



ZHONG HUA INTERNATIONAL HOLDINGS LIMITED

中華國際控股有限公司

(Incorporated in Bermuda with limited liability)

Stock Code: 1064



ANNUAL REPORT 2016

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2 Corporate Information

BOARD OF DIRECTORS

Executive Director

Ho Kam Hung

Non-Executive Director

Young Kwok Sui

Independent Non-Executive Directors

Tam Kong, Lawrence

Wong Miu Ting, Ivy

Wong Kui Fai

COMPANY SECRETARY

Tsang Tsz Hung, CPA

REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 2911, West Tower

Shun Tak Centre

168-200 Connaught Road Central

Central

Hong Kong

PRINCIPAL OFFICE IN MAINLAND CHINA

Level 14, Gang Yu Square

Chaodong Road

Chaotianmen

Chongqing

AUDITOR

Ernst & Young

Certified Public Accountants

22/F CITIC Tower

1 Tim Mei Avenue

Central

Hong Kong

COMPANY WEBSITE

www.zhonghuagroup.com

LEGAL ADVISERS

As to Hong Kong Law

Hastings & Co.

5th Floor Gloucester Tower

The Landmark

11 Pedder Street

Central

Hong Kong

As to Bermuda Law

Conyers Dill & Pearman

2901 One Exchange Square

8 Connaught Place

Central

Hong Kong

PROPERTY VALUERS

Savills Valuation and Professional Services Limited

23rd Floor, Two Exchange Square

Central

Hong Kong

Vigers Appraisal and Consulting Limited

10th Floor, The Grande Building

398 Kwun Tong Road

Kwun Tong

Kowloon

Hong Kong

PRINCIPAL BANKERS

Wing Hang Bank (China) Limited,

Guangzhou Branch

Nanyang Commercial Bank, Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Corporate Services Limited

Rosebank Centre

11 Bermudiana Road

Pembroke

Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited

Level 22, Hopewell Centre

183 Queen's Road East

Central

Hong Kong

LISTING AND STOCK CODE

The Main Board of The Stock Exchange of

Hong Kong Limited: 1064

FINANCIAL REVIEW

Zhong Hua International Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) recorded a turnover of HK\$35,568,000 (2015: HK\$37,392,000) for the year ended 31 December 2016. Net profit for the year attributable to ordinary equity holders of the Company was HK\$58,628,000 (2015: HK\$28,736,000).

The Group generally financed its operations with internally generated cash flows and banking facilities during the year.

Cash and bank balances of the Group as at 31 December 2016 amounted to HK\$65,169,000 (2015: HK\$18,584,000).

Borrowings

At 31 December 2016, the Group had outstanding borrowings of HK\$92,791,000 (2015: HK\$107,481,000) comprising interest-bearing bank loans amounted to HK\$21,773,000 (2015: HK\$31,985,000) and a loan from a director amounted to HK\$71,018,000 (2015: HK\$75,496,000). Of the Group’s interest-bearing bank loans, 40%, 29% and 31%, respectively, were repayable within one year or on demand, in the second year, and in the third to fifth years, inclusive.

At 31 December 2016, the Group’s secured bank loans in aggregate amount of HK\$21,773,000 (2015: HK\$31,985,000) bore interest at floating interest rates, out of which HK\$2,630,000 (2015: HK\$5,645,000) and HK\$19,143,000 (2015: HK\$26,340,000) were denominated in Hong Kong dollars and in Renminbi (“RMB”), respectively.

The Group’s gearing ratio as at 31 December 2016 was 0.02 (2015: 0.03), calculated based on the Group’s interest-bearing bank borrowings and loan from a director of HK\$92,791,000 (2015: HK\$107,481,000) over total assets of HK\$4,135,706,000 (2015: HK\$4,014,674,000). The Group’s gearing was maintained at a relatively low level during the year.

Currency structure

The Group had limited exposure to foreign exchange rate fluctuations as most of its transactions, including borrowings, were primarily conducted in Hong Kong dollars or Renminbi and the exchange rates for these two currencies were relatively stable throughout the year.

Pledge of assets

The Group had utilised secured bank loan facilities amounting to HK\$21,773,000 (2015: HK\$31,985,000) as at 31 December 2016. Certain investment properties and trade receivables of the Group were pledged to secure banking facilities utilised by the Group and a third party as set out in notes 13 and 15 to the financial statements. In addition, the Company and one of its substantial shareholders also granted guarantees to these banking facilities.

Contingent liabilities

As at 31 December 2016, guarantees given for mortgage loans granted by banks to certain purchasers of the Group’s properties amounted to HK\$139,000 (2015: HK\$139,000).

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FINAL DIVIDEND

The board of directors of the Company (the “Directors”) did not recommend the payment of a final dividend for the year ended 31 December 2016 (2015: Nil).

NOTICE OF ANNUAL GENERAL MEETING

Notice of annual general meeting of the Company and related circular to shareholders will be sent to the shareholders of the Company under separate cover.

BUSINESS REVIEW

The Company is an investment holding company. Its subsidiaries are principally engaged in property investment and development in Mainland China and have two property interests, one in Chongqing (重慶市) and the other in Guangzhou (廣州市).

Guang Yu Square (港渝廣場), a 15-storey commercial building, is situated at the most prime commercial area at Chaotianmen (朝天門), Yuzhong District (渝中區), Chongqing (重慶市). Chaotianmen is one of the major clothing wholesale points in Chongqing while Guang Yu Square is the most popular men’s clothing and footwear wholesale centre in the region.

The property interest in Guangzhou (廣州市) is situated at the most prime commercial area in Yuexiu District (越秀區), Guangzhou. It is planned that the development site will be developed into a versatile grade A commercial building complex with wholesale and exhibition hall facilities and with an objective to be the landmark of the Yuexiu District. The development site is comprised of three contiguous land parcels located at the east of Jiefang Road South (解放南路), to the south of Daxin Road (大新路), to the north of Yede Road (一德路) and to the west of Xieen Road (謝恩里), Yuexiu District and is wholly-owned by Guangzhou Zheng Da Real Estate Development Company Limited (廣州市正大房地產開發有限公司) (“GZ Zheng Da”) which in turn Zheng Da Real Estate Development Co. Ltd. (“HK Zheng Da”), a private company incorporated in Hong Kong, has 100% interest.

GZ Zheng Da was set up as a sino-foreign joint venture by HK Zheng Da as the foreign partner and a state-owned enterprise, a third party, as the sino partner in Guangzhou in December 1993. Since its formation, the sino partner has not provided any capital or management support to GZ Zheng Da to a material extent. Pursuant to the terms of the Enforcement Rules of the Joint Venture Agreement (合作合同實施細則) (the “Enforcement Rules”) executed in 1994, the sino partner agreed to surrender its entire interest in GZ Zheng Da except those benefits specified in the Enforcement Rules and therefore HK Zheng Da assumed 100% interest in GZ Zheng Da.

The Group acquired a 25% indirect interest in HK Zheng Da in December 2007 while the remaining 75% interest to be completed by the Group not later than 30 June 2017 at an aggregate consideration of RMB1,361,100,000 (approximately HK\$1,510,821,000). Details of the intended acquisition, including terms and conditions, consideration and settlement mechanism, and their amendments thereafter were disclosed in the Company’s circular dated 26 November 2007 (the “Acquisition Circular”) and the Company’s various announcements issued thereafter, the latest of which was issued on 2 June 2016 (primarily refers to the deferment of the long stop date for completion of the acquisition from 31 March 2009 to 30 June 2017).

Pending for re-developing into a commercial complex, the development site is presently comprised of a 2-storey non-permanent commercial podium and a car park for loading and off-loading inventory. With a history of over one century for footwear wholesale business in the area surrounding the development site, the commercial podium is the most popular footwear boutique showcase and wholesale centre in Guangzhou.

The development project was initially planned to be completed within a period of 15 years but its progress was interrupted by the modifications of municipal planning in the region from time to time in the past years. Pursuant to the terms of the relevant joint venture agreement, the joint venture period of GZ Zheng Da is from 31 December 1993 to 31 December 2008 and can be further extended at the request of either foreign or sino partner upon maturity. In December 2008, both GZ Zheng Da and its foreign partner, HK Zheng Da, agreed to extend the joint venture period by 15 years with effect from 1 January 2009 in accordance with the provisions of the articles of GZ Zheng Da but 越秀房地產開發經營公司 (“越秀國企”), its sino partner and a state-owned enterprise, had become dormant a couple of years ago and therefore its consent could not be obtained. On the other hand, it appeared that another enterprise namely 越秀房地產開發經營有限公司 (“越房私企”), a privately owned enterprise which acquired certain assets (but interest in GZ Zheng Da not included) from 越秀國企 some years ago, claimed that it had taken up certain interest in GZ Zheng Da from 越秀國企, but that was not the case. As such, in late December 2008, GZ Zheng Da served a writ against 越房私企 at the Guangdong Provincial Guangzhou Municipal Yuexiu District People’s Court (廣東省廣州市越秀區人民法院) (the “Yuexiu Court”) demanding for the confirmation of disqualification of 越房私企 from the sino partnership (if any) of the subject joint venture. Details of which are described under the section headed “Material Litigations” below.

MATERIAL ACQUISITION UPDATE

The Group entered into a conditional sale and purchase agreement in October 2007 (the “Acquisition Agreement”) with the private companies wholly owned by Messrs. Ho Pak Hung, Ho Tsam Hung and Ho Kam Hung (collectively the “Vendors”), pursuant to which, amongst other things, the Vendors agreed to sell, and an indirectly wholly-owned subsidiary of the Company (the “Purchaser”) agreed to acquire, 100% equity interest in HK Zheng Da at a consideration of RMB1,814,800,000 (equivalent to HK\$2,014,428,000 (the “Acquisition”). The principal asset held by HK Zheng Da is the indirect entire interest in a property interest situated in Guangzhou. Details of the Acquisition were set out in the Acquisition Circular.

As set out in the Acquisition Circular, completion of the Acquisition should have taken place in four tranches to be completed in different phases on terms as follows:

Tranches	Equity interests in HK Zheng Da represented	Consideration for each tranche (RMB)	Original expected completion date
First Tranche (the “First Tranche”)	25%	453,700,000	31 December 2007
Second Tranche (the “Second Tranche”)	26%	471,848,000	31 May 2008
Third Tranche (the “Third Tranche”)	24%	435,552,000	31 October 2008
Fourth Tranche (the “Fourth Tranche”)	25%	453,700,000	31 March 2009
	100%	1,814,800,000	

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Pursuant to the terms and conditions of the Acquisition Agreement, the Purchaser could at its sole discretion elect to defer completion of one or more tranches (except the First Tranche) to a date later than the expected completion date of the relevant tranche as mentioned above. If the Purchaser did not complete any of the tranches on or before the relevant expected completion date, the Purchaser was obliged to pay to the Vendors a deferred interest payment (the "Deferred Interest") calculated at the rate of 4% p.a. on the consideration for such tranche for the period commencing from the relevant original expected completion date and ending on and excluding the day when the relevant consideration was settled by the Purchaser or 31 March 2009, whichever the earlier. In the event that the entire Acquisition Agreement did not complete by 31 March 2009 (the "Long Stop Date"), the Acquisition Agreement should lapse (save for any part of completed tranches) and the Purchaser should have no liabilities save for the Deferred Interest obligations.

Completion of the First Tranche took place on 17 December 2007. At 31 March 2009, the Second Tranche, the Third Tranche and the Fourth Tranche were not completed. As such, the Purchaser was obliged to pay to the Vendors the Deferred Interest of the Second Tranche and the Third Tranche, which was HK\$25,837,000 in total. No Deferred Interest was required to be paid by the Purchaser in respect of the Fourth Tranche as the original expected completion date for the Fourth Tranche was on 31 March 2009. The Purchaser and the Vendors then executed supplementary agreements thereafter to the effect that the Long Stop Date was deferred to 30 June 2016.

In June 2016, the Purchaser and the Vendors executed an extension agreement to explore opportunity to arrive any revised terms for the settlement of and the consideration for, and completion timetable in relation to the Acquisition of the remaining 75% indirect interest in HK Zheng Da not later than the revised long stop date which was further deferred to 30 June 2017. If a revised agreement is concluded, it is anticipated that the Acquisition will be financed by debt financing, equity financing, bank borrowings or a combination of the three kinds. If in case the Acquisition lapses on 30 June 2017, no party shall be liable to each other. If this happens, the Group will no longer deem control over HK Zheng Da and its subsidiary and there will be a major accounting adjustment to the consolidated accounts of the Company for the year ending 31 December 2017 to the effect that HK Zheng Da will be regarded as an associated company with a 25% equity interest but not a 25% owned subsidiary of the Company. Further announcement will be made once a concrete decision is made by the Group.

MATERIAL LITIGATIONS

- (a) In late December 2008, GZ Zheng Da, an indirect wholly-owned subsidiary of the Company, served a writ against 越房私企 at the Yuexiu Court demanding for confirmation of disqualification of 越房私企 from the sino partnership (if any) of the subject sino-foreign joint venture. The relevant judgement has been issued in July 2009 with rulings endorsing the request made by GZ Zheng Da, 越房私企 then filed an appeal petition (the “Zheng Da Appeal”) at the Guangdong Provincial Guangzhou Municipal Intermediate People’s Court (廣東省廣州市中級人民法院) (the “Guangzhou Court”) in August 2009. A hearing was made in October 2009 and no further hearings had been made since then. Both GZ Zheng Da and HK Zheng Da have not yet received a valid judgement in writing issued by the Guangzhou Court in accordance with the relevant PRC laws and due judicial procedures. Further details about the developments of, and events incidental to, the Zheng Da Appeal were disclosed in the Company’s announcement dated 25 March 2013. Both GZ Zheng Da and HK Zheng Da had dialogues with the relevant court officials from time to time and are looking forward to receiving a formal and legally valid verdict, notice or directive in relation to the Zheng Da Appeal to be granted by the Guangzhou Court or its higher court in accordance with the relevant PRC laws and due judicial procedures, but no such verdict or directive in proper manner was received up-to-date. Taking into account the rulings granted by the Yuexiu Court in July 2009, the facts and legal grounds substantiated at the first hearing of the Zheng Da Appeal, and the opinion given by the PRC legal counsel and advisers, the Company remains optimistic in obtaining a favourable judgement in the Zheng Da Appeal.
- (b) In October 2013, the Guangzhou Municipal Administration of National Resources and Property Bureau (廣州市國土資源和房屋管理局) (the “Property Administration Bureau”) issued two rulings on property demolition (房屋拆遷決定書) (the “Compensation Rulings”) to GZ Zheng Da pertaining to two compensation and resettlement cases for property demolition (房屋拆遷補償安置個案). The Compensation Rulings concluded that GZ Zheng Da was liable to pay an one-off cash compensation in an aggregate amount of approximately RMB27,600,000 (equivalent to HK\$30,636,000 as at 31 December 2016) (the “Cash Compensation”) to a group of claimants (the “Claimants”).

In March 2014, the Guangzhou Municipal People’s Government (廣州市人民政府) (the “Guangzhou Government”) issued two rulings on administrative review (行政覆議決定書) revoking the Compensation Rulings. As a result, GZ Zheng Da’s obligation of paying the Cash Compensation was discharged.

In June 2015, the Guangzhou Court issued two rulings on administrative proceedings (行政裁定書) declining the appeal made by the Claimants against the Guangzhou Government’s rulings.

In December 2015, the Guangdong Provincial Higher People’s Court (廣東省高級人民法院) (the “Guangdong Court”) issued two rulings on administrative proceedings (行政裁定書) to the effect that (i) the Guangzhou Court’s rulings were withdrawn; and (ii) the Guangzhou Court was ordered to re-hear the Claimants’ appeal against the Guangzhou Government’s rulings. As at the date of this report, the re-trial was not yet heard.

Taking into account the latest rulings granted by the Guangzhou Government, the facts and legal grounds substantiated, and the opinion given by the PRC legal counsel and advisers, the Company remains optimistic in obtaining a favourable judgement in the re-trial.

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- (c) In 2011, two plaintiffs, together with Chongqing Smart Hero Real Estate Development Company Limited (重慶超霸房地產開發有限公司) (“CQ Smart Hero”), an indirect wholly-owned subsidiary of the Company, in its capacity as the third plaintiff, served a writ of summons against a third party (the “Third Party”) at the Yuexiu Court in relation to a contract dispute (合同糾紛). The case was subsequently redirected to the Guangzhou Court for trial for the reason of jurisdiction of court. In September 2013, the Guangzhou Court ruled that CQ Smart Hero was liable to pay an accrued interest in an aggregate amount of approximately RMB10,500,000 to the Third Party. Subsequently, CQ Smart Hero, together with two plaintiffs, filed an appeal against the Guangzhou Court’s rulings at the Guangdong Court.

