



SkyOcean International Holdings Limited 天洋國際控股有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code 股份代號 : 593)

Innovation • Globalization

2016
ANNUAL
REPORT
年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Zhou Zheng
Executive Director, Chairman and Chief Executive Officer

Lam Yu Yee, Benjamin (appointed on 18 January 2017)
Executive Director and Vice Chairman

Liu Li (resigned on 21 June 2016)
Executive Director

Yang Hongguang
Executive Director

Lin Guoxiong (appointed on 13 July 2016)
Executive Director

Zhu Ling (appointed on 21 June 2016 and resigned on 18 January 2017)
Executive Director

Chan Tak Kwong
Executive Director and Chief Financial Officer

Li Chak Hung
Independent Non-Executive Director

Meng Xiaosu
Independent Non-Executive Director

Yang Buting
Independent Non-Executive Director

Zhao Daxin
Independent Non-Executive Director

AUDIT COMMITTEE

Li Chak Hung *Chairman*

Meng Xiaosu

Yang Buting

Zhao Daxin

REMUNERATION COMMITTEE

Li Chak Hung *Chairman*

Yang Hongguang

Meng Xiaosu

Yang Buting

Zhao Daxin

NOMINATION COMMITTEE

Zhou Zheng *Chairman*

Li Chak Hung

Meng Xiaosu

Yang Buting

Zhao Daxin

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China
Hengfeng Bank
Bank of Beijing
China Merchants Bank

董事會

周政
執行董事、主席兼行政總裁

林裕兒 (於2017年1月18日獲委任)
執行董事兼副主席

劉力 (於2016年6月21日辭任)
執行董事

楊宏光
執行董事

林國雄 (於2016年7月13日獲委任)
執行董事

朱靈 (於2016年6月21日獲委任，並於2017年1月18日辭任)
執行董事

陳德光
執行董事兼首席財務官

李澤雄
獨立非執行董事

孟曉蘇
獨立非執行董事

楊步亭
獨立非執行董事

趙大新
獨立非執行董事

審核委員會

李澤雄 *主席*

孟曉蘇

楊步亭

趙大新

薪酬委員會

李澤雄 *主席*

楊宏光

孟曉蘇

楊步亭

趙大新

提名委員會

周政 *主席*

李澤雄

孟曉蘇

楊步亭

趙大新

主要往來銀行

香港上海滙豐銀行有限公司
中國建設銀行股份有限公司
中國工商銀行
恒豐銀行
北京銀行
招商銀行

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 1101-12, 11/F, Sun Hung Kai Centre
30 Harbour Road, Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY SECRETARY

Sze Wing Kin, Pierre

AUTHORISED REPRESENTATIVES

Sze Wing Kin, Pierre
Zhou Zheng

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

SOLICITORS

P.C. Woo & Co.
Conyers Dill & Pearman

STOCK CODE

593

INVESTOR RELATIONS DEPARTMENT OF THE COMPANY

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E-mail: investor.inquiry@skyocean.com

COMPANY WEBSITE

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註冊辦事處

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百慕達股份過戶登記總處

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The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

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香港
皇后大道東183號
合和中心22樓

公司秘書

施永健

授權代表

施永健
周政

核數師

德勤•關黃陳方會計師行
執業會計師

律師

胡百全律師事務所
Conyers Dill & Pearman

股份代號

593

公司投資者關係部

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SHAREHOLDERS' REFERENCE 股東參考資料

LISTING PLACE

Main Board of The Stock Exchange of Hong Kong Limited

INVESTOR RELATIONS AND MEDIA CONTACT

Strategic Financial Relations (China) Limited

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18 Harcourt Road, Hong Kong

FINANCIAL YEAR END

31 December

FINANCIAL CALENDER

Annual Results Announcement Date

29 March 2017

ANNUAL GENERAL MEETING

2 June 2017

上市地點

香港聯合交易所有限公司主板

投資者關係及媒體聯絡

縱橫財經公關顧問(中國)有限公司

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海富中心一期2401-2室

財務年結日期

12月31日

財務日誌

公佈全年業績日期

2017年3月29日

股東週年大會日期

2017年6月2日

CHAIRMAN'S STATEMENT

主席報告





CHAIRMAN'S STATEMENT 主席報告

I am pleased to present the annual results of SkyOcean International Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) for the year ended 31 December 2016.

FINANCIAL RESULTS

During the year under review, the Group recorded revenue from continuing operations of approximately HK\$12.8 million, a 78.2% decrease compared to approximately HK\$59.0 million in 2015. The decrease in revenue mainly resulted from the decrease in sales of completed commercial units in the Group's property project located in Qian'an, Hebei Province, the People's Republic of China (the “PRC”), namely the “4th Generation SkyOcean City” urban complex project. The Group recorded profit attributable to owners of the Company of approximately HK\$45.5 million in 2016 as compared to approximately HK\$551.8 million in 2015. Such decrease mainly resulted from the decrease in gain on fair value change of investment properties for the Group in the PRC from HK\$1,019.6 million in 2015 to HK\$511.5 million in 2016.

Basic earnings per share attributable to the owners of the Company for 2016 amounted to HK\$0.1743 (2015: HK\$2.3448).

The board of directors of the Company (the “Board” or the “Directors”) has decided not to propose a final dividend for the year ended 31 December 2016 (2015: Nil).

APPRECIATION

I would like to express my greatest appreciation to the entire staff of the Group for their hard work and efforts. I would also like to extend my gratitude to the investors, business partners, and shareholders of the Company (the “Shareholders”) for their support and confidence in the Group over the years. I am highly confident that the Group will continue to grow and create significant value to the consumers of our services, which shall generate significant shareholder value. I look forward to sharing with you more positive developments in years to come.

Zhou Zheng
Chairman

Hong Kong, 29 March 2017

本人欣然提呈天洋國際控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至2016年12月31日止年度之業績公佈。

財務業績

於回顧年度，本集團錄得持續經營業務收入約12.8百萬港元，較2015年約59.0百萬港元減少78.2%。收入減少主要由於本集團位於中華人民共和國（「中國」）河北省遷安之物業項目（即「天洋城4代」城市綜合項目）已落成之商業單位之銷售減少所致。本集團於2016年錄得本公司擁有人應佔溢利約45.5百萬港元，而2015年則錄得約551.8百萬港元。有關減少乃主要源於本集團於中國之投資物業公允價值變動之收益從2015年之1,019.6百萬港元減少至2016年之511.5百萬港元。

本公司擁有人於2016年應佔每股基本盈利為0.1743港元（2015年：2.3448港元）。

本公司董事會（「董事會」或「董事」）已決定不建議派發截至2016年12月31日止年度末期股息（2015年：無）。

鳴謝

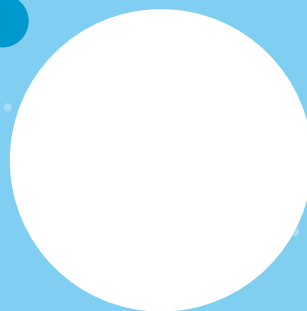
本人謹此向本集團全體員工致謝，感激彼等於年內的辛勤努力。本人亦向投資者、業務夥伴及本公司股東（「股東」）致謝，感激彼等多年來對本集團的支持和信任。本人十分有信心，本集團將繼續壯大，為我們服務的顧客創造重大價值，從而締造巨大的股東價值。本人期望於來年與各位共同見證更理想的發展。

周政
主席

香港，2017年3月29日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The revenue of the Group declined significantly for the year ended 31 December 2016 (the “Year” or the “period under review”) was mainly attributable to the disposal of the operations of elderly care services in Hong Kong, which was completed in August 2016, and the decrease in sales of completed commercial units of the “4th Generation SkyOcean City” Urban Complex project. The disposal of the operations of elderly care services was an important step of the strategic adjustment of the Group and was in line with the interests of the shareholders as a whole in the long run. Under the Hang Seng Industry Classification System of Hang Seng Indexes Company Limited, the industry classification of the Group has changed from “Healthcare Services” to “Property Development”, effective from September 2016. In December 2016, the Group succeeded in the bid of the land use rights of land situated in Wujiang District, Suzhou City, Jiangsu Province and Jiashan County, Jiaxing City, Zhejiang Province, the PRC, with a plan to develop property and tourism resorts-related business.

The year 2016 was crucial to the long term strategic adjustment of the Group. The disposal of original principal business and development of new business might have brought pressure on the operating results of the Group in the short term, however, the management was of view that such adjustment was necessary. We are confident that, as new business achieves progress and matures, the comprehensive strengths and profitability of the Group will be greatly enhanced in the coming years.

During the period under review, excluding the elderly care service which has been disposed of, the principal activities of the Group included development and operation of property and tourism resorts, and operation of innovation and start-ups incubation platform.

業務回顧

本集團於截至2016年12月31日止年度（「本年度」或「回顧期內」）之收入大幅下滑，主要是由於本集團於2016年8月完成出售於香港經營的護老服務業務以及「天洋城4代」城市綜合項目之商業單位之銷售收入減少所致。護老服務業務之出售乃為本集團戰略調整之重要一步，長遠而言符合本集團股東之整體利益。根據恒生指數有限公司編製之恒生行業分類系統，本集團所屬之行業分類已由「醫療保健服務」更新為「地產發展」，於2016年9月起生效。於2016年12月，本集團成功競得位於中國江蘇省蘇州市吳江區及浙江省嘉興市嘉善縣的土地使用權，計劃發展地產及旅遊度假區相關業務。

2016年是本集團長遠戰略調整的關鍵一年。原有主營業務之出售及新業務處於發展期，雖短期內對本集團之業績帶來壓力，但管理層相信，此等調整是必須及必要的。我們有信心，隨著新業務的逐步成熟發展，本集團的綜合實力及盈利能力將於未來數年得到較大的提升。

回顧期內，除已出售之護老服務業務外，本集團之主要業務包括地產及旅遊度假區相關之開發與營運，以及創新創業孵化平台之營運。



PROPERTY AND TOURISM RESORTS-RELATED BUSINESS

地產及旅遊度假區相關業務

Beijing Fangshan “COMB+” Project (The “Fangshan Project”)**北京房山超級蜂巢項目（「房山項目」）**

The Fangshan Project is located between the Southwest 5th and 6th Ring Roads in Beijing, the PRC, within 2-minute walking distance from Suzhuang Station on Fangshan Line of the Beijing Subway. The Group acquired three land parcels for the North, Central and South Zones of Phase 1 of the project in July 2014. Phase 1 of the project occupies a total site area of approximately 113,000 square metres, with a gross floor area of approximately 430,000 square metres and a planned saleable gross floor area of approximately 323,000 square metres. The project, as the first large-scaled integrated community in the region, comprises 25 apartment buildings, offices and high-end clubhouses, as well as a number of shopping malls, walking streets, outdoor car parks and leisure parks as auxiliary facilities. Owing to the high quality, excellent design, well-established auxiliary facilities and supreme service, the real estate projects of the Group enjoy a sound reputation. For instance, the show flats and clubhouses of this project were designed by renowned interior designer firm in Hong Kong. As a result, the project garnered strong support from the local government and continuous attention of residents in the local and surrounding cities since its inception.

房山項目位於中國北京市西南五環、六環之間，由北京地鐵房山線蘇莊站步行2分鐘可達。項目一期之北區、中區及南區三塊土地為本集團於2014年7月投得。項目一期總土地面積約11.3萬平方米，總建築面積約43萬平方米，規劃總樓面面積約32.3萬平方米。該項目包括共25座公寓、寫字樓及高級會所，並設有配套的多個購物廣場、步行街、露天停車場、休憩公園等，是區內首個大型綜合社區。本集團之地產項目以高品質、重設計、齊配套及優秀的服務在業界享有良好口碑，如本項目之示範單位及會所乃由香港之著名室內設計公司所設計。因此，本項目自發展以來，得到當地政府的大力支持及當地和周邊城市居民的持續關注。

The construction of the North Zone and Central Zone of Phase 1 of the Fangshan Project was expected to be completed in 2017, and the South Zone was to be completed in 2018. Given the favorable market conditions and strong demand in the region, several apartment buildings of the North Zone of the Fangshan Project were highly sought after when they were launched to the market in May 2016, September 2016 and March 2017. As at 31 December 2016, the Group received partial prepayment from pre-sale amounted to approximately HK\$507 million. The revenue will be recognised upon the delivery of properties to purchasers in mid-2017.

房山項目一期之北區及中區將於2017年竣工，南區預計於2018年竣工。因應區內良好的市場環境及強勁的購買需求，房山項目於2016年5月、9月及2017年3月分別推出北區數棟公寓，認購反應熱烈。截至2016年12月31日，本集團收到預售之部分預付款項約507百萬港元。該收益將於2017年年中向買家交付物業後確認。

The management will keep abreast of the market trend and make timely adjustment to the marketing strategy, with the aim of maximizing profitability and shareholders' returns.

管理層將緊貼市場走勢，適時調整銷售策略，期望以增加獲利空間，為股東帶來最大回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

“4th Generation SkyOcean City” Urban Complex Project (The “Qian’an Project”)

The Qian’an Project is located in Qian’an City of Hebei Province, the PRC. It will be developed into a multifunctional urban complex for commercial, office, apartment, tourism, cultural, dining, entertainment and shopping purposes, with a shopping center, a commercial zone, offices, restaurants and apartment units.

As at 31 December 2016, the Qian’an Project comprised ten parcels of land with a total site area of approximately 225,000 square metres. Phase 1 of the Project comprised two parcels of land with a total site area of approximately 106,000 square metres, a planned gross floor area of 163,000 square metres with six commercial buildings. Phase 2 and 3 of the Project have a total site area of approximately 119,000 square metres and a planned gross floor area of approximately 389,000 square metres.

The Group is optimistic about the long-term outlook of the region. During the period under review, sales revenue and rental income from the Qian’an Project amounted to HK\$4.68 million and HK\$4.13 million respectively, totalling HK\$8.81 million.

Irvine Project in California, U.S.A.

In April 2016, the Group established a subsidiary in order to develop the project located in Irvine, California, U.S.A.. The Group invested US\$22.5 million and owned 90% interests of the subsidiary.

The project was a property development project located in Irvine, California, U.S.A. with a planned gross floor area of 380,000 square feet, and would be used to construct 371 apartment units.

The Group has actively been seeking relevant investment opportunities with growth potential to expand its business portfolio, diversify its income source and possibly enhance its financial performance. Given the location of the project is close to the Silicon Valley where numerous established technology companies, startup companies and incubators are located, the project (i) represents a sound opportunity to expand the Group’s incubation-related business; (ii) will generate satisfactory return to the Group; and (iii) strengthen its overseas portfolio.

「天洋城4代」城市綜合項目（「遷安項目」）

遷安項目位於中國河北省遷安市，將發展成為多用途城市綜合體，集商業、辦公室、公寓、旅遊、文化、飲食、娛樂及購物於一身，附設購物中心、商業區、辦公室、飲食區及公寓單位。

於2016年12月31日，遷安項目由十幅地塊組成，總土地面積約22.5萬平方米。項目一期包括兩幅土地，總土地面積約10.6萬平方米，規劃總建築面積為16.3萬平方米，將建成6座商業大廈。項目第二及第三期總土地面積約11.9萬平方米，規劃總建築面積約38.9萬平方米。

本集團對該區之長遠發展持樂觀態度。回顧期內，來自遷安項目的銷售收入為4.68百萬港元，租金收入為4.13百萬港元，合共8.81百萬港元。

美國加利福尼亞爾灣項目

於2016年4月，本集團成立附屬公司，以開發美國加利福尼亞爾灣之項目。本集團對附屬公司投資22.5百萬美元，並擁有附屬公司90%之權益。

項目為位於美國加利福尼亞爾灣的物業開發項目（規劃總建築面積為380,000平方呎），用於建造371個公寓單位。

本集團一直在積極物色增長潛力巨大之投資機會，以擴大其業務組合、豐富其收入來源及盡可能提升其財務表現。鑒於項目之位置臨近聚集了大量科技公司、創業公司及孵化器之矽谷，項目(i)為擴大本集團孵化相關業務之良好機會；(ii)將為本集團帶來理想回報；及(iii)可增強其海外資產。

Wujiang Project and Jiashan Project

In December 2016, the Group succeeded in the bid of the land use right of land situated in Wujiang District, Suzhou City, Jiangsu Province, the PRC for a consideration of approximately RMB135 million. The land parcel has a site area of approximately 26,000 square metres and will be developed for Phase 1 of the Wujiang Project.

In the same month, the Group succeeded also in the bid of the land use right of land situated in Jiashan County, Jiaxing City, Zhejiang Province, the PRC for a consideration of approximately RMB65 million. The land parcels have a site area of approximately 70,000 square metres and will be developed for Phase 1 of the Jiashan Project.

Wujiang Project and Jiashan Project are to be developed into cultural tourism real estate projects, where the Group strives to establish a cultural landmark and tourist destination in Greater Shanghai region. The management is of view that the co-development of traditional real estate and cultural tourism real estate projects will boost the long term profitability of the Group and enhance our comprehensive strengths.

OTHER BUSINESS

Operation of “COMB+” Global Innovation and Entrepreneurship Incubation Platform (“COMB+”)

The short-term objective of “COMB+” is to build brand recognition and explore the best operating and profit model in the course of development. During the period under review, “COMB+” witnessed rapid business growth and achieved significant growth in service income (mainly derived from start-up services including company registry, public administration, financial management, legal advice, tax advice, trademark registration and maintenance, patent registration and maintenance, marketing and PR, recruitment, industry resources, investment and financing, etc.). The increase in “COMB+” service income was mainly attributable to the cooperation between “COMB+” and overseas famous incubators during the period under review and “COMB+” has provided short-term innovative courses on legal, taxation and marketing matters for overseas startups entering the Chinese market in exchange for service fees.

吳江項目及嘉善項目

於2016年12月，本集團以約人民幣135百萬元競得位於中國江蘇省蘇州市吳江區地塊的土地使用權，佔地面積約2.6萬平方米。該土地將用作本集團吳江項目一期之開發。

同月，本集團再下一城，以約人民幣65百萬元成功競得中國浙江省嘉興市嘉善縣地塊之土地使用權，佔地面積約7萬平方米。該土地將用作本集團嘉善項目一期之開發。

吳江項目與嘉善項目規劃為文化旅遊地產，將致力打造大上海地區之文化地標和旅遊度假目的地。管理層相信，傳統地產與文化旅遊地產項目共同發展，將有助於改善本集團的長期盈利能力，同時加強我們的綜合實力。

其他業務

營運「超級蜂巢」全球創新創業孵化平台（「超級蜂巢」）

超級蜂巢之短期目標為打造品牌知名度、在發展中探索最佳之營運及盈利模式。回顧期內，超級蜂巢之業務發展迅速，其服務費收入（主要來自提供公司註冊、公共行政、財務管理、法務諮詢、稅務諮詢、商標註冊及維護、專利註冊及維護、市場推廣、人才招聘、產業資源對接、投融資配對等創業服務）大幅增加。超級蜂巢服務費收入之增加，主要是由於超級蜂巢在回顧期內，重點發展與海外知名孵化器的合作，為海外創業公司進軍中國市場提供有關法律、稅務、營銷等之短期創新課程，並收取服務費。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Elderly Care Service (Disposed)

In July 2016, the Group and the purchaser entered into the Agreement for the disposal of the entire business of elderly care services of the Group, at a consideration of HK\$20 million. The transaction was completed in August 2016 and recorded gain on disposal of approximately HK\$4 million.

PROSPECTS

Leveraging years of experience in property development, high quality real estate projects, as well as creative and world leading design concepts, the Group is always able to secure land resources at a competitive price, which are converted into quality commercial units and bring considerable revenue. In addition, the Group upholds innovative entrepreneurship and aims to expand into diverse businesses that have growth potential with its global vision and internal strengths, with a view to further expand customer base and revenue resource in the future, thus generating sustainable and better returns to shareholders.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2016, the equity attributable to the owners of the Company amounted to HK\$2,749.8 million, representing an increase of HK\$26.6 million from that of 31 December 2015. During the current year, 15,763,780 ordinary shares of HK\$0.1 each were issued for cash at an adjusted subscription price of HK\$4.95 per share, pursuant to the exercise of the Company's warrants before their expiry date of 4 March 2016 for a total cash consideration of approximately HK\$78.0 million. The listing of the warrants have been withdrawn from The Stock Exchange of Hong Kong Limited on 4 March 2016.

On 12 November 2015, the Company issued a two-year term RMB 8.5% secured convertible bonds due 2017 in an aggregate principal amount of RMB29,520,000 (the "Convertible Bonds I") to an independent third party. In addition to which, on the same date, the Company also issued a two-year term HK\$ 8.5% secured guaranteed bonds due 2017 in an aggregate principal amount of HK\$270,000,000 (the "Bonds I") to the same holder of the Convertible Bonds I.

護老服務 (已出售)

於2016年7月，本集團與買方訂立協議，以總代價20百萬港元出售本集團之全部護老服務業務。該交易已於2016年8月完成，並錄得約4百萬港元之出售收益。

展望

憑藉多年的地產開發經驗、高品質的房產項目、極具創意及達國際水平的設計概念，本集團常能以極具競爭力的價格競得地塊，並轉化成優質之商住單位，取得可觀的收益。此外，本集團秉持創新的企業精神，以全球化發展的目光，在發揮自身優勢的基礎上繼續積極開拓具增長潛力的多元化業務，進一步擴大客戶群及未來收入來源，為股東帶來更大更長遠的回報。

流動資金及財務資源

於2016年12月31日，本公司擁有人應佔權益為2,749.8百萬港元，較2015年12月31日增加約26.6百萬港元。於年內，本公司於其認股權證到期日2016年3月4日前獲行使後，以經調整認購價格每股4.95港元，發行15,763,780股每股面值0.1港元之普通股，所獲現金代價總額約78.0百萬港元。該等認股權證已於2016年3月4日於香港聯合交易所有限公司撤銷上市。

於2015年11月12日，本公司向獨立第三方發行於2017年到期本金總額為人民幣29,520,000元的兩年期有抵押人民幣計值，按年利率8.5%計息之可換股債券（「可換股債券I」）。此外，於同日，本公司亦向可換股債券I之相同持有人發行於2017年到期本金總額為270,000,000港元的兩年期有抵押有擔保港元計值，按年利率8.5%計息之債券（「債券I」）。

On 24 December 2015, the Company issued a five-year term RMB zero coupon convertible bonds due 2020 in an aggregate principal amount of RMB1,500,000,000 (the “Convertible Bonds II”) to SkyOcean Investment Holdings Limited, the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng.

On 28 June 2016, the Company entered into a subscription agreement with the same holder of the Convertible Bonds I and the Bonds I, for the purpose of issuing three-year term HK\$ 8% secured guaranteed bond due in 2019 in an aggregate principal amount of HK\$470,000,000 (the “Bonds II”). The Company issued the first tranche of the Bonds II amounting to HK\$70,000,000 on 30 June 2016. The second tranche of the Bonds II amounting to HK\$400,000,000 was issued on 5 July 2016.

On 28 June 2016, SkyOcean Investment Holdings Limited, the holder of the Convertible Bonds II entered into a deed of charge with the holder of the Bonds II, and charged over certain part of Convertible Bonds II amounting to RMB450,000,000 in favour of the holder of the Bonds II.

On 28 June 2016, the Company reached an agreement with the holder of the Convertible Bonds I and the Bonds I to extend the maturity date of Convertible Bonds I and the Bonds I from 12 November 2017 to 30 June 2019. The extension mentioned above did not result in material impact on the financial information of the Group for the current year.

In March 2017, the holder of Convertible Bonds I converted part of the Convertible Bonds I with principal amount of RMB9,840,000 into 1,000,000 ordinary shares of the Company at the specific conversion exchange rate and conversion price.

As at 31 December 2016, no warrants (2015: approximately 16,000,000 warrants) and approximately 281,000,000 (2015: 281,000,000) conversion shares remained outstanding and have not been converted.

於2015年12月24日，本公司發行於2020年到期本金總額為人民幣1,500,000,000元的五年期人民幣計值零票息之可換股債券（「可換股債券II」）予天洋投資控股有限公司（本公司之直接控股公司並由周政先生實益擁有80%權益）。

於2016年6月28日，本公司與可換股債券I及債券I之相同持有人就發行於2019年到期本金總額為470,000,000港元的三年期有抵押有擔保港元計值，按年利率8%計息之債券（「債券II」）訂立一份認購協議。本公司於2016年6月30日發行第一批金額為70,000,000港元之債券II。第二批金額為400,000,000港元之債券II於2016年7月5日發行。

於2016年6月28日，天洋投資控股有限公司（可換股債券II持有人）與債券II持有人訂立抵押契約，並以債券II持有人為受益人抵押部分可換股債券II，金額為人民幣450,000,000元。

於2016年6月28日，本公司與可換股債券I及債券I之持有人達成協議，將可換股債券I及債券I之到期日由2017年11月12日延長至2019年6月30日。上述延長並未對本集團本年度之財務資料造成重大影響。

於2017年3月，可換股債券I持有人按特定兌換匯率及轉換價將本金額為人民幣9,840,000元之可換股債券I轉換為1,000,000股本公司普通股。

於2016年12月31日，概無認股權證（2015年：約16,000,000份認股權證）及約281,000,000（2015年：281,000,000）股兌換股份尚未行使且尚未兌換。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group normally provides its business with the operating fund that comes from internal cash flow and the credit provided by principal correspondent banks in Hong Kong and the PRC. As at 31 December 2016, the Group's cash and bank balances amounted to approximately HK\$1,042.3 million (2015: approximately HK\$242.3 million), the majority of which were held in Hong Kong dollars ("HK\$") and Renminbi ("RMB"). As at 31 December 2016, the Group's bank and other borrowings amounted to approximately HK\$3,986.8 million (2015: approximately HK\$2,102.8 million) and were principally settled in RMB carrying interest at fixed and floating lending rates.

As at 31 December 2016, the Group's liability component of Bonds and Convertible Bonds with carrying amounts of approximately HK\$1,932 million (2015: HK\$1,485 million) comprised of four portions, including bonds in the amounts of HK\$270,000,000 and HK\$470,000,000 respectively and convertible bonds in the amounts of RMB1,500,000,000 and RMB29,520,000 respectively. In 2016, the interest expenses incurred were approximately HK\$155 million.

As at 31 December 2016, the Group's current ratio was 2.14 (2015: 1.14), based on the current assets of approximately HK\$5 billion (2015: HK\$3.95 billion) and current liabilities of approximately HK\$2.34 billion (2015: HK\$3.45 billion). As at 31 December 2016, the Group's gearing ratio was approximately 2.6 times (2015: 1.9 times) based on total liabilities of approximately HK\$7.39 billion (2015: HK\$5.18 billion) and total equity of approximately HK\$2.81 billion (2015: HK\$2.79 billion).

CURRENCY AND FINANCIAL RISK MANAGEMENT

With the majority of the Group's businesses transacted in Renminbi and Hong Kong dollar, the aforesaid currencies are defined as the functional currency of the Company and some subsidiaries respectively. Apart from certain bank balances and cash and bonds denominated in foreign currencies, the Group is not subject to any significant risk from fluctuations in exchange rates. No currency hedging arrangement had been made by the Group during 2016. The Group will closely monitor and manage its exposure to fluctuation in foreign exchange rates.

PLEDGE OF ASSETS

As at 31 December 2016, deposits of RMB862,000,000 (equivalent to HK\$963,656,000) (2015: deposits of HK\$909,525,000) and bank deposit of HK\$3,589,000 (2015: Nil) were pledged to secure the loans granted to the Group.

本集團一般以內部現金流量以及香港及中國主要往來銀行所提供的信貸為其業務提供營運資金。於2016年12月31日，本集團有現金及銀行結餘約1,042.3百萬港元（2015年：約242.3百萬港元）。本集團的現金及銀行結餘大部分以港元（「港元」）及人民幣（「人民幣」）持有。於2016年12月31日，本集團的銀行及其他借貸約為3,986.8百萬港元（2015年：約2,102.8百萬港元）。本集團的銀行及其他借貸主要以人民幣結算，並按固定及浮動借貸利率計算利息。

於2016年12月31日，本集團債券及可換股債券負債部分總計之賬面值約為1,932百萬港元（2015年：1,485百萬港元），由四筆分別為本金額為270,000,000港元及470,000,000港元的債券；本金額為人民幣1,500,000,000元及人民幣29,520,000元的可換股債券負債部分組成。於2016年度，相關利息費用約為155百萬港元。

於2016年12月31日，本集團流動比率為2.14（2015年：1.14），乃根據流動資產約50億港元（2015年：39.5億港元）及流動負債約23.4億港元（2015年：34.5億港元）計算。於2016年12月31日，本集團的資產負債比率約2.6倍（2015年：1.9倍），乃根據總負債約73.9億港元（2015年：51.8億港元）及總權益約28.1億港元（2015年：27.9億港元）計算。

貨幣及財務風險管理

鑑於本集團大部份業務以人民幣及港元交易，故此上述貨幣分別被界定為本公司及其若干附屬公司之功能貨幣。除了若干銀行結餘及現金以及債券以外幣計值外，本集團並無面對任何重大匯率波動風險。於2016年度，本集團並無作出任何貨幣對沖安排。本集團會密切監察及管理其所面對之匯率波動風險。

資產抵押

於2016年12月31日，保證金人民幣862,000,000元（相當於963,656,000港元）（2015年：保證金909,525,000港元）及銀行存款3,589,000港元（2015年：無）已抵押作為本集團獲授貸款之擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2016, there were no material acquisitions or disposals of subsidiaries by the Group except for the disposal of Elderly Care Services in August 2016.

MANAGEMENT AND STAFF

At 31 December 2016, the total number of employees (including both full time and part time) was approximately 259. Total staff costs amounted to approximately HK\$63.2 million for the year ended 31 December 2016 (2015: HK\$64.5 million). The Group offers competitive remuneration packages, together with discretionary bonuses to its staff, based on industry practices, and individual and Group performances. The Group also offers training courses and continuous education sessions as part of the Group's emphasis on staff training and development.

DIVIDEND

The Board resolved not to recommend any final dividend for the year ended 31 December 2016 (2015: Nil).

MAJOR RISKS AND UNCERTAINTIES

There are certain risks and uncertainties that the Group face during its operation. Among which, there are certain risks that the Group cannot control. Such risks and uncertainties including factors such as economy conditions of both inside and outside China, credit policy and foreign exchange policies, and changes related to laws and regulations and enforcement policies.

With the growth and expansion of the Group's operations, the potential risks to the Group's business increase as well. In order to identify, assess and control the risks that may create impediments to the Group's success, the Group have implemented a risk management system that covers each material aspect of its operations, including financial security and compliance. The Group's Audit Committee is responsible for overseeing and assessing the Group's risk management policy and they supervise the performance of risk management system.

有關附屬公司之重大收購及出售事項

截至2016年12月31日止年度，除於2016年8月出售護老服務業務外，本集團並無進行有關附屬公司之重大收購及出售事項。

管理層及僱員

於2016年12月31日，本集團共有約259名僱員（包括全職及兼職）。截至2016年12月31日止年度，總僱員成本約63.2百萬港元（2015年：64.5百萬港元）。本集團根據行業慣例、僱員個人表現及本集團之表現為僱員提供具競爭力之薪酬組合及酌情花紅。本集團亦十分重視僱員培訓及發展，故此為僱員提供培訓課程及持續進修機會。

股息

董事會已議決不建議派發截至2016年12月31日止年度之末期股息（2015年：無）。

主要風險及不確定性

本集團的運營面臨著一定的風險及不確定性，其中一些風險是本集團所不能控制的。這些風險及不確定性包括國內外經濟形勢，中國信貸政策及外匯政策，及有關法律、法規和執法政策的變動等因素。

隨著本集團的業務增長及擴展，有關本集團業務的潛在風險亦同時增加。為識別、評估及控制可能阻礙本集團成功的風險，本集團已實施一套風險管理系統，覆蓋我們業務營運各重大方面，包括財務安全與合規。本集團的審核委員會負責監督及評估本集團的風險管理政策及監察風險管理系統的表現。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級行政人員一覽

DIRECTORS

ZHOU ZHENG

Mr. Zhou, aged 46, was appointed as an Executive Director, Chairman and Chief Executive Officer of the Company since January 2014. He is the sole director and beneficial owner of 80% equity interest in SkyOcean Investment, the immediate holding company of the Company. He is also the sole director of two subsidiaries of the Company, including Skyleaf Holdings Limited and SkyOcean International United Limited. Mr. Zhou has over 12 years of working experience in the property development and commercial retail industries and over 9 years of experience in the financial investment industry. He is currently a shareholder, chairman of the Board and president of SkyOcean Holdings Group Co., Ltd. (天洋控股集團有限公司), a company established in the PRC and principally engaged in cultural, technological, financial investments and property development and consumer goods industries. Mr. Zhou is the chairman and general manager of Sichuan Tuopai Shede Group Co., Ltd, and the chairman of Sichuan Tuopai Shede Wine Co., Ltd., the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 600702.SH) Mr. Zhou is also a director of China Minerals Mining Corporation, the shares of which are listed on the Toronto Stock Exchange.

LAM YU YEE, BENJAMIN

Mr. Lam, aged 56, was appointed as an Executive Director and Vice Chairman of the Company since January 2017. Mr. Lam was the executive director and deputy chief executive officer of Pacific Century Premium Developments Limited ("PCPD"), a property developer listed in Hong Kong. Mr. Lam served the company between 2004 to 2015. Prior to joining PCPD in 2004, Mr. Lam was chief financial officer of Asia Pacific Resources International Limited in Singapore in 2003 and was appointed as president of China operations in April 2004. Between 1999 to 2003, Mr. Lam was executive director and group chief financial officer of Sino Land Company Limited, a major property developer in Hong Kong. Prior to joining Sino Land Company Limited, he had worked in various investment banks and financial institutions for over 12 years and has substantial experience in corporate finance and investment banking. Mr. Lam holds a Bachelor of Science degree in Industrial Engineering from the University of Hong Kong and a Master of Business Administration degree from the Manchester Business School.

董事

周政

周先生，46歲，自2014年1月起獲委任為本公司之執行董事、主席兼行政總裁。彼為天洋投資之唯一董事並為天洋投資80%股權之實益擁有人，該公司為本公司之直接控股公司。彼亦為本公司兩間附屬公司之唯一董事，包括天叶控股有限公司及天洋國際聯合有限公司。周先生於物業開發及商業零售行業和金融投資行業分別擁有超過12年工作經驗及9年經驗。彼目前為天洋控股集團有限公司之股東、董事局主席及總裁，該公司為於中國成立之公司，主要從事文化產業、科技產業、金融投資、物業開發及消費品行業。周先生為四川沱牌舍得集團有限公司之董事長及總經理，以及沱牌舍得酒業股份有限公司（其股份於上海證券交易所上市（股份代號：600702.SH））之董事長。周先生亦為China Minerals Mining Corporation之董事，該公司之股份於多倫多證券交易所上市。

林裕兒

林先生，56歲，自2017年1月起獲委任為本公司執行董事兼副主席。林先生曾擔任盈科大衍地產發展有限公司（「盈大地產」）執行董事及副行政總裁，該公司為一間於香港上市之地產發展公司。林先生於2004年至2015年期間任職該公司。於2004年加入盈大地產之前，林先生於2003年在新加坡Asia Pacific Resources International Limited擔任財務總監，並於2004年4月獲委任為中國業務總裁。於1999年至2003年間，林先生是信和置業有限公司（香港一間主要地產發展商）執行董事兼集團財務總監。在加入信和置業有限公司之前，彼曾於多間投資銀行及金融機構任職超過12年，並擁有豐富企業融資及投資銀行經驗。林先生持有香港大學工業工程理學士學位及曼徹斯特商學院工商管理碩士學位。

YANG HONGGUANG

Mr. Yang, aged 54, was appointed as an Executive Director of the Company since January 2015. He graduated from Beijing Iron and Steel Institute (北京鋼鐵學院) (now known as University of Science & Technology Beijing (北京科技大學)) in 1984 and completed the Executive MBA Programme of China Europe International Business School and was awarded the degree of Master of Business Administration in 2003. Mr. Yang is currently an executive director and vice president of SkyOcean Holdings Group Co., Ltd. (天洋控股集團有限公司). Prior to that, Mr. Yang had been the executive vice president of Changchun Jida Easy Software Engineering Co., Ltd. (長春吉大工易軟件有限公司), general manager of Beijing Weihao Smart Glass Co., Ltd. (北京偉豪智能玻璃有限公司), deputy general manager of Qinhuangdao Anyue Real Estate Development Co., Ltd. (秦皇島安岳房地產開發有限公司), deputy general manager of Qinhuangdao Ocean Properties Co., Ltd. (秦皇島海洋置業有限公司) and vice president of Baotou Iron and Steel Design and Research Institute, Qinhuangdao Branch (包頭鋼鐵設計研究院秦皇島分院). Mr. Yang has more than 30 years of experience in enterprise management and development.

LIN GUOXIONG

Mr. Lin, aged 52, was appointed as an Executive Director of the Company since July 2016. He is responsible for strategic mergers and acquisitions investments. Mr. Lin has over 20 years' experience in corporate finance and corporate strategy development. In 2015, Mr. Lin was the chief investment officer of China National BlueStar (Group) Co., Ltd (中國藍星(集團)股份有限公司). From 2010 to 2014, Mr. Lin was a global emerging markets corporate development vice president of Covidien plc, a company then listed on the New York Stock Exchange (stock Code: COV). From 2007 to 2010, Mr. Lin was an Asia Pacific corporate mergers and acquisition vice president of Honeywell International Inc., a company listed on New York Stock Exchange (stock Code: HON). From 2000 to 2007, Mr. Lin was a global business development vice president of Huawei Technologies Co., Ltd. Mr. Lin graduated from Monash University, Australia, with a master's degree in business law in 2006, and obtained a master's degree in applied finance from Macquarie University, Australia in 1992. Mr. Lin is currently a vice president of SkyOcean Holdings Group Co., Ltd. (天洋控股集團有限公司) and general manager of mergers and acquisition centre.

楊宏光

楊先生，54歲，自2015年1月起獲委任為本公司執行董事。彼在1984年畢業於北京鋼鐵學院（現名：北京科技大學），2003年在中歐國際工商學院完成了在職高層管理人員工商管理碩士課程，並獲授工商管理碩士學位。彼目前為天洋控股集團有限公司之執行董事及副總裁。此前，楊先生曾任職長春吉大工易軟件有限公司執行副總裁、北京偉豪智能玻璃有限公司總經理、秦皇島安岳房地產開發有限公司副總經理、秦皇島海洋置業有限公司副總經理、包頭鋼鐵設計研究院秦皇島分院副院長等職務，對企業管理和發展累積超過30年經驗。

林國雄

林先生，52歲，自2016年7月起獲委任為本公司執行董事。彼負責策略併購投資。林先生於企業財務及企業戰略發展方面擁有逾20年經驗。於2015年，林先生為中國藍星（集團）股份有限公司之首席投資官。自2010年至2014年，林先生為Covidien plc之全球新興市場企業發展副總裁，該公司當時於紐約證券交易所上市（股份代號：COV）。自2007年至2010年，林先生為Honeywell International Inc.之亞太區企業兼併收購副總裁，該公司於紐約證券交易所上市（股份代號：HON）。自2000年至2007年，林先生為華為技術有限公司之全球企業發展副總裁。林先生於2006年畢業於澳洲莫納什大學，獲頒商法碩士學位，並於1992年獲澳洲麥考瑞大學頒發運用金融學碩士學位。彼目前為天洋控股集團有限公司之副總裁及併購中心總經理。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級行政人員一覽

CHAN TAK KWONG

Mr. Chan, aged 46, was appointed as an Executive Director and Chief Financial Officer of the Company since January 2014 and March 2016 respectively and served as Company Secretary of the Company from January 2014 to January 2016. Mr. Chan also serves as a director of several subsidiaries of the Company. He has over 20 year experience in financial management, financial audit, group reorganisation, and merger & acquisition. He joined SkyOcean Group Holdings Co., Ltd. (天洋控股集團有限公司) in July 2013 and is currently the financial controller of the finance center. Prior to that, Mr. Chan mainly worked in Ernst & Young and Deloitte Touche Tohmatsu from 1994 to 2013. Mr. Chan holds a Bachelor's Degree in Accountancy from the City University of Hong Kong and is a member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales.

LI CHAK HUNG

Mr. Li, aged 52, was appointed as an Independent Non-Executive Director of the Company in October 2004. He graduated from The Chinese University of Hong Kong and holds a Bachelor's Degree of Business Administration and is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Fellow of The Taxation Institute of Hong Kong. He has over 25 years experience in accounting, auditing, taxation and financial management. Mr. Li is currently an independent non-executive director of Sandmartin International Holdings Limited (Stock Code: 482) and Dan Form Holdings Company Limited (Stock Code: 271), whereas all companies are listed on The Stock Exchange of Hong Kong Limited.

MENG XIAOSU

Dr. Meng, aged 68, was appointed as an Independent Non-Executive Director of the Company in March 2014. Dr. Meng holds a Ph.D. degree in economics from Peking University and was employed as a visiting professor at various colleges and universities, including Peking University, Renmin University of China and China University of Political Science and Law. Dr. Meng received a special subsidy in recognition of his academic achievement in business administration aspect as "An Outstanding Expert" by the State Council of China in 2005.

Dr. Meng is currently a consultant of China National Real Estate Development Group Corporation ("CRED") (中國房地產開發集團公司), a company established in the PRC, the chairman of Huili Investment Fund Management Company Limited (匯力投資基金管理有限公司), an investment fund management firm established in the PRC, and the chairman of the supervisory board of Shanghai Life Insurance Co., Ltd. (上海人壽保險股份有限公司), an insurance company established in the PRC. Dr. Meng worked in CRED from 1992 to 2006, where he has served as general manager, chairman, and etc..

陳德光

陳先生，46歲，分別自2014年1月起及2016年3月起獲委任為本公司之執行董事及首席財務官，並於2014年1月至2016年1月擔任本公司之公司秘書。陳先生亦為本公司若干附屬公司之董事。彼於財務管理、財務審核、集團重組及併購方面擁有逾20年經驗。彼於2013年7月加入天洋控股集團有限公司，現為財務中心的財務總監。此前，陳先生於1994年至2013年主要於安永會計師事務所及德勤華永會計師事務所任職。陳先生持有香港城市大學會計學學士學位，亦為香港會計師公會及英格蘭及威爾斯特許會計師公會之會員。

李澤雄

李先生，52歲，於2004年10月獲委任為本公司之獨立非執行董事。彼畢業於香港中文大學並持有工商管理學士學位，並為香港會計師公會執業會計師及香港稅務學會資深會員。彼於會計、審計、稅務及財務管理工作方面擁有逾25年經驗。李先生現為聖馬丁國際控股有限公司（股份代號：482）及丹楓控股有限公司（股份代號：271）的獨立非執行董事，該等公司均於香港聯合交易所有限公司上市。

孟曉蘇

孟博士，68歲，於2014年3月獲委任為本公司之獨立非執行董事。孟博士持有北京大學經濟學博士學位及曾於北京大學、中國人民大學及中國政法大學等高校出任客席教授。孟博士現時獲得一項特別津貼，以表彰其於2005年獲中國國務院就其在工商管理方面的學術成就而授予的「優秀專家」資格。

孟博士目前為中國房地產開發集團公司（「中國房地產開發集團」，一間於中國成立的公司）理事長、匯力投資基金管理有限公司（一間於中國成立的投資基金管理公司）董事長以及上海人壽保險股份有限公司（一間於中國成立的保險公司）監事會主席。孟博士於1992年至2006年在中國房地產開發集團先後擔任總經理、董事長等職務。

YANG BUTING

Mr. Yang, aged 71, was appointed as an Independent Non-Executive Director of the Company in June 2014. He graduated from Changchun College of Geology (長春地質學院) (now known as College of Earth Science of Jilin University (吉林大學地球科學學院)) in 1969, and has been engaged in the film industry since 1972. He is currently a member of the China Film Association and the National Board of Film Censorship (國家電影審查委員會). He is a visiting professor of Beijing Film Academy, University of International Business and Economics, and the Communication University of China. Mr. Yang was a manager of Hebei Film Company (河北省電影公司), a vice general manager of China Film Company (中國電影公司), a director of China Research Institute of Film Science and Technology, the deputy head of the Bureau of Film under the State Administration of Radio, Film and Television of the PRC, and chairman of China Film Group Corporation. He has been awarded the State Science and Technology Awards and Huabiao Awards and is entitled to government allowance by the State Council of the PRC. He has extensive experience in film investment, production, promotion and distribution, establishment of cinema network and application of digital film technology. With over 30 years of experience in the film industry, Mr. Yang has led a number of influential film projects, such as the development of the national e-ticket administration system and IMAX movie camera, application and research of digital film technology, and the establishment of a national digital film production base (namely, the State Production Base of China Film Group (Huairou)), making substantial contribution to film development in China.

