



**ETERNITY INVESTMENT LIMITED**  
**永恒策略投資有限公司\***

*(Incorporated in Bermuda with limited liability)*

*(於百慕達註冊成立之有限公司)*

(Stock Code 股份代號 : 764)

**2016**  
Annual Report 年報



\* 僅供識別

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## **BOARD OF DIRECTORS**

### **Executive directors**

Mr. Lei Hong Wai  
(*Chairman and Chief Executive Officer*)  
Mr. Cheung Kwok Wai Elton  
Mr. Chan Kin Wah Billy  
Mr. Cheung Kwok Fan

### **Independent non-executive directors**

Mr. Wan Shing Chi  
Mr. Ng Heung Yan  
Mr. Wong Tak Chuen

## **COMPANY SECRETARY**

Mr. Chan Kin Wah Billy

## **MEMBERS OF AUDIT COMMITTEE**

Mr. Wong Tak Chuen (*Chairman*)  
Mr. Wan Shing Chi  
Mr. Ng Heung Yan

## **MEMBERS OF REMUNERATION COMMITTEE**

Mr. Ng Heung Yan (*Chairman*)  
Mr. Lei Hong Wai  
Mr. Wan Shing Chi

## **MEMBERS OF NOMINATION COMMITTEE**

Mr. Lei Hong Wai (*Chairman*)  
Mr. Wan Shing Chi  
Mr. Ng Heung Yan

## **MEMBERS OF FINANCE COMMITTEE**

Mr. Chan Kin Wah Billy (*Chairman*)  
Mr. Wong Tak Chuen

## **REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## **董事會**

### **執行董事**

李雄偉先生  
(*主席兼行政總裁*)  
張國偉先生  
陳健華先生  
張國勳先生

### **獨立非執行董事**

尹成志先生  
吳向仁先生  
黃德銓先生

## **公司秘書**

陳健華先生

## **審核委員會成員**

黃德銓先生 (*主席*)  
尹成志先生  
吳向仁先生

## **薪酬委員會成員**

吳向仁先生 (*主席*)  
李雄偉先生  
尹成志先生

## **提名委員會成員**

李雄偉先生 (*主席*)  
尹成志先生  
吳向仁先生

## **財務委員會成員**

陳健華先生 (*主席*)  
黃德銓先生

## **註冊辦事處**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 3811  
Shun Tak Centre, West Tower  
168 - 200 Connaught Road Central  
Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited  
Share Registration Public Office  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## AUDITORS

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

## PRINCIPAL BANKERS

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

## STOCK CODE

764

## WEBSITE

[www.etsnityinv.com.hk](http://www.etsnityinv.com.hk)

## E-MAIL ADDRESS

[billy@etsnityinv.com.hk](mailto:billy@etsnityinv.com.hk)

## 總辦事處及主要營業地點

香港  
干諾道中168-200號  
信德中心西座  
3811室

## 股份過戶登記總處

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

## 香港股份過戶登記分處

卓佳標準有限公司  
證券登記服務處  
香港  
皇后大道東183號  
合和中心22樓

## 核數師

國衛會計師事務所有限公司  
執業會計師

## 主要往來銀行

星展銀行(香港)有限公司  
中國工商銀行(亞洲)有限公司

## 股份代號

764

## 網站

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To our shareholders

In 2016, the Group reported a loss attributable to owners of the Company of HK\$207.90 million. The reporting of the loss was attributable largely to (i) the recognition of impairment losses in respect of financial assets of HK\$199.40 million and (ii) a HK\$21.42 million decrease in gross profit. Although the Group incurred the loss of HK\$207.90 million in 2016, we consider that the financial position of the Group remains sound as the cash level of the Group and the equity attributable to owners of the Company stood at HK\$438.98 million and HK\$3,249.15 million at 31 December 2016 respectively.

As we had not been able to secure quality films at reasonable prices for distribution, we have recently closed our film distribution operations by disposing of our film library. The closure of our film distribution operations not only reduces our administrative costs, but also enables us to concentrate our resources to the existing businesses.

Our sale of financial assets business did not perform well in 2016. It was attributable largely to the poor market sentiment in small and mid-cap stocks in Hong Kong, which was resulted from investors taking a defensive strategy towards uncertainty. In 2017, we will closely monitor the factors, such as economic factors, investor sentiment, and fundamentals of an investee company and future prospects, and proactively adjust our equity portfolio mix in order to improve our performance.

Following the expansion into money lending business in 2012, we enjoyed a rapid growth in our money lending business in 2013 and 2014. Our money lending business experienced a decline in 2016, which was due to the granting of fewer new loans as a number of prospective customers did not meet the Group's credit screening criteria. In 2017, we will put more effort to develop Hong Kong listed companies segment as listed companies have generally a higher creditworthiness.

致本公司股東

於二零一六年，本集團報告本公司擁有人應佔虧損207,900,000港元。申報虧損主要由於(i) 確認金融資產之減值虧損199,400,000港元；及(ii) 毛利減少21,420,000港元所致。雖然本集團於二零一六年產生虧損207,900,000港元，我們認為本集團之財務狀況仍然穩健，原因為本集團之現金水平及本公司擁有人應佔權益於二零一六年十二月三十一日分別達到438,980,000港元及3,249,150,000港元。

由於我們未能以合理價格獲得高質素電影進行發行，故近期已出售電影資料庫，終止電影發行業務。終止電影發行業務不僅能降低我們之行政成本，亦能使我們之資源集中於現有業務。

於二零一六年，我們之銷售金融資產業務表現未如理想，主要由於投資者在不确定情況下採取防守策略，導致香港中小型股票市場之氣氛低迷所致。於二零一七年，我們將密切監察經濟因素、投資者氣氛、投資公司之基礎及未來前景等各項因素，積極調整股票投資組合，以改善我們之表現。

隨著二零一二年擴展借貸業務後，我們之借貸業務於二零一三年及二零一四年快速增長。貸款業務於二零一六年放緩，原因為數名有意客戶未能達到本集團之信貸篩選標準，導致我們減少授出新貸款所致。於二零一七年，我們將更努力發展香港上市公司分部，原因為上市公司一般具有較佳信譽。

We recorded a decline in our sale of jewelry products and precious stones business in 2016. The decline in our sale of jewelry products business was mainly attributable to (i) the depreciation of Euro and British pound against Hong Kong dollars, and (ii) the pessimistic economic outlook in Europe after Brexit. The decline in our sale of precious stones business was caused by our decision to slow down its operations in the second half of 2016. Such decision was made in response to the slowdown in settling trade debts by customers, which was a direct result of the poor market sentiment on precious stones. We are currently reviewing our business strategy for precious stones business as to whether or not to close down our sale of precious stones operations as it merely provides a single digit gross profit margin, but requires a longer than expected period for trade debts settlement. In addition, we will examine our operations in sale of jewelry products in order to cope with the sluggish market condition.

Our property investment business grew significantly in 2016. Such significant growth was due to the full year effect of the rental income as the lease of the assets of our membership-based golf club and resort in Beijing, Mainland China (the “Club”) commenced in October 2015 and the investment property in Guangzhou, Mainland China was acquired by us in November 2015. At the end of 2016, the first phase development of a piece of 580 Chinese acre land adjacent to the Club (the “Subject Land”) was substantially completed. As various prospective purchasers have approached us for the sale and purchase of the Club and the Subject Land since the third quarter of 2016, we are considering to re-examining our business strategy for the Subject Land in order to maximising the shareholders' value. Although the first phase development of the Subject Land was substantially completed at the end of 2016, we may delay the marketing activity for leasing the hotel villas and/or slow down the pace of the development of the Subject Land so as to keep the Subject Land as an unoccupied site for sale.

我們之銷售珠寶產品及寶石業務於二零一六年錄得跌幅。我們之銷售珠寶產品業務出現跌幅主要由於(i) 歐元及英鎊兌港元貶值；及(ii) 脫歐後歐洲經濟前景暗淡。我們之銷售寶石業務錄得跌幅之原因為我們決定於二零一六年下半年減慢業務營運所致。作出相關決定之目的為應對客戶償付貿易債務放緩之情況，此為寶石市場氣氛欠佳而直接導致之結果決定。我們目前正在檢討寶石業務之業務策略，決定是否終止銷售寶石業務，原因為該業務僅提供個位數之毛利率，而償付貿易債務之時間卻超出預期。此外，我們將檢討銷售珠寶產品之營運，以應對疲弱市況。

我們之物業投資業務於二零一六年大幅增長。該顯著增幅由於在二零一五年十月出租中國北京之會員制高爾夫俱樂部及酒店(「會所」)之資產及我們於二零一五年十一月收購中國廣州之投資物業所產生之租金收入之全年影響所致。於二零一六年年底，毗鄰會所一幅580畝之地塊(「主體地塊」)之第一期發展大致完成。由於自二零一六年第三季起，多名有意買家向我們尋求買賣會所及主體地塊，故我們正考慮重新檢討有關主體地塊之業務策略，盡量提高股東價值。雖然主體地塊之第一期發展於二零一六年年底已大致完成，惟我們可能推遲租賃酒店別墅之市場推廣活動及／或減慢主體地塊之發展速度，以維持主體地塊為可供出售之空置土地。

## Chairman's Statement 主席報告

We believe that the economic outlook for 2017 remains uncertain as the global economy is facing a lot of challenges, including Brexit, European instability, an aggressive interest rate rises by the United States (“**US**”) Federal Reserve and an unclear US trade policy under President Donald Trump. Given the uncertain backdrop, we continue to solidify our fundamentals by refining our business operations and developing our existing businesses in a cautious manner. However, we recognise that continued certainty often coincides with a good opportunity to invest. Accordingly, we will look at possible business investments in order to further diversify our businesses and broaden our revenue base.

Finally, I would like to take this opportunity to extend our appreciation to all fellow directors and employees for their invaluable efforts, dedication and commitment to the Group and to thank all shareholders and business associates for their continuous support.

**Lei Hong Wai**  
*Chairman*

Hong Kong, 30 March 2017

由於全球經濟面臨多重挑戰，包括脫歐、歐洲經濟不穩、美國（「美國」）聯儲局積極調高利率及總統特朗普之美國貿易政策仍未見明朗，我們認為二零一七年之經濟前景仍充滿不確定因素。在此不明確環境下，本集團將繼續鞏固業務營運基礎及審慎發展現有業務。然而，本集團明白不確定之前景經常隨之迎來良好之投資機會。因此，本集團將物色可能之業務投資，以進一步多元化其業務並擴闊其收益基礎。

最後，本人謹此向全體董事及僱員對本集團作出之寶貴努力、熱誠及承擔致以衷心謝意，亦感謝所有股東及業務夥伴長久以來之支持。

主席  
李雄偉

香港，二零一七年三月三十日

### FINANCIAL REVIEW

On 6 November 2015, SkyNet Group Limited (“SkyNet”, stock code: 8176), a then 70.18% owned subsidiary of the Company, allotted and issued 345,000,000 new ordinary shares and 30,000,000 new convertible preferred shares to six subscribers. As a result, the Group’s shareholding interest in SkyNet was diluted from 70.18% to 12.51% and SkyNet ceased to be a subsidiary of the Company. Accordingly, the results of SkyNet and its subsidiaries (collectively, the “SkyNet Group”) for the year ended 31 December 2015 were restated to re-present as discontinued operations for financial reporting purposes. During the year ended 31 December 2015, the SkyNet Group was principally engaged in the development, distribution and marketing of personal care treatments, products and services.

Loss attributable to owners of the Company for the year ended 31 December 2016 amounted to HK\$207,902,000, whereas a profit of HK\$105,256,000 was reported for the previous year. The deterioration in the results is discussed in the sub-sections headed “Results of continuing operations” and “Operation Review” below.

#### Results of continuing operations

During the year ended 31 December 2016, the Group recorded revenue of HK\$161,042,000, a 12.85% decrease from HK\$184,780,000 for the previous year. The decrease in revenue was attributable to the decrease in sale of jewelry products and precious stones, and loan interest income, which were partially offset by the increase in rental income. Of the total revenue, HK\$49,154,000 was generated from money lending, HK\$89,054,000 was generated from sale of jewelry products and precious stones, HK\$45,171,000 was generated from property investment and a loss of HK\$22,337,000 was generated from sale of financial assets. Loss for the year from continuing operations amounted to HK\$207,904,000, whereas a profit of HK\$122,589,000 was reported for the previous year. This deterioration was mainly attributable to (i) a HK\$245,064,000 decrease in gain on deemed disposal of a subsidiary, and (ii) a HK\$75,363,000 increase in loss arising on change in fair value of financial assets at fair value through profit or loss.

### 財務回顧

於二零一五年十一月六日，一間本公司當時擁有70.18%之附屬公司航空互聯集團有限公司（「航空互聯」，股份代號：8176）向六位認購人配發及發行345,000,000股新普通股股份及30,000,000股新可換股優先股。因此，本集團於航空互聯之持股權益從70.18%攤薄至12.51%，而航空互聯不再為本公司之附屬公司。因此，就財務報告而言，航空互聯及其附屬公司（統稱「航空互聯集團」）截至二零一五年十二月三十一日止年度之業績已重列，以重新呈列為已終止經營業務。截至二零一五年十二月三十一日止年度，航空互聯集團主要從事開發、分銷及推廣個人護理療程、產品及服務。

本公司擁有人應佔截至二零一六年十二月三十一日止年度之虧損為207,902,000港元，而去年呈報溢利105,256,000港元。業績倒退於下文「持續經營業務之業績」分節及「業務回顧」分節討論。

#### 持續經營業務之業績

於截至二零一六年十二月三十一日止年度，本集團錄得收益161,042,000港元，較去年之184,780,000港元減少12.85%。收益減少乃因銷售珠寶產品及寶石以及貸款利息收入減少所致，部分被租金收入增長所抵銷。總收益中，49,154,000港元來自借貸，89,054,000港元來自銷售珠寶產品及寶石，45,171,000港元來自物業投資以及虧損22,337,000港元來自銷售金融資產。本年度來自持續經營業務之虧損為207,904,000港元，而去年呈報溢利為122,589,000港元。業績倒退主要由於(i)視作出售一間附屬公司之收益減少245,064,000港元，及(ii)按公平值計入損益表之金融資產公平值變動產生之虧損增加75,363,000港元所致。



### FINANCIAL REVIEW (Continued)

#### Results of continuing operations (Continued)

Gross profit for sale of jewelry products and precious stones decreased by 36.76% from HK\$24,529,000 in the year ended 31 December 2015 to HK\$15,512,000 in the year ended 31 December 2016 and gross profit margin for sale of jewelry products and precious stones decreased from 20.91% in the year ended 31 December 2015 to 17.42% in the year ended 31 December 2016. These decreases were mainly due to (i) the depreciation of Euro and British pound against Hong Kong dollars in the second half of 2016, and (ii) the pessimistic economic outlook in Europe after the United Kingdom's vote to leave the European Union in June 2016 (“Brexit”).

Gross profit for property investment increased by 311.14% from HK\$6,149,000 in the year ended 31 December 2015 to HK\$25,281,000 in the year ended 31 December 2016. This increase was mainly due to the increase in rental income resulted from the full year effect of the rental income as the lease of the assets of the Group's membership golf club and resort in Beijing, Mainland China (the “Club”) commenced in October 2015 and the investment property located at No. 33 Nonglinxia Road, Yuexiu District, Guangzhou, Mainland China (the “Guangzhou Property”) was acquired by the Group in November 2015. Gross profit margin for property investment decreased from 67.58% in the year ended 31 December 2015 to 55.97% in the year ended 31 December 2016. Such decrease was attributable largely to the inclusion of a refund of Mainland China Business Tax of HK\$2,113,000 in the year ended 31 December 2015, whereas no such item in the year ended 31 December 2016.

Investment and other income decreased by 64.66% from HK\$4,765,000 for the year ended 31 December 2015 to HK\$1,684,000 for the year ended 31 December 2016. This decrease was mainly attributable to a HK\$1,764,000 decrease in dividend income received from Hong Kong listed equities held by the Group and an HK\$819,000 decrease in interest income on bank deposits.

### 財務回顧(續)

#### 持續經營業務之業績(續)

銷售珠寶產品及寶石之毛利自截至二零一五年十二月三十一日止年度之24,529,000港元減少36.76%至截至二零一六年十二月三十一日止年度之15,512,000港元，而銷售珠寶產品及寶石之毛利率自截至二零一五年十二月三十一日止年度之20.91%減少至截至二零一六年十二月三十一日止年度之17.42%。有關跌幅主要由於(i)歐元及英鎊於二零一六年下半年兌港元貶值及(ii)英國於二零一六年六月公投脫離歐盟後歐洲之經濟前景暗淡(「脫歐」)。

物業投資之毛利自截至二零一五年十二月三十一日止年度之6,149,000港元增長311.14%至截至二零一六年十二月三十一日止年度之25,281,000港元。此項升幅乃主要由於本集團於二零一五年十月開始租賃中國內地北京一間會員制高爾夫俱樂部及酒店(「會所」)之資產及本集團於二零一五年十一月收購位於中國內地廣州市越秀區農林下路33號之投資物業(「廣州物業」)產生之租金收入之全年影響，導致租金收入有所增加。物業投資之毛利率自截至二零一五年十二月三十一日止年度之67.58%減少至截至二零一六年十二月三十一日止年度之55.97%。該減幅主要由於截至二零一五年十二月三十一日止年度中國內地營業稅退稅2,113,000港元，而截至二零一六年十二月三十一日止年度並無該項目所致。

投資及其他收入自截至二零一五年十二月三十一日止年度之4,765,000港元減少64.66%至截至二零一六年十二月三十一日止年度之1,684,000港元。此項減少乃主要由於從本集團所持香港上市股票收取之股息收入減少1,764,000港元及銀行存款之利息收入減少819,000港元所致。

### FINANCIAL REVIEW (Continued)

#### Results of continuing operations (Continued)

Other gains and losses represent items of income and expenses, which are material and/or extraordinary in nature. Major items of other gains and losses recorded by the Group during the year are as follows:

- (a) At 30 June 2016, the Group re-measured its investment in 52,500,000 shares in SkyNet at market price and, for the sake of prudence, recognised an impairment loss of HK\$57,750,000 in respect of available-for-sale financial assets reclassified from equity to profit or loss.
- (b) Following the appointment of Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton, both of them are executive directors of the Company, as executive directors of China Healthwise Holdings Limited (“**China Healthwise**”, stock code: 348 and formerly known as Haier Healthwise Holdings Limited) on 11 October 2016, the Group was regarded as having significant influence over China Healthwise. Accordingly, the Group’s investment in 500,000,000 shares in China Healthwise, which had been acquired for securities trading purposes, was accounted for as interest in an associate for financial reporting purposes. In recognising the cost of investment, the 500,000,000 shares in China Healthwise were re-measured at fair value and a gain arising on change in fair value of financial assets at fair value through profit or loss upon recognition of interests in associates of HK\$17,367,000 was recorded.
- (c) On 30 November 2016 and 5 December 2016, 18,750,000 shares and 6,250,000 shares in SkyNet held by the Group were placed to two independent investors respectively at a placing price of HK\$4.80 per share pursuant to the placing agreement dated 23 November 2016. Upon completion of the placing, the Group recognised a cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets of HK\$22,500,000.

### 財務回顧(續)

#### 持續經營業務之業績(續)

其他收益及虧損指重大及／或非經常性收入及開支項目。年內，本集團錄得以下主要的其他收益及虧損項目：

- (a) 於二零一六年六月三十日，本集團按市價重新計量其於航空互聯之52,500,000股股份之投資，並基於謹慎原因，已確認可供出售金融資產減值虧損由權益重新分類至損益表57,750,000港元。
- (b) 隨著李雄偉先生及張國偉先生(彼等均為本公司之執行董事)於二零一六年十月十一日獲委任為中國智能健康控股有限公司(「中國智能健康」(股份代號：348，前稱海爾智能健康控股有限公司))執行董事後，本集團被視作對中國智能健康有重大影響力。因此，本集團於500,000,000股中國智能健康股份之投資(於購入時作證券買賣目的)，就財務報告而言已入賬為於一間聯營公司之權益。就確認投資成本而言，於中國智能健康之500,000,000股股份已按公平值重新計量，並錄得確認於聯營公司之權益後按公平值計入損益表之金融資產公平值變動產生之收益17,367,000港元。
- (c) 於二零一六年十一月三十日及二零一六年十二月五日，根據日期為二零一六年十一月二十三日訂立之配售協議，本集團持有航空互聯之18,750,000股股份及6,250,000股股份分別按配售價每股4.80港元配售予兩名獨立投資者。配售完成後，本集團已確認於終止確認可供出售金融資產後由權益重新分類至損益表之累計收益22,500,000港元。

### FINANCIAL REVIEW (Continued)

#### Results of continuing operations (Continued)

- (d) Following the resignation of Mr. Cheung Kwok Wai Elton as an executive director of China Healthwise on 16 December 2016, the Group was regarded as losing significant influence over China Healthwise and China Healthwise ceased to be an associate of the Group. Accordingly, the Group's investment in 500,000,000 shares in China Healthwise has been accounted for as available-for-sale financial assets for financial reporting purposes and a loss on deemed disposal of an associate of HK\$21,500,000 was recognised.
- (e) At the end of the reporting period, the Group measured its equity portfolio at market prices and recognised a loss of HK\$141,649,000 arising on change in fair value of financial assets at fair value through profit or loss.

Selling and distribution expenses mainly represent staff costs of sales team, overseas travelling expenses, freight charges and commission incurred by the Group's sale of jewelry products and precious stones business. Selling and distribution expenses increased by 59.44% from HK\$3,654,000 in the year ended 31 December 2015 to HK\$5,826,000 in the year ended 31 December 2016. This increase was attributable largely to (i) a HK\$610,000 increase in staff costs due to the full year effect of recruiting additional sales executives in the second half of 2015 for strengthening the Group's export selling capacity, (ii) a HK\$378,000 increase in overseas travelling expenses for cultivating new customers in Europe, the Middle East and Australia, and (iii) the payment of commission of HK\$860,000 relating to the sale of precious stones.

Administrative expenses amounted to HK\$87,055,000 for the year ended 31 December 2016, a 1.11% decrease from HK\$88,036,000 for the previous year. Such decrease was mainly due to the absence of equity-settled share-based payment expenses of HK\$17,800,000 recorded in the previous year, which was almost entirely offset by (i) a HK\$15,587,000 increase in amortisation and depreciation expense, and (ii) a HK\$1,011,000 increase in securities expenses incurred for disposing of available-for-sale financial assets. The increase in the Group's amortisation and depreciation expense was due to the full year effect of the amortisation and depreciation

### 財務回顧(續)

#### 持續經營業務之業績(續)

- (d) 隨著張國偉先生於二零一六年十二月十六日辭任中國智能健康執行董事後，本集團被視作失去對中國智能健康之重大影響力，而中國智能健康不再為本集團之聯營公司。因此，本集團於500,000,000股中國智能健康股份之投資就財務報告而言已入賬為可供出售金融資產，且已確認視作出售一間聯營公司之虧損21,500,000港元。
- (e) 於報告期末，本集團按市價計量其股票投資組合，並確認按公平值計入損益表之金融資產公平值變動產生之虧損141,649,000港元。

銷售及分銷開支主要指本集團銷售珠寶產品及寶石業務所產生之銷售團隊員工成本、海外差旅費用、運費及佣金。銷售及分銷開支由截至二零一五年十二月三十一日止年度之3,654,000港元增加59.44%至截至二零一六年十二月三十一日止年度之5,826,000港元。該項增加乃主要由於(i)二零一五年下半年本集團為加強出口銷售能力而增聘銷售行政人員之全年效應，導致員工成本上升610,000港元，(ii)為物色歐洲、中東及澳洲新客戶而令海外差旅費用增加378,000港元，及(iii)有關銷售寶石之佣金860,000港元所致。

截至二零一六年十二月三十一日止年度，行政開支為87,055,000港元，較去年之88,036,000港元減少1.11%。該減幅主要由於並無去年錄得之以股權結算之股份支款開支17,800,000港元，其幾乎全部被(i)攤銷及折舊開支增加15,587,000港元，以及(ii)出售可供出售金融資產產生之證券開支增加1,011,000港元所抵銷。本集團之攤銷及折舊開支增加之主要原因為於二零一五年十月完成

### FINANCIAL REVIEW (Continued)

#### Results of continuing operations (Continued)

expense as the acquisition of (i) the rights to manage and operate the Club, (ii) the rights to develop and operate a piece of 580 Chinese acre land adjacent to the Club (the “**Subject Land**”) and the rights to manage the properties erected on the Subject Land, and (iii) the assets of the Club and the Subject Land were completed in October 2015.

For the year ended 31 December 2016, Spark Concept Group Limited (“**Spark Concept**”), a 49% owned associate of the Group, and its subsidiaries (collectively, the “**Spark Concept Group**”) reported a consolidated loss of HK\$2,337,000. As the Group’s share of post-acquisition losses equals to its interests in Spark Concept, no further share of loss for the year was recognised.

Finance costs represent interest expense on a mortgage loan paid by the Group. Finance costs increased by 492.23% from HK\$1,609,000 in the year ended 31 December 2015 to HK\$9,529,000 in the year ended 31 December 2016. The increase was due to the full year effect of the interest on mortgage loan as the mortgage loan was assumed by the Group through the acquisition of the Guangzhou Property in November 2015.

An income tax credit of HK\$2,903,000 was recognised in the year ended 31 December 2016. The arising of the income tax credit was mainly attributable to (i) a HK\$6,667,000 decrease in current tax expense due to the decrease in the estimated assessable profit of the Group’s money lending, and sale of jewelry products and precious stones businesses, and (ii) a HK\$5,271,000 increase in deferred taxation credit arising from the reversal of deferred tax liabilities related to the temporary differences on additional amortisation and depreciation on account of upward revaluation of assets at the acquisition of the entire issued shares in and the shareholder’s loan due by Smart Title Limited (“**Smart Title**”), which were partly offset by a HK\$782,000 increase in deferred taxation expense arising from the gain on change in fair value of investment properties.

#### 財務回顧(續)

#### 持續經營業務之業績(續)

收購(i)會所之管理及經營權；(ii)一幅位於會所旁之580畝之地塊(「主體地塊」)之開發及經營權，及該主體地塊上已建物業之管理權，及(iii)會所資產及主體地塊導致攤銷及折舊開支之全年影響所致。

截至二零一六年十二月三十一日止年度，本集團擁有49%權益之聯營公司Spark Concept Group Limited(「**Spark Concept**」)及其附屬公司(統稱「**Spark Concept集團**」)呈報綜合虧損2,337,000港元。因本集團分佔的收購後虧損等於其於Spark Concept之權益，故本年度並無進一步確認應佔虧損。

融資費用是指本集團支付抵押貸款之利息開支。融資費用由截至二零一五年十二月三十一日止年度之1,609,000港元增加492.23%至截至二零一六年十二月三十一日止年度之9,529,000港元。該項增幅乃由於本集團於二零一五年十一月透過收購廣州物業承擔抵押貸款導致產生抵押貸款利息之全年影響所致。

所得稅抵免2,903,000港元於截至二零一六年十二月三十一日止年度確認。所產生之所得稅抵免主要由於(i)本期稅項開支減少6,667,000港元，此乃由於本集團借貸以及銷售珠寶產品及寶石業務之估計應課稅溢利減少，及(ii)於收購Smart Title Limited(「**Smart Title**」)之全部已發行股份及股東貸款時資產重估增值後出現額外攤銷及折舊，而撥回有關暫時差額之遞延稅項負債導致遞延稅項抵免增加5,271,000港元所致，惟部份因投資物業公平值變動產生之收益導致遞延稅項支出增加782,000港元所抵銷。

### FINANCIAL REVIEW (Continued)

#### Results of discontinued operations

On 6 November 2015, SkyNet ceased to be a subsidiary of the Company and the results of the SkyNet Group were restated to re-present as discontinued operations.

#### Liquidity and financial resources

During the year, the Group funded its operations through a combination of cash generated from operations, equity attributable to owners of the Company, issue of new shares and borrowings. Equity attributable to owners of the Company decreased from HK\$3,352,310,000 at 31 December 2015 to HK\$3,249,145,000 at 31 December 2016. This decrease was mainly attributable to (i) the loss of HK\$207,902,000 incurred by the Group for the year ended 31 December 2016, and (ii) a HK\$103,999,000 decrease in exchange reserve mainly resulted from the exchange loss arising on translating the assets and liabilities of the Group's operations in Mainland China into Hong Kong dollars using the exchange rate prevailing at the reporting date, which were partly offset by (i) a HK\$64,486,000 increase in share capital and share premium arising from the issue of 536,000,000 new ordinary shares at a price of HK\$0.125 per share in February 2016, and (ii) a HK\$144,250,000 increase in available-for-sale financial assets revaluation reserve arising from the increase in fair value of the Group's investments in SkyNet and China Healthwise at the end of the reporting period.

At 31 December 2016, the cash and cash equivalents of the Group amounted to HK\$438,975,000 (31 December 2015: HK\$509,341,000).

At 31 December 2016, the Group had outstanding borrowings of HK\$175,081,000 (31 December 2015: HK\$214,007,000), comprising (i) the mortgage loan of RMB129,777,000 (equivalent to HK\$145,081,000), which is interest bearing at the benchmark interest rate of The People's Bank of China upward by 10.00% per annum, secured by the Guangzhou Property and maturing on 21 April 2022, and (ii) the promissory note of HK\$30,000,000 issued to Gome Finance Technology Co., Ltd. (stock code: 628 and formerly known as Sino Credit Holdings Limited), which is non-interest bearing, unsecured and maturing within three business days after the date of a final and effective judgement or an effective and binding settlement agreement of the civil proceeding lodged

### 財務回顧(續)

#### 已終止經營業務之業績

於二零一五年十一月六日，航空互聯不再為本公司之附屬公司，而航空互聯集團之業績已重列，以重新呈列為已終止經營業務。

#### 流動資金及財務資源

年內，本集團透過經營所得現金、本公司擁有人應佔權益、發行新股份及借款為其經營提供資金。本公司擁有人應佔權益由二零一五年十二月三十一日之3,352,310,000港元減少至二零一六年十二月三十一日之3,249,145,000港元。該項減少主要由於(i)本集團於截至二零一六年十二月三十一日止年度產生虧損207,902,000港元，及(ii)於報告日期本集團採用現行匯率將於中國內地之業務之資產及負債換算為港元時產生匯兌虧損，令匯兌儲備減少103,999,000港元所致，惟部分被(i)於二零一六年二月按每股0.125港元之價格發行536,000,000股新普通股致使股本及股份溢價增加64,486,000港元，及(ii)於報告期末本集團於航空互聯及中國智能健康之投資公平值增加從而產生可供出售金融資產重估儲備增加144,250,000港元所抵銷。

於二零一六年十二月三十一日，本集團現金及現金等價物為438,975,000港元(二零一五年十二月三十一日：509,341,000港元)。

於二零一六年十二月三十一日，本集團之未償還借款為175,081,000港元(二零一五年十二月三十一日：214,007,000港元)，包括(i)抵押貸款人民幣129,777,000元(相等於145,081,000港元)，利率以中國人民銀行基準利率上浮10.00%年利率計算，由廣州物業作抵押，並於二零二二年四月二十一日到期及(ii)向國美金融科技有限公司(股份代號：628及前稱華銀控股有限公司)發行之30,000,000港元之免息、無抵押承兌票據，於本公司一間

### FINANCIAL REVIEW (Continued)

#### Liquidity and financial resources (Continued)

by Zhanjiang City No. 4 Construction Engineering Co., Ltd (湛江市第四建築工程有限公司, the “**Contractor**”), a construction engineering company, against Guangzhou Yingrui Real Estate Development Co., Ltd. (廣州市迎瑞房地產開發有限公司, “**Yingrui**”), a wholly owned subsidiary of the Company, in respect of not paying certain payment under the construction contract of the Guangzhou Property. The decrease in borrowings was mainly attributable to the monthly repayments of the mortgage loan made by the Group during the year ended 31 December 2016.

#### Gearing ratio

At 31 December 2016, the gearing ratio calculated as a percentage of total borrowings over equity attributable to owners of the Company was 5.39% (31 December 2015: 6.38%).

#### Net current assets and current ratio

At 31 December 2016, the Group’s net current assets and current ratio were HK\$1,124,475,000 (31 December 2015: HK\$965,369,000) and 3.88 (31 December 2015: 3.50) respectively.

#### Capital structure

On 18 February 2016, the Company allotted and issued 536,000,000 new ordinary shares at a price of HK\$0.125 per share to five individual investors, who are independent third parties, and one corporation investor, whose ultimate beneficial owner is an independent third party, by way of placing of new shares under general mandate raising HK\$64,486,000 (net of expenses) for financing the Group’s sale of jewelry products and precious stones business, and money lending business. The closing price of the Company’s ordinary shares was HK\$0.152 per share as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 27 January 2016, being the date of the placing agreement. The net price to the Company of each new ordinary share was HK\$0.1203. The directors considered that the placing presented an opportunity for the Company to raise additional funds for the operation of the Group’s sale of jewelry products and precious stones business, and money lending business while broadening the shareholder base of the Company.

### 財務回顧(續)

#### 持續經營業務之業績(續)

全資附屬公司廣州市迎瑞房地產開發有限公司(「迎瑞」)與一間施工工程公司湛江市第四建築工程有限公司(「承包商」)有關廣州物業之施工合約項下尚未支付若干款項之民事訴訟達成最終及有效判決或有效及具約束力和解協議日期後三個營業日內到期。借款減少乃主要由於本集團於截至二零一六年十二月三十一日止年度每月償還抵押貸款所致。

#### 資本負債比率

於二零一六年十二月三十一日，按借款總額除以本公司擁有人應佔權益所得百分比計算之資本負債比率為5.39% (二零一五年十二月三十一日：6.38%)。

#### 流動資產淨值及流動比率

於二零一六年十二月三十一日，本集團之流動資產淨值及流動比率分別為1,124,475,000港元(二零一五年十二月三十一日：965,369,000港元)及3.88(二零一五年十二月三十一日：3.50)。

#### 資本結構

於二零一六年二月十八日，本公司根據一般授權以配售新股份之形式按每股0.125港元之價格向五名個人投資者(彼等均為獨立第三方)及一名企業投資者(其最終實益擁有人為獨立第三方)配發及發行536,000,000股新普通股，籌得64,486,000港元(扣除開支)，為本集團之銷售珠寶產品及寶石業務以及借貸業務提供資金。於二零一六年一月二十七日(即配售協議日期)，本公司之普通股於香港聯合交易所有限公司(「聯交所」)所報之收市價為每股0.152港元。本公司之每股新普通股淨價為0.1203港元。董事認為，配售乃本公司籌集額外資金以經營本集團之銷售珠寶產品及寶石業務以及借貸業務，同時擴闊本公司股東基礎之機會。

### FINANCIAL REVIEW (Continued)

#### Use of proceeds from a fund raising activity

On 18 February 2016, the Company raised HK\$64,486,000 by way of placing of 536,000,000 new ordinary shares under general mandate at a price of HK\$0.125 per share. The net proceeds from the placing of HK\$64,486,000 were fully utilised for financing the granting of two new loans pursuant to the loan agreements dated 19 February 2016 and 23 May 2016.

#### Material acquisition

On 12 September 2016, the Group acquired 500,000,000 shares in China Healthwise at the aggregate consideration of HK\$117,633,000 (including transaction costs) for securities trading. The 500,000,000 shares in China Healthwise represented approximately 8.45% of the issued share capital of China Healthwise and were accounted for as financial assets at fair value through profit or loss for financial reporting purposes. Following the appointment of Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton as executive directors of China Healthwise on 11 October 2016, the Group was regarded as having significant influence over China Healthwise and the 500,000,000 shares in China Healthwise were accounted for as interest in an associate for financial reporting purposes. The change in accounting treatment for the 500,000,000 shares in China Healthwise constitutes a discloseable transaction of the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and was announced by the Company on 11 October 2016. The Group recognised a gain of HK\$17,367,000 arising on change in fair value of financial assets at fair value through profit or loss upon recognition of interests in associates.

#### Material disposals

During the year, the Group had the following material disposals:

- (a) On 30 November 2016 and 5 December 2016, 18,750,000 shares and 6,250,000 shares in SkyNet held by the Group were placed to two independent investors respectively at a placing price of HK\$4.80 per share pursuant to the placing agreement dated 23 November 2016. The placing constitutes a discloseable transaction of the Company under the Listing Rules and was announced by the Company on 23 November 2016. Upon completion of the placing, the Group recognised a cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets of HK\$22,500,000.

### 財務回顧(續)

#### 融資活動所得款項之用途

於二零一六年二月十八日，本公司根據一般授權按每股0.125港元之價格配售536,000,000股新普通股份之形式籌得64,486,000港元。配售所得款項淨額64,486,000港元已悉數用於提供資金於根據日期為二零一六年二月十九日及二零一六年五月二十三日訂立之貸款協議授出兩筆新貸款。

#### 重大收購事項

於二零一六年九月十二日，本集團按總代價117,633,000港元(包括交易成本)購入中國智能健康之500,000,000股股份，以進行證券買賣。中國智能健康之500,000,000股股份佔中國智能健康已發行股本約8.45%，並就財務報告而言已入賬為按公平值計入損益表之金融資產。隨着李雄偉先生及張國偉先生於二零一六年十月十一日獲委任為中國智能健康執行董事後，本集團被視作對中國智能健康有重大影響力，而500,000,000股中國智能健康股份就財務報告而言已入賬為於一間聯營公司之權益。根據聯交所證券上市規則(「上市規則」)，500,000,000股中國智能健康股份之會計處理變動構成本公司之須予披露交易，並由本公司於二零一六年十月十一日公佈。本集團確認於聯營公司之權益後按公平值計入損益表之金融資產公平值變動產生之收益為17,367,000港元。

#### 重大出售事項

年內，本集團有以下重大出售事項：

- (a) 於二零一六年十一月三十日及二零一六年十二月五日，根據日期為二零一六年十一月二十三日訂立之配售協議，本集團持有航空互聯之18,750,000股股份及6,250,000股股份分別按配售價每股4.80港元配售予兩名獨立投資者。該項配售根據上市規則構成本公司之須予披露交易，並由本公司於二零一六年十一月二十三日公佈。配售完成後，本集團已確認於終止確認可供出售金融資產後由權益重新分類至損益表之累計收益22,500,000港元。

### FINANCIAL REVIEW (Continued)

#### Material disposals (Continued)

(b) Following the resignation of Mr. Cheung Kwok Wai Elton as an executive director of China Healthwise on 16 December 2016, the Group was regarded as losing significant influence over China Healthwise and China Healthwise ceased to be an associate of the Group. Accordingly, the Group's investment in China Healthwise has been accounted for as available-for-sale financial assets for financial reporting purposes and a loss on deemed disposal of an associate of HK\$21,500,000 was recognised.

#### Pledge of assets

At 31 December 2016, the Guangzhou Property with a carrying amount of HK\$561,089,000 (31 December 2015: HK\$595,448,000) has been pledged to a bank for securing the mortgage loan granted to the Group.

#### Material commitments

At 31 December 2016, the Group had a total commitment of HK\$58,190,000 (31 December 2015: HK\$52,329,000) relating to the development costs of the Subject Land, which were contracted but not provided for.

#### Exchange risk and hedging

The majority of the Group's transactions, assets and liabilities are denominated in Hong Kong dollars, United States dollars, Euro, British pound and Renminbi. The Group is exposed to exchange risk with respect mainly to Renminbi, Euro and British pound which may affect its performance. The directors closely monitor statement of financial position and cashflow exchange risk exposures and where considered appropriate use financial instruments, such as forward exchange contracts, foreign currency options and forward rate agreements, to hedge this exchange risk. During the year, no financial instruments for hedging purposes were used by the Group.

### 財務回顧(續)

#### 重大出售事項(續)

(b) 隨著張國偉先生於二零一六年十二月十六日辭任中國智能健康執行董事後，本集團被視作失去對中國智能健康之重大影響力，而中國智能健康不再為本集團之聯營公司。因此，本集團於中國智能健康之投資就財務報告而言已入賬為可供出售金融資產，且已確認視作出售一間聯營公司之虧損21,500,000港元。

#### 資產抵押

於二零一六年十二月三十一日，廣州物業之賬面值561,089,000港元(二零一五年十二月三十一日：595,448,000港元)已抵押予銀行以獲得授予本集團之抵押貸款。

#### 重大承諾

於二零一六年十二月三十一日，本集團對有關主體地塊之發展成本已訂約但並未撥備總承擔為58,190,000港元(二零一五年十二月三十一日：52,329,000港元)。

#### 匯兌風險及對沖

本集團大部分交易、資產及負債以港元、美元、歐元、英鎊及人民幣計值。本集團面臨之匯兌風險主要與人民幣、歐元及英鎊有關，可能影響其表現。董事密切監察財務狀況表及現金流匯兌風險，並在其認為適當的情況下使用金融工具(如遠期外匯合約、外匯期權及遠期利率協議)對沖該匯兌風險。年內，本集團並無使用金融工具作對沖用途。



### FINANCIAL REVIEW (Continued)

#### Contingent liabilities

At 31 December 2016, the Group had the following material contingent liabilities:

- (a) On 20 March 2014, the Company announced that it came to its attention that a writ of summons in High Court Action No. 9 of 2014 was issued by The Grande Holdings Limited (in liquidation), Roderick John Sutton (as joint and several provisional liquidator of The Grande Holdings Limited), Fok Hei Yu (as joint and several provisional liquidator of The Grande Holdings Limited) and 65 other companies listed as plaintiffs against 25 defendants inclusive of One Synergy Limited (“**One Synergy**”), a company acquired by the Group in December 2011. One Synergy has, as at the date of this annual report, not been served with the writ of summons.

The action alleges, inter alia, that One Synergy is liable to the plaintiffs as a constructive trustee and/or by way of equitable compensation and/or an accounts of profits and/or restitution and/or damages as a knowing recipient and/or by reason of the knowing or dishonest assistance in the breaches of trust and/or breaches of fiduciary duties by various of the defendants and/or by reason of dealings between One Synergy and the plaintiffs otherwise being voidable (and avoided), void, unlawful or illegal, in respect of its receipt of the shares in The Grande Properties Ltd. (now known as Rexdale Investment Limited (“**Rexdale**”)), a wholly owned subsidiary of the Company.

Riche (BVI) Limited, a wholly owned subsidiary of the Company, acquired the entire issued share capital of Adelio Holdings Limited, which was the holding company of One Synergy, from Vartan Holdings Limited, an independent third party, pursuant to a sale and purchase agreement dated 25 May 2011. One Synergy acquired the entire issued share capital of Rexdale from Lafe Corporation Limited, being one of the defendants, pursuant to a sale and purchase agreement dated 31 December 2010 (the “**Agreement**”). The entire issued share capital of Rexdale was sold by The Grande (Nominees) Ltd., being one of the plaintiffs, and The Grand Limited to Lafe Corporation Limited on or about 29 June 2007.

#### 財務回顧(續)

#### 或然負債

於二零一六年十二月三十一日，本集團存有以下重大或然負債：

- (a) 於二零一四年三月二十日，本公司宣佈其獲悉嘉域集團有限公司(清盤中)、沈仁諾(作為嘉域集團有限公司之共同及個別臨時清盤人)、霍義禹(作為嘉域集團有限公司之共同及個別臨時清盤人)及65間其他公司作為原告人在高院二零一四年第9號訴訟中向25名被告人，當中包括本集團於二零一一年十二月收購之公司One Synergy Limited (「**One Synergy**」)發出傳訊令狀。於本年報日期，One Synergy 尚未獲送達傳訊令狀。

該訴訟指稱(其中包括)One Synergy 須就收取本公司全資附屬公司The Grande Properties Ltd. (現稱為Rexdale Investment Limited (「**Rexdale**」))之股份，作為法律構定之受託人及/或透過衡平法補償及/或作為知情收受人交出溢利及/或復還及/或損害賠償及/或因在知情下或不誠實協助多名被告人違反信託及/或違反受信責任及/或因One Synergy與原告人進行的交易於其他情況下可予撤銷(將被撤銷)、無效、非法或違法，向原告人負上法律責任。

本公司之全資附屬公司Riche (BVI) Limited 根據日期為二零一一年五月二十五日訂立之買賣協議向獨立第三方Vartan Holdings Limited收購Adelio Holdings Limited (One Synergy之控股公司)之全部已發行股本。One Synergy根據日期為於二零一零年十二月三十一日訂立之買賣協議(「該協議」)向Lafe Corporation Limited (其中一名被告人)收購Rexdale之全部已發行股本。Rexdale之全部已發行股本由The Grande (Nominees) Ltd. (其中一名原告人)及The Grand Limited 於二零零七年六月二十九日或前後出售予Lafe Corporation Limited。Rexdale之主要資產為一座位於香港九龍觀

### FINANCIAL REVIEW (Continued)

#### Contingent liabilities (Continued)

The principal assets of Rexdale were the whole of the 1st floor and the flat roof, the whole of 6th to 12th floors, roof, external walls, two lavatories, three lorry parking spaces and eight private car parking spaces on the ground floor of an industrial building located in Kwun Tong, Kowloon, Hong Kong with a total gross floor of approximately 139,412 square feet exclusive of lavatories, lorry and private car parking spaces, flat roof and roof (collectively, the “**Kwun Tong Properties**”). The Kwun Tong Properties was sold by Rexdale to Grand Reward Limited, an independent third party, in July 2013.

One Synergy has sought counsel opinion on the writ of summons and has been advised to defend the plaintiffs’ claim in the said action. Counsel has advised that, based upon available evidence, there is nothing unusual in the Agreement and One Synergy would not have any express or constructive notice of the plaintiffs’ alleged irregularities and/or fraudulent acts of the former directors and/or management officers of the plaintiffs and One Synergy should not be held liable to any part of the plaintiffs’ claim and has good and valid defence thereto.

- (b) On 1 April 2015, the Contractor commenced a civil proceeding (the “**Proceeding**”) against Yingrui at the People’s Court of Yuexiu District of Guangzhou City (the “**People’s Court**”) for failing to pay certain payments in the sum of RMB11,427,354 (equivalent to HK\$12,775,000) under the construction contract entered into between Yingrui and the Contractor for the construction of the Guangzhou Property dated 28 July 2010, plus the interest accrued thereon and the related costs and expenses incurred in relation to the Proceeding. The amount claimed by the Contractor under the Proceeding comprises (i) the construction progress payment of RMB1,420,000 (equivalent to HK\$1,587,000), (ii) the return of the performance bond of RMB1,000,000 (equivalent to HK\$1,118,000) and (iii) the balance payment of construction fee of RMB9,007,354 (equivalent to HK\$10,070,000). On 7 April 2015, the People’s Court upon an application of the Contractor issued a seizure order on certain units of the Guangzhou Property in the aggregate value of RMB15,000,000 (equivalent to HK\$16,769,000) to protect the interest of the Contractor under the Proceeding.

### 財務回顧(續)

#### 或然負債(續)

塘之工業大廈之一樓全層及天台(平面)、六至十二樓全層、天台、外牆、兩個洗手間、大廈地下之三個貨車車位及八個私家車車位，總建築面積約為139,412平方尺(不包括洗手間、貨車及私家車車位、天台(平面)及天台)(統稱「觀塘物業」)。觀塘物業於二零一三年七月由Rexdale出售予獨立第三方泛禧有限公司。

One Synergy已就傳訊令狀尋求法律顧問之意見，並獲建議對原告人於上述訴訟中提出之申索作出抗辯。法律顧問表示，根據現有證據，該協議並無任何不尋常之處，及One Synergy並不會明確或經推定為獲悉原告人所指稱其前董事及／或管理人員之違規及／或欺詐行為，且One Synergy不應對原告人申索之任何部份負上法律責任，並已作出充分及有效之抗辯。

- (b) 於二零一五年四月一日，承包商就其與迎瑞訂立日期為二零一零年七月二十八日有關建造廣州物業之建設工程施工合同下尚未支付之若干款項總額人民幣11,427,354元(相等於12,775,000港元)，加該筆款項之應計利息以及就訴訟產生之相關成本及開支，在廣州市越秀區人民法院(「人民法院」)向迎瑞提起民事訴訟(「訴訟」)。承包商根據訴訟申索之款項包括(i)在建工程費用人民幣1,420,000元(相等於1,587,000港元)，(ii)退回履約保證金人民幣1,000,000元(相等於1,118,000港元)及(iii)建造費餘款人民幣9,007,354元(相等於10,070,000港元)。二零一五年四月七日，人民法院按承包商申請對廣州物業內數個單位發出查封令，以保存承包商根據訴訟總價值達人民幣15,000,000元(相等於16,769,000港元)之權益。

### FINANCIAL REVIEW (Continued)

#### Contingent liabilities (Continued)

Pursuant to the first trial written judgement issued by the People's Court on 24 June 2016 (the "First Trial Judgement"), the People's Court has ruled:

- (i) Yingrui to make a one-off payment of RMB7,662,183 (equivalent to HK\$8,566,000), being the construction fee, plus the interest accrued for the period from 13 September 2013 to the payment date calculated daily at the similar lending rate published by The People's Bank of China for the same period to the Contractor;
- (ii) Yingrui to return the performance bond of RMB1,000,000 (equivalent to HK\$1,118,000) by making a one-off payment plus the interest accrued for the period from 1 October 2013 to the payment date calculated daily at the similar lending rate published by The People's Bank of China for the same period to the Contractor;
- (iii) the Contractor's other claims on the Proceeding be dismissed; and
- (iv) Yingrui to pay RMB239,207 (equivalent to HK\$267,000), being part of all the costs of the First Trial Judgement.

Having consulted with its legal advisers, Yingrui lodged an appeal against the First Trial Judgement to the Intermediate People's Court of Guangzhou City in July 2016 (the "Appeal").

No provision for the Proceeding was made in the consolidated financial statements of the Group for the year ended 31 December 2016 as Best Volume Investments Limited ("Best Volume"), the immediate holding company of Yingrui, has secured an unconditional undertaking from Ace Guide Holdings Limited, the ultimate beneficial owner of Yingrui prior to the acquisition of Yingrui by Best Volume in October 2014. Pursuant to the unconditional undertaking, Ace Guide Holdings Limited has agreed to pay to Best Volume or its assignee by way of damages an amount equal to any and all losses incurred by Yingrui and/or Best Volume resulting from, arising out of or in relation to the Proceeding, including without limitation payment under final effective judgement or settlement, and all other costs and expenses incurred in relation to the Proceeding.

### 財務回顧(續)

#### 或然負債(續)

根據人民法院於二零一六年六月二十四日發出之第一審判決書(「第一審判決」)，人民法院裁定：

- (i) 迎瑞向承包商一次性支付建造費人民幣7,662,183元(相等於8,566,000港元)及由二零一三年九月十三日起至支付日期止期間之應計利息，有關利息按中國人民銀行就相同期間公佈之類似貸款利率每日計算；
- (ii) 迎瑞向承包商一次性退還履約保證金人民幣1,000,000元(相等於1,118,000港元)及由二零一三年十月一日起至支付日期止期間之應計利息，有關利息按中國人民銀行就相同期間公佈之類似貸款利率每日計算；
- (iii) 承包商根據訴訟提出之其他申索被駁回；及
- (iv) 迎瑞支付第一審判決部分訟費人民幣239,207元(相等於267,000港元)。

經諮詢法律顧問意見，迎瑞已於二零一六年七月就第一審判決向廣州市中級人民法院提出上訴(「上訴」)。

本集團截至二零一六年十二月三十一日止年度之綜合財務報表概無就此訴訟作出撥備，由於Best Volume Investments Limited (「Best Volume」，迎瑞之直接控股公司)於二零一四年十月收購迎瑞前，已從Ace Guide Holdings Limited(迎瑞之最終實益擁有人)取得無條件承諾。根據無條件承諾，Ace Guide Holdings Limited 同意向Best Volume或其承讓人以損害賠償之方式支付相等於任何及全部迎瑞及／或Best Volume導致、產生或有關訴訟之損失，包括但不限於根據最終有效判決或和解所支付之款項，以及所有其他就訴訟所產生之成本及開支。

### FINANCIAL REVIEW (Continued)

#### Employees and remuneration policy

At 31 December 2016, the headcount of the Group was 42 (31 December 2015: 32). Staff costs (including directors' emoluments) for the year ended 31 December 2016 amounted to HK\$55,675,000 (2015: HK\$59,559,000). The decrease in staff costs was mainly attributable to the absence of equity-settled share-based payment expenses of HK\$12,400,000 recorded in the previous year, which was partly offset by an HK\$8,194,000 increase in directors' emoluments. In addition to basic salaries, contributions to retirement benefits scheme and discretionary bonus, staff benefits include medical scheme and share options.

#### Key performance indicators

The Company has defined the following key performance indicators ("KPIs") which are closely aligned with the performance of the Group.

### 財務回顧(續)

#### 僱員及酬金政策

於二零一六年十二月三十一日，本集團之僱員人數為42人(二零一五年十二月三十一日：32人)。截至二零一六年十二月三十一日止年度之員工成本(包括董事酬金)為55,675,000港元(二零一五年：59,559,000港元)。員工成本減少主要由於並無去年錄得之以股權結算之股份支款開支12,400,000港元，而該款項部分由增加之董事酬金8,194,000港元所抵銷。除基本薪金、退休福利計劃供款及酌情花紅外，員工福利包括醫療計劃及購股權。

#### 主要表現指標

本公司已識別以下與本集團表現緊密一致之主要表現指標(「主要表現指標」)。

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
	Notes 附註		
Revenue	收益	HK\$161,042,000 港元	HK\$184,780,000 港元
(Loss)/profit for the year attributable to owners of the Company	本年度本公司擁有人應佔(虧損)/溢利	HK\$(207,902,000) 港元	HK\$105,256,000 港元
Equity attributable to owners of the Company	本公司擁有人應佔權益	HK\$3,249,145,000 港元	HK\$3,352,310,000 港元
Return on financial assets at fair value through profit or loss	按公平值計入損益表之金融資產之回報	1 (14.28)%	(5.99)%
Return on loans receivables	應收貸款之回報	2 9.08%	8.80%
Return on capital employed in sale of jewelry products and precious stones	銷售珠寶產品及寶石所用資本之回報	3 3.18%	36.17%
Return on investment properties	投資物業之回報	4 3.04%	0.46%

#### Notes:

- Return on financial assets at fair value through profit or loss includes gains and losses arising on change in fair value, gains and losses on disposal and dividend income. It is measured as a percentage against opening fair value of financial assets at fair value through profit or loss and total investments made at cost.
- Return on loans receivables includes interest income and impairment loss recognised. It is measured as a percentage against average loans receivables (excluding accrued interest receivables).

#### 附註：

- 按公平值計入損益表之金融資產之回報包括公平值變動產生之收益及虧損、出售事項之收益及虧損以及股息收入。計算之百分比為按公平值計入損益表之金融資產之期初公平值及按成本計算之總投資。
- 應收貸款之回報包括利息收入及已確認之減值虧損。計算之百分比為平均應收貸款(不包括應收應計利息)。

### FINANCIAL REVIEW (Continued)

#### Key performance indicators (Continued)

Notes: (Continued)

- Return on capital employed in sale of jewelry products and precious stones represents segment profit or loss from sale of jewelry products and precious stones business divided by average capital employed and is measured as a percentage.
- Return on investment properties includes gains and losses arising on change in fair value, rental income and gains and losses on disposal less amortisation of intangible assets in respect of the Club, depreciation expense of the property, plant and equipment of the Club and operating lease rentals in respect of the Club. It is measured as a percentage against opening fair value of investment properties, opening carrying amounts of intangible assets in respect of the Club and opening carrying amounts of the property, plant and equipment of the Club.

Commentary on the performance of the Group against each of these KPIs is set out in “Financial Review” above and “Operations Review” below.

These KPIs are reviewed regularly and amended occasionally to correspond with the changing mix of the Group’s principal activities.

### OPERATIONS REVIEW

During the year, no revenue was generated from the Group’s film distribution business as the Group was not able to secure quality films at reasonable prices for distribution.

During the year, the Group’s sale of financial assets business reported a segment loss (before taxation) of HK\$147,180,000, which includes the loss of HK\$22,337,000 from trading of Hong Kong listed equities, the gain of HK\$17,367,000 arising on change in fair value of financial assets at fair value through profit or loss upon recognition of interests in associates, the loss of HK\$141,649,000 arising on change in fair value of financial assets at fair value through profit or loss, and the dividend income from the Hong Kong listed equities held by the Group of

### 財務回顧(續)

#### 主要表現指標(續)

附註：(續)

- 銷售珠寶產品及寶石所用資本之回報指銷售珠寶產品及寶石業務之分部溢利或虧損除以平均所用資本，並計算為百分比。
- 投資物業之回報包括公平值變動產生之收益及虧損、租金收入及出售事項之收益及虧損減有關會所之無形資產之攤銷、會所之物業、廠房及設備之折舊開支及有關會所之經營租賃租金。計算之百分比為投資物業之期初公平值、有關會所之無形資產之期初賬面值及會所之物業、廠房及設備之期初賬面值。

就本集團表現之各主要表現指標之評論載於上文「財務回顧」及下文「業務回顧」。

該等主要表現指標獲定期檢討並不時修訂，以配合本集團不斷變動之主要業務組合。

### 業務回顧

年內，由於本集團無法以合理價格取得高質素影片供發行，故本集團之電影發行業務並無產生收益。

年內，本集團銷售金融資產業務錄得分部虧損(除稅前)147,180,000港元，其中包括買賣香港上市股票虧損22,337,000港元、確認於聯營公司之權益後按公平值計入損益表之金融資產公平值變動產生之收益17,367,000港元、按公平值計入損益表之金融資產公平值變動產生之虧損141,649,000港元及由本集團持有之香港上市股票之股息收入1,347,000港元。錄得之分部虧損主要由於投資者對不確定因素採取防守策略，導致香港中小型股市之市場氣

### OPERATIONS REVIEW (Continued)

HK\$1,347,000. The reporting of the segment loss was mainly due to the poor market sentiment in small and mid-cap stocks in Hong Kong resulted from investors taking a defensive strategy towards uncertainty. Return on financial assets at fair value through profit or loss for the year ended 31 December 2016 is (14.28)% (2015: (5.99)%). The deterioration was mainly due to an HK\$8,162,000 increase in the trading loss of Hong Kong listed equities and a HK\$75,363,000 increase in the loss arising on change in fair value of financial assets at fair value through profit or loss.

During the year ended 31 December 2016, the Group acquired six Hong Kong listed equities at the aggregate acquisition cost of HK\$419,668,000 and made the trading loss of HK\$22,337,000 from disposing of seven Hong Kong listed equities with the aggregate carrying amount plus transactions costs of HK\$214,019,000 at the aggregate sale proceeds of HK\$191,682,000.

Movements in the Hong Kong listed equities held by the Group during the years ended 31 December 2016 and 2015 are as follows:

### 業務回顧(續)

氣低迷所致。截至二零一六年十二月三十一日止年度，按公平值計入損益表之金融資產之回報為(14.28)% (二零一五年：(5.99)%)。該倒退主要由於香港上市股票之買賣虧損增加8,162,000港元及按公平值計入損益表之金融資產公平值變動產生之虧損增加75,363,000港元所致。

截至二零一六年十二月三十一日止年度，本集團購入六隻香港上市股票，總收購成本為419,668,000港元；及出售七隻香港上市股票，其賬面值加交易成本總額為214,019,000港元，而出售所得款項總額為191,682,000港元，故產生買賣虧損22,337,000港元。

截至二零一六年及二零一五年十二月三十一日止年度，由本集團持有之香港上市股票之變動如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	597,658	598,705
Add: Acquisitions	加：購入	419,668	692,506
Gain arising on change in fair value of financial assets at fair value through profit or loss upon recognition of interests in associates	確認於聯營公司之權益後按公平值計入損益表之金融資產公平值變動產生之收益	17,367	—
Less: Disposals	減：出售	(213,602)	(627,267)
Transfer to interests in associates	轉讓聯營公司之權益	(135,000)	—
Loss arising on change in fair value	公平值變動產生之虧損	(141,649)	(66,286)
Carrying amount at 31 December	於十二月三十一日之賬面值	544,442	597,658

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATIONS REVIEW (Continued)

### 業務回顧(續)

Details of the Hong Kong listed equities held by the Group at 31 December 2016 are as follows:

於二零一六年十二月三十一日由本集團持有之香港上市股票之詳情如下：

Name of Hong Kong listed equities	香港上市股票名稱	Number of shares held at 31 December 2016	Fair value at 31 December 2016	Fair value as compared to the consolidated total assets of the Group at 31 December 2016	Gain/(loss) arising on change in fair value recognised in the year ended 31 December 2016
		於二零一六年十二月三十一日持有之股份數目	於二零一六年十二月三十一日之公平值 HK\$'000 千港元	公平值與本集團於二零一六年十二月三十一日綜合資產總值之比較	截至二零一六年十二月三十一日止年度已確認公平值變動所產生之收益/(虧損) HK\$'000 千港元
China Healthcare Enterprise Group Ltd. (stock code: 1143)	華夏健康產業集團有限公司 (股份代號：1143)	30,000,000	3,360	0.08%	(22,135)
Frontier Services Group Ltd. (stock code: 500)	先豐服務集團有限公司 (股份代號：500)	4,800,000	4,992	0.12%	(3,552)
Hsin Chong Group Holdings Ltd. (stock code: 404)	新昌集團控股有限公司 (股份代號：404)	90,000,000	31,950	0.75%	(37,350)
Huanxi Media Group Ltd. (stock code: 1003)	歡喜傳媒集團有限公司 (股份代號：1003)	55,610,000	144,586	3.41%	44,131
Kingston Financial Group Ltd. (stock code: 1031)	金利豐金融集團有限公司 (股份代號：1031)	33,028,000	110,644	2.61%	9,976
Lajin Entertainment Network Group Ltd. (stock code: 8172)	拉近網娛集團有限公司 (股份代號：8172)	120,000,000	78,000	1.84%	(18,349)
Sincere Watch (Hong Kong) Ltd. (stock code: 444)	Sincere Watch (Hong Kong) Ltd. (股份代號：444)	55,000,000	11,000	0.26%	(34,100)
Town Health International Medical Group Ltd. (stock code: 3886)	康健國際醫療集團有限公司 (股份代號：3886)	70,000,000	87,500	2.06%	(24,500)
Yunfeng Financial Group Ltd. (stock code: 376)	雲鋒金融集團有限公司 (股份代號：376)	13,000,000	72,410	1.71%	(55,770)
			544,442		(141,649)

### OPERATIONS REVIEW (Continued)

During the year, the Group's money lending business generated interest income on loans of HK\$49,154,000, a 32.23% decrease from HK\$72,529,000 for the previous year. This decrease was attributable to the grant of fewer new loans and the making of early repayment by a number of customers. The granting of fewer new loans was mainly attributable to the decrease in loan applications as a number of prospective customers did not meet the Group's credit screening criteria. The average monthly balance of loans receivables decreased from HK\$824,071,000 in the year ended 31 December 2015 to HK\$541,434,000 in the year ended 31 December 2016. During the year, the Group granted new loans in the aggregate principal amount of HK\$409,800,000 to its customers and received loans repayment of HK\$443,901,000 from its customers. In view of certain internal cash resources of the Group were allocated to finance the development of the Subject Land, the Group raised additional funds of HK\$64,486,000 from the placing of new shares under general mandate in February 2016 for financing the operations of its money lending business. The entire additional funds has been utilised for granting two new loans to customers. At the end of the reporting period, the directors assessed the collectability of loans receivables. As there was no objective evidence that the Group would not be able to collect all amounts due, no impairment loss on loans receivables was recognised. At 31 December 2016, the Group's loans receivables together with accrued interest receivables amounted to HK\$451,163,000 (31 December 2015: HK\$485,477,000). Return on loans receivables for the year ended 31 December 2016 is 9.08%, which is fairly constant with 8.80% in the previous year.

