



NewOcean Energy Holdings Limited
新海能源集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 342



年報
Annual Report
2016

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Corporate Information

公司資料

Board of Directors

Executive Directors

Shum Siu Hung (*Chairman*)
Shum Chun, Lawrence (*Managing Director*)
Cen Ziniu
Chiu Sing Chung, Raymond
Siu Ka Fai, Brian
Wang Jian

Independent Non-executive Directors

Cheung Kwan Hung, Anthony
Chan Yuk Wai, Benedict
Dr. Xu Mingshe

Audit Committee

Cheung Kwan Hung, Anthony (*Chairman*)
Chan Yuk Wai, Benedict
Dr. Xu Mingshe
Shum Chun, Lawrence
Cen Ziniu

Remuneration Committee

Cheung Kwan Hung, Anthony (*Chairman*)
Chan Yuk Wai, Benedict
Dr. Xu Mingshe
Shum Chun, Lawrence
Chiu Sing Chung, Raymond

Nomination Committee

Shum Siu Hung (*Chairman*)
Cheung Kwan Hung, Anthony
Chan Yuk Wai, Benedict
Dr. Xu Mingshe
Shum Chun, Lawrence

Company Secretary

Cheung Man Kin

Auditor

Deloitte Touche Tohmatsu

Registered Office

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

董事會

執行董事

岑少雄 (*主席*)
岑濬 (*董事總經理*)
岑子牛
趙承忠
蕭家輝
王堅

獨立非執行董事

張鈞鴻
陳旭煒
徐名社博士

審核委員會

張鈞鴻 (*主席*)
陳旭煒
徐名社博士
岑濬
岑子牛

薪酬委員會

張鈞鴻 (*主席*)
陳旭煒
徐名社博士
岑濬
趙承忠

提名委員會

岑少雄 (*主席*)
張鈞鴻
陳旭煒
徐名社博士
岑濬

公司秘書

張文建

核數師

德勤 • 關黃陳方會計師行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda



Corporate Information

公司資料

Share Registrar

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

Branch Share Registrar in Hong Kong

Tricor Secretaries Limited
22/F., Hopewell Centre
183 Queen's Road East
Hong Kong

Principal Place of Business

23rd Floor, The Sun's Group Centre
200 Gloucester Road
Wanchai
Hong Kong

Principal Bankers

Bank of China (Hong Kong Limited)
China Construction Bank (Asia) Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
DBS Bank (Hong Kong) Limited
Bank of Communications Co., Ltd.
Australia and New Zealand Banking Group Limited
China Mingsheng Banking Corp., Ltd.
Agricultural Bank of China Limited
The Hong Kong and Shanghai Banking Corporation Limited
CTBC Bank Co., Ltd.
Hang Seng Bank, Limited
Dah Sing Bank, Limited
China Merchants Bank Co., Ltd.
Coöperative Rabobank U.A.
Oversea-Chinese Banking Corporation Ltd.
United Overseas Bank Ltd.
Societe Generale
O-Bank Co., Ltd. (formerly known as Industrial Bank of Taiwan Co., Ltd.)
Taiwan Cooperative Bank, Ltd.
Banco Bilbao Vizcaya Argentaria, S.A.
Cathay United Bank Company, Limited

Company's Website

<http://www.newoceanhk.com>

Stock Code

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股份過戶登記處

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

股份過戶登記香港分處

卓佳秘書商務有限公司
香港灣仔
皇后大道東 183 號
合和中心 22 樓

主要營業地點

香港
灣仔
告士打道 200 號
新銀集團中心 23 樓

主要往來銀行

中國銀行(香港)有限公司
中國建設銀行(亞洲)有限公司
渣打銀行(香港)有限公司
星展銀行(香港)有限公司
交通銀行股份有限公司
澳新銀行集團有限公司
中國民生銀行股份有限公司
中國農業銀行股份有限公司
香港上海滙豐銀行有限公司
中國信託商業銀行股份有限公司
恒生銀行有限公司
大新銀行有限公司
招商銀行股份有限公司
荷蘭合作銀行香港分行
華僑銀行
大華銀行有限公司
法國興業銀行
王道商業銀行股份有限公司(前稱
台灣工業銀行股份有限公司)
合作金庫商業銀行有限公司
西班牙銀行
國泰世華商業銀行股份有限公司

公司網站

<http://www.newoceanhk.com>

股份代號

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Directors' Profile

董事簡介

Executive Directors

Shum Siu Hung, aged 58, is Chairman of the Company. Mr. Shum is responsible for the formulation and implementation of corporate policies and strategies. Mr. Shum has over 30 years of experience in international trading and investment in China.

Shum Chun, Lawrence, aged 38, is Managing Director of the Company since 2009. Mr. Shum graduated from the University of Saskatchewan with a degree in Bachelor of Arts, majoring in Economics. Prior to joining the Company in 2004, Mr. Shum has pursued a career in finance and accountancy in an international accounting firm. He is the son of Mr. Shum Siu Hung.

Cen Ziniu, aged 48, graduated from Shanghai Jiao Tong University with a Master's Degree in Business Administration and has been involved in trading businesses in Hong Kong and China, holding senior managerial positions. Mr. Cen has extensive experience in dealership management, business formation and marketing. He is responsible for market development of the Group and overseas operations. He is a cousin of Mr. Shum Siu Hung.

Chiu Sing Chung, Raymond, aged 58, has been executive director and is responsible for the overall operations since August 2003 and in charge of various business projects in the Group. Prior to joining the Company Mr. Chiu had over 20 years' experience in banking and management. He has been involved in the financing and supervision of business projects in China since the late 1980's and was in charge of the management and control of a wide range of projects.

Siu Ka Fai, Brian, aged 54, graduated from the Chinese University of Hong Kong with a Bachelor of Arts degree. He conducted a further course of study in real estate at the University of British Columbia in Canada and then had over 20 years experience in the investment and real estate field, working with various reputable companies in Hong Kong and China. Mr. Siu joined the Group in 2005 and is currently in charge of the Group's liquefied petroleum gas purchasing and liquefied petroleum gas re-export operations.

執行董事

岑少雄，現年58歲，本公司主席，負責制訂及實施本集團的發展方針和經營策略。先生擁有超過30年於中國從事國際貿易及投資經驗。

岑澹，現年38歲，於2009年開始為本公司之董事總經理。岑先生畢業於University of Saskatchewan，持有文學學士學位，主修經濟學。2004年加入本公司之前，岑先生曾於一家國際會計師行服務。彼為岑少雄之子。

岑子牛，現年48歲，畢業於上海交通大學，並取得工商管理碩士學位，曾在本港及中國內地從事商業貿易業務，擔任管理要職。岑先生在經銷權管理、企業結構和營銷方面累積了豐富經驗，現負責及監管本集團之市場拓展及海外事務。他是岑少雄先生之堂弟。

趙承忠，現年58歲，由2003年8月起為本集團的執行董事，負責本集團不同業務項目計劃及整體營運。加入本公司前，趙先生於銀行業務及管理方面擁有超過20年經驗。彼自1980年代後期於國內從事企業項目的財務和監督及負責管理和監控各類項目。

蕭家輝，現年54歲，畢業於香港中文大學持有文學士學位，及後於加拿大University of British Columbia 進修地產專科，於香港及中國數家知名公司服務，在投資及地產業務擁有超過20年經驗。蕭先生於2005年加入本集團，負責本集團液化石油氣採購及轉口業務。



Directors' Profile

董事簡介

Wang Jian, aged 37, graduated from Guangzhou Jinan University with a Bachelor's Degree in Economics and a Master's Degree in Finance. Prior to joining the Group in 2008, Mr. Wang was engaged by a major bank in China and worked in its banking business department. In November 2014, Mr. Wang obtained a Doctor's Degree in Business Administration from School of Business of Macau University of Science and Technology.

Independent Non-executive Directors

Cheung Kwan Hung, Anthony, aged 65, has been independent non-executive director since August 2001. Mr. Cheung is an associate member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Cheung graduated from the Hong Kong Polytechnic University (formerly: the Hong Kong Polytechnic) with a higher diploma in Accountancy. Mr. Cheung has over 30 years of experience in account, finance and investment banking profession specializing in equity/debt fund raising, mergers and acquisition and corporate restructuring before working with publicly listed companies undertaking corporate management, planning and strategies development functions. Mr. Cheung is an independent non-executive director of PetroAsian Energy Holdings Limited, Great Harvest Maeta Group Holdings Limited and Mobile Telecom Network (Holdings) Limited, whose shares are listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Chan Yuk Wai, Benedict, aged 58, has been independent non-executive director since March 2006. Mr. Chan is a holder of a Master of Science Degree in Applied Mechanics (Cranfield Institute of Technology, U.K.) and a registered professional engineer in Hong Kong and the U.K. Mr. Chan is graduated with First Class Honours in mechanical engineering and the recipient of the U.K. Institution of Mechanical Engineers Outstanding Project Price Award, 1981. For the last 20 years, Mr. Chan has taken up key management positions in engineering and technology businesses in Hong Kong, ranging from pumping equipment and control systems, mini-piling, and software and hardware engineering businesses.

王堅，現年37歲，畢業於廣州暨南大學，獲經濟學士及金融學碩士學位。於2008年加入本集團前，王先生曾於中國一家主要銀行業務部服務。2014年11月，王先生獲得由澳門科技大學商學院頒授之工商管理學博士學位。

獨立非執行董事

張鈞鴻，現年65歲，由2001年8月起擔任為獨立非執行董事。彼為英國特許公認會計師公會及香港會計師公會會員。張先生畢業於香港理工大學(前稱：理工學院)，持有會計系高級文憑。張先生於會計、財務及投資銀行方面具有超過30年經驗，專注股本／債務融資、合併及收購和企業重組，於上市公司工作期間主要負責企業管理、策劃及策略性發展。張先生現為中亞能源控股有限公司、榮豐聯合控股有限公司及流動電訊網絡(控股)有限公司的獨立非執行董事，該三間公司的股份於香港聯合交易所有限公司(「聯交所」)上市。

陳旭煒，現年58歲，由2006年3月起擔任獨立非執行董事。陳先生持有英國Cranfield Institute of Technology之機械工程碩士學位，為香港及英國註冊專業工程師。陳先生於機械工程一級榮譽畢業並曾獲得1981年英國機械工程師學會超卓表現獎。於過去20年，陳先生在香港工程及科技行業擔任主要管理職位，所管理的企業其業務範圍涵蓋泵浦系統、程控系統、迷你樁及軟硬件工程等業務。



Directors' Profile

董事簡介

Dr. Xu Mingshe, aged 61, was accredited a doctor's degree in economics by the Xiamen University. He graduated from the Guangzhou Institute of Foreign Languages with a bachelor's degree in English, holds the title of Senior Economist, and has over 20 years' experience in the banking-finance field. Since 1980, Dr. Xu has held in succession a series of position in the top management level in banking sector in China, and has been well connected in the finance and corporate sectors both in China and overseas. Dr. Xu's expertise includes public listings, project financing, syndicated loan, debt restructuring and merge and acquisition. He has taken part in a considerable number of overseas listing of Chinese enterprises and other major fund raising exercises. Dr. Xu was appointed as independent non-executive director of the Company on 1 July, 2006 and an independent non-executive director of EPI (Holdings) Limited (a company listed on the Stock Exchange) from 2006 to 2009.

徐名社博士，現年61歲，獲廈門大學授予經濟學博士學位。彼畢業於廣州外語學院英文系，持有高級經濟師名銜，並擁有超過20年的銀行金融經驗。自1980年始，徐博士於中國銀行界歷任重要管理層職位，並於中國及海外的金融及企業界中擁有良好的人際網絡。徐博士在上市集資、項目融資、銀團貸款、債務重組及合併收購等擁有廣泛經驗。彼亦曾參與多項中國企業海外上市及其他主要融資項目。徐博士於2006年7月1日獲委任為本公司之獨立非執行董事，並於2006年至2009年擔任長盈集團(控股)有限公司(在聯交所上市之公司)獨立非執行董事。



Chairman's Statement

主席報告

On behalf of NewOcean Energy Holdings Limited (the "Company"), I am pleased to present the report on the audited results of the Company and its subsidiaries (collectively as the "Group") for the year ended 31 December 2016 to the shareholders.

Brexit, the election of Donald Trump as the President of the United States and many other unlikely political events have taken the world by surprise in 2016, making it harder and harder to identify market trends. Torrents of capital as a result chose to embrace speculative short-term investments, creating a boom on the derivatives trading and in turn ensued anomalies in the staple commodity prices. The Group, as an operator in staple commodities, was exposed to considerable challenges amidst the erratic market during the year.

In terms of the Chinese market, most private enterprises continued to compete intensively under the macro-environment of excess capacity, and even the survivors were subject to the bleak reality of further pressed margins, albeit data reflecting initial success for the capacity minimization — and inventory-minimization measures of state-owned enterprises plus an alleviation in deflation. On top of these, import businesses were also hit by the successive depreciations in renminbi. As it goes, 2016 has been a perturbed year for all.

The Group managed to generate respectable results during the year notwithstanding the disappointing overall operating environment. Net profits for the year amounted to approximately HK\$750 million, slightly down by approximately 1.16% from the previous year. In face of brutal competition, the Group had no choice but to adjust its prices as appropriate to maintain market competitiveness. Leveraging on the industry foundation fostered over the past years, sales were invigorated in the hope of minimizing the actual reduction in profits. In 2016, the Group's total sales volume of energy products saw a breakthrough of over 5 million tons, with substantial increases in both of the wholesale and trading volumes. The retail business, on the other hand, lacked growth and merely maintained similar levels of sales volume as in the past, since it takes time for sales network expansion. Turnover reached approximately HK\$15.7 billion, representing an increase of approximately 1.20% from that of 2015. The vast growth in the sales volume is the main contribution to the increase.

本人謹代表新海能源集團有限公司(以下簡稱「本公司」)欣然向股東提呈本公司及其附屬公司(以下統稱「本集團」)截至2016年12月31日止之年度經審核業績報告。

2016年，世界上出現了許多像英國脫歐、特朗普當選美國總統等出人意表的政治事件，令預測市場動向的工作越來越變得無跡可尋。大量資金因而選擇流向投機性的短線投資，形成衍生工具的頻繁交易，導致大宗商品的價格出現異常波動。這個難以預測的市場，其實在年內已帶給本集團(大宗商品實貨的經營者)頗為嚴峻的挑戰。

至於中國市場，雖然資料顯示國營企業去產能及去庫存的工作已薄有成效，通縮的情況亦得到舒緩，但其實大部分的私營企業依然在產能過剩的大環境下進行激烈的競爭，能繼續生存者都要面對毛利進一步縮窄的現實。而經營進口業務的商戶更要面對人民幣連番貶值的衝擊，可想而知，2016年對任何人而言都絕對不是容易的一年。

整體的經營環境雖然並不理想，但本集團在年度內的表現仍然可算不過不失。年內實現純利約7.50億港元，比去年稍稍下跌約1.16%。由於競爭激烈，集團只好適當調整價格以保存市場的競爭力，並利用多年來建立的行業基礎促進銷售，以期減少實質盈利的流失。2016年集團能源性產品的總銷售量突破了500萬噸，其中批發及貿易量升幅相當大，而零售業務卻因為擴張銷售網路需時故沒有增長，僅能大致維持過往的銷售量。營業額則錄得約157.00億港元，比2015年的營業額增加約1.20%。這個增長主要因為銷售量大幅提高所致。



Chairman's Statement 主席報告

Our experiences in 2016 have led to recognize the inevitable existence of limitations on the markets even for ones as huge as China. In the future, we will step up efforts in extending our extensive experience in the energy industry to the overseas, and strive to identify suitable development opportunities from China's One Belt and One Road initiatives. Paralleled to these, the Group will persist in the strategy of boosting development by end-user sales through seeking suitable sites for building refueling stations and LNG refueling stations in Guangdong Province, as well as establishing the fuel oil supply network for vehicles and vessels. We believe that as the Group's end-user sales network in Guangdong Province optimizes, its energy business will become more internationalized to effectively diversify its operational/investment risks to different markets, which will in turn support the sustainable enhancement in its overall profits and capital returns. Provided that the Group has to ensure for sufficient working capital for developing existing and potential new business, the Board does not recommend the payment of dividend.

I hereby take the opportunity to express on behalf of the Board the appreciation we have to our staff for their contribution in the past year, and look forward to the creation of a better future where we all unite to brave any challenges ahead in the Group's spirit of perseverance.

Shum Siu Hung
Chairman

21 March 2017

2016年的經歷，讓我們感到如中國般龐大的市場也有其局限性。在未來的日子裡，我們將加大力度，將我們擁有豐富經驗的能源業務往海外伸延，從國家倡議的一帶一路中尋找合適的拓展機會。與此同時，集團將仍然執行以終端帶動產業建設的發展策略，繼續在廣東省內覓地建設加油站及LNG加氣站，構建服務汽車及船隻的燃料補給網路。我們相信集團在廣東省內的終端銷售網將會日趨完善，集團的能源業務將更加國際化，致使經營／投資風險能得以有效分散到不同的市場，而整體的盈利及資金回報更可以持續改善。因集團需要有足夠之流動資金發展現有及潛在的新業務，董事會並不建議派付股息。

本人藉此機會，代表董事會對本集團全體員工在過去一年所作貢獻表示萬分感謝。希望公司全寅秉承集團的堅毅精神，勇於面對挑戰，創造更美好的將來。

主席
岑少雄

2017年3月21日



Management Discussion and Analysis

管理層之討論及分析

1. Market Overview

In the past year, unexpected incidents such as the frequent terror attacks, the unceasing flood of refugees reaching Europe, the BREXIT and Trump being the elected US President had led to political instability in many countries, resulting that each country could hardly put forward their effective economic policies. With the absence of driving forces stimulating the consumption in the global market, the overall demand remained staggered. Under the weakness of the economy over the long term, prices of bulk commodities not only failed to remain stable, but also appeared with frequent fluctuations. Such might be due to the speculations in the OTC market. Such changes had worsened the instability, resulting in more difficulties in foreseeing the uncertain market trends. As a result, an utmost difficult operational environment was formed.

In fact, the turmoil in Europe, North Africa and the Middle-East regions did not pose any significant impact on China. Theoretically speaking, such period in turn allowed China to focus on tackling the issue of overcapacity. As revealed by figures, the rectification seemed efficient to a certain extent, the crisis of deflation was also relieved (particularly in the third quarter where a slight inflation of 1.1% was shown). Nonetheless, only the state-owned enterprises could indeed receive the financial assistance from the government for conducting reforms, whereas there lied an insignificant possibility that private-owned enterprises could receive any assistance from banks. Therefore, there were only critical battles relating to the survival of the fitness between private-owned enterprises, in where the issue of reforms did not even exist. For these enterprises, overcapacity was still a serious matter and the competition among them remained extremely severe, resulting that further narrowing down of the gross profits became unavoidable.

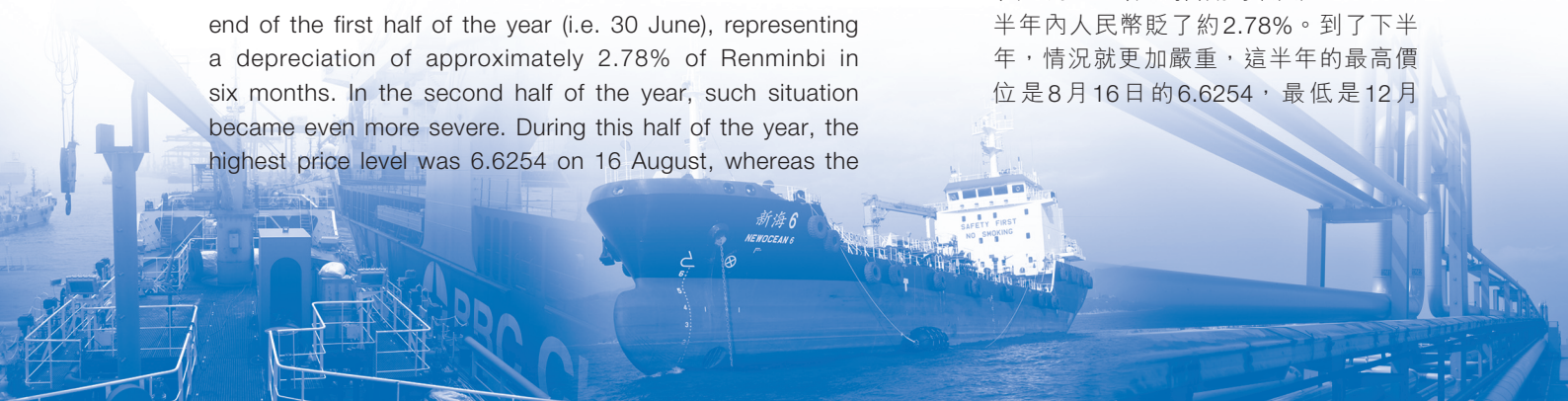
Regarding the importers, the disappointing performance of Renminbi resulted in additional problems for the existing poor business environment. At the beginning of the first half of the year, the exchange rate of Renminbi dropped from 6.4683 to the then lowest level of 6.6480 as of the end of the first half of the year (i.e. 30 June), representing a depreciation of approximately 2.78% of Renminbi in six months. In the second half of the year, such situation became even more severe. During this half of the year, the highest price level was 6.6254 on 16 August, whereas the

1. 市場概況

過去一年，恐怖襲擊頻繁、歐洲難民潮不斷、加上英國脫歐及特朗普當選美國總統等意料之外的事件，令多國出現政治動盪的局面，各國的經濟政策難以有效推行。世界市場欠缺刺激消費的原動力，整體需求繼續毫無起色。在經濟長期疲軟的情況下，大宗商品的價格不但沒有穩定下來，更出現頻繁的波動，這可能是拜紙貨的炒賣活動所致。這些變動令到不穩定的局面變得紊亂，令到不確定的市場動向更難以預測，形成了一個極為困難的經營環境。

歐洲、北非與中東地區的亂局，對中國的影響其實不大。理論上，這段時間反而正好讓中國可以集中力量去處理產能過剩的問題。從數字上看，整治看似略有成效，通縮的危機似乎亦得到舒緩（尤其是第三季度已呈現1.1%的輕微通脹）。不過，事實上只有國營企業才得到政府資助進行改革，私營企業從銀行得到的幫助則微乎其微。因此，私營企業之間只有汰弱留強的生死對決，根本就不存在改不改革的問題。產能過剩於它們而言仍然嚴重，相互的競爭依然非常激烈，毛利進一步縮窄儼然成為逃脫不了的現實。

對於進口商而言，人民幣讓人失望的表現給已經相當惡劣的經營環境製造了額外的麻煩。人民幣匯價在上半年一開始就從6.4683往下跌，上半年結束時（即6月30日）達到當期的最低位6.6480，半年內人民幣貶了約2.78%。到了下半年，情況就更加嚴重，這半年的最高價位是8月16日的6.6254，最低是12月



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lowest level was 6.9615 on 16 December. At the end of the year (30 December), the closing price was 6.9450 (almost was the lowest price throughout the year), representing a depreciation of Renminbi of approximately 7.37% in total in the entire year. During such period, those in the market gradually lost their confidence in Renminbi, which triggered the crisis of capital outflow and massive drain-out of the national foreign exchange reserves. For these reasons, the government adopted a stricter approach for foreign exchange control in the second half of the year (especially in the fourth quarter). In the event that foreign trading companies need to purchase the US dollars to pay for the overseas borrowings, they are required to notify the bank with one-month notice in advance. If they do not allow the bank to reserve for swap lines, the bank would reject handling any request even when such purchases of foreign exchange are practical and compliant. Under these strict regulations, the delay of overseas payment frequently occurred, which aggravated the difficulties the importers faced when conducting procurement in the global market. Meanwhile, such also raised the actual procurement costs for the importers.

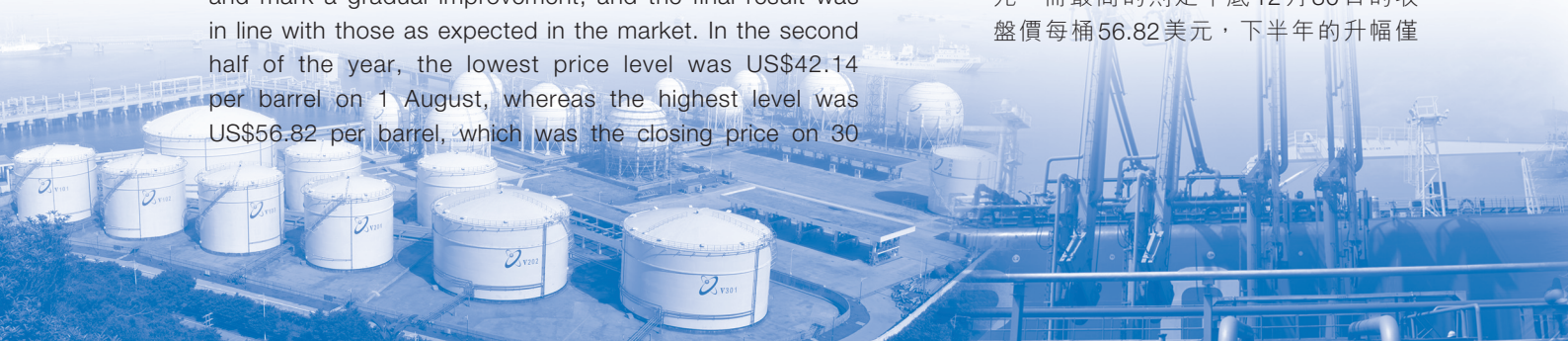
Due to the fact that the Federal Reserve plans to hike rates three times in 2017, those in the market expects that the US dollars will continue its strong momentum, so the future of Renminbi does not look optimistic. In general, it is expected that the exchange rate will soon drop to 7.15, whereas a further decline to 7.50 will also be possible. Overall, the ongoing depreciation of Renminbi in 2017 appears to be very likely to happen. Also, the importing businesses in the Chinese market are expected to lead an even more difficult year.

The trend of oil prices in the first half of the year in 2016 saw notably fluctuations, from US\$37.28 per barrel at the beginning of the year dropping to US\$27.88 per barrel within 20 days. Later, such price picked up gradually, reaching US\$49.68 per barrel in the middle of the year (i.e. 30 June). Overall, the oil prices showed an upward trend in most of the time during the first half of the year, those in the market, therefore, then expected that such trend in the second half of the year would remain stable and mark a gradual improvement, and the final result was in line with those as expected in the market. In the second half of the year, the lowest price level was US\$42.14 per barrel on 1 August, whereas the highest level was US\$56.82 per barrel, which was the closing price on 30

16日的6.9615，年底(12月30日)收市價為6.9450(幾乎是全年的最低位)，全年合計人民幣共貶值了約7.37%。在此期間，市場對人民幣的信心漸失，引發了資金外流、國家外匯儲備大量流失的危機。有見及此，政府在下半年(尤其是第四季度)採取了更強硬的外匯管制手段，外貿單位如果需購買美元向海外支付貨款者，都必需預早一個月向銀行通報，如果沒有讓銀行預留換匯額度，就算有實際的、合規的購匯需求，銀行都會拒絕辦理。在這些硬性規定之下，延誤對外付款的事情頻頻發生，加大了進口商在國際市場上進行採購的難度，同時亦增加了進口商實質的採購成本。

由於美聯儲準備在2017年內加息三次，市場預期美元將延續走強的勢頭，所以對人民幣的前景並不樂觀，一般認為匯價下跌至7.15是指日可待，進一步下跌至7.50也不無可能。總而言之，人民幣在2017年內繼續貶值似乎已被視為必將發生的事情，中國市場的進口業務將需迎接更加艱難的一年。

油價在2016年上半年的走勢非常反覆，從年初開始每桶37.28美元，20日內跌到每桶27.88美元，然後逐步回升至年中(即6月30日)每桶49.68美元。整體而言，上半年的油價大部分時間都呈現升勢，所以市場當時預期下半年的走勢會是在平穩中緩緩提升，而最終的結果與市場的預期亦完全吻合。下半年最低的價位是8月1日的每桶42.14美元，而最高的則是年底12月30日的收盤價每桶56.82美元，下半年的升幅僅



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December at the end of the year. The increment in the second half of the year was only 14.37%, which was far less than the 33.26% of the first half of the year. However, the rebound of oil prices over the year reached 52.41%. In the first half of the year, other than the drastic drop in oil prices in February had stimulated the purchasing desire of some importers, transactions at other times remained extremely quiet. At the second half of the year, oil prices showed a steady upward trend and importing activities became active indeed. Nonetheless, due to the fact that Renminbi was undergoing depreciation at the same time, in the situation where one advances whilst the other one falls behind, importers in China indeed were not able to enjoy any benefits led by the price rebound.

Those in the market expected that the international crude price will have a moderate but rapid fluctuation between US\$50 to US\$65 in 2017. The market believes that the supply and demand for petroleum during the year will regain its balance so that oil prices can gradually climb with a stable pace. However, there are increasing factors which influence oil prices, the trend of oil prices is indeed hard to foresee. Although it is believed that the market lives with its expectation of oil prices rebound, such rebound will encounter substantial resistance when the agreement on oil output cut between the OPEC and non-OPEC countries fails to implement effectively, the Federal Reserve frequently hikes rates, the US dollars experience huge appreciation, and even China sees the economic downturn.

2. Overall performance of the Group

2.1 Overview

The business environment of 2016 became even worse than that of 2015. During the year, the depreciation of Renminbi was also higher than that of last year. As for the importers, the decrease in profitability became inevitable. Under such circumstance, the Group could only adopt short-term approach, which was to boost the sales volumes to compensate the decrease in gross profits so as to retain the actual total gains of the Group. During the year, the liquefied petroleum gas ("LPG") and oil products were still the energy products the Group focused on. However, due to the relatively poor operational environment, such businesses failed to achieve outstanding results as they did before, with their overall performances were just average.

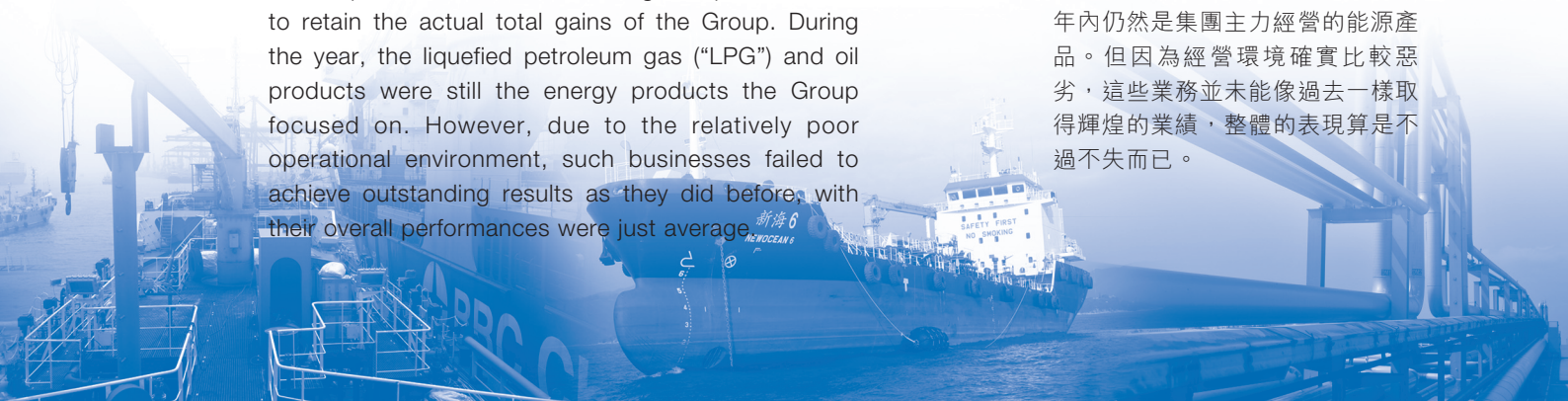
有14.37%，遠低於上半年的33.26%。不過，全年下來，油價回升的幅度卻高達52.41%。上半年除了二月份油價大幅下滑刺激了部分進口商的採購慾以外，其他時間的交投都十分淡靜。到了下半年油價穩步上揚，進口活動確實活躍起來。但因為人民幣同時也在貶值，所以在此消彼長下，中國進口商根本沒能夠享受價格回升所帶來的任何好處。

市場估計國際原油價格在2017年內會在50美元至65美元之間小幅快頻震盪。大家認為年內石油的供需將重拾平衡，令油價在平穩中得以緩慢地爬升。不過影響油價的因素確實越來越多，對油價的動向實在難以預測。雖然我們認為市場的期望是油價可以回升，但若出現了歐佩克與非歐佩克國家的減產協定沒有切實執行、美聯儲頻頻加息、美元大幅升值，甚至中國經濟下行等情況，油價回升就會遇到很大的阻力。

2. 集團總體業績

2.1 概述

2016年的營商環境實際上比2015還要差，人民幣在年內的貶值幅度也比去年大，對於進口商而言，盈利能力減弱是必然的結果。在此情況下，集團唯一能夠採取的短期策略就是增大銷售量來填補縮減了的毛利，以保持集團實質性的總溢利。液化石油氣(LPG)及油品在年內仍然是集團主力經營的能源產品。但因為經營環境確實比較惡劣，這些業務並未能像過去一樣取得輝煌的業績，整體的表現算是不過不失而已。



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The sales volume of LPG was generally comparable with that of last year, in which both the sales of bottled LPG and re-exported gas had increased. As for the auto-gas refueling business in Guangzhou, due to the fact that some buses had switched to the use of NG as the fuel and taxis were prone to underemployment under the influence of informal passenger service, the demand for auto-gas refueling decreased significantly, whereas the sales of other categories did not show any huge differences as compared with those of last year. The Group's LPG business owns a history of more than 15 years, in which a comprehensive supply chain in the Southern China Region has been established long ago. Such advantage has always been protecting the Group's LPG business from the impact of the surrounding environment. For this reason, despite of the unsatisfying operational environment, the profitability of the LPG business had never been severely undermined. The Group expected that the future operational environment for LPG business is still full of uncertainties. Especially for the auto-gas business which is continuously shrinking over the years, given that if its business dropped further in the coming years, the overall profitability of LPG would be affected.

During the year, the sales volume of oil products increased considerably, whereas the Group continued to promote the development of oil products business in both China and Hong Kong in 2016. In the Hong Kong market, other than remaining the bunkering service of ships, the Group also progressively increased the supply of vessel oil to other bunkering operators. Besides, it also strengthened the trading of oil products/ chemical products, which had become another source of income for the Group, and at the same time raised the recognition of the Group on the global market and so as its procurement capability. In 2016, the Group devoted relatively more resources into the Chinese market. The addition of several second handed bunkering ships helped meeting the increasing demand in marine bunkering services. In addition, a large batch of oil products/ chemical products from overseas were purchased, so as to conduct the marine and land wholesaling businesses via the oil storage depot located in the Pearl River

LPG的銷售量大致與去年持平，其中瓶裝氣及轉出口的銷售均有提升，至於廣州的汽車加氣業務，由於部分巴士轉用NG為燃料，加上計程車因非正規載客服務的影響而出現開工不足的情況，致使汽車加氣的需求明顯減少，而其他類別的銷售則與去年無大區別。集團的LPG業務已有超過15年的歷史，我們早已在華南地區內建立好一條完整的供應鏈，這項優勢一向以來都有效地讓集團的LPG業務免受週邊環境的衝擊，所以儘管經營環境很差，但LPG的盈利能力並未因此而嚴重削弱。集團預計未來LPG經營環境仍然不明朗，特別是汽車加氣業務，此業務近年不斷萎縮，如跌幅加大，對整體LPG的盈利會有一定影響。

油品的銷售量年內大幅上升，集團於2016年繼續在中港兩地同時推動油品業務的發展。在香港市場，除了保持對船隻的加油服務外，更逐步增加對其他加油運營商的船用油供應，此外亦加強了油品／化工類產品的貿易，為集團添加一個收入的來源，同時提升集團在國際市場上的認知度和採購能力。2016年集團相對地在國內市場投放了較多的資源，我們增購了多艘二手加油船，以應付更多海上加油的需求。此外，我們從海外購入大批量油品／化工類產品，通過珠三角地



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Delta Region. During such period, we had successfully expanded the oil products business from Guangdong to Fujian to realize the significant growth in the oil products business.

Other than LPG and oil products, natural gas (“NG”), another core business to be operated by the Group in the future, remained in the stage of building up the sale network. Since the dissolution of co-operation with Sinopec in the Guangdong Province and the discontinuation of partnership regarding liquefied natural gas (“LNG”) auto-gas refueling stations, we had prepared to seek for appropriate location and partners to propel the construction and development of LNG auto-gas refueling stations. However, in the last one or two years, the drop in oil prices indeed had significantly lowered the attractiveness of NG as an alternate fuel. Switching to the use of NG could not see any significant cut in costs, resulting that NG had lost its former competitiveness. In addition, after the incident of serious explosion in Tianjin in 2015, all the approval processes of the governmental authorities had become abnormally complicated and cautious, leading to the stagnation of the NG business development. However, as the NG business is the direction of the Group’s development in the long run, we will not abandon such business due to the current difficulties, not to mention that suspending such development will not bring any actual and negative impact on the Group’s overall performance.

The Group and the Shanghai Conch International Investment and Development Co., Ltd. jointly established the Guangdong Shenhai New Energy Company Limited (“Shenhai”) in Hengqin. In the past year, such company continued to develop the land and marine refueling stations project around the Conch’s cement production base located in the Guangdong Province (the place where logistics are centralized). Despite of the unavoidable obstacles related to policies in the application process, the development progress was satisfying. Besides, the Group had engaged into other investments in 2016, one of which was the production and sales of anthracite and active charcoal. Such project created better profitability, and required shorter timeframe for development.

區的油庫進行海上和陸上的批發業務。在此期間，我們把油品業務從廣東成功地擴展至福建，實現油品業務的大幅增長。

除LPG及油品外，集團未來另一主營業務天然氣(「NG」)則仍然停留在鋪設銷售網絡的階段。自從與廣東省中石化拆夥，不繼續LNG汽車加氣站的合作後，我們就準備自己尋找合適的地點及合適的合作夥伴推動LNG汽車加氣站的建設和發展。但過去一兩年，油價下跌其實已大大降低了NG作為替代燃料的吸引力，轉用NG並未能獲得明顯的成本節約，使NG喪失了原有的競爭力。加上2015年發生天津大爆炸事故之後，所有政府部門的審批程式都變得異常複雜和謹慎，導致NG業務發展停滯不前。不過，NG業務是集團長遠的發展方向，我們不會因為目前的困難而放棄這項業務，況且延遲這項發展亦不會對集團的整體表現造成實質性的負面影響。

集團與上海海螺國際投資發展有限公司在橫琴合資成立的廣東申海新能源有限公司(「申海」)，在過去一年，繼續圍繞海螺在廣東省內的水泥生產基地(物流集中的地點)來拓展陸上及海上的加油站項目。雖然在申辦的過程中少不了遇到政策上的障礙，但發展的進程是令人滿意的。此外，集團在2016年期間亦有涉足其他的投資，其中一項是無煙炭及活性炭的生產及銷售，這項目具備較佳的盈利能力和僅需較短的開發時間。



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Overall, the Group's profitability in 2016 was weakened due to the vigorous competitions in the market. The depreciation of Renminbi still led to certain losses to us, resulting that the overall profitability performance was slightly worse than that of 2015. As revealed by the situation of this year, the energy market in Guangdong was becoming saturated. Substantial profits were not expected even when there was still room for development. We will certainly continue to regard the energy market in the Southern China Region as our bases, however, we have also made our decision to invest more resources to seek for any potential opportunities in the overseas markets, in order to achieve the two goals of expanding businesses and profitability at the same time.

2.2 Overall performance

In 2016, the NG business had not yet brought any actual revenue or profits to the Group, whereas the other businesses (including LPG, oil products and electronic products) recorded a total revenue of approximately HK\$15,700,406,000 (among which, the revenue of energy products was approximately HK\$15,498,676,000, representing approximately 98.72% of the total revenue), representing a slight increase of approximately 1.20% as compared with the total revenue of approximately HK\$15,514,990,000 (among which, the revenue of energy products was approximately HK\$14,819,855,000, representing approximately 95.52% of the total revenue) for the same period in 2015. The total revenue showed only a slight increase, which was mainly due to: (1) the significant decrease of approximately HK\$457,674,000 in the revenue of the electronics business; (2) the average prices of LPG in the year were roughly 20% lower than those of the same period in 2015, and the prices of oil products were 15% to 17% lower than those of the same period of year. Therefore, the total revenue did not increase correspondingly along with the significant increase in the sales volumes.

總體而言，集團於2016年的盈利能力因為市場競爭激烈而遭到削弱，人民幣的貶值仍然給我們造成一定的損失，致使總盈利成績比2015年稍為遜色。從這一年的情況來看，廣東的能源市場已日趨飽和，發展縱仍有空間，但絕不能期望能帶來豐厚的利潤。當然，我們會繼續以華南地區的能源市場作為基地，但亦同時決定投放更多資源，探索海外市場的潛在商機，以期同時達到業務擴大及盈利能力增強這兩大目標。

2.2 總體業績

NG業務在2016年內仍然未有為集團帶來實質性的營業額或盈利，其他的業務(包括LPG、油品及電子)則共錄得約15,700,406,000港元的總營業額(其中能源產品的營業額約為15,498,676,000港元佔總營業額大約98.72%)，比對2015年同期總營業額約15,514,990,000港元(其中能源產品的營業額約為14,819,855,000港元佔總營業額大約95.52%)，輕微上升1.20%。總營業額只有微增長的主要原因包括：(1)電子業務的營業額大幅減少約457,674,000港元；(2)年內LPG的平均價格比2015年同期大約低20%左右，而油品的價格則比去年同期低15%至17%。因此，總營業額並沒有隨著銷售量的大幅增加而相應提升。



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During the year, the net profit attributable to the owners of the Company of approximately HK\$749,397,000 was recorded; comparing to the net profit of approximately HK\$756,643,000 for the same period in 2015, such number was almost the same as that of 2015, representing a decrease of only approximately 0.96%. During the year, the total sales volume of LPG could be retained, however, the performance of the most profitable auto-gas refueling business was worsen significantly, resulting that the gross profits of the sales of LPG decreased around 10%. The competition in the oil products market was very severe, in which the Group had adopted the approach of lowering the selling prices to stimulate the sales volumes. Such approach aimed at retaining the profitability of the oil products business, meanwhile to compensate for the losses in the gross profits of the LPG business. It should be an effective rectifying measures, however, the depreciation of Renminbi during 2016 was much higher than that of 2015. Despite the fact that we had minimize the balances of the structured matching of pledged deposits in Renminbi and corresponding loans in the US dollars, the Group's intra-group current accounts and other current financial assets denominated in Renminbi still generated a huge exchange loss. These were the main reasons why the Group, at last, could just barely retain the gains of last year.

During the year, the LPG business, oil product business and electronics business, the core businesses operated by the Group, generated a total gross profits of approximately HK\$1,756,877,000, representing a decrease of approximately 4.51% as compared with the total gross profits of approximately HK\$1,839,904,000 in 2015. The Group's overall gross margin decreased from around 11.86% of last year to around 11.19%. The reasons for such decrease in total gross profits have been explained as abovementioned, which would not further explain herein.

年內，本公司錄得權益持有人應佔淨溢利約749,397,000港元，與2015年同期的淨溢利約756,643,000港元相比，大致持平，僅減少約0.96%。年內LPG的銷售總量得以維持，但盈利能力最高的汽車加氣業務則明顯下降，引致LPG的銷售毛利減少10%左右。油品市場的競爭相當激烈，集團採取調低售價刺激銷量的手段，擬保持油品業務的盈利水準，同時藉此彌補減少了的LPG毛利。本來這是一個有效的補救辦法，但遺憾的是2016年期間人民幣的貶值幅度比2015年更大，雖然我們已經把人民幣抵押存款及美元貸款結構性配對安排的餘額減到最少，但集團內部人民幣往來賬及其他流動財務資產仍然產生相當龐大的匯兌損失，這就是集團最終只能勉強保住去年溢利成績的主要原因。

集團主要經營的LPG業務、油品業務及電子業務於年內共創造了約1,756,877,000港元的毛利，比對2015年的總毛利約1,839,904,000港元，減少了約4.51%。集團總體的毛利率亦由去年的約11.86%下降至11.19%，總毛利下降的原因已於上文作出解釋，在此不贅。



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In 2016, the Company did not conduct any fund raising in the capital market in the forms of share places or rights issue, nor did it conduct any share repurchasing activities. As of 31 December 2016, the weighted average number of the Company's issued ordinary shares was 1,480,398,216, which was the same as the number of shares for the 12 months ended 31 December 2015. The basic earnings per share of the year were approximately HK\$0.51, which was the same as compared to the basic earnings per share of approximately HK\$0.51 for the same period of last year.

The net cash inflow from operating activities of the year was approximately HK\$903,761,000. In regards to the net cash outflow from operating activities of approximately HK\$323,075,000 in the first half of the year, the Group had adopted different measures including the collection of trade receivables in large amounts and obtaining the reasonable credit terms from suppliers. In the second half of the year, the return of the Group's capital was highly improved, resulting that the net cash flow from operating activities of the Group could become positive.

2.3 Segment performance

In 2016, the Group had approximately 5,190,100 tons of sales of energy products, representing a significant increase of approximately 1,304,100 tons or an increment of approximately 33.56% as compared with the sales volume of approximately 3,886,000 tons for the same period in 2015. Among all these businesses, the sales volume of oil products increased with the highest rate; after its 5-year-development, the current sales volume of oil products had exceeded that of LPG, which was attributed to more than 60% of the sales volume of the Group's energy products:

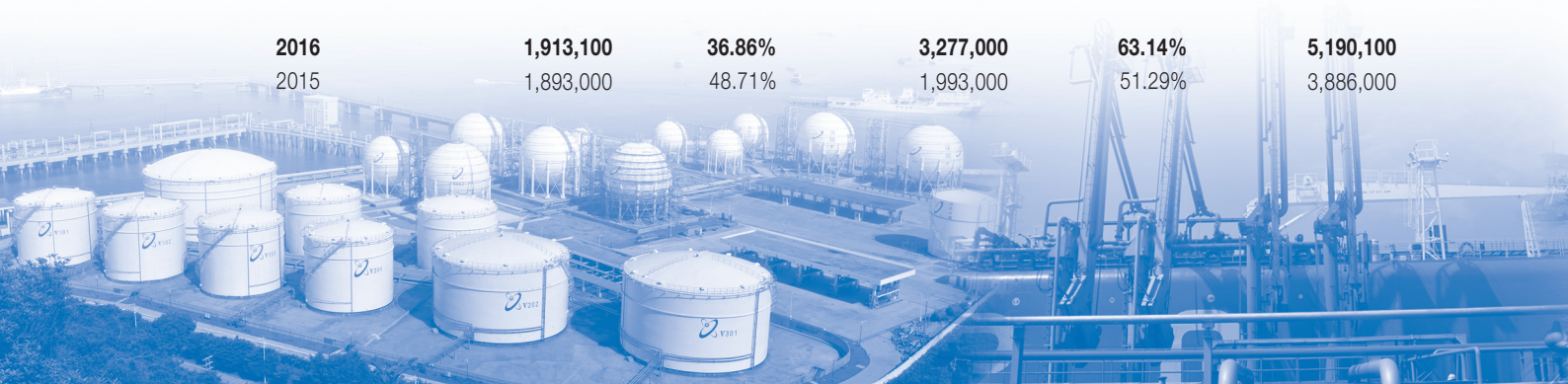
2016年期間，本公司並沒有利用批股或供股的方式從資本市場上集資，亦沒有任何股份回購的活動。截至2016年12月31日，本公司加權平均已發行普通股份的數目為1,480,398,216股，與截至2015年12月31日止的12個月的股份數目一樣。全年每股基本盈利約為0.51港元，與去年同期每股基本盈利約0.51港元相比較，並無增減。

全年的營運淨現金流入量大約為903,761,000港元。針對上半年大概約323,075,000港元的營運淨現金流出量，集團採取了各項應對的措施，包括回收大量應收貿易賬款及取得供應商提供合理賬期。在下半年大大改善了集團的資金回籠情況，使到集團的營運淨現金流量轉為正數。

2.3 分類業績

集團於2016年內共銷售能源性產品約5,190,100噸，比對2015年同期的銷售量約3,886,000噸，大幅增加了約1,304,100噸，增幅約為33.56%。各類業務之中，以油品的銷售量提升得最快，經過了5年的發展，目前油品銷售量已超越了LPG，佔集團能源性產品超過六成的銷售量：

Year 年	Sales volume of LPG (tons) LPG 銷售量(噸)		Sales volume of oil products (tons) 油品銷售量(噸)		Total sales volume (tons) 總銷售量(噸)
2016	1,913,100	36.86%	3,277,000	63.14%	5,190,100
2015	1,893,000	48.71%	1,993,000	51.29%	3,886,000



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In 2016, the Group's LPG business, oil product business and electronics business achieved an operating revenue of approximately HK\$15,700,406,000 in total, representing a slight increase as compared with the operating revenue of approximately HK\$15,479,259,000 for the same period in 2015. The proportions of these three business in the total revenue of the Group were as follow:

2016年，集團的LPG業務、油品業務及電子業務共實現經營收入約15,700,406,000港元，比對2015年同期營業收入約15,479,259,000港元，輕微上升。此三類業務所佔集團總營業額的比例為：

Year 年	LPG (HK\$'000) LPG (千港元)		Oil products (HK\$'000) 油品 (千港元)		Electronics (HK\$'000) 電子 (千港元)	
2016	6,809,662	43.37%	8,689,014	55.34%	201,730	1.29%
2015	8,488,519	54.71%	6,331,336	40.81%	659,404	4.25%

During the year, these three businesses achieved a total gross profits of approximately HK\$1,756,877,000, their respective contribution to the total gross profits of the Group was as follows:

年內，此三項業務實現了約1,756,877,000港元的總毛利，其對集團總毛利的貢獻分別為：

Year 年	LPG (HK\$'000) LPG (千港元)		Oil products (HK\$'000) 油品 (千港元)		Electronics (HK\$'000) 電子 (千港元)	
2016	1,317,194	74.97%	429,537	24.45%	10,146	0.58%
2015	1,476,097	80.23%	316,950	17.23%	28,503	1.55%

LPG business

Due to the comprehensive supply chain of the Group, the operations of the LPG business had always been less likely to be affected by the neighboring factors. Despite the fact that the operational environment was indeed not encouraging in 2016, the sales volume of LPG was still able to remain. The sales volume of the year was approximately 1,913,100 tons; comparing to the approximately 1,893,000 tons for the same period of last year, such was almost the same as that of last year (with only an approximately 1.06% increment). During the year, the average market prices of LPG were approximately 20% lower than those of last year, therefore, a revenue of only approximately HK\$6,809,662,000 was recorded, representing a decrease of around 19.78% as compared with the revenue of approximately HK\$8,488,519,000 for the same period of last year. The decrease in revenue and the downward adjustment of average prices were roughly comparable.