In June 2015, the Guangdong Court upheld the Guangzhou Court’s rulings but the claim that was liable to be borne by CQ Smart Hero was reduced to approximately RMB4,200,000. The Guangdong Court’s rulings are final and absolute unless being revoked by judicial review (復審).

The PRC legal counsel of CQ Smart Hero was of the view that judicial errors were made in the Guangdong Court’s rulings and therefore were justifiable for pursuing judicial review (復審) with an aim to revoking its rulings. However, CQ Smart Hero, after careful and due considerations, concluded that additional management time and legal costs to be incurred would probably override the economic benefits to be derived from a favourable verdict of judicial review, if any, and resolved not to pursue the case further.

In February 2016, the Guangzhou Court confined the claim amount to approximately RMB3,743,000 (approximately HK\$4,417,000), and a provision of the same amount was fully made in the Company’s consolidated financial statements as at 31 December 2015.

For the year ended 31 December 2016, CQ Smart Hero is in the process of negotiation with the Third Party for settlement arrangement and hence the claim remained unsettled as at 31 December 2016.

- (d) In April 2014, two civil claims were filed against CQ Smart Hero by a third party (the “CQ Third Party”) at Chongqing Municipal Yuzhong District People’s Court (重慶市渝中區人民法院) (the “Yuzhong Court”) for an aggregate amount of approximately RMB5,167,000 plus accrued interests and costs. According to the writs, the CQ Third Party claimed certain damages in relation to a tenancy agreement executed between CQ Smart Hero and another third party in 2007 (the “Lease”). The CQ Third Party is neither a party to the Lease nor the beneficial or registered owner of the subject property under the Lease but claims to be the assignee of the Lease.

In February and March 2015, the Yuzhong Court respectively ruled that CQ Smart Hero was liable to compensate to the CQ Third Party in respect of both claims (the “Claims”). CQ Smart Hero then filed two appeals against the Yuzhong Court’s rulings at the Chongqing Municipal Fifth Intermediate People’s Court (重慶市第五中級人民法院) (the “Chongqing Court”). In May and August 2015, both appeals raised by CQ Smart Hero were turned down by the Chongqing Court. The Chongqing Court’s rulings are final and absolute unless being revoked by judicial review (復審).

The PRC legal counsel of CQ Smart Hero was of the view that judicial errors were made in the Chongqing Court’s rulings and therefore were justifiable for pursuing judicial reviews with an aim to revoking its rulings. However, CQ Smart Hero, after careful and due considerations, concluded that additional management time and legal costs to be incurred would probably override the economic benefits to be derived from a favourable verdict of judicial review, if any, and resolved not to pursue the case further.

The aggregate amount payable by CQ Smart Hero for the Claims was approximately RMB2,467,000 (approximately HK\$2,911,000), and a provision of the same amount was fully made in the Company's consolidated financial statements as at 31 December 2015.

In September 2016, CQ Smart Hero fully settled the Claims to the CQ Third Party for discharging its legal obligations in full.

- (e) During the year ended 31 December 2015, the Guangzhou Urban Management Integrated Enforcement Bureau Yuexiu Sub-Bureau (廣州市城市管理綜合執法局越秀分局) (the "Enforcement Bureau") issued a ruling on an administrative disposition of illegal erection (違法建築行政處理決定書) (the "Ruling") to GZ Zheng Da to the effect that a 2-storey non-permanent commercial podium with a total usable area of approximately 14,700 square meters situated in the Yuexiu District was required to be demolished by GZ Zheng Da. In the Ruling, the Enforcement Bureau concluded, inter alia, that the subject property was deemed as an illegal erection as its occupancy permit had been expired. The Ruling, however, did not elaborate further why the renewal of the occupancy permit was not granted.

Notwithstanding the subject property is classified as non-permanent erection pending for re-development, it had obtained approvals and permits for town planning, construction, inspection, occupancy and fire safety from all relevant government authorities up-to-date and hence its building standards and fire safety are comparable to those standards for permanent erections. In addition, GZ Zheng Da is of the view that the subject property would not be deemed as illegal erection if the occupancy permit could be reasonably renewed as permitted under the relevant laws and regulations and hence the prosecution in question should be immune.

As such, GZ Zheng Da, together with six co-operative parties, served a writ against the Ruling at the Yuexiu Court in November 2015. The petition was declined by the Yuexiu Court in May 2016. GZ Zheng Da, together with six co-operative parties, filed an appeal against the Yuexiu Court's ruling in June 2016 and the trial has not yet commenced up-to-date. Accordingly, the enforcement of the Ruling will be customarily suspended until judgement is made.

Taking into account the facts and legal grounds substantiated, and the opinion given by the PRC legal counsels and advisers, the Company remains optimistic in obtaining a favourable judgement in this case.

ALLEGED “LIQUIDATION PETITION” AGAINST GZ ZHENG DA**Public Database of GZ Zheng Da Corporation Information indicates information of alleged “Liquidation Provisional Filed (清算備案)”**

Pursuant to the Provisional Rules of Public Notice of Corporate Information of People’s Republic of China (中華人民共和國企業信息公示暫行條例) newly enacted in October 2014, the Public Database of National Enterprise Credit Information (Guangdong) (全國企業信用信息公示系統(廣東)) on GZ Zheng Da downloaded in March 2015 reveals certain newly appeared information under the Provisional Filing Information Column (備案信息欄目) viz “Liquidation Information (清算信息)”, “Liquidation Officer-In-Charge He Wei (清算負責人何偉)” and “Member of Liquidation Committee Guangdong Guoding Law Firm (清算組成員廣東國鼎律師事務所)”. With effect from August 2016, the Public Database of National Enterprise Credit Information (Guangdong) (全國企業信用信息公示系統(廣東)) was restructured as the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) with a more user friendly reporting format. Since August 2016, the Guangzhou Administration for Industry & Commerce Bureau (廣州市工商行政管理局) (the “AIC Bureau”) ceased to provide public search service for Business Record Information (商事登記信息). The new National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) on GZ Zheng Da downloaded in March 2017 contained similar information as disclosed in former reports including “Member of Liquidation Committee Guangdong Guoding Law Firm (清算組成員廣東國鼎律師事務所)”. In addition, the new report reveals that the registration status (登記狀態) of GZ Zheng Da is “enterprise in business (open) (在營(開業)企業)” and the authorised representative (法定代表人) is “Ho Kam Hung”.

According to the Corporate Registration Information Memorandum (企業登記資料包) obtained from the AIC Bureau by GZ Zheng Da (being exclusive information to the subject corporation), a third party namely Guangdong Guoding Law Firm (廣東國鼎律師事務所) (“Guoding”) filed an Application Form for Notification of Change (Provisional Filing) of Foreign Investment Enterprise (外商投資企業變更(備案)登記申請書) (the “Application Form”), together with a copy of purported order of the Guangzhou Court (廣東省廣州市中級人民法院決定書) (the “Purported Court Order”) as supporting document, to the AIC Bureau without the prior acknowledgment nor consent of GZ Zheng Da in September 2011. The Application Form requested for filing of “Provisional Filing of Member of the Liquidation Committee (清算組成員備案)” and “Provisional Filing of Liquidation Officer-In-Charge (清算負責人備案)” in the corporate information database of GZ Zheng Da at the AIC Bureau. Copy of the Purported Court Order stated that “the court has nominated Guoding as the liquidation committee to proceed with the liquidation of GZ Zheng Da in accordance with the law (已指定國鼎組成清算組，依法對廣州正大進行清算)”.

GZ Zheng Da confirmed to the Company that it had never authorised, appointed or instructed Guoding or He Wei to file or handle such application, nor granted consent to such application thereafter. GZ Zheng Da and HK Zheng Da, being the equity holder of GZ Zheng Da holding 100% interest therein, also confirmed to the Company that they had never been served any statements of instigation of proceedings, notice of summons or notice of judgement, orders (including the Purported Court Order or order of a similar nature) or written judgement(s) in relation to liquidation petition or of a similar nature (the “Purported Liquidation Petition Case”) from the Guangzhou Court in accordance with the prevailing PRC laws and regulations and due judicial procedures. Both the Company and GZ Zheng Da further confirmed that they were unable to find any “public official record” about the Purported Liquidation Petition Case (not even the relevant case number) from the official database or public notice board of the Guangzhou Court so far.

According to the Purported Court Order, it appears that the purported liquidation petition was instituted by 越房私企, a third party neither had any equity or any other interests in GZ Zheng Da nor was a creditor of GZ Zheng Da. Hence, the PRC legal counsel of GZ Zheng Da considers that 越房私企 unlikely meets the pre-requisite conditions for filing a liquidation petition against GZ Zheng Da pursuant to the prevailing company laws and regulations of PRC.

Based on the record and facts known to the Company and GZ Zheng Da and having taken PRC legal advice, both the Company and GZ Zheng Da are of the view that (i) the legal proceedings of the Purported Liquidation Petition Case (if any) do not conform to the legal provisions and judicial procedures in PRC; (ii) the Purported Court Order (if any) is not effective disposition of the matter to which it purportedly relates and thus is invalid and void; and (iii) the purported authority of the so-called liquidation committee of GZ Zheng Da is derived from the Purported Court Order which is invalid and void. Therefore, Guoding does not have the lawful authority to proceed with liquidation of GZ Zheng Da or file corporate information about GZ Zheng Da with the AIC Bureau (or for any other purposes) for and on behalf of GZ Zheng Da.

According to the relevant provisions of the Rules of Administration of Company Registration of People's Republic of China (中華人民共和國公司登記管理條例) (the "Company Registration Rules"), the provisional filing of liquidation information with the AIC Bureau requires the consent of the subject company (with company chop shown on the application form) and other requisite legal documents, such as company dissolution documents (公司解散證明文件), as supporting documents. No such supporting documents nor GZ Zheng Da's company chop were found on the Application Form submitted by Guoding. After taking PRC legal advice, both the Company and GZ Zheng Da consider that the Application Form submitted to the AIC Bureau by Guoding violates the relevant provisions of the Company Registration Rules to a material extent and the provisional filing under concern should be rendered "application declined (申請退回)".

The business of GZ Zheng Da remains as usual and GZ Zheng Da's latest tax return was filed in May 2016. Mr. Ho Kam Hung, an executive director of the Company, has been the legal representative of GZ Zheng Da since 1993.

Shareholders of the Company are urged to read the Company's announcement dated 25 March 2013 about the lawful authority of the purported "liquidation committee of GZ Zheng Da" in question.

The second and unqualified Person appearing on the Demolition Permit and the Demolition Extension Notice

Since 2003, GZ Zheng Da has been granted the Qualified Person for Demolition and Relocation (拆遷人) (the “Qualified Person”) (which was required to demonstrate substantial capital resources, property development plan on hand, concrete property demolition and relocation plan pursuant to the provisions of Rules of Management of Urban Property Demolition and Relocation of Guangzhou Municipality (廣州市城市房屋拆遷管理條例) (the “Demolition Management Rules”) and the Qualified Contractor for Demolition and Relocation (拆遷實施單位) (the “Qualified Contractor”) (which was required to demonstrate substantial hands-on experience in property demolition and relocation projects and hiring extensive construction and engineering professionals pursuant to the provisions of the Demolition Management Rules) by the Property Administration Bureau to the effect that GZ Zheng Da was empowered to demolish a property located in Yuexiu District, Guangzhou within about one year under the license of a property demolition and relocation permit (房屋拆遷許可證) (the “Demolition Permit”). Since then, GZ Zheng Da applied for extension of the Demolition Permit once every year and the Property Administration Bureau customarily renewed the Demolition Permit and the notice of extension of property demolition and relocation (房屋拆遷延期公告) (the “Demolition Extension Notice”) every subsequent year.

The Demolition Extension Notices issued since 2014 contained new clauses which included, inter alia, an entity named “the liquidation committee of GZ Zheng Da (廣州正大清算組)” (the so-called “Liquidator”) as the secondary Qualified Person (第二拆遷人) and the secondary Qualified Contractor (第二拆遷實施單位) in addition to GZ Zheng Da which remained as the primary Qualified Person (第一拆遷人) and primary Qualified Contractor (第一拆遷實施單位). The Demolition Extension Notices also put a remark that “pursuant to the Purported Court Order, the Guangzhou Court nominated Guoding as the liquidation committee to proceed with the liquidation of GZ Zheng Da in accordance with the laws, and the demolition activities should be executed by the liquidation committee” (collectively the “New Clauses”).

GZ Zheng Da confirmed to the Company that it had no acknowledge of the New Clauses until the renewal of the said extension notices nor concurred with such New Clauses thereafter and hence raised objection to the Property Administration Bureau about the imposition of the New Clauses. No formal reply was obtained from the Property Administration Bureau so far.

As such, an inhabitant to be vacated (被拆遷人) (the “Plaintiff”) filed administrative pleadings (行政訴訟) against the Property Administration Bureau at the Yuexiu Court in May 2014. The administrative pleadings demanded for the revocation of the Demolition Extension Notice on the ground that the Property Administration Bureau should not grant the demolition extension to both GZ Zheng Da and the so-called Liquidator simultaneously as it is against the common legal principle if GZ Zheng Da (which is subject to liquidation (if that is the case)) and the so-called Liquidator co-exist to engage in demolition activities. GZ Zheng Da, as one of the litigant participants, opposed to the grant of the qualified licenses to the so-called Liquidator as it was not lawfully constituted and the Property Administration Bureau would have breached the relevant provisions of the Demolition Management Rules if licenses were granted to unqualified entities for participating in the demolition business. The Yuexiu Court dismissed the petition of the Plaintiff in August 2014.

Both GZ Zheng Da and the Plaintiff then filed administrative appeals (行政上訴) against the Property Administration Bureau at the Guangzhou Court (the “Administrative Appeals”) thereafter based on similar grounds above. In June 2015, the Guangzhou Court issued the ruling on administrative proceedings (行政判決書) upheld the Yuexiu Court’s ruling. The Plaintiff then lodged a judicial review (行政申訴) against the Guangzhou Court’s ruling at the Guangdong Court, but the judicial review was declined by the Guangdong Court.

After seeking PRC legal advice, both the Company and GZ Zheng Da consider that (i) both the Demolition Permits and the Demolition Extension Notices granted to GZ Zheng Da are legally valid permit and notice respectively despite their legal defects; (ii) the Yuexiu Court, the Guangzhou Court and the Property Administration Bureau all accept GZ Zheng Da as a separate legal entity; (iii) GZ Zheng Da remains as the Qualified Person and the Qualified Contractor and therefore can continue the demolition and relocation activities pursuant to the Demolition Permit; (iv) the purported authority of the so-called Liquidator is derived from the Purported Court Order which is invalid and void (please refer to the section headed “Public Database of GZ Zheng Da Corporation Information indicates information of alleged “Liquidation Provisional Filed (清算備案)”” above for further details); (v) the capacity of the so-called Liquidator does not exist until and when Guoding removes the legal representative of GZ Zheng Da; (vi) the so-called Liquidator technically cannot co-exist with GZ Zheng Da to engage in same business activities; (vii) a liquidator is not empowered to engage in the businesses other than those specified under Clause 184 of Companies Law of People’s Republic of China (中華人民共和國公司法), which do not include demolition and relocation businesses; (viii) a liquidator does not possess the pre-requisite qualifications (特定資質) and hands-on expertise in engaging in demolition and relocation businesses pursuant to the provisions of the Demolition Management Rules; and (ix) it appears that the Purported Court Order fundamentally does not provide that “the demolition activities should be executed by the liquidation committee”.

OUTLOOK

Looking ahead to 2017, all eyes are on the new Trump administration of the United States (“US”) for his “America First” policy and the Federal rate hikes that may impact on global markets. The “America First” policy may change the rules of international trades, particularly trades with Mainland China. The Federal rates may rise at a faster pace than forecast given that the US economy looks robust. Nevertheless, US dollar will remain strong for the coming year.

In Asia Pacific region, uncertainties rest on sino-US relations under the new US president and the political tension in the region due to North Korean nuclear weapon crisis and deployment of Terminal High Altitude Area Defense system in South Korea. All these factors will foreshadow the investment sentiment in the region.

The economy of Mainland China will show signs of further improvement in 2017. The Ministry of Finance has set the growth target of GDP at 6.5-6.8% for the year, which is still an encouraging growth rate for such a large and complex economy. The State Council will continue its efforts on supply-side structural reforms as well as curbs on capital outflows and overleveraging. Renminbi will continue to be soft in coming year. However, the property market in Tier-1 cities remains strong, and the e-commerce continues to play the lead role in the consumer market.

