



弘達金融控股有限公司 HongDa Financial Holding Limited

(Incorporated in the Cayman Islands with Limited Liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號 : 1822)

2016

Annual Report 年報

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Corporate Information

公司資料

Board of Directors

Executive Directors

Ms. Deng Shufen (*Chairman*)
Ms. Wu Qiong (*appointed on 3 June 2016 and redesignated from Chief Executive Officer to Vice-Chairman on 16 August 2016*)
Ms. Liu Jiangyuan
Mr. Dai Yumin (*retired on 3 June 2016*)
Mr. Gui Bin (*retired on 3 June 2016*)

Non-executive Director

Mr. Ho Kin Cheong, Kelvin (*appointed on 11 April 2016*)

Independent Non-executive Directors

Mr. Fang Jun
Mr. Wong Yiu Kit, Ernest
Mr. Zhao Xianming

Chief Executive Officer

Ms. Chen Xiaohang (*appointed on 16 August 2016*)

Company Secretary

Mr. Leung Cho Tak, Joseph

Authorised Representatives

Ms. Deng Shufen
Mr. Leung Cho Tak, Joseph

Audit Committee

Mr. Zhao Xianming (*Chairman*)
Mr. Fang Jun
Mr. Wong Yiu Kit, Ernest

Nomination Committee

Mr. Fang Jun (*Chairman*)
Mr. Wong Yiu Kit, Ernest
Mr. Zhao Xianming

董事會

執行董事

鄧淑芬女士(*主席*)
吳 琮女士(*於二零一六年六月三日獲委任，並於二零一六年八月十六日由行政總裁調任為副主席*)
劉江媛女士
戴昱敏先生(*於二零一六年六月三日退任*)
桂 檳先生(*於二零一六年六月三日退任*)

非執行董事

何建昌先生(*於二零一六年四月十一日獲委任*)

獨立非執行董事

方 俊先生
黃耀傑先生
趙憲明先生

行政總裁

陳驍航女士(*於二零一六年八月十六日獲委任*)

公司秘書

梁祖德先生

授權代表

鄧淑芬女士
梁祖德先生

審核委員會

趙憲明先生(*主席*)
方 俊先生
黃耀傑先生

提名委員會

方 俊先生(*主席*)
黃耀傑先生
趙憲明先生

Remuneration Committee

Mr. Wong Yiu Kit, Ernest (*Chairman*)
Mr. Fang Jun
Mr. Zhao Xianming

薪酬委員會

黃耀傑先生(*主席*)
方俊先生
趙憲明先生

Hong Kong Share Registrar

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

Website

www.hongdafin.com

網址

www.hongdafin.com

Stock Code

01822

股份代號

01822

Legal Advisor

(*Hong Kong Law*)
Nixon Peabody CWL
50th Floor, Bank of China Tower
1 Garden Road, Central, Hong Kong

法律顧問

(*香港法例*)
尼克松•鄭黃林律師行
香港中環花園道1號
中銀大廈50樓

Principal Banker

China Construction Bank (Asia) Corporation Limited

主要往來銀行

中國建設銀行(亞洲)股份有限公司

Auditors

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

核數師

安永會計師事務所
執業會計師
香港中環
添美道1號
中信大廈22樓

Corporate Information

公司資料

Registered Office

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Head Office and Principal Place of Business in Hong Kong

Suites 3101-3105, 31/F
Dah Sing Financial Centre
108 Gloucester Road
Wanchai, Hong Kong

Principal Share Registrar and Transfer Office

Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

總辦事處及香港主要營業地點

香港灣仔
告士打道108號
大新金融中心
31樓3101-3105室

主要股份過戶登記處

Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

Chairman's Statement

主席報告

Dear shareholders,

On behalf of the board of directors (the “**Board**”) of HongDa Financial Holding Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”), I am pleased to present the Group’s final results for the year ended 31 December 2016 (the “**Year**”).

The Company has officially changed its name from “E-Rental Car Company Limited” to “HongDa Financial Holding Limited” and its Chinese name from “宜租互聯網租車有限公司” to “弘達金融控股有限公司” in June 2016. The Board considers that the change of company name has better reflected the direction of the Group’s business development, which is in the interests of the Company and the shareholders as a whole, especially in these challenging economic times. We constantly evaluate our business strategies towards, and the performance of, the business operations of the Group. It is dedicated not only to developing the Group’s existing businesses but is also dynamic in pursuing business diversification to generate new avenues for growth.

The Group invested in a joint venture company in Harbin City of Heilongjiang Province, the PRC in November 2016, with a view to being interested in 4% of the joint venture Company with capital contribution of RMB100,000,000 (equivalent to approximately HK\$112,000,000). The principal objectives of the joint venture company are the development of the businesses of internet microfinance, microfinance, discounted note, asset transfer, agency, subprime lending, and investments in the PRC.

尊敬的各位股東：

本人謹代表弘達金融控股有限公司(「本公司」)，以及其附屬公司(統稱「本集團」)董事會(「董事會」)，欣然提呈本集團截至二零一六年十二月三十一日止年度(「本年度」)之全年業績報告。

於二零一六年六月，本公司正式將英文名稱由「E-Rental Car Company Limited」更改為「HongDa Financial Holding Limited」，而中文名稱則由「宜租互聯網租車有限公司」更改為「弘達金融控股有限公司」。董事會認為更改本公司名稱更能反映本集團之業務發展方向，符合本公司及股東之整體利益，於經濟充滿挑戰的時期尤然。我們亦不斷為本集團業務營運之發展策略及表現作出評估，並致力開拓本集團現有業務及積極尋求業務多元化，以及尋求新增長途徑。

於二零一六年十一月，本集團投資於中國黑龍江省哈爾濱市一家合營公司，以期佔該合營公司之4%權益，注資額為人民幣100,000,000元(相等於約112,000,000港元)。合營公司之主要業務目標為於中國發展網絡小額貸款業務、小額貸款業務、票據貼現業務、資產轉讓業務、代理業務、二級借貸業務及投資業務。

Chairman's Statement

主席報告

On 20 January 2017, Finest Achieve Limited (“**Finest Achieve**”), a direct wholly-owned subsidiary of the Company, entered into a shareholders’ agreement with, among others, Ever Step Holdings Limited (“**Ever Step**”) and Charm Success Group Limited (“**Charm Success**”), pursuant to which Finest Achieve would provide a shareholders’ loan to King Focus International Limited (“**King Focus**”). Finest Achieve has an equity interest of 14% in King Focus.

Well Up (Hong Kong) Limited (“**Well Up**”), a wholly owned subsidiary of King Focus, has utilized the shareholders’ loans from Finest Achieve, Charm Success and Ever Step to partly finance the acquisition of shares in Ping An Securities Group (Holdings) Limited (“**Ping An Securities Group**”), whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 231) (the “**Acquisition**”). Completion of the Acquisition triggers an obligation of general offer to purchase its remaining shares (“**Offer**”). To complete the Acquisition and the Offer, Well Up obtained a facility (“**Haitong Facility**”) from Haitong International Securities Company Limited. The Haitong Facility is in respect a credit facility of up to HK\$1,464 million, and is secured by, among other collaterals, the several corporate guarantee granted by, amongst others, the Company in favor of Haitong International Securities Company Limited. (Please refer to the two announcements of the Company dated 20 January 2017 for details.)

於二零一七年一月二十日，本公司之直接全資附屬公司Finest Achieve Limited(「**Finest Achieve**」)與(其中包括)Ever Step Holdings Limited(「**Ever Step**」)及美成集團有限公司(「**美成**」)訂立股東協議，據此 Finest Achieve 向 King Focus International Limited(「**King Focus**」)提供一筆股東貸款。Finest Achieve 於 King Focus 擁有 14% 股本權益。

King Focus之全資附屬公司長青(香港)有限公司(「**長青**」)已動用Finest Achieve、美成及Ever Step之股東貸款以為收購平安證券集團(控股)有限公司(「**平安證券集團**」)(其股份於香港聯合交易所有限公司主板上市(股份代號：231))之股份(「**收購事項**」)提供部分資金。收購事項之完成產生全面要約責任，以購買其餘下股份(「**要約**」)。為完成收購事項及要約，長青自海通國際證券有限公司取得融資(「**海通融資**」)。海通融資乃有關最多1,464,000,000港元之信貸融資，並由(其中包括其他抵押品)本公司向海通國際證券有限公司授出之個別公司擔保作抵押。(詳情請參閱本公司日期為二零一七年一月二十日的兩份公告。)

Chairman's Statement

主席報告

One of the principal subsidiaries of Ping An Securities Group, Ping An Securities Limited, is mainly engaged in the provision of securities brokerage, securities underwriting and placements and financial advisory services. Ping An Securities Limited is a corporation licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance. Our indirect investment via Well Up in Ping An Securities Group is in line with our repositioning more towards the business of provision of financial services.

The Group entered into a subscription agreement in May 2016 to issue convertible bonds for the maximum principal amount of HK\$200,000,000 and all of these bonds were issued in full on 17 May 2016. This aptly shows that the bond holders have much confidence towards our business and market position in financial services.

Looking ahead, the Group will proactively identifying potential opportunities in acquisition of financial services. In addition, we will continue to seek different financing resources for our business expansion, and further fund raising exercises are expected. We believe that such process will further boost our interest income and achieve sound financial performance in the years to come.

Finally, on behalf of the Board, I wish to take this opportunity to thank everyone in the Group for their unfailing contributions, and also our clients, investors, business partners and social communities for their continuous support, and to all of our colleagues for their hard work and dedication to achieve our strategic goals and mission. I will work closely with the Board to explore opportunities in the financial market on a timely manner, to form sustainable long-term strategies and to build up positive corporate images in a bid to develop the business in a healthy way.

I extend my heartfelt gratitude to you all again.

Deng Shufen

Chairman and Executive Director

28 March 2017

平安證券有限公司(平安證券集團之其中一間主要附屬公司)主要從事提供證券經紀、證券包銷及配售以及財務顧問服務。平安證券有限公司為一間可進行證券及期貨條例項下第1類(證券交易)、第4類(就證券提供意見)、第6類(就機構融資提供意見)及第9類(資產管理)受規管活動之持牌法團。透過長青於平安證券集團之間接投資符合我們更為著重提供金融服務之業務之重新定位。

於二零一六年五月，本集團訂立認購協議以發行本金額最多為200,000,000港元的可換股債券，而截至二零一六年五月十七日，該等債券已悉數發行。這充份反映債券持有人對我們的業務及金融服務業所佔之市場地位充滿信心。

展望將來，本集團會積極物色並收購金融業務，把握潛在機會。此外，我們亦會繼續物色不同財務資源以備擴展業務所需，集資活動相信日後仍會出現。有關舉措今後可望帶動利息收入進一步增長，締造優異之財務表現。

最後，本人謹代表集團董事會向一直鼎力支持本集團的廣大客戶、投資者、合作夥伴、社會各界人士，以及為了實現我們共同戰略目標和理想而長期辛勤工作、默默奉獻、並肩奮鬥的全體同仁，致以最衷心的感謝。本人將與董事會緊密合作，適時物色金融市場機遇，制訂可持續的長遠策略，建立正面企業形象，以期帶領業務穩步發展。

本人謹此再次向全體股東致以衷心謝意。

鄧淑芬

主席及執行董事

二零一七年三月二十八日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Car rental business

With its existing fleet size, 北京途安汽車租賃有限責任公司 (Beijing Tu An Car Rental Services Limited*) (“**Beijing Tu An**”), an indirect wholly-owned subsidiary of the Company in the PRC which is principally engaged in car rental services business, has reached its full utilization. Beijing Tu An is enhancing its execution capabilities, making great efforts in sourcing new customers and focusing on improving service quality, especially the management of drivers’ services and its fleet. Different from the general car rental companies in Mainland China, over 80% of our customers are mid- to high-end corporations with long-term rental history. Beijing Tu An will change its operational strategies based on market demands. Since the second half of 2016, there have been 81 electric cars invested for conducting its rental business. Beijing Tu An is also in collaboration with foreign car rental companies to explore and enlarge its customer base. For the year ended 31 December 2016, the Group’s car rental segment recorded revenue of approximately HK\$24.8 million (2015: HK\$24.6 million) and gross profit of approximately HK\$4.5 million (2015: HK\$6.2 million), representing a gross profit margin of approximately 18.1% (2015: 25.2%).

Materials trading business

Since the materials trading business has been a stable income source, the Group had allocated more resources and investment for expansion in this segment. For the year ended 31 December 2016, revenue from the Group’s materials trading segment significantly increased by 1237% to approximately HK\$3,213.6 million from approximately HK\$240.4 million for the year ended 31 December 2015. The Group also recorded gross profit and gross profit margin from this segment of approximately HK\$119.4 million (2015: HK\$10.8 million) and 3.7% (2015: 4.5%) respectively. Sales demand from customers for materials trading has significantly increased for the year and the Group was able to grasp this opportunity to trade of materials to increase income for the Group. Nevertheless, the sale was believably opportunistic and might not continue over long period of time.

* For identification purpose only

業務回顧

汽車租賃業務

本公司於中國主要從事汽車租賃服務業務之間接全資附屬公司北京途安汽車租賃有限責任公司(「北京途安」)，其現有車隊規模之使用率已達致飽和。北京途安正致力提高執行力及吸納更多新客戶，著重提升服務質素，特別是司機的服務管理以及車隊管理。公司目前80%以上是高中端的企業長租客戶，客源有別於國內一般租車公司。北京途安會根據市場需求而改變公司營運戰略，2016年下半年開始，投入81輛純電動汽車，以進行租賃業務。另外北京途安正與外國租車公司合作，以發展及增加客戶群。於截至二零一六年十二月三十一日止年度，本集團汽車租賃業務分部錄得約24,800,000港元(二零一五年：24,600,000港元)之收益，而毛利為約4,500,000港元(二零一五年：6,200,000港元)，毛利率約為18.1%(二零一五年：25.2%)。

材料貿易業務

由於材料貿易業務提供穩定之收入來源，本集團已分配更多資源以投資擴展該分部。截至二零一六年十二月三十一日止年度，本集團材料貿易分部之收益由截至二零一五年十二月三十一日止年度錄得的約240,400,000港元，顯著上升1237%至約3,213,600,000港元。本集團亦分別錄得該分部之毛利為約119,400,000港元(二零一五年：10,800,000港元)及毛利率3.7%(二零一五年：4.5%)。來自材料貿易客戶之銷售需求於年內大幅增加，本集團得以抓緊機遇，買賣材料貿易以增加本集團收入。然而，該類銷售相信僅屬可遇不可求，日後未必能夠長期保持。

* 僅供識別

Management Discussion and Analysis

管理層討論及分析

Financing services business

The Group has a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) to conduct money lending business in Hong Kong through the provision of loans. The Group will strive to gain position in the financing services market by providing flexible, convenient and tailor-made services to raise accessibility to the Group's financing services. As the provision of financing services is still at an early stage, our revenue generated from this segment only contributed approximately HK\$8.4 million to the Group's revenue for the year ended 31 December 2016 (2015: HK\$6.2 million).

FUTURE OUTLOOK

Access to financing services is crucial to business and economic growth, hence the Group believes that the provision of financing services is a business with high potential growth and sustainability. The Group seeks to grasp potential business opportunities by strategically tapping into the financial services industry. The Group looks forward to further expanding its income streams and paving way for future development through the provision of a wider array of comprehensive services.

The Group will implement a diversified strategy to expand its business, and focus on the development of financial and asset management business. The Group is proactively identifying opportunities for acquisition of financial business, including various financial institutions, asset or fund management companies, so as to strengthen the Group's business sectors. Furthermore, with an aim of supporting our business development, the Group has been continuously introducing institutional investors and strategic partners by way of issuing convertible bonds and via other different financing channels for new business opportunities. The Group believes this will enhance value for the shareholders of the Company in the long run.

金融服務業務

本集團持有放債人條例(香港法例第163章)項下之放債人牌照，從而通過提供貸款於香港進行放債業務。本集團將積極提供靈活、方便及稱心之金融服務，力求在業內佔一席位。在此業務中在起步階段，僅為本集團截至二零一六年十二月三十一日止年度的收益貢獻約8,400,000港元(二零一五年：6,200,000港元)。

未來展望

金融服務是企業和經濟增長的關鍵，因此本集團相信提供金融服務是發展潛力優厚及可持續之業務。本集團正全力進軍金融服務業，積極把握這個大有可為的商機。本集團旨在提供更廣泛的綜合服務，以進一步拓寬其收入來源及為未來的發展鋪橋搭路。

本集團將實行多元化策略以擴充其業務，並專注於發展金融及資產管理業務。本集團現正積極物色及收購各類金融機構、資產或基金管理公司等金融業務，以充實本集團之業務板塊。此外，為了支援我們的業務發展，本集團一直在引入機構投資者和戰略合作夥伴，透過發行可轉換債券和其他不同的融資渠道，以尋求新的業務機遇。本集團相信長遠能為公司股東締造更高的價值。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Results of the Group

Revenue

During the year ended 31 December 2016, the Group recorded a revenue of approximately HK\$3,246.9 million, which represented an increase of 1097% as compared to the revenue of approximately HK\$271.2 million as recorded for the year ended 31 December 2015. As mentioned in the section headed “**BUSINESS REVIEW**”, the increase was mainly resulted from (i) the increase in materials trading from approximately HK\$240.4 million for the year ended 31 December 2015 to approximately HK\$3,213.6 million for the year ended 31 December 2016 and (ii) the development of financing services business which contributed revenue of approximately HK\$8.4 million.

Cost of sales

Cost of sales of the Group increased by approximately 1157% from approximately HK\$247.8 million for the year ended 31 December 2015 to approximately HK\$3,114.9 million for the year ended 31 December 2016. The increase was mainly attributable to the increase in sales of materials trading during the year.

Gross profit and margin

The Group recorded a gross profit of approximately HK\$132.0 million for the year ended 31 December 2016, representing an increase of approximately 464% as compared to the gross profit recorded in the prior year. The gross profit margin decreased by approximately 4.5% from 8.6% in 2015 to 4.1% in the year. The decrease was resulted from increase in sales of materials trading, which had lower profit margin.

Other income and gains, net

Other income and gains, net of the Group decreased by approximately 77%, from approximately HK\$26.6 million for the year ended 31 December 2015 to approximately HK\$6.2 million for the year ended 31 December 2016. The decrease was mainly resulted from decrease in income in relation to certain procurement/credit/investment arrangements during the year.

財務回顧

本集團業績

收益

截至二零一六年十二月三十一日止年度，本集團錄得收益約3,246,900,000港元，較截至二零一五年十二月三十一日止年度錄得的收益約271,200,000港元增加1097%。誠如「業務回顧」一節所述，收益增加主要由於(i)材料貿易收入由截至二零一五年十二月三十一日止年度的約240,400,000港元，增加至截至二零一六年十二月三十一日止年度約3,213,600,000港元及(ii)拓展金融服務業務貢獻收入約8,400,000港元所致。

銷售成本

本集團的銷售成本由截至二零一五年十二月三十一日止年度的約247,800,000港元增加約1157%至截至二零一六年十二月三十一日止年度的約3,114,900,000港元。錄得升幅主要由於本年度材料貿易銷售收入有所增加。

毛利及毛利率

截至二零一六年十二月三十一日止年度，本集團錄得毛利約132,000,000港元，較去年錄得的毛利上升約464%。毛利率由二零一五年的8.6%下跌約4.5%至本年度的4.1%。有關跌幅是由具有較低毛利率的材料貿易銷售增加所致。

其他收入及收益淨額

本集團的其他收入及收益由截至二零一五年十二月三十一日止年度的約26,600,000港元減少約77%至截至二零一六年十二月三十一日止年度的約6,200,000港元。有關跌幅主要由於本年度有關採購／信貸／投資安排之收入減少所致。

Management Discussion and Analysis

管理層討論及分析

Selling and distribution expenses

Selling and distribution expenses decreased by approximately 22% from approximately HK\$3.2 million for the year ended 31 December 2015 to approximately HK\$2.5 million for the year ended 31 December 2016. The decrease was mainly due to implement of cost-saving measures during the year.

General and administrative expenses

General and administrative expenses increased by approximately 4% from approximately HK\$33.6 million for the year ended 31 December 2015 to approximately HK\$34.8 million for the year ended 31 December 2016, was mainly due to the extra cost incurred as a result of business expansion during the year.

Other expenses, net

Other expenses, net, increased from approximately HK\$161,000 for the year ended 31 December 2015 to approximately HK\$83.5 million for the year ended 31 December 2016. The significant increase was mainly due to the impairment losses of goodwill, intangible assets, available-for-sale investment and property, plant and equipment recognised during the year.

Finance costs

Finance costs increased from approximately HK\$1.9 million for the year ended 31 December 2015 to approximately HK\$33.7 million for the year ended 31 December 2016, mainly due to (i) the drawdown of certain new interest-bearing bank and other borrowings utilised to finance the purchase of motor vehicles for the car rental business and potential projects; and (ii) effective interest on convertible bonds during the year.

Income tax expense

Income tax expense increased from approximately HK\$2.9 million for the year ended 31 December 2015 to approximately HK\$12.0 million for the year ended 31 December 2016, which was mainly due to the profit generated from the materials trading during the year.

銷售及分銷開支

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的約3,200,000港元下跌約22%至截至二零一六年十二月三十一日止年度的約2,500,000港元。該跌幅主要由於本年度實行成本減省措施。

一般及行政費用

一般及行政費用由截至二零一五年十二月三十一日止年度的約33,600,000港元增加約4%至截至二零一六年十二月三十一日止年度的約34,800,000港元，主要由於本年度擴充業務產生之額外成本引致。

其他開支淨額

其他開支淨額由截至二零一五年十二月三十一日止年度的約161,000港元，增加至截至二零一六年十二月三十一日止年度的約83,500,000港元。有關顯著增幅主要由於在本年度確認商譽、無形資產、可供出售投資及物業、廠房及設備的減值虧損所致。

融資成本

融資成本從截至二零一五年十二月三十一日止年度約1,900,000港元，增長至截至二零一六年十二月三十一日止年度約33,700,000港元，主要由於本年度(i)提取若干新增計息銀行及其他借貸為汽車租賃業務及潛在項目購買汽車提供資金；及(ii)可換股債券的實際息率。

所得稅開支

所得稅開支由截至二零一五年十二月三十一日止年度之約2,900,000港元，增加至截至二零一六年十二月三十一日止年度之約12,000,000港元，主要由於本年度材料貿易產生的溢利所致。

Management Discussion and Analysis

管理層討論及分析

Liquidity and financial resources

流動資金及財務資源

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Current assets	流動資產	1,157,282,647	848,271,180
Current liabilities	流動負債	217,538,106	80,401,723
Current ratio	流動比率	5.32	10.55

As at 31 December 2016, cash and cash equivalents of the Group amounted to approximately HK\$39.5 million (2015: HK\$5.1 million).

於二零一六年十二月三十一日，本集團的現金及現金等價物約為39,500,000港元(二零一五年：5,100,000港元)。

In view of the Group's current level of cash and cash equivalents, funds generated internally from our operations and from the corporate actions completed during the year, the Board is confident that the Group will have sufficient financial resources to meet its debt repayment and financing needs for its operations for the foreseeable future.

考慮到本集團現有現金及現金等價物的水平、從業務內部產生以及從本年度已完成的公司行動所得的資金，董事會深信本集團有充裕財務資源以應付日後之債項償還及未來業務發展的資金需要。

Gearing ratio

資本負債比率

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Total interest-bearing bank and other borrowings	計息銀行及其他借貸總額	186,829,384	31,513,733
Equity	權益	906,140,830	930,867,080
Gearing ratio	資本負債比率	20.6%	3.4%

As at 31 December 2016, the gearing ratio is 20.6% (2015: 3.4%). As at 31 December 2016, the maturity profile of the interest-bearing bank and other borrowings of the Group falling due within one year, the second year and the third to fifth years, inclusive, amounted to approximately HK\$180.5 million (2015: HK\$26.1 million), HK\$6.3 million (2015: HK\$3.3 million) and Nil (2015: HK\$2.1 million), respectively.

於二零一六年十二月三十一日，資本負債比率為20.6%(二零一五年：3.4%)。於二零一六年十二月三十一日，本集團於一年內、第二年及第三至第五年到期的計息銀行及其他借貸分別約為180,500,000港元(二零一五年：26,100,000港元)、6,300,000港元(二零一五年：3,300,000港元)及零(二零一五年：2,100,000港元)。

Management Discussion and Analysis

管理層討論及分析

Capital structure

The capital of the Company comprises only ordinary shares of HK\$0.01 each (the “Shares”). As at 31 December 2016, the total number of issued shares was 6,501,415,000 (with an aggregate nominal value of HK\$65,014,150). The total number of issued shares had been changed during the year as follows:

資本架構

本公司的資本僅為普通股，每股面值0.01港元（「股份」）。於二零一六年十二月三十一日，已發行股份總數為6,501,415,000股（總面值為65,014,150港元）。已發行股份總數於本年度之變動如下：

		No. of Shares 股份數目
1 January 2016	二零一六年一月一日	6,481,375,000
Add: Exercise of Warrants (Note)	加：行使認股權證（註）	20,040,000
31 December 2016	二零一六年十二月三十一日	6,501,415,000

Note:

On 31 October 2016, Capital Fame Technology Limited (“**Capital Fame**”), the subscriber, partially exercised the warrants granted pursuant to the warrant subscription agreement dated 18 October 2012 between the Company and Capital Fame, to subscribe for 20,040,000 shares (with aggregate nominal value of HK\$2,204,400). As at 31 December 2016, Capital Fame had remaining warrants which carry rights to subscribe for up to a total of 132,755,454 warrant shares.

Please refer to the announcements of the Company dated 18 October 2012, on the issue of the warrants and a series of announcements of the Company dated 19 March 2013; 2 September 2013, 24 January 2014, 20 November 2014 and 15 June 2015 on the adjustments to share subscription price.

Disposal of subsidiaries

On 22 August 2016, the Company and an independent third party (the “**Purchaser**”) entered into a sale and purchase agreement, pursuant to which the Purchaser agreed to purchase and the Company agreed to sell the entire issued share capital of Perception Digital Technology (BVI) Limited and its subsidiary, PD Trading (Hong Kong) Limited (“**Disposed Subsidiaries**”), for a consideration of HK\$1.00 (the “**Disposal**”).

註：

於二零一六年十月三十一日，認購人Capital Fame Technology Limited（「**Capital Fame**」）部分行使根據本公司與Capital Fame於二零一二年十月十八日之認股權證認購協議授出之認股權證，以認購20,040,000股股份（總面值為2,204,400港元）。於二零一六年十二月三十一日，Capital Fame持有餘下認股權證，有權認購最多合共132,755,454股認股權證股份。

詳情請參閱本公司日期為二零一二年十月十八日有關發行認股權證之公佈，及本公司日期為二零一三年三月十九日、二零一三年九月二日、二零一四年一月二十四日、二零一四年十一月二十日及二零一五年六月十五日有關調整股份認購價之一系列公佈。

出售附屬公司

於二零一六年八月二十二日，本公司及一名獨立第三方（「**買方**」）訂立買賣協議，據此，買方同意購買而本公司同意出售Perception Digital Technology (BVI) Limited及其附屬公司PD Trading (Hong Kong) Limited（「**售出之附屬公司**」）之全部已發行股本，代價為1.00港元（「**出售事項**」）。

Management Discussion and Analysis

管理層討論及分析

The Group at the time of the Disposal expected to record a gain on disposal of the Disposed Subsidiaries of approximately HK\$15.6 million, representing the estimated difference between the total consideration for the Disposal and the aggregate net liabilities value of the Disposed Subsidiaries at the date of the Disposal.

Save as the Disposals as disclosed above, there were no material acquisitions or disposals of the Group during the year ended 31 December 2016.

Use of proceeds from financing activities during the Year

本集團預期，於進行出售事項之時，因出售售出之附屬公司而錄得之收益約為15,600,000港元，相等於出售事項進行之日，出售事項之總代價與售出之附屬公司的總負債淨值之估算差額。

除上文所披露之出售事項外，本集團截至二零一六年十二月三十一日止年度概無重大收購或出售。

於本年度融資活動所得款項用途

Date of the announcement 公佈日期	Fund raising activity 集資活動	Net proceeds raised 籌集之所得款項淨額	Intended use of proceeds 所得款項之擬定用途	Actual use of proceeds as at 31 December 2016 於二零一六年十二月三十一日所得款項之實際用途
17 May 2016 二零一六年五月十七日	Convertible Bonds 可換股債券	Approximately HK\$200,000,000 約200,000,000港元	To improve working capital of the Group and/or for the purpose of financing future acquisitions 改善本集團之營運資金及／或作撥付未來收購事項之用	Fully applied as intended 按擬定用途悉數應用

Foreign currency exposure

The foreign currency exposure of the Group primarily arises from revenue or income generated, cost and expenses incurred, and certain bank and other borrowings denominated in currencies other than the functional currency of the Group's operating units. For the Group's operating units that have Renminbi as their functional currency, their foreign currency transactions and the units' monetary assets and liabilities denominated in foreign currencies that were translated at the functional currency rates of exchange ruling as at 31 December 2016 were mainly denominated in Hong Kong dollars. The Group expected that the exposure to exchange rates fluctuation was not significant and therefore had not engaged in any hedging activities.

外匯風險

本集團的外匯風險主要來自獲得的收益或收入、產生的成本及開支，以及以本集團營運單位功能貨幣以外的貨幣列值的若干銀行及其他借貸。就本集團以人民幣作為功能貨幣的營運單位而言，其外幣交易及有關單位以外幣（按功能貨幣於二零一六年十二月三十一日的現行匯率換算為外幣）列值的貨幣資產和負債主要以港元列值。本集團預期匯率波動並不重大，故並無進行任何對沖活動。

Management Discussion and Analysis

管理層討論及分析

Charges on the Group's assets

As at 31 December 2016, there is no pledge of time deposit for the Group's bank loan while as at 31 December 2015, the Group's bank loan was secured by the pledge of the Group's time deposit of approximately HK\$18.8 million. As at 31 December 2016, certain of the other borrowings were secured by certain of the Group's motor vehicles of approximately HK\$8.1 million (2015: HK\$21.4 million).

Contingent liabilities

As at 31 December 2016, the Group did not have any significant contingent liabilities (2015: Nil).

DIVIDENDS

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

ANNUAL GENERAL MEETING

It is proposed that the annual general meeting of the Company will be held on Friday, 26 May 2017 (the "AGM"). The notice of the AGM will be despatched to the shareholders of the Company and available on the websites of the Company and the Stock Exchange in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 23 May 2017 to Friday, 26 May 2017, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the forthcoming AGM, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 22 May 2017.

本集團資產抵押

於二零一六年十二月三十一日，本集團銀行貸款並無定期存款之押記，而於二零一五年十二月三十一日，本集團銀行貸款以本集團定期存款約18,800,000港元之押記作抵押。於二零一六年十二月三十一日，若干其他借貸以本集團若干汽車約8,100,000港元(二零一五年：21,400,000港元)作抵押。

或然負債

於二零一六年十二月三十一日，本集團並無任何重大或然負債(二零一五年：無)。

股息

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

股東週年大會

本公司將於二零一七年五月二十六日(星期五)舉行股東週年大會(「股東週年大會」)。股東週年大會通告將於適當時間寄發予本公司股東及上載到本公司及聯交所網站。

暫停辦理股東名冊登記

本公司的股東名冊將由二零一七年五月二十三日(星期二)至二零一七年五月二十六日(星期五)(首尾兩日包括在內)暫停辦理登記，期間概不會辦理股份的過戶登記手續。如欲符合資格出席應屆股東週年大會，所有股份過戶文件連同相關股票和過戶表格必須於二零一七年五月二十二日(星期一)下午四時三十分(香港時間)之前送呈本公司於香港的股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，方為有效。

Management Discussion and Analysis

管理層討論及分析

EMPLOYEES AND EMOLUMENT POLICY

As at 31 December 2016, the Group employed a total of 32 (2015: 28) employees. Total staff costs for continuing operations, including Directors' emoluments, amounted to approximately HK\$16.1 million for the Year (2015: approximately HK\$16.0 million).

The emolument policy of the Group is determined with reference to the performance, qualifications and experience of individual employees (including Directors), as well as the results of the Group and the market conditions. The Group provides discretionary bonus, medical insurance, provident fund, education subsidy and training to its employees.

僱員及薪酬政策

於二零一六年十二月三十一日，本集團僱用合共32名(二零一五年：28名)僱員。本年度持續經營業務員工成本總額(包括董事酬金)約為16,100,000港元(二零一五年：約為16,000,000港元)。

本集團之薪酬政策乃參考個別員工(包括董事)之表現、資格及經驗及本集團之業績以及市場條件釐定。本集團為員工提供酌情花紅、醫療保險、公積金、教育補貼及培訓。

Biographical Details of Directors and Senior Management

董事及高級管理層的詳細履歷

Directors

Executive Directors

Ms. Deng Shufen, aged 52, has been appointed as an Executive Director since 16 July 2014. She is also the Chairman and an Authorised Representative of the Company. She has served as the general manager and the vice-chairman of the board of directors of Huashang Group Company Limited (華商集團有限公司) since 1993 and the deputy general manager of China Wood (Group) Company Limited* (中國木材(集團)有限公司) since 2006. Ms. Deng was also appointed as the general manager of the legal department of China Leasing Company Limited* (中國租賃有限公司) in 2003 and the vice-chairman of the board of directors of Jiangxi Juye Asset Management Company Limited* (江西聚業資產管理有限公司) in 2006. She graduated from Jiangxi University (later reorganized as Nanchang University) with a bachelor degree of Law. Ms. Deng completed the EMBA at HKUST in 2016 and was admitted to a Master's Degree in Business Administration (EMBA). Deng is also one of the controlling shareholders of the Company by virtue of (i) the equity interest held by her in Sino Merchant Car Rental Limited ("Sino Merchant"), the entire issued share capital of which is owned as to 60% by Ms. Deng and 40% by Ms. Liu Jianguan (an Executive Director); and (ii) her deemed interests in certain issued shares in the Company held by her spouse, Mr. Dai Yumin (an Executive Director) under the provisions of Part XV of the Securities and Futures Ordinance (the "SFO").

Ms. Wu Qiong, aged 38, was appointed as the CEO on 18 April 2016 and additionally appointed as an executive Director on 3 June 2016. Ms. Wu obtained a Bachelor's degree in International Economic Law and a Master of Law degree, both from the China University of Political Science and Law (中國政法大學). From July 2001 to February 2005, Ms. Wu was the vice president of Beijing Xin Zhong Hang Wu Zhou Technology Company Limited* (北京新中航五洲科技有限公司). Thereafter she became a lawyer in Beijing Century Law Firm (北京市世紀律師事務所). Since May 2012 she has practised law in B & J Partners Law Firm (北京市本杰律師事務所). Ms. Wu has also been appointed as the president of Phoenix Asset Management Company Limited* (鳳凰資產管理有限公司) starting from October 2013.

* For identification purpose only

董事

執行董事

鄧淑芬女士，52歲，自二零一四年七月十六日起已獲委任為執行董事。彼亦為本公司之主席及授權代表。彼自一九九三年起於華商集團有限公司起擔任總經理及董事會副主席及自二零零六年起於中國木材(集團)有限公司擔任董事會副總經理。鄧女士另於二零零三年獲委任為中國租賃有限公司法務部總經理，以及於二零零六年起獲委任為江西聚業資產管理有限公司之董事會副主席。彼畢業於江西大學(後改組為南昌大學)，獲頒法學學士學位。鄧女士於二零一六年在香港科技大學完成高級管理人員工商管理碩士課程，獲頒發碩士學位。鄧女士亦為本公司其中一名控股股東，乃由於(i)彼持有於華商租車有限公司(「華商租車」)之股權，其全部已發行股本乃由鄧女士擁有60%及劉江媛女士(執行董事)擁有40%；及(ii)彼根據證券及期貨條例(「證券及期貨條例」)第XV部之條文視作於彼之配偶戴昱敏先生(執行董事)持有之本公司若干已發行股份中擁有之權益。

吳琼女士，38歲，於二零一六年四月十八日獲委任為行政總裁，並於二零一六年六月三日另獲委任為執行董事。吳女士畢業於中國政法大學，先後獲頒國際經濟法法律學士專業學位及法律碩士專業學位。二零零一年七月至二零零五年二月期間，吳女士出任北京新中航五洲科技有限公司副總裁。其後彼加入北京市世紀律師事務所為專業律師，二零一二年五月離開該事務所後，轉到北京市本杰律師事務所執業至今。自二零一三年十月起，吳女士同時出任鳳凰資產管理有限公司總裁，一直至今。

* 僅供識別

Biographical Details of Directors and Senior Management

董事及高級管理層的詳細履歷

Ms. Liu Jianguan, aged 36, has been appointed as an Executive Director of the Company since 16 July 2014. Ms. Liu also assumed various positions such as the executive director of Chenxin Asset Management Company Limited* (晨新資產管理有限公司) and the assistant to the president of China Aviation Finance Limited (中國航空金融有限公司). She graduated from Dalian University of Foreign Language with a bachelor degree of English.

Non-executive Director

Mr. Ho Kin Cheong Kelvin, aged 49, is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He holds a bachelor's degree in business administration from Hong Kong Baptist College (now known as Hong Kong Baptist University). Mr. Ho has over 26 years of experience in finance and accounting. Prior to joining the Company, he was responsible for accounting, finance and company secretarial matters for several listed companies in Hong Kong. Mr. Ho was an independent non-executive director of Cheung Tai Hong Holdings Limited (now known as ITC Properties Group Limited (Stock Code: 0199)) from 2001 to 2003.

Independent Non-executive Directors

Mr. Fang Jun, aged 54, has been appointed as an Independent Non-executive Director of the Company since 16 July 2014. He is also the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. He has also served as the executive member and the executive vice-chairman of the Cross-straits Medicine Exchange Association of the National Health and Family Planning Commission of the PRC* (中華人民共和國國家衛生和計劃生育委員會海峽兩岸醫藥衛生交流協會), the executive member and the vice-chairman of China Sexology Association (中國性學會), the publisher and the executive chief editor of the China Sexology Journal* (《中國性科學》) and the deputy head of the Sexology Research Center of Peking University Health Science Center* (北京大學醫學部性學研究中心). Mr. Fang also assumed various positions such as the executive member and the secretary general of Wu Jieping Medical Foundation (吳階平醫學基金會). He graduated from Peking University Health Science Center with a master degree of Social Medicine and Health Service Management and a doctor degree of Epidemiology and Health Statistics.

* For identification purpose only

劉江媛女士，36歲，自二零一四年七月十六日起獲委任為本公司之執行董事。劉女士曾擔任晨新資產管理有限公司之執行董事、中國航空金融有限公司之總裁助理等多個職位。彼畢業於大連外國語學院，獲頒英語學士學位。

非執行董事

何建昌先生，49歲，為英國特許公認會計師公會資深會員及香港會計師公會會員。彼於香港浸會學院(現稱為香港浸會大學)獲取工商管理學士學位。何先生於財務及會計專業方面擁有逾26年經驗。於加入本公司前，彼曾任職於數間香港上市公司，負責會計、財務及公司秘書之職務。何先生自二零零一年至二零零三年曾擔任祥泰行集團有限公司(現稱德祥地產集團有限公司，股份代號：0199)獨立非執行董事。

獨立非執行董事

方俊先生，54歲，自二零一四年七月十六日起獲委任為本公司之獨立非執行董事。彼亦為本公司提名委員會主席以及審核委員會及薪酬委員會成員。彼擔任中華人民共和國國家衛生和計劃生育委員會主管的海峽兩岸醫藥衛生交流協會之常務理事兼執行副會長、中國性學會之理事兼副理事長、《中國性科學》之出版人兼執行主編及北京大學醫學部性學研究中心之副主任。方先生亦曾擔任吳階平醫學基金會之理事兼秘書長等多個職位。彼畢業於北京大學醫學部，獲頒社會醫學與衛生事業管理碩士學位及流行病與衛生統計學博士學位。

* 僅供識別

Biographical Details of Directors and Senior Management 董事及高級管理層的詳細履歷

Mr. Wong Yiu Kit, Ernest, aged 49, has been appointed as an Independent Non-executive Director of the Company since 16 July 2014. He is also the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee of the Company. He has served as the president and the group chief financial officer of KVB Kunlun Holdings Limited since 2011 and as the chief financial officer and the company secretary of KVB's group company, KVB Kunlun Financial Group Limited listed on the the Growth Enterprise Market of the Stock Exchange since October 2014. Mr. Wong has also served as the independent non-executive director of Renheng Enterprise Holdings Limited, Legend Strategy International Holdings Group Company Limited and Progressive Path Group Holdings Limited (companies listed on the Main Board of the Stock Exchange) since 2011, 2016 and 2016 respectively; and the non-executive director of Adamas Finance Asia Ltd (formerly known as China Private Equity Investment Holdings Limited, a company listed on the Alternative Investment Market of London Stock Exchange Plc. and Frankfurt Stock Exchange) since 2014. He also assumed various positions such as the executive director and the chief financial officer of China Private Equity Investment Holdings Limited, the chief financial officer of Hong Kong Applied Science and Technology Research Institute Company Limited, the vice president of Vertex Management (HK), the manager and head of supervision of the business department of Guangdong Investment Limited (a company listed on the Main Board of the Stock Exchange) and the portfolio manager of Transpac Capital Ltd. Mr. Wong graduated from the University of Hong Kong with a bachelor degree of Business Administration. He also obtained a master degree of Science in Investment Management from the Hong Kong University of Science and Technology and a master degree of Science in Electronic Engineering from the Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. Mr. Wong is also a charter-holder of Chartered Financial Analyst and a member of Hong Kong Securities Institute.