During the year, the Group's sale of jewelry products and precious stones business generated revenue of HK\$89,054,000, a 24.10% decrease from HK\$117,327,000 for the previous year, and reported a segment profit (before taxation) of HK\$2,468,000, an 83.37% decrease from HK\$14,838,000 for the previous year. Revenue from sale of jewelry products decreased by 11.41% from HK\$76,248,000 in the year ended 31 December 2015 to HK\$67,550,000 in the year ended 31 December 2016. Such decrease was mainly attributable to (i) the depreciation of Euro and British pound against Hong Kong dollars, and (ii) the pessimistic economic outlook in Europe after Brexit. Revenue from sale of precious stones decreased by 47.65% from HK\$41,079,000 in the year ended 31 December 2015 to HK\$21,504,000 in the year ended 31 December 2016. The decrease in revenue from

### 業務回顧(續)

年內，本集團之借貸業務產生之貸款利息收入為49,154,000港元，較去年之72,529,000港元減少32.23%。該項減少乃由於授出較少新貸款及多名客戶提早還款所致。授出較少新貸款主要由於多名潛在客戶未符合本集團之信貸篩選標準令貸款申請減少所致。應收貸款月均結餘自截至二零一五年十二月三十一日止年度之824,071,000港元減少至截至二零一六年十二月三十一日止年度之541,434,000港元。年內，本集團向其客戶授出本金總額為409,800,000港元之新貸款，並自客戶收取貸款還款443,901,000港元。鑒於本集團若干內部現金資源已分配至為發展主體地塊提供資金，本集團於二零一六年二月根據一般授權以配售新股份之形式額外籌集64,486,000港元資金，為營運借貸業務提供資金。全數額外資金均已用於向客戶作出兩筆新貸款。於報告期末，董事評估應收貸款之可收回程度。由於並無客觀證據顯示本集團將無法收回所有到期款項，故並無確認應收貸款之減值虧損。於二零一六年十二月三十一日，本集團應收貸款連同應收應計利息為451,163,000港元(二零一五年十二月三十一日：485,477,000港元)。截至二零一六年十二月三十一日止年度，應收貸款之回報為9.08%，與去年之8.80%基本持平。

年內，本集團之銷售珠寶產品及寶石業務產生之收益為89,054,000港元，較去年之117,327,000港元減少24.10%，分部溢利(除稅前)為2,468,000港元，較去年之14,838,000港元減少83.37%。銷售珠寶產品之收益由截至二零一五年十二月三十一日止年度之76,248,000港元減少11.41%至截至二零一六年十二月三十一日止年度之67,550,000港元。該減少主要由於(i)歐元及英鎊兌港元貶值及(ii)英國脫歐後歐洲經濟前景暗淡所致。銷售寶石之收益由截至二零一五年十二月三十一日止年度之41,079,000港元減少47.65%至截至二零一六年十二月三十一日止年度之21,504,000港元。銷售寶石之收益減少主要由於本集團決定於二零一六年下半年放慢銷售寶石業務之步伐，以應付因寶石市



### OPERATIONS REVIEW (Continued)

sale of precious stones was mainly due to the Group's decision to slow down its sale of precious stones business in the second half of 2016 in response to the slowdown in settling trade debts by customers, which was a direct result of the poor market sentiment on precious stones. The sale of precious stones business merely provides a single digit gross profit margin, but requires a longer than expected period for trade debts settlement. The Group is currently reviewing its business strategy as to whether or not to close down its sale of precious stones operations in order to reduce its credit risk exposure. Return on capital employed in sale of jewelry products and precious stones for the year ended 31 December 2016 is 3.18% (2015: 36.17%).

At 31 December 2016, the Group's inventories of jewelry products and precious stones, including raw materials, work-in-progress and finished goods, amounted to HK\$38,329,000 (31 December 2015: HK\$41,412,000) and the Group's sale of jewelry products and precious stones business had undelivered sale orders amounting to HK\$2,000,000 (31 December 2015: HK\$1,500,000).

During the year ended 31 December 2016, the Group's property investment business generated rental income of HK\$45,171,000, a 396.44% increase from HK\$9,099,000 for the previous year, and recorded a segment profit (before taxation) of HK\$6,433,000, whereas a segment loss (before taxation) of HK\$48,371,000 was recorded in the previous year. Return on investment properties for the year ended 31 December 2016 is 3.04% (2015: 0.46%). The significant improvement was attributable to the full year effect of the rental income as the lease of the assets of the Club commenced in October 2015 and the Guangzhou Property was acquired by the Group in November 2015. Of the total rental income, HK\$21,000,000 was generated from the assets of the Club and HK\$24,171,000 was generated from the Guangzhou Property. No rental income was generated from the Subject Land as the entire Subject Land is still at development stage.

### 業務回顧(續)

場氣氛淡靜而直接導致客戶支付貿易負債緩慢。銷售寶石業務僅提供個位數之毛利率，惟需要比預期更長之期間處理貿易債務。本集團現正檢討其業務策略，決定是否結束營運銷售寶石，以減低其信貸風險。截至二零一六年十二月三十一日止年度之銷售珠寶產品及寶石所用資本之回報為3.18% (二零一五年：36.17%)。

於二零一六年十二月三十一日，本集團之珠寶產品及寶石存貨(包括原材料、在製品及製成品)為38,329,000港元(二零一五年十二月三十一日：41,412,000港元)及本集團之銷售珠寶產品及寶石業務有2,000,000港元之未交貨銷售訂單(二零一五年十二月三十一日：1,500,000港元)。

於截至二零一六年十二月三十一日止年度，本集團之物業投資業務產生之租金收入為45,171,000港元，較去年之9,099,000港元增加396.44%；並錄得分部溢利(除稅前)6,433,000港元，而去年則錄得分部虧損(除稅前)48,371,000港元。於截至二零一六年十二月三十一日止年度，物業投資之回報為3.04% (二零一五年：0.46%)。該重大改善主要由於在二零一五年十月開始租賃會所之資產及本集團於二零一五年十一月收購廣州物業之租金收入之全年影響所致。總租金收入當中，21,000,000港元來自會所之資產，而24,171,000港元則來自廣州物業。由於整塊主體地塊仍處於開發階段，故尚未產生租金收入。

### OPERATIONS REVIEW (Continued)

Since the third quarter of 2016, the Group has been approached by and in discussion with several prospective purchasers for the sale and purchase of the Club and the Subject Land. As disclosed in the Company's announcement dated 29 August 2016, the Group entered into a non-legally binding memorandum of understanding with one of the prospective purchasers for the possible sale and purchase of the entire shareholding interest in Smart Title. The major assets of Smart Title and its subsidiaries are the Club and the Subject Land. Despite the possible sale and purchase of the entire shareholding interest in Smart Title not being materialised, the Group is still being approached by various prospective purchasers for the proposed sale and purchase of the Club and the Subject Land.

The development of the Subject Land is divided into three phases, in which the first phase involves erecting nine hotel villas with a total gross floor area of 21,661 square meters, the second phase involves erecting 29 hotel villas with a total gross floor area of 33,000 square meters, and the third phase is a development of a five-storey high-end hotel apartment complex with restaurants, multi-function room facilities and approximately 100 hotel apartment units with a total gross floor area of 25,000 square meters. At the end of the year, the first phase development was substantially completed. In view of being approached by various prospective purchasers for the sale and purchase of the Club and the Subject Land, the Group is considering to re-examine its business strategy for the Subject Land in order to maximising the shareholders' value. The Group may delay the marketing activity for leasing the hotel villas and/or slow down the pace of the development of the Subject Land as so to keep the Subject Land as an unoccupied site for sale.

Taking into account the development costs already incurred, the remaining total budgeted development costs to be incurred by the Group for the Subject Land at 31 December 2016 is approximately RMB860,061,000 (equivalent to HK\$961,488,000). It is currently expected that the remaining total budgeted development costs will be financed by the Group's internal resources and the rental income generated from the assets of the Club and the Subject Land.

### 業務回顧(續)

自二零一六年第三季度起，本集團已就買賣會所及主體地塊與數名有意買方接洽並進行商討。誠如本公司日期為二零一六年八月二十九日之公佈所披露，本集團與其中一名潛在買方訂立不具法律約束力之諒解備忘錄，內容有關 Smart Title 全部持股權益之可能出售事項。Smart Title 及其附屬公司之主要資產為會所及主體地塊。儘管可能出售 Smart Title 全部持股權益不會實行，本集團仍就潛在買賣會所及主體地塊與多名有意買方接洽。

主體地塊之開發分為三個階段，其中第一階段包括興建九棟別墅酒店，總建築面積為 21,661 平方米，第二階段包括興建 29 棟別墅酒店，總建築面積為 33,000 平方米，及第三階段包括開發餐廳、多用途活動室設施及約 100 個酒店公寓單位之五層高端酒店公寓綜合體，總建築面積為 25,000 平方米。年末，第一階段開發大致完成。鑒於就買賣會所及主體地塊與多名有意買方接洽，本集團考慮重新檢討其主體地塊之業務策略，以將股東價值擴至最大。本集團可能延遲租賃別墅酒店之市場推廣活動及／或減緩主體地塊之開發步伐，以維持主體地塊為可供出售之未經佔用土地。

經計及已產生之開發成本，由本集團將產生之主體地塊之總預算開發成本餘額於二零一六年十二月三十一日約為人民幣 860,061,000 元（相等於 961,488,000 港元）。目前預期總預算開發成本餘額將以本集團之內部資源以及會所資產及主體地塊所產生之租金收入撥支。

### OPERATIONS REVIEW (Continued)

At the end of the reporting period, the directors performed an impairment test for the intangible assets relating to (i) the rights to construct and operate the club facilities of the Club, and (ii) the rights to develop and operate the Subject Land and the rights to manage the properties erected on the Subject Land with reference to the valuation report prepared by an independent valuer. As the recoverable amounts of the intangible assets exceeded their carrying amounts, no impairment was required.

At the end of the reporting period, the directors measured the fair value of the Guangzhou Property. Based on a property valuation report prepared by another independent valuer, the fair value of the Guangzhou Property increased from RMB498,700,000 at 31 December 2015 to RMB501,900,000 at 31 December 2016. Accordingly, the Group recognised a gain of HK\$3,733,000 (equivalent to RMB3,200,000) arising on change in fair value of investment properties. However, the gain arising on change in fair value was not reflected in the carrying amount of the Guangzhou Property at 31 December 2016. As the Renminbi to Hong Kong dollars exchange rate fell by approximately 6.34% from 31 December 2015 to 31 December 2016, an exchange realignment of HK\$38,092,000 for translating the Guangzhou Property from Renminbi to Hong Kong dollars at the closing rate at 31 December 2016 was recorded. Such exchange realignment not only offset the gain of HK\$3,733,000 arising on change in fair value entirely, but also reduced the carrying amount of the Guangzhou Property by HK\$34,359,000.

In order to enable the Group to dispose of its investment in SkyNet in an effective and efficient manner, the directors proposed to seek approvals from the Company's shareholders for granting a 12-month mandate to the directors for disposing of up to 52,500,000 shares in SkyNet held by the Group on 8 January 2016. The 12-month disposal mandate constitutes a very substantial disposal of the Company under the Listing Rules and was approved by the shareholders at the special general meeting of the Company held on 12 May 2016. At 30 June 2016, the Group re-measured its investment in the 52,500,000 shares in SkyNet at market price and, for the sake of prudence, recognised an impairment loss of HK\$57,750,000 in respect of available-for-sale financial assets reclassified from equity to profit or loss. Due to the thin trading volume of the shares in SkyNet, the Group entered into the placing agreement

### 業務回顧(續)

於報告期末，董事已參照獨立估值師編製之估值報告對有關(i)建設及經營會所之會所設施之權利，及(ii)開發及經營主體地塊之權利以及管理主體地塊上已建物業之權利之無形資產進行減值測試。由於無形資產之可收回金額超過賬面值，故毋須作出減值。

於報告期末，董事已計量廣州物業之公平值。按另一獨立估值師編製之物業估值報告，廣州物業之公平值自二零一五年十二月三十一日之人民幣498,700,000元上升至二零一六年十二月三十一日之人民幣501,900,000元。因此，本集團確認投資物業公平值變動產生之收益3,733,000港元(相等於人民幣3,200,000元)。然而，廣州物業於二零一六年十二月三十一日之賬面值並無反映公平值變動產生之收益。由於自二零一五年十二月三十一日至二零一六年十二月三十一日，人民幣兌港元匯率下跌約6.34%，故按於二零一六年十二月三十一日之收市匯率將廣州物業由人民幣換算為港元錄得匯兌調整38,092,000港元。有關匯兌調整不僅全數對銷公平值變動產生之收益3,733,000港元，更使廣州物業之賬面值減少34,359,000港元。

為了以有效及高效方式出售本集團於航空互聯之投資，董事於二零一六年一月八日建議尋求本公司股東批准向董事授出12個月授權，以出售本集團所持最多52,500,000股航空互聯股份。根據上市規則，該12個月出售授權構成本公司之非常重大出售事項，並已於二零一六年五月十二日舉行之本公司股東特別大會上獲股東批准。於二零一六年六月三十日，本集團按市價重新計量其於航空互聯之52,500,000股股份之投資，並基於謹慎原因確認可供出售金融資產減值虧損由權益重新分類至損益表57,750,000港元。由於航空互聯股份之成交單薄，故於二零一六年十一月二十三日，本集團與配售代理訂立配售協議以每股4.80港元之價格向兩名獨立投資者配售由本集團所持最多25,000,000股航空互聯股份。於二零一六年十一月三十日及二零一六年十二月五日，根據配售協議以配

### OPERATIONS REVIEW (Continued)

with a placing agent for placing up to 25,000,000 shares in SkyNet held by the Group at a price of HK\$4.80 per share to two independent investors on 23 November 2016. On 30 November 2016 and 5 December 2016, 18,750,000 shares and 6,250,000 shares in SkyNet held by the Group were placed to two independent investors respectively at a placing price of HK\$4.80 per placing share pursuant to the placing agreement. Upon completion of the placing, the Group held 27,500,000 shares in SkyNet and recognised a cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets of HK\$22,500,000. The placing of the 25,000,000 shares in SkyNet did not constitute a disposal under the disposal mandate. Other than the placing of the 25,000,000 shares in SkyNet, no shares in SkyNet were disposed of during the year.

On 12 September 2016, the Group acquired 500,000,000 shares in China Healthwise at the aggregate consideration of HK\$117,633,000 (including transaction costs) for securities trading. The 500,000,000 shares in China Healthwise represented approximately 8.45% of the issued share capital of China Healthwise and were accounted for as financial assets at fair value through profit or loss for financial reporting purposes. Following the appointment of Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton as executive directors of China Healthwise on 11 October 2016, the Group was regarded as having significant influence over China Healthwise and the 500,000,000 shares in China Healthwise were accounted for as interest in an associate for financial reporting purposes. In recognising the cost of investment, the Group re-measured the 500,000,000 shares in China Healthwise at fair value and recognised a gain of HK\$17,367,000 arising on change in fair value of financial assets at fair value through profit or loss upon recognition of interests in associates in profit or loss. Following the resignation of Mr. Cheung Kwok Wai Elton as an executive director of China Healthwise on 16 December 2016, the Group was regarded as losing significant influence over China Healthwise and China Healthwise ceased to be an associate of the Group. Accordingly, the Group's investment in China Healthwise has been accounted for as available-for-sale financial assets for financial reporting purposes and a loss on deemed disposal of an associate of HK\$21,500,000 was recognised in profit or loss. During the year, no shares in China Healthwise were disposed of.

### 業務回顧(續)

售價每股4.80港元分別向兩名獨立投資者配售由本集團所持18,750,000股及6,250,000股航空互聯股份。於配售完成後，本集團持有27,500,000股航空互聯股份，及確認於終止確認可供出售金融資產後由權益重新分類至損益表之累計收益22,500,000港元。配售25,000,000股航空互聯股份並不構成出售授權項下之出售事項。除配售25,000,000股航空互聯股份之外，年內並無出售任何航空互聯股份。

於二零一六年九月十二日，本集團按總代價117,633,000港元(包括交易成本)購入中國智能健康之500,000,000股股份作證券買賣。中國智能健康之500,000,000股股份佔中國智能健康已發行股本約8.45%，並就財務報告而言已入賬為按公平值計入損益表之金融資產。隨著李雄偉先生及張國偉先生於二零一六年十月十一日獲委任為中國智能健康執行董事後，本集團被視作對中國智能健康有重大影響力，而500,000,000股中國智能健康股份就財務報告而言已入賬為於一間聯營公司之權益。於確認投資成本時，本集團按公平值重新計量中國智能健康之500,000,000股股份，並於損益表確認於聯營公司之權益後按公平值計入損益表之金融資產公平值變動產生之收益17,367,000港元。隨著張國偉先生於二零一六年十二月十六日辭任中國智能健康執行董事後，本集團被視作失去對中國智能健康之重大影響力，而中國智能健康不再為本集團之聯營公司。因此，本集團於中國智能健康股份之投資就財務報告而言已入賬為可供出售金融資產，且已於損益表確認視作出售一間聯營公司虧損21,500,000港元。年內，並無出售任何中國智能健康股份。

### OPERATIONS REVIEW (Continued)

At the end of the reporting period, the Group measured its investments in SkyNet and China Healthwise, which have been accounted for as available-for-sale financial assets for financial reporting purposes, at market price. As the fair value of the 27,500,000 shares in SkyNet and the 500,000,000 shares in China Healthwise in aggregate exceeded their carrying amounts by HK\$144,250,000, a gain of HK\$144,250,000 arising on revaluation of available-for-sale financial assets was recognised in other comprehensive income.

Details of the available-for-sale financial assets (other than the club debenture of HK\$172,000) held by the Group at 31 December 2016 are as follows:

### 業務回顧(續)

於報告期末，本集團就其於航空互聯及中國智能健康之投資(就財務報告而言已入賬為可供出售金融資產)按市價計量。由於27,500,000股航空互聯股份及500,000,000股中國智能健康股份之公平值合共超過其賬面值144,250,000港元，故重估可供出售金融資產產生之收益144,250,000港元已於其他全面收益表中確認。

於二零一六年十二月三十一日，本集團持有之可供出售金融資產(會所債券172,000港元除外)之詳情如下：

Name of Hong Kong listed equities	香港上市股票名稱	Number of shares held at 31 December 2016	Fair value at 31 December 2016	Fair value as compared to the consolidated total assets of the Group at 31 December 2016	Gain/(loss) arising on revaluation recognised in the year ended 31 December 2016
SkyNet (stock code: 8176)	航空互聯 (股份代號：8176)	27,500,000	258,500	6.09%	151,250
China Healthwise (stock code: 348)	中國智能健康 (股份代號：348)	500,000,000	106,500	2.51%	(7,000)
			365,000		144,250

Depending on their business fundamentals and development, and share price performance, the directors intend to sell the Group's investments in SkyNet and China Healthwise as and when appropriate.

根據其業務基礎、發展及股價表現，董事擬於適當時候出售本集團於航空互聯及中國智能健康之投資。

### OPERATIONS REVIEW (Continued)

The Spark Concept Group is operating two Japanese noodle shops (麵鮮醬油房周月) in Central and Quarry Bay, and a high-end Japanese restaurant (料理人 上田) in Central. During the year, the Spark Concept Group reported a loss of HK\$2,337,000, a 14.33% decrease from HK\$2,728,000 for the previous year. As the Group's share of post-acquisition losses equals to its interests in Spark Concept, no further share of losses was recognised for the year. The decrease in loss was mainly attributable to the closure of the loss making Japanese noodle shop in Hunghom in February 2016. No further cash was advanced to the Spark Concept Group by the Group during the year. In view of the decrease in the consolidated net assets (before shareholders' loans) of the Spark Concept Group, an impairment loss of HK\$400,000 was further recognised against the amount due from the Spark Concept Group. At 31 December 2016, the Spark Concept Group owed the Group an amount of HK\$7,393,000 (before impairment of HK\$5,696,000), which is unsecured, non-interest bearing and repayable on demand. As announced by the Michelin Guide in November 2016, the Japanese noodle shops (麵鮮醬油房周月) in Central and Quarry Bay are again awarded the Bib Gourmand rating in the Michelin Guide Hong Kong Macau 2017.

### FUTURE PROSPECTS

International forecasters fear that 2017 will not be a big improvement on 2016 for a sluggish global economy. The global economy is facing a lot of challenges, including Brexit, European instability, an aggressive interest rate rises by the United States ("US") Federal Reserve and an unclear US trade policy under President Donald Trump. As such, the directors expect the Hong Kong equity market remains volatile in 2017. However, the directors recognise that market volatility and downturns can often coincide with a good opportunity to acquire equities at a better price. In 2017, the directors will cautiously monitor the Hong Kong equity market and actively seek equities which are believed to be undervalued and/or to have a sustainable business growth. In relation to the Group's existing equity portfolio, the directors believe that the future performance is largely affected by economic factors, investor sentiment, demand and supply balance of an investee company's shares and fundamentals of an investee company, such as investee company's news, business fundamentals and development, financial performance and future prospects. Accordingly, the directors closely monitor the above factors, particularly the fundamentals of each individual investee company in the Group's existing equity portfolio, and proactively adjust the Group's equity portfolio mix in order to improve its performance.

### 業務回顧(續)

Spark Concept集團於中環及鰂魚涌經營兩家日本麵店(麵鮮醬油房周月)及於中環經營一家高端日本餐廳(料理人 上田)。年內, Spark Concept集團錄得虧損2,337,000港元,較去年之2,728,000港元減少14.33%。由於本集團應佔收購後虧損相等於其於Spark Concept之權益,故年內並無進一步確認應佔虧損。虧損減少乃主要由於二零一六年二月關閉位於紅磡之虧損日本麵店所致。年內,本集團並無向Spark Concept集團墊支額外現金。鑒於Spark Concept集團之綜合資產淨值(未扣除股東貸款)減少,已就應收Spark Concept集團款項確認減值虧損400,000港元。於二零一六年十二月三十一日,Spark Concept集團結欠本集團7,393,000港元(未扣除減值5,696,000港元)之金額為無抵押、免息及須按要求償還。誠如米芝蓮指南於二零一六年十一月所公佈,中環及鰂魚涌之日本麵店(麵鮮醬油房周月)於《香港及澳門米芝蓮指南2017》中再次獲選為Bib Gourmand評級餐廳。

### 未來前景

全球經濟低迷,國際預測員憂慮二零一七年較二零一六年將不會有重大改善。環球經濟正面臨重重挑戰,包括英國脫歐、歐洲動盪、美國(「美國」)聯邦儲備局大幅上調利率,以及在總統特朗普管治下美國貿易政策未明。因此,董事預期香港股票市場於二零一七年仍然波動。然而,董事認為市場波動及低迷,正是以較佳價格買入股票的良機。於二零一七年,董事將審慎監察香港股票市場,並積極物色價格被低估及/或有可持續業務增長之股票。本集團之現有股票組合方面,董事相信未來表現會受經濟因素、投資者氣氛、被投資公司股票之供求情況及被投資公司之基礎(如被投資公司之消息、業務基礎及發展、財務表現及未來前景)所嚴重影響。故此,董事將審慎監察上述因素,尤其本集團現有股票組合之各間被投資公司之基礎,並積極調整本集團之股票投資組合,以改善其表現。

### FUTURE PROSPECTS (Continued)

In view of the challenges faced by the global economy, the directors expect the Hong Kong economy remains uncertain in 2017. Accordingly, the Group adopts a more cautious approach in screening customers and approving new loans in order to mitigate its credit risk. The directors expect the performance of the Group's money lending business in 2017 is more or less the same as 2016.

The growth of the Group's sale of jewelry products and precious stones business slowed down significantly in 2016, which was a direct result of the depreciation of Euro and British pound against Hong Kong dollars, the gloomy economy in Europe and the poor market sentiment on precious stone. According to the Group's latest sale data, there is no sign of improvement in European market. In addition, the Middle East market is deteriorating due to a drop in number of tourists visiting the Middle East countries. As such, the directors expect the sale of the Group's sale of jewelry products and precious stones business may experience a decline in 2017.

As the Group may delay its marketing activity for leasing the hotel villas of the Subject Land and/or slow down the pace of the development of the Subject Land, the directors expect the rental income of the Group's property investment business for 2017 is more or less the same as 2016.

In 2017, the directors will continue to cautiously monitor the business environment and strengthen the Group's business foundation by focusing the Group's existing businesses. In addition, the directors will continue to cautiously identify suitable investment opportunities for the Group to diversify its businesses and broaden its revenue.

### 未來前景(續)

鑒於全球經濟面臨挑戰，董事預期二零一七年香港經濟仍然不明朗。因此，本集團採納更為審慎之方式篩選客戶及批准新貸款，以減輕其信貸風險。董事預計本集團借貸業務於二零一七年之表現與二零一六年大致相若。

本集團銷售珠寶產品及寶石業務之增長於二零一六年顯著放緩，乃直接由於歐元及英鎊兌港元貶值、歐洲經濟不景及寶石市場氣氛疲弱所致。根據本集團之最新銷售數據，歐洲市場未見任何改善跡象。此外，中東市場由於到訪中東國家之遊客人數下跌而轉差。因此，董事預期二零一七年本集團銷售珠寶產品及寶石業務將下跌。

鑒於本集團可能延遲進行租賃主體地塊別墅酒店之推廣活動及／或減慢主體地塊之發展速度，故董事預期本集團物業投資業務於二零一七年之租金收入與二零一六年大致相若。

於二零一七年，董事將繼續審慎監察業務環境，並透過集中發展本集團現有業務，加強本集團之業務基礎。此外，董事將繼續審慎識別合適投資機會，讓本集團達致業務多元化及擴闊收益。

### EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 December 2016 and up to the date of this annual report, the Group had the following material events:

- (a) The fair value of the Group's financial assets at fair value through profit or loss decreased from HK\$544,442,000 at 31 December 2016 to HK\$466,589,000 at the date of this annual report.
- (b) The fair value of the Group's available-for-sale financial assets decreased from HK\$365,172,000 at 31 December 2016 to HK\$291,672,000 at the date of this annual report.
- (c) The validity of the writ of summons in High Court Action No. 9 of 2014 dated 3 January 2014 and issued by The Grande Holdings Limited (in liquidation), Roderick John Sutton (as joint and several provisional liquidator of The Grande Holdings Limited), Fok Hei Yu (as joint and several provisional liquidator of The Grande Holdings Limited) and 65 other companies listed as plaintiffs against 25 defendants inclusive of One Synergy was expired on 2 January 2017 and has not been extended by the plaintiffs after 2 January 2017.
- (d) After the Appeal was heard by the Intermediate People's Court of Guangzhou City, a judgement was handed down on 9 January 2017 dismissing the Appeal and upholding the First Trial Judgement. On 15 March 2017, Yingrui and the Contractor entered into a settlement agreement, pursuant to which Yingrui agreed to pay the Contractor a sum of RMB9,700,000 (equivalent to HK\$10,844,000) within three days from the date of the settlement agreement as full and final settlement of the Proceeding. On the same day, Ace Guide Holdings Limited deposited an amount of RMB9,700,000 (equivalent to HK\$10,844,000) into Yingrui's bank account and Yingrui paid the said amount as settlement payment to the Contractor pursuant to the settlement agreement. On 16 March 2017, the People's Court has ruled the seizure on certain units of the Guangzhou Property in the aggregate value of RMB15,000,000 (equivalent to HK\$16,769,000) be released.

### 報告期後事項

於二零一六年十二月三十一日後及直至本年報日期，本集團有以下重大事項：

- (a) 本集團之按公平值計入損益表之金融資產之公平值由二零一六年十二月三十一日之544,442,000港元減少至本年報日期之466,589,000港元。
- (b) 本集團之可供出售金融資產之公平值由二零一六年十二月三十一日之365,172,000港元減少至本年報日期之291,672,000港元。
- (c) 嘉域集團有限公司(清盤中)、沈仁諾(作為嘉域集團有限公司之共同及個別臨時清盤人)、霍義禹(作為嘉域集團有限公司之共同及個別臨時清盤人)及65間其他公司作為原告人在日期為二零一四年一月三日之高等法院二零一四年第9號訴訟中向25名被告人(當中包括One Synergy)發出傳訊令狀之有效期於二零一七年一月二日屆滿，且於二零一七年一月二日後原告人並未延續該傳訊令狀。
- (d) 於廣州市中級人民法院進行上訴聆訊後，並於二零一七年一月九日宣佈駁回上訴及維持第一審判決。於二零一七年三月十五日，迎瑞及承包商訂立和解協議，據此，迎瑞同意於和解協議日期起三日內向承包商支付合共人民幣9,700,000元(相等於10,844,000港元)，以全面及最終解決訴訟。同日，Ace Guide Holdings Limited將人民幣9,700,000元(相等於10,844,000港元)存入迎瑞之銀行賬戶，而迎瑞根據和解協議向承包商支付上述金額作為和解金額。於二零一七年三月十六日，人民法院裁定解除扣押總值人民幣15,000,000元(相等於16,769,000港元)之廣州物業若干單位。



### PRINCIPAL RISKS AND UNCERTAINTIES

A summary of the principal risks and uncertainties which may impact the Group's financial conditions, results of operations or future performance and how the Group to mitigate these risks is set out below.

This summary should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties faced by the Group, but rather those risks which the Group currently believes may have a significant impact on the Group's performance and future prospects.

### 主要風險及不明朗因素

可能影響本集團之財務狀況、營運業績或未來表現之主要風險及不明朗因素概要及本集團如何緩解該等風險載於下文。

此概要不應被視作對本集團面臨之所有潛在風險及不明朗因素之完整詳盡陳述，惟本集團現時相信該等風險可能對本集團之表現及未來前景構成重大影響。

<i>Principal risks</i> 主要風險	<i>Description</i> 內容	<i>Mitigating actions</i> 舒緩措施
Strategic risk 策略性風險	Strategic risk is the risk that medium and long-term profitability and/or reputation of the Group could be adversely impacted by the failure either to identify or implement the correct strategy, or to react appropriately to changes in the business environment. 策略性風險為因未能識別或實施正確策略或對營業環境變化作出適當反應而對本集團中期及長期盈利能力及／或聲譽造成不利影響之風險。	<ul style="list-style-type: none"> <li>• Extensive investment management experience of the Board. 董事會於投資管理之豐富經驗。</li> <li>• Regularly review on strategy and performance of each business unit. 定期檢討各業務單位之策略及表現。</li> <li>• Perform comprehensive due diligence on all potential acquisitions. 就所有潛在收購事項進行全面盡職審查。</li> </ul>
Economic risk 經濟風險	Economic risk is the risk of any downturn in economic conditions could impact the Group's performance through higher bad debts as a result of customers' inability to repay loans and lower asset values. 經濟風險為任何經濟環境之下行風險，或會透過客戶無力償還貸款而導致壞賬增加及資產價值降低而影響本集團表現。	<ul style="list-style-type: none"> <li>• Regularly review forward looking indicators to identify economic conditions. 定期檢討前瞻性指標以識別經濟環境。</li> </ul>
Credit risk 信貸風險	Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. 信貸風險為倘金融工具之客戶或交易對手於到期時未能履行其合約責任，本集團承受財務虧損之風險。	<ul style="list-style-type: none"> <li>• Fully understand customers and carry out credit quality assessment on customers before granting loans. 於授出貸款前全面了解客戶並對客戶進行信貸質素評估。</li> <li>• Regularly monitor loans receivables and assess for their recoverability. 定期監察應收貸款及評核其可回收程度。</li> <li>• Limit credit risk exposure by granting loan to any single customer of not more than 8% of the consolidated total assets of the Group. 透過向任何單一客戶授出不多於本集團綜合資產總值8%之貸款以限制信貸風險。</li> <li>• Make rental contracts with tenants with an appropriate credit history. 與擁有適當信貸往績之承租人訂立租約。</li> </ul>

### PRINCIPAL RISKS AND UNCERTAINTIES (Continued)

### 主要風險及不明朗因素(續)

<b>Principal risks</b> 主要風險	<b>Description</b> 內容	<b>Mitigating actions</b> 舒緩措施
Liquidity risk 流動資金風險	Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. 流動資金風險為本集團未能履行其到期之財務責任之風險。	<ul style="list-style-type: none"> <li>Regularly monitor liquidity and statement of financial position. 定期監察流動資金及財務狀況表。</li> <li>Maintain appropriate liquidity to cover commitments. 保留適當流動資金兌現承諾。</li> <li>Limit liquidity risk exposure by investing only in securities listed on stock exchanges. 透過僅投資於交易所上市證券限制流動資金風險。</li> <li>Ensure acceptable and appropriate finance in place, or believed to be available before committing investment projects. 承擔投資項目前確保已有或將有可接受及適當資金。</li> </ul>
Price risk 價格風險	Price risk is the risk that changes in equity prices will affect the Group's income and the value of its holdings of equities. 價格風險為將影響本集團收入及其所持股票價值之股價變動之風險。	<ul style="list-style-type: none"> <li>Regularly monitor equity portfolio to address any portfolio issues promptly. 定期監察股票投資組合以即時處理任何投資組合問題。</li> <li>Spread price risk exposure by investing a number of equities. 投資多個股票以分散價格風險。</li> </ul>
Exchange risk 匯兌風險	Exchange risk is the risk that changes in foreign exchange rates will affect the Group's income and the value of its holdings of assets. 匯兌風險為將影響本集團收入及其所持資產價值之外匯匯率變動之風險。	<ul style="list-style-type: none"> <li>Closely monitor statement of financial position and cashflow exchange risk exposures and where considered appropriate use financial instruments, such as forward exchange contracts, foreign currency options and forward rate agreements, to hedge this exchange risk. 密切監察財務狀況表及現金流匯兌風險，並在其認為適用的情況下使用金融工具(如遠期外匯合約、外匯期權及遠期利率協議)對沖該匯兌風險。</li> </ul>

# Management Discussion and Analysis

## 管理層討論及分析

### PRINCIPAL RISKS AND UNCERTAINTIES

(Continued)

### 主要風險及不明朗因素(續)

<i>Principal risks</i> 主要風險	<i>Description</i> 內容	<i>Mitigating actions</i> 舒緩措施
People risk 人事風險	<p>People risk is the risk of loss the services of any directors, senior management and other key personnel which could have a material adverse effect on the Group's businesses.</p> <p>人事風險為任何董事、高級管理人員及其他主要人員終止服務可能對本集團業務造成重大不利影響之風險。</p>	<ul style="list-style-type: none"> <li>• Provide competitive reward and benefit packages that ensure our ability to attract and retain the employees we need. 提供有競爭力之獎勵及福利待遇以確保本集團有能力吸引及挽留所需之人才。</li> <li>• Ensure that the staff of the Group has the right working environment to enable them to do the best job possible and maximise their satisfaction at work. 確保本集團之員工有合適之工作環境以令員工盡最大可能做好工作及令工作滿意度最大化。</li> </ul>
Legal and regulatory risk 法律及監管風險	<p>Legal and regulatory risk is the risk that a breach of laws and regulations could lead to litigation, investigations or disputes, resulting in additional costs being incurred, civil and/or criminal proceedings and reputational damage.</p> <p>法律及監管風險為違反法律及法規可能引致訴訟、調查或糾紛、產生額外成本、民事及／或刑事程序及名聲損害之風險。</p>	<ul style="list-style-type: none"> <li>• Monitor changes and developments in the regulatory environment and ensure that sufficient resources being made available to implement any required changes. 監察規管環境之變動及發展並確保可用之資源足以實施任何規定之變動。</li> <li>• Seek legal or other specialist advice as appropriate. 適當時尋求法律或其他專業人士意見。</li> </ul>

### COMPLIANCE WITH LAWS AND REGULATIONS

### 遵守法律及法規

The Group recognises the importance of compliance with the relevant laws and regulations that have a significant impact on its principal activities and the risk of non-compliance with such laws and regulations could lead to litigation, investigations or disputes, resulting in additional costs being incurred, civil and/or criminal proceedings and reputational damage.

本集團確認遵守相關法律及法規對其主要業務之重要性，不遵守該等法律及法規可能引致訴訟、調查或糾紛、產生額外成本、民事及／或刑事程序及名聲損害。

During the year, the Group has complied with (i) the Money Lenders Ordinance and the Money Lenders Regulations for its money lending business, and (ii) the Urban and Rural Planning Law of the People's Republic of China and Construction Law of the People's Republic of China for the development of the Subject Land in Mainland China.

年內，本集團已(i)就其於借貸業務遵守放債人條例及放債人規例；及(ii)就於中國內地之主體地塊之發展遵守中華人民共和國城鄉規劃法及中華人民共和國建築法。

### CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the “**Board**”) is committed to maintaining a high standard of corporate governance, in line with the principles of the code provisions of the Corporate Governance Code (the “**Code**”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In the opinion of the Board, the Company had complied with the Code throughout the year ended 31 December 2016, except for:

- (a) the roles of the Chairman and the Chief Executive Officer are not segregated and are exercised by the same individual; and
- (b) the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election pursuant to the Company’s bye-laws.

The Board as a whole is responsible for performing the corporate governance duties. The Board periodically reviews and improves the corporate governance practices and standards of the Company with a view to continuously improve the Company’s corporate governance practices by assessing their effectiveness with evolving standards to meet changing circumstances and needs.

The Board has reviewed and monitored the Company’s corporate governance practices and standards on compliance with legal and regulatory requirements and the training and continuous professional development of directors. The Board has also reviewed the Company’s compliance with the Code and disclosure in the corporate governance report.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 of the Listing Rules for securities transactions by the directors of the Company. Having made specific enquiry by the Company, all directors have confirmed that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2016.

### 企業管治常規

本公司董事會(「**董事會**」)致力維持良好之企業管治水平,符合香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)附錄十四所載企業管治守則(「**守則**」)之守則條文之原則。

董事會認為,本公司於截至二零一六年十二月三十一日止年度內一直遵守守則,惟下述者除外:

- (a) 主席與行政總裁之角色沒有分開,並由同一人擔任;及
- (b) 本公司非執行董事之委任並無指定任期,惟須根據本公司之公司細則輪值告退及膺選連任。

全體董事會負責履行企業管治職責。董事會定期檢討及改善本公司之企業管治常規及標準,通過不斷演變以迎合不斷改變之情況及需要之守則,來評估其有效性,從而不斷改善本公司之企業管治常規。

董事會檢討及監督本公司的企業管治常規及符合法律與監管要求之標準,以及董事的培訓與持續專業發展。董事會亦檢討本公司就守則方面遵守及企業管治報告之披露。

### 董事證券交易

本公司已就本公司董事進行證券交易採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「**標準守則**」)。本公司作出具體查詢後,全體董事已確認,彼等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所載之規定標準。

### FINANCIAL REPORTING

The Board is responsible for presenting a balanced, clear and understandable assessment of the Company's annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The directors acknowledge that it is their responsibilities for preparation of the consolidated financial statements of the Group and ensure that the consolidated financial statements are in accordance with statutory requirements and applicable financial reporting standards. The directors also ensure that the timely publication of the consolidated financial statements of the Group.

The directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquires, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Company engaged HLB Hodgson Impey Cheng Limited as its auditors for the year ended 31 December 2016. The statement by HLB Hodgson Impey Cheng Limited regarding their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditors' Report on pages 76 to 83 of the annual report.

### BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic direction and financial performance. The management, consisting of executive directors along with other senior executives, is delegated the authority and responsibility by the Board for the management of the Group. In addition, the Board has also delegated various responsibilities to the four committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Finance Committee, to assist the Board in discharging its duties and to oversee particular aspects of the Group's activities.

Decisions on important matters are specifically reserved to the Board while decisions on the Group's general operations are delegated to the management. Important matters include those affecting the Group's strategic policies, major investment and funding decisions and major commitments relating to the Group's operations.

### 財務報告

董事會負責對本公司年度及中期報告、內幕消息公佈，以及上市規則及其他監管規定之其他披露事項作出持平、清晰及易明之評估。

董事確認編製本集團綜合財務報表乃彼等之責任，並確保綜合財務報表遵守法律規定及適用財務報告準則。董事亦確保適時刊發本集團之綜合財務報表。

就董事經作出一切合理查詢後所深知、盡悉及確信，彼等並不知悉任何有關可能對本公司持續經營能力造成重大質疑之重大不明朗因素。

本公司已委聘國衛會計師事務所有限公司為本集團截至二零一六年十二月三十一日止年度之核數師。國衛會計師事務所有限公司就彼等對本集團綜合財務報表之申報責任載於年報第76至83頁之獨立核數師報告內。

### 董事會

董事會負責領導及控制本公司，並監督本集團之業務、策略性方向及財務表現。董事會已授予管理層(包括執行董事及其他高級行政人員)權力及責任管理本集團。此外，董事會亦將不同責任授予四個委員會(即審核委員會、薪酬委員會、提名委員會及財務委員會)，以協助董事會履行其職責及監督本集團活動之特定範疇。

重要事宜之決策特定由董事會作出，而本集團一般營運之決策則交由管理層作出。重要事宜包括對本集團之策略性政策、主要投資及融資決定，以及對其他有關本集團營運主要承擔構成影響之事宜。

## BOARD OF DIRECTORS (Continued)

The day-to-day management of the Group is delegated to the management. This delegation of authority includes responsibility for developing and formulating business plans and budgets of the Group for the Board's approval, operating the Group's businesses within the parameters set by the Board, keeping the Board informed of material developments of the Group's businesses, identifying and managing operation and other risk and implementing the policies and processes approved by the Board.

The composition of the Board reflects the necessary balance skills and experience desirable for effective leadership of the Company and independence in decision-making.

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

### Executive directors:

Mr. Lei Hong Wai  
(Chairman and Chief Executive Officer)  
Mr. Cheung Kwok Wai Elton  
Mr. Chan Kin Wah Billy  
Mr. Cheung Kwok Fan

### Independent non-executive directors:

Mr. Wan Shing Chi  
Mr. Ng Heung Yan  
Mr. Wong Tak Chuen

Biographical information of the directors as at the date of this report are set out in the Biographical Details of Directors on pages 73 to 75 of the annual report.

Save and except for (i) Mr. Cheung Kwok Wai Elton and Mr. Cheung Kwok Fan are brothers and (ii) each of Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton and Mr. Cheung Kwok Fan beneficially owns 50%, 25% and 25% respectively in the issued share capital of Twin Success International Limited, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance, there is no relationship between members of the Board.

## 董事會(續)

管理層獲授權負責本集團之日常管理。該等授權包括負責發展及制定本集團之業務計劃及預算以供董事會批准、在董事會定下之範圍內經營本集團業務、向董事會提供本集團業務重大發展之最新資料、確定及管理營運及其他風險，並實行董事會批准之政策及程序。

董事會之組成反映其有效領導本公司及保持決策獨立性而具備適當所需均衡技巧及經驗。

年內及截至本報告日期，本公司董事如下：

### 執行董事：

李雄偉先生  
(主席兼行政總裁)  
張國偉先生  
陳健華先生  
張國勳先生

### 獨立非執行董事：

尹成志先生  
吳向仁先生  
黃德銓先生

於本報告日期之董事履歷資料載於年報第73至75頁「董事履歷詳情」一節內。

除(i)張國偉先生及張國勳先生為兄弟及(ii)李雄偉先生、張國偉先生及張國勳先生分別於本公司之主要股東(定義見證券及期貨條例第XV部)Twin Success International Limited之已發行股本實益擁有50%、25%及25%外，各董事會成員概無關係。

## BOARD OF DIRECTORS (Continued)

The Company Secretary of the Company is responsible to keep minutes of all Board and committee meetings. Draft minutes are normally circulated to the directors for comment within a reasonable time after each meeting and the final version is open for directors' inspection.

The directors are able, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses. The Board shall resolve to provide separate appropriate independent professional advice to the directors to assist the relevant directors to discharge their duties.

The Company prepares a monthly update on the Group's performance and position to all directors to enable the Board as a whole and each director to discharge their duties and responsibilities.

During the year ended 31 December 2016, the Board at all times met the requirements Rules 3.10(1) and (2), and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive directors (representing not less than one-third of the Board) with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

For a director to be considered independent, that director should not have any direct or indirect material interest in the Group. In determining the independence of directors, the Board follows the requirement set out in the Listing Rules. The Company has received from each of the independent non-executive directors an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules in respect of the year ended 31 December 2016. The Company considers all of the independent non-executive directors are independent. No independent non-executive director has served the Company for more than nine years.

The directors are fully insured under the directors' and officers' liability insurance policy for indemnification against costs, charges, losses, expenses and liabilities that may be incurred by them in the execution and discharge of their duties.

The directors are committed to complying with code provision A.6.5 of the Code on directors' training. All directors have participated in continuous professional and provided a record of training they received for the year ended 31 December 2016 to the Company.

## 董事會(續)

本公司之公司秘書負責就所有董事會及委員會會議之會議記錄存檔。會議記錄草稿一般於各會議後一段合理時間內向董事傳閱以收集意見，最終版本將公開以供董事審閱。

董事可於提出合理要求後，在適當情況下尋求獨立專業意見，費用由本公司承擔。董事會將議決向董事提供個別適當之獨立專業意見，以協助相關董事履行其職務。

本公司就本集團之表現及狀況為全體董事編製每月最新資料，以讓董事會整體及各董事履行其職務及職責。

截至二零一六年十二月三十一日止年度內，董事會一直遵守上市規則第3.10(1)及(2)條，以及第3.10A條有關委任最少三名獨立非執行董事(佔董事會人數不少於三分之一)而最少一名獨立非執行董事具備適當專業資格或會計或相關財務管理專長之規定。

董事不得於本集團擁有任何直接或間接重大權益，方被視為獨立。於釐定董事之獨立性時，董事會遵從上市規則載列之規定。本公司已收到各獨立非執行董事根據上市規則第3.13條所發出有關其於截至二零一六年十二月三十一日止年度之獨立性之年度確認書。本公司認為全體獨立非執行董事均具獨立性。概無獨立非執行董事服務本公司超過九年。

董事乃受董事及高級人員之責任保險全面保障，以向董事們在執行及履行彼等之職務時而產生之成本、費用、損失、開支及責任作出賠償。

董事已承諾遵守董事培訓守則之守則條文第A.6.5條。全體董事已參與持續專業培訓，並向本公司提供彼等於截至二零一六年十二月三十一日止年度接受培訓之記錄。

### BOARD OF DIRECTORS (Continued)

A summary of training received by the directors during the year ended 31 December 2016 is as follows:

#### Executive directors:

Mr. Lei Hong Wai  
Mr. Cheung Kwok Wai Elton  
Mr. Chan Kin Wah Billy  
Mr. Cheung Kwok Fan

#### 執行董事：

李雄偉先生  
張國偉先生  
陳健華先生  
張國勳先生

#### Independent non-executive directors:

Mr. Wan Shing Chi  
Mr. Ng Heung Yan  
Mr. Wong Tak Chuen

#### 獨立非執行董事：

尹成志先生  
吳向仁先生  
黃德銓先生

#### Note 1:

- 1: Relevant reading or video  
2: Courses, seminars or workshops

#### Note 2:

- A: Corporate governance and regulatory  
B: Auditing, financial reporting and taxation

On 16 December 2016, the Chairman of the Board held meeting with the independent non-executive directors, without the presence of the executive directors.

### BOARD DIVERSITY POLICY

During the year, the Board adopted a board diversity policy setting out the approach to achieve diversity on the Board. The Company considers diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

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

### 董事會(續)

截至二零一六年十二月三十一日止年度，董事接受之培訓概要如下：

Types of training 培訓類型 (Note 1) (附註1)	Subject of training 培訓主題 (Note 2) (附註2)
--	--

1 & 2	A & B
1 & 2	A & B
1 & 2	A & B
1 & 2	A & B

#### 附註1：

- 1： 相關讀物或影片  
2： 課程、研討會或工作坊

#### 附註2：

- A： 企業管治及監管  
B： 審計、財務報告及稅務

於二零一六年十二月十六日，董事會主席與獨立非執行董事舉行會議，而執行董事並無出席。

### 董事會多元化政策

年內，董事會採納董事會多元化政策，當中載列達致董事會多元化之方法。本公司認為董事會成員多元化可透過考慮多方面後達致，包括但不限於性別、年齡、文化及教育背景、專業經驗、技巧及知識。所有董事會委任均以用人唯才為原則，以客觀準則考慮人選，並已充分考慮董事會多元化之裨益。

人選將根據一系列多元化之觀點與角度挑選，包括但不限於性別、年齡、文化及教育背景、專業經驗、技巧及知識。最終決定將在考慮獲選人選將為董事會帶來之好處及貢獻而作出。



### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 of the Code requires that the role of chairman and chief executive officer should be separate and should not be performed by the same individual. During the year, Mr. Lei Hong Wai has taken up the roles of the Chairman of the Board and the Chief Executive Officer of the Company. Mr. Lei possesses essential leadership skills and has extensive experience in corporate management and business development. The Board is of the view that currently vesting the roles of the Chairman and the Chief Executive Officer in the same person provides the Group with strong and consistent leadership and allows for more effective and efficient business planning and decisions as well as execution of long-term business strategies.

### TERMS OF NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the Code requires that non-executive directors should be appointed for a specific term, subject to re-election. All non-executive directors of the Company are not appointed for a specific term, but are subject to retirement from office by rotation and re-election in accordance with the provisions of the Company's bye-laws. At each annual general meeting, one-third of the directors for the time being, (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every director shall be subject to retirement by rotation at least once every three years. As such, the Company considers that such provision is sufficient to meet the underlying objective of this code provision.

### BOARD COMMITTEES

The Board has established four committees with clearly defined written terms of reference. The main roles and responsibilities of these committees, including all authorities delegated to them by the Board, as set out in the terms of reference, are published on websites of the Company and the Stock Exchange. The independent views and recommendations of the four committees ensure proper control of the Group and the continual achievement of the high corporate governance standards expected of a listed company. The chairman of each committee reports the outcome of the committee's meetings to the Board for further discussions and approvals.

The majority of the members of each board committees are independent non-executive directors. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

### 主席及行政總裁

守則之守則條文第A.2.1條規定主席與行政總裁之角色應有區分，不應由同一人同時兼任。年內，李雄偉先生擔任本公司董事會主席及行政總裁。李先生具備重要領導技巧，並於企業管理及業務發展方面具有豐富經驗。董事會認為，目前由同一人擔任主席及行政總裁之角色可為本集團提供穩固及貫徹一致之領導，並使長遠業務策略之業務策劃、決策及執行更為有效。

### 非執行董事之任期

守則之守則條文A.4.1條規定，非執行董事之委任應有指定任期，並須接受重選。本公司所有非執行董事並非按指定任期委任，惟均須根據本公司之公司細則規定輪值告退及膺選連任。倘各董事須最少每三年輪席告退一次，於每屆股東週年大會上，當時董事之三分之一（或倘人數並非三之倍數，則為最接近但不少於三分之一之數）則須輪值告退。因此，本公司認為該等規定足以符合此守則條文之相關目標。

### 董事委員會

董事會已成立以書面具體列明職權範圍之四個委員會。該等委員會之主要職責及責任（包括所有獲董事會授予之權力）載於職權範圍內，刊登於本公司及聯交所網站。四個委員會之獨立觀點及建議確保妥善控制本集團及持續達致預期上市公司應有之高企業管治水平。各委員會之主席向董事會報告委員會會議之結果，以供進一步討論及批准。

各董事委員會之大部分成員為獨立非執行董事。董事委員會提供充足資源以履行彼等之責任，並應合理要求，可在適當情況下尋求獨立專業意見，費用由本公司承擔。

## BOARD COMMITTEES (Continued)

### Remuneration Committee

The Remuneration Committee comprises two independent non-executive directors, namely Mr. Ng Heung Yan and Mr. Wan Shing Chi, and one executive director, namely Mr. Lei Hong Wai. Mr. Ng Heung Yan is the chairman of the Remuneration Committee.

The Remuneration Committee is mainly responsible for making recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy and ensuring that no director or any of his associates will involve in deciding his own remuneration. The Remuneration Committee makes recommendations to the Board on the remuneration packages, including benefits in kind, pension rights and compensation payments, of individual executive directors and senior management.

During the year ended 31 December 2016, the Remuneration Committee held two meetings to review and discuss the remuneration structure and packages of each executive directors and the discretionary bonus of executive directors for making recommendations to the Board for approval.

### Nomination Committee

The Nomination Committee comprises one executive director, namely Mr. Lei Hong Wai, and two independent non-executive directors, namely Mr. Wan Shing Chi and Mr. Ng Heung Yan. Mr. Lei Hong Wai is the chairman of the Nomination Committee.

The Nomination Committee is mainly responsible for reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board, identifying potential directors and making recommendations to the Board on the appointment or re-appointment of directors.

## 董事委員會(續)

### 薪酬委員會

薪酬委員會由兩名獨立非執行董事吳向仁先生及尹成志先生，以及一名執行董事李雄偉先生組成。吳向仁先生為薪酬委員會主席。

薪酬委員會主要負責就本公司董事及高級管理人員之全體薪酬政策及架構及就設立正規而具透明度之程序制訂薪酬政策，向董事會提出建議，並確保任何董事或其任何聯繫人士不得參與決定其本身之薪酬。薪酬委員會就個別執行董事及高級管理人員之薪酬待遇，包括實物福利、退休金權利及賠償款項，向董事會提出建議。

於截至二零一六年十二月三十一日止年度內，薪酬委員會就檢討及討論每位執行董事之薪酬架構及待遇，以及執行董事之酌情花紅，已舉行兩次會議，並向董事會作出建議供其審批。

### 提名委員會

提名委員會由一名執行董事李雄偉先生，以及兩名獨立非執行董事尹成志先生及吳向仁先生組成。李雄偉先生為提名委員會主席。

提名委員會主要負責檢討董事會之架構、人數及組成(包括技能、知識及經驗)，物色潛在董事及就委任或重新委任董事向董事會提出建議。

## BOARD COMMITTEES (Continued)

### Nomination Committee (Continued)

The Nomination Committee leads the process and makes recommendations for appointments to the Board, whether as additional appointment or to fill up the casual vacancy of directorship as and when they arise, in light of challenges and opportunities facing the Company, as well as business development and requirements of the Company. In evaluating and selecting candidate(s) for directorship, the Nomination Committee considers the character and integrity, skill and expertise, professional and educational background, potential time commitment for the Board and/or committee responsibilities, and the elements of the board diversity policy etc. The Nomination Committee makes recommendation to the Board to appoint the appropriate person among the candidates nominated for directorship. Suitable candidate(s) shall be appointed by the Board in accordance with the Company's bye-laws and the Listing Rules.

During the year ended 31 December 2016, the Nomination Committee held one meeting to review the structure, size and composition of the Board.

### Finance Committee

The Finance Committee comprises one executive director, namely Mr. Chan Kin Wah Billy, and one independent non-executive director, namely Mr. Wong Tak Chuen. Mr. Chan Kin Wah Billy is the chairman of the Finance Committee.

The Finance Committee is mainly responsible for reviewing and approving banking facilities and financial instruments to be granted or issued by the Company for the Group's needs and the provision of corporate guarantees by the Company for its subsidiaries and associates.

During the year ended 31 December 2016, no Finance Committee meeting was held.

## 董事委員會(續)

### 提名委員會(續)

提名委員會於需要額外委任董事或填補董事空缺時，會因應本公司面對之挑戰及機遇，以及在配合本公司之業務發展及需要下，作出領導及就委任向董事會提出建議。於評估及挑選董事人選時，提名委員會會考慮其品格及誠信；技能及專長；專業及教育背景；就履行董事會及／或委員會職責承諾能投放之時間；以及董事會多元化政策之元素等。提名委員會就在董事之候選名單中挑選合適人選向董事會提供建議。董事會根據本公司之公司細則及上市規則，委任合適之人士。

於截至二零一六年十二月三十一日止年度內，提名委員會已就檢討董事會之架構、人數及組成舉行一次會議。

### 財務委員會

財務委員會由一名執行董事陳健華先生，以及一名獨立非執行董事黃德銓先生組成。陳健華先生為財務委員會主席。

財務委員會主要負責檢討及審批本公司就本集團需要將授出或發行之銀行融資及金融工具，以及本公司為其附屬公司及聯營公司提供之公司擔保。

於截至二零一六年十二月三十一日止年度內，財務委員會並無舉行會議。

## BOARD COMMITTEES (Continued)

### Audit Committee

The Audit Committee comprises three independent non-executive directors, namely Mr. Wong Tak Chuen, Mr. Wan Shing Chi and Mr. Ng Heung Yan. Mr. Wong Tak Chuen is the chairman of the Audit Committee.

The main responsibilities of the Audit Committee are to monitor the financial reporting process of the Company and to review the Company's financial control, and risk management and internal control systems. It also governs the engagement of external auditors and its performance. The Audit Committee meets regularly with at least two meetings annually. It also has separate meeting with the Company's external auditors at least once a year with the absence of the management.

During the year ended 31 December 2016, the Audit Committee reviewed with the external auditors the annual report for 2015, the audited consolidated financial statements of the Group for the year ended 31 December 2015, the interim report for 2016 and the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2016 before their submission to the Board for approval. It also reviewed the review reports on risk management and internal control systems of the Group. The Audit Committee discussed the Group's risk management and internal control systems with the executive directors to ensure the executive directors have performed their duties to have effective systems. The Audit Committee also discussed with the management and the external auditors the accounting policies and practices which might affect the Group and financial reporting matters.

At the meeting held on 29 March 2017, the Audit Committee concluded that it was satisfied with its review of the audit fee, process and effectiveness, independence and objectivity of HLB Hodgson Impey Cheng Limited. The Audit Committee has therefore recommended to the Board that HLB Hodgson Impey Cheng Limited be re-appointed as the Company's auditors at the annual general meeting in 2017.

### 董事委員會(續)

#### 審核委員會

審核委員會由三名獨立非執行董事黃德銓先生、尹成志先生及吳向仁先生組成。黃德銓先生為審核委員會主席。

審核委員會之主要責任為監察本公司之財務報告程序，以及檢討本公司之財務監控、風險管理及內部監控系統。審核委員會亦管理外聘核數師之委聘及其表現。審核委員會每年定期會面最少兩次，亦會在管理層缺席之情況下，每年與本公司之外聘核數師會面最少一次。

於截至二零一六年十二月三十一日止年度內，審核委員會已於呈交董事會以取得批准前，與外聘核數師審閱二零一五年年報、本集團截至二零一五年十二月三十一日止年度之經審核綜合財務報表、二零一六年中期報告及本集團截至二零一六年六月三十日止六個月之未經審核簡明綜合財務報表。審核委員會亦審閱本集團風險管理及內部監控系統之審閱報告，及與本集團執行董事討論風險管理及內部審核控制系統，以確保執行董事履行職責以達成有效之系統。審核委員會亦與管理層及外聘核數師討論可能影響本集團及財務報告事宜之會計政策及常規。

於二零一七年三月二十九日舉行之會議上，審核委員會確認信納對國衛會計師事務所有限公司之核數費用、程序及有效性、獨立性及客觀性進行之檢討。審核委員會因此向董事會建議於二零一七年股東週年大會上重新委任國衛會計師事務所有限公司為本公司之核數師。

### ATTENDANCE RECORDS AT MEETINGS

The attendance records of each director at the various meetings of the Company during the year ended 31 December 2016 are set out as below:

		Attended/Eligible to Attend 已出席/合資格出席						
		Annual general meeting 股東週年 大會	Special general meeting 股東特別 大會	Board meetings 董事會 會議	Remuneration Committee meetings 薪酬委員會 會議	Nomination Committee meeting 提名委員會 會議	Audit Committee meetings 審核委員會 會議	Finance Committee meeting 財務委員會 會議
Number of meetings	會議次數	1	1	33	2	1	2	0
<b>Executive directors:</b>	<b>執行董事:</b>							
Mr. Lei Hong Wai	李雄偉先生	1/1	1/1	32/33	2/2	1/1	N/A 不適用	N/A 不適用
Mr. Cheung Kwok Wai Elton	張國偉先生	1/1	1/1	32/33	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Chan Kin Wah Billy	陳健華先生	1/1	0/1	31/33	N/A 不適用	N/A 不適用	N/A 不適用	0/0
Mr. Cheung Kwok Fan	張國勳先生	1/1	1/1	32/33	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
<b>Independent non-executive directors:</b>	<b>獨立非執行董事:</b>							
Mr. Wan Shing Chi	尹成志先生	1/1	1/1	31/33	2/2	1/1	2/2	N/A 不適用
Mr. Ng Heung Yan	吳向仁先生	1/1	1/1	32/33	2/2	1/1	2/2	N/A 不適用
Mr. Wong Tak Chuen	黃德銓先生	1/1	1/1	33/33	N/A 不適用	N/A 不適用	2/2	0/0

### COMPANY SECRETARY

Mr. Chan Kin Wah Billy has been the Company Secretary of the Company since 31 January 2005. He is also an executive director of the Company. The biographical information of Mr. Chan are set out in the Biographical Details of Directors on page 74 of the annual report. During the year, Mr. Chan undertook not less than 15 hours of relevant professional training.

### INDEPENDENT AUDITORS' REMUNERATION

During the year, the Company engaged HLB Hodgson Impey Cheng Limited to perform audit services and non-audit services and incurred audit services fees of HK\$949,000 and non-audit services fees of HK\$577,000. The non-audit services consist of interim review and reporting accountant services in relation to a notifiable transaction.