14 Management Discussion and Analysis

Having considered these matters, the Directors will keep on a cautious approach in its property development projects on hand and re-mapping its business directions for the coming three years and are of the view that the Group should diversify its business. It is anticipated that the engagement in renewable energy and related industries will be a new business model all over the world in the forthcoming years.

With strong asset backing and low gearing ratio for the Group's financial position, the Group may take these advantages to explore new business opportunities in 2017 and 2018. The Directors will also strengthen its management expertise and redeploy the Group's resources for meeting these new challenges.

Looking ahead, the Directors are confident and optimistic about the Group's future prospects.

The Directors have pleasure in presenting their report together with their audited financial statements for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 33 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

BUSINESS REVIEW

For details in relation to the business review including an analysis of the Group's performance using financial key performance indicators during the reporting period and prospect of the Group, please refer to pages 3 to 14 and pages 27 to 29 under the section headed "Management Discussion and Analysis" and "Environmental, Social and Governance Report", respectively.

PRINCIPAL RISKS AND UNCERTAINTIES

Save as disclosed in the annual report, the Directors are not aware of any principal risks and uncertainties of the Group.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2016 and the Group's financial position at that date are set out in the financial statements on pages 37 to 92.

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

FIVE YEAR GROUP FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from its audited financial statements, is set out on page 93. This summary does not form part of the audited financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share options are set out in notes 23 and 24 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

DISTRIBUTABLE RESERVES

As at 31 December 2016, the Company's reserves available for cash distribution and distribution in specie were HK\$59,426,000. In addition, in accordance with the Bermuda Companies Act 1981, the Company's share premium account, in the amount of HK\$398,726,000, are distributable in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the percentages of sales and purchases attributable to the Group's major customers and supplier were as follows:

- (i) the aggregate amount of sales attributable to the Group's four largest customers represented 100% of the total sales for the year. The sales attributable to the Group's largest customer represented 62.5% of the Group's total sales for the year; and
- (ii) the Group had no major supplier due to the nature of principal activities of the Group.

As far as the Directors are aware, neither the Directors, their respective close associates nor any substantial shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's four largest customers.

DIRECTORS

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

Executive Director:

Ho Kam Hung

Non-Executive Director:

Young Kwok Sui

Independent Non-Executive Directors:

Tam Kong, Lawrence

Wong Miu Ting, Ivy

Wong Kui Fai

All non-executive Directors, including independent non-executive Directors, are appointed for a term of one year. In accordance with the Company's bye-laws, all of them shall retire from office by rotation, and, being eligible, will offer themselves for re-election at the Company's annual general meeting.

In accordance with the Company's bye-laws, Young Kwok Sui and Wong Kui Fai shall retire from office by rotation, and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

The Company has received annual confirmations of independence from Tam Kong, Lawrence, Wong Miu Ting, Ivy and Wong Kui Fai, and regards these directors to be independent as at the date of this report.

Details of the profiles of the Directors are set on page 30 of this annual report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the Company's forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Except for those disclosed in section headed "Connected Transactions" below and note 35 to the financial statements, no transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company or any of the Company's subsidiaries was a party and in which a Director nor a connected entity of a director of the Company had a material interest, either directly or indirectly, subsisted as at the end of the reporting period or at any time during the year.

MANAGEMENT CONTRACTS

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

SHARE OPTION SCHEME

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who make contributions to the Group's operations and profitability. Further details of the share option scheme are disclosed in note 24 to the financial statements.

At the end of the reporting period and the date of approval of these financial statements, the Company had no share option outstanding under the share option scheme.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

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

The Company:

Name of director and chief executive	Capacity and nature of interest	Number of shares held		Percentage of the Company's share capital
		Long position	Short position	
Ho Kam Hung (<i>note</i>)	Through controlled corporations	110,600,000	–	18.26

Note:

Ho Kam Hung is deemed (by virtue of the SFO) to be interested in these shares in the following capacities.

- (i) 10,800,000 shares are held by Morcambe Corporation which is beneficially owned by him.
- (ii) 87,120,000 shares are held by EC Fair Limited, in which he has 33 $\frac{1}{3}$ % interest.
- (iii) 12,680,000 shares are held by High Rank Enterprises Limited, in which he has approximately 31.6% interest.

Associated Company:

Name of director and chief executive	Name of associated corporation	Relationship with the Company	Shares/equity derivatives	Numbers of shares/equity derivatives held		Capacity and nature of interest	Percentage of the associated corporation's share capital
				Long position	Short position		
Ho Kam Hung	Smart Hero (Holdings) Limited	Company's subsidiary	Non-voting deferred shares	91	–	Directly beneficially owned	30.13
	China Land Realty Investment Limited	Company's subsidiary	Non-voting deferred shares	91	–	Directly beneficially owned	30.13

The rights and restrictions attached to the aforementioned non-voting deferred shares are set out in note 33 to the financial statements.

Save as disclosed above, as at 31 December 2016, to the best knowledge of the Directors, none of the Directors and chief executive, if any, had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

CONNECTED TRANSACTIONS

The Company had the following connected transactions, details of which were disclosed in accordance with the requirements of Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"):

- (i) On 2 June 2016, the Company entered into an extension agreement with the Vendors (as defined in page 5 of this annual report) to extend the dates of completion of the second, the third and the fourth tranches in relation to the Acquisition from 30 June 2016 to 30 June 2017, while no deferred interest is required for the period of extension. Further details are disclosed in page 6 of this annual report.
- (ii) An interest expense of HK\$5,855,000 was incurred in respect of a loan from Ho Kam Hung, a Director, during the year. Details of a loan from a director are disclosed in notes 21 and 35 to the financial statements.
- (iii) Certain bank loans are secured by a personal guarantee of Ho Pak Hung, a substantial shareholder of the Company (through controlled corporations by virtue of the SFO). Further details are disclosed in note 20 to the financial statements.
- (iv) On 21 March 2017, Ho Kam Hung, a Director, entered into an agreement with the Company to indemnify the Company from any potential losses arising from an other receivable of RMB9,706,000 (equivalent to HK\$10,774,000). The full amount of the said other receivable has been included in the Company's consolidated statement of financial position as at 31 December 2016. The indemnity covers the period from 1 January 2017 to 31 December 2017.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any Director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouses or minor children to acquire such rights in any other body corporate.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2016, the Group had about 30 employees and the total staff costs (including Directors' and chief executive's remuneration) accumulated to approximately HK\$7.3 million. Remuneration policies are reviewed regularly by the Directors. Remuneration packages are structured to take into account the level and composition of pay and the general market conditions in the respective regions in which the Group operates.

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

As at 31 December 2016, the interests and short positions of 5% or more of the share capital of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Long position:

Name of shareholders	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's share capital
Ye Jia Li (<i>note 1</i>)	Interest of spouse	110,600,000	18.26
Ho Tsam Hung (<i>note 2</i>)	Through controlled corporations	105,600,000	17.44
Ho Pak Hung (<i>note 3</i>)	Through controlled corporations	99,800,000	16.48
Liang Gui Fen (<i>note 4</i>)	Interest of spouse	99,800,000	16.48
EC Fair Limited (<i>notes 2 and 3</i>)	Directly beneficially owned	87,120,000	14.39
Strong Hero Holdings Limited (<i>note 5</i>)	Directly beneficially owned	100,000,000	16.51
Xie Xiaoxiang (<i>note 5</i>)	Through controlled corporation	100,000,000	16.51
Hero Grand Investments Limited (<i>note 6</i>)	Directly beneficially owned	30,800,000	5.09
Leung Po Wa (<i>note 6</i>)	Through controlled corporation	30,800,000	5.09

Notes:

- Ye Jia Li is deemed (by virtue of Part XV of the SFO) to be interested in these shares in the capacity as the spouse of Ho Kam Hung, a Director.
- Ho Tsam Hung is deemed (by virtue of Part XV of the SFO) to be interested in these shares in the following capacities:
 - 5,800,000 shares are held by Morgan Estate Assets Limited, which is beneficially owned by him.
 - 87,120,000 shares are held by EC Fair Limited, in which he has 33 $\frac{1}{3}$ % interest.
 - 12,680,000 shares are held by High Rank Enterprises Limited, in which he has approximately 31.6% interest.
- Ho Pak Hung is deemed (by virtue of Part XV of the SFO) to be interested in these shares in the following capacities:
 - 87,120,000 shares are held by EC Fair Limited, in which he has 33 $\frac{1}{3}$ % interest.
 - 12,680,000 shares are held by High Rank Enterprises Limited, in which he has approximately 31.6% interest.
- Liang Gui Fen is deemed (by virtue of Part XV of the SFO) to be interested in these shares in the capacity as the spouse of Ho Pak Hung.
- Strong Hero Holdings Limited is wholly-owned by Xie Xiaoxiang.
- Hero Grand Investments Limited is wholly-owned by Leung Po Wa.

Save as disclosed above, as at 31 December 2016, no person, other than the Directors, whose interests are set out in "Directors' and chief executive's interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares, underlying shares or debentures of the Company that was required to be recorded pursuant to Section 336 of the SFO.

ENVIRONMENTAL PROTECTION AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to supporting the environmental sustainability. Being a property developer and wholesale and retailing premises operator in Mainland China, the Group is subject to various environmental laws and regulations set by the PRC national, provincial and municipal governments. These include regulations on air and noise pollution, discharge of waste and water and disposal of building debris in public domain. Compliance procedures are in place from time to time to ensure adherence to applicable laws, rules and regulations.

During the year under review, so far as the Directors are aware, the Group has complied with relevant laws and regulations that have significant impact on the operations of the Group. Moreover, the management also brought attention of any latest changes in applicable laws, rules and regulations and reminded relevant employees and operation units from time to time.

RELATIONSHIP WITH EMPLOYEES

The management recognises that employees, are keys to its sustainable development.

The Group is committed to establishing a close and caring relationship with its employees.

The Group also provides a fair and safe workplace, promotes diversity to its staff, provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide adequate trainings and development resources to its employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfillment in their roles.

PERMITTED INDEMNITY AND DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Pursuant to the Company's Bye-laws, all Directors or officers of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by them as Directors or officers of the Company in defending any proceedings, provided that no fraud or dishonesty was committed by the said persons. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year in respect of any legal actions which may be taken against them in the execution and discharge of their duties or in relation thereto.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed amount of public float as required under the Listing Rules at all times up to the date of this report.

22 Report of the Directors

AUDITOR

Ernst & Young retire and a resolution for the re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

ON BEHALF OF THE BOARD

Ho Kam Hung
Executive Director

Hong Kong
21 March 2017

This report describes the Company's corporate governance practices and explains the application of the principles of the code provisions of the Corporate Governance Code (the "Code") (formerly known as the Code on Corporate Governance Practices) as set out in Appendix 14 of the Listing Rules throughout the year ended 31 December 2015 and for the period up to the date of the annual report. The Company, in the opinion of the Directors, complied with the Code throughout the year, except for the following deviation of Code Provision A.4.2 as discussed in "Appointment and Re-election of Directors".

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 of the Listing Rules as the code for securities transactions by the Directors. Amendments will be made to the Model Code from time to time in order to conform with any new amendments made to Appendix 10 of the Listing Rules. Having made specific enquiry to all Directors, the Company confirmed that the Directors have complied with the required standard set out in the aforesaid code throughout the year.

BOARD OF DIRECTORS

The Directors are responsible for determining those matters that are to be retained for full board's sanctions including, but not limited to, overall strategy and long-term objectives, new business opportunities, business plans and financial statements, interim and final results, material acquisitions and disposal of assets, capital projects and commitments, funding and risk management policies, material litigations as well as connected transactions.

The Directors have delegated the day-to-day responsibilities in respect of management and administrative functions to senior management including, but not limited to, implementing and achieving the strategies and objectives set by the Directors as well as overseeing the performance of different operating subsidiaries and monitoring and implementing proper accounting system and internal controls.

The board also has the corporate governance function, which is to determine the policy for the corporate governance of the Company and duties performed by the board under Code Provision D.3.1.

Four regular board meetings were held during the past twelve months. The attendance record of each Director at the said meetings during the past twelve months is set out as follows:

Name	Attended/Eligible to Attend
Executive Director	
Ho Kam Hung	4/4
Non-Executive Director	
Young Kwok Sui	4/4
Independent Non-Executive Directors	
Tam Kong, Lawrence	4/4
Wong Miu Ting, Ivy	4/4
Wong Kui Fai	4/4

During the year ended 31 December 2016, the Directors participated in the following trainings:

Name	Type of Trainings
Executive Director	
Ho Kam Hung	A, B
Non-Executive Director	
Young Kwok Sui	A, B
Independent Non-Executive Directors	
Tam Kong, Lawrence	A, B
Wong Miu Ting, Ivy	A, B
Wong Kui Fai	A, B

A: attending training session provided by the Company.

B: reading newspaper, journals and updates relating to the economy, general business or directors' duties etc.

CHAIRMAN AND CHIEF EXECUTIVE

Code Provision A.2.1 stipulates that the roles of chairman and chief executive should be separated and should be exercised by the different individuals. In order to comply with this provision by spirit, the board meetings of the Company were chaired by the Non-Executive Director or Independent Non-Executive Directors at most of the times during the past twelve months.

Ho Kam Hung, being the Managing Director of the Company, is regarded as performing similar role as a chief executive officer of the Company.

NON-EXECUTIVE DIRECTORS

The terms of office of all Independent Non-Executive Directors, subject to earlier determination or retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's bye-laws and/or applicable laws and regulations, are fixed for one year renewable on an annual basis.

The Company has received from each of its Independent Non-Executive Directors an annual confirmation of independence and considers that each of them is independent in accordance with the guidelines set out in Rule 3.13 of the Listing Rules.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Code Provision A.4.2 stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

According to the provisions of the bye-laws of the Company, any director appointed by the Company either to fill a casual vacancy or as an addition to the board shall hold office until the forthcoming annual general meeting and shall then be eligible for re-election. Furthermore, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the Chairman and/or the Managing Director 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. However, the Managing Director, though without a specified term, voluntarily retired and offered himself for re-election at the Company's annual general meetings in the past years. The Directors consider that this practice is in line with the spirit of the Code's practice.

AUDIT COMMITTEE

The present members of the Audit Committee are comprised of three Independent Non-executive Directors, Wong Miu Ting, Ivy, as Chairman, Wong Kui Fai and Tam Kong, Lawrence and one Non-Executive Director, Young Kwok Sui. During the past twelve months, the Audit Committee held two regular meetings.

The attendance record of each member at the audit committee meetings during the past twelve months is as follows:

Name of members	Attended/Eligible to Attend
Wong Miu Ting, Ivy (<i>Chairman</i>)	2/2
Wong Kui Fai	2/2
Tam Kong, Lawrence	2/2
Young Kwok Sui	2/2

The main duties of the Audit Committee include reviewing the financial information of the Group and overseeing the Group's financial reporting system and internal control procedures.

REMUNERATION COMMITTEE

The Remuneration Committee comprises of three Independent Non-Executive Directors, Tam Kong, Lawrence, as Chairman, Wong Miu Ting, Ivy and Wong Kui Fai, and one Executive Director, Ho Kam Hung.

The attendance record of each member at the remuneration committee meetings during the past twelve months is as follows:

Name of members	Attended/Eligible to Attend
Tam Kong, Lawrence (<i>Chairman</i>)	1/1
Ho Kam Hung	1/1
Wong Kui Fai	1/1
Wong Miu Ting, Ivy	1/1

The main duties of the Remuneration Committee include determining remuneration policy for Directors and senior management and reviewing the remuneration package including performance-based remuneration.

NOMINATION COMMITTEE

The Nomination Committee comprises of two Independent Non-Executive Directors, Wong Kui Fai, as Chairman, and Tam Kong, Lawrence, and one Executive Director, Ho Kam Hung.

The attendance record of each member at the nomination committee meetings during the past twelve months is as follows:

Name of members	Attended/Eligible to Attend
Wong Kui Fai (<i>Chairman</i>)	1/1
Ho Kam Hung	1/1
Tam Kong, Lawrence	1/1

The main duties of the Nomination Committee include determining policy for nomination of directors and the nomination procedures and the process and criteria to select and recommend candidates for directorship.

The Board has adopted a board diversity policy (the “Board Diversity Policy”) and delegated certain duties under the Board Diversity Policy to the Nomination Committee. The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board. The Board had reviewed the structure of the Board and is of the opinion that the Board met the requirements under the terms of the Board Diversity Policy.

The Nomination Committee will discuss and review the measurable objectives for implementing the Board Diversity Policy from time to time to ensure their appropriateness and the progress made towards achieving those objectives will be ascertained.

INTERNAL CONTROL

The Directors acknowledge their responsibility for the Group’s internal control system and through the Audit Committee, conduct reviews on the effectiveness of such system at least annually, covering all material controls, financial, operational and compliance controls and risk management functions. The process used in reviewing the effectiveness of such internal control system includes discussion with management on risk areas identified by management. The purpose of the Group’s internal control is to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational system so that the Group’s objectives can be achieved.