黃耀傑先生，49歲，自二零一四年七月十六日起已獲委任為本公司之獨立非執行董事。彼亦為本公司薪酬委員會主席以及審核委員會及提名委員會成員。彼自二零一一年起擔任KVB Kunlun Holdings Limited之總裁兼集團財務總監以及KVB集團公司昆侖國際金融集團有限公司(自二零一四年十月起於聯交所創業板上市)之財務總監及公司秘書。黃先生自二零一一年、二零一六年及二零一六年起亦分別擔任仁恒實業控股有限公司、枋濬國際集團控股有限公司及進昇集團控股有限公司(全部為聯交所主板上市之公司)之獨立非執行董事，及自二零一四年起擔任Adamas Finance Asia Ltd(前稱為China Private Equity Investment Holdings Limited，一間於倫敦證券交易所另類投資市場及法蘭克福證券交易所上市之公司)之非執行董事。彼亦曾擔任China Private Equity Investment Holdings Limited之執行董事兼財務總監、香港應用科技研究院有限公司之財務總監、Vertex Management (HK)之副總裁、粵海投資有限公司(一間於聯交所主板上市之公司)之經理及業務部總監及Transpac Capital Ltd之投資組合經理等多個職位。黃先生畢業於香港大學，獲頒工商管理學士學位。彼亦獲香港科技大學投資管理理學碩士學位及香港中文大學電子工程學理學碩士學位。彼為香港會計師公會及英國特許公認會計師公會資深會員，以及英格蘭及威爾士特許會計師公會會員。黃先生亦為特許財務分析師特許資格持有人及香港證券專業學會會員。

* For identification purpose only

* 僅供識別

Biographical Details of Directors and Senior Management

董事及高級管理層的詳細履歷

Mr. Zhao Xianming, aged 40, has been appointed as an Independent Non-executive Director of the Company since 16 July 2014. He is also the Chairman of the Audit Committee, and a member of the Remuneration Committee and the Nomination Committee of the Company. He assumed various positions such as the supervisor of the legal and auditorial center of Fanhua Construction Group Limited* (泛華建設集團有限公司), the general legal counsel, the vice-president and the board secretary of China Agritech Inc. (a company listed on the NASDAQ Stock Market). He graduated from China Foreign Affairs University with a master degree of International Law and is a certified enterprise risk manager.

Chief Executive Officer

Ms. Chen Xiaohang, aged 31, holds a master degree in Global Communications from the Chinese University of Hong Kong and Bachelor degrees in Broadcasting Journalism and marketing from Wuhan University, and is pursuing a master degree in Business Administration at the Hong Kong University of Science and Technology. Ms. Chen had worked in iPR Ogilvy, responsible for IPO public relations projects and investor relations and media relations concerning listed enterprises in Hong Kong. Then she joined NCF Media group as acted as its co-chief executive officer.

趙憲明先生，40歲，自二零一四年七月十六日起已獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會主席以及薪酬委員會及提名委員會成員。彼擔任泛華建設集團有限公司之法務審計中心總監、China Agritech Inc. (一家於納斯達克證券市場上市之公司)之總法律顧問、副總裁及董事會秘書等多個職務。彼畢業於外交學院，獲頒國際法碩士學位並為企業風險管理師。

行政總裁

陳驍航女士，31歲，持有香港中文大學全球傳播碩士學位及武漢大學廣播電視新聞學士學位及市場營銷管理學學士學位，現於香港科技大學修讀工商管理碩士學位。陳女士曾任職於iPR奧美公關，負責企業上市公關項目及香港上市公司的投資者關係與媒體關係，後加入網信傳媒任聯席行政總裁。

Corporate Governance Report

企業管治報告

The Board is pleased to present this corporate governance report for the year ended 31 December 2016. This report highlights the key corporate governance practices of the Company.

Corporate Governance Practices

The Company acknowledges the importance of good corporate governance practices and procedures and regards a pre-eminent board of directors, sound internal controls and accountability to all shareholders as the core elements of its corporate governance principles. The Company endeavours to ensure that its businesses are conducted in accordance with rules and regulations, and applicable codes and standards. The Company has adopted the Code Provisions of the Corporate Governance Code (the “**Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board reviews at least annually the corporate governance practices of the Company to ensure its continuous compliance with the Code, and make appropriate changes if considered necessary. The Company was in compliance with the applicable code provisions in the Code (the “**Code Provision**”) for the year ended 31 December 2016. The following sections set out the principles in the Code as they have been applied by the Company, including any deviations therefrom, for the year under review.

Board

The Company is governed by the Board, which is responsible for overseeing the overall strategy and development of the Company, as well as monitoring the internal control policies and evaluating the financial performance of the Group. The Board sets the overall strategies and directions for the Group with a view to developing its business and enhancing the shareholders’ value.

As at 31 December 2016, the Board comprises three executive Directors, one non-executive Director and three independent non-executive Directors (the “**INEDs**”). During the year ended 31 December 2016, the Board held a total of 9 meetings.

董事會欣然呈列截至二零一六年十二月三十一日止年度的企業管治報告。本報告側重於本公司的主要企業管治常規。

企業管治常規

本公司深明良好企業管治常規及程序的重要性，確信傑出的董事會、良好的內部監控、向全體股東負責乃企業管治原則的核心要素。本公司致力確保其業務遵守有關規則及規例，以及符合適用守則及標準。本公司採納香港聯合交易所有限公司證券上市規則(「**上市規則**」)附錄十四所載企業管治守則(「**守則**」)的守則條文。

董事會每年至少檢討本公司的企業管治常規一次，以確保本公司一直遵守守則並於彼等認為需要時作出適當更改。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的適用守則條文(「**守則條文**」)。以下各節載述本公司於回顧年度應用守則的原則，包括任何偏離情況。

董事會

本公司由董事會管治，董事會須負責監督本公司的整體策略和發展，以及監察內部監控政策及評估本集團的財務表現。董事會制訂本集團的整體策略及方針，以發展業務及提高股東價值。

於二零一六年十二月三十一日，董事會由三位執行董事、一位非執行董事及三位獨立非執行董事(「**獨立非執行董事**」)組成。於截至二零一六年十二月三十一日止年度內，董事會共舉行九次會議。

Corporate Governance Report

企業管治報告

During the Year, the attendance of each Director is set out below:

年內，各董事的出席情況如下：

Director	董事	Meeting attended/ meetings entitled to attend 實際出席次數/ 有權出席次數
Executive Directors		
Ms. Deng Shufen (<i>Chairman</i>)	鄧淑芬女士(主席)	8/9
Mr. Dai Yumin (retired on 3 June 2016)	戴昱敏先生(於二零一六年六月三日退任)	4/6
Mr. Gui Bin (retired on 3 June 2016)	桂 濱先生(於二零一六年六月三日退任)	0/6
Ms. Liu Jiangyuan	劉江濶女士	9/9
Ms. Wu Qiong (appointed on 3 June 2016 and redesignated from Chief Executive Officer to Vice Chairman on 16 August 2016)	吳 琼女士(於二零一六年六月三日獲委任，並於二零一六年八月十六日由行政總裁調任為副主席)	3/3
Non-executive Director		
Mr. Ho Kin Cheong, Kelvin (appointed on 11 April 2016)	何建昌先生(於二零一六年四月十一日獲委任)	6/6
Independent Non-executive Directors		
Mr. Fang Jun	方 俊先生	9/9
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	9/9
Mr. Zhao Xianming	趙憲明先生	9/9

Ms. Deng Shufen (the Chairman of the Group and an executive Director) is the spouse of Mr. Dai Yumin (a former executive Director). Save as disclosed, the members of the Board have no financial, business, family or other relationships with each other.

鄧淑芬女士(本集團主席及執行董事)為戴昱敏先生(前執行董事)之配偶。除上文所披露者外，董事會成員彼此之間並無財務、業務、家庭或其他關係。

During the Year, the INEDs provided the Company with a wide range of expertise and a balance of skills and brought independent judgment on issues of strategic direction, development, performance and risk management through their contribution at Board meetings and Committee meetings. Throughout the year and up to the date of this report, the Company has complied with the requirements under Rules 3.10(1) and (2) of the Listing Rules. The former Rule requires that every board of directors of a listed issuer must include at least three INEDs and the latter Rule requires that at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise. All INEDs also meet the guidelines for assessment of their independence as set out in Rule 3.13 of the Listing Rules. Further, up to the date of this report, the Board has not been aware of the occurrence of any events which would cause it to believe that their independence has been impaired.

年內，獨立非執行董事為本公司貢獻廣泛專業知識及兼顧各方面的技能，並透過董事會會議及委員會會議，就策略方針、發展、表現及風險管理等事宜作出獨立判斷。於整個年度內及截至本報告日期，本公司已遵守上市規則第3.10(1)及(2)條項下的規定。前一項規則規定上市發行人的董事會必須包括至少三位獨立非執行董事，而後一項規則規定其中最少一名獨立非執行董事必須擁有適當專業資格或會計或相關財務管理專業知識。所有獨立非執行董事亦符合上市規則第3.13條所載有關評估其獨立性的指引。此外，截至本報告日期，董事會並不知悉已發生任何可能令其相信彼等的獨立性已被削弱的事件。

Corporate Governance Report

企業管治報告

The Company has received from each INED an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company still considers such Directors to be independent. The INEDs are explicitly identified in all corporate communications. The day-to-day running of the Company is delegated to the management.

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, recommendations on Directors' appointment or re-appointment, material contracts and transactions as well as other significant policy and financial matters. The Board has delegated the day-to-day responsibility to the management. The respective functions of the Board and management of the Company have been formalised and set out in writing and will be reviewed by the Board from time to time to ensure that they are consistent with the existing rules and regulations.

Regular Board meetings each year are scheduled in advance to facilitate maximum attendance of Directors. At least 14 days' notice of a Board meeting is normally given to all Directors who are given an opportunity to include matters for discussion in the agenda. The Company Secretary assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The agenda and the accompanying Board papers are normally sent to all Directors at least 3 days before the intended date of a regular Board meeting (and so far as practicable for such other Board meetings). Draft minutes of each Board meeting are circulated to all Directors for their comments before being tabled at the following Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

本公司已接獲各獨立非執行董事根據上市規則第3.13條有關其獨立身份的年度確認書，而本公司仍然認為該等董事具獨立性。在所有公司通訊內，獨立非執行董事均被明確識別。本公司日常管理事務交由管理層處理。

留待董事會決定或考慮的事宜主要包括本集團整體策略、全年營運預算、全年及中期業績、董事委任或重新委任的建議、重大合約及交易，以及其他重大政策及財務事宜。董事會已將日常職責轉授予管理層。董事會及本公司管理層的職能已分別確立並以書面列載，並不時由董事會作出檢討，以確保其職能與現行規則及規例一致。

董事會每年例會的舉行日期均預先編定，以便更多董事出席會議。召開董事會會議一般會給予全體董事至少十四天通知，以便彼等皆有機會提出商討事項列入會議議程。公司秘書協助主席編製會議議程，以及確保已遵守所有適用規則及規例。議程及隨附的董事會文件一般在舉行董事會例會（及於可行情況下，亦適用於其他董事會會議）前至少三天呈送予全體董事。董事會每次會議的記錄初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

Corporate Governance Report

企業管治報告

Directors' Induction and Continuous Professional Development

On appointment to the Board, each Director receives a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. In addition, the Company has been encouraging the Directors and senior executives to enroll in a wide range of professional development courses and seminars relating to the Listing Rules, companies ordinance/act and corporate governance practices organised by professional bodies, independent auditors and/or chambers in Hong Kong so that they can continuously update and further improve their relevant knowledge and skills. From time to time, Directors are provided with written training materials to develop and refresh their professional skills.

董事的入職及持續專業發展

在獲委任加入董事會時，各董事將收到一份詳盡的入職資料，涵蓋本公司業務營運、政策及程序以及作為董事在一般法定及監管規定上所須履行責任的資料，以確保其充分瞭解其於上市規則及其他相關監管規定下的責任。

董事亦定期獲簡介相關法例、規則及規例的修訂或最新版本。此外，本公司一直鼓勵董事及高級行政人員報讀由香港專業團體、獨立核數師及／或商會舉辦有關上市規則、公司條例／法例及企業管治常規的全面專業發展課程及講座，使彼等可持續更新及進一步提升相關知識和技能。董事亦不時獲提供書面培訓材料以發展及重溫其專業技能。

Corporate Governance Report

企業管治報告

According to the records maintained by the Company, the Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the Code on continuous professional development during the year ended 31 December 2016:

根據本公司存置的記錄，為符合守則關於持續專業發展的規定，董事於截至二零一六年十二月三十一日止年度已接受以下著重於上市公司董事的角色、職能及職責的培訓：

Corporate Governance, Regulatory Development and Trainings or other relevant topics
 企業管治、監管發展及培訓或其他相關項目

Director	董事	
Executive Directors	執行董事	
Ms. Deng Shufen	鄧淑芬女士	✓
Ms. Liu Jiangyuan	劉江媛女士	✓
Ms. Wu Qiong	吳 琮女士	✓
Non-executive Director	非執行董事	
Mr. Ho Kin Cheong, Kelvin	何建昌先生	✓
Independent Non-executive Directors	獨立非執行董事	
Mr. Fang Jun	方 俊先生	✓
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	✓
Mr. Zhao Xianming	趙憲明先生	✓

Independent Non-executive Directors

All the INEDs were appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles of Association of the Company.

獨立非執行董事

所有獨立非執行董事均以具體任期獲委任，惟須依照本公司組織章程細則於股東週年大會輪值退任及重選。

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Committees

As part of the corporate governance practices, the Board has established the remuneration committee, nomination committee, and audit committee. All of the committees are chaired by and composed of INEDs with terms of reference in accordance with the principles set out in the Code.

Remuneration Committee

The Company established a remuneration committee (the “**Remuneration Committee**”) on 27 November 2009 with written terms of reference. As at 31 December 2016, the Remuneration Committee comprises three INEDs, namely Mr. Fang Jun, Mr. Wong Yiu Kit, Ernest and Mr. Zhao Xianming, and is chaired by Mr. Wong Yiu Kit, Ernest.

The primary duties of the Remuneration Committee are formulating remuneration policies, determining the specific remuneration packages of Executive Directors and making recommendations to the Board on the remuneration of Directors. During the year ended 31 December 2016, the Remuneration Committee reviewed and made recommendation on the remuneration packages of the existing Directors.

Details of the remuneration paid to members of the senior management of the Group (including the Directors) by band for the Year are set out below:

委員會

在企業管治常規中，董事會已成立薪酬委員會、提名委員會及審核委員會。所有委員會均由獨立非執行董事擔任主席和組成，並已按照守則所載的原則備有書面職權範圍。

薪酬委員會

本公司於二零零九年十一月二十七日成立備有書面職權範圍的薪酬委員會（「**薪酬委員會**」）。於二零一六年十二月三十一日，薪酬委員會的成員包括三名獨立非執行董事方俊先生、黃耀傑先生及趙憲明先生。黃耀傑先生為該委員會的主席。

薪酬委員會的主要職務為制訂薪酬政策、釐定執行董事的具體薪酬待遇，以及向董事會提出有關董事薪酬的建議。截至二零一六年十二月三十一日止年度，薪酬委員會檢討現有董事的薪酬待遇並提出建議。

本年度已付本集團高級管理層成員（包括董事）之薪酬範圍如下：

Remuneration band	薪酬範圍	Number of senior management 高級管理層之人數
Below HK\$1,000,000	低於1,000,000港元	4
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	2

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During the Year, six Remuneration Committee meetings were held and the attendance of each member is set out below:

年內，薪酬委員會舉行了六次會議，下文載列各成員的出席情況：

Committee Member	委員	Attendance 出席情況
Mr. Wong Yiu Kit, Ernest (<i>Chairman</i>)	黃耀傑先生(主席)	6/6
Mr. Fang Jun	方俊先生	6/6
Mr. Zhao Xianming	趙憲明先生	6/6

Nomination Committee

The Company established a nomination committee (the “**Nomination Committee**”) on 27 November 2009 with written terms of reference. As at 31 December 2016, the Nomination Committee comprises three INEDs, namely Mr. Fang Jun, Mr. Wong Yiu Kit, Ernest and Mr. Zhao Xianming, and is chaired by Mr. Fang Jun.

The primary duties of the Nomination Committee are reviewing the structure, size and composition of the Board, formulating relevant procedures for nomination of directors, identifying qualified individuals to become members of the Board and making recommendation to the Board on the appointment or re-appointment of directors. During the year ended 31 December 2016, the Nomination Committee reviewed the composition of the Board and made recommendations to the Board.

During the Year, six Nomination Committee meetings were held and the attendance of each member is set out below:

提名委員會

本公司於二零零九年十一月二十七日成立備有書面職權範圍的提名委員會(「**提名委員會**」)。於二零一六年十二月三十一日，提名委員會的成員包括三名獨立非執行董事方俊先生、黃耀傑先生及趙憲明先生。方俊先生為該委員會的主席。

提名委員會的主要職務為檢討董事會的架構、大小和組成、制定提名董事的相關程序、物色合資格人士擔任為董事會成員，以及向董事會提出有關任免董事的建議。截至二零一六年十二月三十一日止年度，提名委員會檢討董事會的組成及向董事會提出建議。

年內，提名委員會舉行了六次會議，下文載列各成員的出席情況：

Committee Member	委員	Attendance 出席情況
Mr. Fang Jun (<i>Chairman</i>)	方俊先生(主席)	6/6
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	6/6
Mr. Zhao Xianming	趙憲明先生	6/6

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Audit committee

The audit committee of the Company (the “**Audit Committee**”) comprises all the three INEDs, namely Mr. Zhao Xianming (chairman), Mr. Fang Jun and Mr. Wong Yiu Kit, Ernest. The primary duties of the Audit Committee are to supervise the internal control policies, the financial reporting systems and procedures of the Company, to review the financial statements and reports of the Group, and to review the terms of engagement and scope of audit work of the external auditors. The audited financial statements of the Group for the year ended 31 December 2016 have been reviewed by the Audit Committee.

The Audit Committee has met the external auditors of the Company, Messrs. Ernst & Young, and reviewed the Group’s results for the year ended 31 December 2016.

During the year ended 31 December 2016, the Audit Committee reviewed the risk management and internal control systems, as well as the interim and annual results of the Group, which, in the opinion of the audit committee, were prepared in compliance with the applicable accounting standards and the Listing Rules.

During the Year, three Audit Committee meetings were held and the attendance of each member is set out below:

審核委員會

本公司審核委員會(「**審核委員會**」)包括三名獨立非執行董事趙憲明先生(主席)、方俊先生及黃耀傑先生。審核委員會的主要職務為監督本公司的內部監控政策、財務申報系統和程序、審閱本集團的財務報表和報告，以及檢討外聘核數師的委聘條款和審核工作的範圍。審核委員會已審閱本集團截至二零一六年十二月三十一日止年度的經審核財務報表。

審核委員會曾與本公司之外聘核數師安永會計師事務所會面，亦曾審閱本集團截至二零一六年十二月三十一日止年度之業績。

截至二零一六年十二月三十一日止年度，審核委員會審閱本集團的風險管理及內部監控系統，以及中期及全年業績。審核委員會認為，該等業績乃按照適用會計準則及上市規則而編製。

年內，審核委員會舉行了三次會議，下文載列各成員的出席情況：

Committee Member	委員	Attendance 出席情況
Mr. Zhao Xianming (<i>Chairman</i>)	趙憲明先生(主席)	3/3
Mr. Fang Jun	方俊先生	3/3
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	3/3

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Corporate Governance Function

The Board does not have a corporate governance committee. The functions that would be carried out by a corporate governance committee are performed by the Board as a whole and are as follows:

1. to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
2. to review and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
5. to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

The corporate governance policy is formulated with an emphasis on the Board's quality, effective internal control, stringent disclosure practices and transparency and accountability to all shareholders of the Company. The Board strives to comply with the code provisions and reviews its corporate governance policy regularly in order to maintain high standards of business ethics and corporate governance, and to ensure the full compliance of our operations with applicable laws and regulations.

During the Year, members of the Board have reviewed and discussed, among other things, the Company's policies and practices on corporate governance at regular board meetings. They have also reviewed and monitored the training and continuous professional development of directors, and the Company's policies and practices on compliance with legal and regulatory requirements as well as its disclosure in the Corporate Governance Report. The Board has reviewed the code of conduct applicable to employees and directors setting out the standards of behavior that the Company expects from them and the guidelines on how they should handle different situations in business dealings with the Group.

企業管治職能

董事會並無設立企業管治委員會，企業管治委員會應承擔的職能由董事會全體共同承擔如下：

1. 制定及檢討本公司的企業管治政策及常規，並向董事會提供推薦意見；
2. 檢討及監察董事及高級管理人員的培訓及持續專業發展；
3. 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
4. 制定、檢討及監察員工及董事的操守準則及合規手冊(如有)；及
5. 檢討本公司遵守守則的情況及在企業管治報告內的披露。

制定企業管治政策的重點在於董事會的質素，有效的內部監控，嚴格的披露常規及對本公司全體股東的透明度及責任。董事會致力遵守守則條文並定期檢討其企業管治政策以維持高標準的商業道德及企業管治，以及確保本公司的營運全面遵守適用的法律及條例。

年內，董事會成員已於定期董事會會議檢討及討論(其中包括)本公司的企業管治政策及常規。彼等亦已檢討及監察董事的培訓及持續專業發展，及本公司在遵守法律及監管規定方面的政策及常規，以及其於企業管治報告中的披露。董事會已檢討適用於員工及董事的行為守則，當中列明本公司對彼等所期望的行為標準並就處理本集團業務交易的各種情況作出指引。

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Compliance with the Model Code Set Out in Appendix 10 to the Listing Rules

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the “**Model Code**”). The Company periodically issues notices to the Directors reminding them of the general prohibition on dealing in the Company’s listed securities during the blackout periods before the publication of announcements of results. The Company has confirmed, having made specific enquiry of the Directors, all the Directors have complied with the Model Code throughout the period under review.

Directors’ Responsibility for Financial Statements

The Directors acknowledge their responsibility for overseeing the preparation of the accounts of the Company. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company’s ability to continue as a going concern.

Auditors’ Remuneration

The statement of the external auditors of the Company about their reporting responsibilities on the Company’s financial statements for the year ended 31 December 2016 is set out in the section “Independent Auditors’ Report” of this annual report.

The Group’s external auditors provided the following services to the Group for the year ended 31 December 2016:

遵守上市規則附錄十所載的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)。本公司定期向董事發出通知，提醒彼等於刊發業績公佈前的禁制期內全面禁止買賣本公司的上市證券。經向董事作出特定查詢後，本公司確認全體董事已於回顧期間遵守標準守則。

董事就財務報表的責任

董事確認彼等監督本公司賬目的編製的責任。董事並無察覺關於可能對本公司持續經營能力存在重大疑問的事件或狀況的任何重大不確定性。

核數師酬金

本公司外聘核數師有關彼等對本公司截至二零一六年十二月三十一日止年度財務報表的申報責任的聲明，載於本年報「獨立核數師報告」一節。

本集團的外聘核數師於截至二零一六年十二月三十一日止年度為本集團提供下列服務：

HK\$
港元

Audit services	核數服務	1,450,000
Non-audit services*	非核數服務*	370,000

* The non-audit services mainly comprised review of interim financial information.

* 非核數服務主要包括審閱中期財務資料。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is its duty to monitor the risk management and internal control systems of the Group on an ongoing basis and review their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During the Year, the Board, through the Audit Committee, conducted review of both design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues to the Board.

During the Year, the Group appointed Baker Tilly Hong Kong Risk Assurance Limited (“**Baker Tilly**”) to:

- assist in identifying and assessing the risks of the Group through a series of workshops and interviews; and
- independently perform internal control review and assess effectiveness of the Group's risk management and internal control systems.

The results of the independent review and assessment were reported to the Audit Committee and the Board. Moreover, improvements in internal control and risk management measures as recommended by Baker Tilly to enhance the risk management and internal control systems of the Group and mitigate risks of the Group were adopted by the Board. Based on the findings and recommendations of Baker Tilly as well as the comments of the Audit Committee, the Board considered the internal control and risk management systems effective and adequate.

風險管理及內部監控

董事會明白其職責為持續監察本集團的風險管理及內部監控系統並檢討其效能。有關系統旨在管理而非排除未能達到業務目標之風險，且僅能為防止重大錯誤陳述或損失提供合理而非絕對之保證。

年內，董事會通過審核委員會檢討本集團風險管理及內部監控系統的設計及執行效能，涵蓋所有重大監控措施(包括財務、營運及合規監控)，確保本集團會計、內部審核及財務報告職能的資源、員工資歷、培訓計劃及預算充足。就此而言，審核委員會向董事會匯報任何重大事項。

年內，董事會已委任天職香港內控及風險管理有限公司(「**天職**」)以：

- 透過進行一系列的工作坊及訪問，協助識別及評估本集團的風險；及
- 獨立進行內部監控檢討及評估本集團的風險管理及內部監控系統之效能。

天職已向審核委員會及董事會匯報獨立檢討及評估結果。此外，董事會已採納天職就提升本集團風險管理及內部監控系統及減低本集團風險所建議的內部監控及風險管理改善措施。根據天職之評估結果及推薦建議以及審核委員會之意見，董事會認為內部監控及風險管理系統屬有效及充份。

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Our Enterprise Risk Management Framework

HongDa Financial Holding Limited established its enterprise risk management framework in 2016. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing an internal control system to manage all kinds of risks faced by the Group.

Through the risk identification and assessment processes, risks are identified, assessed, prioritized and allocated treatments. Our risk management framework follows the COSO Enterprise Risk Management – Integrated Framework, which allows the Board and management to manage the risks of the Group effectively. The Board receives regular reports through the Audit Committee that oversees risk management and internal audit functions.

Principal Risks

In the Year of 2016, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

企業風險管理架構

弘達金融控股有限公司於二零一六年設立其企業風險管理架構。董事會全盤負責維持完善及有效的內部監控，而管理層則負責設計及執行內部監控系統，以管理本集團面對的所有類別的風險。

透過風險識別及評估程序，風險得以識別、評估、訂定優先次序及分配處理方法。風險管理架構遵從COSO企業風險管理—整合架構，讓董事會及管理層可有效管理本集團的風險。董事會通過負責監督風險管理及內部審核職能的審核委員會定期收取報告。

主要風險

於二零一六年，已識別以下本集團的主要風險，並已分類為策略風險、營運風險、財務風險及合規風險。

Risk Areas

風險範疇

Principal Risks

主要風險

Strategic Risks
策略風險

Investment risk, keen competition with existing and new competitors, customer concentration risk, dependent on a few major suppliers, unable to increase or maintain price level

投資風險、與現有及新競爭者的激烈競爭、客戶集中風險、倚賴少數主要供應商、無法增加或維持價格水平

Operational Risks
營運風險

Disruption of the information technology system, safety and compensation risk as for motor vehicles operation, risk of inadequate monitoring of newly acquired business, risk of inadequate insurance coverage as for motor vehicles

資訊科技系統受到干擾、汽車操作安全及賠償風險、監督新收購業務不足的風險、汽車保險受保範圍不足的風險

Financial Risks
財務風險

Credit risk, interest rate risk, risk of irrecoverable unsecured loan receivable

信貸風險、利率風險、無法收回無抵押應收貸款的風險

Compliance Risks
合規風險

Breach of employment related regulations of Hong Kong and the PRC, failure to comply with relevant laws relating to car rental operation, changes in listing rules and relevant company regulations and ordinances

違反香港及中國的僱傭有關法規、未能遵守有關汽車租賃業務的相關法例、上市規則及相關公司法規及條例變動

Our Risk Control Mechanism

The Group adopts a “three lines of defence” corporate governance structure with operational management and controls performed by operations management, coupled with risk management monitoring carried out by the finance and compliance team and independent internal audit outsourced to and conducted by Baker Tilly. The Group maintains a risk register to keep track of all identified major risks of the Group. The risk register provides the Board, the Audit Committee, and management with a profile of its major risks and records management’s action taken to mitigate the relevant risks. Each risk is evaluated at least annually based on its likelihood of occurrence and potential impact upon the Group. The risk register is updated by management as the risk owners with addition of new risks and/or removal of existing risks, if applicable, at least annually, after the annual risk evaluation has been performed. This review process can ensure that the Group proactively manages the risks faced by it in the sense that all risk owners have access to the risk register and are aware of and alert to those risks in their areas of responsibility so that they can take follow-up actions in an efficient manner.

Our risk management activities are performed by management on an ongoing process. The effectiveness of our risk management framework will be evaluated at least annually, and periodic management meetings are held to update the progress of risk monitoring efforts. Management is committed to ensure that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

The Group has established internal control procedures for the handling and dissemination of inside information in order to comply with Chapter 13 of the Listing Rules as well as Part XIVA of the Securities and Futures Ordinance. The internal control mechanism includes information flow and reporting processes, confidentiality arrangements, disclosure procedures, and staff training arrangements, etc.

The Company will continue to engage external independent professionals to review the Group’s systems of internal control and risk management annually and further enhance the Group’s internal control and risk management systems as appropriate.

風險監控機制

本集團採納「三道防線」的企業管治架構，由營運管理層進行營運管理及監控，並由財務及合規團隊進行風險管理監控，以及外判予天職並由其進行獨立內部審核。本集團保存一份風險登記冊，以記錄本集團所有已識別主要風險。該風險登記冊為董事會、審核委員會及管理層提供其主要風險概況及管理層為減低相關風險所採取的行動的紀錄。各項風險最少每年按其發生的可能性及對本集團的影響予以評估。風險登記冊乃由管理層（作為風險承擔者）最少每年於進行年度風險評估後更新新增風險及／或撤除現有風險（倘適用）。該檢討程序可確保本集團積極管理其面對的風險，令所有風險承擔者可參閱該風險登記冊，並注意彼等職責範疇的風險及保持警覺，從而有效地採取跟進措施。

管理層負責持續進行風險管理活動。風險管理架構的效能將最少每年予以評估，而管理層會議亦將定期舉行以更新風險監控成果的最新進展。管理層致力確保風險管理成為日常業務營運過程的一部份，以有效保持風險管理及企業目標一致。

本集團已就處理及發佈內幕消息制定內部監控程序，以遵守上市規則第13章及證券及期貨條例第XIVA部。內部監控機制包括消息流向與申報流程、保密安排、披露程序及員工培訓安排等。

本公司將繼續委聘外部獨立專家每年檢討本集團的內部監控及風險管理，並於適當時候進一步提升本集團的內部監控及風險管理系統。

Corporate Governance Report

企業管治報告

There is currently no internal audit function within the Group. The directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the directors will continue to review the need for an internal audit function from time to time.

Shareholders' Rights

Procedures for Shareholders to Convene an Extraordinary General Meeting ("EGM")

Pursuant to the Articles of Association of the Company, any one or more members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and the meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board will be reimbursed to the requisitionist(s) by the Company.

Communication with Shareholders and Procedures for Putting forward Proposals at a General Meeting

All published information, including all the statutory announcements and press releases, is promptly posted on the Group's website at www.hongdafin.com. Shareholders can also send enquiries to the Board or the Company Secretary, and/or proposals to be put forward at shareholders' meeting for shareholders' consideration by email at ir@hongdafin.com or directly by raising questions at the annual general meeting of the Company.

目前，本集團並無內部審核職能。董事已檢討內部審核職能的需要，並認為就本集團的規模、性質及業務的複雜程度而言，委任外部獨立專家履行本集團所需的內部審核職能更合符成本效益。然而，董事將不時檢討內部審核職能的需要。

股東權利

股東召開股東特別大會（「股東特別大會」）的程序

根據本公司的組織章程細則，任何一名或多名本公司股東，於提出要求當日持有本公司附有可於股東大會上投票權利不少於十分之一的實繳股本，有權隨時向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理該要求內註明的任何事務。該大會須於提出要求後兩(2)個月內舉行。倘董事會未能於收到要求後二十一(21)日內召開該大會，提出要求人士可按相同方式舉行股東特別大會，而因董事會未能召開大會以致提出要求人士產生的一切合理開支，將由本公司償付予提出要求人士。

與股東的溝通及於股東大會上提呈建議的程序

所有刊載資料(包括所有法定公告及新聞稿)均會迅速在本集團網站www.hongdafin.com發佈。股東亦可通過發送郵件至ir@hongdafin.com向董事會或公司秘書查詢及／或發送將於股東大會上提呈以供股東考慮的建議，或於本公司的股東週年大會上直接提問。

Corporate Governance Report

企業管治報告

Investor Relations

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public.

The Company updates its shareholders on its latest business developments and financial performance through its annual and interim reports, announcements and circulars. The corporate website of the Company (www.hongdafin.com) has provided an effective communication platform to the public and the shareholders.

Constitutional Documents

During the Year, there were no changes to the Company's constitutional documents.

Company Secretary

The Company Secretary of the Company, Mr. Leung Cho Tak, Joseph, was appointed on 30 August 2014. He is a full time employee of the Company and has day-to-day knowledge of the Company. The Company Secretary is responsible for advising the Board on corporate governance matters. The Company Secretary has confirmed that he has taken no less than 15 hours of relevant professional training in the year under review.

投資者關係

本公司相信，維持高透明度是提升投資者關係的關鍵，並致力保持向其股東及投資大眾公開及適時披露公司資料的政策。

本公司透過其年度及中期報告、公佈及通函向其股東更新其最新業務發展和財務表現。本公司的公司網站(www.hongdafin.com)已為公眾人士及股東提供一個有效的溝通平台。

憲章文件

於年內，本公司之憲章文件並無更改。

公司秘書

本公司的公司秘書梁祖德先生已於二零一四年八月三十日獲委任。彼為本公司全職僱員，瞭解本公司的日常運作。公司秘書負責就企業管治事宜向董事會提供意見。公司秘書已確認彼已於回顧年度內接受不少於十五小時相關專業培訓。

Environmental, Social and Governance Report

環境、社會及管治報告

Corporate Profile

HongDa Financial Holding Limited (the “**Company**” or “**HongDa Financial**” together with its subsidiaries, the “**Group**”) expedited its strategic transformation and actively implemented its business reorganization. In October 2015, the Group diversified into the financing services business in Hong Kong and had, through a wholly-owned subsidiary, successfully applied and obtained a money lenders license under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and commenced the provision of financing services during the Year.

The Company has officially changed its name from “E-Rental Car Company Limited” to “HongDa Financial Holding Limited” in June 2016. The Company will strive to gain position in the financing services market by providing flexible, convenient and tailor-made services to raise accessibility to the Group’s financing services.

About this Report

This is the Company’s first Environmental, Social and Governance (“**ESG**”) report for public disclosure in accordance with Appendix 27 in the ESG Reporting Guide issued by the Hong Kong Stock Exchange and the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange. This report discloses ESG information of the Group from 1 January 2016 to 31 December 2016.

Feedback

We have aimed to make this report as accurate, clear and concise as possible. Since this is our first ESG report, we would highly appreciate any comments on improving the content and delivery of the information provided in this report. Any queries or suggestions regarding the content of this report can be directed to:

公司概況

弘達金融控股有限公司(「**本公司**」或「**弘達金融**」，連同其附屬公司統稱「**本集團**」)加快其戰略轉型並積極實施其業務重組。於二零一五年十月，本集團多元化其於香港的金融服務業務，並通過一間全資附屬公司成功申請並取得放債人條例(香港法例第163章)項下的放債人牌照，並於年內開始提供金融服務。

本公司於二零一六年六月正式將其名稱由「E-Rental Car Company Limited」更改為「HongDa Financial Holding Limited」。本公司將努力通過提供靈活、便捷及稱心服務在金融服務市場佔有一席位，以提升本集團金融服務的受歡迎程度。

關於本報告

這是本公司根據香港聯交所發佈的環境、社會及管治報告指引附錄27及聯交所主板證券上市規則公開披露的第一份環境、社會及管治(「**ESG**」)報告。本報告披露本集團自二零一六年一月一日至二零一六年十二月三十一日的ESG資料。

反饋意見

我們力求令本報告準確、清晰及簡潔。由於這是我們第一份ESG報告，我們非常歡迎任何關於改進本報告中所提供資料內容及表達的意見。有關本報告內容的任何查詢或建議，請直接聯繫：

Environmental, Social and Governance Report

環境、社會及管治報告

HongDa Financial Holding Limited

Address: Suites 3101-05, 31/F, Dah Sing Financial Centre,
108 Gloucester Road, Wanchai, Hong Kong
Telephone: (852) 3918 9100
Fax: (852) 3152 2889/3152 2890
Email: info@hongdafin.com

ESG MANAGEMENT APPROACH

As a financial service firm, our operations are wholly office-based. Our environmental impact is minor compared to that of many other industries. Nevertheless, the Group conducts its business with respect and consideration for the environment. Ultimate responsibility for our environmental performance rests with the Board and the CEO. Our management teams have responsibility for the day-to-day management of environmental impacts, risks and opportunities. For full details of our corporate social responsibility policy, please visit our website under corporate policy section.

We are committed to minimising the impact that running our business has on the environment and we encourage our stakeholders to do the same. During the year, we have complied with all applicable laws and regulations to act in a socially responsible manner. To protect our global environment, we have been striving to pursue recycling and resources conservation.

To provide a safe and healthy workplace, as well as a dynamic work environment for our employees, we place great importance to our human resources management and safety management. Last but not least, we believe that active communication is the key to building better relationships with our stakeholders. Though we do not maintain a wide range of suppliers, we are committed to regular and transparent communication with our stakeholders on all environmental, social and governance related issues of our business.

弘達金融控股有限公司

地址：香港灣仔告士打道108號大新金融中心
31樓3101-05室
電話：(852) 3918 9100
傳真：(852) 3152 2889/3152 2890
電郵：info@hongdafin.com

ESG 管理方法

作為一間金融服務公司，我們的營運完全在辦公室進行。與許多其他行業相比，我們的環境影響較小。然而，本集團開展業務時尊重並考慮環境。我們環境績效的最終責任落在董事會及行政總裁肩上。我們管理團隊負責環境影響、風險及機遇的日常管理。有關我們企業社會責任政策的詳情，請瀏覽我們網站的企業政策部分。

我們致力於將業務經營對環境的影響降至最低，我們鼓勵利益相關者也這樣做。於年內，我們已經遵守所有適用法律法規，以對社會負責的方式行事。為保護地球環境，我們一直努力貫徹循環再用及資源節約。

為向員工提供一個安全健康的工作場所，以及充滿活力的工作環境，我們高度重視我們的人力資源管理及安全管理。一言以蔽之，我們認為積極的溝通，是與利益相關者建立更好關係的關鍵。儘管我們並未維持廣泛的供應商，我們致力於與我們的利益相關者，定期及透明地就我們業務的所有環境、社會及管治相關問題進行溝通。

Environmental, Social and Governance Report

環境、社會及管治報告

ETHICAL BUSINESS

Privacy

Data privacy has become critical issue for financial services industry and the Group aims to be at the forefront of emerging good practice. We have interactions with our customers on an ongoing basis, dealing with enormous amount of customers' and potential customers' information during the assessment process of the creditability and recoverability of loan applicants. It is important that we handle their data with care. The Group is committed to abide by the data privacy law, namely, Personal Data (Privacy) Ordinance (Cap. 486) in Hong Kong. We keep our customers' data in strict confidentiality and unauthorized access is strictly prohibited.

Anti-Corruption

We have adopted a set of Code of Ethics, providing the guiding principles for all employees to take the right action, behave with integrity and honesty, treat people fairly, respect diversity, obey all laws, accept accountability, communicate openly, and always behave in a way that is beyond reproach. In 2016, there were no reported cases of bribery.

The Group has adopted a whistleblowing policy to encourage employees, customers, suppliers, and other stakeholders who deal with the Company to raise concerns, in confidence, about misconduct, malpractice or irregularities in any matters related to the Company. For full details of our whistleblowing policy, please visit our company website under the corporate policy section.

商業倫理

私隱

數據私隱已成為金融服務行業的關鍵問題，本集團以走在嶄新的良好做法的前沿為目標。我們經常與客戶進行互動，在評估貸款申請人的資料和可收回性的過程中處理大量客戶及潛在客戶的資料。重要的是我們小心處理他們的數據。本集團承諾遵守數據私隱法例，即香港的「個人資料(私隱)條例」(第486章)。我們嚴格保密客戶資料，嚴禁未經授權的接觸。

反腐

我們採納了一套道德準則，所有員工知所遵循，以正直誠實、公平待人、尊重多元化、全面守法、接受問責、開誠布公，並一直以無可非議的方式行事。於二零一六年，概無接獲關於賄賂案件的報告。

本集團已採取舉報政策，以鼓勵員工、客戶、供應商及與本公司有業務往來的其他利益相關者，在保密情況下，對任何與本公司事務有關的不當行為、不良行為及不合規事項表達關注。有關我們的舉報政策的完整詳情，請訪問本公司網站的企業政策部分。

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Whistleblowers should make their reports to the Group Ethics Committee (the “**Committee**”) for review. The Committee consists of Executive Directors, CEO, Chief Financial Officer as well as department heads. The Committee would assess every report received through the general reporting channel to decide if a full investigation is necessary. If there is sufficient evidence to suggest that a case of possible criminal offence or corruption exists, the matter would be reported to the Independent Commission Against Corruption. Employees may have a duty to report corruption to the authorities if required to do so by local regulations.

Community Involvement

We assess local needs, promoted community involvement and partner with domestic stakeholders around our operations to improve educational, cultural and social development. We encourage and support our employees’ engagement in volunteering and local community work.

During the year, to promote healthy living and work-life balance, employees were sponsored by the Group for participation in various sports activities, such as the 2016 Standard Chartered Hong Kong Marathon and 2016 Hysan Healthy Hike & Run organized by Action Asia Events. Moreover, to support the education development in China, the Company organized the employees to participate in the Sowers Action 12km hiking activities for fund-raising and the Company has been awarded a Fundraising Awards (Bronze Foot) and a Corporate Participation Award (Bronze Foot).