ZHAO DAXIN

Mr. Zhao, aged 62, was appointed as an Independent Non-Executive Director of the Company in December 2014. He graduated from the Chinese Faculty of Northwest University in 1977. After graduation, he served as the secretary of Youth League committee and the deputy Party secretary in the Direct Subordinate Organization of Shaanxi Provincial Government. In 1989, he became the deputy chief of Yanta District, Xi'an City, Shaanxi Province. Mr. Zhao then served as the general manager and chief editor of China Record Corporation from May 2001 to February 2008, and the Party secretary and vice chairman of China Record Corporation from February 2008 to October 2014.

楊步亭

楊先生，71歲，於2014年6月獲委任為本公司之獨立非執行董事。彼在1969年畢業於長春地質學院（現名：吉林大學地球科學學院），1972年開始從事電影工作。現任中國電影家協會會員，國家電影審查委員會委員。彼在北京電影學院、外經貿大學、中國傳媒大學出任客席教授。楊先生曾任河北省電影公司經理、中國電影公司副總經理、中國電影科學技術研究所所長、國家廣播電影電視總局電影局副局長、中國電影集團公司董事長等職務。彼獲國家科技進步獎、華表獎等，享受國務院政府津貼。彼在電影投資、製作、宣傳發行、院線建設、數位電影技術應用等方面積累了豐富經驗。在30多年的電影工作中，楊先生曾主持多個具影響力的電影項目，如：開發全國電腦售票管理系統及IMAX電影攝影機研製、數位電影技術應用與研究及建立國家數位電影製作基地（即中影懷柔基地）等，為中國電影的發展作出了積極貢獻。

趙大新

趙先生，62歲，於2014年12月獲委任為本公司之獨立非執行董事。彼在1977年畢業於西北大學中文系。畢業後歷任陝西省政府直屬機關團委書記、黨委副書記。彼自1989年起出任陝西省西安市雁塔區副區長。趙先生之後於2001年5月至2008年2月出任中國唱片總公司總經理、總編輯；於2008年2月至2014年10月出任中國唱片總公司黨委書記、副董事長。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級行政人員一覽

COMPANY SECRETARY

SZE WING KIN, PIERRE

Mr. Sze, aged 40, was appointed as the Corporate Finance and Investor Relations Director and Company Secretary of the Company since September 2015 and January 2016 respectively. He also serves as company secretary of several subsidiaries of the Company. He graduated from The Hong Kong University of Science and Technology with Bachelor of Business Administration (Hons) in Professional Accounting in 1998. Prior to that, Mr. Sze has been the Chief Financial Officer, Board Secretary and Company Secretary of a leading pure play integrated gold company in terms of gold resources in the PRC focusing on exploration, mining, processing and smelting of gold from September 2011 to August 2015. Mr. Sze served as Chief Financial Officer, Qualified Accountant and Company Secretary of Lijun International Pharmaceutical (Holding) Co., Ltd. (currently known as SSY Group Limited, Stock Code: 2005) from June 2008 to August 2011. Mr. Sze worked for several international and local audit firms including KPMG, PricewaterhouseCoopers and Deloitte Touche Tohmatsu from September 1998 to June 2008. Mr. Sze has extensive experience in corporate finance, investor relations, company secretarial, financial management, auditing, accounting, taxation, internal control, treasury and business advisory in Hong Kong and the PRC. Mr. Sze is a fellow member of The Association of Chartered Certified Accountants and The Hong Kong Institute of Certified Public Accountants.

公司秘書

施永健

施先生，40歲，分別自2015年9月起及自2016年1月起獲委任為本公司之企業融資及投資者關係總監及公司秘書。彼亦為本公司若干附屬公司之公司秘書。彼於1998年畢業於香港科技大學，獲頒工商管理（榮譽）學士學位，主修專業會計學。在此之前，施先生自2011年9月起至2015年8月一直擔任一間在中國黃金資源方面佔據領先地位且純粹經營黃金之綜合性公司之首席財務官、董事會秘書及公司秘書，該公司專注於勘探、開採、加工及熔煉黃金。施先生自2008年6月起至2011年8月擔任利君國際醫藥（控股）有限公司（現為石四藥集團有限公司，股份代號：2005）財務總監、合資格會計師及公司秘書。施先生自1998年9月起至2008年6月曾為多家國際及本地會計師事務所工作，包括畢馬威會計師事務所、羅兵咸永道會計師事務所及德勤•關黃陳方會計師行。施先生於香港及中國之企業融資、投資者關係、公司秘書、財務管理、審計、會計、稅務、內部控制、庫務及企業諮詢方面擁有豐富經驗。施先生為英國特許公認會計師公會及香港會計師公會資深會員。

INVESTOR RELATIONS REPORT

投資者關係報告

The Company attached great importance to communications with investors, financial institutions, the media and other stakeholders in order to establish a more efficient communication channel between the Company and the capital market. The investor relations department has maintained effective mutual communication and close relationships with investors, financial institutions and media through various channels such as the publication of annual report and interim report, press release, corporate newsletter and announcement, as well as the website of the Company. We believe that effective investor relations will help reduce financial costs and improve the liquidity of the shares of the Company, leading to a more solid shareholder base. The Company therefore undertakes to maintain high transparency and to release the financial and operation conditions and the latest news to the market promptly and accurately in compliance with the principle of “accurate, timely, and transparent” information disclosure. The Company strives to make the market have a deep understanding of the Company and maintain high corporate transparency in order to create maximum value for shareholders and other stakeholders.

本公司極為重視與投資者、金融機構、媒體及其他利益相關人士的溝通，致力於為本公司和資本市場之間搭建更為高效的溝通橋樑。投資者關係部門通過多種渠道，包括刊發年度報告及中期報告、發放新聞稿、企業通訊及公告和公司網站等，以保持投資者、金融機構、媒體的有效雙向溝通及緊密聯繫。公司相信有效的投資者關係有助降低融資成本，改善本公司股份的市場流動性，並建立更穩固的股東基礎。因此，本公司承諾保持公司高透明度及遵循「準確、及時、透明」的資訊披露原則，適時準確的向市場傳達本公司的財務、經營狀況以及最新消息。本公司致力深化市場對本公司的瞭解，及保持企業高透明度，從而為股東及持份者創造最大價值。

SHARE PERFORMANCE

股價表現

2016	2016年	Highest 最高	Lowest 最低
The Company's share price per share (HK\$)	本公司每股股價（港元）	12.58	7.95



INVESTOR RELATIONS REPORT

投資者關係報告

SHARE PERFORMANCE IN 2016 (2 JANUARY 2016 TO 30 DECEMBER 2016)

As at 30 December 2016, the Company had a total of 262,211,739 Shares and the market price per Share was HK\$11.78. Based on the closing price as at 30 December 2016, the market capitalisation of the Company amounted to HK\$3,089 million.

The investor relations department will continue to enhance the quality of communication with investors and maintain corporate transparency. To ensure easy access to the Company's updated information, all of our published information including announcements, interim and annual reports and press releases, are posted on the Company's website www.skyocean.com in a timely manner. Interested parties can also make enquiries by contacting the investor relations department (email: investor.inquiry@skyocean.com).

2016年股價表現(2016年1月2日至2016年12月30日)

於2016年12月30日，本公司總股數為262,211,739股，每股市場價格為11.78港元。以2016年12月30日的收市價格計算，本公司的市值約為3,089百萬港元。

本公司的投資者關係部門將繼續加強和提升與投資者的聯絡及溝通質量，並且保持公司的透明度。為確保容易獲得本公司的最新資訊，所有本公司刊發的資料包括公告、中期及年度報告及新聞稿均會及時上載至本公司網頁www.skyocean.com。有興趣人士亦可聯絡投資者關係部(電郵：investor.inquiry@skyocean.com)查詢。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

1. ABOUT THIS REPORT

SkyOcean International Holdings Limited (the “Group” or “We”) presents the first Environmental, Social and Governance (“ESG”) Report (the “ESG Report”) which covers environmental and social performance of the Group and its major subsidiaries to demonstrate our continuous commitment to sustainability. Additional information in relation to the Group’s corporate governance and financial performance can be found in other sections of this Annual Report. The ESG Report highlights our sustainability activities spanning over a period from 1 January 2016 to 31 December 2016.

The present scope of the ESG reporting covers the principal operating activities of the Group’s headquarters and subsidiaries in Hong Kong and in the People’s Republic of China (the “PRC”), which include property development and leasing, operation of innovation and start-ups incubation platform, and investment in financial instruments. We pledge to extend our corporate culture with the slogan of “limitless as the sky, embracing like the ocean, and sincere as our love for others” to our social responsibility. As being a responsible corporate, we fully integrate sustainable concepts with our business operation. We not only act as an innovation and start-ups incubator but also a creator of human and social values.

This ESG Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” (the “ESG Reporting Guide”) under Appendix 27 of the Main Listing Rules Chapter 13.91 of The Hong Kong Exchanges and Clearing Limited. With reference to the definition stated in the ESG Reporting Guide, the presentation of our ESG Report will divide those aspects and key performance indicators (“KPI”), which are considered to be relevant and material to the Group’s businesses and operations, into four subject areas: Environmental, Employment and Labour Practices, Operating Practices and Community. A complete list of index in compliance with the ESG Reporting Guide is also available at the end of this Report for reference.

1. 關於本報告

天洋國際控股有限公司（「本集團」或「我們」）欣然提呈首份環境、社會及管治（「環境、社會及管治」）報告（「環境、社會及管治報告」），內容涵蓋本集團及其主要附屬公司之環境及社會表現，顯示本集團對可持續發展之持續承擔。有關本集團企業管治及財務表現之更多資料，可參閱本年報其他章節。環境、社會及管治報告概括我們從2016年1月1日至2016年12月31日止期間的可持續發展活動。

環境、社會及管治報告之現有範圍涵蓋本集團位於香港及中華人民共和國（「中國」）的總部及其附屬公司之主要經營業務，其包括物業開發管理及租賃，創新及創業孵化平台營運，以及金融工具投資等。我們力求將「生之於天、容之於洋、愛之於人」的企業文化延伸至我們的社會責任。作為一間負責任企業，我們將可持續發展理念全面融合至我們的業務運營。我們不僅作為創新及創業孵化器，亦身兼人類及社會價值的創造者。

環境、社會及管治報告乃根據香港交易及結算所有限公司主板上市規則第13.91條附錄27「環境、社會及管治報告指引」（「環境、社會及管治報告指引」）編製。根據環境、社會及管治報告指引所述定義，環境、社會及管治報告之呈列分為四個範疇及主要績效指標（「主要績效指標」），被視為與本集團之業務及營運相關及有重大影響。該四個主要範疇為：環境、僱傭及勞工常規、營運慣例及社區。與環境、社會及管治報告指引通用之完整索引列表亦載於本報告末，以供參考。

1. ABOUT THIS REPORT— continued

In order to define what are relevant and material to our business with respect to sustainability, the key is to understand what issues our stakeholders are most concerned with. We define our stakeholders as people who affect our business or who are affected by our business. Our stakeholders include shareholders, employees, clients, suppliers, customers, environment and community. In our daily operation, we actively exchange information with our stakeholders through our transparent platform while we are devoted to continuous improvement of our communication system. We are committed to maintaining a long-term partnership with our stakeholders and are actively engaged in addressing their concerns with timely follow-up actions. If you, as one of our stakeholders, have any questions about the content of the ESG Report or comment on the Group's sustainability issues, please contact us via investor.inquiry@skyocean.com.

2. ENVIRONMENTAL

2.1 CORPORATE ENVIRONMENTAL POLICY

We pledge to reduce our environmental impact throughout our operation. We are accountable to protect the earth and to build a sustainable future for our generations and their generations. The Group is committed to upholding high environmental standards to fulfil relevant requirements under applicable laws or ordinances during the operation of the business.

1. 關於本報告一續

為確定本集團之業務在可持續發展方面之關聯性及重大程度，關鍵要點是明確持份者最為關注之問題。本集團將持份者定義為影響本集團業務或受本集團業務影響之人士。我們的持份者包括股東、僱員、顧客、供應商、客戶、環境及社區。於日常營運中，本集團通過具透明度之平台與持份者積極交流資訊，我們同時致力於持續改善我們的通訊系統。本集團致力與持份者維持長期夥伴關係，並及時採取後續工作積極解決彼等之關注事項。倘閣下（作為本集團之持份者）對環境、社會及管治報告之內容有任何問題或對本集團之可持續發展事項有任何意見，請通過investor.inquiry@skyocean.com與我們聯絡。

2. 環境

2.1 企業環境政策

我們承諾在營運過程中減少對環境的影響。我們有責任保護地球，為子孫後代創造一個可持續發展將來。本集團於業務運營過程中致力於保持嚴格的环境標準，以符合適用法律或條例下之相關規定。

2. ENVIRONMENTAL— continued

2.2 EMISSIONS

The Group actively maintains a steady focus on reducing our energy consumption to manage our impact on the air quality. The Group is committed to follow the “Indoor Temperature Energy Saving Charter” and the “No Incandescent Light Bulbs (“ILB”) Energy Saving Charter” introduced by the Environmental Bureau of Hong Kong. Specific measures have already been taken, which include maintaining an indoor temperature at an optimal level for comfort, installing LED lighting system in the offices, encouraging the employees to switch off the computers and monitors when not utilised, setting office machines such as copiers and TV monitors to switch off automatically after office hours, encouraging the employees to make the best use of modern telecommunication system to avoid unnecessary travel arrangement, and putting up signage emphasizing the importance of energy saving at offices are in place.

2.3 NON-HAZARDOUS WASTES

Besides implementation of energy saving initiatives throughout offices, the Group also promotes other environmental friendly measures to reduce disposal of non-hazardous waste (such as used paper) throughout the entire operation. We encourage our employees to reduce paper usage by using double-sided copying and by a more frequent use of electronic information systems for material sharing or internal administrative documents (such as implemented e-leave application system) as part of our environmental protection campaigns.

2. 環境—續

2.2 排放物

本集團積極保持注重減少我們的能源消耗，以管理我們對空氣質量的影響。本集團堅守香港環境局推行的「室內溫度節能約章」和「不要鎢絲燈泡節能約章」。我們已採取具體措施，包括維持最佳舒適室溫，在辦公室安裝LED照明系統，鼓勵僱員在不使用時關閉電腦及顯示器，設定複印機及電視監視器於辦公時間結束後自動關閉，鼓勵僱員善用現代通訊系統，以避免不必要之差旅安排，在辦公室張貼標識強調節能的重要性。

2.3 無害廢棄物

除於辦公室實行節能措施外，本集團亦推行其他環保措施，於整個業務營運過程中減少棄置無害廢棄物（例如廢紙）。本集團鼓勵僱員使用雙面複印以減少紙張使用，並在材料共享或內部行政文件（例如電子請假申請系統）方面多用電子信息系統，以此作為我們環境保護活動的一部分。

2. ENVIRONMENTAL— continued

2.4 ENVIRONMENTAL PERFORMANCE

In accordance with the ESG Reporting Guide set out by The Stock Exchange of Hong Kong Limited (the “SEHK”), the data of the “Emissions” and “Use of Resources” of the Group during the reporting period of 2016 are tabulated below.

Energy use and emissions 使用能源及排放	Unit 單位	2016 2016年
Electricity 電	kWh 千瓦特小時	366,150
Unleaded petrol 無鉛汽油	L 升	21,592
Diesel 柴油	L 升	10,661
Greenhouse gas emissions 溫室氣體排放量	CO2e (tonnes) 二氧化碳當量(噸)	292.6
NOx 氮氧化物	g 克	16,297
SOx 二氧化硫	g 克	489
PM 懸浮粒子	g 克	1,200
Resources use 使用物料	Unit 單位	2016 2016年
Paper 紙	Piece (kg) 張(千克)	322,534 (1612.7)
Water 水	m ³ 立方米	2,377

The Group will continue our commitment in environmental protection and to strive to build a green and healthy environment for the community we all live in, as a responsible corporate citizen.

作為負責任的企業公民，本集團將繼續履行環保承擔並努力為我們的生活社區營造綠色健康的環境。

2. 環境—續

2.4 環境表現

根據香港聯合交易所有限公司(「聯交所」)所載的環境、社會及管治報告指引，本集團於2016年報告期內的「排放物」及「資源使用」數據列表如下。

3. EMPLOYMENT AND LABOUR PRACTICES

3.1 COMPLIANCE WITH LABOUR LAWS

Our employees are mainly located in Hong Kong and the PRC. The Group safeguards the rights of our employees by strictly complying with the requirements of the Labour Law of Hong Kong and the Labour Law of the PRC. In the PRC, we have participated in welfare schemes concerning pension insurance, unemployment insurance, maternity insurance, occupational injury insurance and medical insurance in accordance with the local regulations including the Regulations on the Administration of Housing Provident Funds and the Social Insurance Law of the PRC. In Hong Kong, we provide medical insurance, disability and invalidity coverage, maternity leave, incentive and bonus etc. to all our full-time employees. We have also participated in the Mandatory Provident Fund (MPF) Scheme, prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong).

3.2 CORPORATE POLICY OF EMPLOYMENT AND LABOUR

The Group spends a great effort to provide a desirable workplace, continuous training programs and prospective career opportunities to our employees in order to attract and retain highly qualified employees. The Group believes that a strong and loyal team is invaluable to maintain a robust business performance and growth.

The Group aims to uphold a fair and equitable human resource policy, in which quality and merit of the candidates are the most important elements to be assessed during the recruitment and promotion processes. The Group offers equal employment opportunities to different genders, age groups and nationalities such that a sound of diversify of human resources can be achieved.

3. 僱傭及勞工常規

3.1 遵守勞工法律

本集團的僱員主要位於香港及中國。本集團嚴格遵守香港勞工法及中國勞動法的規定，以確保僱員的權利。在中國，我們已根據中國《住房公積金管理條例》及《社會保險法》等地方法規參與養老保險、失業保險、生育保險、工傷保險及醫療保險等福利計劃。在香港，我們向所有全職僱員提供醫療保險、傷殘保險、生育及哺乳假期、激勵及花紅等。我們亦參加《強制性公積金計劃條例》（香港法例第485條）規定的強制性公積金計劃。

3.2 僱傭及勞工相關之企業政策

本集團極力為僱員提供理想工作環境、持續培訓計劃及充滿前景之職業機遇，以吸引及挽留高質素僱員。本集團認為，一個強大而忠誠之團隊是維持業務強勁發展及壯大的最寶貴要素。

本集團旨在倡導公平及平等的人力資源政策，在聘用及晉升流程中候選人的質素及優勢為評估的最重要因素。本集團對不同性別、年齡及國籍之人士均提供公平僱傭機會，從而獲得全面多元的人力資源。

3. EMPLOYMENT AND LABOUR PRACTICES— continued

3.3 CORPORATE POLICY OF HEALTH AND SAFETY

The Group has been attaching great importance to provide a safe working environment and protect our employees from occupational hazards. For individual workstations, adjustable chairs and monitor screens for eye protection are provided. Additional occupation safety guidelines including proper working postures and posters of proper lifting method were accessible on the intranet and were put up at appropriate locations in offices respectively to raise the safety awareness among employees. We have also developed health and safety policies including prohibition of smoking in workplace, abuse of alcohol and drugs, identification and prevention of risks and hazards in the working area, and emergency actions for accidents or personal injuries. We require our employees to strictly adhere to and comply with such policies, which are set out in our employee handbook.

3.4 CORPORATE POLICY OF TRAINING AND RECRUITMENT

The Group anticipates that every position has its unique professional and technical needs and therefore, we ensure that every new joiner receives proper orientation training and mentoring in order to help them swiftly adapt to the new working environment. Continuous training programs are offered by the Group in different ways including internal training courses, comprehensive training for specific skill development, and professional training for relevant employees. Through education and training, the Group can nurture the employees to elevate their personal qualities, reinforce their skill-sets and keep up with the most advanced professional knowledge that their position may require.

3. 僱傭及勞工常規—續

3.3 健康與安全相關之企業政策

本集團一向注重於提供安全工作環境，保護僱員免受職業危害。對於個別工作崗位，我們提供可調整座椅及顯示屏幕以保護眼睛。額外的職業安全指引（包括適當工作姿勢及合宜起立方式之招貼）均可在內部互聯網獲得並分別張貼於辦公室的適當位置，以增強僱員的安全意識。我們亦已建立健康及安全政策，包括禁止在工作場所吸煙、濫用酒精及藥物、識別及預防工作區域的風險及危害，以及有關事故及傷害的緊急行動。本集團要求僱員嚴格遵守載於僱員手冊內的有關政策。

3.4 培訓及招聘相關之企業政策

本集團預期每個職位均有其獨特專業及技術需求，因此，我們確保每位新加入者均獲得恰當之導向培訓及指導，從而幫助彼等迅速適應新工作環境。本集團以不同方式提供持續培訓項目，包括內部培訓課程、針對具體技能發展的全面培訓，以及對相關僱員的專業培訓。透過教育及培訓，本集團可培育僱員提升其個人素質，強化其技能組合，保持彼等職位所需之最先進專業知識。

3. EMPLOYMENT AND LABOUR PRACTICES— continued**3.4 CORPORATE POLICY OF TRAINING AND RECRUITMENT— continued**

Sense of belonging and morale of the employees drives the healthy growth of the Group. The Group constantly encourages open and direct communication between employees and management. The Group issues internal staff magazines in bi-monthly basis in which the employees get involved in sharing their ideas and receive latest company news. Various of gatherings such as, Group anniversaries, sport competitions, team building activities, Christmas and Chinese New Year dinners are organised to enhance the harmonious spirit throughout the Group.

3. 僱傭及勞工常規—續**3.4. 培訓及招聘相關之企業政策—續**

僱員之歸屬感及士氣帶動本集團健康成長。本集團一直鼓勵員工與管理層進行坦誠及直接溝通。本集團發行雙月刊內部員工雜誌，僱員在當中參與及分享彼等的想法，接收公司之最新資訊。本集團組織各類活動（包括集團年會、運動競賽、團隊活動、聖誕及農曆新年晚宴），以增強本集團的和諧精神。

3. EMPLOYMENT AND LABOUR PRACTICES— continued

3.5 SOCIAL PERFORMANCE

In accordance with the ESG Reporting Guide set out by the Hong Kong Stock Exchange, the data of the “Social Performance” of the Group during the reporting period of 2016 are tabulated as well as presented in graphs below.

Employee Training 員工培訓	Unit 單位	2016 2016年
Average hours of training received per employees 每名僱員平均的受訓總時數	hours 小時	0.79
Average hours of training per employee by gender 按性別劃分每名僱員平均的受訓時數		
Female 女性	hours 小時	0.79
Male 男性	hours 小時	0.79
Average hours of training per employee by employment category 按職級劃分每名僱員平均的受訓時數		
Senior level 高級員工	hours 小時	0.58
Middle level 中級員工	hours 小時	1.36
Entry level 普通員工	hours 小時	0.60
Average hours of training per employee by region category 按地區劃分每名僱員平均的受訓時數		
Hong Kong 香港	hours 小時	1.25
PRC 中國	hours 小時	0.76

3. 僱傭及勞工常規—續

3.5 社會表現

根據香港聯交所所載的環境、社會及管治報告指引，本集團於2016年報告期內的「社會表現」數據列表如下。

3. EMPLOYMENT AND LABOUR PRACTICES– continued

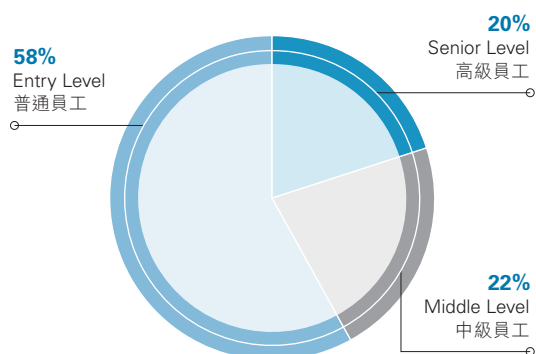
3. 僱傭及勞工常規－續

3.5 SOCIAL PERFORMANCE– continued

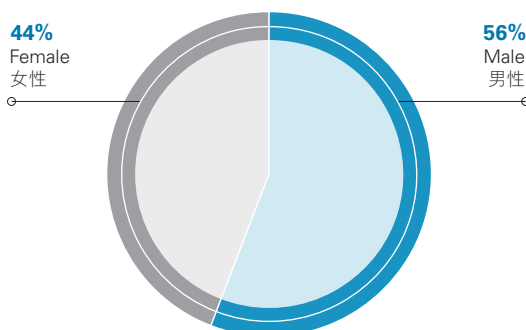
3.5 社會表現－續

	2016
Total Workforce as of 31 Dec 2016 於2016年12月31日的員工總數	259
Turnover rate by gender (%) 按性別劃分的僱員流失比率	
Female 女性	19.7
Male 男性	19.7
Turnover rate by age group (%) 按年齡組別劃分的僱員流失比率	
Under 30 years old 30歲以下	23.6
30 – 50 years old 30–50歲	15.8
Over 50 years old 50歲以上	0.0
Turnover rate by region (%) 按地區劃分的僱員流失比率	
Hong Kong 香港	0.8
PRC 中國	38.6

Total Workforce by Employment Category
員工總數按僱傭類型劃分



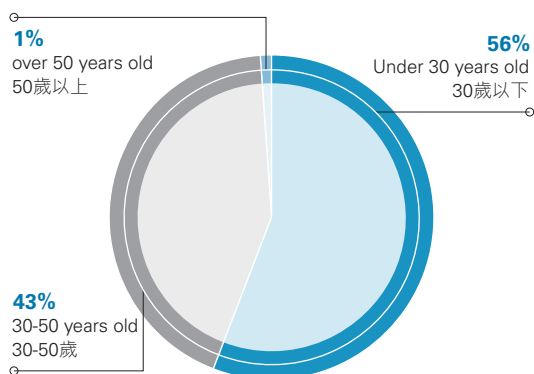
Total Workforce by Gender
員工總數按性別劃分



3. EMPLOYMENT AND LABOUR PRACTICES— continued

3.5 SOCIAL PERFORMANCE— continued

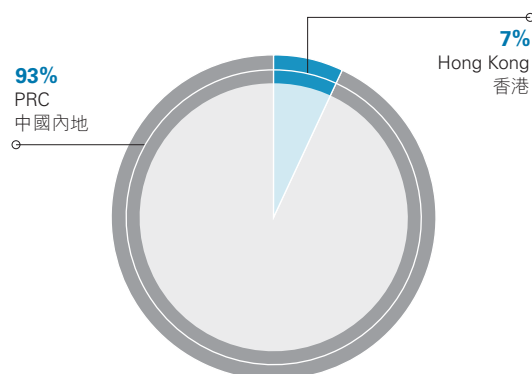
Total Workforce by Age Group
員工總數按年齡組別劃分



3. 僱傭及勞工常規—續

3.5 社會表現—續

Total Workforce by Region Category
員工總數按地區劃分



4. OPERATING PRACTICES

As a responsible corporate citizen, one of our missions is to integrate sustainability into our core business. During our selection process for suppliers and contractors, we not only consider economical and commercial factors in the tendering processes but also make a serious assessment of their compliance with all the applicable laws and regulations; safeguard workers' health and safety; and mitigate environmental impacts. There are in total 103 suppliers and contractors during the reporting period which are all located in the PRC. To maintain a good corporate control and governance, the Group has formulated a series of management systems and procedures to be aligned with the Corporate Governance required by the Hong Kong Stock Exchange. In addition, the Group encourages all business partners to develop energy-saving and consumption-reducing policies in order to work together in our pursuit of sustainable development.

4.1 INTELLECTUAL PROPERTY RIGHTS

The Group safeguards the confidentiality of all customers and entrepreneurs and warrants that the customer's information is properly protected during our business operation. We require our employees to strictly follow full procedures of handling company confidential information set out in our confidentiality management policy handbook.

4. 營運慣例

作為負責任的企業公民，我們的使命之一為將可持續性融入我們的核心業務。在我們挑選供應商及承建商的過程中，我們不僅考慮投標過程的經濟及商業因素，亦慎重評估彼等對所有適用法律及法規的合規狀況；保障工人的健康與安全；以及減輕對環境的影響。於報告期內，共有103位供應商及承建商，其均位於中國。為維持良好的企業監控及管治，本集團已制定一系列管理制度及程序，以確保與香港聯交所規定的企業管治一致。此外，本集團鼓勵所有業務合作夥伴發展節能減排政策，藉以並肩工作，致力追求可持續發展。

4.1 知識產權

本集團保障所有客戶及企業家的機密，保證客戶資料於業務營運期間獲妥善保護。本集團要求僱員嚴格遵守我們的保密管理政策手冊所載的處理公司保密資料的全部程序。

4. OPERATING PRACTICES— continued

4.2 ANTI-CORRUPTION

The Group is committed to upholding a high standard of business ethics and to prohibition of bribery and corruption. The Group has developed a series of company policies on anti-fraud, anti-bribery, anti-extortion and anti-money laundering with reference to the Prevention of Bribery Ordinance (Cap 201 of the laws of Hong Kong). With principles of “Commitment, Assurance of High Quality, Fair Deals and Faithfulness”, all employees perform their duties with utmost level of good faith, determination and professionalism, and ensure that the reputation of the Group will not be tarnished because of misconduct and corruption behavior.

5. COMMUNITY

We take pride in contributing to the community. As a part of the community that we cherish, it is our responsibility to contribute to the well-being of a community beyond financial support. We encourage and organise our employees to take part in charity activities and hope to apply the concept of social responsibility and practice in our routine work.

We support the local communities through variable channels including exchanges and visits, free or in-kind scholarships, and employee volunteering. This year, we have collaborated with Beijing Institute of Clothing Technology and Communication University of China respectively to provide opportunities for students to explore incubations and to exchange innovative ideas with remarkable entrepreneurs. The cooperation with Communication University of China in 2016 was highlighted by the “Entrepreneurial Endurance Program” to encourage the university’s work on educational development in the field of innovation. The program will put emphasis on the establishment and development of virtual laboratory, construction of innovation and entrepreneurship curriculum system for postgraduates, aids on specific postgraduate innovation and entrepreneurship projects and launch of education forum and characteristic innovation and entrepreneurship contests in media sector.

4. 營運慣例—續

4.2 反貪污

本集團致力於堅守高標準之商業道德以及禁止賄賂及貪污。本集團已參考香港法例第201章《防止賄賂條例》，制訂一系列有關反欺詐、反賄賂、反勒索及反洗黑錢之企業政策。本集團之原則為「高質素、公平交易及忠誠之承諾及保證」，所有僱員以最高之忠誠、決心及專業精神履行職責，確保本集團之聲譽不會因不當行為及貪污行為而受損。

5. 社區

本集團以為社區做出貢獻而感到自豪。作為本集團所珍視之社區之一部分，除財務支持外，本集團亦有責任為社區福祉作出更多貢獻。本集團鼓勵及組織僱員參與慈善活動，希望將實踐社會責任的觀念貫徹於日常工作中。

本集團透過不同方式（包括交流及訪問、免費教學或獎學金以及僱員義工活動）來支持當地社區。今年，本集團分別與北京服裝學院及中國傳媒大學合作，為學生提供機會探索孵化器及與知名企業家交流創新心得。2016年與中國傳媒大學合作的焦點為「創業續航項目」，以鼓勵大學在創新領域內的教育發展工作。該項目強調建立及發展虛擬圖書館，為研究生建設創新及創業課程體系，幫助特定的研究生創新及創業項目，以及推出教育論壇及媒體方面的特色創新及創業競賽。

6. SEHK ESG GUIDE CONTENT INDEX

6. 聯交所《環境、社會及管治報告指引》內容索引

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Subject Areas in ESG Report 環境、社會及管治報告的主要範疇	Remarks 備註
Aspect A1: Emissions 層面A1：排放物			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Environmental 環境	
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data 排放物種類及相關排放數據	Environmental 環境	
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total and, where appropriate, intensity 溫室氣體總排放量及（如適用）密度	Environmental 環境	
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced and, where appropriate, intensity 所產生有害廢棄物總量及（如適用）密度	–	The Group has not identified any hazardous wastes that were produced by our core business 本集團尚未發現核心業務產生任何有害廢棄物
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced and, where appropriate, intensity 所產生無害廢棄物總量及（如適用）密度	–	No significant non-hazardous wastes were produced in our core business 核心業務並不產生任何重大無害廢棄物
KPI A1.5 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved 描述減低排放量的措施及所得成果	Environmental 環境	
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	Environmental 環境	

6. SEHK ESG GUIDE CONTENT INDEX— continued

6. 聯交所《環境、社會及管治報告指引》內容索引—續

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Subject Areas in ESG Report 環境、社會及管治報告的主要範疇	Remarks 備註
Aspect A2: Use of Resources 層面A2：資源使用			
General Disclosure 一般披露	Policies on efficient use of resources including energy, water and other raw materials 有效使用資源（包括能源、水及其他原材料）的政策	Environmental 環境	
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type in total and intensity 按類型劃分的直接及／或間接能源總耗量及密度	Environmental 環境	
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity 總耗水量及密度	Environmental 環境	
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved 描述能源使用效益計劃及所得成果	Environmental 環境	
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	-	The Group believes that our water consumption is mainly used for domestic use purpose and no issues are addressed at this moment 本集團認為，耗水量主要用於內部用途，且目前尚未發現任何事宜
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products, and if applicable, with reference to per unit produced 製成品所用包裝材料的總量及（如適用）每生產單位估量	-	Use of packaging material is not applicable to our core business 包裝材料的使用不適用於本集團核心業務

6. SEHK ESG GUIDE CONTENT INDEX– continued

6. 聯交所《環境、社會及管治報告指引》內容索引 – 續

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Subject Areas in ESG Report 環境、社會及管治報告的主要範疇	Remarks 備註
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源			
General Disclosure 一般披露	Policies on minimizing the issuer’s significant impact on the environment and natural resources 減低發行人對環境及天然資源造成重大影響的政策	Environmental 環境	
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	Environmental 環境	
Aspect B1: Employment 層面B1：僱傭			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti – discrimination, and other benefits and welfare 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Employment and Labour Practices 僱傭及勞工常規	
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數	Employment and Labour Practices 僱傭及勞工常規	
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region 按性別、年齡組別及地區劃分的僱員流失比率	Employment and Labour Practices 僱傭及勞工常規	

6. SEHK ESG GUIDE CONTENT INDEX– continued

6. 聯交所《環境、社會及管治報告指引》內容索引 – 續

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Subject Areas in ESG Report 環境、社會及管治報告的主要範疇	Remarks 備註
Aspect B2: Health and Safety 層面B2：健康與安全			
General Disclosure			
一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Employment and Labour Practices 僱傭及勞工常規	
KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities 因工作關係而死亡的人數及比率	-	No work-related fatalities were occurred during the reporting period 於報告期內並無任何因工作關係而死亡的記錄
KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury 因工傷損失工作日數	-	No lost days due to work injury were recorded during the reporting period 於報告期內並無因工傷而損失工作日數的記錄
KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行及監察方法	Employment and Labour Practices 僱傭及勞工常規	

6. SEHK ESG GUIDE CONTENT INDEX – continued

6. 聯交所《環境、社會及管治報告指引》內容索引 – 續

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Subject Areas in ESG Report 環境、社會及管治報告的主要範疇	Remarks 備註
Aspect B3: Development and Training 層面B3：發展及培訓			
General Disclosure			
一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動	Employment and Labour Practices 僱傭及勞工常規	
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category 按性別及僱員類別劃分的受訓僱員百分比	Employment and Labour Practices 僱傭及勞工常規	
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數	Employment and Labour Practices 僱傭及勞工常規	
Aspect B4: Labour Standards 層面B4：勞工準則			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Employment and Labour Practices 僱傭及勞工常規	
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工	Employment and Labour Practices 僱傭及勞工常規	
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered 描述在發現違規情況時消除有關情況所採取的步驟	–	No such incidents were reported during the reporting period 於報告期內並無呈報有關事件

6. SEHK ESG GUIDE CONTENT INDEX– continued

6. 聯交所《環境、社會及管治報告指引》內容索引 – 續

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Subject Areas in ESG Report 環境、社會及管治報告的主要範疇	Remarks 備註
Aspect B5: Supply Chain Management 層面B5：供應鏈管理			
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain 管理供應鏈的環境及社會風險政策	Operating Practices 營運慣例	
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region 按地區劃分的供應商數目	Operating Practices 營運慣例	
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法	Operating Practices 營運慣例	
Aspect B6: Product Responsibility 層面B6：產品責任			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	-	Not identified as material aspect 不被定義為重大議題
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons 已售或已運送產品總數中因安全與健康理由而須回收的百分比	-	Not identified as material aspect 不被定義為重大議題

6. SEHK ESG GUIDE CONTENT INDEX – continued

6. 聯交所《環境、社會及管治報告指引》內容索引 – 續

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Subject Areas in ESG Report 環境、社會及管治報告的主要範疇	Remarks 備註
KPI B6.2 關鍵績效指標B6.2	Number of products and service related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法	-	Not identified as material aspect 不被定義為重大議題
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights 描述與維護及保障知識產權有關的慣例	-	Not identified as material aspect 不被定義為重大議題
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures 描述質量檢定過程及產品回收程序	-	Not identified as material aspect 不被定義為重大議題
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored 描述消費者資料保障及私隱政策，以及相關執行及監察方法	-	Not identified as material aspect 不被定義為重大議題
Aspect B7: Anti-corruption 層面B7：反貪污			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Operating Practices 營運慣例	
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	-	No concluded legal cases regarding corrupt practices were brought against the issuer or its employees during the reporting period 於報告期內，並無對發行人或其僱員提出並已審結的貪污訴訟案件
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistle – blowing procedures, how they are implemented and monitored 描述防範措施及舉報程序，以及相關執行及監察方法	Operating Practices 營運慣例	

6. SEHK ESG GUIDE CONTENT INDEX– continued

6. 聯交所《環境、社會及管治報告指引》內容索引 – 續

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Subject Areas in ESG Report 環境、社會及管治報告的主要範疇	Remarks 備註
Aspect B8: Community Investment 層面B8：社區投資			
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策	Community 社區	
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution 專注貢獻範疇	Community 社區	
KPI B8.2 關鍵績效指標B8.2	Resources contributed to the focus areas 在專注範疇所動用資源	Community 社區	

CORPORATE GOVERNANCE REPORT

企業管治報告



CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE REPORT

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The board of directors of the Company (“Board”) believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders’ value.

CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

In the light of the Corporate Governance Code and Corporate Governance Report (“CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the Board has reviewed the corporate governance practices of the Company with the adoption of the various enhanced procedures which are detailed in this report. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the year ended 31 December 2016, except for certain deviations as specified with considered reasons for such deviations as explained below. The Board will review the current practices at least annually, and make appropriate changes if considered necessary.

企業管治報告

本公司致力於切合實際之範圍內維持高水平之企業管治，以強調高透明度、問責性及獨立性為原則。本公司董事會（「董事會」）相信優良之企業管治對本公司之成功及提升股東價值至為重要。

企業管治守則及企業管治報告

根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之《企業管治守則》及《企業管治報告》（「企業管治守則」），董事會已審閱本公司之企業管治常規，並已採納多項經改進之程序，詳情載於本報告內。除下文解釋之若干已闡明原因之偏離行為外，於截至2016年12月31日止年度，本公司已應用企業管治守則之原則及一直遵守適用之守則條文。董事會將至少每年檢討現行之常規一次，並在其認為需要時作出適當更改。



THE BOARD

The Board currently comprises 9 directors (“Directors”) in total, with 5 Executive Directors (“EDs”) and 4 Independent Non-Executive Directors (“INEDs”). The composition of the Board during the year and up to the date of this report is set out as follows:

EDs:	Zhou Zheng (<i>Chairman and Chief Executive Officer</i>) Lam Yu Yee, Benjamin (<i>Vice Chairman, appointed on 18 January 2017</i>) Liu Li (<i>resigned on 21 June 2016</i>) Yang Hongguang Lin Guoxiong (<i>appointed on 13 July 2016</i>) Zhu Ling (<i>appointed on 21 June 2016, and resigned on 18 January 2017</i>) Chan Tak Kwong
INEDs:	Li Chak Hung Meng Xiaosu Yang Buting Zhao Daxin

The Directors have no financial, business, family or other material/relevant relationships with each other, except those as set out in the “Profile of Directors and Senior Management” section on pages 18 to 22 of this report.

As regards the CG Code provision requiring Directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, Directors have agreed to disclose their commitments to the Company in a timely manner.

BOARD PROCESS

During the year, the INEDs provided the Company and its subsidiaries (collectively “Group”) with a wide range of expertise and experience. Their active participation in the Board and committee meetings brought independent judgment on issues relating to the Group’s strategy, performance and management process, taking into account the interests of all shareholders of the Company (“Shareholders”).

董事會

董事會目前合共由9名董事（「董事」）組成，5名為執行董事（「執行董事」）及4名為獨立非執行董事（「獨立非執行董事」）。於年內及截至本報告日期止，董事會成員載列如下：

執行董事：	周政 (<i>主席兼行政總裁</i>) 林裕兒 (<i>副主席，於2017年1月18日獲委任</i>) 劉力 (<i>於2016年6月21日辭任</i>) 楊宏光 林國雄 (<i>於2016年7月13日獲委任</i>) 朱靈 (<i>於2016年6月21日獲委任，並於2017年1月18日辭任</i>) 陳德光
獨立非執行董事：	李澤雄 孟曉蘇 楊步亭 趙大新

除相關詳情已載於本報告第18頁至第22頁之「董事及高級行政人員一覽」外，董事之間並無財政、業務、家屬或其他重要／相關的關係。

鑑於企業管治守則條文規定董事向發行人披露其於公眾公司或組織擔任職位的數量及性質及其他重大承擔，以及其擔任有關職務及所涉及的時間，故董事已同意適時向本公司披露彼等的承擔。

董事會程序

於年內，獨立非執行董事為本公司及其附屬公司（統稱「本集團」）提供廣泛之專業知識及經驗。彼等積極參與董事會及委員會會議，對本集團之策略、表現及管理程序之事宜提供獨立判斷，並顧及本公司全體股東（「股東」）之利益。

Throughout the year and up to the date of this report, the Company has had 4 INEDs representing not less than one-third of the Board. At least one of the INEDs have the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Board has received from each INED an annual confirmation of his independence and considers that all of the INEDs met the independence guidelines set out in Rule 3.13 of the Listing Rules and all the INEDs are independent in accordance with terms of the guidelines.