AUDITOR’S REMUNERATION

During the year ended 31 December 2016, the fees charged to the income statement of the Group for the Group’s statutory audit services amounted to HK\$2,180,000.

COMPANY SECRETARY

During the year, Tsang Tsz Hung, the Company Secretary of the Company, has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

SHAREHOLDERS’ RIGHTS

The Directors believes that effective communication with the shareholders in a timely basis is essential. Shareholders can, by written requisition to the Board or the Secretary of the Company, to convene an extraordinary general meeting, subject to the provision of the Company’s Bye-laws 58.

Shareholders are provided with contact details of the Company, such as telephone number, fax number, email address and postal address in the Company’s website www.zhonghuagroup.com, in order to enable them to make any query that they may have with respect to the Company. They can also put forward their proposals at shareholders’ meetings through these means subject to the provision as set out in the Company’s Bye-Laws.

INVESTOR RELATIONS

There was no significant change in the issuer’s constitutional documents during the year. For details of the Company’s Bye-laws, shareholders can refer to the announcement dated 21 March 2013 on the website of the Stock Exchange or the Company’s website for the bilingual copy of the Bye-Laws.

INTRODUCTION

This report is prepared pursuant to Code 3 of Appendix 27 to the Listing Rules in relation to the Environmental, Social and Governance (“ESG”) Report.

The Group is principally engaged in property investment and development and has two investment properties in Chongqing and Guangzhou, the PRC. For the year ended 31 December 2016, the Group did not have property development project in progress. The Group’s corporate office is situated in Hong Kong. The total headcount of the Group is about 30 as at 31 December 2016.

The management is responsible for evaluating and determining the Group’s ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control system are in place. This report thus states the Group’s ESG management approach, strategy, priorities and objectives and explains how these parameters relate to or affect its business and operations.

Taking into account of headcount of about 30, the management has to balance the efforts and additional resources utilized for ESG management and its cost benefits and contributions to the communities. Materiality and quantitative figures are the thresholds of measurement for the effectiveness of the Group’s ESG performance.

ENVIRONMENTAL

The management had a good practice in implementing environmental friendly policies and observed, to a material extent, relevant laws and regulations about energy saving and environmental pollution imposed by the governmental bodies in the past years. For instance, all building and renovation materials, furniture and fixtures, electrical appliances replaced or newly installed were required to comply with the latest specifications and standards imposed by the relevant industrial institutions or governmental bodies. The management also implemented sensible energy saving program and policies from time to time. For instance, most fluorescent tubes and tungsten light bulbs used in the investment properties were replaced with light emitting diode tubes and comparable energy saving lighting appliances. Due to the nature of its business, the hazardous waste and greenhouse gas emission generated by the Group was minimal while water and fuel consumption was not a concern to the Group in the past years.

Given the Group has completed most of its energy saving program a couple of years ago, there was little room for further reduction of air, greenhouse gas and light emission for the year under review unless there are new technologies evolved. The management is also enthusiastic to use novel building materials and electrical appliances with energy saving or environmental friendly features provided that the costs of these novel products were reasonably affordable. The management will use its best endeavor to preserve the environment from time to time.

However, it is hard for the management to monitor the air and light pollution generated by its tenants as most of the tenants are engaged in leather or synthetic fabric footwear wholesale business which footwear products and materials (like glues) may generate hazardous odour or greenhouse gas emission. The management can hardly monitor the lighting consumption habits of its tenants too.

SOCIAL

The Group only has headcount of about 30. The management values all employees and recognises their contributions, and is committed to establishing fair and caring relationship with its employees. Staff turnover rate was extremely low in the past years.

The management admits that its remuneration package is non-competitive with those packages offered by conglomerates or multi-national enterprises, but delivers a fair, comfortable, caring and enjoyable work place to its staff. Other than statutory labour terms and benchmark staff benefits, the Group offers additional fringe benefits to its staff like paid maternity and funeral leave, paid study leave and professional training, overtime allowance and compensation, flexible office hours, free travel packages and bulk purchase discount on selective commodities and health care program. The management also provides allowances and insurance coverage for staff who requires overseas or cross-border travel. In addition, the management respects equal opportunities and family status of its staff. The management never hired child, forced or illegal labour.

All premises under the management or occupation of the Group do comply with the relevant building, fire, and environmental requirements imposed by the relevant laws and regulations from time to time. The management always conducts fire drill at its investment properties. There were no major fire hazards or industrial safety accidents took place in all premises during the year under review. Due to its business nature, the staff's exposure to occupational hazards is remote.

The management always encourages its staff to enroll professional, academic or vocational related training courses. For instance, the Group's financial controller completed the bachelor of laws course and chartered financial analyst examination within a period of four years. The management also organises in-house seminars and training courses for its directors and general staff from time to time. The management also grants subsidy to its staff for attending external professional and vocational training courses should circumstances necessitate.

OPERATING PROCEDURES

Due to its business nature, the management did not set up hard and fast rules on supply chain management and product responsibility. However, the management always encourages its tenants and contractors to observe intellectual rights and product safety. The management always respects fair trade contracts.

The management has set up stringent house guidelines about ethics and honesty, bribery, extortion, fraud, money laundering and terrorism. Except the suspected judicial prejudice case encountered by one of the Group's principal subsidiaries (please refer to pages 85 to 87 of this annual report for details), there was no bribery, extortion, money laundering or terrorism case reported during the year under review.

COMMUNITY SERVICE

The management always dedicates its staff and resources to serve the community by means of donations, sponsorship, volunteer services, and organizing “kai fong” events within the community. In Mainland China, governmental endorsement (or no objection) is essential for hosting “kai fong” events like “National Day Gala”, “Spring Festival Fire Crackers and Lion Dance Show” and “free distribution of fortune rice”.

As part of the civic and patriotic propaganda program, the Group always posts related posters and leaflets issued by the governmental bodies, and invites government officers to present civic and patriotic seminars in its premises. The Group also sponsors events and functions organised by local authorities.

In Hong Kong, the Group’s staff participates in volunteer services (while volunteer services are not yet popular in Mainland China) on ad hoc basis to serve the community. With full support of the management (donation matching, usually on dollar-to-dollar basis), the staff also makes donations to those needed from time to time, like the donation to the victim families of the firemen sacrificed in the fire rescue at Ngau Tau Kok, Kowloon, Hong Kong in June 2016.

Directors

Executive director

Ho Kam Hung, aged 61, has been appointed as the Managing Director of the Company since October 1997. Mr. Ho has over 30 years' experience in property investment and development, manufacturing, multinational trading and investments in Mainland China and Hong Kong. Mr. Ho has been enthusiastic in community services in Mainland China and is currently the Standing Committee of Guangdong Federation of Industry & Commerce (廣東省工商業聯合會(總商會)), as well as the vice presidents of Guangdong International Overseas Chinese Chamber of Commerce (廣東國際華商會) and Guangdong Chamber of Foreign Investors (廣東外商公會).

Non-executive director

Young Kwok Sui, aged 58, was appointed as an independent non-executive Director in December 2002 and was re-designated as a non-executive Director in March 2006. He holds bachelor degrees in laws and commerce. He is also a solicitor and barrister of the High Court of New Zealand. He has over 30 years' professional and commercial experiences in finance, corporate strategies and property sector.

Independent non-executive directors

Tam Kong, Lawrence, aged 72, was appointed in December 2005 as an independent non-executive Director. He is a seasoned banking and finance professional. He is a member of The Institute of Chartered Secretaries and Administrators, the United Kingdom, and holds a Post-Graduate Diploma in Management Studies from the University of Hong Kong and completed the Pacific Rim Bankers Program at the University of Washington, Seattle, the United States of America.

Wong Miu Ting, Ivy, aged 55, was appointed in December 2005 as an independent non-executive Director. She holds a Bachelor Degree in Accounting and Financial Management from Loughborough University of Technology, England. She is a Certified Public Accountant (Practising) of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Ms. Wong has over 30 years of experience in auditing and business advisory. She also has experience in the initial public offerings of various companies and has been providing financial advisory services to listed companies in relation to accounting, internal control and financial matters.

Wong Kui Fai, aged 60, was appointed in November 2006 as an independent non-executive Director. He holds a Bachelor Degree in Actuarial Science from University of Kent at Canterbury, England. He has been in the information technology ("IT") field for over 30 years with regional exposure covering the Greater China region and the United States. He had served at senior management levels for a number of multinational e-commerce solutions corporations and IT investment companies with hands-on experience in operations, strategic planning and direct investments. Mr. Wong formerly was the General Manager of Microsoft Hong Kong Limited and is presently actively engaged in mergers and acquisitions of cross border IT investment projects.



To the shareholders of Zhong Hua International Holdings Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Zhong Hua International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 37 to 92, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

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

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
<p><i>Accounting for Zheng Da Real Estate Development Company Limited ("HK Zheng Da") and its wholly-owned subsidiary, namely 廣州正大房地產開發有限公司 (Guangzhou Zheng Da Real Estate Development Company Limited) ("GZ Zheng Da") (collectively the "Zheng Da Group")</i></p>	
<p>As at 31 December 2016, the Group had a non-controlling interest of HK\$1,988,123,000, which represented 75% of equity interest of the Zheng Da Group. The assessment on whether the Group can account for both HK Zheng Da and GZ Zheng Da as its subsidiaries would significantly affect the Group's revenue and net asset value on consolidation basis. During the year ended 31 December 2016 and as at year end, the revenue and total assets contributed by the Zheng Da Group to the Group represented 56% and 77%, respectively.</p> <p>The Group acquired 25% equity interest in the Zheng Da Group in December 2007, and pursuant to an acquisition agreement pertaining to the Zheng Da Group and related supplemental agreements executed thereafter (the latest of which was executed in June 2016), the Group had the currently exercisable right to acquire the remaining 75% equity interest in the Zheng Da Group anytime on or before 30 June 2017. In addition, the private company which holds the remaining 75% equity interest in the Zheng Da Group, which is controlled by a director and certain substantial shareholders of the Company, has given an undertaking to the Company that its board will abide to all voting instructions proposed by the Group for all resolutions and decisions initiated by the Group at meetings of both shareholders and board of directors of HK Zheng Da. Accordingly, the Group has (i) power over HK Zheng Da; (ii) exposure or rights to variable returns from its involvement with HK Zheng Da; and (iii) ability to use its power over HK Zheng Da to affect the amount of its returns.</p>	<p>We assessed the accounting treatment of the investment in the Zheng Da Group and evaluated the Group's intention to acquire the remaining 75% of the Zheng Da Group including, but not limited to, inquiring management, reviewing the related acquisition agreement and supplementary agreements, and the undertaking given to the Company by the largest shareholder of the Zheng Da Group. We also checked the calculation of non-controlling interests of the Group and assessed related disclosures in the consolidated financial statements.</p>

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
<p data-bbox="164 426 1347 519"><i>Accounting for Zheng Da Real Estate Development Company Limited ("HK Zheng Da") and its wholly-owned subsidiary, namely 廣州正大房地產開發有限公司 (Guangzhou Zheng Da Real Estate Development Company Limited) ("GZ Zheng Da") (collectively the "Zheng Da Group") (continued)</i></p> <p data-bbox="164 545 721 830">On that basis, the directors of the Company considered it is appropriate to account for both HK Zheng Da and GZ Zheng Da as subsidiaries of the Group with effect from 17 December 2007, the date of completion of the acquisition of 25% interest in the Zheng Da Group. This accounting treatment involved significant management judgement and the amounts involved are material.</p> <p data-bbox="164 864 727 927">Related disclosures are included in notes 3 and 33 to the consolidated financial statements.</p>	
<p data-bbox="164 993 721 1021"><i>Fair value estimation of investment properties</i></p> <p data-bbox="164 1041 721 1420">As at 31 December 2016, the aggregate fair value of the Group's investment properties was HK\$4,017,248,000, which represented 97.1% of the Group's total assets. The estimation of fair value of investment properties requires management's significant judgement. Management, on an annual basis, commissions professional valuers to appraise the fair value of the Group's investment properties, and determines the fair value of these properties with reference to the valuation carried by the professional valuers.</p> <p data-bbox="164 1457 727 1519">Related disclosures are included in notes 3 and 13 to the consolidated financial statements.</p>	<p data-bbox="793 1041 1353 1450">We reviewed the objectivity, independence and expertise of the valuers commissioned by the Group and assessed their related data and assumptions being adopted, including unobservable inputs and other estimates. We involved our valuation specialists to assist us in reviewing the valuation methodologies and key valuation parameters, and performing sensitivity analyses on the fair value estimation of properties. We also assessed the disclosures relating to the assumptions used in determining the fair values in the consolidated financial statements.</p>

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
<i>Litigations</i>	
<p>As at 31 December 2016, the Group was subject to several legal claims in relation to disputes in respect of (i) an investment in a subsidiary; (ii) a property demolition; and (iii) certain contract disputes. In determining whether provision for these legal claims in dispute is appropriate, management needs to exercise significant judgement with reference to legal advices given by the Group's advisors about the estimation of probability that an outflow of resources embodying economic benefits to be required for settling the obligation and an estimation of the amount of the obligation which can be measured reliably at the end of the reporting period.</p>	<p>We inquired the management for the latest status update on legal proceedings and the related legal letters, considered the opinion and advice on the probable outcome of these legal claims given by the Group's legal advisors, and performed writ searches. We then evaluated the assessment for the legal claims made by the management and assessed the related disclosures in the consolidated financial statements.</p>
<p>Related disclosures are included in notes 3, 33 and 34 to the consolidated financial statements.</p>	

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Kam Yee.

Ernst & Young
Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong
21 March 2017

Consolidated Income Statement

Year ended 31 December 2016

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	<i>Notes</i>	2016 HK\$'000	2015 HK\$'000
REVENUE	5	35,568	37,392
Other income and gain		498	21,321
Changes in fair value of investment properties	13	341,482	169,433
Administrative expenses		(25,537)	(32,643)
Finance costs	6	(7,509)	(8,660)
PROFIT BEFORE TAX	7	344,502	186,843
Income tax expense	10	(89,672)	(46,858)
PROFIT FOR THE YEAR		254,830	139,985
Attributable to:			
Ordinary equity holders of the Company		58,628	28,736
Non-controlling interests		196,202	111,249
		254,830	139,985
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	11		
Basic		HK\$0.10	HK\$0.05
Diluted		HK\$0.10	HK\$0.05

Consolidated Statement of Comprehensive Income

Year ended 31 December 2016

	2016 HK\$'000	2015 HK\$'000
PROFIT FOR THE YEAR	254,830	139,985
OTHER COMPREHENSIVE EXPENSE		
Other comprehensive expense to be reclassified to the income statement in subsequent periods:		
Exchange differences on translation of foreign operations	(175,877)	(159,380)
TOTAL COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR	78,953	(19,395)
Attributable to:		
Ordinary equity holders of the Company	6,528	(19,407)
Non-controlling interests	72,425	12
	78,953	(19,395)

Consolidated Statement of Financial Position

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31 December 2016

	<i>Notes</i>	2016 HK\$'000	2015 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	12	4,912	5,603
Investment properties	13	4,017,248	3,925,860
Total non-current assets		4,022,160	3,931,463
CURRENT ASSETS			
Properties held for sale		34,515	36,692
Trade receivables	15	1,151	14,211
Prepayments, deposits and other receivables	16	12,711	13,724
Cash and bank balances	17	65,169	18,584
Total current assets		113,546	83,211
CURRENT LIABILITIES			
Trade payables	18	(1,931)	(2,053)
Other payables and accruals	19	(35,130)	(25,717)
Tax payable		(41,976)	(41,101)
Interest-bearing bank borrowings	20	(8,630)	(9,213)
Total current liabilities		(87,667)	(78,084)
NET CURRENT ASSETS		25,879	5,127
TOTAL ASSETS LESS CURRENT LIABILITIES		4,048,039	3,936,590
NON-CURRENT LIABILITIES			
Loan from a director	21	(71,018)	(75,496)
Due to a director	21	(160,160)	(133,334)
Long term other payables	19	(128,351)	(140,163)
Interest-bearing bank borrowings	20	(13,143)	(22,772)
Deferred tax liabilities	22	(864,381)	(832,792)
Total non-current liabilities		(1,237,053)	(1,204,557)
Net assets		2,810,986	2,732,033

Consolidated Statement of Financial Position

31 December 2016

	<i>Notes</i>	2016 HK\$'000	2015 HK\$'000
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	23	15,140	15,140
Reserves	25	807,723	801,195
		822,863	816,335
Non-controlling interests		1,988,123	1,915,698
Total equity		2,810,986	2,732,033