舉報者應向集團道德委員會(「**委員會**」)作出舉報，以便進行檢討。委員會由執行董事、行政總裁、首席財務官及部門主管組成。委員會將評估透過一般舉報渠道所接獲的每份報告，以決定是否須展開全面調查。倘有足夠證據顯示可能存在涉及刑事罪行或貪污的個案，有關事宜將向廉政公署舉報。倘地方規例有所規定，員工可能有責任向主管當局舉報貪污。

社區參與

我們評估當地需求、促進社區參與，並與我們營運周遭的當地利益相關者合作以改善教育、文化及社會發展。我們鼓勵與支持我們的員工參與志願服務及當地社區工作。

為了促進健康生活及工作與生活的平衡，年內本集團贊助員工參與多項體育活動，譬如渣打香港馬拉松2016及由動感亞洲活動所籌辦的希慎健康遠足及跑步賽2016。此外，為了支持中國教育發展，本公司安排員工參與苗圃行動12公里健行活動籌款，本公司獲頒發一項籌款獎(銅腳獎)及一項工商組參與獎(銅腳獎)。

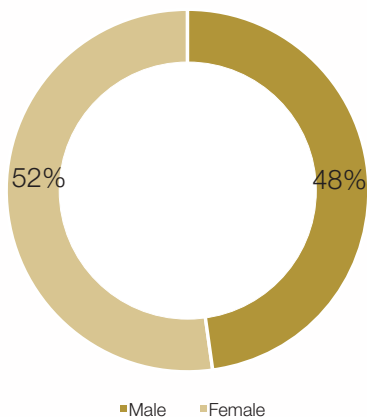
Environmental, Social and Governance Report

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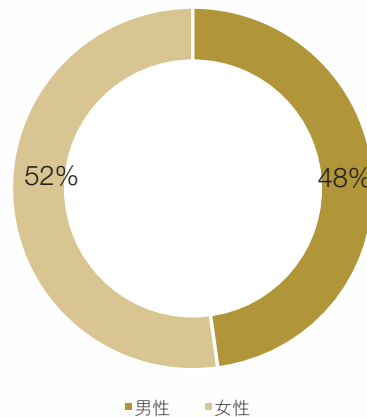
WORKPLACE

工作場所

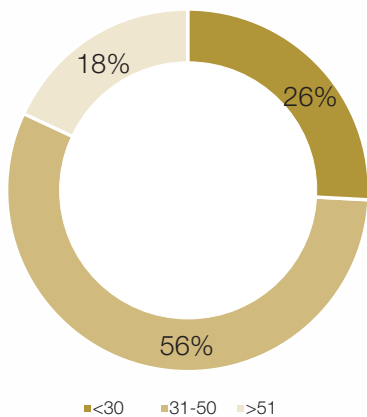
Gender Profile



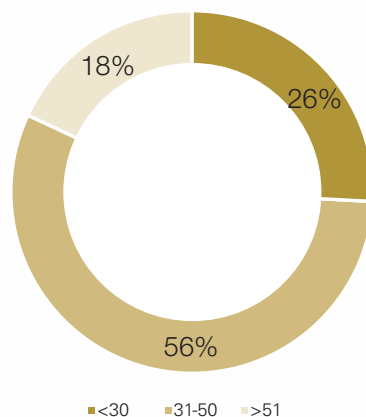
性別概況



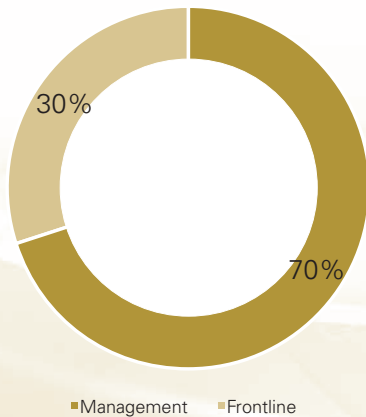
Age



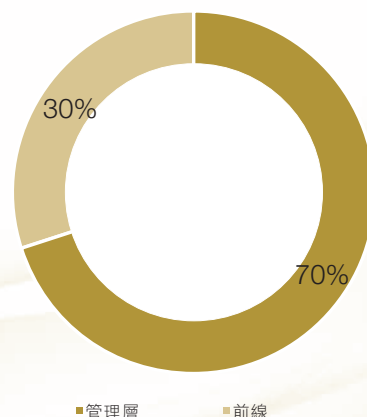
年齡



Professional



專業人士



Environmental, Social and Governance Report

環境、社會及管治報告

We acknowledge that the foundation to our success is our employees. The Group employs 27 staff in Hong Kong, of which 19 or 70% of them are senior to middle management executives and 8 or 30% of them are frontline staff. 26% of its workforce are aged 30 or below, while 56% are in the age group of 31 to 50, and 18% are 51 or above. Our workforce breakdown by gender is 48% male and 52% female. In terms of educational profile, 89% of the employees have tertiary qualifications or above and 11% of the employees have secondary qualifications or below.

Each member of staff has a structured training and development programme and personal development plan based on their individual requirements and aspirations. During the year, a total of more than 40 CPD hours were enrolled for professional staff.

In 2016, the Group strictly complied to the Employment Ordinance and relevant legislations in Hong Kong and did not hire any child labour or forced labour. In 2016, the total turnover rate for the company was 14.8%, among which 25% were below 30 age group, 25% were within the 31 to 50 age group, and 50% were above 51 age group. The total new hire rate was 33.3%, among which 33.3% were below 30 age group, and 66.7% were within 31 to 50 age group.

The Group is committed to creating a work environment free of discrimination and harassment where everyone is treated with dignity and respect. We would not tolerate discrimination and harassment of any kind. All allegations of discrimination and harassment would be investigated and, if appropriate, disciplinary action would be taken. Anti-discrimination is also an integral part of our recruitment, promotion and dismissal practices and procedures. We ensure a fair work environment for all our employees regardless of age, gender, family status, sexual orientation, ethnicity and religion.

我們認同員工為我們成功的基礎。本集團於香港僱用27名職員，其中19名或70%為高層至中層管理人員，而其中8名或30%為前線職員。其勞動力的26%年齡為30歲或以下、56%於31至50歲年齡組別、18%為51歲或以上。我們的勞動力按性別細分則為男性佔48%及女性佔52%。在教育概況方面，89%的員工具備大專或以上學歷，而11%的員工具備中學學歷或以下的教育水平。

根據其個人需要與志向，每位職員可獲得結構化的培訓、發展課程及個人發展計劃。年內，專業人士報讀合共超過40個持續專業進修時數。

於二零一六年，本集團嚴格遵守僱傭條例及香港的相關法例，概不僱用任何童工或強迫勞動。於二零一六年，本公司總員工流動率為14.8%，其中25%於30歲以下年齡組別、25%於31至50歲年齡組別，50%於51歲以上年齡組別。新僱用率總額為33.3%，其中33.3%為30歲以下年齡組別，66.7%則為31至50歲年齡組別。

本集團致力於打造一個無歧視與騷擾的工作環境，讓每個人都受尊重且被有尊嚴地對待。我們概不容忍任何類型的歧視與騷擾。所有歧視與騷擾的指控將受到調查，並會採取紀律處分（倘適用）。反歧視亦為我們聘任、晉升及解僱人員常規與程序的不可分割部分。我們確保為所有員工提供一個公平的工作環境，不論年齡、性別、家庭狀況、性取向、種族與宗教。

Environmental, Social and Governance Report

環境、社會及管治報告

Occupational Health and Safety

The Group values the health and well-being of its employees. All cases of injury or accidents are required to be reported to the Company and be individually assessed under the internal guideline procedures. No work-related injuries or accidents were reported during the year.

Since most of our employees are required to use computers for a prolonged period, they are regularly reminded to remain a good posture and maintain an appropriate viewing distance of around 350mm to 600mm between their eyes and the screen.

Ventilation is in place with air conditioning which helps maintain a thermally comfortable work environment and remove or dilute airborne contaminants for our employees. In addition, housekeeping is maintained in order to prevent accidents in the workplace, facilitating an efficient operation of the office.

RAISING ENVIRONMENTAL AWARENESS

In 2016, the company complied with environmental laws and regulations in Hong Kong. There were no direct air and greenhouse gas emissions from our operation. The sole energy consumption was purchasing electricity. The total amount of electricity consumption in 2016 was 19,262 kWh.

The Group has been striving to minimize the consumption of natural resources and the generation of waste. We encourage our staff to minimize pollution through promoting greener transportation options. When making a business decision, we would consider the environmental impact it might bring. Moreover, we educate our staff at all levels to act in an environmentally responsible manner and provide training where necessary. Feedbacks are collected from staff for improvements and we would review our policy by taking these into consideration.

職業健康與安全

本集團重視員工的健康和福祉。所有傷害或事故情況皆須向本公司呈報，並根據內部指南程序進行個別評估。年內概無呈報工作相關傷害或事故。

由於很多員工皆須長時間使用電腦，我們會經常提醒其保持良好姿勢，且雙眼與螢幕間保持介乎350至600毫米間的適當閱覽距離。

辦公地方設有空調通風，有助於維持溫度合適的工作環境，並為僱員消除或稀釋空氣污染。此外，工作場所經常打理，以防發生事故，並促進辦公室的有效運作。

提高環保意識

於二零一六年，本公司遵守香港環保法律及法規。我們的運營概無直接排放廢氣與溫室氣體。購入電力乃是唯一的能源消耗。二零一六年總用電量為19,262千瓦時。

本集團一向竭力減少消耗天然資源與產生廢棄物。我們通過推廣使用更環保的交通工具以鼓勵我們的職員將污染減到最低。作業務決策時，我們會考慮其可能帶來的環境影響。此外，我們教育全體員工以對環境負責的方式行事，並於必要時提供培訓。我們從員工收集意見以作改進，並於檢討我們的政策時將該等意見納入考慮之列。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group has incorporated a green office mechanism in daily operations with an aim to reduce waste, conserve energy and electricity. For example, we would relocate our old office furniture as much as possible instead of throwing them away. We encouraged the use of waste paper for printing and copying, as well as double sided printing and copying. We have set up recycling bins in our office to promote recycling waste materials. To conserve energy and electricity, we would turn off idle lighting, air conditioning and electrical appliances.

本集團已將綠色辦公室機制融入日常營運中，旨在減少廢棄物、節約能源與電力。例如，我們將盡可能地重新安置舊辦公室傢具，而非將其丟棄。我們鼓勵使用廢紙進行印刷與複印，及雙面印刷與複印。我們已於辦公室設置回收箱，以提倡循環再用廢棄物資。為了節約能源與電力，我們會關掉閒置的照明、空調與電器。

Report of the Directors

董事會報告

The directors of the Company (the “**Directors**” or the “**Board**”) hereby present their report and the audited financial statements for the year ended 31 December 2016.

Principal Activities

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 1 to the financial statements.

Business Review

A review of the business of the Group during the Year and a discussion on the Group’s future business development are provided in the Chairman’s Statement on pages 5 to 7 of this annual report and in the Management Discussion and Analysis on pages 8 to 16 of this annual report. Description of the principal risk areas of the Group can be found under the “Risk Management and Internal Control” section in the Corporate Governance Report on page 31. Description of the financial risk management objectives and policies of the Group can be found in note 40 to the financial statements.

Results and Dividends

The Group’s loss for the year ended 31 December 2016 and the Group’s financial position at that date are set out in the financial statements on pages 72 to 218.

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

Sufficiency of Public Float

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

本公司董事(「**董事**」或「**董事會**」)謹此提呈彼等的報告及截至二零一六年十二月三十一日止年度的經審核財務報表。

主要業務

本公司的主要業務為投資控股。其主要附屬公司的詳細主要業務載於財務報表附註1。

業務回顧

本集團於年內的業務回顧及就本集團未來業務發展的討論於本年報第5至7頁的主席報告及本年報第8至16頁的管理層討論及分析中提供。有關本集團主要風險範疇之描述載於第31頁企業管治報告的「風險管理及內部監控」一節。有關本集團財務風險管理目標及政策的描述載於財務報表附註40。

業績及股息

本集團截至二零一六年十二月三十一日止年度的虧損及本集團於該日的財務狀況載於第72至218頁的財務報表。

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

足夠公眾流通股

根據本公司從公眾獲知的資料及據董事所知，於本年報日期，公眾人士持有本公司已發行股份總數至少25%。

Share Capital, Share Options, Warrants and Convertible Bonds

Details of movements in the Company's share capital, warrants, and share options during the Year are set out in notes 30, 31 and 28 to the financial statements, respectively.

Purchase, Sale or Redemption of Listed Securities of the Company

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

Summary Financial Information

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out on pages 219 to 220. This summary does not form part of the audited financial statements.

Pre-emptive Rights

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

Distributable Reserves

The Company's distributable reserves comprise the share premium, other reserves and accumulated losses. As at 31 December 2016, the Company had distributable reserves of HK\$806,264,640 (2015: HK\$867,125,857).

Major Customers and Suppliers

In the year under review, sales to the Group's five largest customers accounted for 99% of the total sales for the year and sales to the largest customer included therein amounted to 75%. Purchases from the Group's five largest suppliers accounted for 82% of the total purchases for the year and purchases from the largest supplier included therein amounted to 30%.

股本、購股權、認股權證及可換股債券

年內，本公司股本、認股權證及購股權的變動詳情分別載於財務報表附註30、31及28。

購買、出售或贖回本公司的上市證券

本公司或其任何附屬公司並無於本年度購買、贖回或出售本公司任何上市證券。

財務資料摘要

本集團過去五個財政年度的已刊發業績、資產及負債摘要(摘錄自經審核財務報表)載於第219至220頁。該摘要並不構成經審核財務報表的一部分。

優先購買權

本公司的組織章程細則或開曼群島法例並無載有優先購買權的條文，規定本公司須按比例向現有股東提呈發售新股份。

可供分派儲備

本公司的可供分派儲備包括股份溢價，其他儲備及累計虧損。於二零一六年十二月三十一日，本公司可供分派儲備為806,264,640港元(二零一五年：867,125,857港元)。

主要客戶及供應商

於回顧年度內，本集團五大客戶的銷售額佔本年度總銷售額的99%，其中最大客戶的銷售額佔75%。本集團五大供應商的採購額佔本年度總採購額的82%，其中最大供應商的採購額佔30%。

Report of the Directors

董事會報告

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

Directors

The Directors during the Year and up to the date of this report were:

Executive Directors:

Ms. Deng Shufen (*Chairman*)
Ms. Wu Qiong (*appointed on 3 June 2016 and redesignated from Chief Executive Officer to Vice-Chairman on 16 August 2016*)
Ms. Liu Jiangyuan
Mr. Dai Yumin (*retired on 3 June 2016*)
Mr. Gui Bin (*retired on 3 June 2016*)

Non-executive Director:

Mr. Ho Kin Cheong, Kelvin (*appointed on 11 April 2016*)

Independent Non-executive Directors:

Mr. Fang Jun
Mr. Wong Yiu Kit, Ernest
Mr. Zhao Xianming

In accordance with Article 84(1) of the Articles of Association of the Company, Mr. Wong Yiu Kit, Ernest and Mr. Zhao Xianming will retire at the forthcoming annual general meeting; and in accordance with Article 83(3), Ms. Wu Qiong will retire at the annual general meeting. All of them, being eligible, offer themselves for re-election at the annual general meeting.

Confirmation of Independence

The Company has received an annual confirmation of independence from each of the INEDs pursuant to Rule 3.13 of the Listing Rules. The Company considers the INEDs to be independent as at the date of this annual report.

董事或其任何聯繫人士或任何股東(據董事所深知擁有本公司已發行股本逾5%者)概無於本集團五大客戶及供應商中擁有任何實益權益。

董事

年內及直至本報告為止的董事為：

執行董事：

鄧淑芬女士(主席)
吳 琮女士(於二零一六年六月三日獲委任，並於二零一六年八月十六日由行政總裁調任為副主席)
劉江媛女士
戴昱敏先生(於二零一六年六月三日退任)
桂 檳先生(於二零一六年六月三日退任)

非執行董事：

何建昌先生(於二零一六年四月十一日獲委任)

獨立非執行董事：

方 俊先生
黃耀傑先生
趙憲明先生

按照本公司的組織章程細則第84(1)條，黃耀傑先生及趙憲明先生將於應屆股東週年大會退任。此外，按照細則第83(3)條，吳琮女士將於股東週年大會上退任。彼等均符合資格並願意於股東週年大會上膺選連任。

獨立性的確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的獨立性年度確認書。本公司認為於本年報日期，獨立非執行董事均屬獨立。

Biographical Details of Directors and Senior Management

The biographical details of the Directors and the senior management of the Group are set out on pages 17 to 20 of this annual report.

Directors' Service Contracts

No director has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Contract of Significance

Save as disclosed in this annual report, no contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director had a material interest, whether directly or indirectly, subsisted during or at the end of the year.

Directors' Interests in Competing Business

During the Year and up to the date of this annual report, no Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

Emolument Policy

The emolument policy of the Group is determined with reference to the performance, qualifications and experience of individual employees (including Directors), as well as the results of the Group and the market conditions. The Group provides discretionary bonus, medical insurance, provident fund, education subsidy and training to its employees. The Company has adopted a share option scheme as an incentive to eligible participants, details of which are set out below in the section "Share Option Scheme".

Details of the emoluments of the Directors and five highest paid individuals are set out in notes 8 and 9 to the financial statements, respectively.

董事及高級管理層的詳細履歷

董事及本集團高級管理層的詳細履歷載於本年報第17至20頁。

董事的服務合約

概無董事與本公司訂立不可於一年內由本公司免付賠償(法定賠償除外)而終止的服務合約。

重大合約

除本年報所披露者外，於年內或年結日，本公司或任何其附屬公司概無訂立任何涉及對本集團業務有重大關係而董事直接或間接在其中擁有重大權益的重要合約。

董事於競爭業務之權益

於年內及截至本年報日期為止，按上市規則之定義，概無董事被視作於直接或間接與本集團業務構成競爭或可能構成競爭的業務中擁有權益。

薪酬政策

本集團之薪酬政策乃參考個別員工(包括董事)之表現、資格及經驗及本集團之業績以及市場條件釐定。本集團提供酌情花紅、醫療保險、公積金、教育補貼及員工培訓。本公司已採納購股權計劃作為對合資格參與者的鼓勵。其詳情載於下文「購股權計劃」一節。

董事及五名最高薪酬人士的薪酬詳情，分別載於財務報表附註8及9。

Report of the Directors

董事會報告

Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 31 December 2016, the interests and short positions of the Directors in the share capital of the Company and underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules adopted by the Company, were as follows:

董事於本公司股份、相關股份及債券的權益及淡倉

於二零一六年十二月三十一日，董事於本公司股本及本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的相關股份及債券中，擁有本公司根據證券及期貨條例第352條須存置的登記冊或根據本公司採納的上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)已知會本公司及香港聯合交易所有限公司(「聯交所」)的權益及淡倉如下：

Name of Director 董事姓名	Capacity/Nature of interests 身份／權益性質	Number of Shares interested 擁有權益的股份數目	Percentage of the Company's issued share capital (Note 2) 佔本公司已發行股本的百分比 (附註2)
Ms. Deng Shufen (Note 1) 鄧淑芬女士(附註1)	Interests of controlled corporation 於受控制公司的權益	3,899,233,889	59.98%
	Interests of spouse 配偶權益	24,300,000	0.37%
Ms. Liu Jiangyuan (Note 1) 劉江媛女士(附註1)	Interests of controlled corporation 於受控制公司的權益	3,899,233,889	59.98%

Report of the Directors

董事會報告

Notes:

- (1) These 3,899,233,889 Shares are registered in the name of Sino Merchant, a company incorporated in the British Virgin Islands, the entire issued share capital of which is owned as to 60% by Ms. Deng Shufen (the Chairman and an Executive Director of the Company) and 40% by Ms. Liu Jianguan (an Executive Director of the Company). Ms. Deng Shufen and Ms. Liu Jianguan are deemed to be interested in all the Shares in which Sino Merchant is interested by virtue of the SFO.

In addition, Options were granted by the Company to Sino Merchant pursuant to and upon completion of the Connected Placing on 15 June 2015, which entitled it to subscribe for up to 800,000,000 Option Shares (representing approximately 12.34% of the issued share capital of the Company as at 31 December 2016) during the period of 24 months from 15 June 2015 to 14 June 2017 at the exercise price of HK\$0.26 per Option Share (subject to adjustment). On 2 July 2015, Sino Merchant partially exercised the Options to subscribe for 400,000,000 new Shares. As at 31 December 2016, Sino Merchant remained the beneficial owner of, and was interested in, 400,000,000 Option Shares. Accordingly, each of Ms. Deng Shufen and Ms. Liu Jianguan is also deemed to be interested in these underlying Shares held by Sino Merchant for the purposes of the SFO.

- (2) The percentage of shareholding is calculated on the basis of 6,501,415,000 Shares in issue as at 31 December 2016.

Save as disclosed above, as at 31 December 2016, none of the Directors or chief executives of the Company or their respective associates had registered any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code adopted by the Company.

附註：

- (1) 此等3,899,233,889股股份乃以華商租車(一家於英屬處女群島註冊成立之公司)之名義登記，其全部已發行股本由鄧淑芬女士(本公司主席兼執行董事)擁有60%，劉江濶女士(本公司執行董事)擁有40%。就證券及期貨條例而言，鄧淑芬女士及劉江濶女士被視為於華商租車擁有權益之所有股份中擁有權益。

此外，本公司於二零一五年六月十五日根據及因關連配售事項完成後向華商租車授出購股權，該等購股權賦予其權利於二零一五年六月十五日至二零一七年六月十四日24個月期間內按行使價每股購股權股份0.26港元(可予調整)認購最多800,000,000股購股權股份(佔本公司於二零一六年十二月三十一日之已發行股本約12.34%)。於二零一五年七月二日，華商租車行使部分購股權，以認購400,000,000股新股份。於二零一六年十二月三十一日，華商租車仍為400,000,000股購股權股份之實益擁有人及於該等股份中擁有權益。因此，就證券及期貨條例而言，鄧淑芬女士及劉江濶女士各自被視為或當作於華商租車所持有之該等相關股份中擁有權益。

- (2) 持股百分比乃按於二零一六年十二月三十一日6,501,415,000股股份之基準計算得出。

除上文所披露者外，於二零一六年十二月三十一日，本公司董事或主要行政人員或彼等各自的聯繫人士概無於本公司或其任何相聯法團的股份、相關股份或債券中擁有任何已登記的權益或淡倉而須根據證券及期貨條例第352條記錄於登記冊內，或已根據本公司所採納的標準守則知會本公司及聯交所。

Report of the Directors

董事會報告

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 31 December 2016, so far as is known to the Directors, the following persons (other than the Directors of the Company) had interests or short positions in the shares or underlying shares of the Company, being 5% or more of the total issued share capital of the Company, as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

(1) Long position in the Shares:

主要股東及其他人士於本公司股份、相關股份及債券的權益及淡倉

於二零一六年十二月三十一日，據董事所知，下列人士(本公司董事除外)於本公司股份或相關股份中擁有的權益或淡倉(佔本公司已發行股本總額5%或以上)已記錄於本公司須根據證券及期貨條例第336條存置的登記冊內：

(1) 股份的好倉：

Name of Substantial Shareholder 主要股東名稱	Capacity/Nature of interests 身份／權益性質	Number of Shares interested 擁有權益的股份數目	Percentage of the Company's issued share capital (Note 3) 佔本公司已發行股本的百分比 (附註3)
Sino Merchant Car Rental Limited (Note 1) 華商租車有限公司(附註1)	Beneficial owner 實益擁有人	3,899,233,889	59.98%
Mr. Dai Yumin (Note 1) 戴昱敏先生(附註1)	Interests of spouse 配偶權益	3,899,233,889	59.98%
	Beneficial owner 實益擁有人	24,300,000	0.37%
Dundee Greentech Limited (Note 2)(附註2)	Beneficial owner 實益擁有人	789,500,000	12.14%
China Orient Asset Management Corporation 中國東方資產管理公司	Person having securities interests in shares 於股份擁有證券權益之人士	2,261,473,889	34.78%

(2) Interests in share options of the Company

In addition, Options were granted by the Company to Sino Merchant pursuant to and upon completion of the Connected Placing on 15 June 2015, which entitled it to subscribe for up to 800,000,000 Option Shares during the period of 24 months from 15 June 2015 to 14 June 2017 at the exercise price of HK\$0.26 per Option Share (subject to adjustment). On 2 July 2015, Sino Merchant partially exercised the Options to subscribe for 400,000,000 new Shares. As at 31 December 2016, Sino Merchant remains the beneficial owner of, and was interested in, 400,000,000 Option Shares.

Notes:

- (1) These 3,899,233,889 Shares and the underlying Shares referred to in the paragraph headed "Interests in share options of the Company" above are registered in the name of Sino Merchant, the entire issued share capital of which is owned as to 60% by Ms. Deng Shufen (the chairman and an executive director of the Company) and 40% by Ms. Liu Jianguan (an executive director of the Company). Ms. Deng Shufen and Ms. Liu Jianguan are deemed to be interested in all the Shares and underlying Shares in which Sino Merchant is interested by virtue of the SFO. As Mr. Dai Yumin is the spouse of Ms. Deng Shufen, he is deemed to be interested in the Shares and the underlying Shares which Ms. Deng Shufen is deemed to be interested in for the purposes of the SFO.
- (2) These 789,500,000 Shares are registered in the name of Dundee Greentech Limited (a company incorporated in the British Virgin Islands), the entire issued share capital of which is held by Mr. Liu Hailong.
- (3) The percentage of shareholding is calculated on the basis of 6,501,415,000 Shares in issue as at 31 December 2016.

Save as disclosed above, as at 31 December 2016, no person (other than the Directors whose interests are set out in the section headed "Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company" above) had registered an interest or a short position in the Shares or underlying shares of the Company that was required to be recorded in the register of the Company pursuant to section 336 of the SFO.

(2) 於本公司購股權之權益

此外，本公司於二零一五年六月十五日根據及因關連配售事項完成後向華商租車授出購股權，該等購股權賦予其權利於二零一五年六月十五日至二零一七年六月十四日24個月期間內按行使價每股購股權股份0.26港元(可予調整)認購最多800,000,000股購股權股份。於二零一五年七月二日，華商租車行使部分購股權，以認購400,000,000股新股份。於二零一六年十二月三十一日，華商租車仍為400,000,000股購股權股份之實益擁有人及於該等股份中擁有權益。

附註：

- (1) 上文「於本公司購股權之權益」一段所述之該等3,899,233,889股股份及相關股份乃以華商租車之名義登記，其全部已發行股本由鄧淑芬女士(本公司主席兼執行董事)擁有60%，劉江媛女士(本公司執行董事)擁有40%。就證券及期貨條例而言，鄧淑芬女士及劉江媛女士被視為於華商租車擁有權益之所有股份及相關股份中擁有權益。由於戴昱敏先生為鄧淑芬女士之配偶，故就證券及期貨條例而言，彼被視為或視作於鄧淑芬女士被視為或視作於其中擁有權益之股份及相關股份中擁有權益。
- (2) 該等789,500,000股股份乃以Dundee Greentech Limited(一家在英屬處女群島註冊成立的公司)之名義登記，其全部已發行股本由劉海龍先生持有。
- (3) 持股百分比乃按於二零一六年十二月三十一日6,501,415,000股已發行股份之基準計算得出。

除上文所披露者外，於二零一六年十二月三十一日，概無人士(其權益載於上文「董事於本公司股份、相關股份及債券的權益及淡倉」一節的董事除外)於本公司的股份或相關股份中擁有已登記的權益或淡倉而須根據證券及期貨條例第336條記錄於本公司的登記冊內。

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Share Option Scheme

The Company operates a share option scheme (the “**Scheme**”), which was approved by a written resolution of the shareholders of the Company and adopted by the Board on 27 November 2009, for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group. The terms of the Scheme comply with the requirements of the Listing Rules.

The Board may, at its absolute discretion, offer option (the “**Options**”) to subscribe for such number of shares in the Company (the “**Shares**”) in accordance with the terms set out in the Scheme to any proposed or existing director, manager or other employee of the Group; any shareholder of the Company; any supplier of goods or services to the Group; any customer, consultant, business or joint venture partner, franchisee, contractor, or agent of any member of the Group; any person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group; and any associate of any of the foregoing persons.

The total number of securities available for issue under the Scheme shall not exceed 60,000,000 Shares, being 10% of total issued Shares as at the date of listing.

An offer of the grant of an Option shall remain open for acceptance for a period of 28 days from the date of offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an Option. The maximum entitlement of each participant shall not in any 12-month period exceed 1% of the Company’s issued share capital from time to time.

Unless otherwise determined by the Directors and stated in the offer to a grantee, there is no minimum period under the Scheme for holding an Option before it can be exercised.

The exercise price is determined based on the higher of (i) the nominal value of the Shares; (ii) the closing price of the Shares on the date of offer; or (iii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five trading days immediately preceding the date of offer.

The Scheme has a life of 10 years and will expire on 26 November 2019.

購股權計劃

本公司實行一項購股權計劃(「**該計劃**」)，而該計劃已以本公司股東的書面決議案獲批准及於二零零九年十一月二十七日經由董事會採納，目的是為對本集團成就作出貢獻的合資格參與者提供鼓勵和獎賞。該計劃的條款符合上市規則的規定。

董事會可全權酌情向本集團任何建議或現任董事、經理或其他僱員；本公司任何股東；本集團任何貨品或服務供應商；本集團任何成員公司的任何客戶、顧問、業務或合營夥伴、專營公司、承包商或代理；向本集團任何成員公司提供設計、研究、開發或其他支援或任何顧問、諮詢、專業或其他服務的任何人士或實體；及任何前述人士的任何聯繫人士授出購股權(「**購股權**」)，以按照該計劃載列的條款認購有關數目的本公司股份(「**股份**」)。

根據該計劃可供發行的證券總數不得超過60,000,000股股份，即上市日期已發行股份總數的10%。

提呈授出的購股權可由提呈日期起計28日期間內供有關人士接納。名義代價1港元於接納授出購股權時支付。每名參與人士於任何十二個月期間的最高配額不得超過本公司不時已發行股本的1%。

除董事另行釐定及於致承授人的要約中有訂明者外，該計劃項下概無就購股權可予行使前持有購股權訂有最短期限。

行使價乃根據下列的較高者釐定：(i)股份的面值；(ii)股份於要約日期的收市價；或(iii)股份於緊接要約日期前五個交易日在聯交所每日報價表所列的股份平均收市價。

該計劃的年期為10年，並將於二零一九年十一月二十六日屆滿。

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For the year ended 31 December 2016, no Option was granted under the Scheme. In addition, there were no outstanding Options under the Scheme as at 31 December 2016.

Share Options Under a Supply Chain Management Agreement

On 11 August 2011, Perception Digital Technology (BVI) Ltd. (“**PDBVI**”), an indirect wholly-owned subsidiary of the Company, entered into a supply chain management agreement (the “**Supply Chain Agreement**”) with Teleepoch Limited (“**Teleepoch**”) pursuant to which PDBVI, together with its subsidiaries, will act as the exclusive supply chain partner of Teleepoch for a term of three years. In consideration of Teleepoch entering into the Supply Chain Agreement, the Company entered into an option agreement with Teleepoch, pursuant to which the Company granted an option to Teleepoch, entitling Teleepoch to subscribe for a maximum of 15,500,000 shares of the Company (the “**Upfront Option**”), representing approximately 2.5% of the then existing issued share capital of the Company, at the exercisable price of HK\$0.38 per share. The Upfront Option was vested on 11 November 2011 and is exercisable in whole or in part during the period from 11 November 2011 to 10 August 2016. In 2013, the Company completed an open offer whereby the exercise price and the number of shares that may be subscribed under the Upfront Option were adjusted to HK\$0.351 and 16,800,450, respectively. In 2014, the Company completed another open offer whereby the exercise price and the number of shares that may be subscribed under the Upfront Option were further adjusted to HK\$0.233 and 25,277,957, respectively.

In addition to the Up Front Option, the Company also conditionally granted to Teleepoch an option to subscribe for 0.285 shares of the Company (the “**Performance Option**”) at the exercise price of HK\$0.38 for every HK\$1.0 of net profit to the Company generated from sales orders placed by the clients of Teleepoch (“**Performance Benchmark**”), subject to a maximum of 46,750,000 shares of the Company, representing approximately 7.5% of the then existing issued share capital of the Company. On each anniversary date during the term of the Supply Chain Management Agreement,

截至二零一六年十二月三十一止年度，概無根據該計劃授出購股權。此外，於二零一六年十二月三十一日，概無該計劃之下的未行使購股權。

供應鏈管理協議項下的購股權

於二零一一年八月十一日，Perception Digital Technology (BVI) Ltd. (「**PDBVI**」)(本公司的間接全資附屬公司)與Teleepoch Limited (「**Teleepoch**」)訂立供應鏈管理協議(「**供應鏈協議**」)，據此，PDBVI連同其附屬公司將擔任Teleepoch的獨家供應鏈夥伴，為期三年。作為Teleepoch訂立供應鏈協議的代價，本公司與Teleepoch訂立購股權協議，據此，本公司向Teleepoch授出購股權，該等購股權賦予Teleepoch權利，可按行使價每股0.38港元認購最多15,500,000股本公司股份(「**前期購股權**」)，相當於本公司當時現有已發行股本約2.5%。前期購股權已於二零一一年十一月十一日歸屬及可於二零一一年十一月十一日至二零一六年八月十日期間內全部或部分行使。於二零一三年，本公司完成公開發售，據此，根據前期購股權可予認購的股份行使價及股份數目已分別調整至0.351港元及16,800,450股股份。於二零一四年，本公司完成另一項公開發售，據此，根據前期購股權可予認購的股份行使價及股份數目已分別進一步調整至0.233港元及25,277,957股股份。

除前期購股權外，本公司亦有條件地向Teleepoch授出購股權，可就本公司因Teleepoch的客戶下達銷售訂單而產生的每1.0港元純利(「**表現指標**」)，按行使價0.38港元認購0.285股本公司股份(「**表現購股權**」)，上限為46,750,000股本公司股份，相當於本公司當時現有已發行股本約7.5%。於供應鏈管

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a portion of the Performance Option shall be vested and become exercisable. The number of shares which Teleepoch will be entitled to subscribe for pursuant to such vested portion of the Performance Option shall be determined by reference to the Performance Benchmark for the previous year (the “**Vesting Condition**”). Subject to such Vesting Condition, the Performance Option may be exercised in whole or in part at any time during the period from 11 August 2012 to 10 August 2016. In 2013, the Company completed an open offer whereby the exercise price and the number of shares that may be subscribed under the Performance Option, subject to the Vesting Condition, were adjusted to HK\$0.351 and 50,672,325, respectively. In 2014, the Company completed another open offer whereby the exercise price and the number of shares that may be subscribed under the Performance Option, subject to the Vesting Condition, were further adjusted to HK\$0.233 and 76,241,580, respectively.

At 31 December 2016, all the outstanding share options under the scheme lapsed.

Other Share Options

Pursuant to the completion of the Connected Placing on 15 June 2015, the Company has granted to Sino Merchant the Options which carry rights to subscribe for up to 800,000,000 Option Shares at the initial exercise price of HK\$0.26 per Option Share upon exercise of such Options within the exercise period commencing on 15 June 2015 (the “**Initial Issue Date**”) and ending on the last day of the twenty-fourth (24th) months from the Initial Issue Date (both days inclusive). For more details, please refer to the announcements of the Company dated 27 March 2015 and 15 June 2015 and the circular of the Company dated 28 April 2015.

理協議的年期內每屆滿一年之日，一部分的表現購股權將告歸屬及可予行使。Teleepoch根據表現購股權的該個歸屬部分將有權認購的股份數目，將參照上一年的表現指標而釐定（「**歸屬條件**」）。在該個歸屬條件所規限下，表現購股權可於二零一二年八月十一日至二零一六年八月十日期間內隨時全部或部分行使。於二零一三年，在歸屬條件的規限下，本公司完成公開發售，據此，根據表現購股權可予認購的股份行使價及股份數目已分別調整至0.351港元及50,672,325股股份。於二零一四年，在歸屬條件的規限下，本公司完成另一項公開發售，據此，根據表現購股權可予認購的股份行使價及股份數目已分別進一步調整至0.233港元及76,241,580股股份。

於二零一六年十二月三十一日，該計劃項下所有尚未行使購股權已失效。

其他購股權

關連配售事項於二零一五年六月十五日完成，據此，本公司已向華商租車授出購股權，該等購股權附帶權利可於有關購股權自二零一五年六月十五日（「**初始發行日期**」）起至初始發行日期起計第二十四(24)個月最後一日止（包括首尾兩日）行使時，按每股購股權股份0.26港元之初步行使價認購最多800,000,000股購股權股份。詳情請參閱本公司日期為二零一五年三月二十七日及二零一五年六月十五日之公佈及本公司日期為二零一五年四月二十八日之通函。

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Details of the Options outstanding as at 31 December 2016 are as follows:

**Number of
Options
購股權數目
At
31 December
2015**

於二零一五年
十二月三十一日

**Exercise price
行使價**

**Date of grant
授出日期**

**Exercise period
行使期**

400,000,000

HK\$0.26
0.26港元

15 June 2015
二零一五年六月十五日

16 June 2015 to 15 June 2017
二零一五年六月十六日至二零一七年六月十五日

Warrants

The subscription price of the outstanding warrants was adjusted from HK\$0.12 per share to HK\$0.11 per share as a result of the Connected Placing. Details of which are set out in the announcement dated 15 June 2015.

As at 31 December 2016, the subscription price of the outstanding 132,755,454 (2015: 152,795,454) warrants was HK\$0.11 per share.

Arrangements to Purchase Shares or Debentures

Other than option holdings disclosed above, at no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

於二零一六年十二月三十一日，尚未行使購股權詳情如下：

認股權證

尚未行使認股權證之認購價已因關連配售事項而由每股0.12港元調整至每股0.11港元，詳情載於日期為二零一五年六月十五日之公佈。

於二零一六年十二月三十一日，132,755,454 (二零一五年：152,795,454)股尚未行使認股權證之認購價為每股0.11港元。

購買股份或債券的安排

除上文披露的購股權持有量外，年內概無向任何董事或彼等各自的配偶或未成年子女授出透過收購本公司股份或債券而獲取利益的權利，彼等亦無行使任何該等權利；本公司或任何其他其附屬公司亦非任何讓董事獲取任何其他法人團體該等權利之安排的訂約方。

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Directors' Interests in Transactions, Arrangements or Contracts

There has been no transaction, arrangement or contract of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which a Director of the Company or an entity connected with the Director is or was materially interested, either directly or indirectly, subsisting during or at the end of the year.

Permitted Indemnity

Pursuant to the Company's Articles of Association, subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices. Such permitted indemnity provision had been in force throughout the Year and up to the date of this report. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

Equity-linked Agreements

Other than the share option scheme of the Company 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.

董事於交易、安排或合約中的權益

本公司、其控股公司、或其任何附屬公司或同系附屬公司概無訂立本公司董事或與董事有關連的實體於其中擁有重大權益(無論直接或間接),並於年內或年末仍然生效的重大交易、安排或合約。

獲准許彌償

根據本公司組織章程細則,受限於適用法律及法規,每名董事須有權就其於執行職務或與此有關的情況而可能產生或持續出現的一切或任何行動、成本、費用、虧損、損害及支出自本公司資產及溢利中獲得彌償及擔保。有關獲准許彌償條文於本年度直至本報告日期生效。本公司已投購適當董事及高級職員責任保險以彌償本集團董事及高級職員的責任。

股票掛鈎協議

除以上披露的本公司購股權計劃外,概無股票掛鈎協議將或可能導致本公司發行股份或規定本公司須訂立任何將或可能導致本公司發行股份的協議由本公司於年內訂立或於年末仍然生效。

Related Party Transactions

Significant related party transactions entered into by the Group during the year ended 31 December 2016 is disclosed in Note 37 to the financial statements.

None of the “Related Party Transactions” as disclosed in note 37 to the financial statements for the Year constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

Events after the reporting period

Details of the significant events of the Group after the reporting period are set out in note 41 to the financial statements.

Environmental, Society and Corporate Responsibility

The environmental, social and governance Report is set out on pages 36 to 43 of this annual report.

Compliance with laws, rules and regulations

The Company encourages its employees to understand, comply with and keep themselves abreast of the laws, rules and regulations applicable to their positions and the operation of the businesses of the Group as any violation could jeopardize the integrity of the Group. The Company has employed suitable personnel and engaged professional advisers as and when appropriate to provide legal advice on the applicability, existence or interpretation of any laws, rules and regulations. The Board is not aware of any violation of the applicable laws, rules and regulations that had a significant impact on the business and/or operation of the Group during the year ended 31 December 2016.

關連方交易

本集團於截至二零一六年十二月三十一日止年度訂立的重大關連方交易於財務報表附註37披露。

本年度財務報表附註37所披露之「關連方交易」並未構成上市規則項下之須予披露非豁免關連交易或非豁免持續關連交易。

報告期後事項

本集團於報告期後重大事項之詳情載於財務報表附註41。

環境、社會及企業責任

環境、社會及管治報告載於本年報第36至43頁。

遵守法律、規則及法規

由於任何違規將損害本集團之誠信，本公司鼓勵其員工理解、遵守及了解與其職位及本集團業務營運相關之法律、規則及法規之最新情況。本集團已委任合適人選並委聘專業顧問適時提供任何法律、規則及法規之適用性、存在或詮釋。董事會並不知悉截至二零一六年十二月三十一日止年度之任何違反適用法律、規則及法規對本集團之業務及／或營運有重大影響。

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Relationships with key stakeholders

The Group's success lies also on the support from key stakeholders, including but not limited employees, customers, bankers, service providers and shareholders.

Employees

The Group treasures our employees as the most important and valuable assets of the Group. The objective of the Group's human resources management is to reward and recognise our employees by providing a competitive remuneration package, appropriate incentives, and opportunities within the Group for career advancement.

Customers

The Group is committed to provide excellent services to our customers with a view to maintaining steady business and asset growth as well as long term profitability.

Bankers

To order to ensure adequate market penetration and access, the Group has maintained excellent relationship with our bankers and has been soliciting funds from our bankers as and when necessary.

Service Providers

The Group's good relationships with its key service providers are important in provision of effective and efficient services to our customers and meeting business challenges. The key service providers comprise system and equipment vendors, external consultants which provide professional services, and other business partners which provide value-added services to the Group.

Shareholders

One of the corporate goals of the Group is to enhance corporate value to our shareholders. Description of the shareholders' rights and our investor relations can be found in the section of **"Corporate Governance Report"** on pages 21 to 35 of this annual report.

與主要利益相關者之關係

本集團之成功亦有賴於主要利益相關者之支持，包括但不僅限於僱員、客戶、往來銀行、服務供應商及股東。

僱員

本集團珍視我們的僱員，視彼等為本集團最重要的寶貴資產。本集團人力資源管理之目標為透過提供具競爭力之薪酬待遇、適當之獎勵及本集團內職位晉升之機會以給予我們的僱員獎賞及認可。

客戶

本集團致力於向我們的客戶提供卓越服務，以期維持穩定的業務及資產增長以及長期的盈利能力。

往來銀行

為確保充分滲透及進入市場，本集團與我們的往來銀行維持良好的關係，並於必要時自我們的往來銀行籌集資金。

服務供應商

為向客戶提供有效及高效的服務以及應對業務挑戰，本集團與其主要服務供應商維持良好關係至關重要。主要服務供應商包括系統及設備供應商、提供專業服務的外聘顧問及向本集團提供增值服務的其他業務夥伴。

股東

本集團其中一項公司目標乃為我們的股東提升公司價值。有關股東權利及投資者關係之描述載於本年報第21至35頁之「**企業管治報告**」一節。

Report of the Directors

董事會報告

Auditors

The financial statements for the year ended 31 December 2016 have been audited by Ernst & Young, the auditors of the Company. A resolution for the re-appointment of Ernst & Young as auditors of the Company will be proposed at the forthcoming annual general meeting. There has been no change in the auditors of the Company in any of the preceding years since the Listing.