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results and other ad hoc matters which need to be dealt with. During the year, Board meetings were held and the individual attendance records of each Director at the meetings of the Board, Remuneration Committee, Audit Committee, Nomination Committee and general meetings during the year ended 31 December 2016 are set out below:

於整年內及截至本報告日期為止，本公司擁有4名獨立非執行董事，佔董事會人數不少於三分之一。至少一名獨立非執行董事具備上市規則第3.10條所規定之適當專業資格、會計或相關財務管理專業知識。董事會已接獲每名獨立非執行董事有關其獨立性之年度確認書，並認為所有獨立非執行董事均符合上市規則第3.13條所載之獨立性指引及按照有關指引之條款，所有獨立非執行董事均為獨立人士。

董事會定期舉行會議，討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績以及其他需要處理專責事務。於年內，董事會曾舉行董事會會議，而各董事於截至2016年12月31日止年度舉行的董事會、薪酬委員會、審核委員會、提名委員會之會議及股東大會的個別出席記錄載列如下：

Name of Directors	董事姓名	Number of meetings attended/held 出席/舉行會議之次數				
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會	General Meeting 股東大會
EDs:	執行董事:					
Zhou Zheng	周政	17/17	-	-	2/2	1/1
Liu Li (resigned on 21 June 2016)	劉力 (於2016年 6月21日辭任)	4/9	1/1	-	-	1/1
Yang Hongguang	楊宏光	9/17	1/1	-	-	1/1
Lin Guoxiong (appointed on 13 July 2016)	林國雄 (於2016年7月13日 獲委任)	1/5	-	-	-	-
Zhu Ling (appointed on 21 June 2016 and resigned on 18 January 2017)	朱靈 (於2016年6月21日 獲委任，並於2017年 1月18日辭任)	3/8	-	-	-	-
Chan Tak Kwong	陳德光	16/17	-	-	-	1/1
INEDs:	獨立非執行董事:					
Li Chak Hung	李澤雄	7/17	2/2	4/4	2/2	1/1
Meng Xiaosu	孟曉蘇	7/17	2/2	4/4	2/2	1/1
Yang Buting	楊步亭	7/17	2/2	4/4	2/2	1/1
Zhao Daxin	趙大新	7/17	2/2	4/4	2/2	1/1

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

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

According to current Board practice, if a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by the Board at a duly convened Board meeting. The Bye-laws of the Company ("Bye-Laws") also stipulate that save for the exceptions as provided therein, a Director shall abstain from voting on any board resolution and not be counted in the quorum at meetings for approving any contract or arrangement in which such Director or any of his associates has a material interest.

經董事會決定或考慮之事宜包括本集團整體策略、全年營運預算、全年及中期業績、董事委任或重新委任之批准（按提名委員會之建議）、重大合約及交易、企業管治，以及其他重大政策及財務等事宜。董事會已將日常職責委派予行政管理人員。董事會及本公司管理層之職能已分別確立並以書面列載，並不時由董事會作出檢討，以確保其職能與現行規則及規例一致。

董事會定期會議的舉行日期於每年預先編定，以便更多董事出席會議。舉行董事會會議一般會給予全體董事至少十四天之通知，以便彼等皆有機會提出商討事項並列入會議議程內。本公司的公司秘書（「公司秘書」）協助主席編製會議議程，以及確保已遵守所有適用規則及規例。議程及隨附之董事會會議文件一般在舉行董事會定期會議（及就可行情況下，亦適用於其他董事會或其轄下委員會會議）前至少三天呈送予全體董事。每份董事會會議記錄之初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

根據董事會現行慣例，倘主要股東或董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則有關事項會於正式召開之董事會會議上處理。本公司的公司細則（「公司細則」）亦規定，除當中所述之例外情況外，董事須就批准該名董事或其任何聯繫人士擁有重大利益之任何合約或安排之會議上之任何董事會決議案放棄投票，彼亦不會被計算於該等會議之法定人數內。

Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management. Directors will be continuously updated on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, a written procedure was established in June 2005 to enable the Directors, in discharge of their duties, to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

DIRECTORS' LIABILITY INSURANCE AND INDEMNITY

The Company has purchased appropriate and sufficient liability insurance to indemnify its Directors and senior officers in respect of legal actions against the Directors and senior officers.

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies. The Company also provides Directors with updates on latest development and changes in the statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

每位董事均有權查閱董事會會議文件及相關資料，及可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級行政人員。董事將獲持續提供上市規則及其他適用監管規定之最新重大發展之資料，以確保彼等遵守及秉持優秀企業管治常規。此外，書面程序已於2005年6月制定，讓各董事在履行職務時，可在適當之情況下尋求獨立專業意見，有關合理費用由本公司承擔。

董事的責任保險及彌償保證

公司已購買適當及充足的責任保險以就針對董事及高級人員的法律訴訟向董事及高級人員作出彌償保證。

董事入職及持續專業發展

所有新委任的董事均獲提供必要的入職培訓及資料，確保其對本公司的營運及業務以及其於法規及普通法、上市規則、法律及其他監管規定以及本公司的業務及管治政策下對彼等的責任有適當程度的了解。本公司亦不時為董事提供法規及普通法、上市規則、法律及其他監管規定以及本公司的業務及管治政策的最新發展及變動的更新資料。董事亦定期獲提供有關本公司表現、狀況及前景的最新資料，使董事會全體及各董事得以履行彼等的職責。

Participation in Continuous Professional Development Activities

參與持續專業發展活動

Name of Directors	董事姓名	Reading Regulatory Updates 研讀法規更新	Attending trainings/ briefings/ seminars/ conferences relevant to Directors' duties 出席與董事職責 有關的培訓/ 簡報會/ 座談會/研討會
EDs:			
Zhou Zheng	執行董事： 周政	✓	✓
Lam Yu Yee, Benjamin (appointed on 18 January 2017)	林裕兒 (於2017年1月18日 獲委任)	✓	✓
Liu Li (resigned on 21 June 2016)	劉力 (於2016年6月21日 辭任)	✓	✓
Yang Hongguang	楊宏光	✓	✓
Lin Guoxiong (appointed on 13 July 2016)	林國雄 (於2016年7月13日 獲委任)	✓	✓
Zhu Ling (appointed on 21 June 2016 and resigned on 18 January 2017)	朱靈 (於2016年6月21日 獲委任，並於2017年 1月18日辭任)	✓	✓
Chan Tak Kwong	陳德光	✓	✓
INEDs:			
Li Chak Hung	獨立非執行董事： 李澤雄	✓	✓
Meng Xiaosu	孟曉蘇	✓	✓
Yang Buting	楊步亭	✓	✓
Zhao Daxin	趙大新	✓	✓

ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

Code provision A.2.1 of CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. There has been a deviation from this code provision since the appointment of Mr. Zhou Zheng as the Chairman of the Board and the Chief Executive Officer of the Company with effect from 27 January 2014. The Board considers this arrangement to be appropriate for the Company in view of Mr. Zhou Zheng's extensive experience in the property development industry in the PRC and his in-depth knowledge of the Group's innovation and start-ups incubation and property development operation and business. The Board believes that a balance of power and authority is adequately ensured by the operation of the Board which comprises experienced and high caliber individuals including 4 INEDs. Nevertheless, the Board will identify an appropriate person to take up the role of chief executive when necessary.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

In June 2005, the Board established and adopted a written nomination procedure ("Nomination Procedure") specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company. The Chairman of the Board shall, based on those criteria as set out in the Nomination Procedure (such as appropriate experience, personal skills and time commitment, etc.), identify and recommend the proposed candidate to the Board for approval of an appointment. The existing Nomination Procedure has been included in the terms of reference of the Nomination Committee with effect from the establishment of the Nomination Committee on 20 March 2012.

All INEDs of the Company were appointed for a specific term of three years, but subject to the relevant provisions of the Bye-Laws or any other applicable laws whereby the Directors shall vacate or retire from their office but shall be eligible for re-election.

According to the Bye-Laws, at each annual general meeting of the Company ("AGM"), one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Further, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company whilst for those appointed as an addition to the Board shall hold office until the next following AGM and in both cases, those Directors shall then be eligible for re-election at the relevant meeting. Every Director shall be subject to retirement by rotation at least once every three years.

主席與行政總裁之角色

企業管治守則之守則條文A.2.1訂明，主席與行政總裁的角色應有區分，並不應由一人同時兼任。自周政先生於2014年1月27日獲委任為本公司董事會主席及行政總裁以來，出現偏離該守則條文之情況。鑑於周政先生於中國物業發展行內經驗豐富，加上彼熟知本集團的創新創業孵化器及物業發展運營及業務，董事會認為該安排對本公司而言屬合適。董事會相信，董事會由經驗豐富及高資歷人士（包括4名獨立非執行董事）組成，足以確保董事會運作之權力及權責平衡。然而，董事會在需要時將物色合適人士出任行政總裁一職。

董事的委任及重選

於2005年6月，董事會設立並採納一套以書面列載之提名程序（「提名程序」），具體列明本公司董事候選人之挑選及推薦的程序及準則。董事會主席應以提名程序所載之該等準則（如合適資歷、個人專長及投放時間等）作為基礎以物色及向董事會推薦建議人選以予批准委任。現行之提名程序自2012年3月20日成立提名委員會起已納入提名委員會之職權範圍內。

本公司所有獨立非執行董事均按特定任期三年獲委任，惟須根據公司細則之有關條文或任何其他適用法例之規定離任或退任，但可膺選連任。

根據公司細則，於本公司每屆股東週年大會（「股東週年大會」）上，三分之一當時在任之董事（或倘人數並非三之倍數，則最接近但不少於三分之一之數目）須輪值退任。此外，任何填補臨時空缺而獲董事會委任之董事僅可任職至本公司下屆股東大會為止，而獲委任為董事會新增之成員可任職至下屆股東週年大會為止，在該兩種情況下，該等董事應可於相關會議上膺選連任。每名董事須至少每三年輪值退任一次。

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing corporate governance duties and has adopted the written terms of reference on its corporate governance functions in April 2012.

The duties of the Board in respect of the corporate governance functions include:

- (i) developing and reviewing the Company's policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

In 2016 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

企業管治職能

董事會負責履行企業管治責任，並已於2012年4月就其企業管治職能採納書面職權範圍。

董事會在企業管治職能之責任包括：

- (i) 制定及檢討本公司之企業管治的政策及常規；
- (ii) 檢討及監察董事及高級行政人員的培訓及持續專業發展；
- (iii) 檢討及監察本公司的政策及常規遵守法律及監管規定；
- (iv) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及
- (v) 檢討本公司遵守企業管治守則之情況並在企業管治報告之披露。

於2016年及截至本報告日期為止，董事會已根據其職權範圍履行企業管治責任。

BOARD COMMITTEES

The Board has established various committees, including an Audit Committee, a Nomination Committee and a Remuneration Committee, each of which has its specific written terms of reference. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate. The procedures and arrangements for a Board meeting, as mentioned in the section headed "The Board" of this report, have been adopted for committee meetings so far as practicable.

NOMINATION COMMITTEE

The Nomination Committee was established on 20 March 2012 and is chaired by the Chairman of the Board and comprises a majority of INEDs. During the year and as at the date of publication of this report, the Nomination Committee was made up of 5 members, namely:

Mr. Zhou Zheng (*Chairman of the Nomination Committee*)
 Mr. Li Chak Hung
 Dr. Meng Xiaosu
 Mr. Yang Buting
 Mr. Zhao Daxin

The Nomination Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Nomination Committee are:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;

董事委員會

董事會已成立多個委員會，包括審核委員會、提名委員會及薪酬委員會，各委員會均以書面具體列明其職權範圍。委員會之所有會議記錄及決議案均由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會須向董事會匯報其決定及建議（倘適用）。董事會會議之程序及安排（於本報告「董事會」一節內提述）按可行情況下亦已獲採納於委員會會議。

提名委員會

提名委員會於2012年3月20日成立，由董事會主席擔任主席，並由大部分獨立非執行董事組成。年內及於本報告刊發日期，提名委員會由5名成員組成，包括：

周政先生 (*提名委員會主席*)
 李澤雄先生
 孟曉蘇博士
 楊步亭先生
 趙大新先生

提名委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

提名委員會之主要角色及職能為：

- (i) 檢討董事會的架構、人數及組成（包括技能、知識及經驗），並為配合本公司的企業策略向董事會提出任何改動建議；
- (ii) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；

- (iii) to assess the independence of INEDs; and
- (iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive Officer.

The terms of reference of the Nomination Committee are available on the websites of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) and the Company.

The Nomination Committee will meet as and when necessary in accordance with its terms of reference and may also deal with matters by way of circulation. In 2016, two Nomination Committee meetings were held. In 2016 and up to the date of this report, the Nomination Committee performed the works as summarised below:

- (i) reviewed and recommended for Board approval the proposed resolutions for re-election of the retiring Directors at 2016 AGM;
- (ii) reviewed and recommended for Board approval the proposed resolutions for appointment of new Directors; and
- (iii) reviewed and recommended for Board approval the renewed terms of appointment of INEDs with reference to the structure, size and composition of the Board and the independence of each INED.

BOARD DIVERSITY POLICY

The Board has adopted a “Board Diversity Policy” in relation to the nomination and appointment of new Directors, which provides that the selection of Board candidates shall be based on a range of diversity perspectives with reference to the Company’s business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience.

The above measurements were also reviewed and adopted when the Nomination Committee reviewed the composition of the Board. After assessing the suitability of the Directors’ skills and experience to the Company’s business, the Nomination Committee confirmed that the existing Board was appropriately structured and no change was required.

- (iii) 評核獨立非執行董事的獨立性；及
- (iv) 就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議。

提名委員會之職權範圍已於香港聯合交易所有限公司（「聯交所」）及本公司網站內登載。

提名委員會將於有需要時根據其職權範圍舉行會議，亦可透過傳閱文件方式處理事宜。提名委員會於2016年曾舉行兩次會議。於2016年及截至本報告日期為止，提名委員會已履行之工作概述如下：

- (i) 檢討並建議董事會批准就重選退任董事提呈於2016年股東週年大會之決議案；
- (ii) 檢討並建議董事會批准就委任新董事提呈之決議案；及
- (iii) 經參考董事會的架構、人數及組成，以及各獨立非執行董事之獨立性後，檢討並建議董事會批准重續獨立非執行董事的任期。

董事會成員多元化政策

董事會已就新任董事之提名及委任採納「董事會成員多元化政策」。當中載明，甄選董事會成員候選人將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需求，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗和專業經驗。

上述衡量標準亦於提名委員會檢討董事會組成過程中予以考慮及採納。在就各董事的技能和經驗對本公司業務的適合性作出評估後，提名委員會確認，現有董事會架構合理，毋須作出調整。

REMUNERATION COMMITTEE

The Remuneration Committee has been established since September 1997.

During the year and as at the date of publication of this report, the Remuneration Committee comprised 4 INEDs and an ED, namely:

Mr. Li Chak Hung (*Chairman of the Remuneration Committee*)
 Mr. Liu Li (resigned on 21 June 2016)
 Mr. Yang Hongguang (appointed on 21 June 2016)
 Dr. Meng Xiaosu
 Mr. Yang Buting
 Mr. Zhao Daxin

The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Remuneration Committee are:

- (i) to make recommendation to the Board on the remuneration policy and packages of the Directors and, where appropriate, to consult the Chairman of the Board and/or the Chief Executive Officer about the Remuneration Committee's proposals relating to the remuneration of other EDs;
- (ii) to review and recommend EDs' remuneration proposals with reference to the Board's corporate goals and objectives;
- (iii) to review and recommend the compensation payable to EDs relating to any loss or termination of their office or appointment;
- (iv) to review and recommend compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- (v) to ensure that no Director is involved in deciding his own remuneration.

薪酬委員會

薪酬委員會自1997年9月起成立。

年內及於本報告刊發日期，薪酬委員會由4名獨立非執行董事及1名執行董事組成，包括：

李澤雄先生（薪酬委員會主席）
 劉力（於2016年6月21日辭任）
 楊宏光先生（於2016年6月21日獲委任）
 孟曉蘇博士
 楊步亭先生
 趙大新先生

薪酬委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

薪酬委員會之主要角色及職能為：

- (i) 就董事之薪酬政策及待遇向董事會提出建議，及（倘適合）就有關其他執行董事薪酬之薪酬委員會提案諮詢董事會主席及／或行政總裁；
- (ii) 透過參照董事會的企業方針及目標，檢討並建議執行董事之薪酬方案；
- (iii) 檢討並建議向執行董事支付與任何喪失或終止其職務或委任有關之賠償；
- (iv) 檢討並建議因董事行為失當而解僱或罷免有關董事所涉及之賠償安排；及
- (v) 確保概無董事參與釐定其本身之薪酬。

The terms of reference of the Remuneration Committee of the Company are in compliance with the code provision B.1.2 of the CG Code, but with a deviation from the code provision that the Remuneration Committee shall make recommendations to the Board on the remuneration packages of the EDs only and not senior management (as opposed to EDs and senior management under the code provision). The reason for the above deviations are summarised as below:

- (i) the Board believes that the Remuneration Committee is not properly in a position to evaluate the performance of senior management and that this evaluation process is more effectively carried out by the EDs;
- (ii) a majority of Remuneration Committee members are INEDs who may not be industry skilled and come from differing professions and backgrounds and they are not involved in the daily operation of the Company. They may have little direct knowledge of industry practice and standard compensation packages. The Remuneration Committee is thus not in a position to properly determine the remuneration of the EDs;
- (iii) the EDs must be in a position to supervise and control senior management and thus must be able to control their compensation; and
- (iv) there is no reason for EDs to pay senior management more than industry standards and thus Shareholders will benefit by reducing costs in the fixing of such compensation packages.

The terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. Two Remuneration Committee meetings were held in 2016 and the attendance of each member is set out in the section headed “The Board” of this report.

本公司薪酬委員會之職權範圍乃遵照企業管治守則之守則條文B.1.2之規定，惟存在一項偏離守則條文事項－薪酬委員會僅會就執行董事（不包括高級行政人員）（而非守則條文所述之執行董事及高級行政人員）之薪酬待遇向董事會提出建議。理由概述如下：

- (i) 董事會認為薪酬委員會並不適宜評估高級行政人員之表現，而有關評估程序由執行董事執行將更為有效；
- (ii) 薪酬委員會之大部份成員均為獨立非執行董事，彼等來自不同行業、具有不同背景，或會對本公司經營之行業並不完全熟悉，且並無參與本公司之日常運作。彼等對業界慣例及薪酬待遇之標準亦可能無直接認識。故此，薪酬委員會並不適宜釐定執行董事之薪酬；
- (iii) 執行董事必須負責監管高級行政人員，因而須有權力管制彼等之薪酬；及
- (iv) 執行董事並無理由向高級行政人員支付高於業界標準之薪酬，而按此方法釐定薪酬待遇可減省支出，將有利於股東。

薪酬委員會之職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，薪酬委員會每年須至少舉行一次會議。於2016年薪酬委員會曾舉行兩次會議，而各成員之出席情況載於本報告「董事會」一節內。

In addition to the Remuneration Committee meeting, the Remuneration Committee also dealt with matters by way of circulation during 2016. In 2016 and up to the date of this report, the Remuneration Committee performed the works as summarised below:

- (i) reviewed the existing policy and structure for the remuneration of the Directors;
- (ii) reviewed the performance of the EDs; and
- (iii) reviewed and recommended for the Board's approval the service fees of the Directors (including newly appointed Directors during the year).

Each Director will be entitled to a Director's fee which is to be proposed for the Shareholders' approval at the AGM each year. Further remuneration payable to Directors (including any service fees of the INEDs) for their additional responsibilities and services will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors' remuneration are set out in note 13 to the consolidated financial statements.

AUDIT COMMITTEE

The Audit Committee has been established since September 1997. To retain independence and objectivity, the Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise.

During the year and as at the date of publication of this report, the Audit Committee was made up of 4 INEDs, namely:

Mr. Li Chak Hung (*Chairman of the Audit Committee*)
 Dr. Meng Xiaosu
 Mr. Yang Buting
 Mr. Zhao Daxin

The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

除舉行薪酬委員會會議外，薪酬委員會亦於2016年內透過傳閱文件方式處理事宜。於2016年內及截至本報告日期為止，薪酬委員會已履行之工作概述如下：

- (i) 檢討董事薪酬之現時政策及架構；
- (ii) 檢討執行董事之表現；及
- (iii) 檢討及建議董事會批准董事（包括年內獲委任的新董事）的服務酬金。

每名董事將有權收取董事袍金，該袍金每年於股東週年大會提呈予股東批准。應付予董事額外職責及服務之額外薪酬（包括獨立非執行董事之服務費）乃按彼等各自之僱用合約或服務合約內之條款，在薪酬委員會向董事會提出建議並獲批准後而釐定。董事薪酬之詳情載於合併財務報表附註13。

審核委員會

審核委員會自1997年9月起成立。為保持獨立性及客觀性，審核委員會由1名具備合適專業資格、會計或相關財務管理專業知識之獨立非執行董事擔任主席。

年內及於本報告刊發日期，審核委員會由4名獨立非執行董事組成，包括：

李澤雄先生（*審核委員會主席*）
 孟曉蘇博士
 楊步亭先生
 趙大新先生

審核委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

The major roles and functions of the Audit Committee are:

- (i) to consider and make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (ii) to consider and discuss with the external auditor the nature and scope of each year's audit;
- (iii) to act as the key representative body for overseeing the Company's relations with the external auditor;
- (iv) to review and monitor the external auditor's independence and objectivity;
- (v) to review the interim and annual consolidated financial statements before submission to the Board;
- (vi) to discuss any problems and reservation arising from the interim review and final audit, and any matters the external auditor may wish to discuss;
- (vii) to review the external auditor's management letters and management's response;
- (viii) to review the Group's financial controls, internal control and risk management systems;
- (ix) to review the internal audit plan, ensure co-ordination between the internal and external auditors, and ensure whether the internal audit function is adequately resourced and has appropriate standing within the Group; and
- (x) to consider major investigations findings on risk management and internal control matters and management's response.

The terms of reference of the Audit Committee are revised from time to time to comply with the code provision C.3.3 of the CG Code, but with deviations from the code provision of the audit committee's responsibility to:

- (i) implement policy on the engagement of the external auditors to supply non-audit services; and
- (ii) ensure the management has performed its duty to have effective risk management and internal control systems.

審核委員會之主要角色及職能為：

- (i) 考慮並就外聘核數師之委任、重新委任及罷免向董事會提供建議，以及批准外聘核數師之薪酬及聘用條款，並處理任何有關外聘核數師辭任或辭退外聘核數師之問題；
- (ii) 考慮及與外聘核數師討論每年核數之性質及範疇；
- (iii) 作為主要代表監察本公司與外聘核數師的關係；
- (iv) 檢討及監察外聘核數師之獨立性及客觀性；
- (v) 於中期及全年合併財務報表提交董事會前先行審閱；
- (vi) 商議就中期審閱及年終審核而產生之任何問題及保留事項，及外聘核數師擬商討之任何事宜；
- (vii) 審閱外聘核數師致管理層之函件及管理層之回應；
- (viii) 檢討本集團之財務監控、內部監控及風險管理系統；
- (ix) 審閱內部審計計劃，確保內部與外聘核數師之工作協調，及確保內部審計功能是否獲得足夠資源運作，且在本集團具有適當地位；及
- (x) 考慮關於風險管理及內部監控事宜之重要調查發現及管理層之回應。

審核委員會之職權範圍不時作出修訂，以遵守企業管治守則之守則條文C.3.3，惟存在與審核委員會職責相關之守則條文之偏離事項：

- (i) 執行委聘外聘核數師提供非核數服務之政策；及
- (ii) 確保管理層已履行其職責建立有效之風險管理及內部監控系統。

The Board considers that the Audit Committee shall recommend (as opposed to implement) the policy on the engagement of the external auditor to supply non-audit services for the following reasons:

- (i) it is proper and appropriate for the Board and its committees to develop policy and make appropriate recommendations;
- (ii) the proper and appropriate mechanism for implementation of such policy and recommendations is through the Executive Director and management; and
- (iii) INEDs are not in an effective position to implement policy and follow up the same on a day-to-day basis.

Further, the Board considers that the Audit Committee only possesses the effective ability to scrutinise (as opposed to ensure) whether management has performed its duty to have an effective internal control system. Where an internal audit function exists, the Audit Committee is not equipped to ensure that the same is in place as this would involve day-to-day supervision and the employment of permanent experts.

The terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Four Audit Committee meetings were held in 2016 and the attendance of each member is set out in the section headed "The Board" of this report.

In addition to the Audit Committee meetings, the Audit Committee also dealt with matters by way of circulation during 2016. In 2016 and up to the date of this report, the Audit Committee performed the works as summarised below:

- (i) reviewed and approved the audit scope and fees proposed by the external auditor;

董事會認為審核委員會應就委聘外聘核數師提供非核數服務之政策作出建議(而非執行),理由如下:

- (i) 由董事會及其下設置之委員會制定政策及作出合適之建議乃屬恰當及合適;
- (ii) 由執行董事及管理層執行該政策及建議乃屬恰當及合適之機制;及
- (iii) 獨立非執行董事並不適宜執行日常之政策及跟進工作。

此外,董事會認為審核委員會僅具備有效能力監察(而非確保)管理層已履行其職責建立有效之內部監控系統。如設有內部審計功能,由於上述事宜涉及日常監督及僱用常任專業人員,因此審核委員會並無確保上述事宜得以執行之能力。

審核委員會之職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍,審核委員會每年須至少舉行兩次會議。審核委員會於2016年曾舉行四次會議,而各成員之出席情況載於本報告「董事會」一節內。

除舉行審核委員會會議外,審核委員會亦於2016年內透過傳閱文件方式處理事宜。於2016年內及截至本報告日期為止,審核委員會已履行之工作概述如下:

- (i) 審閱及批准由外聘核數師建議之審核範圍及費用;

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| (ii) reviewed the reports from the external auditor in relation to the final audit for the year ended 31 December 2015 (“2015 Final Audit”), the interim results review for the six months ended 30 June 2016 (“2016 Interim Review”) and the final audit for the year ended 31 December 2016 (“2016 Final Audit”) of the Group; | (ii) 審閱外聘核數師就本集團截至2015年12月31日止年度之年終審核(「2015年年終審核」)、截至2016年6月30日止六個月之中期業績審閱(「2016年中期審閱」)及截至2016年12月31日止年度之年終審核(「2016年年終審核」)之報告； |
| (iii) reviewed and recommended for the Board’s approval the financial reports for the year ended 31 December 2015, for the six months ended 30 June 2016 and for the year ended 31 December 2016; | (iii) 審閱及建議董事會批准截至2015年12月31日止年度、截至2016年6月30日止六個月及截至2016年12月31日止年度之財務報告； |
| (iv) reviewed the effectiveness of internal control system and risk management, including reviewed the internal control review reports from the independent internal control reviewer; | (iv) 審閱內部監控系統及風險管理之效能，包括檢討來自獨立內部監控審核人員的內部監控檢討報告； |
| (v) reviewed and recommended for the Board’s approval the report on substantiation of resources, qualifications and experience of staff of the Group’s accounting and financial reporting function, and their training programmes and budget; and | (v) 審閱及建議董事會批准就本集團會計及財務匯報職能方面的資源、員工資歷及經驗以及有關員工所接受的培訓課程及預算之報告；及 |
| (vi) reviewed and recommended for the Board’s annual review the Related Party Transaction Policies and Procedures, the Connected Transaction Policy and the Whistle Blower Policy. | (vi) 審閱及建議關聯方交易政策及程序、關連交易政策及舉報者政策，以供董事會作年度檢討。 |

COMPANY SECRETARY

For the year ended 31 December 2016, in compliance with Rule 3.28 of Listing Rules, the Company’s existing Company Secretary (the “Company Secretary”) is a full-time employee of the Company and familiar with the ordinary affairs of the Company. The Company Secretary is responsible for giving advice to the Board on corporate governance matters in order to assist the Group to cope with the changing regulatory environment and to suit different commercial needs. Details of the Company Secretary are set out in the section headed “Profiles of Directors and Senior Management” of this report.

For the year ended 31 December 2016, the Company Secretary had complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training.

公司秘書

截至2016年12月31日止年度，為遵守上市規則第3.28條，本公司之現任公司秘書(「公司秘書」)為本公司全職僱員，且熟悉本公司之日常事務。公司秘書負責就企業管治事宜向董事會提出建議，以協助本集團應付不斷轉變之監管環境及配合不同商業需求。公司秘書的詳情請參閱本報告「董事及高級行政人員一覽」一節。

截至2016年12月31日止年度，公司秘書已遵守上市規則第3.29條，獲得不低於15小時的專業培訓。

MODEL CODES FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code during the year ended 31 December 2016.

The Company has also adopted the Model Code as the Code for Securities Transactions by Relevant Employees to regulate dealings in the securities of the Company by certain employees of the Company or any of its subsidiaries who are considered to be likely in possession of inside information in relation to the Company or its securities. No incident of non-compliance of the Model Code by the Relevant Employees was noted by the Company.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility to present a balanced, clear and understandable assessment of the Group's performance, position and prospects in the consolidated financial statements of the annual and interim reports in accordance with statutory requirements and applicable accounting standards. Pursuant to Code Provision C.1.1 of the CG Code, the management provided such explanation and information to the Board to enable the Board to make an informal assessment of the financial and other information put before the Board for approval. The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern.

In preparing the consolidated financial statements for the year ended 31 December 2016, the Directors have selected appropriate accounting policies and applied them consistently, and have made judgements and estimates that are prudent and reasonable.

The Group has announced its interim results and annual results in a timely manner within the limits of two months and three months respectively after the end of the relevant financial periods, as laid down in the Listing Rules.

董事及相關僱員進行證券交易之標準守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認，於截至2016年12月31日止年度，彼等一直遵守標準守則所載之規定標準。

本公司亦已採納標準守則作為相關僱員進行證券交易之守則，藉此對本公司或其附屬公司之若干僱員（彼等被視為可能知悉有關本公司或其證券之內幕資料）就本公司之證券買賣作出規管。本公司沒有發現相關僱員違反標準守則的情況。

問責及審核

董事已確認根據法定規定及適用會計標準，彼等有責任於年度報告及中期報告的合併財務報表中，就本集團的表現、狀況及前景提呈一份中肯及清晰易明的評估。根據企業管治守則第C.1.1條守則條文，管理層已經向董事會提供該等說明及資料，使董事會可就其批准之財務及其他資料作出非正式評估。董事確認，在作出一切合理諮詢後，確認就其所悉、所知及所信，彼等並不知悉可能對本公司持續經營能力引起重大揣測的事件或條件存在重大不確定性。

在編製截至2016年12月31日止年度的合併財務報表時，董事已選擇適當會計政策並貫徹應用，且已作出審慎合理之判斷及估計。

本集團已根據上市規則之規定，分別於有關財政期間結束後的兩個月及三個月內及時公佈其中期及全年業績。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the responsibility to maintain appropriate and effective risk management and internal control systems in order to safeguard the interest of the Group and the Shareholders, review and monitor the effectiveness of the internal control and risk management systems on a regular basis to ensure that the systems in place are adequate.

The Group's risk management and internal control systems comprise, among others, the relevant financial, operational and compliance controls and risk management procedures, a well-established organisational structure with clearly defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to implement the business strategies and policies adopted by the Board from time to time.

The Company has the procedures and internal controls for the handling and dissemination of inside information. In practice, employees of the Group who become aware of any events and/or matters which he/she consider potentially inside information, will report to the designated personnel of the Company who, if considered appropriate, will pass such information to the Board for the purpose of considering and deciding whether or not such information constitutes inside information and disclosure of which shall be made immediately.

The internal audit department of the Company supported the Board and the Audit Committee in reviewing the effectiveness of risk management and internal control systems and performed its functions during the year following an annual audit plan and submitting their reports of their findings to the Board and the Audit Committee at the meetings. The Audit Committee provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the management.

風險管理及內部監控

董事會有責任維持合適及有效的風險管理及內部監控制度，以保障本集團及股東的利益，並定期檢討及監督內部監控及風險管理制度的有效性，以確保制度完備充分。

本集團的風險管理及內部監控制度包括有關財務、運營和合規控制以及風險管理程序，以及有明確界定責任及權限的完善組織架構等。各部門負責其日常運作，並須執行董事會不時採納的業務策略及政策。

本公司設有關於處理及發佈內幕消息的程序及內部監控。於實行時，當本集團僱員得悉任何事件及／或事宜被其視之為潛在內幕消息，該僱員將向本公司指定人員匯報，而倘有關人員認為適宜，彼將向董事會提呈有關消息以供考慮及決定有關消息是否構成內幕消息並須即時披露。

本公司內部審核部門支持董事會和審核委員會審閱風險管理及內部監控系統的有效性，並於本年度遵循年度審核計劃履行其職能，並於會上向董事會提呈彼等有關評估結果的報告。審核委員會就本集團風險管理及內部監控系統的有效性作出獨立檢討，並向董事會提出彼等的建議。董事會負責檢討內部審核報告及批准由管理層製訂的政策及程序。

EXTERNAL AUDITORS' REMUNERATION

During the year, the remuneration paid/payable to the Group's external auditors, and non-audit services, is set out as follows:

		HK\$'000 千港元
Services rendered for the Group	向本集團提供的服務	
Audit services	核數服務	2,068
Non-audit services	非核數服務	1,073
Total:	合計：	<u>3,141</u>

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with the Shareholders. Information in relation to the Group is disseminated to the Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. Such published documents together with the latest corporate information and news are also made available on the website of the Company at www.skyocean.com and the website of the Stock Exchange of Hong Kong Limited ("Stock Exchange") at www.hkexnews.hk.

The Company's AGM is a valuable forum for the Board to communicate directly with the Shareholders. The Chairman actively participates at the AGM and personally chairs the meeting to answer any question from the Shareholders. The chairman of the Audit Committee, Remuneration Committee and Nomination Committee or in their absence, another member of the respective committees or failing that their respective duly appointed delegate, are also available to answer questions at the AGM. The chairman of any independent board committee formed as necessary or pursuant to the Listing Rules (or if no such chairman is appointed, at least a member of the independent board committee) will also be available to answer questions at any general meeting of the Shareholders to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

外聘核數師之酬金

於年內，已支付／應付本集團外聘核數師及非核數服務之酬金載列如下：

與股東之溝通

董事會深明與股東保持良好聯繫之重要性。有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括中期及年度報告、公告及通函。該等刊發文件連同最近期之公司資料及消息亦已於本公司網站www.skyocean.com及香港聯合交易所有限公司（「聯交所」）網站www.hkexnews.hk內登載。

本公司股東週年大會乃董事會直接與股東溝通之寶貴機會。主席積極參與並親自主持股東週年大會以回應股東之任何查詢。審核委員會、薪酬委員會及提名委員會主席，或在主席缺席時由各自委員會之另一名委員（或如該等委員未能出席，則彼等各自適當委任的代表）於股東週年大會上回答提問。任何須予成立或根據上市規則成立之獨立董事委員會之主席（或倘並無委任該主席，則至少一名獨立董事委員會成員）亦會出席任何就批准關連交易或須獲獨立股東批准之任何其他交易而舉行之股東大會，以回答提問。

The 2016 AGM was held on 2 June 2016. The attendance records of the Directors at the general meeting are set out in the section headed “The Board” of this report.

Separate resolutions are proposed at the general meetings for each substantial issue, including the re-election of retiring Directors.

The notice to Shareholders is to be sent, in the case of AGM, at least 20 clear business days before the AGM and to be sent at least 10 clear business days in the case of all other general meetings. An explanation of the detailed procedures of conducting a poll is provided to the Shareholders at the commencement of the meeting. The Chairman answers questions from Shareholders regarding voting by way of a poll. The poll results are published in the manner prescribed under the requirements of the Listing Rules.

Shareholder(s) holding not less than one-tenth of the paid up capital of the Company can request the convening of a special general meeting according to Bye-law 58 of the Bye-Laws and Section 74(1) of the Companies Act 1981 of Bermuda (“Act”) by written requisition, with the stated business proposed to be transacted, which must be validly served at the head office and principal place of business of the Company registered in Hong Kong (“Head Office”). Besides, Shareholders may make a proposal at a Shareholders’ meeting by submitting it in written form to the Board at the Head Office in the form of a proposed resolution, which shall be clearly and concisely set out the proposal for discussion and be relevant to the Company’s business scope.

The Board established a shareholders’ communication policy. A Shareholder may serve an enquiry to the Board at our Head Office for the attention of the Board in written form, which shall state the nature of the enquiry and the reason for making the enquiry. In addition, Shareholders can contact Tricor Tengis Limited, the share registrar of the Company, for any questions about their shareholdings.

Furthermore, to foster two-way communication amongst the Company, its Shareholders and potential investors, and to update them abreast of the latest industry updates, corporate communications and the Group’s announcements and business development in a timely manner, the Company has appointed two investor relation professionals as a formal channel to respond to enquiries from Shareholders and the public.

2016年股東週年大會於2016年6月2日舉行。董事於股東大會的出席紀錄載列於本報告「董事會」一節內。

每項重大事項（包括重選退任董事）均於股東大會提呈獨立決議案。

就股東週年大會而言，股東通告將於股東週年大會舉行前至少足20個營業日發送，而就所有其他股東大會而言，股東通告將於大會舉行前至少足10個營業日發送。以股數投票方式進行表決之詳細程序會於大會開始時向股東解釋。主席會解答股東有關以股數投票方式表決之任何問題。股數投票結果將根據上市規則規定之方式刊發。

持有本公司繳足資本不少於十分之一的股東，可根據公司細則第58條及百慕達1981年公司法（「公司法」）第74(1)章之規定發出書面要求，以要求召開股東特別大會，內容須註明擬提呈處理之事項，並須有效地送達至本公司於香港註冊的總辦事處及主要營業地點（「總辦事處」）。此外，股東可透過提呈決議案方法向董事會提交書面形式之股東大會提案並送達總辦事處，內容須清楚及簡要地列明予以討論之提案且符合本公司之業務範疇。

董事會已制定一套股東通訊政策。股東可將其向董事會提交之查詢以書面方式送達至總辦事處，內容須註明查詢的性質及提出查詢之原因。此外，股東可就任何有關其股權問題向本公司股份過戶登記處卓佳登捷時有限公司查詢。

此外，為促進本公司、其股東及潛在投資者之間的雙向溝通以及及時向其提供最新的行業資訊、公司聯絡方式及本集團的公告及業務發展，本公司已委任兩名投資者關係專業人士，作為回應股東及公眾查詢的正式渠道。

CORPORATE COMMUNICATION AND INVESTOR RELATIONS

The major task and objective of the Group's investor relations is to clearly introduce the Group, including the business positioning, existing operations and future development of the Group, to the media, Shareholders, investors, analysts and investment banks through different communication channels. In future, the Group shall further enhance communication with the media, Shareholders, investors, analysts and investment banks on various aspects such as development strategies, operation and management, financial prospects and business operation through meetings, senior management's participation in investor forums, conferences and roadshows. The Group is confident in establishing and maintaining a good relationship with the international capital institutions through the continued enhancement of information transparency.

CONSTITUTIONAL DOCUMENTS

There had been no change in the Company's constitutional documents during the year ended 31 December 2016.

CORPORATE GOVERNANCE ENHANCEMENT

Enhancing corporate governance is not simply a matter of applying and complying with the CG Code of the Stock Exchange but also about promoting and developing an ethical and healthy corporate culture. We will continue to review and, where appropriate, improve our current practices on the basis of our experience, regulatory changes and developments. Any views and suggestions from our Shareholders to promote and improve our transparency are also welcome.

On behalf of the Board

Zhou Zheng
Chairman

Hong Kong, 29 March 2017

公司通訊及投資者關係

本集團投資者關係的主要任務及目標，是透過不同的溝通渠道，向媒體、股東、投資者、分析師及投資銀行清楚地介紹本集團，包括本集團的業務定位、現有業務及未來發展。今後，本集團將透過會議或高級管理層參與的投資者論壇、大會及路演，進一步加強與媒體、股東、投資者、分析師及投資銀行在各方面的溝通，如發展策略、運營及管理、財務前景及業務經營。本集團有信心透過不斷提高信息透明度，與國際資本機構建立及維持良好的關係。

憲章文件

於截至2016年12月31止年度，本公司之憲章文件並無變動。

提升企業管治水平

提升企業管治水平並非只為應用並遵守聯交所之企業管治守則，亦為推動及建立道德與健全之企業文化。吾等將繼續檢討及於適當時按經驗、監管變動及發展改善現行常規。本公司亦歡迎股東提供任何意見及建議以提高及改善本公司之透明度。

承董事會命

周政
主席

香港，2017年3月29日

DIRECTORS' REPORT

董事會報告

The board of directors of the Company ("Board") presents its annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively "Group") for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The principal activities of its subsidiaries at 31 December 2016 are set out in note 38 to the consolidated financial statements.

Further discussion and analysis of the Group's principal activities as required by Schedule 5 to the Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on pages 7 to 17 of this annual report. No important event affecting the Group has occurred since the end of the financial year under review.

RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company are set out in the consolidated statement of profit or loss and other comprehensive income on pages 85 to 86 and in the accompanying notes to the consolidated financial statements.

The Board does not recommend the payment of a final dividend (2015: Nil) or a special dividend (2015: Nil) for the year ended 31 December 2016. Details are set out in note 11 to the consolidated financial statements.

CLOSURE OF REGISTERS OF MEMBERS FOR DETERMINING THE ENTITLEMENT TO ATTEND AND VOTE AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY ("2017 AGM")

The 2017 AGM is scheduled to be held on 2 June 2017. For determining the entitlement to attend and vote at the 2017 AGM, the register of members of the Company will be closed from 29 May 2017 to 2 June 2017 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a Shareholder to be eligible to attend and vote at the 2017 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 26 May 2017.

本公司之董事會（「董事會」）謹將本公司及其附屬公司（統稱「本集團」）截至2016年12月31日止年度之年報及經審核合併財務報表呈覽。

主要業務及業務回顧

本公司乃一間投資控股公司。其附屬公司於2016年12月31日之主要業務載列於合併財務報表附註38。

有關公司條例附表5所規定就本集團主要業務之進一步討論及分析，包括對本集團面對之主要風險及不明朗因素之描述以及對本集團業務可能出現之未來發展之指示，請參閱本年報第7至17頁所載之管理層討論及分析。自本財政年度年結日起，並無發生對本集團造成影響之重大事件。

業績及溢利分配

本集團之業績及本公司之溢利分配載列於第85至86頁之合併損益及其他綜合收益表及隨附之合併財務報表附註內。

董事會不建議派發截至2016年12月31日止年度之末期股息（2015年：無）或特別股息（2015年：無）。有關詳情載列於合併財務報表附註11。

暫停辦理股份過戶登記

釐定出席本公司應屆股東週年大會（「2017年股東週年大會」）並於會上投票之資格

2017年股東週年大會預訂於2017年6月2日舉行。為釐定股東出席2017年股東週年大會並於會上投票的資格，本公司將由2017年5月29日至2017年6月2日（包括首尾兩天）暫停辦理本公司股份過戶登記，在此期間本公司股份之轉讓手續將不予辦理。為符合資格出席2017年股東週年大會及於會上投票，股東必須於2017年5月26日下午四時三十分前將所有過戶文件連同有關股票，送交本公司之香港股份過戶登記分處卓佳登捷時有限公司（地址為香港皇后大道東183號合和中心22樓）辦理股份過戶登記手續。

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and assets and liabilities (including both continuing and discontinued operations) of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and reclassified/re-stated as appropriate, is set out below. This summary does not form part of the audited consolidated financial statements.

財務資料概要

下文所載為摘錄自己公佈之經審核合併財務報表並按需要重新分類／重新呈列之本集團於過去五個財政年度之業績及資產及負債之概要（包括持續及已終止經營業務）。本概要並不構成經審核合併財務報表之一部份。

		Year ended 31 December 截至12月31日止年度				
		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元	2014 2014年 HK\$'000 千港元	2013 2013年 HK\$'000 千港元	2012 2012年 HK\$'000 千港元
RESULTS	業績					
REVENUE	收入	66,403	136,708	99,016	142,507	153,940
PROFIT/(LOSS) BEFORE INCOME TAX	除所得稅前溢利／（虧損）	185,129	874,884	(154,630)	30,333	96,910
INCOME TAX EXPENSE	所得稅開支	(129,862)	(256,015)	(45)	(1,529)	(920)
PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔年內溢利／（虧損）	45,456	551,825	(143,597)	28,804	95,990

		31 December 12月31日				
		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元	2014 2014年 HK\$'000 千港元	2013 2013年 HK\$'000 千港元	2012 2012年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	10,201,210	7,975,747	6,298,517	2,856,290	1,578,687
Total liabilities	總負債	7,388,972	5,183,565	4,858,359	1,271,690	25,585
Total equity	權益總計	2,812,238	2,792,182	1,440,158	1,584,600	1,553,102
Total liabilities and total equity	總負債及權益總計	10,201,210	7,975,747	6,298,517	2,856,290	1,578,687

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the year are set out in note 18 to the consolidated financial statements.