LPG業務

集團因自身擁有完整的供應鏈，所以LPG的經營一向受周邊因素影響較少。儘管2016年經營環境確實不佳，LPG的銷售量仍然能得以維持。全年銷售量約為1,913,100噸，與去年同期約1,893,000噸相比較，大致持平(僅有約1.06%的增加)。年內LPG的市場平均價格比去年平均價格約低20%左右，因此僅錄得大約6,809,662,000港元的營業額，比去年同期營業額約8,488,519,000港元減少約19.78%，營業額的減幅與平均價格下調幅度大致相若。



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Throughout the year, the LPG business achieved a gross profit of approximately HK\$1,317,194,000, representing a decrease of approximately HK\$158,903,000 or a decline of approximately 10.77% as compared with the gross profits of approximately HK\$1,476,097,000 for the same period in 2015. During the year, the sales volume of auto-gas refueling business which had the highest profitability decreased by 20.05%. Other sales volumes with lower profitability (e.g. overseas customers) increased, however, they were far from generating sufficient additional gross profits to compensate the losses in the profits of auto-gas refueling business. Given that the average prices of the period were lower than those of last year, the gross margin, on the contrary, climbed to 19.34% (2015: 17.39%) even with the decline of approximately 10.77% in the gross profits.

Because of the ongoing expansion of the oil products business and the limited increment in the LPG business, the contribution of the LPG business to the total revenue of the Group in 2016 continued to drop to only approximately 43.37% (same period in 2015: 54.71%; same period in 2014: 64.51%).

Before the end of 2015, the co-operation with Sinopec in the Guangdong Province relating to the LPG auto-gas refueling station business had been agreed to terminate. The joint venture established by two parties had been officially resolved in September 2016. The investment in the joint venture and the profits generated from the joint venture had already been recovered. As of today, the Group's LPG business basically had become wholly-owned again.

Oil products business

During the year, the Group put its efforts in propelling the oil products business to grow rapidly. The annual sales volume reached approximately 3,277,000 tons, representing a drastic increase of approximately 64.43% as compared with the sales volume of approximately 1,993,000 tons for the same period in 2015. The average prices of oil products throughout the year were approximately 15% to 17% lower than those of 2015, therefore, such revenue did not increase along with the rise in the sales

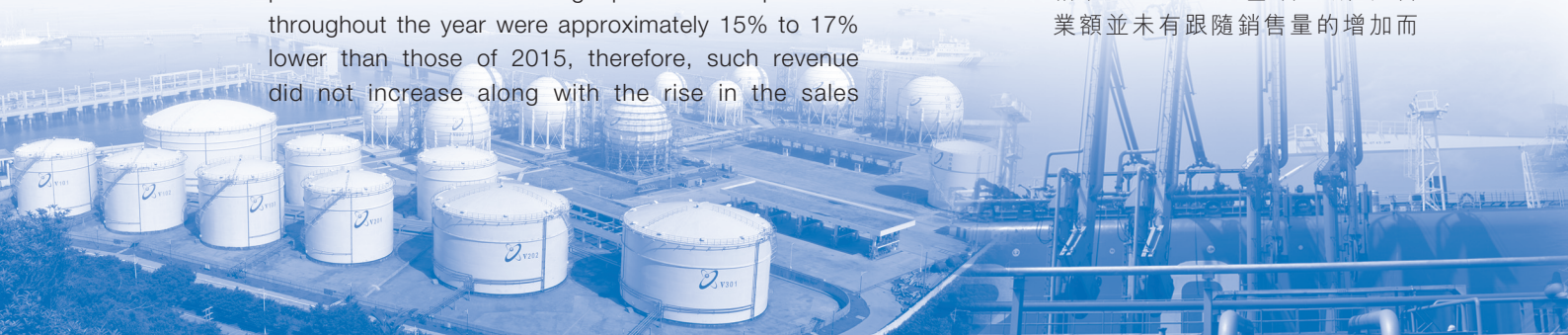
LPG業務全年實現了大約1,317,194,000港元的毛利，比對2015年同期毛利約1,476,097,000港元，減少了約158,903,000港元，減幅約為10.77%。年內盈利能力最高的汽車加氣業務的銷售量下降了20.05%，盈利能力較弱的其他銷售(例如海外客戶)量雖有增加，但遠遠無法產生足夠的額外毛利以填補失去了的汽車加氣利潤。由於期內平均價格比去年為低，所以雖然毛利減少了大約10.77%左右，但毛利率卻反而上升至19.34% (2015年：17.39%)。

由於油品業務不斷擴大，而LPG業務則增幅有限，所以LPG業務所佔集團總營業額的比例在2016年內繼續減至僅有約43.37% (2015年同期：54.71%；2014年同期：64.51%)。

與廣東省中石化就廣州LPG汽車加氣站業務的合作在2015年年底前就已經同意終止，雙方已成立的合資公司於2016年9月正式解散，對合資公司的投資及合作期間所產生的利潤亦已全部收回。至此，集團旗下的LPG業務基本上又變回全資經營。

油品業務

年內，集團努力推動油品業務快速增長，全年的銷售量高達約3,277,000噸，比對2015年同期約1,993,000噸的銷售量，大幅上升約64.43%。油品全年的平均價格約比2015年的平均價格低15%至17%左右，所以營業額並未有跟隨銷售量的增加而



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volume. During the year, the revenue only reached approximately HK\$8,689,014,000, representing an increase of approximately 37.24% as compared with approximately HK\$6,331,336,000 for the same period in 2015.

The oil products business achieved the gross profits of approximately HK\$429,537,000 over the year, representing an increase of approximately HK\$112,587,000 or an increment of approximately 35.52% as compared with the gross profits of approximately HK\$316,950,000 for the same period in 2015. The growth in the gross profits was not proportionate to the increment in the sales volume (64.43%), with the profitability of the oil products business had a significant decrease over the year. The dramatic growth in the sales volume of oil products were, in fact, motivated by the trading and wholesaling of oil products/chemical products; the volume of each procurement for this business was approximately 40,000 tons, whereas the sales volume per transaction was on the average of between approximately 5,000 tons to 10,000 tons. Due to the large volume, gross profits were comparatively less, such was one of the grounds for the fall in overall profitability of the oil products business. Therefore compared to the gross profit of approximately 5.01% in 2015, the gross profit in 2016 dropped slightly to approximately 4.94%.

Due to the ongoing expansion of the oil products business, its proportion in the total revenue of the Group continued to pick up. In 2016, it reached 55.34% (same period in 2015: 40.81%; same period in 2014: 26.56%).

Although the depot of 70,000 tons located in Zhuhai had been in use since 2015, parts of the facilities and functions (e.g. the newly-built berths of 5,000 tons and bonded warehouses) were indeed still at the stage of application to the government. At present, such depot could only be used for oil mixing and as the storage warehouse for diesel and chemical products. In short, it could only handle the domestic sales and purchases of oil products and chemical products (i.e. domestic business). At the beginning of 2017, we had obtained the permit for imports,

同步上升。年內營業額僅達到約8,689,014,000港元，與2015年同期約6,331,336,000港元相比，增加約37.24%。

油品業務全年實現了大約429,537,000港元的毛利，比對2015年同期毛利約316,950,000港元，多出約112,587,000港元，增幅約為35.52%。毛利的增幅，與銷售量的增幅(64.43%)不成正比，油品業務年內的盈利能力明顯下降。油品銷售量的大幅增長實質上是由油品／化工類產品的貿易與批發所帶動，這類業務每次採購的貨量都大約為40,000噸左右，每次的銷售平均都在5,000噸至10,000噸左右。因為批量大，所以毛利相對較少，這是令油品業務整體盈利能力降低的原因之一。故此，相比2015年約5.01%之毛利率，2016年毛利率輕微地下降至約4.94%。

由於油品業務的不斷擴張，其所佔集團總營業額的比例繼續上升。2016年達到55.34% (2015年同期：40.81%；2014年同期：26.56%)

位於珠海的70,000噸油庫雖然在2015年已經啟用，但其中的部分設施及功能(例如：新建5,000噸碼頭泊位及保稅庫)其實仍然在向政府申請之中。這個油庫現階段僅能作調油之用和充當汽柴油及化工產品的儲存倉。總的來說，目前只能處理國內油品化工品的買賣(即內貿業務)。2017年年初取得進口



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which allows us to initiate the importing business of oil products during 2017, and then to lodge the application relating to the bonded warehouse. We believe, such depot will only be able to showcase all of its efficiency of being a transit warehouse after obtaining the approval of the application of the berths and bonded warehouses.

Electronics business

During the year, the Group had cut the sales volume of electronic products substantially. In 2016, it only retained a few businesses of selling smartphones to Thailand and electronics parts (mainly the integrated circuits related to smartphones) business. Such revenue was only amounted to approximately HK\$201,730,000, representing a drop of approximately 69.41% as compared with the revenue of approximately HK\$659,404,000 for the same period of last year. The gross profits were approximately HK\$10,146,000, representing a decrease of approximately 64.40% as compared with the gross profits of approximately HK\$28,503,000 for the same period in 2015. However, the gross margins rebounded from approximately 4.32% of 2015 to approximately 5.03%.

2.4 Net exchange loss

In the first half of the year in 2016, due to the depreciation of around 2.78% of Renminbi, a net exchange loss amounting to approximately HK\$62,416,000 was recorded in our interim report. In the second half of the year, the depreciation of Renminbi continued and even higher than that of the first half of the year. Throughout the year, Renminbi had depreciated for approximately 7.37% in total, so that the impact of the Renminbi depreciation was more severe than the earlier expectation. Throughout the year, the Group recorded a net exchange loss of approximately HK\$154,098,000 in total, among which:

- (1) In relation to the trading businesses of imported LPG and oil products, a net exchange loss of approximately HK\$59,850,000 in total was recorded. In most of the situations, we absorbed such kind of exchange loss through the adjustment of sales prices, however, with

的許可，可在2017年內開展油品的進口業務，然後才可以進行保稅庫的申請。我們相信當碼頭泊位及保稅庫都申辦下來後，本油庫才能發揮一個中轉倉的全部效能。

電子業務

集團在年內大幅削減電子產品的銷售量，2016年期間僅保留少量輸往泰國的智能手機業務及電子零件(主要為與智能手機相關的集成電路)業務，營業額僅有約201,730,000港元，比對去年同期的營業額約659,404,000港元，下降約69.41%。毛利約為10,146,000港元，比對2015年同期毛利約28,503,000港元，減少了約64.40%，毛利率則由2015年的約4.32%，回升至約5.03%。

2.4 淨外匯虧損

在2016年的上半年，人民幣貶值了約2.78%，我們在中期業績報告中因此記錄了約62,416,000港元的淨匯兌損失。到了下半年人民幣再度貶值，幅度比上半年更大。一年下來共貶值約7.37%，所以所受人民幣貶值的影響確實比原來預期的更加嚴重，集團整年共錄得約154,098,000港元的淨匯兌損失，其中包括了：

- (1) 在進口LPG及油品的買賣業務上，錄得共約59,850,000港元的淨匯兌損失。在通常的情況下，我們會通過調整銷售價格來消化這類匯兌損



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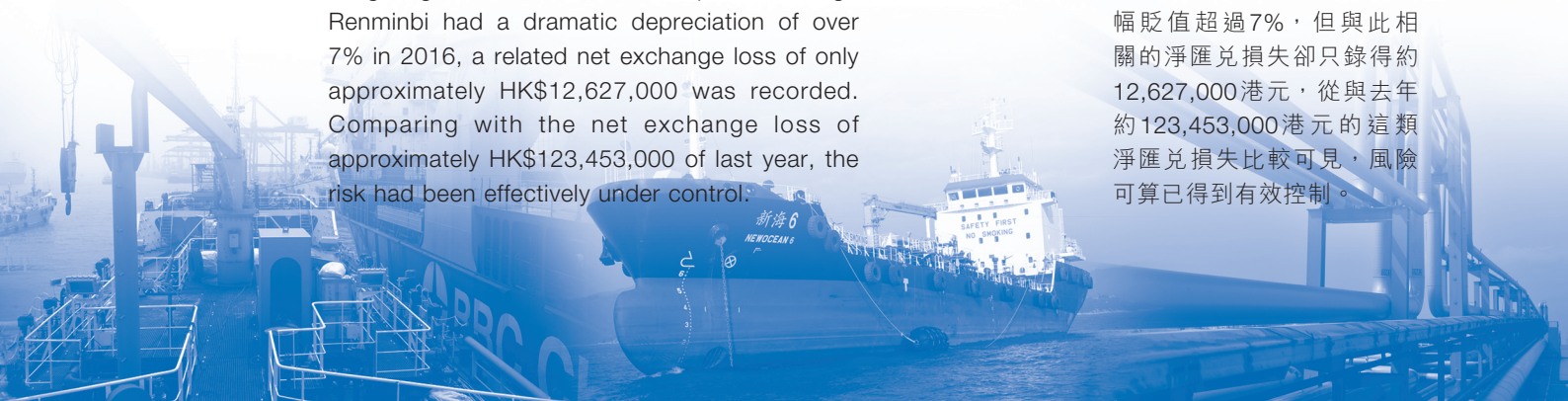
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the abnormally vigorous competition within the industry in 2016, our counterparts chose to take up such losses but not to adjust prices so as to avoid losing our market shares. Therefore, the prices adjustment in 2016 was indeed not an effective approach to eliminate the exchange risks for the trading businesses. However, it is believed that the adjustment in prices will still be the only preferable and effective measure for hedging when the market situation improves or competitions ease;

- (2) A net exchange loss of approximately HK\$81,621,000 was recorded for the Group's intercompany current accounts and some current assets that denoted in Renminbi. Fortunately, such category of losses was mainly the unrealized net exchange loss which would not pose any actual impact on the Group's cash flow. Under the current situation, it is difficult to find any solutions to efficiently hedge against such category of losses. We can only prevent such Renminbi assets from growing continually, or use parts of the assets to hedge against related liabilities under the compliance of accounting policies. Such would reduce the balances of such current accounts and current assets, which in turn decrease the losses resulted from the further depreciation of Renminbi;
- (3) Only a net exchange loss of approximately HK\$12,627,000 was recorded in 2016 for the structured matching of pledged deposits in Renminbi and corresponding loans in the US dollars. The balances in this aspect decreased significantly, from approximately HK\$3.9 billion at the end of 2014 to approximately HK\$1.4 billion at the end of 2015, and further dropped to approximately HK\$0.1 billion at the end of 2016. Due to the fact that the direct approach of mitigating the balances was adopted, although Renminbi had a dramatic depreciation of over 7% in 2016, a related net exchange loss of only approximately HK\$12,627,000 was recorded. Comparing with the net exchange loss of approximately HK\$123,453,000 of last year, the risk had been effectively under control.

失，但2016年的行業競爭異常激烈，我們的對手寧願自己承擔這些損失也不願意調整價格，以避免丟失市場份額，因此，調整價格在2016年根本不是有效手段來抵消買賣業務上的匯兌風險。但我們相信，當市場情況轉好或競爭減少後，調整價格仍然是唯一可取的有效對沖方法；

- (2) 來自集團內部的人民幣往來帳目及一些流動資產所產生的淨匯兌損失大約為81,621,000港元。可幸的是這類損失大部分均為未實現的淨匯兌損失，不會對集團的現金流造成實質性影響。在目前的情況下，這類損失實難有任何辦法可以進行有效對沖，我們唯一的應對就是儘量避免這類人民幣資產繼續增加，或在符合會計準則的前提下，將部分資產與相應的負債進行對沖，以減少此類往來賬及流動資產的餘額，從而降低人民幣進一步貶值所引致的損失幅度；
- (3) 人民幣抵押存款及美元貸款的結構性配對安排在2016年只錄得約12,627,000港元的淨匯兌損失。這方面的餘額從2014年年底約39億港元，大幅下降至2015年年底的約14億港元，然後再縮減至2016年年底的約1億港元。由於我們採取了減低餘額的直接應對辦法，儘管2016年人民幣大幅貶值超過7%，但與此相關的淨匯兌損失卻只錄得約12,627,000港元，從與去年約123,453,000港元的這類淨匯兌損失比較可見，風險可算已得到有效控制。



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2.5 Operating income and cost control

Finance costs

In 2016, the finance costs of the Group were approximately HK\$180,087,000, representing a seemingly decrease of around 7.63% as compared with the finance costs of approximately HK\$194,953,000 for the same period of last year. Indeed, the expenses on the finance costs related to business operations were approximately HK\$163,641,000 in total, representing an increase of approximately 14.29% as compared with the costs of approximately HK\$143,178,000 for the same period in 2015.

The rise in such expense was due to four reasons: (1) the improvement in sales volumes, so that we had to borrow more short-term loans from banks in order to retain sufficient liquidity to keep the business operations smooth. The more borrowings we have, the higher the expenses on interest rates generated; (2) the Group's key strategy for financing in 2016 was to avoid exchange losses due to the mismatch of currency, therefore, we had put more efforts in financing Renminbi assets by Renminbi borrowings (including receivables) during the year. In addition, the interest rates of Renminbi borrowings were higher than those of the US dollar borrowings in the foreign countries, so that the expenses on the interest rates in this regards would increase; (3) during the year, although the US dollars only experienced a one-time hike in rates (0.25%) at the end of the year, commercial banks indeed had raised their interest rates offered to clients, which clearly reflected the market expectation about the rates hike; (4) in the second half of the year, the Group collected syndication loans for refinancing, resulting in an additional and significant amount of expenses on bank charges.

Since the market in general believes that there will be an ongoing upward trend of the energy products prices, adding that the United States had announced that it will hike rates for three times in 2017, it is expected that the finance costs of the Group in 2017 will continue to pile up.

2.5 經營收入與成本控制

融資成本

2016年集團的融資成本大約為180,087,000港元，比對去年同期約194,953,000港元的融資成本，表面上減少了約7.63%。實質上，與業務運營相關的融資成本本年內共支出約163,641,000港元，比對2015年同期的支出約143,178,000港元，其實是有大約14.29%的增加。

這項開支的增加，究其原因有四：(1)銷售量提高，所以我們需要向銀行商借更多短期貸款，才有充足的流動資金去維持業務暢順流轉，借入的貸款多了，利息的支出自然增加；(2) 2016年集團的主要融資策略就是避免貨幣錯配所引致的匯兌損失，所以我們在年內多用了人民幣的借款去應對國內的人民幣資產(包括應收款)，而人民幣借款的利息比國外的美元借款利息高，這方面的利息支出就有增加；(3)年內雖然美元僅在年底前加息一次(0.25%)，但商業銀行實際上向客戶收取的利息早已提高，並充分反映市場對加息的預期；(4)下半年集團籌組了一項用於再融資的銀團貸款，因此多了一筆可觀的銀行費用支出。

由於市場普遍認為能源性產品價格的升勢將會延續，而且美國已經宣佈在2017年內會加息三次，所以我們預期集團2017年的融資成本將會繼續有所增加。



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Selling and distribution expenses and administration expenses

During the year, the total amount of the selling and distribution expenses and administration expenses was approximately HK\$691,578,000 (including the selling and distribution expenses: approximately HK\$383,641,000; and the administration expenses: approximately HK\$307,937,000), representing an aggregated increase of approximately 9.02% as compared with the total amount of approximately HK\$634,381,000 (including the selling and distribution expenses: approximately HK\$352,071,000; and the administration expenses: approximately HK\$282,310,000) in 2015. It is worth noticing that the annual operating costs of the Lianxin Energy had been consolidated into the Group's account, adding that the overall revenue and the sales volume of the Group had shown a significant increase, therefore the selling expenses increased correspondingly. As to the administration expenses, it had also achieved an increment of approximately 9.08% due to the addition of the administration expenses of the Lianxin Energy.

It is expected that the revenue in 2017 will further increase, thus the selling expenses would grow. Meanwhile, it is estimated that the administration expenses would also climb in the coming year.

2.6 Conclusion

The performance of the Group in 2016 was neither good nor bad. In the end, a net profit of approximately HK\$750,160,000 was achieved, which was roughly the same as the net profit for the same period in 2015 (only decreased approximately 1.16%). However, we have all witnessed that the Group had tried its efforts to strive for a better performance than last year under the harsh operational environment. It was just out of one's expectation that the depreciation of Renminbi would be so huge that a net exchange loss of over HK\$150 million was still recorded. All these were beyond one's expectation. Overall, the Group had a very sounding business foundation, so that related adjustment could always be conducted regardless of the emergences of any discouraging factors in the

銷售及分銷支出及行政費用

年內銷售及分銷支出加上行政費用的總數約為691,578,000港元(包括銷售及分銷支出：約383,641,000港元及行政費用：約307,937,000港元)，比對2015年總數約634,381,000港元(包括銷售及分銷支出：約352,071,000港元及行政費用：約282,310,000港元，整體增加約9.02%。應注意的是年內聯新能源全年的經營成本(包括銷售支出)已併入集團賬內，加上集團整體的營業額及銷售量都有明顯增幅，所以銷售支出相應增加。至於行政費用，同樣因為多了聯新能源本身的行政開支，所以亦出現了大約9.08%的增幅。

我們預期2017年的營業額將再度提升，所以銷售支出自然增多。同時，因為要大力開拓海外市場，所以估計行政費用在明年內亦會因此而有所提高。

2.6 總結

集團2016年的表現只能說是不過不失。我們最終僅能實現大約750,160,000港元的淨溢利，大致與2015年同期的淨溢利持平(僅減少約1.16%)。不過大家有目共睹，集團在惡劣的經營環境下，已經盡其所能去爭取超越去年的成績，只是沒想到人民幣的貶值幅度那麼大，致令年內仍然錄得超過約1.5億港元的淨匯兌損失，實在是始料不及。總的來說，集團擁有非常穩固的業務基礎，無論市場出現甚麼不利因素，我們總能夠作出相應的調整，總有辦法對沖相關的



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market. Also, we could always find the way hedge against the related risks in order to retain the Group's profits. Once again, positive free operating cash flow was recorded during the year. Today, we must acknowledge the limitations lied within markets which are as huge as China, and their possibility of being saturated. For these reasons, other than enhancing our operational efficiency, we also have to explore new markets and seek out business opportunities overseas so as to raise our business volume and profitability at the same time.

3. Major changes in the financial position

3.1 Current ratio

As at 31 December 2016, the Group had the total current assets of approximately HK\$8,530,214,000, representing an increase of approximately 8.43% as compared with the current assets of approximately HK\$7,867,265,000 at 31 December 2015. The total short-term liabilities were amounted to approximately HK\$4,266,103,000, representing an increase of approximately 10.33% as compared with the short-term liabilities of approximately HK\$3,866,582,000 for the same period in 2015. The current ratio marked a very minor downward movement from approximately 203.47% in 2015 to approximately 199.95% in 2016. However, the current ratio of the Group remained on a very healthy level.

3.2 Fixed assets and investment

During the year, in order to meet with the increasing throughput of oil products and LPG by enhancing and improving the facilities at terminals, the Group had invested approximately HK\$160 million into the addition of pipelines and renovation, as well as scaled river dredging construction at the jetties. Other than these, with the aim to strengthen the existing oil products businesses in Hong Kong and the Guangdong Province, the Group further added 29 oil vessels for the distribution of oil products to different regions during the year. The Group also actively developed the oil products businesses in other provinces on top of the Guangdong Province. For such, amongst the newly acquired oil vessels, 4 oil vessels can be used for the distribution of oil products across the provinces.

風險以保持集團盈利，並且在年內再次錄得正數的自由營運現金流 (Free Operating Cash Flow)。今天我們必須認識到大如中國的市場依然有其局限性，依然有其飽和的可能，所以除了不斷提高自身的經營效率外，我們更需要開拓新的市場，發掘海外的商機，令業務量及盈利能力同步提高。

3. 財務狀況的主要變動

3.1 流動比率

截至2016年12月31日止，集團流動資產總計約8,530,214,000港元，比對2015年12月31日止之流動資產約7,867,265,000港元，增加約8.43%。短期負債總計約4,266,103,000港元，比對2015年同期短期負債約3,866,582,000港元，增加約10.33%。流動比率從2015年的約203.47%非常輕微地下調至2016年的約199.95%。儘管如此，集團的流動比率仍然處於非常健康的水準。

3.2 固定資產及投資

年內集團為加強及提升碼頭的設施以準備應付日益增加的油品及LPG之吞吐量，集團投資了約1.6億港元為碼頭管道加建及翻新並於泊位進行大型疏河工程。除此，集團為鞏固原有香港及廣東省內之油品業務，集團年內再增加29艘油船作為各地配送油品之用。集團亦積極開拓廣東省外其他省份之油品業務，集團所購入的油船中有4艘油船可作跨省油品配送。



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Since the end of 2015, the Group's headquarter located in Zhuhai had been under construction, in which during 2016 the Group invested approximately HK\$120 million which was reflected in the construction in progress under the fixed assets. The Group expected that the headquarter located in Zhuhai will be completed in around the second half year of 2018.

After the application to the government for several years, the Group had eventually bid a land parcel with an area of approximately 15,000 square meters in Zhuhai at the end of 2016. The Group will construct a large LPG bottling plant for coverage of Zhuhai, Macau and the surrounding regions.

Regarding the investments, all of the Group's available for sale investment of a listed company in Korea had been sold in 2016. A cash inflow of approximately HK\$72,856,000 and an income for the sales of the available for sale investments of approximately HK\$12,874,000 were recorded. In December 2016, the Group purchased a charcoal project which owned unique technical know-how for charcoal production and is now under application to register this technical know-how. Such project was mainly to apply its unique technology to manufacture anthracite and active charcoal.

從2015年年底開始，集團珠海總部正進行建設工程，於年內集團約投入約1.2億港元並反映在固定資產之在建工程項目中。集團估計珠海總部大約於2018年下半年完成。

經過數年向政府申請，集團終於在2016年年底在珠海投得一塊面積約15,000平方米用地，集團會在此建設一大型LPG充瓶廠為珠海、澳門及週邊作配給。

在投資方面，集團所有可供出售之一間韓國上市公司之股票已於2016年內全部出售，並錄得約72,856,000港元之現金流入及約12,874,000港元之出售可供出售投資所得。在2016年12月，集團收購一個炭項目，此項目擁有獨有生產炭技術，現正進行專利註冊，項目主要利用獨有技術生產無煙及活性炭。

3.3 Gearing ratios

3.3 負債比率

Unit: HK\$'000		單位：千港元	
		As at 31 December 2016 截至2016年 12月31日	As at 31 December 2015 截至2015年 12月31日
Total bank loans	銀行貸款總數	4,292,541	4,948,568
Bank balances and cash and pledged bank deposits	銀行結餘及現金及已抵押銀行存款	1,969,748	2,678,079
Equity attributable to the owners of the Company	本公司之擁有人應佔權益	5,857,227	5,350,423
Ratio A: Bank loans/ equity attributable to the owners of the Company	A比率：銀行貸款／本公司之擁有人應佔權益	73.29%	92.49%
Ratio B: Net bank loans/ equity attributable to the owners of the Company	B比率：淨銀行貸款／本公司之擁有人應佔權益	39.66%	42.44%

Note: Net bank loans = bank loans – bank balances and cash and pledged bank deposits

註：淨銀行貸款 = 銀行貸款 – 銀行結餘及現金及已抵押銀行存款

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Around half of the Group's liabilities were short-term and rolling short-term current borrowings which were also backed up by the relevant receivables. During the year, the gearing ratios had a significant drop without any mismatches between short-term borrowings and long-term usage, such had well proved the ongoing improvement in the Group's liabilities.

集團約一半的負債是短期的、不斷滾動的短期流動資金借款，有相對應的應收款作後盾，負債比率年內有明顯的下降，而且不存在短錢長用的錯配情形，足以證明集團負債情況在不斷改善之中。

4. Business conditions

4.1 LPG business

Procurement

During the year, the Group had a total procurement of LPG of approximately 1,913,100 tons; such was roughly the same as that of 2015, representing a slight increase (an increment of approximately 1.06%) as compared with the procurement of approximately 1,893,000 tons for the same period in 2015. The total procurement of LPG from the overseas markets was approximately 1,103,700 tons, representing an increase of approximately 61,300 tons or an increment of approximately 5.88% as compared with the approximately 1,042,400 tons for the same period in 2015. The total procurement of LPG from domestic refineries or NG processing plants was amounted to approximately 809,400 tons, representing a decrease of approximately 41,200 tons or a decline of approximately 4.84% as compared with the approximately 850,600 tons for the same period in 2015.

LPG procured from overseas ("imported LPG")

Imported LPG approximately contributed 57.69% to the total procurement: (1) almost all of the imported LPG procurement were settled via the letter of credit issued by international banks (among which, including The Hong Kong and Shanghai Banking Corporation Limited, the Standard Chartered Bank, the Oversea-Chinese Banking Corporation, the Rabobank etc.); (2) there were 5 suppliers in total, among which the largest supplier supplied approximately 785,100 tons (contributing 71.13% to the total volume); (3) the places of origin of the goods were mainly Kuwait, Qatar and the UAE with a

4. 業務狀況

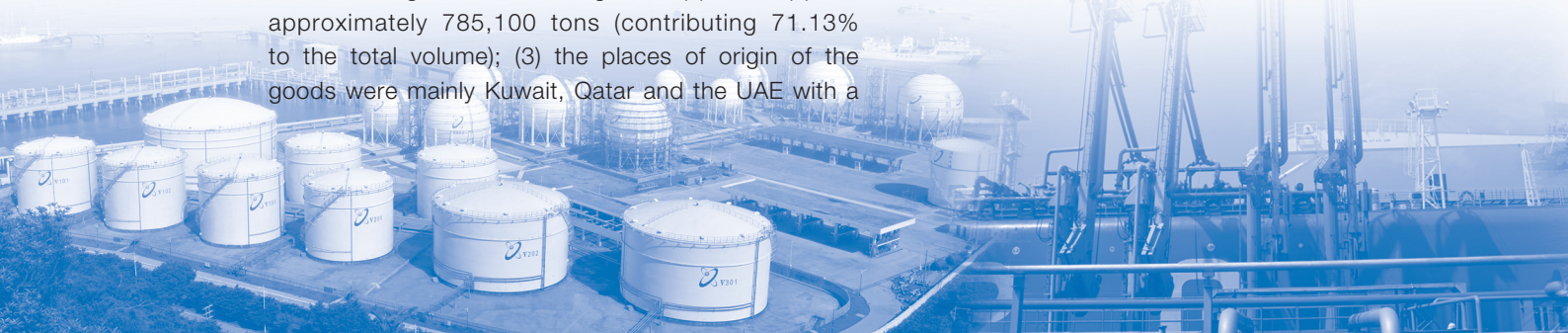
4.1 LPG 業務

採購

集團年內共完成約1,913,100噸的LPG採購量，與2015年同期約1,893,000噸的採購量大致持平而略有約20,100噸的輕微增加(增幅約為1.06%)。從海外市場採購的LPG總量約為1,103,700噸，比對2015年同期的約1,042,400噸，增加了約61,300噸，增幅約5.88%。從國內煉油廠或天然氣加工廠採購的LPG總量約為809,400噸，比對2015年同期的約850,600噸，減少約41,200噸，減幅約4.84%。

從海外採購的LPG(簡稱「進口氣」)

進口氣約佔總採購量的57.69%：
(1)幾乎全部進口氣的採購均通過國際級銀行(其中包括滙豐銀行、渣打銀行、華僑銀行、荷蘭合作銀行等)開立信用證進行貨款的結算；(2)供應商共5家，最大供應商的供貨量為約785,100噸佔總採購量的71.13%；(3)貨物主要源自科威特、卡達及阿聯酋，少量來



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small proportion of them from Australia and Nigeria. Among the approximately 1,103,700 tons of the Group's imported LPG procurement, approximately 232,700 tons were delivered in the overseas. The remaining of approximately 871,000 tons was first shipped to several bonded warehouses in the Guangdong Province, among which imported LPG of approximately 630,900 tons became domestic trading goods and were sold in the domestic markets after the tax payment. The remaining approximately 240,100 tons were directly re-exported from the bonded warehouses to the overseas markets. In the first half of the year, the imported LPG procurement was approximately 557,300 tons whereas there were approximately 546,400 tons in the second half of the year. Despite the fact that the global market prices of LPG in the second half of the year experienced a rebound, it did not pose any impact on our procurement.

LPG procured from domestic markets ("domestic LPG")

In 2016, the Group's total domestic LPG procurement from domestic refineries and NG processing plants was amounted to approximately 809,400 tons, which contributed 42.31% to the total procurement. During such period, the trend of the prices of domestic LPG was roughly aligned with those of the imported LPG, in which they almost co-varied with each other. Between the two LPGs, there was not much room for hedging, therefore, we conducted purchases mainly according to the customers' needs. Our procurement was mainly distributed to some industrial customers, other bottling plants and bottled LPG customers. In the first half of the year, the procurement of domestic LPG was approximately 522,700 tons. Due to the rebound in prices in the second half of the year, such quantity experienced a significant decline to only approximately 286,700 tons.

自澳大利亞及奈及利亞。集團所採購的約1,103,700噸進口氣，約有232,700噸在海外進行交收，餘下約871,000噸先運到廣東省內數個保稅倉，其中約630,900噸進口氣完稅後，成為內貿貨物在國內銷售，其餘約240,100噸則直接從保稅倉轉出口海外市場。進口氣上半年的採購量為約557,300噸，下半年為約546,400噸，雖然下半年LPG的國際市場價格有所回升，但沒有對我們的採購造成任何影響。

從國內市場採購的LPG (簡稱「國產氣」)

2016年集團從國內煉油廠及天然氣加工廠共採購了約809,400噸的國產氣，佔總採購量的42.31%。在此期間，國產氣價格與進口氣價格的走向大致相同，幾乎是同步升跌，兩種LPG之間並沒有多少套戥的空間，所以我們主要是應客戶的需求來進行採購，主要供給部分工業客戶、其他充瓶廠及瓶裝LPG客戶。國產氣上半年的採購量約為522,700噸，到了下半年因為價格回升所以數量明顯減少至僅有約286,700噸。



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Sales

In 2016, the total LPG sales was approximately 1,913,100 tons, representing a minor increase of approximately 20,100 tons or an increment of only 1.06% as compared with the approximately 1,893,000 tons for the same period in 2015.

銷售

2016年LPG總銷售量為約1,913,100噸，比對2015年同期的約1,893,000噸，稍稍增加約20,100噸，增幅僅1.06%。

Sales category	銷售類別	Sales volume in 2016 (tons) 2016年銷售量(噸)			Sales volume in 2015 (tons) 2015年 銷售量(噸)	Increase/ (Decrease) (tons) 增/減(噸)
		First half of the year 上半年	Second half of the year 下半年	Full year 全年		
Overseas customers	海外客戶	229,600	243,200	472,800	351,000	121,800
Deliveries conducted overseas	海外交收	93,900	138,800	232,700	222,700	10,000
Re-export	轉出口	135,700	104,400	240,100	128,300	111,800
Industrial customers	工業客戶	420,000	327,000	747,000	797,000	(50,000)
Other terminals and bottling plants	其他碼頭及充瓶廠	183,400	43,100	226,500	254,000	(27,500)
Bottled LPG	瓶裝LPG	158,000	139,300	297,300	279,000	18,300
Auto-gas refueling	汽車加氣	89,000	80,500	169,500	212,000	(42,500)
Total	總數	1,080,000	833,100	1,913,100	1,893,000	20,100

Overseas customers – In 2016, the sales to overseas customers increased approximately 121,800 tons, such increment was approximately 34.70%, among which the volume of deliveries conducted overseas in the second half of the year increased one shipment, amounting approximately 44,900 tons as compared with that of first half year. The total volume of deliveries conducted overseas over the year (approximately 232,700 tons) increased approximately 10,000 tons (an increment of approximately 4.49%) as compared with that of last year. The volume of re-export through the Zhuhai Terminal (approximately 240,100 tons) increased approximately 111,800 tons (an increment of approximately 87.14%) as compared with that of last year. Due to the rebound in prices in the second half of the year, the volume of re-export was around 31,300 tons less than that of the first half of the year.

海外客戶 – 2016年對海外客戶的銷售增加了約121,800噸，增幅約為34.70%，其中在海外交收的貨量下半年比上半年增加了一船大約44,900噸。海外交收全年總貨量(約232,700噸)比去年增加了約10,000噸，增幅為約4.49%。通過珠海碼頭轉出口的貨量(約240,100噸)則比去年增加了約111,800噸，增幅為約87.14%。由於價格下半年上升，所以轉出口量大約比上半年少約31,300噸左右。



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Industrial customers – due to the prices of LPG remained low during 2016, industrial customers (especially the manufacturers of non-diesel chemical products) in general remained their demand for LPG. In the first half of the year, the sales to industrial customers had a better performance, which had been decreased due to the LPG prices rebound in the second half of the year. The annual sales volume was approximately 747,000 tons, representing a decrease of around 50,000 tons or a decline of approximately 6.27% as compared with the approximately 797,000 tons for the same period in 2015.

Other terminals and bottling plants – the annual sales volume was approximately 226,500 tons (all of which were domestic LPG), representing a decrease of approximately 27,500 tons or a decline of approximately 10.83% as compared with the approximately 254,000 tons for the same period in 2015. In the first half of the year, the sales volume increased drastically because of the low prices, however, after the prices picked up in the second half of the year, such activity which required high demand and price elasticity had been decreased immediately. Therefore, a drop of approximately 10.83% in the sales volume over the year was recorded.

Bottled LPG – the annual sales volume was approximately 297,300 tons, all of which were domestic LPG. During the year, the sales volume increased by approximately 18,300 tons (an increment of 6.56%) as compared with the approximately 279,000 tons for the same period of last year. In the mid-year, we had been conservative towards the sales in the second half of the year (the sales volume in the second half of the year was expected to be less than 150,000 tons). At the end, it could only reach approximately 139,300 tons in the second half of the year, indicating that the rebound in prices would also pose a certain level of impact to the sales to end-users. The bottled LPG business in Hong Kong, on the other hand, could remain to develop in a steady pace. At present, there are 22 distributors in total which are registered with the Electrical and Mechanical Services Department. Comparing with 2015, the total sales volume increased approximately 34%, whereas the proportion of household customers

工業用戶 – 由於LPG的價格在2016年期間仍然處於低位，工業客戶(尤其是非柴油類化工產品生產商)對於LPG的需求大致上得以保持。工業用戶上半年的銷情比較好，下半年因受LPG價格回升影響而減少。全年銷售量約為747,000噸，比對2015年同期約797,000噸，減少了約50,000噸，減幅為約6.27%。

其他碼頭及充瓶廠 – 全年銷售量大約為226,500噸，全部為國產氣，比對2015年同期約254,000噸，減少了約27,500噸，減幅約為10.83%。上半年的銷售量因價格處於低位而大幅上升，但下半年價格回升後，這類需求價格彈性很大的活動就馬上減少，全年的銷量因而錄得大約10.83%的下降。

瓶裝LPG – 全年銷售量大約為297,300噸，全部為國產氣。年內的銷售量比對去年同期約279,000噸增加了約18,300噸，增幅為6.56%。年中時候，我們曾對下半年的銷售情況持保守的態度(預測下半年銷售量少於150,000噸)，最後的結果是下半年僅能達到約139,300噸，顯示價格的回升對於終端銷售也會產生一定的影響。香港的瓶裝LPG業務則繼續平穩發展，目前於機電工程署登記註冊的分銷商共有22個，總銷售量大約比2015年增加了34%左右，而且家庭用戶與商業用戶的比



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to commercial customers also improved from approximately 40:60 in 2015 to approximately 55:45. Such had indicated that the distributors under the Group had gradually gained the household customer market with high level of loyalty and profits.

Auto-gas refueling – The auto-gas refueling market in Guangzhou has been under the influence of two unfavorable factors since 2015: (1) under the enforcement of government policies, some buses using LPG before switched to the use of LNG as the fuel, resulting in the drop in the demand for auto-LPG. At present, as the prices of LPG and LNG do not lie with huge differences, the government does not have any solid reasons to speed up the process of switching to LNG, therefore the situation will not be overly severe in the near future. However, it has become very difficult for us to regain the drop in the demand for LPG; (2) taxis were prone to underemployment under the influence of informal passenger service, which indirectly led to the decrease in LPG demand for taxis. These two issues had caused the Group's auto-gas refueling business volume dropping down to approximately 169,500 tons in 2016, representing a decrease of around 42,500 tons or a decline of approximately 20.05% as compared with the approximately 212,000 tons in 2015.

4.2 Oil products business

In 2016, the Group achieved the total oil products sales of approximately 3,277,000 tons in Hong Kong and the Southern China Region in China, representing a significant increase of approximately 1,284,000 tons or an increment of approximately 64.43% as compared with the sales volume of approximately 1,993,000 tons for the same period in 2015.

例亦由2015年約40：60改善至大約55：45，顯示旗下的分銷商已經逐漸搶佔了高忠誠度及高利潤的家庭用戶市場。

汽車加氣 – 廣州汽車加氣市場從2015年開始正受到兩個不利因素的影響。(1)部分原本使用LPG的公車在政府政策強制下，轉用LNG為燃料，導致車用LPG的需求有所減少。目前LPG與LNG的價格差異不大，所以政府亦沒有強而有力的理由加速LNG轉換的進程，所以短期內情況不會太嚴重，但我們亦難以重拾已丟失的LPG需求量；(2)計程車受到非正規載客服務的影響而出現開工不足的情況，間接地令到計程車減少對LPG的需求。這兩個問題致使集團的汽車加氣業務量在2016年內下降到約169,500噸，比2015年約212,000噸的銷售量少了約42,500噸，降幅約為20.05%。

4.2 油品業務

2016年集團在香港及中國華南地區共完成了約3,277,000噸的油品銷售，與2015年同期的銷售量約1,993,000噸相比，大幅增加了約1,284,000噸，增幅約為64.43%。



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Oil products business handled in Hong Kong

Procurement of fuel oil

Products procured	採購產品	Procurement volume in 2016 (tons)			Procurement volume in 2015 (tons)	Increase/ (Decrease) (tons)
		2016年採購量(噸)	2016年採購量(噸)	2016年採購量(噸)		
		First half of the year	Second half of the year	Full year	2015年	增/ (減)(噸)
		上半年	下半年	全年	採購量(噸)	
Vessel fuel oil (commonly known as "black oil")	船用燃料油 (俗稱「黑油」)	274,400	399,400	673,800	693,300	(19,500)
Vessel diesel (commonly known as "red oil")	船用柴油(俗稱「紅油」)	81,000	93,500	174,500	216,000	(41,500)
Other oil products and chemical products	其他油品及化工類產品	301,100	365,800	666,900	95,700	571,200
Total	總數	656,500	858,700	1,515,200	1,005,000	510,200

In 2016, the Group completed a procurement of approximately 1,515,200 tons of oil products in Hong Kong, representing an increase of approximately 510,200 tons or an increment of approximately 50.77% as compared with approximately 1,005,000 tons for the same period in 2015. The form of fuel oil procurement did not change compared with that of last year. The main supplier of black oil was two bonded warehouses at the terminals in Shenzhen and Nansha, in which part of the black oil was purchased from the oil companies in Hong Kong, whereas the red oil could only be procured from a Hong Kong oil company's depot which locates on the Tsing Yi Island. As to other oil products and chemical products, they were mainly from the Middle-East, Japan and Malaysia, whereas the suppliers were mainly from Singapore and some bonded warehouses located along the coastal shore of the Pearl River Delta.

Logistics

At present, the Group employs 7 refueling vessels in total (with a total carrying capacity of around 12,890 tons) to handle the logistics deliveries of the oil products (including black oil and red oil) business. Before the end of the year, we successfully leased

在香港處理的油品業務

燃料油的採購

2016年集團在香港完成了約1,515,200噸油品的採購，比對2015年同期約1,005,000噸，增加了約510,200噸，增幅約為50.77%。燃料油的採購模式與去年無甚變化，黑油的主要供應商是位於深圳及南沙的兩家碼頭保稅倉，部分黑油購自香港的油公司，而紅油則只能向香港油公司位於青衣島的油庫採購，至於其他油品及化工類產品則主要源自中東、日本及馬來西亞，而供應商則主要來自新加坡及部分位於珠三角沿岸的保稅倉。

物流

集團目前共應用7艘加油船(總載重約12,890噸)來處理香港油品(包括黑油及紅油)業務的物流配送工作。年底前，我們成功地將新



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the NEWOCEAN 6 (with a carrying capacity of 4,500 tons) to an oil company in Singapore in the forms of bareboat charter in order to cut the fixed expenses related to vessels. As for the trading of other oil products and chemical products, most of which were purchased in terms of CIF while the suppliers were responsible for the shipping works. In the fourth quarter of 2016, we tried to complete a transaction relating to a batch of chemical products in terms of FOB price. We rented a chemical transporting vessel with a carrying capacity of 40,000 tons in the forms of trip charter in the market for transporting relevant goods from Singapore to the Southern China Region. Such had successfully lowered the overall costs for similar procurement.

Sales

Throughout the year, a sales volume of approximately 1,515,200 tons of oil products had been accomplished in Hong Kong, representing a significant increase of 50.77% as compared with the sales volume of approximately 1,005,000 tons for the same period in 2015. The significant increase in the sales volume was mainly triggered by the trading businesses of other oil products and chemical products. Such business had just begun in the second half of the year 2015, marking a rapid expansion in 2016.

海6號(載重4,500噸)以光租的形式租於一家新加坡船用油加油商，以減低船隻相關的固定開支。至於其他油品及化工類產品的買賣，大部分以到岸價進行採購，船運的工作由供應商負責處理。在2016年的第四季度，我們嘗試用FOB價格完成了一筆化工類產品的交易，我們從市場上以航次租船的方式租用一艘40,000噸的化工運輸船將有關貨物從新加坡運到中國華南地區，成功地減低同類型採購的總體成本。

銷售

香港全年完成了大約1,515,200噸的油品銷售量，比對2015年同期約1,005,000噸的銷售量，大幅增加50.77%。銷售量的大幅增加主要是由其他油品及化工類產品的貿易業務所帶動，此項業務在2015年的下半年才剛剛開始，在2016年就實現了迅速的擴張。

Sale of products	銷售產品	Sales volume in 2016 (tons) 2016年銷售量(噸)			Sales volume of 2015 (tons) 2015年銷售量(噸)	Increase/ (Decrease) (tons) 增/減(噸)
		First half of the year 上半年	Second half of the year 下半年	Full year 全年		
Black oil: direct bunkering to ships	黑油：直接交船	147,400	291,800	439,200	351,900	87,300
Black oil: supply to other operators	黑油：交其他 運營商	127,000	107,600	234,600	341,400	(106,800)
Red oil: direct bunkering to ships	紅油：直接交船	47,600	65,300	112,900	202,400	(89,500)
Red oil: supply to other operators	紅油：交其他 運營商	33,400	28,200	61,600	13,600	48,000
Oil products/chemical products	油品/化工類產品	301,100	365,800	666,900	95,700	571,200
Total	總數	656,500	858,700	1,515,200	1,005,000	510,200

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Throughout the year, the total sales volume of black oil was approximately 673,800 tons, which was roughly the same as last year but a slight decrease (a decline of only approximately 19,500 tons) as compared with the approximately 693,300 tons for the same period in 2015. Comparing the sales situation of 2016 with that of 2015, the major difference was that the volume of goods directly bunkered to ships had shown a significant increase during the period, whereas the volume of goods supplied to other operators had decreased correspondingly due to the limitations on the logistics tool. The proportion of the volumes of direct bunkering to ships and supply to other operators was approximately 65.18: 34.82 (the proportion in 2015 was approximately 50.76: 49.24).