On behalf of the Board

Ms. Deng Shufen

Chairman and Executive Director

Hong Kong, 28 March 2017

核數師

截至二零一六年十二月三十一日止年度的財務報表已由本公司核數師安永會計師事務所審核。在應屆股東週年大會上，將提呈續聘安永會計師事務所的決議案。自上市以來的任何先前年度，本公司並無更換核數師。

代表董事會

主席及執行董事

鄧淑芬女士

香港，二零一七年三月二十八日

Independent Auditor's Report

獨立核數師報告



To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of HongDa Financial Holding Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 72 to 218, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

意見

吾等已審核弘達金融控股有限公司(「貴公司」)及其附屬公司(「貴集團」)載於第72至218頁的綜合財務報表，當中包括於二零一六年十二月三十一日的綜合財務狀況表，以及截至該日止年度的綜合損益表、綜合全面收入表、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。

吾等認為，該等綜合財務報表已真實而公允地反映 貴集團於二零一六年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港會計師公會(「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」)及香港公司條例的披露規定妥為編製。

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

Basis for opinion

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

意見的基礎

吾等已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核。吾等在該等準則下承擔之責任已在本報告核數師就審核綜合財務報表須承擔的責任一節中作進一步闡述。根據香港會計師公會頒佈之專業會計師道德守則(「守則」)，吾等獨立於貴集團，並已履行守則中之其他道德責任。吾等相信，吾等所獲得的審核證據充足且適當地為吾等的審核意見提供基礎。

Key audit matters

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

關鍵審核事項

關鍵審核事項是根據吾等之專業判斷，認為對本期綜合財務報表之審核最為重要之事項。該等事項是在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單獨之意見。就下列各事項，吾等提供於該情況下吾等之審核如何處理該事項之描述。

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

吾等已履行本報告核數師就審核綜合財務報表須承擔的責任一節所述之責任，包括有關該等事項之責任。因此，吾等之審核包括執行為應對綜合財務報表重大錯誤陳述風險之評估而設之程序。審核程序之結果包括處理以下事項之程序，為吾等就隨附之綜合財務報表之審核意見提供基礎。

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

Key audit matters (continued)

關鍵審核事項(續)

Key audit matters

How our audit addressed the key audit matters

關鍵審核事項

吾等的審核如何處理該關鍵審核事項

Impairment of trade receivables

應收賬款減值

As at 31 December 2016, the Group had outstanding trade receivables amounting to HK\$1,099,418,264. Significant management judgement is required in determining the recoverability of the trade receivables, with reference to factors such as the background and repayment capacity of the debtors and the likelihood of default. Major debtors of the Group as at 31 December 2016 mainly represented trade receivables due from independent third parties in connection with materials trading.

Disclosures in relation to the trade receivables are set out in notes 3 and 20 to the consolidated financial statements.

We evaluated and tested the Group's processes and controls over the approval and recording of the trade receivables and the assessment of impairment.

We also tested the aged analysis of the receivables and evaluated the assumptions used in management's impairment assessment. This included examining the background information, repayment capacity and the repayment history of the debtors.

We then assessed the related disclosures of the trade receivables in the financial statements.

於二零一六年十二月三十一日，貴集團尚未收回的應收賬款為1,099,418,264港元。釐定應收賬款之可收回性須重大管理層判斷，並經參考如債務人的背景及還款能力以及違約可能性等因素。貴集團於二零一六年十二月三十一日的主要債務人主要指應收獨立第三方有關材料買賣的應收賬款。

有關應收賬款的披露資料載於綜合財務報表附註3及20。

吾等評估及測試貴集團批准及記錄應收賬款及減值評估的程序及措施。

吾等亦測試應收賬款的賬齡分析，並評估管理層於減值評估所採取的假設。其包括審查債務人的背景資料、還款能力及償還歷史。

其後，吾等評估財務報表中應收賬款的有關披露資料。

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

Key audit matters (continued)

關鍵審核事項(續)

Key audit matters (continued)

How our audit addressed the key audit matters (continued)

關鍵審核事項(續)

吾等的審核如何處理該 關鍵審核事項(續)

Impairment of goodwill, intangible assets and property, plant and equipment of the car rental segment

汽車租賃分部的商譽、無形資產及物業、廠房 及設備的減值

As at 31 December 2016, the Group had goodwill before impairment of HK\$24,263,284, intangible assets comprising of a vehicle rental business license before impairment of HK\$46,619,207 and vehicle license plates before impairment of HK\$14,603,607, and property, plant and equipment before impairment of HK\$28,289,529.

We evaluated the objectivity, independence and competency of the valuer. We involved our internal valuation specialists to assist us in evaluating and testing the assumptions and methodologies used by management in their impairment assessment.

For management's assumptions on the budgeted revenue growth and profit margins of the car rental cash-generating unit, our procedures included making reference to the historical results and the results of other comparable companies. For the discount rate applied to the cash flow projections, we assessed the inputs used to determine the rate, which included referencing to market data and to comparable companies. We also evaluated the sensitivity of management estimates and assumptions used in the cash flow projections.

The Group determines whether the goodwill, the intangible assets with indefinite useful lives and the property, plant and equipment are impaired at least on an annual basis, assisted by an external valuation expert. This requires an estimation of the value in use using cash flow projections of the cash-generating unit to which the goodwill, the intangible assets and the property, plant and equipment are allocated.

於二零一六年十二月三十一日，貴集團的減值前商譽為24,263,284港元、無形資產(包括減值前汽車租用業務牌照為46,619,207港元及減值前車牌為14,603,607港元)，而減值前物業、廠房及設備為28,289,529港元。

貴集團在外聘估值專家協助下，最少每年釐定商譽、無特定可使用年期之無形資產，以及物業、廠房及設備是否減值。其須採用現金流量預測估計商譽、無形資產及物業、廠房及設備所分配至的現金產生單位之使用價值。

吾等對估值師的客觀性、獨立性及競爭力進行評估。吾等委聘內部估值專家協助吾等評估及測試管理層於減值評估中採用的假設及方法。

就管理層對汽車租賃現金產生單位的預算收益增長及利潤率的假設而言，吾等的程序包括經參考過往業績及其他可資比較公司的業績。就現金流量預測採用的貼現率而言，吾等評估釐定貼現率所採用的輸入數據，輸入數據包括參考市場數據及可資比較公司的數據。吾等亦評估管理層估計及現金流量預測所採用假設的敏感度。

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

Key audit matters (continued)

關鍵審核事項(續)

Key audit matters
(continued)

**How our audit addressed
the key audit matters**
(continued)

關鍵審核事項(續)

吾等的審核如何處理該
關鍵審核事項(續)

**Impairment of goodwill, intangible assets and property,
plant and equipment of the car rental segment (continued)**

汽車租賃分部的商譽、無形資產及物業、廠房
及設備的減值(續)

The impairment assessment process is complex, contains items based on judgement and is based on assumptions that are affected by expected future market conditions.

We then assessed the related disclosures of the goodwill, intangible assets and property, plant and equipment in the financial statements.

減值評估過程繁複，包含以判斷為基準的項目，並以受預期未來市況所影響的假設為基準。

其後，吾等評估財務報表中商譽、無形資產及物業、廠房及設備的有關披露資料。

Based on management's assessment, a full provision for impairment of HK\$24,263,284 and provisions for impairment of HK\$10,589,831, HK\$3,317,297 and HK\$6,426,135 were made in the current year against goodwill, vehicle rental business license, vehicle license plates and property, plant and equipment, respectively.

根據管理層的評估，本年度就商譽作出全額減值撥備24,263,284港元以及對汽車租用業務牌照、車牌以及物業、廠房及設備分別作出減值撥備10,589,831港元、3,317,297港元及6,426,135港元。

有關物業、廠房及設備、商譽及無形資產的披露資料載於綜合財務報表附註3、13、14及15。

The related disclosures of property, plant and equipment, goodwill and intangible assets are set out in notes 3, 13, 14 and 15 to the consolidated financial statements.

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

Key audit matters (continued)

關鍵審核事項(續)

Key audit matters
(continued)

**How our audit addressed
the key audit matters**
(continued)

關鍵審核事項(續) 吾等的審核如何處理該
關鍵審核事項(續)

Fair value and impairment of an available-for-sale investment

可供出售投資的公平值及減值

Included in the Group's available-for-sale investments as at 31 December 2016 is a 10% equity interest in a private company, Prime Elite Ventures Limited ("Prime Elite"). The investment is carried at fair value. If the investment is impaired, the impairment is reflected in the consolidated statement of profit or loss.

Determining fair value and the assessment of impairment is complex. This includes the preparation of a cash flow projection which contains items based on judgement and is based on assumptions that are affected by expected future market conditions.

We evaluated the objectivity, independence and competency of the valuer. We involved our internal valuation specialists to assist us in evaluating the valuation methodology and assumptions adopted by management for the discounted cash flow projection. As part of these procedures, we evaluated the key inputs used in the valuation such as the terminal growth rate and discount rate by making reference to external comparable data. We also evaluated management's impairment assessment, which also took into account other qualitative factors in the assessment process.

貴集團於二零一六年十二月三十一日的可供出售投資包括於私人公司傑盛創投有限公司(「傑盛」)的10%股權。該投資以公平值列賬。倘該投資已減值，有關減值乃反映於綜合損益表。

釐定公平值及減值評估的過程繁複，包括編製現金流量預測，其包含以判斷為基準的項目，並以受預期未來市況所影響的假設為基準。

吾等對估值師的客觀性、獨立性及競爭力進行評估。吾等委聘內部估值專家協助吾等評估管理層於貼現現金流量預測中採用的估值方法及假設。作為該等程序之一部份，吾等評估估值中採用的主要輸入數據，例如終端增長率及貼現率，並參考外部可資比較數據。吾等亦評估管理層的減值評估，其中亦計及評估過程中的其他質量因素。

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

Key audit matters (continued)

關鍵審核事項(續)

Key audit matters (continued)

How our audit addressed the key audit matters (continued)

關鍵審核事項(續)

吾等的審核如何處理該
關鍵審核事項(續)

Fair value and impairment of an available-for-sale investment (continued)

可供出售投資的公平值及減值(續)

To support management's determination of the fair value, management engaged an independent professional qualified valuer to perform a valuation of the available-for-sale investment at the end of the reporting period.

We then assessed the related disclosures, including the disclosure of the sensitivity analysis and the fair value measurement hierarchy in note 39.

為輔助管理層釐定公平值，管理層委聘獨立專業合資格估值師對報告期末的可供出售投資進行估值。

其後，吾等評估有關披露資料，包括於附註39中敏感度分析及公平值計量層級的披露。

Based on management's determination of the fair value and their impairment assessment, a full provision for impairment of HK\$38,918,740 was made against this investment during the year.

根據管理層釐定公平值及減值評估結果，本年度就該投資作出全額減值撥備38,918,740港元。

有關披露資料載於綜合財務報表附註3、17及39。

The related disclosures are set out in notes 3, 17 and 39 to the consolidated financial statements.

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

Other information included in the Annual Report

年報所載的其他資料

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

貴公司董事須對其他資料負責。其他資料包括年報所載資料(綜合財務報表及核數師就此發出之核數師報告除外)。

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

吾等對綜合財務報表之意見並不涵蓋其他資料，吾等亦不會就其發表任何形式之鑑證結論。

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

就審核綜合財務報表而言，吾等的責任是閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中所瞭解之情況有重大不符，或者似乎有重大錯誤陳述。基於吾等已執行之工作，倘吾等認為其他資料有重大錯誤陳述，則須報告有關事實。就此而言，吾等沒有任何報告事項。

Responsibilities of the directors for the consolidated financial statements

董事對綜合財務報表須承擔的責任

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

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實與公平之綜合財務報表，並落實董事認為必須之內部控制，以使編製綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

Responsibilities of the directors for the consolidated financial statements

(continued)

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

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

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

董事對綜合財務報表須承擔的責任(續)

編製綜合財務報表時，貴公司董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會協助貴公司董事履行監督貴集團財務報告過程之責任。

核數師就審核綜合財務報表須承擔的責任

吾等之目標是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致之任何重大錯誤陳述取得合理保證，並出具載有吾等意見之核數師報告。吾等僅向閣下(作為整體)報告，除此之外本報告別無其他目的。吾等不會就本報告之內容向任何其他人士負責或承擔責任。

合理保證是高水平之保證，但不能保證按香港審計準則進行之審核總能於存在時發現重大錯誤陳述。錯誤陳述可由欺詐或錯誤引起，如果按合理預期而錯誤陳述個別或匯總起來可能影響綜合財務報表使用者所作出之經濟決定，則有關之錯誤陳述可被視作重大。

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

核數師就審核綜合財務報表須承擔的責任(續)

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

在根據香港審計準則進行審核之過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以應對該等風險，以及取得充足及適當之審核證據作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險較因錯誤而導致之重大錯誤陳述之風險為高。
- 瞭解與審核相關之內部控制，以設計適當之審核程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評估董事所採用會計政策之合適性及作出會計估計及相關披露資料之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所得之審核憑證，決定是否存在與事件或情況有關之重大不確定性，而可能對貴集團持續經營之能力構成重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者關注綜合財務報表中之相關披露資料，假若有關披露資料不足，則本核數師須出具非無保留意見之核數師報告。吾等之結論是基於截至核數師報告日止所取得之審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。

Independent Auditor's Report (continued)

獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

核數師就審核綜合財務報表須承擔的責任(續)

- 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.

- 評估綜合財務報表之整體呈列方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易及事項。

- 就 貴集團實體或業務活動之財務資料獲取充分適當之審核憑證，以對綜合財務報表發表意見。吾等負責指導、監督及執行集團審核。吾等對審核意見承擔全部責任。

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

吾等與審核委員會就(其中包括)計劃審計範圍及時間、重大審核發現等事項進行溝通，包括吾等於審核期間識別出內部控制之任何重大缺陷。

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

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性之相關道德要求，並與彼等溝通所有合理地被認為會影響吾等獨立性之關係及其他事項，以及(倘適用)相關之防範措施。

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

就與審核委員會溝通之事項而言，吾等釐定哪些事項對本期綜合財務報表之審核最為重要，因而構成關鍵審核事項。吾等於核數師報告中描述該等事項，除非法例或法規不允許對某件事項作出公開披露，或在極端罕見之情況下，若有合理預期於本報告中溝通某事項而造成之負面後果將會超過其產生之公眾利益，吾等將不會在此等情況下在報告中溝通該事項。

Independent Auditor's Report (continued) 獨立核數師報告(續)

To the shareholders of HongDa Financial Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致弘達金融控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

**Auditor's responsibilities for the
audit of the consolidated financial
statements** (continued)

核數師就審核綜合財務報表須承
擔的責任(續)

The engagement partner on the audit resulting in this independent auditor's report is Leung, Chi Kit.

本獨立核數師報告之審核項目合夥人為梁志傑。

Ernst & Young
Certified Public Accountants
Hong Kong

安永會計師事務所
執業會計師
香港

28 March 2017

二零一七年三月二十八日

Consolidated Statement of Profit or Loss

綜合損益表

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\$ 港元	2015 二零一五年 HK\$ 港元 (Restated) (經重列)
CONTINUING OPERATIONS	持續經營業務			
REVENUE	收益	5	3,246,906,008	271,220,536
Cost of sales	銷售成本		(3,114,871,260)	(247,819,646)
Gross profit	毛利		132,034,748	23,400,890
Other income and gains, net	其他收入及收益淨額	5	6,220,993	26,639,581
Selling and distribution expenses	銷售及分銷開支		(2,488,228)	(3,214,820)
General and administrative expenses	一般及行政費用		(34,824,382)	(33,578,226)
Other expenses, net	其他開支淨額		(83,531,148)	(160,606)
Finance costs	融資成本	6	(33,677,555)	(1,886,327)
Share of loss of a joint venture	應佔一家合營公司虧損		(3,123,146)	(7,854,777)
PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS	持續經營業務之除稅前溢利/(虧損)	7	(19,388,718)	3,345,715
Income tax expense	所得稅開支	10	(12,015,954)	(2,862,100)
PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS	持續經營業務之年內溢利/(虧損)		(31,404,672)	483,615
Discontinued Operation	已終止經營業務			
Loss for the year from a discontinued operation	已終止經營業務之年內虧損	11	(828,460)	(11,044,111)
Gain on disposal of a discontinued operation	出售已終止經營業務之收益		15,603,267	2,982,161
			14,774,807	(8,061,950)
LOSS FOR THE YEAR	年內虧損		(16,629,865)	(7,578,335)
Attributable to:	以下各方應佔：			
Owners of the parent	母公司擁有人		(16,629,865)	(7,578,335)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股股權持有人應佔每股盈利/(虧損)	12		
Basic and diluted	基本及攤薄			
— For loss for the year	— 年內虧損		HK(0.26) cent 港仙	HK(0.14) cent 港仙
— For profit/(loss) from continuing operations	— 持續經營業務之溢利/(虧損)		HK(0.48) cent 港仙	HK0.01 cent 港仙

Consolidated Statement of Comprehensive Income

綜合全面收入表

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\$ 港元	2015 二零一五年 HK\$ 港元
LOSS FOR THE YEAR	年內虧損	(16,629,865)	(7,578,335)
OTHER COMPREHENSIVE INCOME/ (LOSS)	其他全面收入／(虧損)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	於往後期間將重新分類至損益之其他全面收入／(虧損)：		
Available-for-sale investment:	可供出售投資：		
Change in fair value	公平值變動	(39,987,400)	1,187,400
Reclassification adjustment for loss included in the consolidated statement of profit or loss	就計入綜合損益表之虧損重新分類調整	38,918,740	—
Income tax effect	所得稅影響	—	(118,740)
		(1,068,660)	1,068,660
Exchange differences:	匯兌差額：		
Exchange differences on translation of foreign operations	換算境外業務的匯兌差額	(9,232,125)	(282,671)
Reclassification adjustments for a foreign operation disposed of during the year	本年度出售一項境外業務的重新分類調整	—	(2,797,029)
		(9,232,125)	(3,079,700)
Net other comprehensive loss to be reclassified to profit or loss in subsequent periods	於往後期間將重新分類至損益之其他全面虧損淨額	(10,300,785)	(2,011,040)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	年內其他全面虧損，除稅後	(10,300,785)	(2,011,040)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	年內全面虧損總額	(26,930,650)	(9,589,375)
Attributable to:	以下各方應佔：		
Owners of the parent	母公司擁有人	(26,930,650)	(9,589,375)

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2016
二零一六年十二月三十一日

		Notes 附註	2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	23,866,795	37,870,159
Goodwill	商譽	14	—	26,210,338
Intangible assets	無形資產	15	47,315,686	68,670,000
Interest in a joint venture	於一家合營公司的權益	16	7,880,984	10,163,742
Long term deposits	長期按金	22	6,804,775	3,095,346
Available-for-sale investments	可供出售投資	17	112,000,000	39,987,400
Total non-current assets	非流動資產總值		197,868,240	185,996,985
CURRENT ASSETS	流動資產			
Inventories	存貨	19	5,193,443	1,293,115
Trade receivables	應收賬款	20	1,099,418,264	250,161,834
Loan receivables	應收貸款	21	—	111,835,710
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	13,046,900	460,929,350
Tax recoverable	可退回稅項		141,476	206,638
Pledged bank deposit	已抵押銀行存款	24	—	18,794,078
Cash and cash equivalents	現金及現金等價物	24	39,482,564	5,050,455
Total current assets	流動資產總值		1,157,282,647	848,271,180
CURRENT LIABILITIES	流動負債			
Trade payables	應付賬款	25	386,022	34,305,597
Other payables and accruals	其他應付款項及應計款項	26	18,895,162	15,583,694
Interest-bearing bank and other borrowings	計息銀行及其他借貸	27	180,528,860	26,109,159
Tax payable	應付稅項		17,728,062	4,403,273
Total current liabilities	流動負債總額		217,538,106	80,401,723
NET CURRENT ASSETS	流動資產淨值		939,744,541	767,869,457
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,137,612,781	953,866,442

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2016
二零一六年十二月三十一日

			2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing other borrowings	計息其他借貸	27	6,300,524	5,404,574
Derivative financial instruments	衍生金融工具	28	63,586,000	—
Convertible bonds	可換股債券	28	147,653,618	—
Deferred tax liabilities	遞延稅項負債	29	13,931,809	17,594,788
Total non-current liabilities	非流動負債總額		231,471,951	22,999,362
Net assets	資產淨值		906,140,830	930,867,080
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	30	65,014,150	64,813,750
Reserves	儲備	32	841,126,680	866,053,330
Total equity	權益總額		906,140,830	930,867,080

Deng Shufen

鄧淑芬

Chairman and Executive Director

主席及執行董事

Liu Jiangyuan

劉江媛

Executive Director

執行董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2016

截至二零一六年十二月三十一日止年度

		Issued capital	Share premium account	Capital reserve	Warrant reserve	Share option reserve	Available-for-sale investment revaluation reserve	Exchange fluctuation reserve	Accumulated losses	Total equity
		已發行股本	股份溢價賬	資本儲備	認股權證儲備	購股權儲備	可供出售投資重估儲備	匯兌波動儲備	累計虧損	總權益
Notes		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
附註		港元	港元	港元	港元	港元	港元	港元	港元	港元
				(note 32) (附註32)	(note 30) (附註30)	(note 31) (附註31)				
At 1 January 2015	於二零一五年一月一日	40,813,750	372,189,470	43,823,276	7,048,243	1,805,100	—	2,865,445	(166,604,145)	301,941,139
Loss for the year	年內虧損	—	—	—	—	—	—	—	(7,578,335)	(7,578,335)
Other comprehensive income for the year:	年內其他全面收入：									
– Changes in fair value of available-for-sale investment, net of tax	– 可供出售投資公平值變動，除稅後	—	—	—	—	—	1,068,660	—	—	1,068,660
– Release of exchange fluctuation reserve upon disposal of subsidiaries	– 出售附屬公司時撥回匯兌波動儲備	33(b)	—	—	—	—	—	(2,797,029)	—	(2,797,029)
– Exchange differences on translation of foreign operations	– 境外業務的匯兌差額	—	—	—	—	—	—	(282,671)	—	(282,671)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	—	—	—	—	—	1,068,660	(3,079,700)	(7,578,335)	(9,589,375)
Issue of shares	發行股份	30	24,000,000	508,000,000	—	112,000,000	—	—	—	644,000,000
Share issue expenses	股份發行費用	30	—	(5,484,684)	—	—	—	—	—	(5,484,684)
Release of capital reserve upon disposal of subsidiaries	出售附屬公司時撥回資本儲備	—	—	(3,646,306)	—	—	—	—	3,646,306	—
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	64,813,750	874,704,786*	40,176,970*	7,048,243*	113,805,100*	1,068,660*	(214,255)*	(170,536,174)*	930,867,080

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Issued capital	Share premium account	Capital reserve	Warrant reserve	Share option reserve	Available-for-sale investment revaluation reserve	Exchange fluctuation reserve	Accumulated losses	Total equity
		已發行股本	股份溢價賬	資本儲備	認股權證儲備	購股權儲備	可供出售投資重估儲備	匯兌波動儲備	累計虧損	總權益
Notes	附註	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元
				(note 32) (附註32)	(note 30) (附註30)	(note 31) (附註31)				
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	64,813,750	874,704,786*	40,176,970*	7,048,243*	113,805,100*	1,068,660*	(214,255)*	(170,536,174)*	930,867,080
Loss for the year	年內虧損	-	-	-	-	-	-	-	(16,629,865)	(16,629,865)
Other comprehensive loss for the year:	年內其他全面虧損：									
Change in fair value of available-for-sale investment, net of tax	可供出售投資公平值變動，除稅後	-	-	-	-	-	(39,987,400)	-	-	(39,987,400)
Reclassification adjustment for loss included in consolidated statement of profit or loss	計入綜合損益表虧損之重新分類調整	-	-	-	-	-	38,918,740	-	-	38,918,740
Exchange differences on translation of foreign operations	境外業務之匯兌差額	-	-	-	-	-	-	(9,232,125)	-	(9,232,125)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	-	(1,068,660)	(9,232,125)	(16,629,865)	(26,930,650)
Issue of shares upon exercise of warrants	行使認股權證後發行股份	200,400	2,928,417	-	(924,417)	-	-	-	-	2,204,400
Release of capital reserve upon disposal of subsidiaries	出售附屬公司後撥回資本儲備	-	-	(40,176,970)	-	-	-	-	40,176,970	-
Transfer of share option reserve upon the expiry of share options	購股權屆滿後轉撥購股權儲備	-	-	-	-	(1,805,100)	-	-	1,805,100	-
At 31 December 2016	於二零一六年十二月三十一日	65,014,150	877,633,203*	-*	6,123,826*	112,000,000*	-*	(9,446,380)*	(145,183,969)*	906,140,830

* These reserve accounts comprise the consolidated reserves of HK\$841,126,680 (2015: HK\$866,053,330) in the consolidated statement of financial position.

* 該等儲備賬包括於綜合財務狀況表內的綜合儲備841,126,680港元(二零一五年: 866,053,330港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

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\$ 港元	2015 二零一五年 HK\$ 港元
CASH FLOWS FROM OPERATING ACTIVITIES			
經營活動的現金流量			
Profit/(loss) before tax:			
From continuing operations		(19,388,718)	3,345,715
From a discontinued operation	11	14,774,807	(8,061,681)
Adjustments for:			
Finance costs		33,681,216	1,900,535
Share of loss of a joint venture		3,123,146	7,854,777
Interest income		(8,521,119)	(7,579,927)
Depreciation		11,546,150	12,137,073
Amortisation of deferred development costs		—	1,098,296
Gain on disposal of subsidiaries	11	(15,603,267)	(2,982,161)
Write-off of items of property, plant and equipment		—	228,764
Loss/(gain) on disposal of items of property, plant and equipment, net		(1,551,945)	285,093
Impairment of other receivables		—	298,159
Impairment of goodwill	7	24,263,284	—
Impairment of property, plant and equipment	7	6,426,135	—
Impairment of intangible assets	7	13,907,128	—
Impairment of an available-for-sale investment	7	38,918,740	—
Fair value gain on derivative financial instruments in relation to convertible bonds	7	(1,847,000)	—
Gain on disposal of an equity investment at fair value through profit or loss	7	(63,931)	—
Write-down of inventories to net realisable value, net		—	9,322
Write-off of a deposit		—	10,500
Write-off of inventories/materials	7	15,861	106,625
		99,680,487	8,651,090
Decrease/(increase) in inventories		(4,766,452)	966,351
Increase in trade receivables		(857,679,441)	(39,578,835)
Decrease/(increase) in prepayments, deposits and other receivables		434,858,828	(380,775,574)
Decrease/(increase) in loan receivables		109,470,000	(109,470,000)
Increase/(decrease) in trade payables		(1,381,095)	338,578
Increase in other payables and accruals		3,154,918	3,858,118
Cash used in operations		(216,662,755)	(516,010,272)
Interest received		10,796,145	5,172,893
Overseas taxes paid		(7,509)	(851,794)
Hong Kong profits tax paid		(2,297,635)	—
Net cash flows used in operating activities		(208,171,754)	(511,689,173)

Consolidated Statement of Cash Flows

綜合現金流量表

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\$ 港元	2015 二零一五年 HK\$ 港元
CASH FLOWS FROM INVESTING ACTIVITIES				
投資活動的現金流量				
Disposal of subsidiaries	出售附屬公司	33(b)	(300,354)	(7,303,206)
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目		(5,978,557)	(10,462,904)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目的所得款項		2,153,618	2,551,029
Acquisition of a subsidiary	收購一家附屬公司		—	(61,049,505)
Increase in an amount due from a joint venture	應收一家合營公司款項增加		(840,388)	(4,330,218)
Purchase of an equity investment at fair value through profit or loss	購買按公平值計入損益之權益投資		(7,647,480)	—
Purchase of an available-for-sale investment	購買可供出售投資		(112,000,000)	(39,544,600)
Proceeds from disposal of available-for-sale investments	出售可供出售投資的所得款項		—	1,116,900
Proceeds from disposal of an equity investment at fair value through profit or loss	出售按公平值計入損益之權益投資之所得款項		7,711,411	—
Decrease/(increase) in pledged bank deposit	抵押銀行存款減少/(增加)		18,794,078	(18,794,078)
Interest received	已收利息		90,684	41,324
Net cash flows used in investing activities	投資活動所用現金流量淨額		(98,016,988)	(137,775,258)
CASH FLOWS FROM FINANCING ACTIVITIES				
融資活動的現金流量				
Proceeds from issue of shares	發行股份所得款項	30	—	644,000,000
Proceeds from issue of shares upon exercise of warrants	行使認股權證後發行股份之所得款項	30	2,204,400	—
Share issue expenses	股份發行費用	30	—	(5,484,684)
Proceeds from issue of convertible bonds	發行可換股債券之所得款項		199,686,946	—
New other borrowings*	新增其他借貸*		150,580,800	18,612,360
Repayment of other borrowings*	償還其他借貸*		(8,927,977)	(27,930,686)
New bank loans	新增銀行貸款		23,328,000	19,065,000
Repayment of bank loans	償還銀行貸款		(18,079,200)	—
Interests and bank charges paid	已付利息及銀行收費		(8,285,654)	(1,900,535)
Net cash flows from financing activities	融資活動所得現金流量淨額		340,507,315	646,361,455

Consolidated Statement of Cash Flows

綜合現金流量表

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\$ 港元	2015 二零一五年 HK\$ 港元
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加／(減少)淨額	34,318,573	(3,102,976)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	5,050,455	8,090,982
Effect of foreign exchange rate changes, net	匯率變動影響淨額	113,536	62,449
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終現金及現金等價物	39,482,564	5,050,455
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	24 35,037,364	5,050,455
Non-pledged time deposits with original maturities of less than three months when acquired	購入時原到期日少於三個月的無抵押定期存款	24 4,445,200	—
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終現金及現金等價物	39,482,564	5,050,455

* Including cash payments for the reduction of the outstanding liabilities relating to arrangements which are in substance finance leases.

* 包括作為扣減與實質為融資租賃的安排相關的未清還負債之現金付款。

Notes to Financial Statements

財務報表附註

31 December 2016
二零一六年十二月三十一日

1. CORPORATE AND GROUP INFORMATION

HongDa Financial Holding Limited (the “Company”) (formerly known as E-Rental Car Company Limited) is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company’s principal place of business in Hong Kong is located at Suites 3101-3105, 31/F, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were primarily involved in the provision of car rental services; materials trading and financing services.

Information about subsidiaries

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

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued ordinary share/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Ace Leader (HK) Limited 領皇(香港)有限公司	Hong Kong 香港	HK\$1 1港元	—	100	Provision of financing services 提供金融服務
HongDa Financial Hong Kong Company Limited (formerly known as China E-Rental Hong Kong Company Limited) 弘達金融香港有限公司 (前稱 China E-Rental Hong Kong Company Limited)	Hong Kong 香港	HK\$10,000,000 (2015: HK\$1) 10,000,000 港元 (二零一五年： 1 港元)	100	—	Materials trading and provision of intercompany management services 材料貿易及 為集團提供管理服務

1. 公司及集團資料

弘達金融控股有限公司(「本公司」)(「前稱宜租互聯網租車有限公司」)是一間於開曼群島註冊成立的有限公司。本公司註冊辦事處的地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司在香港的主要營業地點位於香港灣仔告士打道108號大新金融中心31樓3101-3105室。

年內，本公司及其附屬公司(統稱「本集團」)主要從事提供汽車租賃服務；材料貿易及金融服務。

有關附屬公司的資料

本公司主要附屬公司詳情如下：

Notes to Financial Statements

財務報表附註

31 December 2016
二零一六年十二月三十一日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued ordinary share/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
HongDa International Finance Limited (formerly known as E-Rental International Trading Limited) 弘達國際金融有限公司 (前稱E-Rental International Trading Limited)	Hong Kong 香港	HK\$1 1港元	—	100	Materials trading 材料貿易
北京途安汽車租賃有限責任公司(Beijing Tu An Car Rental Services Limited)*	People's Republic of China ("PRC")/ Mainland China 中華人民共和國 (「中國」)/中國內地	RMB5,000,000 人民幣5,000,000元	—	100	Provision of car rental services 提供汽車租用業務

* This entity is registered as a wholly-foreign-owned enterprise under PRC law and its statutory financial statements are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network. The English name of this entity referred to in this note represented management's best efforts in translating the Chinese name of this entity as no English name has been registered or available.

* 此實體為根據中國法律註冊的外商獨資企業，其法定財務報表並非由香港安永會計師事務所或安永會計師事務所全球網絡的其他成員機構審核。該實體於本附註的英文名稱指管理層盡最大努力翻譯該實體之中文名稱，因其並無註冊或可用之英文名稱。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

董事認為，上表所列本公司的附屬公司乃主要影響本集團本年度業績或組成本集團淨資產的重要部分。董事認為載列其他附屬公司的詳情會令篇幅過長。

1. 公司及集團資料(續)

有關附屬公司的資料(續)

Notes to Financial Statements

財務報表附註

31 December 2016
二零一六年十二月三十一日

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for available-for-sale investments and derivative financial instruments which have been measured at fair value. These financial statements are presented in Hong Kong dollars.

Basis of consolidation

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

2. 編製基準

此等財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定而編製。除可供出售投資及衍生金融工具按公平值計量外，本財務報表乃根據歷史成本法編製。此等財務報表以港元呈列。

綜合基準

綜合財務報表包括本公司及其附屬公司截至二零一六年十二月三十一日止年度之財務報表。附屬公司指受本公司直接或間接控制之實體（包括結構性實體）。倘本集團透過參與被投資方業務而享有或有權取得被投資方之可變回報，且有能力行使在被投資方之權力影響有關回報，則本集團擁有該實體之控制權（即現時賦予本集團指引被投資方相關活動之能力）。

Notes to Financial Statements

財務報表附註

31 December 2016
二零一六年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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

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

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

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

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

2.1 編製基準(續)

綜合基準(續)

倘本公司直接或間接擁有之被投資方投票權或類似權利半於過半數，則評估本公司對被投資方是否擁有權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與該被投資方其他投票權擁有人之合約安排；
- (b) 根據其他合約安排所享有的權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司之財務報告的報告期與本公司相同，並採用一致會計政策編製。附屬公司之業績由本集團取得控制權之日起計綜合計算，並繼續綜合入賬至該控制權終止日為止。

損益及其他全面收入的各組成部分乃歸屬於本集團母公司擁有者及非控股權益，即使此舉引致非控股權益出現虧絀結餘亦然。所有集團內公司間之資產及負債、權益、收入、開支及本集團成員公司間交易相關之現金流量均於綜合賬目時全數抵銷。

倘事實及情況顯示上文所述三項控制權因素其中一項或多項有變，則本集團會重估是否仍然控制被投資方。附屬公司擁有權權益的變動(並無失去控制權)，於入賬時列作權益交易。

Notes to Financial Statements

財務報表附註

31 December 2016
二零一六年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

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

2.1 編製基準(續)

綜合基準(續)

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計交易差額；及確認(i)所收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收入內確認的本集團應佔成分會視乎情況，按倘本集團直接出售相關資產及負債所要求的相同基準重新分類至損益或保留溢利。

2.2 會計政策及披露之變動

本集團於本年度財務報表首次採納以下新訂香港財務報告準則及其修訂。

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(二零一一年)	投資實體：實行綜合入賬的例外規定
香港財務報告準則第11號修訂 香港財務報告準則第14號	收購共同經營權益的入賬 監管遞延賬目
香港會計準則第1號修訂 香港會計準則第16號及香港會計準則第38號修訂	披露計劃 澄清折舊及攤銷的可接受之方法
香港會計準則第16號及香港會計準則第41號修訂	農業：生產性植物
香港會計準則第27號修訂(二零一一年) 若干香港財務報告準則之修訂	個別財務報表內之權益法 二零一二年至二零一四年週期之年度改進

Notes to Financial Statements

財務報表附註

31 December 2016
二零一六年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

(continued)

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

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

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

2.2 會計政策及披露之變動(續)

除與編製本集團財務報表無關之香港財務報告準則第10號之修訂、香港財務報告準則第12號及香港會計準則第28號之修訂(二零一一年)、香港財務報告準則第11號之修訂、香港財務報告準則第14號、香港會計準則第16號及香港會計準則第41號之修訂、香港會計準則第27號之修訂(二零一一年)及二零一二年至二零一四年週期之年度改進之若干修訂外，該等修訂之性質及影響說明如下：

- (a) 香港會計準則第1號之修訂載有對財務報表之呈報及披露範疇內具針對性之改進。該等修訂釐清：
- (i) 香港會計準則第1號之重大規定；
 - (ii) 損益表及財務狀況表之特定項目可予細分；
 - (iii) 實體就彼等呈列財務報表附註之順序擁有靈活性；及
 - (iv) 使用權益法入賬之分佔聯營公司及合營公司之其他全面收入必須作為單獨項目匯總呈列，並且於將會或不會其後重新分類至損益之該等項目間分類。

此外，該等修訂釐清於財務狀況表及損益表內呈列額外小計時適用之規定。該等修訂不會對本集團之財務報表產生重大影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

(continued)

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

2.2 會計政策及披露之變動(續)

- (b) 香港會計準則第16號及香港會計準則第38號之修訂澄清香港會計準則第16號及香港會計準則第38號之原則，即收益反映自經營業務(該資產為其一部分)產生之經濟利益而非通過使用資產消耗之經濟利益模式。因此，收益法不得用於折舊物業、廠房及設備，並且僅在非常有限之情況下可用於攤銷無形資產。該等修訂獲提前應用。該等修訂不會對本集團之財務狀況或表現產生影響，原因是本集團並未使用收益法計算其非流動資產之折舊。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions²</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts²</i>
HKFRS 9	<i>Financial Instruments²</i>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁵</i>
HKFRS 15	<i>Revenue from Contracts with Customers²</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers²</i>
HKFRS 16	<i>Leases⁴</i>
Amendments to HKAS 7	<i>Disclosure Initiative¹</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses¹</i>
Amendments to a number of HKFRSs	<i>Annual Improvements 2014-2016 Cycle³</i>

- ¹ Effective for annual periods beginning on or after 1 January 2017
- ² Effective for annual periods beginning on or after 1 January 2018
- ³ Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate
- ⁴ Effective for annual periods beginning on or after 1 January 2019
- ⁵ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但尚未生效之香港財務報告準則

本集團尚未於該等財務報表採納下列已頒佈但尚未生效之新訂香港財務報告準則及其修訂。

香港財務報告準則第2號修訂	以股份為基礎付款交易的分類及計量 ²
香港財務報告準則第4號修訂	對香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具 ²
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第10號及香港會計準則第28號修訂(二零一一年)	投資者與其聯營公司或合資公司之間的資產出售或資產贈與 ⁵
香港財務報告準則第15號	客戶合約收益 ²
香港財務報告準則第15號修訂	澄清香港財務報告準則第15號客戶合約收益 ²
香港財務報告準則第16號	租賃 ⁴
香港會計準則第7號修訂	披露計劃 ¹
香港會計準則第12號修訂	就未變現虧損確認遞延稅項資產 ¹
若干香港財務報告準則之修訂	二零一四年至二零一六年週期之年度改進 ³

- ¹ 於二零一七年一月一日或之後開始之年度期間生效
- ² 於二零一八年一月一日或之後開始之年度期間生效
- ³ 於二零一七年一月一日或二零一八年一月一日或之後開始之年度期間生效(倘適用)
- ⁴ 於二零一九年一月一日或之後開始之年度期間生效
- ⁵ 尚未釐定法定生效日期,但可供採納

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

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

The HKICPA issued amendments to HKFRS 2 in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet the employee's tax obligation associated with the share-based payment; and the accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The Group expects to adopt the amendments from 1 January 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財 務報告準則(續)

預期適用於本集團之該等香港財務報告準則之進一步資料如下：

香港會計師公會於二零一六年八月頒佈香港財務報告準則第2號之修訂闡述三大範疇：歸屬條件對計量以現金結算股份支付交易之影響；為僱員履行有關股份支付款項之稅務責任而預扣若干金額之股份支付交易(附有淨額結算特質)之分類；以及對股份支付交易之條款及條件作出令其分類由現金結算變為權益結算之修訂時之會計處理方法。該等修訂明確說明計量以權益結算股份支付款項時歸屬條件之入賬方法亦適用於以現金結算股份支付款項。該等修訂引入一個例外情況，在符合若干條件時，為僱員履行與股份支付款項之稅務責任而預扣若干金額之股份支付交易(附有淨額結算特質)，將整項分類為以權益結算股份支付交易。此外，該等修訂明確說明，倘以現金結算股份支付交易之條款及條件有所修訂，令其成為以權益結算股份支付交易，該交易自修訂日期起作為以權益結算之交易入賬。本集團預期自二零一八年一月一日起採納該等修訂。該等修訂預期不會對本集團財務報表產生任何重大影響。

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

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 January 2018. The Group is currently assessing the impact of the standard.

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

2.3 已頒佈但尚未生效之香港財 務報告準則(續)

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，將財務工具項目之所有階段集合以代替香港會計準則第39號以及香港財務報告準則第9號之全部過往版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團預期自二零一八年一月一日起採納香港財務報告準則第9號。本集團現正評估採納香港財務報告準則第9號之影響。

香港財務報告準則第10號及香港會計準則第28號之修訂(二零一一年)針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營公司或合營公司間之資產出售或注資兩者規定之不一致性。該等修訂規定，當投資者與其聯營公司或合營公司間之資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務之資產時，該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合營公司之權益為限。該等修訂即將應用。香港會計師公會於二零一六年一月將香港財務報告準則第10號及香港會計準則第28號之修訂(二零一一年)之先前強制生效日期移除，新強制生效日期將於對聯營公司及合營公司進行更廣泛之會計審核完成後釐定。然而，該等修訂現時可以應用。

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

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

2.3 已頒佈但尚未生效之香港財 務報告準則(續)

香港財務報告準則第15號建立一個新的五步模式，將計入來自客戶之合約收益。根據香港財務報告準則第15號，收益按能反映實體預期就交換向客戶轉讓貨物或服務而有權獲得之代價金額確認。香港財務報告準則第15號之原則為計量及確認收益提供更加結構化之方法。該準則亦引入廣泛定性及定量披露規定，包括分拆收益總額，關於履行責任、不同期間之合約資產及負債賬目結餘之變動以及主要判斷及估計之資料。該準則將取代香港財務報告準則項下所有現時收益確認之規定。於二零一六年六月，香港會計師公會頒佈香港財務報告準則第15號之修訂，以解決識別履約責任之實施問題、主事人與代理人、知識產權許可及過渡之應用指引。該等修訂亦旨在幫助確保於實體採用香港財務報告準則第15號時達致更一致之應用並降低應用該準則之成本及複雜性。本集團預期於二零一八年一月一日採納香港財務報告準則第15號，目前正在評估採納香港財務報告準則第15號之影響。

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

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

2.3 已頒佈但尚未生效之香港財 務報告準則(續)

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(準則詮釋委員會) – 詮釋第15號「經營租賃 – 優惠」及香港(準則詮釋委員會) – 詮釋第27號「評估涉及租賃法律形式交易之內容」。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項租賃確認豁免 – 低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債(即租賃負債)及代表可於租賃期使用相關資產之權利為資產(即使用權資產)。除非使用權資產符合香港會計準則第40號對投資物業之定義，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及就租賃付款而減少。承租人將須分別確認租賃負債之利息開支及使用權資產之折舊開支。承租人將亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款之一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債之數額確認為使用權資產之調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人之會計處理方式。出租人將繼續使用與香港會計準則第17號相同之分類原則對所有租賃進行分類，分為經營租賃及融資租賃。本集團預期於二零一九年一月一日採納香港財務報告準則第16號，目前正評估採納香港財務報告準則第16號之影響。

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

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

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

2.3 已頒佈但尚未生效之香港財 務報告準則(續)

香港會計準則第7號之修訂要求實體作出披露，以使財務報表使用者可評估融資活動所產生之負債變動，包括現金流量及非現金變動。該等修訂將導致須於財務報表作出額外披露。本集團預期自二零一七年一月一日起採納該等修訂。

香港會計準則第12號之修訂雖然可更廣泛應用於其他情況，但其頒佈目的為說明與按公平值計量之債務工具相關之未變現虧損確認遞延稅項資產。該等修訂清楚說明實體於評估是否將有應課稅溢利可用作抵扣可扣減暫時差額時，需要考慮稅務法例是否對於可扣減暫時差額撥回時可用作抵扣之應課稅溢利之來源有所限制。此外，該等修訂就實體應如何釐定未來應課稅溢利提供指引，並解釋應課稅溢利可包括收回超過賬面金額之部分資產之情況。本集團預期自二零一七年一月一日起採納該等修訂。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interest in a joint venture

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

The Group's interest in a joint venture is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of the joint venture is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint venture are eliminated to the extent of the Group's investment in the joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of the joint venture is included as part of the Group's interest in a joint venture.