Ho Kam Hung
Director

Young Kwok Sui
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2016

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	Attributable to equity holders of the Company							Total equity HK\$'000
	Share capital HK\$'000	Share premium account HK\$'000	Contributed surplus HK\$'000 (note 25)	Exchange fluctuation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	
At 1 January 2016	15,140	398,726	80,258	119,829	202,382	816,335	1,915,698	2,732,033
Exchange differences related to foreign operations	-	-	-	(52,100)	-	(52,100)	(123,777)	(175,877)
Profit for the year	-	-	-	-	58,628	58,628	196,202	254,830
Total comprehensive income/ (expense) for the year	-	-	-	(52,100)	58,628	6,528	72,425	78,953
At 31 December 2016	15,140	398,726*	80,258*	67,729*	261,010*	822,863	1,988,123	2,810,986
At 1 January 2015	15,140	398,726	80,258	167,972	173,646	835,742	1,915,686	2,751,428
Exchange differences related to foreign operations	-	-	-	(48,143)	-	(48,143)	(111,237)	(159,380)
Profit for the year	-	-	-	-	28,736	28,736	111,249	139,985
Total comprehensive income/ (expense) for the year	-	-	-	(48,143)	28,736	(19,407)	12	(19,395)
At 31 December 2015	15,140	398,726*	80,258*	119,829*	202,382*	816,335	1,915,698	2,732,033

* These reserve accounts comprise the consolidated reserves of HK\$807,723,000 (2015: HK\$801,195,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

Year ended 31 December 2016

	Notes	2016 HK\$'000	2015 HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		344,502	186,843
Adjustments for:			
Finance costs	6	7,509	8,660
Interest income	7	(74)	(94)
Depreciation	7	374	507
Changes in fair value of investment properties	7	(341,482)	(169,433)
		10,829	26,483
Decrease/(increase) in trade receivables		13,060	(531)
Decrease in prepayments, deposits and other receivables		1,013	682
Decrease in trade payables		(122)	(121)
Increase/(decrease) in other payables and accruals		4,724	(21,784)
Exchange differences on translation of foreign operations		951	1,002
		30,455	5,731
Cash generated from operations		30,455	5,731
Interest received		74	94
Interest paid	6	(1,654)	(2,501)
Interest element on finance lease rental payments	6	–	(4)
Overseas taxes paid		(810)	(1,494)
		28,065	1,826
Net cash flows from operating activities		28,065	1,826
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to investment properties and net cash flows used in investing activities		(324)	(308)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayments of bank loans		(8,764)	(8,200)
Capital element of finance lease rental payments		–	(164)
Increase/(decrease) in an amount due to a director		31,407	(32,768)
Increase/(decrease) in long term other payables		(697)	14,913
		21,946	(26,219)
Net cash flows from/(used in) financing activities		21,946	(26,219)
		49,687	(24,701)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		49,687	(24,701)
Cash and cash equivalents at beginning of year		18,584	44,412
Effect of foreign exchange rate changes		(3,102)	(1,127)
		65,169	18,584
CASH AND CASH EQUIVALENTS AT END OF YEAR		65,169	18,584
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances as stated in the consolidated statement of financial position		65,169	18,584

1. CORPORATE INFORMATION

Zhong Hua International Holdings Limited (the “Company”) was incorporated in Bermuda on 23 September 1997 as an exempted company with limited liability under the Bermuda Companies Act 1981.

The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. During the year, the principal office of the Company in Hong Kong was located at Suite 2911, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Central, Hong Kong.

The principal activity of the Company has not changed during the year and was investment holding. The principal activities of the Company’s subsidiaries are set out in note 33 to the financial statements. There were no significant changes in the nature of the principal activities of the subsidiaries during the year.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

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

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

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

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

2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

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

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

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

As explained below, the adoption of the above new and revised standards has had no significant financial effect on these financial statements.

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

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

- (b) Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are applied prospectively. The amendments have had no impact on the financial position or performance of the Group as the Group has not used a revenue-based method for the calculation of depreciation of its non-current asset.
- (c) *Annual Improvements to HKFRSs 2012–2014 Cycle* issued in October 2014 sets out amendments to a number of HKFRSs. Details of certain amendments are as follows:
- *HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations*: Clarifies that changes to a plan of sale or a plan of distribution to owners should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. Accordingly, there is no change in the application of the requirements in HKFRS 5. The amendments also clarify that changing the disposal method does not change the date of classification of the non-current assets or disposal group held for sale. The amendments are applied prospectively. The amendments have had no impact on the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARD

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

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions²</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts²</i>
HKFRS 9	<i>Financial Instruments²</i>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
HKFRS 15	<i>Revenue from Contracts with Customers²</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers²</i>
HKFRS 16	<i>Leases³</i>
Amendments to HKAS 7	<i>Disclosure Initiative¹</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses¹</i>

¹ Effective for annual periods beginning on or after 1 January 2017

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

³ Effective for annual periods beginning on or after 1 January 2019

⁴ No mandatory effective date yet determined but available for adoption

The Group is in the process of making assessment of the impact of these new and revised HKFRSs upon initial application. The Group is not yet in a position to state whether they would have a significant impact on the Group's results of operations and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in joint ventures

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

The Group's investments in joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of joint ventures is included in the consolidated income statement and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the joint ventures, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill

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

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

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

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

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

Fair value measurement

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

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

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

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties

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

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

or

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

Impairment of non-financial assets

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets (continued)

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

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses.

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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

Land and buildings	Over the lease terms
Leasehold improvements	20%
Equipment	20%
Computer and office equipment, furniture and fixtures	20%
Motor vehicles	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment properties

Investment properties are interests in land and buildings held to earn income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

Properties held for sale

Properties held for sale, consisting of completed properties intended for sale, are classified as current assets and are stated at the lower of cost and net realisable value. Cost includes all development expenditure, applicable borrowing costs and other cost attributable to such properties. Net realisable value is determined by directors with reference to the prevailing market prices on an individual property basis.

Leases

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

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

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets

Initial recognition and measurement

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

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

Subsequent measurement

The subsequent measurement of loans and receivables is as follows:

Loans and receivables

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

Impairment of financial assets

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

Financial assets carried at amortised cost

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

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

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

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

Derecognition of financial assets

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

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

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

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Loans and borrowings

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

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

Financial guarantee contracts

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

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

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

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

Provisions

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

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

Income tax

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

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

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

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

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

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

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

Dividend income derived from the Company's subsidiaries in Mainland China is subject to a withholding tax under the prevailing tax rules and regulations of the People's Republic of China (the "PRC").

Revenue recognition

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

- (i) from the sale of completed properties held for sale, when all of the conditions of sale have been met and the risks and rewards of ownership have been transferred to the buyer;
- (ii) income from letting of investment properties, on a time proportion basis over the lease terms; and
- (iii) interest income, on an accrual basis using the effective interest rate method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Other employee benefits

Pension schemes

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

The Group's subsidiaries in Mainland China are required to participate in the employee retirement scheme operated by the relevant local government bureau in Mainland China and to make contributions for its eligible employees. The contributions to be borne by the Group are calculated at a certain percentage of the salaries and wages for those eligible employees.

Share-based payments

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

The cost of Equity-settled Transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments (continued)

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

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

Borrowing costs

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

Foreign currencies

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (continued)

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

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

Classification between investment properties and owner-occupied properties

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

Impairment of assets

Management's judgement is required in the area of asset impairment, particularly in assessing whether: (1) an event has occurred that may affect asset values; (2) the carrying value of an asset can be supported by the net present value of future cash flows from the assets using estimated cash flow projections; and (3) the cash flow projections are discounted using an appropriate rate.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements (continued)

Income tax

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

As explained in note 22 to the financial statements, withholding tax is levied on dividends to be distributed by subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. Deferred tax is provided, at the applicable withholding tax rate, on the undistributed earnings of the Group's subsidiaries in the PRC that would be distributed to their respective holding companies outside Mainland China in the foreseeable future.

The Group's investment properties at fair value in Mainland China are all held to earn rental income and/or for capital appreciation and they are considered to be held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Accordingly, deferred tax on the Group's investment properties at fair value is measured to reflect the tax consequences of recovering the carrying amounts of the investment properties through use.

Consolidation of entities in which the Group holds less than a majority of voting rights

The Group acquired 25% equity interest in Zheng Da Real Estate Development Company Limited ("HK Zheng Da") and its wholly-owned subsidiary, namely 廣州正大房地產開發有限公司(Guangzhou Zheng Da Real Estate Development Company Limited) ("GZ Zheng Da") (collectively the "Zheng Da Group") in December 2007, and pursuant to an acquisition agreement pertaining to the Zheng Da Group and related supplemental agreements executed thereafter (the latest of which was executed in June 2016), the Group had the currently exercisable right to acquire the remaining 75% equity interest in the Zheng Da Group anytime on or before 30 June 2017. In addition, the private company which holds the remaining 75% equity interest in the Zheng Da Group, which is controlled by a director and certain substantial shareholders of the Company, has given an undertaking to the Company that its board will abide to all voting instructions proposed by the Group for all resolutions and decisions initiated by the Group at meetings of both shareholders and board of directors of HK Zheng Da. Accordingly, the Group considers that it controls Zheng Da Group even though it owns less than 50% of voting rights because the Group has (i) power over HK Zheng Da; (ii) exposure or rights to variable returns from its involvement with HK Zheng Da; and (iii) the ability to use its power over HK Zheng Da to affect the amount of its returns. On that basis, the directors of the Company considered it is appropriate to account for both HK Zheng Da and GZ Zheng Da as subsidiaries of the Group with effect from 17 December 2007, the date of completion of acquisition of 25% interest in the Zheng Da Group. Further details are given in note 33(c) to the financial statements.

Estimation uncertainty

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

Impairment of trade and other receivables

The Group makes allowances for impairment based on an assessment of the recoverability of trade and other receivables. Allowances are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of trade and other receivables and impairment allowances in the year in which such estimate has been changed.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Fair value estimation of investment properties

In the absence of current prices in an active market for comparable properties, the management considers information from a variety of sources, including:

- (a) by reference to independent valuations;
- (b) current prices in an active market for properties of a different nature, condition or location (or subject to different leases or other contracts), adjusted to reflect those differences; and
- (c) recent prices of comparable properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices.

Further details, including the key assumptions used for fair value measurement and sensitivity analysis, are given in note 13 to the financial statements.

Provision for legal disputes

At 31 December 2016, the Group is subject to several legal claims in relation to disputes in respect of (i) an investment in a subsidiary; (ii) a property demolition; and (iii) certain contract disputes which, in the opinion of the directors of the Company, arose during the normal course of business. In determining whether provision for these legal claims in dispute is necessary requires an estimation of probability that an outflow of resources embodying economic benefits to be required for settling the obligation and an estimation of the amount of the obligation which can be measured reliably at the end of the reporting period. Based on the advices from the independent legal advisors, certain outstanding legal claims that are still in preliminary stage and the final outcome is unable to be determined at this stage. In the opinion of the directors of the Company, the Group has possible obligations in relation to certain legal disputes. Except for those accounted for in the financial statements, no other provision was considered necessary in the consolidated financial statements at the end of the reporting period. Disclosure of the litigations has been made in note 34 to the financial statements.

4. OPERATING SEGMENT INFORMATION

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

- (a) the property investment segment, which invests in properties located in Mainland China for generating potential income from letting; and
- (b) the corporate and others segment, which provides management services to group companies.

The management of the Group monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax from operations. The adjusted profit/(loss) before tax from operations is measured consistently with the Group's profit before tax from operations except that other income and gain and finance costs are excluded from such measurement. Segment assets exclude cash and bank balances as it is managed on a group basis. Segment liabilities exclude tax payable, deferred tax liabilities, interest-bearing bank borrowings and a loan from a director as these liabilities are managed on a group basis.

4. OPERATING SEGMENT INFORMATION (CONTINUED)

	Property investment		Corporate and others		Total	
	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000
Segment revenue:						
Sales to external customers	35,568	37,392	–	–	35,568	37,392
Segment results	365,610	186,994	(14,097)	(12,812)	351,513	174,182
Other income and gain					498	21,321
Finance costs					(7,509)	(8,660)
Profit before tax					344,502	186,843
Income tax expense					(89,672)	(46,858)
Profit for the year					254,830	139,985
Segment assets	4,069,887	3,995,444	650	646	4,070,537	3,996,090
Unallocated assets					65,169	18,584
Total assets					4,135,706	4,014,674
Segment liabilities	274,241	251,971	51,331	49,296	325,572	301,267
Unallocated liabilities					999,148	981,374
Total liabilities					1,324,720	1,282,641
Other segment information:						
Capital expenditure	324	308	–	–	324	308
Depreciation	320	330	54	177	374	507
Changes in fair value of investment properties	341,482	169,433	–	–	341,482	169,433
Write-off of aged liabilities	–	(20,571)	–	–	–	(20,571)
Interest on a loan from a director					5,855	6,155

Geographical information

Revenues are attributed to the segments based on the locations of the customers, and assets are attributed to the segments based on the locations of the assets. No geographical information is presented as over 90% of the Group's revenue is derived from customers based in Mainland China, and over 90% of the Group's assets are located in Mainland China.

Information about major customers

Revenues from four (2015: four) customers, each of whom accounted for revenue exceeding 10% of the Group's total revenues, amounted to approximately HK\$35,568,000 (2015: HK\$37,392,000).

5. REVENUE

Revenue represents gross income from letting of investment properties, after elimination of all significant intra-group transactions less any applicable taxes.

	2016 HK\$'000	2015 HK\$'000
Income from letting of investment properties	35,568	37,392

6. FINANCE COSTS

	2016 HK\$'000	2015 HK\$'000
Interest on:		
Bank loans	1,654	2,501
Finance lease	–	4
Loan from a director	5,855	6,155
	7,509	8,660

7. PROFIT BEFORE TAX

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

	2016 HK\$'000	2015 HK\$'000
Depreciation	374	507
Minimum lease payments under operating leases on land and buildings	2,065	2,056
Employee benefit expense (including directors' and chief executive's remuneration – note 8):		
Wages and salaries	6,969	6,432
Pension scheme contributions [#]	311	280
	7,280	6,712
Auditor's remuneration	2,180	1,800
Foreign exchange differences, net	274	482
Bank interest income	(74)	(94)
Changes in fair value of investment properties	(341,482)	(169,433)
Write-off of aged liabilities ^{##}	–	(20,571)

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

^{##} Certain aged liabilities were outstanding for years without receiving any requests for payments. This item is included in "Other income and gain" in the consolidated income statements.

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong ("Stock Exchange"), Section 383 (1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

2016

	Directors' fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Pension scheme contributions HK\$'000	Total HK\$'000
Executive Director				
Ho Kam Hung*	2,400	–	36	2,436
Non-executive Director				
Young Kwok Sui	282	–	–	282
Independent Non-executive Directors				
Tam Kong, Lawrence	166	–	–	166
Wong Miu Ting, Ivy	166	–	–	166
Wong Kui Fai	166	–	–	166
	498	–	–	498
	3,180	–	36	3,216

2015

	Directors' fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Pension scheme contributions HK\$'000	Total HK\$'000
Executive Director				
Ho Kam Hung*	2,400	–	36	2,436
Non-executive Director				
Young Kwok Sui	282	–	–	282
Independent Non-executive Directors				
Tam Kong, Lawrence	166	–	–	166
Wong Miu Ting, Ivy	166	–	–	166
Wong Kui Fai	166	–	–	166
	498	–	–	498
	3,180	–	36	3,216

* Ho Kam Hung is the Managing Director of the Company, which has a similar capacity as a chief executive officer of the Company.

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

The Executive Director of the Company is the key management personnel of the Group.

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

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2015: two) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining three (2015: three) highest paid employees who are neither a director nor chief executive of the Company for the year are as follows:

	2016 HK\$'000	2015 HK\$'000
Salaries, allowances and benefits in kind	1,583	1,426
Pension scheme contributions	54	48
	1,637	1,474

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

	Number of employees	
	2016	2015
Nil to HK\$1,000,000	3	3

During the year, no emoluments were paid by the Group to the non-director and non-chief executive highest paid employees as an inducement to join or upon joining the Group, or as compensation for loss of office.

10. INCOME TAX EXPENSE

	2016 HK\$'000	2015 HK\$'000
Current – elsewhere		
Charge for the year	4,301	4,500
Deferred (note 22)	85,371	42,358
Total tax charge for the year	89,672	46,858

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits in Hong Kong during the year (2015: Nil).

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the regions in which the Group operates. The subsidiaries established in Mainland China are subject to income taxes at a tax rate of 25% (2015: 25%).

