,958,280	15,500,600

In addition, Fujian Enterprises irrevocably undertakes to Railway Department that it will guarantee performance by Yan Hei of its obligations under the CJV Agreement (as amended and extended).

33. 關聯人士之交易

延長東酒之經營期

根據仁禧與廈門鐵路開發公司(「鐵路局」)於一九八五年十月一日訂立以合作興建及經營該酒店之正式及具法律約束力之協議(其後曾於一九八七年十二月十八日及一九九二年一月二十一日補充及修訂)(「作協議」)，東酒之經營期將於二零一六年十二月十一日終止。於二零零五年六月六日及二零零五年七月二十日，本公司宣佈，仁禧與鐵路局及華閩(集團)有限公司(「華閩集團」)(作擔保人)已於二零零五年五月九日訂立延長協議(「延長協議」)。酒店合營企業之經營期將於二零二五年十二月十一日結束。延長協議訂明(其中包括)額外延長酒店合營企業之經營期十年至二零二五年十二月三十一日，並更改有關每年由仁禧分派予鐵路局之數額之合作協議條款。根據延長協議條款，仁禧已同意於東酒經營期間直至二零二五年支付分派予鐵路局，其數額列載如下：

二零零五年至二零零六年	: 每年70,000美元
二零零七年至二零一一年	: 每年100,000美元
二零一二年至二零二五年	: 每年200,000美元

於年度報表結算日，本集團根據延長協議之未來租金最低付款總額如下：

此外，華閩集團向鐵路局作出不可撤回承諾，承諾其將保證仁禧履行其根據合作協議(經修訂及延長)之責任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

33. RELATED PARTY TRANSACTIONS

(Continued)

Extension of operating period of Xiamen Plaza (Continued)

Railway Department is beneficially owned by the State Railway Department. To the best knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, Railway Department is considered as an independent third party, it has no effective interest in the operations of Xiamen Plaza.

Fujian Enterprises is a trading conglomerate incorporated in Hong Kong with limited liability, and under administration of Fujian Provincial State-owned Asset Administration Commission of the PRC. Both Fujian Enterprises and the Company are ultimately owned by Fujian provincial government of the PRC. There are no common directors among Fujian Enterprises and any member of the Group.

Lease agreements in respect of certain premises at Xiamen Plaza

On 13 April 2015, the Group announced that, Xiamen Plaza as lessor and Huamin Mingrui (Xiamen) Tourism Company Limited (華閩茗睿(廈門)旅遊有限公司) ("Huamin Mingrui"), a non-wholly owned subsidiary of Fujian Huamin Industrial Group Company Limited 福建華閩實業(集團)有限公司 ("Huamin Industrial"), as lessee entered into the lease agreements in respect of the lease of certain premises at Xiamen Plaza for a term of two years from 16 April 2015 to 15 April 2017.

33. 關聯人士之交易(續)

延長東酒之經營期(續)

鐵路局的實益擁有人為國家鐵道部。據董事於作出一切合理查詢後所知、得悉及相信，其於經營東酒中並無實際權益，故視為獨立第三方，惟其於經營東酒中並無實際權益。

華閩集團乃一家於香港註冊成立之企業集團式貿易有限公司，由中國福建省國有資產管理委員會管理。華閩集團及本公司均由中國福建省政府最終擁有。華閩集團與本集團任何成員公司並無任何共同董事。

有關東酒若干物業的租務協議

於二零一五年四月十三日，本集團宣布東酒作為出租人和華閩茗睿(廈門)旅遊有限公司(「華閩茗睿」)，由福建華閩實業(集團)有限公司非全資擁有的附屬公司作為承租人，訂立租賃協議承租東酒酒店大堂九至十一號店面，租期由二零一五年四月十六日至二零一七年四月十五日。

		2016 二零一六年	2015 二零一五年
Rental income received (included in revenue from hotel operations)	租金收入 (包含於酒店業務之收益)	1,771,135	1,097,308
Rental deposit received	押金收入	588,624	399,413
		2,359,759	1,496,721

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

33. RELATED PARTY TRANSACTIONS

(Continued)

Lease agreements in respect of certain premises at Xiamen Plaza (Continued)

At the end of the reporting period, the Group had contracted with Huamin Mingrui for future minimum lease receivable as follows:

		2016 二零一六年	2015 二零一五年
Within one year	一年內	439,285	488,180

Compensation of key management personnel

The remuneration of Directors during the year was as follows:

		2016 二零一六年	2015 二零一五年
Short-term employee benefits	短期員工福利	2,315,000	2,205,201

The remuneration of Directors is determined by the Remuneration Committee having regard to the performance of individuals and market trend.