2.4 主要會計政策概要

於一家合營公司的權益

一家合營公司為一種合營安排，對安排擁有共同控制權的訂約方據此對合營公司的資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有的控制，共同控制僅在有關活動要求享有控制權的訂約方作出一致同意的決定時存在。

本集團於一家合營公司的權益乃按權益會計法計算的本集團應佔資產淨值減任何減值虧損於綜合財務狀況表內列示。

本集團應佔一家合營公司的收購後業績及其他全面收入已分別列入綜合損益表及綜合其他全面收入表。此外，當直接於一家合營公司權益確認變動時，本集團視乎情況將其應佔任何變動於綜合權益變動表確認。本集團與其合營公司之間的交易所產生的未變現損益，乃以本集團於一家合營公司的投資為限予以對銷，惟倘未變現虧損有跡象顯示已轉讓資產出現減值則除外。收購一家合營公司而產生的商譽列作本集團於一家合營公司的權益一部分。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill

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

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

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

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

2.4 主要會計政策概要(續)

業務合併及商譽

業務合併採用收購法入賬。所轉讓的代價按收購日期的公平值計量，而公平值乃指本集團所轉讓資產的收購日期公平值、本集團對被收購公司前擁有人所承擔的負債及本集團所發行的股權以換取被收購公司控制權的總和。就每宗業務合併而言，本集團選擇是否對現為所有權權益和在清盤時賦予擁有人按比例分佔被收購公司的淨資產的持有人涉及於被收購公司的非控股權益，按公平值或按比例分佔被收購公司可識別淨資產的部分計量。所有其他部分非控股權益按公平值計量。收購相關成本於產生時支銷。

當本集團收購業務時，其根據合約條款、經濟情況及於收購日期的相關條件評估財務資產及所承擔的負債以作出適當的分類及指定。這包括被收購公司區分主合約的嵌入式衍生工具。

倘業務合併分階段完成，以往持有的股權按收購日期的公平值重新計量，因而產生的任何損益於損益中確認。

收購方將轉讓的任何或然代價按收購日期的公平值確認。分類為資產或負債的或然代價，按公平值計量，而其公平值變動於損益確認。分類為權益的或然代價不予重新計量，而後續結算於權益內入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

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

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

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

2.4 主要會計政策概要(續)

業務合併及商譽(續)

商譽初步按成本計量，而成本乃指所轉讓代價、就非控股權益確認的金額及本集團以往持有被收購公司的股權的任何公平值的總和超出所購入可識別資產淨值及所承擔負債淨額的差額。倘此代價與其他項目的總和低於所收購淨資產的公平值，則經重新評估後的差額於損益確認為購買折扣收益。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽每年或倘發生事件或事況變化顯示賬面值可能減值時更頻密地測試減值。本集團於十二月三十一日進行其年度商譽減值測試。為進行減值測試，於業務合併中購入的商譽自收購日期起分配至本集團預期從合併的協同效益中獲益的各項現金產生單位或現金產生單位組別，而不論本集團其他資產或負債是否撥入該等單位或單位組別。

減值乃藉評估與商譽有關的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額少於賬面值，則確認減值虧損。就商譽確認的減值虧損於下一期間不作撥回。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

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

Fair value measurement

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

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

2.4 主要會計政策概要(續)

業務合併及商譽(續)

倘商譽分配至現金產生單位(或現金產生單位組別)一部分及該出售單位中的業務一部分，則於釐定出售收益或虧損時，與該已出售業務相關的商譽計入該業務的賬面值。在此情況下出售的商譽根據所出售相關價值及所保留現金產生單位的部分計量。

公平值計量

本集團於各報告期末按公平值計量其可供出售投資及衍生財務工具。公平值乃在市場參與者於計量日期進行的有序交易中出售資產所收取或轉移負債所支付的價格。公平值計量乃基於假設出售資產或轉移負債的交易於資產或負債的主要市場或於未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場須位於本集團能到達的地方。資產或負債的公平值乃基於市場參與者為資產或負債定價所用的假設計量(假設市場參與者依照彼等的最佳經濟利益行事)。

非財務資產的公平值計量考慮到市場參與者可從使用該資產得到的最高及最佳效用，或將該資產售予另一可從使用該資產得到最高及最佳效用的市場參與者所產生的經濟效益。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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

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

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

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

2.4 主要會計政策概要(續)

公平值計量(續)

本集團按情況使用合適的估值方法，而其有足夠資料計量公平值，以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

公平值於財務報表計量或披露的所有資產及負債基於對公平值計量整體屬重要的最低輸入數據水平按如下所述在公平值架構中分類：

- 第一級 — 根據已識別資產或負債於活躍市場中所報未調整價格
- 第二級 — 根據對公平值計量有重大影響、可直接或間接觀察的最低輸入數據的估值方法
- 第三級 — 根據對公平值計量有重大影響、不可觀察的最低輸入數據的估值方法

對於在財務報表以持續基準確認的資產及負債，本集團於各報告期末根據對於公平值計量整體有重大影響的最低輸入數據通過重估分類以確定架構各級之間是否出現轉移。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

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

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises.

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

2.4 主要會計政策概要(續)

非財務資產減值

倘出現減值跡象，或需要對一項資產（存貨及財務資產除外）進行年度減值測試時，則須估計該資產之可收回金額。一項資產之可收回金額乃按資產或現金產生單位之使用價值及其公平值減出售成本兩者之中的較高者計算，並按個別資產釐定，除非該項資產未能產生大部分獨立於其他資產或資產組別之現金流入，在此情況下，則須確定該資產所屬現金產生單位之可收回金額。

減值虧損僅在資產之賬面值超過其可收回金額時確認。於評估使用價值時，本集團會使用可反映目前市場對貨幣時間價值之評估及該資產特定風險評估除稅前貼現率，將估計日後現金流量貼現至其現值。減值虧損在其產生期間於損益表內扣除。

於各報告期末均會評估是否有跡象顯示以往確認之減值虧損不再存在或已減少。如有任何此等跡象，則會估計可收回金額。先前確認之資產減值虧損僅在用以釐定該項資產（商譽除外）之可收回金額之估計有變時撥回，但撥回金額不得高於若以往年度並無為該資產確認減值虧損而應確定之賬面值（已扣除任何折舊／攤銷）。撥回之減值虧損於其產生期間計入損益表內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

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

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

or

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

2.4 主要會計政策概要(續)

關連人士

在下列情況下，有關人士將為本集團之關連人士：

- (a) 有關方為一名人士或該人士之關係密切家庭成員，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理人員之一；

或

- (b) 該人士為實體而符合下列任何一項條件：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一個實體為其他實體（或其他實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營公司；
 - (iii) 該實體與本集團為同一第三方的合營公司；
 - (iv) 一個實體為第三方實體的合營公司，而其他實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的一項退休供款計劃；
 - (vi) 該實體受(a)所識別人士控制或共同控制；
 - (vii) 於(a)(i)所識別人士對該實體有重大影響力或為該實體（或該實體的母公司）主要管理人員；及
 - (viii) 該實體、或一間集團之任何成員公司（為集團之一部分）向本集團或本集團之母公司提供主要管理人員服務。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over the following estimated useful lives:

Furniture, fixtures and office equipment	10% to 33 $\frac{1}{3}$ %
Machinery and equipment	25%
Leasehold improvements	Over the shorter of the lease terms and 25%
Toolings	50%
Motor vehicles	20% to 25%

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊

物業、廠房及設備按成本減累計折舊和任何減值虧損列賬。一項物業、廠房及設備之成本包括其購買價及任何令資產達致擬定用途所需操作狀況及位置所產生的直接應計成本。

在物業、廠房及設備項目投入運作後產生的開支(如修理及保養費用)通常於產生該等開支之期間自損益表扣除。倘若符合確認準則，則大型檢查的開支會於資產賬面值中資本化作為替換。倘須定期替換重大部分的物業、廠房及設備，則本集團會將該等部分確認為有特定可使用年期的個別資產並相應計提折舊。

折舊以直線法於各項物業、廠房及設備之以下估計可使用年期內撇銷其成本至其剩餘價值計算：

傢俬、裝置及辦公室設備	10%至33 $\frac{1}{3}$ %
機器及設備	25%
租賃物業裝修	租賃期內及25%，以較短者為準
工具	50%
汽車	20%至25%

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊(續)

當物業、廠房及設備項目各部分之可使用年期不同，該項目之成本將按合理基礎於各部分之間分配，而每部分將作個別折舊。剩餘價值、使用年期和折舊方法最少於各財政年度末進行一次檢討及於適當時作出調整。

獲初步確認的物業、廠房及設備項目(包括任何重大部分)於出售或預期其使用或出售將不再具有經濟效益時終止確認。出售或報廢所產生之損益(按出售所得款項淨額與相關資產之賬面值之差額)確認於資產終止確認之年度的損益表內。

無形資產(商譽除外)

個別收購的無形資產於初步確認時按成本計量。於業務合併中收購無形資產的成本乃於收購日期的公平值。無形資產之可使用年期乃評估為擁有特定年期或無特定年期。無特定可使用年期之無形資產每年個別或按現金產生單位級別進行減值測試。此等無形資產不予攤銷。無特定年期之無形資產之可使用年期每年進行檢討，以釐定無特定年期之評估是否仍然適當。如不適當，則按預期基準將可使用年期之評估由無特定年期變更為具特定年期而入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (other than goodwill) (continued)

Vehicle rental business licence and licence plates

Vehicle rental business licence and licence plates are accounted for as intangible assets with indefinite useful lives and are not amortised. They are stated at cost less any impairment losses.

Research and development costs

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

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

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

2.4 主要會計政策概要(續)

無形資產(商譽除外)(續)

汽車租用業務牌照及車牌

汽車租用業務牌照及車牌乃以無特定可使用年期之無形資產及不予攤銷列賬。此等無形資產以成本減任何減值虧損列賬。

研究及開發成本

所有研究成本於產生時計入損益表內。

開發新產品項目而產生之開支，僅在本集團能夠證明完成無形資產以供使用或出售之技術可行性；本集團完成資產之意圖及其使用或出售該資產之能力；資產日後如何產生經濟利益；能否獲得完成該項目之資源；以及在開發期間可靠計量開支之能力後，方予以資本化及遞延。未符合此等標準之產品開發開支將於產生時支銷。

遞延開發成本按成本減去任何減值虧損列賬，並於相關產品不超過三年期間(自產品進行商業生產或無形資產可供使用當日起)的商業可用年期利用直線基準攤銷。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

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

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

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

2.4 主要會計政策概要(續)

租賃

除法定業權外，資產擁有權所附帶絕大部份回報及風險轉移予本集團之租賃，均入賬列作融資租賃。於訂立融資租賃時，租賃資產成本以最低租賃款項之現值撥充資本，連同承擔(不包括利息部份)入賬，以反映購買及融資。根據經撥充資本之融資租賃持有之資產計入物業、廠房及設備，按租賃期及有關資產之估計可使用年期兩者之較短者折舊。該等租賃之融資成本自收益表扣除，以於租賃期達致固定之支銷率。

透過具金融性質之租購合約收購之資產亦列作融資租賃，並須按其估計可使用年期計算折舊。

資產擁有權之絕大部份回報及風險由出租方承擔之租賃列為經營租賃。如本集團為出租方，本集團根據經營租賃所租賃列為非流動資產，根據經營租賃之應收租金按直線法於租賃期內撥入損益賬計算。如本集團為承租方，根據經營租賃之應付租金按直線法於租賃期內於入損益賬內扣除計算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets

Initial recognition and measurement

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

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

Subsequent measurement

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

Loans and receivables

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

2.4 主要會計政策概要(續)

投資及其他財務資產

初步確認及計量

本集團的財務資產於初步確認時分類為貸款、應收款項及可供出售投資，如適用。財務資產於首次確認時以公平值加收購財務資產時應佔之交易成本計量，惟按公平值計入損益之財務資產除外。

所有一般買賣之財務資產均於交易日確認，即本集團承諾購買或出售該資產之日期。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之財務資產買賣。

其後計量

財務資產根據其分類之其後計量如下：

貸款及應收款項

貸款及應收款項為有固定或可確定付款金額之非衍生財務資產，該等資產並無在活躍市場報價。於初步計量後，該等資產使用實際利率法按攤銷成本減任何減值撥備計量。計算攤銷成本時考慮收購時產生的任何折讓或溢價，並計入組成實際利率一部分之費用或成本。實際利率的攤銷計入損益表的其他收入及收益。減值虧損於損益表確認為貸款的融資成本，而應收款項為其他開支。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in unlisted equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

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

2.4 主要會計政策概要(續)

投資及其他財務資產(續)

其後計量(續)

可供出售金融投資

可供出售金融投資為非上市權益投資之非衍生財務資產。分類為可供出售之權益投資指既未分類為持作交易用途亦未指定按公平值計入損益之投資。

於初步確認後，可供出售金融投資其後按公平值計量，而未變現收益或虧損在投資取消確認(此時累計收益或虧損於損益表之其他收入內確認)或投資釐定為減值(此時累計收益或虧損自可供出售金融投資重估儲備內重新分類至損益表之其他損益)前，作為其他全面收入於可供出售金融投資重估儲備內列賬。持有可供出售財務資產賺取的利息分別以「**利息收入**」及「**股息收入**」列示及根據下文「**收入確認**」所載之政策於損益表中確認為其他收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Available-for-sale financial investments (continued)

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

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

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

2.4 主要會計政策概要(續)

投資及其他財務資產(續)

其後計量(續)

可供出售金融投資(續)

當非上市權益投資之公平值不能可靠地計量因為(a)估計合理的公平值變化的範圍是對投資很重要或(b)於範圍內的各種估計的可能性不能合理地評估及用於估計公平值，該等投資均以成本減任何減值損失列示。

本集團評估於短期內出售其可供出售財務資產的能力及意圖是否仍然適當。當本集團於少數情況下因市場不活躍而未能買賣該等財務資產，本集團可能選擇將該等財務資產重新分類(若管理層有能力及意向於可見將來或直至到期前持有資產)。

就從可供出售類別重新分類出來的財務資產而言，重新分類日期的公平值賬面值成為其新攤銷成本，及該資產先前於權益中確認的任何收益或虧損乃使用實際利率於投資的餘下年期內攤銷至損益。新攤銷成本與到期金額之間的任何差額，亦將使用實際利率於資產的餘下年期內攤銷。倘資產其後被確定為減值，則記錄於權益的款額會重新分類至損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

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

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

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

2.4 主要會計政策概要(續)

終止確認財務資產

財務資產(或(如適用)一項財務資產之一部分或相若財務資產組別之一部分)在下列情況下將基本上終止確認(即於本集團之綜合財務狀況表內移除):

- 自該資產收取現金流量之權利期滿;或
- 本集團已轉讓其可自資產收取現金流量之權利或已根據「轉手」安排承擔在無重大延誤的情況下悉數支付所收取現金流量的義務,以及(a)本集團已轉讓絕大部分的資產風險及回報;或(b)本集團既無轉讓亦無保留絕大部分的資產風險及回報,但已轉讓資產之控制權。

倘本集團已轉讓其可自資產收取現金流量之權利或已訂立轉手安排,其評估是否保留資產擁有權的風險和回報及其程度。倘其既無轉讓亦無保留絕大部分之資產風險及回報,則按本集團持續參與之程度繼續確認所轉讓之資產。於該情況下,本集團亦確認連帶負債。已轉讓資產及連帶負債乃按反映本集團保留的權利及義務的基準計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

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

Financial assets carried at amortised cost

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

2.4 主要會計政策概要(續)

財務資產減值

本集團於各個報告期末評估是否存在客觀跡象顯示一項或一組財務資產出現減值。倘於初步確認資產後發生一項或多項事件，對該項或該組財務資產的估計未來現金流量所造成的影響乃能夠可靠地估計，則存在減值。減值跡象可包括一名或一群債務人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

按攤銷成本列賬的財務資產

就按攤銷成本列賬的財務資產而言，本集團首先會按個別基準就個別屬重大的財務資產或按組合基準就個別不屬重大的財務資產，個別評估是否存在減值。倘本集團認定按個別基準經評估的財務資產(無論具重要性與否)並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的財務資產內，並共同評估該組財務資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

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

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

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

2.4 主要會計政策概要(續)

財務資產減值(續)

按攤銷成本列賬的財務資產(續)

任何獲識別之減值虧損金額按該資產賬面值與估計未來現金流量(不包括並未產生的未來信貸虧損)現值的差額計量。估計未來現金流量的現值以財務資產的初始實際利率(即初次確認時計算的實際利率)折現。

該資產的賬面值通過使用撥備賬而減少並於損益表確認虧損。利息收入於減少後賬面值中採用計量減值虧損時用以折現未來現金流量的利率持續產生。若日後收回不可實現及所有抵押品已經變現或已轉撥至本集團，則撇銷貸款及應收款項連同任何相關撥備。

倘若在其後期間估計減值虧損金額由於確認減值之後發生的事項增加或減少，則透過調整撥備賬增加或減少先前確認的減值虧損。倘於其後收回撥賬額，該項收回將計入損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Available-for-sale financial investments

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

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

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

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

2.4 主要會計政策概要(續)

財務資產減值(續)

可供出售金融投資

就可供出售金融投資而言，本集團在每個報告期末評估是否有客觀證據證明某項投資或某組投資經已減值。

倘一項可供出售資產已減值，其成本(扣除任何費用及攤銷)與當時公平值之差額，減去任何早前於損益表確認之減值虧損，將從其他全面收入中移除，並於損益表中確認。

就分類為可供出售的權益投資而言，客觀證據包括一項投資的公平值大幅下降或持續下降，以至低於其成本值。評估是否屬於「重大」時，乃與該項投資的原成本比較，而評估是否屬於「持續」時，則以公平值低於其原成本為時長短為據。若有證據顯示出現減值，則累計虧損(按收購成本與當時公平值的差額計量，減過往就該項投資於損益表確認的任何減值虧損)自其他全面收入中剔除，並於損益表中確認。分類為可供出售的權益投資的減值虧損不會透過損益表撥回。減值後公平值的增幅乃直接於其他全面收入內確認。

釐定何謂「重大」或「持續」須作出判斷。於作出此判斷時，本集團評估(其中包括的因素)一項投資的公平值低於其成本的持續時間及程度。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings.

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

The Group's financial liabilities include trade and other payables, derivative financial instruments and interest-bearing bank and other borrowings.

Subsequent measurement of loans and borrowings

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

Loans and borrowings

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

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

2.4 主要會計政策概要(續)

財務負債

初步確認及計量

財務負債於初步確認時分類為貸款及借款。

所有財務負債初步按公平值及就貸款及借款而言，扣除直接應佔交易成本確認。

本集團財務負債包括應付賬款及其他應付款項、衍生財務工具及計息銀行及其他借款。

貸款及借款的後續計量

財務負債之後續計量取決於彼等之如下分類：

貸款及借款

於初步確認後，計息銀行及其他借貸隨後以實際利率法按攤銷成本計量，除非折現影響為微不足道，在該情況下則按成本列賬。當負債終止確認及展開實際利率攤銷程序時，其盈虧在損益表內確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺部分的費用或成本後計算。實際利率攤銷計入損益表內融資成本。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement of loans and borrowings (continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Convertible bonds

If the conversion option of convertible bonds exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the statement of profit or loss.

2.4 主要會計政策概要(續)

財務負債(續)

貸款及借款的後續計量(續)

財務擔保合約

本集團發出的財務擔保合約為要求作出付款以償付持有人因特定債務人未能根據債務工具的條款償還到期款項而招致損失的合約。財務擔保合約最初按其公平值確認為負債(就發出該合約直接應佔的交易成本作出調整)。初步確認後,本集團按以下兩者的較高者計量財務擔保合約:(i)對用以於報告期末清償現有負債所需開支的最佳估計金額;及(ii)初步確認的金額減去(倘適用)累計攤銷。

可換股債券

倘可換股債券之兌換權顯示嵌入衍生工具之特徵,則將其與負債部分分開。初始確認時,可換股債券之衍生部分按公平值計量且作為衍生財務工具之一部分列示。任何超過初始確認為衍生部分金額之所得款項,確認為負債部分。交易成本按照初始確認工具時分配予負債及衍生部分之所得款項於可換股債券之負債及衍生部分分攤。與負債部分相關之交易成本部分初始確認為負債之一部分。與衍生部分相關之部分於損益表中立即確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Inventories

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

2.4 主要會計政策概要(續)

終止確認財務負債

財務負債於負債項下責任被解除或撤銷或屆滿時終止確認。

如一項現有財務負債被來自同一貸款方且大部分條款均有差別的另一項財務負債所取代，或現有負債的條款被大幅修改，此種置換或修改被視作終止確認原有負債並確認新負債處理，而兩者的賬面值差額於損益表內確認。

抵銷財務工具

倘有現行可予執行的法律權利以抵銷確認金額及有意按淨額基準償付，或變現資產與清償負債同時進行，則抵銷財務資產及財務負債及於財務狀況表內呈報淨金額。

存貨

存貨按成本及可變現淨值兩者中的較低者入賬。成本按先進先出基準計算，倘屬在製品及製成品，則包括直接材料、直接工資及適當部分的間接成本。可變現淨值乃根據估計銷售價格減完成及出售時估計產生之成本計算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

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

Provisions

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

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

2.4 主要會計政策概要(續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金、活期存款和短期流動性極高的投資項目(該等項目可在無重大價值轉變的風險下換算為已知數額的現金及一般自收購起計三個月內短期間到期)，減須按要求償還及構成本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，包括並無使用限制的定期存款及性質類似現金的資產。

撥備

倘因為過去之事件導致目前存在責任(法律或推斷責任)，且日後很可能需要付出資源解除有關責任，則確認撥備，惟必須可對有關責任涉及之金額作出可靠估計。

倘折現之影響重大，確認為撥備之金額將為預期未來須解除有關責任之開支於報告期末之現值。隨著時間過去而產生之經折現現值增加數額，計入損益表的融資成本內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax

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

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

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

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

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

2.4 主要會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅於損益外確認，不論是否於其他全面收入或直接於權益內確認。

即期稅項資產及負債，乃根據已頒佈或於報告期末已大致頒佈的稅率（及稅務法例），並考慮本集團業務所在國家的現有詮釋及慣例，按預期自稅務機構退回或付予稅務當局的金額計算。

遞延稅項乃使用負債法，就於報告期末資產及負債之稅基與其作財務申報目的之賬面值間所有暫時差額作出撥備。

所有應課稅暫時性差額均被確認為遞延稅項負債，惟下述情況除外：

- 因初次確認一項交易（非為業務合併）中的資產或負債所產生的遞延稅項負債，而有關交易進行時不會影響會計溢利或應課稅溢利或虧損；及
- 就有關附屬公司及一家合營公司的投資所產生的應課稅暫時性差額而言，撥回暫時性差額的時間可受控制，而暫時性差額於可見將來可能不會撥回。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

2.4 主要會計政策概要(續)

所得稅(續)

所有可扣減暫時性差額、結轉的未動用稅項抵免及未動用稅務虧損，均被確認為遞延稅項資產。倘可能具有應課稅溢利抵銷可扣減暫時性差額，以及可動用結轉的未動用稅項抵免及未動用稅務虧損，則會確認遞延稅項資產，惟下述情況除外：

- 因有關可扣減暫時性差額的遞延稅項資產源自最初確認一項交易中的資產或負債，而有關交易(非為業務合併)進行時不會影響會計溢利或應課稅溢利或虧損；及
- 就有關附屬公司及一家合營公司的投資所產生的可扣減暫時性差額而言，遞延稅項資產僅於暫時性差額於可見將來可能撥回，而且具有應課稅溢利用以抵銷暫時性差額時，方會予以確認。

於各報告期末審閱遞延稅項資產的賬面值，並在不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時，相應扣減該賬面值。未被確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時予以確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產及負債乃按預期適用於變現資產或清還負債期間的稅率，根據於報告期末已頒佈或實際上已頒佈的稅率(及稅務法例)計算。

遞延稅項資產可與遞延稅項負債對銷，但必須存在容許以即期稅項資產對銷即期稅項負債的可合法執行權利，而遞延稅項須與同一課稅實體及同一稅務當局有關。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the rendering services, when the corresponding services are rendered;
- (c) rental income, on a time proportion basis over the lease terms; and
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Deferred revenue

Deferred revenue represents service fees received in advance of the rendering of the relevant services. Deferred revenue is released to profit or loss when the corresponding services have been rendered.

2.4 主要會計政策概要(續)

收益確認

當經濟利益有可能流入本集團及收益能可靠計算時，方會按以下基準確認收益：

- (a) 銷售貨品時，連同擁有權的重大風險及回報已轉移至買方，以及本集團不再擁有一般視為與擁有權相關的管理權或對已售貨品的有效控制權時確認；
- (b) 自提供服務所得之收入，當該服務已提供時；
- (c) 租金收入，於租賃期內按時間比例基準；及
- (d) 利息收入，以應計方式按財務工具之估計年期或較短期間(倘合適)採用實際利率法將估計之未來現金收入折現至財務資產之賬面淨值。

遞延收入

遞延收入指就提供相關服務預收之服務費。遞延收入在提供相關服務後獲轉撥至損益。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2.4 主要會計政策概要(續)

以股份支付款項

本公司設立購股權計劃，對本集團業務成功作出貢獻的合資格參與者給予獎勵及報酬。本集團僱員(包括董事)按以股份支付款項的形式獲得報酬，而僱員則提供服務作為股本工具的代價(「股本結算交易」)。

對於二零零二年十一月七日後進行的授出而言，與僱員進行股本結算交易的成本乃參考有關股本工具獲授出當日的公平值計算。

有關股本結算交易的成本連同股本的相應增額於表現及／或服務條件達成的期間內於僱員福利開支確認入賬。於各報告期末直至歸屬日期為止就股本結算交易確認的累計開支，反映歸屬期屆滿程度及本集團對將最終歸屬的股本工具數目作出的最佳估計。於某一期間在損益表扣除或計入的金額指於該期間開始及完結時已確認的累計開支。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要(續)

以股份支付款項(續)

釐定獎勵的授出日期公平值時，不會計及服務及非市場表現條件，惟會評估達成該等條件的可能性，作為本集團對最終將歸屬的股本工具數量的最佳估計。市場表現條件反映於授出日期公平值內。獎勵所附帶但並無相關服務要求的任何其他條件視為非歸屬條件。除非有另外的服務及／或表現條件，否則非歸屬條件反映於獎勵之公平值內，並將即時支銷獎勵。

基於未能達成非市場表現及／或服務條件而最終並無歸屬的獎勵不會確認開支。倘獎勵包括市場或非歸屬條件，而所有其他表現及／或服務條件已達成，則該等交易當作已歸屬處理，不論市場或非歸屬條件是否達成。

若一項股本結算獎勵的條款被修訂，如達成原來的獎勵條款，則以最小金額確認開支(如同條款未被修訂)。另外，須就任何增加以股份支付款項的總公平值，或於修訂日期衡量時有利於僱員的修訂，確認開支。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following period. An accrual is made at the end of each reporting period for the expected future cost of such paid leave earned during the period by the employees and carried forward.

2.4 主要會計政策概要(續)

以股份支付款項(續)

若一項股本結算獎勵已註銷，則當作其於註銷日期已歸屬，並即時確認就該項獎勵並未確認的任何費用，這包括本集團控制或僱員並未達成非歸屬條件的任何獎勵。然而，若以一項新獎勵取代已註銷的獎勵，並於其授出日指定為替代獎勵，則已註銷及新授出的獎勵將如上段所述視作原有獎勵的修訂。

未獲行使的購股權的攤薄效應乃反映作為計算每股盈利時的額外股份攤薄。

其他僱員福利

有薪假期結轉

本集團根據僱傭合約，按曆年基準向僱員提供有薪年假福利。在若干情況下，有關僱員在報告期末尚餘之有薪假期可結轉下一個報告期。於報告期末就此等僱員在報告期內應計及結轉之有薪假期之預期未來累計成本已列賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “**MPF Scheme**”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute a specific percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

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

2.4 主要會計政策概要(續)

其他僱員福利(續)

退休福利計劃

根據強制性公積金計劃條例，本集團為所有合資格參與該計劃之員工制定強制性公積金退休福利計劃(「**強積金計劃**」)。供款金額是按員工基本薪金的百分比計算，並根據強積金計劃的規定入賬到損益表。強積金的資產與本集團的資產分開持有，存放於獨立監管的基金內。本集團在強積金計劃中的僱主供款會全數歸屬僱員。

本集團在中國內地營運的附屬公司員工須參予一個地方市政府運作的中央退休金計劃。有關附屬公司需按薪金費用之指定百分比支付予此中央退休金計劃。據此中央退休金計劃條例所應付之供款已列入損益表中。

終止僱傭福利

終止僱傭福利於本集團再不能撤回所提供之福利時或本集團確認重組成本(涉及支付終止僱傭福利)時(以較早者為準)確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

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

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

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

2.4 主要會計政策概要(續)

外幣

此等財務報表以港元呈列。港元乃本公司之功能貨幣。本集團各實體決定其功能貨幣及列入各實體的財務報表的項目以功能貨幣作為單位。外幣交易初始記錄採用交易當日適用的功能貨幣匯率。以外幣計值的貨幣資產及負債於報告期末以功能貨幣匯率轉換。結算或換算貨幣項目引致的差額於損益表確認。

按外幣歷史成本計算的非貨幣項目以初始交易日期的匯率轉換。按公平值以外幣計算的非貨幣項目，則採用計量公平值當日的匯率轉換。轉換非貨幣項目所產生之收益或虧損按公平值計量，與確認該項目公平值變動的盈虧之處理方法一致(換言之，於其他全面收入或損益確認公平值盈虧的項目的匯兌差額，亦分別於其他全面收入或損益確認)。

若干海外附屬公司的功能貨幣為港元以外貨幣。各報告期末，該等實體的資產及負債以報告期末適用的匯率轉換成港元，其損益表則按本年度的加權平均匯率轉換成港元。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

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

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

2.4 主要會計政策概要(續)

外幣(續)

所導致的匯率差額於其他全面收入確認及於匯兌波動儲備累計。於出售境外業務時，有關該個別境外業務的其他全面收入成份於損益表中確認。

任何經收購海外業務而獲得的商譽及任何因收購海外業務產生的資產或負債賬面值之公平值調整皆以結算匯率匯兌。

就綜合現金流量表而言，海外附屬公司的現金流量如以港元以外的貨幣作為其功能貨幣，則按現金流量日期當時的匯率轉換成港元。海外附屬公司於整個年度經常產生的現金流量於報告期按加權平均匯率轉換成港元。

3. 重大會計判斷及估計

本集團編製財務報表時需要管理層對影響已呈報收益、開支、資產及負債金額與其隨附的披露內容，以及所披露的或然負債作出判斷、估計及假設。該等假設及估計的不確定性會導致對未來被影響的資產或負債賬面值的重大調整的結果。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Judgements

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

Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currency of each entity of the Group, judgement is required to determine and consider the currency that mainly influences sales prices of goods and services and of the country/jurisdiction whose competitive forces and regulations mainly determines the sales prices of goods and services; the currency that mainly influences labour, materials and other costs of providing goods or services; the currency in which funds from financing activities are generated; and the currency in which receipts from operating activities are usually retained. The functional currency of each entity of the Group is determined based on management's assessment of the primary economic environment in which the entity operates. When the indicators are mixed and the functional currency is not obvious, management uses its judgement to determine the functional currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

3. 重大會計判斷及估計(續)

判斷

在應用本集團的會計政策的過程中，管理層除了作出估計外，還作出了對財務報表所確認的金額具有重大影響的判斷：

確定功能貨幣

本集團以本公司及其附屬公司的功能貨幣計量其外幣交易。在決定本集團各實體的功能貨幣時，須判斷決定及考慮主要影響產品及服務的銷售價格之貨幣以及其競爭力及法規主要決定產品及服務的銷售價格的國家／司法權區之貨幣；主要影響勞動力、原材料及所供產品及服務的其他成本的貨幣；影響融資活動資金之貨幣；營運活動所收取之貨幣。本集團各實體的功能貨幣取決於實體營運活動的基本經濟環境的管理層評估。倘各指示混合及功能貨幣不明顯，管理層利用判斷決定最具代表基本交易、事件及條件之經濟效果之功能貨幣。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Judgements (continued)

Income taxes

The Group has exposure to income taxes in different jurisdictions. Significant judgement is involved in determining the provision for income taxes. Determining income tax provisions involves judgement on the future tax treatment of certain transactions and interpretation of tax rules/tax laws. The Group carefully evaluates tax implications of transactions/arrangements and tax provisions are set up accordingly. The tax treatment of such transactions/arrangements is reconsidered periodically to take into account all changes in tax legislation, interpretations and practices in respect thereof.

Finance lease arrangements

The Group has entered into certain arrangements (including sale and leaseback arrangements) with a leasing company to finance its purchases of certain motor vehicles for its car rental business. The Group evaluated the terms and conditions of the arrangements and assessed that the arrangements transfer substantially all the risks and rewards incidental to ownership of the motor vehicles to the Group and so accounts for the arrangements as finance leases.

Estimation uncertainty

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

3. 重大會計判斷及估計(續)

判斷(續)

所得稅

本集團承受不同司法權區的所得稅的風險。決定所得稅撥備時須行使重大判斷。決定所得稅撥備涉及若干交易之未來稅項處理之判斷及對稅務規則／稅項法規的詮釋。本集團審慎評估交易／安排的稅務含意及相應設立的稅項撥備。此類交易／安排的稅務處理需要定期作出重複考慮以計入相關稅務立法、詮釋及實施的所有變動。

融資租賃安排

本集團與一間租賃公司訂立若干安排(包括售後租回安排)，使其可就其汽車租用業務購買若干汽車。本集團評估該等安排之條款及條件，並評估已將汽車所有權所附帶之絕大部分風險及回報轉移予本集團，故將有關安排按融資租賃列賬。

不確定估計

各報告期末關於未來的主要假設及其他估計不確定性的主要來源，並會導致下一個財政年度內資產及負債賬面淨值存在重大調整之重大風險於下文載述。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Estimation uncertainty (continued)

Impairment of trade receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a trade receivable is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on, inter alia, historical loss experience for assets with similar credit risk characteristics and/or other relevant facts and circumstances.

The Group maintains an allowance for estimated impairment of receivables arising from the inability of its debtors to make the required payments or if the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred) is less than the financial assets' carrying amount. The Group makes its estimates based on, inter alia, the ageing of its receivable balances, debtors' creditworthiness, past repayment history and historical write-off experience and/or other relevant facts and circumstances. If the financial condition of its debtors was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis/assumptions/estimates of making the allowance. Further details are included in note 20 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

不確定估計(續)

應收賬款減值

各報告期末本集團評估是否存在任何客觀證據表明應收賬款減值。倘決定是否存在減值的客觀證據，本集團考慮因素包括無力清償債務的可能性或債務人重大財政困難及拖欠賬款或支付的重大延遲。倘存在減值的客觀證據，則未來現金流量之賬目及時間安排的評估基於(其中包括)具有類似信貸風險特徵及/或其他相關事實和情況的資產的歷史虧損經驗。

本集團維持因其債務人未能支付款項或倘估計未來現金流量的現值(不包括尚未產生的未來信貸虧損)低於財務資產的賬面值的應收款項減值估值的撥備。本集團根據(其中包括)若干其應收賬款結餘的賬齡、債務人的信譽、過往償還歷史及歷史撇銷經驗及/或其他相關事實和情況作出評估。倘債務人的財政狀況惡化以致實際減值虧損高於預期，本集團會審核撥備基準/假設/估計。進一步詳情載於綜合財務報表附註20。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Estimation uncertainty (continued)

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are included in note 14 to the consolidated financial statements.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are included in notes 13 and 15 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

不確定估計(續)

商譽減值

本集團每年釐定商譽是否減值，因此須估計商譽所分配至的現金產生單位之使用價值。估計使用價值時，本集團須估計來自現金產生單位之預計未來現金流，並須選擇適當的貼現率以計重該現金流之現值。進一步詳情載於綜合財務報表附註14。

非財務資產的減值(商譽除外)

各報告期末本集團評估是否存在所有非財務資產的減值的跡象。無特定年期之無形資產每年及於有關跡象出現時之其他時間進行減值測試。其他非財務資產於有跡象顯示可能無法收回賬面值時進行減值測試。當資產或現金產生單位的賬面值超過其可收回金額，即出現減值，而可收回金額為其公平值減去出售成本或其使用價值兩者中的較高者。公平值減去出售成本乃根據從類似資產的公平交易中獲得的具約束力銷售交易數據或可觀察市場價格減去出售資產附帶的成本而釐定。倘進行使用中價值計算，管理層評估其資產的預期未來現金流量或現金產生單位及選擇合適的折扣率以便計算該等現金流量的目前價值。進一步詳情載於綜合財務報表附註13及15。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Estimation uncertainty (continued)

Fair value of an available-for-sale investment

The available-for-sale equity investment has been valued based on the expected cash flows discounted at current rates applicable for items with similar terms and risk characteristics. This valuation requires the Group to make estimates about expected future cash flows, credit risk, volatility and discount rates, and hence they are subject to uncertainty. Further details are included in notes 17 and 39 to the consolidated financial statements.

Impairment of available-for-sale investments

The Group classifies certain assets as available-for-sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the statement of profit or loss. Further details are included in note 17 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

不確定估計(續)

可供出售投資之公平值

可供出售權益投資已根據條款及風險特徵相若之項目的現行適用利率將預期現金流量折現得出。該估值須本集團就預期未來現金流量、信貸風險、波動性及折現率作出估計，因此該等項目具不確定性。進一步詳情載於綜合財務報表附註17及39。

可供出售投資之減值

本集團將若干資產分類為可供出售，並於權益確認其公平值變動。當公平值下降時，管理層對價值下降作出假設，釐定是否存在須於損益表中確認之減值。進一步詳情載於綜合財務報表附註17。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Estimation uncertainty (continued)

Net realisable value of inventories

The Group performs regular review of the carrying amounts of inventories with reference to aged analyses of the Group's inventories, projections of expected future saleability of goods, changes in technological, market, economic and business conditions and management experience and judgement. Based on this review, write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in technological, market and economic environment and customers' preference, actual saleability of goods may be different from estimation and profit or loss could be affected by differences in this estimation.

Useful lives of property, plant and equipment

The cost of property, plant and equipment is depreciated on a straight-line basis over the estimated economic useful lives of the property, plant and equipment. Management estimates the useful lives of the property, plant and equipment to be two to five years or over the shorter of the lease terms and four years for leasehold improvements. Changes in the expected level of usage, technological developments and/or the period over which future economic benefits are generated could impact the economic useful lives of the assets and, therefore, future depreciation charges could be revised.

3. 重大會計判斷及估計(續)

不確定估計(續)

存貨可變現價值淨值

本集團參考本集團的存貨的賬齡分析經常性審核其存貨賬面值，產品的預期未來可售性、技術、市場、經濟及業務狀況的變化及管理經驗及判斷。基於該審核，倘存貨賬面值下降到其估計可變現價值淨值以下，存貨將予撇減。由於技術、市場及經濟環境及客戶喜好的變動，產品實際可售性可能不同於估計及損益會受到估計差異的影響。

物業、廠房及設備的有效期

物業、廠房及設備成本會根據物業、廠房及設備的經濟可使用年期估值的直線法基準折舊。管理層評估物業、廠房及設備的可使用年期是兩至五年或租賃期及四年的租賃裝修兩者中的較短者。使用預期水平，技術開發的變動及／或未來經濟收益所得期會影響該等資產的經濟可使用年期及，因此，未來折舊抵押可予修正。

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4. OPERATING SEGMENT INFORMATION

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

- (a) Car rental segment — primarily engages in the provision of car rental services;
- (b) Materials trading segment — primarily engages in the trading of materials; and
- (c) Financing services segment — primarily engages in money lending business through the provision of loans.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that unallocated interest income, unallocated other income and gains, unallocated depreciation, unallocated finance costs as well as corporate and other unallocated expenses and share of loss of a joint venture are excluded from such measurement.

Segment assets exclude tax recoverable, cash and cash equivalents and other unallocated head office and corporate assets as these assets are managed on a group basis, as well as interest in a joint venture.

