



**CHINA INNOVATION  
INVESTMENT LIMITED**  
**中國創新投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1217)

**2017**  
**ANNUAL REPORT**

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# CORPORATE INFORMATION

## DIRECTORS

### Executive Directors

Mr. Xiang Xin (*Chairman of the Board and Chief Executive Officer*)  
Mr. Chan Cheong Yee

### Independent Non-executive Directors

Mr. Wang Xin David (loss of contact temporarily from 26 February 2018)  
Mr. Chan, Wing Kong Ringo (appointed on 6 March 2018)  
Mr. Zang Hong Liang (resigned on 1 January 2018)  
Mr. Lee Wing Hang  
Ms. Zhou Zan (appointed on 1 January 2018)

### Alternate Director

Ms. Kung Ching, an alternate Director to Mr. Xiang Xin

## COMPANY SECRETARY

Mr. Li Wancheng

## AUTHORISED REPRESENTATIVES

Mr. Xiang Xin  
Mr. Li Wancheng

## EXECUTIVE COMMITTEE

Mr. Xiang Xin (*chairman of executive committee*)  
Mr. Chan Cheong Yee

## AUDIT COMMITTEE AND REMUNERATION COMMITTEE

Mr. Chan, Wing Kong Ringo (*chairman of Audit Committee and Remuneration Committee*, appointed on 6 March 2018)  
Mr. Zang Hong Liang (resigned on 1 January 2018)  
Mr. Lee Wing Hang  
Ms. Zhou Zan (appointed on 1 January 2018)

## NOMINATION COMMITTEE

Mr. Xiang Xin (*chairman of nomination committee*)  
Mr. Chan, Wing Kong Ringo (appointed on 6 March 2018)  
Mr. Zang Hong Liang (resigned on 1 January 2018)  
Ms. Zhou Zan (appointed on 1 January 2018)

## REGISTERED OFFICE

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

## PRINCIPAL PLACE OF BUSINESS

26/F, No. 9 Des Voeux Road West Road  
Sheung Wan, Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited  
Suites 3301-04,  
33/F., Two Chinachem Exchange Square,  
338 King's Road,  
North Point, Hong Kong

## INVESTMENT MANAGER

China Everbright Securities (HK) Limited

## AUDITOR

ZHONGHUI ANDA CPA Limited

## PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
UBS AG

## CUSTODIANS

China Everbright Securities (HK) Limited  
UBS Securities Hong Kong Limited  
Kingston Securities Limited

## STOCK CODE

1217

## WEBSITE

www.1217.com.hk

# CHAIRMAN'S STATEMENT

On behalf of the Board (the "Board") of directors (the "Directors") of China Innovation Investment Limited (the "Company"), I am pleased to present to you the audited results of the Company for the year ended 31 December 2017.

## BUSINESS REVIEW

The Company is an investment holding company and the Company's shares were listed on the main board of The Stock Exchange (the "Stock Exchange") of Hong Kong Limited on 28 August 2002 pursuant to Chapter 21 of the Rules Governing the Listing of Securities on The Stock Exchange (the "Listing Rules").

### Investing in unlisted companies

As at 31 December 2017, the Company held investments in five unlisted companies namely Topsun Creation Limited, Aesthetic Vision Limited, United Crown Future Company Limited, Blue Angel (H.K.) Limited and Grand Far Sky Limited and carrying amount of these investments were approximately HK\$76,607,000, HK\$78,349,000, HK\$78,700,000, nil and HK\$63,626,000 respectively.

### Investing in listed companies

The Company focuses on investing listed companies in Hong Kong on short terms. For the year ended 31 December 2017, the gross sales proceeds of securities is HK\$729,008,000 (2016: HK\$137,453,000) which realised gains on securities investment is HK\$20,747,000 (2016: realised gains HK\$5,165,000) and unrealised gain is HK\$24,798,000 (2016: unrealised losses HK\$35,596,000).

## PROSPECT

The Company is one of the few investment companies in Hong Kong focusing investment in integration of military and civil sectors. We invest in listed and non-listed and civil and military joint ventures with high quality to strive for medium-term gains from capital appreciation in the course of securitisation of corporate assets invested, and apply the same as our key operation strategy and income source.