PROPERTIES UNDER DEVELOPMENT FOR SALE

Details of movements in the properties under development for sale of the Group during the year are set out in note 17 to the consolidated financial statements.

SHARE CAPITAL, WARRANTS AND SHARE OPTIONS

Details of movement in the share capital and warrants of the Company during the year are set out in note 27 to the consolidated financial statements.

There were no outstanding share options throughout the year.

RELATED PARTY TRANSACTIONS

Details of the related transactions undertaken in the ordinary course of business by the Group during the year are set out in note 34 to the consolidated financial statements. Saved as disclosed therein, none of these related party transactions constitutes a connected transaction or a continuing connected transaction of the Group as defined in and required to be disclosed under Chapter 14A of the Listing Rules. The Group confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

PRE-EMPTIVE RIGHTS

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 39 to the consolidated financial statements and in the consolidated statement of changes in equity on pages 89 to 91 respectively.

物業、廠房及設備

本集團物業、廠房及設備於本年度內之變動詳情載列於合併財務報表附註16。

投資物業

本集團投資物業於本年度內之變動詳情載列於合併財務報表附註18。

發展中待售物業

本集團發展中待售物業於本年度內之變動詳情載列於合併報表附註17。

股本、認股權證及購股權

本公司股本及認股權證於本年度內之變動詳情載列於合併財務報表附註27。

於整個年度均無尚未行使之購股權。

關聯方交易

本集團於本年度內於日常業務中進行之相關交易之詳情載於合併財務報表附註34。除當中所披露者外，該等關聯方交易概無構成上市規則第14A章所定義及所規定須予披露之本集團關連交易或持續關連交易。本集團確認，其已遵守上市規則第14A章所載之披露規定。

優先購股權

本公司之公司細則或百慕達法例並無有關優先購股權之條款，以規定本公司須按比例向現有股東提呈發售新股份。

儲備

本公司及本集團儲備於本年度內之變動詳情分別載列於合併財務報表附註39及於第89至91頁之合併權益變動表。

DIRECTORS' REPORT

董事會報告

DISTRIBUTABLE RESERVES

As at 31 December 2016, the Company's reserves available for distribution, calculated in accordance with the Bermuda Companies Act 1981 (as amended from time to time), amounted to approximately HK\$1,771,914,000 (2015: HK\$1,758,572,000).

DIRECTORS

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

Executive Directors:

Zhou Zheng

Lam Yu Yee, Benjamin (*appointed on 18 January 2017*)

Liu Li (*resigned on 21 June 2016*)

Yang Hongguang

Lin Guoxiong (*appointed on 13 July 2016*)

Zhu Ling (*appointed on 21 June 2016*

and resigned on 18 January 2017)

Chan Tak Kwong

Independent Non-Executive Directors:

Li Chak Hung

Meng Xiaosu

Yang Buting

Zhao Daxin

In accordance with the Company's Bye-law 86(2), Mr Lam Yu Yee, Benjamin and Mr. Lin Guoxiong shall hold office until the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with the Company's Bye-laws 87(1) and (2), Mr. Yang Hongguang, Mr. Yang Buting and Mr. Zhao Daxin shall retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company ("AGM") has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

可分派儲備

截至2016年12月31日，本公司根據百慕達1981年公司法（經不時修訂）計算之可供分派儲備為約1,771,914,000港元（2015年：1,758,572,000港元）。

董事

於本年度及至本報告日期為止本公司之董事（「董事」）如下：

執行董事：

周政

林裕兒（於2017年1月18日獲委任）

劉力（於2016年6月21日辭任）

楊宏光

林國雄（於2016年7月13日獲委任）

朱靈（於2016年6月21日獲委任，

並於2017年1月18日辭任）

陳德光

獨立非執行董事：

李澤雄

孟曉蘇

楊步亭

趙大新

根據本公司之公司細則第86(2)條，林裕兒先生及林國雄先生將任職至應屆股東週年大會為止，惟有資格並願意膺選連任。

根據本公司之公司細則第87(1)及(2)條，楊宏光先生、楊步亭先生及趙大新先生將輪值退任，惟有資格並願意於應屆股東週年大會上膺選連任。

董事之服務合約

擬於即將舉行之本公司股東週年大會（「股東週年大會」）上膺選連任之董事概無與本集團訂立本集團不可於一年內毋須賠償（法定賠償除外）而可予以終止之未到期服務合約。

PERMITTED INDEMNITY PROVISION

Under the Articles of Association, every Director or other officers of the Company acting in relation to any of the affairs of the Company shall be entitled to be indemnified against all actions, costs, charges, losses, damages and expenses which he may incur or sustain in or about the execution of his duties in his office. The Company has arranged appropriate insurance cover in respect of legal action against its Directors and officers.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year under review.

TERMS OF OFFICE FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

All the Independent Non-Executive Directors ("INEDs") were appointed for a specific term of three years but subject to the relevant provisions of the Bye-laws of the Company or any other applicable laws whereby the Directors shall vacate or retire from their office.

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

As at 31 December 2016, Mr. Zhou Zheng, had the following interests in the shares and underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), as recorded in the register required to be kept under Section 352 of the SFO:

Name of Director	Name of company	Number of shares and underlying shares held	Approximate % of the relevant issued share capital	Nature of interests
董事姓名	公司名稱	持有股份及相關股份數目	佔有關已發行股本之概約百分比	權益性質
Zhou Zheng 周政	the Company (Note 1) 本公司(附註1)	461,392,004	175.96%	Interest of controlled corporation 受控制法團之權益

獲准許彌償條文

根據組織章程細則，凡本公司每名董事或其他行政人員代表本公司進行任何事務，均有權於任內就其履行職務或與此有關而可能蒙受或招致之一切訴訟、成本、費用、損失、損害及開支獲得彌償保證。本公司已為其董事及行政人員所面臨之法律訴訟安排合適保險。

管理合約

於回顧年度內，並無訂立或訂有任何有關本公司全部或任何主要部分業務之管理及行政合約。

獨立非執行董事之任期

所有獨立非執行董事（「獨立非執行董事」）均獲為期三年的指定任期，惟董事之辭任或退任須受本公司之公司細則之有關條文或任何其他適用法例所規限。

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於2016年12月31日，根據證券及期貨條例（「證券及期貨條例」）第352條規定所存置之登記冊所載，周政先生於本公司及其相聯法團股份及相關股份（釋義見證券及期貨條例第XV部）中持有以下權益：

DIRECTORS' REPORT

董事會報告

Notes:

1. This includes interests in (i) 182,903,181 shares of the Company, and (ii) convertible bonds (upon exercise of the conversion rights attached to which, 278,488,823 shares will be allotted and issued by the Company) of the Company held by SkyOcean Investment Holdings Limited ("SkyOcean Investment"), a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited was owned as to 80% by Sheng Bang Holdings Limited ("Sheng Bang"), which in turn was wholly-owned by Mr. Zhou Zheng. By virtue of the SFO, each of Mr. Zhou Zheng, Sheng Bang and Knowledge Silicon Valley Limited was deemed to be interested in the shares and underlying shares owned by SkyOcean Investment.

2. All interests stated above represent long positions.

Save as disclosed above, at 31 December 2016, none of the then Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations, within the meaning of Part XV of the SFO, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors is or was interested in any business that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 December 2016 and as at the date of this report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 34 to the consolidated financial statements, no contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

附註:

1. 該權益包括天洋投資控股有限公司(「天洋投資」, 為知識矽谷有限公司之全資附屬公司)持有之(i)本公司182,903,181股股份, 及(ii)可換股債券(於隨附換股權獲行使時, 本公司將配發及發行278,488,823股股份)。知識矽谷有限公司由勝邦控股有限公司(「勝邦」)(由周政先生全資擁有)擁有80%之權益。根據證券及期貨條例, 周政先生、勝邦及知識矽谷有限公司各自被視為於天洋投資擁有之股份及相關股份中擁有權益。

2. 所有上述權益指好倉。

除上文所披露者外, 於2016年12月31日, 本公司當時之各董事及最高行政人員概無於本公司或其任何相聯法團(釋義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有須記錄於根據證券及期貨條例第352條規定所存置之登記冊, 或根據聯交所證券上市規則(「上市規則」)附錄十所載之上市發行人董事進行證券交易的標準守則須另行知會本公司及聯交所之任何權益或淡倉。

董事在構成競爭業務中之權益

於截至2016年12月31日止年度內任何時間及於本報告刊發日期, 董事目前或過去概無在與本集團業務構成或可能構成直接或間接競爭的業務中擁有任何權益。

董事在重大交易、安排及合約中之權益

除合併財務報表附註34所披露者外, 於本年度終結時或於本年度內任何時間, 本公司、其控股公司或其任何附屬公司或同系附屬公司並無訂立董事直接或間接擁有重大權益之任何重要合約。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

During the year and as at 31 December 2016, none of the Directors of the Company had any personal interests in the options to subscribe for shares in the Company's former ultimate holding company, AGL, granted under the share option scheme of AGL nor in the warrants of the Company's former direct holding company, APL, to subscribe for the shares of APL.

Save for the 14,155,527 units of warrants of the Company held by SkyOcean Investment, which have all been exercised before their expiry date of 4 March 2016, at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

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

At 31 December 2016, the following Shareholders had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Name of shareholders	Nature of interests	Number of shares and underlying shares held	Approximate % of the relevant issued share capital	Notes
股東名稱	權益性質	持有股份及相關股份數目	佔有關已發行股本之概約百分比	附註
Knowledge Silicon Valley Limited 知识硅谷有限公司	Interest of controlled corporation 受控制法團之權益	461,392,004	175.96%	1
Sheng Bang Holdings Limited ("Sheng Bang") 勝邦控股有限公司 (「勝邦」)	Interest of controlled corporation 受控制法團之權益	461,392,004	175.96%	1
Zhou Zheng 周政	Interest of controlled corporation 受控制法團之權益	461,392,004	175.96%	1

購買股份或債券之安排

於本年度內及截至2016年12月31日，概無本公司董事於本公司前最終控股公司聯合集團根據聯合集團購股權計劃授出之購股權中，或於本公司前直接控股公司聯合地產之認股權證中，擁有任何個人權益，以認購聯合集團或聯合地產之股份。

除天洋投資持有本公司14,155,527份認股權證（均已於2016年3月4日之屆滿日期前獲行使）外，本公司、其控股公司、或其任何附屬公司或同系附屬公司於本年度內概無參與任何安排，使董事能藉此獲得本公司或其他任何法人團體之股份或債券而獲得利益。

主要股東及其他人士於股份及相關股份之權益及淡倉

於2016年12月31日，根據證券及期貨條例第336條規定所存置之登記冊所載，擁有本公司股份及相關股份權益之股東如下：

Notes:

1. This includes interests in (i) 182,903,181 shares of the Company, and (ii) convertible bonds (upon exercise of the conversion rights attached to which, 278,488,823 shares will be allotted and issued by the Company) of the Company held by SkyOcean Investment, a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited was owned as to 80% by Sheng Bang, which in turn was wholly-owned by Mr. Zhou Zheng. By virtue of the SFO, each of Mr. Zhou Zheng, Sheng Bang and Knowledge Silicon Valley Limited was deemed to be interested in the shares and underlying shares owned by SkyOcean Investment.
2. All interests stated above represent long positions.

SPECIFIC PERFORMANCE OF CONTROLLING SHAREHOLDERS UNDER RULE 13.18 OF THE LISTING RULES

The Group entered into subscription agreements containing covenants relating to specific performance of the controlling shareholders of the Company which were subject to announcement disclosure under Rule 13.18 of the Listing Rules and requirements of disclosure in this annual report under Rule 13.21 of the Listing Rules, the details of which are set out below:

Pursuant to the terms and conditions of the Convertible Bonds I and the Bonds I and II, which details are set out in note 25 to the consolidated financial statements, at all times throughout the terms of the Convertible Bonds I and the Bonds I and II, (a) the controlling shareholders, namely SkyOcean Investment and Mr. Zhou Zheng, shall maintain an aggregate beneficial ownership (directly or indirectly) of not less than 51% in the issued share capital of the Company on a Fully-Diluted Basis; (b) SkyOcean Investment shall not (i) exercise any of its rights to convert all or any portion of the Charged Existing CB into Shares; and (ii) amend any terms or conditions of the Existing CB Sale and Purchase Agreement, the Existing CB Terms and Conditions, the Uncharged Existing CB Terms and Conditions and the Charged Existing CB Terms and Conditions; and (c) Mr. Zhou Zheng shall remain as a Director and the Chairman of the Company. A breach of such covenants constitutes an Event of Default.

附註:

1. 該權益包括天洋投資（為知識硅谷有限公司之全資附屬公司）持有之(i)本公司182,903,181股股份，及(ii)可換股債券（於隨附換股權獲行使時，本公司將配發及發行278,488,823股股份）。知識硅谷有限公司由勝邦（由周政先生全資擁有）擁有80%之權益。根據證券及期貨條例，周政先生、勝邦及知識硅谷有限公司各自被視為於天洋投資擁有之股份及相關股份中擁有權益。
2. 所有上述權益指好倉。

控股股東根據上市規則第13.18條須履行之特定責任

本集團已就本公司控股股東根據上市規則第13.18條受公告披露規定及根據上市規則第13.21條於本年報披露有關須履行之特定責任之規定，訂立附帶契諾之認購協議，其詳情載列如下：

根據可換股債券I以及債券I及債券II之條款及條件，詳情載列於合併財務報表附註25，於可換股債券I以及債券I及債券II之整個年內任何時間(a)控股股東（即天洋投資及周政先生）須一直維持直接或間接實益擁有合共不少於本公司按全面攤薄基準之已發行股本之51%；(b)天洋投資不得(i)行使其任何權利將全部或任何部分已押記現有可換股債券轉換為股份；及(ii)修改現有可換股債券買賣協議、現有可換股債券條款及條件、未押記現有可換股債券條款及條件及已押記現有可換股債券條款及條件之任何條款或條件；及(c)周政先生將留任本公司董事及主席。違反有關契諾即構成違約事件。

As at the date of this annual report, (a) SkyOcean Investment and Mr. Zhou Zheng beneficially owns approximately 69.49% of the issued share capital of the Company; (b) SkyOcean Investment has not (i) exercised any of its rights to convert all or any portion of the Charged Existing CB into Shares; and (ii) amended any terms or conditions of the Existing CB Sale and Purchase Agreement, the Existing CB Terms and Conditions, the Uncharged Existing CB Terms and Conditions and the Charged Existing CB Terms and Conditions; and (c) Mr. Zhou Zheng remains as a Director and the Chairman of the Company.

ENVIRONMENTAL PROTECTION

The Group has endeavored to comply with laws and regulations regarding environmental protection and adopted effective environmental measures to ensure that the conducting of the Group's business meets the applicable construction standards and ethics in respect of environmental protection.

The Group adheres to environmental sustainability from office throughout the property portfolio. As a responsible developer, the Group strives to ensure minimal environmental impacts by carefully managing its energy consumption, water usage, property design and waste production. In addition, we engaged construction contractors with sound environmental protection and safety track records and have closely monitored the project at every stage to ensure the construction process is in compliance with environmental protection and safety laws and regulations, and would require construction contractors to immediately resolve any defect or noncompliance, where necessary. For further details, please refer to the Environmental, Social and Governance Report.

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The Audit Committee is delegated by the Board to monitor the Group's policies and practices on compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

As far as the Company is aware, the Group has complied in material respects with the relevant laws and regulations which have a significant impact on the business and operations of the Company during the year ended 31 December 2016.

於本年報日期，(a)天洋投資及周政先生實益擁有本公司已發行股本約69.49%；(b)天洋投資並無(i)行使其任何權利將全部或任何部分已押記現有可換股債券轉換為股份；及(ii)修改現有可換股債券買賣協議、現有可換股債券條款及條件、未押記現有可換股債券條款及條件及已押記現有可換股債券條款及條件之任何條款或條件；及(c)周政先生留任本公司董事及主席。

環境保護

本集團致力遵守有關環境保護的法律及法規，並採取有效環保措施，確保進行本集團之業務活動符合適用建築標準及環境保護規範。

本集團從辦事處至旗下物業組合均恪守環境可持續發展原則。作為恪盡己責之發展商，本集團透過審慎管理其能源消耗、用水量、物業設計和廢物產生量而致力確保將對環境造成之影響減至最低。此外，本集團委聘擁有健全環保及安全往績的建築承包商，並在各階段密切監測項目，以確保施工過程符合環保和安全法律法規，且要求建築承包商立即解決任何缺陷或不合規事項（如需要）。有關進一步詳情，請參閱環境、社會及管治報告。

遵守法律法規

本集團已制定合規程序，確保遵守適用法律、規則及法規，尤其是對本集團有重大影響者。董事會已委派審核委員會監察有關本集團遵守法律及監管規定之政策及常規，並定期審閱相關政策。相關僱員及相關運營單位均不時獲悉適用法律、規則及法規之任何變動。

據本公司所知，本集團於截至2016年12月31日止年度已在各重要方面遵守對本公司之業務及營運有重大影響之法律及法規。

**KEY RELATIONSHIPS WITH THE GROUP'S
EMPLOYEES, CUSTOMERS AND SUPPLIERS****WORKPLACE QUALITY**

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. With an aim to enhancing the quality of the Board's performance by diversity, the board diversity policy was adopted. Details of such board diversity policy are set out in the section headed "Corporate Governance Report – Board Diversity Policy". Further, the Group has employee handbooks outlining terms and conditions of employment, expectations for employees' conduct and behaviour, employees' rights and benefits. The Group establishes and implements policies that promote a harmony and respectful workplace.

The Group provides on-the-job training and development opportunities to enhance its employees' career progression. Through different trainings, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. The Group also organised charitable and staff-friendly activities for employees, such as annual dinner, to promote staff relationship.

The Group provides a safe, effective and congenial working environment. Adequate arrangements, trainings and guidelines are implemented to ensure the working environment is healthy and safe. The Group provided health and safety communications for employees to present the relevant information and raise awareness of occupational health and safety issues.

The Group values the health and well-being of its staff. In order to provide employees with health coverage, its employees are entitled to medical insurance benefits.

**與本集團僱員、客戶及供應商之
主要關係****工作環境質量**

本集團為平等機會僱主，不會因個人特徵而歧視任何員工。為憑藉董事會成員多元化而令董事會之表現更上層樓，本公司已採納董事會成員多元化政策。有關董事會成員多元化政策之詳情載於「企業管治報告－董事會成員多元化政策」一節。此外，本集團員工手冊載有僱傭條款及條件、對員工操守及行為的預期、員工的權利及福利。本集團所制定及執行的政策旨在締造一個和諧共融及相互尊重的工作環境。

本集團提供在職培訓及發展機會，促進員工的職業發展。透過舉辦不同的培訓項目，員工在公司營運、職業及管理技巧各方面的專業知識均有所增長。本集團亦為員工籌辦各種慈善及員工活動（如週年晚宴等），以促進員工關係。

本集團提供安全、有效及適宜的工作環境。本集團提供充分的安排、培訓及指導以確保工作環境健康安全。本集團舉辦健康及安全講座，為員工提供職業健康與安全的相關資訊並提高其職業健康與安全意識。

本集團重視員工的健康和福祉。為保障各僱員的健康，本集團向各僱員均提供醫療保險福利。

RELATIONSHIPS WITH THE GROUP'S OTHER STAKEHOLDERS

The Group maintains good relationships with existing and potential customers as understanding of the market trends would enable the Group to monitor and review the credit quality of the customers and timely adjust its operating strategies, which are crucial to the development and success of the Group. The Group places effort to build up and maintain good relationships with various commercial banks and financial institutions as the businesses of the Group are capital intensive nature and require on-going funding to maintain continuous growth.

During the year ended 31 December 2016, there was no material and significant dispute between the Group and its financial institutions and/or customers.

EMOLUMENT POLICY

Details of the Directors' and senior management emoluments and of the five highest paid individuals in the Group are set out in notes 13 and 14 to the consolidated financial statements.

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

The emoluments payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee, having regard to the Company's operating results, individual's performance and comparable market statistics.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate revenue attributable to the Group's five largest customers accounted for 42.81% of the Group's total revenue for the year and the revenue attributable to the Group's largest customer included therein amounted to 9.82%. The aggregate purchases attributable to the Group's five largest suppliers accounted for 33.17% of the Group's total purchases for the year. The purchases attributable to the Group's largest supplier amounted to 17.54% of the Group's total purchases.

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

與本集團其他持份者之關係

本集團與現有及潛在客戶維持良好關係可洞悉市場趨勢，有助本集團監督及審核客戶信貸質素並適時地調整其營運策略，此舉對於本集團的發展及成功極其重要。由於本集團的業務屬資本密集型業務，需要持續融資以延續持續增長，故本集團致力與多間商業銀行及金融機構建立及維持良好關係。

於截至2016年12月31日止年度，本集團與金融機構及／或其客戶之間並無重大及明顯之爭議。

薪酬政策

董事及高級行政人員之酬金及本集團五名最高薪酬人士之酬金詳情載列於合併財務報表附註13及14。

本集團僱員之薪酬政策乃按僱員之功績、資歷及能力制訂。

應付董事之薪酬將視乎薪酬委員會向董事會提供之建議獲批准後，按各自之僱傭合約或服務合約內之條款以及本公司運營業績、個人表現及比較市場統計數字而釐定。

主要客戶及供應商

年內，來自本集團五大客戶之收入總額佔本集團全年收入總額42.81%，當中本集團最大客戶佔收入9.82%，而本集團五大供應商之採購總額佔本集團全年採購總額之33.17%。本集團最大供應商之採購額佔本集團採購總額之17.54%。

任何董事、彼等之聯繫人士或據董事所知擁有本公司已發行股本5%以上的股東，並無於本集團五大客戶或供應商中擁有任何實益權益。

DIRECTORS' REPORT

董事會報告

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares on the Stock Exchange during the year ended 31 December 2016.

DONATIONS

The Group made no charitable donations during the year.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 44 to 66.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that a sufficient public float of more than 25% of the issued capital of the Company has been maintained as at the date of this report and at all times during the year ended 31 December 2016.

EVENTS AFTER THE REPORTING PERIOD

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

INDEPENDENT AUDITOR

The Company has appointed Messrs, Deloitte Touche Tohmatsu ("Deloitte") as auditors of the Company for the year ended 31 December 2016.

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

On behalf of the Board

Zhou Zheng
Chairman

Hong Kong, 29 March 2017

購買、出售或贖回上市證券

於截至2016年12月31日止年度，本公司及其任何附屬公司概無於聯交所購買、出售或贖回本公司之任何股份。

捐款

本集團於本年度內並無作出慈善捐款。

企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規之資料，載列於第44至66頁之企業管治報告內。

足夠公眾持股量

根據本公司可取得的公開資料及就董事所知，確認於本報告日以及於截至2016年12月31日止年度內所有時間，本公司已維持超過本公司已發行股本25%的足夠公眾持股量。

報告期後事項

報告期後事項詳情載於合併財務報表附註41內。

獨立核數師

本公司已委任德勤•關黃陳方會計師行（「德勤」）為本公司截至2016年12月31日止年度的核數師。

本公司應屆股東週年大會上將提呈一項決議案，以續聘德勤為本公司核數師。

代表董事會

周政
主席

香港，2017年3月29日



TO THE SHAREHOLDERS OF SKYOCEAN INTERNATIONAL HOLDINGS LIMITED

天洋國際控股有限公司

(incorporated in Bermuda with limited liability)

致天洋國際控股有限公司股東

(於百慕達註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of SkyOcean International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 85 to 204, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("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.

意見

本行已審計第85至204頁所載天洋國際控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表。此合併財務報表包括於2016年12月31日的合併財務狀況表與截至該日止年度的合併損益及其他綜合收益表、合併權益變動表及合併現金流動表，以及合併財務報表附註，包括主要會計政策概要。

本行認為，該等合併財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2016年12月31日的財務狀況及截至該日止年度 貴集團的合併財務表現和合併現金流量，並已按照香港公司條例的披露規定妥為編製。

意見的基礎

本行已根據香港會計師公會頒佈的《香港審計準則》進行審核。本行在該等準則下承擔的責任已在本報告「核數師對審計合併財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，本行獨立於 貴集團，並已履行守則中的其他專業道德責任。本行相信，本行所獲得的審核證據能充足及適當地為本行的審核意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Key audit matter

關鍵審計事項

Valuation of investment properties

投資物業之估值

We identified the valuation of investment properties as a key audit matter because the valuation process is based on an estimation of future results, a set of assumptions and a determination of key inputs, which are judgmental. Any changes to these inputs may have a significant impact on the fair value. Management determined the fair value of the Group's investment properties at 31 December 2016 with the assistance of an independent external valuer.

本行把投資物業的估值列為關鍵審計事項，因為估值過程乃基於對未來業績的估計，並涉及一系列的假設、判斷及對關鍵輸入值的確定。該等輸入值之任何變動均可能對公允價值造成重大影響。管理層在獨立外部評估師之協助下釐定 貴集團於2016年12月31日投資物業之公允價值。

Details of the investment properties and the related key estimation uncertainty are set out in notes 18 and 4, respectively, to the consolidated financial statements.

投資物業詳情及相關主要估計不確定性分別載於合併財務報表附註18及4。

關鍵審計事項

關鍵審計事項是根據本行的專業判斷，認為對本期合併財務報表的審核最為重要的事項。這些事項於本行審核合併財務報表及出具意見時整體處理，本行不就這些事項提供獨立意見。

How our audit addressed the key audit matter

本行在審計中如何處理關鍵審計事項

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

本行就管理層對投資物業進行估值之有關程序包括：

- Evaluating the competence, capabilities and objectivity of the external valuer engaged by the management;
評估管理層委聘的外部評估師是否適任、有能力及客觀；
- Obtaining a copy of valuation report prepared by the external valuer and discussing with the external valuer together with our internal valuation specialists to understand the basis of determination of valuation;
取得外部評估師編製的評估報告副本，和本行的內部估值專家一起與外部評估師討論以了解釐定估值的基準；
- Challenging the external valuer the methodologies and judgments used in valuing the investment properties with the assistance of our internal valuation specialists and obtaining the market evidence that the external valuer used to support the key inputs; and
在本行內部估值專家的協助下，質疑外部評估師對投資物業進行估值時所採用的方法及判斷，並取得外部評估師用於支持關鍵輸入數值的市場證據；及
- Assessing the adequacy of the disclosures of the fair value measurement of investment properties including the fair value measurement hierarchy, the valuation technique and significant unobservable inputs in the consolidated financial statements.
評估投資物業公允價值計量披露的適當性，包括公允價值計量層級、估值技術及合併財務報表中的重大不可觀察輸入數據。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the content of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師對審核合併財務報表承擔的責任

本行的目標為對合併財務報表是否不存在由欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括本行意見的核數師報告。本報告乃根據百慕達公司法第90條僅向整體股東作出報告，並無作其他用途。本行不會就本報告內容向任何其他人士負上或承擔任何責任及債務。合理核證是高水平的核證，但不能保證按香港審計準則進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可因欺詐或錯誤產生，如果合理預期其單獨或匯總起來可影響合併財務報表使用者依賴該等合併財務報表作出的經濟決定時，則被視為重大錯誤陳述。

本行根據香港審計準則執行審核的工作之一，是運用專業判斷，保持專業懷疑。本行亦：

- 識別及評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足和適當的審計證據，作為本行意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，惟並非旨在對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

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

– continued

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師對審核合併財務報表承擔的責任－續

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核證據，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果本行認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則修訂本行的意見。本行的結論是基於核數師報告日止所取得的審核證據。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評估合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否公平反映交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足及適當的審核證據，以便對合併財務報發表意見。本行負責集團審核的方向、監督及執行。本行為審核意見承擔全部責任。

本行與治理層就（其中包括）審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括本行在審核過程中識別的內部控制的任何重大缺陷。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

– continued

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

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

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

核數師對審核合併財務報表承擔的責任 – 續

本行亦向治理層作出聲明，表明本行已符合有關獨立性的相關專業道德要求，並與彼等溝通可能被合理認為會影響本行獨立性的所有關係及其他事宜，以及在適用的情況下相關的防範措施。

從與治理層溝通的事項中，本行釐定對本期間合併財務報表審核至關重要的事項，因而構成關鍵審計事項。本行在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極少數情況下，倘合理預期在本行的報告中溝通某事項造成的負面後果超出產生的公眾利益，則本行決定不應在報告中溝通該事項。

出具本獨立核數師報告之審核項目合夥人為任紹文。

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
29 March 2017

德勤 • 關黃陳方會計師行
註冊會計師
香港
2017年3月29日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

合併損益及其他綜合收益表

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

		NOTES 附註	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Continuing operations	持續經營業務			
Revenue	收入	5	12,849	58,975
Cost of inventories sold	已售存貨成本		(4,238)	(37,557)
Other income	其他收入	8	297	3,298
Gain on fair value change of investment properties	投資物業公允價值變動之收益	18	511,483	1,019,615
Staff costs	員工成本	10	(33,578)	(22,002)
Depreciation	折舊		(3,383)	(1,736)
Finance costs	財務費用	7	(154,823)	(41,391)
Exchange loss, net	匯兌虧損淨額		(45,922)	(494)
Investment income	投資收入		179	-
Gain on disposal of a subsidiary	出售一間附屬公司之收益		-	1,941
Other expenses	其他開支		(104,228)	(108,254)
Profit before tax	除稅前溢利		178,636	872,395
Income tax expense	所得稅開支	9	(129,862)	(256,015)
Profit for the year from continuing operations	來自持續經營業務之年內溢利	10	48,774	616,380
Discontinued operations	已終止經營業務			
Profit for the year from discontinued operations	來自已終止經營業務之年內溢利	12	6,493	2,489
Profit for the year	年內溢利		55,267	618,869
Other comprehensive (expense)/ income:	其他綜合(開支)/收益:			
Item that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益之項目:			
Exchange differences on translation to presentation currency	換算為呈列貨幣產生之匯兌差額		(157,651)	(132,245)
Items that may be reclassified subsequently to profit or loss:	其後或會重新分類至損益之項目:			
Exchange differences on translation of foreign operations	換算海外業務財務報表產生之匯兌差額		21,279	15,505
Reclassification adjustment-transfer translation reserve to profit or loss upon disposal of subsidiaries	重新分類調整—於出售附屬公司時轉撥換算儲備至損益		5,781	-

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

合併損益及其他綜合收益表

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

	NOTES 附註	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利		
– from continuing operations	– 來自持續經營業務	38,963	549,336
– from discontinued operations	– 來自已終止經營業務	6,493	2,489
		45,456	551,825
Profit for the year attributable to non-controlling interests	非控制性權益應佔年內溢利		
– from continuing operations	– 來自持續經營業務	9,811	67,044
		9,811	67,044
Total comprehensive (expense)/ income for the year	年內綜合(開支)/收益總額	(75,324)	502,129
Attributable to:	歸屬於:		
Owners of the Company	本公司擁有人	(82,238)	437,928
Non-controlling interests	非控制性權益	6,914	64,201
		(75,324)	502,129
Earnings per share	每股盈利	15	
From continuing and discontinued operations	來自持續經營及已終止經營業務		
– Basic	– 基本	HK\$0.1743 港元	HK\$2.3448 港元
– Diluted	– 攤薄	HK\$0.1741 港元	HK\$2.2079 港元
From continuing operations	來自持續經營業務		
– Basic	– 基本	HK\$0.1494 港元	HK\$2.3343 港元
– Diluted	– 攤薄	HK\$0.1492 港元	HK\$2.1980 港元

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

合併財務狀況表

At 31 December 2016 於2016年12月31日

			2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
		NOTES 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	18,244	12,999
Investment properties	投資物業	18	5,167,218	4,014,180
Other long term assets	其他長期資產	21	14,189	1,194
			5,199,651	4,028,373
Current assets	流動資產			
Properties under development for sale	發展中待售物業	17	2,093,097	1,961,867
Completed properties held for sale and other inventories	已竣工待售物業及其他存貨		403,325	663,592
Trade receivables	貿易應收款項	19	4,631	4,002
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	20	992,411	938,381
Pledged bank deposits	已抵押銀行存款		3,589	-
Other current assets	其他流動資產	21	462,238	137,269
Bank balances and cash	銀行結餘及現金	22	1,042,268	242,263
			5,001,559	3,947,374
Current liabilities	流動負債			
Trade and other payables and accruals	貿易及其他應付款項及預提款項	23	917,685	449,420
Amounts due to related companies	應付關聯公司款項	34(e)(i)	199,129	900,579
Tax payable	應繳稅項		1,841	10
Deferred income	遞延收益		-	1,236
Bank and other borrowings – due within one year	銀行及其他借貸 – 一年內到期	24	1,218,040	2,102,819
			2,336,695	3,454,064
Net current assets	流動資產淨值		2,664,864	493,310
Total assets less current liabilities	總資產減流動負債		7,864,515	4,521,683
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	26	351,193	244,403
Bank and other borrowings – due after one year	銀行及其他借貸 – 一年後到期	24	2,768,771	-
Convertible bonds and bonds	可換股債券及債券	25	1,932,313	1,485,098
			5,052,277	1,729,501
NET ASSETS	資產淨值		2,812,238	2,792,182

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

合併財務狀況表

At 31 December 2016 於2016年12月31日

		NOTES 附註	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Equity	權益			
Share capital	股本	27	26,222	24,646
Reserves	儲備		2,723,531	2,698,474
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,749,753	2,723,120
Non-controlling interests	非控制性權益		62,485	69,062
TOTAL EQUITY	權益總額		2,812,238	2,792,182

The consolidated financial statements on pages 85 to 204 were approved and authorised for issue by the Board of Directors on 29 March 2017 and are signed on its behalf by:

第85至204頁之合併財務報表於2017年3月29日經董事會批准及授權刊發，並由下列董事代表簽署：

ZHOU ZHENG

DIRECTOR

周政
董事

CHAN TAK KWONG

DIRECTOR

陳德光
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

合併權益變動表

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

Equity attributable to owners of the Company 本公司擁有人應佔權益

		Equity attributable to owners of the Company						Equity attributable to non-controlling interests		Total equity	
		Share capital	Share premium	Statutory surplus reserve	Other reserve	Convertible bonds equity reserve	Exchange translation reserve	Retained profits	Total		Equity attributable to non-controlling interests
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 January 2016	於2016年1月1日	24,646	259,584	67,974	(643,958)	1,327,718	(116,173)	1,803,329	2,723,120	69,062	2,792,182
Profit for the year	年內溢利	-	-	-	-	-	-	45,456	45,456	9,811	55,267
Reclassification adjustment-transfer translation reserve to profit or loss upon disposal of subsidiaries(note 37)	重新分類調整—於出售附屬公司時轉撥換算儲備至損益(附註37)	-	-	-	-	-	5,781	-	5,781	-	5,781
Exchange differences on translation	換算產生之匯兌差額	-	-	-	-	-	(133,475)	-	(133,475)	(2,897)	(136,372)
Total comprehensive (expense)/income for the year	年內綜合(開支)/收益總額	-	-	-	-	-	(127,694)	45,456	(82,238)	6,914	(75,324)
Deemed contribution on disposal of a subsidiary (note 37)	出售一間附屬公司之視作貢獻(附註37)	-	-	-	4,141	-	-	-	4,141	-	4,141
Transfer to reserve	轉撥至儲備	-	-	28,276	-	-	-	(28,276)	-	-	-
Non-controlling interests arising on the establishment of a subsidiary (note c)	成立一間附屬公司時產生之非控制性權益(附註c)	-	-	-	-	-	-	-	-	17,218	17,218
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	-	-	-	(4,010)	-	-	-	(4,010)	-	(4,010)
Acquisition of non-controlling interests (note b)	收購非控制性權益(附註b)	-	-	3,856	9,495	-	(1,049)	18,407	30,709	(30,709)	-
Exercise of warrants (note 27)	行使認股權證(附註27)	1,576	76,455	-	-	-	-	-	78,031	-	78,031
At 31 December 2016	於2016年12月31日	26,222	336,039	100,106	(634,332)	1,327,718	(244,916)	1,838,916	2,749,753	62,485	2,812,238

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

合併權益變動表

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

		Equity attributable to owners of the Company 本公司擁有人應佔權益							Equity attributable to non-controlling interests		Total equity
		Share capital	Share premium	Statutory surplus reserve	Other reserve	Convertible bonds equity reserve	Exchange translation reserve	Retained profits	Total	非控制性權益應佔權益	權益總額
		股本	股份溢價	法定盈餘儲備	其他儲備	可換股債券權益儲備	外匯波動儲備	保留溢利	總計	權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2015	於2015年1月1日	22,299	99,232	-	-	-	(2,276)	1,319,478	1,438,733	1,425	1,440,158
Profit for the year	年內溢利	-	-	-	-	-	-	551,825	551,825	67,044	618,869
Exchange differences on translation	換算產生之匯兌差額	-	-	-	-	-	(113,897)	-	(113,897)	(2,843)	(116,740)
Total comprehensive income for the year	年內綜合收益總額	-	-	-	-	-	(113,897)	551,825	437,928	64,201	502,129
Recognition of equity component of convertible bonds	確認可換股債券權益部分	-	-	-	-	1,327,718	-	-	1,327,718	-	1,327,718
Deemed distribution to the owner of the Company (note d)	向本公司擁有人作出視同分配(附註d)	-	-	-	(682,298)	-	-	-	(682,298)	-	(682,298)
Disposal of partial interest and capital contribution from non-controlling shareholder (note d)	出售部分權益及非控股股東注資(附註d)	-	-	-	38,340	-	-	-	38,340	3,436	41,776
Transfer to reserve	轉撥至儲備	-	-	67,974	-	-	-	(67,974)	-	-	-
Exercise of warrants	行使認股權證	518	25,234	-	-	-	-	-	25,752	-	25,752
Issue of new shares	發行新股	1,829	138,071	-	-	-	-	-	139,900	-	139,900
Transaction costs attributable to issue of shares	發行新股之交易費用	-	(2,953)	-	-	-	-	-	(2,953)	-	(2,953)
At 31 December 2015	於2015年12月31日	24,646	259,584	67,974	(643,958)	1,327,718	(116,173)	1,803,329	2,723,120	69,062	2,792,182

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

合併權益變動表

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

Notes:

- a. In accordance with the Articles of Association of all subsidiaries of SkyOcean International Holdings Limited (the "Company") that established in the People's Republic of China (the "PRC"), those subsidiaries are required to transfer 10% of the profit after taxation to the statutory surplus reserve until the reserve reaches 50% of the registered capital. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory surplus reserve can be used to make up for previous year's losses, expand the existing operation or convert into additional capital of the subsidiaries.
- b. During the current year, additional capital injection of RMB150,000,000 was made by the Group to a non-wholly owned subsidiary of the Company, the equity interests of which held by the Group is increased from 90% to 96.02% accordingly. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interest in the subsidiary.
- c. During the current year, the Company and a non-controlling shareholder established a subsidiary, the capital contribution of HK\$174,375,000 and HK\$17,218,000 were made by the Company and the non-controlling shareholder. The equity interests held by the Company and the non-controlling shareholder are 90% and 10% respectively.
- d. During the year ended 31 December 2015, a non-controlling shareholder contributed RMB35,000,000 (equivalent to approximately HK\$41,776,000) into Beijing SkyOcean COMB+ Technology Co., Ltd ("Beijing SkyOcean COMB+", a wholly-owned subsidiary of the Company). The carrying amounts of the interest held by a subsidiary of the Company and the non-controlling interest in Beijing SkyOcean COMB+ were adjusted to reflect the changes in their relative interests in Beijing SkyOcean COMB+. The difference amounting to HK\$38,340,000 between the amount by which the 8% non-controlling interest was adjusted and the fair value of the consideration received was recognised directly in equity and attributed to owners of the Company since the change in the Group's ownership interest in Beijing SkyOcean COMB+ did not result in the Group losing control over Beijing SkyOcean COMB+ and should be accounted for as equity transaction.

On 24 December 2015, the Company issued a five-year term RMB zero coupon convertible bonds to the immediate holding company of the Company for settlement of certain amount payable to a related company. The fair value of the convertible bonds at the date of issuance in excess of the amount due to the related company extinguished of RMB540,441,000 (equivalent to HK\$682,298,000) was accounted for as a deemed distribution to the immediate holding company of the Company during the year ended 31 December 2015.

附註:

- a. 根據天洋國際控股有限公司(「本公司」)於中華人民共和國(「中國」)成立的所有附屬公司的公司章程，該等附屬公司須轉撥除稅後溢利的10%至法定盈餘儲備，直至儲備達到註冊資本的50%。轉撥儲備須於向權益持有人分派股息前作出。法定盈餘儲備可用於彌補過往年度之虧損，擴展現有業務或轉作附屬公司的額外資本。
- b. 於本年度，本集團向本公司之一間非全資附屬公司新注資人民幣150,000,000元，本集團所持股權相應從90%增至96.02%。本集團之權益及非控制性權益之賬面值經調整以反映彼等於附屬公司相對權益之變動。
- c. 於本年度，本公司與一名非控股股東成立一間附屬公司，本公司及非控股股東注資174,375,000港元及17,218,000港元。本公司及非控股股東所持股權分別為90%及10%。
- d. 於截至2015年12月31日止年度，一名非控股股東向北京天洋蜂巢科技有限公司(「北京天洋蜂巢」，本公司全資附屬公司)注資人民幣35,000,000元(相當於約41,776,000港元)。由本公司一間附屬公司所持有的權益及於北京天洋蜂巢的非控制性權益之賬面值已經調整以反映彼等於北京天洋蜂巢的相關權益變動。由於本集團於北京天洋蜂巢的所有權益變動不會導致本集團失去對北京天洋蜂巢控制，故有關作出8%非控制性權益調整的金額與已收取代價的公允價值之38,340,000港元差額直接於權益確認並歸屬於本公司擁有人，並應入賬為股權交易。

於2015年12月24日，本公司已向本公司直接控股公司發行五年期零息人民幣可換股債券以替代應付一間關聯公司之若干款項。於截至2015年12月31日止年度，可換股債券於發行日期之公允價值較應付關聯公司款項超出之人民幣540,441,000元(相當於682,298,000港元)入賬為本公司向直接控股公司的視同分配。

CONSOLIDATED STATEMENT OF CASH FLOWS

合併現金流動表

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

	NOTES 附註	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Operating activities	經營活動		
Profit before tax	除稅前溢利		
– continuing operations	– 持續經營業務	178,636	872,395
– discontinued operations	– 已終止經營業務	6,493	2,489
Adjustments for:	經調整：		
Bank interest income	銀行利息收入	(297)	(3,244)
Gain on fair value change of investment properties	投資物業公允價值變動之收益	(511,483)	(1,019,615)
Gain on disposal of subsidiary	出售一間附屬公司之收益	(4,016)	(1,941)
Finance costs	財務費用	154,823	41,391
Depreciation on property, plant and equipment	物業、廠房及設備折舊	3,745	2,382
Reversal of allowance for doubtful trade receivables	貿易應收款項之呆賬撥回	–	(84)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	10	75
Net exchange loss/(gain)	匯兌虧損／(收益)淨額	33,548	(2,566)
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	(138,541)	(108,718)
Increase in properties under development	發展中物業增加	(640,591)	(137,200)
Increase in prepayment for land use rights	土地使用權之預付款項增加	(106,414)	–
Increase in deposit received from sale of properties	物業銷售已收按金增加	511,681	–
Increase in trade receivables	貿易應收款項增加	(629)	(3,180)
Increase in other receivables, deposits and prepayments	其他應收款項、按金及預付款項增加	(36,025)	(12,381)
Decrease in trade and other payables and accruals	貿易及其他應付款項以及預提款項減少	(2,013)	(167,995)
Decrease in deferred revenue	遞延收益減少	–	(314)
Cash used in operations	經營所用之現金	(412,532)	(429,788)
Income tax paid	已付所得稅	(160)	(867)
Net cash used in operating activities	經營活動所用現金淨額	(412,692)	(430,655)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For The Year Ended 31 December 2016 截至2016年12月31日止年度

1. GENERAL

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The address of its principal place of business is 11/Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company acts as an investment holding company. The principal activities of the subsidiaries (together with the Company, hereinafter collectively referred to as the "Group") were involved in the provision of elderly care services, medical equipment distribution, investment in financial instruments and property development. During the year ended 31 December 2016, the Group disposed of certain subsidiaries that were engaged in the business of provision of elderly care services and medical equipment distribution in Hong Kong. The result of these operations have been presented as discontinued operations in these consolidated financial statements (see note 12 for details).