Segment liabilities exclude an interest-bearing other borrowing, derivative financial instruments, convertible bonds, certain tax payable and deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

4. 經營分部資料

就管理目的而言，本集團按產品及服務組成業務單位，有以下三個須予申報經營分部：

- (a) 汽車租賃分部 — 主要從事提供汽車租賃服務；
- (b) 材料貿易分部 — 主要從事材料貿易之買賣；及
- (c) 金融服務分部 — 主要通過提供貸款從事放債業務。

為作出資源分配決策及評估表現，管理層個別監察本集團經營分部之業績。分部表現乃按須予申報分部溢利／(虧損)評估，即計量經調整除稅前溢利／(虧損)。經調整除稅前溢利／(虧損)持續按本集團除稅前溢利／(虧損)計量，惟在計量時不包括未分配利息收入、未分配其他收入及收益、未分配折舊、未分配融資成本、企業及其他未分配開支，以及應佔一家合營公司之虧損。

分部資產不包括可退回稅項、現金及現金等價物及其他未分配總公司及企業資產，因為上述資產均以集團為單位管理以及於一家合營公司的權益。

分部負債不包括計息其他借款、衍生財務工具、可換股債券、若干應付稅項及遞延稅項負債以及其他未分配總公司及企業負債，因為上述負債均以集團為單位管理。

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4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料(續)

		Car rental 汽車租賃		Materials trading 材料貿易		Financing services 金融服務		Total 總計	
		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	2016 二零一六年	2015 二零一五年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
		(Restated) (經重列)							
Segment revenue:	分部收益:								
Sales of goods	銷售貨品	-	-	3,213,631,497	240,375,762	-	-	3,213,631,497	240,375,762
Car rental income	汽車租賃收入	24,844,076	24,612,269	-	-	-	-	24,844,076	24,612,269
Loan interest income	貸款利息收入	-	-	-	-	8,430,435	6,232,505	8,430,435	6,232,505
Revenue from continuing operations	持續經營業務之收益	24,844,076	24,612,269	3,213,631,497	240,375,762	8,430,435	6,232,505	3,246,906,008	271,220,536
Segment results	分部業績	(81,141,458)	15,641,843	118,294,118	10,715,238	6,925,491	6,229,696	44,078,151	32,586,777
Reconciliation:	對賬:								
Unallocated interest income	未分配利息收入							90,661	41,128
Unallocated other income and gains	未分配其他收入及收益							1,896,169	7,941,570
Unallocated depreciation	未分配折舊							(1,715,135)	(1,700,648)
Corporate and other unallocated expenses	企業及其他未分配開支							(28,952,392)	(27,653,897)
Unallocated finance costs	未分配融資成本							(31,663,026)	(14,438)
Share of loss of a joint venture	應佔一家合營公司之虧損							(3,123,146)	(7,854,777)
Profit/(loss) before tax from continuing operations	持續經營業務之除稅前溢利/(虧損)							(19,388,718)	3,345,715

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4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料(續)

		Car rental		Materials trading		Financing services		Total	
		汽車租賃		材料貿易		金融服務		總計	
		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\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元
									(Restated) (經重列)
Segment assets	分部資產	85,328,743	541,791,110	1,102,990,274	240,101,783	112,000,000	111,835,710	1,300,319,017	893,728,603
Reconciliation:	對賬:								
Corporate and other unallocated assets	企業及其他未分配資產							54,831,870	122,189,961
Assets related to a discontinued operation	有關已終止經營業務的資產							—	18,349,601
Total assets	資產總值							1,355,150,887	1,034,268,165
Segment liabilities	分部負債	47,480,620	44,942,438	—	10,909	170,000	—	47,650,620	44,953,347
Reconciliation:	對賬:								
Corporate and other unallocated liabilities	企業及其他未分配負債							401,359,437	24,323,330
Liabilities related to a discontinued operation	有關已終止經營業務的負債							—	34,124,408
Total liabilities	負債總額							449,010,057	103,401,085
Other segment information:	其他分部資料:								
Finance costs	融資成本	2,014,529	1,871,889	—	—	—	—	2,014,529	1,871,889
Write-off of materials	撇銷材料	—	—	—	106,625	—	—	—	106,625
Depreciation	折舊	9,825,135	9,972,697	—	—	—	—	9,825,135	9,972,697
Impairment of goodwill	商譽減值	24,263,284	—	—	—	—	—	24,263,284	—
Impairment of property, plant and equipment	物業、廠房及設備減值	6,426,135	—	—	—	—	—	6,426,135	—
Impairment of intangible assets	無形資產減值	13,907,128	—	—	—	—	—	13,907,128	—
Impairment of an available-for-sale investment	一項可供出售投資減值	38,918,740	—	—	—	—	—	38,918,740	—
Capital expenditure*	資本開支*	5,855,173	20,254,806	—	—	—	—	5,855,173	20,254,806

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

* 資本開支包括添置物業、廠房及設備。

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4. OPERATING SEGMENT INFORMATION (continued)

Geographical information

The following tables present revenue from external customers of continuing operations for the years ended 31 December 2016 and 2015, and certain non-current assets information of continuing operations as at 31 December 2016 and 2015, by geographical areas.

4. 經營分部資料(續)

地區資料

下表呈列按地區劃分截至二零一六年及二零一五年十二月三十一日止年度來自持續經營業務外部客戶的收益，以及於二零一六年及二零一五年十二月三十一日持續經營業務之若干非流動資產的資料。

		European Union 歐洲聯盟 HK\$ 港元	United States of America 美利堅合眾國 HK\$ 港元	Mainland China 中國內地 HK\$ 港元	Hong Kong 香港 HK\$ 港元	Other Asia region* 其他亞洲地區* HK\$ 港元	Total 總計 HK\$ 港元
(Restated) (經重列)							
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度						
Revenue from external customers	來自外部客戶之收益	554,134,256	4,202,490	2,280,023,955	4,227,945	404,317,362	3,246,906,008
Year ended 31 December 2015	截至二零一五年十二月三十一日止年度						
Revenue from external customers	來自外部客戶之收益	—	1,165,710	269,878,969	175,857	—	271,220,536
As at 31 December 2016	於二零一六年十二月三十一日						
Non-current assets	非流動資產	—	—	183,766,134	14,102,106	—	197,868,240
Non-current assets (excluding financial instruments)	非流動資產(不包括金融工具)	—	—	69,821,359	9,242,106	—	79,063,465
As at 31 December 2015	於二零一五年十二月三十一日						
Non-current assets	非流動資產	—	—	171,253,803	14,732,893	—	185,986,696
Non-current assets (excluding financial instruments)	非流動資產(不包括金融工具)	—	—	129,761,773	13,152,466	—	142,914,239

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4. OPERATING SEGMENT INFORMATION (continued)

Geographical information (continued)

The Group's revenue information of continuing operations by geographical areas is based on the destination to where the goods are delivered, except for revenue arising from the rendering of services, which is based on the locations where the customers are domiciled/located. The Group's non-current asset information of continuing operations by geographical areas is based on the locations of the assets.

* Other Asia region includes Malaysia and Singapore, etc.

Information about major customers

Revenues of HK\$2,428.5 million (2015: HK\$184.7 million) and HK\$382.9 million (2015: HK\$55.4 million) were derived from sales to two customers of the materials trading segment, which individually amounted to 10 per cent or more of the Group's total revenue for the current and prior years.

4. 經營分部資料(續)

地區資料(續)

本集團按地區劃分的持續經營業務收益資料乃根據提供貨品的地點而釐定，惟提供服務產生的收益是按客戶所屬／位處的地點而釐定。本集團按地區劃分的持續經營業務之非流動資產資料是根據資產位處地點而釐定。

* 其他亞洲地區包括馬來西亞及星加坡等。

關於主要客戶的資料

收益2,428,500,000港元(二零一五年：184,700,000港元)及382,900,000港元(二零一五年：55,400,000港元)乃源自兩名材料貿易分部之客戶銷售，其個別金額佔本集團年內及往年總收益的10%或以上。

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5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts; the value of car rental and other services rendered; and loan interest earned from financing services rendered during the year.

An analysis of revenue, other income and gains, net from continuing operations is as follows:

5. 收益、其他收入及收益淨額

收益指年內扣除退貨及貿易折扣後的已售貨品的發票淨值；提供汽車租賃及其他服務的價值；以及金融服務所賺取之貸款利息。

持續經營業務之收益、其他收入及收益淨額分析如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元 (Restated) (經重列)
Revenue	收益		
Sales of goods	銷售貨品	3,213,631,497	240,375,762
Car rental income	汽車租賃收入	24,844,076	24,612,269
Loan interest income	貸款利息收入	8,430,435	6,232,505
		3,246,906,008	271,220,536
Other income	其他收入		
Bank interest income	銀行利息收入	90,661	41,128
Other interest income	其他利息收入	—	1,306,098
Income in relation to certain procurement/ credit/investment arrangements	有關若干採購／信貸／投資安 排之收入	2,361,269	25,176,977
Others	其他	306,187	115,378
		2,758,117	26,639,581
Gains, net	收益淨額		
Gain on disposal of items of property, plant and equipment, net	出售物業、廠房及設備項目的 收益淨額	1,551,945	—
Gain on disposal of an equity investment at fair value through profit or loss	出售一項按公平值計入損益的 股權投資的收益	63,931	—
Fair value gain on derivative financial instruments in relation to convertible bonds	可換股債券的衍生金融工具公 平值收益	1,847,000	—
		3,462,876	—
		6,220,993	26,639,581

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財務報表附註

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6. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

6. 融資成本

持續經營業務融資成本分析如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元 (Restated) (經重列)
Interest on bank and other borrowings	銀行及其他貸款利息	14,010,419	1,871,889
Interest on convertible bonds	可換股債券利息	19,632,549	—
Bank charges	銀行手續費	34,587	14,438
		33,677,555	1,886,327

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7. PROFIT/(LOSS) BEFORE TAX

7. 除稅前溢利／(虧損)

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

本集團持續經營業務之除稅前溢利／(虧損)已扣除／(計入)以下各項：

	Notes 附註	2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元 (Restated) (經重列)
Cost of inventories sold and services rendered	出售存貨及提供服務成本	3,114,871,260	247,819,646
Depreciation [^]	折舊 [^]	11,540,270	11,673,345
Minimum lease payments under operating leases [^]	經營租賃項下之最低租賃付款 [^]	12,175,946	11,092,339
Auditor's remuneration	核數師酬金	1,820,000	1,608,000
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利開支(包括董事薪酬(附註8)):		
Wages, salaries, allowances, bonuses and benefits in kind	工資、薪金、津貼、花紅及實物利益	15,221,667	15,211,198
Pension scheme contributions (defined contribution schemes) ^{##}	退休金計劃供款(定額供款計劃) ^{##}	842,812	764,689
		16,064,479	15,975,887
Foreign exchange differences, net	匯兌差額淨額	240,021	1,060,757
Fair value gain on derivative financial instruments in relation to convertible bonds	可換股債券的衍生金融工具公平值收益	(1,847,000)	—
Impairment of goodwill*	商譽減值*	24,263,284	—
Impairment of property, plant and equipment*	物業、廠房及設備減值*	6,426,135	—
Impairment of intangible assets*	無形資產減值*	13,907,128	—
Impairment of an available-for-sale investment*	一項可供出售投資減值*	38,918,740	—
Write-off of inventories/materials*	撇銷存貨／材料*	15,861	106,625
Gain on disposal of an equity investment at fair value through profit or loss	出售一項按公平值計入損益的股權投資的收益	(63,931)	—
Loss/(gain) on disposal of items of property, plant and equipment, net*	出售物業、廠房及設備項目的虧損／(收益)淨額*	(1,551,945)	53,981

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7. PROFIT/(LOSS) BEFORE TAX (continued)

[^] The depreciation in respect of certain of the Group's motor vehicles of HK\$9,583,937 (2015: HK\$8,647,951) and the minimum lease payments under operating leases in respect of certain of the Group's motor vehicles of HK\$6,918,491 (2015: HK\$5,920,428) are included in "Cost of sales" of the face of the consolidated statement of profit or loss.

* The impairment of property, plant and equipment, goodwill, intangible assets and an available-for-sale investment, the write-off of inventories/materials and the net loss on disposal of items of property, plant and equipment were included in "Other expenses, net" on the face of the consolidated statement of profit or loss.

^{##} At 31 December 2016 and 2015, the Group had no material forfeited contributions available to reduce its contributions to its pension schemes in future years.

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Fees	袍金	5,013,572	5,640,000
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	602,174	—
Pension scheme contributions (defined contribution scheme)	退休計劃供款 (定額供款計劃)	7,500	—
		609,674	—
		5,623,246	5,640,000

7. 除稅前溢利／(虧損)(續)

[^] 本集團若干汽車之折舊9,583,937港元(二零一五年：8,647,951港元)及有關本集團若干汽車之經營租賃項下最低租賃款項6,918,491港元(二零一五年：5,920,428港元)已計入綜合損益表之「銷售成本」一項。

* 物業、廠房及設備減值、商譽減值、無形資產減值、一項可供出售投資減值、撇銷存貨／材料及出售物業、廠房及設備項目的虧損淨額已列入綜合損益表中的「其他開支淨額」一項。

^{##} 於二零一六年及二零一五年十二月三十一日，本集團並無沒收重大供款乃可供削減其往後年度對退休計劃作出的供款。

8. 董事及行政總裁薪酬

根據上市規則及香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露的董事及行政總裁年內薪酬如下：

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

(continued)

(a) Independent non-executive directors

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

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Mr. Fang Jun	方俊先生	120,000	120,000
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	120,000	120,000
Mr. Zhao Xianming	趙憲明先生	120,000	120,000
		360,000	360,000

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

8. 董事及行政總裁薪酬(續)

(a) 獨立非執行董事

年內已付或應付獨立非執行董事的袍金如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Mr. Fang Jun	方俊先生	120,000	120,000
Mr. Wong Yiu Kit, Ernest	黃耀傑先生	120,000	120,000
Mr. Zhao Xianming	趙憲明先生	120,000	120,000
		360,000	360,000

年內，並無其他應付獨立非執行董事的薪酬(二零一五年：無)。

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

(continued)

(b) Executive directors, a non-executive director and the chief executive

8. 董事及行政總裁薪酬(續)

(b) 執行董事、非執行董事及行政總裁

		Fee	Salaries, allowances and benefits Fees in kind 薪金、津貼及 實物福利	Pension scheme contributions 退休 計劃供款	Total remuneration
		袍金 HK\$ 港元	HK\$ 港元	HK\$ 港元	薪酬總額 HK\$ 港元
2016	二零一六年				
Executive directors:	執行董事：				
Ms. Deng Shufen	鄧淑芬女士	1,200,000	—	—	1,200,000
Mr. Dai Yumin (retired on 3 June 2016)	戴昱敏先生(於二零一六年 六月三日退任)	514,286	—	—	514,286
Ms. Liu Jianguan	劉江媛女士	1,200,000	—	—	1,200,000
Mr. Gui Bin (retired on 3 June 2016)	桂欉先生(於二零一六年 六月三日退任)	514,286	—	—	514,286
Ms. Wu Qiong (appointed on 3 June 2016)	吳琮女士(於二零一六年六月 三日獲委任)	700,000	—	—	700,000
		4,128,572	—	—	4,128,572
Non-executive director:	非執行董事：				
Mr. Ho Kin Cheong, Kelvin (appointed on 11 April 2016)	何建昌先生(於二零一六年 四月十一日獲委任)	525,000	—	—	525,000
Chief Executives:	行政總裁：				
Ms. Wu Qiong (appointed on on 18 April 2016 and redesignated as Vice-Chairman on 16 August 2016)	吳琮女士(於二零一六年 四月十八日獲委任 並於二零一六年八月十六日 調任為副主席)	—	150,000	—	150,000
Ms. Chen Xiaohang (appointed on 16 August 2016)	陳曉航女士(於二零一六年八月 十六日獲委任)	—	452,174	7,500	459,674
		4,653,572	602,174	7,500	5,263,246

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

(continued)

(b) Executive directors, a non-executive director and the chief executive (continued)

8. 董事及行政總裁薪酬(續)

(b) 執行董事、非執行董事及行政總裁(續)

		Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
		袍金 HK\$ 港元	薪金、津貼及 實物福利 HK\$ 港元	退休 計劃供款 HK\$ 港元	薪酬總額 HK\$ 港元
2015	二零一五年				
Executive directors:	執行董事：				
Ms. Deng Shufen	鄧淑芬女士	1,200,000	—	—	1,200,000
Mr. Dai Yumin	戴昱敏先生	1,200,000	—	—	1,200,000
Mr. Gui Bin	桂濱先生	1,200,000	—	—	1,200,000
Ms. Liu Jianguan	劉江媛女士	1,200,000	—	—	1,200,000
		4,800,000	—	—	4,800,000
Non-executive director:	非執行董事：				
Mr. Wang Yongbin (retired on 26 June 2015)	王永彬先生(於二零一五年六月二十六日退任)	480,000	—	—	480,000
		5,280,000	—	—	5,280,000

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors (2015: four directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining three (2015: one) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		Group 集團	
		2016 二零一六年	2015 二零一五年
		HK\$ 港元	HK\$ 港元
Salaries, allowances, bonuses and benefits in kind	薪金、津貼、花紅及實物福利	3,497,000	1,300,000
Pension scheme contributions (defined contribution scheme)	退休計劃供款(定額供款計劃)	54,000	18,000
		3,551,000	1,318,000

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

		Number of employees 僱員人數	
		2016 二零一六年	2015 二零一五年
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	3	1

9. 五名最高薪的僱員

年內，五名最高薪的僱員包括兩名董事（二零一五年：四名董事），彼等的薪酬詳情載於上文附註8。年內，其餘三名（二零一五年：一名）非本公司董事或行政總裁的最高薪僱員的薪酬詳情如下：

薪酬介乎下列範圍的非董事最高薪僱員的人數如下：

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10. INCOME TAX

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

10. 所得稅

香港利得稅乃就於香港產生之估計應課稅溢利按16.5% (二零一五年：16.5%) 稅率計提。其他地區的應課稅溢利乃按本集團經營所在的司法權區當時的稅率計算稅項。

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元 (Restated) (經重列)
Current — Hong Kong	即期 — 香港		
Charge for the year	本年度支出	15,622,424	3,281,869
Current — Elsewhere	即期 — 其他地區	56,509	5,304
Deferred (note 29)	遞延(附註29)	(3,662,979)	(425,073)
Total tax charge for the year	本年度稅項開支總額	12,015,954	2,862,100

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10. INCOME TAX (continued)

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax from continuing operations at statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rate (i.e. the statutory tax rate) to the effective rate, are as follows:

10. 所得稅(續)

適用於按本公司及其大部分附屬公司所在及經營的司法權區的法定稅率計算持續經營業務的除稅前溢利/(虧損)的稅項開支/(抵免)與按實際稅率計算之稅項開支的對賬，及適用稅率(即法定稅率)與實際稅率的對賬載列如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元 (Restated) (經重列)
Profit/(loss) before tax from continuing operations	持續經營業務的除稅前溢利/(虧損)	(19,388,718)	3,345,715
Hong Kong statutory tax rate	香港法定稅率	16.5%	16.5%
Tax expense/(credit) at the Hong Kong statutory tax rate	按香港法定稅率計算的稅項開支/(抵免)	(3,199,138)	552,043
Effect of difference in tax rate/tax rule for specific jurisdiction or enacted by local tax authority	特定司法權區或當地稅務機構實行不同的稅率/稅務規則的影響	(3,789,889)	(139,207)
Loss attributable to a joint venture	一家合營公司應佔虧損	515,319	1,296,038
Income not subject to tax	毋須課稅收入	(318,667)	(1,217)
Expenses not deductible for tax	不可扣稅開支	18,909,073	1,679,142
Tax losses utilised from previous periods	應用過往期間之稅務虧損	—	(148,355)
Others	其他	(100,744)	(376,344)
Tax charge at the Group's effective tax rate	按本集團的實際稅率計算的稅項支出	12,015,954	2,862,100

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11. DISCONTINUED OPERATION

On 22 August 2016, the Company and an independent third party (the “Purchaser”) entered into a sale and purchase agreement, pursuant to which the Purchaser agreed to purchase and the Company agreed to sell the entire issued share capital of Perception Digital Technology (BVI) Limited and its subsidiary, PD Trading (Hong Kong) Limited (“Disposed Subsidiaries”) for a consideration of HK\$1. The Disposed Subsidiaries carried out all of the Group’s consumer electronic devices/platforms and related solutions/services. The disposal was completed on 22 August 2016. The Group ceased to operate the consumer electronic devices/platforms and related solutions/services segment thereafter and the segment is no longer included in the note for operating segment information. The gain on disposal of this discontinued operation amounted to HK\$15,603,267. For the year ended 31 December 2015, the gain on disposal of the discontinued operation of HK\$2,982,161 represented certain subsidiaries which also carried out the same business as the Disposed Subsidiaries.

11. 已終止經營業務

於二零一六年八月二十二日，本公司及一名獨立第三方（「買方」）訂立買賣協議，據此，買方同意購買而本公司同意出售 Perception Digital Technology (BVI) Limited 及其附屬公司 PD Trading (Hong Kong) Limited（「售出之附屬公司」）之全部已發行股本，代價為1港元。售出之附屬公司為本集團提供所有消費電子器材／平台及相關解決方案／服務。出售事項於二零一六年八月二十二日完成。由於本集團已結束營運消費電子器材／平台及相關解決方案／服務分部，因此該分部不再列入經營分部資料附註。出售此已終止經營業務之收益為15,603,267港元。截至二零一五年十二月三十一日止年度，出售已終止經營業務之收益2,982,161港元指進行與售出之附屬公司相同的業務之若干附屬公司。

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11. DISCONTINUED OPERATION

(continued)

The results of the Disposed Subsidiaries and subsidiaries disposed in 2015 are presented below:

11. 已終止經營業務(續)

售出之附屬公司以及在二零一五年出售之附屬公司的業績列報如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Revenue	收益	555,852	4,088,183
Cost of services provided	所提供服務成本	(442,930)	(3,648,637)
Gross profit	毛利	112,922	439,546
Other income	其他收入	23	221,429
Research and development costs	研究及開發成本	—	(1,507,783)
Selling and distribution expenses	銷售及分銷開支	(1,667)	(3,312,082)
General and administrative expenses	一般及行政費用	(936,077)	(6,102,209)
Other expenses, net	其他開支淨額	(3,661)	(768,535)
Finance costs	融資成本	—	(14,208)
Loss before tax	除稅前虧損	(828,460)	(11,043,842)
Income tax expenses	所得稅開支	—	(269)
Loss for the year from the discontinued operation	已終止經營業務之年內虧損	(828,460)	(11,044,111)
Gain on disposal of the discontinued operation	出售已終止經營業務之收益	15,603,267	2,982,161
		14,774,807	(8,061,950)

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11. DISCONTINUED OPERATION

(continued)

The net cash flows incurred by the Disposed Subsidiaries and subsidiaries disposed in 2015 are as follows:

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Operating activities	經營活動	(65,508)	6,346,495
Investing activities	投資活動	(300,331)	(6,948,350)
Financing activities	融資活動	—	(14,208)
Net cash outflow	現金流出淨額	(365,839)	(616,063)
Earnings/(loss) per share:	每股盈利/(虧損):		
Basic, from the discontinued operation	基本, 來自已終止經營業務	HK0.23 cent 港仙	HK(0.15) cent 港仙
Diluted, from the discontinued operation	攤薄, 來自已終止經營業務	HK0.22 cent 港仙	HK(0.15) cent 港仙*

The calculations of basic and diluted earnings/(loss) per share from the discontinued operation are based on:

來自已終止經營業務的每股基本及攤薄盈利/(虧損)的計算乃根據:

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Profit/(loss) attributable to ordinary equity holders of the parent from the discontinued operation	母公司普通股股權持有人應佔來自已終止經營業務的溢利/(虧損)	14,774,807	(8,061,950)
Weighted average number of ordinary shares in issue during the year used in the basic earnings/(loss) per share calculation (note 12)	計算每股基本盈利/(虧損)的年內已發行普通股的加權平均數(附註12)	6,483,845,685	5,550,858,225
Weighted average number of ordinary shares used in the diluted earnings/(loss) per share calculation	計算每股攤薄盈利/(虧損)的普通股的加權平均數	6,633,832,931	5,550,858,225*

* No adjustment had been made to the basic loss per share amount from the discontinued operation for the year ended 31 December 2015 in respect of a dilution as the impact of the potential dilutive ordinary shares outstanding had an anti-dilutive effect on the basic loss per share amount presented for the year ended 31 December 2015.

* 概無就攤薄調整截至二零一五年十二月三十一日止年度來自已終止經營業務之每股基本虧損金額, 此乃由於發行在外之潛在攤薄普通股對所呈列之截至二零一五年十二月三十一日止年度每股基本虧損金額具反攤薄影響。

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12. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculations of the basic and diluted earnings/(loss) per share are based on:

12. 母公司普通股股權持有人應佔每股盈利／（虧損）

每股基本及攤薄盈利／（虧損）的計算乃根據：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元 (Restated) (經重列)
Earnings/(loss)	盈利／（虧損）		
Earnings/(loss) attributable to ordinary equity holders of the parent used in the basic earnings/(loss) per share calculation:	計算每股基本盈利／（虧損）時採用的母公司普通股股權持有人應佔盈利／（虧損）：		
From continuing operations	來自持續經營業務	(31,404,672)	483,615
From a discontinued operation	來自已終止經營業務	14,774,807	(8,061,950)
		(16,629,865)	(7,578,335)
		Number of shares 股份數目	
		2016 二零一六年	2015 二零一五年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings/(loss) per share calculation	計算每股基本盈利／（虧損）時採用的年內已發行普通股的加權平均數	6,483,845,685	5,550,858,225
Effect of dilution – weighted average number of ordinary shares:	攤薄影響 – 普通股加權平均數：		
Warrants	認股權證	–	101,863,626
Share Options	購股權	–	76,332,912
		6,483,845,685	5,729,054,763

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12. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

(continued)

The calculation of the basic loss per share amounts is based on the loss for the year attributable to ordinary equity holders of the parent of HK\$16,629,865 (2015: HK\$7,578,335) and the weighted average number of ordinary shares of 6,483,845,685 (2015: 5,550,858,225) in issue during the year. The basic loss per share amount for the year ended 31 December 2015 has been adjusted to reflect the bonus element in the placing of shares of the Company for the year ended 31 December 2015.

No adjustment has been made to the basic loss per share amounts presented for the year ended 31 December 2016 in respect of a dilution as the impact of the potential dilutive ordinary shares outstanding had an anti-dilutive effect on the basic loss per share amounts presented for the year ended 31 December 2016.

No adjustment has been made to the basic loss per share amount presented for the year ended 31 December 2015 in respect of a dilution as the impact of the potential dilutive ordinary shares outstanding had an anti-dilutive effect on the basic loss per share amounts presented for the year ended 31 December 2015.

The calculation of the diluted earnings per share amount for the year ended 31 December 2015 was based on the profit from continuing operations attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation was the number of ordinary shares in issue during the year, as used in the basic earnings/(loss) per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

12. 母公司普通股股權持有人應 佔每股盈利／(虧損)(續)

每股基本虧損金額乃根據母公司普通股股權持有人應佔年內虧損16,629,865港元(二零一五年:7,578,335港元)及年內已發行普通股的加權平均數6,483,845,685股(二零一五年:5,550,858,225股)計算。截至二零一五年十二月三十一日止年度的每股基本虧損金額已予調整，以反映於截至二零一五年十二月三十一日止年度配售本公司股份之紅股元素。

概無就攤薄調整截至二零一六年十二月三十一日止年度所呈列之每股基本虧損，此乃由於發行在外之具潛在攤薄影響普通股對截至二零一六年十二月三十一日止年度呈報之每股基本虧損金額具反攤薄影響。

概無就攤薄調整截至二零一五年十二月三十一日止年度所呈列之每股基本虧損金額，此乃由於發行在外之具攤薄影響普通股對所呈列之截至二零一五年十二月三十一日止年度每股基本虧損金額具反攤薄影響。

截至二零一五年十二月三十一日止年度每股攤薄盈利乃根據母公司普通股股權持有人應佔持續經營業務之溢利計算。計算所用之普通股加權平均數為本年度已發行普通股數目，該數目用於計算每股基本盈利／(虧損)，而普通股加權平均數已假設根據視為行使或將所有潛在攤薄普通股兌換為普通股而無償發行。

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備	Leasehold improvements 租賃裝修	Toolings 工具	Motor vehicles 汽車	Total 總額
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
31 December 2016	二零一六年十二月三十一日					
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：					
Cost	成本	3,394,153	3,218,529	1,501,389	39,884,508	47,998,579
Accumulated depreciation and impairment	累積折舊及減值	(1,029,316)	(1,700,229)	(1,491,100)	(5,907,775)	(10,128,420)
Net carrying amount	賬面淨值	2,364,837	1,518,300	10,289	33,976,733	37,870,159
At 1 January 2016, net of accumulated depreciation and impairment	於二零一六年一月一日， 扣除累積折舊及減值	2,364,837	1,518,300	10,289	33,976,733	37,870,159
Additions	添置	126,375	-	-	5,852,182	5,978,557
Disposals	出售	(25,561)	-	-	(576,113)	(601,674)
Disposal of subsidiaries (note 33(b))	出售附屬公司(附註33(b))	-	-	(4,409)	-	(4,409)
Depreciation provided during the year	本年度折舊撥備	(805,292)	(1,135,951)	(5,880)	(9,599,027)	(11,546,150)
Impairment during the year	本年度減值	-	-	-	(6,426,135)	(6,426,135)
Exchange realignment	匯兌調整	(39,307)	-	-	(1,364,246)	(1,403,553)
At 31 December 2016, net of accumulated depreciation and impairment	於二零一六年十二月三十一日， 扣除累積折舊及減值	1,621,052	382,349	-	21,863,394	23,866,795
At 31 December 2016:	於二零一六年十二月三十一日：					
Cost	成本	3,416,267	3,218,529	-	38,219,640	44,854,436
Accumulated depreciation and impairment	累積折舊及減值	(1,795,215)	(2,836,180)	-	(16,356,246)	(20,987,641)
Net carrying amount	賬面淨值	1,621,052	382,349	-	21,863,394	23,866,795

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

		Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備	Machinery and equipment 機器及設備	Leasehold improvements 租賃裝修	Toolings 工具	Motor vehicles 汽車	Total 總額
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
						(Restated) (經重列)	(Restated) (經重列)
31 December 2015	二零一五年十二月三十一日						
At 1 January 2015:	於二零一五年一月一日:						
Cost	成本	14,049,332	2,061,291	5,716,024	1,483,749	28,629,942	51,940,338
Accumulated depreciation and impairment	累積折舊及減值	(9,603,950)	(2,002,566)	(2,752,395)	(1,464,625)	(457,772)	(16,281,308)
Net carrying amount	賬面淨值	4,445,382	58,725	2,963,629	19,124	28,172,170	35,659,030
At 1 January 2015, net of accumulated depreciation and impairment	於二零一五年一月一日，扣除累積折舊及減值	4,445,382	58,725	2,963,629	19,124	28,172,170	35,659,030
Additions	添置	30,458	–	–	17,640	20,254,806	20,302,904
Write-off	撇銷	–	–	(228,764)	–	–	(228,764)
Disposals	出售	(477,774)	–	–	–	(2,358,348)	(2,836,122)
Disposal of subsidiaries (note 33(b))	出售附屬公司(附註33(b))	(429,904)	(33,804)	–	–	(116,085)	(579,793)
Depreciation provided during the year	本年度折舊撥備	(1,122,415)	(24,921)	(1,211,900)	(26,475)	(9,751,362)	(12,137,073)
Exchange realignment	匯兌調整	(80,910)	–	(4,665)	–	(2,224,448)	(2,310,023)
At 31 December 2015, net of accumulated depreciation and impairment	於二零一五年十二月三十一日，扣除累積折舊及減值	2,364,837	–	1,518,300	10,289	33,976,733	37,870,159
At 31 December 2015:	於二零一五年十二月三十一日:						
Cost	成本	3,394,153	–	3,218,529	1,501,389	39,884,508	47,998,579
Accumulated depreciation and impairment	累積折舊及減值	(1,029,316)	–	(1,700,229)	(1,491,100)	(5,907,775)	(10,128,420)
Net carrying amount	賬面淨值	2,364,837	–	1,518,300	10,289	33,976,733	37,870,159

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

As at 31 December 2016, certain of the Group's other borrowings were secured by the pledge of the Group's motor vehicles of approximately HK\$8,112,260 (2015: HK\$21,437,345).

Certain of the Group's motor vehicles are identified as part of the car-rental cash-generating unit. During the year, impairment of HK\$6,426,135 (2015: Nil) were made on the property, plant and equipment since the recoverable amount of the car rental cash-generating unit is lower than its carrying amount. Details of the impairment testing are included in note 14 to the consolidated financial statements.

13. 物業、廠房及設備(續)

於二零一六年十二月三十一日，本集團若干其他借貸由本集團之汽車約8,112,260港元(二零一五年：21,437,345港元)之押記作抵押。

若干本集團之汽車乃識別為部分汽車租賃現金產生單位。於本年度，由於汽車租賃現金產生單位的可收回金額低於其賬面值，故物業、廠房及設備已作出減值6,426,135港元(二零一五年：無)。有關減值測試的詳情載於綜合財務報表附註14。

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14. GOODWILL

14. 商譽

HK\$
港元

Cost at 1 January 2015, 31 December 2015 and 1 January 2016	於二零一五年一月一日、二零一五年十二月三十一日及二零一六年一月一日之成本	26,210,338
Impairment during the year	本年度減值	(24,263,284)
Exchange realignment	匯兌調整	(1,947,054)
Net carrying amount at 31 December 2016	於二零一六年十二月三十一日之賬面淨值	—
At 31 December 2016	於二零一六年十二月三十一日	
Cost	成本	24,263,284
Accumulated impairment	累計減值	(24,263,284)
Net carrying amount	賬面淨值	—

Impairment testing of goodwill and intangible assets

Goodwill and intangible assets acquired through a business combination are allocated to the car rental cash-generating unit for impairment testing.

The recoverable amount of the car rental cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by management. The growth rate used to extrapolate the cash flows of the car rental cash-generating unit beyond the five-year period is 3% (2015: 3%) and the discount rate applied to the cash flow projections is 16% (2015: 16%).

商譽及無形資產的減值測試

透過業務合併收購的商譽及無形資產已被分配至汽車租賃現金產生單位作減值測試。

汽車租賃現金產生單位可回收金額乃根據使用價值計算採用現金流量預測(以管理層批准的五年期財務預算為基礎進行計算)而釐定。推斷汽車租賃現金產生單位超過五年期間現金流量增長率為3%(二零一五年: 3%)，而現金流量預測採用的貼現率為16%(二零一五年: 16%)。

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14. GOODWILL (continued)

Impairment testing of goodwill and intangible assets (continued)

In the opinion of the Company's directors, a decrease in the growth rate by 0.5% and an increase in the discount rate by 0.5% would cause the carrying amount of the cash-generating unit to further exceed its recoverable amount by approximately HK\$1,223,000 and HK\$3,861,000, respectively.

Key assumptions were used in the value in use calculation of the above cash-generating unit for 31 December 2016 and 31 December 2015. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted revenue — The basis used to determine the value assigned to the revenue is the average revenue achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected business and market developments.

Discount rate — The discount rate used is before tax and reflects specific risks relating to the relevant unit.

For the year ended 31 December 2016, the recoverable amount of the car rental cash-generating unit determined using the above basis is HK\$66,678,000 which is lower than its carrying value. Accordingly, impairment losses of HK\$24,263,284 (2015: Nil), HK\$13,907,128 (2015: Nil) and HK\$6,426,135 (2015: Nil) on goodwill, intangible assets and property, plant and equipment, were recognised in the consolidated statement of profit or loss for the year.

14. 商譽(續)

商譽及無形資產的減值測試(續)

本公司董事認為，增長率減少0.5%及貼現率增加0.5%將導致現金產生單位之賬面值分別進一步超逾其可收回金額約1,223,000港元及3,861,000港元。

於二零一六年十二月三十一日及二零一五年十二月三十一日的上述現金產生單位使用價值的計算中已使用關鍵假設。下文闡述管理層為商譽減值測試而作出的現金流量預測所依據的各項主要假設：

預算收入 — 釐定收入值時所採用的基準為於緊接預算年前年度所達致的平均收入、提高的所預期的效率改進及預期的業務及市場發展。

貼現率 — 所用的貼現率為除稅前貼現率，並且反映關於有關現金產出單位的特定風險。

截至二零一六年十二月三十一日止年度，採用上述基準釐定之汽車租賃現金產生單位的可收回金額為66,678,000港元，低於其賬面值。因此，商譽、無形資產及物業、廠房及設備的減值虧損分別24,263,284港元(二零一五年：無)、13,907,128港元(二零一五年：無)及6,426,135港元(二零一五年：無)已於本年度綜合損益表中確認。

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15. INTANGIBLE ASSETS

15. 無形資產

		License plates 車牌 HK\$ 港元	Vehicle rental business license 汽車租用 業務牌照 HK\$ 港元	Total 總額 HK\$ 港元
Cost at 1 January 2015, 31 December 2015 and 1 January 2016	於二零一五年一月一日、二零一五年十二月三十一日及二零一六年一月一日之成本	16,380,000	52,290,000	68,670,000
Impairment during the year	本年度減值	(3,317,297)	(10,589,831)	(13,907,128)
Exchange realignment	匯兌調整	(1,776,393)	(5,670,793)	(7,447,186)
Net carrying amount at 31 December 2016	於二零一六年十二月三十一日之賬面淨值	11,286,310	36,029,376	47,315,686
At 31 December 2016	於二零一六年十二月三十一日			
Cost	成本	14,603,607	46,619,207	61,222,814
Accumulated impairment	累計減值	(3,317,297)	(10,589,831)	(13,907,128)
Net carrying amount	賬面淨值	11,286,310	36,029,376	47,315,686

The license plates and vehicle rental business license with indefinite useful lives acquired through a business combination are allocated to the car rental cash-generating unit. Details of the impairment testing are included in note 14 to the financial statements.

透過業務合併收購之無特定可使用年期之車牌及汽車租用業務牌照乃分配至汽車租賃現金產生單位。有關減值測試之詳情載於財務報表附註 14。

16. INTEREST IN A JOINT VENTURE

16. 於一家合營公司的權益

		Group 集團	2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Share of net liabilities	應佔負債淨值		(3,132,389)	(9,243)
Amount due from a joint venture	應收一家合營公司款項		11,013,373	10,172,985
			7,880,984	10,163,742

The amount due from a joint venture included in the Group's non-current assets is unsecured, interest-free and is not expected to be repayable within twelve months from the end of the reporting period.

計入本集團非流動資產之應收一家合營公司款項為無抵押、不付息及預期毋須於報告期末起計十二個月內償還。

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16. INTEREST IN A JOINT VENTURE (continued)

16. 於一家合營公司的權益(續)

Particulars of the Group's joint venture are as follows:

本集團之合營公司之資料如下：

Name 名稱	Particulars of issued shares held 持有之已發行 股份詳情	Place of registration and business 註冊及營業地點	Ownership interest 擁有人權益	Percentage of voting power 投票權比率	Profit sharing 應佔溢利	Principal activities 主要業務
Zither Clubhouse Limited* 古琴會有限公司	Ordinary shares 普通股	Hong Kong 香港	50	50	50	Operations of a clubhouse and a restaurant 會所及餐廳營運

The following table illustrates the summarised financial information in respect of Zither Clubhouse Limited:

下表展示古琴會有限公司之財務資料摘要：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Cash and cash equivalents	現金及現金等價物	5,047,483	4,219,138
Other current assets	其他流動資產	1,937,956	2,468,653
Current assets	流動資產	6,985,439	6,687,791
Non-current assets	非流動資產	12,848,063	17,166,408
Current liabilities	流動負債	(24,771,271)	(22,663,349)
Non-current liabilities	非流動負債	(1,327,008)	(1,209,336)
Net liabilities	負債淨值	(6,264,777)	(18,486)
Reconciliation to the Group's interest in the joint venture:	與本集團於其合營公司中之權益對賬：		
Proportion of the Group's ownership	本集團所佔權益的百分比	50%	50%
Carrying amount of the investment	投資之賬面值	(3,132,389)	(9,243)
Revenue	收益	29,765,676	17,366,862
Depreciation	折舊	4,378,792	4,010,129
Loss and total comprehensive loss for the year	年內虧損及全面虧損總計	(6,246,291)	(15,709,554)

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17. AVAILABLE-FOR-SALE INVESTMENTS

17. 可供出售投資

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Non-current assets	非流動資產		
Unlisted equity investments, at fair value	非上市權益投資，按公平值	112,000,000	39,987,400

During the year, the gross fair value loss in respect of the Group's available-for-sale investment recognised in other comprehensive income amounted to HK\$39,987,400 (2015: gain of HK\$1,187,400).

As at 31 December 2015, the unlisted equity investment represented 10% equity interest in Prime Elite Ventures Limited. During the year, there was a significant decline in the fair value of this unlisted equity investment. The directors of the Company considered that such a decline indicated that this unlisted equity investment has been impaired and an impairment loss of HK\$38,918,740 (2015: Nil) was recognised in the consolidated statement of profit or loss for the year ended 31 December 2016.

本集團在年內已於其他全面收入確認可供出售投資總公平值虧損39,987,400港元(二零一五年：收益1,187,400港元)。

於二零一五年十二月三十一日，非上市股權投資為傑盛創投有限公司之10%股權。年內，該非上市股權投資的公平值大幅下跌。本公司董事認為，跌幅表明該非上市股權投資已經減值，而減值虧損38,918,740港元(二零一五年：無)已於截至二零一六年十二月三十一日止年度之綜合損益表中確認。

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18. DEFERRED DEVELOPMENT COSTS 18. 遞延開發成本

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Cost at 1 January, net of accumulated amortisation and impairment	於一月一日的成本， 扣除累積攤銷及減值	—	2,498,264
Amortisation provided during the year	本年度攤銷	—	(1,098,296)
Disposal of subsidiaries	出售附屬公司	—	(1,391,626)
Exchange realignment	匯兌調整	—	(8,342)
At 31 December	於十二月三十一日	—	—
At 31 December:	於十二月三十一日：		
Cost	成本	—	—
Accumulated amortisation and impairment	累積攤銷及 減值	—	—
Net carrying amount	賬面淨值	—	—

19. INVENTORIES 19. 存貨

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Raw materials and components	原材料及部件	—	1,945
Finished goods	製成品	5,193,443	1,291,170
		5,193,443	1,293,115

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20. TRADE RECEIVABLES

20. 應收賬款

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Trade receivables	應收賬款	1,099,418,264	274,834,380
Impairment	減值	—	(24,672,546)
		1,099,418,264	250,161,834

Major debtors of the Group as at 31 December 2016 mainly represented trade receivables due from independent third parties in connection with materials trading. The Group's trading terms with its customers are mainly on credit except for car rental customers, where payment in advance is normally required. The credit period is generally 90 to 160 days, or could be longer under certain circumstances. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management.

Trade receivables are non-interest-bearing, except for an individual balance of HK\$3,625,541 as at 31 December 2015, which bore interest at 1.6% per month.

Save as disclosed below, the Group generally does not hold any collateral or other credit enhancements over its trade receivable balances.