Leveraging on our experience and well-connected network in the Mainland market over years, the Company recently invested in charge storage products, lighting products, energy-saving materials and media terminals respectively through its investment. With energy conservation as our development goal, our investments have achieved breakthroughs in realising the four industries of "New Energy", "New Light", "New Materials" and "New Media" in real projects.

For "New Energy", the Company invests in Topsun Creation Limited ("Topsun"), which adopts the power reserve patent technology as its own core to develop the strategy of "Production — Research — Preliminary Research" for the research and manufacturing of solar photovoltaic system.

For "New Light", the Company invests in Aesthetic Vision Limited ("Aesthetic"). Aesthetic's major product is LED lighting. It possesses of LED ergonomics technology with features including LED illuminant, appropriate light flux, free colour temperature, healthy spectrum and compliance to ergonomics.

For "New Materials", the Company invests in United Crown Future Company Limited ("United Overseas"). Being the pioneer in the new energy-saving wall industry in the People's Republic of China (the "PRC") market, United Overseas mainly specialises in research and development of energy-saving materials for walls.

# CHAIRMAN'S STATEMENT

For "New Media", the Company invests in Blue Angel (H.K.) Limited ("Blue Angel HK"), which mainly engages in producing and assembly of energy-saving media terminals products with the use of "New Energy", "New Light", "New Material" technologies, so as to develop a completed industry chain of four new technologies and provide a one-stop production setting with synergy effect.

For the sake of enhancing four new industries, the Company invests in Grand Far Sky Limited ("Grand Far Sky"). Grand Far Sky has engaged in providing completed management of fund and funds platform for four new technologies.

Being dedicated to outline a completed industry chain of four energy conservation, the Company is actively seeking more investment opportunities in low carbon technology, in order to build a greener low-carbon living.

Looking forward, the Company will continue to explore the investment opportunities to achieve medium-term capital appreciation.

## APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my appreciation and heartfelt thanks to those who have given their utmost support and contribution to the Company during the year.

### **Xiang Xin**

*Chairman and Chief Executive Officer*

Hong Kong, 16 March 2018

# MANAGEMENT DISCUSSION AND ANALYSIS

## OPERATIONAL REVIEW

1. On 21 July 2016, the High Court of Hong Kong Special Administrative Region has delivered a final judgment and Si Rongbin was ordered to pay the Company with: (i) HK\$15,000,000; (ii) interests in respect of HK\$15,000,000 for the period from 23 February 2016 to 21 July 2016 calculated at the rate of 8% per annum, and thereafter at the judgement rate until settlement; (iii) fixed costs of HK\$11,045 ("Court Judgement"). As Si Rongbin did not follow the Court Judgement, the Company applied the High Court of Hong Kong Special Administrative Region to issue bankruptcy order to Si Rongbin ("Bankruptcy Application").

On 6 March 2017, after the hearing of the Bankruptcy Application, the High Court of Hong Kong Special Administrative Region judged that a bankruptcy order has been issued to Si Rongbin because he has no grounds to object to the Bankruptcy Application, and Si Rongbin was ordered to pay the legal cost of the Company.

2. On 30 September 2016, as an integral part of its marketing plans for the Wealth Storm Platform, Boss Culture announced that each of the current employees and ultimate shareholders of all strategic partners who have a contractual relationship with Boss Culture, which include but not limited to the Company and China Trends Holdings Limited, will receive monthly "Wealth Storm" redemption coupons in accordance with his/her salary and the nominal value of his/her/its shareholding respectively (the "Welfare Plan").

On 27 January 2017, the development of the Wealth Storm Platform is almost completed and has been in on-line pilot operation. Due to no ideal solutions for the payment method and data privacy issues at this moment, the schedule for the implementation of Welfare Plan shall be delayed for some time until further notice.

3. On 4 September 2017, the Company entered into a cooperative framework agreement ("Framework Agreement") with WiseFuture Global Limited and Mr. Yu He in relation to the jointly investment of Naxos Group. Naxos Group is one of the world's largest classical record group, its Naxos series is one of the world's three best-selling classic brands. Its high-quality recording and interpretation are highly recommended by the international famous music critics and the music industry. It gains high market share in Europe, America and the Pan-Pacific region.

On 4 December 2017, the Company received a notification letter signed by Mr. Yu He ("Notification Letter") via email. The main content of the Notification Letter is that since he failed to attain consensus with Naxos Group on all business arrangements in the Framework Agreement in relation to investment of Naxos Group, the Framework Agreement does not have a viable business foundation and value and should not continue to have any force or binding on all parties.