The immediate and ultimate holding company of the Company is SkyOcean Investment Holdings Limited, which is incorporated in the British Virgin Islands ("BVI") and beneficially owned as to 80% by Mr. Zhou Zheng, a director and ultimate controlling shareholder of the Company.

The functional currency of the Company is Renminbi ("RMB"), and for the purpose of more convenience to the readers of these consolidated financial statements, the consolidated financial statements are presented in Hong Kong dollars ("HK\$").

1. 一般資料

本公司為一間於百慕達註冊成立的有限公司，註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司主要營業地點之地址為香港灣仔港灣道30號新鴻基中心11樓。本公司之股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司為投資控股公司。附屬公司（連同本公司，統稱「本集團」）之主要業務為提供護老服務、分銷醫療設備、投資金融工具及物業發展。於截至2016年12月31日止年度，本集團出售若干於香港從事提供護老服務業務及分銷醫療設備業務的附屬公司。該等業務之業績已於本合併財務報表呈列為已終止經營業務（詳情請參閱附註12）。

本公司之直接及最終控股公司為於英屬處女群島（「英屬處女群島」）註冊成立之天洋投資控股有限公司，其由本公司之董事及最終控股股東周政先生實益擁有80%權益。

本公司之功能貨幣為人民幣（「人民幣」），為更方便合併財務報表之讀者閱覽，此等合併財務報表以港元（「港元」）呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For The Year Ended 31 December 2016 截至2016年12月31日止年度

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

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant for the preparation of the Group’s consolidated financial statements for the first time in the current year:

Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</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 HKFRSs	<i>Annual Improvements to HKFRSs 2012-2014 Cycle</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	<i>Investment Entities: Applying the Consolidation Exception</i>

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

本集團於本年度首次應用下列由香港會計師公會（「香港會計師公會」）頒佈且與編製本集團合併財務報表有關的經修訂香港財務報告準則：

香港財務報告準則第11號之修訂	收購合資經營權益之會計處理
香港會計準則第1號之修訂	披露計劃
香港會計準則第16號及香港會計準則第38號之修訂	澄清折舊及攤銷方法之可接受方式
香港財務報告準則之修訂	香港財務報告準則2012年至2014年週期之年度改進
香港會計準則第16號及香港會計準則第41號之修訂	農業：生產性植物
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：應用合併入賬之例外情況

於本年度應用上述香港財務報告準則之新修訂並無對本集團於本年度及過往年度之財務表現及狀況及／或此等合併財務報表載列之披露資料造成重大影響。

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For The Year Ended 31 December 2016 截至2016年12月31日止年度

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

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

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

- ¹ Effective for annual periods beginning on or after 1 January 2018
- ² Effective for annual periods beginning on or after 1 January 2019
- ³ Effective for annual periods beginning on or after a date to be determined
- ⁴ Effective for annual periods beginning on or after 1 January 2017
- ⁵ Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate.

Except as described below, the directors of the Company (the “Directors”) anticipate that the application of the above new and amendments to HKFRSs will have no material impact on the results nor the financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）－續

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	來自客戶合約之收入及相關修訂
香港財務報告準則第16號	租賃 ²
香港財務報告準則第2號之修訂	以股份為基礎付款交易之分類及計量 ¹
香港財務報告準則第4號之修訂	採用香港財務報告準則第4號保險合約及應用香港財務報告準則第9號金融工具 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司間之資產出售或注資 ³
香港會計準則第7號之修訂	披露計劃 ⁴
香港會計準則第12號之修訂	就未變現虧損確認遞延稅項資產 ⁴
香港財務報告準則之修訂	香港財務報告準則2014年至2016年週期之年度改進 ⁵

- ¹ 於2018年1月1日或以後開始之年度期間生效
- ² 於2019年1月1日或以後開始之年度期間生效
- ³ 於將釐定之日期或以後開始之年度期間生效
- ⁴ 於2017年1月1日或以後開始之年度期間生效
- ⁵ 於2017年1月1日或2018年1月1日或以後（按適用情況而定）開始之年度期間生效

除下文所述外，本公司董事（「董事」）預期應用上述新訂及經修訂香港財務報告準則不會對本集團之業績及財務狀況構成任何重大影響。

For The Year Ended 31 December 2016 截至2016年12月31日止年度

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

HKFRS 9 FINANCIAL INSTRUMENTS

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

Key requirements of HKFRS 9 which are relevant to the Group are:

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）－續

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號引入金融資產、金融負債分類及計量、一般對沖會計及金融資產減值規定之新規定。

香港財務報告準則第9號與本集團有關之主要規定為：

- 於香港財務報告準則第9號範圍內之所有已確認金融資產其後須按攤銷成本或公允價值計量。特別是，目的為收取合約現金流之業務模式內所持有，且合約現金流僅為本金及尚未償還本金利息付款之債務投資，一般於其後會計期間結束時按攤餘成本計量。目的為收取合約現金流及出售金融資產之業務模式內所持有，且在合約條款指定日期所產生合約現金流僅為本金及尚未償還本金利息付款之債務工具，按通過其他綜合收益按公允價值列賬之方式計量。所有其他債務投資及股權投資均於其後會計期間結束時按公允價值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤銷選擇，在其他綜合收益列報股權投資（並非為持有待售者）公允價值的其後變更，並一般僅於損益確認股息收入。

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For The Year Ended 31 December 2016 截至2016年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – continued

HKFRS 9 FINANCIAL INSTRUMENTS – continued

Key requirements of HKFRS 9 which are relevant to the Group are: – continued

- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Based on the Group's financial instruments and risk management policies as at 31 December 2016, the Directors anticipate that the application of HKFRS 9 in the future may have an impact on amounts reported in respect of the Group's financial assets. Specifically, application of HKFRS 9 in the future may have an impact on the classification and measurement of the Group's financial assets. The Directors are also of the view that the expected credit loss model may result in early provision of credit losses which are not yet incurred for the Group's financial assets measured at amortised cost. However, it is not practicable to provide a reasonable estimation of the effect of HKFRS 9 until a detailed review has been completed.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）－續

香港財務報告準則第9號「金融工具」－續

香港財務報告準則第9號與本集團有關之主要規定為：－續

- 就金融資產減值而言，香港財務報告準則第9號規定按預期信用損失模式計算，而非根據香港會計準則第39號按已產生信用損失模式計算。該預期信用損失模式規定實體須計算其預期信用損失及在每個報告日期之預期信用損失之變動，以反映自初始確認後所產生之信用風險。換言之，現已毋須再待發生信用事件方確認信用損失。

根據本集團於2016年12月31日的金融工具及風險管理政策，董事預期，未來採納香港財務報告準則第9號將可能對本集團的金融資產呈報之金額有影響。具體而言，未來採納香港財務報告準則第9號或會對本集團金融資產的分類及計量有影響。董事亦認為，預期信用損失模式或會導致須就本集團按攤餘成本計量之金融資產尚未產生之信用損失提早計提撥備。然而，直至完成詳細審閱之前，提供香港財務報告準則第9號影響之合理估計並不可行。

For The Year Ended 31 December 2016 截至2016年12月31日止年度

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

HKFRS 15 REVENUE FROM CONTRACTS WITH CUSTOMERS

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

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

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

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

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）－續

香港財務報告準則第15號「來自客戶合約之收入」

香港財務報告準則第15號之頒佈制定了一項單一全面模式，供實體用作將客戶合約所產生之收入入賬。於香港財務報告準則第15號生效後，其將取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋等現有收入確認指引。

香港財務報告準則第15號之核心原則為，實體所確認向客戶轉讓承諾貨品或服務之收入金額，應為能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入五個確認收入之步驟：

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

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收益，即於特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況之處理方法加入更明確指引。此外，香港財務報告準則第15號要求作出詳盡披露。

於2016年，香港會計師公會頒佈香港財務報告準則第15號有關履約責任之識別、主理人與代理人之代價及授權應用指引之澄清。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – continued

HKFRS 15 REVENUE FROM CONTRACTS WITH CUSTOMERS – continued

The Directors anticipate that the application of HKFRS 15 in the future may have an impact on the timing and amounts of revenue recognition in respect of the Group's contracts with customers on sales of properties. Specifically, HKFRS 15 requires the allocation of total consideration to respective performance obligations based on relative fair values. Furthermore, revenue on sales of properties will be recognised when customers obtain control over the properties under HKFRS 15 as compared to upon transfer of significant risks and rewards of ownership under HKAS 18. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review. The application of HKFRS 15 in the future may also result in more disclosures in the consolidated financial statements.

AMENDMENTS TO HKAS 7 DISCLOSURE INITIATIVE

The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities including both changes arising from cash flows and non-cash changes. Specially, the amendments require the following changes in liabilities arising from financing activities to be disclosed: (i) change from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other business; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; (v) other changes.

The amendments apply prospectively for annual periods beginning on or after 1 January 2017 with earlier application permitted. The application of the amendments will result in additional disclosures on the Group's financing activities, specifically reconciliation between the opening and closing balances in the consolidated statement of financial position for liabilities arising from financing activities will be provided on application.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）－續

香港財務報告準則第15號「來自客戶合約之收入」－續

董事預計，未來對香港財務報告準則第15號的應用會對本集團物業銷售予客戶確認收入的時間和金額產生影響。具體而言，香港財務報告準則第15號要求向各履約責任分配總交易價將基於其公允價值計算。此外，根據香港財務報告準則第15號，當客戶取得物業的控制權時，該物業的銷售收入將被確認（相對於根據香港會計準則第18號轉移重大風險及回報時確認銷售收入）。然而，在完成詳細審閱之前，本集團不太可能合理估計香港財務報告準則第15號之影響。未來採納香港財務報告準則第15號亦可能導致於合併財務報表內作出更多披露。

香港會計準則第7號之修訂「披露計劃」

本修訂規定實體披露能讓財務報表使用者評估融資活動產生之負債之變動，包括現金流量引致之變動及非現金變動。尤其是，本修訂規定披露以下來自融資活動之負債變動：(i)來自融資現金流量之變動；(ii)來自取得或失去附屬公司或其他業務之控制權之變動；(iii)外幣匯率變動之影響；(iv)公允價值變動；及(v)其他變動。

本修訂於2017年1月1日或之後開始之年度期間未來適用，並許可提早應用。應用本修訂將導致有關本集團融資活動之額外披露，尤其是融資活動產生之負債於合併財務狀況表之期初與期末餘額調節，將需於應用本修訂時披露。

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3. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

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.

3. 主要會計政策

合併財務報表已根據香港會計師公會頒佈之香港財務報告準則編製。此外，合併財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例（「公司條例」）適用之規定披露。

除投資物業及可供出售投資以每個報告期末之公允價值計量外，合併財務報表乃根據歷史成本基準編製，詳情載於下文會計政策。

歷史成本一般基於用作交換貨品或服務之代價之公允價值計算。

公允價值為於計量日市場參與者於有序交易中出售資產將收取之價格或轉讓負債支付之價格，不論該價格是否可直接觀察或使用其他估值技術估計。於估計資產或負債之公允價值時，本集團會考慮該資產或負債的特點，若市場參與者於計量日定價資產或負債時會考慮這些特點。於此等合併財務報表作計量及／或披露用途之公允價值乃按此基準釐定，除非屬於香港財務報告準則第2號「以股份為基礎付款」內之以股份基礎之支付、屬於香港會計準則第17號「租賃」內之租賃交易及與公允價值計量類似但並非公允價值之計量，例如：香港會計準則第2號「存貨」內的可變現淨值或香港會計準則第36號「資產減值」內的使用價值。

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

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

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

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

The significant accounting policies are set out below.

BASIS OF CONSOLIDATION

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

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

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

3. 主要會計政策－續

此外，就財務報告而言，公允價值計量根據公允價值計量之輸入數據的可觀察程度及其對整體公允價值計量之重要性分為第一、第二或第三層，詳情如下：

- 第一層的輸入數據指實體於計量日能在活躍市場上得到有關相同資產或負債的報價（未予調整）；
- 第二層的輸入數據指除包含在第一層之報價以外，可直接或間接觀察得到的資產或負債的輸入數據；及
- 第三層的輸入數據指資產或負債不可觀察得到的輸入數據。

主要會計政策載列如下。

合併基準

合併財務報表包括本公司以及本公司及其附屬公司所控制實體之財務報表。取得控制權指本公司：

- 有權控制受投資方；
- 對參與受投資方業務所得浮動回報承擔風險或享有權利；及
- 有能力運用其權力以影響該等回報。

倘事實及情況表明上述所列之三項控制權因素中一項或多項發生變動，則本集團會重新評估其是否仍然控制受投資方。

For The Year Ended 31 December 2016 截至2016年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES – continued

BASIS OF CONSOLIDATION – continued

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

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

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

CHANGES IN THE GROUP'S OWNERSHIP INTERESTS IN EXISTING SUBSIDIARIES

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

3. 主要會計政策－續

合併基準－續

當本集團取得附屬公司之控制權時，便將該附屬公司合併入賬，而當本集團失去附屬公司之控制權時，便停止將附屬公司合併入賬。具體而言，年內收購或出售之附屬公司之收入或開支於本集團取得控制權當日起計入合併損益及其他綜合收益表，直至本集團失去該附屬公司之控制權當日為止。

損益及其他綜合收益之各組成部分歸屬於本公司擁有人及非控制性權益。附屬公司之綜合收益總額屬於本公司擁有人及非控制性權益，即使此舉會引致非控制性權益為負數亦然。

所有集團內成員公司間交易之資產及負債、權益、收入、開支及現金流量於合併入賬時全數對銷。

本集團於現有附屬公司擁有權之變動

倘本集團於現有附屬公司擁有權之變動不導致本集團失去對該等附屬公司之控制權，將作為權益交易入賬。本集團之相關權益部分（包括儲備）及非控制性權益之賬面值將予調整，以反映其於該等附屬公司之相關權益變動。於重新分類相關權益部分後之非控制性權益之經調整金額與已付或已收代價之公允價值之間任何差額，乃直接於權益中確認並歸屬於本公司之擁有人。

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合併財務報表附註

For The Year Ended 31 December 2016 截至2016年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES – continued

CHANGES IN THE GROUP'S OWNERSHIP INTERESTS IN EXISTING SUBSIDIARIES – continued

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

ACQUISITION OF A SUBSIDIARY CLASSIFIED AS AN ASSET ACQUISITION

Where an acquisition of a group of assets and liabilities that does not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase.

3. 主要會計政策 – 續

本集團於現有附屬公司擁有權之變動 – 續

倘本集團失去對附屬公司之控制權，則收益或虧損於損益中確認，並按(i)已收代價之公允價值與任何保留權益之公允價值之總和及(ii)本公司擁有人應佔該附屬公司之資產(包括商譽)及負債之先前賬面值間之差額計算。先前於其他綜合收益確認之有關該附屬公司之所有金額，按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按香港財務報告準則適用之規定/許可條文重新分類至損益或轉撥至另一類權益類別)。於失去控制權當日於前附屬公司保留之任何投資之公允價值於其後入賬投資成本時被列作初步確認之公允價值。

分類為資產收購的附屬公司收購事項

當收購一組資產或負債不構成一項業務，本集團通過首先按金融資產及金融負債各自的公允價值分配，剩餘購買價隨後按其他個別可識別資產和負債於購買日的相關公允價值分配，以識別及確認所收購的個別可識別資產及所承擔的負債。

For The Year Ended 31 December 2016 截至2016年12月31日止年度

**3. SIGNIFICANT ACCOUNTING POLICIES
– continued****REVENUE RECOGNITION**

Revenue is measured at the fair value of the consideration received or receivable.

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

Revenue from sale of goods is recognised when the goods are delivered and title has passed.

Service income is recognised when services are provided.

Revenue from sales of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. Deposits and prepayments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

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

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 主要會計政策－續**收入確認**

收入按已收或應收代價之公允價值計量。

收入金額能夠可靠地計量；倘未來經濟利益流入本集團且當本集團各業務達致特定標準時，方會確認收入，概述如下。

貨品銷售收入乃於貨品付運及所有權已轉移時予以確認。

服務收入乃於提供服務時予以確認。

日常業務過程中銷售物業之收入於相關物業竣工及交付買家時予以確認。符合上述收入確認標準前所收取買家之按金及預付款項於合併財務狀況表計入流動負債。

經營租約之租金收入在有關租賃期限內按直線法於損益內確認。

利息收入按未償還本金額及適用之實際利率以時間基準計算。有關利率指將於初步確認時金融資產之估計未來所收現金在估計可使用年期內準確折現至該項資產賬面淨值之利率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For The Year Ended 31 December 2016 截至2016年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES – continued

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method, at the following rate per annum:

Leasehold improvements	Over the shorter of the lease terms and 15% to 33 $\frac{1}{3}$ %
Furniture, fixtures and office equipment	15% to 33 $\frac{1}{3}$ %
Medical equipment	20%
Computer equipment and software	20% to 33 $\frac{1}{3}$ %
Motor vehicles	20% to 33 $\frac{1}{3}$ %

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. 主要會計政策 – 續

物業、廠房及設備

物業、廠房及設備乃按成本值減其後累計折舊及累計減值虧損(如有)於合併財務狀況表入賬。

確認折舊以按物業、廠房及設備項目減估計可使用年期之剩餘價值以直線法撇銷成本,採用之折舊年率如下:

租賃物業裝修	按租期及15%至33 $\frac{1}{3}$ % (以較短期間者為準)
傢俬、裝置及辦公室設備	15%至33 $\frac{1}{3}$ %
醫療設備	20%
電腦設備及軟件	20%至33 $\frac{1}{3}$ %
汽車	20%至33 $\frac{1}{3}$ %

本公司於各報告期末檢討估計可使用年期、剩餘價值及折舊方法,並按未來適用法入賬任何預計之變動之影響。

物業、廠房及設備項目於出售或預計持續使用資產並無未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生之收益或虧損按出售所得款項與資產賬面值之差額釐定,並於損益確認。

For The Year Ended 31 December 2016 截至2016年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES – continued

LEASING

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

The Group as lessor

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

The Group as lessee

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

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

LEASEHOLD LAND AND BUILDING

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

3. 主要會計政策－續

租賃

凡租賃條款將有關擁有權之絕大部分風險及回報轉嫁予承租人之租賃，均列為融資租賃。所有其他租賃均列為經營租賃。

本集團作為出租人

經營租賃之租金收入於相關租期按直線基準於損益確認。

本集團作為承租人

經營租賃付款於相關租期內按直線基準確認為開支。

倘訂立經營租賃可以獲得租賃優惠，該等優惠作為負債確認。優惠整體利益以直線基準確認為租金開支。

租賃土地及樓宇

當租賃包括土地及樓宇部分，本集團會根據各部分所有權所附之絕大部分風險及回報是否已轉移至本集團之評估，分別將各部分之分類為融資或經營租賃，除非兩個部分毫無疑問為經營租賃，於該情況下整項租賃將分類為經營租賃。具體而言，最低租賃付款（包括任何一次性預付款項）會根據所訂立之租約在土地與樓宇部分間分配。

倘租賃付款能可靠分配，則以經營租賃入賬之租賃土地權益於合併財務狀況表中呈列為「預付租賃款項」，並於租期內以直線法攤銷，惟根據公允價值模式分類並入賬為投資物業者除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For The Year Ended 31 December 2016 截至2016年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES – continued

FOREIGN CURRENCIES

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

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the group entities are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange fluctuation reserve. Exchange differences arising from translation of a foreign operation to the functional currency of the Company (i.e. RMB) are recognised in profit or loss in the period in which the foreign operation is disposed of whilst exchange differences relating to translation from RMB to the presentation currency of the Group are transferred directly to retained profits. On disposal of a group entity that is not a foreign operation, the exchange differences accumulated in equity relating to the translation of assets and liabilities of that group entity into presentation currency of the Group are transferred directly to retained profits.

3. 主要會計政策 – 續

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之適用匯率換算為各自之功能貨幣（即該實體經營所在主要經濟地區之貨幣）記賬。於報告期末，以外幣計值之貨幣項目均按該日之適用匯率重新換算。以外幣計值按歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目所產生之匯兌差額，於其產生期間在損益中確認，惟應收海外業務而結算並無計劃亦不可能發生（因此構成海外業務投資淨額之一部分）之貨幣項目之匯兌差額外，該等匯兌差額初步於其他綜合收益內確認，並於出售或部分出售本集團權益時自權益重新分類至損益。

就呈列合併財務報表而言，集團實體之資產及負債乃按於報告期末之適用匯率換算為本集團之呈列貨幣（即港元），而其收入及支出乃按該年度之平均匯率進行換算，除非匯率於該期間內出現大幅波動，於此情況下，則採用於交易當日之適用匯率。所產生之匯兌差額（如有）乃於其他綜合收益確認及於權益中外匯波動儲備項下累計。換算海外業務至本公司之功能性貨幣（即人民幣）產生之匯兌差異於出售海外業務期間之損益內確認，而由人民幣換算到本集團呈列貨幣之匯兌差異直接轉入留存收益。當處置非海外業務集團實體時，換算該集團實體的資產負債至本集團呈列貨幣而產生之匯兌差異將由權益部分直接轉入留存收益。

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合併財務報表附註

For The Year Ended 31 December 2016 截至2016年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES – continued

TAXATION – continued

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

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

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

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

3. 主要會計政策 – 續

稅項 – 續

遞延稅項乃為合併財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間之暫時性差異而確認。遞延稅項負債一般就所有應課稅之暫時性差異予以確認，而遞延稅項資產則就可扣減之暫時性差異，按可能會出現可用以抵銷該等可扣減之暫時性差異之應課稅溢利而予以確認。若於一項交易中，因商譽或於初步確認（非業務合併）其他資產與負債而引致之暫時性差異既不影響應課稅溢利亦不影響會計溢利，則有關資產及負債不予確認。

遞延稅項負債就於附屬公司之投資產生之應課稅臨時性差異確認，惟本集團能夠控制暫時性差異之撥回，且暫時性差異於可預見將來可能不會撥回除外。與該等投資有關的可扣減暫時性差異產生的遞延稅項資產僅於存在足夠應課稅溢利，能動用暫時性差異之利益進行抵銷，且預期於可預見將來會撥回的情況下予以確認。

遞延稅項資產之賬面值乃於報告期末進行檢討，並在不再可能有足夠應課稅溢利恢復全部或部分資產價值時作調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計算。所根據之稅率（及稅法）乃於報告期末已訂定或大致訂定。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

TAXATION – continued

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

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

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

PROPERTIES UNDER DEVELOPMENT FOR SALE

Properties under development for sale which are intended to be held for sale in the ordinary course of business are carried at the lower of cost and net realisable value and are shown as current assets. Cost includes the cost of land, construction cost and other development expenditure and other attributable expenses. Net realisable value is determined by management based on prevailing market conditions.

COMPLETED PROPERTIES FOR SALE AND OTHER INVENTORIES

Completed properties for sale are stated at the lower of cost and net realisable value. Cost includes the related land costs, development expenditure incurred and, where appropriate, borrowing costs capitalised. Net realisable value is determined based on prevailing market conditions.

Other inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

3. 主要會計政策 – 續

稅項 – 續

遞延稅項負債及資產的計量反映本集團於報告期末，預期將要收回或償還其資產及負債的賬面值之稅務後果。

就計算使用公允價值模式計量投資物業的遞延稅項負債而言，該等物業的賬面值假定為可透過銷售全數收回，除非有關假定被推翻則除外。當投資物業可予折舊及以一個商業模式所持有，而此模式的宗旨乃並非透過出售而是隨時間推移將投資物業所包含的絕大部分經濟利益用盡時，則該假定可予推翻。

即期及遞延稅項於損益中確認，惟倘其關於在其他綜合收益中確認之項目或直接在股本權益中確認之項目，則即期及遞延稅項亦會於其他綜合收益中確認或直接於股本中確認。

發展中待售物業

於一般業務過程中擬持作出售之發展中待售物業按成本及可變現淨值之較低者列賬，並顯示為流動資產。成本包括土地成本、建築成本及其他發展開支及其他應計開支。可變現淨值由管理層根據當前市場情況釐定。

已竣工待售物業及其他存貨

已竣工待售物業按成本及可變現淨值兩者之較低者入賬。成本包括相關土地成本、所產生之發展開支及（倘適用）已資本化之借貸成本。可變現淨值按當時之市場情況釐定。

其他存貨按成本及可變現淨值兩者之較低者入賬。成本以加權平均法計算。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

INVESTMENT PROPERTIES

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

The Group transfers a property from inventories to investment property when there is a change of intention to hold the property to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the commencement of an operating lease to another party. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

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

FINANCIAL INSTRUMENTS

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

3. 主要會計政策－續

投資物業

投資物業指持作賺取租金及／或待資本增值之物業（包括為此目的之建造中物業）。

投資物業初步按成本（包括任何直接應佔開支）計量。於初始確認後，投資物業使用公允價值模式按公允價值計量。投資物業之公允價值變動所產生之盈虧於產生期間計入損益。

建造中投資物業所產生之建造成本會資本化，作為建造中投資物業部分賬面值。

當某一物業之持有意圖由在正常業務經營下出售轉為賺取租金或／及待資本增值時，本集團將該等物業由存貨轉撥為投資物業。該意圖變更之證據為開始與另一方之經營租約。物業於轉撥日期之公允價值與其先前賬面值之差異計入損益。

投資物業乃於出售後或在投資物業永久不再使用或預期出售物業不會產生未來經濟利益時取消確認。取消確認該物業時產生之任何損益（按出售所得款項淨額與該資產之賬面值之差額計算）計入該項目取消確認期間之損益內。

金融工具

倘集團實體成為工具合約條文之訂約方，則於合併財務狀況表中確認金融資產及金融負債。

金融資產及金融負債最初按公允價值計量。因收購或發行金融資產及金融負債而直接應佔交易成本於首次確認時計入金融資產或金融負債（按適用）之公允價值或自金融資產及金融負債（按適用）之公允價值扣除。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets

The Group's financial assets are classified into loans and receivables and available-for-sale investments. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

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

Loans and receivables

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

3. 主要會計政策－續

金融工具－續

金融資產

本集團之金融資產歸入貸款及應收款項以及可供出售投資。分類視乎金融資產之性質及用途而定，並於初步確認時釐定。所有日常買賣之金融資產於交易日確認及終止確認。日常買賣指須根據市場規則或慣例訂立之時限內交收資產之金融資產買賣。

實際利息法

實際利息法乃計算金融資產之攤餘成本及按有關期間攤分利息收入之方法。實際利率乃於首次確認時按金融資產之預計年期或適用的較短期間準確折現估計未來現金收入（包括構成實際利率不可或缺部分之一切已付或已收費用、交易成本及其他溢價或折讓）至賬面淨值之利率。

有關債務工具之利息收入按實際利率基準予以確認。

貸款及應收款項

貸款及應收款項為無活躍市場報價而附帶固定或可釐定付款之非衍生金融資產，於首次確認後，貸款及應收款項（包括應收賬款、其他應收款項、按金、已抵押銀行存款以及銀行結餘及現金）採用實際利息法，以攤餘成本減任何已識別減值虧損列賬（見下文有關金融資產減值之會計政策）。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets that are either designated as available-for-sale or are not classified as (a) loans and receivable, (b) held-to-maturity instruments or (c) financial assets at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised or is determined to be impaired, the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to profit or loss. Interests earned whilst holding the available-for-sale investments are reported as interest income and are recognised in the consolidated statement of profit or loss as investment income. Dividend on available-for-sale investments are recognised in profit or loss when the Group's right to receive the dividend is established.

3. 主要會計政策 – 續

金融工具 – 續

金融資產 – 續

可供出售金融投資

可供出售金融投資乃指定為可供出售或並未分類為(a)貸款及應收款項、(b)持有至到期投資或(c)透過損益按公允價值計量的非衍生金融資產。

經初步確認後，可供出售金融投資隨後按公允價值計量，未實現盈虧於可供出售投資重估儲備內確認為其他綜合收益，直至取消確認該投資為止，或出現減值為止，屆時，累計盈虧將自可供出售投資重估儲備重新分類至損益。持有可供出售金融投資賺取的利息列報為利息收入，並於合併損益表確認為投資收入。當本集團收取股息的權利成立時，可供出售投資的股息於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets

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

Objective evidence of impairment could include:

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

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

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

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

3. 主要會計政策 – 續

金融工具 – 續

金融資產 – 續

金融資產減值

金融資產於各報告期末評估有否減值跡象。倘若有客觀證據顯示因初步確認金融資產後發生之一項或多項事件，令投資之估計未來現金流量受到影響，則金融資產被視作減值。

減值之客觀減值證據可包括：

- 對手方遇到嚴重財政困難；或
- 違反合約，包括逾期或拖欠利息或本金還款；或
- 借款人有可能破產或進行財務重組。

應收款項組合減值之客觀證據包括本集團過往之收款經驗、組合內超過平均信貸期的延期還款個案數目之增加，以及與拖欠應收款相關的國家或當地經濟之可見因素轉變。

就按攤餘成本列賬之金融資產而言，已確認減值虧損金額按該資產之賬面值與按該金融資產原先實際利率折現之估計未來現金流量之現值間之差額確認。

就所有金融資產而言，金融資產之賬面值被減值虧損直接削減，惟貿易及其他應收款項之賬面值除外，其透過使用撥備賬削減。撥備賬賬面值之變動於損益中確認。當應收賬款及其他應收款項被認為無法收回時，則於撥備賬內撇銷。其後收回先前已撇銷之金額於損益中計入。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

When an available-for-sale financial investments is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

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

In respect of available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if any increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

3. 主要會計政策 – 續

金融工具 – 續

金融資產 – 續

金融資產減值 – 續

倘可供出售金融資產被視為減值，先前於其他綜合收益確認之累計盈虧將重新分類至該期間之損益。

就按攤餘成本計量之金融資產而言，倘於往後期間減值虧損金額減少，而該減少可客觀地與確認減值虧損後發生之事件有關，則先前確認之減值虧損透過損益撥回，惟該資產於撥回減值日期之賬面值不得超過在並無確認減值之情況下應有之攤餘成本。

就可供出售債務投資而言，倘該投資公允價值之任何上升可客觀地與確認減值虧損後發生之事件相關，則該減值虧損其後將透過損益撥回。

金融負債及股本工具

根據訂立之合約安排內容及金融負債及股本工具之定義，集團實體發行之債務及股本工具分類為金融負債或股本。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial liabilities and equity instruments – continued

Convertible bonds – continued

At the date of issue, the fair value of the liability component is estimated by measuring the fair value of similar liability that does not have an associated equity component.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred from convertible bonds equity reserve to share premium. Where the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction cost that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction cost relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

3. 主要會計政策 – 續

金融工具 – 續

金融負債及股本工具 – 續

可換股債券 – 續

於發行日期，負債部分的公允價值乃透過計量不包含相關權益部分之同類負債的公允價值進行估算。

分類為權益之換股權乃由複合工具整體之公允價值扣除負債部分之金額而釐定。此金額在扣除所得稅影響後在權益確認入賬，其後將不會重新計量。此外，分類為權益之換股權將保留在權益中，直至換股權獲行使為止，而在此情況下，在權益中確認之結餘將自可換股債券權益儲備轉撥至股份溢價。倘換股權於可換股債券到期日仍未獲行使，則在權益中確認之結餘將轉撥至保留溢利。在換股權獲兌換或到期時，不會於損益表中確認任何盈虧。

發行可換股債券所涉及之交易成本乃按所得款項總額分配比例分配至負債部分及權益部分。權益部分之相關交易成本直接於權益中扣除。負債部分之相關交易成本計入負債部分之賬面值，並採用實際利率法按可換股債券年期攤銷。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial liabilities and equity instruments – continued

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value through profit or loss. Generally, multiple embedded derivatives in a single instrument are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

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

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

3. 主要會計政策－續

金融工具－續

金融負債及股本工具－續

衍生金融工具

衍生工具初步按衍生工具合約訂立日期的公允價值確認，其後按其於報告期末的公允價值重新計量。所產生的收益或虧損即時於損益中確認，除非衍生工具指定並有效作為對沖工具，在此情況下，於損益確認的時間視乎對沖關係的性質而定。

嵌入式衍生工具

非衍生主合約嵌入之衍生工具，如符合衍生工具之定義、其風險及特質與該等主合約並非緊密相關，且該等主合約亦非按公允價值計入損益計量，則當作獨立衍生工具。一般來說，單一工具中多項嵌入式衍生工具視為單一複合嵌入式衍生工具，除非該等衍生工具與不同風險有關，並可隨時分開及互相獨立。

取消確認

當自資產收取現金流之合約權利屆滿時，本集團方會終止確認金融資產。

於取消確認金融資產時，資產賬面值與已收及應收代價及已於其他綜合收益內確認之累計盈虧之總和之差額於損益確認。

當及僅當本集團之責任獲解除、取消或到期時，本集團取消確認金融負債。已取消確認金融負債之賬面值與已付及應付代價之差額於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Derecognition – continued

An exchange between the Group and lender of debt instruments with substantial different terms shall be accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flow under the new term and discounted using the original effective interest rate is at least 10% different from the discounted present value of the remaining cash flow of the original financial liability. The difference between the carrying amount of a financial liability extinguished and the consideration paid, including non-cash assets/equity instruments transferred or liability assumed, is recognised in profit or loss except for debt restructuring which involved entities under common control when the substance of the transaction includes deemed contribution to, or distribution by the Group.

When the contractual terms of a hybrid or compound instrument are modified such that the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original hybrid or compound instrument and the recognition of new instrument. The difference between the carrying amount of financial liability derecognised and the fair value of consideration paid or payable, including any liabilities assumed, is recognised in profit or loss.

3. 主要會計政策 – 續

金融工具 – 續

取消確認 – 續

本集團及債務工具借貸人之間有重大不同條款之交換應被當作原金融負債終止確認並確認新金融負債。倘新條款項下之現金流量經折現現值（使用原實際利率折現）與原金融負債剩餘現金流量之經折現現值相差至少10%以上，則有關條款存在重大差別。已終止確認之金融負債的賬面值與已付代價之差額（包括已轉讓之任何非現金資產／權益工具或已承擔之負債），均于損益確認，除非涉及同一控制下實體債務重組交易的實質包括本集團對其的視同分配或其對本集團的視同貢獻。

當經考慮所有相關事實及情況（包括質量因素）後，混合或復合工具的合約條款被修訂以致經修訂條款導致大幅修訂，該修訂入賬列為取消確認原有混合或復合工具及確認新工具。取消確認的金融負債賬面值與已支付或應付的代價公允價值（包括任何所承擔負債）之間的差額於損益內確認。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

IMPAIRMENT LOSSES ON TANGIBLE ASSETS OTHER THAN GOODWILL

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

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

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

3. 主要會計政策－續

有形資產（商譽除外）之減值虧損

本集團於報告期末審閱其具有有限可使用年期之有形資產之賬面值，以釐定該等資產是否有任何減值虧損跡象。如存在任何有關跡象，則會估計資產之可收回金額以釐定減值虧損之程度（如有）。當無法估計單一資產之可收回金額時，本集團便會估計資產所屬現金產生單位之可收回金額。倘可識別合理及一貫之分配基準，企業資產亦會被分配至個別之現金產生單位，否則會被分配至可識別合理及一貫之分配基準之最小現金產生單位。

可收回金額為公允價值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量使用除稅前折現率（反映市場現時對貨幣時間價值之評估及與未調整估計未來現金流量之資產之特定風險）折現至其現值。

倘資產之可收回金額估計少於其賬面值，則該資產之賬面值削減至其可收回金額。減值虧損即時於損益確認。

當減值虧損其後撥回，該資產之賬面值增至其可收回金額之經修訂估計值，然而增加後之賬面值不得超過倘若該資產過往年度並無確認減值虧損原應釐定之賬面值。減值虧損撥回時即時確認為收益。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

CRITICAL JUDGMENT IN APPLYING ACCOUNTING POLICIES

The following are the critical judgments, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment properties and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time through rental income. Therefore, in determining the Group's deferred taxation on investment properties, the Directors have determined that the presumption that investment properties measured using the fair value model are recovered through sale is rebutted.

4. 關鍵會計判斷及估計不確定性因素之主要來源

於應用附註3所述之本集團會計政策時，董事須對未能從其他資料來源即時得知之資產及負債賬面值作出估計及假設。估計及相關假設乃以過往經驗及被視為相關之其他因素為依據。實際結果可能有別於該等估計。

估計及相關假設會持續予以覆核。倘若須對會計估計作出修訂，而有關修訂僅影響修訂估計之期間，則於作出修訂之期間確認修訂；或倘若修訂影響當期及未來期間，則於修訂期間及未來期間確認有關修訂。

於應用會計政策時所作之關鍵判斷

除涉及估計之判斷外，以下為管理層於應用本集團會計政策過程中所作出對在合併財務報表中確認的金額具最重大影響之關鍵判斷。

投資物業之遞延稅項

就計量採用公允價值模式計量的投資物業所產生的遞延稅項負債而言，董事已覆核本集團之投資物業，總結本集團的投資物業以一個商業模式所持有，而此模式的目標為透過租金收入逐漸使用該等投資物業所包含的絕大部分經濟利益。因此，在釐定本集團投資物業之遞延稅項時，董事已確定透過銷售收回投資物業（其使用公允價值模式計量）賬面值之假設已被推翻。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Estimated net realisable value on properties under development for sale

In determining whether allowances should be made for the Group's properties under development for sale as disclosed in note 17, the Group takes into consideration the current market environment and the net realisable value which is determined as the estimated market value (i.e. the estimated selling price less estimated selling expenses) less estimated costs to completion of the properties. An allowance is made if the estimated net realisable value is less than the carrying amount. If the actual net realisable value on properties under development is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, material provision of allowances for properties under development for sale may result.

Write-down of completed properties held for sale

Management performs a regular review on the carrying amount of completed properties held for sale. Based on management's review, write-down of completed properties held for sale will be made when the estimated net realisable value has declined below the carrying amount.

In determining the net realisable value of completed properties held for sale, management refers to prevailing market data such as recent sales transactions as basis for valuation. If the actual net realisable value on completed properties held for sale is less than expected as a result of change in market condition, material provision of allowances for completed properties held for sale may result.

4. 關鍵會計判斷及估計不確定性因素之主要來源 – 續

估計不確定性因素之主要來源 – 續

發展中待售物業之估計可變現淨值

在釐定是否就本集團發展中待售物業(見附註17之披露)作出撥備時,本集團會考慮目前市場環境及可變現淨值。可變現淨值按估計市值(即估計售價減估計銷售開支)減估計物業竣工成本計算。倘估計可變現淨值低於賬面值,便會計提撥備。倘發展中物業的實際可變現淨值因市況變動及/或發展成本預算有重大變動而低於預期,將會就發展中待售物業計提重大撥備。

已竣工待售物業撇減

管理層會對已竣工待售物業的賬面值進行定期檢討。根據管理層檢討的結果,於估計可變現淨值低於賬面值時,會撇減已竣工待售物業。

在釐定已竣工待售物業的可變現淨值時,管理層參考當前市場數據(如近期出售交易)作為評估基準。倘已竣工待售物業的實際可變現淨值因市況變動而低於預期,將會就已竣工待售物業計提重大撥備。

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6. SEGMENT INFORMATION – continued

As the elderly care services and medical equipment distribution operations were discontinued upon disposal of certain subsidiaries in the current year, the segment information reported below does not include financial information in respect of the discontinued operations, which are disclosed in more details in note 12 to the consolidated financial statements. Accordingly, the comparatives of segment information have been re-presented. The Directors are of the view that the Group intend to continue to engage in the investment in financial instruments in the future upon available resources allocated.

SEGMENT REVENUE AND RESULTS

The following is an analysis of the Group's revenue and results by the two segments for the period under review.

For the year ended 31 December 2016

		Property development and leasing 物業發展及租賃 HK\$'000 千港元	Investment in financial instruments 投資金融工具 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue from external customer	來自外部客戶之收入	12,849	–	12,849
Reportable segment revenue	可報告分類收入	12,849	–	12,849
Reportable segment results	可報告分類業績	312,442	(6,833)	305,609
Unallocated income (note)	未分配收入(附註)			179
Unallocated expenses (note)	未分配開支(附註)			(127,152)
Profit before tax	除稅前溢利			178,636

Note: Other income and gain (including investment income) and expenses (including certain staff remuneration, certain depreciation, exchange losses, certain other operating expenses and certain finance costs on convertible bonds and bonds) are not directly related to each segmental activity.

6. 分類資料 – 續

由於護老服務及醫療設備分銷業務在年內出售若干附屬公司後已終止經營，故下文所呈報之分類資料並不包括已終止經營業務之財務資料，其於合併財務報表附註12披露更多詳情。因此，分類資料之比較數據已經重列。董事認為，本集團未來擬根據屆時的可分配資源繼續參與金融工具的投資。

分類收入及業績

於回顧期內，本集團兩個分類的收入及業績分析載列如下。

截至2016年12月31日止年度

附註：其他收入及收益(包括投資收入)及開支(包括若干員工薪酬、若干折舊、匯兌虧損、若干其他經營開支及若干可換股債券及債券之財務費用)並非直接與各分類業務有關。

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6. SEGMENT INFORMATION – continued SEGMENT REVENUE AND RESULTS – continued

For the year ended 31 December 2015
(Re-presented)

6. 分類資料－續 分類收入及業績－續

截至2015年12月31日止年度
(經重列)

		Property development and leasing 物業發展及租賃 HK\$'000 千港元	Investment in financial instruments 投資金融工具 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue from external customer	來自外部客戶之收入	58,975	–	58,975
Reportable segment revenue	可報告分類收入	58,975	–	58,975
Reportable segment results	可報告分類業績	893,999	(4,473)	889,526
Unallocated income (note)	未分配收入(附註)			1,962
Unallocated expenses (note)	未分配開支(附註)			(19,093)
Profit before tax	除稅前溢利			872,395

Note: Other income and gain (including certain bank interest income and gain on disposal of a subsidiary) and expenses (including certain staff remuneration, certain depreciation, exchange losses and certain other operating expenses) are not directly related to each segmental activity.

附註：其他收入及收益(包括若干銀行利息收入及出售一間附屬公司之收益)及開支(包括若干員工薪酬、若干折舊、匯兌虧損及若干其他經營開支)並非直接與各分類業務有關。

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6. SEGMENT INFORMATION – continued SEGMENT ASSETS AND LIABILITIES

As at 31 December 2016

6. 分類資料－續 分類資產及負債

於2016年12月31日

		Property development and leasing 物業發展及租賃 HK\$'000 千港元	Investment in financial instruments 投資金融工具 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Continuing operations	持續經營業務			
Reportable segment assets	可報告分類資產	10,052,865	7,733	10,060,598
Unallocated assets (note)	未分配資產(附註)			140,612
Total assets	總資產			10,201,210
Reportable segment liabilities	可報告分類負債	5,097,414	577	5,097,991
Unallocated liabilities (note)	未分配負債(附註)			2,290,981
Total liabilities	總負債			7,388,972

Note: Other corporate assets (including certain property, plant and equipment, bank balances and cash, certain prepayments, deposits and other receivables) and liabilities (including certain other payables and accruals, convertible bonds and bonds, tax payable and deferred tax liabilities) are unallocated.