### 會議出席紀錄

於截至二零一六年十二月三十一日止年度內，各董事於本公司多個會議之出席紀錄載列如下：

### 公司秘書

陳健華先生自二零零五年一月三十一日起出任本公司之公司秘書，彼亦為本公司之執行董事。陳先生之履歷資料載於年報第74頁「董事履歷詳情」一節內。年內，陳先生參加不少於15小時之相關專業培訓。

### 獨立核數師酬金

年內，本公司委聘國衛會計師事務所有限公司進行核數服務，以及非核數服務，並產生核數服務費949,000港元及非核數服務費577,000港元。非核數服務包括中期審閱及就有關須予公佈交易提供之申報會計師服務。

## RISK MANAGEMENT AND INTERNAL CONTROL

As with all businesses, the Group is exposed to risks and uncertainties in pursuit of its strategic and business objectives. The Board acknowledges that it has overall responsibility for the Group's risk management and internal control systems and for reviewing their effectiveness.

However, due to inherent limitations of any system of risk management and internal control, it should be noted that the risk management and internal control systems of the Group are designed to manage rather than eliminate the risk of failure to achieve its strategic and business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

In view of each business unit being actively managed by the executive directors, all the executive directors are responsible for monitoring that appropriate process and controls are in place to effectively and efficiently manage risks, so that the strategic and business objectives of the Group can be met. Principal risks are identified by assessing the possible effects on the Group's reputation, stakeholders, earnings, capital and liquidity, and the future sustainability of the Group's business. They are closely monitored and overseen by the executive directors on a regular basis. Risk information is communicated to employees, who have a responsibility to co-operate with the executive directors' initiatives and to carry out their duties avoiding excessive risk.

The Group's risk management and internal control systems include the following:

- (a) A code of business conduct and ethics that requires all directors and employees of the Group to maintain the highest standards of ethical and legal behavior in conducting business.
- (b) A risk management process which enables identification and assessment of risks that could impact on the achievement of agreed strategic and business objectives, and ensures that appropriate mitigating measures and controls are put in place.
- (c) Clearly defined organisational structure, with defined authority limits and reporting mechanisms to the Board.

## 風險管理及內部監控

誠如所有業務般，本集團於實現其策略及業務目標時面臨風險及不確定因素。董事會確認，其對本集團之風險管理及內部監控系統以及檢討其有效性承擔全部責任。

然而，由於任何風險管理及內部監控系統均有固有限制，務須注意本集團之風險管理及內部監控系統旨在管理而並非消除導致未能實現其策略及業務目標之風險，並僅提供合理及並非絕對保證防止重大錯誤或損失。

鑒於各業務單位由執行董事積極地管理，所有執行董事負責監察適當流程及監控措施，以有效地管理風險，從而達致本集團策略及業務目標。主要風險乃透過評估可能對本集團之聲譽、持份者、收益、資本及資金流動性，以及本集團業務未來可持續性之影響予以識別。執行董事會定期密切監察及監督主要風險。風險資料應傳達予僱員，僱員有責任配合執行董事所提倡之建議，並執行其職責以避免過高風險。

本集團之風險管理及內部監控系統包括以下各項：

- (a) 商業操守及道德守則規定本集團所有董事及僱員於進行業務時維持最高標準道德及法律行為。
- (b) 風險管理程序能夠識別及評估可能影響實現已協定之策略及業務目標之風險，並確保採取合適緩和及監控措施。
- (c) 清楚定義組織架構，包括明確界定權限及向董事會報告之機制。

**RISK MANAGEMENT AND INTERNAL CONTROL** (Continued)

- (d) A comprehensive set of policies and procedures relating to operational and financial controls, including capital expenditure.
- (e) A comprehensive system of financial reporting.
- (f) An annual review of the adequacy and effectiveness of the Group's risk management and internal control systems.

As the Company does not have an internal audit function, the Audit Committee engaged Infinity Assurance Limited, external professional consultant, to carry out an independent review on the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2016. The independent review covered all material controls, including financial, operational and compliance controls, and risk management functions of the Group. The review report from Infinity Assurance Limited was presented to and reviewed by the Audit Committee and the Board. No material internal control defects were found. Accordingly, the Board, in conjunction with the Audit Committee, considers that the Group's risk management and internal control systems were adequate and effective.

The Board reviewed the need for internal audit function, but has decided that because of the size of the Group it cannot be justified at present. The Board will review this decision annually.

The Board also reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting functions.

The Company has adopted the Policy and Procedures on Disclosure of Inside Information which contains the guidelines to the directors and all the relevant employees of the Group to ensure that the inside information of the Company is to be disseminated to the public in an equal and timely manner in accordance with the applicable laws and regulations.

**風險管理及內部監控(續)**

- (d) 一套有關營運與財務監控(包括資本開支)之完善政策及程序。
- (e) 完善財務報告系統。
- (f) 對本集團風險管理及內部監控系統之充足性及有效性作出之年度審查。

由於本公司無內部審核職能，審核委員會委聘一家專業顧問捷耀會計師事務所有限公司對本集團截至二零一六年十二月三十一日止年度之風險管理及內部監控系統之有效性進行獨立審查。獨立審查涵蓋本集團所有重大監控，包括財務、營運及合規監控，以及風險管理職能。捷耀會計師事務所有限公司之審查報告已提交予審核委員會及董事會審閱，並無發現重大內部監控缺陷。因此，董事會及審核委員會聯合認為本集團之風險管理及內部監控系統屬適充分及有效。

董事會審查內部審核職能之必要性，但已決定由於本集團之規模，目前未能合理化。董事會將按年檢討該決定。

董事會亦審查本集團會計及財務報告職能之資源、員工資格及經驗、培訓計劃及預算之充分性。

本公司已採納內幕消息披露政策及程序，其中載有給予本集團董事及所有相關僱員之指引，以確保本公司之內幕消息能以公平與及時之方式向公眾傳播，並遵守適用之法律與法規。

### COMMUNICATION WITH SHAREHOLDERS

The Company reports to its shareholders twice a year. Interim and annual results are announced to keep shareholders informed of the Group's performance and operations. The general meetings of the Company provide an opportunity for direct communication between the shareholders and the Board. Shareholders are welcomed to raise any query in relation to the Group's businesses at the general meetings. The Chairman of the Board as well as chairman of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Finance Committee, or in their absence, other members of the respective committees, and where applicable, the independent Board Committee, are available to answer questions at the general meetings. Our corporate website which contains corporate information, interim and annual reports, announcements and circulars issued by the Company, enables the Company's shareholders to access information on the Group on a timely basis.

### SHAREHOLDERS' RIGHTS

Shareholders holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the Company Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition.

Any number of shareholders representing not less than one-twentieth of the total voting rights of all the shareholders of the Company or not less than 100 shareholders can put forward any proposed resolution or the business to be dealt with at general meetings of the Company by depositing a requisition in writing together with a sum reasonably sufficient to meet the Company's relevant expenses at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The requisition must be signed by the relevant shareholder(s).

### 與股東之溝通

本公司每年向其股東報告兩次。公佈中期及年度業績以便股東得悉本集團表現及營運之資料。本公司股東大會提供一個股東與董事會直接溝通之機會。本公司歡迎股東於股東大會上就本集團之業務提出任何疑問。董事會主席，以及審核委員會、薪酬委員會、提名委員會及財務委員會之主席或(在彼等缺席之情況下)各委員會之其他成員及獨立董事委員會(如適用)將於股東大會上解答提問。本公司之公司網站載有公司資料、中期報告及年報、本公司刊發之公佈及通函，使本公司股東可及時獲得本集團資料。

### 股東權利

持有附帶權利於本公司股東大會上投票之本公司已繳股本不少於十分之一之股東，有權向董事會及本公司之公司秘書提出書面請求，要求董事會召開股東特別大會，以處理該請求中訂明之任何事項。

代表不少於所有本公司股東總投票權二十分之一之股東，或不少於100名股東之任何數目之股東，可將書面請求連同足以支付本公司相關開支之合理款額，存放於本公司之註冊辦事處，地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，以提呈任何將於本公司股東週年大會上處理之決議案或事項。該請求須經相關股東簽署。



### **SHAREHOLDERS' RIGHTS** *(Continued)*

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:

Unit 3811, Shun Tak Centre, West Tower  
168-200 Connaught Road Central  
Hong Kong  
Fax: (852) 2369 0981  
Email: billy@eternityinv.com.hk

Shareholders may also make enquiries with the Board at the general meetings of the Company.

### **CONSTITUTIONAL DOCUMENTS**

There was no change to the Company's bye-laws during the year. The Company's bye-laws is available on the websites of the Company and the Stock Exchange.

This report was approved by the Board on 30 March 2017 and signed on its behalf.

**Lei Hong Wai**  
*Chairman*

### **股東權利(續)**

股東可隨時將其查詢及關注以書面形式送交公司秘書，向董事會提出，公司秘書之通訊詳情如下：

香港  
干諾道中168-200號  
信德中心西座3811室  
傳真：(852) 2369 0981  
電郵：billy@eternityinv.com.hk

股東亦可於本公司股東大會上向董事會作出查詢。

### **憲章文件**

年內，本公司之公司細則概無變動。本公司之公司細則登載於本公司及聯交所之網站。

本報告於二零一七年三月三十日獲董事會批准，並由以下人士代表簽署。

**主席**  
**李雄偉**

### SCOPE AND REPORTING PERIOD

This report contains information and data on the environmental, social and governance performance of the Group during the year ended 31 December 2016.

This report has been prepared with reference to the Environmental, Social and Governance Reporting Guide as set in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Group is principally engaged in distribution of films, sub-licensing of film rights, sale of financial assets, property investment, money lending, design and sale of jewelry products, and sale of precious stones. The design and sale of jewelry products business does not involve manufacturing of jewelry products. The manufacturing of the jewelry products is outsourced to subcontractors, who are third parties independent of the Company and its connected persons (as defined in the Listing Rules). The distribution of films and sub-licensing of film businesses have been inactive since 2009. Accordingly, this report focuses on the Group’s operations on sale of financial assets, property investment, money lending, design and sale of jewelry products, and sale of precious stones.

### ENVIRONMENTAL

#### *Environmental Policy*

The Group recognises that it has a responsibility to manage the impact of its business on the environment both now and in the future. The Group will use its best endeavours to conduct its operations in a manner that is environmentally responsible and sustainable.

The Group commits to:

- (a) meet or exceed all legal and regulatory requirements for environmental protection;
- (b) maintain awareness within the Group of the responsibility of the Group and its employees to ensure protection of the environment;
- (c) reuse, recycle and responsibly dispose of all electronic waste; and
- (d) purchase environmental preferable products and favoring products with reputable certifications or labels.

### 範圍及報告期

本報告載有本集團截至二零一六年十二月三十一日止年度之環境、社會及管治表現資料及數據。

本報告乃參考香港聯合交易所有限公司證券上市規則(「上市規則」)附錄二十七所載之「環境、社會及管治報告指引」而編制。

本集團主要從事電影發行、轉授電影發行權、銷售金融資產、物業投資、借貸、設計及銷售珠寶產品，以及銷售寶石。設計及銷售珠寶產品業務不涉及製造珠寶產品。製造珠寶產品外判予獨立於本公司及其關聯人士(定義請見上市規則)之第三方分包商。電影發行及轉授電影發行權業務自二零零九年起已不活躍。因此，本報告著重於本集團經營銷售金融資產、物業投資、借貸、設計及銷售珠寶產品，以及銷售寶石之業務。

### 環境

#### *環境政策*

本集團意識到本集團有責任管理其業務對環境目前及未來之影響。本集團將竭盡所能以環保及可持續之方式進行其業務。

本集團致力於：

- (a) 達致或高於環境保護之所有法律及監管要求；
- (b) 保持本集團及其僱員對其確保環境保護責任的意識；
- (c) 重複使用、循環再用及負責任地棄置所有電子廢料；及
- (d) 購買環保優選產品，並偏好具有良好認證或標籤之產品。

### ENVIRONMENTAL (Continued)

#### Use of Resources, and the Environment and Natural Resources

As the Group is principally engaged in distribution of films, sub-licensing of film rights, sale of financial assets, property investment, money lending, design and sale of jewelry products, and sale of precious stones, the Group requires limited natural resources to operate and does not produce any hazardous or non-hazardous wastes. Therefore, the Group has a relatively low environmental impact.

#### Emissions

The Group's direct environmental impact comes from its office premises, air travel and fuel consumed by owned motor vehicles. The Group continuously seeks ways to minimise the Group's environmental footprint and improve our energy saving, as well as reducing emissions.

### 環境(續)

#### 資源，以及環境及天然資源之使用

由於本集團主要從事電影發行、轉授電影發行權、銷售金融資產、物業投資、借貸、設計及銷售珠寶產品，以及銷售寶石，本集團經營之業務所需之天然資源有限，且不產生任何有害或無害之廢料。因此，本集團對環境造成之影響較少。

#### 排放物

本集團之直接環境影響來自其辦公室物業、航空差旅及擁有之汽車所消耗之燃油。本集團不斷尋求方法減低本集團之生態足印及加強節能，以及減少排放物。

For the year ended  
31 December  
截至十二月三十一日止年度  
2016                      2015  
二零一六年              二零一五年  
CO<sub>2</sub> emissions in kg  
以公斤計算之二氧化碳排放量  
(Note)  
(附註)

Source of greenhouse gas emissions	溫室氣體排放物來源	2016	2015
— electricity (office premises)	— 電力(辦公室物業)	45,055	52,356
— air travel	— 航空差旅	54,030	32,906
— fuel consumed by owned motor vehicles	— 擁有之汽車所消耗之燃油	1,197	1,062
<b>Total</b>	<b>總計</b>	<b>100,282</b>	<b>86,324</b>

#### Note:

The figures are excluded the impact of discontinued operations.

The following measures are taken by the Group to reduce emissions:

- Communicating the importance of environmental issues to the Group's employees.
- Purchasing environmental preferable products and favoring products with reputable certifications or labels.
- Encouraging the use of public transportation to reduce the Group's employees' local travel impact.

#### 附註：

數據不包括已終止經營業務之影響。

本集團採取以下措施以減少排放物：

- 向本集團僱員傳達環境議題之重要性。
- 購買環保優選產品，並偏好具有良好認證或標籤之產品。
- 鼓勵使用公共交通工具，以減少本集團僱員於當地差旅之影響。

### SOCIAL

#### Employment and Labour Practices

##### *Employment and Remuneration*

The Group has a strong commitment to ensure that all its employees are treated fairly and that the Group provides equal opportunity both to existing employees and in its recruitment process. Merit is the primary basis for employment with the Group. All employees and applicants for employment should be treated and evaluated according to their job related skills, qualifications, abilities and aptitudes only.

The Group is committed to ensure that no employees or applicants are subjected to unlawful discrimination, either directly or indirectly, on grounds of a protected characteristic. This commitment applies to all aspects of employment, including recruitment and selection, training, promotion and career development opportunities, terms and conditions of employment, grievance handling and the application of disciplinary procedures, and selection for redundancy.

The Group seeks to consider employees from a wide range of backgrounds in its recruitment processes, and the Group does not tolerate any form of harassment or discrimination of employees with regards to race, gender, age, disability, sexual orientation or religion. Active harassment and discrimination in the workplace in any form is unacceptable. The Group regards any actions by an employee that constitute harassment or discrimination as serious misconduct.

The Group has developed and implemented a competitive remuneration structure which is key for the Group to help attract, motivate and retain the best talent. In addition to basic salaries, the Mandatory Provident Fund and discretionary bonus, staff benefits include medical scheme and share options. The Group continually reviews its remuneration structure to ensure it remains attractive and competitive.

The Group has remained diverse, with 43% (2015: 46%) of its employees being women. The Group also employs a broad age range, with 10% (2015: 13%) of its employees under 30 years old and 24% (2015: 18%) above 50 years old.

### 社會

#### 僱傭及勞工慣例

##### *僱傭及薪酬*

本集團致力確保其所有僱員獲公平待遇，而本集團向其現有僱員及於招聘過程中提供平等機會。僱用之主要基準為對本集團之好處。所有僱員及求職者應僅根據彼等之工作相關技能、資格、能力及才能而獲對待及評估。

本集團致力於確保概無僱員或求職者因受保障特徵而直接或間接遭受非法歧視。該承諾適用於僱傭之所有方面，包括招聘及甄選、培訓、晉升及職業發展機會、僱傭條款及條件、申訴處理及施行紀律程序及選擇裁員。

本集團務求於其招聘過程中考慮僱員多方面之背景，本集團不容許對僱員有任何有關種族、性別、年齡、殘疾、性取向或宗教之騷擾或歧視行為。於工作場所之任何激烈騷擾或歧視行為均不能接受。本集團將僱員作出之任何構成騷擾或歧視之行動視為嚴重不當行為。

本集團已制定並實施有競爭力之薪酬架構，此乃幫助本集團吸引、激勵及保留最佳人才之關鍵。除基本薪金、強制性公積金及酌情花紅外，僱員福利包括醫療計劃及購股權。本集團不斷審查其薪酬架構，確保其維持吸引力與競爭力。

本集團保持多元化，其中43%（二零一五年：46%）之僱員為女性。本集團亦僱用廣泛之年齡層，其中10%（二零一五年：13%）之僱員為年齡30歲以下，而24%（二零一五年：18%）之僱員為年齡50歲以上。

### SOCIAL (Continued)

#### Employment and Labour Practices (Continued)

##### Health and Safety

The Group is committed to the health and safety of all employees. The Group will work to eliminate hazardous practices and behaviour, which could cause accidents, injuries or illness to employees, visitors and the general public. The Group strives to have injury free workplaces. The primary goal is to assist in providing a safe and healthy workplace environment for the Group's employees and visitors.

The objectives of the Group in ensuring health and safety are to:

- (a) comply with all relevant statutory obligations;
- (b) provide adequate resources to establish and maintain safe systems of work;
- (c) maintain health and safety competency and integrate health and safety requirements in all aspects of business;
- (d) ensure all incidents are reported and thoroughly investigated with a view to preventing a similar injury occurring; and
- (e) promote a positive health and safety culture that is based on the principle that all incidents can be prevented.

All managers and contractors are accountable for health and safety performance in their areas. All employees are required to follow rules for safe and healthy operations, report hazards to their managers and must always report any injuries that occur to either themselves or others.

During the year, there has been no reportable hazardous incident (2015: Nil).

### 社會(續)

#### 僱傭及勞工慣例(續)

##### 健康及安全

本集團以所有僱員之健康安全為己任。本集團將努力消除可能造成僱員、訪客及公眾事故、傷害或疾病之危險做法及行為。本集團力保無傷害工作場所。主要目標是協助為本集團僱員及訪客提供安全及健康之工作環境。

本集團確保健康安全之目標為：

- (a) 遵守所有相關法定義務；
- (b) 提供充足資源，以建立及維持安全之工作制度；
- (c) 保持健康安全能力，並在業務之所有方面納入健康安全要求；
- (d) 確保所有事故得以報告並徹底調查以防止類似之傷害發生；及
- (e) 基於可防止所有事故之原則，促進積極之健康安全文化。

所有經理及承包商均對彼等所在地區之健康安全績效負責。所有僱員均須遵守安全及健康操作之規則，向其經理報告危險，並須報告自身或他人發生之任何傷害。

年內，概無可匯報之危險事件(二零一五年：無)。

## SOCIAL (Continued)

### Employment and Labour Practices (Continued)

#### Training and Development

The training and development of the Group's employees is key to employee retention, and ensuring that employees continue to have the skills and expertise that is core to the Group's sustainable business success and growth. Employees are encouraged to attend courses, seminars and workshops that are relevant to their jobs and the Group reimburses for related expenses in full. Employees of the Group also have the opportunity to be mentored by the directors, building one-to-one relationships to coach employees through their careers.

During the year, the Group paid staff training expenses amounting to HK\$45,790 (2015: HK\$1,890).

#### Labour Standards

The Group is committed to be an employer of choice. The Group values its employees and recognises their contribution towards achieving sustainable business success and growth for the Group and creating value for its stakeholders.

The Group does not tolerate unethical labour standards and complies with local labour legislations and minimum wage laws in the countries where it operates.

The labour standards of the Group are:

(a) *Child labour*

The Group shall not engage in or support the use of child labour.

(b) *Forced and compulsory labour*

The Group shall not engage in or support the use of forced or compulsory labour, or bonded or involuntary prison labour. Employees are free to leave upon reasonable notice.

## 社會(續)

### 僱傭及勞工慣例(續)

#### 培訓及發展

本集團僱員之培訓及發展為僱員留任之關鍵，確保僱員持續擁有本集團可持續業務成功及增長之核心技能及專長。鼓勵僱員參加與其工作有關之課程、研討會及工作坊，以及本集團對相關費用全額報銷。本集團僱員亦有機會受到董事之指導，建立一對一之關係，通過彼等之事業成就指導僱員。

年內，本集團支付僱員培訓費用為45,790港元(二零一五年：1,890港元)。

#### 勞工標準

本集團致力成為首選僱主。本集團重視僱員，認可彼等為實現本集團可持續業務之成功及增長所作出之貢獻，並為持份者創造價值。

本集團不容忍不道德之勞工標準，並且遵守其經營所在國家之當地勞工法及最低工資法。

本集團之勞工標準如下：

(a) *童工*

本集團不得委聘或支持使用童工。

(b) *強迫及強制勞工*

本集團不得委聘或支持使用強迫或強制勞工，或債役或非自願之監獄勞工。僱員可在合理通知後自由離職。

### SOCIAL (Continued)

#### Employment and Labour Practices (Continued)

##### Labour Standards (Continued)

###### (c) Health and safety

The Group shall provide a safe and healthy workplace environment and shall take effective steps to prevent potential accidents and injuries to employees' health by minimising, so far as is reasonably practicable, and in co-operation with its employees, the causes of hazards inherent in the workplace.

###### (d) Freedom of association

The freedom of association is respected and the Group will comply with the relevant labour relations legislation in the countries where it operates.

###### (e) Discrimination

The Group shall not engage in or support any discriminatory practices in hiring, remuneration, access to training, promotion, termination or retirement based on race, gender, age, disability, sexual orientation, religion or other conditions that could give rise to discrimination.

###### (f) Working hours

The Group shall comply with applicable laws and industry standards on working hours and holiday entitlements. Overtime shall be voluntary and shall not be demanded on a regular basis.

###### (g) Remuneration

The Group shall comply with the local labour legislations and minimum wage laws in the countries where it operates. All work related activities are carried out on the basis of a recognised employment relationship established according to the local labour legislations.

During the year, no non-compliance of Hong Kong labour legislations has been reported or noted (2015: Nil).

### 社會(續)

#### 僱傭及勞工慣例(續)

##### 勞工標準(續)

###### (c) 健康及安全

本集團應提供安全及健康之工作環境，並應採取有效措施防止潛在意外，及通過在盡可能合理可行範圍內與僱員合作減少工作場所固有危險之發生而防止對僱員健康之傷害。

###### (d) 結社自由

尊重結社自由，及本集團將遵守其經營所在國家之相關勞動關係法。

###### (e) 歧視

本集團不得於僱用、薪酬、接受培訓、晉升、終止或退休方面參與或支持基於種族、性別、年齡、殘疾、性取向、宗教或其他可能導致歧視之條件之任何歧視做法。

###### (f) 工作時間

本集團應遵守有關工作時間及假期權利之適用法律及行業標準。加班乃自願性質，不得恒常要求。

###### (g) 薪酬

本集團應遵守其經營所在國家之當地勞動法及最低工資法。所有與工作有關之活動均於根據當地勞動法確定之認可僱用關係之基礎上進行。

年內，概無已匯報或已知悉不遵守香港勞工法例之情況(二零一五年：無)。

### **SOCIAL** (Continued)

#### **Operating Practices**

##### **Supplier Relations**

The Group views its suppliers as partners who make an important contribution to the Group's sustainable business success and growth. Employees of the Group are expected to be honest and fair in all business interactions with suppliers, which include contractors, consultants and other agents.

The choice of suppliers of goods and services must be made based on the best value received by the Group. In addition, the Group believes in doing business with those suppliers who demonstrate high standards of ethical behavior. The Group will not knowingly engage suppliers who operate in violation of applicable laws or regulations, including local environmental, employment and safety laws.

All agreements with suppliers that are important for the conduct of the Group's business should be in writing and must specify the goods and services to be provided and the fees to be paid. Such agreements must be in line with reasonable competitive and market practices, and the relevant Group's policies and procedures.

##### **Customer Relations**

The Group believes that customers are vitally important to its sustainable business success and growth. Employees of the Group have a paramount duty to act with integrity, respect, diligence and competence in their dealings with the Group's customers.

To preserve its customer relationships:

- (a) the Group does not misrepresent its services or products in any sales or promotional efforts;
- (b) the Group communicates clearly so that customers understand the terms of the business relationships, including contracts, performance criteria, schedules, prices and responsibilities; and
- (c) the Group protects its customers' confidential information pursuant to contracts with its customers and all applicable privacy laws in the countries in which the Group operates.

### **社會(續)**

#### **營運慣例**

##### **供應商關係**

本集團將供應商視為對本集團可持續業務之成功及增長作出重要貢獻之合作夥伴。本集團僱員應在與供應商(包括承包商、顧問及其他代理)之所有業務往來中誠實及公正。

貨物及服務供應商之選擇須基於本集團獲取最佳價值而作出。此外，本集團認為業務是與該等表現出較高道德行為標準之供應商開展。本集團不會故意委聘違反適用法律或法規(包括當地環境、僱傭及安全法律)之供應商。

與對本集團業務重要之供應商間之所有協議應以書面形式作出，並且必須指明提供之商品及服務以及應支付之費用。有關協議須符合合理競爭及市場慣例，以及相關集團之政策及程序。

##### **客戶關係**

本集團相信客戶對其可持續業務之成功及增長非常重要。本集團僱員有責任在與本集團客戶之交易中以誠信、尊重、勤勉及能力行事。

為保持與其客戶之關係：

- (a) 本集團不會在任何銷售或促銷活動中虛報其服務或產品；
- (b) 本集團清楚地溝通，使客戶了解業務關係之條款，包括合同、業績標準、時間表、價格及責任；及
- (c) 本集團根據與客戶之合同及本集團經營所在國家之所有適用隱私法律保護客戶之機密資料。



**SOCIAL** (Continued)

**Operating Practices** (Continued)

**Product and Service Responsibility**

(a) *Design and sale of jewelry products, and sale of precious stones*

The Group shall not make any untruthful, misleading or deceptive representation or make any material omission in selling or marketing of any jewelry products or precious stones.

All supplies of raw materials used in the Group's jewelry products and precious stones shall be acquired from legitimate sources which, to the best knowledge of the Group, have no involvement in funding conflicts. The Group prohibits knowingly buying or selling conflict precious stones or assisting others to do so.

The Group will not knowingly engage subcontractors who operate in violation of applicable laws or regulations, including local environmental, employment and safety laws.

(b) *Money lending*

In addition to compliance with the Money Lenders Ordinance and the Money Lenders Regulations, the Group strictly prohibits abusive, misleading or fraudulent lending practices. In providing money lending services to its customers, the Group adopts the following responsible lending practices:

- (i) The Group provides its customers with the information they need to make fully informed decisions about its money lending service.
- (ii) The Group only approves applications where it believes the customer has the ability to repay the loan according to its terms.
- (iii) The Group provides timely responses to customer questions and complaints, and takes prompt corrective action if it has made an error.

**社會(續)**

**營運慣例(續)**

**產品及服務責任**

(a) *設計及銷售珠寶產品，以及銷售寶石*

本集團不得在銷售或營銷任何珠寶產品或寶石時作出任何失實、誤導或欺詐性陳述或作出任何重大遺漏。

本集團之珠寶產品及寶石使用之所有原材料供應，均須從合法來源獲得，據本集團所知並無涉及資金衝突。本集團禁止故意或協助他人買賣衝突寶石。

本集團不會故意委聘違反適用法律或法規(包括當地環境、僱傭及安全法律)之分包商。

(b) *借貸*

除遵守「放債人條例」及「放債人規例」外，本集團亦嚴格禁止濫用、誤導或欺詐性貸款行為。在向客戶提供借貸服務時，本集團採取以下負責任貸款行為：

- (i) 本集團向客戶提供彼等所需之資料，以便就其借貸服務作出充分知情決定。
- (ii) 本集團根據其條款僅批准其認為有能力償還貸款之客戶之申請。
- (iii) 本集團及時回應客戶之問題及投訴，倘發生錯誤，應及時採取糾正措施。

### **SOCIAL** (Continued)

#### **Operating Practices** (Continued)

##### **Personal Data Privacy**

The Group will only collect personal data from its employees and customers ethically and lawfully. It also seeks to collect personal data in a fair manner, and in a way that is not unreasonably intrusive. If an employee is collecting personal data on behalf of the Group, he or she must inform the person involved of (i) the purpose for which personal data is collected and, unless consented by the person involved, the personal data collected cannot be used for any new or additional purpose, (ii) the personal data collected cannot be transferred to any third party unless required by law or upon informed consent from the person involved, and (iii) subject to the requirements of the Personal Data (Privacy) Ordinance, the person involved has the right to request access to and correct the personal data collected by the Group. Steps must be taken to ensure that the use of personal data is complying with the Personal Data (Privacy) Ordinance.

Employees must ensure that the confidentiality of personal data contained in the Group's records is strictly maintained.

During the year, no non-compliance of the Personal Data (Privacy) Ordinance has been reported or noted (2015: Nil).

##### **Anti-corruption and Ethics**

The Group commits to maintain confidence in the integrity of the Company. All directors and employees are responsible for the Company achieving the highest levels of business and accountable for acting in line with the policies and standards outlined in the Group's Code of Business Conduct and Ethics, which serves to (i) emphasize the Company's commitment to ethics and compliance with the letter and the spirit of all laws and regulations and (ii) set forth the basic standards of ethical and legal behavior. The Group's Code of Business Conduct and Ethics clearly states that:

- (a) All directors and employees are prohibited from soliciting, accepting or offering any bribe in conducting the Group's business or affairs, whether in Hong Kong or elsewhere.

### **社會(續)**

#### **營運慣例(續)**

##### **個人資料私隱**

本集團將僅以符合道德及合法之方式向其僱員及客戶收集個人資料。其亦致力以公平及並非不合理侵擾之方式收集個人資料。倘一名僱員代表本集團收集個人資料，彼必須知會涉及人士(i)收集個人資料之用途，且除非獲所涉及人士同意，所收集之個人資料不得用於任何新或其他用途，(ii)除非法律規定或獲得所涉及人士之知情同意，否則所收集之個人資料不得轉讓予任何第三方，及(iii)在個人資料(私隱)條例規限下，所涉及人士有權要求取得及更正本集團收集之個人資料。本集團必須採取步驟以確保使用個人資料符合個人資料(私隱)條例。

僱員必須確保嚴格保密本集團記錄所載之個人資料。

年內，概無已匯報或已知悉不遵守個人資料(私隱)條例之情況(二零一五年：無)。

##### **反貪污和道德**

本集團致力維持對本公司誠信之信心。全體董事及僱員均對本公司達致最高水平之業務負責，並負責以與本集團商業操守及道德守則所載之政策及標準一致之方式行事，該守則(i)強調本公司之道德承擔及遵守函件及所有法律及法規之精神及(ii)載列道德及法律行為之基本標準。本集團之商業操守及道德守則清楚述明：

- (a) 全體董事及僱員於進行本集團業務或事務期間不得招攬、接納或提供任何賄賂，不論在香港或其他地方。

### SOCIAL (Continued)

#### Operating Practices (Continued)

##### Anti-corruption and Ethics (Continued)

- (b) All directors and employees should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of the Group.
- (c) No gift or entertainment should ever be offered or accepted by a director, an employee or any family member of a director or an employee unless it (i) is consistent with customary business practices, (ii) is not excessive in value, (iii) cannot be construed as a bribe or payoff and (iv) does not violate any laws or regulations.
- (d) Directors and employees are advised not to engage in frequent gambling activities, e.g. mahjong, with persons having business dealings with the Group.
- (e) Directors and employees should not accept any loan from, or through the assistance of, any individual or organisation having business dealings with the Group. There is however no restriction on borrowing from licensed banks or financial institutions.
- (f) Directors and employees are required to protect proprietary, commercial and other information that is confidential to the Group. These obligations of confidentiality continue after an individual's employment has ceased with the Group.

During the year, no instance of non-compliance relating to bribery, extortion or fraud has been reported or noted (2015: Nil).

### 社會(續)

#### 營運慣例(續)

##### 反貪污和道德(續)

- (b) 全體董事及僱員不得參與或持有或買賣涉及或可被視為涉及彼等之個人利益與本集團利益有衝突之活動或資產。
- (c) 概無董事或僱員，或董事或僱員之任何家族成員應獲提供或接受饋贈或款待，除非饋贈或款待(i)與傳統業務慣例一致，(ii)並無巨額價值，(iii)不可詮釋為賄賂或報酬及(iv)並無違反任何法例或法規。
- (d) 董事及僱員不建議與本集團有業務交易之人士進行任何經常性賭博活動，例如麻將。
- (e) 董事或僱員不應接受來自或透過與本集團有業務交易之個人或組織之協助所得之任何貸款。然而，自持牌銀行或金融機構取得借貸概無限制。
- (f) 董事及僱員須保障對本集團而屬機密資料之所有權、商業及其他資料。該等保密責任在個人與本集團之僱傭關係終止後持有。

年內，概無已匯報或已知悉有關賄賂、勒索或欺詐之不合規情況(二零一五年：無)。

### SOCIAL (Continued)

#### Community, Business Conduct and Ethics

While the Group is accountable to its key stakeholders, the Group also takes into account of the communities in which it operates. The Group commits to make a positive impact on its neighbourhoods by being a good neighbour to the communities. In view of the current Hong Kong's political and economic landscape, the directors believe that compliance with law, integrity and fair dealing are the prime interests of the communities. As such, the Group is committed to make the communities in which it operates, better places to do business by managing its business in compliance with all applicable laws and regulations of the countries in which it operates and in accordance with the highest level of business ethics and personal integrity in all types of transactions and interactions.

The Company Secretary has been designated by the board of directors to monitor changes and developments in the regulatory environment and ensure that sufficient resources being made available to implement any required changes. The Company Secretary is responsible for ensuring the Group complying with all applicable laws and regulations of the countries in which it operates.

All directors and employees are responsible for the Company achieving the highest levels of business and accountable for acting in line with the policies and standards outlined in the Group's Code of Business Conduct and Ethics. They are required to comply with the Code of Business Conduct and Ethics, which serves to (i) emphasise the Company's commitment to ethics and compliance with the letter and the spirit of all laws and regulations, (ii) set forth the basic standards of ethical and legal behavior, (iii) provide a mechanism for reporting instances non-compliance and (iv) help prevent and detect wrongdoing.

During the year, no non-compliance of the laws and regulations in Hong Kong or the Code of Business Conduct and Ethics has been reported or noted (2015: Nil).

This report was approved by the Board on 30 March 2017 and signed on its behalf.

**Lei Hong Wai**  
Chairman

### 社會(續)

#### 社區、商業操守及道德

本集團對其主要持份者負責，同時，本集團亦慮及其營運所在之社區。本集團致力作為良好之社區鄰里，為毗鄰帶來正面影響。鑒於現時香港之政治及經濟狀況，董事相信遵守法律、誠信及公平交易符合社區的最佳利益。因此，本集團務求以遵守其營運所在國家之所有適用法律及法規，以及根據所有交易類別及互動之商業道德及個人誠信最高水平管理其業務，使其營運所在社區成為進行業務之更佳場所。

公司秘書已獲董事會委派以監察規管環境之變動及發展，並確保已提供充足資源以執行任何規定變動。公司秘書負責確保本集團遵守其營運所在國家之所有適用法律及法規。

全體董事及僱員均對本公司達致最高水平之業務負責，並負責以與本集團商業操守及道德守則所載之政策及標準一致方式行事。彼等須遵守商業操守與道德守則，該守則(i)強調本公司之道德承擔及遵守函件及所有法律及法規之精神，(ii)載列道德及法律行為之基本標準，(iii)提供匯報不遵守情況之機制及(iv)有助防止及發現不正當行為。

年內，概無已匯報或已知悉不遵守香港法律及法規或商業操守與道德守則之情況(二零一五年：無)。

本報告於二零一七年三月三十日獲董事會批准，並由以下人士代表簽署。

主席  
李雄偉

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

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries and associates are set out in notes 47 and 23 respectively to the consolidated financial statements.

### BUSINESS REVIEW

A review of the Group's business, comprising an analysis using financial key performance indicators, a description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year, an indication of likely future developments in the Group's business and a discussion on the Group's compliance with the relevant laws and regulations that have a significant impact on the Group can be found in the Management Discussion and Analysis on pages 7 to 34 of the annual report.

A discussion on the Group's environmental policies and performance and an account of the Group's relationships with its key stakeholders that have a significant impact on the Group and on which the Group's success depends can be found in the Environmental, Social and Governance Report on pages 49 to 59 of the annual report.

The Management Discussion and Analysis, and the Environmental, Social and Governance Report form part of this report.

### DIVIDEND

The results of the Group for the year ended 31 December 2016 and the Group's financial position at that date are set out in the Group's consolidated financial statements on pages 84 to 87 of the annual report.

The directors do not recommend the payment of a dividend for the year ended 31 December 2016.

董事謹此呈報截至二零一六年十二月三十一日止年度之年報及經審核綜合財務報表。

### 主要業務

本公司為投資控股公司。其附屬公司及聯營公司之主要業務分別載於綜合財務報表附註47及23。

### 業務回顧

本集團業務之回顧，其中包括使用財務主要表現指標、本集團所面對主要風險及不明因素之說明、自財務年度末以來已發生影響本集團之重要事項詳情、本集團業務之可能未來發展之指示以及本集團對本集團有重大影響之相關法律及法規合規情況之討論，可參閱於年報第7至34頁之管理層討論及分析。

本集團環境政策及表現之討論，以及對本集團有重大影響及本集團成功取決因素之本集團與其重要持份者之關係之解釋，可參閱於年報第49至59頁之環境、社會及管治報告。

管理層討論及分析以及環境、社會及管治報告為本報告之一部分。

### 股息

本集團截至二零一六年十二月三十一日止年度之業績及本集團於該日期之財務狀況載於年報第84至87頁之本集團之綜合財務報表。

董事不建議派發截至二零一六年十二月三十一日止年度之股息。

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 248 of the annual report.

## PROPERTIES

Particulars of the major properties and property interests of the Group are set out on pages 168 to 169 of the annual report.

## BANK LOANS

Particulars of bank loans of the Group at 31 December 2016 are set out in note 39 to the consolidated financial statements.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in note 33 to the consolidated financial statements.

On 18 February 2016, the Company allotted and issued 536,000,000 new ordinary shares at a price of HK\$0.125 per share to six investors, who are independent third parties, by way of placing of new shares under general mandate raising HK\$64,486,000 (net of expenses) for financing the Group's sale of jewelry products and precious stones business and money lending business.

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

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

## DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders at 31 December 2016 comprised the retained profit of HK\$454,743,000 (2015: HK\$441,460,000).

## 五年財務概要

本集團最近五個財政年度之業績與資產及負債概要載於年報第248頁。

## 物業

本集團之主要物業及物業權益詳情載於年報第168至169頁。

## 銀行貸款

本集團於二零一六年十二月三十一日之銀行貸款詳情載於綜合財務報表附註39。

## 股本

本公司年內之股本變動詳情載於綜合財務報表附註33。

於二零一六年二月十八日，本公司根據一般授權以配售新股份之形式按每股0.125港元之價格向六名投資者（均為獨立第三方）配發及發行536,000,000股新普通股，籌得64,486,000港元（扣除開支），以為本集團之銷售珠寶產品及寶石業務以及借貸業務提供資金。

## 買賣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內，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

## 本公司之可分派儲備

本公司於二零一六年十二月三十一日可供分派予股東之儲備包括保留溢利為454,743,000港元（二零一五年：441,460,000港元）。

## DIRECTORS

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

### Executive directors:

Mr. Lei Hong Wai  
(Chairman and Chief Executive Officer)  
Mr. Cheung Kwok Wai Elton  
Mr. Chan Kin Wah Billy  
Mr. Cheung Kwok Fan

### Independent non-executive directors:

Mr. Wan Shing Chi  
Mr. Ng Heung Yan  
Mr. Wong Tak Chuen

In accordance with the provisions of the Company's bye-laws, Mr. Cheung Kwok Fan, Mr. Wan Shing Chi and Mr. Wong Tak Chuen will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The directors of subsidiary undertakings included in the consolidated financial statements (other than those listed above) were Mr. Xie Zhao Bin, Ms. Tian Ying, Ms. Chen Jin Jin, Ms. Han Li Hui, Ms. Wong Siu Yan and Mr. So Chun Kai.

Biographical details of the directors of the Company are set out on pages 73 to 75 of the annual report.

## DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## 董事

年內及截至本報告日期，本公司董事如下：

### 執行董事：

李雄偉先生  
(主席兼行政總裁)  
張國偉先生  
陳健華先生  
張國勳先生

### 獨立非執行董事：

尹成志先生  
吳向仁先生  
黃德銓先生

根據本公司之公司細則條文，張國勳先生、尹成志先生及黃德銓先生將於應屆股東週年大會上輪值告退，並符合資格且願意膺選連任。

計入綜合財務報表之附屬公司董事(上文所列示者除外)包括謝肇斌先生、田影女士、陳瑾瑾女士、韓立暉女士、王少茵女士及蘇鎮楷先生。

本公司董事履歷詳情載於年報第73至75頁。

## 董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無訂有本集團於一年內不付賠償(法定賠償除外)則不可終止之服務合約。

## PERMITTED INDEMNITY PROVISION

Under Bye-law 166(1) of the Company's bye-laws, the directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may be attached to any of them. Such permitted indemnity provision is currently in force and was in force throughout the year.

The Company has also taken out and maintained directors' and officers' liability insurance policy throughout the year, which indemnifies against costs, charges, losses, expenses and liabilities that may be incurred by the directors in the execution and discharge of their duties.

## CHANGES IN INFORMATION OF DIRECTORS

The changes in information of directors as required to be disclosed pursuant to Rule 13.51B of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") are set out below:

- (a) Mr. Wong Tak Chuen, an independent non-executive director, has been appointed as an independent non-executive director of Man Sang International Limited (stock code: 938), a company listed on the Main Board of the Stock Exchange, on 12 July 2016;
- (b) Mr. Lei Hong Wai, the Chairman of the Board and an executive director, has been appointed as a co-chairman of the board of directors and an executive director of China Healthwise Holdings Limited (stock code: 348), a company listed on the Main Board of the Stock Exchange and formerly known as Haier Healthwise Holdings Limited, on 11 October 2016;

## 允許賠償條文

根據本公司之公司細則第166(1)條，董事可從本公司之資產及溢利獲得彌償，董事或任何董事就彼等各自之職務執行其職責或假定職責時因所作出、發生或遺漏的任何行動而所招致或蒙受所有訴訟、成本、費用、損失、損害及開支，可獲確保免就此受任何損害，惟此彌償不得伸延至彼等任何人士可能被冠以之任何欺詐或不誠實事宜。有關允許賠償條文現為有效並於整年內有效。

本公司於整年內已購買及維持董事及高級職員責任保險，為董事於執行及履行其職務時可能產生之成本、費用、損失、開支及負債提供彌償。

## 董事資料之變動

根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第13.51B條須予披露之董事資料之變動載列如下：

- (a) 獨立非執行董事黃德銓先生於二零一六年七月十二日獲委任為民生國際有限公司(一間於聯交所主板上市之公司，股份代號：938)之獨立非執行董事；
- (b) 董事會主席及執行董事李雄偉先生於二零一六年十月十一日獲委任為中國智能健康控股有限公司(一間於聯交所主板上市之公司，股份代號：348，前稱海爾智能健康控股有限公司)之董事會聯席主席兼執行董事；



### CHANGES IN INFORMATION OF DIRECTORS

(Continued)

- (c) Mr. Cheung Kwok Wai Elton, an executive director, has been appointed as an executive director of China Healthwise Holdings Limited on 11 October 2016;
- (d) Mr. Wong Tak Chuen has been appointed as an independent non-executive director of China Healthwise Holdings Limited on 11 October 2016;
- (e) Mr. Lei Hong Wai has been re-designated from a co-chairman to the chairman of the board of directors of China Healthwise Holdings Limited on 27 October 2016;
- (f) Mr. Cheung Kwok Wai Elton resigned as an executive director of China Healthwise Holdings Limited on 16 December 2016; and
- (g) Mr. Cheung Kwok Wai Elton has been appointed as the chairman of the board of directors and an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on the Growth Enterprise Market of the Stock Exchange, on 16 December 2016.

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 December 2016, the interests of the directors and the chief executive and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

### 董事資料之變動(續)

- (c) 執行董事張國偉先生於二零一六年十月十一日獲委任為中國智能健康控股有限公司之執行董事；
- (d) 黃德銓先生於二零一六年十月十一日獲委任為中國智能健康控股有限公司之獨立非執行董事；
- (e) 李雄偉先生於二零一六年十月二十七日由中國智能健康控股有限公司之聯席主席調任為董事會主席；
- (f) 張國偉先生於二零一六年十二月十六日辭任中國智能健康控股有限公司之執行董事；及
- (g) 張國偉先生於二零一六年十二月十六日獲委任為Global Mastermind Holdings Limited環球大通集團有限公司\*(一間於聯交所創業板上市之公司，股份代號：8063)之董事會主席兼執行董事。

### 董事及主要行政人員於股份、相關股份及債券之權益

於二零一六年十二月三十一日，按本公司根據證券及期貨條例第352條存置之登記冊所記錄，或按本公司及聯交所根據上市發行人董事進行證券交易的標準守則所獲通知，本公司董事及主要行政人員及彼等之聯繫人士於本公司及其相聯法團之股份、相關股份及債券中擁有之權益如下：

\* 僅供識別

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES** (Continued)

董事及主要行政人員於股份、相關股份及債券之權益(續)

**Long positions**

好倉

(a) Ordinary shares of HK\$0.01 each of the Company

(a) 本公司每股面值0.01港元之普通股

Name of director 董事姓名	Note 附註	Capacity 身份	Number of issued ordinary shares held 持有之已發行普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
Mr. Lei Hong Wai 李雄偉先生	1	Held by controlled corporations 受控制公司之權益	211,416,000	6.57%
Mr. Cheung Kwok Wai Elton 張國偉先生	1	Held by controlled corporations 受控制公司之權益	211,416,000	6.57%
Mr. Cheung Kwok Fan 張國勳先生	1	Held by controlled corporations 受控制公司之權益	211,416,000	6.57%
Mr. Chan Kin Wah Billy 陳健華先生		Beneficial owner 實益擁有人	6,319,500	0.20%

Note:

1. Twin Success International Limited is owned as to 50% by Silver Pacific International Limited and as to 50% by Silver Pacific Development Limited. Silver Pacific International Limited is wholly owned by Mr. Lei Hong Wai. Silver Pacific Development Limited is owned as to 50% by Mr. Cheung Kwok Wai Elton and as to 50% by Mr. Cheung Kwok Fan. Twin Success International Limited beneficially owns 211,416,000 ordinary shares of the Company.

附註：

1. Twin Success International Limited 分別由 Silver Pacific International Limited 擁有 50% 及 Silver Pacific Development Limited 擁有 50%。Silver Pacific International Limited 由李雄偉先生全資擁有。Silver Pacific Development Limited 分別由張國偉先生擁有 50% 及張國勳先生擁有 50%。Twin Success International Limited 實益擁有 211,416,000 股本公司普通股。

(b) Share options

(b) 購股權

Name of director 董事姓名	Capacity 身份	Number of share options held 持有之購股權數目	Number of underlying shares 相關股份數目
Mr. Lei Hong Wai 李雄偉先生	Beneficial owner 實益擁有人	1,001	1,001
Mr. Chan Kin Wah Billy 陳健華先生	Beneficial owner 實益擁有人	1,001	1,001

Other than as disclosed above, none of the directors, chief executive nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations at 31 December 2016.

除上文所披露者外，於二零一六年十二月三十一日，概無董事、主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

## SHARE OPTIONS

Particulars of the Company's share option schemes are set out in note 45 to the consolidated financial statements.

The following table discloses movements in the Company's share options during the year:

## 購股權

本公司購股權計劃詳情載於綜合財務報表附註45。

下表披露本公司於年內之購股權變動：

	Share options type 購股權類別	Outstanding at 1 January 2016 於二零一六年一月一日 尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	Outstanding at 31 December 2016 於二零一六年十二月三十一日 尚未行使
<b>Directors and chief executive</b> 董事及主要行政人員						
Mr. Lei Hong Wai 李雄偉先生	2007B 2015A	1,001 26,000,000	— —	— —	— (26,000,000)	1,001 —
		26,001,001	—	—	(26,000,000)	1,001
Mr. Cheung Kwok Wai Elton 張國偉先生	2015A	26,000,000	—	—	(26,000,000)	—
		26,000,000	—	—	(26,000,000)	—
Mr. Chan Kin Wah Billy 陳健華先生	2007B 2015A 2015B	1,001 2,700,000 20,000,000	— — —	— — —	— (2,700,000) (20,000,000)	1,001 — —
		22,701,001	—	—	(22,700,000)	1,001
Total directors and chief executive 董事及主要行政人員合計		74,702,002	—	—	(74,700,000)	2,002
<b>Employees and consultants</b> 僱員及顧問						
	2007A 2007B 2015B	4,835 23,307 247,800,000	— — —	— — —	— — (247,800,000)	4,835 23,307 —
Total employees and consultants 僱員及顧問合計		247,828,142	—	—	(247,800,000)	28,142
<b>Total</b> 總計		322,530,144	—	—	(322,500,000)	30,144

## EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreements entered into during the year or subsisting at the end of the year are set out below:

### Share option scheme

The Company has a share option scheme which was adopted on 12 December 2011. Details of the share option scheme of the Company are disclosed in the section headed "SHARE OPTIONS" above and in note 45 to the consolidated financial statements.

### Placing agreement

On 27 January 2016, the Company entered into a placing agreement with a placing agent, pursuant to which the Company had conditionally agreed to place, through the placing agent, on a best effort basis, up to 536,000,000 new ordinary shares of the Company to not fewer than six independent investors at a price of HK\$0.125 per share.

Completion of the placing agreement was conditional upon:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, up to 536,000,000 new ordinary shares to be allotted and issued pursuant to the placing agreement; and
- (ii) the obligations of the placing agent under the placing agreement becoming unconditional and not being terminated in accordance with the terms thereof, including provision regarding force majeure events.

On 18 February 2016, the placing agreement was completed and the Company allotted and issued 536,000,000 new ordinary shares under general mandate at a price of HK\$0.125 per share to six independent investors, raising HK\$64,486,000 (net of expenses). The net proceeds were intended to be used for financing the Group's design and sale of jewelry business and/or money lending business.

Other than as disclosed above, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

## 股票掛鈎協議

於年內訂立或於年終存續之股票掛鈎協議詳情載列如下：

### 購股權計劃

本公司於二零一一年十二月十二日採納一項購股權計劃。本公司購股權計劃之詳情於上文「購股權」一節及綜合財務報表附註45披露。

### 配售協議

於二零一六年一月二十七日，本公司與配售代理訂立配售協議，據此，本公司有條件地同意透過配售代理按盡力基準以每股股份0.125港元之價格，向不少於六名獨立投資者配售最多536,000,000股新普通股。

配售協議須待以下事項達成後，方告完成：

- (i) 聯交所上市委員會授出或同意授出根據配售協議將予配發及發行最多536,000,000股新普通股上市及買賣之批准；及
- (ii) 配售代理於配售協議項下之責任成為無條件，且並無根據配售協議之條款(包括有關不可抗力事件之條款)予以終止。

於二零一六年二月十八日，配售協議已告完成及本公司已根據一般授權以每股股份0.125港元之價格向六名獨立投資者配發及發行536,000,000股新普通股，籌得64,486,000港元(扣除開支)。所得款項淨額擬用作為本集團設計及銷售珠寶業務及/或借貸業務為提供資金。

除上文所披露者外，本公司於年內概無訂立或於年終概無存續將會或可能導致本公司發行股份或需要本公司訂立將會或可能導致本公司發行股份之任何協議之股票掛鈎協議。

## **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE**

On 9 September 2016, Mr. Lei Hong Wai, the Chairman of the Board and an executive director, made a cash advance of HK\$30,000,000 to the Group for financing the short-term funding needs of the Group. The cash advance was non-interest bearing and unsecured. On 5 October 2016, the Group repaid HK\$30,000,000 to Mr. Lei Hong Wai.

Other than as disclosed above, no transactions, arrangements and contracts of significance to which the Company or its subsidiaries was a party and in which a director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## **CONNECTED TRANSACTIONS**

During the year, the Group had no connected transactions.

## **MANAGEMENT CONTRACT**

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

## **SUBSTANTIAL SHAREHOLDERS**

At 31 December 2016, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

## **董事於重大交易、安排及合約之權益**

於二零一六年九月九日，董事會主席兼執行董事李雄偉先生就本集團之短期資金需要提供資金而向本集團作出30,000,000港元現金墊款。現金墊款為免息及無抵押。於二零一六年十月五日，本集團已向李雄偉先生償還30,000,000港元。

除上文所披露者外，於年終或年內任何時間，概無本公司或其附屬公司訂立而董事或本公司董事之關連實體直接或間接於其中擁有重大權益之重大交易、安排及合約仍然生效。

## **關連交易**

年內，本集團並無關連交易。

## **管理合約**

於年內並無訂立或存續有關本公司整體或任何重大部份業務之管理及行政合約。

## **主要股東**

於二零一六年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東登記冊顯示，下列股東已就擁有本公司已發行股本之有關權益知會本公司。

**SUBSTANTIAL SHAREHOLDERS** (Continued)

主要股東(續)

Long positions

好倉

(a) Ordinary shares of HK\$0.01 each of the Company

(a) 本公司每股面值0.01港元之普通股

Name of shareholder 股東名稱	Notes 附註	Capacity 身份	Number of issued ordinary shares held 持有之已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Yuen Hoi Po 袁海波先生	1	Held by controlled corporations 受控制公司之權益	395,190,474	12.29%
Smart Concept Enterprise Limited	1	Beneficial owner 實益擁有人	372,416,803	11.58%
Twin Success International Limited	2	Beneficial owner 實益擁有人	211,416,000	6.57%
Silver Pacific International Limited	2 and 3 2及3	Held by controlled corporation 受控制公司之權益	211,416,000	6.57%
Silver Pacific Development Limited	2 and 4 2及4	Held by controlled corporation 受控制公司之權益	211,416,000	6.57%
Mr. Lei Hong Wai 李雄偉先生	2 and 3 2及3	Held by controlled corporations 受控制公司之權益	211,416,000	6.57%
Mr. Cheung Kwok Wai Elton 張國偉先生	2 and 4 2及4	Held by controlled corporations 受控制公司之權益	211,416,000	6.57%
Mr. Cheung Kwok Fan 張國勳先生	2 and 4 2及4	Held by controlled corporations 受控制公司之權益	211,416,000	6.57%

Notes:

附註:

- Smart Concept Enterprise Limited is wholly owned by Mr. Yuen Hoi Po.
- Twin Success International Limited is owned as to 50% by Silver Pacific International Limited and as to 50% by Silver Pacific Development Limited.
- Silver Pacific International Limited is wholly owned by Mr. Lei Hong Wai.
- Silver Pacific Development Limited is owned as to 50% by Mr. Cheung Kwok Wai Elton and as to 50% by Mr. Cheung Kwok Fan.

- Smart Concept Enterprise Limited 由袁海波先生全資擁有。
- Twin Success International Limited 分別由 Silver Pacific International Limited 擁有 50% 及 Silver Pacific Development Limited 擁有 50%。
- Silver Pacific International Limited 由李雄偉先生全資擁有。
- Silver Pacific Development Limited 分別由張國偉先生擁有 50% 及張國勳先生擁有 50%。

(b) Share options

(b) 購股權

Name of shareholder 股東名稱	Capacity 身份	Number of share options held 持有之購股權數目	Number of underlying shares 相關股份數目
Mr. Lei Hong Wai 李雄偉先生	Beneficial owner 實益擁有人	1,001	1,001

## SUBSTANTIAL SHAREHOLDERS (Continued)

### Long positions (Continued)

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the share capital of the Company at 31 December 2016.

## CONFIRMATION OF INDEPENDENCE

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

## INTERESTS IN COMPETITORS

Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton and Mr. Cheung Kwok Fan (each an executive director) have an indirect interest in approximately 13.43% of the issued share capital of Man Sang International Limited (stock code: 938), a company listed on the Main Board of the Stock Exchange engaging in the development, sales and leasing of properties, through their beneficial interests in Twin Success International Limited. In addition, Mr. Lei Hong Wai is the chairman of the board of directors and an executive director of Man Sang International Limited and Mr. Cheung Kwok Wai Elton is an executive director of Man Sang International Limited. Therefore, Man Sang International Limited competes with the Group's property investment business.

Mr. Cheung Kwok Wai Elton is the chairman of the board of directors and an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on the Growth Enterprise Market of the Stock Exchange engaging in the provision and operation of travel business, treasury business, money lending and asset management and which therefore competes with the Group's money lending business.

## PRE-EMPTIVE RIGHTS

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

## 主要股東(續)

### 好倉(續)

除上文所披露者外，本公司並無獲知會於二零一六年十二月三十一日擁有本公司股本之任何其他有關權益或淡倉。

## 獨立性確認書

本公司已收到各獨立非執行董事根據上市規則第3.13條所發出有關其獨立性之年度確認書。本公司認為全體獨立非執行董事均具獨立性。

## 於競爭對手之權益

李雄偉先生、張國偉先生及張國勳先生(各為執行董事)透過彼等於Twin Success International Limited之實際權益擁有民生國際有限公司(一間於聯交所主板上市之公司，股份代號：938)之已發行股本中約13.43%間接權益，該公司從事於物業發展、銷售及租賃之業務。此外，李雄偉先生為民生國際有限公司之董事會主席兼執行董事，而張國偉先生則為民生國際有限公司之執行董事。因此，民生國際有限公司為本集團物業投資業務之競爭對手。

張國偉先生為Global Mastermind Holdings Limited環球大通集團有限公司\*(一間於聯交所創業板上市之公司，股份代號：8063，從事提供及經營旅遊業務、財資業務、借貸及資產管理業務)之董事會主席兼執行董事。因此Global Mastermind Holdings Limited環球大通集團有限公司\*為本集團借貸業務之競爭對手。

## 優先認購權

本公司之公司細則或百慕達法例並無有關優先認購權之條文，規定本公司須按比例向現有股東發售新股份。

\* 僅供識別

## RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme are set out in note 46 to the consolidated financial statements.

## EMOLUMENT POLICY

The emolument policy for the employees of the Group is set up by the directors of the Company on the basis of their individual performance, qualifications and competence.

The emoluments of the directors of the Company are approved by the Board on the recommendation of the Remuneration Committee with reference to their duties and responsibilities in the Company.

The Company has adopted a share option scheme as an incentive to directors and eligible persons, details of the share option scheme are set out in note 45 to the consolidated financial statements.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company as at the latest practicable date prior to the issue of the annual report, the Company has maintained the prescribed public float under the Listing Rules.

## MAJOR CUSTOMERS AND SUPPLIERS

In 2016, the Group's largest customer and five largest customers accounted for 19.86% (2015: 11.48%) and 53.97% (2015: 39.38%) of its revenue from sales of goods or rendering of services respectively.

In 2016, the Group's largest supplier and five largest suppliers accounted for 20.06% (2015: 16.09%) and 74.41% (2015: 59.85%) of its purchases respectively.

At 31 December 2016, Mr. Yuen Hoi Po, a shareholder holding more than 5% of the Company's share capital, had a beneficial interest in one of the Group's five largest customers. The transaction between the Group and the customer concerned was carried out on normal commercial terms.

Other than as disclosed above, at no time during the year did a director, an associate of a director or a shareholder of the Company (which to the knowledge of the directors of the Company owns more than 5% of the number of issued shares of Company) have an interest in any of the Group's five largest customers or suppliers.

## 退休福利計劃

本集團退休福利計劃之詳情載於綜合財務報表附註46。

## 酬金政策

本集團僱員之酬金政策由本公司董事按其個人表現、資歷及能力而訂立。

本公司董事之酬金經董事會按照薪酬委員會參考彼等於本公司之職務及職責所提出之建議而批准。

本公司已採納購股權計劃，作為對董事及合資格人士之獎勵，購股權計劃之詳情載於綜合財務報表附註45。

## 足夠公眾持股量

根據本公司於年報刊發前之最後實際可行日期能夠公開取得之資料及本公司董事之知情範圍內，本公司一直維持上市規則所規定之公眾持股量。

## 主要客戶及供應商

於二零一六年，本集團之最大客戶及五大客戶分別佔其銷售商品或提供服務收益19.86%（二零一五年：11.48%）及53.97%（二零一五年：39.38%）。

於二零一六年，本集團之最大供應商及五大供應商分別佔其採購額20.06%（二零一五年：16.09%）及74.41%（二零一五年：59.85%）。

於二零一六年十二月三十一日，袁海波先生（持有本公司股本5%以上之股東）於本集團五大客戶中其中一名擁有實益權益。本集團與該客戶之交易乃按正常商業條款進行。

除上文所披露者外，於年內任何時間，概無本公司董事、董事之聯繫人士或股東（就本公司董事所知擁有本公司已發行股份數目5%以上）於本集團任何五大客戶或供應商中擁有權益。



## **CHARITABLE DONATIONS**

During the year, the Group made charitable donations amounting to HK\$100,000 (2015: Nil).

## **AUDITORS**

A resolution will be submitted to the annual general meeting to re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company.

This report was approved by the Board on 30 March 2017 and signed on its behalf.

**Lei Hong Wai**  
*Chairman*

## **慈善捐款**

年內，本集團之慈善捐款額達100,000港元（二零一五年：無）。

## **核數師**

一項決議案將於股東週年大會上提交以續聘國衛會計師事務所有限公司為本公司核數師。

本報告於二零一七年三月三十日獲董事會批准，並由以下人士代表簽署。

**主席**  
**李雄偉**

### EXECUTIVE DIRECTORS

Mr. Lei Hong Wai, aged 48, was appointed as an executive director of the Company and the Chairman of the Board on 18 January 2010 and 1 February 2010, respectively. He is also the Chief Executive Officer of the Company. Mr. Lei is responsible for the development of the overall strategic planning and management of the Group. He has over 15 years of extensive experience in corporate management, investment and business development. He was a director of The Chamber of Hong Kong Listed Companies Limited, which promotes interaction amongst its members which are listed companies in Hong Kong and the People's Republic of China, in 2002. He also holds directorships in the subsidiaries of the Company. Mr. Lei is also a director of Twin Success International Limited, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Lei is currently the chairman of the board of directors and an executive director of Man Sang International Limited (stock code: 938) and China Healthwise Holdings Limited (stock code: 348 and formerly known as Haier Healthwise Holdings Limited), both of the companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Mr. Cheung Kwok Wai Elton, aged 51, was appointed as an executive director of the Company on 1 February 2011. Mr. Cheung is responsible for the business development of the Group. He has over 27 years of experience in the area of corporate finance and securities industries. He holds a Master Degree in Accounting and Finance from the University of Lancaster in the United Kingdom. He also holds directorships in certain subsidiaries and the associates of the Company. Mr. Cheung is also a director of Twin Success International Limited, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Cheung is the elder brother of Mr. Cheung Kwok Fan, an executive director of the Company. Mr. Cheung is currently an executive director of Man Sang International Limited (stock code: 938), a company listed on the Main Board of the Stock Exchange. Mr. Cheung is also the chairman of the board of directors and an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Cheung was an executive director of China Healthwise Holdings Limited (stock code: 348 and formerly known as Haier Healthwise Holdings Limited), a company listed on the Main Board of the Stock Exchange, during the period from 11 October 2016 to 16 December 2016.