4. On 12 January 2018, the Company entered into framework agreement ("Framework Agreement") with Power Energy Solutions, Inc. ("Power Energy") in relation to investment in part of equity interests of Power Energy.

Power Energy is a company incorporated under the laws of California, USA on 30 January, 2015. Power Energy has entered into an exclusive, worldwide license with the University of California, Riverside to the inventions for use within the field of Development of Rechargeable Lithium-Ion Batteries with Silicon-Carbon and Tin-Carbon anodes and Lithium Sulfide-Carbon cathodes on 9 February, 2015 which the technology has been filed with U.S. patents in 2016. Power Energy has also independently developed the main equipment for producing Silicon-Carbon and Tin-Carbon anodes and Lithium Sulfide-Carbon cathodes materials.

# MANAGEMENT DISCUSSION AND ANALYSIS

Power Energy's Lithium-based rechargeable batteries technology has the potential to improve the capacity of state-of-the-art Lithium-Ion batteries up to 80% the most, the gravimetric capacity of Silicon-Carbon composite can reach 1200 mAh/g, which is almost three times higher than that of the current graphite anode. By combining SiliconCarbon anode and Lithium Sulfide-Carbon cathode, Power Energy delivers a truly innovative rechargeable battery that can improve the capacity of the state-of-the-art Lithium-Ion batteries by 80% to approximately 450 Wh/kg.

## INVESTMENT PORTFOLIOS

As at 31 December 2017, the Company holds certain listed investment and structured products and derivatives which are disclosed in note 15 to the financial statement.

As at 31 December 2017, the Company holds the following unlisted investments which are also disclosed in note 14 to the financial statement:

- (i) Topsun Creation Limited ("Topsun") is incorporated in Hong Kong and principally engaged in investment holding. Topsun directly held 100% interest in a company incorporated in the PRC, which the principal activity was in relation to new energies as its major products. The Company holds 2,710 "B" non-voting shares in Topsun, representing 67.75% interest in the issued share capital of Topsun. No dividend was received during the year.
- (ii) Aesthetic Vision Limited ("Aesthetic") is incorporated in Hong Kong and principally engaged in investment holding. The principal assets of Aesthetic include its wholly-owned subsidiary incorporated in the PRC. Aesthetic possesses LED ergonomics technology with features including LED illuminant, appropriate light flux, free colour temperature, healthy spectrum and compliance to ergonomics. The Company holds 8,500 "B" non-voting shares in Aesthetic, representing 85% interest in the issued share capital of Aesthetic. No dividend was received during the year.
- (iii) United Crown Future Company Limited ("United Overseas") is incorporated in British Virgin Islands and principally engaged in investment holding. The principal asset of United Overseas holds 100% interest in a company incorporated in the PRC, of which is principally engaged in conducting research and development of energy-saving materials for walls. The Company holds 1,621 "B" non-voting shares in United Overseas, representing 52.68% interest in the issued share capital of United Overseas. No dividend was received during the year.
- (iv) Blue Angel (H.K.) Limited ("Blue Angel HK") is incorporated in Hong Kong and principally engaged in investment holding. The Company holds 48,500 "B" non-voting shares in Blue Angel HK, representing 62.99% interest in the issued share capital of Blue Angel HK. No dividend was received during the year.
- (v) Grand Far Sky Limited ("Grand Far Sky") is incorporated in Hong Kong and principally engaged in investment holding, which specifically provide completed management of fund and funds platform. Grand Far Sky holds a 95% interest in a subsidiary incorporated in the PRC, of which the principle activity is funding platform and asset management. The Company holds 5,400 "B" non-voting shares in Grand Far Sky, which represented 45.38% interest in the issued share capital of Grand Far Sky. No dividend was received during the year.

# MANAGEMENT DISCUSSION AND ANALYSIS

## LIQUIDITY AND FINANCIAL POSITION

As at 31 December 2017, the Company had cash and bank balances of approximately HK\$255,301,000. All the cash and bank balances were mainly denominated in Hong Kong dollars.

For the year under review, the Company financed its operations with its own available funding and did not have any banking facilities. In this regard, the Company had a net cash position and its gearing ratio is zero (net debt to shareholders' funds) as at 31 December 2017. Taking into consideration the existing financial resources to the Company, it is anticipated that the Company should have adequate financial resources to meet its ongoing operating and development requirements.