附註：其他公司資產(包括若干物業、廠房及設備、銀行結餘及現金、若干預付款項、按金及其他應收款項)及負債(包括若干其他應付款項及預提款項、可換股債券及債券、應繳稅項及遞延稅項負債)並未分配。

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6. SEGMENT INFORMATION – continued SEGMENT ASSETS AND LIABILITIES – continued As at 31 December 2015 (Re-presented)

6. 分類資料－續 分類資產及負債－續 於2015年12月31日（經重列）

		Elderly care service 護老服務 HK\$'000 千港元	Medical equipment distribution 醫療 設備分銷 HK\$'000 千港元	Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Investment in financial instruments 投資 金融工具 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Reportable segment assets	可報告分類資產					
– Continuing operations	– 持續經營業務	–	–	7,799,752	4,673	7,804,425
– Discontinued operations	– 已終止經營業務	21,479	132	–	–	21,611
Unallocated assets (note)	未分配資產（附註）					149,711
Total assets	總資產					7,975,747
Reportable segment liabilities	可報告分類負債					
– Continuing operations	– 持續經營業務	–	–	3,436,094	443	3,436,537
– Discontinued operations	– 已終止經營業務	13,862	24	–	–	13,886
Unallocated liabilities (note)	未分配負債（附註）					1,733,142
Total liabilities	總負債					5,183,565

Note: Other corporate assets (including certain property, plant and equipment, bank balances and cash, certain prepayments, deposits and other receivables) and liabilities (including certain other payables and accruals, convertible bonds and bonds, tax payable and deferred tax liabilities) are unallocated.

附註：其他公司資產（包括若干物業、廠房及設備、銀行結餘及現金、若干預付款項、按金及其他應收款項）及負債（包括若干其他應付款項及預提款項、可換股債券及債券、應繳稅項及遞延稅項負債）並未分配。

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6. SEGMENT INFORMATION – continued OTHER INFORMATION

For the year ended 31 December 2016

		Property development and leasing 物業發展及 租賃 HK\$'000 千港元	Investment in financial instruments 投資金融 工具 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Continuing operations	持續經營業務				
Depreciation	折舊	2,718	519	146	3,383
Interest income	利息收入	(297)	–	–	(297)
Finance costs	財務費用	84,988	–	69,835	154,823
Capital expenditures	資本開支	489,813	333	–	490,146

For the year ended 31 December 2015
(Re-presented)

截至2015年12月31日止年度
(經重列)

		Property development and leasing 物業發展及 租賃 HK\$'000 千港元	Investment in financial instruments 投資金融 工具 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Continuing operations	持續經營業務				
Depreciation	折舊	1,072	518	146	1,736
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之 虧損淨額	2	–	–	2
Capital expenditures	資本開支	526,481	4	–	526,485
Interest income	利息收入	(3,209)	(6)	(21)	(3,236)
Finance costs	財務費用	41,391	–	–	41,391

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6. SEGMENT INFORMATION – continued GEOGRAPHICAL INFORMATION

The Group principally engages in the business of development and sales of properties, lease of properties and provision of operational services in the PRC. The Group also engages in the investment in financial instruments in Hong Kong.

Information about the Group's revenue from external customers from continuing operations is presented based on the location at which the goods or services are delivered or provided. Information about the Group's non-current assets is presented based on the geographical location of the assets.

The following table presents revenue and non-current assets, information from continuing operations for the Group's geographical areas for the years ended 31 December 2016 and 2015.

Year ended/as at 31 December 2016 截至2016年12月31日止年度/ 於2016年12月31日		PRC 中國 HK\$'000 千港元	United States 美國 HK\$'000 千港元	Hong Kong 香港 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Continuing operations	持續經營業務				
Segment revenue:	分類收入:				
Sales to external customers	銷售予外部客戶	12,849	-	-	12,849
Non-current assets:	非流動資產:	4,955,385	242,863	1,403	5,199,651
Year ended/as at 31 December 2015 (Re-presented)					
截至2015年12月31日止年度/ 於2015年12月31日(經重列)		PRC 中國 HK\$'000 千港元	United States 美國 HK\$'000 千港元	Hong Kong 香港 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Continuing operations	持續經營業務				
Segment revenue:	分類收入:				
Sales to external customers	銷售予外部客戶	58,975	-	-	58,975
Non-current assets:	非流動資產:	4,025,301	-	2,060	4,027,361

INFORMATION ABOUT MAJOR CUSTOMERS

There is no major individual customers contributing over 10% of the total revenue from continuing operations of the Group for the years ended 31 December 2016 and 2015.

6. 分類資料 – 續 地域資料

本集團主要於中國從事物業發展及銷售、物業租賃及提供經營服務之業務。本集團亦於香港從事投資金融工具業務。

有關來自持續經營業務之本集團外部客戶收入之資料乃根據交付或提供貨品或服務之地點呈列。有關本集團非流動資產之資料乃根據資產地理位置呈列。

下表呈列截至2016年及2015年12月31日止年度本集團按地理區域劃分之來自持續經營業務之收入及非流動資產資料。

主要客戶資料

截至2016年及2015年12月31日止年度，概無來自本集團持續經營業務貢獻總收入10%以上的主要個人客戶。

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7. FINANCE COSTS

7. 財務費用

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest expenses on:	利息費用：		
– Bank and other borrowings and loan from a related company	– 銀行及其他借貸以及來自關聯公司之貸款	232,490	193,017
– Convertible bonds and bonds (note 25)	– 可換股債券及債券 (附註25)	155,141	5,512
Less: amounts capitalised in properties under development for sale and investment properties	減：發展中待售物業及投資物業資本化之金額	(232,808)	(157,138)
		154,823	41,391

The capitalisation rates on general borrowings during 2016 is 9.45% per annum (2015: 2.98% per annum).

於2016年一般借貸之資本化率為每年9.45% (2015年：每年2.98%)。

8. OTHER INCOME

8. 其他收入

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Continuing operations	持續經營業務		
Bank interest income	銀行利息收入	297	3,236
Others	其他	–	62
		297	3,298

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9. INCOME TAX EXPENSE

9. 所得稅開支

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Continuing operations	持續經營業務		
PRC Enterprises Income Tax:	中國企業所得稅：		
Current	當期	1,897	10
Deferred (note 26)	遞延（附註26）	127,871	254,904
		129,768	254,914
Land appreciation tax:	土地增值稅：	94	1,101
		129,862	256,015

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. PRC subsidiaries are subject to PRC Enterprises Income Tax at 25% for both years.

The provision of land appreciation tax ("LAT") is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable exemptions and deductions.

於兩個年度，香港利得稅均按估計應課稅溢利之16.5%計算。於兩個年度，中國附屬公司須按25%之稅率計繳中國企業所得稅。

土地增值稅（「土地增值稅」）撥備乃根據相關中國稅務法律及法規所載之規定估計。土地增值稅已按增值額之漸進稅率範圍撥備，且有若干可減免及扣減項目。

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9. INCOME TAX EXPENSE – continued

The tax charge for the year can be reconciled to the profit before tax from continuing operations per the consolidated statement of profit or loss and other comprehensive income as follows:

9. 所得稅開支－續

本年度稅項支出與合併損益及其他綜合收益表中所列來自於持續經營業務的除稅前溢利的調整如下：

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Profit before tax from continuing operations	來自持續經營業務之除稅前溢利	178,636	872,395
Tax at PRC Enterprises Income Tax rate of 25% (2015: 25%)	按中國企業所得稅稅率25%計算之稅項(2015年: 25%)	44,659	218,099
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	41,735	25,492
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	(6,206)	(16,562)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	49,581	28,042
LAT	土地增值稅	94	1,101
Tax effect of LAT	土地增值稅之稅務影響	(23)	(275)
Others	其他	22	118
Tax charge for the year from continuing operations	來自持續經營業務之年內稅項開支	129,862	256,015

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10. PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS

10. 來自持續經營業務之年內溢利

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Continuing operations	持續經營業務		
Profit for the year from continuing operations has been arrived at after charging:	來自持續經營業務之年內溢利經扣除下列各項後達致：		
Auditor's remuneration	核數師酬金	3,324	3,041
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	2
Operating lease payments in respect of	下列各項之經營租賃付款		
Rented premises	已租賃物業	8,773	6,803
Equipment	設備	-	97
		8,773	6,900
Net foreign exchange loss	匯兌虧損淨額	45,922	494
Overdue penalty charges on land leases	有關土地租賃之逾期罰款	-	13,137
Staff costs, including directors' emoluments	員工成本，包括董事酬金		
Salaries and other benefits costs	薪金及其他福利成本	29,828	21,031
Retirement benefit costs	退休福利成本	3,750	971
		33,578	22,002

11. DIVIDENDS

No dividend was paid or proposed during the year of 2016 (2015: nil), nor has any dividend been proposed since the end of the reporting period.

11. 股息

於2016年(2015年：無)並無已付或建議派付任何股息。自報告期末以來亦無建議派付任何股息。

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12. DISCONTINUED OPERATIONS

On 11 July 2016, the Group entered into a sale and purchase agreement with an independent individual (the "Purchaser"), pursuant to which the Group conditionally agreed to sell and the Purchaser conditionally agreed to purchase the entire issued share capital of Cautious Base Limited ("Cautious Base", a subsidiary of the Company then) and its subsidiaries (collectively known as "Cautious Base Group"), which carried out all of the Group's elderly care services and medical equipment distribution operations. The disposal was completed on 26 August 2016, on which date the control of Cautious Base Group was passed to the Purchaser.

The profit from the discontinued operations for the current and preceding year is set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been re-presented to re-classify performance of the elderly care services and medical equipment distribution operations as discontinued operations.

12. 已終止經營業務

於2016年7月11日，本集團與一名獨立人士（「買方」）訂立買賣協議，據此，本集團有條件同意出售及買方有條件同意購買Cautious Base Limited（「Cautious Base」，彼時本公司之附屬公司）及其附屬公司（統稱「Cautious Base Group」）之全部已發行股本，其為本集團之所有護老服務及醫療設備分銷業務。該出售事項已於2016年8月26日完成，Cautious Base Group之控制權於當日已轉移至買方。

本年及上一年度來自已終止經營業務之溢利載於下文。合併損益及其他綜合收益表之比較數據已經重列，以重新分類作為已終止經營業務之護老服務及醫療設備分銷業務之表現。

		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
Profit from the discontinued operations for the year	年內來自已終止經營業務之溢利	2,477	2,489
Profit on disposal of subsidiaries (note 37)	出售附屬公司所得溢利（附註37）	4,016	-
Profit for the year from discontinued operations	來自已終止經營業務之年內溢利	6,493	2,489

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12. DISCONTINUED OPERATIONS – continued

The results of the discontinued operations for the current and preceding year were as follows:

12. 已終止經營業務－續

本年及上一年度之已終止經營業務之業績載於下文：

		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收入	53,554	77,733
Other income	其他收入	3,634	5,004
Staff costs	員工成本	(29,600)	(42,529)
Depreciation	折舊	(362)	(646)
Other expenses	其他開支	(24,749)	(37,073)
Profit for the year	年內溢利	2,477	2,489
Profit on disposal of subsidiaries (note 37)	出售附屬公司所得溢利 (附註37)	4,016	-
Profit for the year from discontinued operations	來自己終止經營業務之 年內溢利	6,493	2,489
Cash flows from discontinued operations:	來自己終止經營業務之 現金流：		
Net cash inflows from operating activities	來自經營活動之 現金流入淨額	2,371	2,886
Net cash outflows from investing activities	來自投資活動之 現金流出淨額	(297)	(212)
		2,074	2,674

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12. DISCONTINUED OPERATIONS – continued

Profit for the year from discontinued operations have been arrived at after charging (crediting):

12. 已終止經營業務－續

來自已終止經營業務之年內溢利經扣除（計入）下列各項後達致：

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	78	116
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	10	73
Operating lease payments in respect of	下列各項之經營租賃付款		
Rented premises	物業租賃	15,898	22,515
Equipment	設備	34	50
		15,932	22,565
Reversal of allowance for doubtful trade receivables	貿易應收款項呆賬撥備撥回	-	(84)
Staff costs	員工成本		
Salaries and other benefits costs	薪金及其他福利成本	28,594	41,013
Retirement benefit costs	退休福利成本	1,006	1,516
		29,600	42,529

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13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the Directors and the chief executive of the Company were as follows:

13. 董事及最高行政人員酬金

已付或應付本公司各董事及最高行政人員之酬金如下：

		2016 2016年			
		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total
		袍金	薪金及其他福利	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Mr. Zhou Zheng*	周政先生*	120	-	-	120
Mr. Zhu Ling (Note 1)*	朱靈先生(附註1)*	63	-	-	63
Mr. Liu Li (Note 1)*	劉力先生(附註1)*	57	-	-	57
Mr. Chan Tak Kwong*	陳德光先生*	120	-	-	120
Mr. Yang Hongguang	楊宏光先生	120	-	-	120
Mr. Lin Guoxiong (Note 2)*	林國雄先生(附註2)*	56	-	-	56
Independent Non-Executive Directors	獨立非執行董事				
Mr. Li Chak Hung	李澤雄先生	145	-	-	145
Dr. Meng Xiaosu	孟曉蘇博士	120	-	-	120
Mr. Yang Buting	楊步亭先生	120	-	-	120
Mr. Zhao Daxin	趙大新先生	120	-	-	120
		1,041	-	-	1,041

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13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS – continued

13. 董事及最高行政人員酬金 – 續

		2015 2015年			
		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total
		袍金	薪金及其他福利	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Mr. Zhou Zheng*	周政先生*	120	–	–	120
Ms. Zhou Jin (Note 3)*	周金女士(附註3)*	3	–	–	3
Mr. Liu Li*	劉力先生*	120	–	–	120
Mr. Chan Tak Kwong*	陳德光先生*	120	–	–	120
Mr. Yang Hongguang (Note 4)*	楊宏光先生(附註4)*	117	–	–	117
Independent Non-Executive Directors	獨立非執行董事				
Mr. Li Chak Hung	李澤雄先生	145	–	–	145
Dr. Meng Xiaosu	孟曉蘇博士	120	–	–	120
Mr. Yang Buting	楊步亭先生	120	–	–	120
Mr. Zhao Daxin	趙大新先生	120	–	–	120
		985	–	–	985

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13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS – continued

* Certain executive directors of the Company received emoluments from a related company of the Group for the years ended 31 December 2016 and 2015, part of which are in relation to their services in connection with the management of the affairs of the Company. No apportionment has been made as the Directors consider that it is not feasible to apportion the amount between their services to the Company and their services to the related company. The related company is wholly owned by the immediate family members of Mr. Zhou Zheng.

Notes:

- (1) Mr. Zhu Ling was appointed and Mr. Liu Li was resigned as an executive director on 21 June 2016.
- (2) Mr. Lin Guoxiong was appointed as an executive director on 13 July 2016.
- (3) Ms. Zhou Jin resigned as an executive director on 9 January 2015.
- (4) Mr. Yang Hongguang was appointed as an executive director on 9 January 2015.

The emoluments shown above were mainly for the Directors' and chief executives' services as Directors of the Company.

Neither the chief executive nor any of the Directors waived any emoluments for both years.

13. 董事及最高行政人員酬金 – 續

* 於截至2016年及2015年12月31日止年度，本公司若干執行董事從本集團一間關聯公司收取酬金，當中部分酬金與彼等就管理本公司事務而提供之服務有關。並無分攤有關酬金，原因為董事認為將有關酬金攤分為彼等為本公司提供服務之酬金及彼等為關聯公司提供服務之酬金並不可行。有關關聯公司為周政先生之直系家屬全資擁有之公司。

附註：

- (1) 於2016年6月21日，朱靈先生獲委任為執行董事任及劉力先生辭任執行董事。
- (2) 林國雄先生於2016年7月13日獲委任為執行董事。
- (3) 周金女士於2015年1月9日辭任執行董事。
- (4) 楊宏光先生於2015年1月9日獲委任為執行董事。

上文所示之酬金主要為董事及最高行政人員於本公司擔任董事之酬金。

於兩個年度內，最高行政人員及董事概無放棄收取任何酬金。

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14. EMPLOYEES' EMOLUMENTS

Of the 5 individuals with the highest emoluments in the Group during the year, none of them (2015: none) were Directors and the chief executive of the Company whose emoluments are included in the disclosures in note 13 above. The emoluments of the 5 highest paid individuals for the year (2015: 5 individuals) were as follows:

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	3,585	3,944
Discretionary bonuses	酌情花紅	113	462
Retirement benefits scheme contributions	退休福利計劃供款	105	90
		3,803	4,496
		2016 2016年	2015 2015年
Bands:	薪酬範圍:		
Nil – HK\$1,000,000	零港元至1,000,000港元	4	3
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至 1,500,000港元	1	2
		5	5

Bonuses are calculated based on the Group's or respective member's performance for such financial year.

During the year, no emoluments were paid by the Group to the Directors or 5 highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

14. 僱員薪酬

年內，本集團5位最高薪人士中並無（2015年：無）董事或本公司最高行政人員（其酬金披露於上文附註13）。年內5位（2015年：5位）最高薪人士之酬金如下：

花紅按本集團或各成員公司於有關財政年度之表現計算。

年內，本集團並無向董事或5位最高薪人士支付酬金，作為加入本集團或於加入本集團時之獎金或離職補償。

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15. BASIC AND DILUTED EARNINGS PER SHARE 15. 每股基本及攤薄盈利

		2016 2016年 '000 千股	2015 2015年 '000 千股
Number of shares	股份數目		
Weighted average number of shares for the purpose of basic earnings per share	用以計算每股基本盈利之加權平均股數	260,750	235,336
Effect of dilutive potential ordinary shares in respect of Warrants	所涉及潛在攤薄普通股之影響 認股權證	356	9,074
Convertible bonds	可換股債券	-	6,507
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之加權平均普通股數	261,106	250,917

FROM CONTINUING AND DISCONTINUED OPERATIONS

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

來自持續經營及已終止經營業務

本公司擁有人應佔每股基本及攤薄盈利乃按下列數據計算：

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Earnings	盈利		
Profit for the year for the purpose of Basic earnings per share (profit for the year attributable to owners of the Company)	用以計算每股基本盈利之年內溢利 (本公司擁有人應佔年內溢利)	45,456	551,825
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Interest on the convertible bonds (note 25)	可換股債券之利息 (附註25)	-	2,169
Profit for the year for the purpose of diluted earnings per share	用以計算每股攤薄盈利之年內溢利	45,456	553,994

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For The Year Ended 31 December 2016 截至2016年12月31日止年度

15. BASIC AND DILUTED EARNINGS PER SHARE – continued FROM CONTINUING OPERATIONS

The calculation of basic and diluted earnings per share from continuing operations attributable to owners of the Company is based on the following data:

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Earnings	盈利		
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	45,456	551,825
Less: profit for the year from discontinued operations (note 12)	減：來自已終止經營業務之年內溢利(附註12)	(6,493)	(2,489)
Profit for the year for the purpose of basic earnings per share from continuing operations	用以計算來自持續經營業務之每股基本盈利之年內溢利	38,963	549,336
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Interest on the convertible bonds (note 25)	可換股債券之利息(附註25)	-	2,169
Profit for the year for the purpose of diluted earnings per share from continuing operations	用以計算來自持續經營業務之每股攤薄盈利之年內溢利	38,963	551,505

The denominators used are the same as those detailed above for calculating the basic and diluted earnings per share.

FROM DISCONTINUED OPERATIONS

Basic and diluted earnings per share from discontinued operations is HK\$0.02490 (2015: HK\$0.011) and HK\$0.02487 (2015: HK\$0.010) per share respectively, are based on the profit for the year from discontinued operations of approximately HK\$6,493,000 (2015: approximately HK\$2,489,000) and the denominators detailed above for calculating basic and diluted earnings per share.

The computation of diluted earnings per share for the current year does not assume the conversion of the Company's Convertible Bonds I and Convertible Bonds II since their assumed exercise would result in an increase in earnings per share from continuing operations.

來自持續經營業務

本公司擁有人應佔來自持續經營業務之每股基本及攤薄盈利乃按下列數據計算：

	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Profit for the year attributable to owners of the Company	45,456	551,825
Less: profit for the year from discontinued operations (note 12)	(6,493)	(2,489)
Profit for the year for the purpose of basic earnings per share from continuing operations	38,963	549,336
Effect of dilutive potential ordinary shares:		
Interest on the convertible bonds (note 25)	-	2,169
Profit for the year for the purpose of diluted earnings per share from continuing operations	38,963	551,505

所用分母與上文詳述用於計算每股基本及攤薄盈利者相同。

來自已終止經營業務

來自已終止經營業務之每股基本及攤薄盈利分別為0.02490港元(2015年：0.011港元)及0.02487港元(2015年：0.010港元)，均基於來自已終止經營業務之年內溢利約6,493,000港元(2015年：約2,489,000港元)以及上文所詳述用於計算每股基本及攤薄盈利之分母而得出。

計算本年度之每股攤薄盈利並無假設轉換本公司之可換股債券I及可換股債券II，原因為其假設行使將會導致來自持續經營業務之每股盈利增加。

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17. PROPERTIES UNDER DEVELOPMENT FOR SALE

17. 發展中待售物業

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Properties under development for sale	發展中待售物業	2,093,097	1,961,867
At the end of the year	年末	2,093,097	1,961,867

As at 31 December 2016 and 2015, the Group pledged certain of its properties under development for sale, details of which are set out in note 30.

The Group's properties under development for sale are situated in the PRC. Included in the amount are properties under development for sale of HK\$605,587,000 (2015: HK\$516,364,000) which are not expected to be completed and available for sale within twelve months from the end of the reporting period.

於2016年及2015年12月31日，本集團將其若干發展中待售物業抵押，有關詳情載於附註30。

本集團之發展中待售物業位於中國。有關金額包括605,587,000港元（2015年：516,364,000港元）之發展中待售物業，預期有關物業不會於報告期末起計十二個月內竣工及可供銷售。

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18. INVESTMENT PROPERTIES

18. 投資物業

		HK\$'000 千港元
Fair value	公允價值	
At 1 January 2015	於2015年1月1日	–
Additions	添置	3,167,027
Gain on fair value change of investment properties	投資物業公允價值變動之收益	1,019,615
Exchange realignment	匯兌調整	(172,462)
At 31 December 2015	於2015年12月31日	4,014,180
Transfer from completed properties held for sale (note)	轉撥自己竣工待售物業(附註)	334,447
Additions	添置	625,936
Gain on fair value change of investment properties	投資物業公允價值變動之收益	511,483
Exchange realignment	匯兌調整	(318,828)
At 31 December 2016	於2016年12月31日	5,167,218

Note: Amount represented the transfer from completed properties held for sale to investment properties during the current year upon commencement of the operating lease agreements.

附註：上述金額為因經營租賃協議生效後在本年度將已竣工待售物業轉撥至投資物業。

The Group's property interests held under operating leases to earn rentals are measured using fair value model and is classified and accounted for as investment properties.

本集團根據經營租約持有作賺取租金用途之物業權益乃使用公允價值模式計量，並分類及列賬為投資物業。

As at 31 December 2016, the Group pledged certain of its investment properties to certain bank and other financial institutions to secure borrowings obtained from the aforesaid bank and other financial institutions (2015: to a trust fund company to secure borrowing obtained from the aforesaid trust fund company), details of which are set out in note 30.

於2016年12月31日，本集團向若干銀行及其他金融機構抵押其若干投資物業，以作為向上述銀行及其他金融機構獲取借貸之擔保(2015年：向一間信託基金公司抵押，以作為向上述信託基金公司獲取借貸之擔保)，詳情載於附註30。

The fair values of the Group's investment properties as at 31 December 2016 were arrived at on the basis of valuation carried out by Crowe Horwath (HK) Consulting & Valuation Limited and CBRE Group Inc. (2015: Savills Valuation and Professional Services Limited), independent qualified professional valuers not connected with the Group.

本集團投資物業於2016年12月31日之公允價值乃根據國富浩華(香港)諮詢評估有限公司及世邦魏理仕集團(2015年：第一太平戴維斯估值及專業顧問有限公司)進行之估值計算。該等評估師為與本集團概無關連之獨立合資格專業評估師。

The Group engaged the third party qualified valuers to perform the valuation. The Directors work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

本集團委聘第三方合資格評估師進行估值。董事與合資格外部評估師密切協作以設立適用之估值技術及模型之輸入數據。

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18. INVESTMENT PROPERTIES – continued

The fair values of completed investment properties as at 31 December 2016 were determined based on the income capitalisation method whereby the rental income of contractual tenancies are capitalised for the unexpired term of tenancies. The reversionary market rent after the expiry of tenancies is also taken into account.

Fair value of the investment properties under development as at 31 December 2016 were derived using the multiple valuation techniques, including residual method and direct comparison method. Residual method is essentially a means of valuing the project by reference to its development potential by deducting development costs together with developer's profit and risk from the estimated capital value of the proposed development assuming completed in accordance with the existing development plans as at the date of valuation, which duly reflected the risks associated with the development. Direct comparison method is by reference to market comparable with adjustments to reflect the additions and locations of the subject properties.

In measuring the fair value of the properties, the highest and best use of the properties is their current use.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised based on the degree to which the inputs to the fair value measurements is observable.

18. 投資物業－續

已竣工投資物業於2016年12月31日之公允價值按收入資本化法釐定，據此，未到期租約期間之合約租約租金收入會撥充資本。此外，亦會計及租約屆滿後之復歸市場租金。

發展中投資物業於2016年12月31日之公允價值採用多重估值技術，包括剩餘價值法及直接比較法釐定。剩餘價值法本質上乃參考項目的開發潛力並扣減開發成本及開發商從擬開發項目（假設按於估值日期之現有開發計劃竣工）的估計資本價值所得溢利及所涉及風險後對該項目進行估值，其妥為反映了與開發有關的風險。直接比較法乃參考市場可比較物業並作出調整，以反映標的物業之附加部分及位置。

於計量物業之公允價值時，物業之最高及最佳用途為現時用途。

下表載列有關釐定該等投資物業公允價值之方法之資料（特別是所採用之估值技術及輸入數據），以及根據公允價值計量之輸入數據的可觀察程度將公允價值計量分類之公允價值層級。

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18. INVESTMENT PROPERTIES – continued
AT 31 DECEMBER 2016

18. 投資物業 – 續
於2016年12月31日

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The 4th Generation SkyOcean City – Completed (Carrying amount: HK\$605,918,000, including properties transferred upon commencement of operating lease agreements)	Level 3	Income capitalisation method (term and reversionary approach)	Term yield, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received, of 7%.	A slight increase in the term yield used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa.
天洋城4代—已竣工(賬面值: 605,918,000港元, 包括轉撥自經營租賃協議生效後之物業)	第三層	收入資本化法 (年期及復歸法)	定期收益, 計及可供比較物業產生之收益及為反映確切已取得及即將收取之定期收入而作出之調整, 為7%。	倘所使用定期收益微升, 則會導致投資物業公允價值計量大幅下跌, 反之亦然。
		The key inputs are: (1) Term yield; (2) Reversionary yield; (3) Market unit rent of individual unit; and (4) Level adjustment	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 7.5%.	A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa.
		主要輸入數據為: (1) 定期收益; (2) 復歸收益; (3) 個別單位之市場單位租金; 及 (4) 樓層調整	復歸收益, 計及可供比較物業之年度單位市場租金收入及單位市值, 為7.5%。	倘所使用復歸收益微升, 則會導致投資物業公允價值計量大幅下跌, 反之亦然。
			Market unit rent, using direct market comparable and taking into account of time, location and other individual factors such as size and quantum of properties, of RMB127/sq.m./month.	A slight increase in the market unit rent used would result in a significant increase in the fair value measurement of the investment properties and vice versa.
			市場單位租金, 採用直接市場可供比較項目及計及時間、地點和其他個別因素, 例如物業大小及質量, 為每月每平方米人民幣127元。	倘所使用市場單位租金微升, 則會導致投資物業公允價值計量大幅上升, 反之亦然。
			Level adjustment on individual floors of the property range from 40% to 60% on specific level.	An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa.
			個別物業樓層之樓層調整, 介乎特定樓層之40%至60%。	倘所使用對個別樓層作出之樓層調整增加, 則會導致投資物業公允價值計量有較低之百分比跌幅, 反之亦然。

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18. INVESTMENT PROPERTIES – continued AT 31 DECEMBER 2016 – continued

18. 投資物業－續 於2016年12月31日－續

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The COMB+ (Beijing Fangshan) - Under construction (Carrying amount: HK\$4,318,566,000) (3 pieces of land under construction)	Level 3	Residual method The key input of residual method is (1) Total development cost to completion (2) Expected developer profit margin	Estimation of development costs not yet incurred or contracted based on existing development plans. Estimation of developer profit margin.	Increase in the development costs would result in a decrease in the fair value measurement of the investment properties by the same percentage increase, and vice versa. A significant increase in the expected profit would result in a significant increase in fair value measured of the investment properties and vice versa.
超級蜂巢 (北京房山) - 在建 (賬面值: 4,318,566,000港元) (三幅在建土地)	第三層	剩餘價值法 剩餘價值法主要輸入數據為: (1) 完成開發的總發展成本 (2) 預期開發商利潤率	根據現有發展計劃估算尚未產生或已訂約的發展成本。 開發商利潤率估計。	發展成本增加，則會導致投資物業公允價值計量有等同增加幅度的下降，反之亦然。 預期利潤大幅增加將會導致投資物業公允價值計量大幅增加，反之亦然。
The Irvine Project (U.S.A. Property) (Carrying amount: HK\$242,734,000)	Level 3	Multiple valuation techniques: Direct comparison method and income method The key inputs of direct comparison method is: Unit site rate	Unit site rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property, of range from US\$1,433.65/sq.m. to US\$1,722.23/sq.m.	A slight increase in the unit site rate used would result in a significant increase in the fair value measurement of the investment properties and vice versa.
爾灣項目 (美國項目) (賬面值: 242,734,000港元)	第三層	多重估值技術: 直接比較法及收入法 直接比較法主要輸入數據為: 場地單位比率	場地單位比率，計及時間、地點及個別因素，例如可供比較項目及物業的臨街及大小，介乎每平方米1,433.65美元至每平方米1,722.23美元。	倘所使用場地單位比率微升，則會導致投資物業公允價值計量大幅上升，反之亦然。

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18. INVESTMENT PROPERTIES – continued AT 31 DECEMBER 2015

18. 投資物業 – 續 於2015年12月31日

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The 4th Generation SkyOcean City – Completed (Carrying amount: HK\$280,503,000)	Level 3	Income capitalisation method (term and reversionary approach)	Term yield, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received, of 7%.	A slight increase in the term yield used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa.
天洋城4代 – 已竣工 (賬面值: 280,503,000港元)	第三層	收入資本化法 (年期及復歸法)	定期收益, 計及可供比較物業產生之收益及為反映確切已取得及即將收取之定期收入而作出之調整, 為7%。	倘所使用定期收益微升, 則會導致投資物業公允價值計量大幅下跌, 反之亦然。
		The key inputs are: (1) Term yield; (2) Reversionary yield; (3) Market unit rent of individual unit; and (4) Level adjustment	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 7.5%.	A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa.
		主要輸入數據為: (1) 定期收益; (2) 復歸收益; (3) 個別單位之市場單位租金; 及 (4) 樓層調整	復歸收益, 計及可供比較物業之年度單位市場租金收入及單位市值, 為7.5%。	倘所使用復歸收益微升, 則會導致投資物業公允價值計量大幅下跌, 反之亦然。
			Market unit rent, using direct market comparable and taking into account of time, location and other individual factors such as size and quantum of properties, of RMB127/sq.m./month.	A slight increase in the market unit rent used would result in a significant increase in the fair value measurement of the investment properties and vice versa.
			市場單位租金, 採用直接市場可供比較項目及計及時間、地點和其他個別因素, 例如物業大小及質量, 為每月每平方米人民幣127元。	倘所使用市場單位租金微升, 則會導致投資物業公允價值計量大幅上升, 反之亦然。
			Level adjustment on individual floors of the property range from 35% to 50% on specific level.	An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa.
			個別物業樓層之樓層調整, 介乎特定樓層之35%至50%。	倘所使用對個別樓層作出之樓層調整增加, 則會導致投資物業公允價值計量有較低之百分比跌幅, 反之亦然。

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18. INVESTMENT PROPERTIES – continued AT 31 DECEMBER 2015 – continued

18. 投資物業 – 續 於2015年12月31日 – 續

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The COMB+ (Beijing Fangshan) - Under construction (Carrying amount: HK\$3,733,677,000) (1 piece of land under construction and 2 pieces of land yet to be developed)	Level 3	Multiple valuation techniques: Direct comparison method, residual method and income method	Unit site rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property, of range from RMB10,060/sq.m. to RMB13,510/sq.m.	A slight increase in the unit site rate used would result in a significant increase in the fair value measurement of the investment properties and vice versa.
超級蜂巢(北京房山) – 在建(賬面值: 3,733,677,000港元) (一幅在建的土地及兩幅尚未開發之土地)	第三層	多重估值技術: 直接比較法、剩餘價值法及收入法	場地單位比率, 計及時間、地點及個別因素, 例如可比較物業與此物業的臨街及大小等, 介乎每平方米人民幣10,060元至每平方米人民幣13,510元。	倘所使用場地單位比率微升, 則會導致投資物業公允價值計量大幅上升, 反之亦然。
		The key inputs of direct comparison method is: Unit site rate		
		Direct comparison method main input data is: Unit site rate		
		The key input of residual method is: (1) Total development cost to completion (2) Expected developer profit margin	Estimation of development costs not yet incurred or contracted based on existing development plans.	Increase in the development costs would result in a decrease in the fair value measurement of the investment properties by the same percentage increase, and vice versa.
		剩餘價值法主要輸入數據為: (1) 完成開發的總發展成本 (2) 預期開發商利潤率	根據現有發展計劃估算尚未產生或已訂約的發展成本。 Estimation of developer profit margin. 開發商利潤率估計。	發展成本增加, 則會導致投資物業公允價值計量有等同增加幅度的下降, 反之亦然。 A significant increase in the expected profit would result in a significant increase in fair value measured of the investment properties and vice versa.
		The key inputs of income method are: (1) Capitalisation rate; and (2) Market monthly rent	Capitalisation rate, taking into accounts of the capitalisation of rental income potential, nature of the property, prevailing market condition, of range from 5% to 5.5% for retail, and range from 3% to 3.5% for office.	A slight increase in the capitalisation rate used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa.
		收入法主要輸入數據為: (1) 資本化率; 及 (2) 市場月租	資本化率, 計及租金收入潛力的資本化、物業性質、當時市場條件, 商舖介乎5%至5.5%及寫字樓介乎3%至3.5%。 Market monthly rent, using direct market comparable and taking into account of time, location and individual factors such as road frontage, size of property and facilities, of range from RMB119.4/sq.m./month to RMB217/sq.m./month on GFA for retail, and of RMB73.3/sq.m./month on GFA for office.	倘所使用資本化率微升, 則會導致投資物業公允價值計量大幅下跌, 反之亦然。 A slight increase in the market monthly rent used would result in a significant increase in the fair value measurement of the investment properties and vice versa.
			Market monthly rent, using direct market comparable and taking into account of time, location and individual factors, such as road frontage, size of property and facilities, of range from RMB119.4/sq.m./month to RMB217/sq.m./month on GFA for retail, and of RMB73.3/sq.m./month on GFA for office.	
			市場月租, 使用直接市場可供比較項目及計及時間、地點及個別因素, 例如物業及設施的臨街及大小等, 商舖介乎每月每平方米人民幣119.4元至每月每平方米人民幣217元(按建築面積計算)及寫字樓為每月每平方米人民幣73.3元(按建築面積計算)。	倘所使用市場月租微升, 則會導致投資物業公允價值計量大幅上升, 反之亦然。

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18. INVESTMENT PROPERTIES – continued
FAIR VALUE MEASUREMENTS AND VALUATION PROCESSES

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation of the Group's investment properties. The Group will first consider and adopt Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. The valuation techniques have been calibrated so that at initial recognition, the result of the valuation techniques is reconciled to the transaction price. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the Directors.

19. TRADE RECEIVABLES

Trade receivables 貿易應收款項
Less: allowance for doubtful debts 減：呆賬撥備

	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
	4,631	4,077
	-	(75)
	4,631	4,002

The following is an analysis of trade receivables by age, presented based on invoice date, and net of allowance for doubtful debts at the end of the reporting period:

	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Current to 90 days 即期至90日	4,631	3,995
91 to 180 days 91至180日	-	7
	4,631	4,002

No debtors which are past due but not impaired at the end of this reporting period (2015: HK\$413,000).

18. 投資物業 – 續
公允價值計量及估值過程

在估計本集團投資物業之公允價值時，本集團會使用可供使用之市場可觀察數據。倘沒有第一層的輸入數據，本集團會委聘第三方合資格評估師為本集團之投資物業進行估值。本集團將首先考慮及採用第二層輸入數據，即有關輸入數據可自活躍市場上的可觀察報價獲得。倘沒有第二層的輸入數據，本集團則會採用包括第三層輸入數據之估值技術。估值技術已作出修正以使於初始確認時估值技術所得結果與交易價相同。倘資產公允價值出現重大變動，則會向董事報告有關波動之原因。

19. 貿易應收款項

按發票日期計算，於報告期末貿易應收款項之賬齡分析（已扣除呆賬撥備）呈列如下：

於本報告期末並無已逾期但未減值之應收賬款（2015年：413,000港元）。

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19. TRADE RECEIVABLES – continued

At the end of each reporting period, the Group's trade receivables are individually reviewed to determine if impaired. The amount of impairment loss of individually impaired receivables, if any, are recognised based on the credit history of its customers, such as financial difficulties or default in payments. Consequently, specific impairment provision is recognised.

Movements in the allowance for doubtful debts:

		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
Balance at beginning of the year	年初之結餘	75	278
Amount written off	核銷金額	(75)	(119)
Impairment losses reversed	已撥回減值虧損	–	(84)
Balance at end of the year	年末之結餘	–	75

19. 貿易應收款項－續

於各報告期末，本集團會按個別審閱貿易應收款項，以釐定其是否出現減值。個別出現減值之應收款項之減值虧損金額（如有）乃基於客戶之信貸記錄（如財政困難或拖欠還款）予以確認，隨後將確認特定減值撥備。

呆賬撥備變動如下：

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20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

20. 其他應收款項、按金及預付款項

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Pledged deposits (note)	已抵押存款(附註)	963,656	909,525
Other receivables	其他應收款項	13,503	5,953
Deposits paid	已付按金	3,005	10,795
Prepayments	預付款項	12,247	12,108
		992,411	938,381

Note: As at 31 December 2016, deposits amounting to RMB862,000,000 (equivalent to HK\$963,656,000) (31 December 2015: RMB762,000,000 (equivalent to HK\$909,525,000)) were pledged to an independent third party to secure the loans amounting to HK\$959,482,000 (31 December 2015: HK\$906,091,000) granted to the Group by a financial institution in the PRC (the "Lender", a related party of the above independent third party), details of which are set out in note 24(b)(iii). Pursuant to agreements entered into between the Group and the aforesaid independent third party, and agreements entered into between the Group and the Lender, upon maturity of the aforesaid loans, the Lender agreed that the Group does not need to make any repayment of the loans to the Lender. On the other hand, the Group also agreed that the aforesaid independent third party does not need to repay any of the above pledged deposits to the Group. Based on the legal opinions issued by the Company's PRC and Hong Kong legal counsels, the aforesaid agreements effecting the net-off arrangement are legally enforceable.

附註：於2016年12月31日，人民幣862,000,000元（相當於963,656,000港元）（2015年12月31日：人民幣762,000,000元（相當於909,525,000港元））之存款已抵押予獨立第三方，作為一間中國金融機構（「貸款人」，上述獨立第三方之關聯人士）授予本集團之959,482,000港元貸款（2015年12月31日：906,091,000港元）之抵押，詳情載於附註24(b)(iii)。根據本集團與上述獨立第三方訂立之協議及本集團與貸款人訂立之協議，在上述貸款到期時，貸款人同意本集團無需向其償還有關貸款。另一方面，本集團亦同意上述獨立第三方無需償還上述已抵押存款予本集團。根據本公司中國及香港法律顧問所提供之法律意見，上述核銷安排協議具有法律執行效力。

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21. OTHER CURRENT/LONG TERM ASSETS

21. 其他流動／長期資產

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Prepayments to a construction contractor (note i)	向建築承包商預付款項 (附註i)	6,215	-
Others	其他	7,974	1,194
Other long term assets	其他長期資產	14,189	1,194
Assets classified as available-for-sale (note ii)	分類至可供出售資產 (附註ii)	-	137,269
Prepayments to construction contractors (note i)	向建築承包商預付款項 (附註i)	333,574	-
Prepayments for certain land use rights for property development purpose (note iii)	用於房地產發展之若干土地使用權之預付款項 (附註iii)	102,737	-
Prepayment for taxes	預付稅項	24,020	-
Others	其他	1,907	-
Other current assets	其他流動資產	462,238	137,269

Notes:

- (i) As at 31 December 2016, other long term assets consisted of prepayments paid to a contractor in relation to the construction of certain investment properties. Prepayments in relation to the construction of properties for sales paid to certain contractors were recorded as other current assets.
- (ii) Assets classified as available-for-sale represent the Group's investment in liquidity funds issued by certain commercial bank in the PRC. The liquidity funds were fully redeemed in January 2016.
- (iii) During the current year, the Group entered into land acquisition contracts with Bureau of Land and Resources of Wujiang District, Suzhou City and Bureau of Land and Resources of Jiashan County, Jiaxing City to acquire the land use rights of pieces of land in the PRC with the lease term of 40 years for the purpose of development for sale, at cash considerations of RMB135,000,000 (equivalent to HK\$157,802,000) and RMB65,000,000 (equivalent to HK\$75,979,000), respectively. During the current year, the Group has made payment of RMB67,500,000 (equivalent to HK\$78,901,000) and USD3,550,000 (equivalent to HK\$27,513,000), respectively.

附註:

- (i) 於2016年12月31日，其他長期資產包括就建造若干投資物業支付予承包商之預付款項。就建造待售物業支付予若干承包商之預付款項列作其他流動資產。
- (ii) 分類至可供出售資產指本集團於中國某商業銀行設立之貨幣基金之投資。貨幣基金已於2016年1月全額贖回。
- (iii) 於本年度，本集團與蘇州市吳江區國土資源局及嘉興市嘉善縣國土資源局訂立購地合約，分別按現金代價人民幣135,000,000元（相當於157,802,000港元）及人民幣65,000,000元（相當於75,979,000港元）於中國收購多幅土地之使用權，租賃期為40年，用於發展待售目的。於本年度，本集團已分別作出預付付款人民幣67,500,000元（相當於78,901,000港元）及3,550,000美元（相當於27,513,000港元）。

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22. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term deposits with an original maturity of three months or less.

The range of effective interest rates of bank balances at 31 December 2016 were 0.01% to 0.35% (2015: 0.001% to 0.50%) per annum.