Acquisition of investment properties

On 17 June 2016, Champ Profit and Huamin Tourism Company Limited (as the "Vendor") being a wholly owned subsidiary of Huamin Industrial entered into a sale and purchase agreement, pursuant to which the Vendor conditionally agreed to sell investment properties to Champ Profit. HC Technology Capital Company Limited (the "Subscriber") being a wholly owned subsidiary of Huamin Industrial. The Vendor, the Company and Champ Profit entered into a subscription agreement, pursuant to which the parties agreed that the consideration should be satisfied by (i) the allotment and issue of 344,186,000 new ordinary shares of Company to the Subscriber and (ii) the cash payment of HK\$20 by Champ Profit to the Vendor. The transactions were completed in August 2016.

33. 關聯人士之交易 (續)

有關東酒若干物業的租務協議 (續)

於年度報表結算日，本集團與華閩茗睿之未來租金最低收款總額如下：

主要管理人員之補償

本年度董事薪酬如下：

董事薪酬乃根據薪酬委員會就董事個人表現及市場趨勢而釐定。

收購投資物業

二零一六年六月十七日，益潤亞太及華閩旅遊有限公司(以下簡稱「賣方」)並為華閩實業之全資附屬公司訂立買賣協議，據此，賣方有條件地同意出售投資物業給益潤亞太。華晶科技投資有限公司(以下簡稱「認購人」)並為華閩實業之全資附屬公司、賣方、本公司及益潤亞太訂立認購協議，據此，各方同意收購事項通過代價(i)配發及發行本公司344,186,000股新普通股給認購人及(ii)由益潤亞太支付20港元現金給賣方。其項下擬進行之交易於二零一六年八月完成。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

34. MAJOR NON-CASH TRANSACTIONS

Save as disclosed in the note 33 in respect of the acquisition of the investment properties, the Group did not enter into other major non-cash transaction during the years ended 31 December 2016 and 2015.

34. 主要非現金交易

除附註33所披露有關收購投資物業外，本集團於截至二零一六年十二月三十一日及二零一五年之年度內並無訂立其他重大非現金交易。

35. EVENTS AFTER THE REPORTING PERIOD

On 6 January 2017, the Company announced that, the Company and Huamin Industrial entered into agreement pursuant to which the Company and Huamin Industrial agreed to subscribe for new capital in Fujian Huamin Leasing.

The Company and Huamin Industrial agreed that the registered capital of Fujian Huamin Leasing shall be increased from RMB80 million to RMB170 million. The Company and Huamin Industrial shall contribute RMB27.2 million and RMB62.8 million to the increase in capital of the Fujian Huamin Leasing, respectively. Upon the completion of the contribution, the total capital contributions of the Company and Huamin Industrial to Fujian Huamin Leasing would be increased to RMB68 million and RMB102 million, representing 40% and 60% of the registered capital of Fujian Huamin Leasing, respectively.

The capital contributions shall be paid within two years of the date of the relevant business registration regarding the increase in capital.

35. 報告期後事項

於二零一七年一月六日，本公司宣佈本公司與華閩實業訂立協議，根據協議，本公司和華閩實業同意認購福建華閩租賃新增加資本。

本公司及華閩實業同意將福建華閩租賃之註冊資本由人民幣80,000,000元增加至人民幣170,000,000元。本公司及華閩實業須就於福建華閩租賃分別出資人民幣27,200,000元及人民幣62,800,000元。本次增資完成後，本公司及華閩實業於福建華閩租賃之總出資將分別增加至人民幣68,000,000元及人民幣102,000,000元，相當於福建華閩租賃註冊資本之40%及60%。