## FOREIGN CURRENCY FLUCTUATION

During the year, the Company conducted its business transactions principally in Renminbi and Hong Kong dollars. The Directors considered that the Company had no significant exposure to foreign exchange fluctuations and believed it was not necessary to hedge against any exchange risk. Nevertheless, management will continue to monitor the foreign exchange exposure position and will take any future prudent measure it deems appropriate.

## CHARGE ON COMPANY ASSETS AND CONTINGENT LIABILITIES

As at 31 December 2017, the Company has not pledged its assets and the Company did not have significant contingent liabilities.

## SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors, throughout the year ended 31 December 2017.

## EMPLOYEE INFORMATION

As at 31 December 2017, the Company had 11 (2016: 11) staffs and the total remuneration paid to staff (including Directors' remuneration) was approximately of HK\$1,116,000 (2016: of approximately HK\$742,000) during the year under review. Total remuneration increased during the year because of position promotion and salary increase of staff during the year 2017. The Company ensured that its employees were remunerated according to the prevailing manpower market condition, and individual performance with its remuneration policies reviewed on a regular basis.



# CORPORATE GOVERNANCE REPORT

The Board is committed to establish and maintain high standards of corporate governance so as to enhance corporate transparency and protect the interests of the Company's shareholders. The Company devotes to best practice on corporate governance, and to comply with the extent practicable, with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules.

During the year ended 31 December 2017, the Company has complied with the code provisions in the Code, save for deviation from Codes A.2.1 and A.4.1.

- The roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual.
- The non-executive Directors of the Company are not appointed for a specific term, but are subject to retirement by rotation in accordance with the Company's Articles of Association and shall be eligible for re-election.

During the year 2017, Mr. Xiang Xin is the Chairman of the Board and the Chief Executive Officer of the Company. This deviates from code provision A.2.1 of the Code which requires that the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual.

After evaluation of the current situation of the Company and taking into account of the experience and past performance of Mr. Xiang, the Board is of the opinion that it is appropriate and in the best interests of the Company at the present stage for Mr. Xiang to hold both positions as the Chairman and the Chief Executive Officer of the Company as it helps to maintain the continuity of the policies and the stability of the operations of the Company.

None of the existing non-executive Directors are appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. However, all Directors (including independent non-executive Directors) are subject to retirement by rotation in accordance with the Company's Articles of Association. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by Directors. Having made specific enquiry of all Directors, the Directors of the Company have complied with the required standard set out in the Model Code throughout the Year.

The Company also has established written guidelines on no less exacting terms than the Model Code for securities transactions by employees who are likely to be in possession of any unpublished inside information of the Company.

## BOARD OF DIRECTORS

As at 31 December 2017, the Board consists of two executive Directors and three independent non-executive Directors. One of the independent non-executive Directors has the appropriate professional and accounting qualifications required by Rule 3.10(2) of the Listing Rules.

The non-executive Directors of the Company are not appointed for a specific term. All Directors (including independent non-executive Directors) are subject to retirement by rotation in accordance with the Company's Articles of Association and shall be eligible for re-election. Any Director appointed as an addition to the Board or to fill a casual vacancy on the Board shall hold office until the next general meeting after their appointment and shall be eligible for re-election.

# CORPORATE GOVERNANCE REPORT

The Board is responsible for the leadership and control of the Company and oversees the Company's businesses, strategic decisions and performance. Approval of the Board is required for the strategy of the Company, major acquisition and disposal, major capital investment, dividend policy, appointment and retirement of Directors, remuneration policy and other major operational and financial matters.

The Directors may have access to the advice and services of the company secretary of the Company with the view to ensure that the board procedures, and all applicable rules and regulations, are followed.

In addition, the Directors may, upon reasonable request, seek independent professional advice in appropriate circumstance at the Company's expenses. The Board shall resolve to provide separate appropriate independent professional advice to the Directors to assist the relevant Directors to discharge their duties.

The attendance of individual members at board meetings held during the year ended 31 December 2017 are set out as below:

<b>Name of Directors</b>	<b>Board meetings Attendance</b>
<i>Executive Directors:</i>	
Mr. Xiang Xin	5/5
Mr. Chan Cheong Yee	5/5
<i>Independent non-executive Directors:</i>	
Mr. Wang Xin David	5/5
Mr. Zang Hong Liang	5/5
Mr. Lee Wing Hang	4/5
<i>Alternate Directors:</i>	
Ms. Kung Ching	

The biographical details of the Directors are set out on pages 15 to 16 of this annual report.