22. 銀行結餘及現金

銀行結餘及現金包括本集團所持現金及原到期日為三個月或以內之短期存款。

於2016年12月31日，銀行結餘之實際年利率介乎0.01%至0.35%（2015年：介乎0.001%至0.50%）。

23. TRADE AND OTHER PAYABLES AND ACCRUALS

23. 貿易及其他應付款項及預提款項

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Trade payables	貿易應付款項	326,350	386,017
Other payables, accruals and deposits received	其他應付款項、預提款項及已收按金	81,492	59,077
Deposits from customers for properties developed for sale	來自發展待售物業客戶之按金	509,843	4,326
		917,685	449,420

The ageing of trade payables based on invoice date is 0 to 90 days. The average credit period on purchase of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

按發票日期計算，貿易應付款項之賬齡為0至90日。採購貨品之平均信貸期為90日。本集團已制定財務風險管理政策，確保所有應付款項於信貸期內結償。

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24. BANK AND OTHER BORROWINGS

24. 銀行及其他借貸

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Bank borrowings	銀行借貸		
Secured and guaranteed (note a)	有抵押及有擔保(附註a)	1,025,065	-
Other borrowings	其他借貸		
Secured and guaranteed (note b)	有抵押及有擔保(附註b)	2,961,746	2,102,819
		3,986,811	2,102,819
Total borrowings are repayable as follows:	借貸總額之還款情況如下:		
- Repayable within one year	- 一年內償還	1,218,040	2,102,819
- Repayable over 1 year and within 2 years	- 一年後但兩年內償還	1,653,189	-
- Repayable over 2 years and within 5 years	- 兩年後但五年內償還	1,115,582	-
		3,986,811	2,102,819
Less: Amounts shown under current liabilities	減: 流動負債項下列示之金額	(1,218,040)	(2,102,819)
Amounts shown under non-current liabilities	非流動負債項下列示之金額	2,768,771	-
Fixed rate borrowings	定息借貸	2,961,746	2,102,819
Floating rate borrowings	浮息借貸	1,025,065	-
		3,986,811	2,102,819
Bank and other borrowings dominated in:	以下列貨幣計值之銀行及其他借貸:		
- RMB	- 人民幣	3,901,763	2,102,819
- US\$	- 美元	85,048	-
		3,986,811	2,102,819

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合併財務報表附註

For The Year Ended 31 December 2016 截至2016年12月31日止年度

24. BANK AND OTHER BORROWINGS – continued 24. 銀行及其他借貸

Notes:

- a. The secured bank borrowings of the Group were secured by certain assets of the Group and their carrying amounts are as follows:

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Properties under development for sales (note 17)	發展中待售物業 (附註17)	1,033,347	-
Investment properties (note 18)	投資物業 (附註18)	1,507,693	-
Pledged bank deposits	已抵押銀行存款	3,589	-
		2,544,629	-

The bank borrowings were also jointly guaranteed by Mr. Zhou Zheng, a director and ultimate controlling shareholder of the Company, and certain related parties.

- b. The details of secured and guaranteed other borrowings of the Group are as follows:

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Loans from trust fund companies (note i)	來自信託基金公司之貸款 (附註i)	2,002,264	1,196,728
Loans from a financial institution (note ii)	來自一家金融機構之貸款 (附註ii)	959,482	906,091
		2,961,746	2,102,819

附註:

- a. 本集團之有抵押銀行借貸乃以本集團若干資產作抵押，彼等之賬面值如下：

	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Properties under development for sales (note 17)	1,033,347	-
Investment properties (note 18)	1,507,693	-
Pledged bank deposits	3,589	-
	2,544,629	-

銀行借貸亦由本公司董事及最終控股股東周政先生以及若干關聯方共同作出擔保。

- b. 本集團之有抵押及有擔保其他借貸之詳情如下：

	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Loans from trust fund companies (note i)	2,002,264	1,196,728
Loans from a financial institution (note ii)	959,482	906,091
	2,961,746	2,102,819

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For The Year Ended 31 December 2016 截至2016年12月31日止年度

24. BANK AND OTHER BORROWINGS – continued

Notes: – continued

b. – continued

- (i) In June 2016, the Group entered into a trust loan agreement with Shanghai Changjiang Fortune Assets Management Co., Ltd. (“Changjiang Trust”), pursuant to which Changjiang Trust lent RMB1,400,000,000, which is equivalent to HK\$1,636,470,000 to the Group. The loan is secured by certain investment properties of the Group with fair value of approximately HK\$1,664,434,000 and jointly guaranteed by Mr. Zhou Zheng and certain related parties. Corporate guarantee was provided by SkyOcean Holdings Group Co., Ltd., a company beneficially owned as to 80% by Mr. Zhou Zheng. The loan carries effective interest rate at 7.95% per annum. The Group has early repaid RMB500,000,000, which is equivalent to HK\$584,454,000 to Changjiang Trust during the current year. Upon the aforesaid early repayment, RMB180,000,000 of the loan will be repaid in 2017 and the remaining balance will be due for repayment in 2018.

In December 2016, the Group entered into a trust loan agreement with China Huarong Asset Management Co., Ltd. (“Huarong Asset”), pursuant to which Huarong Asset lent RMB500,000,000 which is equivalent to HK\$584,454,000 to the Group. The loan is secured by certain investment properties of the Group with fair value of approximately HK\$1,030,896,000 and jointly guaranteed by Mr. Zhou Zheng and certain related parties. The loan carries effective interest rate at 9.64% per annum. The loan will be due for repayment in 2018.

24. 銀行及其他借貸 – 續

附註：—續

b. —續

- (i) 於2016年6月，本集團與上海長江財富資產管理有限公司（「長江信託」）訂立信託貸款協議，據此，長江信託向本集團提供人民幣1,400,000,000元（相當於1,636,470,000港元）之貸款。此貸款由本集團公允價值約為1,664,434,000港元之若干投資物業作抵押，並由周政先生及若干關聯方共同作出擔保。公司擔保乃由天洋控股集團有限公司（一間由周政先生實益擁有80%權益之公司）提供。此貸款收取之實際年利率為7.95%。於本年度，本集團已提早償還人民幣500,000,000元（相當於584,454,000港元）予長江信託。於上述提早償還後，金額為人民幣180,000,000元之貸款將於2017年償還，而其餘結餘將於2018年償還。

於2016年12月，本集團與中國華融資產管理股份有限公司（「華融資產」）訂立信託貸款協議，據此，華融資產借出人民幣500,000,000元（相當於584,454,000港元）予本集團。此貸款由本集團公允價值約為1,030,896,000港元之若干投資物業作抵押，並由周政先生及若干關聯方共同作出擔保。此貸款收取之實際年利率為9.64%。此貸款將於2018年償還。

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24. BANK AND OTHER BORROWINGS – continued 24. 銀行及其他借貸 – 續

Notes: – continued

附註：– 續

b. – continued

b. – 續

(i) – 續

In June 2016, SkyOcean Real Estate (Tangshan) Co., Ltd, a wholly owned subsidiary of the Group borrowed a loan of RMB396,000,000, which is equivalent to HK\$462,882,000, from Bohai International Trust Co., Ltd. (“Bohai Trust”). The loan is secured by certain properties under development for sale with an aggregate carrying amount of approximately HK\$449,134,000 and investment properties with fair value of approximately HK\$605,919,000 and guaranteed by Beijing SkyOcean Foundation Investments Co., Ltd. (“Beijing SkyOcean”), a subsidiary of the Group, and Beijing SkyOcean International Holdings Limited (“Beijing SkyOcean Holdings”), a company beneficially owned as to 80% by Mr. Zhou Zheng. The loan carries effective interest rate at 9.03% per annum. RMB50,000,000 and RMB100,000,000 of the loan will be repaid on 2 June 2017 and 2 June 2018, respectively. The remaining balance of the loan will be due for repayment on 2 June 2019.

(i) – 續

於2016年6月，天洋地產（唐山）有限公司（本集團之全資附屬公司）向渤海國際信託有限公司（「渤海信託」）借入人民幣396,000,000元（相當於462,882,000港元）之貸款。此貸款由總賬面值約為449,134,000港元之若干發展中待售物業及公允價值約為605,919,000港元之投資物業作抵押，並由北京天洋基業投資有限公司（「北京天洋」）（本集團附屬公司）及北京天洋國際控股有限公司（「北京天洋控股」）（一間由周政先生實益擁有80%權益之公司）作出擔保。此貸款收取之實際年利率為9.03%。金額為人民幣50,000,000元及人民幣100,000,000元之貸款將分別於2017年6月2日及2018年6月2日償還。貸款之其餘結餘將於2019年6月2日償還。

During the current year, the loan from another trust fund company of HK\$1,168,907,000 as at 31 December 2015 was early repaid in full by the Group.

於本年度，本集團已提前悉數償還於2015年12月31日金額為1,168,907,000港元之來自其他信託基金公司之貸款。

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24. BANK AND OTHER BORROWINGS – continued

Notes: – continued

b. – continued

- (ii) As at 31 December 2016, certain loans were borrowed from a financial institution in the PRC which are secured by the Group's pledged deposits of HK\$963,656,000 (31 December 2015: HK\$909,525,000), bearing interest at a rate of 1.11% to 1.22% (2015: 1.11% to 1.49%) per annum and repayable within one year from 31 December 2016. Details of the pledged deposits are set out in note 20. During the current year, an additional loan raised from the Lender (as defined in note 20) was RMB100,000,000, which is equivalent to HK\$116,896,000 (2015: HK\$438,209,000). For certain loans borrowed in prior years which existed at 31 December 2015 were renewed during the current year upon the respective agreements entered into by the Group and the Lender as defined in note 20.

24. 銀行及其他借貸－續

附註：－續

b. 一續

- (ii) 於2016年12月31日，若干貸款乃從一家中國金融機構借入，其由本集團之已抵押存款963,656,000港元（2015年12月31日：909,525,000港元）作抵押，按介乎1.11%至1.22%（2015年：1.11%至1.49%）之年利率計息，並須於2016年12月31日起計一年內償還。已抵押存款之詳情載於附註20。於本年度，從貸款人（定義見附註20）籌借之新增貸款為人民幣100,000,000元（相當於116,896,000港元（2015年：438,209,000港元））。於過往年度借入且於2015年12月31日存續之若干貸款，已於本年度本集團及貸款人（定義見附註20）訂立各自之協議後重續。

25. CONVERTIBLE BONDS AND BONDS

25. 可換股債券及債券

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Liability components	負債部分		
– RMB29,520,000 8.5% convertible bonds (note i)	– 人民幣29,520,000元，按年利率8.5%計息之可換股債券（附註i）	31,985	35,021
– HK\$270,000,000 8.5% bonds (note i)	– 270,000,000港元，按年利率8.5%計息之債券（附註i）	271,515	269,092
– HK\$470,000,000 8% bonds (note i)	– 470,000,000港元，按年利率8%計息之債券（附註i）	426,400	–
– RMB1,500,000,000 zero coupon convertible bonds (note ii)	– 人民幣1,500,000,000元，零息可換股債券（附註ii）	1,202,413	1,180,985
		1,932,313	1,485,098

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25. CONVERTIBLE BONDS AND BONDS – continued

- (i) On 12 November 2015, the Company issued a two-year term RMB 8.5% secured convertible bonds due 2017 in an aggregate principal amount of RMB29,520,000 (the “Convertible Bonds I”) to an independent third party. In addition to which, on the same date, the Company also issued a two-year term HK\$ 8.5% secured guaranteed bonds due 2017 in an aggregate principal amount of HK\$270,000,000 (the “Bonds I”) to the same holder of the Convertible Bonds I. The total net proceeds from the issue of the Convertible Bonds I and the Bonds I are used for funding general working capital, as well as mergers and acquisitions by the Group. The Convertible Bonds I and the Bonds I are jointly guaranteed by Mr. Zhou Zheng and certain related parties and corporate guarantee provided by Beijing SkyOcean Holdings, a company beneficially owned as to 80% by Mr. Zhou Zheng. The Convertible Bonds I and the Bonds I are also secured by share charge over certain number of issued ordinary shares of the Company held by SkyOcean Investment Holdings Limited, the immediate holding company of the Company.

On 28 June 2016, the Company entered into a subscription agreement with the same holder of the Convertible Bonds I and the Bonds I, for the purpose of issuing three-year term HK\$ 8% secured guaranteed bond due in 2019 in an aggregate principal amount of HK\$470,000,000 (the “Bonds II”). The Bonds II are jointly guaranteed by Mr. Zhou Zheng and certain related parties. Corporate guarantee was provided by Beijing SkyOcean Holdings. The Bonds II are also secured by share charge over certain number of issued ordinary shares of the Company held by SkyOcean Investment Holdings Limited, the immediate holding company of the Company. Pursuant to the subscription agreement, SkyOcean Investment Holdings Limited, being the holder of Convertible Bonds II (as defined in note 25 (iii)), charged over certain part of Convertible Bonds II amounting to RMB450,000,000 (the “Charged Convertible Bonds II”) in favour of the holder of Bonds II. The Company issued the first tranche and the second tranche of the Bonds II amounting to HK\$70,000,000 on 30 June 2016 and HK\$400,000,000 on 5 July 2016, respectively, which are subsequently measured at amortised cost by applying effective interest rate of 8.3% per annum after taking into consideration of initial transaction cost of HK\$50,700,000 accordingly.

The Convertible Bonds I, the Bonds I and the Bonds II, constitute direct, unsubordinated, unconditional and secured obligations of the Company and shall at all times rank *pari passu* in all respects and without any preference or priority among themselves.

25. 可換股債券及債券—續

- (i) 於2015年11月12日，本公司發行於2017年到期本金總額為人民幣29,520,000元的兩年期有抵押人民幣計值，按年利率8.5%計息之可換股債券（「可換股債券I」）給獨立第三方。此外，於同日，本公司亦向同一可換股債券I持有人發行於2017年到期本金總額為270,000,000港元的兩年期有抵押有擔保港元計值，按年利率8.5%計息之債券（「債券I」）。發行可換股債券I及債券I之總所得款項淨額用作撥付一般營運資金及本集團進行之併購事項。可換股債券I及債券I由周政先生及若干關連方共同擔保及由北京天洋控股（一間由周政先生實益擁有80%權益之公司）提供公司擔保。可換股債券I及債券I亦由本公司直接控股公司天洋投資控股有限公司持有的若干本公司已發行普通股數目之股份押記作抵押。

於2016年6月28日，本公司與可換股債券I及債券I之相同持有人就發行於2019年到期本金總額為人民幣470,000,000元的三年期有抵押有擔保港元計值，按年利率8%計息之債券（「債券II」）訂立一份認購協議。債券II由周政先生及若干關連方共同擔保。公司擔保由北京天洋控股提供。債券II亦由本公司直接控股公司天洋投資控股有限公司持有的若干本公司已發行普通股數目之股份押記作抵押。根據認購協議，天洋投資控股有限公司（為可換股債券II（定義見附註25(iii)）之持有人）以債券II持有人為受益人抵押金額為人民幣450,000,000元之可換股債券II的若干部分（「已押記可換股債券II」）。本公司於2016年6月30日及2016年7月5日發行第一批及第二批金額分別為70,000,000港元及400,000,000港元之債券II，經考慮初始交易成本50,700,000港元後，其後按實際年利率8.3%以攤餘成本計量。

可換股債券I、債券I及債券II構成本公司之直接、非後償、無條件及有抵押責任，並於彼此之間於任何時間在所有方面享有同等地位及並無任何先後次序。

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25. CONVERTIBLE BONDS AND BONDS – continued

(i) – continued

On 28 June 2016, the Company reached an agreement with the holder of the Convertible Bonds I and the Bonds I to extend the maturity date of Convertible Bonds I and the Bonds I from 12 November 2017 to 30 June 2019. The extension mentioned above did not result in material impact on the financial information of the Group for the current year.

The principal terms of the Convertible Bonds I are as follows:

(a) Conversion right

Pursuant to the aforesaid agreement dated on 28 June 2016, the holder of the Convertible Bonds I has the right to convert all or any part of the principal amount of the Convertible Bonds I into ordinary shares of the Company at any time from the beginning on, and including, 12 November 2016 to the close of business of the maturity date at 30 June 2019.

For the purpose of determining the number of ordinary shares to be issued on conversion of the Convertible Bonds I, the relevant principal amount of the Convertible Bonds I to be converted shall be translated into HK\$ at the exchange rate of HK\$1.2195: RMB1. The price at which ordinary shares of the Company will be issued upon conversion (the "Conversion Price of Convertible Bonds I") will initially be HK\$12 per share, but will be subject to adjustment for, among other things, consolidation, reclassification or subdivision, capitalisation of profit or reserves, distributions, rights issues of shares or options over shares, dividend adjustments and other dilutive events. In the opinion of the Directors, the adjustments to Conversion Price of Convertible Bonds I in those circumstances are all for anti-dilutive purpose to protect the right of the holder of the Convertible Bonds I.

(b) Final redemption

Unless previously redeemed, converted, purchased and cancelled as provided herein, the Company shall pay to each holder of the Convertible Bonds on the maturity date of the Convertible Bonds I an aggregate price of (i) 100% of the outstanding principal amount on the maturity date of the Convertible Bonds I, (ii) all accrued and unpaid interest in respect of the Convertible Bonds I and unpaid default interest in respect of the Convertible Bonds I, if any, and (iii) all other related outstanding amounts payable by the Company to the holder of the Convertible Bonds I.

25. 可換股債券及債券－續

(i) 一續

於2016年6月28日，本公司與可換股債券I及債券I之持有人達成協議，將可換股債券I及債券I之到期日由2017年11月12日延長至2019年6月30日。上文所述之延期並無對本集團本年度之財務資料造成重大影響。

可換股債券I之主要條款如下：

(a) 換股權

根據上述日期為2016年6月28日之協議，可換股債券I之持有人有權自2016年11月12日起（包括該日）至2019年6月30日之到期日的營業時間結束期間隨時轉換可換股債券I本金額的全部或任何部分為本公司普通股。

為釐定於可換股債券I獲轉換後將予發行的普通股數目，將予轉換的可換股債券I之相關本金額將按1.2195港元兌人民幣1元之匯率換算為港元。於轉換後將予發行的本公司普通股之價格（「可換股債券I之換股價」）將初步為每股12港元，惟可根據（其中包括）股份合併、新分類或拆細、溢利或儲備資本化、分派、供股或股份期權、股息調整及其他攤薄事項予以調整。董事認為，可換股債券I之換股價於該等情況下之調整乃全為反攤薄目的以保障可換股債券I持有人的權利。

(b) 最後贖回

除先前已按照規定贖回、轉換、購買及註銷外，本公司須於可換股債券I到期日向各可換股債券持有人支付 (i) 於可換股債券I到期日之全部未行使本金額；(ii) 可換股債券I之全部應計及未付利息以及可換股債券I之未付違約利息（如有）；及 (iii) 本公司應付可換股債券I持有人的所有其他相關未行使金額之總價。

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25. CONVERTIBLE BONDS AND BONDS – continued

- (i) – continued
The principal terms of the Convertible Bonds I are as follows:
– continued

- (c) Convertible Bond Holder’s Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Convertible Bonds I occurs, the holder of the Convertible Bonds I may elect to require the Company to redeem the outstanding Convertible Bonds I in full in the amount equivalent to the sum of (i) 100% of the outstanding principal amount of the Convertible Bonds I, (ii) all accrued and unpaid interest in respect of such Convertible Bonds I and unpaid default interest in respect of such Convertible Bonds I, if any, (iii) a premium as set out in the agreements of the Convertible Bonds I and (iv) all other related outstanding amounts payable by the Company to the holder of such Convertible Bonds I.

The details of the redemption of the Bonds I and the Bonds II are as follows:

- (a) Final redemption

Unless previously redeemed, purchased and cancelled, the Company shall pay to each holder of the Bonds on the maturity date of the Bonds I and Bonds II an aggregate price of (i) 100% of the outstanding principal amount on the maturity date of the Bonds I and Bonds II, (ii) all accrued and unpaid interest in respect of the Bonds and unpaid default interest of the Bonds I and Bonds II, if any, and (iii) all other related outstanding amounts payable by the Company to the holder of such Bonds I and Bonds II.

- (b) Bonds Holder’s Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Bonds I and Bonds II occurs, the holder of the Bonds I and Bonds II may elect to require the Company to redeem the Bonds I and Bonds II in full in an amount equivalent to the sum of (i) 100% of the outstanding principal amount of the Bonds I and Bonds II, (ii) all accrued and unpaid interest accrued in respect of the Bonds I and Bonds II and unpaid default interest accrued in respect of the Bonds I and Bonds II, if any, (iii) a premium as set out in the agreements of the Bonds I and Bonds II, and (iv) all other related outstanding amounts payable by the Company to the holder of such Bonds I and Bonds II.

25. 可換股債券及債券 – 續

- (i) – 續
可換股債券I之主要條款如下：– 續

- (c) 可換股債券持有人就違約事件之贖回權利

倘可換股債券I協議所載之任何違約事件發生，可換股債券I持有人可選擇要求本公司按相當於(i)可換股債券I之全部未行使本金額；(ii)可換股債券I之全部應計及未付利息以及可換股債券I之未付違約利息(如有)；(iii)可換股債券I協議所載之溢價；及(iv)本公司應付有關可換股債券I持有人的所有其他相關未行使金額之總和的金額悉數贖回未行使可換股債券I。

債券I及債券II贖回之詳情如下：

- (a) 最後贖回

除先前已贖回、購買及註銷外，本公司須於債券I及債券II到期日向各債券持有人支付(i)於債券I及債券II到期日的全部未行使本金額；(ii)債券I及債券II之全部應計及未付利息以及債券I及債券II之未付違約利息(如有)；及(iii)本公司應付有關債券I及債券II持有人的所有其他相關未行使金額之總價。

- (b) 債券持有人就違約事件之贖回權利

倘債券I及債券II協議所載之任何違約事件發生，債券I及債券II持有人可選擇要求本公司按相當於(i)債券I及債券II之全部未行使本金額；(ii)債券I及債券II之全部應計及未付利息以及債券I及債券II之未付違約利息(如有)；(iii)債券I及債券II協議所載之溢價；及(iv)本公司應付有關債券I及債券II持有人的所有其他相關未行使金額之總和的金額悉數贖回債券I及債券II。

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25. CONVERTIBLE BONDS AND BONDS – continued

- (i) – continued
The details of the redemption of the Bonds I and the Bonds II are as follows: – continued

- (c) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II

The amendment of mandatory early redemption of Convertible Bonds I the Bonds I and the Bonds II as mentioned below are mainly in relation to the change of calculation of Total Security Value (as defined below). Pursuant to the subscription agreement on 28 June 2016, if in any trading day during the remaining term of the Convertible Bonds I, the Bonds I and the Bonds II, the total security value, which is calculated as the sum of below items (a) and (b) (the “Total Security Value”):

- (a) total share value of the Company, which equals to the closing price per share of the Company on such trading day multiplied by the total number of the shares of the Company held in the securities account maintained with the holder of the Convertible Bonds I, the Bonds I and the Bonds II by SkyOcean Investment Holdings Limited, and;
- (b) charged Convertible Bonds II

is less than 2 times of the aggregate outstanding principal amount of the Convertible Bonds I, the Bonds I and the Bonds II, and SkyOcean Investment Holdings Limited elects not to deposit such further number of shares of the Company in the aforesaid securities account, the Company shall redeem such portion of the outstanding principal amount of the Convertible Bonds I, the Bonds I and the Bonds II (the “Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II”) in order to maintain the Total Security Value not lower than 2.5 times of the aggregate outstanding principal amount of the Convertible Bonds I, the Bonds I and the Bonds II.

25. 可換股債券及債券—續

- (i) 一續
債券I及債券II贖回之詳情如下：
一續

- (c) 強制提早贖回可換股債券I、債券I及債券II

強制提早贖回可換股債券I、債券I及債券II之修訂(如下文所述)主要有關押記總值(定義見下文)計算之變動。根據2016年6月28日之認購協議,倘於可換股債券I、債券I及債券II餘下期限內之任何交易日,按下文(a)項及(b)項之和計算之押記總值(「押記總值」):

- (a) 本公司之股份總值(相當於有關交易日之本公司每股收市價乘以由天洋投資控股有限公司擔保的可換股債券I、債券I及債券II之持有人存置的證券戶口中持有的本公司股份總數)·及;
- (b) 已押記可換股債券II

低於可換股債券I、債券I及債券II之未行使本金總額之2倍,而天洋投資控股有限公司選擇不抵押額外數目之本公司股份至上述證券戶口,本公司須贖回可換股債券I、債券I及債券II之未行使本金總額的有關部分(「強制提早贖回可換股債券I、債券I及債券II」)以維持押記總值不低於可換股債券I、債券I及債券II未行使本金總額之2.5倍。

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25. CONVERTIBLE BONDS AND BONDS – continued

- (i) – continued
The movements of the liability component of the Convertible Bonds I, the Bonds I and the Bonds II for the year are set out below:

		Bonds I and the Bonds II	Liability component of the Convertible Bonds I 可換股債券I 負債部分	Total
		債券I及債券II HK\$'000 千港元	負債部分 HK\$'000 千港元	總計 HK\$'000 千港元
Convertible Bonds I and Bonds I issued on 12 November 2015	於2015年11月12日發行之可換股債券I及債券I	270,086	35,833	305,919
Transaction costs incurred	所產生交易成本	(4,194)	(558)	(4,752)
Interest charged during the period from 12 November 2015 to 31 December 2015	自2015年11月12日至2015年12月31日期間內利息支出	3,343	451	3,794
Exchange realignment	匯兌調整	(143)	(705)	(848)
At 31 December 2015	於2015年12月31日	269,092	35,021	304,113
Bonds II issued	已發行債券II	470,000	–	470,000
Transaction costs incurred	所產生交易成本	(50,700)	–	(50,700)
Interest charged	利息支出	51,043	3,374	54,417
Interest paid	已付利息	(42,342)	(2,933)	(45,275)
Exchange realignment	匯兌調整	822	(3,477)	(2,655)
At 31 December 2016	於2016年12月31日	697,915	31,985	729,900

No conversion or redemption of the Convertible Bonds I, the Bonds I and the Bonds II has occurred up to 31 December 2016.

- (ii) On 24 December 2015, the Company issued a five-year term RMB zero coupon convertible bonds due 2020 in an aggregate principal amount of RMB1,500,000,000 (the "Convertible Bonds II") to SkyOcean Investment Holdings Limited, the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng. The issuance of the Convertibles Bonds II are for the settlement of certain amount payable by the Group to SkyOcean Real Estate (Qian'an) Co., Ltd., a company beneficially owned as to 80% by Mr. Zhou Zheng.

The fair value of the Convertible Bonds II at the date of issuance was RMB2,040,441,000, consisting of liability component and equity component of RMB988,425,000 (equivalent to HK\$1,247,869,000) and RMB1,052,016,000 (equivalent to HK\$1,328,152,000), respectively. The amount of the fair value of the Convertible Bonds II at the date of issuance in excess of the amount due to SkyOcean Real Estate (Qian'an) Co., Ltd., extinguished of RMB540,441,000 (equivalent to HK\$682,298,000) is accounted for as a deemed distribution to the controlling shareholder of the Company during the year ended 31 December 2015 as the debt restructuring above is a transaction with shareholder of the Company.

25. 可換股債券及債券－續

- (i) – 續
可換股債券I、債券I及債券II之負債部分於本年度之變動載列如下：

	Bonds I and the Bonds II	Liability component of the Convertible Bonds I 可換股債券I 負債部分	Total
	債券I及債券II HK\$'000 千港元	負債部分 HK\$'000 千港元	總計 HK\$'000 千港元
Convertible Bonds I and Bonds I issued on 12 November 2015	270,086	35,833	305,919
Transaction costs incurred	(4,194)	(558)	(4,752)
Interest charged during the period from 12 November 2015 to 31 December 2015	3,343	451	3,794
Exchange realignment	(143)	(705)	(848)
At 31 December 2015	269,092	35,021	304,113
Bonds II issued	470,000	–	470,000
Transaction costs incurred	(50,700)	–	(50,700)
Interest charged	51,043	3,374	54,417
Interest paid	(42,342)	(2,933)	(45,275)
Exchange realignment	822	(3,477)	(2,655)
At 31 December 2016	697,915	31,985	729,900

截至2016年12月31日，概無轉換或贖回可換股債券I、債券I及債券II。

- (ii) 於2015年12月24日，本公司發行於2020年到期本金總額為人民幣1,500,000,000元的五年期人民幣計值零票息之可換股債券（「可換股債券II」）給天洋投資控股有限公司（本公司之直接控股公司並由周政先生實益擁有80%權益）。發行可換股債券II乃為結付本集團應付天洋地產（遷安）有限公司（一間由周政先生實益擁有80%權益之公司）之若干金額。

可換股債券II於發行日期之公允價值為人民幣2,040,441,000元，包括負債部分及權益部分，分別為人民幣988,425,000元（相當於1,247,869,000港元）及人民幣1,052,016,000元（相當於1,328,152,000港元）。由於上述債務重組為與本公司股東之一項交易，可換股債券II於發行日期之公允價值超逾被購回的應付天洋地產（遷安）有限公司款項人民幣540,441,000元（相當於682,298,000港元）的金額，於截至2015年12月31日止年度作為向本公司控股股東的視同分配入賬。

For The Year Ended 31 December 2016 截至2016年12月31日止年度

25. CONVERTIBLE BONDS AND BONDS – continued

(ii) – continued

The Convertible Bonds II, constitute general, unconditional, unsecured and unsubordinated obligations of the Company and rank pari passu and rateably without preference equally with all other present and future unsecured and unsubordinated obligations of the Company.

The principal terms of the Convertible Bonds II are as follows:

(a) Conversion right

The holder of the Convertible Bonds II has the right to convert all or any part of the principal amount of the Convertible Bonds II into ordinary shares of the Company at any time from the beginning on, and including 24 December 2015 to the close of business of the maturity date at 24 December 2020.

For the purpose of determining the number of ordinary shares to be issued on conversion of the Convertible Bonds II, the relevant principal amount of the Convertible Bonds II to be converted shall be translated into HK\$ at the exchange rate of HK\$1.2625:RMB1. The price at which ordinary shares of the Company will be issued upon conversion (the “Conversion Price of Convertible Bonds II”) will initially be HK\$6.8 per share, but will be subject to adjustment for, among other things, consolidation, reclassification or subdivision, capitalisation of profit or reserves, distributions, rights issues of shares or options over shares, dividend adjustments and other dilutive events. In the opinion of the Directors, the adjustments to Conversion Price of Convertible Bonds II in those circumstances are all for anti-dilutive purpose to protect the right of the holder of the Convertible Bonds II.

(b) Redemption

The Company may redeem at any time before or upon the maturity date of Convertible Bonds II at 100% of all or any part of the principal amount of the Convertible Bonds II in respect of which the conversion rights have not been exercised by the holders of the Convertible Bonds II.

(c) Convertible Bonds Holder’s Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Convertible Bonds II occurs, the holder of the Convertible Bonds II may elect to require the Company to redeem the outstanding Convertible Bonds II in full in the amount equivalent to 100% of the outstanding principal amount of the Convertible Bonds II.

25. 可換股債券及債券－續

(ii) 一續

可換股債券II構成本公司之一般、無條件、無抵押及非後償責任，亦與本公司當時及日後所有其他無抵押及非後償責任享有同等權利，並無優先次序。

可換股債券II之主要條款如下：

(a) 換股權

可換股債券II之持有人有權自2015年12月24日起（包括該日）至2020年12月24日之到期日的營業時間結束期間隨時轉換可換股債券II本金額的全部或任何部分為本公司普通股。

為釐定於可換股債券II獲轉換後將予發行的普通股數目，將予轉換的可換股債券II之相關本金額將按1.2625港元兌人民幣1元匯率換算為港元。於轉換後將予發行的本公司普通股之價格（「可換股債券II之換股價」）將初步為每股6.8港元，惟可根據（其中包括）股份合併、重新分類或拆細、溢利或儲備資本化、分派、供股或股份期權、股息調整及其他攤薄事項予以調整。董事認為，可換股債券II之換股價於該等情況下之調整乃全為反攤薄目的以保障可換股債券II持有人的權利。

(b) 贖回

本公司可於可換股債券II到期日或之前隨時按可換股債券II（可換股債券II持有人尚未就其行使換股權）之全部或任何部分本金額的100%贖回。

(c) 可換股債券持有人就違約事件之贖回權利

倘可換股債券II協議所載之任何違約事件發生，可換股債券II持有人可選擇要求本公司按相當於可換股債券II之全部未行使本金額的金額悉數贖回未行使可換股債券II。

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25. CONVERTIBLE BONDS AND BONDS – continued

(ii) – continued

The total net proceeds received by the Company from the issue of the Convertible Bonds II have been split between a liability component and an equity component in its initial recognition as follows:

- (a) Liability component is initially measured at fair value by DTZ Cushman & Wakefield Limited using the discount cash flow approach, amounted to approximately RMB988,425,000 (equivalent to HK\$1,247,869,000), which represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments of comparable credit status and providing substantially the same cash flows with the Convertible Bonds II. It is subsequently measured at amortised cost by applying an effective interest rate of 8.7% per annum after considering the effect of the transaction costs;
- (b) In the opinion of the Directors, the economic characteristics and risks of the early redemption option of the Convertible Bonds II are closely related to the host debt contract of the Convertible Bonds II. Therefore, the Company does not account for the early redemption option separately; and
- (c) Equity component, which is determined based on the valuation performed by DTZ Cushman & Wakefield Limited using the Binomial Option Model and such amounts are carried as equity component until extinguished on conversion or redemption, amounted to approximately RMB1,052,016,000 (equivalent to HK\$1,328,152,000).

25. 可換股債券及債券－續

(ii) 一續

本公司自發行可換股債券II所收到之總所得款項淨額於其初步確認時已按下列方式分為負債部分及權益部分：

- (a) 負債部分由戴德梁行有限公司使用貼現現金流量法初步按公允價值計量，為約人民幣988,425,000元（相當於1,247,869,000港元），負債部分指已訂約未來現金流量以可資比較信貸狀況及大致上可提供與可換股債券II相同的現金流量的工具按當時適用的市場利率貼現的現值，並在考慮交易成本的影響後，其隨後透過採用實際年利率8.7%按攤銷成本計量；
- (b) 董事認為，提早贖回可換股債券II的選擇權之經濟特徵及風險與可換股債券II的總債務合約密切相關。因此，本公司並無單獨討論提早贖回選擇權；及
- (c) 權益部分乃根據戴德梁行有限公司採用二項式購股權定價模式進行之估值釐定，而有關金額列作權益部分直至於轉換或贖回時終止，金額約為人民幣1,052,016,000元（相當於1,328,152,000港元）。

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25. CONVERTIBLE BONDS AND BONDS – continued

- (ii) – continued
The movements of the liability component of the Convertible Bonds II for the year are set out below:

		Liability component 負債部分 HK\$'000 千港元
Convertible Bonds II issued on 24 December 2015	於2015年12月24日發行之 可換股債券II	1,247,869
Transaction costs incurred	交易所產生成本	(504)
Interest charged during the period from 24 December 2015 to 31 December 2015	自2015年12月24日至 2015年12月31日 期間內利息開支	1,718
Exchange realignment	匯兌調整	(68,098)
At 31 December 2015	於2015年12月31日	1,180,985
Interest charged	利息支出	100,724
Exchange realignment	匯兌調整	(79,296)
As at 31 December 2016	於2016年12月31日	1,202,413

No conversion or redemption of the Convertible Bonds II has occurred up to 31 December 2016.

直至2016年12月31日，概無轉換或贖回可換股債券II。

26. DEFERRED TAX

The deferred tax liabilities recognised by the Group and movements thereon during the year are as follows:

		Fair value change on investment properties 投資物業之 公允價值變動 HK\$'000 千港元
At 1 January 2015	於2015年1月1日	–
Charge to profit or loss	計入損益	(254,904)
Exchange realignment	匯兌調整	10,501
At 31 December 2015	於2015年12月31日	(244,403)
Charge to profit or loss (note 9)	計入損益(附註9)	(127,871)
Exchange realignment	匯兌調整	21,081
At 31 December 2016	於2016年12月31日	(351,193)

25. 可換股債券及債券－續

- (ii) 一續
可換股債券II之負債部分於本年度之變動載列如下：

26. 遞延稅項

年內本集團確認之遞延稅項負債及有關變動如下：

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26. DEFERRED TAX – continued

Details of the Group's unused PRC income tax losses are as follows:

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Tax losses unrecognised for deferred tax assets	未就遞延稅項資產確認之稅項虧損	332,335	155,539

The following unrecognised PRC income tax losses has fixed expiry date, which will be expired in the following years:

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
31 December 2017	2017年12月31日	8,178	8,178
31 December 2018	2018年12月31日	20,817	20,817
31 December 2019	2019年12月31日	40,858	40,858
31 December 2020	2020年12月31日	85,686	85,686
31 December 2021	2021年12月31日	176,796	–
		332,335	155,539

At 31 December 2016, the Group had tax losses arising in Hong Kong of HK\$82,133,000 (2015: HK\$60,605,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax asset has not been recognised in respect of these tax losses as they have arisen in subsidiaries that have been loss-making for some time and/or it is not presently considered probable that taxable profits will be available against which such tax losses can be utilised.

No deferred tax liabilities for undistributed earnings of the PRC subsidiaries have been recognised as there is no plan of the dividends distribution out of the PRC in the foreseeable future by these PRC subsidiaries. As at 31 December 2016, the aggregate undistributed profit of the PRC subsidiaries were HK\$722,072,000 (2015: HK\$544,386,000). The corresponding unrecognised deferred tax liabilities as at 31 December 2016 were HK\$36,104,000 (2015: HK\$27,219,000).

26. 遞延稅項－續

本集團未動用之中國所得稅虧損之詳情如下：

以下未確認之中國所得稅虧損具有固定到期日期，並將於以下年度到期：

於2016年12月31日，本集團於香港產生之稅務虧損為82,133,000港元（2015年：60,605,000港元）（須待香港稅務局確認），可無限期用以抵銷產生該等虧損之公司之未來應課稅溢利。由於該等稅務虧損乃於虧損已有一段時間之附屬公司產生，及／或現時預期並無足夠應課稅溢利可用作抵銷該等稅務虧損，故此並未就其確認遞延稅項資產。

由於中國附屬公司並無計劃於可見將來從中國分派股息，因此概無就該等中國附屬公司之未分派溢利確認遞延稅項負債。於2016年12月31日，中國附屬公司之未分派溢利總額為722,072,000港元（2015年：544,386,000港元）。於2016年12月31日，相應之未確認遞延稅項負債為36,104,000港元（2015年：27,219,000港元）。

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28. CAPITAL RISK MANAGEMENT POLICIES AND OBJECTIVES

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners of the Group through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank and other borrowings, convertible bonds and bonds, disclosed in notes 24 and 25, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

29. FINANCIAL INSTRUMENTS (A) CATEGORIES OF FINANCIAL INSTRUMENTS

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Financial assets	金融資產		
<i>Loans and receivables</i>	<i>貸款及應收款項</i>		
Trade receivables	貿易應收款項	4,631	4,002
Other receivables and deposits	其他應收款項及按金	980,164	926,273
Pledged bank deposits	已抵押銀行存款	3,589	–
Bank balances and cash	銀行結餘及現金	1,042,268	242,263
		2,030,652	1,172,538
<i>Available-for-sale financial assets</i>	<i>可供出售金融資產</i>		
		–	137,269

28. 資本風險管理政策及目標

本集團管理資本以確保集團旗下實體能夠持續經營業務，同時透過優化債權比率為本集團擁有人帶來最大回報。與過往年度相比，本集團之整體策略維持不變。

本集團之資本結構由淨債務組成，包括其他借貸、可換股債券及債券（見附註24及25之披露），已扣除現金及現金等價物以及本公司擁有人應佔權益（包括已發行股本及儲備）。

董事定期審閱資本結構。作為該審閱其中一環，董事考慮資本成本及與各類資本相關風險。根據董事的推薦建議，本集團將透過新股發行及股份回購以及發行新債務或贖回現有債務令整體資本結構達致平衡。

29. 金融工具 (A) 金融工具之類別

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29. FINANCIAL INSTRUMENTS – continued

(A) CATEGORIES OF FINANCIAL INSTRUMENTS – continued

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Financial liabilities	金融負債		
<i>Financial liabilities at amortised cost</i>	<i>按攤餘成本列賬之 金融負債</i>		
Trade payables	貿易應付款項	326,350	386,017
Other payables and accruals	其他應付款項及預提款項	81,492	59,077
Amounts due to related companies	應付關聯公司之款項	199,129	900,579
Bank and other borrowings	銀行及其他借貸	3,986,811	2,102,819
Convertible bonds and bonds	可換股債券及債券	1,932,313	1,485,098
		6,526,095	4,933,590

29. 金融資產 – 續

(A) 金融工具之類別-續

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, other receivables and deposits, available-for-sale financial assets, amounts due to related companies, bank balances and cash, pledged bank deposits, trade payables, other payables and accruals, bank and other borrowings and convertible bonds and bonds. Details of the financial instruments are disclosed in respective notes. The risks associated with the Group's financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(B) 財務風險管理目標及政策

本集團的主要金融工具包括貿易應收款項、其他應收款項及按金、可供出售金融資產、應付關聯公司款項、銀行結餘及現金、已抵押銀行存款、貿易應付款項、其他應付款項及預提款項、銀行及其他借貸及可換股債券及債券。此等金融工具之詳情分別於各附註內披露。與本集團金融工具相關之風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動風險。減低該等風險之政策載於下文。管理層管理及監察該等風險，確保及時有效地實施適當措施。

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29. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk

(i) Currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. With the majority of the Group's businesses transacted in RMB and HK\$, the aforesaid currencies are determined as the functional currencies of the Company and some subsidiaries respectively.

The Company and its subsidiaries have foreign currency: bank deposits, amounts due from subsidiaries, amounts due to related parties/subsidiaries, prepayments and other receivables, other payables and bonds, which expose them to foreign currency risk.

The net carrying amounts of the Group's and inter-company foreign currency denominated monetary assets (liabilities) at the end of the reporting period are as follows:

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
United Stated Dollars ("US\$")	美元 (「美元」)	103,458	(40,431)
RMB	人民幣	211,736	228,531
HK\$	港元	(658,100)	(332,455)

In addition, amounts due from certain subsidiaries that are considered as part of the Group's net investment in foreign operations and are denominated in HK\$, at the end of the reporting period amounted to HK\$388,511,000 (2015: HK\$388,956,000).

此外，於報告期末，被視為本集團於海外業務淨投資之一部分並以港元計價之應收若干附屬公司款項為388,511,000港元(2015年：388,956,000港元)。

29. 金融資產－續

(B) 財務風險管理目標及政策－續

市場風險

(i) 貨幣風險

外幣風險指金融工具因匯率變動導致價值波動之風險。由於本集團大部分業務交易以人民幣及港元進行，故上述貨幣分別被界定為本公司及若干附屬公司之功能貨幣。

本公司及其附屬公司擁有以下外幣項目：銀行存款、應收附屬公司款項、應付關聯人士／附屬公司款項、預付款項及其他應收款項、其他應付款項及債券，故須面對外幣風險。

本集團及公司間於報告期末以外幣計價之金融資產(負債)之賬面淨值如下：

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29. FINANCIAL INSTRUMENTS – continued**(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued****Market risk – continued***(i) Currency risk – continued*

The Group manages the foreign currency risk by closely monitoring the movements of the foreign currency rate.

Since HK\$ are pegged to US\$, there is no significant exposure expected on US\$ transactions and balances for certain subsidiaries of the Company with functional currency of HK\$ whilst the currency peg remains in place.

Sensitivity analysis

The Group is mainly exposed to RMB and HK\$. The following table details the Group's sensitivity to a 5% (2015: 5%) increase and decrease in certain functional currencies against the relevant foreign currencies. 5% (2015: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% (2015: 5%) change in foreign currency rate. A positive number below indicates an increase in profit for the year where functional currencies strengthen 5% (2015: 5%) against the relevant foreign currencies. For a 5% (2015: 5%) weakening of functional currencies against the relevant foreign currencies, there would be an equal and opposite impact on the profit for the year.