### 執行董事

李雄偉先生，現年48歲，分別於二零一零年一月十八日及二零一零年二月一日獲委任為本公司執行董事及董事會主席。彼亦同時擔任本公司行政總裁。李先生負責本集團整體策略計劃之發展及管理。彼擁有逾15年企業管理、投資及業務發展之豐富經驗。於二零零二年，彼擔任香港上市公司商會有限公司之董事，該商會之工作為促進其成員公司（乃香港及中華人民共和國之上市公司）間之互動合作。彼亦於本公司之附屬公司擔任董事職務。李先生亦為本公司之主要股東（定義見證券及期貨條例第XV部）Twin Success International Limited 之董事。李先生現為民生國際有限公司（股份代號：938）及中國智能健康控股有限公司（股份代號：348及前稱海爾智能健康控股有限公司）之董事會主席兼執行董事。兩間公司皆於香港聯合交易所有限公司（「聯交所」）主板上市。

張國偉先生，現年51歲，於二零一一年二月一日獲委任為本公司執行董事。張先生負責監督本集團之業務發展。彼於企業融資領域及證券業擁有逾27年經驗。彼持有英國蘭卡斯特大學會計及財務碩士學位。彼亦於本公司若干附屬公司及聯營公司擔任董事職務。張先生亦為本公司之主要股東（定義見證券及期貨條例第XV部）Twin Success International Limited之董事。張先生為執行董事張國勳先生之兄長。張先生現為民生國際有限公司（一間於聯交所主板上市之公司，股份代號：938）之執行董事。張先生亦為Global Mastermind Holdings Limited環球大通集團有限公司\*（一間於聯交所創業板上市之公司，股份代號：8063）之董事會主席兼執行董事。於二零一六年十月十一日至二零一六年十二月十六日期間，張先生曾擔任中國智能健康控股有限公司（一間於聯交所主板上市之公司，股份代號：348及前稱海爾智能健康控股有限公司）之執行董事。

\* 僅供識別

#### EXECUTIVE DIRECTORS (Continued)

Mr. Chan Kin Wah Billy, aged 54, was appointed as an executive director of the Company on 18 January 2010. He has over 28 years of experience in accounting and financial control. He is a member of the Hong Kong Institute of Certified Public Accountants, a CPA member of CPA Australia and a non-practicing member of the Chinese Institute of Certified Public Accountants. He holds a Bachelor of Administration Degree from the University of Ottawa in Canada and a Master of Commerce Degree in Professional Accounting from the University of New South Wales in Australia. Mr. Chan also holds directorships in five subsidiaries of the Company. He is the Company Secretary of the Company and certain subsidiaries of the Company. Mr. Chan is currently an executive director of SkyNet Group Limited (stock code: 8176), a company listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Cheung Kwok Fan, aged 49, was appointed as the non-executive director on 31 August 2011 and redesignated as an executive director of the Company on 18 September 2014. Mr. Cheung is responsible for the overall management of the Group's design and sale of jewelry business. He holds directorships in three subsidiaries of the Company. Mr. Cheung has over 25 years' working experience in the field of architecture. He is a member of The Hong Kong Institute of Architects, a member of The Royal Australian Institute of Architects, Registered Architect in Hong Kong and an Authorised Person in the List of Architects. He obtained his Bachelor Degree of Arts in Architectural Studies from The University of Hong Kong in 1989 and a Bachelor Degree in Architecture from The University of Hong Kong in 1991. He was selected as an awardee of the Ten Outstanding Young Persons Selection organised by Junior Chamber of International Hong Kong in 2005. He has been appointed as an Adjunct Lecturer of the Architecture Subject Group of HKU School of Professional and Continuing Education since 1 January 2014. Mr. Cheung has been the director of his own architectural practice, Oritecture Limited, since 10 December 2009. He is the younger brother of Mr. Cheung Kwok Wai Elton, an executive director of the Company.

#### 執行董事(續)

陳健華先生，現年54歲，於二零一零年一月十八日獲委任為本公司執行董事。彼擁有逾28年會計及財務監控之經驗。彼為香港會計師公會之會員、澳洲會計師公會之高級會員及中國註冊會計師協會之非執業會員。彼持有加拿大渥太華大學之工商管理學士學位及澳洲新南威爾斯大學之專業會計商學碩士學位。陳先生亦於本公司五間附屬公司擔任董事職務。彼為本公司及本公司若干附屬公司之公司秘書。陳先生現為航空互聯集團有限公司(一間於聯交所創業板上市之公司，股份代號：8176)之執行董事。

張國勳先生，現年49歲，於二零一一年八月三十一日獲委任為本公司非執行董事，並於二零一四九月十八日獲調任為本公司執行董事。張先生負責本集團設計及銷售珠寶業務之整體管理。彼於本公司三間附屬公司擔任董事職務。張先生於建築界擁有逾25年工作經驗。彼為香港建築師學會會員、澳洲皇家建築師學會會員、香港註冊建築師及認可人士(建築師名單)。彼於一九八九年取得香港大學建築學文學士學位，並於一九九一年取得香港大學建築學學士學位。彼曾於二零零五年獲國際青年商會香港總會選為十大傑出青年。自二零一四年一月一日起，彼獲委任為香港大學專業進修學院建築學科小組之客席講師。自二零零九年十二月十日起，張先生為建築原創室有限公司(其個人之建築師事務所)之董事。彼為執行董事張國偉先生之胞弟。

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wan Shing Chi, aged 47, has over 23 years of experience in the field of construction engineering and is currently a site coordinator of a reputable construction company in Hong Kong. He holds a Bachelor Degree of Engineering with honours from University of Melbourne, Australia and is a member of the Asia Institute of Building. Mr. Wan joined the Company in May 2010.

Mr. Ng Heung Yan, aged 46, has over 14 years of experience in metal work engineering design and currently works as a design manager in a private engineering company in Hong Kong. He was graduated from Monash University in Australia with a Bachelor Degree of Engineering (Industrial and Computing) in 1993. Mr. Ng joined the Company in August 2011.

Mr. Wong Tak Chuen, aged 52, is a fellow member of both Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants in the United Kingdom, as well as a member of the Institute of Chartered Accountants in England and Wales. He has over 27 years of experience in auditing, financial management, mergers and acquisitions gained from certain senior finance related positions in an international accounting firm in Hong Kong, companies listed in Hong Kong and a company listed in the United States of America. He is currently the chief financial officer and the company secretary of a company listed on the Main Board of the Stock Exchange. Mr. Wong is currently an independent non-executive director of Huanxi Media Group Limited (stock code: 1003), Man Sang International Limited (stock code: 938) and China Healthwise Holdings Limited (stock code: 348 and formerly known as Haier Healthwise Holdings Limited), all of these companies are listed on the Main Board of the Stock Exchange. Mr. Wong joined the Company in November 2011.

### 獨立非執行董事

尹成志先生，現年47歲，於建造工程方面擁有逾23年經驗，現為一間信譽良好之香港建築公司之工程主任。彼持有澳洲墨爾本大學工程榮譽學士學位，並為亞洲建造師學會成員。尹先生於二零一零年五月加入本公司。

吳向仁先生，現年46歲，於金屬工程設計方面擁有逾14年經驗，現於一間香港私營工程公司擔任設計經理。彼於一九九三年畢業於澳洲蒙那許大學，並持有工程學(工業及計算)學士學位。吳先生於二零一一年八月加入本公司。

黃德銓先生，現年52歲，為香港會計師公會及英國特許公認會計師公會之資深會員，同時亦為英格蘭和威爾士特許會計師協會會員。彼過去曾於香港一間國際會計事務所、香港數間上市公司及美國一間上市公司擔任與財務有關之高級職位，期間於核數、財務管理、合併及收購方面累積逾27年經驗。彼現為一間於聯交所主板上市之公司之首席財務官及公司秘書。黃先生現為歡喜傳媒集團有限公司(股份代號：1003)、民生國際有限公司(股份代號：938)及中國智能健康控股有限公司(股份代號：348及前稱海爾智能健康控股有限公司)之獨立非執行董事。三間公司皆於聯交所主板上市。黃先生於二零一一年十一月加入本公司。



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Hong Kong 31樓

**INDEPENDENT AUDITORS' REPORT  
TO THE SHAREHOLDERS OF  
ETERNITY INVESTMENT LIMITED**  
*(Incorporated in Bermuda with limited liability)*

**OPINION**

We have audited the consolidated financial statements of Eternity Investment Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 84 to 247, 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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

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 (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirement of the Hong Kong Companies Ordinance.

**BASIS FOR OPINION**

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

獨立核數師報告  
致 Eternity Investment Limited  
(永恒策略投資有限公司\*)股東  
(於百慕達註冊成立之有限公司)

**意見**

吾等已審核列載於第84至247頁 Eternity Investment Limited (永恒策略投資有限公司\*) (以下簡稱「貴公司」) 及其附屬公司 (統稱「貴集團」) 的綜合財務報表，此綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況表與截至該日止年度的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及其他解釋資料。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一六年十二月三十一日之綜合財務狀況，及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

**意見基礎**

吾等根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。吾等根據該等準則的責任於本報告「核數師就審核綜合財務報表承擔的責任」一節中進一步詳述。根據香港會計師公會的職業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已按照守則履行其他職業道德責任。吾等相信，所獲取的審核憑證充足及適當地為吾等的意見提供基礎。

\* 僅供識別

## KEY AUDIT MATTERS

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

### Key Audit Matter

#### 關鍵審核事項

#### **Valuation of investment properties** 投資物業之估值

Refer to notes 4k, 5c, 19 and 20 to the consolidated financial statements respectively.

請分別參閱綜合財務報表附註4k、5c、19及20。

As at 31 December 2016, the Group has investment properties with a carrying amount of HK\$561,089,000 and gain arising on change in fair value recognised in profit or loss with an amount of HK\$3,733,000 was recognised.

於二零一六年十二月三十一日，貴集團之投資物業賬面值為561,089,000港元，並確認於損益表確認之公平值變動產生之收益3,733,000港元。

The fair value of the Group's investment properties is determined by adopting the valuation techniques with significant unobservable inputs, assumptions of market conditions and judgements. The Group also engaged independent qualified valuers (the "Valuers") to establish and determine the appropriate valuation techniques.

貴集團投資物業之公平值乃採納使用重大不可觀察輸入數據、市況假設及判斷之估值技術釐定。貴集團亦委聘獨立合資格估值師（「估值師」），以制定及釐定適當之估值技術。

Due to the key source of estimation uncertainty and the significant assumptions and judgements involved in the valuation, valuation of investment properties is identified as a key audit matter.

由於估計不確定性之主要來源及估值涉及之重大假設及判斷，投資物業估值識別為關鍵審核事項。

## 關鍵審核事項

關鍵審核事項為根據吾等的專業判斷，對本期間最為重要的事項。該等事項於吾等審核整體綜合財務報表及出具意見時進行處理。吾等不會對該等事項提供個別意見。

### How our audit addressed the Key Audit Matter

吾等的審核對關鍵審核事項的處理

Our audit procedures in relation to management's determination of the valuation of investment properties included:

我們就管理層釐定投資物業估值之審核程序包括：

- evaluating the competence, capabilities and objective of the Valuers;  
評估獨立估值師的資格、能力及客觀性；
- assessing the methodologies used and the appropriateness of the key assumptions based on our knowledge of the relevant industry and using our valuation experts; and  
基於我們對相關行業之認識及運用我們之估值專家，評價所採用之方法及關鍵假設是否合適；及
- checking on sample basis, the accuracy and relevance of the input data used.  
抽樣查核所採用輸入數據之準確性及相關性。

We found the key assumptions were supported by the available evidence.  
我們發現關鍵假設得到現有證據所支持。

### KEY AUDIT MATTERS (Continued)

#### Key Audit Matter (Continued)

##### 關鍵審核事項(續)

#### **Impairment assessment on trade receivables and loans receivables**

##### 貿易應收款項及應收貸款之減值評估

Refer to notes 4n, 4o, 5e, 26 and 28 to the consolidated financial statements respectively.

請分別參閱綜合財務報表附註4n、4o、5e、26及28。

The impairment of trade receivables and loans receivables are estimated by the management through the application of judgement and use of subjective assumptions.

管理層透過使用判斷及主觀假設釐定貿易應收款項及應收貸款之減值估計。

Due to the significance of trade receivables and loans receivables and the corresponding uncertainty inherent in such an estimate, we considered this as a key audit matter.

由於貿易應收款項及應收貸款之重要性及有關估計本身之相應不確定性，我們認為此為關鍵審核事項。

### 關鍵審核事項(續)

#### How our audit addressed the Key Audit Matter (Continued)

##### 吾等的審核對關鍵審核事項的處理(續)

Our audit procedures in relation to the management's impairment assessment of trade receivables and loans receivables included:

我們評估管理層就貿易應收款項及應收貸款之減值評估之審核程序包括：

- discussing the Group's procedures on credit limits and credit periods given to customers with the management;  
與管理層討論 貴集團授予客戶信貸限額及信貸期之程序；
- evaluating the management's impairment assessment of trade receivables and loans receivables;  
評價管理層對貿易應收款項及應收貸款之減值評估；
- assessing, validating and discussing with the management and evaluating their assessment on the recoverability of the outstanding debts and the adequacy of allowance made based on the trade and loans receivables aging analysis, collections subsequent to the end of the reporting period, past collection history and trend analysis and knowledge of the businesses, with focus on long outstanding debts and debts which are past due but not impaired; and  
與管理層進行評估、驗證和討論，並根據貿易應收款項及應收貸款的賬齡分析、報告期結束後的收款情況、過往收款記錄和趨勢分析以及對業務的了解評價等，對未償還債務可回收性及所計提準備的充足性的評估，重點關注長期未償還債務和逾期但未減值的債務；及
- checking on sample basis, the accuracy and relevance of information included in the impairment assessment of trade and loans receivables.  
抽樣查核貿易應收款項及應收貸款減值評估所包含資料的準確性和相關性。

We considered the management conclusion to be consistent with the available information.

我們認為管理層的結論與所提供資料一致。

**KEY AUDIT MATTERS** (Continued)

**Key Audit Matter** (Continued)

關鍵審核事項(續)

**Impairment assessment on the Group's goodwill and intangible assets**

貴集團商譽及無形資產之減值評估

Refer to notes 4e, 4h, 4l, 5b, 5d, 21 and 22 to the consolidated financial statements respectively.

請分別參閱綜合財務報表附註4e、4h、4l、5b、5d、21及22。

The Group has goodwill and intangible assets of HK\$332,189,000 and HK\$890,185,000 respectively relating to the property investment segment as at 31 December 2016. Management performed impairment assessment of the goodwill and intangible assets and concluded that no impairment loss on goodwill and intangible assets was recognised. This conclusion was based on value in use model that required significant management judgement with respect to the discount rate and the underlying cashflows, in particular future revenue growth and capital expenditure. Independent external valuations were obtained in order to support management's estimates.

本集團於二零一六年十二月三十一日之商譽及無形資產分別為332,189,000港元及890,185,000港元，乃與物業投資分部有關。管理層就商譽及無形資產進行減值評估，並得出結論，商譽及無形資產並無減值虧損須予確認。該結論乃基於使用價值模型，該模型要求涉及貼現率及相關現金流量，尤其是未來收益增長及資本支出之重大管理層判斷。管理層之估計已獲得獨立外部估值之支持。

關鍵審核事項(續)

**How our audit addressed the Key Audit Matter** (Continued)

吾等的審核對關鍵審核事項的處理(續)

Our audit procedures in relation to management's impairment assessment of goodwill and intangible assets included: 我們就管理層對商譽及無形資產之減值評估之審核程序包括：

- evaluating the competence, capabilities and objective of the Valuers; 評估獨立估值師之資格、能力及客觀性；
- assessing the methodologies used and the appropriateness of the key assumptions based on our knowledge of the relevant industry and using our valuation experts; 基於我們對相關行業之認識及運用我們之估值專家，評價所採用之方法及關鍵假設是否合適；
- challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and 基於我們對業務及行業之認識，質疑關鍵假設是否合理；及
- checking on sampling basis, the accuracy and relevance of the input data used. 抽樣查核所採用輸入數據之準確性及相關性。

We found the key assumptions were supported by the available evidence. 我們發現關鍵假設得到現有證據所支持。



### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon. (“**Other Information**”).

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 the Other Information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF THE DIRECTORS AND THE 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 and the disclosure requirement of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for monitoring the Group's financial reporting process.

### 其他資料

貴公司董事對其他資料負責。其他資料包括年報所載之所有資料，但不包括綜合財務報表及其核數師報告（「其他資料」）。

吾等對綜合財務報表之意見並不涵蓋其他資料，且吾等並不就其發表任何形式之核證結論。

就吾等對綜合財務報表之審核之言，吾等之責任為閱覽其他資料，從而考慮其他資料是否與綜合財務報表或我們於審核得知之情況有重大不符之處，或是否看似重大錯誤陳述。倘根據我們已履行之工作，我們作出之結論為其他資料有重大錯誤陳述，吾等須報告該事實。吾等就此並無報告事項。

### 董事及審核委員會就綜合財務報表承擔的責任

貴公司董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實及公平之綜合財務報表，並對貴公司董事釐定為使編製綜合財務報表不會因欺詐或錯誤而存有重大錯誤陳述而言屬必要之內部控制負責。

於編製綜合財務報表時，貴公司董事負責評估貴集團之持續經營能力，並披露有關持續經營之相關事宜（視適合情況而定）及使用持續經營為會計基準，除非貴公司董事計劃清盤貴集團或終止經營，或並無其他實際可行方法而如此行事。

審核委員會負責監控貴集團之財務報告程序。

### 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. We report our opinion solely to you, as a body, in accordance with Section 90 of Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the content of this report.

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 the consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

### 核數師就審核綜合財務報表承擔的責任

吾等的目標為合理確定整體綜合財務報表是否不存在因欺詐或錯誤而導致的任何重大錯誤陳述，並出具載有吾等意見的核數師報告。吾等按照百慕達一九八一年公司法第90條僅向閣下全體報告意見，除此之外並無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。

合理確定屬高層次核證，惟無法擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審核時，吾等運用專業判斷，於整個審核過程中抱持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表因欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 瞭解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團內部控制的有效程度發表意見。
- 評估所用會計政策是否恰當，以及貴公司董事所作會計估算及相關披露是否合理。

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

- 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 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 identified during our audit.

We also provide 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.

### 核數師就審核綜合財務報表承擔的責任 (續)

- 總結董事採用以持續經營為會計基礎是否恰當，並根據已獲取的審核憑證，總結是否有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請使用者注意綜合財務報表內的相關資料披露，或如果相關資料披露不足，則修訂吾等的意見。吾等的結論以截至核數師報告日期所獲得的審核憑證為基礎，惟未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括資料披露)的整體列報、架構及內容，以及綜合財務報表是否已公平列報相關交易及事項。
- 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。吾等須負責指導、監督及執行集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

吾等與審核委員會就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部監控的任何重大缺陷溝通。

吾等亦向審核委員會提交聲明，說明吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜及相關防範措施(如適用)與彼等溝通。

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

From the matters communicated with Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year 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 Hon Koon Fai, Alex.

**HLB Hodgson Impey Cheng Limited**  
Certified Public Accountants

**Hon Koon Fai, Alex**  
Practising Certificate Number: P05029

Hong Kong, 30 March 2017

核數師就審核綜合財務報表承擔的責任  
(續)

吾等從與審核委員會溝通的事項中，決定哪些事項對本年度綜合財務報表的審核工作最為重要，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

出具本獨立核數師報告的審核項目董事為韓冠輝。

國衛會計師事務所有限公司  
執業會計師

韓冠輝  
執業證書號碼：P05029

香港，二零一七年三月三十日

# Consolidated Statement of Profit or Loss

## 綜合損益表

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

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	持續經營業務			
Revenue	收益	7	161,042	184,780
Cost of sales	銷售成本		(93,432)	(95,748)
Gross profit	毛利		67,610	89,032
Investment and other income	投資及其他收入	8	1,684	4,765
Other gains and losses	其他收益及虧損	9	(177,691)	130,344
Selling and distribution expenses	銷售及分銷開支		(5,826)	(3,654)
Administrative expenses	行政開支		(87,055)	(88,036)
Share of results of associates	應佔聯營公司業績	23	—	—
(Loss)/profit from operations	經營(虧損)/溢利		(201,278)	132,451
Finance costs	融資費用	10	(9,529)	(1,609)
(Loss)/profit before taxation	除稅前(虧損)/溢利		(210,807)	130,842
Income tax credit/(expense)	所得稅抵免/(開支)	13	2,903	(8,253)
<b>(Loss)/profit for the year from continuing operations</b>	本年度來自持續經營業務之(虧損)/溢利	14	<b>(207,904)</b>	122,589
<b>Discontinued operations</b>	已終止經營業務			
Loss for the year from discontinued operations	本年度來自已終止經營業務之虧損	15	—	(22,988)
<b>(Loss)/profit for the year</b>	本年度(虧損)/溢利		<b>(207,904)</b>	99,601
<b>(Loss)/profit for the year attributable to:</b>	以下人士應佔本年度(虧損)/溢利:			
<b>Owners of the Company</b>	本公司擁有人		<b>(207,902)</b>	105,256
<b>Non-controlling interests</b>	非控股權益		<b>(2)</b>	(5,655)
			<b>(207,904)</b>	99,601
<b>(Loss)/earnings per share</b>	每股(虧損)/盈利	16		
<b>From continuing and discontinued operations</b>	來自持續經營及已終止經營業務			
Basic	基本		HK(6.61) cents 港仙	HK9.30 cents 港仙
Diluted	攤薄		HK(6.61) cents 港仙	HK9.04 cents 港仙
<b>From continuing operations</b>	來自持續經營業務			
Basic	基本		HK(6.61) cents 港仙	HK10.83 cents 港仙
Diluted	攤薄		HK(6.61) cents 港仙	HK10.53 cents 港仙
<b>From discontinued operations</b>	來自已終止經營業務			
Basic	基本		N/A 不適用	HK(1.53) cents 港仙
Diluted	攤薄		N/A 不適用	HK(1.49) cents 港仙

The accompanying notes form an integral part of the consolidated financial statements.

隨附之附註構成本綜合財務報表之一部分。

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

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

	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>(Loss)/profit for the year</b>	本年度(虧損)/溢利	<b>(207,904)</b>	99,601
<b>Other comprehensive income for the year, net of income tax</b>	本年度其他全面收益，除所得稅後		
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益表之項目：		
Exchange differences arising on translating foreign operations	換算海外業務產生之匯兌差額	<b>(103,999)</b>	(32,117)
Reclassification adjustments relating to foreign operations disposed of	有關已出售海外業務之重新分類調整	—	55
Net gain/(loss) arising on revaluation of available-for-sale financial assets	可供出售金融資產重估產生之收益/(虧損)淨額	<b>109,000</b>	(42,334)
Reclassification adjustments relating to available-for-sale financial assets disposed of	有關已出售可供出售金融資產之重新分類調整	<b>(22,500)</b>	(74,378)
Reclassification adjustments relating to impairment loss recognised in respect of available-for-sale financial assets	有關已確認可供出售金融資產減值虧損之重新分類調整	<b>57,750</b>	73,500
<b>Total comprehensive (expense)/ income for the year</b>	本年度全面總(開支)/收益	<b>(167,653)</b>	24,327
<b>Total comprehensive (expense)/ income for the year attributable to:</b>	以下人士應佔本年度全面總(開支)/收益：		
<b>Owners of the Company</b>	本公司擁有人	<b>(167,651)</b>	29,982
<b>Non-controlling interests</b>	非控股權益	<b>(2)</b>	(5,655)
		<b>(167,653)</b>	24,327

The accompanying notes form an integral part of the consolidated financial statements.

隨附之附註構成本綜合財務報表之一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	18	432,976	420,784
Investment properties	投資物業	19	561,089	595,448
Intangible assets	無形資產	21	890,185	971,888
Goodwill	商譽	22	332,189	354,772
Interests in associates	於聯營公司之權益	23	600	—
Deposit for investment	投資按金	24	—	—
Available-for-sale financial assets	可供出售金融資產	25	365,172	262,672
Deferred tax assets	遞延稅項資產	40	4,738	3,792
Prepayments	預付款項	29	1,561	7,979
Loans receivables	應收貸款	26	138,500	462,456
			<b>2,727,010</b>	<b>3,079,791</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	27	45,636	49,258
Loans receivables	應收貸款	26	312,663	23,021
Trade receivables	貿易應收款項	28	63,160	62,233
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	29	101,261	98,541
Amount due from an associate	應收一間聯營公司款項	30	1,697	2,097
Financial assets at fair value through profit or loss	按公平值計入損益表之金融資產	31	544,442	597,658
Tax recoverable	可收回稅項		6,694	8,906
Cash and cash equivalents	現金及現金等價物	32	438,975	509,341
			<b>1,514,528</b>	<b>1,351,055</b>
<b>Total assets</b>	<b>資產總值</b>		<b>4,241,538</b>	<b>4,430,846</b>
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to owners of the Company</b>	<b>本公司擁有人應佔股本及儲備</b>			
Share capital	股本	33	32,160	26,800
Reserves	儲備		3,216,985	3,325,510
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>		<b>3,249,145</b>	<b>3,352,310</b>
Non-controlling interests	非控股權益		(6)	(5)
<b>Total equity</b>	<b>權益總額</b>		<b>3,249,139</b>	<b>3,352,305</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	34	36,532	40,220
Deposits received, accruals and other payables	已收按金、應計費用及其他應付款項	35	173,497	161,019
Receipts in advance	預收款項		36,512	33,389
Promissory notes	承兌票據	36	30,000	30,000
Tax payables	應付稅項		85,318	92,004
Deferred revenue	遞延收益	37	—	—
Amount due to an associate	應付一間聯營公司款項	38	991	—
Bank borrowings	銀行借款	39	27,203	29,054
			<b>390,053</b>	385,686
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Other payables	其他應付款項	35	85,670	92,290
Receipts in advance	預收款項		59,400	81,000
Bank borrowings	銀行借款	39	117,878	154,953
Deferred tax liabilities	遞延稅項負債	40	339,398	364,612
			<b>602,346</b>	692,855
<b>Total liabilities</b>	<b>負債總額</b>		<b>992,399</b>	1,078,541
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>4,241,538</b>	4,430,846
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,124,475</b>	965,369
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>3,851,485</b>	4,045,160

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 March 2017 and are signed on its behalf by:

綜合財務報表已於二零一七年三月三十日經董事會批准及授權刊發，並由下列人士代表簽署：

**Lei Hong Wai**  
李雄偉  
Director  
董事

**Chan Kin Wah Billy**  
陳健華  
Director  
董事

The accompanying notes form an integral part of the consolidated financial statements.

隨附之附註構成本綜合財務報表之一部分。



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Capital reserve	Contributed surplus	Equity-settled share-based payment reserve	Available-for-sale financial assets revaluation reserve	Exchange reserve	Other reserve	Retained profits	Sub-total	Non-controlling interests	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元 (附註a)	實繳盈餘 HK\$'000 千港元 (附註b)	以股權結算之 股份支款儲備 HK\$'000 千港元 (附註c)	可供出售 金融資產 重估儲備 HK\$'000 千港元 (附註d)	匯兌儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	5,477	519,543	19,833	404,663	20,237	43,212	1	(41,339)	1,173,024	2,144,651	11,790	2,156,441
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	-	-	-	105,256	105,256	(5,655)	99,601
Other comprehensive income for the year	本年度其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences arising on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	(32,117)	-	-	(32,117)	-	(32,117)
Reclassification adjustment relating to foreign operations disposed of	有關已出售海外業務之重新分類調整	-	-	-	-	-	-	55	-	-	55	-	55
Net loss arising on revaluation of available-for-sale financial assets	可供出售金融資產重估產生之虧損淨額	-	-	-	-	-	(42,334)	-	-	-	(42,334)	-	(42,334)
Reclassification adjustments relating to available-for-sale financial assets disposed of	有關已出售可供出售金融資產之重新分類調整	-	-	-	-	-	(74,378)	-	-	-	(74,378)	-	(74,378)
Reclassification adjustments relating to impairment loss recognised in respect of available-for-sale financial assets	有關已確認可供出售金融資產減值虧損之重新分類調整	-	-	-	-	-	73,500	-	-	-	73,500	-	73,500
Total comprehensive (expense)/income for the year	本年度全面(開支)/收益總額	-	-	-	-	-	(43,212)	(32,062)	-	105,256	29,982	(5,655)	24,327
Exercise of share options	行使購股權	423	33,724	-	-	(4,942)	-	-	-	-	29,205	-	29,205
Issue of new shares upon rights issue	供股時發行新股份	5,900	407,102	-	-	-	-	-	-	-	413,002	-	413,002
Issue of consideration shares in relation to acquisition of a subsidiary	就收購一間附屬公司發行代價股份	15,000	712,500	-	-	-	-	-	-	-	727,500	-	727,500
Share issue expenses	股份發行開支	-	(9,830)	-	-	-	-	-	-	-	(9,830)	-	(9,830)
Deemed disposal of a subsidiary	視作出售一間附屬公司	-	-	-	-	-	-	-	41,339	(41,339)	-	(2,267)	(2,267)
Dividend paid to non-controlling interests	已支付非控股股東之股息	-	-	-	-	-	-	-	-	-	-	(3,873)	(3,873)
Recognition of equity-settled share-based payment	確認以股權結算之股份支款	-	-	-	-	17,800	-	-	-	-	17,800	-	17,800
Release on lapse of equity-settled share-based payment	以股權結算之股份支款失效時撥回	-	-	-	-	(5,447)	-	-	-	5,447	-	-	-
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	26,800	1,663,039	19,833	404,663	27,648	-	(32,061)	-	1,242,388	3,352,310	(5)	3,352,305
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	(207,902)	(207,902)	(2)	(207,904)
Other comprehensive income for the year	本年度其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences arising on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	(103,999)	-	-	(103,999)	-	(103,999)
Net gain arising on revaluation of available-for-sale financial assets	可供出售金融資產重估產生之收益淨額	-	-	-	-	-	109,000	-	-	-	109,000	-	109,000
Reclassification adjustments relating to available-for-sale financial assets disposal of	有關已出售可供出售金融資產之重新分類調整	-	-	-	-	-	(22,500)	-	-	-	(22,500)	-	(22,500)
Reclassification adjustments relating to impairment loss recognised in respect of available-for-sale financial assets	有關可供出售金融資產已確認減值虧損之重新分類調整	-	-	-	-	-	57,750	-	-	-	57,750	-	57,750
Total comprehensive income/(expense) for the year	本年度全面收益/(開支)總額	-	-	-	-	-	144,250	(103,999)	-	(207,902)	(167,651)	(2)	(167,653)
Placing of new shares	配售新股份	5,360	61,640	-	-	-	-	-	-	-	67,000	-	67,000
Share issue expenses	股份發行開支	-	(2,514)	-	-	-	-	-	-	-	(2,514)	-	(2,514)
Changes in ownership interests in a subsidiary upon deemed disposal without loss of control	因並無導致喪失控制權之視作出售附屬公司所有權益之變動	-	-	-	-	-	-	-	-	-	-	400	400
Deemed disposal of a subsidiary	視作出售附屬公司	-	-	-	-	-	-	-	-	-	-	(399)	(399)
Release on lapse of equity-settled share-based payment	以股權結算之股份支款失效時撥回	-	-	-	-	(17,800)	-	-	-	17,800	-	-	-
At 31 December 2016	於二零一六年十二月三十一日	32,160	1,722,165	19,833	404,663	9,848	144,250	(136,060)	-	1,052,286	3,249,145	(6)	3,249,139

# Consolidated Statement of Changes in Equity 綜合權益變動表

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

## Notes:

- (a) Capital reserve represents the difference of share capital and share premium of the subsidiaries and the nominal value of the 880 shares issued by Riche (BVI) Limited (formerly known as Ocean Shores (BVI) Limited) prior to the allotment of 120 shares to Classical Statue Limited and the amount arising from issue of share by a subsidiary.
- (b) Contributed surplus represents the net amount transferred from share capital and share premium to retained profits pursuant to the special resolutions passed at the special general meetings held on 22 August 2003, 30 April 2008 and 12 December 2011.
- (c) Equity-settled share-based payment reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share options over the relevant vesting periods, the total of which is based on the fair value of the share options at grant date. The amount for each reporting period is determined by spreading the fair value of the share options over the relevant vesting periods (if any) and is recognised as staff costs and related expenses with a corresponding increase in equity-settled share-based payment reserve.
- (d) Available-for-sale financial assets revaluation reserve represents cumulative gains and losses on revaluation of available-for-sale financial assets recognised in other comprehensive income less those cumulative gains and losses recycled and recognised in profit or loss upon derecognition of available-for-sale financial assets.

## 附註：

- (a) 資本儲備指附屬公司之股本及股份溢價與向 Classical Statue Limited 配發 120 股股份前 Riche (BVI) Limited (前稱 Ocean Shores (BVI) Limited) 所發行之 880 股股份之面值及附屬公司發行股份所得款項之差額。
- (b) 實繳盈餘指根據於二零零三年八月二十二日、二零零八年四月三十日及二零一一年十二月十二日舉行之股東特別大會上通過之特別決議案自股本及股份溢價轉撥至保留溢利之淨額。
- (c) 以股權結算之股份支款儲備指於相關歸屬期內授出相關購股權以換取估計將接獲服務之公平值，其總額乃根據購股權於授出日期之公平值計算。各報告期之金額乃透過將購股權公平值於相關歸屬期(如有)內攤分釐定，並確認為員工成本及相關開支，而以股權結算之股份支款儲備作相應增加。
- (d) 可供出售金融資產重估儲備指已於其他全面收益確認之可供出售金融資產重估之累計收益及虧損，扣除於終止確認可供出售金融資產時已收回並於損益表確認之累計收益及虧損。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>			
(Loss)/profit before taxation from continuing operations		(210,807)	130,842
Loss before taxation from discontinued operations	15	—	(22,317)
<i>Adjustments for:</i>	<i>就以下項目作出調整：</i>		
Amortisation of intangible assets	14,21	20,647	5,114
Cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets	9	(22,500)	(74,378)
Depreciation of property, plant and equipment	18	14,586	7,738
Dividend income	8	(1,347)	(3,111)
Equity-settled share-based payment expenses	14	—	17,800
Gain arising on change in fair value of financial assets at fair value through profit or loss upon recognition of interests in associates	9	(17,367)	—
Gain arising on change in fair value of investment properties	9,19	(3,733)	(604)
Gain on deemed disposal of a subsidiary	9,43	(8)	(245,072)
Impairment loss recognised in respect of amount due from an associate	9	400	1,431
Impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss	9	57,750	73,500
Impairment loss recognised in respect of goodwill	9	—	48,492
Interest income on bank deposits		(329)	(1,386)
Interest expenses	10,15	9,529	2,463
Loss arising on change in fair value of financial assets at fair value through profit or loss	9	141,649	66,286
Loss on deemed disposal of an associate	9,23	21,500	—
Loss on disposal of property, plant and equipment	9,15	—	137
Share of results of associates		—	—
Write-down of inventories	15,27	—	3

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	9,970	6,938
Decrease/(increase) in inventories	存貨減少/(增加)	4,119	(16,883)
Decrease in loans receivables	應收貸款減少	34,314	465,072
Increase in trade receivables	貿易應收款項增加	(803)	(47,312)
Decrease/(increase) in deposits, prepayments and other receivables	按金、預付款項及其他應收款項減少/(增加)	10,584	(3,367)
Increase in financial assets at fair value through profit or loss	按公平值計入損益表之金融資產增加	(206,066)	(65,239)
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加	(3,844)	24,968
Decrease in deposits received, accruals and other payables	已收按金、應計費用及其他應付款項減少	(7,840)	(8,693)
(Decrease)/increase in receipts in advance	預收款項(減少)/增加	(19,492)	258,716
Decrease in deposits from customers	客戶按金減少	—	(34)
Increase in deferred revenue	遞延收益增加	—	556
<b>Cash (used in)/generated from operations</b>	<b>營運(所用)/產生現金</b>	<b>(179,058)</b>	614,722
Interest paid	已付利息	(10,090)	(1,360)
Tax paid	已付稅項	(12,333)	(19,424)
<b>Net cash (used in)/generated from operating activities</b>	<b>經營活動(所用)/產生現金淨額</b>	<b>(201,481)</b>	593,938
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Dividend received	已收股息	1,347	3,111
Interest received	已收利息	329	1,379
Net cash outflow on acquisition of subsidiaries	收購附屬公司之現金流出淨額	—	(847,455)
Net cash outflow on deemed disposal of a subsidiary	視作出售一間附屬公司之現金流出淨額	—	(161,878)
Withdrawal of restricted bank deposits	提取受限制銀行存款	—	7,045
Proceeds from disposal of available-for-sale financial assets	出售可供出售金融資產所得款項	120,000	99,881
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	643	373
Purchase of property, plant and equipment	購買物業、廠房及設備	(53,705)	(10,216)
<b>Net cash generated from/(used in) investing activities</b>	<b>投資活動產生/(所用)之現金淨額</b>	<b>68,614</b>	(907,760)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Note 附註		
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Dividend paid to non-controlling interests	已付非控股權益之股息	—	(3,873)
Proceeds from exercise of share options	行使購股權之所得款項	—	29,205
Proceeds from disposal of a subsidiary without lost of control	並無喪失控制權之出售一間附屬公司之所得款項	400	—
Proceeds from placing of new shares	配售新股份之所得款項	67,000	—
Proceeds from issue of new shares upon rights issue	供股時發行新股份之所得款項	—	413,002
Proceeds from other borrowings	其他借款所得款項	—	14,226
Repayment of bank borrowings	銀行借款付款	(48,798)	(6,116)
Repayment of obligations under finance leases	融資租賃責任付款	—	(443)
Repayment of other borrowings	其他借款付款	—	(3,850)
Repayment of promissory notes	承兌票據付款	—	(6,402)
Share issue expenses	股份發行開支	(2,514)	(9,830)
<b>Net cash generated from financing activities</b>	<b>融資活動產生之現金淨額</b>	<b>16,088</b>	425,919
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/增加淨額</b>	<b>(116,779)</b>	112,097
<b>Cash and cash equivalents at beginning of the reporting period</b>	<b>報告期初之現金及現金等價物</b>	<b>509,341</b>	384,778
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動之影響</b>	<b>46,413</b>	12,466
<b>Cash and cash equivalents at end of the reporting period</b>	<b>報告期末之現金及現金等價物</b>	<b>438,975</b>	509,341
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等價物結餘分析</b>		
Cash at bank and on hand	銀行及手頭現金	32	509,341

The accompanying notes form an integral part of the consolidated financial statements.

隨附之附註構成本綜合財務報表之一部分。

### 1. GENERAL INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its issued shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The addresses of the registered office, and head office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries (together with the Company referred to as the “**Group**”) are distribution of films, sub-licensing of film rights, sale of financial assets, property investment, money lending, design and sale of jewelry products, and sale of precious stones. The Group was also engaged in development, distribution and marketing of personal care treatments, products and services, which were discontinued on 6 November 2015.

The consolidated financial statements are presented in thousands of units of Hong Kong dollars (**HK\$’000**), which is the functional currency of the Company.

### 1. 一般資料

本公司為於百慕達註冊成立之獲豁免有限公司，其已發行股份在香港聯合交易所有限公司（「聯交所」）主板上市。本公司之註冊辦事處以及總辦事處及主要營業地點之地址於年度報告之公司資料一節披露。

本公司之主要業務為投資控股。本公司之附屬公司（連同本公司統稱「本集團」）之主要業務為發行電影、轉授電影發行權、銷售金融資產、物業投資、借貸、設計及銷售珠寶產品以及銷售寶石。本集團亦從事個人護理療程、產品及服務之發展、分銷及市場推廣，並已於二零一五年十一月六日終止。

綜合財務報表以千港元（千港元）為單位呈列，即本公司之功能貨幣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

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

HKAS 1 (Amendments)	Disclosure Initiative	香港會計準則第1號 (修訂本)	披露計劃
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation	香港會計準則第16號及香港會計準則第38號(修訂本)	澄清可接納之折舊及攤銷方法
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants	香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物
HKAS 27 (Amendments)	Equity Method in Separate Financial Statements	香港會計準則第27號 (修訂本)	獨立財務報表之權益法
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2012-2014 Cycle	香港財務報告準則 (修訂本)	二零一二年至二零一四年週期香港財務報告準則之年度改進
HKFRS 10, HKFRS 12 and HKAS 28 (Amendments)	Investment Entities: Applying the Consolidation Exception	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 (修訂本)	投資實體：應用綜合入賬之例外情況
HKFRS 11 (Amendments)	Accounting for Acquisition of Interests in Joint Operations	香港財務報告準則第11號(修訂本)	收購合營業務權益之會計處理
HKFRS 14	Regulatory Deferral Accounts	香港財務報告準則第14號	監管遞延賬目

The application of the new and amendments to HKFRSs in the current year has 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 the consolidated financial statements.

### 2. 應用新訂香港財務報告準則及其修訂本(「香港財務報告準則」)

本集團於本年度已首次應用由香港會計師(「香港會計師公會」)公會頒佈之新訂香港財務報告準則及其修訂本。

香港會計準則第1號 (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(修訂本)	澄清可接納之折舊及攤銷方法
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物
香港會計準則第27號 (修訂本)	獨立財務報表之權益法
香港財務報告準則 (修訂本)	二零一二年至二零一四年週期香港財務報告準則之年度改進
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號 (修訂本)	投資實體：應用綜合入賬之例外情況
香港財務報告準則第11號(修訂本)	收購合營業務權益之會計處理
香港財務報告準則第14號	監管遞延賬目

於本年度應用上述新訂香港財務報告準則及其修訂本對綜合財務報表所載之本年度及過往年度本集團財務表現及／或其披露之資料並無重大影響。

### 3. 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:

HKAS 7 (Amendments)	Disclosure Initiative <sup>1</sup>
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses <sup>1</sup>
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 Cycle <sup>5</sup>
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions <sup>2</sup>
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts <sup>2</sup>
HKFRS 9	Financial Instruments <sup>2</sup>
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>2</sup>
HKFRS 15 (Amendments)	Revenue from Contracts with Customers (Clarifications to HKFRS 15) <sup>2</sup>
HKFRS 16	Leases <sup>3</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.
- <sup>4</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2017 or 2018, with earlier application permitted.

Except as described below, none of these new and amendments to HKFRSs that have been issued but are not yet effective is expected to have a material effect on the Group's financial statements and positions.

### 3. 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本

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其修訂本：

香港會計準則第7號(修訂本)	披露計劃 <sup>1</sup>
香港會計準則第12號(修訂本)	就未變現虧損確認遞延稅項資產 <sup>1</sup>
香港財務報告準則(修訂本)	二零一四年至二零一六年週期香港財務報告準則之年度改進 <sup>5</sup>
香港財務報告準則第2號(修訂本)	以股份支付交易之分類及計量 <sup>2</sup>
香港財務報告準則第4號(修訂本)	就香港財務報告準則第4號保險合同應用香港財務報告準則第9號金融工具 <sup>2</sup>
香港財務報告準則第9號	金融工具 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營公司之間之資產出售或注資 <sup>4</sup>
香港財務報告準則第15號	來自客戶合約之收益 <sup>2</sup>
香港財務報告準則第15號(修訂本)	來自客戶合約之收益(澄清香港財務報告準則第15號) <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>

- <sup>1</sup> 於二零一七年一月一日或之後開始之年度期間生效，可予提早應用。
- <sup>2</sup> 於二零一八年一月一日或之後開始之年度期間生效，可予提早應用。
- <sup>3</sup> 於二零一九年一月一日或之後開始之年度期間生效，可予提早應用。
- <sup>4</sup> 於將予確定之日期或之後開始之年度期間生效。
- <sup>5</sup> 於二零一七年或二零一八年一月一日或之後開始之年度期間生效，可予提早應用。

除下文所述者外，預期此等已頒佈但尚未生效新訂香港財務報告準則及其修訂本概不會對本集團之財務報表及狀況造成重大影響。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. 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 requirement of HKFRS 9 are described below:

- 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 reporting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, 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 (“FVTOCI”). All other debt investments and equity investments are measured at their fair value at the end of subsequent reporting 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.

### 3. 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本(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號引入金融資產、金融負債分類及計量之新規定，以及一般對沖會計及金融資產減值規定。

香港財務報告準則第9號之主要規定載述如下：

- 於香港財務報告準則第9號範圍內所有已確認金融資產其後須按攤銷成本或公平值計量。特別是，按其目標為收取合約現金流量之業務模式所持有之債務投資及合約現金流量僅為支付尚未償還本金及其利息款項之債務投資，一般於後續報告期末按攤銷成本計量。業務模型內透過收取合約現金流量及附有合約條款於特定日期產生現金流之財務資產達致目標僅為支付本金及未償還本金之利息之債務工具一般乃按公平值計入其他全面收益表(「按公平值計入其他全面收益表」)計量。所有其他債務投資及權益投資均於後續會計期間結束時按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，以於其他全面收益表呈列權益投資(並非持作買賣者)公平值之其後變動，一般僅股息收入於損益表確認。

### 3. NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

(Continued)

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

- with regard to the measurement of financial liabilities designated 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 at 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 the end of each reporting period 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.

### 3. 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本(續)

#### 香港財務報告準則第9號金融工具(續)

- 就指定按公平值計入損益表之金融負債之計量而言，香港財務報告準則第9號規定，該金融負債之信貸風險變動以致該負債公平值變動之金額於其他全面收益表內呈列，除非於其他全面收益表中確認該負債信貸風險變動之影響將造成或加大損益表內之會計錯配則作別論。金融負債信貸風險引致之公平值變動其後不會重新分類至損益表內。根據香港會計準則第39號，指定為按公平值計入損益表之金融負債之整筆公平值變動金額於損益表內呈列。
- 就金融資產減值而言，相對於香港會計準則第39號之已產生信貸虧損模型，香港財務報告準則第9號規定一項預期信貸虧損模型。該預期信貸虧損模型規定實體對各報告期末之預期信貸虧損及其變動入賬，以反映自初步確認以來之信貸風險變動。換言之，確認信貸虧損毋須以發生信貸事件為前提。
- 新一般對沖會計法規定保留香港會計準則第39號現有三類對沖會計機制。根據香港財務報告準則第9號，增加合資格作對沖會計處理之交易類別之靈活性，尤其是擴闊合資格作對沖工具之工具類型及合資格作對沖會計處理之非金融項目之風險成份類型。此外，量化效用亦毋須再追溯評估，並就實體之風險管理活動引入更嚴格之披露規定。

### 3. NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

(Continued)

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

Based on the Group's financial instruments and risk management policies at 31 December 2016, the application of HKFRS 9 in the future may have a material impact on the classification and measurement of the Group's financial assets. The Group's available-for-sale financial assets, including those currently stated at cost less impairment, will either be measured as fair value through profit or loss or be designated as FVTOCI (subject to fulfillment of the designation criteria).

#### 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

### 3. 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本(續)

#### 香港財務報告準則第9號金融工具(續)

根據本集團於二零一六年十二月三十一日之財務工具及風險管理政策，於未來應用香港財務報告準則第9號可能對本集團金融資產之分類及計量有重大影響。本集團之可供出售金融資產(包括該等目前按成本扣除減值計量)將以按公平值計入損益表或指定為按公平值計入其他全面收益表(須符合指定條件)而計量。

#### 香港財務報告準則第15號來自客戶合約之收益

香港財務報告準則第15號已頒佈，其制定一項供實體用於將自客戶合約產生之收益入賬之單一綜合模型。香港財務報告準則第15號生效後將取代現行之收益確認指引，包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋。

香港財務報告準則第15號之核心原則為實體所確認之向客戶轉讓已承諾貨品或服務之收益，應為能反映該實體預期就交換該等貨品或服務而有權收取之代價之金額。具體而言，該準則引入五個收益確認步驟：

- 第一步：確立與客戶訂立之合約
- 第二步：確立合約中之履約責任
- 第三步：釐定交易價格
- 第四步：將交易價格分配至合約中之履約責任
- 第五步：於實體完成履約責任時(或就此)確認收益

### 3. NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

(Continued)

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

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.

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 supersedes HKAS 17 *Leases*, HK(IFRIC) – Int 4 *Determining whether an Arrangement contain a Lease*, HK(SIC) – Int 15 *Operating Lease – Incentives* and HK(SIC) – Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

HKFRS 16 eliminates the classification by a lessee of leases as either operating or finance. Instead all leases are treated in a similar way to finance leases in accordance with HKAS 17. Under HKFRS 16, leases are recorded on the consolidated statement of financial position by recognising a liability for the present value of its obligation to make future lease payments with an asset (comprised of the amount of lease liability plus certain other amounts) either being disclosed separately in the consolidated statement of financial position (within right-of-use assets) or together with property, plant and equipment. The most significant effect of the new requirements will be an increase in recognised lease assets and financial liabilities.

### 3. 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本(續)

#### 香港財務報告準則第15號來自客戶合約之收益(續)

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，即於涉及特定履約責任之貨品或服務之「控制權」轉移予客戶時。香港財務報告準則第15號已就特別情況之處理方法納入更明確之指引。此外，香港財務報告準則第15號要求作出更詳盡之披露。

於二零一六年，香港會計師公會就香港財務報告準則第15號作出澄清，內容有關識別表現責任、本金對代理代價，及申請牌照指引。

本公司董事預期未來應用香港財務報告準則第15號可能會導致更多披露事項。然而，本公司董事並無預期應用香港財務報告準則第15號會對於相關報告期間確認之收益時間及金額有重大影響。

#### 香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會) – 詮釋第4號釐定安排是否包括租賃、香港(常設詮釋委員會) – 詮釋第15號經營租賃 – 優惠及香港(常設詮釋委員會) – 詮釋第27號評估牽涉租賃法律形式之交易之內容。

香港財務報告準則第16號消除按經營或融資租賃之承租人之分類。反之所有租賃均以根據香港會計準則第17號與融資租賃類似之方式處理。根據香港財務報告準則第16號，租賃乃透過按其以於綜合財務狀況表獨立披露(計入資產使用權)或與物業、廠房及設備共同披露之資產(包括租賃負債款項加若干其他金額)支付未來租賃款項義務之現值確認債項而於綜合財務狀況表入賬。新訂規則之最大影響為已確認租賃資產及財務負債增加。

### 3. NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

(Continued)

#### HKFRS 16 Leases (Continued)

There are some exemptions. HKFRS 16 contains options which do not require a lessee to recognise assets and liabilities for (a) short term leases (i.e. lease of 12 months or less, including the effect of any extension options) and (b) leases of low value assets (for example, a lease of a personal computer).

HKFRS 16 substantially carries forward the lessor's accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. In classifying a sublease, an intermediate lessor shall classify the sublease as a finance lease or an operating lease as follows: (a) if the head lease is a short-term lease that the entity, as a lessee, the sublease shall be reclassified as an operating lease; (b) otherwise, the sublease shall be classified by reference to the right-of-use asset arising from the head lease, rather than by reference to the underlying asset.

HKFRS 16 clarifies that a lessee separates lease components and service components of a contract, and applies the lease accounting requirements only to the lease components.

Application of HKFRS 16 will result in the Group's recognition of right-of-use assets and corresponding liabilities in respect of many of the Group's lease arrangements. These assets and liabilities are currently not required to be recognised but certain relevant information is disclosed to the notes to the consolidated financial statements. As set out in note 44 to the consolidated financial statements, total operating lease commitment of the Group for office premises and the operating rights in respect of (i) the rights to manage and operate the membership-based golf club and resort in Beijing, Mainland China, (the "Club") and (ii) the rights to develop and operate a piece of 580 Chinese acre land adjacent to the Club (the "Subject Land") and the rights to manage the properties erected on the Subject Land at 31 December 2016 amounted to HK\$685,024,000. The directors of the Company do not expect the application of HKFRS 16 as compared with the current accounting policy would result in significant impact on the Group's result but it is expected that certain portion of these lease commitments will be required to be recognised in the consolidated statement of financial position as right-of-use assets and lease liabilities.

### 3. 已頒佈但尚未生效之新訂香港財務報告準則及其修訂本(續)

#### 香港財務報告準則第16號租賃(續)

當中亦有若干豁免。香港財務報告準則第16號包括並無規定承租人就(a)短期租賃(即12個月或以下之租賃,包括任何延長權利之影響)及(b)低價值資產租賃(例如租賃個人電腦)確認資產及負債之權利。

香港財務報告準則第16號大致轉承香港會計準則第17號之出租人會計處理規定。因此,出租人繼續將其租賃分類為經營租賃或融資租賃,並且對兩類租賃進行不同之會計處理。就分租之分類而言,中介出租人應按下列條件將分租分類為融資租賃或經營租賃:(a)倘主租賃乃短期租賃而該實體為承租人,則分租應重新分類為經營租賃;(b)否則,分租應參照因主租賃產生之使用權資產而分類,而非參照相關資產。

香港財務報告準則第16號澄清承租人區分合約之租賃部分及服務部分,並僅就租賃部分應用租賃會計要求。

應用香港財務報告準則第16號將導致本集團須就本集團租賃安排確認資產使用權及相應負債。該等資產及負債目前毋須確認,惟若干相關資料於綜合財務報表之附註內披露。誠如綜合財務報表附註44所載,於二零一六年十二月三十一日本集團就辦公室物業及經營權,即(i)管理及經營於中國內地北京之會員制高爾夫俱樂部及酒店(「會所」)之權利及(ii)開發及經營一幅毗鄰會所之580畝地塊(「主體地塊」)之權利及管理主體地塊上已建物業之權利之經營租賃承擔總額為685,024,000港元。本公司董事預期,與目前會計政策相比,應用香港財務報告準則第16號不會對本集團業績造成重大影響,惟預期該等租約承擔其中若干部分須於綜合財務狀況表確認為資產使用權及租賃負債。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### (a) Basis of preparation

The consolidated financial statements have been prepared in accordance with HKFRSs which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations 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 (the “Listing Rules”) and by the disclosure requirements of the Hong Kong Companies Ordinance.

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

#### 4. 主要會計政策概要

編製綜合財務報表時應用之主要會計政策載列如下。除另有指明外，該等政策於呈列之所有年度獲貫徹應用。

##### (a) 編製基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製，香港財務報告準則為包括所有適用的個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋之統稱。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）規定之適用披露事項及香港公司條例之披露規定。

綜合財務報表乃根據歷史成本基準編製，惟於各報告期末按公平值計量之投資物業及若干金融工具除外（於下述會計政策中闡述）。

歷史成本一般按交換貨品及服務所支付代價之公平值計量。

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否直接可觀察得出或可使用其他估值技術估計。倘市場參與者於計量日期對資產或負債定價時會考慮資產或負債之特徵，則本集團於估計資產或負債之公平值時會考慮該等特徵。本綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟屬於香港財務報告準則第2號範圍之以股份形式支付之交易、屬於香港會計準則第17號範圍內之租賃交易，以及與公平值有部分相似之處但並非公平值之計量，如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (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.

#### (b) 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.

### 4. 主要會計政策概要(續)

#### (a) 編製基準(續)

非金融資產的公平值計量計入市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

此外，就財務報告而言，公平值計量根據公平值計量輸入數據之可觀察程度及輸入數據對公平值計量整體之重要性分類為第1、第2或第3級，載述如下：

- 第1級輸入數據乃實體於計量日期可取得之相同資產或負債於活躍市場中所報價格(未經調整)；
- 第2級輸入數據乃資產或負債之可直接或間接觀察獲得之輸入數據(第1級所載報價除外)；及
- 第3級輸入數據乃資產或負債之不可觀察獲得之輸入數據。

#### (b) 綜合基準

綜合財務報表包括本公司及本公司及其附屬公司所控制之實體之財務報表。當本公司符合以下要素時，則取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔浮動回報之風險或享有權利；及
- 有能力使用其權力影響其回報。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) 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.

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

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

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 consolidated profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

4. 主要會計政策概要(續)

(b) 綜合基準(續)

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

倘本集團於投資對象之投票權未能佔大多數，則當投票權足以賦予本公司實際能力以單方面指揮投資對象之相關活動時即對投資對象擁有權力。本集團於評估本集團於投資對象之投票權是否足以賦予其權力時考慮所有相關事實及情況，包括：

- 相對其他投票權持有人所持投票權之數量及分散情況，本集團持有投票權之數量；
- 本集團、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生之權利；及
- 需要作出決定時，本集團目前能夠或不能指揮相關活動之任何額外事實及情況(包括於過往股東會議上之投票模式)。

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



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Basis of consolidation (Continued)

Profit or loss and each item of other comprehensive income are attributed to owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to 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.

#### **Business combinations**

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

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;

### 4. 主要會計政策概要(續)

#### (b) 綜合基準(續)

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

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

有關本集團成員之間交易之所有集團內公司間之資產及負債、權益、收益、支出及現金流於綜合時悉數對銷。

#### **業務合併**

收購業務以收購法入賬。業務合併所轉讓代價以公平值計量，而公平值按本集團所轉讓資產、本集團對被收購方前擁有人所產生負債以及本集團就交換被收購方控制權所發行股本權益於收購日期的公平值總和計算。收購有關成本一般於產生時於損益表內確認。

於收購日期，所購入可識別資產及所承擔負債，按其公平值確認，但以下各項除外；

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債分別遵循香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認和計量；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Basis of consolidation (Continued)

##### *Business combinations (Continued)*

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

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

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

### 4. 主要會計政策概要(續)

#### (b) 綜合基準(續)

##### *業務合併(續)*

- 與被收購方以股份為基礎支付交易或為替代被收購方以股份為基礎支付安排而訂立之本集團以股份為基礎支付安排有關之負債或股本工具，於收購日期根據香港財務報告準則第2號以股份為基礎之支付計量；及
- 根據香港財務報告準則第5號持作出售非流動資產及已終止經營業務分類為持作出售之資產(或出售組合)按該準則計量。

商譽按所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方股本權益(如有)公平值總和超出於收購日期所收購可識別資產及所承擔負債之淨額計量。倘於重新評估後，所收購可識別資產及所承擔負債之淨額超出所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方權益(如有)公平值之總和，差額即時於損益表確認為按議價收購收益。

現有所有權權益及授權持有人於清盤時按比例分佔相關附屬公司資產淨值之非控股權益，其可初步按公平值或非控股權益按比例分佔被收購方可識別資產淨值之已確認數額計量。計量基準可按個別交易選擇。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (b) Basis of consolidation (Continued)

###### **Business combinations (Continued)**

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

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

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

#### 4. 主要會計政策概要(續)

##### (b) 綜合基準(續)

###### **業務合併(續)**

當本集團於一項業務合併轉移之代價包括或然代價安排所產生之資產或負債，則或然代價乃按收購日期之公平值計算及計入轉入業務合併之代價部分。合資格作計量期間調整之或然代價之公平值變動乃追溯調整，並對商譽作出相應調整。計量期間調整為於「計量期間」(不得超過收購日期起計一年)因取得於收購日期已存在之事件及環境之額外資料而作出之調整。

不符合作為計量期間調整之其後會計處理，取決於或然代價如何分類。分類為權益之或然代價於其後報告期間不會重新計量，其後結算於權益內進行入賬處理。分類為資產或負債之或然代價於其後報告日期重新計量至公平值，而相應收益或虧損乃於損益表中確認。

於業務合併乃分階段完成時，本集團先前持有之被收購方股權乃於收購日期(即本集團獲得控制權之日期)之重新計量為公平值，而所產生之收益或虧損(如有)乃於損益內確認。於收購日期前已於其他全面收益確認之於被收購方之權益所產生之金額，倘於該權益被出售時有關處理方式屬妥當，則重新分類至損益表。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (b) Basis of consolidation (Continued)

###### **Business combinations (Continued)**

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

###### **Changes in ownership interests in existing subsidiaries without change of control**

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.

#### 4. 主要會計政策概要(續)

##### (b) 綜合基準(續)

###### **業務合併(續)**

倘業務合併之初步會計處理於合併發生之結算日仍未完成，則本集團會就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間(見上文)內作出調整，並確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

###### **於現有附屬公司擁有權權益之變動(未導致控制權變動)**

本集團於現有附屬公司之擁有權權益變動，但並不導致本集團喪失該附屬公司控制權，均按照權益交易入賬。於重新歸納相關股本組成部分後，本集團權益及非控股股東權益之賬面金額均需予以調整，以反映彼等於附屬公司之相關權益之變動。非控股股東權益所調整之款額與所付或所收代價之公平值兩者之間之差額，均直接於權益確認並歸屬於本公司擁有人。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Basis of consolidation (Continued)

##### *Disposal of subsidiaries*

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

#### (c) Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the interests in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 4. 主要會計政策概要(續)

#### (b) 綜合基準(續)

##### *出售附屬公司*

倘若本集團失去對附屬公司之控制權，則收益或虧損於損益表內確認且以下列兩者間之差額計算：(i) 所收代價之公平值與任何保留權益之公平值總和及(ii) 資產(包括商譽)之賬面值與本公司擁有人應佔之附屬公司之負債。過往在有關附屬公司之其他全面收益確認之所有金額均入賬，猶如本集團已直接出售附屬公司之相關資產或負債(即按適用之香港財務報告準則具體規定/准許重新分類至損益表或轉移至其他股本類別)。在原附屬公司所保留任何投資於失去控制權之日之公平值根據香港會計準則第39號被視為初步確認公平值供後續會計處理，(如適用)於聯營公司或合資企業中投資之初步確認成本。

#### (c) 於附屬公司之投資

於附屬公司之投資按成本值扣除減值入賬。成本包括投資直接應佔成本。附屬公司之業績由本公司按已收及應收股息入賬。

倘於宣派股息期間，有關股息超過附屬公司之全面收益表總額，或倘該投資於獨立財務報表之賬面值超過被投資方淨資產(包括商譽)於綜合財務報表之賬面值，則於收取投資股息時，須對於附屬公司之權益作減值測試。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Investments in associates

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

The results and assets and liabilities of associates are incorporated in the 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 like 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.