During the year, the sales volume of red oil was roughly 174,500 tons, which had recovered to the sales level of 2014 (approximately 174,700 tons). Comparing with the approximately 216,000 tons for the same period in 2015, such number had been decreased significantly (a decrease of approximately 41,500 tons). We believe, there will not be any drastic change in the red oil market in the coming few years, unless we could regain the long-term supply contract with Cotai Water Jet and the Hong Kong Government. If not, the annual sales volume may most probably only retain between 170,000 tons to 200,000 tons.

The trading of oil products/chemical products are transactions falling to the category of trading. For such business, the suppliers were mainly located in Singapore, which also included the domestic bonded warehouses. Products included chemical products, vessels fuel and etc. We mainly deployed two business modes which are re-selling the whole vessel or delivery from bonded warehouses. During the year, a total sales volume of approximately 666,900 tons was achieved, representing a significant increase of approximately 571,200 tons as compared with the sales volume of approximately 95,700 tons for the same period in 2015.

黑油在年內的總銷售量約為673,800噸，與2015年同期約693,300噸作比較，大致持平而略有減少(僅減少約19,500噸)。2016年的銷售情況與2015年相比，最大的不同之處是直接交船的貨量在期內有明顯增加，而交予其他運營商的貨量則因為物流工具的限制而相應減少。直接交船量與交其他運營商量的比例大約為：65.18：34.82(2015年的比例大約為：50.76：49.24)。

紅油的銷售量在年內約為174,500噸，回復到了2014年的銷售水準(約174,700噸)。與2015年同期約216,000噸作比較，則有比較明顯的減少(約減少了約41,500噸)。我們相信紅油市場在未來幾年都不會有大的改變，除非能夠重獲金光飛航及香港政府的長期供應合同，否則，每年的銷售量將很有可能就停留在170,000噸至200,000噸之間。

油品／化工類產品的買賣是貿易類的交易，這項業務，供應商主要在新加坡，亦包含國內的保稅倉。產品則包括化工類產品及船用燃料油等。我們主要採用整船轉售及保稅倉出貨兩種業務模式，年內共實現了約666,900噸的銷售量，與2015年同期約95,700噸的銷售量相比較，大幅增加了約571,200噸。



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Oil products business handled in China

Procurement of oil products

In 2016, the procurement volume of oil products was approximately 1,761,800 tons, representing a significant increase of 773,800 tons or an increment of approximately 78.32% as compared with the approximately 988,000 tons for the same period in 2015. The oil products procured included:

Products procured	採購產品	Procurement volume in 2016 (tons) 2016年採購量(噸)			Procurement volume in 2015 (tons) 2015年採購量(噸)	Increase (tons) 增(噸)
		First half of the year 上半年	Second half of the year 下半年	Full year 全年		
Vessel fuel oil and diesel	船用燃料油及柴油	366,000	348,800	714,800	399,000	315,800
Land automobile diesel and fuel	陸上車用柴油及汽油	130,000	110,100	240,100	130,500	109,600
Other oil products and chemical products	其他油品及化工類產品	272,000	534,900	806,900	458,500	348,400
Total	總數	768,000	993,800	1,761,800	988,000	773,800

The oil products procured by the Group domestically mainly included vessel fuel oil, vessel diesel, automotive diesel, fuel and etc.; the suppliers were local refineries and state-owned oil companies. Other oil products and chemical products included kerosene, bitumen mixtures, aromatics, light cycle oil and etc., which were mainly purchased from the importers who owned large-scaled warehouses of oil products in Guangdong and Fujian. Besides, part of the goods volume was imported from overseas by the Group's subsidiaries in China. The custom clearing works were done through the leased oil depot. The majority of the oil products and chemical products procurement adopted the ex-godown prices whereas a few would adopt the CIF as the basis for pricing.

在國內處理的油品業務

油品的採購

集團2016年的油品採購量約為1,761,800噸，比對2015年同期約988,000噸，大幅增加約773,800噸，升幅約為78.32%。採購的油品包括：

集團在國內採購的油品包括船用燃料油、船用柴油、車用柴油及汽油等，供應商為地方煉廠及國營石油公司。其他油品及化工類產品則包括煤油、稀釋瀝青、混合芳烴及迴圈油等，主要購自廣東及福建內擁有大型油品儲存倉庫的進口商。另有部分貨量由集團國內子公司從海外進口，通過租賃的油庫進行報關及清關工作。油品及化工類產品的採購大部分應用出倉價，少量應用CIF到岸價作為計價基準。



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Logistics facilities

Working with the marine refueling operators in China, the Group utilized its marine and land transportation to conduct the deliveries of vessel fuel and automobile fuel. During the period, the Group's subsidiary in China itself had an addition of a few oil tankers for assisting to handle the wholesaling of oil products and logistics deliveries. The depot of 70,000 tons located in Zhuhai had already been in use. At present, it is only used for the trading of domestic oil products and chemical products (i.e. domestic trading business). At the beginning of 2017, a permit for importing was obtained, so that the importing business of oil products can be initiated during the year, at the same time, prepared for the application relating to bonded warehouses.

Sales

In 2016, the domestic oil products business achieved a sales volume of approximately 1,761,800 tons, representing a significant increase of approximately 773,800 tons or an increment of approximately 78.32% as compared with the sales volume of approximately 988,000 tons for the same period in 2015. The sales volume was categorized by different operating modes as follows:

物流設施

集團與國內的海上加油營運商進行合作，利用其海陸運輸工具進行船用油及車用油的交付。期內集團位於國內的子公司自行添置了多艘運油船，協助處理油品的批發銷售及物流配送。位於珠海的70,000噸油庫在2015年已經啟用，目前只是用於處理國內油品化工品的買賣（即內貿業務），2017年年初取得進口的許可，可在年內開展油品的進口業務，並同時為保稅庫的申請作好準備。

銷售

國內油品業務於2016年內實現了約1,761,800噸的銷售量，比對2015年同期銷售量約988,000噸，大幅增加約773,800噸，升幅達到約78.32%。銷售量按照不同的經營模式分類如下：

Products procured	採購產品	Sales volume in 2016 (tons)			Sales volume in 2015 (tons)	Increase (tons)
		First half of the year	Second half of the year	Full year		
		上半年	下半年	全年	2015年銷售量(噸)	增(噸)
Sales of vessel oil to end-users	船用油終端銷售	366,000	348,800	714,800	399,000	315,800
Wholesales of land automobile fuel	陸上車用油批發	130,000	110,100	240,100	130,500	109,600
Trading and wholesales of oil products/ chemical products	油品/化工類產品貿易及批發	272,000	534,900	806,900	458,500	348,400
Total	總數	768,000	993,800	1,761,800	988,000	773,800



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The sales targets for vessel oil were the riverboats and long-distanced ships stopped at each port in the Pearl River Delta. During the period, the increment of the sales volume was fairly substantial due to the strengthening of partnership with other operators in the industry. Due to the limitations in the market, it is expected that the growth in the sales volume would be slowed down next year.

The wholesaling targets for automobile fuel was the refueling stations at the Pearl River West, industrial customers and transportation companies. Such market lies with a substantial potential with many rooms for development.

The sales targets for oil products and chemical products were mainly the oil products operators located in Guangdong, Fujian and Guangxi, followed by the traders in Eastern and Northern China Region. In 2016, the Group had laid the business bases in these regards for getting well-prepared for further development in 2017.

4.3 NG business

In 2016, the network construction of the LNG auto-gas refueling network marked a very slow progression facing numerous obstacles. Due to the incident of serious explosion in Tianjin in 2015, it had caused serious delay for all the approvals regarding dangerous goods projects. In the past, the implementation of the NG auto-gas refueling project would proceed smoothly without any significant difficulties if the approval from the National Development and Reform Commission had been obtained (if there were not too much opposition by the neighboring residents). However, in the current situation, the approval by the National Development and Reform Commission can only be regarded as an approval for accepting the project establishment; yet, in the process of implementation, the departments of the municipalities, technical departments, fire service departments and etc. all raise high restrictions in all steps during the construction and inspection process. As a result, the ordering of re-doing occurs very often, leading to a longer examination period, or even not given with a pass in the examination. Therefore, we expect that more time will be needed for realizing the construction of the plan regarding the NG auto-gas refueling network.

船用油的銷售對象是停靠珠三角各個港口的內河船及遠洋船，期內因為加強了與業內其他運營商的合作，所以銷售量的增幅很大。由於市場總有其局限性，所以預計明年的銷售增長將會有所放緩。

車用油的批發銷售對象是位於珠江西面的加油站、工業用戶及運輸公司，這方面的市場潛力很大，存在不少的發展空間。

油品／化工類產品的銷售對象主要是位於廣東、福建、廣西的油品運營商，其次為華東及華北地區的貿易商。集團於2016年已鋪設好這方面的業務基礎，為2017年進行更大發展作好準備。

4.3 NG 業務

LNG 汽車加氣站網路的鋪設工作在2016年內進展非常緩慢，而且遇到很多障礙。因2015年發生了天津大爆炸事件，令到所有與危險品有關的項目審批都出現了嚴重的延誤。過去，NG 汽車加氣站項目，只要得到發改委的批准(如果沒有過多鄰近市民反對)，項目的實施就很少會有解決不了的問題。但目前的情況是發改委的批准僅可以算是立項，在實施期間政府部門、技術部門、消防部門等在施工及驗收的過程中，對每個環節都抓得很嚴，經常出現被勒令翻工的情況，致使驗收的時間拖得很長，甚至出現不予驗收的項目。由此，我們預計建設NG 汽車加氣站網路的計畫將需要更多的時間才可以實現。



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5. Business outlook

5.1 LPG business

Given that the LPG market in the Southern China has been nearly saturated, the Group will adopt the following development strategies in order to keep a certain growth in its sales volumes:

- (1) In the Southern China market, the Group will expand its market shares by competing with the existing businesses of other operators. In regards to such strategy, the Group will explore the bottled LPG retailing businesses in some second and third tiered cities. It will also strengthen the cooperation with manufacturers of non-diesel chemical products, motivate the sales of LPG as the raw materials of chemical products and continue to propel the bottled LPG business in Hong Kong (in particular to focus on exploring the household customers with higher loyalty and profits);
- (2) We will actively explore overseas markets in order to strive for the ongoing growth in the businesses of the LPG wholesales and the sales to end-users. At present, the markets which have started their feasible researches include Indonesia, Vietnam, the Philippines, Burma and far to Kenya in Africa;
- (3) Besides, we will engage into the LPG businesses in other types by utilizing the established logistics systems and bank facilities relationships, for example to join the international trading of LPG and to provide logistics services related to the LPG transiting activities (through the LPG bonded warehouses in the Southern China market) to some global traders.

5. 業務前瞻

5.1 LPG 業務

中國華南的LPG市場已接近飽和，集團為了保持一定的銷售量增長，將會採取如下發展策略：

- (1) 在中國華南市場，通過搶佔其他運營商的現有業務，以擴大自己的市場份額。就此項策略，集團會開闢一些二三線城市的瓶裝LPG零售業務，加強與非汽柴油類的化工產品生產商的合作，推動LPG作為化工產品原材料的銷售，並且會繼續推動香港的瓶裝LPG業務(特別注重開拓忠誠度及利潤率都較高的家庭用戶群)；
- (2) 我們會積極開闢海外市場以爭取LPG的批發及終端銷售業務持續增長。目前已開始可行性研究的市場包括印尼、越南、菲律賓、緬甸及遠至非洲的肯亞；
- (3) 此外，我們會利用已經建立良好的物流系統及銀行融資關係介入其他類型的LPG業務，例如開始參與LPG的國際貿易及向一些國際貿易商提供LPG中轉(通過華南市場內的LPG保稅倉)活動相關的物流服務。



Management Discussion and Analysis

管理層之討論及分析

5.2 Oil products business

It is expected that oil prices will show a steady increase in 2017, however, such pace will not be too fast and will only be a small increment. Due to the rebound in oil prices, it is possible that the spreads of the oil products business will experience a minor improvement. During the year, the marine bunkering business (including black oil and red oil) in Hong Kong is not expected to have a substantial growth, in which the pace of growth will become slower as compared with that of the last few years. Similarly, the marine bunkering business in China is not expected to not grow as rapidly as it had in 2016.

Nonetheless, we will still target at the marine bunkering, with our aims to remain our leading position in the markets (Hong Kong and the Pearl River Delta Region). The focus of 2017 is to seek out the source of supply which will provide cheaper fuel oil to further improve the efficiency of the logistics, so that the procurement costs can reduce 1% to 2% and the profitability of the oil products business can be enhanced.

It is clearly known that the Group has always been determined to adopt the development strategy, that is to leverage on the sales to end-users to expand its businesses. Therefore, the future development of the oil products business will focus on building an extensive retailing network in the Guangdong Province. On land, we will continue to seek for suitable locations to construct our own refueling stations. Also, we will not exclude the possibility of rapidly building the refueling networks in the forms of mergers and acquisitions so as to reach our goals of expanding the sales to end-users within a shorter timeframe. At sea, we will construct several marine bunkering stations in the Pearl River, the Beijiang River and the Xijiang River in the Guangdong Province and the western shore along the coast in order to expand the vessel refueling businesses along the river and the coast in the Southern China Region.

5.2 油品業務

預計油價在2017年內將會穩步上升，但上升的速度不會很快，上升的幅度也不會很大。由於油價復蘇，所以油品業務的利差將有機會得到少量的改善。年內香港的海上加油業務(包括黑油及紅油)預計不會有大幅度的增長，與前幾年相比，增長的速度將會有所放緩，同樣地國內的海上加油業務也不會像2016年般迅速增長。

儘管如此，我們將仍然以海上加油為主導，目的是要保持市場(香港及珠三角海域)的領導地位。2017年的重點是要往海外尋找價格更便宜的燃料油供應源頭，進一步改善物流的效率，以使採購成本可以下降1%至2%，提高油品業務的盈利能力。

眾所周知，集團一直以來都認定以終端銷售帶動擴張的發展策略，所以油品業務未來的發展將會集中於廣東省建立龐大的零售網路。在陸上，我們將繼續尋找適合的地點自行建設加油站，也不排除會採用併購的模式快速地構建加油站網路，以期在較短的時間內達到終端銷售擴張的目的。在海上，我們將於廣東省的珠江、北江、西江及沿海西岸建設多座海上加油站，以擴大華南地區內沿江沿海的船舶加油業務。



Management Discussion and Analysis

管理層之討論及分析

During 2017, the Group will continue to largely increase the trading volumes/ wholesaling volumes of oil products and chemical products. We will take the Group's advantages in its capital to strengthen the communication with overseas markets, widen the international trading of oil products and chemical products, and establish an operation route with low risk but yielding stable income for the oil products business.

5.3 NG business

At present, the development of the NG business has doubtlessly faced numerous obstacles. Firstly, the drop in oil prices narrowed the differences between the prices of NG and the traditional oil products, resulting that NG has lost its known competitiveness on prices. The process of consumers switching to NG is slow, or even stagger. Secondly, the government's requirement relating to the construction of NG auto-gas refueling stations have been becoming stricter and stricter, adding to its uncertain attitude, it will take a very long time before the implementation of a project.

NG is the business that the Group will focus on developing for safeguarding our benefits in the long run. We will continue to seek for appropriate investment opportunities or partners, meanwhile to slowly implement each of the NG auto-gas refueling project.

The project in relations to the plan of constructing an ultra-low temperature NG receiving terminal in the neighboring region in Guangzhou has also met with difficulties in its application process. However, we, together with our partners, will continue to put our efforts in negotiating with the local government in order to implement such project at the most suitable location. We truly believe, such project will provide sufficient back-up services for the NG auto-gas refueling network, and at the same time to supply the NG power plants in the Guangdong Province with the NG fuel for generating electricity in the long run.

2017年內，集團將會繼續大量增加油品及化工類產品的貿易量／批發量。我們會利用集團資金上的優勢，加強與海外的溝通，拓寬油品及化工類產品的國際貿易，為油品業務制定一條風險低及收益穩定的經營路線。

5.3 NG業務

NG業務的發展目前無疑遇到很多的障礙，首先是油價下跌令到NG與傳統油品在價格上的差異縮窄，使NG失去了價格上明顯的競爭優勢，消費者向NG轉換的進程放慢，甚至可以說是停滯不前。其次的是政府對建設NG汽車加氣站的要求越來越嚴格，而且態度不明確，所以需要很長時間才能落實一個項目。

NG是集團為了維護長遠利益而必須重點發展的業務，我們將會繼續尋找合適的投資機會或合作夥伴，慢慢落實每一個NG汽車加氣站項目。

有關擬在廣州附近地區建設一座超低溫NG碼頭接收站的專案，其申請亦同樣的遇到困難。儘管如此，我們與合作夥伴會繼續努力與當地政府周旋，以期將此專案落戶到最適合的地點。我們深信此項目將可以為NG汽車加氣站網路提供充足的後勤補給服務，亦同時可以給廣東省內的NG燃氣發電廠長期供應其用於發電的NG燃料。



Management Discussion and Analysis 管理層之討論及分析

CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at 31 December 2016 and 2015.

PLEDGE OF ASSETS

At 31 December 2016, apart from the pledged bank deposits of approximately HK\$112,151,000, the Group also pledged its oil vessels with carrying value of approximately HK\$118,819,000 to secure bank loans granted to the Group.

EMPLOYEES AND EMPLOYEE BENEFITS

As at 31 December 2016, the Group employed 1,275 (2015: 1,231) full time employees in Hong Kong, Macau and other regions in the PRC. The Group remunerated the employees based on their performance, experience and prevailing market practice. Employee benefits provided by the Group include a mandatory provident fund scheme and medical insurance scheme.

或然負債

截至2016年及2015年12月31日，本集團並無重大或然負債。

資產抵押

於2016年12月31日，除已抵押銀行存款約112,151,000港元外，本集團亦為獲得銀行借款而將賬面值約118,819,000港元之油船抵押。

僱員及僱員福利

截至2016年12月31日，本集團於香港、澳門及中國其他地區僱用1,275 (2015：1,231)名全職僱員。本集團按各員工之工作表現、經驗及當時市場情況酬報各員工。本集團之員工福利包括強制性公積金供款及醫療保險。



Corporate Governance Report

企業管治報告

The Company is committed to good corporate governance principles. Its Board recognises that an effective corporate governance framework and high governance standard are both essential to the Company's long-term development. Set out below is the corporate governance report prepared by the Board in accordance with Appendix 14 "Corporate Governance Code and Corporate Governance Report" of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Corporate Governance Practices

Throughout the year ended 31 December 2016 the Company applied the principles and complied with all code provisions as set out in the corporate governance code (the "CG Code") contained in Appendix 14 for the Listing Rules, save for a deviation from the provision governing tenure of non-executive directors mentioned below.

Provision A.4.1 of the CG Code provides that non-executive directors shall be appointed for specific term, subject to reelection. The Company deviated from this provision in that none of the non-executive directors are appointed for a fixed term, instead their tenure of office are governed by the provisions for retirement by rotation and re-election as provided in the byelaws of the Company (these provisions are described in the paragraph headed "Non-executive Directors" below). The board of directors believes that the fixing of the tenure of non-executive directors by way of provisions contained in the bye-laws, and the shareholders' right to re-elect retiring non-executive directors as contained in the bye-laws, will serve the long term interests of the Company. In the opinion of the Board, the measures adopted by the Company are no less exacting than those in the CG Code.

Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors. Following specific enquiry by the Company, all directors have confirmed that they have complied with the required standard as set out in the Model Code during the year.

本公司致力於奉行高質素的企業管治，並認為有效的企業管治架構及高標準的企業管治對於公司長遠發展至關重要。以下為董事會按照聯交所證券上市規則(「上市規則」)附錄14「企業管治守則及企業管治報告」制訂的企業管治報告。

企業管治常規

於截至2016年12月31日止整個年度內，本公司已採納及遵守上市規則附錄14所載之所有守則條文(「企業管治守則條文」)，惟下述有關非執行董事任期之規則除外。

企業管治守則條文第A.4.1條規定，非執行董事之委任應有指定任期，並須接受重新選舉。本公司並無遵守此條文，本公司所有非執行董事均無指定任期，惟彼等之任期乃根據本公司之公司細則條文規定，並須依照有關細則告退，該等條款已載於下段之「非執行董事」一節內。董事會認為以公司細則之條款制定非執行董事任期而股東能保留重選連任非執行董事之權利可保障本公司之長遠利益。董事會認為本公司採用之方法並無較企業管治守則之規定寬鬆。

董事進行證券交易

本公司已採納上市規則附錄10所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)作為董事進行證券交易之操守準則。經過本公司作出特定查詢後，全體董事已確認彼等於年內均有遵守當中所要求之買賣標準。



Corporate Governance Report

企業管治報告

Board of Directors (the “Board”)

The Board currently comprises six executive directors and three independent non-executive directors. Biographical details of all directors of the Company are set out in the paragraph headed “Directors’ Profile” on page 4 to page 6. The current structure and composition of the Board have provided it with an appropriate mix of skills, knowledge, experience and diversity and the Board reviews its structure and composition from time to time to ensure that appropriate expertise and independence are maintain.

Membership of the Board during the year ended 31 December 2016 were as follows:

Executive Directors

Shum Siu Hung (*Chairman*)
 Shum Chun, Lawrence (*Managing Director*)
 Cen Ziniu
 Chiu Sing Chung, Raymond
 Siu Ka Fai, Brian
 Wang Jian

Independent Non-executive Directors

Cheung Kwan Hung, Anthony
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe

All directors have disclosed to the Company the number and nature of offices they held in public companies or organizations and other significant commitment, including the identity of the public companies or organizations and indication of the time involved. Managing Director Mr. Shum Chun, Lawrence is the son of Mr. Shum Siu Hung, Chairman of the Company and a cousin of Mr. Cen Ziniu, executive director of the Company. The Board establishes the strategic direction for the development of the Company and sets out the objectives of the management, with operational decisions and execution delegated to the management. The Board also approves annual budgets, major funding proposals and investment proposals, and oversees the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance. The Board is responsible for the corporate governance functions of the Group, including the development and review of the Group’s policy and practices on corporate governance.

董事會(「董事會」)

本公司現時之董事會由6名執行董事及3名獨立非執行董事組成。所有董事之簡介已載於第4至6頁「董事簡介」一節內。董事會現有的架構及組成已包含適當的技能組合、知識、經驗及多元化。董事會不時審閱其架構及組成，以確保維持適當的專業性及獨立性。

於2016年12月31日止之年度內，董事會會員為：

執行董事

岑少雄(主席)
 岑濬(董事總經理)
 岑子牛
 趙承忠
 蕭家輝
 王堅

獨立非執行董事

張鈞鴻
 陳旭煒
 徐名社博士

所有董事已向本公司披露其參與公眾公司或機構的數量及性質及其他須參與之重大事務，包括公眾公司或機構的身份及所需的時間。董事總經理岑濬為本公司主席岑少雄先生之子，岑少雄主席亦為本公司執行董事岑子牛之堂兄。董事會設立本公司的策略性發展方向及制定管理目標，營運決定及執行則委任於管理層。董事會並批准年度預算、主要籌資提案及投資提案及檢查用於評估內部監控、風險管理、財務報告及遵守情況充分性的程序。董事會負責本集團的企業管治功能，包括發展及審閱本集團的企業管治政策及實行。



Corporate Governance Report

企業管治報告

With the assistance of the company secretary, Board meetings are initiated by the Chairman and all directors are consulted on the agenda. Procedures are established for all directors to have free access to board papers and related information, to review the Group's internal controls, and to have the services of the company secretary to ensure matters are transacted in the Board in accordance applicable rules and practices. Directors may seek independent professional advice upon reasonable request to discharge their duties. All committees of the Board have specific terms of reference clearly defining their respective powers and responsibilities and committee meetings are held as required under these terms of reference. All committees are required by their terms of reference to report to the Board in relation to their decisions or recommendations.

The following table shows the attendance of directors at meetings of the Board during the year ended 31 December 2016:

Name of director 董事姓名	Number of Meetings Attended 出席會議次數
<i>Executive Directors:</i>	
Shum Siu Hung (Chairman)	執行董事： 岑少雄(主席) 4/4
Shum Chun, Lawrence (Managing Director)	岑濬(董事總經理) 4/4
Cen Ziniu	岑子牛 4/4
Chiu Sing Chung, Raymond	趙承忠 4/4
Siu Ka Fai, Brian	蕭家輝 4/4
Wang Jian	王堅 4/4
<i>Independent Non-executive Directors:</i>	
Cheung Kwan Hung, Anthony	獨立非執行董事： 張鈞鴻 4/4
Chan Yuk Wai, Benedict	陳旭煒 4/4
Dr. Xu Mingshe	徐名社博士 4/4

During the year, all directors received regular briefing and updates on the Group's business, operation and corporate governance matters. They also attended training relevant to the industry, regulatory updates or directors' duties to develop and refresh their knowledge and skills as listed company directors.

董事會會議由主席領導(並由公司秘書協助)，會議議程先與各董事諮詢。所有董事均可根據已設立的程序索閱董事會文件及相關資訊，審閱集團之內部監控及取得公司秘書的協助，確保董事會程序均遵守所有適用的規則及規例。董事能在合理的要求下尋求獨立專業意見以履行其職責。董事會轄下所有委員會均有訂立特定職權範圍，清楚列明委員會的權力及責任，並按照其職權範圍規定召開委員會會議。所有委員會均須按照其職權範圍規定向董事會匯報其決定或建議。

下表顯示截至2016年12月31日止年度內各董事於董事會會議之出席紀錄：

年內，所有董事已定期收到本公司業務的簡報及更新、日常營運及企業管治事宜。彼等亦已參加與行業相關、規則及規條的更新或董事職責的培訓，以發展及補充作為上市公司董事的知識及技能。



Corporate Governance Report

企業管治報告

Through participating in the Company's board meetings and committees meetings, and review of briefings and updates on the Company's business and affairs, all directors are able to make contribution required from them to the Board and to the development of the Company. The Company has received confirmation from each director that he has given sufficient time and attention to the affairs of the Company during the year under review. The Company has also received from the directors a record of training received by them during the year which is summarized as follows:

全體董事透過參與本公司的董事會會議及委員會會議、及審閱本公司的業務及事務之簡報及更新，能夠作出符合董事會及本公司發展對其所要求的貢獻。本公司已收到每位董事確認，於年內已對本公司的事務投入充足時間及專注。本公司亦已收到董事於年內接受培訓之紀錄，並總結如下：

Name of director 董事姓名	Type of Training Attended 出席培訓類型
<i>Executive Directors:</i>	<i>執行董事：</i>
Shum Siu Hung (Chairman)	岑少雄(主席) A, B
Shum Chun, Lawrence (Managing Director)	岑濬(董事總經理) A, B
Cen Ziniu	岑子牛 A, B
Chiu Sing Chung, Raymond	趙承忠 A, B
Siu Ka Fai, Brian	蕭家輝 A, B
Wang Jian	王堅 A, B
<i>Independent Non-executive Directors:</i>	<i>獨立非執行董事：</i>
Cheung Kwan Hung, Anthony	張鈞鴻 A, B
Chan Yuk Wai, Benedict	陳旭煒 A, B
Dr. Xu Mingshe	徐名社博士 A, B
<i>Notes:</i>	<i>備註：</i>
A Attending briefing and updates on rules and regulations related to corporate governance law and practice	A 出席與企業管治法及守則有關的規則及規條的簡報會
B Reading of material and updates on the Group's operation and finance and on the industry generally	B 閱讀與本集團及相關行業的經營及財務更新之資料

Chairman and Managing Director

The roles of Chairman and Managing Director of the Company are separated by written guidelines adopted by the Board to ensure a clear division of responsibilities. The responsibilities of the Chairman include leadership of the Board, providing relevant information and mobilizing the collective resources of the directors in the Board's roles and functions. The Managing Director is responsible for leadership of the management, and for execution of business strategies and front-line execution.

主席及董事總經理

本公司的主席及董事總經理之職位已區分，董事會並訂立了一項書面指引以確保主席及董事總經理之間有著清晰的職責分工。主席的職責包括董事會的領導、提供相關資訊，及調動董事的集體資源以便更佳發揮董事會的功能。董事總經理的職責包括管理層的領導，實踐業務上的政策及於前線推動業務。



Corporate Governance Report

企業管治報告

Non-Executive Directors

As at the date of this report, three members of the Board are independent non-executive directors. The term of appointment of non-executive directors is governed by the Company's bylaws pursuant to which at each annual general meeting one-third of the directors of the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation provided that the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of directors to retire in each year.

The Company has received annual confirmation of independence from each of the independent non-executive directors in accordance with Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the independent non-executive directors are independent within the definition of the Listing Rules.

Mr. Cheung Kwan Hung, Anthony ("Mr. Cheung") and Mr. Chan Yuk Wai, Benedict ("Mr. Chan"), who are to be retired by rotation in the coming annual general meeting, have served as an independent non-executive directors for more than 9 years. The Nomination Committee has assessed the independence of Mr. Cheung and Mr. Chan for reappointment as non-executive directors and concluded that they have satisfied the independence factors set out in Rule 3.13 of the Listing Rules, that there are no relationships or circumstances which would interfere with the exercise of their independent judgment in taking up their role as independent non-executive directors, and that they have the required professionalism, integrity and knowledge to continue to fulfill their roles as independent directors despite their length of service of more than 9 years. The Nomination Committee also noted the positive contributions of Mr. Cheung and Mr. Chan to the development of the Company's strategy and policies through independent, constructive and informed contributions supported by their valuable professional knowledge and experience, and from their active participation at meetings. Hence, the Nomination Committee recommended to the Board that Mr. Cheung and Mr. Chan be nominated for re-election as independent nonexecutive directors.

非執行董事

於本報告日，董事會中有3位成員為非執行董事。非執行董事之任期均由公司的公司細則監管。公司細則規定本公司董事人數的1/3，或當人數非3或3的倍數時，則接近但不多於1/3的人數，需於每年的股東週年大會上告退，惟身為主席及／或董事總經理者不須輪值告退，且並不計入計算輪值告退的董事人數內。

本公司已接獲每位獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。董事會已評估彼等之獨立性，並確定全體獨立非執行董事均屬上市規則所界定之獨立人士。

張鈞鴻先生(「張先生」)及陳旭煒先生(「陳先生」)擔任本公司獨立非執行董事超過9年，彼於來屆股東週年大會上將輪值退任。提名委員會已評核張先生及陳先生連任為非執行董事之獨立性，並總結彼等已符合載於上市規則第3.13條的獨立性因素，同時並無行使其作為獨立非執行董事的獨立判斷以干預任何關係及情況。儘管彼等的服務年期已超過9年，彼等擁有所需的專業資格、完整性及知識以繼續出任為獨立董事。同時，提名委員會注意到張先生及陳先生以其專業知識及經驗，並透過積極參與會議，作出獨立、富建議性及明智之貢獻，對本公司之策略及政策發展有著正面影響。故此，提名委員會向董事會推薦張先生及陳先生重選連任為獨立非執行董事。



Corporate Governance Report

企業管治報告

During the year, arrangements were made for the non-executive directors to meet with the Chairman without the presence of the executive directors, to consider and discuss various matters in respect of the management of the Company.

Board Committees

The Company has set up three Committees in accordance with the CG Code, namely the Remuneration Committee, Nomination Committee and Audit Committee. In addition to the above 3 Committees, the Board has set up an Executive Committee comprising all executive directors on the Board. Under its terms of reference, the Executive Committee is responsible for the oversight of the management of the Group and the formulation of administrative guidelines.

Audit Committee

The Company has adopted terms of reference for the Audit Committee, which are in line with the principles of the CG Code and are posted on the Company's website. The Audit Committee comprises all independent non-executive directors and two executive directors as follows:

Cheung Kwan Hung, Anthony (*Committee Chairman*)
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe
 Shum Chun, Lawrence
 Cen Ziniu

The principal duties of the Audit Committee are to ensure the objectivity and credibility of financial reporting and internal control procedures as well as to maintain an appropriate relationship with the external auditor of the Company.

The Audit Committee has reviewed with the management the effectiveness of the internal audit function and the system of internal control covering all material controls, including financial, operational and compliance controls and risk management functions. Through direct communication and meetings with the management, the Audit Committee has reviewed the financial reporting of the Company, including the Company's interim and annual reports, and the financial position of the Company as disclosed in the financial reports, and it has also reviewed the engagement of external auditors and the effectiveness of the audit process.

年內已安排非執行董事在沒有執行董事出席下與主席會面，以考慮及討論本公司管理方面的各項事宜。

董事委員會

董事會已按照企業管治守則設立了3個委員會，分別為薪酬委員會、提名委員會及審核委員會。除以上3個委員會外，董事會亦成立了由董事會中的所有執行董事組成的執行委員會。執行委員會的職權範圍主要為監管集團管理層及制定行政指引。

審核委員會

本公司所訂定的審核委員會職權範圍，其內容與企業管治守則內所述的守則條文一致並已上載於本公司之網站。審核委員會由所有獨立非執行董事及2位執行董事組成：

張鈞鴻(*委員會主席*)
 陳旭煒
 徐名社博士
 岑濬
 岑子牛

審核委員會主要職責為確保財務報告及內部監控程序之客觀性及可信度，以及與本公司外聘的核數師保持良好關係。

審核委員會已與管理層對內部監控系統涉及的所有重要監控進行檢討，包括財務、營運及合規監控及風險管理功能。透過與管理層的直接溝通及會議，審核委員會已審閱本公司的財務報告，包括本公司於財務報告中披露的中期及年度報告，及財務狀況表，其亦已審閱外聘核數師的委聘及核數過程的有效性。



Corporate Governance Report

企業管治報告

The Audit Committee met 3 times during the year 2016 during which the following matters were reviewed and discussed:

- Auditing and financial reporting matters;
- Appointment and remuneration of external auditor;
- Non-auditing work of external auditor;
- Financial reporting process and risk management functions;
- Maintenance of the Group's internal control system;
- Review of interim results and full year audited financial statements;
- Review and monitor of the internal audit function including review the findings and recommendations from the internal audit department and monitored subsequent implementation; and
- Based on the Group's risk management function i.e policies and procedures, formulate and approve the scope of internal audit work for 2016

於2016年內審核委員會曾舉行3次會議，以審閱及討論以下事項：

- 核數及財務報告事宜；
- 委任外聘核數師及決定其酬金；
- 外聘核數師之非審核工作；
- 財務報告程序及危機管理功能；
- 維持本集團內部監控系統；
- 審閱中期業績及已審核之年度財務報表；
- 審閱及監控內部審核功能包括審閱由內部審計部門所提出之發現及建議，並監察其後的執行情況；及
- 根據本集團危機管理功能，如政策及程序，制訂及批准2016年內部監控範圍。

Attendance of each member of the Audit Committee at meetings during the year is as follows:

於年度內審核委員會每位成員出席次數如下：

Name of Member 成員姓名		Number of Meetings Attended 出席會議次數
Cheung Kwan Hung, Anthony (<i>Committee Chairman</i>)	張鈞鴻(委員會主席)	3/3
Chan Yuk Wai, Benedict	陳旭煒	3/3
Dr. Xu Mingshe	徐名社博士	3/3
Shum Chun, Lawrence	岑濬	3/3
Gen Ziniu	岑子牛	3/3



Corporate Governance Report

企業管治報告

Remuneration Committee

The Company has adopted terms of reference for the Remuneration Committee, which are in line with the principles of the CG Code and are posted on the Company's website. The Remuneration Committee comprises three independent nonexecutive directors and two executive directors as follows:

Cheung Kwan Hung, Anthony (*Committee Chairman*)
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe
 Shum Chun, Lawrence
 Chiu Sing Chung, Raymond

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and overseeing the remuneration packages of the executive directors and senior management. It takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of directors and senior management. The Remuneration Committee meets at least once a year to assess the performance and review the annual salaries and bonus of the senior executives.

During the year, the Remuneration Committee has assessed the performance of the executive directors, reviewed and discussed, among other matters, the Remuneration Policy of the Company and its implementation. 2 meetings of the Remuneration Committee were held in the year to review, among other things, the remuneration packages of the Chairman, the executive directors and senior executives.

Attendance of each member of the Remuneration Committee at meetings during the year is as follows:

Name of Member 成員姓名

Cheung Kwan Hung, Anthony (*Committee Chairman*)
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe
 Shum Chun, Lawrence
 Chiu Sing Chung, Raymond

薪酬委員會

本公司所訂定的薪酬委員會職權範圍，其內容與企業管治守則內所述的守則條文一致並上載到本公司之網站。薪酬委員會由如下的3位獨立非執行董事及2位執行董事組成：

張鈞鴻(委員會主席)
 陳旭煒
 徐名社博士
 岑濬
 趙承忠

薪酬委員會負責確保正式及具透明度之薪酬政策制訂程序，以監管執行董事及高級管理層之薪酬組合。薪酬委員會考慮之因素包括可比較公司之薪金水平、各董事及高級管理人員所投入之時間及職責等。薪酬委員會每年最少舉行1次會議以評估表現及審閱高級管理人員每年之薪酬及獎金。

年內，薪酬委員會已評核執行董事的表現，檢討及討論(其中包括)本公司的薪酬政策及其執行。薪酬委員會於年內召開2次會議，以審閱主席及執行董事及高級行政人員之薪酬組合。

於年度內薪酬委員會每位成員出席次數如下：

Number of Meetings Attended 出席會議次數

張鈞鴻(委員會主席)	2/2
陳旭煒	2/2
徐名社博士	2/2
岑濬	2/2
趙承忠	2/2



Corporate Governance Report

企業管治報告

Nomination Committee

The Company has adopted terms of reference for the Nomination Committee, which are in line with the principles of the CG Code and are posted on the Company's website. The Nomination Committee comprises three independent non-executive directors and two executive directors as follows:

Shum Siu Hung (*Committee Chairman*)
 Cheung Kwan Hung, Anthony
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe
 Shum Chun, Lawrence

The primary duties of the Nomination Committee are to review the size, structure and composition of the Board, identify suitably qualified individual for appointment to the Board, assess the independence of independent non-executive directors and to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors.

2 meetings of the Nomination Committee were held in the year to review and discuss the structure, diversity, size and composition (including the skills, knowledge and experience) of the Board and to assess the independence of independent nonexecutive directors of the Board. The Nomination Committee considers that all Board members possess the relevant skill and knowledge in the area of the business operation of the Group. The Nomination Committee also considers that an appropriate mix of skills, experience, knowledge, expertise and diversity on the Board is maintained and therefore no measurable objectives were proposed to the Board.

Attendance of each member of the Nomination Committee at meetings during the year is as follows:

Name of Member 成員姓名

Shum Siu Hung (*Committee Chairman*)
 Cheung Kwan Hung, Anthony
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe
 Shum Chun, Lawrence

提名委員會

本公司所訂定的提名委員會職權範圍，其內容與企業管治守則內所述的守則條文一致並上載到本公司網頁。提名委員會由如下的3位獨立非執行董事及2位執行董事組成：

岑少雄(*委員會主席*)
 張鈞鴻
 陳旭煒
 徐名社博士
 岑瀆

提名委員會的主要職責為檢討董事會的大小、架構及組成，物色可獲委任進入董事會的適當合資格人士，評核獨立非執行董事的獨立性，並就董事的任命及董事的繼任安排，向董事會提供建議。

提名委員會於年內召開2次會議，以審閱及討論董事會的架構、多元化、大小及組成(包括技能、知識及經驗)，亦評估董事會的獨立非執行董事的獨立性。提名委員會認為所有董事會成員對本集團業務營運範圍具備相關技術及知識。提名委員會亦認為董事會保持適當的技術、經驗、知識、專業及多元化，故此並無向董事會提出可計量目標。

於年度內提名委員會每位成員之出席次數如下：

Number of Meetings Attended 出席會議次數

岑少雄(<i>委員會主席</i>)	2/2
張鈞鴻	2/2
陳旭煒	2/2
徐名社博士	2/2
岑瀆	2/2



Corporate Governance Report

企業管治報告

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:

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

The Company's corporate governance policy is formulated with an emphasis on 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, all members of the Board have discussed and reviewed, among other things, the Company's policies and practices on corporate governance. 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. A code of conduct applicable to employees and directors setting out the standards of behaviour that the Company expects from them and the guidelines on how they should handle different situations in business dealings with the Group were formulated and adopted by the Board. The board also established written guidelines no less exacting than the Model Code for dealing in the Company's securities by employees of the Company, or directors or employees of the Company's subsidiary or holding companies, who are likely to possess inside information of the Group.

企業管治功能

董事會並無設立企業管治委員會。企業管治委員會的功能由全體董事會執行：

- 發展及審閱本公司的政策及企業管治常規；
- 審閱及監察董事及高級管理層的培訓及專業的可持續發展；
- 審閱及監察本公司的政策及遵守常規所規定的規則及規條；
- 發展、審閱及監察應用於僱員及董事的操守準則及合規手冊(如有)；及
- 審閱本公司有否遵從企業管治報告內的守則及披露事宜。

本公司的企業管治政策的制定乃強調對本公司全體股東的透明度及責任性。董事會致力遵從守則條文及定期審閱其企業管治政策，以維持高標準的業務及企業管治，並確保完全遵守運作上的所有適用法律及法規。

年內，董事會所有成員已討論及審閱(其中包括)本公司的政策及企業管治守則。彼等亦已審閱及監察董事的培訓及專業發展的持續性，及於企業管治報告內本公司法治及所需規定的政策及企業管治守則及其披露事項。本公司已制定並採用一份應用於僱員及董事的操守準則，訂明本公司所期望的行為標準，及如何處理業務上不同情況的指引。董事會亦已就本公司僱員(其職責有可能接觸到本集團的敏感資料)、或董事、或本集團附屬公司或投資公司的僱員買賣本公司股份訂制書面指引，內容與管治守則相若。



Corporate Governance Report

企業管治報告

Internal Control

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness and for this purpose has maintained an internal audit function which is internally resourced and forms part of the Group's permanent establishment. The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorized use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

The evaluation of the effectiveness of the Group's internal control is conducted by the internal audit function on an on-going basis, and the responsible personnel will directly report to the Audit Committee on any significant finding on internal controls.

The Board considered that throughout the year 2016, the Company complied with the code provisions on internal controls as stipulated in the CG Code. During the year the Company conducted a full review of the effectiveness of the internal control system of the Group and discussed the assessment bases with the management. The Board considered that the existing internal control systems of the Group are effective.

Inside Information

The Company adopted a policy for disclosure of inside information which sets out guidelines for the release and control of inside information to ensure that the Company, its directors and employees meets the obligations for the handling and dissemination of inside information. A framework has been set up to assess whether any particular information is inside information, to ensure that any information considered to be inside information should be kept confidential before the relevant information is fully disclosed to the public, and to coordinate the disclosure of the information in accordance with the requirements of the Securities and Future Ordinance and. The Chairman, the Managing Director, executive directors responsible for the control of the Group's operation and the Head of Investors Relations are authorized as spokespersons of the Company.

內部監控

董事會需負責本集團的內部監控系統及檢討其效能，及為此維持內部監控並由本公司內部資助及成為本集團永久的一部份。本公司的管理層已制定一套合適的政策、標準及程序，範圍包括運作監控、財務監控及風險監控，合理保證資產得到保護並免受未經授權的使用或處置；保持適當的會計紀錄；及確保財務資料的可靠性，以達致滿意程度的保證，防止欺詐或錯誤的情況出現。

評估本集團的內部監控由內部核數部門按持續基準進行，並有責任向審核委員會匯報有關內部監控的重要審閱結果。

董事會認為在2016年整個期間，本集團遵守企業管治守則中所述的內部監控守則條文。年內，本公司已為內部監控系統的有效性進行全面審閱，並與管理層商討評估基礎。董事會認為本集團現有的內部監控系統有效。

內部資料

本公司已採用披露內部資料之政策，指引各員工發放及控制內部資料，以確保本公司及其董事及僱員於處理及發放內部資料時達到其相關責任。本公司已成立框架以評估任何資料為內部資料，以確保任何被視為內部的資料在充份地披露予公眾前必須保密，並根據上市規則所要求的方法一致。主席、董事總經理及執行董事負責本集團營運控制，及投資者關係總監則被授權為本公司之發言人。



Corporate Governance Report

企業管治報告

Shareholders' Rights

Rights of shareholders of the Company are provide under, and are subject to applicable laws and regulations (which include the Bermuda Companies Act and the Listing Rules) and the bye-laws of the Company. Set out below is a brief summary of certain rights of the shareholders of the Company, which is for easy reference only. The relevant laws and regulations and the byelaws of the Company should be referred to for a full account of such shareholders' rights.

Convening Special General Meeting on Requisition

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to require an special general meeting (the "SGM") to be called by the Board by written requisition, duly signed by the shareholder(s) making the requisition and stating the purposes of the requisitioned SGM, deposited at the registered office of the Company.

If within 21 days of such deposit, the Board fails to convene such SGM, the shareholders making the requisition, or any of them representing more than one half of the total voting rights of all of them, may themselves convene an SGM, provided that the SGM so convened shall not be held after the expiration of 2 months from the date of deposit of the requisition.

Putting Forward Proposals at Shareholders' Meeting

Proposal may be made by shareholders in the form of resolutions proposed at an annual general meeting, or in the form of statements circulated to shareholders with respect to matter(s) referred to in any resolution or matter to be dealt with at any general meeting. Shareholders, representing at the date of deposit of the requisition not less than one-twentieth of the total voting rights or not less than 100 shareholders, may by written requisition request the Company to: (a) give to shareholders notice of any resolution which may properly be moved at the next annual general meeting of the Company, and which the requesting shareholders intend to move at that meeting; and (b) circulate to shareholders a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at the next general meeting.

股東權利

本公司股東的權利已列出如下，並需按照適用的法例及法則(包括百慕達公司法及上市規則)及本公司的章程細則。以下列出本公司股東若干權利的摘要，僅供參考。該股東權利需參照相關法例及法則及本公司的章程細則的正式描述。

正式要求召開股東特別大會

股東於提交正式要求之日，持有不少於本公司已繳足股本1/10，並可在股東大會投票權者，將有權要求董事會召開股東特別大會(「股東特別大會」)，正式的書面要求必須由提交要求的股東正式簽署及列明股東特別大會的目的，並提交至本公司的註冊辦事處。

如於提交該要求後21天內，董事會未能召開該股東特別大會，提出要求的該股東，或其任何代表總投票權多於一半的股東可召開股東特別大會，惟股東特別大會不能於提交正式要求2個月後召開。

於股東大會上提出建議

股東的建議可於股東週年大會中以提呈決議案的形式提出，或就將於任何股東大會中處理的決議案或事項，以陳述的形式傳閱予股東。如股東於提交正式要求之日持有不少於總投票權1/20或不少於100位股東，可以書面形式要求本公司(a)就相關決議案將於下屆本公司的股東週年大會提呈(該決議案應為適合於該週年大會中提呈，而提出建議之股東亦計劃進行該項提呈)一事向股東發出通告；及(b)向股東傳閱不多於1,000字之陳述，說明任何提出的決議或於下次股東大會商討之事宜。



Corporate Governance Report

企業管治報告

In the case of shareholders requesting the Company to give notice of a resolution, the written requisition must be deposited at the Company's registered office not less than 6 weeks before the date of the annual general meeting. In the case of any other requisition, the written requisition must be deposited at the Company's registered office at not less than 1 week before the date of the annual general meeting.

In order to notify the Company at the earliest opportunity of the deposit/intended deposit of a written requisition referred to in the above, a copy of the requisition may be delivered to the Company's principal place of business in Hong Kong at 23/F., The Sun's Group Centre, 200 Gloucester Road, Wanchai, Hong Kong or email to cosecdept@newoceanhk.com.

Proposing a Person for Election as Director

Procedures have been set up by the Company in accordance with the Bye-laws for shareholders of the Company to propose a person for election as a director. Details of the procedures are available on the Company's website.

Contacting the Board for Enquiries

Shareholders may contact the Board for enquiries in respect of the Company's information, to the extent such information can be made available to the public. Shareholders may at any time make enquiry in respect of the Company in writing at our head office in Hong Kong by post or facsimile via the numbers and email address provided on the Company's website or email to cosecdept@newoceanhk.com.

Investor Relations

The Company has adopted a Shareholders Communication Policy. The use and effectiveness of such policy will be monitored and reviewed regularly by the Board. The Company recognises the importance of shareholders' privacy and therefore will not disclose shareholders' information without their consent, unless required by law to do so.

To achieve equal access to information on the Company's latest major development, measures have been taken to ensure all necessary information and appropriate updates are made available to investors in a timely manner through corporate communications and other corporate publications on the Company's website under the column of "Investor Relations".