10. INCOME TAX EXPENSE (CONTINUED)

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax at the statutory rates for the regions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

2016

	Hong Kong HK\$'000	Mainland China HK\$'000	Total HK\$'000
Profit/(loss) before tax	(14,042)	358,544	344,502
Tax at the statutory tax rate	(2,317)	89,636	87,319
Expenses not deductible for tax	2,317	28	2,345
Others	–	8	8
Tax charge at the Group's effective rate	–	89,672	89,672

2015

	Hong Kong HK\$'000	Mainland China HK\$'000	Total HK\$'000
Profit/(loss) before tax	(12,765)	199,608	186,843
Tax at the statutory tax rate	(2,106)	49,902	47,796
Expenses not deductible for tax	2,106	2,099	4,205
Others	–	(5,143)	(5,143)
Tax charge at the Group's effective rate	–	46,858	46,858

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

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$58,628,000 (2015: HK\$28,736,000), and the weighted average number of ordinary shares of 605,616,520 (2015: 605,616,520) in issue during the year.

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

12. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK\$'000	Leasehold improvements HK\$'000	Equipment HK\$'000	Computer and office equipment, furniture and fixtures HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
2016						
At cost:						
At 1 January 2016	9,573	567	486	398	4,464	15,488
Exchange realignment	(568)	(13)	(12)	(10)	(29)	(632)
At 31 December 2016	9,005	554	474	388	4,435	14,856
Accumulated depreciation:						
At 1 January 2016	4,097	567	427	393	4,401	9,885
Provided during the year	264	–	51	5	54	374
Exchange realignment	(257)	(13)	(10)	(10)	(25)	(315)
At 31 December 2016	4,104	554	468	388	4,430	9,944
Net book value:						
At 31 December 2016	4,901	–	6	–	5	4,912
2015						
At cost:						
At 1 January 2015	10,141	580	500	408	4,493	16,122
Exchange realignment	(568)	(13)	(14)	(10)	(29)	(634)
At 31 December 2015	9,573	567	486	398	4,464	15,488
Accumulated depreciation:						
At 1 January 2015	4,058	580	431	398	4,210	9,677
Provided during the year	277	–	8	4	218	507
Exchange realignment	(238)	(13)	(12)	(9)	(27)	(299)
At 31 December 2015	4,097	567	427	393	4,401	9,885
Net book value:						
At 31 December 2015	5,476	–	59	5	63	5,603

13. INVESTMENT PROPERTIES

	2016 HK\$'000	2015 HK\$'000
Carrying amount at 1 January	3,925,860	3,986,250
Additions	324	308
Changes in fair value recognised in the income statement (note 7)	341,482	169,433
Exchange realignment	(250,418)	(230,131)
Carrying amount at 31 December	4,017,248	3,925,860

The Group's investment properties comprise of two commercial properties in Chongqing and Guangzhou, the PRC. With reference to the nature, characteristics and risk of these two properties, the management determined that these commercial properties should be classified as investment properties.

The Group's investment properties located in Chongqing and Guangzhou, PRC, were revalued on 31 December 2016 with reference to the valuations performed by Savills Valuation and Professional Services Limited and Vigers Appraisal and Consulting Limited, both independent qualified valuers, at RMB349,142,000, equivalent HK\$387,548,000 (2015: RMB347,000,000, equivalent HK\$409,460,000), and RMB3,270,000,000, equivalent HK\$3,629,700,000 (2015: RMB2,980,000,000, equivalent HK\$3,516,400,000), respectively.

The management commissions qualified valuers to appraise the fair value of the Group's properties on an annual basis. Selection criteria for external valuers includes market knowledge, reputation, independence and professional standards. The management also discusses with the valuers on the valuation assumptions and methodologies. In estimating the fair value of the properties, the valuers assume the current use is the highest and best use of these properties.

Certain of the Group's investment properties are leased to third parties under operating leases, further summary details of which are included in note 28(i) to the financial statements.

Certain investment properties of the Group amounted to HK\$387,548,000 (2015: HK\$409,460,000) were pledged to secure banking facilities granted to (i) the Group as set out in note 20 to the financial statements and (ii) an independent third party, as set out below.

A principal subsidiary of the Group (the "Subsidiary") provided a corporate guarantee and pledged certain of its investment properties and rental receivables to a bank for banking facilities ("Banking Facilities") granted to a local leasing operator (the "Operator") of the sole tenant ("Sole Tenant") of the underlying investment properties. In return, the Operator was responsible to carry out the renovation of the underlying investment properties from the drawdown of the Banking Facilities and repayment. Contemporaneously, both the Operator and the Sole Tenant provided corporate guarantees to the Subsidiary for the repayment of the Banking Facilities. In addition, the Sole Tenant undertook to assign its rental receivable of the underlying investment properties to the Subsidiary in the event of default in repayment of Banking Facilities. As at 31 December 2016, the Banking Facilities utilised by the Operator amounted to HK\$33,853,000.

13. INVESTMENT PROPERTIES (CONTINUED)**Fair value hierarchy**

The fair values of the Group's investment properties as at 31 December 2016 and 2015 are estimated by using significant unobservable inputs and the fair value measurements are categorised under Level 3.

	Chongqing, the PRC HK\$'000	Guangzhou, the PRC HK\$'000
Carrying amount at 1 January 2016	409,460	3,516,400
Additions	324	–
Changes in fair value recognised in the income statement	2,182	339,300
Exchange realignment	(24,418)	(226,000)
Carrying amount at 31 December 2016	387,548	3,629,700
Carrying amount at 1 January 2015	423,750	3,562,500
Additions	308	–
Changes in fair value recognised in the income statement	9,533	159,900
Exchange realignment	(24,131)	(206,000)
Carrying amount at 31 December 2015	409,460	3,516,400

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

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

Class of property	Valuation techniques	Significant unobservable inputs	Weighted average of unobservable inputs	
			2016	2015
Chongqing, the PRC – Commercial properties – Level 3	Income capitalisation approach	Capitalisation rate per annum (note 1)	8%	8%
Guangzhou, the PRC – Commercial properties – Level 3	Residual approach	Market prices per square metre (note 2)	HK\$36,722	n/a
		Developer's profit per square meter (note 3)	HK\$6,144	n/a
		Estimated cost to complete per square metre (note 4)	HK\$9,487	n/a
	Market comparable approach	Gross unit rate per square metre (note 5)	n/a	HK\$17,784

13. INVESTMENT PROPERTIES (CONTINUED)**Fair value hierarchy (continued)**

Notes:

1. The higher the capitalisation rate per annum, the lower the fair value.
2. The higher the market prices per square metre, the higher the fair value.
3. The higher the developer's profit per square metre, the lower the fair value.
4. The higher the estimated cost to complete per square metre, the lower the fair value.
5. The higher the gross unit rate per square metre, the higher the fair value.

14. INVESTMENTS IN JOINT VENTURES

	2016 HK\$'000	2015 HK\$'000
Share of net assets	–	–

Particulars of the Group's joint ventures are as follows:

Name	Business structure	Place of incorporation and business	Percentage of			Principal activity
			Ownership interest	Voting power	Profit sharing	
I-Mall Investments Limited	Corporate	British Virgin Islands	68.6	33.3	68.6	Dormant
B2B Market Investments Limited	Corporate	British Virgin Islands	35.0	33.3	35.0	Dormant

All of the above investments in joint ventures are directly held by I-Action Agents Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company.

The Group has discontinued the recognition of its share of losses of I-Mall Investments Limited and B2B Market Investments Limited because the share of losses of these joint ventures exceeded the Group's interests in the joint ventures and the Group has no obligation to take up further losses. At 31 December 2016, the amount of the Group's unrecognised share of losses of these joint ventures was cumulatively HK\$8,614,000 (2015: HK\$8,614,000).

15. TRADE RECEIVABLES

An aged analysis of the trade receivables at the end of the reporting period is as follows:

	2016		2015	
	HK\$'000	Percentage	HK\$'000	Percentage
Within 6 months	1,151	100	7,131	50
6 to 12 months	–	–	7,080	50
	1,151	100	14,211	100

15. TRADE RECEIVABLES (CONTINUED)

The Group generally grants a credit term of 3 months to 12 months to its customers.

The age of the Group's trade receivables is based on the date of recognition of revenue. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

At 31 December 2016, the Group has certain concentrations of credit risk that may arise from the exposure to one customer (2015: two) and the largest customer which accounted for 100% (2015: 100%) and 100% (2015: 50.2%) of the Group's total trade receivables, respectively.

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

	2016 HK\$'000	2015 HK\$'000
Neither past due nor impaired	1,151	14,211

Receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to independent customers that have good track records with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of this balance as there has not been a significant change in credit quality and the balance is still considered fully recoverable.

As at 31 December 2016, trade receivables of the Group amounted to HK\$1,151,000 were pledged to secure banking facilities granted to an independent third party of the Group as set out in note 13 to the financial statements.

16. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2016 HK\$'000	2015 HK\$'000
Prepayments	313	332
Deposits and other receivables	12,398	13,392
	12,711	13,724

At 31 December 2016, impairment provision of HK\$1,901,000 (2015: HK\$1,901,000) has been made on other receivables with an aggregate carrying amount before impairment provision of HK\$1,901,000 (2015: HK\$1,901,000) that have been outstanding for a long time. Other than this, none of the above deposits and other receivables was either past due or impaired at 31 December 2016 and 2015. The financial assets included in the above balances relate to receivables for which there was no recent history of default. On 21 March 2017, Ho Kam Hung, a director of the Company, has indemnified the Company from any losses arising from an other receivable of RMB9,706,000 (equivalent to HK\$10,774,000). The indemnity covers the period from 1 January 2017 to 31 December 2017.

17. CASH AND BANK BALANCES

At the end of the reporting period, total cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$54,951,000 (2015: HK\$15,592,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

18. TRADE PAYABLES

An aged analysis of the trade payables as at the end of the reporting period is as follows:

	2016		2015	
	HK\$'000	Percentage	HK\$'000	Percentage
More than 1 year	1,931	100	2,053	100

The age of the Group's trade payables is based on the dates of the goods received or services rendered. The trade payables are non-interest-bearing.

19. OTHER PAYABLES AND ACCRUALS

	2016 HK\$'000	2015 HK\$'000
Other payables	125,033	123,369
Accrued deferred interest on the Remaining Tranches in relation to the Acquisition (<i>note 33(c)</i>)	25,837	25,837
Other accruals	12,611	16,674
	163,481	165,880
Less: current portion	(35,130)	(25,717)
Non-current portion	128,351	140,163

The balances of other payables and accruals are non-interest-bearing and have no fixed terms of repayment, except for an amount of HK\$128,351,000 (2015: HK\$140,163,000) which is not repayable before 31 March 2018.

20. INTEREST-BEARING BANK BORROWINGS

	Effective interest rate (%)	Maturity	2016 HK\$'000	Effective interest rate (%)	Maturity	2015 HK\$'000
Current						
Bank loans – secured	5.88 – 6	2017	8,630	5.88 – 6	2016	9,213
Non-current						
Bank loans – secured	5.88	2018-2019	13,143	5.88 – 6	2017-2019	22,772
			21,773			31,985
Analysed into:						
Bank loans repayable:						
Within one year or on demand			8,630			9,213
In the second year			6,362			8,924
In the third to fifth years, inclusive			6,781			13,848
			21,773			31,985

At 31 December 2016, the secured bank loans of HK\$21,773,000 (2015: HK\$31,985,000) of the Group bore interest at floating interest rates. Secured bank loans of HK\$2,630,000 (2015: HK\$5,645,000) of the Group are denominated in Hong Kong dollars. The remaining secured bank loans of HK\$19,143,000 (2015: HK\$26,340,000) are denominated in RMB.

At 31 December 2016 and 2015, bank loans are secured by certain of the Group's investment properties, a corporate guarantee executed by the Company and a personal guarantee executed by one of the Company's substantial shareholders, Ho Pak Hung.

21. BALANCES WITH A DIRECTOR

The loan from a director (the "Loan"), which is unsecured and bears interest at 7.821% (2015: 7.821%) per annum, is due to Ho Kam Hung, a director of the Company. The balance due to a director (the "Balance"), which is unsecured and interest-free, is due to Ho Kam Hung, a director of the Company. Ho Kam Hung has undertaken to the Company not to demand repayment of the Loan and the Balance until the Group is able to generate sufficient cash inflows to meet its daily working capital requirement but in any event such repayment request will not be made on or before 31 March 2018 and accordingly the Loan and the Balance are included under non-current liabilities.

22. DEFERRED TAX

The movements in deferred tax liabilities during the year were as follows:

Deferred tax liabilities

	Fair value adjustments on investment properties	
	2016 HK\$'000	2015 HK\$'000
At 1 January	832,792	839,148
Deferred tax charged to the income statement during the year (<i>note 10</i>)	85,371	42,358
Exchange realignment	(53,782)	(48,714)
Gross deferred tax liabilities at 31 December	864,381	832,792

The Group has tax losses arising in Hong Kong of HK\$156,000 (2015: HK\$156,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in group companies that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

At 31 December 2016, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. At 31 December 2016, the aggregate amount of temporary differences associated with these subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$782,162,000 (2015: HK\$513,258,000).

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

23. SHARE CAPITAL**Shares**

	2016 HK\$'000	2015 HK\$'000
Authorised: 4,000,000,000 (2015: 4,000,000,000) ordinary shares of HK\$0.025 (2015: HK\$0.025) each	100,000	100,000
Issued and fully paid: 605,616,520 (2015: 605,616,520) ordinary shares of HK\$0.025 (2015: HK\$0.025) each	15,140	15,140

There were no movements in the Company's issued ordinary share capital and share premium during the years ended 31 December 2016 and 2015.

24. SHARE OPTION SCHEME

The Company's share option scheme was adopted on 19 December 2012 (the "Scheme").

The purposes of the Scheme are to: (a) provide a way of recognition of the contributions or services or expected contributions or services of employees, executive and non-executive directors and others; (b) strengthen the relationships between the Group and its employees and directors and others; (c) attract and retain high quality employees and executives and providers of goods and services; and (d) motivate eligible participants to assist in the development and expansion of the Group.

The eligible participants are any executives or non-executive directors or employees (full-time or part-time) of any member of the Group and any other persons whether or not employees (full-time or part-time) or directors of any member of the Group who, in the sole discretion of the board of directors (the "Board"), have contributed or are likely to contribute to the Group. The Scheme became effective on 19 December 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 30% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 14 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Board and may commence and end on any dates as determined by the Board but shall in any event end not later than 10 years from the date upon which the share option is granted.

The exercise price of the share options is determinable by the Board, but must be at least the highest of (1) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (2) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (3) the par value of the Company's shares.

There were no share options in issue under the Scheme during the year. At the end of the reporting period and the date of approval of these financial statements, the Company had no share options outstanding under the Scheme.

25. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

The contributed surplus of the Group represents the excess of the nominal value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in 1997, over the nominal value of the Company's shares issued in exchange therefor.

26. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transactions:

- (i) During the year ended 31 December 2016, interest on a loan from a director, Ho Kam Hung, of HK\$5,855,000 (2015: HK\$6,155,000) was settled through the balance due to a director.
- (ii) During the year ended 31 December 2016, certain accruals of HK\$2,400,000 (2015: HK\$3,100,000) were settled through the balance due to a director.
- (iii) During the year ended 31 December 2016, certain long term other payables of HK\$4,689,000 (2015: Nil) were transferred to other payables and accruals.

27. CONTINGENT LIABILITIES

Save as disclosed elsewhere in the financial statements, at the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

	2016 HK\$'000	2015 HK\$'000
Guarantees given for mortgage loans granted by banks to certain purchasers of the Group's properties	139	139

28. OPERATING LEASE ARRANGEMENTS**(i) As lessor**

The Group leases certain of its investment properties under operating lease arrangements with leases negotiated for a term of one year.

At the end of the reporting period, the Group had no future minimum lease receivables under non-cancellable operating leases with its tenants.

(ii) As lessee

The Group leases its office properties in Hong Kong under operating lease arrangements with leases negotiated for a term of two years.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2016 HK\$'000	2015 HK\$'000
Within one year	2,039	445
In the second to fifth years, inclusive	818	–
	2,857	445

29. COMMITMENTS

At the end of the reporting period, the Group had contracted, but not provided for, commitments in respect of construction works and design costs relating to investment properties amounting to approximately HK\$1,746,000 (2015: HK\$2,005,000) in total.