To the best knowledge of the Company, none of the Directors above has any financial, business and family or other material/relevant relationship with any of the other Directors.

All independent non-executive Directors are financially independent from the Company. The Company confirmed with all independent non-executive Directors as to their independence with reference to the factors as set out in Rule 3.13 of the Listing Rules.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Xiang Xin is the Chairman of the Board and the Chief Executive Officer of the Company.

The chairman's and the chief executive officer's responsibility is to manage the Board and the Company's day-to-day business, respectively.

Management is responsible for the day-to-day operations of the Company under the leadership of the chief executive officer.

# CORPORATE GOVERNANCE REPORT

The chief executive officer, working with other executive Directors, is responsible for managing the business of the Company, including implementation of the strategies and decisions approved by the Board and assuming full responsibility to the Board for operation of the Company.

## EXECUTIVE COMMITTEE

An executive committee (the “Executive Committee”) was established by the Board on 3 August 2007 and delegated with powers from the Board to deal with all matters relating to the daily operations of the Company. The Executive Committee comprises all executive Directors of the Company.

Full minutes of Executive Committee meetings are kept by a duly appointed company secretary of the meeting. Draft and final versions of minutes of the Executive Committee meetings are sent to all members of the committee for their comments and records, in both cases within a reasonable time after the meeting.

The Executive Committee held periodical meetings during the financial year to review, discuss and evaluate the business performance and operational matters of the Company. The attendance of each member at the meeting(s) during the year is set out as follows:

<b>Name of Directors</b>	<b>Attendance</b>
Mr. Xiang Xin ( <i>chairman</i> )	2/2
Mr. Chan Cheong Yee	2/2

## REMUNERATION COMMITTEE

The Company established a remuneration committee (the “Remuneration Committee”) in 2006. All of the members of the Remuneration Committee are the independent non-executive Directors of the Company. The attendance of each member at the meeting(s) during the year is set out as follows:

<b>Name of Directors</b>	<b>Attendance</b>
Mr. Wang Xin David ( <i>chairman</i> )	0/0
Mr. Zang Hong Liang	0/0
Mr. Lee Wing Hang	0/0

Full minutes of Remuneration Committee meetings are kept by a duly appointed company secretary of the meeting. Draft and final versions of minutes of the Remuneration Committee meetings are sent to all members of the Remuneration Committee for their comments and records, in both cases within a reasonable time after the meeting.

The Remuneration Committee determines the policy for the remuneration of executive Directors, assesses performance of executive Directors and approves the terms of executive Directors’ service contracts.

# CORPORATE GOVERNANCE REPORT

## NOMINATION COMMITTEE

A nomination committee (the "Nomination Committee") was established by the Board in August 2007 in accordance with the terms of reference set out by the Board. The Nomination Committee comprises three Directors of the Company. The attendance of each member at the meetings during the year is set out as follows:

Name of Directors	Attendance
Mr. Xiang Xin ( <i>chairman</i> )	1/1
Mr. Wang Xin David	1/1
Mr. Zang Hong Liang	1/1

Full minutes of Nomination Committee meetings are kept by a duly appointed company secretary of the meeting. Draft and final versions of minutes of the Nomination Committee meetings are sent to all members of the committee for their comments and records, in both cases within a reasonable time after the meeting.

In considering the new appointment of Directors, the Nomination Committee will make reference to certain criteria such as integrity, independent mindedness, experience, skill and the ability to commit time and effort to carry out his duties and responsibility effectively.

## AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") on 28 August 2002 in accordance with the terms of reference set out by the Board. The Audit Committee comprises all independent non-executive Directors of the Company. The attendance of each member at the meetings during the year is set out as follows:

Name of Directors	Attendance
Mr. Wang Xin David ( <i>chairman</i> )	2/2
Mr. Zang Hong Liang	2/2
Mr. Lee Wing Hang	2/2

Full minutes of Audit Committee meetings are kept by a duly appointed company secretary of the meeting. Draft and final versions of minutes of the Audit Committee meetings are sent to all members of the Audit Committee for their comments and records, in both cases within a reasonable time after the meeting.