如股東要求本公司就決議發出通告，該正式的書面通知必須於股東週年大會舉行之日不少於6星期前提交到本公司的註冊辦事處。如任何其他正式通知，則正式的書面通知必須於股東週年大會舉行之日不少於1星期前提交到本公司的註冊辦事處。

為儘早通知本公司上述有關書面請求的申請書／將予提交之申請書，申請書的副本可寄送至本公司香港的主要營業辦事處，地址為香港灣仔告士打道200號新銀集團中心23樓，或電郵至 cosecdept@newoceanhk.com。

股東提名人參選董事

本公司已按照章程細則訂立了一套既定程序，該本公司股東提名人參選董事。程序的詳情已於本公司之網站內可供查閱。

詢問及聯絡董事會

股東可根據本公司之資料聯絡董事會，公眾可查閱該等資料。股東可隨時以書面形式並郵寄至本公司的香港總辦事處，或按照本公司網站所提供的傳真號碼及電郵地址，或直接電郵至 cosecdept@newoceanhk.com 向本公司作出查詢。

投資者關係

本公司已採用股東通訊政策。董事會定期監察及審閱該政策之用途及有效性。本公司已確認股東私隱的重要性，並不會於未獲得股東同意前披露股東的資料(除法例要求外)。

為了公平地讓大眾接觸本公司最新的重大發展，本公司已採用不同方法確保所有的必須資料及適當更新，透過企業傳訊及其他企業公佈形式，於本公司網站「投資者關係」一欄內及時發放。企業傳訊乃按照上市規則，及



Corporate Governance Report

企業管治報告

Corporate communications required to be given under the Listing Rules, any applicable laws and corporate procedures will be provided to shareholders in plain language and in both English and Chinese versions to facilitate shareholders' understanding. Shareholders should direct their questions about their shareholdings to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Hong Kong. For enquiry about the information of the Company, shareholders may contact the company secretary.

Shareholders are encouraged to participate in the Company's general meetings. Members of the Board will attend to answer their questions.

The Company has also posted its constitutional documents on its website and there was no significant change in them during the year under review.

Auditor's Remuneration

During the year, the remuneration paid/payable to the Company's auditor, Messrs. Deloitte Touche Tohmatsu is set out as follows:

Services rendered 服務提供

Audit services
Non-audit services

Total

審計服務
非審計服務

合計

Fees paid/payable 已付／應付費用 HK\$'000 千港元

3,420
633

4,053

Accountability and Audit

The directors acknowledge their responsibility for preparing the financial statements of the Group and ensuring that the financial statements are in accordance with statutory requirements and applicable accounting standards. The statement of the external auditor of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on page 66.

適用法例及企業程序，以簡單易明的語言(中文及英文版本)，使股東容易明白。股東可直接向本公司的股份過戶處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東183號合和中心22樓，查詢其有關股權的問題。如欲查詢本公司的資料，股東可與公司秘書聯絡。

本公司鼓勵各股東積極參與本公司的股東大會。董事會成員將會解答其查詢。

本公司亦已上載其公司法定文件到公司網站上。於本年度內，並無任何重大變更。

核數師酬金

年內，已付／應付予本公司核數師德勤•關黃陳方會計師行之費用如下：

責任承擔及核數

董事局確認編製本集團之財務報表，並確保財務報表符合法定要求及有關之會計準則為董事局之職責。外聘核數師之申報職責載述於本年報第66頁獨立核數師報告內。



Directors' Report

董事會報告

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

Principal Activities

The Company acts as an investment holding company. Particulars of the Company's principal subsidiaries are set out in note 43 to the consolidated financial statements.

During the year ended 31 December 2016, the Group was principally engaged in the sale and distribution of liquefied petroleum gas ("LPG") and natural gas ("NG"), oil products business and sales of electronic products.

Business Review

A detail review of the Group's business and the analysis using the financial key performance indicators are set out on pages 9 to 40 of the annual report under the heading "Management Discussion and Analysis". In summary, the Group's total sales volume of energy products increased by 33.56% to approximately 5,190,100 tons. However, revenue from operations for the year was only increased slightly by approximately 1.20% to approximately HK\$15,700 million reflecting the substantially low price for energy products compared with last year in 2016. Due to the decline in auto-gas sales volume, the gross profits decreased by approximately 4.51% to approximately HK\$1,757 million. The growth in sales volume in this year mainly came from wholesaling of oil products with low gross profit margin, therefore the overall gross profit margin dropped from approximately 11.86% in 2015 to approximately 11.19%. Profit for the year attributable to owners of the Company from operations decreased by 0.96% to approximately HK\$749 million. Basic earnings per share from operations is HK\$0.51 which remains the same as last year. Equity attributable to owners of the Company increased by 9.47% to approximately HK\$5,857 million.

There are a number of principal risks and uncertainties facing the Group as follows: (i) global economy is gloomy especially China's economy growth has slowed down in recent years; (ii) the fluctuation of the oil, NG and LPG price in the global market; (iii) PRC government's policies in promoting green energy such as electricity power and NG and; (iv) the substantial fluctuation in RMB exchange rates. The above are not intended to be an exhaustive list of all principal risks and uncertainties facing

董事會謹此提呈截至2016年12月31日止年度的年報及經審核綜合財務報表。

主要業務

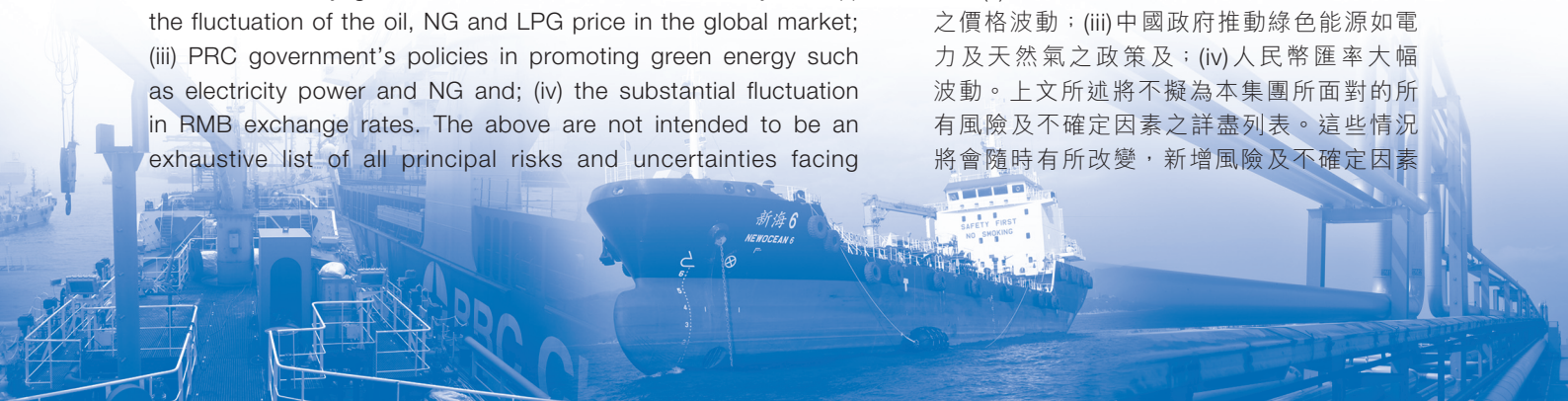
本公司乃投資控股公司。本公司之主要附屬公司詳情載於綜合財務報表附註43。

於截至2016年12月31日止年度，本集團主要從事銷售及分銷液化石油氣（「液化氣」）、天然氣（「天然氣」）、油品業務及銷售電子產品。

業務回顧

本集團詳盡業務回顧及使用財務關鍵表現指數作出的分析載於本年報第9頁至第40頁「管理層討論及分析」一段。總括來說，集團能源產品總銷售量約5,190,100噸，增加了33.56%。但是，年內的經營收入約為157億港元，僅輕微上升了約1.20%，主要反映了能源產品在2016年的低價格。由於汽車加氣的銷售量下跌，總毛利下跌了約4.51%至約17億5千7百萬港元。年內銷售量的增長主要來自低毛利率的油產品批發，故此，整體毛利率由2015年的約11.86%下跌至約11.19%。本公司擁有人應佔年內經營溢利下跌了0.96%至約7億4千9百萬港元。每股經營基本盈利為0.51港元，與去年相同。本公司擁有人應佔權益上升了9.47%至約58億5千7百萬港元。

本集團需面對下列若干主要風險及不確定因素：(i) 環球經濟低迷特別是中國經濟增長放緩；(ii) 油品、天然氣及液化氣在國際市場上之價格波動；(iii) 中國政府推動綠色能源如電力及天然氣之政策及；(iv) 人民幣匯率大幅波動。上文所述將不擬為本集團所面對的所有風險及不確定因素之詳盡列表。這些情況將會隨時有所改變，新增風險及不確定因素



Directors' Report

董事會報告

the Group. These may change over time as new risks and uncertainties emerge and others cease to be of concern. Looking ahead, the global economy will remain uncertain. However, as necessity goods, the rigid demand for energy products will continue to exist, thus LPG and oil products are still the core business for the Group. In addition, pursuant to the existing PRC government policies, the demand for NG is expected to grow in coming years and the Group is now actively developing the retail network of NG in Guangdong province.

Particular of the major suppliers and customers of the Group are set out on page 58 of the annual report. The Directors are satisfied with the relationship with customers and suppliers. The Directors recognize the importance of having good working relationship with its staff as staff is the key assets to the Group. The Group has not experienced any significant problems with its staff nor significant labour disputes or industrial actions. The Group did not experience any significant staff turnover especially for the management level. The Directors believe that the Group has good working relationship with its staff as a whole. In respect of corporate social responsibility, our target is to commit to motivating the low-carbon growth of the industry, providing green energy for the developing of the whole society and taking into account the needs of our stakeholders, including impact on the environment and the communities in which we operate. The details of the above are set out in the Environmental Social and Governance Report for the year ended 31 December 2016 published on the Company's website www.newoceanhk.com.

Save and except for one deviation from the Corporate Governance Code as set out under Appendix 14 to the Listing Rules (the details of the deviation are set out on page 41 of the annual report), the Company has complied in all material respects with all relevant laws and regulations that have a significant impact on the Group.

Results and Appropriation

The results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 73 and 74.

The directors do not recommend the payment of dividend and propose that the profits for the year be retained.

將湧現而其他因素會同時削減而變得無關重要。展望未來，全球經濟仍未明朗。然而，作為必需品，對能源產品的強硬需求仍然存在，故此LPG及油品仍為本集團主營業務。除此之外，根據現有的中國政府政策，預料於未來數年對天然氣的需求將會增加，目前本集團於廣東省內已積極地構建天然氣的零售網絡。

本集團主要供應商及客戶的詳情載於本年報第58頁。董事滿意與客戶及供應商的關係。員工為本集團之重要資產，本集團深切了解與員工保持良好工作關係的重要性。本集團並無與員工發生任何重大問題及重大勞資糾紛或工業行動。本集團亦無任何重大的員工流失(尤其是管理層)。董事相信，整體而言，本集團與員工之間的工作關係十分良好。就企業社會責任而言，我們除了需要照顧持份者的需求外，更會致力減少集團營運對當時環境及社區所造成的影響。其中包括推行行業低碳排放及為整個社會的發展供應綠色能源。上述詳情已載列於截至2016年12月31日之環境、社會及管治報告中，該報告已刊載本公司之網頁 www.newoceanhk.com。

除一項偏離上市規則附錄14所載企業管治守則外(詳情載於本年報第41頁)，本公司已遵守對本集團產生重大影響的所有相關法律及規例之所有重大方面。

業績及分派

本集團截至2016年12月31日止年度的業績，載於第73及74頁的綜合損益及其他全面收益表。

董事並不建議派付末期股息，並計劃保留年內溢利。



Directors' Report

董事會報告

Five Years Financial Summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 192 of the annual report.

Property, Plant and Equipment

During the year, the Group spend approximately HK\$168,468,000 (2015: HK\$22,717,000) on property, plant and equipment to expand and upgrade its LPG and oil plant. Details of the movements during the year in property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

Share Capital

Details of the movements in the share capital of the Company during the year are set out in note 32 to the consolidated financial statements.

Purchase, sale or redemption of securities

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

Reserves of the Group and the Company

Details of the movements in the Group's reserves during the year are set out in the "Consolidated Statement of Changes in Equity" on page 77 and page 78.

The Company's reserves available for distribution to shareholders as at 31 December 2016 were as follows:

5年財務概要

本集團於過往5年之業績、資產及負債摘要載於年報第192頁。

物業、機器及設備

年內，本集團支出約168,468,000港元(2015: 22,717,000港元)於物業、機器及設備上，以擴大及提升其液化氣庫及油庫。本集團於年內的物業、機器及設備之變動的詳情，載於綜合財務報表附註15。

股本

股本的變更詳情已載於綜合財務報表附註32。

購買、出售及贖回本公司之上市證券

於2016年12月31日止年度內，本公司或其任何附屬公司概無購買、出售及贖回本公司之上市證券。

本集團及本公司儲備

年內本集團儲備的變動詳情載於第77及78頁之「綜合權益變動表」內。

本公司於2016年12月31日可供分派予股東的儲備如下：

		2016	2015
		HK\$'000	HK\$'000
		港元	港元
Contributed surplus	繳入盈餘	1,667	1,667
Retained earnings	保留溢利	412,322	296,300
		413,989	297,967



Directors' Report

董事會報告

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realizable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

Pre-emptive Rights

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

Sufficiency of Public Float

The Company has maintained a sufficient public float throughout the year ended 31 December 2016.

Major Customers and Suppliers

The largest customer of the Group by itself and the total of the five largest customers accounted for approximately 12% and 36% (2015: 13% and 36%) respectively of the Group's total turnover for the year, including discontinued operations.

The largest supplier of the Group by itself and the total of the five largest suppliers accounted for approximately 17% and 51% (2015: 7% and 23%) respectively of the Group's total purchase for the year.

At no time during the year did a director, an associate of a director, or a shareholder of the Company (which to the knowledge of the directors own more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest customers or suppliers.

Charitable Donations

During the year, the Group made charitable donations amounting to approximately HK\$400,000.

根據百慕達1981年公司法(修訂本)，本公司之繳入盈餘可供分派。然而，倘出現下列情況，則本公司不得從繳入盈餘中宣派或派付股息或作出分派：

- (a) 本公司現時或於付款後無力償還到期債務；或
- (b) 本公司資產之可變現值因此低於其負債、已發行股本及股份溢價賬之總和。

優先購股權

本公司之公司細則及百慕達法例並無規定本公司於發行新股時須按持股比例給予現有股東優先購股權。

足夠公眾持股量

本公司於截至2016年12月31日止整個年度內已維持足夠公眾持股量。

主要客戶及供應商

年內，本集團的最大客戶本身及連同其後的五大客戶分別佔本集團總營業額(包括非持續業務)約12%及36%(2015：13%及36%)。

年內，本集團最大供應商本身及連同其後的五大供應商分別佔本集團總採購額約17%及51%(2015：7%及23%)。

於年內任何時間，本公司董事、董事的聯繫人士或就董事所知擁有本公司已發行股本5%以上的任何股東概無擁有本集團五大客戶或供應商任何權益。

慈善捐款

年內，本集團的慈善捐款約400,000港元。



Directors' Report

董事會報告

Directors

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

Executive directors:

Shum Siu Hung (*Chairman*)
 Shum Chun, Lawrence (*Managing Director*)
 Cen Ziniu
 Chiu Sing Chung, Raymond
 Siu Ka Fai, Brian
 Wang Jian

Independent non-executive directors:

Cheung Kwan Hung, Anthony
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe

In accordance with clauses 86 and 87 of the Company's by-laws, Mr. Cheung Kwan Hung, Anthony and Mr. Chan Yuk Wai, Benedict, both are independent non-executive directors, shall retire by rotation from office at the forthcoming annual general meeting of the Company. All directors retiring at the annual general meeting have offered themselves for re-election.

Directors' Service Contracts

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

The term of office for each non-executive director is the period up to his retirement by rotation in accordance with the Company's bye-laws.

董事

本公司於年內及截至本報告日的董事如下：

執行董事：

岑少雄(主席)
 岑濟(董事總經理)
 岑子牛
 趙承忠
 蕭家輝
 王堅

獨立非執行董事：

張鈞鴻
 陳旭煒
 徐名社博士

根據本公司之公司細則第86及87條，於即將舉行之本公司週年大會上獨立非執行董事張鈞鴻先生及陳旭煒先生須輪席退任。所有董事均符合資格並願意膺選連任董事。

董事之服務合約

擬於即將舉行之股東週年大會膺選連任之董事概無訂立任何本集團不得於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

根據本公司之公司細則，每位非執行董事之任期為下任輪值告退止。



Directors' Report

董事會報告

Directors' and Chief Executives' Interests in Shares and Underlying Shares

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

(a) Long positions of ordinary shares of HK\$0.10 each of the Company

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股股份	Percentage of the issued share capital of the Company 所佔本公司 已發行股份 百分比
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	63,340,358	4.28
	Corporate interest (Note 1) 以公司權益持有(附註1)	490,779,280	33.15
		554,119,638	37.43
Shum Chun, Lawrence 岑濬	Beneficial owner 實益擁有人	57,623,558	3.89
	Other (Note 2) 其他(附註2)	73,616,892	4.97
		131,240,450	8.86
Chiu Sing Chung, Raymond 趙承忠	Beneficial owner 實益擁有人	2,200,000	0.15

董事及主要行政人員於股份及相關股份中之權益

於2016年12月31日，董事及主要行政人員和彼等之聯繫人於本公司及其相聯法團之股份及相關股份中，擁有本公司須根據證券及期貨條例第352條規定記錄於按條例所述而存置之登記冊內權益，或根據香港上市公司董事進行證券交易之標準守則規定，須知會本公司及聯交所之權益如下：

(a) 本公司每股面值0.10港元普通股中之好倉



Directors' Report

董事會報告

Notes:

- These represent the block of 490,779,280 shares beneficially owned by Uniocean Investments Limited ("Uniocean") which were held as corporate interest by Mr. Shum Siu Hung, and were the same block of shares as referred to in note 1 under section (a) in the paragraph headed "Substantial Shareholders" below. Uniocean is owned as to 70% by Mr. Shum Siu Hung, 15% by Mr. Shum Chun, Lawrence, and 15% by Mr. Shum Ho, Neo, both are sons of Mr. Shum Siu Hung.
- These interests reflect 15% proportional interest of Mr. Shum Chun, Lawrence in the 490,779,280 shares held by Uniocean.

Other than disclosed above and nominee shares in certain subsidiaries held by certain directors in trust for the Group, none of the directors, chief executive nor their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2016.

Arrangements to Purchase Shares or Debentures

Other than disclosed above, at no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors'/Controlling Shareholders' Interests in Contracts of Significance

Details of related party transactions during the year are set out in note 41 to the consolidated financial statements.

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

附註：

- 該等股份乃指海聯控股有限公司(「海聯」)實益擁有之490,779,280股股份，並由岑少雄先生以公司權益持有，與下段「主要股東」附註1相同。海聯分別由岑少雄先生、岑濬先生及岑浩先生(彼等為岑少雄先生之兒子)持有70%、15%及15%。
- 該等權益乃指岑濬先生按比例在海聯所持有490,779,280股股份中的15%權益。

除上文所披露者及若干董事代表本集團以信託形式而於若干附屬公司持有之代理人股份外，於2016年12月31日，各董事、主要行政人員及彼等各自之聯繫人士並無擁有本公司或各聯營公司之證券權益或淡倉。

購買股份或債券之安排

除上文所披露者外，本公司、其控股公司或其任何附屬公司於年內任何時間均無訂立任何安排，使本公司董事可藉收購本公司或任何其他法人團體之股份或債券而取得利益。

董事／控股股東於重大合約之權益

年內之關連交易詳情已載於綜合財務報表附註41。

除上文所披露外，本公司、其控股公司或其任何附屬公司並無參與訂立本公司董事或董事之關連企業直接或間接於其中享有重大利益而於本年度終結時或在年內任何時間內有效之重大交易、安排及合約。



Directors' Report

董事會報告

Connected Transaction

The Group had the following continuing connected transactions during the year ended 31 December 2016:

On 18 December 2013, Sound Management Services Limited ("Sound Management") entered into an office tenancy agreement with Ever Lucky Limited, a company incorporated in Hong Kong and wholly owned by Mr. Shum Ho, Neo, for the use of office premises owned by Ever Lucky Limited located on 23rd Floor, The Sun's Group Centre, 200 Gloucester Road, Wanchai, Hong Kong at HK\$380,000 per calendar month for a period of one year commencing on 1 January 2014. On 29 December 2014 and 29 December 2015, Sound Management and Ever Lucky Limited entered into two office tenancy agreements to extend the rental period for one year to 31 December 2015 and 31 December 2016 respectively with the same monthly rental fee. For the year ended 31 December 2016, the aggregate amount of the rental paid or payable to Ever Lucky Limited was HK\$4,560,000.

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued his unqualified letter containing his findings and conclusions in respect of the Group's continuing connected transaction as disclosed above in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange. The independent non-executive directors confirm that the continuing connected transaction has been entered into by the Group in the ordinary and usual course of its business, on normal commercial terms and in accordance with the terms of the relevant agreement governing such transaction that are fair and reasonable and in the interests of the Group and the shareholders as a whole.

關連交易

本集團於截至2016年12月31日止年有以下持續關連交易：

於2013年12月18日，新海管理服務有限公司(「新海管理」)與恒福有限公司，一間於香港註冊成立並由岑浩先生全資擁有之公司訂立一份辦公室租約，以月租380,000港元租用恒福有限公司位於香港灣仔告士打道200號新銀集團中心23樓之辦公室物業，租期由2014年1月1日起為期一年。於2014年12月29日及2015年12月29日，新海管理與恒福有限公司續訂兩份辦公室租約，以相同之月租分別租用該辦公室一年至2015年12月31日及2016年12月31日。截至2016年12月31日止年度，向恒福有限公司已付或應付租金總額為4,560,000港元。

根據上市規則第14A.56條，董事會已聘請本公司核數師根據香港會計師公會頒佈之香港鑒證業務準則第3000號「非審核或審閱過往財務資料的鑒證工作」及參考實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，進行了報告。本公司核數師已根據上市規則第14A.56條，就上述所披露之本集團的持續關連交易出具包含其調查結果及結論的無保留函件。核數師函件的覆本已由本公司提交聯交所。獨立非執行董事認為，該持續關連交易乃本集團訂立一般及日常業務過程中按正常商業條款訂立，並根據有關合約按公平合理且符合本公司及其股東之整體利益之條款訂立。



Directors' Report

董事會報告

Substantial Shareholders

As at 31 December 2016, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that other than the interests disclosed above in respect of certain directors and chief executive, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company:

Name of shareholder 股東姓名	Long/Short positions 好倉／淡倉	Capacity 身份	Number of issued ordinary shares held 所持本公司 已發行普通股 數目	Percentage of the issued share capital of the company 所佔本公司 已發行股本 百分比
Uniocean 海聯	Long 好倉	Beneficial owner 實益擁有人	490,779,280	33.15
Tong Shiu Ming 唐小明	Long 好倉	Family interest (Note 1) 家族權益(附註1)	490,779,280	33.15
	Long 好倉	Family interest (Note 2) 家族權益(附註2)	63,340,358	4.28
FFMC Holdings Pte. Ltd.	Long 好倉	Interest of controlled corporation (Note 3) 受控制公司權益擁有(附註3)	75,706,000	5.11
Fullerton Fund Management Company Ltd.	Long 好倉	Investment manager (Note 3) 投資經理(附註3)	75,706,000	5.11

Notes:

- These represent the same block of 490,779,280 shares held as corporate interest by Mr. Shum Siu Hung, spouse of Ms. Tong Shiu Ming as referred to in note 1 under section (a) of the paragraph headed "Directors' and Chief Executives' Interests in Shares and Underlying Shares" above, and were deemed to be the family interest of Ms. Tong Shiu Ming.
- These represent the same block of 63,340,358 shares held beneficially by Mr. Shum Siu Hung, spouse of Ms. Tong Shiu Ming as referred to in the paragraph headed "Directors' and Chief Executives' Interests in Shares and Underlying Shares" above, and were deemed to be the family interest of Ms. Tong Shiu Ming.
- Fullerton Fund Management Company Ltd. as investment manager is deemed to own a total of 75,706,000 shares through various funds under its management. Fullerton Fund Management Company Ltd.'s entire interest is indirectly owned by FFMC Holdings Pte. Ltd.

主要股東

於2016年12月31日，根據本公司依照證券及期貨條例第336條規定須設立之主要股東登記冊所示，除若干董事及主要行政人員於上文所披露之權益之外，下列股東知會本公司擁有本公司已發行股本之有關權益及淡倉：

附註：

- 該等股份乃指唐小明女士之配偶岑少雄先生，通過公司權益持有之490,779,280股股份，(見「董事及主要行政人員於股份及相關股份中之權益」(a)段附註1)，並被視為唐小明女士以家族權益持有。
- 該等股份與唐小明女士之配偶岑少雄先生實益擁有之63,340,358股股份相同(見「董事及主要行政人員於股份及相關股份中之權益」)，並被視為唐小明女士以家族權益持有。
- Fullerton Fund Management Company Ltd. 為投資經理，通過其管理的不同基金被視為持有共75,706,000股股份。Fullerton Fund Management Company Ltd. 的總權益由FFMC Holdings Pte. Ltd. 間接持有。

Directors' Report

董事會報告

Emolument Policy

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Disclosure Pursuant to Rule 13.18 of the Listing Rules

On 4 September 2015, the Company entered into a facility agreement for a syndication loan facility of US\$170,000,000 (equivalent to approximately HK\$1,322,600,000) for the purpose of financing the general working capital requirements of the Group and refinancing of any existing indebtedness of any member of the Group. The loan to be made to the Company upon utilization of the facility will be repayable in five instalments, 10% of the utilized amount is repayable on the date which falls 12 months after the date of first drawdown, 10% of the utilized amount is repayable on the date which falls 18 months after the date of first drawdown, 12.5% of the utilized amount is repayable on the date which falls 24 months after the date of first drawdown, 12.5% of the utilized amount is repayable on the date which falls 30 months after the date of first drawdown, and the remaining 55% of the utilized amount is repayable on the date which falls 36 months after the date of the first drawdown.

On 25 August 2016, the Company entered into a facility agreement for a term loan facility of US\$150,000,000 (equivalent to approximately HK\$1,167,000,000) for the purpose of refinancing of any existing indebtedness of any member of the Group and financing the general working capital requirements of the Group. The loan to be made to the Company upon utilization of the facility will be repayable in four instalments, 10% of the utilised amount is repayable on the date which falls 30 months after the date of first drawdown, 10% of the utilised amount is repayable on the date which falls 36 months after the date of first drawdown, 10% of the utilised amount is repayable on the date which falls 42 months after the date of first drawdown, and the remaining 70% of the utilised amount is repayable on the date which falls 48 months after the date of the first drawdown.

薪酬政策

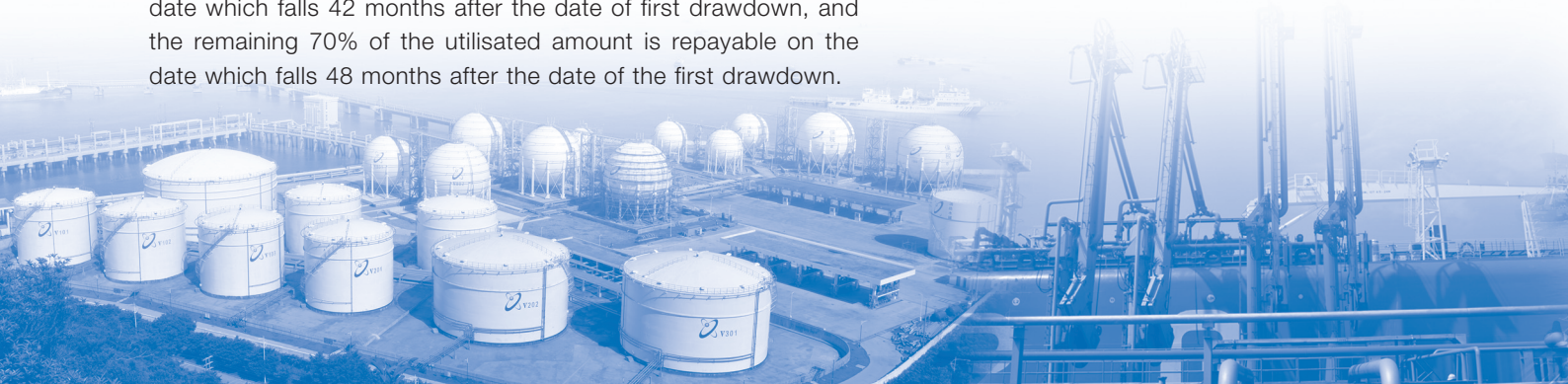
本集團員工之薪酬政策乃由薪酬委員會根據彼等之績效、資格及能力制訂。

本公司董事之酬金乃由薪酬委員會經考慮本公司之經營業績、個人表現及可比較市場統計數字後釐訂。

根據上市規則第 13.18 條之披露

於2015年9月4日，本公司簽訂一項銀團貸款協議，就本集團籌措一般營運資金及向本集團任何成員公司的任何現有債務提供再融資，提供金額170,000,000美元(相等於約1,322,600,000港元)貸款。提供予本集團之貸款將於動用該貸款後分5期償還，於首提款日起計第12個月償還10%的貸款金額、於首提款日起計第18個月償還10%的貸款金額、於首提款日起計第24個月償還12.5%的貸款金額、於首提款日起計第30個月償還12.5%的貸款金額，及於首提款日起計第36個月償還餘下的55%貸款金額。

於2016年8月25日，本公司簽訂定期貸款協議，就本集團籌措一般營運資金及向本集團任何成員公司的任何現有債務提供再融資，提供金額150,000,000美元(相等於約1,167,000,000港元)貸款。提供予本公司之貸款將於動用該貸款後分4期償還，於首提款日起計第30個月償還10%的貸款金額、於首提款日起計第36個月償還10%的貸款金額、於首提款日起計第42個月償還10%的貸款金額，及於首提款日起計第48個月償還餘下70%的貸款金額。



Directors' Report

董事會報告

Under the above facility agreements, in the event the Shum Family (comprising certain family members and relatives of Mr. Shum Siu Hung, Chairman of the Company as set out in the facility agreements) cease to remain as the largest shareholder and maintains less than 30% shareholdings of the Company, the facilities available to the Company will be cancelled and all outstanding amounts will then become immediately due and payable.

As at 31 December 2016 the Shum Family beneficially own approximately 41.32% in aggregate of the issued share capital of the Company.

Auditor

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board
Shum Siu Hung
 Chairman

Hong Kong, 21 March 2017

根據上述貸款協議，假如岑氏家族(按照貸款協議所述，包括本公司主席岑少雄先生與數位家庭成員及其親屬)未能保持為本公司最大股東，及擁有本公司少於30%已發行股本，該貸款將會被取消，所有未償金額將會即時到期並需即時償還。

於2016年12月31日，岑氏家族實益持有本公司已發行股本共約41.32%。

核數師

本公司將於應屆股東週年大會上提呈有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

承董事會命
 主席
岑少雄

香港，2017年3月21日



Independent Auditor's Report 獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF NEWOCEAN ENERGY HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of NewOcean Energy Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 73 to 191, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

致新海能源集團有限公司各股東

(於百慕達註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第73至191頁的新海能源集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於2016年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據《國際財務報告準則》真實而中肯地反映了貴集團於2016年12月31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，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據《國際審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據國際會計師職業道德準則理事會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

100 Making another century of impact
德勤百年慶 開創新紀元



Independent Auditor's Report

獨立核數師報告

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment of goodwill</p> <p>We identified the impairment of goodwill as a key audit matter due to the involvement of significant judgments and assumptions in determining the recoverable amounts. As at 31 December 2016, the carrying amount of goodwill is HK\$639,308,000 as disclosed in notes 4 and 18 to the consolidated financial statements.</p> <p>Goodwill has been allocated to individual cash-generating units ("CGUs") relating to the sales and distribution of LPG and oil products. Impairment of goodwill is assessed by comparing the recoverable amounts of CGUs to which the goodwill is allocated with their carrying values at the end of the reporting period. As at 31 December 2016, the recoverable amounts of the CGUs have been determined with reference to the value in use of the relevant CGUs, which require assumptions about suitable discount rates, growth rates, budgeted sales and gross margin in order to calculate the present value of the estimated future cash flows.</p>	<p>Our procedures in relation to the impairment of goodwill included:</p> <ul style="list-style-type: none"> Understanding the Group's impairment assessment process, including the impairment assessment model used and key assumptions used; Assessing the reasonableness of the assumptions made by the management by comparing the historical forecasts to the actual results; Testing the discount rates applied in the forecasts by comparing them to externally available data; Challenging the growth rates used by comparing against historical data to assess the reliability of the management's forecast; and

關鍵審核事項

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

我們的審計如何對關鍵審計事項進行處理

關鍵審計事項

商譽減值

於決定可收回金額時，由於商譽減值涉及重大判斷及假設，吾等識別商譽減值為關鍵審核事項。誠如綜合財務報表附註4及18所披露，於2016年12月31日，商譽之賬面值為639,308,000港元。

有關銷售及分銷液化氣及油品，商譽已分配到個別之現金產生單位（「現金產生單位」）。商譽減值乃透過將商譽所分配之現金產生單位之可收回金額與於報告期末賬面值作比較而作出評估。於2016年12月31日，現金產生單位之可收回金額參考相關現金產生單位之使用價值而釐定，當中需要作出有關適合貼現率，增長率，預算銷售及毛利率之假設，以計算未來現金流量之估計現值。

吾等就商譽減值之程序包括：

- 了解集團之減值評估流程，包括所用減值評估模式及所用主要假設；
- 透過分析實際結果之歷史預測，以評估管理層作出之假設之合理性；
- 透過將預測所用之貼現率與外部可用數據作比較，以測試貼現率；
- 對比較過往數據時所用之增長率提出疑問，以評估管理層預測之可靠性；及



Independent Auditor's Report

獨立核數師報告

Key audit matter

Recoverability of trade debtors and allowance for bad and doubtful debts

We identified the recoverability of trade debtors and allowance for bad and doubtful debts as a key audit matter due to the significance of the balance to the consolidated financial statements and significant management judgment is involved in determining the appropriate level of allowance for bad and doubtful debts. As at 31 December 2016, the carrying amount of the Group's trade debtors is HK\$3,164,818,000 as disclosed in note 25 to the consolidated financial statements.

As disclosed in note 4 to the consolidated financial statements, in assessing the recoverability of the trade debtors, the management considers the credit history including default or delay in payments, historical settlement records, subsequent settlements and aging analysis of trade debtors.

How our audit addressed the key audit matter

- Comparing the budgeted sales and gross margin against historical performance and the directors' strategic plans in respect of each CGU.

Our procedures in relation to assessing the recoverability of trade debtors and allowance for bad and doubtful debts included:

- Testing, on a sample basis, the aging analysis for trade debtors by checking to supporting documentation to assess the accuracy of the data used to determine allowances for bad and doubtful debts;
- Testing, on a sample basis, the details of settlements during the current year and the subsequent settlements to supporting documentation including bank receipts; and
- Assessing the recoverability of trade debtors and reasonableness of allowance for bad and doubtful debts by considering the credit history including default or delay in payments, settlement records and aging analysis of trade debtors.

關鍵審計事項

貿易應收賬款之可收回性及呆壞賬撥備

由於呆壞賬結餘對綜合財務報表之重要性及釐定適當水平之呆壞賬撥備涉及重大管理層判斷，吾等識別貿易應收賬款之可收回性及呆壞賬撥備為關鍵審核事項。誠如綜合財務報表附註25所披露，於2016年12月31日，本集團之貿易應收賬款賬面值為3,164,818,000港元。

誠如綜合財務報表附註4所述，於評估應收貿易賬款的可回收性時，本公司董事會考慮應收貿易賬款的信用記錄，包括違約或延期付款，過往結算記錄，其後結算及賬齡分析。

我們的審計如何對關鍵審計事項進行處理

- 將每個現金產生單位之預算銷售及毛利率與過往表現及董事策略計劃作比較。

吾等就評估貿易應收賬款之可收回性及呆壞賬撥備之程序包括：

- 透過檢查證明文件，按樣本基準測試貿易應收賬款，以評估釐定呆壞賬撥備所用之數據是否準確；
- 按樣本基準測試本年度的結算詳情及其後的證明文件（包括銀行收據）；及
- 透過考慮應收貿易賬款的信用記錄，包括違約或延期付款，結算記錄及賬齡分析，評估應收貿易賬款的可回收性及呆壞賬撥備的合理性。



Independent Auditor's Report

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Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資訊

貴公司董事需對其他資訊負責。其他資訊包括刊載於年報內的資訊，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資訊存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

治理層須負責監督貴集團的財務報告過程。



Independent Auditor's Report 獨立核數師報告

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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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.

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照《百慕達公司法》第90條¹的規定僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本行報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照《國際審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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



Independent Auditor's Report

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

We also provide those charged with governance 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.

除其他事項外，我們與治理層溝通了計畫的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。



Independent Auditor's Report 獨立核數師報告

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

The engagement partner on the audit resulting in the independent auditor's report is Yu Kin Man.

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計專案合夥人是俞堅民。

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

21 March 2017

執業會計師

德勤 • 關黃陳方會計師行

香港

2017年3月21日



Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2016

截至2016年12月31日止年度

				2016	2015
		Notes	HK\$'000		HK\$'000
		附註	千港元		千港元
Revenue	收入	5	15,700,406	15,514,990	
Cost of sales	銷售成本		(13,943,529)	(13,675,086)	
Gross profit	毛利		1,756,877	1,839,904	
Other gains and losses	其他所得及虧損	7	(122,258)	(343,596)	
Other income	其他收入	7	63,525	113,141	
Selling and distribution expenses	銷售及分銷支出		(383,641)	(352,071)	
Administrative expenses	行政支出		(307,937)	(282,310)	
Finance costs	融資成本	8	(180,087)	(194,953)	
Share of profits of joint ventures	分佔合營企業溢利		3,807	2,631	
Share of (losses) profits of associates	分佔聯營公司(虧損)溢利		(945)	13,009	
Profit before taxation	除稅前溢利	10	829,341	795,755	
Taxation	稅項	9	(79,181)	(36,783)	
Profit for the year	年內溢利		750,160	758,972	
Other comprehensive expense	其他全面支出				
Item that will not be reclassified to profit or loss:	不會重新分類到損益表之項目：				
Exchange differences arising on translation to presentation currency	因換算為列賬貨幣產生之匯兌差額		(230,219)	(210,056)	
Items that may be reclassified subsequently to profit or loss:	隨後可能會重新分類到損益表之項目：				
Fair value gain on available for sale investment	可供出售投資之公平值所得		35,617	8,932	
Reclassified to profit or loss upon the disposal of certain amount of available for sale investment	當出售一定金額的可供出售投資時重新分類到損益表		(12,874)	17,898	
			(207,476)	(183,226)	
Total comprehensive income for the year	年內總全面收益		542,684	575,746	



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

For the year ended 31 December 2016

截至2016年12月31日止年度

			2016	2015
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Profit for the year attributable to:	應佔年內溢利：			
Owners of the Company	本公司擁有人		749,397	756,643
Non-controlling interests	非控制權益		763	2,329
			750,160	758,972
Total comprehensive income (expense) attributable to:	應佔總全面收益(支出)：			
Owners of the Company	本公司擁有人		543,814	573,529
Non-controlling interests	非控制權益		(1,130)	2,217
			542,684	575,746
Earnings per share	每股盈利			
Basic	基本	14	HK\$0.51	HK\$0.51
Diluted	攤薄	14	N/A	HK\$0.51



Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2016
於2016年12月31日止

		2016		2015	
		Notes	HK\$'000	HK\$'000	
		附註	千港元	千港元	
Non-current assets	非流動資產				
Property, plant and equipment	物業、機器及設備	15	2,160,093	1,506,653	
Land use rights	土地使用權	16	401,633	266,611	
Prepaid lease payments for coast	海岸預付租賃款項	17	5,983	7,214	
Goodwill	商譽	18	639,308	658,648	
Other intangible assets	其他無形資產	19	399,926	357,310	
Interests in associates	聯營公司權益	20	7,739	15,960	
Interests in joint ventures	合營企業權益	21	23,600	21,332	
Available for sale investment	可供出售投資	22	—	37,770	
Deposits paid	已付按金	23	375,280	663,005	
Deferred tax assets	遞延稅項資產	33	352	3,197	
			4,013,914	3,537,700	
Current assets	流動資產				
Inventories	存貨	24	933,534	260,285	
Trade debtors and bills receivable	應收貿易賬款及應收票據	25	3,289,310	2,518,348	
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項	25	1,773,808	1,890,558	
Amounts due from associates	應收聯營公司款項	26	2,938	124,303	
Amount due from a joint venture	應收一家合營企業款項	26	4,275	1,078	
Derivative financial instruments	衍生財務工具	44	45	12,378	
Land use rights	土地使用權	16	19,452	11,701	
Prepaid lease payments for coast	海岸預付租賃款項	17	769	822	
Properties held for sales	持有待售物業		147,670	157,754	
Properties under development for sales	待售發展中物業	27	388,665	211,959	
Pledged bank deposits	已抵押銀行存款	28	112,151	1,108,142	
Bank balances and cash	銀行結餘及現金	28	1,857,597	1,569,937	
			8,530,214	7,867,265	
Current liabilities	流動負債				
Trade creditors and bills payable	應付貿易賬款及應付票據	29	1,599,956	641,816	
Other creditors and accrued charges	其他應付賬款及應計費用		482,367	214,952	
Amount due to an associate	應付一家聯營公司款項	30	13,819	8,706	
Amount due to a joint venture	應付一家合營企業款項	30	2,916	479	
Derivative financial instruments	衍生財務工具	44	1,961	25,785	
Tax liabilities	稅務負債		109,767	60,031	
Borrowings secured by pledged bank deposits	由已抵押銀行存款擔保的借款				
— repayable within one year	— 須於一年內償還	31	108,920	1,370,614	
Borrowings secured by other assets	由其他資產擔保的借款				
— repayable within one year	— 須於一年內償還	31	15,560	11,227	
Borrowings unsecured — repayable within one year	無擔保的借款 — 須於一年內償還	31	1,930,837	1,532,972	
			4,266,103	3,866,582	
Net current assets	流動資產淨值		4,264,111	4,000,683	
Total assets less current liabilities	總資產減流動負債		8,278,025	7,538,383	



Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2016
於2016年12月31日止

			2016	2015
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Capital and reserves	資本及儲備			
Share capital	股本	32	148,040	148,040
Share premium and other reserves	股份溢價及其他儲備		5,709,187	5,202,383
Equity attributable to owners of the Company	本公司之權益持有人應佔權益		5,857,227	5,350,423
Non-controlling interests	非控制權益		83,718	38,193
Total equity	總權益		5,940,945	5,388,616
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	33	99,856	116,012
Borrowings secured by other assets	由其他資產擔保的借款			
— repayable over one year	— 須於一年後償還	31	37,429	30,404
Borrowings unsecured	無擔保借款			
— repayable over one year	— 須於一年後償還	31	2,199,795	2,003,351
			2,337,080	2,149,767
			8,278,025	7,538,383

The consolidated financial statements on pages 73 to 191 were approved and authorised for issue by the Board of Directors on 21 March 2017 and are signed on its behalf by:

董事會已於2017年3月21日審批及授權印發第73至191頁之綜合財務報表，並由下列董事代表簽署：

Shum Siu Hung

岑少雄

DIRECTOR

董事

Shum Chun Lawrence

岑濶

DIRECTOR

董事



Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2016
截至2016年12月31日止年度

		Attributable to owners of the Company 本公司之擁有人應佔											Non-controlling interests		Total
		Share capital	Share premium	Special reserve	Statutory surplus reserves	Exchange reserve	Share options reserve	Investment revaluation reserve	Contributed surplus accounts	Other reserve	Retained profits	Total		Total	
		股本	股份溢價	特別儲備	法定盈餘儲備	匯兌儲備	購股權儲備	重估投資儲備	繳入盈餘賬	其他儲備	保留溢利	總權益	非控制權益	總權益	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note i) (附註i)	HK\$'000 千港元 (Note ii) (附註ii)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 January 2015	於2015年 1月1日	148,040	1,439,717	122,085	46,650	212,859	3,743	(49,573)	1,667	(127)	2,949,539	4,874,600	31,184	4,905,784	
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	756,643	756,643	2,329	758,972	
Exchange differences arising on translation to presentation currency	因換算為列賬貨幣產生匯兌差額	-	-	-	-	(209,944)	-	-	-	-	-	(209,944)	(112)	(210,056)	
Fair value gain on available for sale investment	可供出售投資公平值所得	-	-	-	-	-	-	8,932	-	-	-	8,932	-	8,932	
Reclassified to profit or loss upon the disposal of certain amount of available for sale investment	出售一定數額的可供出售投資時重新分類到損益表	-	-	-	-	-	-	17,898	-	-	-	17,898	-	17,898	
Total comprehensive (expense) income for the year	年內全面(支出)收益總額	-	-	-	-	(209,944)	-	26,830	-	-	756,643	573,529	2,217	575,746	
Incorporation of subsidiaries with non-controlling interests	成立有非控制權益之附屬公司	-	-	-	-	-	-	-	-	-	-	-	4,792	4,792	
Appropriations	分派	-	-	-	1,857	-	-	-	-	-	(1,857)	-	-	-	
Dividend paid (note 13)	已付股息(附註13)	-	-	-	-	-	-	-	-	-	(97,706)	(97,706)	-	(97,706)	
Transfer to retained profits upon expiration of share options	當購股權到期時轉移到保留溢利	-	-	-	-	-	(3,743)	-	-	-	3,743	-	-	-	
At 31 December 2015	於2015年 12月31日	148,040	1,439,717	122,085	48,507	2,915	-	(22,743)	1,667	(127)	3,610,362	5,350,423	38,193	5,388,616	



Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2016

截至2016年12月31日止年度

		Attributable to owners of the Company 本公司之擁有人應佔											Non-controlling interests		Total
		Share capital	Share premium	Special reserve	Statutory surplus reserves	Exchange reserve	Share options reserve	Investment revaluation reserve	Contributed surplus accounts	Other reserve	Retained profits	Total	Non-controlling interests	Total	
		股本	股份溢價	特別儲備	法定盈餘儲備	匯兌儲備	購股權儲備	重估投資儲備	繳入盈餘賬	其他儲備	保留溢利	總權益	非控制權益	總權益	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note i) (附註i)	HK\$'000 千港元 (Note ii) (附註ii)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	749,397	749,397	763	750,160	
Exchange differences arising on translation to presentation currency	因換算為列賬貨幣產生匯兌差額	-	-	-	-	(228,326)	-	-	-	-	-	(228,326)	(1,893)	(230,219)	
Fair value gain on available for sale investment	可供出售投資的公平值所得	-	-	-	-	-	-	35,617	-	-	-	35,617	-	35,617	
Reclassified to profit or loss upon the disposal of certain amount of available for sale investment	出售一定數額的可供出售投資時重新分類到損益表	-	-	-	-	-	-	(12,874)	-	-	-	(12,874)	-	(12,874)	
Total comprehensive (expense) income for the year	年內全面(支出)收益總額	-	-	-	-	(228,326)	-	22,743	-	-	749,397	543,814	(1,130)	542,684	
Incorporation of subsidiaries with non-controlling interests	成立有非控制權益之附屬公司	-	-	-	-	-	-	-	-	-	-	-	46,655	46,655	
Appropriations	分派	-	-	-	5,185	-	-	-	-	-	(5,185)	-	-	-	
Dividend paid (note 13)	已付股息(附註13)	-	-	-	-	-	-	-	-	-	(37,010)	(37,010)	-	(37,010)	
At 31 December 2016	於2016年12月31日	148,040	1,439,717	122,085	53,692	(225,411)	-	-	1,667	(127)	4,317,564	5,857,227	83,718	5,940,945	

Notes:

附註：

- (i) The special reserve of the Group represents the difference between the share capital, share premium and capital redemption reserve of the Group's former ultimate holding company whose shares were exchanged for the Company's shares and the nominal amount of the share capital issued by the Company pursuant to a scheme of arrangement dated 14 April 1999.
- (ii) The statutory surplus reserves represent enterprise development and general reserve funds appropriated from the profit after taxation of subsidiaries established in the People's Republic of China (the "PRC") in accordance with the PRC laws and regulations.
- (i) 本集團之特別儲備指其股份換取本公司股份之本集團前最終控股公司之股本、股份溢價及資本贖回儲備，與本公司根據1999年4月14日訂立之債務償還安排計劃而發行股份之面值之差額。
- (ii) 法定盈餘儲備指根據中華人民共和國(「中國」)之法律及規例中國成立之附屬公司除稅後溢利所分派之企業發展及一般儲備基金。



Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2016
截至2016年12月31日止年度

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before taxation	年內溢利	829,341	795,755
Adjustments for:	調整：		
Share of profits of joint ventures	分佔一家合營企業溢利	(3,807)	(2,631)
Share of losses (profits) of associates	分佔聯營公司虧損(溢利)	945	(13,009)
Finance costs	融資成本	180,087	194,953
Interest income	利息收入	(53,299)	(110,808)
(Gain) loss on fair values changes of derivative financial instruments	衍生財務工具公平值改變之(所得)虧損	(18,966)	33,690
(Gain) loss on disposal of available for sale investment	出售可供出售投資之(所得)虧損	(12,874)	17,898
Depreciation of property, plant and equipment	物業、機器及設備折舊	99,868	88,587
Loss on disposal and written off of property, plant and equipment	出售及撇銷物業、機器及設備虧損	5,294	4,632
Amortisation of land use rights	土地使用權攤銷	10,498	10,806
Amortisation of prepaid lease payments for coast	海岸預付租賃款項攤銷	806	860
Amortisation of other intangible assets	其他無形資產攤銷	41,621	43,404
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	1,079,514	1,064,137
(Increase) decrease in inventories	存貨(增加)減少	(674,960)	174,820
(Increase) decrease in trade debtors and bills receivable	應收貿易賬款及應收票據(增加)減少	(782,080)	515,058
Decrease (increase) in other debtors, deposits and prepayments	其他應收賬款、按金及預付款項減少(增加)	56,904	(457,168)
Decrease in amounts due from associates	應收一家聯營公司款項減少	121,365	218,283
Increase in amount due from a joint venture	應收一家合營企業款項增加	(3,197)	(1,078)
Increase in properties under development for sales	待售發展中物業增加	(115,394)	—
Increase (decrease) in trade creditors and bills payable	應付貿易賬款及應付票據增加(減少)	968,139	(723,448)
Increase (decrease) in other creditors and accrued charges	其他應付賬款及應計費用增加(減少)	269,134	(77,038)
Increase in amount due to an associate	應付一家聯營公司款項增加	5,113	8,706
Increase (decrease) in amount due to a joint venture	應付一家合營企業款項增加(減少)	2,437	(30)
Decrease in properties held for sales	持有待售物業減少	—	17,377
Decrease (increase) in derivative financial instruments	衍生財務工具減少(增加)	9,236	(22,661)
Cash generated from operations	經營產生現金額	936,211	716,958
Income tax paid	支付所得稅	(32,450)	(27,708)
NET CASH FROM OPERATING ACTIVITIES	經營業務產生現金淨額	903,761	689,250

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2016

截至2016年12月31日止年度

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
	Notes 附註		
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	25,415	86,670
Acquisition of intangible assets through purchase of subsidiaries (net of cash and cash equivalents acquired)	透過購入附屬公司收購無形資產(已扣除所得之現金及等同現金項目)	(100,715)	(100,000)
Dividend received from an associate	向聯營公司收取股息	6,721	15,022
Addition of land use rights	增添土地使用權	(169,354)	(25,047)
Purchase of property, plant and equipment	購置物業、機器及設備	(419,069)	(26,225)
Withdrawal of pledged bank deposits	收回已抵押銀行存款	2,579,760	4,856,908
Placement in pledged bank deposits	存放已抵押銀行存款	(1,589,866)	(2,482,069)
Refund of the registered capital from an associate	一家聯營公司退回註冊資本	—	61,432
Proceeds from disposals of property, plant and equipment	出售物業、機器及設備所得	452	—
Proceeds from disposal of available for sale investment	出售可供出售投資所得	72,856	53,120
Capital contribution to an associate	向一家聯營公司出資	—	(8,986)
Increase in deposits paid	已付按金之增加	(177,910)	(554,686)
NET CASH FROM INVESTING ACTIVITIES	投資活動產生現金淨額	228,290	1,876,139
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(176,156)	(153,084)
New borrowings raised	籌得新借款	10,571,748	9,835,734
Repayment of borrowings	償還借款	(11,227,775)	(12,303,705)
Dividend paid	已付股息	(37,010)	(97,706)
Capital contribution from non-controlling shareholders of two subsidiaries	來自兩家附屬公司的非控制股東之出資	46,655	4,792
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(822,538)	(2,713,969)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及等同現金項目增加(減少)淨額	309,513	(148,580)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	(21,853)	(20,104)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及等同現金項目	1,569,937	1,738,621
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年末現金及等同現金項目	1,857,597	1,569,937
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及等同現金項目分析		
Bank balances and cash	銀行結餘及現金	1,857,597	1,569,937



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

1. General

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its ultimate and immediate holding company is Uniocean Investments Limited (“Uniocean”), a company incorporated in the British Virgin Islands. The Company acts as an investment holding company. The principal activities of the Group are the sales and distribution of liquefied petroleum gas (“LPG”) and natural gas (“NG”), oil products business and sales of electronic products.