本集團於二零一六年十二月三十一日的主要債務人為應收獨立第三方的材料貿易之應收賬款。本集團與客戶主要按信貸方式訂立貿易條款，除汽車租賃客戶，則通常須預付款項。信貸期一般介乎90天160天或於若干情況下有更長信貸期。本集團致力嚴格監控逾期應收賬款。公司高級管理人員會定期審查逾期的結餘。

除於二零一五年十二月三十一日一筆個別結餘3,625,541港元按每月1.6%計息外，應收賬款為免息。

除於下文披露者外，本集團一般並無就其應收賬款結餘持有任何抵押品或其他信用提升物。

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20. TRADE RECEIVABLES (continued)

As at 31 December 2012, a trade receivable of HK\$7,616,643 and an other receivable of HK\$20,058,594 of the Group were secured by an item of intellectual property of a customer of the Group. During the prior year, the Group had taken the necessary steps to obtain the item of intellectual property by exercising its rights over the collateral it held as security. However, the Group was aware of a civil suit filed by a third party in the United States of America against this customer during the prior year due to infringement of certain patents. The United States International Trade Commission also imposed a limited exclusive order to this customer during the prior year, which prohibited the entry of the infringing electronic devices and products of this customer with utilisation of such intellectual property in the United States of America. Accordingly, the directors of the Company considered minimal future economic benefits could be generated from this item of intellectual property to the Group and no value was ascribed to it as at 31 December 2015. The Group did not have any policies or detailed plans in respect of such item or for using it in its operations. In the prior years, the Group recognised a full provision for such trade receivable and other receivable.

20. 應收賬款(續)

於二零一二年十二月三十一日，本集團一筆應收賬款7,616,643港元及一筆其他應收款項20,058,594港元由本集團一名客戶的一項知識產權作抵押。於往年度內，本集團已採取所需步驟，藉行使彼對所持有作為擔保之抵押品之權利而取得有關知識產權。然而，本集團察覺美國一名第三方於往年度內基於侵犯若干專利權而向該名客戶提出民事訴訟。美國國際貿易委員會亦已於往年度內向該名客戶實施一項有限排除令，禁止該名客戶利用該項知識產權的電子器材和產品進入美國。故此，本公司董事認為，該項知識產權未來只會為本集團帶來非常輕微的經濟利益，於二零一五年十二月三十一日並無賦予其任何價值。本集團目前並無有關該個項目或將其用於業務的任何政策或具體計劃。於過往年度，本集團就該等應收賬款及其他應收款項確認全額撥備。

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20. TRADE RECEIVABLES (continued)

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

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Within 30 days	30天內	210,269,401	378,142
31 to 60 days	31天至60天	575,117,263	732,627
61 to 90 days	61天至90天	312,799,342	341,779
Over 90 days	90天以上	1,232,258	248,709,286
Total (note)	總計(附註)	1,099,418,264	250,161,834

Note: Subsequent to the end of the reporting period, approximately HK\$681 million of the trade receivables outstanding as of 31 December 2016 were settled.

20. 應收賬款(續)

於報告期末，根據發票日期及扣除撥備後，應收賬款的賬齡分析如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Within 30 days	30天內	210,269,401	378,142
31 to 60 days	31天至60天	575,117,263	732,627
61 to 90 days	61天至90天	312,799,342	341,779
Over 90 days	90天以上	1,232,258	248,709,286
Total (note)	總計(附註)	1,099,418,264	250,161,834

附註：報告期末後，於二零一六年十二月三十一日未償還的應收賬款約681,000,000港元已清償。

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

應收賬款減值撥備的變動如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
At 1 January	於一月一日	24,672,546	44,334,131
Disposal of subsidiaries	出售附屬公司	(24,672,546)	(15,150,632)
Amount written off as uncollectible	因無法收回而撇銷的金額	—	(4,373,585)
Exchange realignment	匯兌調整	—	(137,368)
At 31 December	於十二月三十一日	—	24,672,546

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20. TRADE RECEIVABLES (continued)

As at 31 December 2015, included in the above provision for impairment of trade receivables was a provision for individually impaired trade receivables of HK\$24,672,546 with a carrying amount before provision of HK\$32,399,114. The individually impaired trade receivables related to debtors that were in financial difficulties and/or were in default in payments and none or only a portion of the receivables was expected to be recovered.

The aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Neither past due nor impaired	未逾期或未減值	1,096,358,859	2,325
Less than 31 days past due	逾期少於31天	264,787	55,770,542
31 to 60 days past due	逾期31天至60天	963,594	614,517
61 to 90 days past due	逾期61天至90天	598,766	341,780
Over 90 days past due	逾期90天以上	1,232,258	185,706,102
		1,099,418,264	242,435,266

Trade receivables that were neither past due nor impaired relate to a number of diversified debtors for whom there was no recent history of default.

Trade receivables that were past due but not impaired relate to a number of independent debtors that have a good track record/relationship with the Group and/or are major/strategic debtors of the Group. Based on past experience/current assessment, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

20. 應收賬款(續)

於二零一五年十二月三十一日，上列的應收賬款減值撥備包括扣除撥備前賬面值為24,672,546港元的個別出現減值的應收賬款的撥備32,399,114港元。該等個別出現減值的應收賬款與陷入財困及／或拖欠款項的債務人有關，並預計不能收回或只能收回一部分有關的應收款項。

並無被視為個別或共同減值之應收賬款之賬齡分析如下：

未逾期或未減值之應收賬款與沒有近期拖欠記錄的多個債務人有關。

已逾期但未作減值的應收賬款與本集團多名擁有良好信貸記錄／關係的獨立債務人及／或本集團的主要／策略債務人有關。根據以往經驗／目前評估，本公司董事認為，因信貸質素並無重大改變及結餘仍被認為可全數收回，故毋需就該等結餘作出減值撥備。

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21. LOAN RECEIVABLES

21. 應收貸款

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Loan receivables	應收貸款	—	111,835,710

Loan receivables represented receivables arising from financing services of the Group, and were unsecured, bore interest at 12% per annum and were repayable within 6 months from dates of agreement.

應收貸款指自本集團金融服務產生的應收款項，為無抵押及按年利率12厘計息，並須於協議日期起六個月內償還。

The Group did not hold any collateral or other credit enhancements over its loan receivable balances.

本集團並無就其應收貸款結餘持有任何抵押品或其他信用提升物。

An aged analysis of the loan receivables that were not considered to be impaired as at the end of the reporting period, based on the payment due date, is as follows:

於報告期末按付款到期日並不被視為減值的應收貸款的賬齡分析如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Neither past due nor impaired	並無逾期或減值	—	90,635,710
1 to 3 months past due	逾期1至3個月	—	21,200,000
		—	111,835,710

Loan receivables that were neither past due nor impaired relate to independent borrowers for whom there was no recent history of default.

應收貸款並無逾期或減值，其貸款乃與獨立借款人，當中並無相關拖欠記錄。

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22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

22. 預付款項、按金及其他應收款項

		Group 集團	
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Prepayments	預付款項	2,819,266	2,361,659
Deposits	按金	14,892,216	7,591,607
Other receivables	其他應收款項	2,140,193	468,966,505
Amount due from a controlling shareholder	應收一名控股股東款項	—	2,491,054
Amounts due from directors (note 23)	應收董事款項(附註23)	—	1,508,946
		19,851,675	482,919,771
Impairment	減值	—	(18,895,075)
		19,851,675	464,024,696
Less: Portion classified as non-current assets	減：列為非流動資產的部分	(6,804,775)	(3,095,346)
Current portion	即期部分	13,046,900	460,929,350

Included in deposits amounting to HK\$8,369,966 (2015: HK\$5,490,490), are amounts of HK\$6,425,191 (2015: HK\$3,985,860) included in current assets and HK\$1,944,775 (2015: HK\$1,504,630) included in non-current assets in the Group's consolidated statement of financial position, which are non-interest-bearing cash deposits paid to leasing companies under certain arrangements as further detailed in note 27(c) to the consolidated financial statements and will be returned upon the expiry of the terms of the relevant agreements.

為數8,369,966港元(二零一五年：5,490,490港元)的按金當中，在綜合財務狀況表內列於流動資產之金額6,425,191港元(二零一五年：3,985,860港元)，以及列於非流動資產中之1,944,775港元(二零一五年：1,504,630港元)為非計息現金按金支付予租賃公司，將於相關協議到期時退回，若干詳情載於綜合財務報表附註27(c)。

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22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Included in other receivables amounting to HK\$437,995,361 classified as current assets in the Group's consolidated statement of financial position as at 31 December 2015 were, advances to suppliers and procurement agents associated with the provision of car rental services business of the Group. Other receivables are non-interest-bearing, except for an individual balance of HK\$18,895,075 as at 31 December 2015 which bore interest at 1.6% per month.

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

22. 預付款項、按金及其他應收款項(續)

於二零一五年十二月三十一日，於本集團的綜合財務狀況中分類為流動資產的為數437,995,361港元的其他應收款項當中，為向有關提供本集團租車服務業務的供應商及採購代理提供之墊款。於二零一五年十二月三十一日，除一筆個別結餘18,895,075港元按每月1.6厘計息外，其他應收款項為免息。

其他應收款項的減值撥備變動如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
At 1 January	於一月一日	18,895,075	33,172,049
Disposal of subsidiaries	出售附屬公司	(18,895,075)	(14,276,974)
At 31 December	於十二月三十一日	—	18,895,075

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22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

As at 31 December 2015, included in the above provision for impairment of other receivables was a provision for individually impaired other receivables of HK\$18,895,075 with a carrying amount before provision of HK\$18,895,075. The individually impaired other receivables related to amounts that were long outstanding or debtors of the Group that were in default in payments and the other receivables or a portion thereof were not expected to be recovered.

None of the above assets is impaired at the end of the reporting period and the financial assets relate to deposits and receivables for which there was no recent history of significant default or which are due from independent debtors that have a good relationship with the Group.

22. 預付款項、按金及其他應收款項(續)

於二零一五年十二月三十一日，上列的其他應收款項減值撥備包括扣除的其他應收款項的個別減值撥備18,895,075港元，其撥備前賬面值為18,895,075港元。個別出現減值的其他應收款項涉及本集團拖欠款項的債務人，或預計有一部分應收款項不能收回。

於報告期末，上述資產均未減值，而該等財務資產的按金及應收款項涉及近期並無巨額拖欠記錄或與本集團關係良好的獨立債務人。

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23. AMOUNTS DUE FROM DIRECTORS

Amounts due from directors, disclosed pursuant to 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

23. 應收董事款項

根據香港公司條例第383(1)(d)條及公司(披露董事利益資料)規例第3部披露的應收董事款項如下：

Name	姓名	At	Maximum	At	Maximum	At	Security held
		31 December 2016	amount outstanding during the year	31 December 2015 and 1 January 2016	amount outstanding during the year	1 January 2015	
		於 二零一六年 十二月 三十一日	年內最高 未清償額	於 二零一五年 十二月 三十一日及 二零一六年 一月一日	年內最高 未清償額	於 二零一五年 一月一日	
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	
Ms. Deng Shufen	鄧淑芬女士	—	905,368	905,368	2,400,000	2,400,000	None 無
Mr. Gui Bin (retired on 3 June 2016)	桂濱先生(於二零一六年 六月三日退任)	—	301,789	301,789	800,000	800,000	None 無
Ms. Liu Jianguan	劉江媛女士	—	301,789	301,789	800,000	800,000	None 無
		—		1,508,946		4,000,000	

The amounts due from directors were unsecured, interest-free and were repayable on demand. The amounts were fully settled during the year.

應收董事款項為無抵押、免息及應要求償還。該等金額已於年內悉數償付。

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24. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSIT

24. 現金及現金等價物以及已抵押銀行存款

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Cash and bank balances	現金及銀行結餘	35,037,364	5,050,455
Time deposits	定期存款	4,445,200	18,794,078
		39,482,564	23,844,533
Less: Pledged deposit for a bank borrowing (note 27(a))	減：銀行借貸下的已 抵押存款(附註27(a))	—	(18,794,078)
Cash and cash equivalents	現金及現金等價物	39,482,564	5,050,455

At the end of the reporting period, the cash and bank balances, and time deposits of the Group denominated in Renminbi (“RMB”) amounted to HK\$1,276,870 (2015: HK\$535,907) and HK\$4,445,200 (2015: HK\$18,794,078), respectively. The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposit was made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earned interest at the short term time deposit rate. The bank balances and time deposit are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣(「人民幣」)計值的現金及銀行結餘以及定期存款分別為1,276,870港元(二零一五年：535,907港元)及4,445,200港元(二零一五年：18,794,078港元)。人民幣不可自由地兌換為其他貨幣。然而，根據中國內地的《外匯管理條例及結匯、售匯及付匯管理規定》，本集團獲准通過獲授權經營外匯業務的銀行將人民幣兌換為其他貨幣。

銀行存款按每日銀行存款利率的浮動利率賺取利息。視乎本集團的即時現金需要，短期定期存款按介乎一天至三個月不等的多個期間作出及按短期定期存款利率賺取利息。銀行結餘和定期存款已存入近期沒有違約記錄的具信譽的銀行中。

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25. TRADE PAYABLES

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

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Within 30 days	30天內	275,508	823,883
31 to 60 days	31天至60天	60,662	105,796
Over 60 days	60天以上	49,852	33,375,918
		386,022	34,305,597

The trade payables are non-interest-bearing and the credit terms granted by trade creditors are generally 30 to 90 days or 90 days after the month-end statement.

25. 應付賬款

於報告期末，根據發票日期，應付賬款的賬齡分析如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Within 30 days	30天內	275,508	823,883
31 to 60 days	31天至60天	60,662	105,796
Over 60 days	60天以上	49,852	33,375,918
		386,022	34,305,597

應付賬款為免息，而貿易債權人給予的信貸期一般為30天至90天或月結後90天。

26. OTHER PAYABLES AND ACCRUALS

Deferred revenue	延遲收入	864,798	1,037,992
Sundry payables	應付雜項費用	14,856,593	11,988,449
Accruals	應計款項	3,173,771	2,557,253
		18,895,162	15,583,694

As at 31 December 2016 and 2015, sundry payables are non-interest-bearing and generally have credit terms of around 30 to 90 days.

26. 其他應付款項及應計款項

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Deferred revenue	延遲收入	864,798	1,037,992
Sundry payables	應付雜項費用	14,856,593	11,988,449
Accruals	應計款項	3,173,771	2,557,253
		18,895,162	15,583,694

於二零一六年及二零一五年十二月三十一日，應付雜項費用為不計息及除賬期一般為30天至90天。

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27. INTEREST-BEARING BANK AND OTHER BORROWINGS

27. 計息銀行及其他借貸

		2016 二零一六年			2015 二零一五年		
		Effective interest rate % 合約息率	Maturity 到期日	HK\$ 港元	Effective interest rate % 合約息率	Maturity 到期日	HK\$ 港元
Current:	即期						
Bank borrowing – secured (note (a))	銀行借貸 – 已抵押(附註(a))	–	–	–	1.42%	On demand 按要求	18,229,550
Bank borrowing – unsecured (note (b))	銀行借貸 – 無抵押(附註(b))	10.2%	On demand 按要求	22,226,000	–	–	–
Other borrowings – secured (note (c))	其他借貸 – 已抵押(附註(c))	6.15% – 10.17%	2017	3,119,088	6.15% – 10.17%	2016	7,879,609
Other borrowings – unsecured (note (d))	其他借貸 – 無抵押(附註(d))	6.15% – 14%	2017	155,183,772	–	–	–
				180,528,860			26,109,159
Non-current:	非即期						
Other borrowings – secured (note (c))	其他借貸 – 已抵押(附註(c))	6.15%	2018	1,987,708	6.15% – 10.17%	2017 – 2018	5,404,574
Other borrowings – unsecured (note (d))	其他借貸 – 無抵押(附註(d))	6.15% – 6.18%	2018	4,312,816	–	–	–
				6,300,524			5,404,574
				186,829,384			31,513,733

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Analysed into:	分析為：		
Bank and other borrowings repayable:	須償還之銀行及其他借貸：		
Within one year or on demand	一年內或按要求	180,528,860	26,109,159
In the second year	第二年	6,300,524	3,300,963
In the third to fifth years, inclusive	第三至五年(包括首尾兩年)	–	2,103,611
		186,829,384	31,513,733

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27. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes:

- (a) As at 31 December 2015, a bank borrowing of the Group with a carrying amount of HK\$18,229,550 contained a repayment on demand clause that gave the lender the right to demand the repayment of the bank borrowing together with interest accrued thereon at any time. Accordingly, for the purpose of the above analysis, the amount was analysed into bank borrowing repayable within one year as at 31 December 2015. The bank borrowing was secured by a pledged bank deposit of HK\$18,794,078 which was released upon the settlement of bank borrowing during the year.
- (b) As at 31 December 2016, a bank borrowing of the Group with a carrying amount of HK\$22,226,000 (2015: Nil) contained a repayment on demand clause that give the lender the right to demand the repayment of the bank borrowing together with interest accrued thereon at any time. Accordingly, for the purpose of the above analysis, the amount was analysed into bank borrowing repayable within one year as at 31 December 2016.
- (c) During the year, the Group entered into certain sale and lease back agreements with third-party leasing companies (the “lessors”), with contract terms ranging from two to three years. In the opinion of the directors of the Company, the underlying transaction is in substance a means whereby the lessors provide finance to the Group for the purchases of certain motor vehicles for its car rental business, with the corresponding motor vehicles as security. Accordingly, the Group has accounted for such transaction as finance lease arrangements as substantially all the risks and rewards incidental to ownership of the motor vehicles are transferred to the Group.

27. 計息銀行及其他借貸(續)

附註：

- (a) 於二零一五年十二月三十一日，本集團含有按要求還款條款的一項銀行借貸賬面值18,229,550港元給予貸方權利於任何時候要求償還該銀行借貸連同其應計利息。因此，就上列分析而言，該金額乃分析為於二零一五年十二月三十一日須於第一年内償還的銀行借貸。銀行借貸以抵押銀行存款18,794,078港元作抵押，已於年内償還銀行借貸後解除。
- (b) 於二零一六年十二月三十一日，本集團含有按要求還款條款之一項銀行借貸之賬面值22,226,000港元(二零一五年：無)給予貸方權利於任何時候要求償還該銀行借貸連同其應計利息。因此，就上述分析而言，該金額乃分析位於二零一六年十二月三十日須於一年內償還之銀行借貸。
- (c) 於本年度，本集團與一名第三方租賃公司(「出租方」)訂立若干銷售及租回協議，合約期介乎兩年至三年。本公司董事認為，相關交易實質為出租方向本集團提供融資之方式，以購置若干汽車供本集團汽車租賃業務之用，並以相關車輛作抵押。因此，本集團將該等交易作為融資租賃安排入賬，因汽車所有權的絕大部分風險及回報已轉移予本集團。

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27. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

(c) (continued)

At 31 December 2016, the total future minimum lease payments under such arrangement and their present values were as follows:

		Minimum lease payments 最低租賃付款 2016 二零一六年 HK\$ 港元	Minimum lease payments 最低租賃付款 2015 二零一五年 HK\$ 港元	Present value of minimum lease payments 最低租賃付款現值 2016 二零一六年 HK\$ 港元	Present value of minimum lease payments 最低租賃付款現值 2015 二零一五年 HK\$ 港元
Amounts payable:	應付款項：				
Within one year	一年內	3,344,360	8,512,805	3,119,088	7,879,609
In the second year	第二年內	2,034,409	3,539,366	1,987,708	3,300,959
In the third year to fifth years, inclusive	第三至第五年 (包括首尾兩年)	—	2,153,035	—	2,103,615
Total minimum finance lease payments	最低融資租賃款項總值	5,378,789	14,205,206	5,106,796	13,284,183
Future finance charges	未來融資費用	(271,973)	(921,023)		
Total net finance lease payables	融資租賃應付款項總淨值	5,106,796	13,284,183		
Portion classified as current liabilities	分類為流動負債的部份	(3,119,088)	(7,879,609)		
Non-current portion	非即期部份	1,987,708	5,404,574		

27. 計息銀行及其他借貸(續)

附註：(續)

(c) (續)

於二零一六年十二月三十一日，根據有關安排的未來最低總租賃款項及現值如下：

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27. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (d) During the year, the Group borrowed HK\$150,000,000 from a company pursuant to a loan agreement entered into with a company, which, based on information available to the directors of the Company, this company is a wholly-owned subsidiary of the other entity, which the other entity is a joint venturer of the Group. The loan is unsecured, bears interest at a rate of 14% per annum and was originally repayable on 5 December 2016 but has been extended to 5 June 2017.

During the year, the Group also borrowed RMB9,500,000 (approximately HK\$11,080,000) from a financing company. The loans are unsecured, bear interests ranging from 6.15% to 6.18% and are repayable by scheduled instalments in two years.

Ignoring the effect of any repayment on demand clause as detailed in notes (a) and (b) above and based on the maturity terms of the bank and other borrowings, the bank and other borrowings of the Group are repayable:

27. 計息銀行及其他借貸(續)

附註：(續)

- (d) 於年內，本集團根據與一間公司訂立之貸款協議向該公司借入150,000,000港元。根據本公司董事所得資料，該公司為該其他實體之全資附屬公司，而該其他實體為本集團之合營企業。該貸款為無抵押、按年利率14%計息，原定還款期為二零一六年十二月五日，惟已延長至二零一七年六月五日。

於年內，本集團亦向一間金融公司借入人民幣9,500,000元(約11,080,000港元)。該等貸款為無抵押、按利率6.15厘至6.18厘計息及須於兩年內按預訂之分期還款表償還。

倘撇除任何按要求還款條款的影響(詳見上文附註(a)及(b))及根據銀行及其他借貸的到期年期，本集團銀行及其他借貸的應償還金額為：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Within one year	一年內	160,525,460	7,879,609
In the second year	第二年	8,523,124	21,530,509
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	17,780,800	2,103,615
		186,829,384	31,513,733

Except for an other borrowing of HK\$150,000,000 (2015: Nil) which is denominated in Hong Kong dollars, all interest-bearing bank and other borrowings of the Group were denominated in Renminbi as at 31 December 2016 and 31 December 2015.

除以港元列值之另一項借貸150,000,000港元(二零一五年：無)外，於二零一六年十二月三十一日及二零一五年十二月三十一日，本集團所有計息銀行及其他借貸均以人民幣列值。

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28. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL INSTRUMENTS

On 17 May 2016, the Company issued 2018 convertible bonds and 2019 convertible bonds (collectively, the “**Convertible Bonds**”) with principal amounts of HK\$100,000,000 and HK\$100,000,000, respectively. The maturity dates of 2018 convertible bonds and 2019 convertible bonds are 16 May 2018 and 16 May 2019, respectively.

The Convertible Bonds are convertible at the option of the bondholder at any time after the 40th day from the date of issue and up to the 10th day prior to the dates of maturity at an initial conversion price of HK\$0.35 per share (subject to adjustments). Based on the initial conversion price, the Convertible Bonds are convertible into approximately 571,428,570 ordinary shares of the Company. Any Convertible Bonds not converted will be redeemed at the outstanding principal amounts of Convertible Bonds together with any interest accrued thereon. The Convertible Bonds carry interest at a rate of 5% per annum, which is payable semi-annually on 30 June and 31 December of a calendar year. The effective interest rates of the liability components of 2018 convertible bonds and 2019 convertible bonds are 22.8% and 23.5%, respectively.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond if the conversion option is not exercised. The conversion options embedded in the Convertible Bonds were recognised as derivative financial instruments and were measured at fair value on initial recognition and remeasured at each subsequent reporting date.

28. 可換股債券及衍生財務工具

於二零一六年五月十七日，本公司發行二零一八年可換股債券及二零一九年可換股債券(統稱「可換股債券」)，本金總額分別為100,000,000港元及100,000,000港元。二零一八年可換股債券及二零一九年可換股債券的到期日分別為二零一八年五月十六日及二零一九年五月十六日。

可換股債券持有人可於發行日期後四十日至到期日十日前隨時選擇轉換，初始換股價為每股0.35港元(可予調整)。可換股債券按初始換股價轉換為約571,428,570股本公司普通股。任何尚未轉換的可換股債券將按可換股債券未換本金連同其任何應計利息贖回。可換股債券按每年5厘計息，每半年支付一次，於每個曆年的六月三十日及十二月三十一日支付。二零一八年可換股債券及二零一九年可換股債券負債部分的實際利率分別為22.8%及23.5%。

如轉換權沒有被行使，負債部分的公平值乃使用的類似債券等同市場利率於發行日期予以估計。嵌入可換股債券的換股權確認為衍生金融工具及按初步確認的公平值計量及於隨後各報告日期重新計量。

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28. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL INSTRUMENTS (continued)

The movements of the liability and derivative components of the Convertible Bonds for the year are set out below:

28. 可換股債券及衍生財務工具 (續)

年內可換股債券之負債及衍生部分之變動載列如下：

		Liability component	Derivative component	Total
		負債部分	衍生部分	總計
		HK\$	HK\$	HK\$
		港元	港元	港元
At 1 January 2015, 31 December 2015 and 1 January 2016	於二零一五年一月一日、二零一五年十二月三十一日及二零一六年一月一日	—	—	—
Issue of Convertible Bonds*	發行可換股債券*	134,253,946	65,433,000	199,686,946
Interest expenses	利息開支	19,632,549	—	19,632,549
Interest paid	已付利息	(6,232,877)	—	(6,232,877)
Fair value gain on derivative component of Convertible Bonds	可換股債券衍生部分之公平值收益	—	(1,847,000)	(1,847,000)
At 31 December 2016	於二零一六年十二月三十一日	147,653,618	63,586,000	211,239,618

* Included transaction costs of HK\$313,054 arising from the issue of Convertible Bonds.

* 此乃包括發行可換股債券產生313,054港元之交易成本。

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29. DEFERRED TAX

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

Deferred tax liabilities

		Fair value adjustments arising from acquisition of a subsidiary 因收購一間附屬公司產生之公平值調整 HK\$ 港元	Fair value of an available-for-sale investment 可供出售投資之公平值 HK\$ 港元	Depreciation allowance in excess of related depreciation 超出有關折舊的折舊撥備 HK\$ 港元	Deferred development costs 遞延開發成本 HK\$ 港元	Total 總額 HK\$ 港元
At 1 January 2015	於二零一五年一月一日	17,911,028	—	152,368	400,997	18,464,393
Deferred tax credited to the statement of profit or loss during the year*	年內於損益表計入的遞延稅項*	(425,073)	—	(148,355)	(178,233)	(751,661)
Deferred tax charged to the statement of comprehensive income during the year	年內於全面收入表扣除的遞延稅項	—	118,740	—	—	118,740
Disposal of subsidiaries	出售附屬公司	—	—	(4,013)	(222,764)	(226,777)
Exchange realignment	匯兌調整	(9,907)	—	—	—	(9,907)
Gross deferred tax liabilities at 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日的遞延稅項負債總額	17,476,048	118,740	—	—	17,594,788
Deferred tax credited to the statement of profit or loss during the year*	年內於損益表計入的遞延稅項*	(3,544,239)	(118,740)	—	—	(3,662,979)
Gross deferred tax liabilities at 31 December 2016	於二零一六年十二月三十一日的遞延稅項負債總額	13,931,809	—	—	—	13,931,809

29. 遞延稅項

年內，遞延稅項負債及資產的變動如下：

遞延稅項負債

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29. DEFERRED TAX (continued)

29. 遞延稅項(續)

Deferred tax assets

遞延稅項資產

		Losses available for offsetting against future taxable profits 可用作抵銷 未來應課稅 溢利的虧損 HK\$ 港元
At 1 January 2015	於二零一五年一月一日	553,365
Deferred tax charged to the statement of profit or loss during the year*	年內於損益表扣除的遞延稅項*	(326,588)
Disposal of subsidiary	出售附屬公司	(226,777)
Gross deferred tax assets at 31 December 2015, 1 January 2016 and at 31 December 2016	於二零一五年十二月三十一日、二零一六年一月一日及二零一六年十二月三十一日的遞延稅項資產總額	—

* Net deferred tax credited to the consolidated statement of profit or loss for the year ended 31 December 2016 amounted to HK\$3,662,979 (2015: HK\$425,073) (note 10).

* 截至二零一六年十二月三十一日止年度，計入綜合損益表的遞延稅項淨額為3,662,979港元(二零一五年：425,073港元)(附註10)。

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29. DEFERRED TAX (continued)

Deferred tax assets (continued)

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

Net deferred tax liabilities recognised in the consolidated statement of financial position

綜合財務狀況表內確認的遞延稅項負債淨額

2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
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13,931,809	17,594,788
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As at 31 December 2015, the Group had tax losses arising in Hong Kong of approximately HK\$112,594,000, subject to agreement by the Hong Kong Inland Revenue Department, that were available indefinitely for offsetting against future taxable profits arising in Hong Kong of the companies in which the losses arose. During the year, the tax losses were disposed along with the subsidiaries.

As at 31 December 2015, deferred tax assets were not recognised in respect of tax losses of approximately HK\$112,594,000 as, in the opinion of the directors of the Company, it was not considered probable that taxable profits would be available against which such tax losses could be utilised.

29. 遞延稅項(續)

遞延稅項資產(續)

就呈列而言，若干遞延稅項資產及負債已於綜合財務狀況表內抵銷。以下為本集團就財務申報目的而分析的遞延稅項結餘：

於二零一五年十二月三十一日，本集團在香港產生的稅項約112,594,000港元（有待香港稅務局的同意）可無限期用作抵銷產生虧損的公司未來在香港產生的應課稅溢利。於年內，稅項虧損已連同附屬公司一併出售。

於二零一五年十二月三十一日，由於本公司董事認為目前相信未來將無應課稅溢利可用作抵銷該等稅項虧損，故並無就稅項虧損約112,594,000港元確認遞延稅項資產。

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29. DEFERRED TAX (continued)

Deferred tax assets had been recognised to the extent that it was probable that future taxable profit would be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses could be utilised based on management's forecasted future taxable profits, which are based on (i) the availability of taxable temporary differences relating to the same taxation authority and the same taxable entity; (ii) whether the unused tax losses resulted from identifiable causes which were unlikely to recur; and (iii) the likely timing and level of future taxable profits together with future tax planning strategies.

29. 遞延稅項(續)

倘有未來應課稅溢利以抵銷可供動用的可扣稅暫時差額、所結轉的未動用稅項抵免及未動用稅項虧損，則根據管理層基於(i)有關相同稅務當局及相同稅務實體的可得應課稅暫時差額；(ii)未動用稅項虧損是否由於應不會再度發生的可識辨原因而導致；及(iii)未來應課稅溢利的可能發生時間和程度及未來稅收計劃策略所預測的未來應課稅溢利確認遞延稅項資產。

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30. SHARE CAPITAL

Shares

30. 股本

股份

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Authorised:	法定：		
20,000,000,000 (2015: 20,000,000,000) ordinary shares of HK\$0.01 each	20,000,000,000 股 (二零一五年： 20,000,000,000 股)每股 面值0.01 港元普通股	200,000,000	200,000,000
Issued and fully paid:	已發行及繳足：		
6,501,415,000 (2015: 6,481,375,000) ordinary shares of HK\$0.01 each	6,501,415,000 股(二零一五 年：6,481,375,000 股)每 股面值0.01 港元普通股	65,014,150	64,813,750

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30. SHARE CAPITAL (continued)

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

30. 股本(續)

本公司已發行股本變動之概要如下：

		Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$ 港元	Share premium account 股份溢價賬 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2015	於二零一五年一月一日	4,081,375,000	40,813,750	372,189,470	413,003,220
Issue of new shares in connection with the Connected Placing (note (a))	就關連配售事項發行新股份(附註(a))	1,500,000,000	15,000,000	151,000,000	166,000,000
Exercise of share options in connection with the Connecting Placing (note (a))	就關連配售事項行使購股權(附註(a))	400,000,000	4,000,000	212,000,000	216,000,000
Issue of new shares in connection with the Placing II (note (b))	就配售事項II發行新股份(附註(b))	500,000,000	5,000,000	145,000,000	150,000,000
		2,400,000,000	24,000,000	508,000,000	532,000,000
Share issue expenses	股份發行費用	—	—	(5,484,684)	(5,484,684)
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	6,481,375,000	64,813,750	874,704,786	939,518,536
Exercise of warrants (note (c))	行使認股權證(附註(c))	20,040,000	200,400	2,928,417	3,128,817
At 31 December 2016	於二零一六年十二月三十一日	6,501,415,000	65,014,150	877,633,203	942,647,353

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30. SHARE CAPITAL (continued)

Notes:

- (a) On 15 June 2015, pursuant to a placing agreement dated 26 March 2015, between the Company and a placing agent, the Company completed a placing of an aggregate of 1,500,000,000 new ordinary shares of HK\$0.01 each at a price of HK\$0.26 per share, with grant of 800,000,000 option shares at an exercise price of HK\$0.26 per option share issued to Sino Merchant (the **“Connected Placing”**). Sino Merchant is the controlling shareholder which held approximately 67.4% of equity interests of the Company immediately after the completion of the placing agreement. Details of the share placement were contained in the announcements of the Company dated 26 March 2015 and 15 June 2015 and the circular of the Company dated 28 April 2015. The fair value of share options issued on 15 June 2015 was HK\$224,000,000 and such amount was charged against the Company's share premium account in equity.

During the year ended 31 December 2015, 400,000,000 option shares were exercised by Sino Merchant at an exercise price of HK\$0.26 per option share. The exercise amount including the related share option reserve in excess of the par value of the ordinary shares amounting to HK\$212,000,000 was credited to the share premium account.

- (b) On 3 August 2015, the Group completed a placing of a maximum of 500,000,000 new shares to not less than six placees at a price of HK\$0.30 per placing share (the **“Placing II”**). Details of the share placement were contained in the announcements of the Company dated 10 July 2015 and 3 August 2015.
- (c) On 17 November 2016, 20,040,000 warrant shares were issued as the subscription rights attaching to the warrants amounting to HK\$2,204,400 had been exercised at a price of HK\$0.11 per warrant share by a warrant subscriber. An amount of HK\$924,417 was transferred from the warrant reserve to share premium account upon the exercise of the warrants.

30. 股本(續)

附註：

- (a) 於二零一五年六月十五日，根據本公司與配售代理於二零一五年三月二十六日訂立的配售協議，本公司已按每股0.26港元之價格完成配售合共1,500,000,000股每股面值0.01港元的新普通股，並按每股購股權股份0.26港元之行使價授出800,000,000股購股權股份，發行予華商租車(「**關連配售事項**」)。華商租車於緊隨配售協議完成後為持有本公司約67.4%股權的控股股東。有關股份配售的詳情載於本公司於二零一五年三月二十六日及二零一五年六月十五日刊發的公佈及本公司於二零一五年四月二十八日刊發的通函。購股權於二零一五年六月十五日的公平值為224,000,000港元，而該金額已於權益中與本公司股份溢價賬沖銷。

截至二零一五年十二月三十一日止年度，400,000,000股購股權股份已由華商租車按每股購股權股份0.26港元之行使價予以行使。超出普通股面值之相關購股權儲備之行使金額212,000,000港元乃計入股份溢價賬。

- (b) 於二零一五年八月三日，本集團完成向不少於六名承配人配售最多500,000,000股新股份，價格為每股配售股份0.30港元(「**配售事項II**」)。股份配售之詳情載於本公司日期為二零一五年七月十日及二零一五年八月三日之公告。
- (c) 於二零一六年十一月十七日，20,040,000股認股權證股份由一名認股權證認購方以每股認股權證股份0.11港元之價格行使，認股權證附帶之認購權金額為2,204,400港元。於認股權證獲行使後，金額924,417港元乃由認股權證儲備轉撥往股份溢價賬。

Notes to Financial Statements

財務報表附註

31 December 2016
二零一六年十二月三十一日

30. SHARE CAPITAL (continued)

Warrants:

During the year ended 31 December 2012, the Group issued unlisted warrants to an independent third party (the “**Warrant Subscriber**”) as part of the conditions for the provision of a loan facility of HK\$50 million by the Warrant Subscriber to the Group for a period of 5 years. The warrants entitle the Warrant Subscriber to subscribe up to HK\$16,807,500 in aggregate, in cash for ordinary shares of the Company at an original subscription price of HK\$0.27 per share, subject to adjustments, at any time during the period from 31 October 2012 to 30 October 2017.

During the prior years, as a result of the completion of several open offers and placings of the Company, the subscription price of the outstanding warrants had been adjusted to HK\$0.12 per share pursuant to the terms of the instrument relating to the warrants. During the year ended 31 December 2015, as a result of the completion of the connected placing in June 2015, the subscription price of the outstanding warrants was further adjusted to HK\$0.11 per share pursuant to the terms of the instrument relating to the warrants.

On 17 November 2016, 20,040,000 warrants were exercised at a price of HK\$0.11 per warrant share by the Warrants Subscriber. At the end of the reporting period, the Company had 132,755,454 warrants outstanding. The exercise in full of such warrants would, under the present capital structure of the Company, result in the issue of 132,755,454 additional shares.

30. 股本(續)

認股權證：

截至二零一二年十二月三十一日止年度，本集團向一名獨立第三方(「**認股權證認購方**」)發行非上市認股權證，作為認股權證認購方向本集團提供一個五年期總額50,000,000港元貸款融資的部份條件。有關認股權證賦予認股權證認購方權利，可於二零一二年十月三十一日至二零一七年十月三十日期間內，隨時以現金按原認購價每股0.27港元(可予調整)認購最多合共16,807,500港元的本公司普通股。

由於本公司在過往幾個年度完成數次公開發售及配售事項，故尚未行使認股權證的認購價已根據有關認股權證文據的條款而調整至每股0.12港元。截至二零一五年十二月三十一日止年度，由於在二零一五年六月完成關連配售，故尚未行使認股權證之認購價已根據認股權證相關文據之條款進一步調整至每股0.11港元。

於二零一六年十一月十七日，認股權證認購方按每股認股權證股份0.11港元的價格行使20,040,000份認股權證股份。於報告期末，本公司有132,755,454份認股權證尚未動用。根據本公司現時之股本架構，悉數行使該等認股權證將導致須發行132,755,454股額外股份。

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財務報表附註

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二零一六年十二月三十一日

31. EQUITY-SETTLED SHARE OPTION ARRANGEMENTS

(a) Share Options under a Supply Chain Management Agreement

On 11 August 2011, Perception Digital BVI, an indirect wholly-owned subsidiary of the Company, entered into a supply chain management agreement (the “**Supply Chain Agreement**”) with Teleepoch Limited (“**Teleepoch**”), pursuant to which, Perception Digital BVI, together with its subsidiaries, will act as the exclusive supply chain partner of Teleepoch for a term of three years. In consideration of Teleepoch entering into the Supply Chain Agreement, the Company entered into an option agreement (the “**Option Agreement**”) with Teleepoch, pursuant to which the Company granted an option to Teleepoch, entitling Teleepoch to subscribe for originally a maximum of 15,500,000 ordinary shares of the Company (individually, the “**Upfront Option**”), representing approximately 2.5% of the then issued share capital of the Company, at an original exercise price of HK\$0.38 per share. The Upfront Option was vested on 11 November 2011 and was exercisable in whole or in part during the period from 11 November 2011 to 10 August 2016.

In addition to the Upfront Option, the Company also conditionally granted to Teleepoch an option to subscribe for 0.285 shares of the Company at the exercise price of HK\$0.38 per share (the “**Performance Option**”) for every HK\$1.0 of net profit to the Company generated from sales orders placed by the clients of Teleepoch (the “**Performance Benchmark**”), subject to originally a maximum of 46,750,000 ordinary shares of the Company, representing approximately 7.5% of the then issued share capital of the Company. On each anniversary date during the term of the Supply Chain Agreement, a portion of the Performance Option should be vested and became exercisable. The number of shares which Teleepoch should be entitled to subscribe for pursuant to such vested portion of the Performance Option should be determined by reference to the Performance Benchmark for the previous year. Subject to such vesting condition, the Performance Option could be exercised in whole or in part at any time during the period from 11 August 2012 to 10 August 2016.

31. 股權結算購股權安排

(a) 供應鏈管理協議項下之購股權

於二零一一年八月十一日，Perception Digital BVI(本公司間接全資附屬公司)與Teleepoch Limited(「**Teleepoch**」)訂立供應鏈管理協議(「**供應鏈協議**」)，據此，Perception Digital BVI連同其附屬公司將擔任Teleepoch獨家供應鏈夥伴，為期三年。作為Teleepoch訂立供應鏈協議之代價，本公司與Teleepoch訂立購股權協議(「**購股權協議**」)，據此，本公司向Teleepoch授出購股權，該等購股權賦予Teleepoch權利，可按原行使價每股0.38港元認購原來最多15,500,000股本公司普通股(「**單一期購股權**」)，相當於本公司當時已發行股本約2.5%。前期購股權已於二零一一年十一月十一日歸屬及可於二零一一年十一月十一日至二零一六年八月十日期間內全部或部分行使。

除前期購股權外，本公司亦有條件地向Teleepoch授出購股權，可就本公司因Teleepoch之客戶發出銷售訂單而獲取每股1.0港元純利(「**表現指標**」)，按行使價每股0.38港元(「**表現購股權**」)認購0.285股本公司股份，原來上限為46,750,000股本公司普通股，相當於本公司當時已發行股本約7.5%。於供應鏈協議之年期內每屆滿一年之日，一部分表現購股權將告歸屬及可予行使。Teleepoch根據表現購股權之該歸屬部分有權認購之股份數目，須參照上一年之表現指標而釐定。在該歸屬條件所規限下，表現購股權可於二零一二年八月十一日至二零一六年八月十日期間內隨時全部或部分行使。

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31. EQUITY-SETTLED SHARE OPTION ARRANGEMENTS (continued)

(a) Share Options under a Supply Chain Management Agreement (continued)

Both the Upfront Option and the Performance Option (collectively, the “Options”) were granted under the general and unconditional mandate granted to the directors of the Company pursuant to an ordinary resolution of the Company passed at the annual general meeting held on 6 May 2011 to allot, issue and deal with up to 20% of the then issued share capital of the Company.

During the year ended 31 December 2014, as a result of the completion of the Open Offer in January 2014, the exercise price of the outstanding Options and the number of shares that could be subscribed for upon the exercise of the outstanding Options were adjusted (individually, the “Option Adjustment”) pursuant to the terms of the Option Agreement.

These options were expired and lapsed on 10 August 2016 pursuant to the terms of the Option.