The Audit Committee reviews the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in the review of the Company's, interim and annual reports.

## INTERNAL CONTROL

The Company conducted an annual review for the need of setting up an internal audit department. Given the Company's simple operating structure, it was decided that the Board would be directly responsible for the internal control system of the Company and for reviewing its effectiveness.

# CORPORATE GOVERNANCE REPORT

Procedures have been designed to safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance of applicable laws, rules or regulations. However, such a system is designed to manage the Company's risk within an acceptable risk profile, rather than to eliminate the risk of failure, to achieve the business objectives of the Company. Accordingly, it can provide only reasonable assurance but not absolute assurance against material misstatement of management and financial information and records or against financial losses or frauds.

The Board has conducted a review of the effectiveness of the Company's internal control system, and is of the view that the system of internal controls in place for the year under review and up to the date of issuance of annual report and financial statements is sound and is sufficient to safeguard the interests of shareholders, employees, and the Company's assets.

The Audit Committee of the Company agreed with the Board that the adequacy and effectiveness of the Company's internal control systems is sufficient.

## FINANCIAL REPORTING

The Directors are responsible for the preparation and the true and fair presentation of the financial statements which give a true and fair view of the state of affairs and of the results and cash flow of the Company for each financial year. In preparing the financial statements for the year ended 31 December 2017, the Directors have:

- based on a going concern basis;
- approved the adoption of the applicable Hong Kong Financial Reporting Standards;
- selected suitable accounting policies and applied them consistently;
- made judgments and estimates that were prudent, fair and reasonable;
- ensured that the financial statements are prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance, the Listing Rules and the applicable accounting standards.

## EXTERNAL AUDITOR

The Audit Committee is mandated to monitor the independence of the external auditor to ensure true objectivity in the consolidated financial statements. Members of the Committee are of the view that the Company's auditor, ZHONGHUI ANDA CPA Limited is independent and recommended to the Board to re-appoint it as the Company's external auditor at the forthcoming annual general meeting.

The responsibilities of the external auditor with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 30 to 32.

# CORPORATE GOVERNANCE REPORT

## AUDITOR'S REMUNERATION

During the year under review, the remuneration paid and payable to the Company's auditor, ZHONGHUI ANDA CPA Limited and other professional parties are set out as follow:

Audit fee for the year	HK\$206,000
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## ACCOUNTABILITY

The Directors acknowledge their responsibility for preparing the accounts of the Company. As at the year, the Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going concern basis.

## DIRECTORS' TRAININGS

Newly appointed Directors receive briefings and orientation on legal responsibilities as a Director and the role of the Board. The Company Secretary also provides latest information of the business development, market changes and updates in the Listing Rules and relevant legal and regulatory requirements to the Directors in a timely manner in order to make an informed decision and discharge their duties and responsibilities.

The Company has also arranged for Directors to attend training sessions and forums which place emphasis on the roles, functions and duties of a listed company director, as well as the development of regulatory updates and issues.

All the current Directors have, during the financial year under review, pursued continuous professional development, such attending seminars and/or conferences and/or forums, and/or reading journals, updates, articles and/or materials, etc.

## COMPANY SECRETARY

The Company Secretary, Mr. Li Wancheng, is a seasoned employee of the Company and is familiar with the Company's state of affairs. He reports to the Chairman and the Board of Directors directly. The main responsibility of the Company Secretary is supervision of the Company's compliances with laws and regulations, for instances, the Listing Rules, the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong), the Companies Ordinance (Cap 622 of the laws of Hong Kong) and the Codes on Takeovers and Mergers and Share Buy-back.

All Directors have access to the advices and services of the Company Secretary to ensure that Board procedures, and all applicable laws, rules and regulations, are obligated.

The Company Secretary confirmed that he had taken no less than 15 hours of relevant professional training during the financial year.

# CORPORATE GOVERNANCE REPORT

## RISK GOVERNANCE STRUCTURE

The Board has overall responsibilities for the Company's risk management and internal control systems to safeguard the interests of the Company and its Shareholders as a whole. To this end, the Board oversees and approves the Company's risk management and internal control strategies and policies, which are aimed at evaluating and determining the nature and extent of the risks that are compatible with the Company's strategic objectives and risk appetite, with the main purpose of providing of reasonable assurance against material misstatement or loss rather than absolute elimination of the risk of failure to achieve business objectives.