30. FINANCIAL INSTRUMENTS BY CATEGORY

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

Financial assets

	Loans and receivables	
	2016 HK\$'000	2015 HK\$'000
Trade receivables	1,151	14,211
Financial assets included in prepayments, deposits and other receivables	12,398	13,392
Cash and bank balances	65,169	18,584
	78,718	46,187

Financial liabilities

	Financial liabilities at amortised cost	
	2016 HK\$'000	2015 HK\$'000
Trade payables	1,931	2,053
Financial liabilities included in other payables and accruals	25,478	19,613
Loan from a director	71,018	75,496
Due to a director	160,160	133,394
Long term other payables	128,351	140,163
Interest-bearing bank borrowings	21,773	31,985
	408,711	402,704

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, comprise interest-bearing bank borrowings and cash and bank balances. The Group has various other financial assets and liabilities such as trade and other receivables, trade payables, other payables and accruals and balances with a director, which arise directly from its operations.

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

Interest rate risk

The interest rates of the interest-bearing bank borrowings of the Group are disclosed in note 20 to the financial statements. The Group believes its exposure to interest rate risk is minimal.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**Interest rate risk (continued)**

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

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax HK\$'000
2016		
Hong Kong dollar	50	(109)
Hong Kong dollar	(50)	109
2015		
Hong Kong dollar	50	(160)
Hong Kong dollar	(50)	160

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from a substantial portion of its revenues and expenses which are generated and incurred by its operating units in RMB.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

	Increase/ (decrease) in RMB rate %	Increase/ (decrease) in profit before tax HK\$'000
2016		
If Hong Kong dollar weakens against RMB	5	132
If Hong Kong dollar strengthens against RMB	(5)	(132)
2015		
If Hong Kong dollar weakens against RMB	5	282
If Hong Kong dollar strengthens against RMB	(5)	(282)

Credit risk

The credit risk of the Group's financial assets, which comprise trade receivables, other receivables and cash and bank balances, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**Liquidity risk**

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans. The directors of the Company have reviewed the Group's working capital and capital expenditure requirements and determined that the Group has no significant liquidity risk.

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

	2016		
	On demand or within 1 year HK\$'000	1 to 5 years HK\$'000	Total HK\$'000
Trade payables	1,931	–	1,931
Financial liabilities included in other payables and accruals	25,478	–	25,478
Loan from a director	–	76,572	76,572
Due to a director	–	160,160	160,160
Long term other payables	–	128,351	128,351
Interest-bearing bank borrowings	9,571	13,881	23,452
	36,980	378,964	415,944

	2015		
	On demand or within 1 year HK\$'000	1 to 5 years HK\$'000	Total HK\$'000
Trade payables	2,053	–	2,053
Financial liabilities included in other payables and accruals	19,613	–	19,613
Loan from a director	–	81,401	81,401
Due to a director	–	133,334	133,334
Long term other payables	–	140,163	140,163
Interest-bearing bank borrowings	10,847	24,707	35,554
	32,513	379,605	412,118

The Group is also exposed to liquidity risk through the granting of financial guarantees, further details of which are disclosed in notes 13 and 27 to the financial statements.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**Capital management**

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to the equity holders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of cash and bank balances and equity attributable to equity holders of the Company, which comprises issued capital and reserves as detailed in the consolidated statement of changes in equity.

The Group monitors capital using a gearing ratio, which is interest-bearing borrowings divided by total assets. Interest-bearing borrowings included interest-bearing bank borrowings and a loan from a director. The gearing ratios as at the end of the reporting periods were as follows:

	2016 HK\$'000	2015 HK\$'000
Interest-bearing bank borrowings	21,773	31,985
Loan from a director	71,018	75,496
Total interest-bearing borrowings	92,791	107,481
Total non-current assets	4,022,160	3,931,463
Total current assets	113,546	83,211
Total assets	4,135,706	4,014,674
Gearing ratio	0.02	0.03

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows.

	2016 HK\$'000	2015 HK\$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	290,218	290,218
Due from subsidiaries	221,254	232,184
Total non-current assets	511,472	522,402
CURRENT ASSETS		
Deposits and other receivables	637	585
Cash and bank balances	52	63
Total current assets	689	648
CURRENT LIABILITIES		
Other payables and accruals	(5,040)	(4,528)
Tax payable	(1,148)	(1,148)
Total current liabilities	(6,188)	(5,676)
NET CURRENT LIABILITIES	(5,499)	(5,028)
TOTAL ASSETS LESS CURRENT LIABILITIES	505,973	517,374
NON-CURRENT LIABILITIES		
Long term other payables	(27,181)	(27,181)
Amount due to a director	(5,500)	(3,100)
Total non-current liabilities	(32,681)	(30,281)
Net assets	473,292	487,093
EQUITY		
Share capital	15,140	15,140
Reserves (<i>note</i>)	458,152	471,953
Total equity	473,292	487,093

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

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

	Share premium account HK\$'000	Contributed surplus HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2016	398,726	547,326	(474,099)	471,953
Loss for the year	–	–	(13,801)	(13,801)
At 31 December 2016	398,726	547,326	(487,900)	458,152
At 1 January 2015	398,726	547,326	(461,672)	484,380
Loss for the year	–	–	(12,427)	(12,427)
At 31 December 2015	398,726	547,326	(474,099)	471,953

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in 1997, over the nominal value of the Company's shares issued in exchange therefor. Under the Bermuda Companies Act 1981, the Company may make distributions to its members out of the contributed surplus under certain circumstances.

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES

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

Name	Place of incorporation/ registration and business	Issued and fully paid share/ registered capital	Percentage of equity attributable to the Company		Principal activities
			2016	2015	
Directly held					
China Land Realty Investment (BVI) Limited	British Virgin Islands/Hong Kong	US\$11,204 Ordinary	100	100	Investment holding
Indirectly held					
Chongqing Smart Hero Real Estate Development Company Limited ("CQ Smart Hero")	PRC/ Mainland China	US\$2,000,000 Registered capital (note a)	100	100	Property development, holding and management
Smart Hero (Holdings) Limited	Hong Kong	HK\$2 Ordinary, HK\$300 Non-voting deferred (note b)	100	100	Investment holding
Proland International Technology Limited	Hong Kong	HK\$2 Ordinary	100	100	Investment holding
廣州遠朋天成電子科技 有限公司	PRC/ Mainland China	HK\$1,500,000 Registered capital (note a)	100	100	Inactive
HK Zheng Da	Hong Kong	HK\$4 Ordinary (note c)	25	25	Investment holding
GZ Zheng Da	PRC/ Mainland China	RMB150,000,000 Registered capital (notes a, c, d and e)	25	25	Property investment business

The above table lists the subsidiaries of the Company at 31 December 2016 which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Notes:

- a. CQ Smart Hero, 廣州遠朋天成電子科技有限公司 and GZ Zheng Da are wholly-foreign-owned enterprises established in the PRC.
- b. The non-voting deferred shares carry no rights to dividends, to receive notice of or to attend or vote at any general meeting of the company, or to participate in any distribution on winding-up.
- c. The Group entered into a conditional sale and purchase agreement on 9 October 2007 (as amended on 26 October 2007) (the "Acquisition Agreement") with two private companies to acquire the entire equity interest in the Zheng Da Group (the "Acquisition"). The acquisition of the entire equity interest in the Zheng Da Group is to be completed in four tranches. The first tranche was completed on 17 December 2007 and, as a result, the Group has acquired a 25% equity interest in HK Zheng Da. According to the Acquisition Agreement and related supplementary agreements executed thereafter (the latest which was executed in June 2016), the Group had the currently exercisable right to acquire and complete the acquisition of the remaining 75% equity interest in HK Zheng Da anytime on or before 30 June 2017 as further discussed below. In addition, the private company which holds the remaining 75% equity interest in the Zheng Da Group, which is controlled by a director and certain substantial shareholders of the Company, has given an undertaking to the Company that its board will abide to all voting instructions proposed by the Group for all resolutions and decisions initiated by the Group at meetings of both shareholders and board of directors of HK Zheng Da. Accordingly, the Group has (i) power over HK Zheng Da; (ii) exposure or rights to variable returns from its involvement with HK Zheng Da; and (iii) ability to use its power over HK Zheng Da to affect the amount of its returns. On this basis, the directors of the Company considered it is appropriate to account for both HK Zheng Da and GZ Zheng Da as subsidiaries of the Group with effect from 17 December 2007, the date of completion of acquisition of 25% interest in the Zheng Da Group.

In accordance with the Acquisition Agreement, the second, third and fourth tranches (the "Remaining Tranches") had to be completed on or before 31 May 2008, 31 October 2008 and 31 March 2009, respectively. Should the Remaining Tranches not be completed according to the dates specified above, a deferred interest would be incurred which was calculated based on a rate of 4% per annum on the relevant consideration based on the period from the relevant completion date of each tranche as mentioned above and ending on and excluding the day when the relevant consideration was settled by the Company or 31 March 2009, whichever the earlier.

During the current reporting period, the Company entered into an extension agreement on 2 June 2016 to extend the completion of the Remaining Tranches from 30 June 2016 to 30 June 2017. No deferred interest is required for this period of extension too. Accordingly, the Company has accrued deferred interest of HK\$10,086,000 for the period from 1 January 2009 to 31 March 2009 in accordance with the original agreement during the year ended 31 December 2009. At 31 December 2009, the Group has accrued deferred interest in aggregate of HK\$25,837,000 (note 19). At the end of the reporting period and up to the date of this report, the completion of the Remaining Tranches remained outstanding and the accrued aggregated deferred interest remained unsettled.

- d. Subject to the payment of a fixed sum of RMB50,000 per month for 200 months up to 28 February 2011 to the joint venture party, HK Zheng Da is entitled to all of the profits and bears all of the losses of GZ Zheng Da.

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Notes: (continued)

- e. Alleged "Liquidation Petition" against GZ Zheng Da
Public Database of GZ Zheng Da Corporation Information indicates information of alleged "Liquidation Provisional Filed (清算備案)"

Pursuant to the Provisional Rules of Public Notice of Corporate Information of People's Republic of China (中華人民共和國企業信息公示暫行條例) newly enacted in October 2014, the Public Database of National Enterprise Credit Information (Guangdong) (全國企業信用信息公示系統(廣東)) on GZ Zheng Da downloaded in March 2015 reveals certain newly appeared information under the Provisional Filing Information Column (備案信息欄目) viz "Liquidation Information (清算信息)", "Liquidation Officer-In-Charge He Wei (清算負責人何偉)" and "Member of Liquidation Committee Guangdong Guoding Law Firm (清算組成員廣東國鼎律師事務所)". With effect from August 2016, the Public Database of National Enterprise Credit Information (Guangdong) (全國企業信用信息公示系統(廣東)) was restructured as National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) with a more user friendly reporting format. Since August 2016, the Guangzhou Administration for Industry & Commerce Bureau (廣州市工商行政管理局) (the "AIC Bureau") ceased to provide public search service for Business Record Information (商事登記信息). The new National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) on GZ Zheng Da downloaded in March 2017 contained similar information as disclosed in former reports including "Member of Liquidation Committee Guangdong Guoding Law Firm (清算組成員廣東國鼎律師事務所)". In addition, the new report reveals that the registration status (登記狀態) of GZ Zheng Da is "enterprise in business (open) (在營(開業)企業)" and the authorised representative (法定代表人) is "Ho Kam Hung".

According to the Corporate Registration Information Memorandum (企業登記資料包) obtained from the AIC Bureau by GZ Zheng Da (being exclusive information to the subject corporation), a third party namely Guangdong Guoding Law Firm (廣東國鼎律師事務所) ("Guoding") filed an Application Form for Notification of Change (Provisional Filing) of Foreign Investment Enterprise (外商投資企業變更(備案)登記申請書) (the "Application Form"), together with a copy of purported order of the Guangdong Provincial Guangzhou Municipal Intermediate People's Court (廣東省廣州市中級人民法院決定書) (the "Purported Court Order") as supporting document, to the AIC Bureau without the prior acknowledgment nor consent of GZ Zheng Da in September 2011. The Application Form requested for filing of "Provisional Filing of Member of the Liquidation Committee (清算組成員備案)" and "Provisional Filing of Liquidation Officer-In-Charge (清算負責人備案)" in the corporate information database of GZ Zheng Da at the AIC Bureau. Copy of the Purported Court Order stated that "the court has nominated Guoding as the liquidation committee to proceed with the liquidation of GZ Zheng Da in accordance with the law (已指定國鼎組成清算組，依法對廣州正大進行清算)".

GZ Zheng Da confirmed to the Company that it had never authorised, appointed or instructed Guoding or He Wei to file or handle such application, nor granted consent to such application thereafter. GZ Zheng Da and HK Zheng Da, being the equity holder of GZ Zheng Da holding 100% interest therein, also confirmed to the Company that they had never been served any statements of instigation of proceedings, notice of summons or notice of judgement, orders (including the Purported Court Order or order of a similar nature) or written judgement(s) in relation to liquidation petition or of a similar nature (the "Purported Liquidation Petition Case") from the Guangdong Provincial Guangzhou Municipal Intermediate People's Court (廣東省廣州市中級人民法院)(the "Guangzhou Court") in accordance with the prevailing PRC laws and regulations and due judicial procedures. Both the Company and GZ Zheng Da further confirmed that they were unable to find any "public official record" about the Purported Liquidation Petition Case (not even the relevant case number) from the official database or public notice board of the Guangzhou Court so far.

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Notes: (continued)

- e. Alleged "Liquidation Petition" against GZ Zheng Da (continued)
Public Database of GZ Zheng Da Corporation Information indicates information of alleged "Liquidation Provisional Filed (清算備案)" (continued)
 According to the Purported Court Order, it appears that the purported liquidation petition was instituted by 越房私企 (as defined in note 34(a)), a third party neither had any equity or any other interests in GZ Zheng Da nor was a creditor of GZ Zheng Da. Hence, the PRC legal counsel of GZ Zheng Da considers that 越房私企 unlikely meets the pre-requisite conditions for filing a liquidation petition against GZ Zheng Da pursuant to the prevailing company laws and regulations of PRC.

Based on the record and facts known to the Company and GZ Zheng Da and having taken PRC legal advice, both the Company and GZ Zheng Da are of the view that (i) the legal proceedings of the Purported Liquidation Petition Case (if any) do not conform to the legal provisions and judicial procedures in PRC; (ii) the Purported Court Order (if any) is not effective disposition of the matter to which it purportedly relates and thus is invalid and void; and (iii) the purported authority of the so-called liquidation committee of GZ Zheng Da is derived from the Purported Court Order which is invalid and void. Therefore, Guoding does not have the lawful authority to proceed with the liquidation of GZ Zheng Da or file corporate information about GZ Zheng Da with the AIC Bureau (or for any other purposes) for and on behalf of GZ Zheng Da.

According to the relevant provisions of the Rules of Administration of Company Registration of People's Republic of China (中華人民共和國公司登記管理條例) (the "Company Registration Rules"), the provisional filing of liquidation information with the AIC Bureau requires the consent of the subject company (with company chop shown on the application form) and other requisite legal documents, such as company dissolution documents (公司解散證明文件), as supporting documents. No such supporting documents nor GZ Zheng Da's company chop were found on the Application Form submitted by Guoding. After taking PRC legal advice, both the Company and GZ Zheng Da consider that the Application Form submitted to the AIC Bureau by Guoding violates the relevant provisions of the Company Registration Rules to a material extent and the provisional filing under concern should be rendered "application declined (申請退回)".

The business of GZ Zheng Da remains as usual and GZ Zheng Da's latest tax return was filed in May 2016. Mr. Ho Kam Hung, an executive director of the Company, has been the legal representative of GZ Zheng Da since 1993.

Shareholders of the Company are urged to read the Company's announcement dated 25 March 2013 about the lawful authority of the purported "liquidation committee of GZ Zheng Da" in question.

The second and unqualified Person appearing on the Demolition Permit and the Demolition Extension Notice

Since 2003, GZ Zheng Da has been granted the Qualified Person for Demolition and Relocation (拆遷人) (the "Qualified Person") (which was required to demonstrate substantial capital resources, property development plan on hand, concrete property demolition and relocation plan pursuant to the provisions of Rules of Management of Urban Property Demolition and Relocation of Guangzhou Municipality (廣州市城市房屋拆遷管理條例) (the "Demolition Management Rules")) and the Qualified Contractor for Demolition and Relocation (拆遷實施單位) (the "Qualified Contractor") (which was required to demonstrate substantial hands-on experience in property demolition and relocation projects and hiring extensive construction and engineering professionals pursuant to the provisions of the Demolition Management Rules) by the Guangzhou Municipal Administration of National Resources and Property Bureau (廣州市國土資源和房屋管理局) ("Property Administration Bureau") to the effect that GZ Zheng Da was empowered to demolish a property located in Yuexiu District, Guangzhou within about one year under the license of a property demolition and relocation permit (房屋拆遷許可證) (the "Demolition Permit"). Since then, GZ Zheng Da applied for the extension of the Demolition Permit once every year and the Property Administration Bureau customarily renewed the Demolition Permit and the notice of extension of property demolition and relocation (房屋拆遷延期公告) (the "Demolition Extension Notice") every subsequent year.