4. 主要會計政策概要(續)

(d) 於聯營公司之投資

聯營公司指本集團對其有重大影響力之實體。重大影響力為參與被投資方之財務及營運政策決定之權力，惟對該等政策並無控制權或共同控制權。

聯營公司的業績以及資產及負債以權益會計法於本綜合財務報表入賬。作會計權益法用途的聯營公司的財務報表乃按與本集團就同類交易及同類情況下事項的統一會計政策編製。根據權益法，於聯營公司之投資初步按成本於綜合財務狀況表內確認，並於其後就確認本集團應佔該聯營公司的損益及其他全面收益予以調整。當本集團應佔該聯營公司的虧損超出本集團於該聯營公司的權益(包括實質上成為本集團於該聯營公司投資淨額一部分的任何長期權益)時，本集團終止確認其應佔之進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司支付款項的情況下，方會確認額外虧損。

於聯營公司之投資乃自被投資方成為聯營公司當日起按權益法入賬。收購於聯營公司之投資時，投資成本超出本集團應佔該被投資方之可識別資產及負債之公平值淨額之任何數額確認為商譽，並計入該投資之賬面值。本集團所佔之可識別資產及負債之公平值淨額超出投資成本部分，在重新評估後，即時於投資收購期間於損益表內確認。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Investments in associates (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.

#### 4. 主要會計政策概要(續)

##### (d) 於聯營公司之投資(續)

本集團於聯營公司之投資乃按香港會計準則第39號之規定來決定是否需要確認任何減值虧損。倘有需要，投資之全部賬面值(包括商譽)將視作單一資產並按香港會計準則第36號資產減值透過將其可收回金額(即使用價值和公平值減出售成本之較高者)與賬面值作比較以進行減值測試。任何已確認之減值虧損會成為投資賬面值之一部分。倘投資之可收回金額其後回升，減值虧損之任何撥回會按照香港會計準則第36號確認。

當本集團不再對聯營公司擁有重大影響力時，則按出售於該被投資公司的全部權益入帳，所產生的收益或虧損於損益表中確認。倘本集團保留於聯營公司之權益且該保留權益為香港會計準則第39號範圍內之金融資產，則本集團會於該日按公平值計量保留權益，而該公平值被視為於初步確認時之公平值。聯營公司之賬面值與任何保留權益及出售聯營公司之任何所得款項公平值間之差額，會於釐定出售該聯營公司之收益或虧損時入賬。此外，本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債所需基準相同。因此，倘該聯營公司先前已於其他全面收益確認之收益或虧損，會於出售相關資產或負債時重新分類至損益表。本集團會於終止採用權益法時將收益或虧損由權益重新分類至損益表(作為重新分類調整)。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Investments in associates (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 or joint venture 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.

##### (e) Goodwill

Goodwill arising on acquisition of business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

#### 4. 主要會計政策概要(續)

##### (d) 於聯營公司之投資(續)

倘本集團削減其於聯營公司之所有權權益而本集團繼續採用權益法，若有關收益或虧損會於出售相關資產或負債時重新分類至損益表，則本集團會將先前已於其他全面收益確認與削減所有權權益有關之收益或虧損部分重新分類至損益表。

倘集團實體與本集團之聯營公司進行交易，僅在聯營公司之權益與本集團無關之情況下，方會於本集團綜合財務報表中確認與聯營公司或合營公司進行交易所產生之溢利及虧損。

##### (e) 商譽

因收購業務產生之商譽乃按成本(於收購業務當日確定)減累計減值虧損(如有)列值。

為進行減值測試，商譽乃分配至預期將從合併所帶來的協同效益中受惠的各個集團的現金產生單位(「現金產生單位」)(或現金產生單位組合)，即就內部管理而言監管商譽之最低層次及不大於一個經營分部。

獲得商譽分配的現金產生單位(或現金產生單位組合)每年進行減值測試及每當有跡象顯示該單位可能出現減值時更為頻繁地進行減值測試。就於某一報告期間收購產生的商譽而言，獲得商譽分配的現金產生單位(或現金產生單位組合)於該報告期間結束前進行減值測試。倘可收回金額低於該單位的賬面值，則首先分配減值虧損以減低任何商譽的賬面值，然後按該單位內各項資產的賬面值所佔比例分配至其他資產(或現金產生單位組合)。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Goodwill (Continued)

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of the gain or loss on disposal.

#### (f) Non-current assets held for sale and discontinued operations

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment (or a portion of the investment) is classified as held for sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

### 4. 主要會計政策概要(續)

#### (e) 商譽(續)

出售相關現金產生單位時，商譽之應佔金額乃計入釐定出售事項損益之金額。

#### (f) 持作銷售之非流動資產及已終止經營業務

倘非流動資產之賬面值將主要通過出售交易而非通過持續使用而收回，則該非流動資產及出售組別會分類為持作銷售。僅當該資產(或出售組別)可於其現況下即時出售(除有關出售該資產而需落實的一般及慣常的條款)及出售交易已極有可能時，方會視為符合本條件。管理層須致力促成出售，且預期自分類日期起計一年內符合資格確認為已完成出售。

倘若本集團承擔一項涉及失去附屬公司控制權的銷售計劃，並符合上述標準時，則該附屬公司之所有資產及負債分類為持作銷售(不論本集團於該銷售後會否保留於其原附屬公司之非控股權益)。

倘若本集團承擔一項涉及出售於聯營公司之投資或部分投資的銷售計劃，並符合上述標準時，則將予出售之投資或部分投資會被分類為持作銷售，且本集團由該投資(或部分投資)被分類為持作銷售當日起，就該被分類為持作銷售的部分終止採用權益法。

分類為持作出售的非流動資產(及出售組合)會以其先前的賬面值或公平值減出售成本(取其中較低者)計量。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Non-current assets held for sale and discontinued operations (Continued)

Discontinued operations is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount is presented in profit or loss, which comprises the post-tax profit or loss of the discontinued operations and the post-tax gain or loss recognised on the measurement to fair value less costs of disposal, or on the disposal, of the assets or disposal group constituting the discontinued operations.

##### (g) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

Revenue from distribution of films is recognised when video products or master materials of films are delivered to customers and the titles have passed.

Revenue from sub-licensing of film rights is recognised upon delivery of master materials of films to customers.

#### 4. 主要會計政策概要(續)

##### (f) 持作銷售之非流動資產及已終止經營業務(續)

終止經營為本集團業務的組成，其營運和現金流量可清晰地與本集團其餘業務分開，並代表業務或經營地域的一項獨立主要項目，或是出售業務或經營地域的一項獨立主要項目的單一協調計劃的一部分，或是一家全為了轉售而購入的附屬公司。

當一項業務被分類為終止經營時，損益表中呈列單一數額，包括該終止經營的稅後利潤或虧損和就公平值減去出售成本的計量而確認的稅後利得或虧損，或於出售時包括構成終止經營的資產或出售組別。

##### (g) 收益確認

收益按已收或應收代價之公平值計量。當收益金額能夠可靠計量；未來經濟利益有可能流入實體；及當本集團每項活動均符合下文所述之具體條件時，本集團會確認收益。本集團會根據其往績並考慮客戶類別、交易種類及各項安排之特徵對回報作出估計。

發行電影所得收益於影視產品或電影母帶材料付運予客戶及所有權轉移時確認。

轉授電影發行權所得收益在將電影母帶材料付運予客戶時確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Revenue recognition (Continued)

Revenue from sale of financial assets at fair value through profit or loss is recognised when sale and purchase contracts become unconditional.

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

Revenue arising from money lending is recognised on a time proportion basis taking into account the principal outstanding and the effective interest rate applicable.

Revenue from sales of beauty products, jewelry products and precious stones is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the beauty products, jewelry products and precious stones are delivered to customers. Revenue is shown net of returns, rebates and discounts and after eliminating sales within the Group.

Revenue from provision of therapy services is recognised when service are provided. Payments that are related to service not yet rendered are shown as deposits from customers and deferred revenue in the consolidated statement of financial position.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

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

### 4. 主要會計政策概要(續)

#### (g) 收益確認(續)

出售按公平值計入損益表之金融資產所得收益乃於買賣合約成為無條件時確認。

來自經營租賃之租金收入於租賃期內以直線法確認。

借貸所產生之收益經計及未償還本金額及適用之實際利率按時間比例確認。

銷售美容產品、珠寶產品及寶石產生之收益於所有權之風險回報發生轉移時(一般與美容產品、珠寶產品及寶石交付予客戶之時間一致)確認。收益於扣除退貨、返利及折扣並對銷本集團內部銷售後列示。

提供護理服務產生之收益於提供服務時確認。尚未提供之服務的相關付款於綜合財務狀況表列示為客戶按金及遞延收益。

投資之股息收入於股東收取款項之權利獲確立時確認。

金融資產之利息收入於經濟利益有可能流入本集團及收入金額能可靠計量時確認。利息收入根據尚未償還本金額及適用之實際利率按時間累計，相關實際利率為透過金融資產之預期年期將估計未來現金收入準確貼現至該資產於初步確認時之賬面淨值之利率。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Impairment of tangible and intangible assets other than goodwill

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

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 CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) 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.

4. 主要會計政策概要(續)

(h) 有形及無形資產(商譽除外)減值

於各報告期末，本集團檢討其具有有限可使用年期之有形及無形資產之賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何該等跡象，則估計資產之可收回金額，以釐定減值虧損(如有)之程度。當無法估計個別資產之可收回金額，則本集團估計該資產所屬現金產生單位之可收回金額。倘可識別合理及一致之分配基準，則公司資產亦會分配至個別現金產生單位，否則將分配至可識別合理及一致之分配基準之最小現金產生單位組別。

可收回金額乃公平值減出售成本與使用價值兩者中之較高者。評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至其現值，該貼現率應反映當前市場對貨幣時間值及資產特定風險(未來現金流量之估計未就該等風險作出調整)之評估。

倘資產(或現金產生單位)之可收回金額估計低於賬面值，則資產(或現金產生單位)之賬面值減至可收回金額。分配減值虧損時，減值虧損首先會分配以減低任何商譽(如適用)的賬面值，然後再基於單位中各項資產的賬面值按比例分配至其他資產。資產的賬面值不得減少至低於公平值減出售成本(如可計量)、使用價值(如可釐定)及零(以最高者為準)。分配至資產的減值虧損數額按單位的其他資產比例分配。減值虧損即時於損益表確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Impairment of tangible and intangible assets other than goodwill (Continued)

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) 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 CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### (i) 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 “(loss)/profit before taxation” as reported in the consolidated statement of profit or loss because 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. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

### 4. 主要會計政策概要(續)

#### (h) 有形及無形資產(商譽除外)減值(續)

倘減值虧損於其後撥回，則將該資產(或現金產生單位)之賬面值增至其可收回金額的經修訂估計值，惟增加後的賬面值不得超過該資產(或現金產生單位)過往年度未確認減值虧損情況下所應釐定之賬面值。減值虧損撥回數額即時於損益表確認。

#### (i) 稅項

所得稅開支指當期應繳稅項及遞延稅項之總和。

本期應繳稅項根據年內應課稅溢利計算。應課稅溢利有別於綜合損益表內呈報之「除稅前(虧損)/溢利」，因其不包括其他年度之應課稅或可扣稅收入或開支，亦不包括毋須課稅或不可扣稅項目。本集團之本期稅項之負債採用於報告期末已實施或大致已實施之稅率計算。

遞延稅項乃按綜合財務報表內資產及負債之賬面值與用以計算應課稅溢利之相關稅基間之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般在有可能獲得可動用可扣減暫時差額之應課稅溢利時，就所有可扣減暫時差額確認。倘暫時差額乃因初步確認一宗交易(業務合併除外)中的資產及負債產生，且不影響應課稅溢利及會計溢利，則相關遞延稅項資產及負債不予確認。此外，倘暫時差額產生自初步確認商譽，則不確認遞延稅項負債。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Taxation (Continued)

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

The carrying amount of deferred tax assets is reviewed at the end of 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 taxes 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 investment properties are depreciable and are held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale.

4. 主要會計政策概要(續)

(i) 稅項(續)

遞延稅項負債按投資附屬公司及聯營公司之相關應課稅暫時差額確認，惟倘本集團能控制暫時差額之撥回及暫時差額不大可能於可見將來撥回則除外。因該等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，僅於有可能獲得可供動用暫時差額之利益的足夠應課稅溢利且其預計可於可見將來撥回時確認。

遞延稅項資產之賬面值於各報告期末檢討，並扣減至當不再可能有足夠應課稅溢利可供收回所有或部分資產為止。

遞延稅項資產及負債按預期於清償負債或變現資產之期間適用之稅率計量，該稅率乃根據於報告期末已實施或大致已實施之稅率(及稅法)釐定。

遞延稅項負債及資產之計量反映本集團於報告期末預期收回或結清其資產及負債賬面值之方式可能會帶來之稅務後果。

就計量使用公平值模型計量之投資物業之遞延稅項而言，乃假設有關於物業之賬面值可透過出售全部收回，該假設被駁回則除外。倘投資物業可折舊，而其所處業務模型之目標為於一段時間內使用投資物業所含之絕大部分經濟利益(而非透過出售)，則推翻該假設。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (i) Taxation (Continued)

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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

Property, plant and equipment including buildings and leasehold land (classified as finance leases) held for use in the production or supply of goods or services, or for administrative purpose are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

#### 4. 主要會計政策概要(續)

##### (i) 稅項(續)

本期及遞延稅項於損益表內確認，惟倘本期及遞延稅項涉及於其他全面收益表確認或直接於權益確認之項目，則亦分別於其他全面收益表或直接於權益確認。倘本期稅項或遞延稅項乃因業務合併的初步會計處理而產生，則稅務影響計入業務合併之會計處理。

##### (j) 物業、廠房及設備

物業、廠房及設備包括持作生產或供應貨品或服務之用或作行政用途之樓宇及租賃土地(分類為融資租賃)，乃按成本值減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

在建以作生產、供應或行政用途之物業按成本減任何已確認減值虧損列賬。成本包括專業費用及就合資格資產而言，根據本集團之會計政策資本化之借貸成本。該等物業乃於竣工後並可投入作擬定用途時歸類為適當類別之物業、廠房及設備。該等資產按與其他物業資產相同之基準，於該等資產可投入作擬定用途時開始計提折舊。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Golf courses	3.33%
Buildings	3.33%-5%
Leasehold improvements	20%-33.3%
Office equipment	20%-33.3%
Motor vehicles	20%
Furniture and fixtures	15%-20%
Plant and machineries	10%-20%

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 and is recognised in profit or loss.

##### (k) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

#### 4. 主要會計政策概要(續)

##### (j) 物業、廠房及設備(續)

物業、廠房及設備項目之折舊按其估計可使用年期以直線法撇銷其成本減剩餘價值確認。估計可使用年期、剩餘價值及折舊方法乃於各報告期末檢討，任何估計變動之影響按未來適用法入賬。折舊之主要年率如下：

高爾夫球場	3.33%
樓宇	3.33%-5%
租賃物業裝修	20%-33.3%
辦公室設備	20%-33.3%
汽車	20%
傢俬及裝置	15%-20%
廠房及機器	10%-20%

根據融資租賃持有之資產按與自置資產相同之基準於其預期可使用年期計提折舊。然而，倘無法合理確定可於租期結束前取得擁有權，則資產按租期與其可使用年期之較短者計提折舊。

物業、廠房及設備項目乃於出售後或當預期持續使用該資產不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生之任何收益或虧損乃按出售所得款項與資產賬面值之差額釐定，並於損益表確認。

##### (k) 投資物業

投資物業指持作賺取租金及／或資本增值之物業(就此目的而言包括在建物業)。投資物業初步按成本值計量，包括任何直接應佔開支。於初步確認後，投資物業按公平值計量。投資物業公平值變動產生之收益及虧損於產生期間計入損益表。



#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (I) Intangible assets

###### *Intangible assets acquired separately*

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

###### *Intangible assets acquired in a business combination*

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less any accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

###### *Derecognition of intangible assets*

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

#### 4. 主要會計政策概要(續)

##### (I) 無形資產

###### *獨立收購之無形資產*

獨立收購的具有限可使用年期之無形資產，按成本值減累計攤銷及任何累計減值虧損列賬。攤銷按估計可使用年期以直線法確認。估計可使用年期及攤銷方法於各報告期末檢討，而任何估計變動之影響按未來適用法入賬。

###### *業務合併中購入之無形資產*

業務合併中購入並與商譽分開確認之無形資產，初步按其於收購日期之公平值(視為其成本值)確認。

初步確認後，於業務合併中購入之具有限可使用年期之無形資產以與獨立收購之無形資產相同之基準，按成本值減任何累計攤銷及累計減值虧損呈報。

###### *終止確認無形資產*

無形資產於出售或預計不會從資產的使用或出售中獲得未來經濟利益時終止確認。因終止確認無形資產而產生之收益及虧損(按出售所得款項淨額與該資產賬面值之差額計算)，於終止確認該資產時於損益表確認。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (m) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories sold are determined using the first-in-first-out or weighted average method as appropriate. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as cost of sales in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as cost of sales in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is offset against the cost of sales in the period in which the reversal occurs.

##### (n) 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 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 at fair value through profit or loss are recognised immediately in profit or loss.

#### 4. 主要會計政策概要(續)

##### (m) 存貨

存貨按成本與可變現淨值之較低者列賬。已售存貨之成本乃酌情採用先入先出或加權平均法釐定。可變現淨值指存貨估計售價減完成之所有估計成本及作出銷售所需之成本。

所出售存貨之賬面值在相關收入確認期間內確認為銷售成本。任何存貨撇減至可變現淨值之金額及存貨之所有虧損，均在出現撇減或虧損期間內確認為銷售成本。因可變現淨值增加引致存貨的任何撇減撥回之金額，均在出現撥回期間內抵銷銷售成本。

##### (n) 金融工具

當集團實體成為工具合約條文之訂約方時，確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債(按公平值計入損益表之金融資產除外)而直接應佔之交易成本乃於首次確認時按適用情況加入或扣自該金融資產或金融負債之公平值。收購按公平值計入損益表之金融資產直接產生之交易成本即時於損益表確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Financial instruments (Continued)

##### *Financial assets*

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

##### *Effective interest method*

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

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

### 4. 主要會計政策概要(續)

#### (n) 金融工具(續)

##### *金融資產*

金融資產歸類至下列指定類別：「按公平值計入損益表(「按公平值計入損益表」)之金融資產」、「可供出售(「可供出售」)金融資產」及「貸款及應收款項」。分類視乎金融資產之性質及目的而定，並於初步確認時釐定。所有常規買賣金融資產乃按交易日基準確認及終止確認。常規買賣指在市場規則或慣例設定之時間框架內交付資產之金融資產買賣。

##### *實際利率法*

實際利率法乃計算債務工具之攤銷成本及於有關期間分配利息收入之方法。實際利率乃按債務工具之預計年期或(如適用)較短期間，準確貼現估計未來現金收入(包括構成實際利率不可或缺部分之一切已付或已收費用及利率差價、交易成本及其他溢價或折讓)至其初步確認時之賬面淨值之利率。

債務工具(分類為按公平值計入損益表之金融資產除外)之利息收入按實際利率基準確認，其中利息收入乃計入收益或虧損淨額。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### Financial assets (Continued)

###### Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is (i) held for trading, (ii) designated as at FVTPL, or (iii) contingent consideration that may be received by an acquirer as part of a business combination to which HKFRS 3 applies.

A financial asset is classified as held for trading if:

- (i) it has been acquired principally for the purpose of selling it in the near term; or
- (ii) 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
- (iii) 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 or contingent consideration that may be received by an acquirer as part of a business combination may be designated as at FVTPL upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (ii) 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
- (iii) it forms part of a contract containing one or more embedded derivatives, and HKAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as at FVTPL.

#### 4. 主要會計政策概要(續)

##### (n) 金融工具(續)

###### 金融資產(續)

###### 按公平值計入損益表之金融資產

倘金融資產乃(i)持作買賣、(ii)指定為按公平值計入損益表，或(iii)可能由收購人收取之或然代價，作為香港財務報告準則第3號適用之業務合併之一部份，則分類為按公平值計入損益表。

於下列情況下，金融資產分類為持作買賣：

- (i) 購買之主要目的為於短期內出售；或
- (ii) 於初步確認時為本集團共同管理的已識別金融工具組合之一部分，且近期已形成實際的短期獲利模式；或
- (iii) 為一項未指定為有效對沖工具的衍生工具。

於下列情況下，金融資產(持作買賣之金融資產除外)或可能由收購人收取之或然代價(作為業務合併之一部份)可於初步確認時指定為按公平值計入損益表：

- (i) 該指定消除或極大地減低原本可能出現之計量或確認之一致性；或
- (ii) 金融資產組成一組金融資產或金融負債或兩者之一部分，並根據本集團備案之風險管理或投資策略，按公平值基準管理及評估其表現，以及按該基準於內部提供分組資料；或
- (iii) 金融資產組成包括一項或以上嵌入式衍生工具之合約之一部分，而香港會計準則第39號 *金融工具：確認及計量* 允許將合併後的整份合約(資產或負債)指定為按公平值計入損益表。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Financial instruments (Continued)

##### Financial assets (Continued)

##### Financial assets at FVTPL (Continued)

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 excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item. Fair value is determined in the manner described in note 51 to the consolidated financial statements.

##### AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as loans and receivables, held-to-maturity investments or financial assets at FVTPL.

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to interest income calculated using the effective interest method and dividends on AFS equity investments are recognised in profit or loss. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of “available-for-sale financial assets revaluation reserve”. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the available-for-sale financial assets revaluation reserve is reclassified to profit or loss.

Dividends on AFS equity investments are recognised in profit or loss when the Group’s right to receive the dividends is established.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period.

### 4. 主要會計政策概要(續)

#### (n) 金融工具(續)

##### 金融資產(續)

##### 按公平值計入損益表之金融資產(續)

按公平值計入損益表之金融資產按公平值列賬，重新計量產生之任何收益或虧損於損益表內確認。於損益表內確認之收益或虧損淨額不包括該項金融資產所賺取之任何股息或利息，並計入「其他收益及虧損」項目內。公平值按綜合財務報表附註51所述之方式釐定。

##### 可供出售金融資產

可供出售金融資產乃指定為可供出售或未分類為貸款及應收款項、持有至到期投資或按公平值計入損益表之金融資產之非衍生工具。

本集團持有分類為可供出售金融資產及於活躍市場買賣之權益及債務證券，於各報告期末按公平值計量。可供出售貨幣性金融資產之賬面值有關採用實際利率法計算之利息收入及可供出售權益投資之股息之變動於損益表確認。可供出售金融資產賬面值之其他變動於其他全面收益表確認，並於「可供出售金融資產重估儲備」累計。倘投資被出售或經釐定為將予減值，先前於可供出售金融資產重估儲備累計之累計收益或虧損重新分類至損益表。

可供出售權益投資之股息乃於本集團收取股息之權利獲確立時於損益表確認。

並無活躍市場報價及公平值無法可靠計量之可供出售權益投資，以及與該等無報價股本投資掛鉤且須以交付該等投資結算之衍生工具，於各報告期末按成本值減任何已識別減值虧損計量。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### Financial assets (Continued)

###### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including loans receivables, trade receivables, other receivables, amount due from an associate, and cash and cash equivalents) are measured at amortised cost using the effective interest method, less any impairment losses.

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 investment have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of 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
- the disappearance of an active market for that financial asset because of financial difficulties.

#### 4. 主要會計政策概要(續)

##### (n) 金融工具(續)

###### 金融資產(續)

###### 貸款及應收款項

貸款及應收款項指具備固定或可釐定付款而無活躍市場報價之非衍生金融資產。貸款及應收款項(包括應收貸款、貿易應收款項、其他應收款項、應收一間聯營公司款項以及現金及現金等價物)採用實際利率法，按攤銷成本減任何減值虧損計量。

利息收入採用實際利率法確認，惟確認利息之意義並不重大之短期應收款項除外。

###### 金融資產減值

金融資產(按公平值計入損益表除外)於各報告期末評估是否存在減值跡象。倘有客觀證據顯示，投資之估計未來現金流量因初步確認金融資產後發生之一項或多項事件而受到影響，則金融資產被視為減值。

就可供出售權益投資而言，證券之公平值大幅或長期下跌至低於其成本值，即被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或對手方陷入嚴重的財務困境；或
- 違約，如無法償還或拖欠支付利息或本金款項；或
- 借款人有可能破產或進行財務重組；或
- 財政困境導致該金融資產失去活躍市場。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### *Financial assets (Continued)*

###### *Impairment of financial assets (Continued)*

For certain categories of financial assets, such as trade receivables, assets are assessed for impairment on a collective basis even if they were not to be impaired individually. 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 of 180 days, 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.

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.

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 against the allowance account to profit or loss.

#### 4. 主要會計政策概要(續)

##### (n) 金融工具(續)

###### 金融資產(續)

###### 金融資產減值(續)

就若干類別金融資產(如貿易應收款項)而言,不會個別減值之資產乃集體減值。應收款項組合減值之客觀證據可包括本集團過往收款記錄、組合中延遲付款至超逾180日平均信貸期之宗數增加,以及國家或地方經濟狀況出現與拖欠應收款項有關的明顯變化。

就按攤銷成本列賬之金融資產而言,已確認減值金額為資產賬面值與按該金融資產原實際利率貼現的估計未來現金流量現值間之差額。

就按成本列賬之金融資產而言,減值虧損金額按資產賬面值與按類似金融資產之當時市場回報率貼現估計未來現金流量現值間之差額計量。該減值虧損不會於其後期間撥回。

所有金融資產之減值虧損直接於其賬面值減除,惟貿易應收款項除外,其賬面值乃透過使用撥備賬減少。撥備賬之賬面值變動於損益表確認。倘貿易應收款項被視為不可收回,則於撥備賬撇銷。其後收回先前撇銷之金額計入損益表之撥備賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Financial instruments (Continued)

##### *Financial assets (Continued)*

##### *Impairment of financial assets (Continued)*

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

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.

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of available-for-sale financial assets revaluation reserve. In respect of AFS debt securities, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

##### *Financial liabilities and equity instruments*

Financial liabilities 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.

### 4. 主要會計政策概要(續)

#### (n) 金融工具(續)

##### *金融資產(續)*

##### *金融資產減值(續)*

倘可供出售金融資產被視為減值，則先前於其他全面收益表確認的累計收益或虧損將於期內重新分類至損益表。

就按攤銷成本計量之金融資產而言，倘於往後期間減值虧損金額減少，而該減少與確認減值後發生之事件客觀相關，則先前確認之減值虧損透過損益表撥回，惟於撥回減值當日，投資之賬面值不得超過未確認減值情況下之攤銷成本。

就可供出售權益投資而言，先前於損益表確認之減值虧損不會透過損益表內撥回。減值虧損後公平值之增加於其他全面收益表確認，並於可供出售金融資產重估儲備累計。就可供出售債務證券而言，倘投資公平值之增加可能與確認減值虧損後所發生之事件客觀相關，則減值虧損其後透過損益表撥回。

##### *金融負債及權益工具*

由集團實體發行之金融負債及權益工具，乃根據合約安排之內容、金融負債及權益工具之定義分類為金融負債或權益。



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## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) 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.

##### *Other financial liabilities*

Other financial liabilities (including trade payables, deposits received, accruals and other payables, other borrowings, promissory notes, amount due to an associate and bank borrowings) are subsequently measured at amortised cost using the effective interest method.

##### *Effective interest method*

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

Interest expense is recognised on an effective interest basis.

### 4. 主要會計政策概要(續)

#### (n) 金融工具(續)

##### *金融負債及權益工具(續)*

##### *權益工具*

權益工具指證明擁有某實體資產於扣減其所有負債後之剩餘權益之任何合約。集團所發行之股權工具按已收所得款項減直接發行成本確認。

購買本公司本身之權益工具乃直接於權益確認並扣除。購買、出售、發行或註銷本公司本身之權益工具時，不會於損益表確認收益或虧損。

##### *其他金融負債*

其他金融負債(包括貿易應付款項、已收按金、應計費用及其他應付款項、其他借款、承兌票據、應付聯營公司款項及銀行借款)其後採用實際利率法按攤銷成本計量。

##### *實際利率法*

實際利率法乃計算金融負債之攤銷成本及於有關期間分配利息開支之方法。實際利率乃按金融負債之預計年期或(如適用)較短期間，準確貼現估計未來現金付款(包括構成實際利率不可或缺部分之一切已付或已收費用及利率差價、交易成本及其他溢價或折讓)至其於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。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) 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 in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

4. 主要會計政策概要(續)

(n) 金融工具(續)

**終止確認**

本集團僅會於從資產取得現金流量之合約權利屆滿，或於其將金融資產及該資產擁有權之絕大部分風險及回報轉移予另一實體時方終止確認金融資產。倘本集團並無轉讓或保留擁有權之絕大部分風險及回報，而繼續控制所轉讓資產，則本集團確認其於該資產之保留權益及其可能須支付之相關負債之金額。倘本集團保留所轉讓金融資產之擁有權的絕大部分風險及回報，則本集團繼續確認該金融資產，亦就已收款項確認有抵押借款。

於全面終止確認金融資產時，資產賬面值與已收及應收代價及已於其他全面收益表確認並於權益累計之累積收益或虧損總和間之差額，於損益表確認。

部分(而非全面)終止確認金融資產時，本集團將金融資產先前之賬面值分配至其繼續確認之部分與其不再確認之部分，分配基準為各部分於轉讓日期之相對公平值。分配至不再確認部分之賬面值與該部分已收代價及其獲分配於其他全面收益表確認之任何累積收益或虧損之總和間之差額，於損益表確認。已於其他全面收益表確認之累計收益或虧損分配至繼續確認部分與不再確認部分，基準為各部分之相對公平值。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### *Derecognition (Continued)*

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.

###### *Offsetting financial instrument*

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

##### (o) Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in profit or loss.

#### 4. 主要會計政策概要(續)

##### (n) 金融工具(續)

###### *終止確認(續)*

本集團僅於本集團之責任解除、取消或已屆滿時方取消確認金融負債。取消確認之金融負債之賬面值與已付及應付代價間之差額於損益表確認。

###### *抵銷金融工具*

金融資產及負債於擁有法定可強制執行權利以抵銷已確認金額及於擬按淨值基準結算或同時變現資產及結算負債時予以抵銷，有關淨額則於綜合財務狀況表內呈報。依法執行之權利未必視未來事項而定及必須於正常業務過程中及在本公司或交易對手違約、資不抵債或破產情況下執行。

##### (o) 貿易應收款項

貿易應收款項為在日常業務過程中就所售商品或所提供服務應收客戶之款項。倘貿易應收款項預期於一年或以內收回(或在正常業務營運週期內的較長時間內收回)，則分類為流動資產，否則呈列為非流動資產。

貿易應收款項初步按公平值確認，其後利用實際利率法按攤銷成本扣除減值撥備計量。倘有客觀證據顯示本集團將無法按應收款項之原條款收回所有款項，則就貿易應收款項確定減值撥備。撥備金額為資產賬面值與按實際利率貼現之估計未來現金流量現值間之差額。撥備金額於損益表確認。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (p) Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

##### (q) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

##### (r) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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

#### 4. 主要會計政策概要(續)

##### (p) 現金及現金等價物

綜合現金流量表中的現金及現金等價物包括手頭現金、銀行通知存款、原到期日為三個月或以下之其他短期高流動性投資及銀行透支。

##### (q) 貿易應付款項

貿易應付款項為支付在日常經營活動中向供應商購買貨品或服務之款項的責任。於一年或以內到期付款的貿易應付款項分類為流動負債；否則分類為非流動負債。

貿易應付款項初步按公平值確認，其後採用實際利率法按攤銷成本計量。

##### (r) 借款

借款初步按公平值扣除所產生之交易成本確認，其後按攤銷成本列賬，所得款項與贖回價值間的任何差額採用實際利率法，在借款期內於損益表確認。

辦理貸款融資時支付之費用，於有可能提取部分或全部融資時確認為貸款交易成本，在此情況下，該費用遞延入賬，直至提取貸款為止。倘並無證據顯示有可能提取部分或全部融資，則該費用資本化為流動資金服務預付款，並於有關融資期間攤銷。

除本集團有無條件權利於報告期末後延遲結算負債至少12個月外，借款分類為流動負債。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (s) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at 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 at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

#### 4. 主要會計政策概要(續)

##### (s) 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（「外幣」）進行之交易均按交易日期之適用匯率確認。於各報告期末，以外幣計值之貨幣項目均按該日期之適用匯率重新換算。按公平值列賬且按外幣計值之非貨幣項目乃按釐定公平值當日之適用匯率重新換算。按外幣歷史成本計量之非貨幣項目毋須重新換算。

貨幣項目之匯兌差額乃於產生之期間於損益表中確認，惟下述者除外：

- 用於未來生產用途，且有關在建資產之外幣借款匯兌差額，當該等資產被視為對該等外幣借款利息成本之調整，其匯兌差額計入該等資產之成本；
- 為對沖若干外幣風險訂立之交易之匯兌差額；及
- 應收或應付海外業務之貨幣項目匯兌差額，其結算並無計劃及不大可能出現（因此組成部份海外業務之投資淨額），該差額初步於其他全面收益表確認及按貨幣項目之還款由權益重新分類至損益表。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Foreign currencies (Continued)

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

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

4. 主要會計政策概要(續)

(s) 外幣(續)

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按各報告期末之適用匯率換算為本集團之呈列貨幣(即港元)，而有關之收入及開支項目乃按期內平均匯率換算，除非期內匯率出現重大波幅，則於此情況下，將採用交易日期之匯率。所產生匯兌差額(如有)均確認於其他全面收益表，及於「匯兌儲備」項下累計權益(歸屬於非控股權益(倘適用))。

在出售一項海外業務(即本集團出售一項海外業務的所有權益、或出售包括失去對一家擁有海外業務之附屬公司的控制權、或出售一家擁有海外業務之合營安排或聯營公司之部份權益而使剩餘的權益變為金融資產)時，該業務權益中所有屬於本公司擁有人之累計匯兌差額均重分類至損益表。

收購海外業務時產生之商譽及按公平值調整之可識別資產及負債將被視作該海外業務之資產及負債，並按各報告期末適用之匯率換算。由此產生之匯兌差額乃於其他全面收益表內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Leases

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

##### *The Group as lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

##### *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 obligations under finance leases.

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 period in which they are incurred.

### 4. 主要會計政策概要(續)

#### (t) 租賃

當租賃之條款將擁有權之絕大部分風險及回報轉移至承租人時，租賃分類為融資租賃。所有其他租賃則分類為經營租賃。

##### *本集團作為出租人*

經營租賃之租金收入以直線法於有關租期內確認於損益表。磋商及安排經營租賃產生之初步直接成本乃計入租賃資產之賬面值，並以直線法於租期內確認為開支。

##### *本集團作為承租人*

根據融資租賃持有之資產確認為本集團資產，以接納租約時之公平值或其最低租金現值的較低者入賬。相應應付出租人的負債已於綜合財務狀況表中列作融資租賃責任。

租金已在融資開支及租約責任中分攤，以使負債餘額所附之利率維持不變。除非融資開支直接屬於合資格資產，根據本集團對於借貸開支的一貫政策資本化，否則融資開支將即時於損益表中確認。或然租賃已於其產生期間確認作開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (t) Leases (Continued)

###### *The Group as lessee (Continued)*

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

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

##### (u) Employee benefits

###### *Bonuses*

The Group recognises a liability for bonuses when there is a contractual obligation and the amount can be estimated reliably.

###### *Retirement benefit obligations*

The Group operates the Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

#### 4. 主要會計政策概要(續)

##### (t) 租賃(續)

###### *本集團作為承租人(續)*

經營租賃付款以直線法於租期內確認為開支，除非另有系統化基準更能代表使用租賃資產經濟利益之時間模式。經營租約產生之或然租金於產生期間確認為開支。

倘訂立經營租賃時收取租金優惠，則該優惠確認為負債。總優惠利益以直線法確認為租金開支減少，除非另有系統化基準更能代表使用租賃資產經濟利益之時間模式。

##### (u) 僱員福利

###### *花紅*

本集團於有合約責任及責任金額能夠可靠地估計時就花紅確認負債。

###### *退休福利責任*

本集團根據香港強制性公積金計劃條例，為按香港僱傭條例聘用之僱員運作強制性公積金計劃(「強積金計劃」)。強積金計劃為界定供款計劃，其資產由獨立信託管理基金持有。



#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (u) Employee benefits (Continued)

###### *Retirement benefit obligations (Continued)*

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. The Group's contributions to the MPF Scheme are expensed as incurred. 5% of relevant income vests immediately upon the completion of service in the relevant service period, while the remaining portion vests in accordance with the MPF Scheme's vesting scales. Where employees leave the MPF Scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

###### *Share-based compensation*

The fair value of the employee services received in exchange for the grant of the share options and restricted share awards is recognised as an expense in profit or loss.

The total amount to be expensed over the vesting period is determined with reference to the fair value of the share options and restricted share awards granted. At the end of each reporting period, the Company revises its estimates of the number of share options that are expected to become exercisable and the number of restricted share awards that become vested. It recognises the impact of the revision of original estimates, if any, in profit or loss, and a corresponding adjustment to equity in the consolidated statement of financial position will be made over the remaining vesting periods.

The proceeds received, net of any directly attributable transaction costs, are credited to share capital and share premium accounts when the share options are exercised and when the restricted share awards are vested.

#### 4. 主要會計政策概要(續)

##### (u) 僱員福利(續)

###### *退休福利責任(續)*

根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%向計劃作出供款，以相關月收入30,000港元為限。本集團向強積金計劃作出之供款於產生時支銷。相關收入之5%在完成相關服務期之服務時即時歸屬，其餘部分則根據強積金計劃之歸屬比例歸屬。倘僱員於僱主供款全數歸屬前退出強積金計劃，則沒收之供款金額將用作扣減本集團應付之供款。

###### *以股份形式之薪酬*

授予購股權及受限制股份獎勵所換取之僱員服務之公平值於損益表確認為開支。

於歸屬期內列作支出之總金額乃參考已授出購股權及受限制股份獎勵之公平值釐定。於各報告期末，本公司修訂其對預期成為可行使之購股權數目及成為歸屬之受限制股份獎勵數目之估計，於損益表內確認修訂原估計(如有)之影響，並在餘下歸屬期對綜合財務狀況表之權益作相應調整。

倘購股權獲行使及受限制股份獎勵獲歸屬，已收所得款項於扣除任何直接應佔之交易成本後計入股本及股份溢價。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**(v) Share options granted to consultants**

Share options issued in exchange for goods or services with parties other than employees are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured at the fair value of the share options granted. The fair value of the goods and services received is recognised as expenses with a corresponding increase in equity (equity-settled share-based payment reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

**(w) Contingent liabilities and contingent assets**

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

**4. 主要會計政策概要(續)**

**(v) 授予顧問之購股權**

為與僱員以外人士交換貨品或服務而發行之購股權以與僱員以外人士所收取貨品或服務之公平值計量，惟倘公平值無法可靠計量，則已收貨品或服務乃按所授出購股權之公平值計量。當本集團獲得貨品及對手方提供服務時，除非貨品或服務合資格確認為資產，否則該等貨品或服務之公平價值確認為開支，而權益(以股權結算之股份支款儲備)亦會相應增加。

**(w) 或然負債及或然資產**

或然負債指因過往事件而可能產生之責任，且其是否存在僅可經不完全由本集團掌握之一項或多項無法確定之未來事件發生與否證實。或然負債亦可為源自過往事件之現時責任，因不大可能需要經濟資源流出或責任金額無法可靠計量而未確認。或然負債未經確認，惟於綜合財務報表附註披露。倘資源流出之可能性有變，以致有很可能發生流出時，則確認為撥備。

或然資產指因過往事件而可能產生之資產，且其存在與否僅可經不完全由本集團掌握之一項或多項無法確定之未來事件發生與否證實。或然資產未經確認，惟當很有可能發生經濟利益流入時，則於財務報表附註披露。倘流入幾乎可以確定，則確認資產。

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (x) Related party transactions

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

- (i) A person, or a close member of that person's family, is related to the Group if that person:
  - (1) has control or joint control over the Group; or
  - (2) has significant influence over the Group; or
  - (3) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
  - (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others); or
  - (2) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member); or
  - (3) both entities are joint ventures of the same third party; or
  - (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity; or
  - (5) the entity is a post-employment benefit plan for the benefit of employees of either the group or an entity related to the Group; or
  - (6) the entity is controlled or jointly controlled by a person identified in (i); or
  - (7) a person identified in (i)(1) 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); or
  - (8) 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 Group's parent.

### 4. 主要會計政策概要(續)

#### (x) 關聯人士交易

以下人士被視為與本集團有關，倘：

- (i) 倘某人士符合以下條件，則該人士或其直系親屬被視為與本集團有關聯：
  - (1) 對本集團擁有控制權或共同控制權；或
  - (2) 對本集團擁有重大影響力；或
  - (3) 為本集團或本集團母公司之主要管理人員。
- (ii) 倘任何以下條件適用，則某實體與本集團有關聯：
  - (1) 該實體及本集團為同一集團之成員公司(表示各母公司、附屬公司及同系附屬公司互有關聯)；或
  - (2) 一實體為另一實體之聯營公司或合營公司(或另一實體為成員公司之集團之成員公司之聯營公司或合營公司)；或
  - (3) 兩個實體均為同一第三方之合營公司；或
  - (4) 一實體為第三間實體之合營公司，而另一實體為該第三間實體之聯營公司；或
  - (5) 該實體乃為集團或與本集團有關聯之實體之僱員利益而設之離職後福利計劃；或
  - (6) 該實體受(i)所識別人士控制或共同控制；或
  - (7) (i)(1)所識別之人士對該實體行使重大影響力，或為該實體(或該實體之母公司)之主要管理人員；或
  - (8) 該實體、或一間集團之任何成員公司(為集團之一部分)向集團或集團之母公司提供主要管理人員服務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (x) Related party transactions (Continued)

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

#### (y) 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.

### 4. 主要會計政策概要(續)

#### (x) 關聯人士交易(續)

關聯人士交易指本集團與一名關聯人士之間的資源、服務或責任轉移，不論是否收取價格。

該名人士之近親為可能被預期於與實體進行交易時影響該名人士或受該名人士影響之該等家族成員。

#### (y) 撥備

倘本集團因過往事件而須承擔現時之法定或推定責任、本集團可能須履行該責任及責任金額能夠可靠估計，則確認撥備。

已確認為撥備之金額，為對報告期末履行現時責任所需代價之最佳估計，並考慮與責任有關之風險及不明朗因素。倘使用履行現時責任所需之估計現金流量計量撥備，其賬面值為相關現金流量之現值(倘貨幣時間值之影響重大)。

當清償撥備所需之部分或全部經濟利益預期可從第三方收回時，倘幾乎可以確定可收取彌償及應收款項金額能可靠計量，則應收款項確認為資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (z) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are discussed below.

### 4. 主要會計政策概要(續)

#### (z) 分部呈報

經營分部及綜合財務報表所呈報各分類項目之金額乃自定期提供予本集團最高層管理人員之財務資料中識別得出。最高層管理人員依據該等財務資料分配資源至本集團不同業務及地域以及評估該等業務及地域之表現。

就財務報告而言，個別重大經營分部不會合併計算，惟分部間有類似經濟特點及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務之方法及監管環境性質方面相類似則除外。倘經營分部並非個別重大但符合大部份此等準則，則該等經營分部可能會被合併計算。

### 5. 關鍵會計估計及判斷

估計及判斷乃根據過往經驗及其他因素，包括對未來事件作出相信當前情況下屬合理之預期，作持續評估。

本集團對未來作出估計及假設。所得會計估計就定義而論，甚少與相關實際結果相同。極有可能導致須對下個報告期的資產及負債賬面值作出重大調整之估計及假設討論如下。

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### (a) Impairment of intangible assets

The Group performs annual tests on whether there has been impairment of intangible assets with indefinite useful lives in accordance with the accounting policy stated in note 4(h) to the consolidated financial statements. The recoverable amounts of intangible assets are determined based on value in use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value in use calculations.

### (b) Impairment of goodwill

Goodwill is reviewed for impairment at the end of each reporting period or whenever events or changes in circumstances indicate that the carrying amount of the CGU exceeds its recoverable amount. The recoverable amount of the CGU is the greater of the fair value less costs of disposal and value in use. An estimation of the value in use of the CGU involves estimating the future cash flows expected to arise from its continuing use and applying the appropriate discount rate that reflects current market assessment of the time value of money and the risk specific to the CGU.

### (c) Estimate of fair value of investment properties

Investment properties are stated at fair value based on the market values, being the estimated amount for which properties could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction or the valuation performed by an independent valuer. In determining the fair value, the valuer has based on method of valuation which involves certain estimates and assumptions. In relying on the valuation report, the management has exercised their judgements and is satisfied that the method of valuation is reflective of the current market conditions. Should there be any changes in assumptions due to change of market conditions, the fair value of the investment properties will be adjusted accordingly.

## 5. 關鍵會計估計及判斷(續)

### (a) 無形資產減值

本集團按照綜合財務報表附註4(h)所載之會計政策每年測試具無定期可使用年期之無形資產是否出現減值。無形資產之可收回金額乃透過計算使用價值釐定。該等計算須管理層就日後業務營運及除稅前貼現率作出估計及假設，以及作出有關計算使用價值的其他假設。

### (b) 商譽之減值

商譽於各報告期末或當有事件出現或情況改變顯示現金產生單位之賬面值超出其可收回金額時作減值檢討。現金產生單位之可收回金額為公平值減出售成本及使用價值之較高者。現金產生單位使用價值之估計包括預期自持續使用所產生之未來現金流量，及應用可反映現行市場對貨幣時間價值之評估和現金產生單位之特定風險之合適貼現率。

### (c) 估計投資物業之公平值

投資物業根據市值(即自願買家及自願賣家於估值日期在公平交易中交換物業所能獲得的估計金額，或獨立估值師作出的估值)按公平值列賬。於釐定公平值時，估值師乃基於涉及若干估計及假設之估值方法。依賴估值報告時，管理層作出判斷並信納估值方法可反映現行市況。倘相關假設因應市況變動而改變，則投資物業之公平值將相應作出調整。

### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (d) Assessment of economic useful lives of fixed assets and intangible assets other than goodwill

Fixed assets and intangible assets with finite useful lives other than goodwill are depreciated or amortised over their economic useful lives. The assessment of estimated useful lives is a matter of judgement based on the experience of the Group, taking into account factors such as technological progress, changes in market demand, expected usage and physical wear and tear. Useful lives are periodically reviewed for continued appropriateness. Due to long lives of assets, changes to the estimates used can result in variations in their carrying amounts.

#### (e) Trade receivables and loans receivables

The aging analysis of trade receivables and loans receivables are reviewed on a regular basis to ensure that the trade receivables and loans receivables balances are collectible and follow up actions are promptly carried out if the agreed credit periods or terms of loans have been exceeded. However, from time to time, the Group may experience delays in collection. Where recoverability of trade receivables and loans receivables balances is called into doubts, specific provisions for impairments are made based on credit status of the customers, the aging analysis of the trade receivables and loans receivables balances and write-off history. Certain receivables may be initially identified as collectible, yet subsequently become uncollectible and result in a subsequent write-off of the related receivables to profit or loss. Changes in the collectability of trade receivables and loans receivables for which provisions are not made could affect the results of operations.

### 5. 關鍵會計估計及判斷(續)

#### (d) 商譽以外之固定資產及無形資產之經濟可使用年期評估

除商譽以外，有限可使用年期之固定資產及無形資產須於其經濟可使用年期內折舊或攤銷。估計可使用年期評估乃根據本集團之經驗作出判斷，並考慮如技術進步、市場需求變動、預期用法及實物損耗等因素。定期對可使用年期進行持續適用性檢討。由於資產使用年期較長，估計變動會影響其賬面值。

#### (e) 貿易應收款項及應收貸款

本集團定期檢討貿易應收款項及應收貸款之賬齡分析，確保可收回貿易應收款項及應收貸款結餘，並可於超過協定之信貸期或貸款期後即時採取跟進行動。然而，本集團不時出現延遲收款的情況。倘貿易應收款項及應收貸款結餘之可收回性存疑，則本集團根據客戶之信貸狀況、貿易應收款項及應收貸款結餘之賬齡分析及撇銷紀錄，作出特定減值撥備。若干應收款項可初步確認為可收回，惟其後可能成為無法收回，因此其後須於損益表撇銷相關應收款項。倘未計提撥備之貿易應收款項及應收貸款之可收回性有變，則可能會對經營業績構成影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (f) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### (g) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and variable selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. The directors of the Company reassess the estimations at the end of reporting period.

#### (h) Fair value of contingent consideration arising from business combination

Contingent consideration arising from business combination is valued using a discounted cash flow model, based on the estimated compensation received by the Group, discounted using the applicable prevailing market rate. The estimation of the compensation is based on the estimated profits of the acquiree.

### 5. 關鍵會計估計及判斷(續)

#### (f) 所得稅

本集團須於多個司法權區繳納所得稅。釐定全球的所得稅撥備須作出重大判斷。於日常業務過程中，眾多交易及計算之最終稅務決定均不確定。本集團估計是否須繳納額外稅項，並據此就預計稅務審計問題確認負債。倘該等事項之最終稅務後果有別於初步記錄之金額，則相關差額將影響作出上述決定期間之所得稅及遞延稅項撥備。

#### (g) 存貨之可變現淨值

存貨之可變現淨值為於日常業務過程中估計之售價，扣除估計完成成本及可變銷售開支。該等估計乃基於當前市況及銷售類似性質產品之歷史經驗，並可能因應客戶喜好變化及競爭對手為應對嚴峻的行業週期而採取的行動發生重大變動。本公司董事於報告期末重新評估該等估計。

#### (h) 業務合併所產生或然代價之公平值

評估業務合併產生之或然代價時，乃採用貼現現金流量模型，根據本集團收取之估計補償，按適用之現行市場利率貼現。補償之估計基於被收購方之估計溢利。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. OPERATING SEGMENTS

The Group's operating segments have been determined based on the information reported to the Chairman of the board of directors, being chief operating decision maker, that are used for performance assessment and to make strategic decisions. The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other operating segments. The Group currently has five operating segments:

- |  |  |
|--|--|
| (a) Distribution                                 | Distribution of films and sub-licensing of film rights           |
| (b) Property investment                          | Leasing of rental properties                                     |
| (c) Sale of financial assets                     | Sale of financial assets   |
| (d) Money lending                                | Money lending  |
| (e) Sale of jewelry products and precious stones | Design and sale of jewelry products, and sale of precious stones |

An operating segment regarding the sale of beauty products and provision of therapy services was discontinued on 6 November 2015.

### 6. 經營分部

本集團之經營分部已根據向董事會主席（即主要經營決策人）報告之資料釐定，有關資料可用作評估表現及作出策略性決定。本集團之經營業務乃根據其業務性質及所提供之產品及服務構建及獨立管理。本集團各經營分部指提供產品及服務之策略性業務單位，其風險及回報有別於其他經營分部。本集團現時有五個經營分部：

- |               |                  |
|---------------|------------------|
| (a) 發行        | 發行電影及轉授電影發行權     |
| (b) 物業投資      | 租賃租用物業           |
| (c) 銷售金融資產    | 銷售金融資產           |
| (d) 借貸        | 借貸               |
| (e) 銷售珠寶產品及寶石 | 設計及銷售珠寶產品，以及銷售寶石 |

有關銷售美容產品及提供護理服務之經營分部已於二零一五年十一月六日終止。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. OPERATING SEGMENTS (Continued)

An analysis of the Group's reportable segment revenue, results, assets, liabilities and other selected financial information for the years ended 31 December 2016 and 2015 by operating segments are as follows:

#### Segment revenue and results

For the year ended 31 December 2016

### 6. 經營分部(續)

截至二零一六年及二零一五年十二月三十一日止年度，本集團按經營分部劃分之可呈報分部收益、業績、資產、負債及其他選定財務資料之分析如下：

#### 分部收益及業績

截至二零一六年十二月三十一日止年度

		Continuing operations					Discontinued operations		Consolidated
		持續經營業務					已終止經營業務		
		Distribution	Property investment	Sale of financial assets	Money lending	Sale of jewelry products and precious stones	Sub-total	Sale of beauty products and provision of therapy services	
		發行	物業投資	銷售金融資產	借貸	銷售珠寶產品及寶石	小計	銷售美容產品及提供護理服務	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue	分部收益	—	45,171	(22,337)	49,154	89,054	161,042	—	161,042
Segment (loss)/profit	分部(虧損)/溢利	(36)	6,433	(147,180)	48,177	2,468	(90,138)	—	(90,138)
Interest income on bank deposits	銀行存款之利息收入						329	—	329
Unallocated corporate income	未分配企業收入						8	—	8
Unallocated corporate expenses	未分配企業開支						(54,335)	—	(54,335)
Cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets	於終止確認可供出售金融資產後由權益重新分類至損益表之累計收益						22,500	—	22,500
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益						8	—	8
Impairment loss recognised in respect of amount due from an associate	已確認應收一間聯營公司款項之減值虧損						(400)	—	(400)
Impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss	已確認可供出售金融資產減值虧損由權益重新分類至損益表						(57,750)	—	(57,750)
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損						(21,500)	—	(21,500)
Finance costs	融資費用						(9,529)	—	(9,529)
Share of results of associates	應佔聯營公司業績						—	—	—
Loss before taxation	除稅前虧損						(210,807)	—	(210,807)
Income tax credit	所得稅抵免						2,903	—	2,903
Loss for the year	本年度虧損						(207,904)	—	(207,904)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. OPERATING SEGMENTS (Continued)

#### Segment revenue and results (Continued)

For the year ended 31 December 2015

		Continuing operations					Discontinued operations		Consolidated
		Distribution	Property investment	Sale of financial assets	Money lending	Sale of jewelry products and precious stones	Sub-total	Sale of beauty products and provision of therapy services	
		發行	物業投資	銷售 金融資產	借貸	銷售 珠寶產品 及寶石	小計	銷售 美容產品 及提供 護理服務	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Segment revenue</b>	分部收益	–	9,099	(14,175)	72,529	117,327	184,780	37,021	221,801
<b>Segment (loss)/profit</b>	分部(虧損)/溢利	(58)	(48,371)	(78,644)	71,882	14,838	(40,353)	(21,434)	(61,787)
Interest income on bank deposits	銀行存款之利息收入						1,148	238	1,386
Unallocated corporate income	未分配企業收入						506	1	507
Unallocated corporate expenses	未分配企業開支						(73,368)	(129)	(73,497)
Cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets	於終止確認可供出售金融資產後由權益重新分類至損益表之累計收益						74,378	–	74,378
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益						245,072	–	245,072
Impairment loss recognised in respect of amount due from an associate	已確認應收一間聯營公司款項之減值虧損						(1,431)	–	(1,431)
Impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss	已確認可供出售金融資產減值虧損由權益重新分類至損益表						(73,500)	–	(73,500)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損						(1)	(136)	(137)
Write-down of inventories	撇減存貨						–	(3)	(3)
Finance costs	融資費用						(1,609)	(854)	(2,463)
Share of results of associates	應佔聯營公司業績						–	–	–
Profit/(loss) before taxation	除稅前溢利/(虧損)						130,842	(22,317)	108,525
Income tax expense	所得稅開支						(8,253)	(671)	(8,924)
Profit/(loss) for the year	本年度溢利/(虧損)						122,589	(22,988)	99,601

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the both years.

Segment results represent (loss incurred)/profit earned by each segment without allocation of central administrative expenses including directors' emoluments, share of results of associates, investment and other income, certain other gains and losses, finance costs and income tax credit/(expense). This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

### 6. 經營分部(續)

#### 分部收益及業績(續)

截至二零一五年十二月三十一日止年度

		Continuing operations					Discontinued operations		Consolidated
		Distribution	Property investment	Sale of financial assets	Money lending	Sale of jewelry products and precious stones	Sub-total	Sale of beauty products and provision of therapy services	
		發行	物業投資	銷售 金融資產	借貸	銷售 珠寶產品 及寶石	小計	銷售 美容產品 及提供 護理服務	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Segment revenue</b>	分部收益	–	9,099	(14,175)	72,529	117,327	184,780	37,021	221,801
<b>Segment (loss)/profit</b>	分部(虧損)/溢利	(58)	(48,371)	(78,644)	71,882	14,838	(40,353)	(21,434)	(61,787)
Interest income on bank deposits	銀行存款之利息收入						1,148	238	1,386
Unallocated corporate income	未分配企業收入						506	1	507
Unallocated corporate expenses	未分配企業開支						(73,368)	(129)	(73,497)
Cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets	於終止確認可供出售金融資產後由權益重新分類至損益表之累計收益						74,378	–	74,378
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益						245,072	–	245,072
Impairment loss recognised in respect of amount due from an associate	已確認應收一間聯營公司款項之減值虧損						(1,431)	–	(1,431)
Impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss	已確認可供出售金融資產減值虧損由權益重新分類至損益表						(73,500)	–	(73,500)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損						(1)	(136)	(137)
Write-down of inventories	撇減存貨						–	(3)	(3)
Finance costs	融資費用						(1,609)	(854)	(2,463)
Share of results of associates	應佔聯營公司業績						–	–	–
Profit/(loss) before taxation	除稅前溢利/(虧損)						130,842	(22,317)	108,525
Income tax expense	所得稅開支						(8,253)	(671)	(8,924)
Profit/(loss) for the year	本年度溢利/(虧損)						122,589	(22,988)	99,601

上文呈報之分部收益指由對外客戶產生之收益。兩個年度並無分部間銷售。

分部業績指各分部(產生之虧損)/賺取之溢利，惟並無分配中央行政開支(包括董事酬金、應佔聯營公司業績、投資及其他收入、若干其他收益及虧損、融資費用及所得稅抵免/(開支))。此乃就分配資源及評估分部表現而向主要經營決策人呈報之衡量基準。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. OPERATING SEGMENTS (Continued)

### 6. 經營分部(續)

#### Segment assets and liabilities

#### 分部資產及負債

At 31 December 2016

於二零一六年十二月三十一日

		Continuing operations					Discontinued operations	
		持續經營業務					已終止經營業務	
		Distribution	Property investment	Sale of financial assets	Money lending	Sale of jewelry products and precious stones	Sale of beauty products and provision of therapy services	Consolidated
		發行	物業投資	銷售金融資產	借貸	銷售珠寶產品及寶石	銷售美容產品及提供護理服務	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment assets	分部資產							
- Hong Kong	- 香港	269	1,064	723,789	616,139	134,711	-	1,475,972
- The People's Republic of China (the "PRC")	- 中華人民共和國(中國)	-	2,364,162	-	-	-	-	2,364,162
		269	2,365,226	723,789	616,139	134,711	-	3,840,134
Unallocated corporate assets	未分配企業資產							401,404
Consolidated total assets	綜合資產總值							4,241,538
Segment liabilities	分部負債							
- Hong Kong	- 香港	(1)	(1,198)	(12,138)	(1,220)	(39,719)	-	(54,276)
- The PRC	- 中國	-	(833,443)	-	-	-	(833,443)	(833,443)
		(1)	(834,641)	(12,138)	(1,220)	(39,719)	-	(887,719)
Unallocated corporate liabilities	未分配企業資產							(104,680)
Consolidated total liabilities	綜合負債總額							(992,399)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. OPERATING SEGMENTS (Continued)

#### Segment assets and liabilities (Continued)

At 31 December 2015

### 6. 經營分部(續)

#### 分部資產及負債(續)

於二零一五年十二月三十一日

		Continuing operations					Sub-total	Discontinued operations	Consolidated
		Distribution	Property investment	Sale of financial assets	Money lending	Sale of jewelry products and precious stones		已終止經營業務	
							Sale of beauty products and provision of therapy services		
		發行	物業投資	銷售	借貸	銷售	美容產品及提供護理	綜合	
		HK\$'000	HK\$'000	金融資產	HK\$'000	珠寶產品及寶石	服務	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	
<b>Segment assets</b>	<b>分部資產</b>								
- Hong Kong	- 香港	264	1,265	797,367	594,426	134,498	-	1,527,820	
- The PRC	- 中國	-	2,515,173	-	-	-	-	2,515,173	
		264	2,516,438	797,367	594,426	134,498	-	4,042,993	
Unallocated corporate assets	未分配企業資產							387,853	
Consolidated total assets	綜合資產總值							4,430,846	
<b>Segment liabilities</b>	<b>分部負債</b>								
- Hong Kong	- 香港	(20)	(327)	(12,126)	(6,424)	(41,568)	-	(60,465)	
- The PRC	- 中國	-	(900,311)	-	-	-	-	(900,311)	
		(20)	(900,638)	(12,126)	(6,424)	(41,568)	-	(960,776)	
Unallocated corporate liabilities	未分配企業負債							(117,765)	
Consolidated total liabilities	綜合負債總額							(1,078,541)	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. OPERATING SEGMENTS (Continued)

#### Segment assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than interests in associates, amount due from an associate, certain deposits, prepayments, and cash and cash equivalents that are not attributable to individual segments. Assets used jointly by individual segments are allocated on the basis of the revenues earned by individual segments; and
- all liabilities are allocated to operating segments other than amount due to an associate, current tax payables, certain accruals, other payables and receipts in advance that are not attributable to individual segments. Liabilities for which segments are jointly liable are allocated in proportion to segment assets.