29. 金融資產 – 續**(B) 財務風險管理目標及政策 – 續****市場風險 – 續***(i) 貨幣風險 – 續*

本集團透過密切監察外幣匯率之變動，管理外幣風險。

由於港元與美元掛鈎，只要有關貨幣掛鈎政策依然生效，預期本公司若干以港元作為功能貨幣之附屬公司之美元交易及結餘並無重大風險。

敏感度分析

本集團主要面對人民幣及港元風險。下表詳述本集團就若干功能貨幣兌相關外幣之5% (2015年：5%) 升值及貶值之敏感度。5% (2015年：5%) 為向主要管理人員內部報告外幣風險所用敏感度比率，並代表管理層對匯率合理可能變動之評估。敏感度分析僅包括以外幣計價之未清償貨幣項目，並於報告期末時就匯率之5% (2015年：5%) 變動調整其換算金額。下文載列之正數指功能貨幣兌相關外幣升值5% (2015年：5%) 情況下，年度溢利之增加。倘功能貨幣兌相關外幣貶值5% (2015年：5%)，則會對年度溢利產生相等及相反之影響。

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29. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk – continued

(i) Currency risk – continued

Sensitivity analysis – continued

		Increase (decrease) in profit		Decrease in other	
		溢利增加(減少)		其他綜合收益減少	
		2016	2015	2016	2015
		2016年	2015年	2016年	2015年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
US\$	美元	(4,064)	-	-	-
RMB	人民幣	(8,840)	(9,541)	-	-
HK\$	港元	27,476	13,880	(16,220)	(16,239)
		14,572	4,339	(16,220)	(16,239)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

管理層認為，由於年結日的風險並不能反映年內風險，故敏感度分析不能代表固有外匯風險。

29. 金融資產－續

(B) 財務風險管理目標及政策－續

市場風險－續

(i) 貨幣風險－續

敏感度分析－續

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29. FINANCIAL INSTRUMENTS – continued**(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued****Market risk – continued****(ii) Fair value and cash flow interest rate risk**

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank deposit and bank borrowings (2015: bank deposits) carried at prevailing market interest rates based on or by reference to the interest rates promulgated by the People's Bank of China. Fixed rate debt securities, bank and other borrowings and convertible bonds and bonds expose the Group to fair value interest rate risk. During the year, the Group does not hedge its fair value and cash flow interest rate risk. Interest rate risk is managed by the management on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by adverse movements in interest rates.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the interest rate of variable-rate bank deposits and bank and other borrowings (2015: bank deposits). The sensitivity analysis below has been determined based on the exposure to interest rates for bank deposits and bank and other borrowings (2015: bank deposits) at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2015: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the effect from possible change in interest rates.

29. 金融資產 – 續**(B) 財務風險管理目標及政策 – 續****市場風險 – 續****(ii) 公允價值及現金流量利率風險**

由於銀行存款及銀行借貸按現行市場利率計息，而現行市場利率乃根據或參考中國人民銀行頒佈的利率計算，因此本集團就銀行存款及銀行借貸（2015年：銀行存款）現行市場利率波動而承受現金流量利率風險。定息債務證券、銀行及其他借貸及可換股債券及債券使本集團承受公允價值利率風險。年內，本集團並無對沖其公允價值及現金流量利率風險。管理層持續管理利率風險，首要目標是限制利率之不利變動可能對淨利息開支構成之影響。

本集團之現金流量利率風險主要集中於浮息銀行存款以及銀行及其他借貸之利率波動（2015年：銀行存款）。下文之敏感度分析乃根據報告期末銀行存款以及銀行及其他借貸（2015年：銀行存款及）之利率風險釐定。編製分析時所作之假設為，於報告期末未償付之金融工具金額於整個年度均未償付。上升或下降50個基點（2015年：50個基點）為向主要管理人員內部報告利率風險所用敏感度比率，並代表管理層對利率可能變動之影響之評估。

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29. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk – continued

(ii) Fair value and cash flow interest rate risk – continued

If the interest rates had been 50 basis points (2015: 50 basis points) higher or lower and all other variables were held constant, the Group's profit for the year would increase/decrease by HK\$65,000 (2015: increase/decrease in profit for the year by HK\$1,211,000) after taking into account the interest capitalisation effect.

Credit risk

At 31 December 2016, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other receivables and available-for-sale investments at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

29. 金融資產－續

(B) 財務風險管理目標及政策－續

市場風險－續

(ii) 公允價值及現金流量利率風險－續

倘利率上升或下降50個基點(2015: 50個基點), 而所有其他變數維持不變, 經計及利率資本化影響後, 本集團年內溢利將增加/減少65,000港元(2015年: 年內溢利增加/減少1,211,000港元)。

信貸風險

於2016年12月31日, 本集團面對的最大信貸風險(因對手方未能履行責任而導致本集團出現財務虧損)源自合併財務狀況表所載各項已確認金融資產之賬面值。

為減低信貸風險, 本集團之管理層已委派團隊, 專責釐定信貸限額、信貸審批及其他監管程序, 確保採取跟進行動收回逾期債務。此外, 本集團會於報告期末審閱各項個別貿易及其他應收款項及可供出售投資之可收回金額, 確保就無法收回之款項計提足夠減值虧損。就此, 董事認為, 本集團之信貸風險已大幅減少。

流動資金之信貸風險有限, 因為對手方是獲國際評級機構賦予高信貸評級之銀行。

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29. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings.

Liquidity risk analysis

The following table details the Group's contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. In addition, the following table details the Group's liquidity analysis for its derivative financial instruments.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rates, the undiscounted amount is derived from the interest rate at the end of the reporting period.

29. 金融資產－續

(B) 財務風險管理目標及政策－續

流動風險

在流動風險管理方面，本集團監察及維持管理層認為足夠之現金及現金等價物水平，為本集團之業務提供資金及降低現金流量波動之影響。管理層會監察借貸之使用情況。

流動風險分析

下表詳述本集團非衍生金融負債之合約到期情況。該表根據金融負債之未折現現金流量，按本集團可能須還款之最早日期編製。其他非衍生金融負債之到期日則依據協定償還日期。此外，下表詳述本集團衍生金融工具之流動資金分析。

下表載列利率及本金現金流量。倘利息流屬浮動利率，則未折現金額按報告期末之利率而得出。

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29. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Liquidity risk – continued

Liquidity risk analysis – continued

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 year to 2 years	2 years to 5 years	Total undiscounted cash flows	Carrying amount at
							31 December 2016
	加權平均利率	按要求償還或少於三個月	三個月至一年	一年至兩年	兩年至五年	未折現現金流量總額	於2016年12月31日之賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元	千港元	千港元
Non-derivative financial liabilities 非衍生金融負債							
Trade payables 貿易應付款項	N/A 不適用	326,350	-	-	-	326,350	326,350
Other payables and accruals 其他應付款項及預提款項	N/A 不適用	81,492	-	-	-	81,492	81,492
Amounts due to related companies 應付關聯公司之款項	N/A 不適用	199,129	-	-	-	199,129	199,129
Convertible bonds and bonds 可換股債券及債券	8.7-12.8%	-	63,355	63,355	2,485,080	2,611,790	1,932,313
Bank and other borrowings 銀行及其他借貸	1.11-9.64%	67,554	1,373,584	1,808,371	1,188,032	4,437,541	3,986,811
		674,525	1,436,939	1,871,726	3,673,112	7,656,302	6,526,095

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 year to 2 years	2 years to 5 years	Total undiscounted cash flows	Carrying amount at
							31 December 2015
	加權平均利率	按要求償還或少於三個月	三個月至一年	一年至兩年	兩年至五年	未折現現金流量總額	於2015年12月31日之賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元	千港元	千港元
Non-derivative financial liabilities 非衍生金融負債							
Trade payables 貿易應付款項	N/A 不適用	386,017	-	-	-	386,017	386,017
Other payables and accruals 其他應付款項及預提款項	N/A 不適用	59,077	-	-	-	59,077	59,077
Amounts due to related companies 應付關聯公司之款項	N/A 不適用	900,579	-	-	-	900,579	900,579
Convertible bonds and bonds 可換股債券及債券	8.7-9.6%	-	25,506	325,579	1,790,446	2,141,531	1,485,098
Other borrowings 其他借貸	1.11-13.11%	38,793	2,203,170	-	-	2,241,963	2,102,819
		1,384,466	2,228,676	325,579	1,790,446	5,729,167	4,933,590

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29. FINANCIAL INSTRUMENTS – continued

(C) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of the consolidated financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets	金融資產	Fair value as at 公允價值		Fair value hierarchy	Valuation technique(s) and key input(s) 估值技術及 主要輸入數據
		2016 HK\$'000 千港元	2015 HK\$'000 千港元		
Available-for-sale investments-corporate wealth management products with underlying of debt securities	可供出售投資 — 涉及相關債務 證券之企業理財 產品	—	137,269	Level 2 第二層	Discounted cash flow using the rate that reflects the expected yield and the credit risk of the counterparties 使用反映預期收益率及對手方信貸風險之利率折現現金流量

29. 金融資產—續

(C) 金融工具之公允價值計量

本集團以經常性基準按公允價值計量之金融資產之公允價值

本集團若干金融資產於各報告期末按公允價值計量。下表載列有關如何釐定合併金融資產公允價值的資料（具體為所使用之估值技術及輸入數據）。

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29. FINANCIAL INSTRUMENTS – continued

(C) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS – continued

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

Except as detailed in the following table, the Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

29. 金融資產 – 續

(C) 金融工具之公允價值計量 – 續

本集團以非經常性基準按公允價值計量之金融資產及金融負債之公允價值

除下表所詳述者外，董事認為於合併財務報表按攤銷成本列賬之金融資產及金融負債之賬面值與其公允價值相若。

		Carrying amounts		Fair values	
		賬面值		公允價值	
		2016	2015	2016	2015
		2016年	2015年	2016年	2015年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial liabilities	金融負債				
Non-current	非流動				
Liability component of the	可換股債券II之負債部分				
Convertible Bonds II		1,202,413	1,180,985	1,284,090	1,179,815

The fair value of liability component of the Convertible Bonds II with fair value hierarchy of level 3, are determined based on the valuation performed by DTZ Cushman & Wakefield Limited using discounted cash flow approach and applying prime rate as adjusted to reflect the credit risk of the issuer as key inputs.

公允價值層級為第三層的可換股債券II的負債部分的公允價值乃根據戴德梁行有限公司使用貼現現金流量法及應用最優惠利率釐定，以反映作為主要輸入數據的發行人的信貸風險。

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30. PLEDGE OF ASSETS

As at 31 December 2016, deposits of RMB862,000,000 (equivalent to HK\$963,656,000) (2015: deposits of HK\$909,525,000) and bank deposit of HK\$3,589,000 (2015: nil) were pledged to secure the loans granted to the Group.

As at 31 December 2016, properties under development for sale with carrying amount of approximately RMB1,326,094,000, which is equivalent to HK\$1,482,481,000 and investment properties with carrying amount of approximately RMB4,301,646,000, which is equivalent to HK\$4,808,942,000 were pledged to certain bank and other financial institutions to secure borrowings obtained from the aforesaid bank and other financial institutions, details of which are set out in note 24.

As at 31 December 2015, the Group's and the non-controlling shareholder's equity interests in Beijing SkyOcean, properties under development for sale with carrying amount of approximately RMB596,592,000, which is equivalent to HK\$712,111,000 and investment properties with carrying amount of approximately RMB2,636,503,000, which is equivalent to HK\$3,147,011,000 were pledged to a trust fund company to secure a loan obtained from this trust fund company. The aforesaid loan was early repaid in full by the Group during the current year (note 24).

31. CONTINGENT LIABILITIES AND CORPORATE GUARANTEES

As set out in prior year's consolidated financial statements of the Group, the Group disposed of the entire interest of the Quality HealthCare Limited, Quality HealthCare Medical Holdings Limited, Quality HealthCare Medical Services Limited, Quality HealthCare Services Limited and Portex Limited ("Disposal Group") in 2010. The Group has signed a tax deed to indemnify the purchaser for tax liabilities of the Disposal Group prior to the completion of the disposal which has not been provided for in the closing account of the Disposal Group as at 30 November 2010. The valid period for claims under the tax deed shall be 7 years from completion. The Group currently considers it is not likely that any liabilities will arise therefrom.

30. 資產抵押

於2016年12月31日，保證金人民幣862,000,000元（相當於963,656,000港元）（2015年：保證金909,525,000港元）及銀行存款3,589,000港元（2015年：無）已抵押作為本集團之貸款擔保。

於2016年12月31日，賬面值約為人民幣1,326,094,000元（相當於1,482,481,000港元）之發展中待售物業及賬面值約為人民幣4,301,646,000元（相當於4,808,942,000港元）之投資物業已抵押予若干銀行及其他金融機構，作為本集團自上述銀行及其他金融機構獲取借貸之擔保，詳情載於附註24。

於2015年12月31日，本集團及非控股股東所擁有的北京天洋的權益及賬面值約人民幣596,592,000元（相當於712,111,000港元）之發展中待售物業及賬面值約人民幣2,636,503,000元（相當於3,147,011,000港元）之投資物業已抵押予一間信託基金公司，作為有關信託基金公司為本集團提供之貸款之擔保。本集團已於本年度提前悉數償還上述貸款（附註24）。

31. 或然負債及公司擔保

如本集團去年之合併財務報表所載列，本集團已於2010年出售Quality HealthCare Limited、Quality HealthCare Medical Holdings Limited、卓健醫療服務有限公司以及卓健綜合保健有限公司及惠譽有限公司（「已售出集團」）之全部權益。本集團已簽訂稅項契約，向買方彌償已售出集團於出售事項完成前之稅項負債（並未於已售出集團完成日（2010年11月30日）賬目內作出撥備者）。根據稅項契約，索償的有效期間為完成交易起計七年。本集團目前認為不大可能由此產生任何負債。

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32. OPERATING LEASE COMMITMENTS

AS LESSEE

Continuing operations

At the end of each reporting period, the Group had outstanding commitments under non-cancellable operating leases in respect of rented premises which fall due as follows:

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Within one year	一年內	4,780	2,054
In the second to fifth year, inclusive	第二至第五年 (包括首尾兩年)	717	43
		5,497	2,097

Leases are negotiated for a term of one years to five years (2015: three months to five years) and rentals are fixed over the respective leases.

AS LESSOR

Continuing operations

The investment properties held by the Group for rental purpose have committed tenants for one to seven years of which majority are with fixed rental.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases:

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Within one year	一年內	11,030	4,189
In the second to fifth year, inclusive	第二至第五年 (包括首尾兩年)	23,465	20,992
After five years	五年後	37,207	3,577
		71,702	28,758

32. 經營租賃承諾

作為承租人

持續經營業務

於各報告期末，本集團根據不可撤銷經營租約就已租賃物業之到期未償還承擔如下：

	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Within one year	4,780	2,054
In the second to fifth year, inclusive	717	43
	5,497	2,097

租賃年期協定一年至五年(2015年：三個月至五年)及有關租賃之租金均為固定租金。

作為出租人

持續經營業務

本集團持有作租賃用途之投資物業之租戶承諾租期為一至七年，其中大部分租賃之租金為固定租金。

於報告期末，本集團根據不可撤銷經營租約與租戶約定之未來最低租金款項如下：

	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元 (Re-presented) (經重列)
Within one year	11,030	4,189
In the second to fifth year, inclusive	23,465	20,992
After five years	37,207	3,577
	71,702	28,758

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33. COMMITMENTS

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Development expenditure in respect of:	下列項目之發展開支：		
Properties under development for sale	發展中待售物業	923,491	452,567
Investment properties	投資物業	718,389	642,519
		1,641,880	1,095,086

34. RELATED PARTY DISCLOSURES

Apart from the related party transactions disclosed elsewhere in these consolidated financial statements, the Group had the following significant related party transactions during the year.

(A) PROMOTION SERVICES PROVIDED TO A RELATED COMPANY

The Group entered into a promotion services agreement with Beijing SkyOcean Holdings on 30 June 2015 (the "Promotion Services Agreement") pursuant to which the Group will provide Beijing SkyOcean Holdings and its subsidiaries with marketing strategic advisory and brand promotion services ("Promotion Services") in relation to the promotion of the trade name of "Beijing SkyOcean" in the PRC, including marketing analysis, formulating of marketing strategies, design, and promotion activities, including publication of journals in various magazines and providing strategic advisory services. Further details of the aforesaid Promotion Services are set out in the circular of the Company announced on 13 August 2015. The transactions contemplated under the Promotion Services Agreement were approved by the shareholders of the Company at the special general meeting conducted on 31 August 2015. The Group has not yet provided any of the Promotion Services to Beijing SkyOcean Holdings and its subsidiaries. On 18 March 2016, the Group and Beijing SkyOcean Holdings entered into a termination agreement to terminate and cancel the Promotion Services Agreement with immediate effect as the Group intends to concentrate and allocate its resources to the existing business.

33. 承諾

34. 關聯人士之披露

除此等合併財務報表其他部分所披露之關聯人士交易外，本集團於年內曾進行下述重大關聯人士交易。

(A) 向一間關聯公司提供之推廣服務

於2015年6月30日，本集團與北京天洋控股訂立推廣服務協議（「推廣服務協議」），據此本集團將向北京天洋控股及其附屬公司提供有關於中國推廣「北京天洋」之商標名稱之營銷策略顧問及品牌推廣服務（「推廣服務」），包括營銷分析、制訂營銷策略、設計及推廣活動（包括於不同雜誌刊登文章），以及提供策略顧問服務。上述推廣服務之進一步詳情載於本公司於2015年8月13日公佈之通函。推廣服務協議項下擬進行之交易已於於2015年8月31日舉行之股東特別大會上獲本公司股東批准。本集團尚未向北京天洋控股及其附屬公司提供任何推廣服務。於2016年3月18日，由於本集團擬將其資源集中及分配予現有業務，本集團與北京天洋控股訂立終止協議以即時終止及取消推廣服務協議。

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34. RELATED PARTY DISCLOSURES – continued

(B) During the current year, the Group disposed of its entire equity interest in a subsidiary, SkyOcean Culture ZhuoZhou Investment Co., Ltd. (“SkyOcean ZhuoZhou”) to Dreameast Cultural Investment Co., Ltd., a company held as to 80% by Mr. Zhou Zheng, for a consideration of RMB10,000 (equivalent to HK\$11,000), details of the disposal are set out in note 37.

During the year of 2015, the Group disposed of its entire equity interest in a subsidiary, Dreameast Future World (Sanhe) Entertainment Co., Ltd (“Dreameast Sanhe”), to Dreameast Cultural Investment Co., Ltd, a company held as to 80% by Mr. Zhou Zheng, for a consideration of RMB2,048,000 (equivalent to approximately HK\$2,549,000).

(C) During the year of 2015, the finance costs on the loan from a related company are RMB6,170,000, which are equivalent to HK\$7,682,000, such loan was repaid in full during the year ended 31 December 2015.

(D) During the current year, the Group acquired certain assets through the acquisition of 100% equity interest in Sophie USA Holdings Limited (BVI) (“Sophie USA”) and Jiangsu Dreameast Cultural Investment Co., Ltd. (“Jiangsu Dreameast”) for considerations of HK\$1 and HK\$2,270,000 respectively from Sophie Holdings Limited and Dreameast Cultural Entertainment Group Limited, companies held as to 80% by Mr. Zhou Zheng, details of the transaction are set out in note 36.

During the year of 2015, the Group acquired certain assets through the acquisition of 100% equity interest in Beijing SkyOcean Investment Management Co., Ltd (“Beijing SkyOcean Investment”) for a consideration of RMB873,000 (equivalent to approximately HK\$1,087,000) from SkyOcean Holdings Group Co., Ltd., a company held as to 80% by Mr. Zhou Zheng.

34. 關聯人士之披露 – 續

(B) 於本年度內，本集團出售其於一間附屬公司天洋涿州投資有限公司（「天洋涿州」）之全部股權予夢東方文化投資有限公司（一間由周政先生持有80%權益之公司），代價為人民幣10,000元（相當於11,000港元），出售交易之詳情載於附屬37。

於2015年，本集團出售其於一間附屬公司夢東方未來世界（三河）娛樂有限公司（「夢東方三河」）之全部股權予周政先生持有80%權益之公司夢東方文化投資有限公司，代價為人民幣2,048,000元（相當於約2,549,000港元）。

(C) 於2015年，來自一間關聯公司之貸款之財務費用為人民幣6,170,000元（相當於7,682,000港元），該貸款已於截至2015年12月31日止年度悉數償還。

(D) 於本年度，本集團透過分別以代價1港元及2,270,000港元自Sophie Holdings Limited及夢東方文化娛樂集團有限公司（均為由周政先生持有80%權益之公司）收購Sophie USA Holdings Limited（英屬處女群島）（「Sophie USA」）及江蘇夢東方文化投資有限公司（「江蘇夢東方」）之100%股權收購若干資產，該等交易之詳情載於附註36。

於2015年，本集團透過以代價人民幣873,000元（相當於約1,087,000港元）自天洋控股集團有限公司（一間由周政先生擁有80%權益之公司）收購Beijing SkyOcean Investment Management Co., Ltd（「Beijing SkyOcean Investment」）之100%股權收購若干資產。

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34. RELATED PARTY DISCLOSURES – continued

The above transactions also constituted connected transactions as defined in the chapter 14A of the Listing Rules.

(E) OUTSTANDING BALANCES WITH RELATED PARTIES

- (i) At 31 December 2016, amounts due to related companies of HK\$199,129,000 (2015: HK\$900,579,000) were unsecured, interest-free and repayable on demand. Mr. Zhou Zheng has controlling interest in these related companies.

- (ii) According to the circular announced by the Company on 18 May 2015, the Group proceeded debt restructuring, which had the effect of exchanging an amount due to SkyOcean Real Estate (Qian'an) Co., Ltd of RMB1,500,000,000 by the Convertible Bonds II issued by the Company to SkyOcean Investment Holdings Limited, the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng. The above debt restructuring was approved by the shareholders of the Company at the special general meeting conducted on 12 June 2015.

The terms and conditions of the Convertible Bonds II were finalised and approved on 24 November 2015, and on 24 December 2015, the Company issued the Convertible Bonds II to SkyOcean Investment Holdings Limited. The financial impacts of the debt restructuring, the finance cost incurred during the current year and carrying amounts of the liability component of the Convertible Bonds II as at 31 December 2016 are set out in note 25.

34. 關聯人士之披露 – 續

上述交易亦構成上市規則第14A章界定之關連交易。

(E) 與關聯人士之未償還結餘

- (i) 於2016年12月31日，應付關聯公司之款項199,129,000港元（2015年：900,579,000港元）為無抵押、免息及須按要求償還。周政先生擁有此等關聯公司之控制權權益。

- (ii) 根據本公司於2015年5月18日公佈之通函，本集團曾進行債務重組，其產生以本公司向本公司直接控股公司天洋投資控股有限公司（由周政先生實益擁有80%權益）發行之可換股債券II交換應付天洋地產（遷安）有限公司款項人民幣1,500,000,000元之影響。上述債務重組已於2015年6月12日舉行之股東特別大會上獲本公司股東批准。

可換股債券II的條款及條件已於2015年11月24日落實及獲批准，且於2015年12月24日，本公司向天洋投資控股有限公司發行可換股債券II。債務重組之財務影響、本年度錄得之財務費用及可換股債券II負債部分的賬面值載於附註25。

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34. RELATED PARTY DISCLOSURES – continued

(G) GUARANTEES PROVIDE BY RELATED PARTIES – continued

- (iii) Beijing SkyOcean Holdings, a company beneficially owned as to 80% by Mr. Zhou Zheng provided corporate guarantee for the other borrowing granted by a Bohai Trust to the Group amounting to RMB396,000,000, which is equivalent to HK\$462,882,000, details of which are set out in note 24(b)(i).

- (iv) Mr. Zhou Zheng and certain related party, provided joint personal guarantee and Beijing SkyOcean Holdings, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee in favor of the holders of the Convertible Bonds I, the Bonds I and the Bonds II (note 25). Furthermore, Convertible Bonds I, the Bonds I and the Bonds II are also secured by share charge over certain number of ordinary shares of the Company held by SkyOcean Investment Holdings Limited, the immediate holding company of the Company, details of which are set out in paragraph headed “Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II” in note 25(i). In addition, SkyOcean Investment Holdings Limited, being the holder of Convertible Bonds II, being the holder of Convertible Bonds II, charged over certain part of Convertible bonds II in favour of the holder of Bonds II (note 25(i)).

34. 關聯人士之披露 – 續

(G) 關聯人士提供之擔保 – 續

- (iii) 周政先生實益擁有80%權益之公司北京天洋控股就渤海信託向本集團授出之金額為人民幣396,000,000元(相當於462,882,000港元)之其他借貸提供公司擔保,有關詳情載於附註24(b)(i)。

- (iv) 周政先生及若干關聯人士向可換股債券I、債券I及債券II之持有人共同作出個人擔保,而周政先生實益擁有80%權益之公司北京天洋控股向其提供公司擔保(附註25)。此外,可換股債券I、債券I及債券II亦以本公司直接控股公司天洋投資控股有限公司持有之本公司若干普通股之股份質押作擔保,有關詳情載於附註25 (i)「強制提早贖回可換股債券I、債券I及債券II」一段。此外,可換股債券II持有人天洋投資控股有限公司已向債券II持有人質押若干可換股債券II(附註25 (i))。

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35. EMPLOYEE RETIREMENT BENEFITS

The Group participates in a Mandatory Provident Fund Scheme ("MPF Scheme") for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% (2015: 5%) of the employee's basic salary with the maximum contribution of HK\$1,500 per month (2015: HK\$1,500 per month). The obligation of the Group with respect of MPF Scheme is to make the required contributions under the MPF Scheme. No forfeited contribution is available to reduce the contributions payable in future years. The Group's contributions to the MPF Scheme of HK\$1,936,000 (2015: HK\$1,516,000) are charged to profit or loss.

The employees of the Company's PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The Company's PRC subsidiaries are required to contribute a certain percentage of their employees' payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme which are calculated based on 20% (2015: 20%) of the employee's basic salaries during the year. The Group's contributions to the PRC retirement benefits scheme of HK\$1,814,000 (2015: HK\$971,000) are charged to profit or loss.

35. 僱員退休福利

本集團為其所有香港僱員參加強制性公積金計劃（「強積金計劃」）。強積金計劃乃根據強制性公積金計劃條例向強制性公積金計劃管理局登記。強積金計劃的資產與本集團資產分開，由獨立受託人控制的基金持有。根據強積金計劃條例，僱主及其僱員須分別按僱員基本薪金的5%（2015年：5%）向強積金計劃作出供款，供款上限為每月1,500港元（2015年：每月1,500港元）。本集團對強積金計劃的責任是根據強積金計劃作出所需供款。概無沒收之供款可用於扣減未來年度應付的供款。本集團的強積金計劃供款1,936,000港元（2015年：1,516,000港元）已於損益扣除。

本公司中國附屬公司之僱員為中國政府運作之國家管理退休福利計劃之成員。本公司中國附屬公司須按照僱員薪金之若干百分比向退休福利計劃供款，以撥支福利。本集團有關退休福利計劃之唯一責任是，根據該計劃作出所需供款，供款金額乃按僱員於年內基本薪金之20%（2015年：20%）計算。本集團向中國退休福利計劃作出之供款1,814,000港元（2015年：971,000港元）已於損益扣除。

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36. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

During the current year, the Group acquired certain assets through the acquisition of 100% equity interest in Jiangsu Dreameast and Sophie USA for considerations of RMB2,029,000 (equivalent to approximately HK\$2,270,000) and HK\$1 from Dreameast Cultural Entertainment Group Limited and Sophie Holdings Limited respectively, companies held as to 80% by Mr. Zhou Zheng. As Jiangsu Dreameast and Sophie USA do not constitute its business, the acquisition of the equity interests by the Group is considered as acquisition of assets and liabilities. The excess of consideration payable over the assets and liabilities amounted of HK\$4,010,000 were recognised in other reserve. The net cash inflows arising from the acquisition is HK\$172,000.

During the year ended 31 December 2015, the Group acquired certain assets through the acquisition of 100% equity interest in Beijing SkyOcean Investment for a consideration of RMB873,000 (equivalent to approximately HK\$1,087,000) from SkyOcean Holdings Group Co., Ltd., a company held as to 80% by Mr. Zhou Zheng. As Beijing SkyOcean Investment had not yet commenced its business, the acquisition of the equity interest in Beijing SkyOcean Investment by the Group was considered as an acquisition of assets and liabilities. The net cash inflows arising from the acquisition was HK\$3,667,000.

36. 通過收購一間附屬公司收購資產

於本年度，本集團透過以代價人民幣2,029,000元（相當於約2,270,000港元）及1港元分別自夢東方文化娛樂集團有限公司及Sophie Holdings Limited（均為由周政先生擁有80%權益之公司）收購江蘇夢東方及Sophie USA 100%股權收購若干資產。由於江蘇夢東方及Sophie USA尚未開展其業務，本集團股權收購被視作資產及負債收購。應付代價超過資產及負債之金額4,010,000港元於其他儲備確認。收購事項產生之現金流入淨額為172,000港元。

於截至2015年12月31日止年度，本集團透過以代價人民幣873,000元（相當於約1,087,000港元）自天洋控股集團有限公司（一間由周政先生擁有80%權益之公司）收購北京天洋投資全部股本權益收購若干資產。由於北京天洋投資尚未開展其業務，本集團對北京天洋投資之股權收購被視作資產及負債收購。收購事項產生之現金流入淨額為3,667,000港元。

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37. DISPOSAL OF SUBSIDIARIES

During the current year, the Group disposed of its entire equity interest in its subsidiaries, SkyOcean ZhuoZhou and Cautious Base, to Dreameast Cultural Investment Co., Ltd., a company held as to 80% by Mr. Zhou Zheng and Purchaser (as defined in note 12), for cash considerations of RMB10,000 (equivalent to approximately HK\$11,000) and HK\$20,000,000 respectively.

The net assets of these subsidiaries at the date of disposal were as follows:

37. 出售附屬公司

於本年度，本集團分別以現金代價人民幣10,000元（相當於約11,000港元）及20,000,000港元分別向夢東方文化投資有限公司（一間由周政先生擁有80%權益之公司）和買方（定義見附註12）出售其於附屬公司天洋涿州及Cautious Base之全部股本權益。

該等附屬公司於出售日期的資產淨值如下：

		SkyOcean ZhuoZhou 天洋涿州 HK\$'000 千港元	Cautious Base HK\$'000 千港元	Total 總計 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	34	962	996
Bank balances and cash	銀行結餘及現金	283	13,869	14,152
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	25	9,062	9,087
Completed properties held for sale and other inventories	已竣工待售物業及其他存貨	-	75	75
Deferred Income	遞延收入	-	(1,304)	(1,304)
Trade and other payables and accruals	貿易及其他應付款項及預提款項	(4,472)	(12,461)	(16,933)
Net (liabilities)/assets disposed of	出售（負債）／資產淨額	(4,130)	10,203	6,073
Cash received	已收現金	-	20,000	20,000
Consideration received	已收代價	11	-	11
Net liabilities/(assets) disposed of	出售負債／（資產）淨額	4,130	(10,203)	(6,073)
Reclassification adjustment – transfer translation reserve to profit or loss upon disposal of subsidiaries	重新分類調整 — 於出售附屬公司時轉撥 換算儲備至損益	-	(5,781)	(5,781)
		4,141	4,016	8,157

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37. DISPOSAL OF SUBSIDIARIES – continued

37. 出售附屬公司一續

		SkyOcean ZhuoZhou 天洋涿州 HK\$'000 千港元	Cautious Base HK\$'000 千港元	Total 總計 HK\$'000 千港元
Gain on disposal:	出售之收益：			
Recognised in current year profit or loss (note 12)	於本年度確認之損益（附註12）	-	4,016	4,016
Recognised as deemed contribution in other reserve	確認為於其他儲備中視作貢獻	4,141	-	4,141
		4,141	4,016	8,157
Net cash (outflows)/inflows arising from disposal:	出售產生之現金（流出）／流入淨額：			
Consideration received in cash	已收現金代價	-	20,000	20,000
Less: bank balances and cash disposed of	減：出售銀行結餘及現金	(283)	(13,869)	(14,152)
		(283)	6,131	5,848

During the year ended 31 December 2015, the Group disposed of its entire equity interest in a subsidiary, Dreameast Sanhe, to Dreameast Cultural Investment Co., Ltd, a company held as to 80% by Mr. Zhou Zheng, for a cash consideration of RMB2,048,000 (equivalent to approximately HK\$2,549,000). The net cash outflows arising from the disposal was HK\$633,000. Details are set out in note 34 (b).

於截至2015年12月31日止年度，本集團以現金代價人民幣2,048,000元（相當於約2,549,000港元）向夢東方文化投資有限公司（一間由周政先生擁有80%權益之公司）出售其於附屬公司夢東方三河之全部股本權益。出售事項產生的現金流出淨額為633,000港元。詳情載於附註34 (b)。

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For The Year Ended 31 December 2016 截至2016年12月31日止年度

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

38. 主要附屬公司資料—續

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Issued and fully paid share capital/ registered capital 已發行及繳足之 股本/註冊股本	Attributable equity interest held by the Company 本公司所持有之應佔股本權益		Principal activities and place of operation 主要業務及經營地點
			2016 2016年	2015 2015年	
Dreameast (Sanhe)** (Wholly foreign-owned limited liability company) 夢東方(三河)娛樂有限公司 (外商獨資有限責任公司)	PRC 29 January 2015	US\$1,000,000 1,000,000美元	100%	100%	Investment holding PRC 投資控股 中國
Beijing Skyocean Technology Ltd** (Limited liability company) 北京天洋蜂巢科技有限 公司 (有限責任公司)	PRC 25 May 2015 中國 2015年5月25日	RMB1,086,957 人民幣1,086,957元	92%	92%	Property management PRC 物業管理 中國
17422 Derian Irvine LLC	U.S.A. 19 April 2016	US\$25,000,000	90%		- Property development U.S.A.
17422 Derian Irvine LLC	美國 2016年4月19日	25,000,000美元	90%		- 物業發展 美國

* Issued capital held directly by the Company

* 已發行股本由本公司直接持有

** English name for identification only

** 英文名稱僅供參考

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

以上表格載列董事認為主要影響本集團本年度經營業績或構成本集團資產淨值主要部分之本公司附屬公司。董事認為，提供其他附屬公司之詳情會過於冗長。

Note: None of the subsidiaries had issued any debt securities at the end of the year.

附註：於年結日概無附屬公司已發行任何債務證券。

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

COMPOSITION OF THE GROUP

38. 主要附屬公司資料－續

本集團之組成

Principal activity 主要業務	Place of incorporation/ establishment and operation 註冊成立／成立及經營地點	Number of wholly- owned subsidiaries 全資附屬公司數目	
		2016 2016年	2015 2015年
Investment holding 投資控股	Hong Kong 香港	12	12
Investment holding 投資控股	BVI 英屬處女群島	1	1
Investment holding 投資控股	PRC 中國	1	1
Property development and management 物業發展及管理	PRC 中國	6	5
Property development and management 物業發展及管理	U.S.A. 美國	1	0
Promotion service 推廣服務	PRC 中國	1	1
Investment in financial instruments 金融工具投資	Hong Kong 香港	5	5
Provision of elderly care services 提供護老服務	Hong Kong 香港	0	4
Medical equipment distribution 醫療設備分銷	Hong Kong 香港	0	2
Provision of corporate services 提供企業服務	Hong Kong 香港	1	1
Inactive 暫無營業	BVI 英屬處女群島	3	3
Inactive 暫無營業	U.S.A. 美國	2	0
Inactive 暫無營業	Hong Kong 香港	4	4
Inactive 暫無營業	Australia 澳洲	1	1
Inactive 暫無營業	PRC 中國	1	1
		39	41

Principal activity 主要業務	Place of incorporation/ establishment and operation 註冊成立／成立及經營地點	Number of wholly- owned subsidiaries 全資附屬公司數目	
		2016 2016年	2015 2015年
Property development and management 物業發展及管理	PRC 中國	3	3

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For The Year Ended 31 December 2016 截至2016年12月31日止年度

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

DETAILS OF THE NON-WHOLLY OWNED SUBSIDIARY THAT HAS MATERIAL NON-CONTROLLING INTEREST

The table below shows details of the non-wholly owned subsidiary of the Group that has material non-controlling interest:

Name of subsidiary 附屬公司名稱	Place of establishment and principal place of business 成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interest at 31 December 於12月31日非控制性權益所持擁有權權益及投票權比例		Profit/(loss) allocated to non-controlling interest at 31 December 於12月31日分配予非控制性權益之溢利/(虧損)		Accumulated non-controlling interest at 31 December 於12月31日累計非控制性權益	
		2016 2016年	2015 2015年	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Beijing SkyOcean 北京天洋	PRC 中國	3.98%	10%	11,260	67,051	43,286	65,633
Others 其他				(1,449)	(7)	19,199	3,429
				9,811	67,044	62,485	69,062

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interest is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Beijing SkyOcean

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Current assets	流動資產	1,597,171	872,373
Non-current assets	非流動資產	4,254,126	3,752,277
Current liabilities	流動負債	2,121,728	2,715,325
Non-current liabilities	非流動負債	2,641,972	1,252,999
Equity attributable to owners of the Company	本公司擁有人應佔權益	1,044,311	590,693
Non-controlling interest	非控制性權益	43,286	65,633

38. 主要附屬公司資料—續

具有重大非控制性權益之非全資附屬公司之資料

下表列示本集團具有重大非控制性權益之非全資附屬公司之資料：

下文載列本集團具有重大非控制性權益之附屬公司之財務資料概要。下述財務資料概要呈列之金額為集團內公司間對銷前之金額。

北京天洋

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

DETAILS OF THE NON-WHOLLY OWNED SUBSIDIARY THAT HAS MATERIAL NON-CONTROLLING INTEREST – continued

Beijing SkyOcean – continued

38. 主要附屬公司資料－續

具有重大非控制性權益之非全 資附屬公司之資料－續

北京天洋－續

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Revenue	收入	–	–
Gain on fair value change of investment properties	投資物業公允價值變動之收益	502,497	994,615
Expenses	開支	(220,537)	(324,104)
Profit for the year	年內溢利	281,960	670,511
Profit attributable to owners of the Company	本公司擁有人應佔溢利	270,700	603,460
Profit attributable to the non-controlling interest	非控制性權益應佔溢利	11,260	67,051
Profit for the year	年內溢利	281,960	670,511
Dividends paid to non-controlling interest	已付非控制性權益之股息	–	–
Net cash outflow from operating activities	經營活動之現金流出淨額	(635,249)	(973,204)
Net cash outflow from investing activities	投資活動之現金流出淨額	(1,692)	(435)
Net cash inflow from financing activities	融資活動之現金流入淨額	940,313	976,655
Net cash inflow	現金流入淨額	303,372	3,016

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合併財務報表附註

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39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

39. 本公司財務狀況表及儲備

		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	304	451
Investments in subsidiaries	於附屬公司之投資	2,472,565	2,469,650
Amounts due from subsidiaries	應收附屬公司款項	1,469,134	1,159,602
		3,942,003	3,629,703
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	3,284	1,138
Bank balances and cash	銀行結餘及現金	137,023	148,122
		140,307	149,260
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及預提款項	74	3,169
Amounts due to subsidiaries	應付附屬公司款項	744	390
Amounts due to related companies	應付關聯公司款項	7,400	-
		8,218	3,559
Net current assets	流動資產淨值	132,089	145,701
Total assets less current liabilities	總資產減流動負債	4,074,092	3,775,404
Non-current liabilities	非流動負債		
Convertible bonds and bonds	可換股債券及債券	1,932,313	1,485,098
		1,932,313	1,485,098
NET ASSETS	資產淨值	2,141,779	2,290,306
Equity	權益		
Share capital	股本	26,222	24,646
Reserves	儲備	2,115,557	2,265,660
TOTAL EQUITY	權益總額	2,141,779	2,290,306

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For The Year Ended 31 December 2016 截至2016年12月31日止年度

39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY – continued MOVEMENT IN THE COMPANY'S RESERVES

39. 本公司財務狀況表及儲備 — 續 本公司儲備變動

		Share capital	Share premium	Other reserve	Convertible bonds equity reserve	Exchange translation reserve	Retained profits	Total
		股本	股份溢價	其他儲備	可換股債券權益儲備	匯兌儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2015	於2015年1月1日	22,299	99,232	-	-	-	1,464,959	1,586,490
Profit and total comprehensive income for the year	年內溢利及綜合收益總額	-	-	-	-	-	34,029	34,029
Deemed distribution to the owner of the Company	視同向本公司擁有人分配	-	-	(682,298)	-	-	-	(682,298)
Recognition of equity component of convertible bonds	確認可換股債券權益部分	-	-	-	1,327,718	-	-	1,327,718
Exercise of warrants	行使認股權證	518	25,234	-	-	-	-	25,752
Issue of new shares	發行新股	1,829	138,071	-	-	-	-	139,900
Transaction costs attributable to issue of shares	發行新股之交易費用	-	(2,953)	-	-	-	-	(2,953)
Exchange difference on translation	換算產生之匯兌差額	-	-	-	-	(138,332)	-	(138,332)
At 31 December 2015	於2015年12月31日	24,646	259,584	(682,298)	1,327,718	(138,332)	1,498,988	2,290,306
Loss and total comprehensive expense for the year	年內虧損及綜合開支總額	-	-	-	-	-	(63,113)	(63,113)
Exercise of warrants (note 27)	行使認股權證(附註27)	1,576	76,455	-	-	-	-	78,031
Exchange difference on translation	換算產生之匯兌差額	-	-	-	-	(163,445)	-	(163,445)
At 31 December 2016	於2016年12月31日	26,222	336,039	(682,298)	1,327,718	(301,777)	1,435,875	2,141,779

40. MAJOR NON-CASH TRANSACTION

A debt restructuring arrangement was proceeded during the year of 2015 which had the effect of replacing an amount due to SkyOcean Real Estate (Qian'an) Co., Ltd., a company beneficially owned as to 80% by Mr. Zhou Zheng, of RMB1,500,000,000 by the Convertible Bonds II issued by the Company to SkyOcean Investment Holdings Limited, the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng. Further details of which are set out in note 34(e)(ii).

40. 主要非現金交易

本集團於2015年繼續進行債務重組安排，該安排具有以本公司向其直接控股公司天洋投資控股有限公司(由周政先生實益擁有80%權益)發行之可換股債券II代替應付天洋地產(遷安)有限公司(一間由周政先生實益擁有80%權益的公司)的款項人民幣1,500,000,000元的效果。更多詳情載於附註34(e)(ii)。

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41. EVENTS AFTER THE DATE OF STATEMENT OF FINANCIAL POSITION

- (i) In March 2017, part of loans from a financial institution (note 24 (b)(ii)) with carrying amount of RMB99,212,000 (equivalent to HK\$110,914,000) were repaid by the Group. The pledged deposits in relation to the aforesaid part of loans (note 20) were also released by the third party and received by the Group in March 2017.
- (ii) In March 2017, the holder of Convertible Bonds I as defined in note 25 converted part of the Convertible Bonds I with principal amount of RMB9,840,000 into 1,000,000 ordinary shares of the Company at the specific conversion exchange rate and conversion price, details of which are set out in note 25.

42. APPROVAL OF THE FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 29 March 2017.

41. 財務狀況表日後事項

- (i) 於2017年3月，本集團已償還賬面值為人民幣99,212,000元（相當於110,914,000港元）之部分金融機構貸款（附註24(b)(ii)）。於2017年3月，與上述部分貸款有關之已抵押保證金（附註20）亦已獲第三方解除抵押，本集團亦於2017年3月收到該筆款項。
- (ii) 於2017年3月，可換股債券I持有人（定義見附註25）按特定兌換匯率及轉換價將本金額為人民幣9,840,000元之可換股債券I轉換為1,000,000股本公司普通股，有關詳情載於附註25。

42. 批准財務報表

合併財務報表已由董事會於2017年3月29日批准及授權發行。