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Notes: (continued)

- e. Alleged “Liquidation Petition” against GZ Zheng Da (continued)
The second and unqualified Person appearing on the Demolition Permit and the Demolition Extension Notice (continued)

The Demolition Extension Notices issued since 2014 contained new clauses which included, inter alia, an entity named “the liquidation committee of GZ Zheng Da (廣州正大清算組)” (the so-called “Liquidator”) as the secondary Qualified Person (第二拆遷人) and the secondary Qualified Contractor (第二拆遷實施單位) in addition to GZ Zheng Da which remained as the primary Qualified Person (第一拆遷人) and primary Qualified Contractor (第一拆遷實施單位). The Demolition Extension Notices also put a remark that “pursuant to the Purported Court Order, the Guangzhou Court nominated Guoding as the liquidation committee to proceed with the liquidation of GZ Zheng Da in accordance with the laws, and the demolition activities should be executed by the liquidation committee” (collectively the “New Clauses”).

GZ Zheng Da confirmed to the Company that it had no acknowledge of the New Clauses until the renewal of the said extension notices nor concurred with such New Clauses thereafter and hence raised objection to the Property Administration Bureau about the imposition of the New Clauses. No formal reply was obtained from the Property Administration Bureau so far.

As such, an inhabitant to be vacated (被拆遷人) (the “Plaintiff”) filed administrative pleadings (行政訴訟) against the Property Administration Bureau at the Guangdong Provincial Guangzhou Municipal Yuexiu District People’s Court (廣東省廣州市越秀區人民法院) (the “Yuexiu Court”) in May 2014. The administrative pleadings demanded for the revocation of the Demolition Extension Notice on the ground that the Property Administration Bureau should not grant the demolition extension to both GZ Zheng Da and the so-called Liquidator simultaneously as it is against the common legal principle if GZ Zheng Da (which is subject to liquidation (if that is the case)) and the so-called Liquidator co-exist to engage in demolition activities. GZ Zheng Da, as one of the litigant participants, opposed to the grant of the qualified licenses to the so-called Liquidator as it was not lawfully constituted and the Property Administration Bureau would have breached the relevant provisions of the Demolition Management Rules if licenses were granted to unqualified entities for participating in the demolition business. The Yuexiu Court dismissed the petition of the Plaintiff in August 2014.

Both GZ Zheng Da and the Plaintiff then filed administrative appeals (行政上訴) against the Property Administration Bureau at the Guangzhou Court (the “Administrative Appeals”) thereafter based on similar grounds above. In June 2015, the Guangzhou Court issued the ruling on administrative proceedings (行政判決書) upheld the Yuexiu Court’s ruling. The Plaintiff then lodged a judicial review (行政申訴) against the Guangzhou Court’s ruling at the Guangdong Provincial Higher People’s Court (廣東省高級人民法院) (the “Guangdong Court”), but the judicial review was declined by the Guangdong Court.

After seeking PRC legal advice, both the Company and GZ Zheng Da consider that (i) both the Demolition Permits and the Demolition Extension Notices granted to GZ Zheng Da are legally valid permit and notice respectively despite their legal defects; (ii) the Yuexiu Court, the Guangzhou Court and the Property Administration Bureau all accept GZ Zheng Da as a separate legal entity; (iii) GZ Zheng Da remains as the Qualified Person and the Qualified Contractor and therefore can continue the demolition and relocation activities pursuant to the Demolition Permit; (iv) the purported authority of the so-called Liquidator is derived from the Purported Court Order which is invalid and void (please refer to the section headed “Public Database of GZ Zheng Da Corporation Information indicates information of alleged “Liquidation Provisional Filed (清算備案)”” above for further details); (v) the capacity of the so-called Liquidator does not exist until and when Guoding removes the legal representative of GZ Zheng Da; (vi) the so-called Liquidator technically cannot co-exist with GZ Zheng Da to engage in the same business activities; (vii) a liquidator is not empowered to engage in the businesses other than those specified under Clause 184 of Companies Law of People’s Republic of China (中華人民共和國公司法), which do not include demolition and relocation businesses; (viii) a liquidator does not possess the pre-requisite qualifications (特定資質) and hands-on expertise in engaging in demolition and relocation businesses pursuant to the provisions of the Demolition Management Rules; and (ix) it appears that the Purported Court Order fundamentally does not provide that “the demolition activities should be executed by the liquidation committee”.

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

	2016	2015
Percentage of equity interest held by non-controlling interests	75%	75%
	2016 HK\$'000	2015 HK\$'000
Profit for the year allocated to non-controlling interests	196,202	111,249
Dividends paid to non-controlling interests	–	–
Exchange differences on translation of foreign operation	(123,777)	(111,237)
Accumulated balances of non-controlling interests at the reporting dates	1,988,123	1,915,698

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

	2016 HK\$'000	2015 HK\$'000
Profit for the year	261,603	148,332
Total comprehensive income for the year	96,567	16
Current assets	152,908	144,018
Non-current assets	3,629,723	3,516,424
Current liabilities	(41,536)	(38,463)
Non-current liabilities	(1,090,264)	(1,067,715)
Net cash flows from operating activities	8,241	108
Net cash flows used in financing activities	(8,185)	(506)
Net increase/(decrease) in cash and cash equivalents	56	(398)

34. LITIGATIONS

- (a) Pursuant to the terms of the relevant joint venture agreement, the joint venture period of GZ Zheng Da is from 31 December 1993 to 31 December 2008 and can be further extended at the request of either foreign or sino partner upon maturity. In December 2008, both GZ Zheng Da and its foreign partner, HK Zheng Da, agreed to extend the joint venture period by 15 years with effect from 1 January 2009 in accordance with the provisions of the articles of GZ Zheng Da but 越秀房地產開發經營公司 (“越秀國企”) its sino partner and a state-owned enterprise, had become dormant a couple of years ago and therefore its consent could not be obtained. On the other hand, it appeared that another enterprise namely 越秀房地產開發經營有限公司 (“越房私企”), a privately owned enterprise which acquired certain assets (but interest in GZ Zheng Da not included) from 越秀國企 some years ago, claimed that it had taken up certain interest in GZ Zheng Da from 越秀國企, but that was not the case. As such, in late December 2008, GZ Zheng Da served a writ against 越房私企 at the Yuexiu Court demanding for the confirmation of disqualification of 越房私企 from the sino partnership (if any) of the subject joint venture.

The relevant judgement has been issued in July 2009 with rulings endorsing the request made by GZ Zheng Da, 越房私企 then filed an appeal petition (the “Zheng Da Appeal”) at the Guangzhou Court in August 2009. A hearing was made in October 2009 and no further hearings had been made since then. Both GZ Zheng Da and HK Zheng Da have not yet received a valid judgement in writing issued by the Guangzhou Court in accordance with the relevant PRC laws and due judicial procedures. Further details about the developments of, and events incidental to, the Zheng Da Appeal were disclosed in the Company’s announcement dated 25 March 2013. Both GZ Zheng Da and HK Zheng Da had dialogues with the relevant court officials from time to time and are looking forward to receiving a formal and legally valid verdict, notice or directive in relation to the Zheng Da Appeal to be granted by the Guangzhou Court or its higher court in accordance with the relevant PRC laws and due judicial procedures, but no such verdict or directive in proper manner was received up-to-date. Taking into account the rulings granted by the Yuexiu Court in July 2009, the facts and legal grounds substantiated at the first hearing of the Zheng Da Appeal, and the opinion given by the PRC legal counsel and advisors, the Company remains optimistic in obtaining a favourable judgement in the Zheng Da Appeal.

34. LITIGATIONS (CONTINUED)

- (b) In October 2013, the Property Administration Bureau issued two rulings on property demolition (房屋拆遷決定書) (the "Compensation Rulings") to GZ Zheng Da pertaining to two compensation and resettlement cases for property demolition (房屋拆遷補償安置個案). The Compensation Rulings concluded that GZ Zheng Da was liable to pay an one-off cash compensation in an aggregate amount of approximately RMB27,600,000 (equivalent to HK\$30,636,000 as at 31 December 2016) (the "Cash Compensation") to a group of claimants (the "Claimants").

In March 2014, the Guangzhou Municipal People's Government (廣州市人民政府) (the "Guangzhou Government") issued two rulings on administrative review (行政覆議決定書) revoking the Compensation Rulings. As a result, GZ Zheng Da's obligation of paying the Cash Compensation was discharged.

In June 2015, the Guangzhou Court issued two rulings on administrative proceedings (行政裁定書) declining the appeal made by the Claimants against the Guangzhou Government's rulings.

In December 2015, the Guangdong Court issued two rulings on administrative proceedings (行政裁定書) to the effect that (i) the Guangzhou Court's rulings were withdrawn; and (ii) the Guangzhou Court was ordered to re-hear the Claimants' appeal against the Guangzhou Government's rulings. As at the date of this report, the re-trial was not yet heard.

Taking into account the latest rulings granted by the Guangzhou Government, the facts and legal grounds substantiated, and the opinion given by the PRC legal counsels and advisors, the Company remains optimistic in obtaining a favourable judgement in the re-trial.

- (c) In 2011, two plaintiffs, together with CQ Smart Hero, an indirect wholly-owned subsidiary of the Company, in its capacity as the third plaintiff, served a writ of summons against a third party (the "Third Party") at the Yuexiu Court in relation to a contract dispute (合同糾紛). The case was subsequently redirected to the Guangzhou Court for trial for the reason of jurisdiction of court. In September 2013, the Guangzhou Court ruled that CQ Smart Hero was liable to pay an accrued interest in an aggregate amount of approximately RMB10,500,000 to the Third Party. Subsequently, CQ Smart Hero, together with two plaintiffs, filed an appeal against the Guangzhou Court's rulings at the Guangdong Court.

In June 2015, the Guangdong Court upheld the Guangzhou Court's rulings but the claim that was liable to be borne by CQ Smart Hero was reduced to approximately RMB4,200,000. The Guangdong Court's rulings are final and absolute unless being revoked by judicial review (復審).

34. LITIGATIONS (CONTINUED)

(c) (continued)

The PRC legal counsel of CQ Smart Hero was of the view that judicial errors were made in the Guangdong Court's rulings and therefore were justifiable for pursuing judicial review (覆審) with an aim to revoking its rulings. However, CQ Smart Hero, after careful and due considerations, concluded that additional management time and legal costs to be incurred would probably override the economic benefits to be derived from a favourable verdict of judicial review, if any, and resolved not to pursue the case further.

In February 2016, the Guangzhou Court confined the claim amount to approximately RMB3,743,000 (approximately HK\$4,417,000), and a provision of the same amount was fully made in the Company's consolidated financial statements as at 31 December 2015.

For the year ended 31 December 2016, CQ Smart Hero is in the process of negotiation with the Third Party for settlement arrangement, and hence the claim remained unsettled as at 31 December 2016.

(d) In April 2014, two civil claims were filed against CQ Smart Hero by a third party (the "CQ Third Party") at Chongqing Municipal Yuzhong District People's Court (重慶市渝中區人民法院) (the "Yuzhong Court") for an aggregate amount of approximately RMB5,167,000 plus accrued interests and costs. According to the writs, the CQ Third Party claimed certain damages in relation to a tenancy agreement executed between CQ Smart Hero and another third party in 2007 (the "Lease"). The CQ Third Party is neither a party to the Lease nor the beneficial or registered owner of the subject property under the Lease but claims to be the assignee of the Lease.

In February and March 2015, the Yuzhong Court respectively ruled that CQ Smart Hero was liable to compensate to the CQ Third Party in respect of both claims (the "Claims"). CQ Smart Hero then filed two appeals against the Yuzhong Court's rulings at the Chongqing Municipal Fifth Intermediate People's Court (重慶市第五中級人民法院) (the "Chongqing Court"). In May and August 2015, both appeals raised by CQ Smart Hero were turned down by the Chongqing Court. The Chongqing Court's rulings are final and absolute unless being revoked by judicial review (覆審).

The PRC legal counsel of CQ Smart Hero was of the view that judicial errors were made in the Chongqing Court's rulings and therefore were justifiable for pursuing judicial reviews with an aim to revoking its rulings. However, CQ Smart Hero, after careful and due considerations, concluded that additional management time and legal costs to be incurred would probably override the economic benefits to be derived from a favourable verdict of judicial review, if any, and resolved not to pursue the case further.

The aggregate amount payable by CQ Smart Hero for the Claims was approximately RMB2,467,000 (approximately HK\$2,911,000), and a provision of the same amount was fully made in the Company's consolidated financial statements as at 31 December 2015.

In September 2016, CQ Smart Hero fully settled the Claims to the CQ Third Party for discharging its legal obligations in full.

34. LITIGATIONS (CONTINUED)

- (e) During the year ended 31 December 2015, the Guangzhou Urban Management Integrated Enforcement Bureau Yuexiu Sub-Bureau (廣州市城市管理綜合執法局越秀分局) (the “Enforcement Bureau”) issued a ruling on an administrative disposition of illegal erection (違法建築行政處理決定書) (the “Ruling”) to GZ Zheng Da to the effect that a 2-storey non-permanent commercial podium with a total usable area of approximately 14,700 square meters situated in the Yuexiu District was required to be demolished by GZ Zheng Da. In the Ruling, the Enforcement Bureau concluded, inter alia, that the subject property was deemed as an illegal erection as its occupancy permit had been expired. The Ruling, however, did not elaborate further why the renewal of the occupancy permit was not granted.

Notwithstanding the subject property is classified as non-permanent erection pending for re-development, it had obtained approvals and permits for town planning, construction, inspection, occupancy and fire safety from all relevant government authorities up-to-date and hence its building standards and fire safety are comparable to those standards for permanent erections. In addition, GZ Zheng Da is of the view that the subject property would not be deemed as illegal erection if the occupancy permit could be reasonably renewed as permitted under the relevant laws and regulations and hence the prosecution in question should be immune.

As such, GZ Zheng Da, together with six co-operative parties, served a writ against the Ruling at the Yuexiu Court in November 2015. The petition was declined by the Yuexiu Court in May 2016. GZ Zheng Da, together with six co-operative parties, filed an appeal against the Yuexiu Court’s ruling in June 2016 and the trial has not yet commenced up to the date of this report. Accordingly, the enforcement of the Ruling will be customarily suspended until judgement is made.

Taking into account the facts and legal grounds substantiated, and the opinion given by the PRC legal counsels and advisors, the Company remains optimistic in obtaining a favourable judgement in this case.

35. RELATED PARTY TRANSACTIONS

In addition to the related party transactions and balances with related parties as detailed elsewhere in these financial statements, the Group also incurred an interest expense of HK\$5,855,000 (2015: HK\$6,155,000) in respect of a loan from a director, Ho Kam Hung, during the year. Details of a loan from a director were disclosed in note 21 to the financial statements.

36. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 21 March 2017.

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

RESULTS

	2016 HK\$'000	Year ended 31 December			
		2015 HK\$'000	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000
Revenue	35,568	37,392	38,304	38,304	35,055
Profit before tax	344,502	186,843	126,751	157,490	85,029
Income tax expense	(89,672)	(46,858)	(34,886)	(42,189)	(23,890)
Profit before non-controlling interests	254,830	139,985	91,865	115,301	61,139
Non-controlling interests	(196,202)	(111,249)	(75,427)	(90,561)	(47,410)
Profit for the year attributable to ordinary equity holders of the Company	58,628	28,736	16,438	24,740	13,729

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000
TOTAL ASSETS	4,135,706	4,014,674	4,104,062	4,067,186	3,804,361
TOTAL LIABILITIES	(1,324,720)	(1,282,641)	(1,352,634)	(1,342,727)	(1,257,995)
NON-CONTROLLING INTERESTS	(1,988,123)	(1,915,698)	(1,915,686)	(1,885,064)	(1,751,012)
	822,863	816,335	835,742	839,395	795,354

94 Schedule of Property Interests

Particular of the principal properties in Mainland China held by the Group at 31 December 2016 is as follows:

Investment Properties

Description	Use	Lease term	Approximate gross floor area (sq.m.)	Attributable percentage interest
1. The whole of Level 1, Level 2, Level 3, Level 4, Level 8, Level 11, and portion of the Basement Level of Gang Yu Square Chiao Dong Road Chiaotianmen Chongqing The People's Republic of China	Commercial	Medium	24,372	100
2. The Land Parcels located to the east of Jiefang Road South, to the south of Daxin Road; to the north of Yede Road and to the west of Xieen Street, Yuexiu District, Guangzhou Guangdong Province, The People's Republic of China	Commercial	Medium	233,818	25