### 6. 經營分部(續)

#### 分部資產及負債(續)

為監察分部表現及於分部間分配資源：

- 除於聯營公司之權益、應收一間聯營公司款項、若干按金、預付款項，以及現金及現金等價物不計入個別分部外，所有資產均分配至經營分部。個別分部共同使用之資產按個別分部賺取之收益分配；及
- 除應付一間聯營公司款項、應付本期稅項、若干應計費用、其他應付款項及預收款項不計入個別分部外，所有負債均分配至經營分部。分部共同產生之負債按分部資產比例分配。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. OPERATING SEGMENTS (Continued)

#### Other segment information

For the year ended 31 December 2016

### 6. 經營分部(續)

#### 其他分部資料

截至二零一六年十二月三十一日止年度

	Continuing operations					Discontinued operations		Consolidated
	Distribution	Property investment	Sale of financial assets	Money lending	Sale of jewelry products and precious stones	Sub-total	Sale of beauty products and provision of therapy services	
	發行	物業投資	銷售金融資產	借貸	銷售珠寶產品及寶石	小計	銷售美容產品及提供護理服務	綜合
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment (loss)/profit and segment assets	計量分部(虧損)/溢利及分部資產所計入之金額							
Additions to property, plant and equipment	-	53,683	-	-	22	53,705	-	53,705
Amortisation of intangible assets	-	(20,647)	-	-	-	(20,647)	-	(20,647)
Depreciation of property, plant and equipment	-	(14,453)	-	-	(133)	(14,586)	-	(14,586)
Dividend income	-	-	1,347	-	-	1,347	-	1,347
Gain arising on change in fair value of financial assets at fair value through profit or loss upon recognition of interests in associates	-	-	17,367	-	-	17,367	-	17,367
Gain arising on change in fair value of investment properties	-	3,733	-	-	-	3,733	-	3,733
Loss arising on change in fair value of financial assets at fair value through profit or loss	-	-	(141,649)	-	-	(141,649)	-	(141,649)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. OPERATING SEGMENTS (Continued)

#### Other segment information (Continued)

For the year ended 31 December 2015

### 6. 經營分部(續)

#### 其他分部資料(續)

截至二零一五年十二月三十一日止年度

	Continuing operations					Sub-total	Discontinued operations	Consolidated
	Distribution	Property investment	Sale of financial assets	Money lending	Sale of jewelry products and precious stones		已終止經營業務	
	發行	物業投資	銷售金融資產	借貸	銷售珠寶產品及寶石	小計	銷售美容產品及提供護理服務	綜合
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment (loss)/profit and segment assets	計量分部(虧損)/溢利及分部資產所計入之金額							
Additions to property, plant and equipment	-	7,773	-	-	111	7,884	2,332	10,216
Amortisation of intangible assets	-	(5,114)	-	-	-	(5,114)	-	(5,114)
Depreciation of property, plant and equipment	-	(3,747)	-	-	(122)	(3,869)	(3,869)	(7,738)
Dividend income	-	-	3,111	-	-	3,111	-	3,111
Gain arising on change in fair value of investment properties	-	604	-	-	-	604	-	604
Impairment loss recognised in respect of goodwill	-	(48,492)	-	-	-	(48,492)	-	(48,492)
Loss arising on change in fair value of financial assets at fair value through profit or loss	-	-	(66,286)	-	-	(66,286)	-	(66,286)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. OPERATING SEGMENTS (Continued)

#### Geographical information

The Group mainly operates in Hong Kong and the PRC. The Group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

		Continuing operations		Discontinued operations		Continuing operations		Discontinued operations	
		Revenue from external customers		Revenue from external customers		Non-current assets*		Non-current assets*	
		持續經營業務		已終止經營業務		持續經營業務		已終止經營業務	
		從對外客戶而來之收益		從對外客戶而來之收益		非流動資產*		非流動資產*	
		2016	2015	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	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Australia	澳洲	1,979	509	-	-	-	-	-	-
Europe	歐洲	9,557	10,219	-	-	-	-	-	-
Hong Kong	香港	80,829	118,692	-	37,021	504,582	725,530	-	-
The Middle East	中東	2,701	5,706	-	-	-	-	-	-
The PRC	中國	45,171	9,099	-	-	2,217,690	2,350,469	-	-
The United States of America	美利堅合眾國	20,805	40,555	-	-	-	-	-	-
		161,042	184,780	-	37,021	2,722,272	3,075,999	-	-

\* Non-current assets excluded deferred tax assets.

#### Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		For the year ended	
		31 December	
		截至十二月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Customer 1 <sup>1</sup>	客戶 1 <sup>1</sup>	31,986	21,219
Customer 2 <sup>2</sup>	客戶 2 <sup>2</sup>	21,000	N/A 不適用 <sup>3</sup>

<sup>1</sup> Revenue from sale of jewelry products and precious stones

<sup>2</sup> Revenue from property investment

<sup>3</sup> The corresponding revenue did not contribute over 10% of the total revenue of the Group

### 6. 經營分部(續)

#### 地區資料

本集團主要於香港及中國經營。本集團按地區劃分之來自對外客戶之收益及有關其非流動資產之資料詳列如下：

\* 非流動資產不包括遞延稅項資產。

#### 有關主要客戶之資料

於相關年度向本集團總收益貢獻10%以上之來自客戶之收益如下：

<sup>1</sup> 來自銷售珠寶產品及寶石之收益

<sup>2</sup> 來自物業投資之收益

<sup>3</sup> 相關收益並無向本集團總收益貢獻10%以上

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 7. REVENUE

### 7. 收益

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Sale of financial assets at fair value through profit or loss, net	銷售按公平值計入損益表之金融資產，淨額	(22,337)	(14,175)
Interest income on loans	貸款利息收入	49,154	72,529
Rental income	租金收入	45,171	9,099
Sale of jewelry products and precious stones	銷售珠寶產品及寶石	89,054	117,327
		<b>161,042</b>	<b>184,780</b>

Revenue from sale of financial assets at fair value through profit or loss is recorded on a net basis, details of which are as follows:

銷售按公平值計入損益表之金融資產之收益按淨額基準分析，詳情如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Proceeds from sale of financial assets at fair value through profit or loss	銷售按公平值計入損益表之金融資產之所得款項	191,682	622,551
Carrying amounts of financial assets at fair value through profit or loss sold plus transaction costs	已售按公平值計入損益表之金融資產之賬面值另加交易費用	(214,019)	(636,726)
		<b>(22,337)</b>	<b>(14,175)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 8. INVESTMENT AND OTHER INCOME

### 8. 投資及其他收入

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	持續經營業務		
Dividend income	股息收入	1,347	3,111
Interest income on bank deposits	銀行存款之利息收入	329	1,148
Sundry income	雜項收入	8	506
		<b>1,684</b>	<b>4,765</b>

### 9. OTHER GAINS AND LOSSES

### 9. 其他收益及虧損

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	持續經營業務		
Cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets	於終止確認可供出售金融資產後由權益重新分類至損益表之累計收益	22,500	74,378
Gain arising on change in fair value of financial assets at fair value through profit or loss upon recognition of interests in associates	確認於聯營公司之權益後按公平值計入損益表之金融資產公平值變動產生之收益	17,367	—
Gain arising on change in fair value of investment properties	投資物業公平值變動產生之收益	3,733	604
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益	8	245,072
Impairment loss recognised in respect of amount due from an associate	已確認應收一間聯營公司款項之減值虧損	(400)	(1,431)
Impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss	已確認可供出售金融資產減值虧損由權益重新分類至損益表	(57,750)	(73,500)
Impairment loss recognised in respect of goodwill	已確認商譽之減值虧損	—	(48,492)
Loss arising on change in fair value of financial assets at fair value through profit or loss	按公平值計入損益表之金融資產公平值變動產生之虧損	(141,649)	(66,286)
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損	(21,500)	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	—	(1)
		<b>(177,691)</b>	<b>130,344</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 10. FINANCE COSTS

### 10. 融資費用

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	持續經營業務		
Interest on bank borrowings	銀行借款之利息	9,529	1,609

### 11. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS

### 11. 董事及行政總裁之酬金

The aggregate amounts of emoluments paid or payable to the directors and the Chief Executive Officer of the Company during the year was HK\$43,358,000 (2015: HK\$39,560,000), which HK\$43,358,000 was included in “administrative expenses” (2015: of which HK\$39,457,000 was included in “administrative expenses” under continuing operations and HK\$103,000 was included in “administrative expenses” under discontinued operations). The emoluments of each director and the Chief Executive Officer for the years ended 31 December 2016 and 2015 disclosed pursuant to the applicable Listing Rules and the Hong Kong Company Ordinance are as follows:

年內已付或應付本公司董事及行政總裁之酬金總額為43,358,000港元(二零一五年：39,560,000港元)，其中43,358,000港元計入「行政開支」(二零一五年：39,457,000港元計入持續經營業務下「行政開支」及103,000港元計入已終止經營業務下「行政開支」)。截至二零一六年及二零一五年十二月三十一日止年度，各董事及行政總裁之薪酬根據適用上市規則及香港公司條例披露如下：

Name of director	董事姓名	Fees		Salaries, allowances and benefits in kind		Discretionary bonuses		Contributions to retirement benefit schemes		Equity-settled share-based payment expenses		Total	
		2016	2015	2016	2015	2016	2015	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	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
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Executive directors</b>	<b>執行董事</b>												
Mr. Lei Hong Wai, the Chief Executive Officer	李雄偉先生 (行政總裁)	-	-	8,250	6,600	10,000	8,000	18	18	-	1,575	18,268	16,193
Mr. Cheung Kwok Wai Elton	張國偉先生	-	-	8,250	6,600	10,000	8,000	18	18	-	1,575	18,268	16,193
Mr. Chan Kin Wah Billy	陳健華先生	-	-	1,766	1,474	3,500	3,000	18	18	-	1,246	5,284	5,738
Mr. Cheung Kwok Fan	張國勳先生	120	120	960	900	80	38	18	18	-	-	1,178	1,076
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>												
Mr. Wan Shing Chi	尹成志先生	120	120	-	-	-	-	-	-	-	-	120	120
Mr. Ng Heung Yan	吳向仁先生	120	120	-	-	-	-	-	-	-	-	120	120
Mr. Wong Tak Chuen	黃德銓先生	120	120	-	-	-	-	-	-	-	-	120	120
<b>Total emoluments</b>	<b>酬金總額</b>	<b>480</b>	<b>480</b>	<b>19,226</b>	<b>15,574</b>	<b>23,580</b>	<b>19,038</b>	<b>72</b>	<b>72</b>	<b>-</b>	<b>4,396</b>	<b>43,358</b>	<b>39,560</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 11. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (Continued)

The executive directors' and the Chief Executive Officer's emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive director's emoluments shown above were mainly for their services as directors of the Company.

Certain executive directors and the Chief Executive Officer of the Company are entitled to bonus payments which are determined based on their duties and responsibilities in the Group.

The executive directors and the Chief Executive Officer are regarded as senior management of the Group. Their emoluments are within the following bands:

		Number of individuals 人數	
		2016 二零一六年	2015 二零一五年
HK\$0 – HK\$1,000,000	零港元至 1,000,000 港元	—	—
HK\$1,000,001 – HK\$3,000,000	1,000,001 港元至 3,000,000 港元	1	1
Over HK\$3,000,000	3,000,000 港元以上	3	3

During the year ended 31 December 2016, none of the director was granted share options, in respect of their services to the Group under the share option scheme of the Company. During the year ended 31 December 2015, certain of the directors were 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 45 to the consolidated financial statements.

During the years ended 31 December 2016 and 2015, no emoluments have been paid by the Group to any of the directors and the Chief Executive Officer as an inducement to join or upon joining the Group as compensation for loss of office. None of the directors and the Chief Executive Officer of the Company waived or agreed to waive any emoluments in the year ended 31 December 2016 (2015: Nil).

No transaction, arrangement and contract of significance in relation to the Group's business to which the Company or any subsidiaries of the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 11. 董事及行政總裁之酬金(續)

以上所示之執行董事及行政總裁之酬金主要為彼等就管理本公司及本集團事務提供服務之酬金。上述獨立非執行董事酬金主要為彼等作為本公司董事提供服務之酬金。

本公司若干執行董事及行政總裁有權享有花紅，乃根據彼等於本集團之職務及責任釐定。

執行董事及行政總裁視為本集團之高級管理人員。其酬金介乎以下範圍：

截至二零一六年十二月三十一日止年度，概無董事根據本公司購股權計劃就向本集團提供服務而獲授購股權。截至二零一五年十二月三十一日止年度，若干董事根據本公司購股權計劃就彼等對本集團之服務獲授購股權。購股權計劃詳情載於綜合財務報表附註45。

截至二零一六年及二零一五年十二月三十一日止年度，本集團概無向任何董事及行政總裁支付酬金作為吸引彼等加盟本集團或加盟後之獎勵，或離職補償。截至二零一六年十二月三十一日止年度，概無本公司董事及行政總裁放棄或同意放棄任何酬金(二零一五年：無)。

概無本公司董事直接或間接於本公司或本公司任何附屬公司所訂立與本集團業務有關並於本年度末或年內任何時間仍存續之交易、安排及合約中擁有重大權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 12. FIVE HIGHEST PAID EMPLOYEES

Of the five individuals with the highest emoluments in the Group for the year ended 31 December 2016, four (2015: three) were directors of the Company whose emoluments are included in the disclosures in note 11 to the consolidated financial statements. The emoluments of the remaining one (2015: two) individuals were as follows:

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	813	1,347
Discretionary bonuses	酌情花紅	274	3,000
Contributions to retirement benefits scheme	退休福利計劃供款	18	36
Equity-settled share-based payment expenses	以股權結算之股份支款開支	—	2,564
		<b>1,105</b>	<b>6,947</b>

The number of the highest paid employees who are not the directors of the Company whose emoluments fell within the following bands is as follows:

		Number of employees 僱員人數	
		2016	2015
		二零一六年	二零一五年
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	—
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元至 2,000,000 港元	—	—
HK\$2,000,001 – HK\$2,500,000	2,000,001 港元至 2,500,000 港元	—	—
HK\$2,500,001 – HK\$3,000,000	2,500,001 港元至 3,000,000 港元	—	—
HK\$3,000,001 – HK\$3,500,000	3,000,001 港元至 3,500,000 港元	—	1
Over HK\$3,500,000	3,500,000 港元以上	—	1

During the year ended 31 December 2016, no share options was granted in respect of employee services to the Group under share option scheme of the Company. During the year ended 31 December 2015, certain non-director and non-chief executive highest paid employees were 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 the note 45 to the consolidated financial statements.

### 12. 五名最高薪僱員

截至二零一六年十二月三十一日止年度，於本集團五名最高薪酬人士當中，四名(二零一五年：三名)為本公司董事，彼等之酬金已於綜合財務報表附註11披露。餘下一名(二零一五年：兩名)之酬金如下：

酬金介乎以下範圍之最高薪非本公司董事僱員數目如下：

截至二零一六年十二月三十一日止年度，概無根據本公司購股權計劃就向本集團提供之僱員服務授出購股權。截至二零一五年十二月三十一日止年度，若干非董事及非行政人員為最高薪酬僱員，已根據本公司購股權計劃就向本集團提供服務而獲授購股權。購股權計劃詳情載於綜合財務報表附註45內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 13. INCOME TAX CREDIT/(EXPENSE)

### 13. 所得稅抵免／(開支)

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Hong Kong Profits Tax	香港利得稅		
— Current tax	— 本期稅項	(1,477)	(8,832)
— Over provision in prior years	— 過往年度過多撥備	20	21
		<b>(1,457)</b>	<b>(8,811)</b>
PRC Enterprise Income Tax	中國企業所得稅		
— Current tax	— 本期稅項	(1,699)	(1,012)
Deferred taxation credit (note 40)	遞延稅項抵免(附註40)	6,059	1,570
		<b>2,903</b>	<b>(8,253)</b>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years. The subsidiaries incorporated in the PRC are subject to the PRC Enterprise Income Tax at 25% for both years. The subsidiary incorporated in Dubai Multi Commodities Centre of United Arab Emirates enjoys a 50-year tax holiday for corporate income tax from the date of incorporation.

於兩個年度，香港利得稅按估計應課稅溢利之16.5%計算。於兩個年度，於中國註冊成立之附屬公司須按稅率25%繳納中國企業所得稅。於阿拉伯聯合酋長國迪拜多種商品交易中心註冊成立之附屬公司享有自註冊成立日期起計為期50年之企業所得稅稅務假期。

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## 綜合財務報表附註

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

### 13. INCOME TAX CREDIT/(EXPENSE)

(Continued)

The income tax credit/(expense) for the year can be reconciled to the (loss)/profit before taxation from continuing operations per consolidated statement of profit or loss as follows:

### 13. 所得稅抵免／(開支)(續)

本年度所得稅抵免／(開支)與綜合損益表內之持續經營業務之除稅前(虧損)／溢利對賬如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	持續經營業務		
(Loss)/profit before taxation	除稅前(虧損)／溢利	<b>(210,807)</b>	130,842
Taxation at domestic income tax rate	以當地所得稅率計稅	<b>(34,983)</b>	17,435
Taxation effect of:	稅務影響：		
Income not taxable for tax purpose	稅務上毋須課稅收入	<b>(9,835)</b>	(76,566)
Expenses not deductible for tax purpose	稅務上不可扣稅開支	<b>50,287</b>	66,933
Estimated tax losses not recognised	未確認估計稅項虧損	<b>2,087</b>	2,494
Utilisation of tax losses previously not recognised	動用先前未確認稅項虧損	<b>(4,380)</b>	(452)
Over provision in prior years	過往年度過多撥備	<b>(20)</b>	(21)
Deferred taxation credit	遞延稅項抵免	<b>(6,059)</b>	(1,570)
Income tax (credit)/expense	所得稅(抵免)／開支	<b>(2,903)</b>	8,253



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## 綜合財務報表附註

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

### 14. (LOSS)/PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS

(Loss)/profit for the year from continuing operations has been arrived at after charging/(crediting):

### 14. 來自持續經營業務之本年度(虧損)/溢利

本年度來自持續經營業務之(虧損)/溢利乃扣除/(計入)以下各項後得出：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	持續經營業務		
Amortisation of intangible assets	無形資產攤銷	20,647	5,114
Auditors' remuneration:	核數師酬金：		
— audit services	— 核數服務	990	860
— non-audit services	— 非核數服務	636	2,698
		1,626	3,558
Cost of inventories sold	已銷售存貨之成本	73,542	92,798
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	14,586	3,869
Net foreign exchange loss	匯兌虧損淨額	131	145
Operating lease rentals in respect of rental premises	租賃物業之經營租賃租金	2,072	1,955
Operating lease rentals in respect of operating rights	經營權之經營租賃租金	16,622	4,318
Less: operating lease rentals capitalised	減：已資本化經營租賃租金	(10,996)	(2,856)
		5,626	1,462
Equity-settled share-based payment expenses in respect of consultancy services	就顧問服務以股權結算之股份支款開支	—	5,400
Staff costs (including directors' emoluments):	員工成本(包括董事酬金)：		
— salaries, allowances and benefits in kind	— 薪金、津貼及實物福利	30,158	23,214
— discretionary bonuses	— 酌情花紅	25,053	23,585
— contributions to retirement benefits scheme	— 退休福利計劃供款	464	360
— equity-settled share-based payment expenses	— 以股權結算之股份支款開支	—	12,400
		55,675	59,559
Gross rental income from investment properties and operating rights	來自投資物業及經營權之租金總收入	(45,171)	(9,099)
Less: direct operating expenses incurred for investment properties and operating rights that generated rental income during the year	減：年內產生租金收入之投資物業及經營權產生之直接經營開支	19,890	2,950
Less: direct operating expenses incurred for investment properties and operating rights that did not generated rental income during the year	減：年內並無產生租金收入之投資物業及經營權產生之直接經營開支	194	45
		(25,087)	(6,104)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 15. DISCONTINUED OPERATIONS

On 6 November 2015, SkyNet Group Limited (“SkyNet”, stock code: 8176), a then 70.18% owned subsidiary of the Company, allotted and issued 345,000,000 new ordinary shares and 30,000,000 new convertible preferred shares to six subscribers. As a result, the Group’s shareholding interests in SkyNet was diluted from 70.18% to 12.51% and SkyNet has ceased to be a subsidiary of the Company. SkyNet carried out all of the Group’s sale of beauty products and provision of therapy services operations.

The loss for the year ended 31 December 2015 from the discontinued sale of beauty products and provision of therapy services is set out below:

### 15. 已終止經營業務

於二零一五年十一月六日，一間本公司當時擁有70.18%之附屬公司航空互聯集團有限公司（「航空互聯」及股份代號：8176）向六名認購人配發及發行345,000,000股新普通股股份及30,000,000股新可換股優先股。因此，本集團於航空互聯之持股權益由70.18%攤薄至12.51%，而航空互聯不再為本公司之附屬公司。本集團所有銷售美容產品及提供護理服務業務乃由航空互聯進行。

已終止銷售美容產品及提供護理服務於截至二零一五年十二月三十一日止年度之虧損載列如下：

		For the year ended 31 December 2015 截至二零一五年 十二月三十一日 止年度 HK\$'000 千港元
Loss on sale of beauty products and provision of therapy services operations for the year	銷售美容產品及提供護理服務業務之本年度虧損	(22,988)
Gain on deemed disposal of sale of beauty products and provision of therapy services operations (note 9)	視作出售銷售美容產品及提供護理服務業務之收益(附註9)	245,072
		222,084

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 15. DISCONTINUED OPERATIONS (Continued)

The results of the discontinued operations for the prior year are as follows:

		For the year ended 31 December 2015 截至二零一五年 十二月三十一日 止年度 HK\$'000 千港元
Revenue	收益	37,021
Cost of sales	銷售成本	(26,694)
Gross profit	毛利	10,327
Investment and other income	投資及其他收入	239
Other gains and losses	其他收益及虧損	(139)
Selling and distribution expenses	銷售及分銷開支	(2,004)
Administrative expenses	行政開支	(29,886)
Loss from operations	經營虧損	(21,463)
Finance costs	融資費用	(854)
Loss before taxation	除稅前虧損	(22,317)
Income tax expense	所得稅開支	(671)
Loss for the year from discontinued operations	來自已終止經營業務之本年度虧損	(22,988)

The cash flows of the discontinued operations for the prior year are as follows:

		For the year ended 31 December 2015 截至二零一五年 十二月三十一日 止年度 HK\$'000 千港元
Net cash inflow from operating activities	經營活動現金流入淨額	130,409
Net cash inflow from investing activities	投資活動現金流入淨額	5,312
Net cash outflow from financing activities	融資活動現金流出淨額	(342)
Net cash inflow	現金流入淨額	135,379

### 15. 已終止經營業務(續)

於過往年度，已終止經營業務之業績如下：

		For the year ended 31 December 2015 截至二零一五年 十二月三十一日 止年度 HK\$'000 千港元
Revenue	收益	37,021
Cost of sales	銷售成本	(26,694)
Gross profit	毛利	10,327
Investment and other income	投資及其他收入	239
Other gains and losses	其他收益及虧損	(139)
Selling and distribution expenses	銷售及分銷開支	(2,004)
Administrative expenses	行政開支	(29,886)
Loss from operations	經營虧損	(21,463)
Finance costs	融資費用	(854)
Loss before taxation	除稅前虧損	(22,317)
Income tax expense	所得稅開支	(671)
Loss for the year from discontinued operations	來自已終止經營業務之本年度虧損	(22,988)

於過往年度，已終止經營業務之現金流量如下：

		For the year ended 31 December 2015 截至二零一五年 十二月三十一日 止年度 HK\$'000 千港元
Net cash inflow from operating activities	經營活動現金流入淨額	130,409
Net cash inflow from investing activities	投資活動現金流入淨額	5,312
Net cash outflow from financing activities	融資活動現金流出淨額	(342)
Net cash inflow	現金流入淨額	135,379

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 15. DISCONTINUED OPERATIONS (Continued)

Loss for the year ended 31 December 2015 from discontinued operations had been arrived at after charging:

		For the year ended 31 December 2015 截至二零一五年 十二月三十一日 止年度 HK\$'000 千港元
Auditors' remuneration	核數師酬金	29
Cost of inventories sold	已銷售存貨成本	5,192
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	3,869
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	136
Write-down of inventories	撇減存貨	3

### 15. 已終止經營業務(續)

已終止經營業務於截至二零一五年十二月三十一日止年度之虧損乃扣除下列各項後得出：

### 16. (LOSS)/EARNINGS PER SHARE

#### From continuing and discontinued operations

The calculation of basic and diluted (loss)/earnings per share from continuing and discontinued operations attributable to the owners of the Company is based on the following data:

### 16. 每股(虧損)/盈利

來自持續經營及已終止經營業務

本公司擁有人應佔來自持續經營及已終止經營業務之每股基本及攤薄(虧損)/盈利乃根據以下數據計算：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<u>(Loss)/earnings for the purpose of basic and diluted (loss)/earnings per share</u>	<u>於計算每股基本及攤薄(虧損)/盈利時所用之(虧損)/盈利</u>		
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔本年度(虧損)/溢利	<b>(207,902)</b>	105,256

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 16. (LOSS)/EARNINGS PER SHARE

(Continued)

From continuing and discontinued operations  
(Continued)

### 16. 每股(虧損)/盈利(續)

來自持續經營及已終止經營業務(續)

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2016	2015
		二零一六年	二零一五年
		'000	'000
		千股	千股
<u>Number of ordinary shares</u>	<u>普通股數目</u>		
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	於計算每股基本(虧損)/盈利時所用之普通股加權平均數	3,145,711	1,131,842
Effect of dilutive potential ordinary shares:	攤薄潛在普通股之影響：		
Share options	購股權	—	32,144
Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share	於計算每股攤薄(虧損)/盈利時所用之普通股加權平均數	3,145,711	1,163,986

The calculation of diluted loss per share does not assume the exercise of the Company's outstanding share options as they had an anti-dilutive effect to the basic loss per share for the year ended 31 December 2016.

計算每股攤薄虧損時並無假設行使本公司之尚未行使購股權，此乃由於其對截至二零一六年十二月三十一日止年度之每股基本虧損具有反攤薄效應。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 16. (LOSS)/EARNINGS PER SHARE (Continued)

#### From continuing operations

The calculation of basic and diluted (loss)/earnings per share from continuing operations attributable to the owners of the Company is based on the following data:

### 16. 每股(虧損)/盈利(續)

#### 來自持續經營業務

本公司擁有人應佔來自持續經營業務之每股基本及攤薄(虧損)/盈利乃根據以下數據計算：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<u>(Loss)/earnings for the purpose of basic and diluted (loss)/earnings per share</u>	<u>於計算每股基本及攤薄 (虧損)/盈利時所用之 (虧損)/盈利</u>		
(Loss)/profit for the year from continuing operations	本年度來自持續經營業務之 (虧損)/溢利	(207,904)	122,589
Less: loss for the year from continuing operations attributable to non-controlling interests	減：非控股權益應佔本年度 來自持續經營業務之 虧損	2	—
		<b>(207,902)</b>	122,589

The denominators used are same as those detailed above for both basic and diluted (loss)/earnings per share from continuing and discontinued operations.

所用分母與上述計算來自持續經營及已終止經營業務之每股基本及攤薄(虧損)/盈利所採用者相同。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 16. (LOSS)/EARNINGS PER SHARE

(Continued)

#### From discontinued operations

The calculation of basic and diluted loss per share from discontinued operations attributable to the owners of the Company is based on the following data:

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<u>Loss for the purpose of basic and diluted loss per share</u>	<u>於計算每股基本及攤薄虧損時所用之虧損</u>		
Loss for the year from discontinued operations	本年度來自已終止經營業務之虧損	—	(22,988)
Less: loss for the year from discontinued operations attributable to non-controlling interests	減：非控股權益應佔來自本年度已終止經營業務之虧損	—	5,655
		—	(17,333)

The denominators used are same as those detailed above for both basic and diluted (loss)/earnings per share from continuing and discontinued operations.

#### 來自已終止經營業務

本公司擁有人應佔來自已終止經營業務之每股基本及攤薄虧損乃根據以下數據計算：

所用分母與上述計算來自持續經營及已終止經營業務之每股基本及攤薄(虧損)/盈利所採用者相同。

### 17. DIVIDENDS

The directors of the Company do not recommend the payment of any final dividend for the year ended 31 December 2016 (2015: Nil).

### 17. 股息

本公司董事並不建議派發截至二零一六年十二月三十一日止年度之任何末期股息(二零一五年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 18. PROPERTY, PLANT AND EQUIPMENT

### 18. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Golf courses 高爾夫球場 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>									
At 1 January 2015	於二零一五年一月一日	–	–	–	4,003	10,399	1,223	1,050	3,295	19,970
Acquisitions through business combination (note 42)	透過業務合併收購 (附註42)	173,431	67,895	145,141	1,796	33,800	–	–	1,859	423,922
Additions during the year	年內添置	–	–	7,667	1,405	–	1,060	–	84	10,216
Derecognition upon deemed disposal of a subsidiary (note 43)	於視作出售一間附屬公司 時終止確認 (附註43)	–	–	–	(4,729)	(7,786)	(1,777)	–	(2,076)	(16,368)
Disposals	出售	–	–	–	(643)	–	–	–	(142)	(785)
Exchange alignment	匯兌調整	(3,330)	(1,304)	(2,267)	(45)	(649)	(8)	–	(35)	(7,638)
<b>At 31 December 2015 and 1 January 2016</b>	<b>於二零一五年 十二月三十一日及 二零一六年一月一日</b>	<b>170,101</b>	<b>66,591</b>	<b>150,541</b>	<b>1,787</b>	<b>35,764</b>	<b>498</b>	<b>1,050</b>	<b>2,985</b>	<b>429,317</b>
Additions during the year	年內添置	–	–	53,639	–	–	66	–	–	53,705
Disposals	出售	–	–	–	–	(643)	–	–	–	(643)
Transfer	轉讓	–	–	(643)	–	643	–	–	–	–
Exchange alignment	匯兌調整	(10,837)	(4,243)	(9,692)	(122)	(2,112)	–	–	(137)	(27,143)
<b>At 31 December 2016</b>	<b>於二零一六年 十二月三十一日</b>	<b>159,264</b>	<b>62,348</b>	<b>193,845</b>	<b>1,665</b>	<b>33,652</b>	<b>564</b>	<b>1,050</b>	<b>2,848</b>	<b>455,236</b>
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及減值</b>									
At 1 January 2015	於二零一五年一月一日	–	–	–	803	3,304	304	1,050	1,435	6,896
Charge for the year	本年度折舊	1,901	749	–	1,472	2,514	713	–	389	7,738
Eliminated on deemed disposal of a subsidiary (note 43)	於視作出售一間附屬公司 時撇銷 (附註43)	–	–	–	(1,883)	(2,627)	(767)	–	(483)	(5,760)
Written back on disposals	出售時撥回	–	–	–	(244)	–	–	–	(31)	(275)
Exchange alignment	匯兌調整	(29)	(11)	–	(12)	(11)	–	–	(3)	(66)
<b>At 31 December 2015 and 1 January 2016</b>	<b>於二零一五年 十二月三十一日及 二零一六年一月一日</b>	<b>1,872</b>	<b>738</b>	<b>–</b>	<b>136</b>	<b>3,180</b>	<b>250</b>	<b>1,050</b>	<b>1,307</b>	<b>8,533</b>
Charge for the year	本年度折舊	7,348	2,793	–	448	3,387	76	–	534	14,586
Exchange alignment	匯兌調整	(426)	(164)	–	(33)	(183)	–	–	(53)	(859)
<b>At 31 December 2016</b>	<b>於二零一六年 十二月三十一日</b>	<b>8,794</b>	<b>3,367</b>	<b>–</b>	<b>551</b>	<b>6,384</b>	<b>326</b>	<b>1,050</b>	<b>1,788</b>	<b>22,260</b>
<b>Carrying amounts At 31 December 2016</b>	<b>賬面值 於二零一六年 十二月三十一日</b>	<b>150,470</b>	<b>58,981</b>	<b>193,845</b>	<b>1,114</b>	<b>27,268</b>	<b>238</b>	<b>–</b>	<b>1,060</b>	<b>432,976</b>
At 31 December 2015	於二零一五年 十二月三十一日	168,229	65,853	150,541	1,651	32,584	248	–	1,678	420,784



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 18. PROPERTY, PLANT AND EQUIPMENT

(Continued)

During the year ended 31 December 2016, the Group has capitalised operating lease rentals of HK\$10,996,000 (2015: HK\$2,856,000).

All of the Group's buildings, golf courses and construction in progress are located in the PRC held on medium-term leases.

### 18. 物業、廠房及設備(續)

於截至二零一六年十二月三十一日止年度，本集團將10,996,000港元(二零一五年：2,856,000港元)之經營租賃租金資本化。

本集團所有樓宇、高爾夫球場及在建工程位於中國，並以中期租約持有。

### 19. INVESTMENT PROPERTIES

### 19. 投資物業

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Fair value</b>	公平值		
At 1 January	於一月一日	<b>595,448</b>	—
Acquisition through business combination (note 42)	透過業務合併收購(附註42)	—	606,858
Gain arising on change in fair value recognised in profit or loss (note 9)	於損益表確認之公平值變動產生之收益(附註9)	<b>3,733</b>	604
Exchange alignment	匯兌調整	<b>(38,092)</b>	(12,014)
<b>At 31 December</b>	於十二月三十一日	<b>561,089</b>	595,448
Unrealised gain on change in fair value of investment properties included in profit or loss	計入損益表之投資物業公平值變動產生之未變現收益	<b>3,733</b>	604
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Investment properties located in the PRC held on medium-term leases	位於中國及以中期租約持有之投資物業	<b>561,089</b>	595,448

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 19. INVESTMENT PROPERTIES (Continued)

All of the Group's property interests held under operating leases to earn rental income or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The Group's investment properties have been pledged to secure bank borrowings granted to the Group.

Details of the Group's investment properties are as follows:

### 19. 投資物業(續)

本集團持有以經營租賃作賺取租金收入或資本增值之所有物業權益均採用公平值模式計算，並歸類及列賬為投資物業。

本集團投資物業已抵押為授予本集團銀行借款之抵押品。

本集團投資物業之詳情載列如下：

Location 地點	Existing use 現時用途	Tenure 年期	Attributable interest to the Group 本集團應佔權益
No. 33 Nonglinxia Road Yuexiu District Guangzhou Guangdong Province The PRC 中國廣東省廣州市越秀區農林下路33號	Commercial 商業	Medium-term lease 中期租約	100%

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 20. FAIR VALUE MEASUREMENT OF INVESTMENT PROPERTIES

#### (a) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, 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.

### 20. 投資物業之公平值計量

#### (a) 公平值等級

下表呈列本集團於報告期末按經常性基準計量之投資物業公平值，並根據公平值計量輸入數據之可觀察程度及輸入數據對公平值計量整體之重要性分類為第1、第2或第3級，載述如下：

- 第1級輸入數據乃實體於計量日期可取得之相同資產或負債於活躍市場中所報價格(未經調整)；
- 第2級輸入數據乃資產或負債之可直接或間接觀察獲得之輸入數據(第1級所載報價除外)；及
- 第3級輸入數據乃資產或負債之不可觀察獲得之輸入數據。

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 December 2016</b>	於二零一六年 十二月三十一日				
<b>Fair value on a recurring basis</b>	經常性基準計量之 公平值				
Investment properties located in the PRC	位於中國之投資物業	—	—	561,089	561,089
At 31 December 2015	於二零一五年 十二月三十一日				
<b>Fair value on a recurring basis</b>	經常性基準計量之 公平值				
Investment properties located in the PRC	位於中國之投資物業	—	—	595,448	595,448

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## 綜合財務報表附註

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

### 20. FAIR VALUE MEASUREMENT OF INVESTMENT PROPERTIES (Continued)

#### (a) Fair value hierarchy (Continued)

During the year ended 31 December 2016, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2015: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the date of the events or change in circumstance that caused the transfer.

The fair value of the Group's investment properties at 31 December 2016 and 2015 had been arrived at on the basis of a valuation carried out on the respective dates by Colliers International (Hong Kong) Limited, a firm of independent qualified professional valuers not connected to the Group.

In determining the fair value of the Group's investment properties, the executive directors of the Company work closely with Colliers International (Hong Kong) Limited to establish the appropriate valuation techniques, assumptions and inputs to the model. The valuation results and cause of fluctuations in the fair value of the investment properties are discussed at the end of each reporting period.

In estimating the fair value of the investment properties, the highest and best use of the investment properties is their current use.

### 20. 投資物業之公平值計量(續)

#### (a) 公平值等級(續)

截至二零一六年十二月三十一日止年度，第1級及第2級之間概無轉撥，亦無轉入或轉出第3級(二零一五年：無)。本集團之政策為於轉撥事件或導致轉撥之情況出現變動當日，確認公平值等級之間之轉撥。

本集團於二零一六年及二零一五年十二月三十一日之投資物業公平值已經由與本集團並無關連之獨立合資格專業估值師行高力國際物業顧問(香港)有限公司於各自日期進行之估值釐定。

於釐定本集團投資物業之公平值時，本公司執行董事與高力國際物業顧問(香港)有限公司密切合作，以建立適當估值技術、假設及模型輸入數據。估值結果及投資物業公平值波動原因於各報告期末作討論。

於估計投資物業之公平值時，投資物業之最高及最佳用途即為其當前用途。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 20. FAIR VALUE MEASUREMENT OF INVESTMENT PROPERTIES (Continued)

### 20. 投資物業之公平值計量(續)

#### (b) Information about Level 3 fair value measurements

#### (b) 有關第3級公平值計量之資料

	Valuation technique 估值技巧	Significant unobservable input 重大不可觀察輸入數據	Range 範圍
Investment properties located in the PRC 位於中國之投資物業	Income approach 收入法	Capitalisation rate 資本化比率	2016: 3.75% to 4.75% (2015: 3.75% to 4.75%) 二零一六年：3.75%至4.75% (二零一五年：3.75%至4.75%)

Capitalisation rate is taking into account of the capitalisation of rental income potential, nature of the property and prevailing market condition. The fair value measurements are negatively correlated to the capitalisation rate.

資本化比率乃經計入潛在租金收入資本化、物業性質及當前市況得出之比率。公平值計量與資本化比率成反比。

The directors of the Company believe that any possible changes in input values would not cause significant change in fair value of investment properties.

本公司董事相信，任何輸入數據價值之任何可能變動將不會導致投資物業公平值之重大變動。

The following table provides a reconciliation of the movement between opening and closing balances of investment properties classified under fair value hierarchy of Level 3, measured at fair value using a valuation technique with significant unobservable inputs:

下表列示使用包含重大不可觀察輸入數據之估值技巧按公平值計量分類為公平值等級第3級之投資物業於期初及期末之結餘變動對賬：

		HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	—
Acquisition through business combination (note 42)	透過業務合併收購 (附註42)	606,858
Gain arising on change in fair value recognised in profit or loss (note 9)	於損益表確認之公平值變動 產生之收益(附註9)	604
Exchange alignment	匯兌調整	(12,014)
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	595,448
Gain arising on change in fair value recognised in profit or loss (note 9)	於損益表確認之公平值變動 產生之收益(附註9)	3,733
Exchange alignment	匯兌調整	(38,092)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>561,089</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 21. INTANGIBLE ASSETS

### 21. 無形資產

		Operating rights in respect of the Subject Land in the PRC 於中國之 主體地塊經營權 HK\$'000 千港元	Operating rights in respect of the Club in the PRC 於中國之 會所經營權 HK\$'000 千港元	Software and licenses 軟件及牌照 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>				
At 1 January 2015	於二零一五年一月一日	–	–	–	–
Acquisition through business combination (note 42)	透過業務合併收購 (附註42)	938,061	57,948	41	996,050
Exchange alignment	匯兌調整	(18,011)	(1,112)	(1)	(19,124)
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	920,050	56,836	40	976,926
Exchange alignment	匯兌調整	(58,617)	(3,621)	(3)	(62,241)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>861,433</b>	<b>53,215</b>	<b>37</b>	<b>914,685</b>
<b>Accumulated amortisation and impairment losses</b>	<b>累計攤銷及減值虧損</b>				
At 1 January 2015	於二零一五年一月一日	–	–	–	–
Charge for the year	本年度支出	4,737	372	5	5,114
Exchange alignment	匯兌調整	(70)	(6)	–	(76)
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	4,667	366	5	5,038
Charge for the year	本年度支出	19,127	1,501	19	20,647
Exchange alignment	匯兌調整	(1,097)	(86)	(2)	(1,185)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>22,697</b>	<b>1,781</b>	<b>22</b>	<b>24,500</b>
<b>Carrying amounts</b>	<b>賬面值</b>				
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>838,736</b>	<b>51,434</b>	<b>15</b>	<b>890,185</b>
At 31 December 2015	於二零一五年十二月三十一日	915,383	56,470	35	971,888

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Operating rights in respect of the Subject Land	47 years
Operating rights in respect of the Club	37 years
Software and licenses	3 years

上述無形資產具特定可使用年期。該等無形資產以直線法按以下期間進行攤銷：

有關主體地塊之經營權	47年
有關會所之經營權	37年
軟件及牌照	3年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 21. INTANGIBLE ASSETS (Continued)

#### Operating rights in respect of the Subject Land

Operating rights in respect of the Subject Land was acquired through a business combination completed on 6 October 2015. The operating rights represent (i) the rights to develop and operate the Subject Land, which is a piece of 580 Chinese acres land adjacent to the Club, and (ii) the rights to manage the properties erected on the Subject Land up to 30 January 2062 granted to 北京北湖九號商務酒店有限公司 (Beijing Bayhood No. 9 Business Hotel Company Limited, “**Bayhood No. 9 Co**”), a wholly owned subsidiary of the Company, under the cooperation construction and operating agreements. The cost of the operating rights of HK\$938,061,000 represents the fair value of such asset valued by American Appraisal China Limited, a firm of independent qualified professional valuers, as at 6 October 2015, being the completion date of the business combination.

Operating rights in respect of the Subject Land are stated at cost less accumulated amortisation and accumulated impairment losses, if any.

#### Operating rights in respect of the Club

Operating rights in respect of the Club was acquired through a business combination as completed on 6 October 2015. The operating rights represent the rights to manage and operate the Club located in Beijing, the PRC, which is a membership-based golf club and resort, up to 31 December 2051 granted to Bayhood No. 9 Co under the cooperation construction and operating agreements. The cost of the operating rights of HK\$57,948,000 represents the fair value of such asset valued by American Appraisal China Limited, a firm of independent qualified professional valuers, as at 6 October 2015, being the completion date of the business combination.

Operating rights in respect of the Club are stated at cost less accumulated amortisation and accumulated impairment losses, if any.

### 21. 無形資產(續)

#### 有關主體地塊之經營權

通過業務合併收購有關主體地塊之經營權於二零一五年十月六日完成。該經營權指根據合作建設及經營協議授予本公司全資附屬公司北京北湖九號商務酒店有限公司(「北湖9號公司」)截至二零一六年一月三十日之前(i)開發及經營毗鄰會所之580畝主體地塊之權利；及(ii)管理主體地塊上已建物業之權利。該經營權之成本938,061,000港元指獨立合資格專業估值師美國評值有限公司於二零一五年十月六日(即業務合併之完成日期)評估之有關資產之公平值。

有關主體地塊之經營權乃按成本減累計攤銷及累計減值虧損(如有)呈列。

#### 有關會所之經營權

通過業務合併收購有關會所之經營權於二零一五年十月六日完成。該經營權指根據合作建設及經營協議授予北湖9號公司截至二零一五年十二月三十一日之前管理及經營位於中國北京之會所之權利，該會所為會員制高爾夫俱樂部及酒店。該經營權之成本57,948,000港元指獨立合資格專業估值師美國評值有限公司於二零一五年十月六日(即業務合併之完成日期)評估之有關資產之公平值。

有關會所之經營權乃按成本減累計攤銷及累計減值虧損(如有)呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 22. GOODWILL

### 22. 商譽

		Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1 January 2015	於二零一五年一月一日	89,265
Acquisition through business combination (note 42)	透過業務合併收購 (附註 42)	410,466
Derecognition on deemed disposal of a subsidiary (note 43)	於視作出售一間附屬公司時終止 確認(附註 43)	(89,265)
Exchange alignment	匯兌調整	(7,938)
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	402,528
Exchange alignment	匯兌調整	(25,626)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>376,902</b>
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>	
At 1 January 2015	於二零一五年一月一日	—
Impairment loss recognised	已確認減值虧損	48,492
Exchange alignment	匯兌調整	(736)
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	47,756
Exchange alignment	匯兌調整	(3,043)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>44,713</b>
<b>Carrying amounts</b>	<b>賬面值</b>	
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>332,189</b>
At 31 December 2015	於二零一五年十二月三十一日	354,772



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## 綜合財務報表附註

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

### 22. GOODWILL (Continued)

#### Impairment test of goodwill

For the purpose of impairment testing, goodwill has been allocated to two individual CGUs, comprising two subsidiaries in the property investment segment. The carrying amounts of goodwill as at 31 December 2016 and 2015 allocated to these units are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Property investment in Beijing — Smart Title Limited (“ <b>Smart Title</b> ”)	於北京之物業投資 — Smart Title Limited (「 <b>Smart Title</b> 」)	274,463	293,138
Property investment in Guangzhou — Best Volume Investments Limited (“ <b>Best Volume</b> ”)	於廣州之物業投資 — Best Volume Investments Limited (「 <b>Best Volume</b> 」)	57,726	61,634
		<b>332,189</b>	<b>354,772</b>

During the year ended 31 December 2016, the directors of the Company determine that there is no impairment of goodwill in relation to CGUs of Smart Title (2015: HK\$48,492,000) and Best Volume (2015: Nil).

As stated in the Company's circular dated 31 August 2015, the directors of the Company have noticed the consideration for the acquisition of Smart Title exceeds the valuation of the Club and the proposed project of hotel villas and high-end hotel apartments to be erected on the Subject Land as at 31 March 2015. The directors of the Company consider that the excess represents a premium paid to the vendor in consideration of the time consumed and resources employed by the vendor in consolidating operating rights in respect of the Subject Land and the Club as a single piece of asset, which provides the synergy effects of having the Club and the Subject Land as disclosed on pages 41 to 42 of the circular and bringing the first phase development at a substantially completed stage. At 31 December 2015, the directors of the Company consider that the impairment loss recognised in relation to goodwill arising on acquisition of Smart Title represent the premium paid to the vendor.

### 22. 商譽(續)

#### 商譽減值測試

為進行減值測試，商譽已分配至兩個獨立現金產生單位，包括兩間物業投資分部之附屬公司。於二零一六年及二零一五年十二月三十一日，分配至該等單位之商譽之賬面值如下：

截至二零一六年十二月三十一日止年度，本公司董事認為有關 Smart Title (二零一五年：48,492,000 港元) 及 Best Volume (2015：無) 之現金產生單位之商譽概無減值。

誠如本公司日期為二零一五年八月三十一日之通函所述，本公司董事注意到收購 Smart Title 之代價超過會所及主體地塊上所建之別墅酒店及高端酒店公寓之建議項目於二零一五年三月三十一日之估值。本公司董事認為超出部份為向賣方支付之溢價，作為賣方就主體地塊及會所作為單一資產合併經營權時所耗費時間及部署資源之代價，合併事項於該通函第 41 至 42 頁所披露之會所及主體地塊提供協同效應，並於大體竣工時引入第一期發展。於二零一五年十二月三十一日，本公司董事認為因收購 Smart Title 而就商譽確認減值虧損代表向賣方支付之溢價。

**22. GOODWILL (Continued)****Impairment test of goodwill (Continued)**

The basis of the recoverable amounts of the above CGUs and their major underlying assumptions are summarised below:

**Property investment in Beijing – Smart Title**

Upon completion of the acquisition of Smart Title on 6 October 2015, goodwill on acquisition of HK\$347,567,000, which represents the excess of the sum of the fair value of the consideration transferred over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed measured as at their fair value, was recognised.

The recoverable amount of the CGU of property investment in Beijing – Smart Title has been determined based on value in use calculation with reference to the two valuation reports prepared by American Appraisal China Limited, a firm of independent qualified professional valuers. One of the calculations uses cash flow projections based on financial budgets approved by the directors of the Company covering a 35-year period (2015: 36-year period) which is the term of the cooperation construction and operating agreements in respect of the Club, and discount rate of 11% (2015: 11%) per annum. The other calculation uses cash flow projections based on financial budgets approved by the directors of the Company covering a 45-year period (2015: 46-year period) which is the term of the cooperation construction and operating agreements in respect of the Subject Land, and discount rate of 13% (2015: 13%) per annum. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted rental income and related operating expenses, such estimation is based on Smart Title's past performance and management's expectations for the market development.

The impairment loss recognised for the year ended 31 December 2015 solely relates to the CGU of property investment in Beijing. The goodwill allocated to the CGU of property investment in Beijing – Smart Title has been reduced to its recoverable amount that is HK\$293,138,000, equivalent to RMB245,509,000.

**22. 商譽(續)****商譽減值測試(續)**

以上現金產生單位之可回收金額及其主要相關假設之基準概述如下：

**於北京之物業投資 – Smart Title**

於二零一五年十月六日完成收購 Smart Title 後，已確認收購商譽 347,567,000 港元即轉讓代價之公平值超出於收購日期已收購按公平值計量之可識別資產及已承擔負債淨值之金額。

於北京之物業投資 – Smart Title 之現金產生單位之可收回金額已根據使用價值計算而釐定，經參考由獨立合資格專業估值師行美國評值有限公司編製之兩份估值報告。其中一項計算採用之現金流量預測乃基於本公司董事批准之三十五年期間(二零一五年：三十六年期間)(為會所之合作建設及經營協議之年期)財政預算及貼現率每年 11% (二零一五年：11%)。其他計算採用之現金流量預測乃基於本公司董事批准之四十五年期間(二零一五年：四十六年期間)(為主體地塊之合作建設及經營協議之年期)財政預算及貼現率每年 13% (二零一五年：13%)。使用價值計算之其他主要假設乃有關對現金流入／流出之估計，包括預計租金收入及有關經營開支，有關估計乃基於 Smart Title 之過往表現及管理層對市場發展之預期而作出。

截至二零一五年十二月三十一日止年度已確認減值虧損僅與於北京之物業投資之現金產生單位有關。分配至於北京之物業投資 – Smart Title 之現金產生單位之商譽已減值至其可收回金額 293,138,000 港元，相等於人民幣 245,509,000 元。

### 22. GOODWILL (Continued)

#### Impairment test of goodwill (Continued)

##### Property investment in Beijing – Smart Title (Continued)

During the year ended 31 December 2016, the directors of the Company believe that any reasonably possible change in any of these assumptions on which the recoverable amount is based would not cause the carrying amount of the CGU of property investment in Beijing – Smart Title exceeds the recoverable amount that is HK\$278,011,000, equivalent to RMB248,684,000. Thus, no impairment loss was recognised for the year ended 31 December 2016.

##### Property investment in Guangzhou – Best Volume

Upon completion of the acquisition of Best Volume on 12 November 2015, goodwill on acquisition of HK\$62,899,000, which represents the excess of the sum of the fair value of the consideration transferred over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed measured as at their fair value, was recognised.

The recoverable amount of the CGU of property investment in Guangzhou – Best Volume has been determined based on value in use calculation with reference to a valuation performed by Colliers International (Hong Kong) Limited, a firm of independent qualified professional valuers. That calculation uses cash flow projections based on financial budgets approved by directors of the Company covering a five-year period and discount rate of 6.2% (2015: 5.8%) per annum and cash flows beyond the five-year period are extrapolated using a 3% (2015: 3%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted rental income, such estimation is based on Best Volume's existing tenancy agreements and management's expectations for the market development.

The directors of the Company believe that any reasonably possible change in any of these assumptions on which the recoverable amount is based would not cause the carrying amount of the CGU of property investment in Guangzhou – Best Volume exceeds the recoverable amount.

### 22. 商譽(續)

#### 商譽減值測試(續)

##### 於北京之物業投資 – Smart Title (續)

截至二零一六年十二月三十一日止年度，本公司董事認為，可收回金額作為依據之任何該等假設之合理可能變動將不會導致於北京 – Smart Title 之物業投資之現金產生單位賬面值超過可收回價值278,011,000港元，相等於人民幣248,684,000元。因此，截至二零一六年十二月三十一日止年度概無確認減值虧損。

##### 於廣州之物業投資 – Best Volume

於二零一五年十一月十二日完成收購Best Volume後，已確認收購商譽62,899,000港元即轉讓代價之公平值超出於收購日期已收購按公平值計量之可識別資產及所承擔負債淨值之金額。

於廣州之物業投資 – Best Volume 之現金產生單位之可收回金額已根據使用價值計算而釐定，經參考由獨立合資格專業估值師行高力國際物業顧問(香港)有限公司進行之估值。該計算採用之現金流量預測乃基於本公司董事批准之五年期間財政預算及貼現率每年6.2% (二零一五年：5.8%)，而五年期間後之現金流量乃利用3% (二零一五年：3%) 增長率進行推斷。該增長率乃根據相關行業增長預測，且並不超過相關行業之平均長期增長率。使用價值計算之其他主要假設乃有關對現金流入／流出之估計，包括預計租金收入，有關估計乃基於Best Volume之現有租約及管理層對市場發展之預期而作出。

本公司董事相信，可收回金額之任何該等假設所出現之任何合理可能變動，將不會導致於廣州之物業投資 – Best Volume 之現金產生單位之賬面值超出可收回金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 23. INTERESTS IN ASSOCIATES

### 23. 於聯營公司之權益

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Unlisted</b>	<b>非上市</b>		
Cost of investment in an associate	投資一間聯營公司之成本	600	—
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔收購後溢利及其他全面收益，扣除已收股息	—	—
		600	—

At the end of the reporting period, the Group had interests in the following associates:

於報告期末，本集團於以下聯營公司中擁有權益：

Name of entity 實體名稱	Country/place of incorporation 註冊成立 國家/地點	Principal place of business 主要營業地點	Proportion of ownership interest and voting power held by the Group 本集團所持擁有權權益及投票權比例		Principal activities 主要業務
			2016 二零一六年	2015 二零一五年	
<b>Unlisted</b> 非上市					
Spark Concept Group Limited ("Spark Concept") (Note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	49%	49%	Catering 餐飲
China Hong Kong Money Limited ("China Hong Kong Money", formerly known as Universal Asia Properties Limited) (Note (ii)) 中港資有限公司(「中港資」，前稱環球亞洲置業有限公司) (附註(ii))	Hong Kong 香港	Hong Kong 香港	30%	N/A 不適用	Investment holding 投資控股

**Notes:**

- (i) On 15 December 2011, the Group acquired 49% of the issued share capital of Spark Concept at a consideration of HK\$49. Spark Concept is an investment holding company and its principal subsidiaries are principally engaged in catering.

The Group is able to exercise significant influence over Spark Concept because it holds 49% of the issued share capital of Spark Concept and has appointed one director to the board of directors of Spark Concept.

**附註：**

- (i) 於二零一一年十二月十五日，本集團以代價49港元收購Spark Concept已發行股本之49%。Spark Concept為一間投資控股公司，而其主要附屬公司主要從事餐飲。

由於本集團持有Spark Concept已發行股本之49%並已委任一位董事為Spark Concept董事會之董事，故本集團可對Spark Concept造成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 23. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

- (ii) On 21 December 2016, China Hong Kong Money, a then 60% shareholding interest subsidiary of the Company, allotted and issued 1,000,000 new shares at an issue price of HK\$1.00 per share to another shareholder of China Hong Kong Money. As a result of the allotment and issue of the new shares, the Group's shareholding interest in China Hong Kong Money diluted from 60% to 30% and the Group was deemed to dispose of 30% shareholding interest in China Hong Kong Money. Following the resignation of Mr. Cheung Kwok Wai Elton as a director of China Hong Kong Money, the Group was regarded as having significant influence in China Hong Kong Money. The Group reclassified the investment in China Hong Kong Money to the interests in associates.

All of associates are accounted for using the equity method in the consolidated financial statements.

**Aggregate information of associates that are not individually material**

### 23. 於聯營公司之權益(續)

附註：(續)

- (ii) 於二零一六年十二月二十一日，中港資(本公司當時擁有60%股權之附屬公司)以每股1.00港元之發行價向中港資另一名股東配發及發行1,000,000股新股份。由於配發及發行新股份，本集團於中港資之股權由60%攤薄至30%，而本集團被視為出售中港資之30%股權。隨著張國偉先生辭任中港資董事後，本集團被視為對中港資有重大影響。本集團將於中港資之投資重新分類為於聯營公司之權益。

所有聯營公司計入該等綜合財務報表時均使用權益法。

並非個別重大之聯營公司綜合資料

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
The Group's share of loss and total comprehensive loss for the year	本集團應佔年內虧損及全面虧損總額	—	—
Aggregate carrying amounts of the Group's interests in these associates	本集團於此等聯營公司之權益之總賬面值	600	—

**Unrecognised share of loss of associates that are not individually material**

並非個別重大之尚未確認應佔聯營公司虧損

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unrecognised share of loss of associates for the year	尚未確認應佔年內聯營公司虧損	(1,145)	(1,337)
Cumulative unrecognised share of loss of associates	累計尚未確認應佔聯營公司虧損	(6,397)	(5,252)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 23. INTERESTS IN ASSOCIATES (Continued)

#### Change in ownership interest in China Healthwise Holdings Limited (“China Healthwise”, stock code: 348 and formerly known as Haier Healthwise Holdings Limited)

On 12 September 2016, the Group acquired 500,000,000 shares in China Healthwise. The 500,000,000 shares in China Healthwise represented approximately 8.45% of the issued share capital of China Healthwise and were accounted for as financial assets at fair value through profit or loss for financial reporting purposes. Following the appointment of Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton as executive directors of China Healthwise on 11 October 2016, the Group was regarded as having significant influence over China Healthwise and the 500,000,000 shares in China Healthwise were accounted for as investment in an associate for financial reporting purposes.

Following the resignation of Mr. Cheung Kwok Wai Elton as an executive director of China Healthwise on 16 December 2016, the Group was regarded as losing significant influence over China Healthwise and China Healthwise ceased to be an associate of the Group. Accordingly, the Group’s investment in China Healthwise has been accounted for as available-for-sale financial assets whose fair value at the date of deemed disposal was HK\$113,500,000, which was based on the closing price of HK\$0.227 per share in China Healthwise as quoted on the Stock Exchange on 16 December 2016. The deemed disposal has resulted in the recognition of a loss in profit or loss, which is calculated as follows:

### 23. 於聯營公司之權益(續)

中國智能健康控股有限公司(「中國智能健康」(股份代號：348)，前稱海爾智能健康控股有限公司)擁有權益之變動

於二零一六年九月十二日，本集團收購中國智能健康之500,000,000股股份。中國智能健康之500,000,000股股份佔中國智能健康已發行股本約8.45%，就財務報告而言，入賬為按公平值計入損益表之金融資產。隨著李雄偉先生及張國偉先生於二零一六年十月十一日獲委任為中國智能健康之執行董事後，本集團被視作對中國智能健康有重大影響力，就財務報告而言，於中國智能健康之500,000,000股股份已入賬為於一間聯營公司之投資。

隨著張國偉先生於二零一六年十二月十六日辭任中國智能健康之執行董事後，本集團被視作失去對中國智能健康之重大影響力，而中國智能健康已不再為本集團之聯營公司。因此，本集團於中國智能健康之投資已入賬為可供出售金融資產，於視作出售日期之公平值為113,500,000港元，金額根據於二零一六年十二月十六日在聯交所所報中國智能健康之收市價每股0.227港元計算。視作出售已導致於損益表中確認虧損，其計算如下：

		2016 二零一六年 HK\$'000 千港元
Fair value of investment retained	保留之公平值投資	113,500
Less: carrying amount of interest in China Healthwise on the date of loss of significant influence	減：於失去重大影響力之日於中國智能健康權益之賬面值	(135,000)
<b>Loss on deemed disposal of an associate</b>	<b>視作出售一間聯營公司之虧損</b>	<b>(21,500)</b>

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## 綜合財務報表附註

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

### 24. DEPOSIT FOR INVESTMENT

Deposit for investment represents a refundable deposit of HK\$60,000,000 paid to Huayi Tencent Entertainment Company Limited (“**Huayi Tencent**”, stock code: 419 and formerly known as China Jiu hao Health Industry Corporation Limited), pursuant to the conditional sale and purchase agreement dated 11 December 2014 (as amended and supplemented by the supplemental agreements dated 30 March 2015 and 12 June 2015 respectively) entered into between the Company as purchaser, Unique Talent Group Limited (“**Unique Talent**”), a wholly owned subsidiary of Huayi Tencent, as vendor and Huayi Tencent as guarantor relating to the acquisition of the entire shareholding interest in Smart Title and the assignment of the shareholder’s loan due by Smart Title. The acquisition was completed on 6 October 2015. Details are set out in note 42 to the consolidated financial statements.

### 24. 投資按金

投資按金指向華誼騰訊娛樂有限公司（「華誼騰訊」，股份代號：419及前稱中國9號健康產業有限公司）支付之60,000,000港元可退回按金。此乃根據日期為二零一四年十二月十一日由本公司作為買方、與華誼騰訊之全資附屬公司Unique Talent Group Limited（「**Unique Talent**」）作為賣方以及華誼騰訊作為擔保人訂立之有條件買賣協議（經日期分別為二零一五年三月三十日及二零一五年六月十二日之補充協議修訂及補充），內容有關收購Smart Title之全數持股權益及轉讓Smart Title結欠之股東貸款。收購事項於二零一五年十月六日完成。詳情載於綜合財務報表附註42。

### 25. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 25. 可供出售金融資產

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Listed equity securities in Hong Kong, at fair value</b>	香港上市股本證券，按公平值		
At 1 January	於一月一日	262,500	68,715
Reclassification from deemed disposal of a subsidiary (Note c)	視作出售一間附屬公司重新分類(附註c)	—	336,000
Reclassification from deemed disposal of an associate (Note f)	視作出售聯營公司重新分類(附註f)	113,500	—
Disposals (Notes b and e)	出售(附註b及e)	(120,000)	(99,881)
Net gain/(loss) arising on revaluation of available-for-sale financial assets (Notes d and g)	可供出售金融資產重估產生之收益/(虧損)淨額(附註d及g)	109,000	(42,334)
At 31 December	於十二月三十一日	365,000	262,500
<b>Unlisted debt security</b>	非上市債務證券		
Club debenture (Note h)	會所債券(附註h)	172	172
<b>At 31 December</b>	於十二月三十一日	<b>365,172</b>	262,672

The fair value of the Group’s listed equity securities in Hong Kong at the date of approval of the consolidated financial statements was HK\$291,672,000.

於該等綜合財務報表批准日期，本集團香港上市股本證券之公平值為291,672,000港元。

**25. AVAILABLE-FOR-SALE FINANCIAL ASSETS** (Continued)

## Notes:

- (a) Listed equity securities are stated at fair value. Fair value of listed equity securities is determined based on quoted bid prices in the Stock Exchange.
- (b) In April 2015, the Group disposed of 70,840,000 shares in Lajin Entertainment Network Group Limited in a series of transactions on open market for an aggregate gross proceeds of HK\$99,881,000, representing an average selling price of approximately HK\$1.41 per share and recognised a cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets of HK\$74,378,000 in profit or loss.
- (c) On 6 November 2015, SkyNet allotted and issued 345,000,000 new ordinary shares and 30,000,000 new convertible preferred shares to six subscribers pursuant to the conditional subscription agreement dated 17 February 2015 entered into between SkyNet, Xing Hang Limited, Goldenland Mining & Investment Limited, Silver Empire Holding Limited, Truly Elite Limited, High Aim Global Limited and First Bonus International Limited (as amended and supplemented by the supplemental agreements dated 19 June 2015 and 28 August 2015 respectively). As a result, the Group's shareholding interest in SkyNet was diluted from 70.18% to 12.51% and SkyNet had ceased to be a subsidiary of the Company. The Group's investment in 52,500,000 ordinary shares in SkyNet has been accounted for as available-for-sale financial assets. At 6 November 2015, the fair value of the investment in SkyNet was HK\$336,000,000, which was based on the closing price of HK\$6.40 per share in SkyNet as quoted on the Stock Exchange on that date.
- (d) At the end of 31 December 2015, the Group remeasured its investment in 52,500,000 ordinary shares in SkyNet at the closing price of HK\$5.00 per share as quoted on the Stock Exchange on 31 December 2015 and recognised an impairment loss of HK\$73,500,000. The directors of the Company considered that such decline in fair value is significant to its carrying amount and indicates that the investment in SkyNet has been impaired. Therefore, the impairment loss was reclassified from equity to profit or loss.