The following Options were outstanding under the Option Agreement during the year:

31. 股權結算購股權安排(續)

(a) 供應鏈管理協議項下之購股權(續)

前期購股權及表現購股權(統稱「購股權」)乃根據本公司於二零一一年五月六日舉行之股東週年大會上通過之普通決議案授予本公司董事一般及無條件授權而授出，以配發、發行及處理本公司當時已發行股本最多20%。

截至二零一四年十二月三十一日止年度，由於二零一四年一月完成公開發售，故尚未行使購股權之行使價及因行使尚未行使購股權可予認購之股份數目已參照購股權協議之條款作出調整(「單一購股權調整」)。

該等購股權根據購股權條款已於二零一六年八月十日屆滿及失效。

於年內，下列購股權根據購股權協議尚未獲行使：

		2016 二零一六年		2015 二零一五年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目
At 1 January	於一月一日	0.233	101,519,537	0.233	101,519,537
Expired during the year	於年內屆滿	0.233	(101,519,537)		—
At 31 December	於十二月三十一日		—	0.233	101,519,537

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31 December 2016
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31. EQUITY-SETTLED SHARE OPTION ARRANGEMENTS (continued)

(a) Share Options under a Supply Chain Management Agreement (continued)

The exercise price after the Option Adjustment during the year ended 31 December 2015 and exercise period of the Options outstanding as at 31 December 2015 are as follows:

Number of options after the Option Adjustment 購股權調整後之 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
25,277,957	0.233	11 November 2011 to 10 August 2016 二零一一年十一月十一日 至二零一六年八月十日
76,241,580 [^]	0.233	11 August 2012 to 10 August 2016 [^] 二零一二年八月十一日 至二零一六年八月十日 [^]
101,519,537		

* The exercise price of the Options was subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

[^] The number of the Performance Option and the period that the Performance Option became vested and exercisable were subject to the achievement of the Performance Benchmark.

At 31 December 2016, all the outstanding share options under the Scheme lapsed.

(b) During the years ended 31 December 2016 and 2015, no equity-settled share option expense under HKFRS 2 *Share-based Payment* was recognised by the Group.

31. 股權結算購股權安排(續)

(a) 供應鏈管理協議項下之購股權(續)

截至二零一五年十二月三十一日止年度購股權調整後之行使價及於二零一五年十二月三十一日尚未行使購股權之行使期如下：

11 November 2011 to 10 August 2016 二零一一年十一月十一日 至二零一六年八月十日
11 August 2012 to 10 August 2016 [^] 二零一二年八月十一日 至二零一六年八月十日 [^]

* 倘進行供股或紅股發行或本公司股本之其他類似變動，購股權之行使價可予調整。

[^] 表現購股權數目及歸屬和可行使表現購股權之期間須受達致之表現指標所規限。

於二零一六年十二月三十一日，該計劃項下所有尚未行使購股權已失效。

(b) 於截至二零一六年及二零一五年十二月三十一日止年度，本集團並無確認香港財務報告準則第2號「以股份支付款項」項下之股權結算購股權開支。

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財務報表附註

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二零一六年十二月三十一日

32. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 76 and 77 of the financial statements.

The Group's capital reserve originally represented (i) the excess of the nominal value of the shares and the share premium account of Perception Digital BVI acquired pursuant to a group reorganisation in 2009, over the nominal value of the Company's shares issued in exchange therefor; and (ii) the waiver of amounts due to certain parties related to certain then beneficial shareholders of the Company.

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2015, the Group entered into finance lease arrangements in respect of property, plant and equipment with a total capital value at the inception of the leases of HK\$9,840,000.

32. 儲備

本集團儲備的款項及其於本年度及過往年度的變動呈列於財務報表第76頁及77頁的綜合權益變動表內。

本集團的資本儲備原指(i)根據二零零九年的集團重組收購的Perception Digital BVI股份面值及股份溢價賬高於本公司作為交換而發行的股份的面值；及(ii)獲豁免應付與本公司若干當時實益股東有關連的若干人士的款項。

33. 綜合現金流量表附註

(a) 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，本集團已就物業、廠房及設備訂立融資租賃安排，租賃生效時之總資本值為9,840,000港元。

Notes to Financial Statements

財務報表附註

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33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(continued)

(b) Disposal of subsidiaries

Year ended 31 December 2016

33. 綜合現金流量表附註(續)

(b) 出售附屬公司

截至二零一六年十二月三十一日
止年度

		Notes 附註	2016 Total 二零一六年 總計 HK\$ 港元
Net liabilities disposed of:	已出售負債淨值：		
Property, plant and equipment	物業、廠房及設備	13	4,409
Inventories	存貨		849,925
Trade receivables	應收賬款		8,255,773
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		8,614,032
Cash and bank balances	現金及銀行結餘		300,355
Trade payables	應付款項		(32,506,392)
Other payables and accruals	其他應付款項及應計費用		(1,121,368)
			(15,603,266)
Gain on disposal of subsidiaries	出售附屬公司之收益	11	15,603,267
			1
Satisfied by:	以下列行使償還：		
Cash	現金		1

Notes to Financial Statements

財務報表附註

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33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(continued)

(b) Disposal of subsidiaries (continued)

Year ended 31 December 2016 (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

33. 綜合現金流量表附註(續)

(b) 出售附屬公司(續)

截至二零一六年十二月三十一日止年度(續)

出售附屬公司之現金及現金等價物之淨流入分析如下：

		2016 Total 二零一六年 總計 HK\$ 港元
Cash consideration	現金代價	1
Cash and bank balances disposed of	已出售現金及銀行結餘	(300,355)
Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	出售附屬公司之現金及現金等價物淨流出	(300,354)

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財務報表附註

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33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(continued)

(b) Disposal of subsidiaries (continued)

Year ended 31 December 2015

33. 綜合現金流量表附註(續)

(b) 出售附屬公司(續)

截至二零一五年十二月三十一日止年度

		Notes 附註	2015 Total 二零一五年 總計 HK\$ 港元
Net liabilities disposed of:	已出售負債淨值：		
Property, plant and equipment	物業、廠房及設備	13	579,793
Deferred development costs	遞延開發成本	18	1,391,626
Long term deposits	長期按金		161,728
Inventories	存貨		103,749
Trade receivables	應收賬款		2,241,250
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		1,095,961
Available-for-sale investment	可供出售投資		868,700
Cash and bank balances	現金及銀行結餘		7,370,904
Trade payables	應付賬款		(719,267)
Other payables and accruals	其他應付款項及應計款項		(12,360,387)
Tax payable	應付稅項		(851,491)
			(117,434)
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時撥回匯兌儲備		(2,797,029)
Gain on disposal of subsidiaries	出售附屬公司之收益	11	2,982,161
			67,698
Satisfied by:	以下列形式償還：		
Cash	現金		67,698

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財務報表附註

31 December 2016
二零一六年十二月三十一日

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(continued)

(b) Disposal of subsidiaries (continued)

Year ended 31 December 2015 (continued)

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

		2015 Total 二零一五年 總計 HK\$ 港元
Cash consideration	現金代價	67,698
Cash and bank balances disposed of	已出售現金及銀行結餘	(7,370,904)
Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	出售附屬公司之現金及現金等價物淨流出	(7,303,206)

34. CONTINGENT LIABILITIES

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

The Company has given a guarantee to a landlord in connection with a tenancy agreement entered into by a subsidiary of the Company during the current year for the leasing of an office premise. The total future minimum lease payments under the corresponding non-cancellable operating lease which will end in May 2017 amounted to approximately HK\$1,710,900 (2015: HK\$5,817,000) as at 31 December 2016.

33. 綜合現金流量表附註(續)

(b) 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)

出售附屬公司之現金及現金等價物之淨流出分析如下：

34. 或然負債

於報告期末，本集團並無任何重大或然負債。

本公司在本年度向一業主發出擔保，有關一份由本公司之附屬公司於年內為租賃一辦公室物業而訂立之租賃協議向業主持續擔保。於二零一六年十二月三十一日，相關不可撤銷經營租賃的未來最低應收租賃款項總額為1,710,900港元(二零一五年：5,817,000港元)，其將於二零一七年五月到期。

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35. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its motor vehicles and subleases its office premises under operating lease arrangements with leases negotiated for terms ranging from one to four years while certain leases can be early terminated by serving five days to three months' notice or paying 10% to 30% of total remaining unpaid leases payments.

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

35. 經營租賃安排

(a) 作為出租方

本集團根據經營租賃安排分租其辦公室物業，經磋商的租期介乎一至四年，若干租約可在提供五日至三個月通知期或支付餘下尚未支付租金的10%至30%後提早中止。

於二零一六年十二月三十一日，本集團根據與其顧客及租戶訂立的不可撤銷經營租賃將於以下期間到期的未來最低應收租賃款項總額如下：

		Group 集團	
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Within one year	一年內	9,049,275	6,209,191

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35. OPERATING LEASE ARRANGEMENTS

(continued)

(b) As lessee

The Group leases its office premises and certain of its office equipment and motor vehicles under operating lease arrangements, with leases negotiated for terms ranging from one to five years while certain leases can be early terminated generally by serving fifteen days to two months' notice or paying 15% to 30% of total remaining unpaid leases payments.

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

35. 經營租賃安排(續)

(b) 作為承租方

本集團根據經營租賃安排租賃其辦公室物業及若干辦公室設備以及汽車，經磋商的租期介乎一年至五年，若干租約通常可在提供十五天至兩個月通知期或支付餘下尚未支付租金的15%至30%後，提早中止。

於二零一六年十二月三十一日，本集團根據不可撤銷經營租賃將於以下期間到期的未來最低租賃付款總額如下：

		Group 集團	
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Within one year	一年內	18,252,502	2,460,900
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	24,804,387	—
		43,056,889	2,460,900

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36. COMMITMENTS

In addition to the operating lease commitments detailed in note 35(b) above, the Group's share of the joint venture's own capital commitments, which are not included in the above, is as follows:

36. 承擔

除上文附註35(b)所述之經營租賃承擔外，上文未載列之本集團於合營公司所擁有之資本承擔如下：

		Group 集團	
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Contracted, but not provided for	已訂約但未計提準備	—	13,250

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37. RELATED PARTY TRANSACTIONS

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

Compensation of key management personnel of the Group, including amounts paid or payable to the Company's directors, is as follows:

37. 關連人士交易

除該等財務報表其他部分所詳述的交易外，本集團曾與關連人士進行下列交易：

本集團主要管理人員之薪酬，包括已付或應付予本公司董事之金額如下：

		Group 集團	
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Short term employee benefits	短期僱員福利	8,227,746	6,100,000
Post-employment benefits	離職後福利	61,500	18,000
Total compensation paid or payable to key management personnel	向主要管理人員支付或應付的酬金總額	8,289,246	6,118,000

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

董事薪酬的進一步詳情載於綜合財務報表附註8。

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38. FINANCIAL INSTRUMENTS BY CATEGORY

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

Group

Financial assets

		2016 二零一六年			2015 二零一五年		
		Loans and receivables	Available- for-sale financial assets	Total	Loans and receivables	Available- for-sale financial asset	Total
		貸款及 應收款項	可供出售 財務資產	總額	貸款及 應收款項	可供出售 財務資產	總額
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Available-for-sale investment	可供出售投資	—	112,000,000	112,000,000	—	39,987,400	39,987,400
Trade receivables	應收賬款	1,099,418,264	—	1,099,418,264	250,161,834	—	250,161,834
Loan receivables	應收貸款	—	—	—	111,835,710	—	111,835,710
Financial assets included in prepayments, deposits and other receivables	列入預付款項，按金及其他應收款項的財務資產	17,032,409	—	17,032,409	461,663,037	—	461,663,037
Amount due from a joint venture	應收一家合營公司款項	11,013,373	—	11,013,373	10,172,985	—	10,172,985
Pledged bank deposit	已抵押銀行存款	—	—	—	18,794,078	—	18,794,078
Cash and cash equivalents	現金及現金等價物	39,482,564	—	39,482,564	5,050,455	—	5,050,455
		1,166,946,610	112,000,000	1,278,946,610	857,678,099	39,987,400	897,665,499

38. 按類別劃分的財務工具

於報告期末，各類財務工具的賬面值如下：

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財務資產

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38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

38. 按類別劃分的財務工具(續)

Group

集團

Financial liabilities

財務負債

		2016 二零一六年			2015 二零一五年
		Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total	Financial liabilities at amortised cost
		按公平值計入損益之財務負債	按攤銷成本列賬之財務負債	總計	按攤銷成本列賬之財務負債
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Derivative financial instruments	衍生財務工具	63,586,000	—	63,586,000	—
Trade payables	應付賬款	—	386,022	386,022	34,305,597
Financial liabilities included in other payables and accruals	列入其他應付款項及應計款項之財務負債	—	6,605,167	6,605,167	6,860,148
Convertible bonds	可換股債券	—	147,653,618	147,653,618	—
Interest-bearing bank and other borrowings	計息銀行及其他借貸	—	186,829,384	186,829,384	31,513,733
		63,586,000	341,474,191	405,060,191	72,679,478

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

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

39. 財務工具的公平值及公平值層級

除賬面值合理接近其公平值之財務工具外，本集團財務工具之賬面值及公平值如下：

		Carrying amounts 賬面值		Fair values 公平值	
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元	2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Financial assets:	財務資產				
Available-for-sale investments	可供出售投資	112,000,000	39,987,400	112,000,000	39,987,400

		Carrying amounts 賬面值		Fair values 公平值	
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元	2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Financial liabilities:	財務負債				
Derivative financial instruments	衍生財務工具	63,586,000	—	63,586,000	—
Convertible bonds — liability component	可換股債券 — 負債部份	147,653,618	—	156,077,000	—
		211,239,618	—	219,663,000	—

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Management has assessed that the fair values of cash and cash equivalents, pledged bank deposit, trade receivables, trade payables, financial assets included in deposits and other receivables, financial liabilities included in other payables and accruals, the current portion of interest-bearing bank and other borrowings, and an amount due from a joint venture approximate to their carrying amounts largely due to the short term maturities of these instruments.

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

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

The fair values of the non-current portion of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2016 and 31 December 2015 was assessed to be insignificant.

39. 財務工具的公平值及公平值層級(續)

據管理層的評估，主要由於現金及現金等價物、已抵押銀行存款、應收賬款、應付賬款、計入按金及其他應收款項的財務資產、計入其他應付款項及應計款項的財務負債、計息銀行及其他借貸即期部分以及應收一家合營公司之金額於短期內到期，故該等工具之公平值與其賬面值相若。

財務資產及負債的公平值為在現時交易(強迫或清盤出售除外)中各方願意就有關工具付出的金額。

以下方法和假設被用於估計公平值：

計息銀行及其他借貸透過使用條款、信貸風險和剩餘到期期限均類似的工具的目前利率折算預期未來現金流量而計算非即期部分的公平值。於二零一六年十二月三十一日及二零一五年十二月三十一日，本集團本身就計息銀行及其他借貸的不履約風險被評估為並不重大。

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair value of an unlisted available-for-sale equity investment as at 31 December 2016 and 31 December 2015 has been estimated using a discounted cash flow valuation model based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to make estimates about the expected future cash flows including expected future dividends and proceeds on subsequent disposal of the investment. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period. The fair value of another unlisted available-for-sale equity investment that was acquired during the year is determined using the market approach based on certain arm-length third party transactions.

The fair value of the liability portion of the convertible bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own non-performance risk. Derivative financial instruments are measured using present value calculations.

39. 財務工具的公平值及公平值層級(續)

於二零一六年十二月三十一日及二零一五年十二月三十一日，可供出售非上市權益投資的公平值乃使用貼現現金流量估值模型並基於並無可觀察市價或比率支持之假設估計得出。該估值要求董事就預期未來現金流量(包括預期未來股息及其後出售該投資之所得款項)作出估計。董事相信，因估值技巧所得之估計公平值(於綜合財務狀況表入賬)及公平值之相關變動(於其他全面收入入賬)屬合理，且為於報告期末之最恰當價值。年內收購之另一宗未上市可供出售股權投資之公平值乃採用基於若干經公平磋商之第三方交易之市場方法釐定。

可換股債券負債部分之公平值使用類似可換股債券之等值市場利率折現預期未來現金流量，並考慮本集團自身之違約風險進行估計。衍生財務工具乃使用現值計算來計量。

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2016 and 31 December 2015:

39. 財務工具的公平值及公平值層級(續)

下表為於二零一六年十二月三十一日及二零一五年十二月三十一日財務工具估值之重大不可觀察輸入數據概要連同定量敏感度分析：

	Valuation technique 估值方法	Significant unobservable input 重大不可觀察輸入數據	Amount 數額	Sensitivity of fair value to the input 該數據之公平值之敏感度
As at 31 December 2016 於二零一六年十二月三十一日				
Unlisted available-for-sale equity investment 非上市可供出售權益投資	Discounted cash flow method 現金流量貼現法	The key inputs are long term growth rate for cash flows, weighted average cost of capital (WACC) and discount for lack of marketability and control 主要輸入數據為長期現金流增長率、加權平均資本成本(加權平均資本成本)及因缺乏流動市場及控制權的折扣	Long term growth rate of 3%, WACC of 20% and discount rate for lack of marketability and control of 36% are applied 應用3%長期增長率、20%加權平均資本成本、缺乏市場流通性所作出之折讓率及36%控制權	The investment had been fully impaired during the year (note 17). A change in these key inputs within a reasonable range would not result in a significant change in the fair value. 該投資已於本年度全數減值(附註17)。該等主要輸入數據於合理範圍內之變動將不會導致公平值有重大變動。
Unlisted available-for-sale equity investment 未上市可供出售股權投資	Third-party quotation 第三方報價	Third-party pricing information 第三方價格資料	HK\$ 112,000,000 港元	5% increase/decrease in third party pricing information would result in increase/decrease in fair value by HK\$5,600,000 第三方價格資料增加/減少5%將導致公平值增加/減少5,600,000港元

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

39. 財務工具的公平值及公平值層級(續)

	Valuation technique 估值方法	Significant unobservable input 重大不可觀察輸入數據	Amount 數額	Sensitivity of fair value to the input 該數據之公平值之敏感度
As at 31 December 2016 (continued) 於二零一六年十二月三十一日(續)				
Derivative financial instruments 衍生金融工具	Binomial model 二項式模型	Volatility 波幅	56-71%	10% increase/decrease in volatility would result in increase/decrease in fair value by HK\$6,875,047/ HK\$7,106,624 波幅增加 / 減少 10% 將導致公平值增加 / 減少 6,875,047 港元 / 7,106,624 港元
		Liquidity spread 流動性價差	7.48%	1% increase/decrease in liquidity spread result in decrease/increase in fair value by HK\$3,777,710/ HK\$3,884,924 流動性價差增加 / 減少 1% 將導致公平值減少 / 增加 3,777,710 港元 / 3,884,924 港元
		Discount rate 貼現率	12%	1% increase/decrease in discount rate result in decrease/increase in fair value by HK\$2,089,532/ HK\$2,134,967 貼現率增加 / 減少 1% 將導致公平值減少 / 增加 2,089,532 港元 / 2,134,967 港元

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

39. 財務工具的公平值及公平值層級(續)

	Valuation technique 估值方法	Significant unobservable input 重大不可觀察輸入數據	Amount 數額	Sensitivity of fair value to the input 該數據之公平值之敏感度
As at 31 December 2015 於二零一五年十二月三十一日				
Unlisted available-for-sale equity investment 非上市可供出售權益投資	Discounted cash flow method 現金流量貼現法	Long term growth rate for cash flows 長期現金流增長率	3%	1% increase/decrease in growth rate would result in increase/decrease in fair value by HK\$3,528,300/HK\$4,704,400 增長率增加/減少1%將導致公平值增加/減少3,528,300港元/4,704,400港元
		WACC 加權平均資本成本	21%	1% increase/decrease in WACC would result in decrease/increase in fair value by HK\$5,880,500 加權平均資本成本增加/減少1%將導致公平值減少/增加5,880,500港元
		Discount for lack of marketability and control 因缺乏流動市場及控制權的折扣	36%	1% increase/decrease in discount would result in decrease/increase in fair value by HK\$1,167,100 折扣增加/減少1%將導致公平值減少/增加1,167,100港元

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The discount for lack of marketability represents the amount of discounts determined by the Group that market participants would take into account when pricing the investment.

Fair value hierarchy

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

Assets measured at fair value:

		Fair value measurement using 採用以下方式計量公平值			Total 總額
		Quoted prices in active markets (Level 1) 於活躍市場的 報價(第一級) HK\$ 港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) HK\$ 港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) HK\$ 港元	
As at 31 December 2016	於二零一六年十二月 三十一日				
Available-for-sale investment: Unlisted equity investment	可供出售投資： 非上市權益投資	—	—	112,000,000	112,000,000
As at 31 December 2015	於二零一五年十二月 三十一日				
Available-for-sale investment: Unlisted equity investment	可供出售投資： 非上市權益投資	—	—	39,987,400	39,987,400

39. 財務工具的公平值及公平值層級(續)

可銷售性不足折舊指本集團認為市場參與者在為投資定價時會考慮的折讓金額。

公平值層級

下表列示本集團財務工具之公平值計量層級：

以公平值計量的資產：

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

39. 財務工具的公平值及公平值層級(續)

年內第三級之公平值計量變動如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Available-for-sale investments – unlisted:	可供出售投資 – 非上市：		
At 1 January	於一月一日	39,987,400	1,260,000
Purchases	採購	112,000,000	39,544,600
Disposals	出售	–	(1,116,900)
Disposal of a subsidiary (note 33(b))	出售一家附屬公司 (附註33(b))	–	(868,700)
Fair value gain/(loss) recognised in other comprehensive income	於其他全面收入確認之 公平值收益/(虧損)	(39,987,400)	1,187,400
Exchange realignment	匯兌調整	–	(19,000)
At 31 December	於十二月三十一日	112,000,000	39,987,400

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Liabilities measured at fair value

		Fair value measurement using 採用以下方式計量公平值			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) HK\$ 港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) HK\$ 港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) HK\$ 港元	Total 總計 HK\$ 港元
As at 31 December 2016	於二零一六年十二月三十一日				
Derivative financial instruments	衍生財務工具	—	—	63,586,000	63,586,000

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

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

Liabilities for which fair values are disclosed

		Fair value measurement using 採用以下方式計量公平值			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) HK\$ 港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) HK\$ 港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) HK\$ 港元	Total 總計 HK\$ 港元
As at 31 December 2016	於二零一六年十二月三十一日				
Convertible Bonds	可換股債券	—	—	156,077,000	156,077,000

39. 財務工具的公平值及公平值層級(續)

以公平值計量之負債

Fair value measurement using 採用以下方式計量公平值

Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) HK\$ 港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) HK\$ 港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) HK\$ 港元	Total 總計 HK\$ 港元
—	—	63,586,000	63,586,000

於二零一五年十二月三十一日，本集團並無任何財務負債乃按公平值計量。

年內，財務資產及財務負債第一級與第二級之間並無任何公平值計量轉移，亦無財務資產及財務負債轉入或轉出第三級(二零一五年：無)。

已披露公平值的負債

Fair value measurement using 採用以下方式計量公平值

Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) HK\$ 港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) HK\$ 港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) HK\$ 港元	Total 總計 HK\$ 港元
—	—	156,077,000	156,077,000

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise interest-bearing bank and other borrowings, convertible bonds, a pledged bank deposit and cash and cash equivalents. The main purpose of these financial instruments is to finance/raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, financial assets included in deposits and other receivables, an amount due from a joint venture, an available-for-sale investments, trade payables and financial liabilities included in other payables and accruals, which mainly arise directly from its operations.

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

Interest rate risk

As at 31 December 2016 and 31 December 2015, the Group is exposed to fair value interest rate risk in relation to the interest-bearing bank and other borrowings of the Group with fixed interest rates. The Group currently does not have any fair value interest rate hedging policy. However, management will consider hedging significant interest rate exposure should the need arise.

40. 財務風險管理目標及政策

本集團的主要財務工具(不包括衍生工具)包括計息銀行及其他借貸、可換股債券、已抵押銀行存款及現金和現金等價物。該等財務工具的主要用途乃為本集團的營運融資/提供資金。本集團擁有多項其他財務資產及負債，如應收賬款、列入按金及其他應收款項的財務資產、一項應收一家合營公司款項、可供出售投資、應付賬款以及計入其他應付款項及應計款項的財務負債，主要乃於本集團的日常營運直接產生。

本集團財務工具產生的主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會檢討及協定管理各項此等風險的政策，茲概述如下。

利率風險

於二零一六年十二月三十一日及二零一五年十二月三十一日，本集團須就本集團按固定利率計息的計息銀行及其他借貸承受公平值利率風險。本集團目前並無任何公平值利率對沖政策。然而，管理層將於有需要時候考慮對沖重大的利率風險。

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures primarily arise from revenue and other income generated, and cost and expenses incurred by operating units in currencies other than the Group's operating units' functional currencies. For the Group's operating units' that have the United States dollar ("US\$") as their functional currency, their foreign currency transactions during the years ended 31 December 2016 and 2015, and the units' monetary assets and liabilities denominated in foreign currencies as at the end of the reporting period were mainly denominated in Hong Kong dollars. As the Hong Kong dollar ("HK\$") is pegged to the US\$ within a narrow band, the Group does not expect any significant movements in the US\$/HK\$ exchange rate. Accordingly, management considers that the Group's foreign currency risk exposure for US\$ is not significant.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's loss before tax.

		Increase/ (decrease) in RMB rate 人民幣匯率 增加/(減少) %	Increase/ (decrease) in loss before tax 除稅前虧損 增加/(減少) HK\$ 港元
2016	二零一六年		
If the Hong Kong dollar weakens against the RMB	倘港元兌人民幣貶值	5.0	(4,773)
If the Hong Kong dollar strengthens against the RMB	倘港元兌人民幣升值	(5.0)	4,773
2015	二零一五年		
If the Hong Kong dollar weakens against the RMB	倘港元兌人民幣貶值	5.0	(939,704)
If the Hong Kong dollar strengthens against the RMB	倘港元兌人民幣升值	(5.0)	939,704

40. 財務風險管理目標及政策 (續)

外匯風險

本集團面對交易貨幣風險。該等風險乃主要由於以本集團營運單位功能貨幣以外的貨幣計值的營運單位所得收益及其他收入以及所產生的成本及支出所致。對於本集團以美元(「美元」)作為其功能貨幣的營運單位，其於截至二零一六年及二零一五年十二月三十一日止年度的外匯交易，以及於報告期末該單位以外幣計值的貨幣資產及負債，均主要以港元計算。由於港元(「港元」)與美元在狹窄的區間內浮動，本集團預計美元兌港元的匯率不會出現任何重大變動。因此，管理層認為本集團的美元外匯風險並不重大。

下表闡述由於人民幣匯率合理可能變動，在其他變數保持不變之情況下，對本集團於報告期末之除稅前虧損的敏感度分析。

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group primarily trades on credit with recognised and creditworthy third parties or with customers with long term/strategic relationships. The receivable balances of the Group are monitored by senior management on an ongoing basis. Since the Group primarily trades on credit with recognised and creditworthy third parties or with customers with long term/strategic relationships, save as disclosed elsewhere in the financial statements, there is normally no requirement for collateral.

The credit risk of the Group's financial assets, which comprise trade receivables, loan receivables, financial assets included in deposits and other receivables, an amount due from a joint venture, an available-for-sale investment, a pledged bank deposit, and cash and cash equivalents, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. At the end of the reporting period, the Group had certain concentrations of credit risk as 55.2% (2015: 22.4%) and 99.7% (2015: 53.3%) of the Group's trade receivables, loan receivables and other receivables in aggregate were due from the Group's largest customer/debtor and five largest customers/debtors, respectively.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and loan receivables are disclosed in notes 20, 21 and 22 to the financial statements, respectively.

40. 財務風險管理目標及政策 (續)

信貸風險

本集團主要與知名且信譽可靠的第三方或擁有長遠／戰略關係的客戶以信貸方式進行交易。高級管理層持續監察本集團的應收結餘。由於本集團主要與知名且信譽可靠的第三方或擁有長遠／戰略關係的客戶以信貸方式進行交易，故除財務報表其他部分所披露外，通常並無要求抵押品。

有關本集團的財務資產(包括應收賬款、應收貸款、列入按金及其他應收款項的財務資產、一項應收一家合營公司款項，一項可供出售投資，已抵押銀行存款，以及現金和現金等價物)的信貸風險，乃來自交易對手違約，而最大風險相等於該等工具的賬面值。

信貸集中風險按客戶／對手、地區及行業類別管理。於報告期末，本集團有若干信貸集中風險，其應收賬款、應收貸款及其他應收款項中分別有55.2%(二零一五年：22.4%)及99.7%(二零一五年：53.3%)均來自本集團最大客戶／債務人及五大客戶／債務人。

本集團源自應收賬款及應收貸款的信貸風險的詳細數據，分別披露於財務報表附註20、21及22。

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risks to a shortage of funds by considering the maturity of both its financial liabilities and financial assets and projected cash flows from operations. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank and other borrowings. The Group aims to maintain sufficient cash and cash equivalents and cash flows from operations to meet its liquidity requirements.

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

40. 財務風險管理目標及政策 (續)

流動資金風險

本集團藉考慮其財務負債及財務資產的到期狀況以及業務的預測現金流量而監察其資金短缺的風險。本集團嘗試透過使用計息銀行及其他借貸來維持資金持續性和靈活性之間的平衡。本集團的目標是維持充裕現金及現金等價物以及經營的現金流量，以應付其流動資金需要。

以下載列本集團於報告期末根據合約未折現付款分析的財務負債到期狀況：

		2016 二零一六年		
		On demand or less than 1 year 應要求償還或 少於一年 HK\$ 港元	1 to 5 years 一至五年 HK\$ 港元	Total 總計 HK\$ 港元
Trade payables	應付賬款	386,022	—	386,022
Financial liabilities included in other payables and accruals	列入其他應付款項及 應計款項的財務 負債	6,605,167	—	6,605,167
Convertible bonds	可換股債券	10,000,000	208,767,123	218,767,123
Interest-bearing bank and other borrowings (note)	計息銀行及其他借貸 (附註)	191,722,297	6,496,464	198,218,761
		208,713,486	215,263,587	423,977,073

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

40. 財務風險管理目標及政策 (續)

Liquidity risk (continued)

流動資金風險(續)

		2015 二零一五年		
		On demand or less than 1 year 應要求償還或 少於一年 HK\$ 港元	1 to 5 years 一至五年 HK\$ 港元	Total 總計 HK\$ 港元
Trade payables	應付賬款	34,305,597	—	34,305,597
Financial liabilities included in other payables and accruals	列入其他應付款項及 其他應計款項的財務 負債	6,860,148	—	6,860,148
Interest-bearing bank and other borrowings (note)	計息銀行及其他借貸(附註)	26,742,355	5,692,401	32,434,756
		67,908,100	5,692,401	73,600,501

Note:

Included in the above interest-bearing bank and other borrowings of the Group was a term loan with a carrying amount of HK\$22,226,000 (2015: HK\$18,229,550), the loan agreement of which contained a repayment on demand clause giving the bank the right to call in the loan at any time. Accordingly, for the purpose of the above maturity profile, the contractual undiscounted payments of such loan of the Group in the amount of HK\$22,226,000 (2015: HK\$18,229,550) were classified as “on demand”.

附註：

上述本集團的計息銀行及其他借貸乃賬面值為22,226,000港元(二零一五年：18,229,550港元)的定期貸款，有關貸款協議包含應要求還款條款，讓銀行有權隨時要求償還其他借貸。因此，於上述到期情況而言，本集團的該等借貸之合約未折現付款為22,226,000港元(二零一五年：18,229,550港元)，已分類作「按要還款」。

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

In accordance with the terms of the interest-bearing bank borrowing which contained a repayment on demand clause, the maturity profile of the loan as at 31 December 2016 and 31 December 2015, based on the contractual undiscounted payments and ignoring the effect of any repayment on demand clause, is as follows:

		Less than 1 year 少於一年 HK\$ 港元	1 to 5 years 一至五年 HK\$ 港元	Total 總計 HK\$ 港元
As at 31 December 2016	於二零一六年十二月三十一日	1,756,965	24,636,528	26,393,493
As at 31 December 2015	於二零一五年十二月三十一日	258,860	18,317,491	18,576,351

Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2016 and 31 December 2015.

40. 財務風險管理目標及政策 (續)

流動資金風險(續)

按照含有按要求還款條款的計息銀行借貸條款，於二零一六年十二月三十一日及二零一五年十二月三十一日根據合約未折現款項及撇除任何按要求還款條款的影響分析的該等貸款到期狀況如下：

資本管理

本集團資本管理的主要目標為保障本集團有能力按持續經營基準營運及維持健康的資本比率，以支持其業務及盡量提高股東價值。

本集團根據經濟環境的變化及相關資產的風險特徵管理資本結構並加以調整。為維持或調整資本結構，本集團可向股東退回資本或發行新股份。本集團並無任何外部施加的資本要求。

截至二零一六年十二月三十一日及二零一五年十二月三十一日止年度，管理資本的目標、政策或程序並無變動。

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41. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period on 20 January 2017, the Group entered into a shareholders' agreement with several independent third parties, including Ever Step Holdings Limited (“**Ever Step**”), Charm Success Group Limited (“**Charm Success**”) and King Focus International Limited (“**King Focus**”), whereby the Group shall subscribe 14 new shares of King Focus at a consideration of US\$14 and upon completion of the subscription subject to certain precedent conditions, the Group, Ever Step and Charm Success will hold 14%, 37% and 49%, respectively, of the enlarged issued capital of King Focus. On 23 January 2017, the Group made a shareholder loan advance of HK\$74.5 million to King Focus.

41. 報告期後事項

於二零一七年一月二十日報告期末後，本集團與若干獨立第三方(包括 Ever Step Holdings Limited(「**Ever Step**」)、美成集團有限公司(「**美成**」)及King Focus International Limited(「**King Focus**」))訂立股東協議，據此，本集團以代價14美元認購King Focus之14股新股份，於認購完成後(須達成若干先決條件)，本集團、Ever Step及美成將分別持有King Focus經擴大已發行股本之14%、37%及49%。於二零一七年一月二十三日，本集團已向King Focus作出74,500,000港元股東貸款。

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42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

42. 本公司的財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

有關本公司於報告期末的財務狀況表的資料如下：

		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	7,500	11,250
Interests in subsidiaries	於附屬公司之權益	10,000,832	57
Amount due from a joint venture	應收一家合營公司款項	4,386,958	4,386,958
Total non-current assets	非流動資產總值	14,395,290	4,398,265
CURRENT ASSETS	流動資產		
Prepayments	預付款項	588,266	591,543
Amounts due from subsidiaries	應收附屬公司款項	1,064,249,953	924,575,408
Cash and cash equivalents	現金及現金等價物	9,126,326	2,573,045
Total current assets	流動資產總值	1,073,964,545	927,739,996
CURRENT LIABILITIES	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	823	40
Other payables and accruals	其他應付款項及應計款項	5,840,604	198,614
Total current liabilities	流動負債總值	5,841,427	198,654
NET CURRENT ASSETS	流動資產淨值	1,068,123,118	927,541,342
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	1,082,518,408	931,939,607
NON-CURRENT LIABILITIES	非流動負債		
Convertible bonds	可換股債券	147,653,618	—
Derivative financial instruments	衍生財務工具	63,586,000	—
Total non-current liabilities	非流動負債總值	211,239,618	—
NET ASSETS	資產淨值	871,278,790	931,939,607
EQUITY	權益		
Issued capital	已發行股本	65,014,150	64,813,750
Reserves	儲備	806,264,640	867,125,857
Total equity	權益總額	871,278,790	931,939,607

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42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(continued)

Notes:

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

42. 本公司的財務狀況表(續)

附註：

(a) 本公司之儲備摘要如下：

		Share premium account 股份溢價賬 HK\$ 港元	Capital reserve 資本儲備 HK\$ 港元	Warrant reserve 認股權證儲備 HK\$ 港元	Share option reserve 購股權儲備 HK\$ 港元	Accumulated losses 累計虧損 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2015	於二零一五年一月一日	372,189,470	10,177,239	7,048,243	1,805,100	(121,713,669)	269,506,383
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	—	—	(16,895,842)	(16,895,842)
Issue of shares	發行股份	508,000,000	—	—	112,000,000	—	620,000,000
Share issue expenses	股份發行費用	(5,484,684)	—	—	—	—	(5,484,684)
At 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	874,704,786	10,177,239	7,048,243	113,805,100	(138,609,511)	867,125,857
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	—	—	(62,865,217)	(62,865,217)
Issue of shares upon exercise of warrants	行使認股權證後發行股份	2,928,417	—	(924,417)	—	—	2,004,000
Release of capital reserve upon disposal of subsidiaries	出售附屬公司後撥回資本儲備	—	(10,177,239)	—	—	10,177,239	—
Transfer of share option reserve upon the expiry of share option	購股權屆滿後轉撥購股權儲備	—	—	—	(1,805,100)	1,805,100	—
At 31 December 2016	於二零一六年十二月三十一日	877,633,203	—	6,123,826	112,000,000	(189,492,389)	806,264,640

As at 31 December 2015, the Company's capital reserve represented (i) the excess of the net asset value of the subsidiaries acquired pursuant to a group reorganisation in 2009, over the nominal value of the Company's share issued in exchange therefor; and (ii) the waiver of amounts due to certain parties related to certain then beneficial shareholders of the Company.

於二零一五年十二月三十一日，本公司之資本儲備指(i)根據二零零九年的集團重組收購的附屬公司之資產淨值高於本公司作為交換而發行的股份的面值；及(ii)獲豁免應付與本公司若干當時實益股東有關連的若干人士的款項。

Notes to Financial Statements

財務報表附註

31 December 2016
二零一六年十二月三十一日

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(continued)

Notes: (continued)

- (a) A summary of the Company's reserves is as follows: (continued)

The share option reserve comprised the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits/accumulated losses should the related options expire or be forfeited.

The warrant reserve is in connection with the warrants subscribed which were yet to be exercised as further detailed in note 30 to the consolidated financial statements. The amount will either be transferred to the share premium account when the related warrants were exercised, or be transferred to retained profits/accumulated losses should the related warrants expire.

- (b) The board of directors does not recommend the payment of any dividend for the year ended 31 December 2016 (2015: Nil).

43. COMPARATIVE AMOUNTS

The comparative statement of profit or loss has been re-presented as if the operation discontinued during the year had been discontinued at the beginning of the comparative period (note 11).

44. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2017.

42. 本公司的財務狀況表(續)

附註：(續)

- (a) 本公司之儲備摘要如下：(續)

購股權儲備包括已授出但尚未行使的購股權的公平值，詳見財務報表附註2.4有關以股份支付款項的會計政策。若有關購股權獲行使，該筆金額將轉撥往股份溢價賬；若有關購股權到期或作廢，則轉撥往保留溢利／累計虧損。

認股權證儲備涉及已獲認購但尚被未行使的認股權證，進一步詳情詳述於綜合財務報表附註30。當有關認股權證獲行使，有關金額將轉撥至股份溢價賬；若有關認股權證到期，則轉撥往保留溢利／累計虧損。

- (b) 董事會不建議支付截至二零一六年十二月三十一日止年度之任何股息(二零一五年：無)。

43. 比較金額

損益表之比較數字已重新呈列，猶如本年度已終止經營業務已於比較期間初予以終止(附註11)。

44. 綜合財務報表的批准

財務報表已於二零一七年三月二十八日獲董事會批准及授權刊發。

Five-Year Financial Summary

五年財務摘要

A summary of the Group's results for the last five financial years and the assets and liabilities of the Group as at 31 December 2016, 2015, 2014, 2013 and 2012 as extracted from the published audited financial statements and restated as appropriate, is set out below. The summary does not form part of the audited financial statements.

下文載列本集團於過去五個財政年度的業績及本集團於二零一六年、二零一五年、二零一四年、二零一三年及二零一二年十二月三十一日的資產和負債的概要，有關資料乃摘錄自己刊發經審核財務報表並經重列（如適用）如下。本概要並不構成經審核財務報表的一部分。

		Year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元 (Restated) (經重列)	2014 二零一四年 HK\$ 港元 (Restated) (經重列)	2013 二零一三年 HK\$ 港元 (Restated) (經重列)	2012 二零一二年 HK\$ 港元 (Restated) (經重列)
RESULTS	業績					
CONTINUING OPERATIONS	持續經營業務					
REVENUE	收益	3,246,906,008	271,220,536	194,140,279	1,978,094	—
Cost of sales	銷售成本	(3,114,871,260)	(247,819,646)	(185,669,796)	(4,927,334)	—
Gross profit/(loss)	毛利/(毛損)	132,034,748	23,400,890	8,470,483	(2,949,240)	—
Other income and gains, net	其他收入及收益，淨額	6,220,993	26,639,581	6,807,554	252,605	30,718
Selling and distribution expenses	銷售及分銷成本	(2,488,228)	(3,214,820)	(433,468)	—	—
General and administrative expenses	一般及行政費用	(34,824,382)	(33,578,226)	(17,223,769)	(1,003,606)	(3,139,311)
Other expenses, net	其他開支，淨額	(83,531,148)	(160,606)	(3,852,992)	(895,449)	—
Finance costs	融資成本	(33,677,555)	(1,886,327)	(118,608)	(3,092,330)	(691,258)
Share of loss of a joint venture	應佔一家合營公司虧損	(3,123,146)	(7,854,777)	(2,154,466)	—	—
PROFIT/(LOSS) BEFORE TAX	除稅前溢利/(虧損)	(19,388,718)	3,345,715	(8,505,266)	(7,688,020)	(3,799,851)
Income tax credit/(expense)	所得稅抵免/(開支)	(12,015,954)	(2,862,100)	(1,145,260)	—	—
PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS	持續經營業務之年內溢利/(虧損)	(31,404,672)	483,615	(9,650,526)	(7,688,020)	(3,799,851)
DISCONTINUED OPERATION	已終止經營業務					
Loss for the year from a discontinued operation	已終止經營業務之年內虧損	(828,460)	(11,044,111)	(39,934,526)	(57,543,117)	(92,846,591)
Gain on disposal of a discontinued operation	出售已終止經營業務之收益	15,603,267	2,982,161	—	—	—
		14,774,807	(8,061,950)	(39,934,526)	(57,543,117)	(92,846,591)
LOSS FOR THE YEAR	年內虧損	(16,629,865)	(7,578,335)	(49,585,052)	(65,231,137)	(96,646,442)

Five-Year Financial Summary

五年財務摘要

		Year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元 (Restated) (經重列)	2014 二零一四年 HK\$ 港元 (Restated) (經重列)	2013 二零一三年 HK\$ 港元 (Restated) (經重列)	2012 二零一二年 HK\$ 港元 (Restated) (經重列)
Attributable to: Owners of the parent	以下各方應佔： 母公司擁有人	(16,629,865)	(7,578,335)	(49,585,052)	(65,231,137)	(96,646,442)

		As at 31 December 於十二月三十一日				
		2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元	2014 二零一四年 HK\$ 港元	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
ASSETS AND LIABILITIES	資產及負債					
TOTAL ASSETS	資產總額	1,355,150,887	1,034,268,165	457,008,714	154,972,453	252,744,106
TOTAL LIABILITIES	負債總額	(449,010,057)	(103,401,085)	(155,067,575)	(141,292,990)	(243,950,572)
		906,140,830	930,867,080	301,941,139	13,679,463	8,793,534



弘達金融控股有限公司
HongDa Financial Holding Limited