The functional currency of the Company is Renminbi (“RMB”), the currency of the primary economic environment in which the Group operates. For the purpose of the consolidated financial statements and convenience of the financial statements users, the results and financial position of the Group are expressed in Hong Kong dollars (“HK\$”), the presentation currency for the consolidated financial statements.

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 Investment entities: Applying the consolidation exception

Amendments to HKFRS 11 Accounting for acquisitions of interests in joint operations

Amendments to HKAS 1 Disclosure initiative

Amendments to HKAS 16 and HKAS 38 Clarification of acceptable methods of depreciation and amortisation

Amendments to HKAS 16 and HKAS 41 Agriculture: Bearer plants

Amendments to HKFRSs Annual improvements to HKFRSs 2012 – 2014 cycle

1. 一般資料

本公司乃於百慕達註冊成立之獲豁免有限責任公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。其最終及直接控股公司為海聯控股有限公司（「海聯」），一間於英屬處女島註冊成立之公司。本公司乃投資控股公司。本集團之主要業務為銷售及分銷液化石油氣（「液化氣」）及天然氣（「天然氣」）、油品業務及銷售電子產品。

本公司之功能貨幣為人民幣（「人民幣」），為本集團經營所在主要經濟環境之貨幣。為編製綜合財務報表及方便財務報表使用者，本集團之業績及財務狀況以港元（「港元」）（綜合財務報表列賬貨幣）表示。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

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

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂本 投資實體：應用合併的例外情況

香港財務報告準則第11號之修訂本 收購共同經營權益之會計法

香港會計準則第1號之修訂本 披露主動性

香港會計準則第16號及香港會計準則第38號之修訂本 可接受折舊及攤銷方式之澄清

香港會計準則第16號及香港會計準則第41號之修訂本 農業：生產性植物

香港財務報告準則之修訂本 於2012年至2014年週期之香港財務報告準則之年度改進



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 9	Financial instruments ¹
HKFRS 15	Revenue from contracts with customers and the related amendments ¹
HKFRS 16	Leases ²
Amendments to HKFRS 2	Classification and measurement of share-based payment transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture ³
Amendments to HKAS 7	Disclosure initiative ⁴
Amendments to HKAS 12	Recognition of deferred tax assets for unrealised losses ⁴

- 1 Effective for annual periods beginning on or after 1 January 2018
- 2 Effective for annual periods beginning on or after 1 January 2019
- 3 Effective for annual periods beginning on or after a date to be determined
- 4 Effective for annual periods beginning on or after 1 January 2017

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度應用新訂香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況，及／或此等綜合財務報表所載之披露事項並無重大影響。

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	財務工具 ¹
香港財務報告準則第15號	來自合約客戶之收益及相關修訂本 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第2號之修訂本	以股份為基礎之支出交易的分類計量 ¹
香港財務報告準則第4號之修訂本	與香港財務報告準則第4號保險合約一併應用的香港財務報告準則第9號財務工具 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者及其聯營公司或合營企業出售或注入資產 ³
香港會計準則第7號之修訂本	披露主動性 ⁴
香港會計準則第12號之修訂本	就未實現虧損確認遞延稅項資產 ⁴

- 1 於2018年1月1日或之後開始之年度期間生效。
- 2 於2019年1月1日或之後開始之年度期間生效。
- 3 於稍後決定之日期或之後開始之年度期間生效。
- 4 於2017年1月1日或之後開始之年度期間生效。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HKFRS 15 Revenue from contracts with customers

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

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

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

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

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

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第15號「客戶合同收入」

香港財務報告準則第15號已頒佈並建立了一個單一的綜合模型，以確認來自客戶合同的收入。當香港財務報告準則第15號生效時，將取代現時沿用的收入確認指引包括香港會計準則第18號「收入」、香港會計準則第11號「建造合同」及相關的詮釋。

香港財務報告準則第15號的核心原則乃一個實體應確認收入以體現向客戶轉讓承諾貨品或服務的數額，並反映實體預期交換該等貨品或服務而應得的對價。具體來說，該準則引入了五步法來確認收入：

- 第1步：確定與一個客戶的合同
- 第2步：確定合同內的履約義務
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合同內的履約義務
- 第5步：當實體符合履約義務時確認收入

根據香港財務報告準則第15號，當一個實體符合履約義務時確認收入，即當貨品或服務按特定的履約義務轉移並由客戶「控制」時。更為規範的指引已加入香港財務報告準則第15號內以茲處理特別的情況。此外，香港財務報告準則第15號亦要求較廣泛的披露。

於2016年，香港會計師公會頒佈香港財務報告準則第15號的釐清有關識別履約責任、主體代理安排及許可應用指引。

本公司董事預期，於未來應用香港財務報告準則第15號可能導致更多的披露，然而，本公司董事並不預期應用香港財務報告準則第15號，於各自的報告期間確認收入的時間及金額有重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HKFRS 16 Leases

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

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

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

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

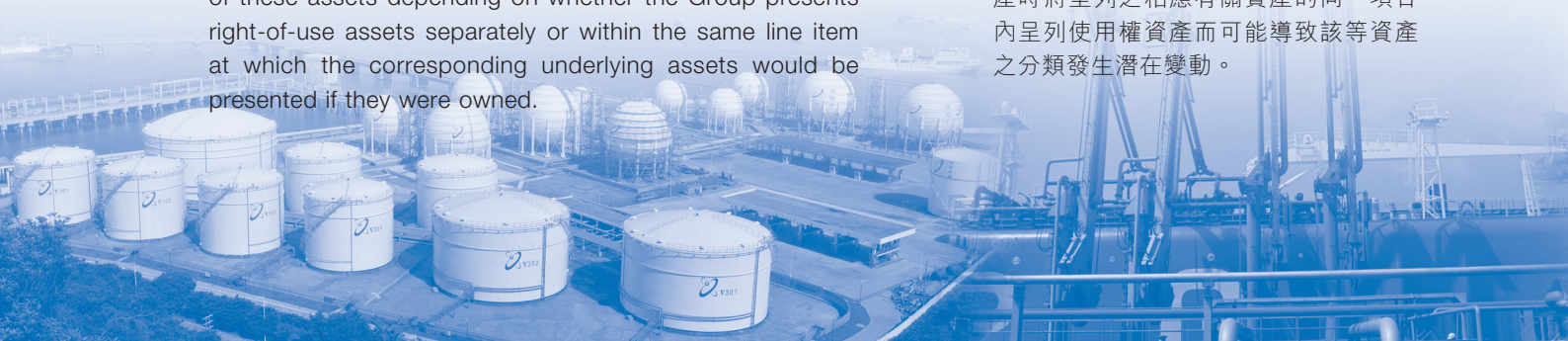
香港財務報告準則第16號「租賃」

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

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

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

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



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
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2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HKFRS 16 Leases (Continued)

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

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2016, the Group has non-cancellable operating lease commitments of approximately HK\$156,945,000 as disclosed in note 38. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors of the Company complete a detailed review.

In the opinion of the directors, the application of the other new and amendments to HKFRS issued but not yet effective is not expected to have a material effect on the consolidated financial statements.

3. Significant Accounting Policies

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第16號「租賃」(續)

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

此外，香港財務報告準則第16號要求全面的披露。

誠如附註38所披露，於2016年12月31日本集團擁有不可撤銷經營租約承攬約156,945,000港元。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃之定義，因此本集團將就所有該等租賃確認使用權資產及相應的負債，除非有關租賃於應用香港財務報告準則第16號後符合低價值或短期租賃。此外，應用新安排可能導致上文所述計量、呈列及披露發生變動。然而，於董事完成詳盡審閱前，提供有關財務影響之合理估計並不切實際。

董事認為，應用其他已頒佈但尚未生效之新訂及經修訂香港財務報告準則預期不會對綜合財務報表構成重大影響。

3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則(「上市規則」)及香港公司條例(「香港公司條例」)規定之適用披露事項。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

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3. Significant Accounting Policies (Continued)

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

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

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

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

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

The principal accounting policies are set out below.

3. 主要會計政策(續)

綜合財務報表乃按歷史成本基準編製，惟如下文所載之會計政策所解釋，若干物業及財務工具乃於各報告期末按公平值計算。

歷史成本一般以交換貨品及服務所付出代價之公平值為基準。

公平值為於計量日期市場參與者間按有序交易出售資產所收取或轉讓負債所支付之價格，而不論該價格為直接可觀察或使用其他估值技術估計得出。於估計資產或負債之公平值時，倘該等市場參與者於計量日期為資產或負債定價時將考慮資產或負債之特點，則本集團會考慮該等特點。於此等綜合財務報表中作計量及／或披露用途之公平值乃按該基準釐定，惟屬於香港財務報告準則第2號「以股份為基礎之付款」範圍內之以股份為基礎之付款、屬於香港會計準則第17號「租賃」範圍內之租賃交易，以及與公平值相似但並非公平值(例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值)之計量除外。

此外，就財務報告而言，公平值計量乃分類為第一級、第二級或第三級，乃按公平值計量輸入數據之可觀察程度及輸入數據對公平值計量整體而言之重要性劃分，載述如下：

- 第一級輸入數據為實體於計量日期在活躍市場可取得之相同資產或負債之所報價格(未經調整)；
- 第二級輸入數據為資產或負債之直接或間接可觀察輸入數據，惟計入第一級之所報價格除外；及
- 第三級輸入數據為資產或負債之無法觀察輸入數據。

主要會計政策載列於下文。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
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3. Significant Accounting Policies (Continued)

Basis of consolidation

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

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

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

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

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

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

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.

3. 主要會計政策(續)

綜合基準

綜合財務報表包括本公司及本公司控制之實體以及其附屬公司之財務報表。本公司於以下情況擁有控制權：

- 對投資對象擁有權力；
- 承受或享有自其參與投資對象業務所產生可變回報之風險及利益；及
- 有能力使用其權力影響其回報。

倘事實及情況顯示一項或多項上文所列之三項控制權元素出現變動，則本集團會重新評估其是否控制投資對象。

當本集團取得附屬公司之控制權時開始合併附屬公司賬目，並於本集團失去附屬公司之控制權時終止合併。特別是，於年內收購或出售之附屬公司之收入及開支乃自本集團取得控制權當日直至本集團終止控制附屬公司當日，計入綜合損益及其他全面收益表中。

損益及其他全面收益之各個項目乃撥歸本公司擁有人及非控制權益。附屬公司之全面收益總額乃撥歸本公司擁有人及非控制權益，即使此舉將導致非控制權益出現虧絀結餘。

於有需要時，附屬公司之財務報表會作出調整，以令其會計政策與本集團其他成員公司所採納者保持一致。

所有集團內公司間之資產及負債、權益、收入、開支及與本集團成員公司間交易有關之現金流量乃於綜合入賬時全數撇銷。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing subsidiaries

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

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

3. 主要會計政策(續)

綜合基準(續)

本集團於現有附屬公司之擁有權權益變動

本集團於附屬公司之擁有權益變動若無導致本集團失去對有關附屬公司之控制權，則按權益交易入賬。本集團權益及非控股權益之賬面值作出調整，以反映其於附屬公司之相關權益變動。重新分估相關權益部份非控股權益之調整金額以及已付或已收代價之公平值間之任何差額直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去一家附屬公司之控制權，盈虧乃於損益中確認，並按以下兩者之差額計算(i)已收代價公平值與任何保留權益公平值之總和；及(ii)本公司持有人應佔附屬公司之資產(包括商譽)及負債之賬面值。所有先前就該附屬公司於其他全面收益確認之金額乃假設本集團已直接出售附屬公司之有關資產或負債而入賬(即按適用香港財務報告準則訂明/允許重新分類至損益或轉撥至另一權益類別)。於失去控制權當日於前附屬公司保留之任何投資之公平值被視為其後根據香港會計準則第39號初步確認之公平值，或(如適用)初步確認於一家聯營公司或一家合營企業之投資成本。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Business combinations

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

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income taxes” and HKAS 19 “Employee benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 “Share-based payment” at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current assets held for sale and discontinued operations” are measured in accordance with that standard.

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

3. 主要會計政策(續)

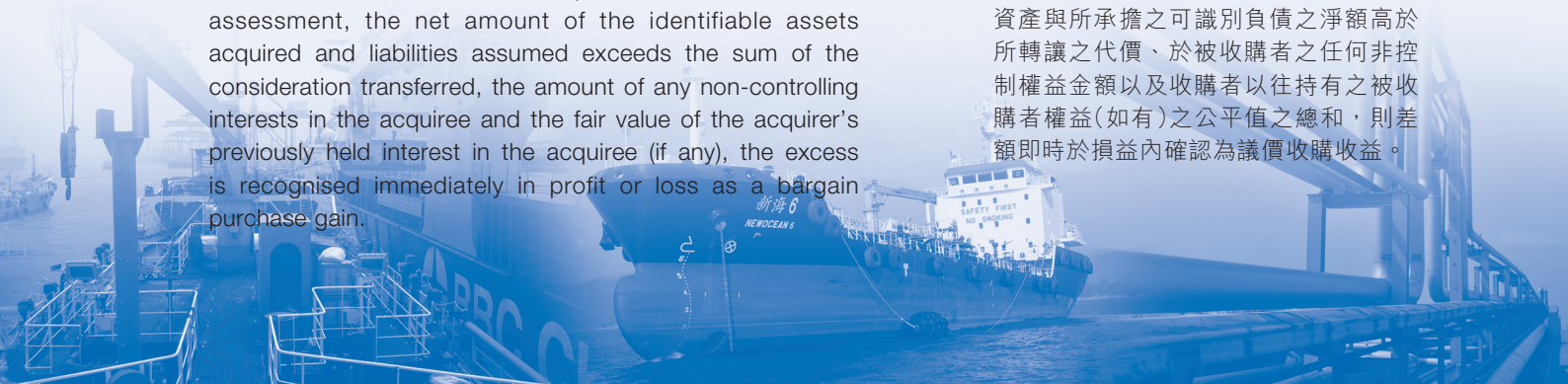
業務合併

收購業務使用收購法列賬。於業務合併中轉讓之代價乃按公平值計量，而公平值乃按本集團所轉讓資產、本集團向被收購者前擁有人承擔之負債，及本集團為交換被收購者控制權而發行股權於收購日期之公平值之總和計算。收購相關成本一般在產生時於損益中確認。

於收購日期，已收購可識別資產及已承擔可識別負債乃按公平值確認，但以下各項除外：

- 遞延稅務資產或負債及僱員福利安排之相關負債或資產，乃分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計算；
- 與被收購者以股份為基礎之付款支出安排有關或本集團訂立以取代被收購者以股份為基礎之付款安排之股份為基礎之付款安排有關之負債或股本工具，乃於收購日期根據香港財務報告準則第2號「以股份為基礎之付款」計算（見下文之會計政策）；及
- 根據香港財務報告準則第5號「持有作出售之非流動資產及已終止經營業務」分類為持有待售之資產（或出售組別）乃根據該準則計算。

商譽是以所轉讓代價、於被收購者之任何非控制權益金額，及收購者以往持有之被收購者股權（如有）之公平值之總和，超出所收購可識別資產與所承擔可識別負債於收購日期之淨值後之差額計算。倘經重新評估後，所收購之可識別資產與所承擔之可識別負債之淨額高於所轉讓之代價、於被收購者之任何非控制權益金額以及收購者以往持有之被收購者權益（如有）之公平值之總和，則差額即時於損益內確認為議價收購收益。



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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Business combinations (Continued)

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

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

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

3. 主要會計政策(續)

業務合併(續)

屬現時擁有權益且於清盤時讓持有人有權按比例分佔相關附屬公司資產淨值之非控制權益，可初步按公平值或非控制權益分佔被收購者可識別資產淨值之已確認金額比例計算。計量基準視乎每項交易而作出選擇。其他種類之非控制權益乃按其公平值計算。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價按其收購日期公平值計算並視為於業務合併中所轉撥之代價一部份。或然代價之公平值變動(如符合計量期間調整資格)可回顧調整，並對商譽作出相應調整。計量期間調整為於「計量期間」就於收購日期存在之事實及情況獲得額外資訊而引致之調整。計量期間不超過收購日期起計一年內。

不符合計量期間調整資格之或然代價之隨後入賬，取決於或然代價如何劃分。劃分為權益之或然代價並無於隨後申報日期重新計算，而是隨後於權益內入賬。劃分為資產或負債之或然代價於隨後呈報日期重新計算為公平值，而相應之收益或虧損於損益中確認。



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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Business combinations (Continued)

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

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

Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see accounting policy above) less any accumulated impairment losses, if any.

3. 主要會計政策(續)

業務合併(續)

倘業務合併分階段完成，本集團先前持有被收購方權益重新計算至收購日期(即本集團獲得控制權當日)之公平值，而所產生之收益或虧損(如有)於損益確認。在收購日前於其他全面收益中確認來自被收購方權益之金額，在權益出售時重新分類至損益。

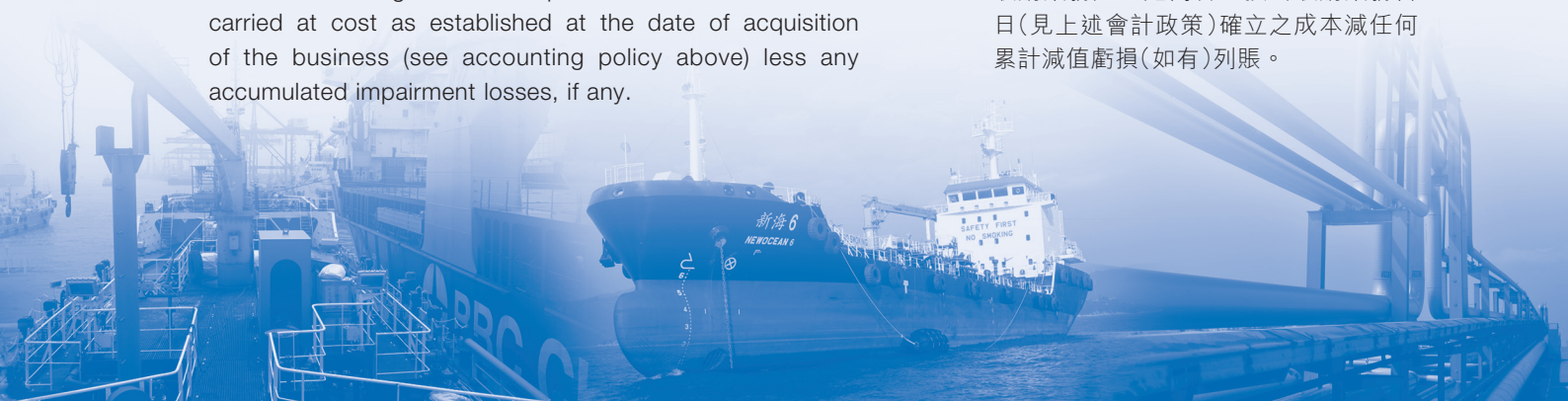
倘於合併產生之呈報期末仍未完成業務合併之初步會計處理，本集團則就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間(見上文)內作出調整，且確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

收購並不構成一項業務之一間附屬公司

本集團收購一組並不構成一項業務之資產及負債時，首先會按公平值分配購買價至財務資產及財務負債以識別及確認已收購之個別可識別資產及已承擔負債，而購買價之餘額其後會按其於購買日期之相對公平值分配至其他個別可識別資產及負債。有關交易並不會產生商譽或議價購買收益。

商譽

收購業務產生之商譽乃按於收購業務當日(見上述會計政策)確立之成本減任何累計減值虧損(如有)列賬。



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3. Significant Accounting Policies (Continued)

Goodwill (Continued)

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

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

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described below.

Investments in associates and joint ventures

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

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

3. 主要會計政策(續)

商譽(續)

就減值測試而言，商譽乃被分配到本集團各現金產生單位(或現金產生單位之組別)，預期彼等從合併之協同效應中受益，並代表了為內部管理的監測商譽的最底水平，而不大於營運分類。

已獲分配商譽之現金產生單位(或現金產生單位之組別)每年或於單位有可能出現減值之跡象時更頻繁地進行減值測試。就於某個呈報期之收購所產生之商譽而言，商譽已獲分配之現金產生單位(或現金產生單位之組別)於該呈報期末之前進行減值測試。當可收回金額少於該單位之賬面值，則減值虧損首先被分配，並削減分配到任何商譽之賬面值，其後以單位(或現金產生單位之組別)各資產之賬面值為基準按比例分配到該單位之其他資產。

出售相關現金產生單位時，商譽之應佔金額在釐定出售損益之金額時計算在內。

本集團有關收購一家聯營公司及合營公司所產生之商譽之政策載述如下。

投資於聯營公司及合營企業

聯營公司為本集團可對其行使重大影響力之實體。重大影響為有權參與受投資方之財務及營運決策，惟並非控制或共同控制該等決策。

合營企業為一項共同安排，據此，對安排擁有共同控制權之訂約方對該安排之資產淨值享有權利。共同控制指按照合約協定對安排共同享有控制權，共同控制僅在相關活動要求共同享有控制權之訂約方作出一致同意之決定時存在。



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3. Significant Accounting Policies (Continued)

Investments in associates and joint ventures

(Continued)

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

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

3. 主要會計政策(續)

投資於聯營公司及合營企業(續)

聯營公司及合營企業之業績及資產與負債採用權益會計法計入綜合財務報表。本集團類似交易和類似情況下之事項，用於權益會計法之聯營公司及合營企業之財務報表以統一會計政策編製。根據權益法，於聯營公司或合營企業之投資初步按成本於綜合財務狀況表列賬，並於其後作出調整，以確認本集團應佔聯營公司或合營企業之損益及聯營公司或合營企業之其他全面收益。倘本集團應佔聯營公司或合營企業之虧損超出其於該聯營公司或合營企業之權益(包括實際組成本集團於該聯營公司或合營企業投資淨值其中部份之任何長期權益)，則本集團終止確認其應佔之進一步虧損。倘本集團產生法定或推定責任或代表該聯營公司或合營企業付款，方始額外確認虧損。

於聯營公司或合營企業之投資乃自投資對象成為聯營公司或合營企業當日起按權益法入賬。在收購聯營公司或合營企業之投資時，任何投資成本大於本集團應佔投資對象可識別資產及負債之公平淨值之差額乃確認為商譽，並已計入投資之賬面值。任何本集團應佔可識別資產及負債之公平淨值大於投資成本之差額，乃於重新評估後在收購投資期間即時於損益中確認。



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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Investments in associates and joint ventures

(Continued)

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

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

3. 主要會計政策(續)

投資於聯營公司及合營企業(續)

香港會計準則第39號之規定適用於釐定有否需要就本集團於聯營公司或合營企業之投資確認任何減值虧損。如有需要，投資之全部賬面值(包括商譽)會根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，方法為將可收回金額(即使用價值與公平值減銷售成本之較高者)與其賬面值作比較。任何已確認之減值虧損構成投資賬面值之一部份。倘其後投資之可收回金額增加，則根據香港會計準則第36號確認該減值虧損之任何撥回。

當本集團不再受聯營公司的重大影響或合營企業的共同控制，會被視為出售被投資方全部利益，所產生的損益會在損益中確認。當本集團保留於前聯營公司或合營企業之權益，且在香港會計準則第39號範圍內保留權益為財務資產時，則本集團於當日按公平值計量保留權益，而公平值則被視為根據香港會計準則第39號初步確認時之公平值。聯營公司或合營企業於終止使用權益法當日之賬面值與任何保留權益之公平值及出售聯營公司或合營企業部份權益所得任何所得款項之間的差額，乃計入釐定出售聯營公司或合營企業之損益。此外，倘該聯營公司或合營企業直接出售相關資產或負債，則本集團可能需要按相同基準計入有關該聯營公司或合營企業的以往於其他全面收益確認的所有金額。因此，倘聯營公司或合營企業以往於其他全面收益確認之損益重新分類為出售相關資產或負債之損益賬，則本集團將於終止使用權益法時將權益盈虧重新分類至損益(列作重新分類調整)。



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3. Significant Accounting Policies (Continued)

Investments in associates and joint ventures

(Continued)

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

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

When a group entity transacts with an associate or a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Revenue recognition

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

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

3. 主要會計政策(續)

投資於聯營公司及合營企業(續)

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

當本集團削減於聯營公司或合營企業之所有權權益，惟本集團繼續使用權益法時，倘以往於其他全面收益確認有關削減所有權權益之盈虧部分將於出售相關資產或負債時重新分類至損益，則本集團會將該盈虧重新分類至損益。

倘一家集團實體與本集團之聯營公司或合營企業進行交易(例如出售或注入資產)，則本集團之綜合財務報表確認與該聯營公司或合營企業交易所產生之損益時，僅限於該聯營公司或合營企業與本集團以外之權益。

收入確認

收入按已收或應收代價之公平值計算，收入已扣除估計客戶退貨、回扣及其他類似撥備。

當收入的金額能夠可靠計量；當未來經濟利益很可能流入本集團及當本集團每項活動均符合具體條件時(如下文所述)，本集團方會確認收入。



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3. Significant Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Specifically, revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers.

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

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purpose other than construction in progress, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

3. 主要會計政策(續)

收入確認(續)

貨物銷售之收入乃於貨品已付運及所有權已移交，並達成下列條件時確認：

- 本集團將貨品所有權之重大風險和回報轉移予買方；
- 本集團並無保留一般與所有權相關之持續管理參與，亦無實際控制已售貨品；
- 收入金額能可靠計算；
- 交易相關之經濟利益很可能流入本集團；及
- 交易已錄得或將錄得之成本能可靠計算。

具體而言，於一般業務過程中銷售物業所產生之收入乃於相關物業已竣工並向買方交付時確認。

財務資產利息收入乃於經濟利益將很可能流入本集團及收入金額能可靠地計算時確認。利息收入根據本金結餘及適用實際利率按時間比例計算入賬，而適用利率為透過財務資產之預期年期將估計日後現金收入實際折現至該資產之初步確認賬面淨值之比率。

本集團有關確認經營租賃所產生收入之會計政策載述於下文有關租賃之會計政策。

物業、機器及設備

除在建工程外，物業、機器及設備，包括持作生產用途或提供貨物或服務，或作行政樓宇用途之樓宇乃於綜合財務狀況表按成本值扣減其後累計折舊及累計減值虧損(如有)入賬。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
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3. Significant Accounting Policies (Continued)

Property, plant and equipment (Continued)

Depreciation and amortisation are recognised so as to write off the cost of assets, other than construction in progress, over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. For vessels, the residual value of each vessel is equal to the product of its light weight tonnage and estimate scrape rate.

Vessel components costs include the cost of major components which are usually replaced or renewed at dry dockings. The Group capitalises dry docking costs as they are incurred and depreciates these costs using the straight-line method over their estimated useful lives.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

3. 主要會計政策(續)

物業、機器及設備(續)

除在建工程外，折舊及攤銷乃確認，以按其估計可使用年期及經考慮其估計剩餘價值以直線法撇銷資產之成本。估計可使用年期、剩餘價值及折舊方法於各呈報期末檢討，任何估計改變之影響往後入賬。就船隻而言，各船隻之剩餘價值相等於其輕量噸位與其估計報廢率之積。

船隻部件成本包括通常於乾塢時替換或翻新之主要部件成本。本集團於乾塢成本產生時將其資本化，並按其估計可使用年期以直線法將此等成本折舊。

作日後生產、供應或行政用途的物業按成本減任何已確認減值虧損。成本包括專業費用，及就合資格資產而言，借貸成本乃按照本集團之會計政策資本化。該等物業完成並預備使用時將列為物業、機器及設備之適當類別。該等資產作擬定用途時，將與其他物業資產以相同基準開始計算折舊。

物業、機器及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。資產取消確認產生之任何收益或虧損釐定為銷售所得與資產賬面值之差額，並於損益中確認。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Buildings under development for future owner-occupied purpose

When buildings are in the course of development for administrative purposes, the amortisation of prepaid lease payment provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

Properties under development for sales

Properties under development for sales are stated at the lower of cost and net realisable value. Cost comprises both the land use rights and development cost for the property. Net realisable value takes into account the price ultimately expected to be realised, less applicable selling expenses and the anticipated costs to completion.

Development costs of property comprise construction costs, borrowing costs capitalised according to the Group's accounting policy and directly attributable cost incurred during the development period. On completion, the properties are transferred to properties held for sales.

Properties held for sales

Properties held for sales are stated at the lower of cost and net realisable value.

3. 主要會計政策(續)

未來業主自用之發展中樓宇

當樓宇就行政用途發展中，則於建造期間撥備之租賃預付款項攤銷乃計入作為在建樓宇成本之其中部份。在建樓宇乃按成本值減任何已識別減值虧損列賬。當相關樓宇可供使用(即當其達致作管理層擬定營運方式所需地點及狀況)時，方會開始進行折舊。

待售發展中物業

待售發展中物業乃按成本及可變現淨值兩者之較低者列賬。成本共包括該物業之土地使用權及發展成本。可變現淨值計及預期最終將變現之價格，減適用銷售支出及預計完成成本。

物業之發展成本包括建造成本、根據本集團會計政策資本化之借貸成本，以及於發展期間內產生之直接分佔成本。於完成時，該等物業轉撥至待售物業。

持有待售物業

持有待售物業乃按成本及可變現淨值之較低者列賬。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and any accumulated impairment losses on the same basis as intangible assets that are acquired separately. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful life less impairment losses, if any (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

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

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

3. 主要會計政策(續)

無形資產

在業務合併中收購之無形資產

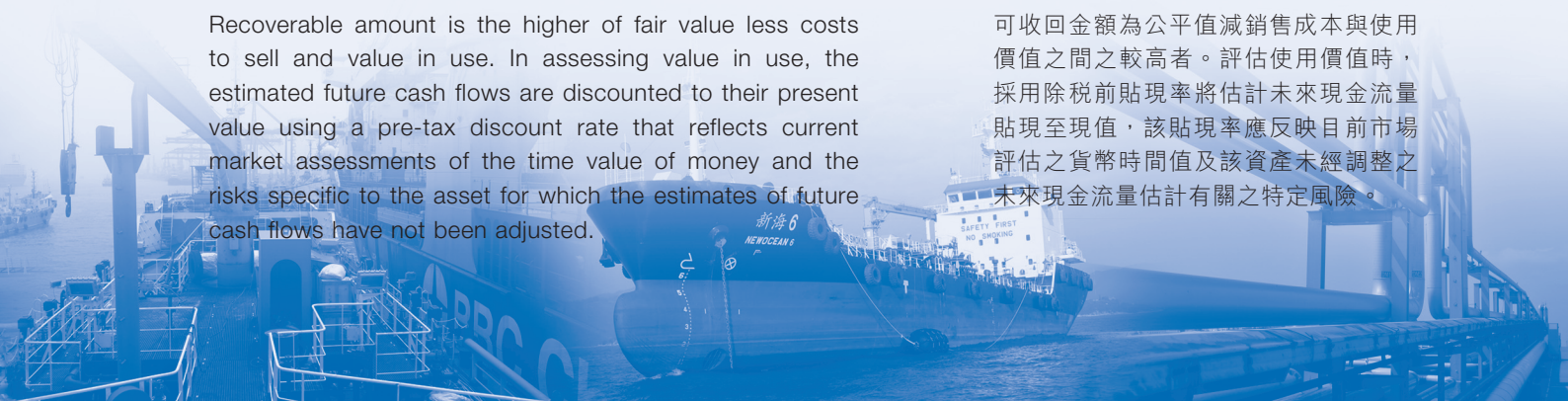
在業務合併中收購之無形資產與商譽分開確認，並初步按其於收購日期之公平值(被視為其成本)確認。

有限年期之無形資產在被初次確認後，將會以成本價減去累計攤銷及累計減值虧損來呈報。有限年期之無形資產，將根據估計可使用年期減去減值虧損(如有)，採用直線攤銷方法來處理(可參考下文有關有形資產及無形資產之減值虧損會計政策)。

除商譽外之有形與無形資產之減值(可參考上文之商譽會計政策)

在呈報期末，本集團會評估具無限可使用年期之有形與無形資產之價值來決定這些資產有沒有減值虧損。倘出現任何有關指示，將估計資產之可收回金額以釐定減值虧損(如有)程度。倘無法估計個別資產之可收回金額，本集團將估計該資產所屬現金產生單位(「現金產生單位」)之可收回金額。當可確定合理及連貫之分派基準時，企業資產亦分派至個別現金產生單位，否則，則將企業資產分派至能確定合理及連貫之分派基準之最小現金產生單位組別。

可收回金額為公平值減銷售成本與使用價值之間之較高者。評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至現值，該貼現率應反映目前市場評估之貨幣時間值及該資產未經調整之未來現金流量估計有關之特定風險。



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3. Significant Accounting Policies (Continued)

Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

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

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

Inventories

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

Foreign currencies

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

3. 主要會計政策(續)

除商譽外之有形與無形資產之減值(可參考上文之商譽會計政策)(續)

如某資產(或現金產生單位)之回收價值乃估計為低於其(或現金產生單位)賬面值,其賬面值便會被減少至其回收值。於分配減值虧損時,會首先分配減值虧損以減低任何商譽(如有)之賬面值並按照單位中每項資產金額按比例計算到其他資產。資產的賬面值不會減少至低於其最高公平值減出售成本(如可計算)、其可用價值(如可確定)及零。則原本已分配給該資產的減值虧損金額按比例分配給該單位的其他資產。減值虧損將會即時於損益確認。

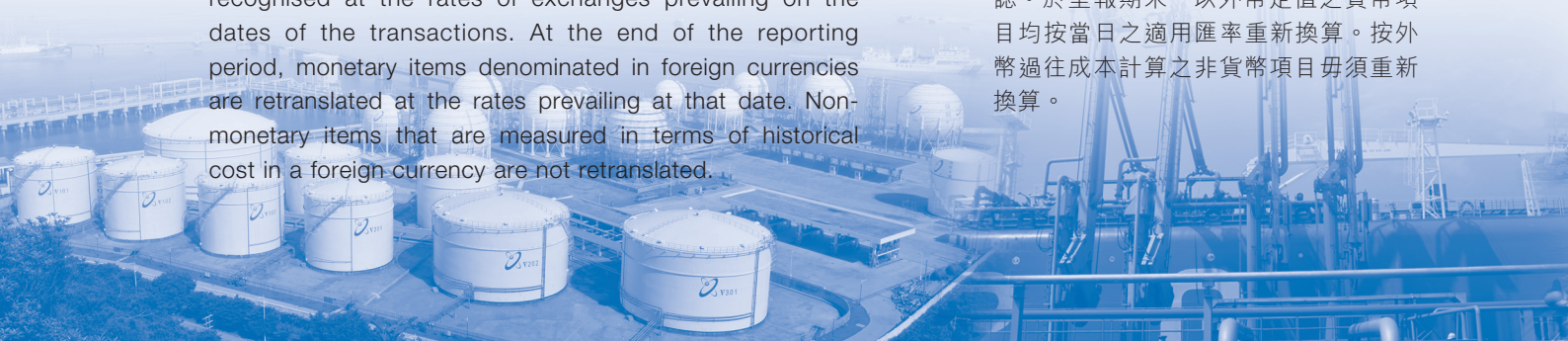
當減值虧損其後需要回撥,資產(或現金產生單位)之賬面值將會被增加至重新評估之可回收值,但增加後之賬面值,不能超過假如該資產(或現金產生單位)於過往年度從沒有確認減值虧損之賬面值。減值虧損回撥會即時於損益確認。

存貨

存貨按成本及可變現淨值兩者之較低者入賬。存貨成本乃按先進先出法釐定。可變現淨值指存貨之估計售價減所有完成之估計成本及進行銷售所需之成本。

外幣

於編製各個別集團實體之財務報表時,以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之現行匯率確認。於呈報期末,以外幣定值之貨幣項目均按當日之適用匯率重新換算。按外幣過往成本計算之非貨幣項目毋須重新換算。



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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Foreign currencies (Continued)

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

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

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the other comprehensive income.

3. 主要會計政策(續)

外幣(續)

於結算及重新換算貨幣項目時產生之匯兌差額均於彼等產生期內於損益確認。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按於呈報期末之現行匯率換算為本集團之列賬貨幣(即港元)。收入及支出項目乃按該年度之平均匯率進行換算，除非匯率於該年內出現大幅波動則作別論，於此情況下，則採用於換算當日之適用匯率。所產生之匯兌差額(如有)乃按匯兌儲備(於適用情況下應計入非控制權益)之標題於其他全面收益確認。

於出售海外經營業務(即出售本集團於海外經營業務之全部權益，或出售涉及失去擁有海外經營業務之附屬公司之控制權，或部份出售擁有海外經營業務之共同安排或聯營公司之權益，而保留權益成為財務資產)時，所有本公司擁有人應佔有關該業務於權益累計之匯兌差額乃重新分類至損益。

於2005年1月1日或之後於收購海外業務時產生之有關所收購可識別資產之商譽及公平值調整乃作為該海外經營業務之資產及負債處理，並按於呈報期末之適用匯率進行換算。產生之匯兌差額乃於匯兌儲備內確認。



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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Leasing

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

3. 主要會計政策(續)

借貸成本

收購、興建或生產合資格資產(即須長時間方可作其擬定用途或銷售之資產)直接應佔之借貸成本乃計入該等資產之成本，直至資產大致可作其擬定用途或銷售為止。

合資格資產出現開支前，於具體借款作短期投資而賺取之投資收入會從適合作資本化之借貸成本中扣除。

所有其他借貸成本於產生期間確認為損益。

租賃

凡租賃之條款規定擁有權所附帶之一切風險及報酬實質上轉移至承租人者，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

本集團作為出租人

經營租賃之租金收入乃按相關租賃年期以直線法於損益確認。

本集團作為承租人

經營租賃款項乃於租期按直線法確認為開支。

倘訂立經營租賃時收到租賃優惠，該等優惠確認為負債。優惠總利益以直線法遞減租金支出確認。



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3. Significant Accounting Policies (Continued)

Leasing (Continued)

Leasehold land and building for own use

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “land use rights” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

Taxation

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

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

3. 主要會計政策(續)

租賃(續)

自用租賃土地及樓宇

當租賃包括土地及樓宇部份，本集團根據各部份擁有權之絕大部份回報與風險是否已轉移予本集團評估每部份應獨立分類為融資租賃或經營租賃，除非兩個部份顯然均屬經營租賃，在該情況下，整份租賃分類為經營租賃。具體而言，最低租賃付款(包括任何一筆過預付款項)按土地部份及樓宇部份於租約開始時之租賃權益相對公平值比例於土地及樓宇部份之間分配。

如可就租賃付款可靠地分配，作為經營租賃入賬之租賃土地權益乃於綜合財務狀況表列作「土地使用權」，並於租期以直線法攤銷。

稅項

所得稅支出為當期應付稅項加上遞延稅務之總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利由於其他年度之應課稅收入或可扣稅支出，以及毋須課稅或不獲扣稅之項目，因而與綜合損益及其他全面收益表所示「除稅前溢利」數額不同。本集團之即期稅項負債乃按呈報期末已實行或大致上已實行之稅率計算。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Taxation (Continued)

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

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

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

3. 主要會計政策(續)

稅項(續)

遞延稅務為基於資產負債在綜合財務報表之帳面值與計算應課稅溢利之相關稅基之間之暫時性差額。如出現應課稅暫時差額，一般一律確認為遞延稅務負債。遞延稅務資產一般於有可能出現可利用該等可扣稅暫時差額之應課稅溢利時就所有可扣稅暫時差額確認。然而，若暫時差額是基於商譽或因一項既不影響應課稅亦不影響會計溢利之交易(業務合併除外)而首次確認其他資產及負債所導致，則不會確認有關遞延稅務資產和負債。此外，遞延稅務並不會因首次確認商譽而確認暫時差額。

遞延稅務負債乃按因於附屬公司及聯營公司之投資及共同安排權益相關之應課稅暫時性差額而確認，惟倘本集團可控制撥回暫時性差額及該暫時性差額很大可能不會於可見將來撥回則除外。因與有關投資和權益有關之可扣減暫時差額而產生之遞延稅務資產，僅於可能產生足夠應課稅溢利以動用暫時性差額之利益並且預期可於可見將來撥回。

遞延稅務資產之賬面值在呈報期末檢討。如應課稅溢利不大可能足以恢復全部或部份資產，則會作出撇減。

遞延稅務資產及負債按償還負債或變現資產之期間內預期適用之稅率(根據呈報期末已實施或實際實施之稅率(及稅法))計算。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Taxation (Continued)

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

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Retirement benefit cost

Payments to state-managed retirement benefit scheme and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Financial instruments

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

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

3. 主要會計政策(續)

稅項(續)

遞延稅務負債及資產之計量反映按照本集團所預期方式，於呈報期末收回或結算其資產及負債之賬面值將出現之稅務後果。

即期及遞延稅務於損益確認，惟倘其與其他全面收益或直接於權益確認之項目有關，在這種情況下，即期及遞延稅務亦於其他全面收益或直接於權益確認。倘即期稅項或遞延稅務產生自業務合併之初步確認，則有關稅項影響乃計入業務合併之會計處理。

退休福利成本

國營退休福利計劃及強制性公積金計劃於僱員提供服務以致彼等有權獲得供款時確認為開支。

財務工具

財務資產及財務負債乃於集團實體成為工具合同條文之訂約方時確認。

財務資產及財務負債按公平值初步確認。收購或發行財務資產及財務負債直接應佔之交易成本(於損益按公平值計算之財務資產及財務負債除外)乃於初步確認時加入財務資產或財務負債之公平值或自財務資產或財務負債之公平值內扣除(如合適)。收購於損益表按公平值計算之財務資產或財務負債直接應佔之交易成本即時於損益內確認。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets

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

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments.

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is (i) contingent consideration that may be paid by an acquirer as part of a business combination to which HKFRS 3 applies, (ii) held for trading, or (iii) it is designated as at FVTPL.

3. 主要會計政策(續)

財務工具(續)

財務資產

財務資產分類成以下特定的類別：於損益按公平值計算(「於損益按公平值計算」)財務資產、可供出售(「可供出售」)財務資產及貸款及應收款項。分類取決於財務資產之性質及目的，並於初步確認時釐定。所有慣性模式購買或出售財務資產乃按交易日基準確認及取消確認。慣性模式購買或出售乃要求於市場上按規則或慣例設定之時間框架內交付資產之財務資產買賣。

實際利率法

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

收息收入乃按實際利率法基礎確認為債務工具。

於損益按公平值計算之財務資產

倘若出現以下情況，財務資產會被分類為於損益按公平值計算：(i)收購方根據香港財務報告準則第3號或會支付或然代價作為業務合併之一部份；(ii)持作買賣；或(iii)被指定為於損益按公平值計算。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL (Continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets and is included in the 'other gains and losses' line item. Fair value is determined in the manner described in note 46.

AFS financial assets

AFS financial assets are non-derivatives that are either designated or not classified as FVTPL, loans and receivables or held to maturity investments.

Equity held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the fair value of AFS equity investment are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

3. 主要會計政策(續)

財務工具(續)

財務資產(續)

於損益按公平值計算之財務資產(續)

財務資產將被分類為持作買賣若：

- 收購主要以銷售為目的而購買；或
- 於初步確認時為本集團整體管理的已識別財務工具組合一部分，且近期有實際短期套利模式；或
- 沒有指定為有效對沖之對沖工具之衍生工具。

於損益按公平值計算之財務資產乃按公平值列出，而因重新計量而產生之任何盈虧於損益確認。於損益確認之收益或虧損淨額包括財務資產任何股息或所賺取之利息，並計入其他所得及虧損項內。公平值乃按附註46所述之方式釐定。

可供出售財務資產

可供出售財務資產乃指定為或未分類為於損益按公平值計算之財務資產、貸款及應收款項或持有至到期之投資。

本集團持有之分類為可供出售財務資產及於活躍市場買賣之權益乃於各呈報期末乃按公平價值計量。可供出售權益公平價值之變動於其他全面收入確認並於投資重估儲備累計。當該財務資產被出售或釐定為將予減值，過往於投資重估儲備累計之累計收益或虧損會重新分類至損益(見下文有關財務資產減值虧損之會計政策)。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

AFS financial assets (Continued)

Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

The fair value of AFS monetary financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate prevailing at the end of the reporting period. The foreign exchange gains and losses that are recognised in profit or losses are determined based on the amortised cost of the monetary asset. Other foreign exchange gains and losses are recognised on other comprehensive income.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables including bank balances and cash, pledged bank deposits, amounts due from associates, trade debtors and bills receivable, other debtors and refundable deposits are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

3. 主要會計政策(續)

財務工具(續)

財務資產(續)

可供出售財務資產(續)

當本集團收取股息之權利確立時，可供出售權益投資之股息乃於損益確認。

以外幣定值之可供出售貨幣財務資產公平值，以該外幣釐定及於呈報期末以適用之即期匯率換算。於損益確認之外匯損益基於貨幣資產攤銷成本釐定。其他外匯損益於其他全面收益確認。

貸款及應收款項

貸款及應收款項為並非於活躍市場報價而具有固定或可釐定付款之非衍生財務資產。於初步確認後，貸款及應收款項(包括銀行結餘及現金、已抵押銀行存款、應收聯營公司款項、應收貿易賬款、應收票據及其他應收賬款，以及可退還按金)乃採用實際利息法按攤銷成本減任何已識別減值虧損列賬(見下文有關財務資產減值之會計政策)。

利息收入乃透過應用實際利率法確認，除確認利息並不重大之短期應收款項外。

財務資產減值

財務資產會於各報告期末評定是否有減值現象。財務資產於有客觀證據顯示財務資產之預期末來現金流因於初步確認該財務資產後發生之一項或多項事件而受到影響時被視為出現減值。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financing re-organisation.