**25. 可供出售金融資產(續)**

## 附註：

- (a) 上市股本證券均按公平值列賬。上市股本證券之公平值乃基於聯交所之買入價釐定。
- (b) 於二零一五年四月，本集團透過於公開市場進行一連串交易出售70,840,000股拉近網娛集團有限公司股份，錄得出售所得款項總額99,881,000港元，平均售價約為每股股份1.41港元，並於損益表確認於終止確認可供出售金融資產後由權益重新分類至損益表之累計收益74,378,000港元。
- (c) 於二零一五年十一月六日，根據航空互聯、興航有限公司、Goldenland Mining & Investment Limited、Silver Empire Holding Limited、Truly Elite Limited、High Aim Global Limited及First Bonus International Limited於二零一五年二月十七日訂立之有條件認購協議(分別經日期為二零一五年六月十九日及二零一五年八月二十八日之補充協議修訂及補充)，航空互聯向六名認購人配發及發行345,000,000股新普通股及30,000,000股新可換股優先股。因此，本集團於航空互聯之持股權益由70.18%攤薄至12.51%，及航空互聯不再為本公司之附屬公司。本集團於航空互聯之52,500,000股普通股股份之投資已入賬列為可供出售金融資產。於二零一五年十一月六日，於航空互聯之投資之公平值為336,000,000港元(按航空互聯於該日期在聯交所所報收市價每股6.40港元計算)。
- (d) 於二零一五年十二月三十一日，本集團重新計量其於航空互聯之52,500,000股普通股股份(按於二零一五年十二月三十一日在聯交所所報之收市價每股5.00港元)之投資，並確認減值虧損73,500,000港元。本公司董事認為有關公平值下降較賬面值而言屬重大並表明於航空互聯之投資已減值。因此，該等投資之減值虧損由權益重新分類至損益表。



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

### 25. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

Notes: (Continued)

- (e) On 30 November 2016 and 5 December 2016, 18,750,000 shares and 6,250,000 shares in SkyNet held by the Group were placed to two independent investors respectively at a placing price of HK\$4.80 per share pursuant to the placing agreement dated 23 November 2016. Upon completion of the placing, the Group recognised a cumulative gain reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets of HK\$22,500,000 in profit or loss.
- (f) Following the resignation of Mr. Cheung Kwok Wai Elton as an executive director of China Healthwise on 16 December 2016, the Group was regarded as losing significant influence over China Healthwise and China Healthwise ceased to be an associate of the Group. Accordingly, the Group's investment in China Healthwise has been accounted for as available-for-sale financial assets whose fair value at the date of deemed disposal was HK\$113,500,000, which was based on the closing price of HK\$0.227 per share in China Healthwise as quoted on the Stock Exchange on 16 December 2016.
- (g) At 30 June 2016, the Group measured its investment in 52,500,000 shares in SkyNet at the closing price of HK\$3.90 per share as quoted on the Stock Exchange and recognised an impairment loss of HK\$57,750,000. Therefore, the impairment loss was reclassified from equity to profit or loss. At 31 December 2016, the Group remeasured its investment in 27,500,000 shares in SkyNet and 500,000,000 shares in China Healthwise at the closing price of HK\$9.40 per share and HK\$0.213 per share as quoted on the Stock Exchange on 30 December 2016.
- (h) The club debenture has indefinite useful life and no amortisation has been made and is stated at cost less accumulated impairment losses, if any. The fair value of the club debenture at 31 December 2016 has been arrived at with reference to comparable sales evidence as available in the relevant market. During the year ended 31 December 2016, the Group did not identify any impairment loss related to the club debenture should be made (2015: Nil).

### 25. 可供出售金融資產(續)

附註：(續)

- (e) 於二零一六年十一月三十日及二零一六年十二月五日，根據日期為二零一六年十一月二十三日之配售協議，本集團持有於航空互聯之18,750,000股及6,250,000股已根據配售價每股4.80港元分別配售予兩名獨立投資者。於配售完成後，本集團確認於終止確認可供出售金融資產後由權益重新分類至損益表之累計收益22,500,000港元。
- (f) 隨著張國偉先生於二零一六年十二月十六日辭任中國智能健康之執行董事後，本集團被視作失去對中國智能健康重大影響力，而中國智能健康已不再為本集團之聯營公司。因此，本集團於中國智能健康之投資已入賬為可供出售金融資產，於視作出售日期之公平值為113,500,000港元，金額根據於二零一六年十二月十六日在聯交所所報中國智能健康之收市價每股0.227港元計算。
- (g) 於二零一六年六月三十日，本集團按聯交所所報收市價每股3.90港元計量其於52,500,000股航空互聯股份之投資，並確認減值虧損57,750,000港元。因此，減值虧損由權益重新分類至損益表。於二零一六年十二月三十一日，本集團按於二零一六年十二月三十日在聯交所所報收市價每股9.40港元及每股0.213港元，重新計量其於航空互聯之27,500,000股股份及於中國智能健康之500,000,000股股份。
- (h) 會所債券並無確定可使用年期，故未作攤銷，及按成本扣除累計減值虧損(如有)列賬。於二零一六年十二月三十一日，會所債權之公平值乃經參考相關市場現有之可比銷售憑證釐定。截至二零一六年十二月三十一日止年度，本集團未識別出任何有關會所債券之減值虧損(二零一五年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 26. LOANS RECEIVABLES

### 26. 應收貸款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loans to customers	向客戶提供之貸款	446,355	480,456
Accrued interest receivables	應收應計利息	4,808	5,021
		<b>451,163</b>	485,477
Less: impairment loss recognised	減：已確認減值虧損	—	—
		<b>451,163</b>	485,477

All loans are denominated in Hong Kong dollars. The loans receivables carry effective interest ranging from 8% to 20% per annum (2015: 8% to 15% per annum). A maturity profile of the loans receivables (net of impairment loss recognised, if any) at 31 December 2016 and 2015, based on the maturity date is as follows:

所有貸款均以港元計值。應收貸款之實際年利率介乎8%至20%（二零一五年：年利率8%至15%）。於二零一六年及二零一五年十二月三十一日，按到期日劃分之應收貸款（扣除已確認減值虧損，如有）到期情況如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Current assets</b>	<b>流動資產</b>		
Within one year	一年內	<b>312,663</b>	23,021
<b>Non-current assets</b>	<b>非流動資產</b>		
Over one year but not exceeding two years	一年以上但不超過兩年	<b>138,500</b>	462,456
		<b>451,163</b>	485,477

At 31 December 2016, certain loans amounted to HK\$53,500,000 (2015: HK\$58,000,000) are secured by personal guarantees and the pledge of the customers' properties.

於二零一六年十二月三十一日，若干貸款53,500,000港元（二零一五年：58,000,000港元）乃以個人擔保及客戶物業作抵押。

In determining the recoverability of the loans receivables, the Group considers any change in the credit quality of the loans receivables from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated.

於釐定應收貸款之可收回性時，本集團會考慮有關應收貸款由最初授出信貸日期直至報告日期信貸質素之任何變動。由於客戶基礎龐大且不相關，信貸風險集中度有限。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 27. INVENTORIES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Raw materials	原材料	15,098	15,750
Work-in-progress	在製品	232	3,160
Finished goods	製成品	30,306	30,348
		<b>45,636</b>	49,258

The cost of inventories recognised as expenses and included in “cost of sales” under continuing operations amounted to HK\$73,542,000 (2015: HK\$92,798,000).

During the year ended 31 December 2016, no inventory was obsolete that could not generate future economic benefits. (2015: a write-down of inventories HK\$3,000 was recognised in “administrative expenses” under discontinued operations.)

### 28. TRADE RECEIVABLES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables	貿易應收款項	63,160	62,233
Less: allowance for doubtful debts	減：呆賬撥備	—	—
		<b>63,160</b>	62,233

The following is an aging analysis of trade receivables (net of allowance for doubtful debts, if any) at the end of the reporting period presented based on the invoice dates:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0-30 days	0至30日	9,534	23,055
31-60 days	31至60日	8,055	20,326
61-90 days	61至90日	3,299	11,345
91-120 days	91至120日	3,026	5,776
121-180 days	121至180日	7,081	965
Over 180 days	180日以上	32,165	766
		<b>63,160</b>	62,233

### 27. 存貨

確認為開支並計入持續經營業務下「銷售成本」之存貨成本為73,542,000港元(二零一五年：92,798,000港元)。

截至二零一六年十二月三十一日止年度，概無存貨已過時，無法產生未來經濟利益(二零一五年：撇減存貨3,000港元乃確認為已終止經營業務之「行政開支」)。

### 28. 貿易應收款項

按發票日期呈列於報告期末之貿易應收款項(扣除呆賬撥備，如有)之賬齡分析如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 28. TRADE RECEIVABLES (Continued)

The Group allows credit period ranging from 0 to 180 days to its customers. The Group assesses the credit status and imposes credit limits for the customers in accordance with the Group's credit policy. The credit limits are closely monitored and subject to periodic reviews.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$35,956,000 (2015: HK\$1,292,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The directors of the Company believe that there has not been a significant change in credit risk and the balances are still considered fully recoverable as these customers have good track records with the Group. The Group does not hold any collateral over these balances.

Aging of trade receivables which are past due but not impaired:

### 28. 貿易應收款項(續)

本集團允許向其客戶提供之信貸期介乎0至180日。本集團根據其信貸政策評估客戶之信用狀況及制訂信貸額度，並對信貸額度進行密切監測及定期檢討。

本集團貿易應收款項之結餘內包括賬面總值35,956,000港元(二零一五年：1,292,000港元)之債務，亦於報告期末已逾期，本集團並無就減值虧損作出撥備。本公司董事認為，由於該等客戶與本集團有良好的往績，故信貸風險概無重大變動，而有關結餘仍視為可全數收回。本集團並未就該等結餘持有任何抵押品。

已逾期但並無減值之貿易應收款項之賬齡：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Less than 30 days past due	已逾期少於30日	12,997	531
30 to 90 days past due	已逾期30至90日	1,962	406
Over 90 days past due	已逾期超過90日	20,997	355
		<b>35,956</b>	1,292

Movement in the allowance for doubtful debts during the year is as follows:

年內呆賬撥備變動如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	—	396
Amounts written off as uncollectible	不可收回之撇銷金額	—	(396)
<b>At 31 December</b>	<b>於十二月三十一日</b>	<b>—</b>	<b>—</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 29. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Deposits	按金	10,656	11,496
Prepayments	預付款項	2,545	8,827
Other receivables	其他應收款項	89,621	86,197
		<b>102,822</b>	106,520
Less: prepayments classified as non-current assets	減：分類為非流動資產之預付款項	<b>(1,561)</b>	(7,979)
		<b>101,261</b>	98,541

### 29. 按金、預付款項及其他應收款項

### 30. AMOUNT DUE FROM AN ASSOCIATE

Details of amount due from an associate are as follows:

		Maximum amount outstanding during the year 年內未償還之最高金額 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Spark Concept	Spark Concept	7,393	7,393	7,393
Less: impairment loss recognised	減：已確認減值虧損		<b>(5,696)</b>	(5,296)
			<b>1,697</b>	2,097

### 30. 應收一間聯營公司款項

應收一間聯營公司款項之詳情如下：

The carrying amount of amount due from Spark Concept is reduced to the recoverable amount which is determined by reference to the estimation of future cash flows expected to be generated from Spark Concept.

The amount due from an associate is unsecured, non-interest bearing and repayable on demand.

During the year ended 31 December 2016, an impairment loss of HK\$400,000 was recognised (2015: HK\$1,431,000).

應收 Spark Concept 款項之賬面值乃減少至可收回金額，可收回金額乃經參考預期將由 Spark Concept 產生之估計未來現金流量釐定。

應收一間聯營公司款項為無抵押、免息及須按要求償還。

截至二零一六年十二月三十一日止年度，已確認減值虧損 400,000 港元 (二零一五年：1,431,000 港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 31. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 31. 按公平值計入損益表之金融資產

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Equity securities classified as held for trading investments:</b>		
Listed equity securities in Hong Kong, at fair value	544,442	597,658

At the end of the reporting period, financial assets at FVTPL stated at fair value. Fair values of listed securities are determined with reference to quoted market closing price.

During the year ended 31 December 2016, a loss arising on change in fair value of financial assets at fair value through profit or loss of HK\$141,649,000 was recognised in profit or loss (2015: HK\$66,286,000).

The fair value of the Group's equity securities listed in Hong Kong at the date of approval of the consolidated financial statements was HK\$466,589,000.

於報告期末，按公平值計入損益表之金融資產以公平值列賬。上市證券之公平值參考市場所報收市價確定。

截至二零一六年十二月三十一日止年度，於損益表確認按公平值計入損益表之金融資產公平值變動產生之虧損141,649,000港元(二零一五年：66,286,000港元)。

於該等綜合財務報表批准日期，本集團香港上市股本證券之公平值為466,589,000港元。

### 32. CASH AND CASH EQUIVALENTS

### 32. 現金及現金等價物

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash at bank and on hand	438,975	509,341

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$32,316,000 (2015: HK\$55,222,000).

The RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct foreign exchange business.

於報告期末，本集團以人民幣(「人民幣」)計值之現金及銀行結餘為32,316,000港元(二零一五年：55,222,000港元)。

人民幣不可自由兌換為其他貨幣。然而，根據中國的外匯管理條例及結匯及售匯及付匯管理規定，本集團獲准通過獲授權開展外匯業務之銀行將人民幣兌換為其他貨幣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 32. CASH AND CASH EQUIVALENTS

(Continued)

Bank balances earn interests at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

### 33. SHARE CAPITAL

Movements in the share capital of the Company during the year are as follows:

### 32. 現金及現金等價物(續)

銀行結餘按根據銀行日存款利率計算之浮動利率計息。銀行結餘存放於信譽良好且近期並無違約記錄之銀行。

### 33. 股本

本公司股本於年內之變動如下：

		Number of shares		Share capital	
		股份數目		股本	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		'000	'000	HK\$'000	HK\$'000
		千股	千股	千港元	千港元
Ordinary shares of HK\$0.01 each (2015: HK\$0.01 each)	每股面值0.01港元 (二零一五年：每股面值0.01港元)之普通股				
<b>Authorised:</b>	<b>法定：</b>				
At 1 January and 31 December	於一月一日及十二月三十一日	<b>10,000,000</b>	10,000,000	<b>100,000</b>	100,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>				
At 1 January	於一月一日	<b>2,680,006</b>	547,673	<b>26,800</b>	5,477
Exercise of share options (Note a)	行使購股權 (附註a)	—	42,330	—	423
Issue of new shares upon rights issue (Note b)	因供股發行新股份 (附註b)	—	590,003	—	5,900
Issue of consideration shares in relation to acquisition of a subsidiary (Note c)	就收購一間附屬公司發行代價股份 (附註c)	—	1,500,000	—	15,000
Placing of new shares (Note d)	配售新股份 (附註d)	<b>536,000</b>	—	<b>5,360</b>	—
<b>At 31 December</b>	<b>於十二月三十一日</b>	<b>3,216,006</b>	2,680,006	<b>32,160</b>	26,800

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 33. SHARE CAPITAL (Continued)

#### Notes:

- (a) On 19 June 2015, 22 June 2015 and 30 June 2015, 11,660,000, 24,290,000 and 6,380,000 new ordinary shares were allotted and issued at an exercise price of HK\$0.69 per share respectively pursuant to the exercise of share options granted under the Company's share option scheme.
- (b) On 24 August 2015, the Company allotted and issued 590,003,243 new ordinary shares at a subscription price of HK\$0.70 per share by way of rights to the qualifying shareholders of the Company on the basis of one new ordinary share to every one existing ordinary share held on 28 July 2015. The net proceeds from the rights issue of HK\$403,172,000 were used for settling part of the consideration for the acquisition of the entire issued shares in and the shareholder's loan due by Smart Title on 6 October 2015.
- (c) On 6 October 2015, the Company allotted and issued 1,500,000,000 new ordinary shares at an issue price of HK\$0.70 per share to the shareholders of Huayi Tencent pursuant to the exercise of the share entitlement note issued to Huayi Tencent in satisfaction of part of the consideration for the acquisition of the entire issued shares in and the shareholder's loan due by Smart Title. The fair value of each new ordinary share is HK\$0.485, which is based on the closing price of HK\$0.485 per share as quoted on the Stock Exchange on 6 October 2015. Details of the acquisition are set out in note 42 to the consolidated financial statements.
- (d) On 18 February 2016, the Company allotted and issued 536,000,000 new ordinary shares at a price of HK\$0.125 per share to five individual investors, who are independent third parties, and one corporation investor, whose ultimate beneficial owner is an independent third party, by way of placing of new shares under general mandate. The net proceeds from the placing of HK\$64,486,000 were fully utilised for financing the granting of two new loans pursuant to the loan agreements dated 19 February 2016 and 23 May 2016.

### 33. 股本(續)

#### 附註：

- (a) 於二零一五年六月十九日、二零一五年六月二十二日及二零一五年六月三十日，根據本公司購股權計劃行使獲授之購股權，分別11,660,000股、24,290,000股及6,380,000股新普通股按每股0.69港元之行使價配發及發行。
- (b) 於二零一五年八月二十四日，本公司按每股0.70港元之認購價配發及發行590,003,243股新普通股，基準為按於二零一五年七月二十八日每持有一股現有普通股獲發一股新普通股進行供股。供股所得款項淨額約403,172,000港元擬用作清償於二零一五年十月六日收購Smart Title之全部已發行股份及其結欠之股東貸款之部份代價。
- (c) 於二零一五年十月六日，根據行使向華誼騰訊發行之股份權益票據，按每股0.70港元之發行價向華誼騰訊之股東配發及發行1,500,000,000股新普通股，以清償收購Smart Title之全部已發行股份及其結欠之股東貸款之部份代價。每股新普通股之公平值為0.485港元，乃基於二零一五年十月六日聯交所所報之收市價每股0.485港元。有關收購事項之詳情載於綜合財務報表附註42。
- (d) 於二零一六年二月十八日，本公司根據一般授權以配售新股份之形式按每股0.125港元之價格配發及發行536,000,000股新普通股予五名個別投資者(為獨立第三方)及一名企業投資者(其最終實益擁有人為獨立第三方)配售之所得款項淨額64,486,000港元悉數用作根據日期為二零一六年二月十九日及二零一六年五月二十三日之貸款協議撥付授出兩筆新貸款。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 34. TRADE PAYABLES

### 34. 貿易應付款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade payables	貿易應付款項	<b>36,532</b>	40,220

The following is an aging analysis of trade payables at the end of the reporting period presented based on the invoice dates:

按發票日期呈列於報告期末之貿易應付款項之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 – 30 days	0 至 30 日	<b>3,255</b>	13,819
31 – 60 days	31 至 60 日	<b>3,681</b>	12,500
61 – 90 days	61 至 90 日	<b>9,385</b>	4,661
91 – 120 days	91 至 120 日	<b>6,525</b>	4,894
Over 120 days	120 日以上	<b>13,686</b>	4,346
		<b>36,532</b>	40,220

The average credit period on purchase of goods and services is 120 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

購買貨品及服務之平均信貸期為120天。本集團已實施財務風險管理政策，以確保所有應付款項於信貸時間範圍內清償。

### 35. DEPOSITS RECEIVED, ACCRUALS AND OTHER PAYABLES

### 35. 已收按金、應計費用及其他應付款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Deposits received	已收按金	<b>2,205</b>	2,356
Accruals	應計費用	<b>42,881</b>	21,903
Other payables	其他應付款項	<b>214,081</b>	229,050
		<b>259,167</b>	253,309
Less: other payables classified as non-current liabilities	減：分類為非流動負債之其他應付款項	<b>(85,670)</b>	(92,290)
		<b>173,497</b>	161,019

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## 綜合財務報表附註

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

### 36. PROMISSORY NOTES

### 36. 承兌票據

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	30,000	6,069
Imputed interest on promissory notes	承兌票據之估算利息	—	351
Repayment of promissory notes (Note a)	承兌票據還款(附註a)	—	(6,420)
Issue of promissory note (Note b)	發行承兌票據(附註b)	—	30,000
<b>At 31 December</b>	<b>於十二月三十一日</b>	<b>30,000</b>	<b>30,000</b>

Notes:

- (a) Two promissory notes issued by SkyNet in the aggregate principal amount of HK\$4,028,000 and HK\$2,392,000 were matured on 30 June 2015. During the year ended 31 December 2015, the guaranteed profit was fulfilled by China Honest Enterprises Limited, a wholly owned subsidiary of SkyNet, and the promissory notes were fully repaid on 30 June 2015.
- (b) On 12 November 2015, the Company issued a promissory note of HK\$30,000,000 to Gome Finance Technology Co., Ltd. (“**Gome Finance**”, formerly known as Sino Credit Holdings Limited) as part of the consideration for the acquisition of the entire issued share capital of Best Volume. The promissory note is non-interest bearing, unsecured and maturing within three business days after the date of a final and effective judgement or an effective and binding settlement agreement of the lawsuit between the Group and a construction engineering company in respect of not paying certain payment under the construction contract of the Group’s investment properties located at No. 33 Nonglinxia Road, Yuexiu District, Guangzhou, Guangdong Province, the PRC (the “**Guangzhou Property**”).

附註：

- (a) 航空互聯發行之兩項本金總額為4,028,000港元及2,392,000港元之承兌票據已於二零一五年六月三十日到期。截至二零一五年十二月三十一日止年度，保證溢利由航空互聯之全資附屬公司創康企業有限公司達成，承兌票據已於二零一五年六月三十日全額償還。
- (b) 於二零一五年十一月十二日，本公司向國美金融科技有限公司(「國美金融」，前稱華銀控股有限公司)發行承兌票據30,000,000港元，作為收購Best Volume之全部已發行股本之部份代價。該承兌票據為免息、無抵押及於本集團與建築工程公司有關尚未支付本集團位於中國廣東省廣州市越秀區農林下路33號之投資物業(「廣州物業」)之建築合約項下若干款項之訴訟獲得最終及有效判決或簽訂有效及具約束力之和解協議後三個營業日內到期。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 37. DEFERRED REVENUE

### 37. 遞延收益

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	—	24,000
Sales contracts entered into during the year (Note a)	本年度訂立之銷售合約 (附註 a)	—	33,767
Revenue recognised upon the provision of therapy services (Note b)	提供護理服務後確認收益 (附註 b)	—	(30,126)
Revenue recognised upon expiry of prepaid treatment packages (Note c)	預付護理套票屆滿後確認收入 (附註 c)	—	(2,638)
Revenue recognised for sales and redemptions of beauty products	已確認銷售及贖回美容產品之收益	—	(144)
Refunds of treatment packages (Note d)	護理套票退款 (附註 d)	—	(303)
Derecognition upon deemed disposal of a subsidiary (note 43)	於視作出售一間附屬公司時終止確認 (附註 43)	—	(24,556)
<b>At 31 December</b>	<b>於十二月三十一日</b>	<b>—</b>	<b>—</b>

Notes:

- (a) The amounts represent receipts from provision of therapy services to clients during the year which were to be settled via credit cards, Electronic Payment System, cash and instalment payment arrangement.
- (b) The amounts represent revenue recognised in profit or loss as a result of therapy services rendered to clients during the year ended 31 December 2015.
- (c) The amounts represent revenue recognised in profit or loss for prepaid service packages expired in accordance with the contractual service periods stipulated in the respective sales contracts, which mainly last for three months to two years from the invoice date of the sales contracts.
- (d) The amounts represent refunds of treatment packages as a result of certain clients' claims in relation to treatment outcome assessed with reference to individual physical conditions and treatment progress on a case-by-case basis.

附註：

- (a) 該金額指年內向客戶提供護理服務而收取之款項，該等款項透過信用卡、電子支付系統、現金及分期付款安排結算。
- (b) 該金額指因於截至二零一五年十二月三十一日止年度向客戶提供護理服務而於損益表確認收益。
- (c) 該金額指根據相關銷售合約規定的合約服務期(主要為自銷售合約之發票日期起計三個月至兩年)，就已屆滿之預付費服務方案於損益表確認收益。
- (d) 該金額指若干客戶就護理結果(經參考個人身體狀況及護理進度而按個案基準評估)提出申索而引致之護理套票退款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 38. AMOUNT DUE TO AN ASSOCIATE

Detail of amount due to an associate is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
China Hong Kong Money	中港資	991	—

The amount due to an associate is unsecured, non-interest bearing and repayable on demand.

### 38. 應付一間聯營公司款項

應付一間聯營公司款項之詳情如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	991	—

應付一間聯營公司款項為無抵押、免息及須按要求償還。

### 39. BANK BORROWINGS

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Secured bank borrowings	已抵押銀行借款	145,081	184,007
Carrying amounts repayable:	須償還賬面值：		
Within one year	一年以內	27,203	29,054
More than one year, but not exceeding two years	一年以上但不超過兩年	27,203	29,054
More than two years, but not exceeding five years	兩年以上但不超過五年	81,608	87,161
Over five years	五年以上	9,067	38,738
		145,081	184,007
Less: amounts shown under current liabilities	減：計入流動負債之款項	(27,203)	(29,054)
Amounts shown under non-current liabilities	計入非流動負債之款項	117,878	154,953

Bank borrowings are carrying floating interest rate at the benchmark interest rate of The People's Bank of China upward by 10% per annum, secured by the Guangzhou Property and maturing on 21 April 2022.

銀行借款按中國人民銀行基準利率加年利率10%之浮息計息，乃由廣州物業作抵押並於二零二二年四月二十一日到期。

Bank borrowings are denominated in RMB.

銀行借款以人民幣計值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 40. DEFERRED TAX ASSETS/LIABILITIES

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	4,738	3,792
Deferred tax liabilities	遞延稅項負債	(339,398)	(364,612)
		<b>(334,660)</b>	<b>(360,820)</b>

The followings are the major deferred tax liabilities and assets recognised and movements thereon:

		Revaluation of investment properties 重估 投資物業 HK\$'000 千港元	Fair value adjustment on acquisition of subsidiaries 收購附屬公司 之公平值調整 HK\$'000 千港元	Amortisation of operating lease 經營 租賃攤銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	-	-	-	-
Acquisition through business combination (note 42)	透過業務合併收購 (附註42)	(106,423)	(265,926)	3,543	(368,806)
(Charge)/credit to consolidated statement of profit or loss	(扣自)/計入綜合損益表	(151)	1,399	322	1,570
Exchange alignment	匯兌調整	2,108	4,381	(73)	6,416
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	(104,466)	(260,146)	3,792	(360,820)
(Charge)/credit to consolidated statement of profit or loss	(扣自)/計入綜合損益表	(933)	5,753	1,239	6,059
Exchange alignment	匯兌調整	6,695	13,699	(293)	20,101
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>(98,704)</b>	<b>(240,694)</b>	<b>4,738</b>	<b>(334,660)</b>

At 31 December 2016, the Group had unused estimated tax losses of HK\$142,346,000 (2015: HK\$156,243,000) available for offsetting against future taxable profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The unrecognised tax losses could be carried forward indefinitely except for the tax losses arising in the PRC of HK\$26,283,000 (2015: HK\$35,391,000) that will expire in one to five years for offsetting against future taxable profits.

### 40. 遞延稅項資產／負債

為呈列於綜合財務狀況表，若干遞延稅項資產及負債已予以抵銷。就財務報告而言，以下為遞延稅項結餘之分析：

以下為主要已確認遞延稅項負債及資產及其變動：

於二零一六年十二月三十一日，本集團有未動用估計稅項虧損142,346,000港元(二零一五年：156,243,000港元)可供抵銷日後應課稅溢利。由於無法估計日後之溢利，故概無確認遞延稅項資產。未確認稅項虧損可無限期結轉，惟除將於一至五年內到期之於中國產生用以抵銷未來應課稅溢利之稅項虧損26,283,000港元(二零一五年：35,391,000港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 41. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

### 41. 本公司之財務狀況表及儲備變動

#### (a) Statement of financial position of the Company

#### (a) 本公司之財務狀況表

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current asset</b>	<b>非流動資產</b>		
Interests in subsidiaries	於附屬公司之權益	2,520,592	2,462,042
<b>Current assets</b>	<b>流動資產</b>		
Prepayments	預付款項	502	436
Cash and cash equivalents	現金及現金等價物	167	302
		669	738
<b>Total assets</b>	<b>資產總值</b>	<b>2,521,261</b>	<b>2,462,780</b>
<b>EQUITY</b>	<b>權益</b>		
<b>Capital and reserves attributable to owners of the Company</b>	<b>本公司擁有人應佔股本及儲備</b>		
Share capital	股本	32,160	26,800
Reserves	儲備	2,186,756	2,132,147
<b>Total equity</b>	<b>權益總額</b>	<b>2,218,916</b>	<b>2,158,947</b>
<b>LIABILITIES</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Accruals	應計費用	2,519	3,997
Amounts due to subsidiaries	應付附屬公司款項	299,826	299,836
		302,345	303,833
<b>Total liabilities</b>	<b>負債總額</b>	<b>302,345</b>	<b>303,833</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>2,521,261</b>	<b>2,462,780</b>
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(301,676)</b>	<b>(303,095)</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>2,218,916</b>	<b>2,158,947</b>

On behalf of the board of directors:

代表董事會：

Lei Hong Wai  
李雄偉  
Director  
董事

Chan Kin Wah Billy  
陳健華  
Director  
董事

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 41. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

### 41. 本公司之財務狀況表及儲備變動 (續)

#### (b) Reserves of the Company

#### (b) 本公司儲備

		Share premium	Contributed surplus	Equity-settled share-based payment reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元 (Note a) (附註a)	以股權結算之股份 支款儲備 HK\$'000 千港元 (Note b) (附註b)	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	519,543	488,016	20,237	(25,001)	1,002,795
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	—	—	—	(27,002)	(27,002)
Exercise of share options	行使購股權	33,724	—	(4,942)	—	28,782
Issue of new shares upon rights issue	供股時發行新股份	407,102	—	—	—	407,102
Issue of consideration shares in relation to acquisition of a subsidiary	就收購一間附屬公司發行代價股份	712,500	—	—	—	712,500
Share issue expenses	股份發行開支	(9,830)	—	—	—	(9,830)
Recognition of equity-settled share-based payment	確認以股權結算之股份支款	—	—	17,800	—	17,800
Release on lapse of equity-settled share-based payment	以股權結算之股份支款失效時撥回	—	—	(5,447)	5,447	—
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	1,663,039	488,016	27,648	(46,556)	2,132,147
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	—	—	—	(4,517)	(4,517)
Placing of new shares	配售新股份	61,640	—	—	—	61,640
Share issue expenses	股份發行開支	(2,514)	—	—	—	(2,514)
Release on lapse of equity-settled share-based payment	以股權結算之股份支款失效時撥回	—	—	(17,800)	17,800	—
At 31 December 2016	於二零一六年十二月三十一日	1,722,165	488,016	9,848	(33,273)	2,186,756

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 41. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

#### (b) Reserves of the Company (Continued)

Notes:

- (a) The contributed surplus of the Company represents the difference between the underlying net assets of the subsidiaries acquired by the Company as at the date of the group reorganisation and the nominal amount of the Company's share capital issued as consideration for the acquisition as well as the net amount transferred from share capital and share premium to accumulated losses pursuant to the special resolutions passed at the special general meetings held on 22 August 2003, 30 April 2008 and 12 December 2011.

Under the Companies Act 1981 of Bermuda (as amended), the Company shall not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that:

- (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of the Company's assets would thereby be less than its liabilities.
- (b) Equity-settled share-based payment reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share options over the relevant vesting periods, the total of which is based on the fair value of the share options at grant date. The amount for each reporting period is determined by spreading the fair value of the share options over the relevant vesting periods (if any) and is recognised as staff costs and related expenses with a corresponding increase in equity-settled share-based payment reserve.

### 41. 本公司之財務狀況表及儲備變動 (續)

#### (b) 本公司儲備(續)

附註：

- (a) 根據於二零零三年八月二十二日、二零零八年四月三十日及二零一一年十二月十二日舉行之股東特別大會上通過之特別決議案，本公司之實繳盈餘指本公司已收購附屬公司於集團重組日期之資產淨值，與本公司作為收購代價所發行股本之面值及自股本及股份溢價轉撥至累計虧損之資金淨額間之差額。

根據百慕達一九八一年公司法(經修訂)，倘本公司有合理理由相信會發生以下情況，則不得從繳入盈餘中宣派或派付股息或作出分派：

- (i) 作出分派後本公司無法或將無法償還到期負債；或
- (ii) 本公司資產之可變現值將低於其負債。
- (b) 以股權結算之股份支款儲備指於相關歸屬期內授出相關購股權以換取估計將接獲服務之公平值，其總額乃根據購股權於授出日期之公平值計算。各報告期之金額乃透過將購股權公平值於相關歸屬期(如有)內攤分釐定，並確認為員工成本及相關開支，而以股權結算之股份支款儲備作相應增加。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 42. BUSINESS COMBINATIONS

For the year ended 31 December 2015

#### Acquisition of Smart Title

On 11 December 2014, the Company as purchaser entered into a conditional sale and purchase agreement (as amended and supplemented by the supplemental sale and purchase agreements dated 30 March 2015 and 12 June 2015 respectively) with Unique Talent as vendor and Huayi Tencent as guarantor relating to the proposed acquisition of the entire shareholding interest in Smart Title and the assignment of the shareholder's loan due by Smart Title at a total consideration of HK\$1,650,000,000, in which HK\$600,000,000 was settled by cash and HK\$1,050,000,000 was settled by the issue of the share entitlement note. The share entitlement note entitled the holder thereof to call for the issue of 1,500,000,000 new ordinary shares of the Company of HK\$0.01 each at an issue price of HK\$0.70 per share. The acquisition was completed on 6 October 2015. This acquisition has been accounted for using the acquisition method. Smart Title is an investment holding company and its subsidiaries are principally engaged in the provision of recreational and wellness services through the management of the Club.

Smart Title was acquired for expanding the Group's property investment business into the PRC.

#### Consideration

		HK\$'000 千港元
Cash consideration	現金代價	600,000
Issue of consideration shares (note 33)	發行代價股份(附註33)	727,500
<b>Total consideration</b>	<b>總代價</b>	<b>1,327,500</b>

### 42. 業務合併

截至二零一五年十二月三十一日止年度

#### 收購 Smart Title

於二零一四年十二月十一日，本公司作為買方與Unique Talent作為賣方及華誼騰訊作為擔保人訂立有條件買賣協議（經日期分別為二零一五年三月三十日及二零一五年六月十二日之補充買賣協議所修訂及補充），內容有關建議收購Smart Title之全部持股權益及轉讓Smart Title結欠之股東貸款，總代價為1,650,000,000港元，當中600,000,000港元以現金結算而1,050,000,000港元以發行股份權益票據結算。股份權益票據賦予票據持有人權利要求按每股0.70港元之發行價發行1,500,000,000股每股面值0.01港元之本公司新普通股。收購事項於二零一五年十月六日完成。該收購事項已使用收購法入賬。Smart Title為投資控股公司及其附屬公司主要從事透過管理會所提供康樂及保健服務。

Smart Title被收購以拓展本集團於中國之物業投資業務。

#### 代價

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 42. BUSINESS COMBINATIONS (Continued)

For the year ended 31 December 2015  
(Continued)

#### Acquisition of Smart Title (Continued)

As part of the consideration for the acquisition of the entire issued share in and the shareholder's loan due by Smart Title, 1,500,000,000 new ordinary shares were allotted and issued to the shareholders of Huayi Tencent pursuant to the exercise of the share entitlement note issued to Huayi Tencent. The fair value of the consideration shares, determined using the quoted price available at the date of the acquisition, amounted to HK\$727,500,000.

Acquisition-related costs amounting to HK\$6,425,000 have been excluded from the consideration transferred and have been recognised as expenses during the year ended 31 December 2015 within the administrative expenses in the consolidated statement of profit or loss.

Assets acquired and liabilities recognised at the date of acquisition

### 42. 業務合併 (續)

截至二零一五年十二月三十一日止年度  
(續)

#### 收購 Smart Title (續)

作為收購 Smart Title 之全部已發行股份及其結欠之股東貸款之部份代價，1,500,000,000 股新普通股已根據行使向華誼騰訊發行之股份權益票據配發及發行予華誼騰訊之股東。代價股份之公平值乃利用收購事項日期之可得報價而釐定，為 727,500,000 港元。

收購相關成本 6,425,000 港元不包括在轉讓代價內，並已確認為綜合損益表之行政開支之截至二零一五年十二月三十一日止年度之開支。

於收購日期已收購資產及已確認負債

		HK\$'000 千港元
Property, plant and equipment (note 18)	物業、廠房及設備(附註18)	423,922
Intangible assets (note 21)	無形資產(附註21)	996,050
Deferred tax assets (note 40)	遞延稅項資產(附註40)	3,543
Inventories	存貨	9,285
Deposits, prepayment and other receivables	按金、預付款項及其他應收款項	82,929
Cash and cash equivalents	現金及現金等價物	54,522
Trade payables	貿易應付款項	(2,901)
Deposits received, accruals and other payables	已收按金、應計費用及其他應付款項	(250,637)
Tax payables	應付稅項	(70,854)
Deferred tax liabilities (note 40)	遞延稅項負債(附註40)	(265,926)
Shareholder's loan	股東貸款	(1,076,218)
Fair value of identifiable net liabilities assumed	所承擔可識別負債淨額之公平值	(96,285)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 42. BUSINESS COMBINATIONS (Continued)

For the year ended 31 December 2015  
(Continued)

#### Acquisition of Smart Title (Continued)

Goodwill arising on acquisition of Smart Title

### 42. 業務合併 (續)

截至二零一五年十二月三十一日止年度  
(續)

#### 收購 Smart Title (續)

收購 Smart Title 產生之商譽

		HK\$'000 千港元
Total consideration	總代價	1,327,500
Add: fair value of identifiable net liabilities assumed	加：所承擔可識別負債淨額之公平值	96,285
Less: shareholder's loan assigned to the Group	減：轉讓予本集團之股東貸款	(1,076,218)
Goodwill arising on acquisition (note 22)	收購事項產生之商譽(附註22)	347,567

Goodwill arose in the acquisition of Smart Title because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth and future market development of Smart Title. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

收購 Smart Title 產生之商譽乃由於合併成本包括控制溢價所致。此外，就合併所支付之代價實際上包括涉及預期協同效益、Smart Title 之收入增長及未來市場發展之金額。此等利益並無與商譽分開確認，因為該等利益並不符合可識別無形資產之確認準則。

概無本收購事項產生之商譽預期將可扣稅。

Net cash outflow on acquisition of Smart Title

收購 Smart Title 之現金流出淨額

		HK\$'000 千港元
Cash consideration paid	已付現金代價	(600,000)
Less: deposit for investment	減：投資按金	60,000
cash and cash equivalents acquired	已收購之現金及現金等價物	54,522
Net cash outflow	現金流出淨額	(485,478)

#### 42. BUSINESS COMBINATIONS (Continued)

For the year ended 31 December 2015  
(Continued)

##### **Acquisition of Smart Title (Continued)**

Included in the profit for the year ended 31 December 2015 is HK\$2,126,000 attributable to the additional business generated by Smart Title. Revenue from continuing operations for the year includes HK\$5,456,000 generated from Smart Title.

Had the acquisition of Smart Title been completed on 1 January 2015, total revenue from continuing operations of the Group for the year ended 31 December 2015 would have been HK\$201,698,000 and profit for the year ended 31 December 2015 would have been HK\$102,626,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2015, nor is it intended to be a projection of future results.

In determining the “pro-forma” revenue and profit of the Group had Smart Title been acquired at the beginning of 2015, the directors of the Company have calculated depreciation of property, plant and equipment acquired, and amortisation of intangible assets acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements.

#### 42. 業務合併 (續)

截至二零一五年十二月三十一日止年度  
(續)

##### **收購 Smart Title (續)**

截至二零一五年十二月三十一日止年度溢利當中2,126,000港元歸屬於Smart Title之新增業務產生。本年度來自持續經營業務之收益當中5,456,000港元乃產生自Smart Title。

倘收購Smart Title已於二零一五年一月一日完成，則本集團截至二零一五年十二月三十一日止年度來自持續經營業務之總收益將為201,698,000港元，而截至二零一五年十二月三十一日止年度溢利將為102,626,000港元。備考資料僅供參考，不一定成為假若收購事項已於二零一五年一月一日完成之情況下本集團實際所得收益及業務業績之指標，亦不擬以此作為未來業績之預測。

倘於二零一五年年初已收購Smart Title，於釐定本集團「備考」收入及溢利時，本公司董事已按業務合併之初步計算產生之公平值(而並非於收購前財務報表確認之賬面值)計算已收購物業、廠房及設備之折舊及已收購無形資產之攤銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 42. BUSINESS COMBINATIONS (Continued)

For the year ended 31 December 2015  
(Continued)

#### Acquisition of Best Volume

On 7 September 2015, the Group as purchaser entered into a conditional sale and purchase agreement with Gome Finance as vendor relating to the proposed acquisition of the entire shareholding interest in Best Volume at a total consideration of HK\$400,000,000, in which HK\$370,000,000 was settled by cash and HK\$30,000,000 was settled by issue of a promissory note. The acquisition was completed on 12 November 2015. The acquisition has been accounted for using the acquisition method. Best Volume is an investment holding company and its subsidiaries are principally engaged in property investment.

Best Volume was acquired for expanding the Group's property investment business into the PRC.

#### Consideration

		HK\$'000 千港元
Cash consideration	現金代價	370,000
Issue of promissory note (note 36)	發行承兌票據(附註36)	30,000
<b>Total consideration</b>	<b>總代價</b>	<b>400,000</b>

Acquisition-related costs amounting to HK\$615,000 have been excluded from the consideration transferred and have been recognised as expenses in the year ended 31 December 2015, within the administrative expenses in the consolidated statement of profit or loss.

### 42. 業務合併 (續)

截至二零一五年十二月三十一日止年度  
(續)

#### 收購 Best Volume

於二零一五年九月七日，本集團作為買方與國美金融作為賣方訂立有條件買賣協議，內容有關建議收購 Best Volume 之全部持股權益，總代價為 400,000,000 港元，當中 370,000,000 港元乃由現金清償，而 30,000,000 港元乃由發行承兌票據清償。收購事項於二零一五年十一月十二日完成。該收購事項已使用收購法入賬。Best Volume 為投資控股公司及其附屬公司主要從事物業投資。

Best Volume 被收購以拓展本集團於中國之物業投資業務。

#### 代價

收購相關成本 615,000 港元不包括在轉讓代價內，並已確認為綜合損益表之行政開支之截至二零一五年十二月三十一日止年度之開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 42. BUSINESS COMBINATIONS (Continued)

For the year ended 31 December 2015  
(Continued)

#### Acquisition of Best Volume (Continued)

Assets acquired and liabilities recognised at the date of acquisition

### 42. 業務合併(續)

截至二零一五年十二月三十一日止年度  
(續)

#### 收購 Best Volume (續)

於收購日期已收購資產及已確認負債

		HK\$'000 千港元
Investment properties (note 19)	投資物業(附註19)	606,858
Trade receivables	貿易應收款項	996
Other receivables	其他應收款項	22,745
Tax recoverable	可收回稅項	3
Cash and cash equivalents	現金及現金等價物	8,023
Deposits received, accruals and other payables	已收按金、應計費用及其他應付款項	(4,910)
Bank borrowings	銀行借款	(190,191)
Deferred tax liabilities (note 40)	遞延稅項負債(附註40)	(106,423)
Fair value of identifiable net assets acquired	已收購可識別資產淨值之公平值	337,101

Goodwill arising on acquisition of Best Volume

收購 Best Volume 產生之商譽

		HK\$'000 千港元
Total consideration	總代價	400,000
Less: fair value of identifiable net assets acquired	減：已收購可識別資產淨值之公平值	(337,101)
Goodwill arising on acquisition (note 22)	收購事項產生之商譽(附註22)	62,899

Goodwill arose in the acquisition of Best Volume because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth and future market development of Best Volume. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

收購 Best Volume 產生之商譽乃由於合併成本包括控制溢價所致。此外，就合併所支付之代價實際上包括涉及預期協同效益、Best Volume 之收入增長及未來市場發展之金額。此等利益並無與商譽分開確認，因為該等利益並不符合可識別無形資產之確認準則。

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

概無該項收購事項產生之商譽預期將可扣稅。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 42. BUSINESS COMBINATIONS (Continued)

For the year ended 31 December 2015  
(Continued)

#### Acquisition of Best Volume (Continued)

Net cash outflow on acquisition of Best Volume

### 42. 業務合併(續)

截至二零一五年十二月三十一日止年度  
(續)

#### 收購 Best Volume (續)

收購 Best Volume 之現金流出淨額

		HK\$'000 千港元
Cash consideration paid	已付現金代價	(370,000)
Cash and cash equivalents acquired	已收購之現金及現金等價物	8,023
Net cash outflow	現金流出淨額	(361,977)

Included in the profit for the year ended 31 December 2015 is HK\$2,201,000 attributable to the additional business generated by Best Volume. Revenue from continuing operations for the year includes HK\$3,643,000 generated from Best Volume.

Had the acquisition of Best Volume been completed on 1 January 2015, total revenue from continuing operations of the Group for the year ended 31 December 2015 would have been HK\$209,758,000, and profit for the year ended 31 December 2015 would have been HK\$111,875,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2015, nor is it intended to be a projection of future results.

截至二零一五年十二月三十一日止年度溢利當中2,201,000港元歸屬於由Best Volume產生之新增業務。本年度來自持續經營業務之收益當中3,643,000港元乃產生自Best Volume。

倘收購 Best Volume 已於二零一五年一月一日完成，則本集團截至二零一五年十二月三十一日止年度來自持續經營業務之總收益將為209,758,000港元，而截至二零一五年十二月三十一日止年度溢利將為111,875,000港元。備考資料僅供參考，不一定成為假若收購事項已於二零一五年一月一日完成之情況下本集團實際所得收益及業務業績之指標，亦不擬以此作為未來業績之預測。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 43. DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2016

#### China Hong Kong Money

On 21 December 2016, China Hong Kong Money allotted and issued 1,000,000 new shares at HK\$1 each to another shareholder of China Hong Kong Money. Upon the allotment and issue of the new shares, the Group's shareholding interest in China Hong Kong Money was diluted from 60% to 30% and was deemed to dispose of a 30% shareholding interest in China Hong Kong Money. The deemed disposal was taken place on 21 December 2016.

*Analysis of assets and liabilities over which control was lost*

		HK\$'000 千港元
Amount due from a shareholder	應收一名股東款項	991
Net assets disposed of	已出售資產淨值	991

*Gain on deemed disposal of a subsidiary*

		HK\$'000 千港元
Fair value of investment retained	已保留投資之公平值	600
Net assets disposed of	已出售資產淨值	(991)
Non-controlling interests	非控股權益	399
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益	8

For the year ended 31 December 2015

#### SkyNet

On 6 November 2015, SkyNet allotted and issued 345,000,000 new ordinary shares and 30,000,000 new convertible preferred shares to six subscribers. Upon the allotment and issue of the new ordinary shares, the Group's shareholding interests in SkyNet was diluted from 70.18% to 12.51% and was deemed to dispose of a 57.67% shareholding interest in SkyNet. The deemed disposal was taken place on 6 November 2015.

### 43. 出售附屬公司

截至二零一六年十二月三十一日止年度

#### 中港資

於二零一六年十二月二十一日，中港資向中港資另一名股東配發及發行1,000,000股每股1港元新股份。配發及發行新股份後，本集團於中港資之持股權益由60%攤薄至30%，並視作出售於中港資之30%持股權益。視作出售事項於二零一六年十二月二十一日完成。

*於失去控制權時資產及負債之分析*

		HK\$'000 千港元
Amount due from a shareholder	應收一名股東款項	991
Net assets disposed of	已出售資產淨值	991

*視作出售一間附屬公司之收益*

		HK\$'000 千港元
Fair value of investment retained	已保留投資之公平值	600
Net assets disposed of	已出售資產淨值	(991)
Non-controlling interests	非控股權益	399
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益	8

截至二零一五年十二月三十一日止年度

#### 航空互聯

於二零一五年十一月六日，航空互聯向六名認購人配發及發行345,000,000股新普通股股份及30,000,000股新可換股優先股。配發及發行新普通股股份後，本集團於航空互聯之持股權益由70.18%攤薄至12.51%，並視作出售於航空互聯之57.67%持股權益。視作出售事項於二零一五年十一月六日完成。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 43. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2015  
(Continued)

**SkyNet** (Continued)

Analysis of assets and liabilities over which  
control was lost

### 43. 出售附屬公司(續)

截至二零一五年十二月三十一日止年度  
(續)

航空互聯(續)

於失去控制權時資產及負債之分析

		HK\$'000 千港元
Property, plant and equipment (note 18)	物業、廠房及設備(附註18)	10,608
Goodwill (note 22)	商譽(附註22)	89,265
Restricted bank deposits	受限制銀行存款	12,656
Trade receivables	貿易應收款項	3,307
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	14,986
Inventories	存貨	4,190
Cash and cash equivalents	現金及現金等價物	161,878
Trade payables	貿易應付款項	(865)
Accruals and other payables	應計費用及其他應付款項	(17,269)
Receipts in advance	預收款項	(144,602)
Tax payables	應付稅項	(2,174)
Other borrowings	其他借款	(14,226)
Obligation under finance leases	融資租賃責任	(12)
Deposits from customers	客戶按金	(46)
Deferred revenue (note 37)	遞延收益(附註37)	(24,556)
<b>Net assets disposed of</b>	<b>已出售資產淨值</b>	<b>93,140</b>

Gain on deemed disposal of a subsidiary

視作出售一間附屬公司之收益

		HK\$'000 千港元
Fair value of investment retained	已保留投資之公平值	336,000
Net assets disposed of	已出售資產淨值	(93,140)
Release of exchange reserve upon deemed disposal of a subsidiary	因視作出售一間附屬公司而撥回匯兌儲備	(55)
Non-controlling interests	非控股權益	2,267
<b>Gain on deemed disposal of a subsidiary</b>	<b>視作出售一間附屬公司之收益</b>	<b>245,072</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 43. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2015  
(Continued)

**SkyNet** (Continued)

Net cash outflow arising on deemed disposal of SkyNet

### 43. 出售附屬公司(續)

截至二零一五年十二月三十一日止年度  
(續)

航空互聯(續)

視作出售航空互聯產生之現金流出淨額

		HK\$'000 千港元
Cash consideration received	已收現金代價	—
Less: Cash and cash equivalents disposed of	減：已出售之現金及現金等價物	(161,878)
Net cash outflow	現金流出淨額	(161,878)

### 44. COMMITMENTS

#### (a) Lease commitments

##### The Group as lessee

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:

### 44. 承擔

#### (a) 租賃承擔

本集團作為承租人

於報告期末，本集團之不可撤銷經營租賃所承擔之日後最低租賃付款之到期情況如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年以內	13,384	14,253
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	48,851	53,148
Over five years	五年以上	622,789	678,313
		<b>685,024</b>	745,714

Operating lease payments represent rentals payable by the Group for its office premises and the operating rights in respect of (i) the rights to manage and operate the Club up to 31 December 2051 and (ii) the rights to develop and operate the Subject Land and the rights to manage the properties erected on the Subject Land up to 30 January 2062. Leases in respect of the office premises are mainly negotiated for an average term of three years and rentals are fixed for an average of three years. The Group does not have an option to purchase the leased premises and the operating rights in respect of the Club and the Subject Land at the expiry of the lease period.

經營租賃付款指本集團就其辦公室物業及經營權，即(i)截至二零一五年十二月三十一日之前管理及經營會所之權利及(ii)截至二零一六年一月三十日之前，開發及經營主體地塊，及管理該主體地塊上已建物業之權利應付之租金。辦公室物業之租約主要議定之租期平均為三年，而租金平均每三年訂定。本集團並無獲授於租賃期屆滿時可購買租賃資產及會所及主體地塊之經營權之選擇權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 44. COMMITMENTS (Continued)

#### (a) Lease commitments (Continued)

##### The Group as lessor

Rental income from investment properties and the assets of the Club earned during the year was HK\$45,171,000 (2015: HK\$9,099,000). All of the Group's investment properties are held for rental purposes. The investment properties are expected to generate rental yields of 4.31% (2015: 0.61%) on an ongoing basis. The investment properties have committed tenants for the next eight years (2015: nine years).

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	24,219	27,002
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	85,723	101,757
Over five years	五年以上	47,170	65,624
		<b>157,112</b>	<b>194,383</b>

#### (b) Other commitments

At 31 December 2016, the Group had other commitments of HK\$58,190,000 (2015: HK\$52,329,000) relating to the capital expenditures for the Subject Land which were contracted but not provided for.

### 44. 承擔(續)

#### (a) 租賃承擔(續)

##### 本集團作為出租人

年內賺取之投資物業及會所資產之租金收入為45,171,000港元(二零一五年: 9,099,000港元)。所有本集團之投資物業乃持作租賃用途。預期投資物業可持續產生4.31%(二零一五年: 0.61%)之租金收益率。投資物業於未來八年均已承承諾租戶(二零一五年: 九年)。

於報告期末, 本集團就下列日後最低租賃付款與租戶訂約:

#### (b) 其他承擔

於二零一六年十二月三十一日, 本集團有關主體地塊之資本開支之其他承擔為58,190,000港元(二零一五年: 52,329,000港元)已訂約但尚未作出撥備。

#### 45. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

Pursuant to an ordinary resolution passed by the shareholders on 12 December 2011, the Company adopted a new share option scheme (the “**Option Scheme**”) to replace the share option scheme adopted on 21 January 2002. The Option Scheme will expire on 11 December 2021. The purpose of the Option Scheme is to enable the Company to grant share options to selected eligible participants as incentives or rewards for their contribution or potential contribution to the Group.

Under the Option Scheme, eligible participants are full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary); any holder of any securities issued by the Group; and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the Group or any person who, in the sole discretion of the board of directors of the Company, has contributed or may contribute to the Group.

The overall limit on the number of shares which may be issued upon exercise of all share options granted and yet to be exercised under the Option Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time. Subject to the above overall limit, the total number of shares which may be issued upon exercise of all share options to be granted under the Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the shares in issue as at the date of approval of the Option Scheme (the “**Scheme Mandate Limit**”). The Company may refresh the Scheme Mandate Limit subject to approval of the shareholders in general meeting, provided that the Scheme Mandate Limit as refreshed must not exceed 10% of the shares in issue as at the date of approval of the refreshed limit.

#### 45. 以股權結算之股份支款之交易

根據股東於二零一一年十二月十二日通過之普通決議案，本公司採納一項新購股權計劃（「購股權計劃」）以取代於二零零二年一月二十一日採納之購股權計劃。購股權計劃將於二零二一年十二月十一日屆滿。購股權計劃旨在令本公司可向選定之合資格參與者授出購股權，作為彼等對本集團之貢獻或潛在貢獻之獎勵或報酬。

根據購股權計劃，合資格參與者為本集團之全職或兼職僱員（包括本公司或任何附屬公司之任何董事，不論執行或非執行，及不論是否獨立）；本集團所發行任何證券之任何持有人；及本集團之任何業務或合營夥伴、承包商、代理或代表、顧問、諮詢人、供應商、製片商或授權人、客戶、獲授權人（包括任何轉授獲授權人）或發行商、業主或租戶（包括任何分租租戶），或本公司董事會全權酌情決定已經或可能對本集團作出貢獻之任何人士。

於行使根據購股權計劃及本公司任何其他購股權計劃授出而尚未行使其所有購股權後可予發行之股份數目整體上限，不得超過不時已發行股份之30%。在上述整體限額之規限下，於行使根據購股權計劃及本公司任何其他購股權計劃將予授出之所有購股權後可予發行之股份總數，合共不得超過購股權計劃獲批准當日已發行股份之10%（「計劃授權限額」）。在股東大會上獲股東批准後，本公司可更新計劃授權限額，惟更新後之計劃授權限額不得超過更新限額獲批准當日已發行股份之10%。

### 45. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Unless approved by the shareholders, the total number of shares issued and to be issued upon exercise of the shares options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period up to and including the date of grant must not exceed 1% of the shares in issue. Where any grant of share options to a substantial shareholder of the Company or an independent non-executive director or their respective associates and if such grant would result in the total number of shares issued and to be issued upon exercise of the share options granted and to be granted (including share options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant to such person (i) representing in aggregate over 0.1% of the shares in issue and (ii) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5,000,000, then the proposed grant must be approved by the shareholders at a general meeting, with voting to be taken by way of a poll.

A non-refundable nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of the grant of share options. Share options may be exercised at any time during the period to be determined and identified by the board of directors, but in any event no later than ten years from the date of grant but subject to the early termination of the Option Scheme.

The exercise price is determined by the board of directors of the Company, provided that it shall be not less than the highest of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing prices of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

At 31 December 2016, the Company has not adopted any share option scheme other than the Option Scheme.

### 45. 以股權結算之股份支款之交易(續)

除非獲股東批准，否則截至授出當日(包括該日)止任何12個月期間內，每名合資格參與者於行使獲授予之購股權(包括已行使及尚未行使之購股權)後已發行及將予發行之股份總數，不得超過已發行股份之1%。倘擬向本公司主要股東或獨立非執行董事或彼等各自之聯繫人士授出任何購股權，而授出有關購股權將導致於截至向該人士授出購股權當日(包括該日)止任何12個月期間內，於行使已授出及將予授出之購股權(包括已行使、註銷及尚未行使之購股權)後已發行及將予發行之股份總數(i)合共超過已發行股份總數之0.1%，及(ii)按股份於各授出日期之收市價計算，總值超過5,000,000港元，則建議授出須獲股東於股東大會上以投票表決方式批准。

承授人於接納所授出之購股權時須支付1.00港元之不可退還名義代價。購股權可於董事會釐定及確定之期間內隨時行使，但無論如何不得遲於授出日期起計十年，惟受購股權計劃提早終止所規限。

行使價由本公司董事會釐定，但不得低於以下三者之最高者：(i)本公司股份於授出日期之收市價；(ii)股份於緊接授出日期前五個營業日之平均收市價；及(iii)本公司股份之面值。

於二零一六年十二月三十一日，本公司並無採納除購股權計劃外的任何購股權計劃。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 45. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

### 45. 以股權結算之股份支款之交易(續)

Details of specific categories of share options are as follows:

特定類別購股權之詳情如下：

Share option type 購股權類別	Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價
2007A	22 March 2007 二零零七年三月二十二日	22 March 2007 to 21 March 2017 二零零七年三月二十二日至 二零一七年三月三十一日	HK\$1,470.308* 1,470.308 港元*
2007B	31 May 2007 二零零七年五月三十一日	31 May 2007 to 30 May 2017 二零零七年五月三十一日至 二零一七年五月三十一日	HK\$2,188.687* 2,188.687 港元*
2014A	8 January 2014 二零一四年一月八日	8 January 2014 to 7 January 2015 二零一四年一月八日至二零一五年一月七日	HK\$0.84 0.84 港元
2014B	2 September 2014 二零一四年九月二日	2 September 2014 to 1 September 2015 二零一四年九月二日至二零一五年九月一日	HK\$0.655* 0.655 港元*
2015A	25 November 2015 二零一五年十一月二十五日	25 November 2015 to 24 November 2016 二零一五年十一月二十五日至 二零一六年十一月二十四日	HK\$0.237 0.237 港元
2015B	9 December 2015 二零一五年十二月九日	9 December 2015 to 8 December 2016 二零一五年十二月九日至 二零一六年十二月八日	HK\$0.2532 0.2532 港元

\* The exercise prices are adjusted to reflect the effect of rights issue completed on 20 August 2015.

\* 行使價已作出調整以反映於二零一五年八月二十日完成供股之影響。

During the year ended 31 December 2016, no share options was granted.

截至二零一六年十二月三十一日止年度，概無授出購股權。

During the year ended 31 December 2015, share options were granted on 25 November 2015 and 9 December 2015. The estimated fair values of the share options granted on those dates are HK\$3,313,000 and HK\$14,487,000 respectively.

截至二零一五年十二月三十一日止年度，已於二零一五年十一月二十五日及二零一五年十二月九日授出購股權。於該等日期授出之購股權之估計公平值分別為3,313,000 港元及14,487,000 港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 45. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The fair values of the share options granted on 9 December 2015 and 25 November 2015 were measured, using a binomial option pricing model, by Grant Sherman Appraisal Limited. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of a share option varies with different variables of certain subjective assumptions. The following table lists the inputs to the model used:

	Share option type 購股權類別	
	2015B	2015A
Share option life 購股權年期	1 year 1年	1 year 1年
Grant date share price 授出日期股價	HK\$0.235 0.235 港元	HK\$0.236 0.236 港元
Exercise price 行使價	HK\$0.2532 0.2532 港元	HK\$0.237 0.237 港元
Expected volatility (%) 預期波幅 (%)	77.91%	75.38%
Expected life of share options 購股權之預期年期	1 year 1年	1 year 1年
Dividend yield (%) 股息收益率 (%)	0%	0%
Risk-free interest rate (%) 無風險利率 (%)	0.68%	0.67%

Expected volatility was determined by using historical volatility of the Company's share price over the previous one year.

The fair value of the share options granted during the year ended 31 December 2015 was HK\$17,800,000 which had been expensed as equity-settled share-based payment expenses.

### 45. 以股權結算之股份支款之交易(續)

於二零一五年十二月九日及二零一五年十一月二十五日授出之購股權之公平值乃由中證評估有限公司採用二項式期權定價模型計量。計算購股權之公平值所用之變數及假設乃以董事之最佳估計為基準。購股權之價值須視乎若干主觀假設之數據而計算出不同之估值。下表列示模型所用輸入數據：

預期波幅乃利用本公司過去一年之股價之歷史波幅釐定。

截至二零一五年十二月三十一日止年度內授出之購股權之公平值為17,800,000港元，已列作以股權結算之股份支款開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 45. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

For equity-settled share-based payments with parties other than employees, the Group has rebutted the presumption that the fair values of the services received can be estimated reliably as in the opinion of the directors of the Company, the fair value of the services cannot be reliably measured. Accordingly, the Group measured the services received from these parties, with reference to the fair values of the share options granted using the binomial option pricing model, at the date these parties rendered related services to the Group.