到資時間為辦理工商變更登記之日起兩年內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

36. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

36. 本公司財務狀況及儲備表

		2016 二零一六年	2015 二零一五年
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	229,380	49,475
Investment properties	投資物業	48,500,000	45,450,000
Investment in subsidiaries	於附屬公司之投資	252,900,119	41,583,242
Deferred tax assets	遞延稅項資產	1,894,269	1,894,269
		303,523,768	88,976,986
Current assets	流動資產		
Trade and other receivables	貿易及其他應收賬款	361,348	590,961
Cash and bank balances	現金及銀行結餘	43,014,331	106,456,189
		43,375,679	107,047,150
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付賬款	977,993	963,701
Net current assets	流動資產淨值	42,397,686	106,083,449
Total assets less current liabilities	總資產減流動負債	345,921,454	195,060,435
Capital and reserves	資本及儲備		
Equity attributable to owners of the Company	本公司持有人應佔權益		
Share capital	股本	898,839,029	747,839,050
Reserves	儲備	(552,951,811)	(552,812,851)
Total equity	股本權益總額	345,887,218	195,026,199
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅項負債	34,236	34,236
		345,921,454	195,060,435

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 24 March 2017.

董事會於二零一七年三月二十四日已批准並授權刊發及簽署之公司財務狀況表。

Wang Xiaowu
汪小武
Director
董事

Chen Danyun
陳丹雲
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 (in HK Dollars) 截至二零一六年十二月三十一日止年度(以港元列示)

36. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(Continued)

36. 本公司財務狀況及儲備表(續)

Movement in the Company's reserves

本公司儲備變動

		Accumulated losses 累計虧損	Total 合計
At 1 January 2015	於二零一五年一月一日	(552,703,742)	(552,703,742)
Loss for the year	本年度虧損	(109,109)	(109,109)
Other comprehensive expense for the year	本年度其他全面開支	—	—
Total comprehensive expense for the year	本年度全面開支總額	(109,109)	(109,109)
At 31 December 2015 and at 1 January 2016	截至二零一五年十二月三十一日 及二零一六年一月一日	(552,812,851)	(552,812,851)
Loss for the year	本年度虧損	(138,960)	(138,960)
Other comprehensive expense for the year	本年度其他全面開支	—	—
Total comprehensive expense for the year	本年度全面開支總額	(138,960)	(138,960)
At 31 December 2016	截至二零一六年 十二月三十一日	(552,951,811)	(552,951,811)

Particulars of Property Interests 物業權益詳情

Particulars of investment property interests held by the Group at 31 December 2016 are as follows:

本集團於二零一六年十二月三十一日所持有之物業權益詳情如下：

Investment properties 投資物業	Leasehold expiry 租約屆滿日期	Gross floor area (square feet) 總樓面面積 (平方呎)	Year of completion 落成年份	Group's attributable interest 本集團應佔權益
Hong Kong 香港				
Commercial 商用物業				
Shop Nos.1, 3 and 4 on Ground Floor together with open yard adjoining thereto and the whole of First and Second Floors, Sun Ming Court, Nos. 84-90 Castle Peak Road, Sham Shui Po, Kowloon.	2047	10,464	1981	50%
九龍深水埗 青山道 84-90號 新明閣 地下1、3及4號 店舖及相連 之天井以及一樓 及二樓全層	二零四七年	10,464	一九八一年	50%
Units A, C and D on 21st Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong	2047	8,340	1967	100%
香港 中環 德輔道中71號 永安集團大廈 21樓A、C及D	二零四七年	8,340	一九六七年	100%

Particulars of Property Interests (Continued)

物業權益詳情(續)

Investment properties	Leasehold expiry	Gross floor area (square feet) 總樓面面積 (平方呎)	Year of completion	Group's attributable interest 本集團 應佔權益
投資物業	租約屆滿日期		落成年份	
Others				
其他				
Motor cycle parking space Nos. 54, 55, 56, 57 and 58 of Yuet Ming Building, No. 52 Yuet Wah Street, Kwun Tong, Kowloon.	2047	—	1975	100%
九龍觀塘 月華街52號 月明樓 第54、55、56、57及 58號電單車泊位	二零四七年	—	一九七五年	100%
PRC				
中國				
Xiamen Plaza 908 Xiahe Road, Kaiyuan District, Xiamen, Fujian Province, The People's Republic of China.	2025	60,381	1991	100%
廈門東南亞大酒店 中華人民共和國 福建省 廈門市開元區 廈禾路 908 號	二零二五年	60,381	一九九一年	100%