For certain categories of financial asset, such as trade debtors and bills receivable, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade debtors and other debtors, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade debtor is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

3. 主要會計政策(續)

財務工具(續)

財務資產減值(續)

就可供出售權益投資而言，證券之公平值重大或長期下跌至低於其成本乃被視為減值之客觀證據。

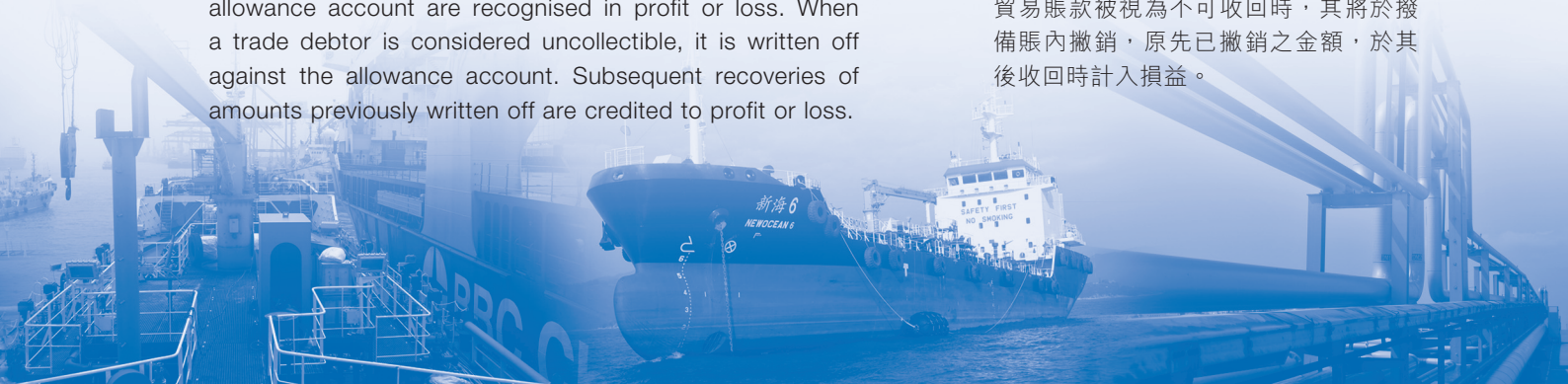
就貸款及應收款項而言，減值之客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 違反合約，例如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

就若干類別之財務資產(如應收貿易賬款及應收票據)而言，不會單獨作出減值之資產會另外匯集並評估減值。應收賬款組合出現減值之客觀證據包括本集團過往收款紀錄，以及國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

就按攤銷成本列賬之財務資產而言，已確認減值虧損金額為資產賬面值與以財務資產原實際利率貼現之估計未來現金流量現值之差額。

與所有財務資產有關之減值虧損會直接於財務資產之賬面值中作出扣減，惟應收貿易賬款及其他應收賬款除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。當應收貿易賬款被視為不可收回時，其將於撥備賬內撇銷，原先已撇銷之金額，於其後收回時計入損益。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on AFS equity investments will not be reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised directly in other comprehensive income and accumulated in investments revaluation reserve.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 主要會計政策(續)

財務工具(續)

財務資產減值(續)

當可供出售財務資產被視為將予減值，則之前於其他全面收益確認之盈虧乃於期內重新分類至損益。

就按攤銷成本列賬之財務資產而言，如在隨後期間，減值虧損金額減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之攤銷成本。

可供出售權益投資減值虧損將不會透過損益撥回。減值虧損後之任何公平值增加均直接於其他全面收益確認，並累計於投資重估儲備。

財務負債及股本工具

集團實體發行之債務及股本工具乃根據合同安排之性質與財務負債及股本工具之定義分類為財務負債或權益。

股本工具

股本工具乃證明實體於扣減所有負債後之資產中擁有剩餘權益之任何合同。本集團發行之股本工具按扣除直接發行成本之已收取所得款項確認。

購回本公司本身股本工具乃直接於權益中予以確認及削減。本集團並無就購買、出售、發行或註銷其本身股本工具而於損益內確認任何盈利或虧損。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
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3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Other financial liabilities

Financial liabilities (other than derivative financial liabilities) including trade creditors and bills payable, other creditors and accrued charges, amount due to a joint venture and borrowings are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

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

Derivative financial instruments

Derivatives (including embedded derivatives which are not closely related to the host contracts) that are not designated as hedging instrument are classified as held for trading.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

3. 主要會計政策(續)

財務工具(續)

財務負債及股本工具(續)

其他財務負債

財務負債(衍生財務負債除外)包括應付貿易賬款及應付票據、其他應付賬款及應計費用、應付一家合營企業款項及借款於其後採用實際利息法按攤銷成本計算。

實際利息法

實際利息法乃計算財務負債之攤銷成本及按有關期間攤分利息支出之方法。實際利率乃將估計日後現金付款(包括已支付或收取之一切費用及點數, 為實際利率不可缺少的部份、交易成本及其他溢價或折讓)按財務負債之預期年限, 或較短期間(倘合適)實際折現至初步確認時之賬面淨值之利率。利息支出按實際利率基準確認。

衍生財務工具

並非指定為對沖工具之衍生工具(包括與主合同並無密切關係之內含衍生工具)乃分類為持作買賣。

衍生工具初步均按訂立衍生工具合約當日之公平值確認, 其後按於呈報期末之公平值重新計算。所產生之盈虧即時於損益確認。

內含衍生工具

非衍生工具主合同內含之衍生工具於符合衍生工具之定義及於風險及特性與主合同並無密切關係, 且主合同並非於損益按公平值計量, 視作獨立衍生工具處理。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration and the cumulative gain or loss that had been received and receivable is recognised in other comprehensive income and accumulated in equity is recognised profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Equity-settled share-based payment transactions

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustments to share options reserve.

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

3. 主要會計政策(續)

財務工具(續)

取消確認

本集團僅於資產收取現金流量之合約權利屆滿，或資產被轉讓而本集團已轉讓該項資產擁有權之絕大部份風險及回報時，方會取消確認有關資產。倘本集團保留已轉讓財務資產擁有權之大部份風險及回報，則本集團會繼續確認該等財務資產，並確認已收所得款項為抵押借貸。

於完全取消確認財務資產時，該項資產賬面值與已收及應收代價及已於其他全面收入確認及於權益累計之累計損益總和之差額，將於損益中確認。

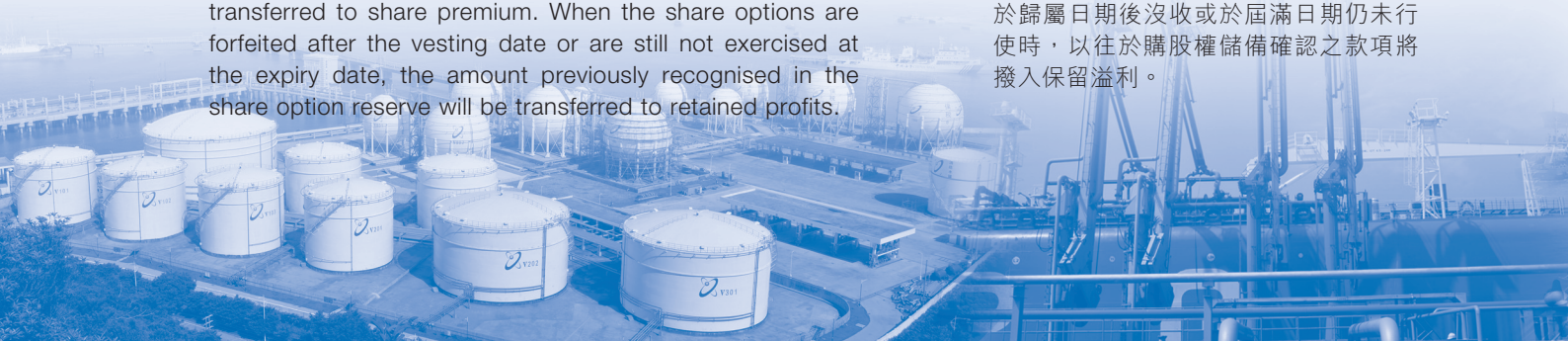
當及僅當本集團之責任獲解除、註銷或屆滿時，本集團方取消確認財務負債。獲取消確認之財務負債之賬面值與已付或應付代價間差額於損益確認。

權益結算以股份為基礎之支出交易

已接獲服務之公平值參考於授出日期所授出購股權之公平值釐定，以直線法於歸屬日期支銷，並相應增加權益(購股權儲備)。

於呈報期末，本集團修訂其估計預期最終歸屬之購股權數目。歸屬期間修訂原來估計數目的影響(如有)，在損益中確認，以使累積開支反映經修訂估計數目，並對購股權儲備作出相應調整。

於行使購股權時，以往於購股權儲備確認之款項將撥入股份溢價。當購股權已於歸屬日期後沒收或於屆滿日期仍未行使時，以往於購股權儲備確認之款項將撥入保留溢利。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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4. Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the management are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

Estimated impairment of goodwill

Determining whether goodwill relating to the sales and distribution of LPG/oil products business are impaired that requires estimation of the recoverable amount. The recoverable amount is the higher of fair value less cost to sell and value in use. The Group performed impairment assessment by estimating the value in use of the cash-generating units in which the goodwill are attributable to. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The discount rate represents the rate that reflects the current market assessment of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. Where the actual future cash flows are less than expected or where there are revision in future estimated cash flows due to unfavourable changes in facts and circumstances, a material impairment loss may arise. As at 31 December 2016, the carrying amounts of goodwill is approximately HK\$639,308,000 (2015: HK\$658,648,000). There was no impairment loss recognised for the year ended 31 December 2016 and 2015. Details of the goodwill are disclosed in notes 18.

4. 估計不確定性之主要來源

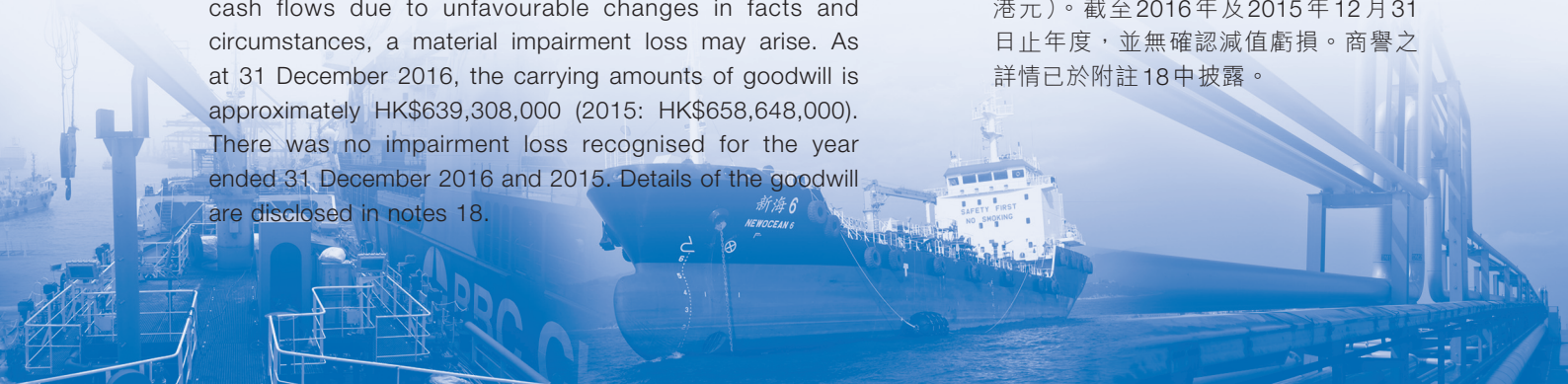
在應用附註3所述之本集團會計政策中，管理層須對無現成數據之資產與負債賬面值作出判斷、估計及假設。該等估計及相關之假設乃基於過去經驗及其他被認為有關之因素作出。真正結果可能與該等估計有別。

該等估計及相關之假設會不時檢討。對會計估計作出之修訂將在對估計作出修訂之期間(若該修訂僅影響該期間)或修訂期間及未來期間(若該修訂影響現時及未來期間)予以確認。

以下為對未來事件之主要假設，及其他估計不確定性之主要來源於呈報期末有導致下一財政年度內對資產及負債之賬面值作出重大調整之重大風險。

商譽之估計減值

於釐定與銷售及分銷液化氣/ 油品業務有關之商譽有否減值時須就可收回金額作出估計。可收回金額為公平值減銷售成本及使用價值之較高者。本集團透過估計商譽所屬現金產生單位之使用價值進行減值評估。使用價值計算要求本集團估計預期產生自現金產生單位之日後現金流量及合適之折現率以計算現值。折現率乃反映出目前市場對金錢之時間值所作之評估，及那些還未作出這些未來現金流量估計調整之資產之特有風險。當真正日後現金流量少於預期或倘日後因事實及情況不利改變而修訂估計現金流量，便會引起重大減值虧損。於2016年12月31日，商譽之賬面值約為639,308,000港元(2015: 658,648,000港元)。截至2016年及2015年12月31日止年度，並無確認減值虧損。商譽之詳情已於附註18中披露。



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4. Key Sources of Estimation Uncertainty (Continued)

Allowances for bad and doubtful debts

In assessing the recoverability of trade debtors, the directors of the Company take into consideration the credit history including default or delay in payments, historical settlement records, subsequent settlements and aging analysis of the trade debtors.

When there is objective evidence that trade receivables may be impaired, the Group estimates the future cash flows of those balances. The amount of the impairment loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial assets' original effective interest rate (i.e. the effective interest rate computed on initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. At 31 December 2016, the carrying amount of trade debtors was approximately HK\$3,164,818,000 (2015: HK\$2,477,122,000).

5. Revenue

Revenue represents the fair value of amounts received and receivable for goods sold by the Group to outside customers, less discount, related taxes and returns, sales of properties and rental income of oil vessels and LPG bottles and subcontracting fee for the year. An analysis of the Group's revenue for the year is as follows:

4. 估計不確定性之主要來源(續)

呆壞賬準備

於評估應收貿易賬款的可回收性時，本公司董事會考慮應收貿易賬款的信用記錄，包括違約或延期付款，過往結算記錄，其後結算及賬齡分析。

當有客觀證據顯示應收貿易賬款可能已減值，本集團估計該等結餘之未來現金流量。減值虧損金額為其資產賬面值及以財務資產之原實際利率(即按初確認計算之實際利率)貼現之估計未來現金流量現值(不包括尚未產生之未來信貸虧損)之差額計量。倘實際未來現金流量低於預期，則重大減值虧損可能會產生。於2016年12月31日，應收貿易賬款之賬面值約為3,164,818,000港元(2015: 2,477,122,000港元)。

5. 收入

收入乃指本年度本集團向外界客戶出售貨品所收取及應收取之金額(減折扣、有關稅項及退貨)、銷售物業及租賃油船及液化氣瓶收入及承包費用之公平值。於本年度，本集團之收入分析如下：

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Sales and distribution of LPG	銷售及分銷液化氣	6,797,470	8,460,373
Sales of oil products	銷售油品	8,689,014	6,331,336
Sales of electronic products	銷售電子產品	201,730	659,404
Sales of properties	銷售物業	—	35,731
Rental of LPG bottles	租賃液化氣瓶	12,192	18,744
Subcontracting fee	承包費用	—	9,402
		15,700,406	15,514,990



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綜合財務報表附註

For the year ended 31 December 2016
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6. Segment Information

Information reported to the Chairman of the Company, being the chief operating decision maker (“CODM”), for the purpose of resources allocation and assessment of segment performance focuses on nature and location of the goods being sold. These revenue streams and the basis of the internal reports about components of the Group are regularly reviewed by the CODM in order to allocate resources to segments and to assess their performance. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The Group currently organises into the following major operating segments, each of which represents an operating and reportable segment of the Group:

1. Sales and distribution of LPG — This segment derives its revenue from selling of LPG to various customers including industrial customers, auto-gas operators, overseas wholesaler customers, bottled LPG end-users, auto-gas end-users etc. The operation is carried out in Hong Kong, PRC and Macau for both onshore and offshore customers.
2. Oil products business — This segment derives its revenue from selling of oil products to both wholesaler and retailer customers and leasing of oil vessels.
3. Sales of electronic products — This segment derives its revenue from trading of electronic products such as integrated circuit and mobile phones etc.

In prior years, the Group began to venture into sales and distribution of NG industry, but still in preliminary stage, the segment information reported below includes assets related to the sales and distribution of NG business. The NG business is still in development stage and no revenue is contributed during the year.

In December 2016, the Group acquired a technical know-how for production of charcoals through acquisition of two companies incorporated and operated in the PRC. The Group will be engaged in manufacturing and distribution of charcoals in year 2017. The segment information reported below includes assets and liabilities related to the manufacturing and distribution of charcoals.

6. 分類資料

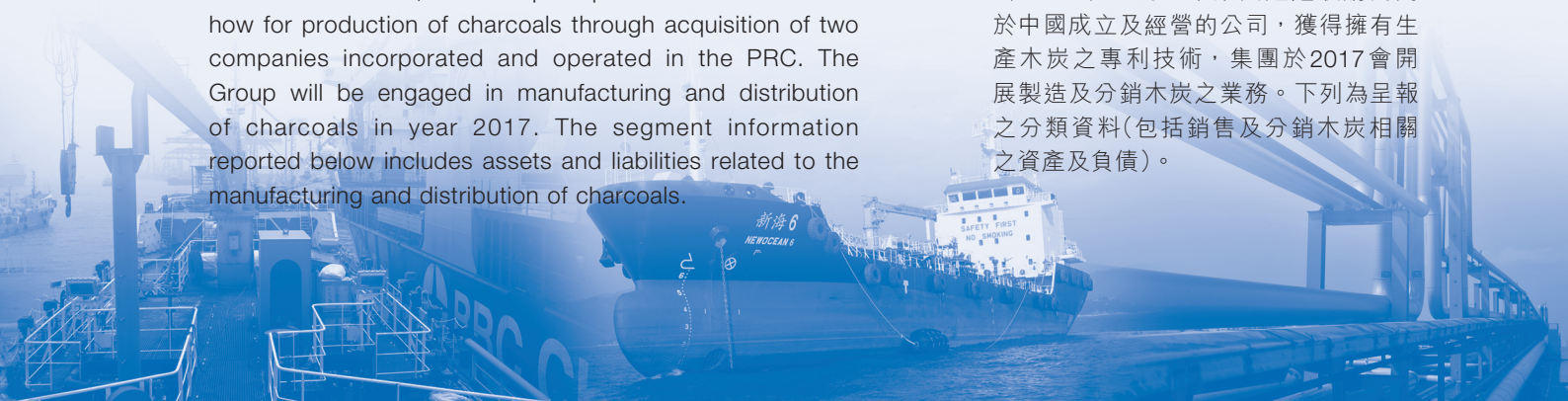
就資源分配及分類表現評估而向本公司主席(即主要經營決策者(「主要經營決策者」)呈報之資料集中於出售貨品之性質及地點。主要經營決策者定期審閱該等收入來源及有關本集團各部份內部報告之基礎，以分配資源予各分類及評估其表現。於達致本集團之呈報分類時，並無合計主要經營決策者所識別之營運分類。

本集團現已組織以下主要營運分類，其各自為本集團之營運及呈報分類：

1. 銷售及分銷液化氣 — 此分類由銷售液化氣予不同客戶，包括工業客戶、汽車加氣營運商、海外批發客戶、瓶裝液化氣終端用戶及汽車加氣終端用戶等產生收入。該業務提供予香港、中國及澳門之在岸及離岸客戶。
2. 油品業務 — 此分類由銷售油品予批發及零售客戶，以及租賃油船產生收入。
3. 銷售電子產品 — 此分類由銷售電子產品，如綜合電路板及手機產生收入。

於過往年度內，本集團開始正式營運銷售及分銷天然氣業務，但仍屬初步階段。下列為呈報之分類資料(包括銷售及分銷天然氣業務相關之資產)。天然氣業務仍在發展階段，故年內並未為集團帶來收入。

於2016年12月，本集團通過收購兩間於中國成立及經營的公司，獲得擁有生產木炭之專利技術，集團於2017會開展製造及分銷木炭之業務。下列為呈報之分類資料(包括銷售及分銷木炭相關之資產及負債)。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

6. Segment Information (Continued)

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

For the year ended 31 December 2016

		Sales and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Oil products business 油品業務 HK\$'000 千港元	Sales of electronic products 銷售 電子產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類收入	6,809,662	8,689,014	201,730	15,700,406
Segment profit	分類溢利	773,649	201,167	10,061	984,877
Share of profits of joint ventures	分佔合營企業溢利	3,807	—	—	3,807
Share of losses of associates	分佔聯營公司虧損	(945)	—	—	(945)
		776,511	201,167	10,061	987,739
Other income	其他收入				49,385
Central administration costs	中央管理成本				(48,994)
Gain on disposal of available for sale investment	出售可供出售投資之所得				12,874
Directors' emoluments	董事酬金				(10,542)
Changes in fair values of derivative financial instruments	衍生財務工具公平值之改變				18,966
Finance costs	融資成本				(180,087)
Profit before taxation	除稅前溢利				829,341

6. 分類資料(續)

分類收入及業績

以下為按呈報分類及營運分類劃分之本集團收入及業績分析。

截至2016年12月31日止年度



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

6. Segment Information (Continued)

Segment revenues and results (Continued)

For the year ended 31 December 2015

		Sales and distribution of LPG 銷售及 分銷液化氣 HK\$'000 千港元	Oil products business 油品業務 HK\$'000 千港元	Sales of electronic products 銷售 電子產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類收入	8,488,519	6,331,336	659,404	15,479,259
Segment profit	分類溢利	799,457	144,905	21,345	965,707
Share of profits of joint ventures	分佔合營企業溢利	2,631	—	—	2,631
Share of profits of associates	分佔聯營公司溢利	13,009	—	—	13,009
		815,097	144,905	21,345	981,347
Other income	其他收入				110,808
Profit from property investment and development in the PRC	中國之物業投資及發 展溢利				18,354
Central administration costs	中央管理成本				(59,734)
Loss on disposal of available for sale investment	出售可供出售投資之 虧損				(17,898)
Directors' emoluments	董事酬金				(8,479)
Changes in fair values of derivative financial instruments	衍生財務工具公平值 之改變				(33,690)
Finance costs	融資成本				(194,953)
Profit before taxation	除稅前溢利				795,755

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. All of the segment revenue reported above is from external customers, joint ventures or associates. Segment profit represents the profit earned by each segment without allocation of interest income, profit from property investment and development in the PRC, central administration costs, gain (loss) on disposal of available-for-sale investment, directors' emoluments, changes in fair values of derivative financial instruments and finance costs.

6. 分類資料(續)

分類收入及業績(續)

截至2015年12月31日止年度

呈報分類之會計政策與本集團於附註3之會計政策相同。上文所呈報之所有分類收入均來自外部客戶、合營企業或聯營公司。分類溢利指各分類未分配利息收入、中國物業投資及發展所產生之溢利、中央管理成本、出售可供出售投資之所得(虧損)、董事酬金、衍生財務工具公平值之改變及融資成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

6. Segment Information (Continued)

Segment revenues and results (Continued)

The total reportable segment revenue can be reconciled to the revenue as presented in consolidated statement of profit or loss and other comprehensive income as follows:

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
Total reportable segment revenue	總呈報分類收入	15,700,406	15,479,259
Add: Revenue from property investment and development in the PRC	加：中國物業投資及發展所產生之收入	—	35,731
Revenue as presented in the consolidated statement of profit or loss and other comprehensive income	綜合損益及其他全面收益表所呈列之收入	15,700,406	15,514,990

The Group has a subsidiary engages in the property investment and development in the PRC and the revenue generate from this business is included as the consolidated revenue of the Group. The operating result and other financial information of this subsidiary are not reviewed by the CODM for the purpose of resources allocation and performance assessments.

6. 分類資料(續)

分類收入及業績(續)

總呈報分類收入可與綜合損益及其他全面收益表所呈列之收入對賬如下：

本集團之一間附屬公司於中國從事物業投資及發展，此項業務所產生的收入已包括入本集團的綜合收入。此附屬公司之營業業績及其他財務資料並無經主要經營決策者審閱，以作資源分配及表現評估。



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綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

6. Segment Information (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating segment:

Segment assets

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Sales and distribution of LPG	銷售及分銷液化氣	3,968,170	4,333,157
Sales and distribution of NG	銷售及分銷天然氣	158,696	148,626
Oil products business	油品業務	5,140,369	3,177,649
Sales of electronic products	銷售電子產品	213,500	98,660
Manufacturing and distribution of charcoals	製造及分銷木炭	102,519	—
Total segment assets	總分類資產	9,583,254	7,758,092
Available for sale investment	可供出售投資	—	37,770
Deferred tax assets	遞延稅務資產	352	3,197
Pledged bank deposits	已抵押銀行存款	112,151	1,108,142
Bank balances and cash	銀行結餘及現金	1,857,597	1,569,937
Derivative financial instruments	衍生財務工具	45	12,378
Properties under development for sales	待售發展中物業	388,665	211,959
Properties held for sales	持有待售物業	147,670	157,754
Other unallocated assets	其他未分配資產	454,394	545,736
Consolidated assets	綜合資產	12,544,128	11,404,965

6. 分類資料(續)

分類資產及負債

以下為按營運分類劃分之本集團資產及負債分析：

分類資產



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綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

6. Segment Information (Continued)

Segment assets and liabilities (Continued)

Segment liabilities

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Sales and distribution of LPG	銷售及分銷液化氣	912,102	462,493
Sales and distribution of NG	銷售及分銷天然氣	123	—
Oil products business	油品業務	1,155,596	384,021
Sales of electronic products	銷售電子產品	114	120
Manufacturing and distribution of charcoals	製造及分銷木炭	1	—
Total segment liabilities	總分類負債	2,067,936	846,634
Derivative financial instruments	衍生財務工具	1,961	25,785
Tax liabilities	稅務負債	109,767	60,031
Deferred tax liabilities	遞延稅務負債	99,856	116,012
Borrowings	借款	4,292,541	4,948,568
Other unallocated liabilities	其他未分配負債	31,122	19,319
Consolidated liabilities	綜合負債	6,603,183	6,016,349

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments (other than available for sale investment, deferred tax assets, pledged bank deposits, bank balances and cash, derivative financial instruments, and certain deposits paid, certain other receivables, properties under development for sales, properties held for sales and certain property, plant and equipment); and
- all liabilities are allocated to reportable segments (other than current and deferred tax liabilities, borrowings, derivative financial instruments and certain other payables).

The Group has allocated goodwill to the relevant segments as segment assets.

6. 分類資料(續)

分類資產及負債(續)

分類負債

就監控分類表現及於分類間分配資源而言：

- 所有資產乃分配至呈報分類(可供出售投資、遞延稅務資產、已抵押銀行存款、銀行結餘及現金、衍生財務工具及若干已付按金、若干其他應收賬款、待售發展中物業、持有待售物業及若干物業、機器及設備除外)；及
- 所有負債乃分配至呈報分類(即期及遞延稅務負債、借款、衍生財務工具及若干其他應付款除外)。

本集團已將商譽分配至有關分類作為分類資產。



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綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

6. Segment Information (Continued)

Other segment information

For the year ended 31 December 2016

	Sales and distribution of LPG 銷售及分銷 液化氣	Sales of distribution of NG 銷售及分銷 天然氣	Oil products business 油品業務	Sales of electronic products 銷售 電子產品	Manufacturing and distribution of charcoals 製造及分銷 木炭	Unallocated 未分配	Consolidated 綜合
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amounts included in the measure of segment profit or segment assets:	計量分類溢利或分類資產時計入之金額:						
Addition to non-current assets (Note)	353,959	7,568	321,932	—	100,417	118,945	902,821
Depreciation of property, plant and equipment	79,817	—	18,703	—	—	1,348	99,868
Amortisation of other intangible assets	24,501	—	17,120	—	—	—	41,621
Amortisation of land use rights	1,987	—	1,015	—	—	7,496	10,498
Amortisation of prepaid lease payments for coast	806	—	—	—	—	—	806
Loss on disposal and written off of property, plant and equipment	2,748	—	2,546	—	—	—	5,294

6. 分類資料(續)

其他分類資料

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6. Segment Information (Continued)

Other segment information (Continued)

For the year ended 31 December 2015

6. 分類資料(續)

其他分類資料(續)

截至2015年12月31日止年度

	Sales and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sales of distribution of NG 銷售及分銷 天然氣 HK\$'000 千港元	Oil products business 油品業務 HK\$'000 千港元	Sales of electronic products 銷售 電子產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amounts included in the measure of segment profit or segment assets:						
Amounts included in the measure of segment profit or segment assets:						
Addition to non-current assets (Note)	42,327	144,751	407,699	—	27,099	621,876
Depreciation of property, plant and equipment	81,787	—	5,668	—	1,132	88,587
Amortisation of other intangible assets	26,284	—	17,120	—	—	43,404
Amortisation of land use rights	2,617	—	1,083	—	7,106	10,806
Amortisation of prepaid lease payments for coast	860	—	—	—	—	860
Loss on disposal and written off of property, plant and equipment	4,587	—	45	—	—	4,632

Note: Non-current assets excluded financial instruments and deferred tax assets.

附註：非流動資產不包括財務工具及遞延稅項資產。



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6. Segment Information (Continued)

Geographical information

The Group's operations are located in Hong Kong (country of domicile), Macau and the PRC.

Information about the Group's revenue from external customers is presented based on customers' location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets:

		Revenue from external customers 外部客戶收入		Non-current assets 非流動資產	
		2016	2015	2016	2015
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Hong Kong (country of domicile)	香港 (主要營運地區)	3,421,432	3,867,146	668,102	666,571
The PRC (excluding Hong Kong)	中國 (不包括香港)	8,096,377	7,864,302	3,343,430	2,828,316
Other countries	其他國家	4,182,597	3,783,542	2,030	1,846
Total	合計	15,700,406	15,514,990	4,013,562	3,496,733

Note: Non-current assets excluded deferred tax assets and available for sale investment.

附註：非流動資產不包括遞延稅務資產及可供出售投資。

Information about major customers

Revenue from a customer contributing over 10% of the total sales of the Group in year 2016 and corresponding figure in 2015 are as follows:

有關主要客戶之資料

於2016年，以下客戶貢獻本集團銷售總額10%以上之收入，及2015年之相應數字：

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
Customer A (Note)	客戶A(附註)	1,938,000	2,068,000

Note: Revenue related to the LPG business.

附註：有關液化氣業務之收入。



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7. Other Gains and Losses and Other Income

7. 其他所得及虧損及其他收入

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Change in fair values of derivative financial instruments	衍生財務工具公平值之改變	18,966	(33,690)
Gain (loss) on disposal of available for sale investment	出售可供出售投資所得(虧損)	12,874	(17,898)
Net exchange loss (Note)	匯兌虧損淨額(附註)	(154,098)	(292,008)
Other gains and losses	其他所得及虧損	(122,258)	(343,596)
Interest income on pledged RMB bank deposits	已抵押人民幣銀行存款利息收入	20,081	87,866
Interest income	利息收入	33,218	22,942
Others	其他	10,226	2,333
Other income	其他收入	63,525	113,141

Note: The amount included net exchange loss arising from pledged RMB bank deposits for United States Dollars ("USD") borrowings amounting to approximately HK\$12,627,000 (2015: HK\$123,453,000).

附註：此金額包括為美元(「美元」)貸款而抵押之人民幣銀行存款所產生之匯兌虧損淨額約12,627,000港元(2015：123,453,000港元)。

8. Finance Costs

8. 融資成本

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Interests on bank trust receipts loans and other loans	銀行信託收據借款及其他借款之利息	54,625	69,004
Interests on bank loans pledged with RMB bank deposits	以人民幣銀行存款抵押之銀行借款之利息	16,446	51,775
Interests on bank borrowings wholly repayable within five years	須於5年內全數償還之銀行借款之利息	109,016	74,174
		180,087	194,953



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9. Taxation

The amount of taxation charged to the consolidated statement of profit or loss and other comprehensive income represents:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Current Tax	即期稅項		
Hong Kong	香港	3,635	—
Other regions in the PRC	中國其他地區	81,484	40,640
		85,119	40,640
Deferred tax (note 33)	遞延稅項(附註33)		
Current year	本年度發生	(5,938)	(3,857)
		79,181	36,783

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. For the year ended 31 December 2015, there was no provision for Hong Kong Profits Tax had been made in the consolidated financial statements as the Company and other subsidiaries had no assessable profits arising in Hong Kong or the assessable profits were wholly absorbed by tax losses brought forward.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

9. 稅項支出

於綜合損益及其他全面收益表內扣除之稅項金額包括：

香港利得稅乃就兩個年度之估計應課稅溢利按稅率16.5%計算。於截至2015年12月31日止年度，由於本公司及其他附屬公司在香港並無應課稅溢利，或應課稅溢利已被承前的稅務虧損全部吸收，因此綜合財務報表並無就香港利得稅作出撥備。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司適用之稅率為25%。



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綜合財務報表附註

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9. Taxation (Continued)

The taxation for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Profit before taxation	除稅前溢利	829,341	795,755
Tax at the domestic tax rate 25%	按本地稅率25%計算之稅項	207,335	198,939
Tax effect of expenses not deductible for tax purpose	不可扣除支出之稅務影響	94,366	88,169
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(41,582)	(43,968)
Tax effect of profit which are exempted from tax	免稅溢利之稅務影響	(201,375)	(182,329)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	26,396	27,803
Utilisation of deductible temporary differences previously not recognised	動用先前未確認之可扣減暫時性差額	(1,841)	(3,392)
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(19,523)	(50,772)
Effect of different tax rate of group entities operating in jurisdictions other than PRC	本集團實體於中國以外之其他國家經營之不同稅率之影響	15,405	2,333
Taxation for the year	本年度稅項	79,181	36,783

The domestic tax rate (which is the PRC enterprise income tax rate) in the jurisdiction where the operation of the Group is substantially based is used.

Details of the deferred tax asset and liabilities are set out in note 33.

9. 稅項支出(續)

本年度之稅項支出可與綜合損益及其他全面收益表之除稅前溢利對賬如下：

使用之稅率為本集團主要經營地管轄權區內之本地稅率(即中國企業所得稅稅率)。

遞延稅務資產及負債詳情載於附註33。



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10. Profit Before Taxation

10. 除稅前溢利

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
Profit before taxation has been arrived at after charging (crediting):	除稅前溢利已扣除(計入)下列項目：		
Amortisation of land use rights (included in administrative expenses)	土地使用權攤銷(包括在行政支出內)	10,498	10,806
Amortisation of prepaid lease payments for coast (included in cost of sales)	海岸預付租賃款項攤銷(包括在銷售成本內)	806	860
Amortisation of other intangible assets (included in selling and distribution expenses)	其他無形資產攤銷(包括在銷售及分銷支出內)	41,621	43,404
Auditor's remuneration	核數師酬金	4,228	4,130
Depreciation of property, plant and equipment	物業、機器及設備折舊	99,868	88,587
Loss on disposal and written off of property, plant and equipment	出售及撇銷物業、機器及設備之虧損	5,294	4,632
Minimum lease payments under operating leases for offices, oil vessels, leasehold land and LPG station	辦公室、油船、租賃土地及液化氣站經營租約最低租金	41,208	37,274
Gross rental income from leasing of office premises, leasehold land and warehouses	租賃辦公室物業、租賃土地及倉庫之總租金收入	(2,309)	(1,518)
Less: Direct operating expenses	減：直接營運支出	254	88
		(2,055)	(1,430)
Staff costs	僱員成本		
Directors' fees (note 11)	董事袍金(附註11)	330	330
Directors' other emoluments (note 11)	董事其他酬金(附註11)	10,212	8,149
Contributions to retirement benefits schemes excluding HK\$108,000 (2015: HK\$105,000) included in directors' emoluments	除108,000港元(2015: 105,000港元)已計入董事酬金之退休福利計劃供款	10,126	6,171
Staff salaries and bonus	員工薪金及獎金	121,534	111,339
		142,202	125,989



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11. Directors' and Chief Executive's Emoluments

The emoluments paid or payable to each of the 9 (2015: 9) directors and chief executive were as follows:

		Executive Directors						Independent Non-Executive Directors			
		執行董事						獨立非執行董事			
		Shum Siu Hung 岑少雄	Shum Chun, Lawrence 岑澹	Cen Ziniu 岑子牛	Chiu Sing Chung, Raymond 趙承忠	Siu Ka Fai, Brian 蕭家輝	Wang Jian 王堅	Cheung Kwan Hung 張鈞鴻	Chan Yuk Wai, Benedict 陳旭煒	Xu Mingshe 徐名社	Total 2016 合計2016
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Fees	袍金	—	—	—	—	—	—	130	100	100	330
Other emoluments	其他酬金	—	—	—	—	—	—	—	—	—	—
Salaries and other benefits	薪金及其他福利	3,000	850	1,520	1,800	2,225	709	—	—	—	10,104
Contributions to retirement benefits schemes	退休福利計劃供款	18	18	18	18	18	18	—	—	—	108
Total emoluments	酬金總額	3,018	868	1,538	1,818	2,243	727	130	100	100	10,542

11. 董事及主要行政人員酬金

已付或應付予9位(2015: 9位)董事及主要行政人員各人之酬金如下

		Executive Directors						Independent Non-Executive Directors			
		執行董事						獨立非執行董事			
		Shum Siu Hung 岑少雄	Shum Chun, Lawrence 岑澹	Cen Ziniu 岑子牛	Chiu Sing Chung, Raymond 趙承忠	Siu Ka Fai, Brian 蕭家輝	Wang Jian 王堅	Cheung Kwan Hung 張鈞鴻	Chan Yuk Wai, Benedict 陳旭煒	Xu Mingshe 徐名社	Total 2015 合計2015
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Fees	袍金	—	—	—	—	—	—	130	100	100	330
Other emoluments	其他酬金	—	—	—	—	—	—	—	—	—	—
Salaries and other benefits	薪金及其他福利	3,000	600	1,107	1,500	1,381	456	—	—	—	8,044
Contributions to retirement benefits schemes	退休福利計劃供款	18	15	18	18	18	18	—	—	—	105
Total emoluments	酬金總額	3,018	615	1,125	1,518	1,399	474	130	100	100	8,479

No director or chief executive waived any emoluments during both years.

於兩年內並無董事放棄任何酬金。

The executive directors' remuneration shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

上述披露之執行董事酬金主要關於彼等管理本公司及本集團事務之服務。

The independent non-executive directors' remuneration shown above were mainly for their services as director of the Company.

上述披露之獨立非執行董事酬金主要關於彼等作為本公司董事之服務。

Mr. Shum Siu Hung is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

岑少雄先生亦為本公司之主要行政人員，其上述披露之酬金已包括其作為主要行政人員所提供之服務。



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12. Employees' Emoluments

Of the five individuals with the highest emoluments in the Group, three (2015: three) are directors of the Company whose emoluments are included in the above disclosures. The emolument of the remaining two (2015: two) individuals are disclosed as follows:

12. 僱員酬金

本集團5位最高薪人士包括3位(2015: 3位)本公司董事，其酬金已載於上述披露資料內。其餘2位(2015: 2位)個別人士之酬金披露如下：

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
Salaries and allowances	薪金及津貼	4,535	3,231
Contributions to retirement benefit schemes	退休福利計劃供款	36	36
		4,571	3,267

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
Their emoluments were within the following bands	其酬金介乎以下範圍		
HK\$1,000,001 to HK\$1,500,000	1,000,001 至 1,500,000 港元	—	1
HK\$1,500,001 to HK\$2,000,000	1,500,001 至 2,000,000 港元	—	1
HK\$2,000,001 to HK\$2,500,000	2,000,001 至 2,500,000 港元	2	—

No emoluments were paid by the Group to the directors or the above individual as an inducement to join or upon joining the Group or as compensation for loss of office.

本集團並無向董事或上述個別人士支付酬金，作為邀請其加入或加入本集團後之獎勵，或作為失去職位之補償。



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13. Dividend

13. 股息

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
2015 final dividend recognised as distribution during the year – HK2.5 cents (2014 final dividend: HK6.6 cents) per share	年內確認為分派之2015年末期股息 – 每股2.5港仙 (2014年末期股息：6.6港仙)	37,010	97,706

No dividend was paid or proposed for ordinary shareholders of the Company during 2016, nor any dividend been proposed since the end of the reporting period (2015: dividend HK2.5 cents per share amounts to approximately HK\$37,010,000).

於2016年，並無派發或建議派發任何股息，自報告期末以來，亦無建議派發任何股息(2015：每股股份之股息為2.5港仙，約37,010,000港元)。

14. Earnings Per Share

14. 每股盈利

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

本公司之擁有人應佔每股基本及攤薄盈利乃按下列數據計算：

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
Earnings Earnings for the purposes of basic and diluted earnings per share (profit for the year attributable to the owners of the Company)	盈利 計算每股基本及攤薄盈利所採用之盈利(本公司擁有人應佔年內溢利)	749,397	756,643



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14. Earnings Per Share (Continued)

14. 每股盈利(續)

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利所採用之普通股加權平均數	1,480,398,216	1,480,398,216
Effect of dilutive ordinary shares Share options	具攤薄普通股之影響 購股權	N/A 不適用	17,514,459
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利所採用之普通股加權平均數	N/A 不適用	1,497,912,675

No diluted earnings per share is presented as there are no potential ordinary shares in issue during the year ended 31 December 2016.

於截至2016年12月31日止期間，由於概無於年內發行潛在股份盈利，故無呈列每股攤薄盈利。



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15. Property, Plant and Equipment

15. 物業、機器及設備

		Construction in progress	Buildings	Leasehold improvements	Plant and machinery	Gas and oil plant and facilities	Pumps and equipment for gas and oil	Furniture, fixtures and equipment	Motor vehicles	Oil vessels	Total
		在建工程	樓宇	租賃物業裝修	機器及設備	氣庫及油庫及 設施	氣及油品之 氣泵及設備	傢私、裝置 及設備	汽車	油船	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
COST	成本										
At 1 January 2015	於2015年1月1日	7,251	43,150	15,336	3,359	1,428,901	443,159	20,982	50,877	117,307	2,130,322
Additions	添置	15,400	—	27	—	903	6,414	1,400	9,002	—	33,146
Disposals and write-off	出售及撇銷	—	(1,590)	(296)	—	(4,075)	(2,987)	(1,055)	(6,535)	(47)	(16,585)
Exchange realignment	匯兌調整	(1,101)	(2,418)	(204)	(194)	(68,785)	(24,733)	(965)	(2,392)	—	(100,792)
At 31 December 2015	於2015年12月31日	21,550	39,142	14,863	3,165	1,356,944	421,853	20,362	50,952	117,260	2,046,091
Arising on acquisition of property, plant and equipment through purchase of subsidiaries (Note 34)	於2015年12月31日因透過購入附屬公司收購物業、機器及設備而產生 (附註34)	—	—	—	537	—	—	—	—	—	537
Additions	添置	209,380	—	48	47	162,871	5,597	1,328	10,520	478,656	868,447
Disposals and write-off	出售及撇銷	—	—	—	—	(2,790)	(2,132)	(58)	(3,120)	(7,593)	(15,693)
Exchange realignment	匯兌調整	(12,588)	(2,502)	(208)	(204)	(76,377)	(25,858)	(1,005)	(2,428)	(18,873)	(140,043)
At 31 December 2016	於2016年12月31日	218,342	36,640	14,703	3,545	1,440,648	399,460	20,627	55,924	569,450	2,759,339
DEPRECIATION AND IMPAIRMENT	折舊及減值										
At 1 January 2015	於2015年1月1日	—	21,719	4,628	980	238,802	176,370	13,322	27,641	3,969	487,431
Provided for the year	年內撥備	—	1,531	1,550	164	46,547	25,117	1,718	7,139	4,821	88,587
Eliminated on disposals and write-off	於出售及撇銷時抵銷	—	(476)	(296)	—	(4,042)	(1,270)	(777)	(5,091)	(1)	(11,953)
Exchange realignment	匯兌調整	—	(1,298)	(25)	(64)	(10,489)	(10,705)	(662)	(1,384)	—	(24,627)
At 31 December 2015	於2015年12月31日	—	21,476	5,857	1,080	270,818	189,512	13,601	28,305	8,789	539,438
Provided for the year	年內撥備	—	2,340	1,728	154	58,579	23,134	1,614	7,013	5,306	99,868
Eliminated on disposals and write-off	於出售及撇銷時抵銷	—	—	—	—	(593)	(1,699)	(49)	(2,680)	(4,926)	(9,947)
Exchange realignment	匯兌調整	—	(1,480)	(29)	(76)	(13,686)	(12,598)	(764)	(1,476)	(4)	(30,113)
At 31 December 2016	於2016年12月31日	—	22,336	7,556	1,158	315,118	198,349	14,402	31,162	9,165	599,246
CARRYING VALUES	賬面值										
At 31 December 2016	於2016年12月31日	218,342	14,304	7,147	2,387	1,125,530	201,111	6,225	24,762	560,285	2,160,093
At 31 December 2015	於2015年12月31日	21,550	17,666	9,006	2,085	1,086,126	232,341	6,761	22,647	108,471	1,506,653



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15. Property, Plant and Equipment (Continued)

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis at the following rates per annum.

Buildings	Over the term of the lease
Leasehold improvements	20% to 33 $\frac{1}{3}$ %
Plant and machinery	4% to 33 $\frac{1}{3}$ %
Gas and oil plant and facilities	Over the shorter of the lease term of coast use right and land use right, or 25 years
Pumps and equipment for gas and oil	10% to 33 $\frac{1}{3}$ %
Furniture, fixtures and equipment	15% to 16 $\frac{2}{3}$ %
Motor vehicles	16 $\frac{2}{3}$ % to 33 $\frac{1}{3}$ %
Oil vessels	3% to 11%

The buildings are situated outside Hong Kong, in the PRC.

The gas and oil plant under construction are situated outside Hong Kong, in the PRC.

LPG bottles with carrying values of approximately HK\$1,887,000 (2015: HK\$2,552,000) included in gas pumps and equipment are leased to customers for short term to generate rental income. The rental income generated was approximately HK\$12,192,000 (2015: HK\$18,744,000) for the year ended 31 December 2016.

15. 物業、機器及設備(續)

除在建工程外，上述物業、機器及設備項目，乃按下列年利率以直線法折舊。

樓宇	按租約年期
租賃物業裝修	20%至33 $\frac{1}{3}$ %
機器及設備	4%至33 $\frac{1}{3}$ %
氣庫及油庫及設施	按海岸使用權及土地使用權租約年期或25年期之較短者
氣及油品之氣泵及設備	10%至33 $\frac{1}{3}$ %
傢俬、裝置及設備	15%至16 $\frac{2}{3}$ %
汽車	16 $\frac{2}{3}$ %至33 $\frac{1}{3}$ %
油船	3%至11%

樓宇乃位於中國(香港境外)。

在建氣油庫乃位於中國(香港境外)。

計入氣泵及設備中賬面值約1,887,000港元(2015: 2,552,000港元)之液化氣瓶乃以短期形式租予客戶，以產生租金收入。於截至2016年12月31日止年度所產生之租金收入約為12,192,000港元(2015: 18,744,000港元)。



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16. Land Use Rights

16. 土地使用權

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
The Group's land use rights comprise:	本集團之土地使用權包括：		
Land use rights in Hong Kong	於香港之土地使用權	25,498	26,345
Land use rights outside Hong Kong, in the PRC	於中國(香港境外)之 土地使用權	395,587	251,967
		421,085	278,312
Analysed for reporting purposes as:	按呈報目的分析：		
Non-current asset	非流動資產	401,633	266,611
Current asset	流動資產	19,452	11,701
		421,085	278,312

In December 2016, the Group acquired a land in the PRC from the PRC Government for construction of LPG bottling plant. As at 31 December 2016, the carrying value of these land use right in respect of which the Group was not yet granted formal title of ownership amounted to approximately HK\$168,935,000 (2015: Nil). In the opinion of directors of the Company, the absence of formal title of these land use rights does not impair the value of the relevant properties of the Group. The director of the Company also believe that formal title of these land use rights will be granted to the Group in due course. In November 2015, the Group acquired a land in Hong Kong and leased to an independent third party, the rental income generated by this piece of land in year ended 31 December 2016 amounted to approximately HK\$1,581,000 (2015: HK\$69,000). Both lands are carried at historical cost less accumulated amortisation and accumulated impairment losses items.