The following table discloses movements of the Company's share options held by directors of the Company, employees and consultants during the year:

### 45. 以股權結算之股份支款之交易(續)

就僱員以外之有關方之確認以股權結算之股份支款而言，由於本公司董事認為服務之公平值並未能可靠地計量，本集團已推翻所獲服務之公平值能可靠地估計之假設。因此，本集團於有關方向本集團提供有關服務當日，參照使用二項式期權定價模式得出之已授出購股權之公平值，計量從該等有關方獲得之服務。

下表披露本公司董事、僱員及顧問於年內所持本公司購股權之變動：

Share option type 購股權類別	Outstanding at 1 January 2016 於二零一六年 一月一日 尚未行使	Granted during the year 於年內授出	Number of share options 購股權數目		Adjusted for rights issue 就供股 作出調整	Outstanding at 31 December 2016 於二零一六年 十二月三十一日 尚未行使
			Exercised during the year 於年內行使	Lapsed during the year 於年內失效		
2007A	4,835	-	-	-	-	4,835
2007B	25,309	-	-	-	-	25,309
2015A	54,700,000	-	-	(54,700,000)	-	-
2015B	267,800,000	-	-	(267,800,000)	-	-
	322,530,144	-	-	(322,500,000)	-	30,144
Exercisable at the end of the reporting period 於報告期末可予行使						30,144
Weighted average exercise price 加權平均行使價	HK\$0.44 0.44 港元	-	-	HK\$0.25 0.25 港元	-	HK\$2,073.46 2,073.46 港元



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 45. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

### 45. 以股權結算之股份支款之交易(續)

Share option type 購股權類別	Outstanding at 1 January 2015 於二零一五年 一月一日 尚未行使	Granted during the year 於年內授出	Number of share options 購股權數目		Adjusted for rights issue 就供股 作出調整	Outstanding at 31 December 2015 於二零一五年 十二月三十一日 尚未行使
			Exercised during the year 於年內行使	Lapsed during the year 於年內失效		
2007A	4,588	—	—	—	247	4,835
2007B	24,013	—	—	—	1,296	25,309
2014A	26,360,000	—	—	(26,360,000)	—	—
2014B	46,220,000	—	(42,330,000)	(4,100,060)	210,060	—
2015A	—	54,700,000	—	—	—	54,700,000
2015B	—	267,800,000	—	—	—	267,800,000
	72,608,601	322,500,000	(42,330,000)	(30,460,060)	211,603	322,530,144
Exercisable at the end of the reporting period 於報告期末可予行使						322,530,144
Weighted average exercise price 加權平均行使價	HK\$1.61 1.61 港元	HK\$0.25 0.25 港元	HK\$0.69 0.69 港元	HK\$0.82 0.82 港元	—	HK\$0.44 0.44 港元

At 31 December 2016, the Company had 30,144 share options outstanding (2015: 322,530,144), representing 0.001% (2015: 12.03%) of the issued share capital of the Company at that date.

於二零一六年十二月三十一日，本公司有30,144份尚未行使之購股權(二零一五年：322,530,144)，佔本公司當日已發行股本0.001%(二零一五年：12.03%)。

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## 綜合財務報表附註

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

### 46. RETIREMENT BENEFITS SCHEMES

With effect from 1 December 2000, the Group has set up a defined contribution retirement scheme, the MPF Scheme for all the eligible employees of the Group. The Group did not provide retirement benefits for its employees prior to set up of the MPF Scheme.

Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries up to a maximum of HK\$1,500 per employee and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of each employee's monthly salaries up to a maximum of HK\$1,500 (the "Mandatory Contribution"). The employees are entitled to 100% of the Mandatory Contribution upon their retirement at the age of 65 years old, death or total incapacity.

### 46. 退休福利計劃

自二零零零年十二月一日起，本集團為所有合資格僱員設立一項界定供款退休計劃 — 強積金計劃。於設立強積金計劃前，本集團並無為僱員提供任何退休福利。

根據強積金計劃，僱員均須按其月薪之5%（以每名僱員最多1,500港元為限）作出供款，並可選擇作出額外供款。僱主每月之供款按各僱員月薪之5%（以最多1,500港元為限）計算（「強制性供款」）。僱員可於65歲退休、逝世或完全失去工作能力時全數獲取強制性供款。

### 47. PARTICULARS OF SUBSIDIARIES

Details of the Company's subsidiaries at 31 December 2016 are set out as follows:

### 47. 附屬公司之詳情

本公司附屬公司於二零一六年十二月三十一日之詳情載列如下：

Name of subsidiary 附屬公司名稱	Country/place of incorporation or operation 註冊成立或經營之國家/地點	Class of shares held/ registered capital 持有股份/註冊股本類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益及投票權比例		Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊股本	Principal activities 主要業務
			2016 二零一六年 %	2015 二零一五年 %		
Adelio Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Angel Wish Group Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Bayhood No. 9 Co <sup>u</sup> 北湖9號公司 <sup>u</sup>	The PRC 中國	Registered 註冊	100	100	RMB50,000,000 人民幣50,000,000元	Provision of recreational and wellness services through the management of a membership-based golf club and resort 透過管理會員制高爾夫俱樂部及酒店提供休閒度假及保健服務
Best Season Holdings Corp.	British Virgin Islands 英屬處女群島	Ordinary 普通	75	75	US\$100 100美元	Dormant 暫無營業

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## 綜合財務報表附註

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

### 47. PARTICULARS OF SUBSIDIARIES

(Continued)

### 47. 附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation or operation 註冊成立或 經營之國家/地點	Class of shares held/ registered capital 持有股份/ 註冊股本類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益 及投票權比例		Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊股本	Principal activities 主要業務
			2016 二零一六年 %	2015 二零一五年 %		
Best Volume	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Bluelagoon Investment Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding, sale of financial assets, distribution of films and sub-licensing of film rights 投資控股、銷售金融資 產、發行電影及轉授 電影發行權
China Jiu hao Health Industry Group Limited 中國9號健康產業集團 有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1 1港元	Investment holding 投資控股
Eternity Finance Group Limited 永恒財務集團有限公司	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	HK\$100,000,000 100,000,000港元	Investment holding 投資控股
Gainful Fortune Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	99.99	99.99	HK\$160,000,100 160,000,100港元	Dormant 暫無營業
Golden Stone Management Limited ("Golden Stone")	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Hong Kong Builders Finance Limited 港建財務有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$2 2港元	Money lending 借貸
K E G Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
K E Group Limited 鑽滙集團有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$10,000 10,000港元	Design and sale of jewelry products and sale of precious stones 設計及銷售珠寶產品以及 銷售寶石

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## 綜合財務報表附註

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### 47. PARTICULARS OF SUBSIDIARIES (Continued)

### 47. 附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation or operation 註冊成立或 經營之國家/地點	Class of shares held/ registered capital 持有股份/ 註冊股本類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益 及投票權比例		Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊股本	Principal activities 主要業務
			2016 二零一六年 %	2015 二零一五年 %		
KEG ME DMCC	United Arab Emirates 阿拉伯聯合酋長國	Ordinary 普通	100	—	AED50,000 50,000阿聯酋迪拉姆	Design and sale of jewelry products and sale of precious stones 設計及銷售珠寶產品以及 銷售寶石
Legend Rich Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Max Winner Investments Limited 凱宏投資有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1 1港元	Investment holding 投資控股
New Cove Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
OM Gem Limited	Hong Kong 香港	Ordinary 普通	100	100	HK\$10,000 10,000港元	Design and sale of jewelry products and sale of precious stones 設計及銷售珠寶產品以及 銷售寶石
One Synergy Limited ("One Synergy")	Hong Kong 香港	Ordinary 普通	100	100	HK\$1 1港元	Investment holding 投資控股
Open Heart Investments Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Radiant Beauty Limited 普雋有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1 1港元	Investment holding 投資控股
Rexdale Investment Limited ("Rexdale")	Hong Kong 香港	Ordinary 普通	100	100	HK\$10,000,000 10,000,000港元	Property holdings 持有物業
Riche Advertising Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Sale of financial assets 銷售金融資產
Riche (BVI) Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1,000 1,000美元	Investment holding 投資控股

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## 綜合財務報表附註

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

### 47. PARTICULARS OF SUBSIDIARIES

(Continued)

### 47. 附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation or operation 註冊成立或 經營之國家/地點	Class of shares held/ registered capital 持有股份/ 註冊股本類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益 及投票權比例		Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊股本	Principal activities 主要業務
			2016 二零一六年 %	2015 二零一五年 %		
Riche Distribution Limited 豐采發行有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1,000,000 1,000,000港元	Sub-licensing of film rights and sale of financial assets 轉授電影發行權及銷售金 融資產
Riche Multi-Media Limited 豐采多媒體有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$2 2港元	Distribution of films and other video features 發行電影及其他影視特輯
Riche Pictures Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Riche Video Limited 豐采錄影有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1,000 (HK\$2,000,000 non-voting deferred shares*) 1,000港元 (2,000,000 港元之無投票權遞 延股份*)	Distribution of video products 發行影視產品
Simple View Investment Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Smart Title	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Stable Income Limited 堅益有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1,000,000 1,000,000港元	Dormant 暫無營業
Victory Peace Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Virtue Crest Investments Limited 德冠投資有限公司	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Yuan Shun Investments Limited 元順投資有限公司	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
四海能榮(北京)餐飲文化 有限公司#	The PRC 中國	Registered 註冊	100	100	RMB6,657,085 人民幣6,657,085元	Investment holding 投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 47. PARTICULARS OF SUBSIDIARIES (Continued)

### 47. 附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation or operation 註冊成立或 經營之國家/地點	Class of shares held/ registered capital 持有股份/ 註冊股本類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益 及投票權比例		Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊股本	Principal activities 主要業務
			2016 二零一六年 %	2015 二零一五年 %		
歡樂時代文化發展(北京)有限公司 <sup>Ⓟ</sup>	The PRC 中國	Registered 註冊	100	100	RMB100,000 人民幣100,000元	Investment holding 投資控股
廣州駿新環境監測有限公司 <sup>#</sup>	The PRC 中國	Registered 註冊	100	100	RMB500,000 人民幣500,000元	Trading of environmental protection products 買賣環保產品
廣州永翰投資管理有限公司 <sup>Ⓟ</sup>	The PRC 中國	Registered 註冊	100	100	RMB50,000,000 人民幣50,000,000元	Property development 物業開發
廣州股質環保科技有限公司 <sup>Ⓜ</sup>	The PRC 中國	Registered 註冊	100	100	RMB5,000,000 人民幣5,000,000元	Trading of environmental protection products 買賣環保產品
廣州市迎瑞房地產開發有限公司 <sup>Ⓟ</sup>	The PRC 中國	Registered 註冊	100	100	RMB16,000,000 人民幣16,000,000元	Property development 物業開發

\* The non-voting deferred shares, which are not held by the Group, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of Riche Video Limited nor to participate in any distribution on winding up.

\* 該等無投票權遞延股份(並非由本集團持有)實際並無分享股息、接收豐采錄影有限公司任何股東大會之通告或出席大會或於會上投票之權利,亦無在清盤時參與任何分派之權利。

# A limited liability company (solely invested by Taiwan, Hong Kong or Macao legal person) established in the PRC.

# 於中國成立之有限責任公司(台港澳法人獨資)。

Ⓜ A limited liability company (solely invested by legal person) established in the PRC.

Ⓜ 於中國成立之有限責任公司(法人獨資)。

Ⓟ A limited liability company (solely invested by foreign owned enterprise) established in the PRC.

Ⓟ 於中國成立之有限責任公司(外商投資企業獨資)。

Ⓟ Other limited liability company established in the PRC.

Ⓟ 於中國成立之其他有限責任公司。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 47. PARTICULARS OF SUBSIDIARIES

(Continued)

The Company directly holds the interest in Riche (BVI) Limited. All other subsidiaries are indirectly held by the Company.

None of the subsidiaries had issued any debt securities at the end of the year, except for Golden Stone, which has issued the promissory note in the principal amount of HK\$30,000,000 to Gome Finance on 12 November 2015.

Except for SkyNet, the directors of the Company consider that Best Season Holdings Corp. and Gainful Fortune Limited, the non-wholly owned subsidiaries that have non-controlling interests, are not material to the Group. Accordingly, the financial information of Best Season Holdings Corp. and Gainful Fortune Limited is not separately presented in the consolidated financial statements.

#### Details of the material non-wholly owned subsidiary that has non-controlling interests

The table below shows details of the material non-wholly owned subsidiary of the Group that has material non-controlling interests:

Name of subsidiary	Place of incorporation	Proportion of ownership interests and voting rights held by non-controlling interests		Loss allocated to non-controlling interests		Accumulated non-controlling interests	
		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
附屬公司名稱	註冊成立地點	非控股權益所持擁有權益及投票權比例		分配予非控股權益之虧損		累計非控股權益	
		HK'000 千港元	HK'000 千港元	HK'000 千港元	HK'000 千港元	HK'000 千港元	HK'000 千港元
SkyNet 航空互聯	The Cayman Islands and continued in Bermuda 開曼群島及於百慕達存續	-	-	-	(5,654)	-	-

### 47. 附屬公司之詳情(續)

本公司直接持有 Riche (BVI) Limited 之權益。所有其他附屬公司均由本公司間接持有。

除於二零一五年十一月十二日 Golden Stone 已向國美金融發行本金額為 30,000,000 港元之承兌票據外，概無附屬公司已於年末發行任何債務證券。

除航空互聯外，本公司董事認為 Best Season Holdings Corp. 及 Gainful Fortune Limited (為擁有非控股權益之非全資附屬公司) 對本集團而言並非重大。因此 Best Season Holdings Corp. 及 Gainful Fortune Limited 之財務資料並無於該等綜合財務報表中分開呈列。

#### 擁有非控股權益之重大非全資附屬公司之詳情

下表載列本集團旗下擁有重大非控股權益之重大非全資附屬公司之詳情：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 47. PARTICULARS OF SUBSIDIARIES

(Continued)

#### Details of the material non-wholly owned subsidiary that has non-controlling interests (Continued)

The summarised consolidated financial information in respect of the SkyNet that has material non-controlling interests is set out below:

### 47. 附屬公司之詳情(續)

擁有非控股權益之重大非全資附屬公司之詳情(續)

擁有重大非控股權益之航空互聯之綜合財務資料摘要載列如下：

		2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	—
Non-current assets	非流動資產	—
Current liabilities	流動負債	—
Non-current liabilities	非流動負債	—
Equity attributable to owners of the Company	本公司擁有人應佔權益	—
Non-controlling interests	非控股權益	—
		For the period from 1 January 2015 to 6 November 2015 自二零一五年 一月一日至 二零一五年 十一月六日期間 HK\$'000 千港元
Revenue	收益	37,021
Loss from operations	業務虧損	(21,463)
Loss for the period	期間虧損	(22,988)
Loss for the period attributable to owners of the Company	本公司擁有人應佔期間虧損	(17,333)
Loss for the period attributable to non-controlling interests	非控股權益應佔期間虧損	(5,655)
Loss for the period	期間虧損	(22,988)
Other comprehensive expense attributable to owners of the Company	本公司擁有人應佔其他全面開支	(1)
Other comprehensive income attributable to non-controlling interests	非控股權益應佔其他全面收益	—
Other comprehensive expense for the period	期間其他全面開支	(1)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 47. PARTICULARS OF SUBSIDIARIES

(Continued)

#### Details of the material non-wholly owned subsidiary that has non-controlling interests

(Continued)

### 47. 附屬公司之詳情(續)

#### 擁有非控股權益之重大非全資附屬公司之詳情(續)

		For the period from 1 January 2015 to 6 November 2015 自二零一五年 一月一日至 二零一五年 十一月六日期間 HK\$'000 千港元
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(17,334)
Total comprehensive expense attributable to non-controlling interests	非控股權益應佔全面開支總額	(5,655)
Total comprehensive expense for the period	期間全面開支總額	(22,989)
Dividends received from SkyNet during the period	期內已收航空互聯之股息	—
Net cash inflow from operating activities	經營活動產生之現金流入淨額	130,409
Net cash inflow from investing activities	投資活動產生之現金流入淨額	5,312
Net cash outflow from financing activities	融資活動產生之現金流出淨額	(342)
Net cash inflow	現金流入淨額	135,379

On 6 November 2015, SkyNet allotted and issued 345,000,000 new ordinary shares and 30,000,000 new convertible preferred shares to six subscribers. Upon the allotment and issue of the new ordinary shares, the Group's shareholding interest in SkyNet was diluted from 70.18% to 12.51% and was deemed to dispose of a 57.67% shareholding interest in SkyNet. The deemed disposal was taken place on 6 November 2015.

於二零一五年十一月六日，航空互聯配發及發行345,000,000股新普通股股份及30,000,000股新可換股優先股予六名認購人。配發及發行新普通股股份後，本集團於航空互聯之持股權益已由70.18%攤薄至12.51%，並視作出售於航空互聯之57.67%持股權益。視作出售事項已於二零一五年十一月六日完成。

#### 48. TRANSACTION WITH NON-CONTROLLING INTERESTS

On 30 March 2016, China Hong Kong Money, a then wholly owned subsidiary of the Company, allotted and issued 599,999 new shares and 400,000 new shares at an issue price of HK\$1.00 per share to Open Heart Investments Limited, a wholly owned subsidiary of the Company, and an independent third party respectively. As a result of the allotment and issue of the new shares, the Group's shareholding interest in China Hong Kong Money reduced from 100% to 60% and the Group was deemed to dispose of 40% shareholding interest in China Hong Kong Money. The Group recognised non-controlling interests of HK\$400,000 in the consolidated statement of financial position.

On 21 December 2016, China Hong Kong Money, a then 60% shareholding interest subsidiary of the Company, allotted and issued 1,000,000 new shares at an issue price of HK\$1.00 per share to another shareholder of China Hong Kong Money. As a result of the allotment and issue of the new shares, the Group's shareholding interest in China Hong Kong Money diluted from 60% to 30% and the Group was deemed to dispose of 30% shareholding interest in China Hong Kong Money. Following the resignation of Mr. Cheung Kwok Wai Elton as a director of China Hong Kong Money on the same date, the Group was regarded as having significant influence in China Hong Kong Money. Upon the deemed disposal and resignation, China Hong Kong Money ceased to be a subsidiary of the Company. The Group derecognised non-controlling interests of HK\$400,000 in the consolidated statement of financial position and recognised China Hong Kong Money as an associate of the Group. Details of deemed disposal of China Hong Kong Money are set out in note 43 to the consolidated financial statements.

#### 48. 非控股權益之交易

於二零一六年三月三十日，中港資(本公司當時之全資附屬公司)按發行價每股1.00港元分別配發及發行599,999股新股份及400,000股新股份予本公司全資附屬公司Open Heart Investments Limited及一名獨立第三方。於配發及發行新股份後，本集團於中港資之持股權益已由100%減至60%，並視作出售於中港資之40%持股權益。本集團於綜合財務狀況表中確認400,000港元非控股權益。

於二零一六年十二月二十一日，中港資(本公司當時擁有60%股權之附屬公司)以每股1.00港元之發行價向中港資另一股東配發及發行1,000,000股新股份。由於配發及發行新股份，本集團於中港資之持股權益由60%攤薄至30%，而本集團被視為出售中港資之30%股權。隨著張國偉先生於同日辭任中港資董事後，本集團被視為對中港資有重大影響。於視作出售及辭任後，中港資不再為本公司之附屬公司。本集團於綜合財務狀況表中終止確認400,000港元之非控股權益，並確認中港資為本集團之聯營公司。視作出售中港資之詳情載於綜合財務報表附註43。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 49. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group entered into the following material related party transactions during the years ended 31 December 2016 and 2015:

Loan (from)/to related parties are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amount due from an associate (Note a and note 30)	應收一間聯營公司款項 (附註 a 及附註 30)	1,697	2,097
Amount due to an associate (Note a and note 38)	應付一間聯營公司款項 (附註 a 及附註 38)	(991)	—

Notes:

- (a) The financial assistance provided by the Group to an associate is not a connected transaction under Chapter 14A of the Listing Rules.
- (b) During the year ended 31 December 2015, interest on interest bearing other borrowings of HK\$6,000 was paid to Koffman Investment Limited (“**Koffman Investment**”), which was 50% owned by Mr. Yu Zhen Hua Johnny (a former executive director of SkyNet). The financial assistance provided by Koffman Investment to EDS Distribution Limited is a connected transaction fully exempted from the connected transaction requirements under Chapter 14A of the Listing Rules as the terms of the loan are better than the normal commercial terms and the loan is not secured by the assets of the SkyNet.

### 49. 重大關聯人士交易

除綜合財務報表其他部分所披露者外，於截至二零一六年及二零一五年十二月三十一日止年度，本集團訂立下列重大關連人士交易：

向關連人士(收取)/提供貸款如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amount due from an associate (Note a and note 30)	1,697	2,097
Amount due to an associate (Note a and note 38)	(991)	—

附註：

- (a) 本集團向一間聯營公司提供之財務資助並非上市規則第14A章項下之關連交易。
- (b) 截至二零一五年十二月三十一日止年度，已向高富民投資有限公司(「高富民投資」)繳付6,000港元之計息其他借款之利息，高富民投資由航空互聯前執行董事于鎮華先生持有50%股權。高富民投資向EDS Distribution Limited提供之財務資助為一項完全豁免遵守上市規則第14A章項下關連交易規定之關連交易，乃由於貸款之條款優於正常商業條款，及貸款並未由航空互聯之資產抵押。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 49. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

#### Compensation for key management personnel

The remuneration of executive directors and the Chief Executive Officer, who are key management, during the year was as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Director's fees	董事袍金	120	120
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	19,226	15,574
Discretionary bonuses	酌情花紅	23,580	19,038
Contributions to retirement benefits scheme	退休福利計劃供款	72	72
Equity-settled share-based payment expenses	以股權結算之股份支款開支	—	4,396
		<b>42,998</b>	<b>39,200</b>

Total remuneration is included in "staff costs" (see note 11 to the consolidated financial statements).

The remuneration of executive directors and the Chief Executive Officer is approved by the board of directors on the recommendation of the Remuneration Committee having regard to the duties and responsibilities of individuals.

### 49. 重大關聯人士交易(續)

#### 主要管理人員薪酬

年內，執行董事及行政總裁(為主要管理人員)之酬金如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Director's fees	董事袍金	120	120
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	19,226	15,574
Discretionary bonuses	酌情花紅	23,580	19,038
Contributions to retirement benefits scheme	退休福利計劃供款	72	72
Equity-settled share-based payment expenses	以股權結算之股份支款開支	—	4,396
		<b>42,998</b>	<b>39,200</b>

總酬金乃計入「員工成本」(見綜合財務報表附註11)。

執行董事及行政總裁之酬金乃由董事會按薪酬委員會之推薦建議及參考各人之職務及職責後批准。

### 49. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

#### Other transactions

- (a) During the year ended 31 December 2015, EDS Distribution Limited, a non-wholly subsidiary of the Group, paid rental of HK\$25,000 to Koffman Corporate Service Limited, which is wholly and beneficially owned by Mr. Yu Zhen Hua Johnny (a former executive director of SkyNet). The transaction is a continuing connected transaction fully exempted from the continuing connected transaction requirements under Chapter 14A of the Listing Rules as all the percentage ratios (other than profits ratio) in respect of the transaction are less than 5% and the annual rental payment for each year during the 22-month tenancy ending on 31 January 2016 is less than HK\$3,000,000.
- (b) On 9 September 2016, Mr. Lei Hong Wai, the Chairman of the board of directors and an executive director of the Company, made a cash advance of HK\$30,000,000 to the Group for financing the short-term funding needs of the Group. The cash advance was non-interest bearing and unsecured. On 5 October 2016, the Group repaid HK\$30,000,000 to Mr. Lei Hong Wai.

### 50. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2015, the Group had the following major non-cash investing and financing activities which are not reflected in the consolidated statement of cash flows:

- (a) part of the consideration for the acquisition of Smart Title was settled by (i) the allotment and issue of 1,500,000,000 ordinary shares of the Company at an issue price of HK\$0.70 per share to the shareholders of Huayi Tencent and (ii) the utilisation of the deposit for investment of HK\$60,000,000 paid to Huayi Tencent during the year ended 31 December 2014. Further details of the acquisition are set out in note 42 to the consolidated financial statements; and
- (b) part of the consideration for the acquisition of Best Volume was settled by the issue of the promissory note in the principal amount of HK\$30,000,000. Further details of the acquisition are set out in note 42 to the consolidated financial statements.

### 49. 重大關聯人士交易(續)

#### 其他交易

- (a) 於截至二零一五年十二月三十一日止年度，本集團之非全資附屬公司 EDS Distribution Limited 已向于鎮華先生(航空互聯之前執行董事)全資及實益擁有之高富民企業諮詢服務有限公司支付租金25,000港元。該交易為一項完全豁免遵守上市規則第14A章項下持續關連交易規定之持續關連交易，乃由於有關該交易之所有百分比率(利潤率除外)低於5%及截至二零一六年一月三十一日止22個月租約中各年之年度租金支付低於3,000,000港元。
- (b) 於二零一六年九月九日，本公司董事會主席兼執行董事李雄偉先生就本集團之短期資金需要提供資金而向本集團作出30,000,000港元現金墊款。現金墊款為免息及無抵押。於二零一六年十月五日，本集團已向李雄偉先生償還30,000,000港元。

### 50. 主要非現金交易

於截至二零一五年十二月三十一日止年度，本集團有以下並未於綜合現金流量表反映之主要非現金投資及融資活動：

- (a) 收購 Smart Title 之部份代價以 (i) 按每股0.70港元之發行價向華誼騰訊之股東配發及發行1,500,000,000股本公司普通股及(ii)動用於截至二零一四年十二月三十一日止年度之已付華誼騰訊之投資按金60,000,000港元作結算。有關該收購事項之進一步詳情載於綜合財務報表附註42；及
- (b) 收購 Best Volume 之部份代價以發行本金額為30,000,000港元之承兌票據作結算。有關該收購事項之進一步詳情載於綜合財務報表附註42。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 51. CAPITAL RISK MANAGEMENT

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue of new shares or redemption of existing shares as well as raise or repay debts. The Group's overall strategy remains unchanged from prior year.

The Group monitors its capital structure by reference to its gearing ratio, which is the Group's total borrowings over equity attributable to owners of the Company. The gearing ratios as at 31 December 2016 and 2015 were as follows:

### 51. 資本風險管理

本集團管理資本之主要目標為保障本集團持續經營之能力並維持穩健比率，以支持其業務及提升股東價值。

本集團管理其資本結構並根據經濟情況變化作出調整。為維持或調整資本結構，本集團會調整向股東派發之股息、向股東發還資本、發行新股或贖回現有股份以及籌集或償還債務。自上年度，本集團之整體策略維持不變。

本集團參考其資產負債比率(即本集團借款總額除以本公司擁有人應佔權益)監察其資本。於二零一六年及二零一五年十二月三十一日之資產負債比率如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Total borrowings (Note)	借款總額(附註)	175,081	214,007
Less: cash and cash equivalents	減：現金及現金等價物	(438,975)	(509,341)
Net cash	現金淨額	(263,894)	(295,334)
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,249,145	3,352,310
Gearing ratio	資產負債比率	5.39%	6.38%

Note:

Total borrowings include promissory notes and bank borrowings.

附註：

借款總額包括承兌票據及銀行借款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 52. FINANCIAL INSTRUMENTS

### 52. 金融工具

#### Categories of financial instruments

#### 金融工具之類別

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)	<b>1,044,616</b>	1,145,345
Available-for-sale financial assets	可供出售金融資產		
— Listed equity securities	— 上市股本證券	<b>365,000</b>	262,500
— Unlisted debt security	— 非上市債務證券	<b>172</b>	172
Financial assets at fair value through profit or loss classified as held for trading investments	分類為持作買賣投資之按公平值計入損益表之金融資產		
— Listed equity securities	— 上市股本證券	<b>544,442</b>	597,658
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	<b>471,771</b>	507,536

The Group's major financial instruments include loans receivables, trade receivables, other receivables, amount due from an associate, cash and cash equivalents, available-for-sale financial assets, financial assets at fair value through profit or loss classified as held for trading investments, trade payables, deposits received, accruals and other payables, amount due to an associate, promissory notes and bank borrowings.

Loans receivables, trade receivables, other receivables, amount due from an associate and cash and cash equivalents are categorised under "loans and receivables".

Trade payables, deposits received, accruals and other payables, amount due to an associate, promissory notes and bank borrowings are categorised under "amortised cost".

本集團之主要金融工具包括應收貸款、貿易應收款項、其他應收款項、應收聯營公司款項、現金及現金等價物、可供出售金融資產、分類為持有買賣投資之按公平值計入損益表之金融資產、貿易應付款項、已收按金、應計費用及其他應付款項、應付一間聯營公司款項、承兌票據及銀行借款。

應收貸款、貿易應收款項、其他應收款項、應收一間聯營公司款項、現金及現金等價物分類為「貸款及應收款項」。

貿易應付款項、已收按金、應計費用及其他應付款項、應付一間聯營公司款項、承兌票據及銀行借款分類為「攤銷成本」。

**52. FINANCIAL INSTRUMENTS (Continued)****Financial risk management objectives and policies**

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. These risks include market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk.

**Market risk***(a) Foreign exchange risk*

The Group's operations are mainly in Hong Kong and the PRC. An entity within the Group is exposed to foreign exchange risk from commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The Group engages in property investment business in the PRC through its local subsidiaries with RMB as their functional currency. These PRC subsidiaries are not exposed to foreign currency risk as their commercial transactions and monetary assets and liabilities are denominated in RMB.

Several subsidiaries of the Group with Hong Kong dollars as their functional currency have commercial transactions and monetary assets and liabilities that are denominated in United States dollars (the "USD"), British Pound, Euro, Australian dollars and Emirati Dirham.

The Group currently does not have a foreign currency hedging policy. It manages its foreign exchange risk by closely monitoring financial position and cash flow exchange risk exposures and where considered appropriate using financial instruments, such as forward exchange contracts, foreign currency options and forward rate agreements, to hedge the foreign exchange risk.

**52. 金融工具(續)****財務風險管理目標及政策**

本集團之整體風險管理計劃專注於金融市場之不可預測性，力求盡量減低對本集團財務表現之潛在不利影響。該等風險包括市場風險(包括外匯風險、利率風險及價格風險)、信貸風險及流動資金風險。

**市場風險***(a) 外匯風險*

本集團之經營主要位於香港及中國。本集團一間實體面臨外匯風險，其由商業交易及以並非該實體功能貨幣之貨幣計值之貨幣資產及負債產生。

本集團通過其以人民幣作為功能貨幣之國內附屬公司在中國從事物業投資業務。該等中國附屬公司並無面臨外匯風險，原因為其商業交易以及貨幣資產及負債乃以人民幣計值。

本集團以港元為其功能貨幣之若干附屬公司擁有以美元(「美元」)、英鎊、歐元、澳元及阿聯酋迪拉姆計值之商業交易以及貨幣資產及負債。

本集團現時並無外幣對沖政策。本集團管理其外幣風險，密切監測財務狀況及現金流匯兌風險，並在其認為適用的情況下使用金融工具(如遠期外匯合約、外匯期權及遠期利率協議)對沖該匯兌風險。



### 52. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

###### (a) Foreign exchange risk (Continued)

At 31 December 2016, the Group's entities with functional currency of Hong Kong dollars had the aggregate net monetary liabilities denominated in USD of HK\$7,230,000 (2015: HK\$10,714,000). Given that Hong Kong dollars are pegged to USD, the directors of the Company consider that there is no significant foreign exchange risk with respect to USD.

At 31 December 2016, the Group's entities with functional currency of Hong Kong dollars had the aggregate net monetary assets denominated in British Pound, Euro, Australian dollars and Emirati Dirham of HK\$354,000 (2015: HK\$1,268,000). Given that the aggregate net monetary assets denominated in these foreign currencies is less than 1% (2015: less than 1%) of the Group's net assets at 31 December 2016, the directors of the Company consider that the net monetary assets of these currencies are not significant to the Group at the end of the reporting period. Accordingly, no sensitivity analysis is prepared and disclosed.

###### (b) Interest rate risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing assets and liabilities. Cash flow interest rate risk is the risk that changes in market interest rates will impact cash flows arising from variable rate financial instruments. The Group's interest bearing assets mainly include deposits at bank and loans receivables. The Group's loans receivables carry fixed interest rates, which exposes the Group to fair value interest rate risk. The Group's bank borrowings are affected by fluctuation of the benchmark interest rate of The People's Bank of China and expose the Group to cash flow interest rate risk.

### 52. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 市場風險(續)

###### (a) 外匯風險(續)

於二零一六年十二月三十一日，本集團以港元為功能貨幣之實體擁有以美元計值之貨幣負債淨值總額7,230,000港元(二零一五年：10,714,000港元)。鑒於港元與美元掛鈎，本公司董事認為並無有關美元之重大外匯風險。

於二零一六年十二月三十一日，本集團以港元為功能貨幣之實體擁有以英磅、歐元、澳元及阿聯酋迪拉姆計值之貨幣資產淨值總額為354,000港元(二零一五年：1,268,000港元)。由於以該等外幣計值之貨幣資產淨值總額少於本集團於二零一六年十二月三十一日之資產淨值之1%(二零一五年：少於1%)，故本公司董事認為該等貨幣於報告期末之貨幣資產淨值對本集團而言並不重大。因此，並無編製及披露敏感度分析。

###### (b) 利率風險

本集團由於計息資產及負債之利率變動影響而面臨利率風險。現金流量利率風險為市場利率變動將影響來自變動利率金融工具產生之現金流量之風險。本集團之計息資產主要包括銀行存款及應收貸款。本集團之應收貸款為固定息率，令本集團面臨公平值利率風險。本集團之銀行借款受中國人民銀行之基準利率波動所影響，令本集團面臨現金流量利率風險。

## 52. FINANCIAL INSTRUMENTS (Continued)

### Financial risk management objectives and policies (Continued)

#### Market risk (Continued)

##### (b) Interest rate risk (Continued)

The Group currently does not have an interest rate hedging policy. It manages its interest rate risk by closely monitoring the interest rate movements and where considered appropriate using financial instruments to hedge the interest rate risk.

If the benchmark interest rate of The People's Bank of China had been 50 basis points (2015: 50 basis points) higher/lower with all other variables held constant, the Group's (loss)/profit before taxation for the year ended 31 December 2016 would have been HK\$725,000 (2015: HK\$920,000) higher/lower.

The sensitivity analysis has been determined assuming that the change in the benchmark interest rate of The People's Bank of China had occurred throughout the year and had been applied to the exposure to interest rate risk for financial instruments in existence at the end of the reporting period. The 50 basis points (2015: 50 basis points) increase or decrease represents the directors' assessment of a reasonably possible change in the benchmark interest rate of The People's Bank of China which has the most impact on the Group over the period until the end of next reporting period.

## 52. 金融工具(續)

### 財務風險管理目標及政策(續)

#### 市場風險(續)

##### (b) 利率風險(續)

本集團現時並無利率對沖政策。本集團透過密切監察利率變動及在適合時動用金融工具對沖利率風險以管理其利率風險。

倘中國人民銀行之基準利率增加／減少50個基點(二零一五年：50個基點)，而所有其他變數維持不變，本集團於截至二零一六年十二月三十一日止年度之除稅前(虧損)／溢利將增加／減少725,000港元(二零一五年：920,000港元)。

敏感度分析乃假設全年均存在中國人民銀行之基準利率變動而釐定，並獲應用在於報告期末存有利率風險之金融工具。上升或下跌50個基點(二零一五年：50個基點)代表董事就直至下個報告期末期間對本集團影響最大之中國人民銀行之基準利率可能出現的合理變動作出之評估。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 52. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (c) Price risk

The Group is exposed to equity securities price risk arising from the listed equity securities held by the Group. Gains or losses arising from changes in the fair value of available-for-sale financial assets and financial assets at fair value through profit or loss classified as held for trading investments are dealt with in other comprehensive income and profit or loss respectively.

The Group manages its price risk by regularly monitoring equity portfolio to address any portfolio issues promptly and spreading price risk exposure by investing a number of listed equity securities.

At 31 December 2016, if the price of listed equity securities in available-for-sale financial assets had been 15% (2015: 15%) higher/lower with all other variables held constant, the Group's other comprehensive income for the year ended 31 December 2016 would have been HK\$54,750,000 (2015: HK\$39,375,000) higher/lower. The sensitivity analysis has been determined based on a reasonable expectation of possible valuation volatility over the next 12 months.

At 31 December 2016, if the price of listed equity securities in financial assets at fair value through profit or loss had been 15% (2015: 15%) higher/lower with all other variables held constant, the Group's (loss)/profit before taxation for the year ended 31 December 2016 would have been HK\$81,666,000 (2015: HK\$89,649,000) higher/lower. The sensitivity analysis has been determined based on a reasonable expectation of possible valuation volatility over the next 12 months.

### 52. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (c) 價格風險

本集團面臨由本集團持有之上市股本證券所產生之股本證券價格風險。可供出售金融資產及分類為持作買賣投資按公平值計入損益表之金融資產公平值變動產生之收益或虧損，分別於其他全面收益表以及損益表內處理。

本集團定期監察股本組合以即時處理任何組合事宜達致管理價格風險，並以投資多項上市股本證券分散價格風險。

於二零一六年十二月三十一日，倘可供出售金融資產之上市股本證券價格增加／減少15%（二零一五年：15%），而所有其他變數維持不變，本集團於截至二零一六年十二月三十一日止年度之其他全面收益將增加／減少54,750,000港元（二零一五年：39,375,000港元）。敏感度分析乃根據未來12個月之可能估值波動之合理預期而釐定。

於二零一六年十二月三十一日，倘按公平值計入損益表之金融資產之上市股本證券價格增加／減少15%（二零一五年：15%），而所有其他變數維持不變，本集團於截至二零一六年十二月三十一日止年度之除稅前（虧損）／溢利將增加／減少81,666,000港元（二零一五年：89,649,000港元）。敏感度分析乃根據未來12個月之可能估值波動之合理預期而釐定。

52. FINANCIAL INSTRUMENTS (Continued)

**Financial risk management objectives and policies (Continued)**

**Credit risk**

The credit risk of the Group mainly arises from deposits with banks, trade receivables, loans receivables and balance receivable from an associate. The exposures to these credit risks are regularly monitored on an ongoing basis by established credit policies in each of the Group's core businesses.

Bank deposits are mainly placed with high-credit-quality financial institutions. Trade receivables mainly include receivables from sale of jewelry products and precious stones, and lease of properties. Loans receivables include receivables from loans granted to customers which carry fixed interest rates. The Group carries out regular reviews and follow-up actions on any overdue amounts to minimise exposures to credit risk. There is no significant concentration of credit risk with respect to trade receivables and loans receivables from third party customers as the customer bases are widely dispersed. The directors of the Company review the recoverable amount of each individual trade receivables and loans receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

In addition, the Group monitors the exposure to credit risk in respect of the financial assistance provided to associates through exercising significant influence over their financial and operating policy decisions and reviewing their financial positions on a regular basis.

52. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險

本集團之信貸風險主要由銀行存款、貿易應收款項、應收貸款及來自聯營公司應收結餘產生。該等信貸風險透過於本集團各核心業務建立之信貸政策按持續基準定期監察。

銀行存款主要存放於高信貸質量金融機構。貿易應收款項主要包括來自銷售珠寶產品及寶石以及租賃物業之應收款項。應收貸款包括來自授予客戶之定息貸款之應收款項。本集團就任何逾期款項進行定期檢討及跟進行動以減低所面臨之信貸風險。概無有關來自第三方客戶之貿易應收款項及應收貸款之重大集中信貸風險，原因為客戶基礎高度分散。本公司董事於各報告期末檢討各個別貿易應收款項及應收貸款之可收回金額，確保已對不可收回金額計提充分減值虧損。

此外，本集團透過行使對聯營公司之財務及營運政策決定之重大影響力及定期審閱彼等之財務狀況，監測提供予彼等之財務資助之信貸風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 52. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Liquidity risk

Ultimate responsibility for liquidity risk rests with the board of directors of the Company, which has built an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements. The Group manages its liquidity risk by regularly monitoring liquidity and financial position, maintaining appropriate liquidity to cover commitments, limiting liquidity risk exposure by investing only in securities listed on major stock exchanges, and ensuring acceptable and appropriate finance in place, or believed to be available before committing investment projects.

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 the financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

### 52. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 流動資金風險

流動資金風險之最終責任由本公司董事會承擔。董事會已設立妥善之流動資金風險管理架構，符合本集團短期、中期及長期融資及流動資金管理規定。本集團管理其流動資金風險之方式為定期監測流動資金及財務狀況、保留適當流動資金兌現承諾、透過僅投資於主要交易所上市證券限制流動資金風險以及承擔投資項目之前確保已有或將有可接受及適當資金。

下表詳列本集團的非衍生金融負債之餘下合約到期情況。該表根據本集團須付款的最早日期之金融負債未貼現現金流量而編製。該表包括利息及本金現金流量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 52. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Liquidity risk (Continued)

### 52. 金融工具(續)

#### 財務風險管理目標及政策(續)

#### 流動資金風險(續)

		Weighted average effective rate 加權平均 實際利率	Within 1 year or on demand 1年內或 按要求 HK\$'000 千港元	1 to 5 years 1至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total un-discounted cash flows 未貼現 總現金流量 HK\$'000 千港元	Total carrying amount 賬面總值 HK\$'000 千港元
<b>2016</b>	<b>二零一六年</b>						
Trade payables	貿易應付款項	—	36,532	—	—	36,532	36,532
Deposits received, accruals and other payables	已收按金、應計費用及 其他應付款項	—	173,497	85,670	—	259,167	259,167
Promissory notes	承兌票據	—	30,000	—	—	30,000	30,000
Amount due to an associate	應付一間聯營公司款項	—	991	—	—	991	991
Bank borrowings	銀行借款	5.51%	28,698	114,793	9,566	153,057	145,081
			269,718	200,463	9,566	479,747	471,771
<b>2015</b>	<b>二零一五年</b>						
Trade payables	貿易應付款項	—	40,220	—	—	40,220	40,220
Deposits received, accruals and other payables	已收按金、應計費用及 其他應付款項	—	161,019	92,290	—	253,309	253,309
Promissory notes	承兌票據	—	30,000	—	—	30,000	30,000
Bank borrowings	銀行借款	6.49%	30,940	123,757	41,229	195,926	184,007
			262,179	216,047	41,229	519,455	507,536

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## 綜合財務報表附註

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

### 52. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair values of derivative instruments are calculated using quoted prices. When such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives; and
- the fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values.

### 52. 金融工具(續)

#### 金融工具之公平值計量

金融資產及金融負債之公平值乃根據以下各項釐定：

- 具標準條款及條件並於活躍流通市場買賣之金融資產及金融負債之公平值參考市場買入報價及賣出報價釐定；
- 衍生工具之公平值乃使用報價計算得出。倘未能取得有關報價，則非期權衍生工具以該工具年期之適用收益率曲線，以及期權衍生工具之期權定價模式進行貼現現金流量分析；及
- 其他金融資產及金融負債(不包括上述者)之公平值乃根據使用貼現現金流量分析之普遍採納定價模型釐定。

本公司董事認為於綜合財務報表內確認之金融資產及金融負債之賬面值與其公平值相若。

## 52. FINANCIAL INSTRUMENTS (Continued)

### Fair value measurements of financial instruments (Continued)

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, 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.

## 52. 金融工具(續)

### 金融工具之公平值計量(續)

下表呈列本集團於報告期末按經常性基準計量之金融工具公平值，並根據公平值計量輸入數據之可觀察程度及輸入數據對公平值計量整體之重要性分類為第1、第2或第3級，載述如下：

- 第1級輸入數據乃實體於計量日期可取得之相同資產或負債於活躍市場中所報價格(未經調整)；
- 第2級輸入數據乃資產或負債之可直接或間接觀察獲得之輸入數據(第1級所包括報價除外)；及
- 第3級輸入數據乃資產或負債之不可觀察獲得之輸入數據。



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## 綜合財務報表附註

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

### 52. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

**Fair value of the Group's financial instruments that are measured at fair value on a recurring basis**

### 52. 金融工具(續)

#### 金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融工具之公平值

Financial assets	金融資產	Fair value at 31 December 2016 於二零一六年十二月三十一日之公平值 HK\$'000 千港元	Fair value at 31 December 2015 於二零一五年十二月三十一日之公平值 HK\$'000 千港元	Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值技術及主要輸入數據
Available-for-sale financial assets — Listed equity securities	可供出售金融資產 — 上市股本證券	365,000	262,500	Level 1 第1級	Quoted closing prices in active markets 於活躍市場所報之收市價
Financial assets at fair value through profit or loss classified as held for trading investments — Listed equity securities	分類為持作買賣投資之按公平值計入損益表之金融資產 — 上市股本證券	544,442	597,658	Level 1 第1級	Quoted closing prices in active markets 於活躍市場所報之收市價

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 52. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

#### Fair value of the Group's financial instruments that are measured at fair value on a recurring basis (Continued)

Details of the fair value hierarchy of the Group's financial instruments at 31 December 2016 and 2015 are as follows:

Financial assets	金融資產	Level 1 第1級		Level 2 第2級		Level 3 第3級		Total 總計	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Available-for-sale financial assets	可供出售金融資產								
– Listed equity securities	– 上市股本證券	365,000	262,500	–	–	–	–	365,000	262,500
Financial assets at fair value through profit or loss classified as held for trading investments	分類為持作買賣投資之按公平值計入損益表之金融資產								
– Listed equity securities	– 上市股本證券	544,442	597,658	–	–	–	–	544,442	597,658
		909,442	860,158	–	–	–	–	909,442	860,158

During the years ended 31 December 2016 and 2015, there were no transfers between Level 1 and 2, or transfers into or out of Level 3.

The Group's policy is to recognise transfers between levels of fair value hierarchy as of the date of the events or change in circumstances that cause the transfer.

### 52. 金融工具(續)

#### 金融工具之公平值計量(續)

#### 按經常性基準以公平值計量之本集團金融工具之公平值(續)

有關於二零一六年及二零一五年十二月三十一日，本集團金融工具公平值之等級詳情如下：

於截至二零一六年及二零一五年十二月三十一日止年度，第1及第2級之間概無轉撥，亦無轉入或轉出第3級。

本集團之政策為於引致轉撥之事件或情況變化當日確認公平值等級之間之轉撥。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 53. CONTINGENT LIABILITIES

At 31 December 2016, the Group had the following material contingent liabilities:

- (a) On 20 March 2014, the Company announced that it came to its attention that a writ of summons in High Court Action No. 9 of 2014 was issued by The Grande Holdings Limited (in liquidation), Roderick John Sutton (as joint and several provisional liquidator of The Grande Holdings Limited), Fok Hei Yu (as joint and several provisional liquidator of The Grande Holdings Limited) and 65 other companies listed as plaintiffs against 25 defendants inclusive of One Synergy, a company acquired by the Group in December 2011. One Synergy has, as at the date of this annual report, not been served with the writ of summons.

The action alleges, inter alia, that One Synergy is liable to the plaintiffs as a constructive trustee and/or by way of equitable compensation and/or an accounts of profits and/or restitution and/or damages as a knowing recipient and/or by reason of the knowing or dishonest assistance in the breaches of trust and/or breaches of fiduciary duties by various of the defendants and/or by reason of dealings between One Synergy and the plaintiffs otherwise being voidable (and avoided), void, unlawful or illegal, in respect of its receipt of the shares in The Grande Properties Ltd. (now known as Rexdale), a wholly owned subsidiary of the Company.

### 53. 或然負債

於二零一六年十二月三十一日，本集團有以下重大或然負債：

- (a) 於二零一四年三月二十日，本公司宣佈其獲悉嘉域集團有限公司(清盤中)、沈仁諾(作為嘉域集團有限公司之共同及個別臨時清盤人)、霍義禹(作為嘉域集團有限公司之共同及個別臨時清盤人)及65間其他公司作為原告人在高等法院二零一四年第9號訴訟中向25名被告人，當中包括One Synergy(本集團於二零一一年十二月收購之公司)發出傳訊令狀。截至本年報日期，One Synergy尚未獲送達該令狀。

該訴訟指稱(其中包括)One Synergy須就收取本公司之全資附屬公司The Grande Properties Ltd.(現稱為Rexdale)之股份，作為法律構定之受託人及/或透過衡平法補償及/或作為知情收受人交出溢利及/或復還及/或損害賠償及/或因在知情下或不誠實協助多名被告人違反信託及/或違反受信責任及/或因One Synergy與原告人進行的交易於其他情況下可予撤銷(將被撤銷)、無效、非法或違法，向原告人負上法律責任。

53. CONTINGENT LIABILITIES (Continued)

(a) (Continued)

Riche (BVI) Limited, a wholly owned subsidiary of the Company, acquired the entire issued share capital of Adelio Holdings Limited, which was the holding company of One Synergy, from Vartan Holdings Limited, an independent third party, pursuant to a sale and purchase agreement dated 25 May 2011. One Synergy acquired the entire issued share capital of Rexdale from Lafe Corporation Limited, being one of the defendants, pursuant to a sale and purchase agreement dated 31 December 2010 (the “**Agreement**”). The entire issued share capital of Rexdale was sold by The Grande (Nominees) Ltd., being one of the plaintiffs, and The Grand Limited to Lafe Corporation Limited on or about 29 June 2007. The principal assets of Rexdale were the whole of the 1st floor and the flat roof, the whole of 6th to 12th floors, roof, external walls, two lavatories, three lorry parking spaces and eight private car parking spaces on the ground floor of an industrial building located in Kwun Tong, Kowloon, Hong Kong with a total gross floor of approximately 139,412 square feet exclusive of lavatories, lorry and private car parking spaces, flat roof and roof (collectively, the “**Kwun Tong Properties**”). The Kwun Tong Properties was sold by Rexdale to Grand Reward Limited, an independent third party, in July 2013.

One Synergy has sought counsel opinion on the writ of summons and has been advised to defend the plaintiffs’ claim in the said action. Counsel has advised that, based upon available evidence, there is nothing unusual in the Agreement and One Synergy would not have any express or constructive notice of the plaintiffs’ alleged irregularities and/or fraudulent acts of the former directors and/or management officers of the plaintiffs and One Synergy should not be held liable to any part of the plaintiffs’ claim and has good and valid defence thereto.

53. 或然負債(續)

(a) (續)

Riche (BVI) Limited (本公司之全資附屬公司)根據於二零一一年五月二十五日訂立之買賣協議向獨立第三方 Vartan Holdings Limited 收購 Adelio Holdings Limited (One Synergy 之控股公司)之全部已發行股本。One Synergy 根據於二零一零年十二月三十一日訂立之買賣協議(「該協議」)向 Lafe Corporation Limited (其中一名被告人)收購 Rexdale 之全部已發行股本。Rexdale 之全部已發行股本由 The Grande (Nominees) Ltd. (其中一名原告人)及 The Grand Limited 於二零零七年六月二十九日或前後出售予 Lafe Corporation Limited。Rexdale 之主要資產為一座位於香港九龍觀塘之工業大廈之一樓全層及天臺(平面)、六至十二樓全層、天臺、外牆、兩個洗手間、大廈地下之三個貨車車位及八個私家車車位,總建築面積約為 139,412 平方尺(不包括洗手間、貨車及私家車泊車位、天臺(平面)及天臺)(統稱「觀塘物業」)。觀塘物業於二零一三年七月由 Rexdale 出售予獨立第三方泛禧有限公司。

One Synergy 已就該令狀尋求法律顧問之意見,並獲建議對原告人於上述訴訟中提出之申索作出抗辯。法律顧問表示,根據現有證據,該協議並無任何不尋常之處,及 One Synergy 並不會明確或經推定為獲悉原告人所指稱其前董事及/或管理人員之違規及/或欺詐行為,且 One Synergy 不應對原告人申索之任何部分負上法律責任,並已作出充分及有效之抗辯。

### 53. CONTINGENT LIABILITIES (Continued)

- (b) On 1 April 2015, the Contractor commenced a civil proceeding (the “**Proceeding**”) against Yingrui at the People’s Court of Yuexiu District of Guangzhou City (the “**People’s Court**”) for failing to pay certain payments in the sum of RMB11,427,354 (equivalent to HK\$12,775,000) under the construction contract entered into between Yingrui and the Contractor for the construction of the Guangzhou Property dated 28 July 2010, plus the interest accrued thereon and the related costs and expenses incurred in relation to the Proceeding. The amount claimed by the Contractor under the Proceeding comprises (i) the construction progress payment of RMB1,420,000 (equivalent to HK\$1,587,000), (ii) the return of the performance bond of RMB1,000,000 (equivalent to HK\$1,118,000) and (iii) the balance payment of construction fee of RMB9,007,354 (equivalent to HK\$10,070,000). On 7 April 2015, the People’s Court upon an application of the Contractor issued a seizure order on certain units of the Guangzhou Property in the aggregate value of RMB15,000,000 (equivalent to HK\$16,769,000) to protect the interest of the Contractor under the Proceeding.

Pursuant to the first trial written judgement issued by the People’s Court on 24 June 2016 (the “**First Trial Judgement**”), the People’s Court has ruled:

- (i) Yingrui to make a one-off payment of RMB7,662,183 (equivalent to HK\$8,566,000), being the construction fee, plus the interest accrued for the period from 13 September 2013 to the payment date calculated daily at the similar lending rate published by The People’s Bank of China for the same period to the Contractor;

### 53. 或然負債(續)

- (b) 於二零一五年四月一日，承包商就迎瑞與其於二零一零年七月二十八日就廣州物業建設工程訂立之施工合同下若干尚未支付款項人民幣11,427,354元(相等於12,775,000港元)另加應計利息及因本民事訴訟(「訴訟」)而產生之相關訟費及支出在廣州市越秀區人民法院(「人民法院」)向迎瑞提起訴訟。承包商在訴訟項下申索之金額包括(i)在建工程費用人民幣1,420,000元(相等於1,587,000港元)、(ii)履約保證金退款人民幣1,000,000元(相等於1,118,000港元)及(iii)建造費結餘人民幣9,007,354元(相等於10,070,000港元)。於二零一五年四月七日，人民法院按承包商申請，對廣州物業內數個單位發出查封令，以保存承包商在訴訟項下總值達人民幣15,000,000元(相等於16,769,000港元)之權益。

根據人民法院於二零一六年六月二十四日發出之第一審判決書(「第一審判決」)，人民法院裁定：

- (i) 迎瑞一次性向承包商支付建造費人民幣7,662,183元(相等於8,566,000港元)加由二零一三年九月十三日起至支付日期止期間之應計利息，有關利息按中國人民銀行就相同期間公佈之類似貸款利率每日計算；

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## 綜合財務報表附註

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

### 53. CONTINGENT LIABILITIES (Continued)

(b) (Continued)

- (ii) Yingrui to return the performance bond of RMB1,000,000 (equivalent to HK\$1,118,000) by making a one-off payment plus the interest accrued for the period from 1 October 2013 to the payment date calculated daily at the similar lending rate published by The People's Bank of China for the same period to the Contractor;
- (iii) the Contractor's other claims on the Proceeding be dismissed; and
- (iv) Yingrui to pay RMB239,207 (equivalent to HK\$267,000), being part of all the costs of the First Trial Judgement.

Having consulted with its legal advisers, Yingrui lodged an appeal against the First Trial Judgement to the Intermediate People's Court of Guangzhou City in July 2016 (the "Appeal").

No provision for the Proceeding was made in the consolidated financial statements of the Group for the year ended 31 December 2016 as Best Volume, the immediate holding company of Yingrui, has secured an unconditional undertaking from Ace Guide Holdings Limited, the ultimate beneficial owner of Yingrui prior to the acquisition of Yingrui by Best Volume in October 2014. Pursuant to the unconditional undertaking, Ace Guide Holdings Limited has agreed to pay to Best Volume or its assignee by way of damages an amount equal to any and all losses incurred by Yingrui and/or Best Volume resulting from, arising out of or in relation to the Proceeding, including without limitation payment under final effective judgement or settlement, and all other costs and expenses incurred in relation to the Proceeding.

### 53. 或然負債(續)

(b) (續)

- (ii) 迎瑞一次性向承包商退還履約保證金人民幣1,000,000元(相等於1,118,000港元)加由二零一三年十月一日起至支付日期止期間之應計利息，有關利息按中國人民銀行就相同期間公佈之類似貸款利率每日計算；
- (iii) 承包商根據訴訟提出之其他申索被駁回；及
- (iv) 迎瑞支付第一審判決部分訟費人民幣239,207元(相等於267,000港元)。

經諮詢法律顧問之意見，迎瑞已於二零一六年七月就第一審判決向廣州市中級人民法院提出上訴(「上訴」)。

本集團截至二零一六年十二月三十一日止年度之綜合財務報表概無就此訴訟作出撥備，由於Best Volume(迎瑞之直接控股公司)於二零一四年十月收購迎瑞前，已從Ace Guide Holdings Limited(迎瑞之最終實益擁有人)取得無條件承諾。根據無條件承諾，Ace Guide Holdings Limited同意向Best Volume或其承讓人以損害賠償之方式支付相等於任何及全部迎瑞及／或Best Volume導致、產生或有關訴訟之損失，包括但不限於根據最終有效判決或和解所支付之款項，以及所有其他就訴訟所產生之成本及支出。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 54. EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 December 2016 and up to the date of this annual report, the Group had the following material events:

- (a) The fair value of the Group's financial assets at fair value through profit or loss decreased from HK\$544,442,000 at 31 December 2016 to HK\$466,589,000 at the date of this annual report.
- (b) The fair value of the Group's available-for-sale financial assets decreased from HK\$365,172,000 at 31 December 2016 to HK\$291,672,000 at the date of this annual report.
- (c) The validity of the writ of summons in High Court Action No. 9 of 2014 dated 3 January 2014 and issued by The Grande Holdings Limited (in liquidation), Roderick John Sutton (as joint and several provisional liquidator of The Grande Holdings Limited), Fok Hei Yu (as joint and several provisional liquidator of The Grande Holdings Limited) and 65 other companies listed as plaintiffs against 25 defendants inclusive of One Synergy was expired on 2 January 2017 and has not been extended by the plaintiffs after 2 January 2017.

### 54. 報告期後事項

於二零一六年十二月三十一日後及直至本年報日期，本集團有以下重大事項：

- (a) 本集團之按公平值計入損益表之金融資產之公平值由二零一六年十二月三十一日之544,442,000港元減少至本年報日期之466,589,000港元。
- (b) 本集團之可供出售金融資產之公平值由二零一六年十二月三十一日之365,172,000港元減少至本年報日期之291,672,000港元。
- (c) 嘉域集團有限公司(清盤中)、沈仁諾(作為嘉域集團有限公司之共同及個別臨時清盤人)、霍羲禹(作為嘉域集團有限公司之共同及個別臨時清盤人)及65間其他公司作為原告人在日期為二零一四年一月三日之高等法院二零一四年第9號訴訟中向25名被告人(當中包括One Synergy)發出傳訊令狀之有效期於二零一七年一月二日屆滿，且於二零一七年一月二日後原告人並未延續該傳訊令狀。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 54. EVENTS AFTER THE REPORTING PERIOD (Continued)

(d) After the Appeal was heard by the Intermediate People's Court of Guangzhou City, a judgement was handed down on 9 January 2017 dismissing the Appeal and upholding the First Trial Judgement. On 15 March 2017, Yingrui and the Contractor entered into a settlement agreement, pursuant to which Yingrui agreed to pay the Contractor a sum of RMB9,700,000 (equivalent to HK\$10,844,000) within three days from the date of the settlement agreement as full and final settlement of the Proceeding. On the same day, Ace Guide Holdings Limited deposited an amount of RMB9,700,000 (equivalent to HK\$10,844,000) into Yingrui's bank account and Yingrui paid said amount of RMB9,700,000 (equivalent to HK\$10,844,000) was utilised by Yingrui to pay to the Contractor pursuant to the settlement agreement. On 16 March 2017, the People's Court has ruled the seizure on certain units of the Guangzhou Property in the aggregate value of RMB15,000,000 (equivalent to HK\$16,769,000) be released.

### 55. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 March 2017.

### 54. 報告期後事項(續)

(d) 於廣州市中級人民法院進行上訴聆訊後，並於二零一七年一月九日宣佈駁回上訴及維持第一審判決。於二零一七年三月十五日，迎瑞及承包商訂立和解協議，據此，迎瑞同意於和解協議日期起三日內向承包商支付合共人民幣9,700,000元(相等於10,844,000港元)，以全面及最終解決訴訟。同日，Ace Guide Holdings Limited將人民幣9,700,000元(相等於10,844,000港元)存入迎瑞之銀行賬戶，而迎瑞根據和解協議向承包商支付上述金額作為和解金額。於二零一七年三月十六日，人民法院裁定解除扣押總值人民幣15,000,000元(相等於16,769,000港元)之廣州物業若干單位。

### 55. 批准綜合財務報表

綜合財務報表已於二零一七年三月三十日經董事會批准及授權刊發。



# Five-Year Financial Summary

## 五年財務概要

		For the year ended 31 December				
		截至十二月三十一日止年度				
		2016	2015	2014	2013	2012
		二零一六年	二零一五年	二零一四年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Results</b>	<b>業績</b>					
Revenue	收益	161,042	184,780	88,671	25,793	67,442
(Loss)/profit from operations	經營(虧損)/溢利	(201,278)	132,451	278,310	106,103	207,494
Finance costs	融資費用	(9,529)	(1,609)	—	—	—
(Loss)/profit before taxation	除稅前(虧損)/溢利	(210,807)	130,842	278,310	106,103	207,494
Income tax credit/(expense)	所得稅抵免/(開支)	2,903	(8,253)	(6,898)	(5,560)	(1,236)
(Loss)/profit for the year from continuing operations	來自持續經營業務之本年度(虧損)/溢利	(207,904)	122,589	271,412	100,543	206,258
Loss for the year from discontinued operations	來自已終止經營業務之本年度虧損	—	(22,988)	(46,112)	(3,306)	—
(Loss)/profit for the year	本年度(虧損)/溢利	(207,904)	99,601	225,300	97,237	206,258
Dividends	股息	—	—	—	—	—

		At 31 December				
		於十二月三十一日				
		2016	2015	2014	2013	2012
		二零一六年	二零一五年	二零一四年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總值	4,241,538	4,430,846	2,243,314	1,851,699	1,603,612
Total liabilities	負債總額	(992,399)	(1,078,541)	(86,873)	(26,330)	(81,660)
Net assets	資產淨值	3,249,139	3,352,305	2,156,441	1,825,369	1,521,952
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔股本及儲備	3,249,145	3,352,310	2,144,651	1,825,372	1,521,954
Non-controlling interest	非控股權益	(6)	(5)	11,790	(3)	(2)
		3,249,139	3,352,305	2,156,441	1,825,369	1,521,952



**ETERNITY INVESTMENT LIMITED**  
**永恒策略投資有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
*(於百慕達註冊成立之有限公司)*  
(Stock Code 股份代號 : 764)