The Group acquired a leasehold land in Zhuhai (the "Land") in year 2011. The size of the Land is 15,750 square meters. The Group is developing half of the Land to construct a property for owner-occupied purpose and the remaining half for properties for sales. The detail of the properties under development for sales is disclosed in note 27.

於2016年12月，本集團從中國政府購入一塊中國的土地以興建液化氣充瓶廠。於2016年12月31日，本集團尚未獲授予正式擁有權之土地使用權的賬面值約168,935,000港元(2015：無)。本公司董事認為，該等土地使用權並未獲得正式擁有權並不會損害本集團相關物業的價值。本公司董事認為，該等土地使用權的正式擁有權將在適當時候授予本集團。於2015年11月，本集團購入一塊香港的土地並租賃予一獨立第三方，於截止2016年12月31日止年度，該土地產生之租金收入約1,581,000港元(2015：69,000港元)。兩塊土地均按歷史成本減累計攤銷及累計減值虧損項目列賬。

本集團於2011年收購一幅位於珠海之租賃土地(「該土地」)。該土地面積為15,750平方米。本集團正發展該土地之一半以興建一項業主自用物業，餘下一半則發展作為待售物業。待售發展中物業之詳情於附註27披露。

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17. Prepaid Lease Payments for Coast

17. 海岸預付租賃款項

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
The Group's prepaid lease payments for coast comprise:	本集團之海岸預付租賃款項包括:		
Coast outside Hong Kong, in the PRC	於中國(香港境外)持有之海岸	6,752	8,036
Analysed for reporting purposes as:	按呈報目的分析:		
Non-current asset	非流動資產	5,983	7,214
Current asset	流動資產	769	822
		6,752	8,036

The prepaid lease payments for coast represent the rights to use coast in Zhuhai ranging from 20 years to 28 years, starting from 1 January 1999.

海岸預付租賃款項乃指於珠海之海岸使用權，由1999年1月1日開始，租賃期介乎20年至28年。

18. Goodwill

18. 商譽

		HK\$'000
		千港元
COST	成本	
At 1 January 2015	於2015年1月1日	668,139
Exchange realignment	匯兌調整	(9,491)
At 31 December 2015	於2015年12月31日	658,648
Exchange realignment	匯兌調整	(19,340)
At 31 December 2016	於2016年12月31日	639,308
CARRYING VALUES	賬面值	
At 31 December 2016	於2016年12月31日	639,308
At 31 December 2015	於2015年12月31日	658,648



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18. Goodwill (Continued)

For the purposes of impairment testing, goodwill set out above has been allocated to ten (2015: ten) individual CGUs in segments in relation to the sales and distribution of LPG and oil products segment.

The basis of the recoverable amounts of the above CGUs and their major underlying assumptions are summarised below:

The recoverable amounts of these CGUs have been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering 5-year period, and discount rate at 10% (2015: 9%) for LPG segment, 16% (2015: 18%) for oil products business segment. The cash flows for the financial budgets are using a steady decline/growth rate ranging from -10% to 5% (2015: -5% to 5%) for a 5 year period. The cash flows beyond this 5-year period are extrapolated using a zero percent growth rate. Other key assumptions for the value in use calculations related to the estimation of cash inflows/outflows which included budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

18. 商譽(續)

就減值測試而言，上文所載之商譽已分配至10個(2015：10個)有關銷售及分銷液化氣及油品分類個別現金產生單位。

以上現金產生單位之可收回金額之基準及其主要相關假設概述如下：

此等現金產生單位之可收回金額乃根據使用價值計算法釐定。該計算法採用管理層已批准之5年期財務預算案中之現金流量預測及液化氣分類折現率10%(2015：9%)、油品業務分類折現率16%(2015：18%)計算。財務預算案之現金流量以5年期之穩定下降／增長率介乎-10%至5%(2015：-5%至5%)推斷。此5年期後之現金流量以零增長率推斷。有關估計現金流入／流出使用價值計算法之其他主要假設包括預算銷售及毛利率，該估計是根據單位之過往業績及管理層預計之市場發展而作出。



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19. Other Intangible Assets

19. 其他無形資產

		Distribution network 分銷網絡	Business license 營業執照	Leasing agreements 租賃協議	Technical know-how 技術知識	Customer relationships 客戶關係	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
COST	成本						
At 1 January 2015	於2015年1月1日	370,146	29,754	15,456	—	102,722	518,078
Exchange adjustments	匯兌調整	(21,353)	(1,516)	(892)	—	—	(23,761)
At 31 December 2015	於2015年12月31日	348,793	28,238	14,564	—	102,722	494,317
Exchange adjustments	匯兌調整	(22,297)	(1,583)	(931)	604	—	(24,207)
Arising on acquisition of intangible assets through purchase of subsidiaries (note 34)	透過購入附屬公司收購無形資產所產生 (附註34)	—	—	—	99,880	—	99,880
At 31 December 2016	於2016年12月31日	326,496	26,655	13,633	100,484	102,722	569,990
AMORTISATION AND IMPAIRMENT	攤銷及減值						
At 1 January 2015	於2015年1月1日	73,293	11,609	15,456	—	—	100,358
Charge for the year	年內支出	24,426	1,858	—	—	17,120	43,404
Exchange adjustments	匯兌調整	(5,311)	(552)	(892)	—	—	(6,755)
At 31 December 2015	於2015年12月31日	92,408	12,915	14,564	—	17,120	137,007
Charge for the year	年內支出	22,901	1,600	—	—	17,120	41,621
Exchange adjustments	匯兌調整	(6,957)	(676)	(931)	—	—	(8,564)
At 31 December 2016	於2016年12月31日	108,352	13,839	13,633	—	34,240	170,064
CARRYING VALUES	賬面值						
At 31 December 2016	於2016年12月31日	218,144	12,816	—	100,484	68,482	399,926
At 31 December 2015	於2015年12月31日	256,385	15,323	—	—	85,602	357,310



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19. Other Intangible Assets (Continued)

The distribution network, the business license, the leasing agreements and customer relationship were acquired from third parties in business combinations. The technical know-how was acquired through purchase of subsidiaries.

The above intangible assets have definite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Distribution network	10 to 15 years
Business license	5 to 15 years
Leasing agreements	5 to 10 years
Technical know-how	10 years
Customer relationships	6 years

19. 其他無形資產(續)

分銷網絡、營業執照、租賃協議及客戶關係乃在業務合併中向第三方購入。技術知識由購入附屬公司獲得。

上述無形資產具有有限可使用年期。該等無形資產以直線法在以下期間攤銷：

分銷網絡	10至15年
營業執照	5至15年
租賃協議	5至10年
技術知識	10年
客戶關係	6年

20. Interests in Associates

20. 聯營公司權益

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Cost of interests in unlisted associates	非上市聯營公司權益成本		
At 1 January	於1月1日	15,960	71,766
New associate incorporated	新成立之聯營公司	—	8,986
Share of net losses and other comprehensive expenses net of dividend for the year	分佔年內虧損淨額及其他全面支出(已減去年內股息)	(8,221)	(3,360)
Refund of the registered capital from an associate (Note a)	一家聯營公司退回註冊資本(附註a)	—	(61,432)
At 31 December	於12月31日	7,739	15,960



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20. Interests in Associates (Continued)

As at 31 December 2016 and 2015, the Group had interests in the following significant associates:

Name of entity 實體名稱	Form of entity 實體形式	Country of incorporation/ registration 註冊成立/ 登記國家	Principal place of operation 主要營運地點	Class of shares held 所持股份類別	Proportion of nominal value of issued capital held by the Group 本集團所持已發行股本面值比例		Principal activity 主要活動
					2016 %	2015 %	
Sinopec NewOcean Energy Company Limited ("Sinopec NewOcean") (Note a)	Incorporated	PRC	PRC	Registered capital	—	49	Sales and distribution of energy products
中石化新海能源有限公司 ("中石化新海")(附註a)	已註冊成立	中國	中國	註冊資本			銷售及分銷能源產品
珠海港新海能源有限公司 ("珠海港新海")(Note b)	Incorporated	PRC	PRC	Registered capital	50	50	Sales and distribution of energy products
珠海港新海能源有限公司 ("珠海港新海")(附註b)	已註冊成立	中國	中國	註冊資本			銷售及分銷能源產品

Notes:

- (a) On 10 April 2013, NewOcean Baifuyang Investment Company Limited ("NBIC"), a wholly-owned subsidiary of the Company incorporated in the PRC, entered into an agreement with China Petroleum & Chemical Corporation ("Sinopec") to establish a company. On 1 September 2013, Sinopec NewOcean was established. Sinopec NewOcean had a registered capital of RMB100,000,000, of which 51% is owned by Sinopec and 49% is owned by NBIC. The principal business of Sinopec NewOcean includes: (i) motor vehicle refueling in Guangzhou for LPG vehicles; (ii) motor vehicle refueling in Guangzhou for liquefied natural gas ("LNG") vehicles, which will be added in stages to the business; (iii) sales of non-petrol chemical consumer item with sales support from Sinopec's chain of petrol filling stations; (iv) sales and distribution of bonded oil products for marine bunkering; and (v) sales and distribution of bottled LPG.

20. 聯營公司權益(續)

於2016年及2015年12月31日，本集團於以下主要聯營公司持有權益：

附註：

- (a) 於2013年4月10日，在中國註冊成立之本公司全資附屬公司新海百富洋投資有限公司(「百富洋投資」)與中國石油化工股份有限公司(「中石化」)訂立協議，以成立合營公司。於2013年9月1日，合營公司中石化新海已成立。中石化新海之註冊資本為人民幣100,000,000元，其中51%由中石化擁有，而49%由百富洋投資擁有。中石化新海之主要業務包括：(i) 於廣州為液化氣汽車進行汽車加氣；(ii) 於廣州為液化天然氣(「液化天然氣」)汽車進行汽車加氣，該業務將分階段加入業務中；(iii) 在中石化之連鎖加油站之銷售支持下，銷售非石油化工消費品；(iv) 銷售及分銷海上加油保稅油品；及(v) 銷售及分銷瓶裝液化氣。



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20. Interests in Associates (Continued)

Notes: (Continued)

(a) (Continued)

On 17 October 2013, Sinopec NewOcean entered into a subcontracting agreement with NBIC (“Subcontracting Agreement”) to subcontract from NBIC all the 17 LPG refuelling stations in Guangzhou currently owned and operated by the subsidiary of NBIC, Lianxin Energy Development Company Limited (“Lianxin Energy”). Under the terms of the Subcontracting Agreement, the subcontracting period of Lianxin Energy’s business will be 10 years commenced from 1 November 2013 (“Subcontracting Period”) during which Sinopec NewOcean will pay a subcontracting fee of RMB10,000,000 to NBIC each year and the Group is allowed to charge Lianxin Energy information and technical services fee up to RMB48,300,000 each year. In addition, as set out in the Subcontracting Agreement, the Group will be the sole supplier of LPG for Sinopec NewOcean.

On 30 October 2015, Sinopec and NBIC entered into a termination agreement to terminate the subcontracting agreement with effect from 1 November 2015. For the year ended 31 December 2015, the subcontracting fee received from Sinopec NewOcean amount to RMB8,333,333 (equivalent to approximately HK\$10,448,000). The details of the arrangements are set out in the announcement dated 30 October 2015 issued by the Company. On 31 December 2015, a shareholders resolution was passed by Sinopec and NBIC, Sinopec NewOcean would be dissolved in year 2016. On 25 December 2015, NBIC received the refund of the registered capital amounted to RMB49,000,000 (equivalent to approximately HK\$61,432,000) and distribution of dividend amounted to approximately RMB11,982,000 (equivalent to approximately HK\$15,022,000) from Sinopec NewOcean. In September 2016, the dissolution of Sinopec NewOcean was completed and final distribution of dividends of approximately RMB5,718,000 (equivalent to approximately HK\$6,721,000) was received.

- (b) 珠海港新海 is established on 5 February 2015. 新海能源(珠海)有限公司 owns 50% of the ownership interests in 珠海港新海 and the remaining 50% owns by 珠海城市管道燃氣有限公司 (“珠海城市管道”). However, according to the memorandum and association of 珠海港新海, 珠海城市管道 has over 50% voting power and thus has control of the board of directors in 珠海港新海, thus 珠海港新海 is treated as an associate of the Company.

20. 聯營公司權益(續)

附註：(續)

(a) (續)

於2013年10月17日，中石化新海與百富洋投資訂立承包協議(「承包協議」)，以向百富洋投資承包百富洋投資之附屬公司聯新能源發展有限公司(「聯新能源」)現時擁有及經營位於廣州之全部17個液化氣加氣站。根據承包協議之條款，聯新能源業務之承包期間將由2013年11月1日起計為期10年(「承包期間」)，期內，中石化新海將向百富洋投資每年支付人民幣10,000,000元之承包費，而本集團可就資訊及技術服務每年向聯新能源收取最多人民幣48,300,000元。此外，誠如承包協議所載，本集團將成為中石化新海之唯一液化氣供應商。

於2015年10月30日，中石化與百富洋投資訂立一份終止協議以終止承包協議，並由2015年11月1日生效。截至2015年12月31日止年度，向中石化新海收取之承包費用為8,333,333人民幣(相等於約10,448,000港元)。該項安排之詳情已刊載於由本公司於2015年10月30日發出之公告內。於2016年12月31日，中石化及百富洋投資均通過股東會決議，中石化新海將於2016年內解散。於2015年12月25日，百富洋投資收到中石化新海退回49,000,000人民幣(相等於61,432,000港元)之註冊資本，及約11,982,000人民幣(相等於15,022,000港元)之股息分派。於2016年9月，中石化新海完成解散，並已收到最後分派約5,718,000人民幣(相等於6,721,000港元)的股息。

- (b) 珠海港新海於2015年2月5日成立。新海能源(珠海)有限公司持有珠海港新海50%之權益，而餘下之50%權益由珠海城市管道燃氣有限公司(「珠海城市管道」)持有。然而，根據珠海港新海之章程，珠海城市管道擁有超過50%投票權並從而擁有珠海港新海董事會之控制權，故此珠海港新海被視為本公司之聯營公司。



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20. Interests in Associates (Continued)

Summarised financial information of associates

Summarised financial information in respect of each of the Group's associates is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs. All of these associates are accounted for using the equity method in these consolidated financial statements.

Sinopec NewOcean

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Current assets	流動資產	—	160,130
Non-current assets	非流動資產	—	587
Current liabilities	流動負債	—	(146,811)
Non-current liabilities	非流動負債	—	(72)
Revenue	收入	—	1,625,000
(Loss) profit and total comprehensive (expense) income for the period up to the completion of dissolution/year (Note a)	本年度／直至完成解散時之(虧損)溢利及全面(支出)收益總額(附註a)	(116)	26,132

20. 聯營公司權益(續)

聯營公司之財務資料概要

本集團各聯營公司之財務資料概要載於下文。下述財務資料概要為根據香港財務報告準則編製之聯營公司財務報表所列示之金額。所有此等聯營公司已採用權益法於此等綜合財務報表入賬。

中石化新海



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20. Interests in Associates (Continued)

Summarised financial information of associates

(Continued)

Sinopec NewOcean (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Net assets of Sinopec NewOcean	中石化新海之資產淨值	—	13,834
Proportion of the Group's ownership interest in Sinopec NewOcean	本集團所佔中石化新海之擁有權權益比例	—	49%
Carrying amount of the Group's interest in Sinopec NewOcean	本集團於中石化新海之權益賬面值	—	6,779

珠海港新海

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Current assets	流動資產	18,483	22,131
Non-current assets	非流動資產	83	84
Current liabilities	流動負債	(3,088)	(3,853)
Revenue	收入	111,066	63,371
(Loss) profit and total comprehensive (expense) income for the year	本年度(虧損)溢利及全面(支出)收益總額	(2,884)	409

20. 聯營公司權益(續)

聯營公司之財務資料概要(續)

中石化新海(續)

上述財務資料概要與於綜合財務報表中確認之聯營公司權益賬面值之對賬如下：

珠海港新海



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20. Interests in Associates (Continued)

Summarised financial information of associates

(Continued)

珠海港新海 (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Net assets	資產淨值	15,478	18,362
Proportion of the Group's ownership interest in 珠海港新海	本集團所佔珠海港新海之擁有權權益比例	50%	50%
Carrying amount of the Group's interest in 珠海港新海	本集團於珠海港新海之權益賬面值	7,739	9,181

21. Interests in Joint Ventures

21. 合營企業權益

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Cost of unlisted investments in joint ventures	非上市合營企業投資成本		
At 1 January	於1月1日	21,332	19,969
Share of net profits and other comprehensive expense for the year	分佔年內淨溢利及其他全面支出	2,268	1,363
At 31 December	於12月31日	23,600	21,332

20. 聯營公司權益(續)

聯營公司之財務資料概要(續)

珠海港新海(續)

上述財務資料概要與於綜合財務報表中確認之聯營公司權益賬面值之對賬如下：



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21. Interests in Joint Ventures (Continued)

As at 31 December 2016 and 2015, the Group had interests in the following joint ventures:

Name of entity 實體名稱	Form of business structure 業務架構類別	Country of incorporation 註冊成立/ 登記國家	Principal place of operation 主要營運地點	Fully paid up registered capital 已繳足註冊資本	Proportion of nominal value of registered capital held by the Group 本集團所持已發行股本面值比例		Nature of business 業務性質
					2016	2015	
廣州市橋新燃氣有限公司 ("橋新") (Note a)	Incorporated	PRC	PRC	RMB2,250,000	49%	49%	Sales and distribution of LPG 銷售及分銷液化氣
廣州市橋新燃氣有限公司 ("橋新") (附註a)	已註冊成立	中國	中國	2,250,000人民幣			
廣州龍騰潤宇能源有限公司 ("龍騰") (Note b)	Incorporated	PRC	PRC	RMB10,000,000	30%	30%	Sales and distribution of LPG 銷售及分銷液化氣
廣州龍騰潤宇能源有限公司 ("龍騰") (附註b)	已註冊成立	中國	中國	10,000,000人民幣			

Notes:

- (a) The Group's entitlement to share in the profits of its joint venture is in proportion to its ownership interest after the subcontracting period mentioned in the following paragraph.

Pursuant to an agreement entered into between Qing Yuan Shi Qingxin District Bai Fu Yang Petrol Chemical Company Limited ("BFY"), a wholly owned subsidiary of the Company, and the joint venture partner of 橋新 on 3 November 2006, the operation of 橋新 has been subcontracted to BFY with a subcontracting period of 8 years until 2015. On 8 June 2015, both parties entered into another agreement to extend the subcontracting period for another 3 years to 2018. Under the terms of subcontract agreement, major decisions about the relevant activities must require unanimous consent by the Group and the other shareholder. Thus, 橋新 is classified as joint venture of the Group.

- (b) 50% interests of registered capital of 龍騰 is owned by 廣東新海潤宇能源有限公司 ("廣東新海潤宇") in which 60% of ownership interests of 廣東新海潤宇 is owned by 深圳寶潤燃氣有限公司 a wholly owned subsidiary of the Group. Thus, the effective ownership interests of the Group in 龍騰 is 30% (2015: 30%). Under the terms of memorandum and articles of association of 龍騰, major decisions about the relevant activities must require unanimous consent by the Group and the other shareholder. Thus, 龍騰 is classified as joint venture of the Group.

The summarised financial information in respect of the Group's interests in joint ventures which is accounted for using the equity method is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

21. 合營企業權益 (續)

於2016年及2015年12月31日，本集團於以下合營企業持有權益：

附註：

- (a) 本集團分佔其合營企業之溢利乃按以下段落中提及之承包期間後其所佔該實體之擁有權權益比例計算。

根據本公司之全資附屬公司清遠市清新区百富洋石油化工有限公司(「百富洋」)及橋新之合營夥伴於2006年11月3日訂立之協議，橋新之業務已外判予百富洋，外判期至2015年，為期8年。於2015年6月8日，雙方已訂立另一份協議將外判期延長3年至2018年。根據承包協議之條款，關於相關活動之重大決定需得到本集團及其他股東一致同意。故此，橋新被列為本集團之合營企業。

- (b) 廣東新海潤宇能源有限公司(「廣東新海潤宇」)持有龍騰50%的註冊資本，而廣東新海潤宇60%的權益由深圳寶潤燃氣有限公司持有，故此，本集團實際持有龍騰之權益為30%(2015: 30%)。根據龍騰公司章程及細則之條款，關於相關活動之重大決定需得到本集團及其他股東一致同意。故此，龍騰被列為本集團之合營企業。

本集團以權益會計法入賬之合營企業權益財務資料概要載列如下。下述財務資料概要為根據香港財務報告準則編製之合營企業財務報表所列示之金額。

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21. Interests in Joint Ventures (Continued)

21. 合營企業權益(續)

橋新

橋新

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Current assets	流動資產	16,320	14,026
Non-current assets	非流動資產	7,648	8,103
Current liabilities	流動負債	(365)	(53)
Revenue	收入	22,302	27,107
Profit for the year	年內溢利	2,565	2,765
Other comprehensive expenses for the year	年內其他全面支出	(1,038)	(909)
Total comprehensive income for the year	年內全面收益總額	1,527	1,856



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21. Interests in Joint Ventures (Continued)

21. 合營企業權益(續)

龍騰

龍騰

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Current assets	流動資產	16,855	11,846
Non-current assets	非流動資產	4,430	3,697
Current liabilities	流動負債	(8,247)	(3,986)
Revenue	收入	45,139	179
Profit (loss) for the year	年內溢利(虧損)	2,484	(444)
Other comprehensive expense for the year	年內其他全面支出	(1,003)	(361)
Total comprehensive income (expenses) for the year	年內全面收益(支出)總額	1,481	(805)

22. Available for Sale Investment

22. 可供出售投資

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Available for sale investment comprise:	可供出售投資包括：		
— Equity securities listed in Korea (Note)	韓國上市之證券(附註)	—	37,770

Note: As at 31 December 2015, the Group owned 9.69% equity interest in IE Limited (formerly known as Integrated Energy Limited) ("IE"). The fair value of IE shares was determined based on quoted market bid price of shares of IE traded on Korean Securities Dealers Automated Quotation which amounted to approximately HK\$37,770,000 as at 31 December 2015. During the year ended 31 December 2016, the Group disposed all IE shares.

附註：於2015年12月31日，本集團持有IE Limited(前稱Integrated Energy Limited) (「IE」)之9.69%。IE股份之公平值乃按於韓國證券交易商自動報價協會買賣之IE股份市場買入報價釐定，於2015年12月31日約為37,770,000港元。於截至2016年12月31日止之度，本集團已全數出售IE之股份。



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23. Deposits Paid

The amount included deposits of approximately RMB315,671,000 (equivalent to approximately HK\$354,030,000) (2015: RMB181,887,000, equivalent to approximately HK\$217,920,000) paid for several potential acquisition of investment projects. The Group has not entered into any formal sales and purchase agreement as at 31 December 2016. The remaining amount mainly represents the deposits paid for purchase of property, plant and equipment.

24. Inventories

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
LPG	液化氣	87,812	128,976
Oil products	油品	632,222	32,649
Electronic products	電子產品	213,500	98,660
		933,534	260,285

The cost of inventories charged to the consolidated statement of profit or loss and other comprehensive income for the year amounted to approximately HK\$13,943,529,000 (2015: HK\$13,675,086,000).

23. 已付按金

此金額包括就潛在收購的投資項目支付了315,671,000人民幣的按金(相等於約354,030,000港元)(2015: 181,887,000人民幣, 相等於約217,920,000港元)。於2016年12月31日, 本集團並無簽訂任何正式的買賣協議。餘額主要代表購置物業、機器及設備所支付的按金。

24. 存貨

年內自綜合損益及其他全面收益表扣除之存貨成本約為13,943,529,000港元(2015: 13,675,086,000港元)。



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25. Trade Debtors, Bills Receivable, Other Debtors, Deposits and Prepayments

25. 應收貿易賬款、應收票據、其他應收賬款、按金及預付款項

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Trade debtors	應收貿易賬款	3,164,818	2,477,122
Bills receivable	應收票據	124,492	41,226
		3,289,310	2,518,348

The Group allows an average credit period of 90 days. The bills receivable are matured within the range of 30 days to 180 days for the years ended 31 December 2016 and 2015. The following is an aged analysis of trade debtors and bills receivable at the end of the reporting period presented based on the invoice date, which approximated the respective revenue recognition dates:

本集團之平均信貸期為90天。截至2016年及2015年12月31日止年度應收票據之到期日均介乎30天至180天。於報告期末之應收貿易賬款及應收票據賬齡分析按發票日期(相近收入確認日期)呈列如下：

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
0 to 30 days	0至30天	888,521	1,263,989
31 to 60 days	31至60天	969,440	316,609
61 to 90 days	61至90天	782,864	297,171
91 to 180 days	91至180天	441,294	584,914
Over 180 days	超過180天	207,191	55,665
		3,289,310	2,518,348

Included in the Group's trade debtors, debtors of approximately nil (2015: HK\$5,000) are denominated in USD, which is not the functional currency of the relevant group entities.

本集團之應收貿易賬款中沒有(2015: 5,000港元)為美元定價，美元並非相關集團實體之功能貨幣。



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25. Trade Debtors, Bills Receivable, Other Debtors, Deposits and Prepayments (Continued)

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customers. Recoverability of the existing customers is reviewed by the Group regularly. Included in the Group's trade debtors and bills receivable balance are receivables with aggregate carrying amount of approximately HK\$3,044,859,000 (2015: HK\$2,283,925,000), which are neither past due nor impaired.

Included in the Group's trade debtors balance are debtors with aggregate carrying amount of approximately HK\$244,451,000 (2015: HK\$234,423,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over the balances. The trade debtors past due but not provided for were either subsequently settled as at the date of this report or no historical default of payments by the respective customers. The average age of these receivables is 224 days (2015: 129 days). As at 31 December 2016 and 2015, the Group has no provision for allowance for doubtful debts. Subsequent to 31 December 2016, most of these past due trade receivables were settled.

25. 應收貿易賬款、應收票據、其他應收賬款、按金及預付款項(續)

本集團於接納任何新客戶前會先評估潛在客戶之信貸質素，並設定其信貸額。本集團定期審閱現有客戶之還款能力。包括在本集團之貿易應收賬款及應收票據中，約3,044,859,000港元(2015：2,283,925,000港元)應收貿易賬款之總面值均不是過期或減值。

本集團之應收貿易賬款餘額中，總賬面值約244,451,000港元(2015：234,423,000港元)之應收賬款於報告結算日已過期，但本集團並未作減值虧損撥備。本集團並無持有任何關於該等餘額之抵押品。已過期但未作撥備之應收貿易賬款已其後於本報告日清償，或相關客戶過往並無結欠款項。該等應收賬款之平均賬齡為224天(2015：129天)。於2016年及2015年12月31日，本集團並無就呆賬作出撥備。於2016年12月31日止後，已收回大部份已過期的貿易賬款。



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25. Trade Debtors, Bills Receivable, Other Debtors, Deposits and Prepayments (Continued)

Aging of trade debtors based on the invoice date which are past due but not impaired

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
31 to 60 days	31至60天	13,007	27,013
61 to 90 days	61至90天	31,116	29,539
91 to 180 days	91至180天	22,768	160,556
Over 180 days	超過180天	177,560	17,315
<i>Total</i>	<i>合計</i>	244,451	234,423

Included in other debtors, there are trade deposits paid to suppliers of approximately HK\$1,423,804,000 (2015: HK\$1,530,080,000) in relation to the purchase of LPG and oil products which will be delivered within one year commencing from the date of the signed purchase contract.

As at 31 December 2016, other debtors included loan advances to independent third parties of approximately HK\$154,004,000 (2015: HK\$98,627,000). The loan advances are carried at fixed interest rates ranged from 4% to 13% per annum (2015: 5% per annum) and repayable within one year. The loan advance as at 31 December 2015 have been fully settled in the current year.

25. 應收貿易賬款、應收票據、其他應收賬款、按金及預付款項(續)

已過期但未減值之應收貿易賬款按發票日期之賬齡

其他應收賬款中包括已付供應商貿易按金約1,423,804,000港元(2015年12月31日：1,530,080,000港元)，涉及購買液化氣及油品並於簽訂購買合約起計一年內交付。

於2016年12月31日，其他應收賬款包括提供予獨立第三方約154,004,000港元(2015：98,627,000港元)之貸款。貸款以固定年利率介乎4%至13%(2015：年利率5%)定息，並於一年內償還。於2015年12月31日之貸款已於本年度內全數償還。



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26. Amounts due from Associates and a Joint Venture

The amounts due from associates and a joint venture are in trade nature aged within 90 days based on invoice date. A credit period of 30 days to 90 days is granted to associates. The balances are neither past due nor impaired at the end of the reporting period.

26. 應收聯營公司及一家合營企業款項

應收聯營公司及一家合營企業款項為貿易性質，按發票日期計算之賬齡為90天以內。本集團向聯營公司授予30天至90天之信貸期。所有結餘於報告期末均未逾期或減值。

27. Properties Under Development for Sales

27. 待售發展中物業

		HK\$'000 千港元
COST	成本	
At 1 January 2015	於2015年1月1日	224,936
Exchange adjustments	匯兌調整	(12,977)
At 31 December 2015	於2015年12月31日	211,959
Additions	添置	199,404
Exchange adjustments	匯兌調整	(22,698)
At 31 December 2016	於2016年12月31日	388,665

The Group is developing half of the Land into properties for sales. The details of the Land are set out in note 16. All the properties under development for sales are not expected to be realised within twelve months after the end of the reporting period. The properties under development for sales is situated in the PRC.

本集團正發展該土地之一半為待售物業。該土地之詳情載於附註16。所有待售發展中物業預期均不會在報告期末後12個月內變現。待售發展中物業位於中國。



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28. Pledged Bank Deposits, Bank Balances and Cash

The amounts represent deposits pledged to banks to secure banking facilities granted to the Group. The deposits have been pledged to secure short-term bank loans, and are therefore classified as current assets. The pledged bank deposits included an amount of approximately HK\$112,151,000 (2015: HK\$1,108,142,000) carried at fixed interest rates of 0.30% (2015: ranged from 0.30% to 4.80%) per annum and will be released upon settlement of the relevant bank borrowings.

The bank balances carried interest at market rates which ranged from 0.01% to 3.80% (2015: 0.01% to 3.80%) per annum.

As at 31 December 2016, the pledged bank deposits and bank balances and cash of approximately HK\$1,342,656,000 (2015: HK\$2,155,552,000) were denominated in RMB which is not freely convertible into other currencies. Included in the Group's pledged bank deposits and bank balances, there are approximately HK\$5,021,000 (2015: HK\$7,348,000) denominated in USD/HK\$ and approximately HK\$5,771,000 (2015: HK\$352,390,000) denominated in RMB, which are not the functional currencies of the relevant group entities.

28. 已抵押銀行存款、銀行結餘及現金

該款項指抵押予銀行作為本集團獲授銀行融資之擔保之存款。該等存款已抵押作為短期銀行借款之擔保，故分類為流動資產。已抵押銀行存款中包括金額約112,151,000港元(2015：1,108,142,000港元)按固定年利率0.30%(2015：介乎0.30%至4.80%)計息，並將於有關銀行借款清還時解除。

銀行結餘按介乎0.01%至3.80%(2015：0.01%至3.80%)之市場年利率計息。

於2016年12月31日，已抵押銀行存款及銀行結餘及現金約1,342,656,000港元(2015：2,155,552,000港元)以人民幣定價，並不可自由轉換為其他幣值。本集團之已抵押銀行存款及銀行結餘中，約5,021,000港元(2015：7,348,000港元)以美元／港元定價，約5,771,000港元(2015：352,390,000港元)則以人民幣定價，美元／港元及人民幣並非相關集團實體之功能貨幣。



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29. Trade Creditors and Bills Payable

29. 應付貿易賬款及應付票據

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Trade creditors	應付貿易賬款	667,521	261,981
Bills payable	應付票據	932,435	379,835
		1,599,956	641,816

The aged analysis of trade creditors and bills payable is as follows presented based on invoice date:

應付貿易賬款及應付票據之賬齡分析按發票日期呈列如下：

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
0 to 30 days	0至30天	600,476	430,564
31 to 60 days	31至60天	605,781	72,582
61 to 90 days	61至90天	321,186	884
91 to 180 days	91至180天	51,970	136,584
Over 180 days	超過180天	20,543	1,202
		1,599,956	641,816

Included in the Group's trade creditors, creditors of approximately HK\$116,442,000 (2015: nil) are denominated in USD, which is not the functional currency of the relevant group entities.

本集團之應付貿易賬款中約116,442,000港元(2015: 無)為美元定價，美元並非相關集團實體之功能貨幣。

30. Amounts due to an Associate and a Joint Venture

30. 應付一家聯營公司及一家合營企業款項

The amounts were unsecured, interest-free and repayable on demand.

金額為無抵押、免息及須應要求償還。



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31. Borrowings

31. 借款

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Bank trust receipts loans	銀行信託收據借款	1,292,488	844,442
Other loans (pledged with RMB bank deposits)	其他借款(以人民幣銀行存款作抵押)	108,920	1,370,614
Other loans (pledged with other assets)	其他借款(其他資產作抵押)	52,989	41,631
Other loans	其他借款	2,838,144	2,691,881
		4,292,541	4,948,568
Repayable within one year shown under current liabilities			
Borrowings secured by pledged bank deposits		108,920	1,370,614
Borrowings secured by other assets		15,560	11,227
Borrowings unsecured		1,930,837	1,532,972
		2,055,317	2,914,813
Repayable over one year shown under non-current liabilities			
Borrowing secured — more than one year, but not exceeding two years		15,688	11,227
Borrowing unsecured — more than one year, but not exceeding two years		990,005	1,032,795
Borrowings secured — more than two years, but not exceeding five years		21,741	19,177
Borrowings unsecured — more than two years, but not exceeding five years		1,209,790	970,556
		2,237,224	2,033,755
		4,292,541	4,948,568



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31. Borrowings (Continued)

Bank borrowings include approximately HK\$325,415,000 (2015: HK\$859,109,000) of fixed-rate. They carry average interest at 2.55% (2015: 2.61%) per annum. The remaining bank borrowings are variable-rate borrowings which carry interest at 1 month London Interbank Offered Rate (“LIBOR”) plus certain basis points, Hong Kong Interbank Offered Rate (“HIBOR”) plus certain basis points, EURO Interbank Offered Rate (“EURIBOR”) plus certain basis points per annum ranging from 0.51% to 4.13% (2015: 0.37% to 3.23%) per annum.

As at 31 December 2016, other loans of approximately HK\$52,989,000 (2015: HK\$41,631,000) are secured by three (2015: two) oil vessels owned by the Group with carrying value of approximately HK\$118,819,000 (2015: HK\$90,244,000) and guaranteed by the Company. Included in total borrowings of the Group, approximately HK\$3,969,706,000 (31 December 2015: HK\$4,628,597,000) is guaranteed by the Company and/or its subsidiaries.

31. 借款(續)

銀行借款中約325,415,000港元(2015: 859,109,000港元)為定息，平均年利率為2.55%(2015: 2.61%)。餘下銀行借款為浮息借款，年利率為一個月倫敦銀行同業拆息(「倫敦銀行同業拆息」)加若干基點，香港銀行同業拆息(「香港銀行同業拆息」)加若干基點及歐洲銀行同業拆息(「歐洲銀行同業拆息」)加若干基點，介乎0.51%至4.13%(2015: 0.37%至3.23%)。

於2016年12月31日，其他借款約52,989,000港元(2015: 41,631,000港元)以本集團持有賬面值約118,819,000港元(2015: 90,244,000港元)的3艘(2015: 兩艘)油船作抵押並由本公司作擔保。本集團之借款總額約3,969,706,000港元(2015年12月31日: 4,628,597,000港元)已獲本公司及/或其附屬公司擔保。



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31. Borrowings (Continued)

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	Year ended 31.12.2016 截至2016年 12月31日 止年度	Year ended 31.12.2015 截至2015年 12月31日 止年度
Effective interest rate:		
Fixed-rate borrowings	1.36% to 4.44%	1.90% to 4.90%
Variable-rate borrowings	0.51% to 4.21%	0.37% to 3.28%

The Group's borrowings that are denominated in currencies which are not the functional currencies of the relevant group entities are set out below:

	USD/HK\$ 美元/港元	EURO 歐元
	HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2016	2,435,140	—
As at 31 December 2015	1,322,600	186,887

31. 借款(續)

本集團借款之實際利率(相當於合約利率)範圍如下:

本集團之借款以非相關集團實體功能貨幣之貨幣定價, 載列如下:



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32. Share Capital

32. 股本

		Number of shares 股份數目	Amount 金額
			HK\$'000 千港元
Ordinary shares of HK\$0.1 each (2015: HK\$0.1 each)	每股面值0.1港元之普通股 (2015: 每股0.1港元)		
Authorised share capital: At 1 January 2015, 31 December 2015 and 2016	法定股本: 於2015年1月1日、2015年 及2016年12月31日	20,000,000,000	2,000,000
Issued and fully paid share capital: At 1 January 2015, 31 December 2015 and 2016	已發行及繳足股本: 於2015年1月1日、2015 年及2016年12月31日	1,480,398,216	148,040

33. Deferred Taxation

33. 遞延稅務

The following are the major deferred tax liabilities (assets) recognised by the Group and movements thereon during the current and prior year:

於年內及過往呈報年度，本集團已確認之重大遞延稅務負債(資產)及相關變動如下：

		Accelerated tax depreciation 加速稅項折舊	Tax losses 稅項虧損	Other intangible assets 其他無形資產	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2015	於2015年1月1日	52,523	(7,312)	78,624	123,835
(Credit) charge to profit/loss for the year	於年內損益(入賬)扣除	(1,521)	4,115	(6,451)	(3,857)
Exchange adjustments	匯兌調整	(2,911)	—	(4,252)	(7,163)
At 31 December 2015	於2015年12月31日	48,091	(3,197)	67,921	112,815
(Credit) charge to profit/loss for the year	於年內損益(入賬)扣除	(2,708)	2,859	(6,089)	(5,938)
Exchange adjustments	匯兌調整	(2,958)	(14)	(4,401)	(7,373)
At 31 December 2016	於2016年12月31日	42,425	(352)	57,431	99,504



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33. Deferred Taxation (Continued)

The following is the analysis of the deferred tax balances for financial reporting purposes:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax assets	遞延稅務資產	352	3,197
Deferred tax liabilities	遞延稅務負債	(99,856)	(116,012)
		(99,504)	(112,815)

At the end of the reporting period, the Group has estimated unutilised tax losses of approximately HK\$263,513,000 (2015: HK\$236,021,000) available for offset against future profits. Deferred tax asset has been recognised in respect of approximately HK\$1,408,000 (2015: HK\$12,788,000). No deferred tax asset has been recognised in relation to remaining balances of approximately HK\$262,105,000 (2015: HK\$223,233,000) due to the unpredictability of future profit streams. The unrecognised tax losses of approximately HK\$3,163,000 (2015: HK\$3,790,000) will be expired before year 2019 (2015: year 2018). Other losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences of approximately HK\$58,504,000 (2015: HK\$65,868,000) in respect of mainly accelerated accounting depreciation. No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$705,423,000 (2015: HK\$637,550,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

33. 遞延稅務(續)

以下為作財務呈報用途之遞延稅務結餘分析：

於呈報期末，本集團估計可供抵銷未來溢利之未動用稅項虧損約為263,513,000港元(2015：236,021,000港元)。已就約1,408,000港元(2015：12,788,000港元)確認遞延稅務資產。由於日後之溢利來源難以預測，故並無就餘下結餘約262,105,000港元(2015：223,233,000港元)確認遞延稅務資產。約3,163,000港元(2015：3,790,000港元)之未確認稅項虧損將於2019年(2015：2018年)前期滿。其他虧損則可無限期結轉。

於呈報期末，有關加速會計折舊中，本集團有可扣稅暫時差額約58,504,000港元(2015：65,868,000港元)。由於本公司可利用可扣稅暫時差額以抵銷日後出現之應課稅溢利之可能性不大，故並無就該等可扣稅暫時差額確認遞延稅務資產。

根據中國所得稅法，由2008年1月1日起，中國附屬公司所賺取之溢利而宣派之股息須繳付預扣稅。本集團並無就應計入中國附屬公司之累計盈利之暫時差額705,423,000港元(2015年：637,550,000港元)於綜合財務報表內計提遞延稅務撥備，此乃由於本集團可控制撥回暫時差額之時間，而且暫時差額可能不會於可見將來撥回。



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34. Acquisition of Intangible Assets Through Purchase of Subsidiaries

On 15 November 2016, NBIC entered into a sale and purchase agreement (the “Sale and Purchase Agreement”) pursuant to which an independent third party agreed to sell, and NBIC agreed to purchase, the entire equity interests in 梧州市灿民生物質能源科技有限公司 and 梧州元泓機械設備有限公司 (“Charcoal Manufacturing Companies”), companies incorporated in the PRC (the “Acquisition”). The Charcoal Manufacturing Companies mainly owned a technical know-how in respect of a set of self developed machineries for manufacturing of charcoals. The Acquisition was completed on 15 December 2016. The Charcoal Manufacturing Companies have not yet commenced business at the date of acquisition.

The consideration for the Acquisition was RMB90,000,000 (equivalent to approximately HK\$101,540,000).

The Acquisition is accounted for as an acquisition of intangible assets and the associated liabilities and other assets of the Charcoal Manufacturing Companies.

34. 透過購入附屬公司收購無形資產

於2016年11月15日，百富洋投資簽訂一份買賣協議（「買賣協議」）。據此，一獨立第三方同意出售及百富洋投資同意購入於中國成立之梧州市灿民生物質能源科技有限公司及梧州元泓機械設備有限公司（「木炭製造公司」）之全部權益（「收購」）。該木炭製造公司主要擁有一套自行開發的機械技術知識以生產木炭。該項收購已於2016年12月15日完成。木炭製造公司於收購日並未開始營業。

該項收購之代價為90,000,000人民幣（相等於約101,540,000港元）。

收購被視為收購無形資產及其相關之負債和其它資產。



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34. Acquisition of Intangible Assets Through Purchase of Subsidiaries (Continued)

Net assets acquired:

*Non-current assets*Property, plant and equipment
Intangible assets*非流動資產*物業、機器及設備
無形資產HK\$'000
千港元

537

99,880

100,417

*Current assets*Inventories
Other debtors, deposits and prepayment
Bank balances and cash*流動資產*存貨
其他應收賬款、按金及預付款項
銀行結餘及現金

63

1,482

825

2,370

Current liabilities

Other creditors and accrued charges

流動負債

其他應付賬款及應計費用

1,247

Net assets at Acquisition Date

收購日淨資產

101,540

Satisfied by:

以下列方式支付:

Cash consideration

Cash and cash equivalents acquired

現金代價

獲得現金及現金等同項目

101,540

(825)

Net outflow cash and cash equivalents in respect
of the Acquisition of Charcoal Manufacturing
Companies收購木炭製造公司之現金及現金等同項目
流出淨額

100,715



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35. Capital Risk Management and Financial Instruments

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the borrowings as disclosed in note 31, and equity attributable to owners of the Company, comprising issued share capital, share premium, reserves and retained profits.

The management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through new share issues, payment of dividends and the raise of bank borrowings or the repayment of the existing bank borrowings.

The Group's overall strategy remains unchanged during the year.

35. 資本風險管理及財務工具

資本風險管理

本集團之資本管理目標是確保本集團內各實體將可以持續方式經營，同時透過適當平衡負債與權益結構為股東帶來最大回報。本集團之整體策略與上年度保持不變。

本集團資本架構乃由債項淨額(包括於附註31披露之借款)及本公司擁有人應佔權益(包括已發行股本、股份溢價、儲備及保留溢利)所組成。

本集團管理層按計及資金成本及與資本有關之風險持續檢討資本架構。本集團將透過發行新股、支付股息及增加銀行借款或償還現有之銀行借款以平衡其整體資本架構。

年內本集團整體策略保持不變。



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35. Capital Risk Management and Financial Instruments (Continued)

35. 資本風險管理及財務工具(續)

Categories of financial instruments

財務工具之類別

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	財務資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及等同現金項目)	5,532,556	5,532,909
Available for sale investment	可供出售投資	—	37,770
Derivative financial instruments	衍生財務工具	45	12,378
Financial liabilities	財務負債		
Amortised cost	攤銷成本	6,102,953	5,748,400
Derivative financial instruments	衍生財務工具	1,961	25,785

Financial risk management objectives and policies

財務風險管理目標及政策

The Group's major financial instruments include bank balances and cash, pledged bank deposits, trade debtors and bills receivable, other debtors, deposits, available for sale investment, amounts due from (to) associates, amount due from (to) a joint venture, trade creditors and bills payable, other creditors and accrued charges, borrowings and derivative financial instruments. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團之主要財務工具包括銀行結餘及現金、已抵押銀行存款、應收貿易賬款及應收票據、其他應收賬款、按金、可供出售投資、應收／付聯營公司款項、應收／付一間合營企業款項、應付貿易賬款及應付票據、其他應付賬款及應計費用、借款及衍生財務工具。該等財務工具之詳情於各附註披露。下文載列與該等財務工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。



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35. Capital Risk Management and Financial Instruments (Continued)

Financial risk management objectives and policies
(Continued)

Market risk

(i) Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. Certain trade debtors, trade creditors, bank balances and cash, pledged bank deposits and borrowings of the Group are denominated in foreign currencies as disclosed in notes 25, 28, 29 and 31 respectively.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

35. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

市場風險

(i) 貨幣風險

本公司若干附屬公司有以外幣計值之買賣，令本集團承受外幣風險。本集團若干應收貿易賬款、應付貿易賬款、銀行結餘及現金、已抵押銀行存款及借款，以外幣定價(詳情已分別於附註25、28、29及31披露)。

本集團以外幣列值之貨幣資產及貨幣負債於呈報期末之賬面值如下：

		Assets 資產		Liabilities 負債	
		2016	2015	2016	2015
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
USD	美元	5,021	7,353	2,551,582	1,322,600
RMB	人民幣	5,771	352,390	—	—
European Dollars ("EURO")	歐元(「歐元」)	—	—	—	186,887

During the year ended December 2016 and 2015, the management has entered into several derivative contracts to reduce the exposure of currency risk. As at 31 December 2016, the Group has outstanding deliverable forward contract with an aggregate notional amount of approximately USD5,028,000 for HK\$ (2015: RMB587,575,000 for HK\$/USD/EURO). The details of the derivative financial instruments are disclosed in note 44.

於截至2016年及2015年12月31日止之年度，管理層已簽訂數份衍生工具合約以減低貨幣風險之影響。於2016年12月31日，有總名義金額約5,028,000美元(2015：587,575,000人民幣)之尚未結算港元(2015：港元／美元／歐元)之交割遠期合約。衍生財務工具之詳情已於附註44披露。

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35. Capital Risk Management and Financial Instruments (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

In addition, a number of subsidiaries of the Company with functional currency of USD/HK\$ have intergroup balances that are denominated in RMB or vice versa, which expose the Group to foreign currency risk.

Sensitivity analysis

Since the exchange rate of HK\$ is pegged with USD, the currency risk is mainly arising from exchange USD/HK\$ against RMB/EURO and RMB/EURO against USD/HK\$. The following table details the Group's sensitivity to a 5% increase and decrease in USD/EURO against RMB and a 5% increase and decrease in the RMB/USD/EURO spot rate and forward exchange rate. 5% represents management's assessment of the reasonably possible change in the RMB/USD/EURO exchange rate and the RMB/USD/EURO forward exchange rate. The sensitivity analysis below did not include the deliverable forward contracts of USD for HK\$ as at 31 December 2016 because the management expected the reasonable possible change in the USD/HK\$ forward exchange rate would be closed to nil. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and derivative financial instruments and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates or their fair value at the end of the reporting period for a 5% change in forward exchange rate. For monetary assets and liabilities, positive number below indicates an increase in post-tax profit where RMB strengthen 5% against USD/EURO. For a 5% weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit and the balances below would be negative. For derivative financial instruments, a negative number below indicates a decrease in post-tax profit where RMB strengthen 5% against USD/HKD/EURO. For a 5% weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit and the balances below would be positive.

35. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

此外，本公司有數間以美元／港元為功能貨幣之附屬公司，其集團間結餘以人民幣或相反貨幣定值，令本集團承受外幣風險。

敏感度分析

由於港元之匯率與美元掛鈎，貨幣風險主要來自美元／港元兌人民幣／歐元及人民幣／歐元兌美元／港元。下表詳列本集團在美元／歐元兌人民幣上升及下跌5%及人民幣／美元／歐元現貨價及遠期匯率上升及下跌5%之敏感度。5%代表管理層對人民幣／美元／歐元匯率及人民幣／美元／歐元遠期匯率之合理可能變動評估。由於管理層預期美元／港元遠期匯率之合理可能變動接近零，故以下的敏感度分析並未包括以港元結算之美元交割遠期合約。敏感度分析僅包括未結算之外幣列值項目及衍生財務工具；並於呈報期末對其換算作出5%匯率變動之調整，或於呈報期末對其公平值作出5%遠期匯率變動之調整。就貨幣資產及負債而言，倘人民幣兌美元／歐元上升5%，則如下正數表示除稅後溢利增加。倘人民幣兌有關貨幣下跌5%，則會對溢利產生相等及相反之影響，且以下結餘將為負數。就衍生財務工具而言，倘人民幣兌美元／港元／歐元上升5%，則如下負數表示除稅後溢利減少。倘人民幣兌有關貨幣下跌5%，則會對溢利產生相等及相反之影響，且以下結餘將為正數。



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35. Capital Risk Management and Financial Instruments (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

35. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析(續)

		USD against RMB impact 美元兌人民幣影響		RMB impact 人民幣影響		EURO against RMB impact 歐元兌人民幣影響	
		2016	2015	2016	2015	2016	2015
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Increase (decrease) in profit for the year (Note)	年內溢利增加(減少)(附註)						
– monetary assets and liabilities	– 貨幣資產及負債	105,830	54,917	249	14,802	–	7,803
– derivative financial instruments	– 衍生財務工具	–	–	–	(13,459)	–	(7,803)

Note: This is mainly attributable to the exposure outstanding on bank balances, receivables, payables and borrowings denominated in USD or RMB or EURO and derivative financial instruments as at year end.

The following table details the sensitivity to a 5% increase and decrease in USD/HK\$ against RMB in respect of the Group's foreign currency exposure on intergroup balances. 5% is the sensitivity rate used by the management in the assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding RMB denominated amounts due between subsidiaries of the Group and adjusts its translation at the year end for a 5% change in RMB rates. A positive number below indicates increase in post-tax profit for the year where RMB strengthens 5% against USD/HK\$.

附註：這主要是於年末按美元或人民幣或歐元定價之未償還銀行結餘、應收賬款、應付賬款及借款以及衍生財務工具帶來之風險。

就本集團之集團間結餘承受之外幣風險而言，下表詳列美元／港元兌人民幣上升及下跌5%之敏感度。5%為管理層評估匯率合理可能變動使用之敏感度比率。敏感度分析僅包括本集團附屬公司之間以人民幣定值之未償還應收金額，並於年末對其換算作出5%人民幣匯率變動之調整。倘人民幣兌美元／港元上升5%，則如下正數表示年內除稅後溢利增加。



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35. Capital Risk Management and Financial Instruments (Continued)**Financial risk management objectives and policies**
(Continued)**Market risk** (Continued)(i) *Currency risk* (Continued)

Sensitivity analysis (Continued)

For a 5% weakening of RMB against USD/HK\$, there would be an equal and opposite impact on the post-tax profit for the year below:

	2016	2015
	HK\$'000	HK\$'000
	千港元	千港元
(Decrease) increase in post-tax profit for the year	(31,789)	31,988
年內除稅後溢利(減少)增加		

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

(ii) *Interest rate risk*

The Group's bank loans have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on variable-rate bank loans which charge interest at prevailing market rates. In addition, the Group has exposure to fair value interest rate risk through the impact of the rate changes on pledged bank deposits and borrowings which are at fixed interest rates. As at 31 December 2015, the loan receivable included in other debtors exposed to fair value interest rate risk as the loan receivable bore at fixed interest rate. The Group's fair value interest rate risk relates primarily to fixed-rate borrowings (see note 31 for details of these borrowings), loan receivable included in other debtors (see note 25 for details of these loans receivable) and derivative financial instruments including pay fixed and receive floating interest rate swaps (see note 44 for details of these derivative financial instruments). The purpose of the Group to enter interest rate swap is to reduce the cash flow interest rate risk but does not fulfill the hedge accounting requirement.

35. 資本風險管理及財務工具 (續)**財務風險管理目標及政策** (續)**市場風險** (續)(i) *貨幣風險* (續)

敏感度分析(續)

倘人民幣兌美元/港元下跌5%，則會對以下年內除稅後溢利產生相等及相反之影響：

管理層認為，由於年末風險並不反映年內之風險，故敏感度分析並不代表固有外匯風險。

(ii) *利率風險*

因以現行市場利率計息之浮息銀行借款之市場利率波動，本集團之銀行借款帶有現金流量利率風險。此外，利率改變對定息已抵押銀行存款及借款構成影響，因此本集團亦須面對公平值利率風險。於2015年12月31日，由於應收貸款按固定利率計息，故計入其他應收賬款之應收貸款亦面對公平值利率風險。本集團之公平值利率風險主要涉及定息借款(該等借款之詳情請見附註31)、計入其他應收賬款之應收貸款(該等應收貸款之詳情請見附註25)及衍生財務工具，包括定息支付及浮息收取掉期(該等衍生財務工具之詳情請見附註44)。本集團訂立利率掉期之目的是降低現金流量利率風險，但並不符合對沖會計要求。

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綜合財務報表附註

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35. Capital Risk Management and Financial Instruments (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of LIBOR, HIBOR and EURIBOR arising from the Group's variable-rate borrowings and partially set off by the derivative financial instruments including pay fixed and receive floating interest rate swaps.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate borrowings, excluding the exposure from the bank borrowings offset by the derivative financial instruments including pay fixed and received floating interest rate swaps. The analysis is prepared assuming the amount of outstanding balances at the end of the reporting period was outstanding for the whole year. A 50 basis points increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2016 would decrease/increase by HK\$16,400,000 (2015: HK\$16,050,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings, excluding the exposure from the bank borrowings offset by the derivative financial instruments that pay fixed and received floating interest rate swaps.

35. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

本集團之財務負債利率風險詳情載於本附註流動資金風險管理一節。本集團之現金流量利率風險主要集中於本集團浮息借款產生之倫敦銀行同業拆息、香港銀行同業拆息及歐洲銀行同業拆息之波動，並被衍生財務工具(包括定息支付及浮息收取掉期)抵銷。

敏感度分析

以下敏感度分析乃按浮息借款利率風險(不包括被衍生財務工具(包括定息支付及浮息收取掉期)抵銷之銀行借款風險)釐定。分析乃假設於呈報期末未償還之結餘金額於全年均未償還而作出。50個基點之增減代表管理層對利率之合理可能變動作出之評估。

倘利率增/減50個基點且所有其他可變因素維持不變，本集團截至2016年12月31日止年度之溢利將減少/增加16,400,000港元(2015: 16,050,000港元)，這主要由於本集團之浮息銀行借款面對利率風險(不包括被衍生財務工具(包括定息支付及浮息收取掉期)抵銷之銀行借款風險)。



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35. Capital Risk Management and Financial Instruments (Continued)**Financial risk management objectives and policies**
(Continued)**Credit risk**

As at 31 December 2016, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group has significant concentration risk on certain customers and the loan advance to an entity.

As at 31 December 2016, the top ten largest trade debtors amounted to approximately HK\$2,679,749,000 (2015: HK\$2,111,378,000) and comprised around 84.67% (2015: 85.2%) of the Group's trade debtors. The following table shows the analysis of the top ten largest trade debtors by their business nature and location etc.:

35. 資本風險管理及財務工具 (續)**財務風險管理目標及政策** (續)**信貸風險**

於2016年12月31日，因對方不履行責任而令本集團蒙受財務損失之最高信貸風險來自各自於綜合財務狀況表載列之已確認財務資產之賬面值。本集團在一些客戶及向一家實體提供之貸款上面對重大之集中風險。

於2016年12月31日，首10位最大應收貿易賬款約為2,679,749,000港元（2015：2,111,378,000港元），佔本集團的應收貿易賬款約84.67%（2015：85.20%）。下表顯示首10位應收貿易賬款以其業務性質及地區之分析：

		Customers included in the top ten individual largest trade debtors 包括在首十位個別最大應收貿易賬款之客戶				
		Number 數目		% of the total trade debtors 總應收貿易賬款百分比		Locations 地區
		2016	2015	2016	2015	2016 and 2015
Sales of LPG	銷售液化氣	4	2	30.2	49.6	PRC, Thailand, HK and others 中國、泰國、香港及其他
Sales of oil products	銷售油品	6	8	54.5	35.6	PRC, Thailand, HK and others 中國、泰國、香港及其他
		10	10	84.7	85.2	



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35. Capital Risk Management and Financial Instruments (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Most of the customers of the Group are large wholesales, trading or shipping companies in the PRC, Thailand, Hong Kong or overseas. In order to minimise the credit risk, the management of the Group is responsible to implement credit monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debtors, other debtors and deposits at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ranking assigned by international credit-rating agencies.

Price risk

The Group is engaged in the sale and distribution of LPG and oil products and thus exposed to the risk arising from the fluctuation of the commodities price in the market. The Group entered into a number of commodities swap contracts during the year ended 31 December 2016 and 2015 to reduce the commodities price risk. As at 31 December 2016, the Group has outstanding commodities swap contracts for oil products with aggregate notional amounts of approximately USD3,009,000 (2015: commodities swap contracts for LPG USD2,190,000 and commodities swap contracts for oil products USD9,240,000) respectively. The details of these derivative financial instruments are disclosed in note 44.

35. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

本集團大部份客戶為中國、泰國、香港及海外批發、貿易或船務公司。為減輕信貸風險，本集團管理層負責實行信貸監控程序，以確保採取跟進行動來收回過期賬款。再者，本集團在呈報期末，會分別檢討個別之應收貿易賬款、其他應收賬款及按金之可收回情況，以確保能夠為不能收回之款項作出足夠之減值虧損。

由於交易對手方為國際信貸評級機構評定為高信貸評級之銀行，故流動資金之信貸風險有限。

價格風險

本集團主要從事銷售及分銷液化氣及油品，故此會面對由市場商品價格波動而產生之風險。截至2016年及2015年12月31日止年度，本集團已訂立若干商品掉期合約以減低商品價格風險。於2016年12月31日，有總名義金額約3,009,000美元油品尚未結算之商品掉期合約(2015：分別為2,190,000美元及9,240,000美元之液化氣及油品之商品掉期合約)。該等衍生財務工具之詳情已於附註44披露。



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35. Capital Risk Management and Financial Instruments (Continued)

Financial risk management objectives and policies (Continued)

Price risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the outstanding commodities swap contracts as at 31 December 2016. If the prices of LPG and oil had been 5% higher/lower, the Group's post-tax profit for the year would increase/decrease by approximately HK\$977,000 (2015: HK\$3,713,000) as a result of changes in fair value of the commodities swap contracts.

Equity price risk on available for sale investment

During the year ended 31 December 2016, the Group disposed all the available for sale investment. The Group's available for sale investment as disclosed in note 22 were measured at fair value as at 31 December 2015. Therefore, the Group was exposed to equity price risk for the year.

Sensitivity analysis

The sensitivity analysis below was determined based on the exposure to equity price risks at 31 December 2015. A 10% change was used when reporting equity price risk internally to key management personnel and represents management's assessment of the reasonably possible change in equity price. If the market bid prices of the listed investments had been 10% higher/lower and all other variables were held constant, the Group's investment valuation reserve for the year ended 31 December 2015 would increase/decrease by HK\$3,777,000. This is mainly attributable to the changes in fair value of the listed equity investments.

35. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

價格風險(續)

敏感度分析

下文所述之敏感度分析乃根據於2016年12月31日之商品掉期合約釐定。倘若液化氣及油品之價格上升/下跌5%，本集團年內之稅後溢利將增加/減少約977,000港元(2015：3,713,000港元)，此乃由於商品掉期合約之公平值改變所致。

可供出售投資權益價格風險

截至2016年12月31日止之年度，本集團已售出所有可供出售投資。本集團之可供出售投資(於附註22披露)乃按2015年12月31日之公平值計量。因此，本集團面對權益價格風險。

敏感度分析

下文所述之敏感度分析乃根據於2015年12月31日所承受之權益價格風險釐定。10%之變動用於內部向主要管理層人員報告權益價格風險，並反映管理層對權益價格合理可能變動之評估。倘上市投資之市場買價上升/下跌10%及所有其他變數維持不變，則本集團於截至2015年12月31日止年度之投資重估儲備將增加/減少3,777,000港元，此乃主要由於上市權益投資公平值變動所致。



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35. Capital Risk Management and Financial Instruments (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

As at 31 December 2016, the Group has undrawn short term borrowing facilities amounting to approximately HK\$6,133,322,000 (2015: HK\$10,969,005,000).

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate carries at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The table has been drawn up based on the undiscounted contractual net cash outflows on derivative instruments that settle on a net basis. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

35. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

流動資金風險

在管理流動資金風險時，本集團監控及保持管理層認為足夠之現金及等同現金價值數額，以為本集團之業務營運提供資金並減輕現金流量波動之影響。管理層監控銀行借款之使用情況及確保遵守借款契約。

於2016年12月31日，本集團之未提取短期借款信貸約為6,133,322,000港元(2015：10,969,005,000港元)。

下表詳列本集團非衍生財務負債之餘下合約之到期期限。下表乃基於本集團於須償還財務負債之最早日期之未折現現金流量而編製。下表包括利息及本金之現金流量。倘利息流量是以浮動利率計算，則未貼現金額以呈報期末之利率推算。

此外，下表詳列本集團衍生財務工具之流動資金分析。該表已根據以淨值結算之衍生工具未貼現合約現金流淨值編製。當應付款項並非固定時，所披露金額已參考於呈報期末之收益曲線所呈現之預期利率釐定。本集團衍生財務工具之流動資金分析乃按照合約到期日編製，原因是管理層認為合約到期日對理解衍生工具之現金流量之時間至關重要。



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35. Capital Risk Management and Financial Instruments (Continued)

Financial risk management objectives and policies
(Continued)

Liquidity risk (Continued)

Liquidity and interest risk table

35. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利率風險表

		Weighted average effective interest rate 加權平均 實際利率	Within 1 year 1年內	Over 1 year 1年以上	2 years to 5 years 2年至5年	Total undiscounted cash flows 總未貼現 現金流量	Carrying amount at 31 December 2016 於2016年12月 31日之賬面值
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		%	千港元	千港元	千港元	千港元	千港元
2016	2016						
Non-derivative financial liabilities	非衍生財務負債						
Trade creditors and bills payable	應付貿易賬款及應付票據	—	1,599,956	—	—	1,599,956	1,599,956
Other creditors	其他應付賬款	—	225,502	—	—	225,502	225,502
Amount due to an associate	應付一家聯營公司之款項	—	13,819	—	—	13,819	13,819
Amount due to a joint venture	應付一家合營企業之款項	—	2,916	—	—	2,916	2,916
Fixed interest rate borrowings	定息借款	3.07	251,006	78,616	—	329,622	325,415
Variable interest rate borrowings	浮息借款	3.37	1,902,744	998,188	1,297,949	4,198,881	3,967,126
			3,995,943	1,076,804	1,297,949	6,370,696	6,134,734
Derivatives – net settlement	衍生工具 – 結算淨額						
Interest rate swaps outflow	利率掉期流出	—	26	—	—	26	26
Commodities swaps outflow	商品掉期流出	—	1,935	—	—	1,935	1,935
Derivatives – gross settlement	衍生工具 – 結算總額						
Derivatives forward outflow	衍生遠期流出	—	38,942	—	—	38,942	38,942
Deliverable forward inflow	衍生遠期流入	—	(38,987)	—	—	(38,987)	(38,987)



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35. Capital Risk Management and Financial Instruments (Continued)

Financial risk management objectives and policies
(Continued)

Liquidity risk (Continued)

Liquidity and interest risk table (Continued)

35. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利率風險表(續)

		Weighted average effective interest rate				Total undiscounted cash flows	Carrying amount at 31 December 2015 於2015年12月 31日之賬面值
			Within 1 year 1年內	Over 1 year 1年以上	2 years to 5 years 2年至5年		
2015	2015						
Non-derivative financial liabilities	非衍生財務負債						
Trade creditors and bills payable	應付貿易賬款及應付票據	—	641,816	—	—	641,816	641,816
Other creditors	其他應付賬款	—	152,040	—	—	152,040	152,040
Amount due to an associate	應付一家聯營公司之款項	—	8,706	—	—	8,706	8,706
Amount due to a joint venture	應付一家合營企業之款項	—	479	—	—	479	479
Fixed interest rate borrowings	定息借款	3.00	787,875	2,567	78,616	869,058	859,109
Variable interest rate borrowings	浮息借款	2.87	2,203,974	1,092,186	930,261	4,226,421	4,089,459
			3,794,890	1,094,753	1,008,877	5,898,520	5,751,609
Derivatives — net settlement	衍生工具 — 結算淨額						
Interest rate swaps outflow	利率掉期流出	—	1,480	—	—	1,480	1,480
Commodities swaps outflow	商品掉期流出	—	16,783	—	—	16,783	16,783
Derivatives — gross settlement	衍生工具 — 結算總額						
Derivatives forward outflow	衍生遠期流出	—	691,845	—	—	691,845	691,845
Deliverable forward inflow	衍生遠期流入	—	(696,701)	—	—	(696,701)	(696,701)

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35. Capital Risk Management and Financial Instruments (Continued)

Fair value

The fair value of financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis and dealer quotes for similar instruments.

- the fair values of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and
- the fair value of derivative financial instruments is made of discounted cash flow analysis using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

The details of fair value measurements of financial instruments are set out in note 46.

35. 資本風險管理及財務工具(續)

公平值

財務資產及財務負債(不包括衍生工具)之公平值乃按折現現金流量分析及同類工具商家報價根據公認定價模式釐定。

- 按標準條款及條件並於活躍流動市場買賣之財務資產之公平值參考所報市場買價而釐定；及
- 衍生財務工具公平值乃使用貼現現金流，以非可選衍生工具之期限適當之收益率曲線計算，而可選衍生工具則以期權定價模式計算。

董事認為於綜合財務報表中按攤銷成本記賬之財務資產及財務負債之賬面值與其公平值相若。

財務工具之公平值計量詳情載於附註46。



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36. Share-based Payment Transactions

Equity-settled share option scheme

Pursuant to an ordinary resolution passed at the Special General Meeting of the Company held on 18 June 2003, the Company adopted an option scheme ("Option Scheme"). The Option Scheme was expired on 17 June 2013. Pursuant to the terms of the Option Scheme, the options granted prior to the expiration of the Option Scheme are continued to be valid and exercisable in accordance with the Option Scheme.

The purpose of the Option Scheme was to provide incentives or rewards to participants including directors, employees, suppliers and customers etc. Under the Option Scheme, the Board of Directors of the Company, may at their discretion grant options to participants to subscribe for shares in the Company in accordance with the terms of the Option Scheme. The subscription price be a price determined by the directors, but shall not be less than the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotation sheet on the date of offer for grant of options, which must be a trading day; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer for grant of options; and (iii) the nominal value of a share. The total number of shares which may be issued upon exercise of all options to be granted under the Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue.

The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised and outstanding options and the options cancelled) under any option granted to the same participant under the Option Scheme or any other share option scheme within any 12 month period, must not exceed 1% of the shares in issue from time to time.

36. 以股份為基礎之支出交易

權益結算購股權計劃

根據本公司於2003年6月18日舉行之股東特別大會通過之普通決議案，本公司採納一項購股權計劃（「購股權計劃」）。購股權計劃已於2013年6月17日屆滿。根據購股權計劃之條款，於購股權計劃屆滿前授出之購股權將繼續有效，並可根據購股權計劃行使。

購股權計劃之目的為向董事、僱員、供應商及客戶等參與者提供激勵或回報。根據購股權計劃，本公司董事會可酌情向參與者授出可根據購股權計劃條款認購本公司股份之購股權。認購價須由董事釐定，惟不得低於(i)提出授予購股權之日(必須為交易日)，股份在聯交所每日報價表所報之收市價；(ii)緊接提出授予購股權之日前五個交易日，股份在聯交所每日報價表所報之平均收市價；及(iii)股份面值(以最高者為準)。根據購股權計劃及本集團任何其他購股權計劃授出之全部購股權獲行使後可予發行之股份總數，合共不得超過已發行股份之10%。

當與根據購股權計劃或任何其他購股權計劃授予參與者之任何購股權(包括已行使及未行使之購股權及已註銷之購股權)涉及之已發行及可予發行之股份數目合併計算時，於任何12個月內每名參與者獲授之購股權所涉及之最高股份數目不得超過不時已發行股份之1%。



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36. Share-based Payment Transactions (Continued)

Equity-settled share option scheme (Continued)

There was no requirement for a grantee to hold the option for a certain period before exercising the option save as determined by the board of directors of the Company and provided in the offer of grant of option.

The exercise period should be any period fixed by the board of directors of the Company upon grant of the option but in any event the option period should not go beyond 10 years from the date of offer for grant.

The acceptance of an option, if accepted, must be made within 28 days from the date of grant with a non-refundable payment of HK\$1.00 from the grantee to the Company.

Option Scheme

The following tables disclose details of the Company's share options granted under the Option Scheme held by employees (including directors) and movements in such holdings during the years ended 31 December 2016 and 2015:

36. 以股份為基礎之支出交易(續)

權益結算購股權計劃(續)

除本公司董事會決定及於提出授予購股權之建議中規定外，並無規定承授人須於行使購股權前已持有購股權一段期間。

行使期須為本公司董事會於授出購股權時指定之任何期間，惟於任何情況下，購股權期間不應超過由提出授予之日起計10年後。

承授人倘接納購股權，必須於授出日期起計28天內向本公司繳交不可退還款項1.00港元。

購股權計劃

下表披露於截至2016年及2015年12月31日止兩個年度僱員(包括董事)持有本公司根據購股權計劃授出之購股權及有關持有情況之變動詳情：



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36. Share-based Payment Transactions (Continued)

36. 以股份為基礎之支出交易(續)

Option Scheme (Continued)

購股權計劃(續)

Option type	Date of grant	Vesting period	Exercisable period	Exercise price	Number of share options outstanding at 1 January 2015	Expired during the year	Number of share options outstanding at 31 December 2015 and 2016
購股權類別	授出日期	歸屬期	行使期	行使價	於2015年1月1日尚未行使之購股權數目	年內已過期	於2016及2015年12月31日尚未行使之購股權數目
				HK\$ 港元			
2006A	15 May 2006	16 May 2006 to 16 June 2006	17 June 2006 to 31 December 2015	0.625	14,910,537	(14,910,537)	—
2006A	2006年5月15日	2006年5月16日至2006年6月16日	2006年6月17日至2015年12月31日				
2006B	16 June 2006	—	17 June 2006 to 31 December 2015	0.625	6,626,905	(6,626,905)	—
2006B	2006年6月16日	—	2006年6月17日至2015年12月31日				
					21,537,442	(21,537,442)	—

Details of the share options held by the directors included in the above table are as follows:

上表所載由董事持有之購股權詳情如下：

Outstanding at 1 January 2015	Expired during the year 2015	Outstanding at 31 December 2015 and 2016
於2015年1月1日尚未行使	於2015年內已過期	於2016年及2015年12月31日尚未行使
11,597,084	(11,597,084)	—

The Company has not adopted any new option scheme. Thus, there was no share option granted for the year ended 31 December 2016 and 2015.

本公司並無採納任何新的購股權。因此，截至2016及2015年12月31日止年度並無授出任何購股權。



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37. Contingent Liabilities

The Group had no significant contingent liabilities at 31 December 2016 and 2015.

38. Lease Commitments

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases for offices, oil vessels, leasehold land and LPG gas stations which fall due as follows:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	37,426	27,870
In the second to fifth year inclusive	第二至五年內(包括首尾兩年)	59,197	68,199
Over five years	超過五年	60,322	65,573
		156,945	161,642

As at 31 December 2016, rentals are fixed for an average of 5 years (2015: 7 years).

The Group as lessor

At the end of the reporting period, the Group had contracted for the following future minimum lease payments for the office premises, leasehold and warehouses.

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	2,377	3,322
In the second to fifth year inclusive	第二至五年內(包括首尾兩年)	31	739
		2,408	4,061

37. 或然負債

於2016年及2015年12月31日，本集團並無重大或然負債。

38. 租賃承擔

本集團作為承租人

於呈報期末，本集團根據不可撤銷經營辦公室、油船、租賃土地及液化氣站租約須支付之日後最少租金支出，到期日如下：

於2016年12月31日，租金固定期平均為5年(2015：7年)。

本集團作為出租人

於報告期末，本集團已就以下物業、租賃及倉庫之日後最少租金支出訂約：



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39. Other Commitments

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of purchase of gas plant and machinery and oil vessels	有關購入氣庫、機器及油船的已訂約但未於綜合財務報表撥備之資本開支	347,256	354,802
Capital expenditure authorised for but not contracted and provided in the consolidated financial statements in respect of acquisition of investment projects	有關收購投資項目的已獲授權但未訂約及未於綜合財務報表撥備之資本開支	202,878	331,277

39. 其他承擔

40. Retirement Benefits Plans

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group and each employee employed in Hong Kong are required to make a contribution of 5% on the employees' monthly relevant income with a maximum monthly contribution of HK\$1,500 per person from June 2014 onward.

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. The subsidiaries are required to contribute fixed percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

40. 退休福利計劃

本集團為其於香港之全體合資格僱員設有強制性公積金計劃。該計劃之資產與本集團資產分開持有，由信託人以基金形式控制。本集團及於香港聘用之每位僱員須每月按僱員有關收入之5%作出供款，自2014年6月起，每月供款上限分別為每人1,500港元。

本集團於中國附屬公司之僱員參加中國政府管理之退休福利計劃。該等附屬公司按要求向退休福利計劃以工資成本之固定比例供款。本集團對退休福利計劃之唯一責任是作出指定供款。



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41. Related Party Transactions

Other than the related party transactions as set out in notes 26 and 30, saved as disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties during the year:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Sales to joint ventures	向合營企業銷售	14,384	2,471
Rental expenses paid to Shum Ho, Neo (Note)	向岑浩支付之租金開支 (附註)	4,560	4,560
Sales to associates	向聯營公司銷售	—	1,256,295
Purchase from an associate	向一聯營公司購入	—	27,409
Management charges paid to an associate	向一聯營公司支付管理費	257	—
Rental income for warehouse received from an associate	向一聯營公司收取倉庫之 租金收入	—	2,579
Subcontracting fee received from an associate	向一聯營公司收取之 承包費	—	10,448
Information and technical fees received from an associate	向一聯營公司收取之 資訊及技術費	—	3,761

Note: Shum Ho, Neo is the employee of the Group and also the son of Shum Siu Hung and Tong Shiu Ming. Shum Siu Hung is the executive director of the Company. On 18 December 2013, Sound Management entered into an office tenancy agreement with Ever Lucky Limited ("Ever Lucky"), a company incorporated in Hong Kong and wholly owned by Shum Ho, Neo, for the use of office premises owned by Ever Lucky located on 23rd Floor, The Sun's Group Centre, 200 Gloucester Road, Wanchai, Hong Kong at HK\$380,000 per calendar month for a period of one year commencing on 1 January 2014. On 29 December 2014 and 29 December 2015, Sound Management and Ever Lucky entered into two office tenancy agreements to extend the rental period for one year to 31 December 2015 and 31 December 2016 respectively with the same monthly rental fee. The details of the transactions were set out in the announcements issued by the Company dated on 30 December 2014 and 29 December 2015 respectively.

41. 關連人士交易

除附註26及30所載之關連人士交易及綜合財務報表其他地方所披露者外，本集團於年內與關連人士進行下列交易：

附註：本集團之僱員岑浩乃岑少雄及唐小明之子。岑少雄為本公司之執行董事。於2013年12月18日，新海管理服務有限公司（「新海管理」）與岑浩全資擁有並於香港成立之恒福有限公司（「恒福」）簽訂一份辦公室租約，以月租380,000港元租用恒福位於香港灣仔告士打道200號新銀集團中心23樓之辦公室物業，租期由2014年1月1日起為期一年。於2014年12月29日及2015年12月29日，新海管理及恒福簽訂兩份辦公室租約，以相同每月租金租用該辦公室一年至2015年12月31日及2016年12月31日。該等交易之詳情已載列於本公司分別於2014年12月30日及2015年12月29日刊發之公告內。



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41. Related Party Transactions (Continued)

Save as disclosed above and notes 26 and 30, there were no other significant transactions with related parties during the year or significant balances with them at the end of the reporting period. The rental expenses paid to Shum Ho, Neo are subjected to reporting and announcement under Chapter 14A of the Listing Rule, the remaining transactions disclosed in this note and note 30 are connected transactions of the Company under Chapter 14A of the Listing Rules, but are exempted from reporting, announcement, and shareholders approval requirements under Listing Rules.

Compensation of key management personnel

The directors of the Company consider that the directors are the key management of the Group, whose emoluments have been disclosed in note 11.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

42. Major Non-cash Transaction

During the year ended 31 December 2016, amount of approximately HK\$449,378,000 was transferred from deposits paid to property, plant and equipment.

41. 關連人士交易(續)

除以上及附註26及30所披露者外，年內與關連人士並無其他重大交易，於報告期末與彼等亦無重大結餘。支付予岑浩之租金支出乃根據上市規則第14A章之申報及公告。根據上市規則第14A章，本附註及附註30所披露之交易為本公司之關連交易，惟獲豁免遵守上市規則項下之申報、公告及股東批准規定。

主要管理人員之報酬

本公司董事認為董事為本集團之主要管理人員，其酬金已於附註11內披露。

董事及主要行政人員之薪酬由薪酬委員會根據個人表現及市場趨勢釐定。

42. 主要非現金交易

於截至2016年12月31日止年度，約有449,378,000港元由已付訂金轉讓至物業、機器及設備。



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43. Particulars of Principal Subsidiaries of the Company

Particulars of the Company's principal subsidiaries at 31 December 2016 and 2015 are as follows:

43. 本公司之主要附屬公司詳情

本公司於2016年及2015年12月31日之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立/ 註冊/營運地點	Class of share held 所持股份類別	Issued and fully paid up share capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of nominal value of issued/ registered capital held by the Company 本公司所持已發行/ 註冊資本面值比例 2016 2015	Principal activities 主要業務
Baifuyang Macao Commercial Offshore Limited 百富洋澳門離岸商業服務有限公司	Macao 澳門	Ordinary 普通股	Macao dollar 100,000 100,000澳門元	100	Sales and distribution of LPG, oil and electronic products 銷售及分銷液化氣、油品及電子產品
Fruto International Macao Commercial Offshore Limited 富多國際澳門離岸商業服務有限公司	Macao 澳門	Ordinary 普通股	Macao dollar 100,000 100,000澳門元	100	Sales and distribution of LPG 銷售及分銷液化氣
Lianxin Energy 聯新能源	PRC ¹ 中國 ¹	Registered capital 註冊資本	RMB486,500,000 人民幣486,500,000元	100	Sales and distribution of LPG 銷售及分銷液化氣
NewOcean Petroleum Company Limited 新海石油有限公司	BVI 英屬處女島	Ordinary 普通股	USD1 1美元	100	Sales and distribution of oil products 銷售及分銷油品
Sound Agents Limited ("Sound Agents") (Note) 新海代理人有限公司(「新海代理人」)(附註)	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Sales and distribution of LPG and selling of oil products 銷售及分銷液化氣及銷售油品
新海能源(珠海)有限公司 新海能源(珠海)有限公司	PRC ² 中國 ²	Registered capital 註冊資本	USD89,150,000 89,150,000美元	100	Sales and distribution of LPG 銷售及分銷液化氣
新海能源(中國)有限公司 新海能源(中國)有限公司	PRC ² 中國 ²	Registered capital 註冊資本	USD107,670,000 107,670,000美元	100	Sales and distribution of LPG 銷售及分銷液化氣
百富洋新海能源(珠海)有限公司 百富洋新海能源(珠海)有限公司	PRC ³ 中國 ³	Registered capital 註冊資本	RMB79,182,085 人民幣79,182,085	79.2	Sales and distribution of oil products 銷售及分銷油品

- ¹ Domestic — Invested enterprise
² Wholly-owned foreign enterprises
³ Sino-foreign equity enterprise

- ¹ 內資 – 投資企業
² 全資外資企業
³ 中外合資企業

Note: Sound Agents is indirectly held by the Company through the declarations of trust executed by Shum Chun, Lawrence who is holding 50% interest in Sound Agents. The remaining interest in Sound Agents is indirectly held by the Company.

附註：新海代理人透過由岑濬訂立之信託聲明書由本公司間接持有。岑濬持有新海代理人之50%權益。新海代理人餘下權益由本公司間接持有。

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43. Particulars of Principal Subsidiaries of the Company (Continued)

The above principal subsidiaries are owned indirectly by the Company.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

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

In the opinion of the directors, the Group has no material non-controlling interests and the summarised financial information about these subsidiaries is not disclosed.

43. 本公司之主要附屬公司詳情(續)

上述各主要附屬公司均由本公司間接擁有。

各附屬公司於年末或年內任何時間概無任何未償還債務證券。

上表載列董事認為主要影響本集團業績或資產之本公司附屬公司。董事認為列出其他附屬公司之資料會過於冗長。

董事認為，本集團並無重大非控制權益，且並無就此等附屬公司之財務資料概要作出披露。

44. Derivative Financial Instruments

44. 衍生財務工具

		Derivatives financial instruments 衍生財務工具	
		Assets 資產	Liabilities 負債
		HK\$'000 千港元	HK\$'000 千港元
2016	2016		
Current	流動		
Commodities swaps contracts	商品掉期合約	—	1,935
Deliverable forward contracts	交割遠期合約	45	—
Interest rate swaps contracts	利率掉期合約	—	26
		45	1,961
2015	2015		
Current	流動		
Commodities swaps contracts	商品掉期合約	124	16,907
Deliverable forward contracts	交割遠期合約	12,254	7,398
Interest rate swaps contracts	利率掉期合約	—	1,480
		12,378	25,785



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44. Derivative Financial Instruments (Continued)

Major terms of the derivative financial instruments are summarised as follows:

Interest rate swaps contracts — net settlement

Notional amount 名義金額	Period 期間	Interest rates 利率
2016		
USD5,000,000	18 January 2017	Floating rate of 1 month LIBOR + 0.10% per annum to fixed rate of 0.79%
5,000,000 美元	2017年1月18日	浮動年利率1個月倫敦銀行同業拆息+年利率0.10%至固定年利率0.79%

Notional amount 名義金額	Period 期間	Exchange rates/interest rates 匯率/利率
2015		
USD7,500,000 and EURO22,171,888	10 June 2016 to 12 August 2016	Floating rate ranging from 6 months EURIBOR + 0.32% per annum to 1 month LIBOR + 3.25% per annum to fixed rate ranging from 1% to 3.79% per annum
7,500,000 美元及 22,171,888 歐元	2016年6月10日至 2016年8月12日	浮動年利率介乎6個月歐洲銀行同業拆息+年利率0.32%至1個月倫敦銀行同業拆息+年利率3.25%至固定年利率介乎1.0%至3.79%

44. 衍生財務工具(續)

衍生財務工具之主要條款概述如下：

利率掉期合約—結算淨額



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44. Derivative Financial Instruments (Continued)

44. 衍生財務工具(續)

Commodities swaps contracts — net settlement

商品掉期合約 – 結算淨額

Notional amount 名義金額	Period 期間	Prices 價格
2016		
Oil products USD3,008,750	January 2017	Sell at price ranging from USD300.75 to USD301.00 per metric ton
油品 3,008,750 美元	2017 年 1 月	介乎每公噸 300.75 美元至 301.00 美元之價格出售
2015		
i) LPG USD2,190,000 液化氣 2,190,000 美元	January 2016 2016 年 1 月	Buy at price ranging from USD350.00 to USD375.00 per metric ton 介乎每公噸 350.00 美元至 375.00 美元之價格購入
ii) Oil products USD9,240,000 油品 9,240,000 美元	January 2016 2016 年 1 月	Buy at price ranging from USD196.00 to USD215.50 per metric ton 介乎每公噸 196.00 美元至 215.50 美元之價格購入

Deliverable forward contracts — gross settlement

交割遠期合約 – 結算總額

Notional amount 名義金額	Period 期間	Exchange rates 匯率
2016		
USD5,027,692.22 5,027,692.22 美元	18 January 2017 2017 年 1 月 18 日	HK\$/USD7.7455 7.7455 港元 / 美元
2015		
RMB587,574,631 人民幣 587,574,631	February 2016 to August 2016 2016 年 2 月至 2016 年 8 月	RMB/USD6.5555 to RMB/USD6.5765 HK\$/RMB1.1934 to HK\$/RMB1.2233 EURO/RMB7.0490 to EURO/RMB7.0500 6.5555 人民幣 / 美元至 6.5765 人民幣 / 美元 1.1934 港元 / 人民幣至 1.2233 港元 / 人民幣 7.0490 歐元 / 人民幣至 7.0500 歐元 / 人民幣



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44. Derivative Financial Instruments (Continued)

Netting arrangements on derivative financial instruments

The Group has entered certain derivative transactions that are covered by the International Swaps and Derivatives Association Master Netting Agreements (“ISDA Agreements”) signed with various banks. These derivative instruments are not offset in the consolidated statement of financial position as the ISDA Agreements are in place with a right of set off only in the event of default, insolvency or bankruptcy so that the Group currently has no legally enforceable right to set off the recognised amounts. Other than derivatives transactions mentioned above and the disclosure in note 45, the Group has no other financial assets and financial liabilities which are offset in the Group’s consolidated statement of financial position or are subject to similar netting arrangements.

Net financial assets and financial liabilities subject to enforceable master netting arrangements and similar agreements by counterparty.

44. 衍生財務工具(續)

衍生財務工具之淨額結算安排

本集團與若干銀行簽訂若干國際掉期及衍生工具協會之主淨額協議(「國際掉期及衍生工具協會協議」)涵蓋之衍生交易。此等衍生工具於綜合財務狀況表內並無作抵銷，由於國際掉期及衍生工具協會協議訂明，只限於違約、無力償還或倒閉之狀況下，才有權作抵銷，故本集團現時並無在法律上可予執行之權利，以抵銷已確認金額。除上文所述之衍生交易及附註45所披露外，本集團並無其他於本集團綜合財務狀況表抵銷或受類似淨額結算安排所限之財務資產及財務負債。

受交易方之可強制執行主淨額結算安排或類似協議所限之財務資產及財務負債淨額。

		Carrying amounts of financial assets presented in the consolidated statement of financial position 於綜合財務狀況表中呈列之財務資產賬面值	Carrying amounts of financial liabilities presented in the consolidated statement of financial position 於綜合財務狀況表中呈列之財務負債賬面值	Net amount 淨額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2016	於2016年12月31日			
Counterparty A	交易方A	—	(1,935)	(1,935)
Counterparty B	交易方B	45	(26)	19
Total	總計	45	(1,961)	(1,916)
As at 31 December 2015	於2015年12月31日			
Counterparty A	交易方A	8,782	(15,298)	(6,516)
Counterparty B	交易方B	124	(5,786)	(5,662)
Counterparty C	交易方C	3,472	(208)	3,264
Counterparty D	交易方D	—	(4,493)	(4,493)
Total	總計	12,378	(25,785)	(13,407)



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45. Financial Assets and Financial Liabilities Subject to Offsetting Agreements

Except for the disclosure in note 44, the disclosures set out in the tables below include financial assets that are offset in the Group's consolidated statement of financial position.

The Group currently has a legally enforceable right to set off certain amount of pledged bank deposits and bank borrowings and the Group intends to settle these balances on a net basis.

Financial assets subject to offsetting arrangement

As at 31 December 2016

45. 財務資產及財務負債之抵銷安排

除附註44之披露外，下表已披露包括於本集團之綜合財務狀況表中抵銷之財務資產。

本集團現已有在法律上可予執行之權利，以抵銷某金額的已抵押銀行存款及銀行借款，本集團並計劃以淨值結算整理該等結餘。

財務資產之抵銷安排

於2016年12月31日

Description	Description	Gross amounts	Net amounts
		of recognised financial liabilities set off in the consolidated statement of financial position	of financial assets presented in the consolidated statement of financial position
		於綜合財務狀況表中抵銷的已確認財務負債總額	於綜合財務狀況表中顯示的財務資產淨額
		HK\$'000 千港元	HK\$'000 千港元
Pledged bank deposits and bank borrowings	已抵押銀行存款及銀行借款	710,184	—



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46. Fair Value Measurements of Financial Instruments

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

46. 財務工具之公平值計量

按經常性基準以公平值計量之本集團財務資產及財務負債之公平值

於報告期末，若干本集團之財務資產及財務負債乃以公平值計量。下表載列有關如何釐定此等財務資產及財務負債之公平值(特別是所採用之估值技術及輸入數據)，以及公平值計量之公平值架構級別如何按公平值計量輸入數據之可觀察程度分類(第一級至第三級)。

- 第一級公平值計量乃自相同資產或負債於活躍市場中所報之價格(未經調整)所得出；
- 第二級公平值計量乃自資產或負債之直接(即價格)或間接(衍生自價格)可觀察輸入數據所得出，惟計入第一級之所報價格除外；及
- 第三級公平值計量乃自包括並非根據可觀察市場數據(無法觀察輸入數據)之資產或負債輸入數據之估值技術所得出。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

46. Fair Value Measurements of Financial Instruments (Continued)

46. 財務工具之公平值計量(續)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

按經常性基準以公平值計量之本集團財務資產及財務負債之公平值(續)

Financial assets/ financial liabilities 財務資產/財務負債	31 December 2016 於2016年12月31日	Fair value as at 公平值 31 December 2015 於2015年12月31日	Fair value hierarchy 公平值架構	Valuation techniques and key inputs 估值技術及主要輸入數據
Equity securities classified as available for sale investment in the consolidated statement of financial position 於綜合財務狀況表分類為可供出售投資之股本證券	N/A 不適用	Listed equity securities in Korea – HK\$37,770,000 韓國上市權益證券 – 37,770,000港元	Level 1 第一級	Quoted bid price in an active market 活躍市場之買入報價
Interest rate swaps contracts classified as derivative financial instruments in the consolidated statement of financial position 於綜合財務狀況表分類為衍生財務工具之利率掉期合約	Liabilities – HK\$26,000 負債 – 26,000港元	Liabilities – HK\$1,480,000 負債 – 1,480,000港元	Level 2 第二級	Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contracted interest rates, discounted at a rate that reflects the credit risk of various counterparties 貼現現金流量。未來現金流量乃根據遠期利率(自報告期末之可觀察收益率曲線得出)及合約利率估計，並按反映多個交易方之信貸風險之利率貼現
Deliverable forward contracts classified as derivatives financial instruments in the consolidated statement of financial position 於綜合財務狀況表分類為衍生財務工具之交割遠期合約	Assets – HK\$45,000 資產 – 45,000港元	Assets – HK\$12,254,000 and liabilities – HK\$7,398,000 資產 – 12,254,000港元及負債 – 7,398,000港元	Level 2 第二級	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties 貼現現金流量。未來現金流量乃根據遠期匯率(自報告期末之可觀察遠期匯率得出)及合約遠期匯率估計，並按反映多個交易方之信貸風險之利率貼現
Commodities swap contracts classified as derivatives financial instruments in the consolidated statement of financial position 於綜合財務狀況表分類為衍生財務工具之商品掉期合約	Liabilities – HK\$1,935,000 負債 – 1,935,000港元	Assets – HK\$124,000 and liabilities – HK\$16,907,000 資產 – 124,000港元及負債 – 16,907,000港元	Level 2 第二級	Discounted cash flow. Future cash flows are estimated based on forward commodities price (from observable forward commodities price at the end of the reporting period) and contracted price, discounted at a rate that reflects the credit risk of various counterparties 貼現現金流量。未來現金流量乃根據遠期商品價格(自報告期末之可觀察遠期商品價格得出)及合約價格估計，並按反映多個交易方之信貸風險之利率貼現

There was no transfer between Level 1 and 2 in both years.

兩年內第一級及第二級之間並無轉讓。

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities at amortised cost recognised in the consolidated financial statements approximate their fair values.

本公司董事認為於綜合財務報表中確認之財務資產及財務負債賬面值與其公平值相若。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

47. Statement of Financial Position of the Company

47. 本公司之財務狀況表

Information about the statement of the financial position of the Company at the end of the reporting period is as follows:

於報告期末有關本公司之財務狀況表之資料如下：

		2016	2015
		HK\$'000 千港元	HK\$'000 千港元
Assets	資產		
Amounts due from subsidiaries	應收附屬公司之款項	4,566,168	3,735,118
Other debtors, deposits and prepayment	其他應收賬款、按金及預付款項	44,283	23,030
Deposits paid	已付按金	331,525	179,716
Bank balances and cash	銀行結餘及現金	2,570	161,992
		4,944,546	4,099,856
Liabilities	負債		
Other creditors and accrued charges	其他應付款項及應計費用	9,558	4,824
Derivative financial instruments	衍生財務工具	1,935	4,493
Amounts due to subsidiaries	應付附屬公司之款項	662,620	940,210
Amount due to a joint venture	應付一家合營企業之款項	2,916	479
Borrowings	借款	2,435,140	1,322,600
		3,112,169	2,272,606
Net assets	淨資產	1,832,377	1,827,250
Equity	權益		
Share capital	股本	148,040	148,040
Reserves	儲備	1,684,337	1,679,210
Total	合計	1,832,377	1,827,250



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016
截至2016年12月31日止年度

47. Statement of Financial Position of the Company

(Continued)

47. 本公司之財務狀況表(續)

Movement in the Company's reserves:

本公司儲備之變動:

		Share capital 股本	Share premium 股份溢價	Exchange reserve 匯兌儲備	Share options reserve 購股權儲備	Contribution surplus accounts 撥入盈餘賬	Retained profits 保留溢利	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2015	於2015年1月1日	148,040	1,439,717	42,338	3,743	1,667	187,641	1,823,146
Profit for the year	年內溢利	—	—	—	—	—	202,622	202,622
Exchange difference arising on translation to presentation currency	因換算為列賬貨幣產生匯兌差額	—	—	(100,812)	—	—	—	(100,812)
Total comprehensive (expense) income for the year	年內全面(支出)收益總額	—	—	(100,812)	—	—	202,622	101,810
Dividend paid	已付股息	—	—	—	—	—	(97,706)	(97,706)
Transfer to retained profits upon expiration of share options	當購股權到期時轉移至保留溢利	—	—	—	(3,743)	—	3,743	—
At 31 December 2015	於2015年12月31日	148,040	1,439,717	(58,474)	—	1,667	296,300	1,827,250
Profit for the year	年內溢利	—	—	—	—	—	153,032	153,032
Exchange difference arising on translation to presentation currency	因換算為列賬貨幣產生匯兌差額	—	—	(110,895)	—	—	—	(110,895)
Total comprehensive (expense) income for the year	年內全面(支出)收益總額	—	—	(110,895)	—	—	153,032	42,137
Dividend paid	已付股息	—	—	—	—	—	(37,010)	(37,010)
At 31 December 2016	於2016年12月31日	148,040	1,439,717	(169,369)	—	1,667	412,322	1,832,377



Financial Summary

財務概要

RESULTS

業績

		For the year ended 31 December 截至12月31日止年度				
		2012	2013	2014	2015	2016
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收入	13,462,296	14,433,446	19,633,037	15,514,990	15,700,406
Profit before taxation	除稅前溢利	832,966	812,225	922,218	795,755	829,341
Taxation charge	稅項支出	(20,425)	(29,378)	(21,312)	(36,783)	(79,181)
Profit for the year	年內溢利	812,541	782,847	900,906	758,972	750,160
Attributable to:	應佔:					
Owners of the Company	本公司持有人	810,934	783,308	900,270	756,643	749,397
Non-controlling interests	非控制權益	1,607	(461)	636	2,329	763
		812,541	782,847	900,906	758,972	750,160
Earnings per share	每股盈利					
Basic (in HK dollars)	基本(港元)	0.62	0.55	0.61	0.51	0.51
Diluted (in HK dollars)	攤薄(港元)	0.61	0.54	0.60	0.51	N/A

ASSETS AND LIABILITIES

資產及負債

		At 31 December 於12月31日				
		2012	2013	2014	2015	2016
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Total assets	總資產	12,353,147	13,291,766	14,246,116	11,404,965	12,544,128
Total liabilities	總負債	(9,768,171)	(9,174,969)	(9,340,332)	(6,016,349)	(6,603,183)
		2,584,976	4,116,797	4,905,784	5,388,616	5,940,945
Equity attributable to owners of the Company	本公司之擁有人應佔權益	2,568,404	4,095,536	4,874,600	5,350,423	5,857,227
Non-controlling interests	非控制權益	16,572	21,261	31,184	38,193	83,718
		2,584,976	4,116,797	4,905,784	5,388,616	5,940,945





NewOcean Energy Holdings Limited
新海能源集團有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)