Reporting to the Board, the Audit Committee is delegated with the authority and responsibility for ongoing monitoring and evaluation of the effectiveness of the relevant systems.

## SHAREHOLDERS' RIGHTS

The Company maintains an on-going dialogue with its shareholders through various channels including announcements and annual and interim reports published on its website at [www.1217.com.hk](http://www.1217.com.hk) and the Company's general meetings. All shareholders are encouraged to attend general meetings and they may put to the Board any enquiries about the Company through its website at [www.1217.com.hk](http://www.1217.com.hk) or in writing sent to the principal office of the Company at 26/F, No. 9, Des Voeux Road West, Sheung Wan, Hong Kong.

The directors, company secretary or other appropriate members of senior management respond to enquiries from shareholders promptly. The Chairman, chairman of board committees (or their respective delegates) and external auditor attend the annual general meeting and are available to answer questions raised by shareholders. Shareholders may also access the Company's corporate website for the Company's information.

Under code provision A.6.7, independent non-executive directors shall attend general meetings and develop a balanced understanding of the views of shareholders.

## RELATIONSHIP AMONG MEMBERS OF THE BOARD

There is no relationship among members of the Board in respect of financial, business, family or other material/relevant relationship.

## INVESTOR RELATIONS

The Company maintains a website at [www.1217.com.hk](http://www.1217.com.hk) where information and updates on the Company's business developments and operations, list of Directors and their role and function, constitutional documents, terms of reference of the Board and its committees, shareholders' rights and communication policy, corporate governance practices, announcements, circulars and reports released to the Stock Exchange and other information are posted. Information on the Company's website will be updated from time to time.

There was no significant change in the Company's constitutional documents during the Year.

## ENVIRONMENTAL ISSUES

The Company is committed to the sustainable development of the environment and our society. The Company has endeavoured to comply with laws and regulations regarding environmental protection and adopted effective environmental policies to ensure its projects meet the required standards and ethics in respect of environmental protection.

# BIOGRAPHICAL DETAILS OF DIRECTORS

## EXECUTIVE DIRECTORS

**Mr. Xiang Xin (“Mr. Xiang”)**, aged 54, was chairman of the Board (“Chairman”) and the chief executive officer (“Chief Executive Officer”) of the Company. Mr. Xiang once worked in a number of large organisations in the PRC and engaged in technology project management and corporate strategy research for a long time. Mr. Xiang also possesses many years of experience in project investment and information technology businesses. Mr. Xiang holds a bachelor’s degree in science and a master’s degree in engineering from Nanjing University of Science & Technology. Mr. Xiang is a chairman of China Technology Education Trust Association. Mr. Xiang is currently a chairman of the board, chief executive officer and an executive director of China Trends Holdings Limited (stock code: 8171), a company listed on GEM of the Stock Exchange. Mr. Xiang joined the Company on 14 January 2003.

**Mr. Chan Cheong Yee (“Mr. Chan”)**, aged 54, holds a bachelor degree of science majoring in finance and he is a registered and licensed person under the Securities and Futures Ordinance to carry on regulated activities in dealing in securities, advising on securities, dealing in futures contracts and undertaking asset management. Mr. Chan is currently the sales director and the responsible officer of China Everbright Securities (HK) Limited and has been in the financial and investment field for over 20 years. Mr. Chan is directly involved in identifying investment opportunities, conducting due diligence, performing valuation, monitoring performance of investment portfolios and providing investment and divestment recommendations. Mr. Chan is an executive director of China Investment and Finance Group Limited, executive director of China Investment Development Limited, executive director of Capital VC Limited, executive director of China New Economy Fund Limited, which are listed on the main board respectively, and also the executive director of Bingo Group Holdings Limited and China Trends Holding Limited, which are listed on GEM board respectively. Mr. Chan is also an executive director of Alpha Returns Group PLC, an investment company listed on AIM of London Stock Exchange. Mr. Chan joined the Company in June 2003.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Wang Xin David (“Mr. Wang”)**, aged 55, is the founder and the president of Sun & Sun group of companies, a Singapore-based investment and consultancy group. Mr. Wang graduated with a bachelor’s degree in Mechanical Engineering in 1982 and a master’s degree in Business Administration in 1985. Mr. Wang has joined the Company in October 2002.

**Mr. Chan, Wing Kong Ringo (“Mr. Chan”)**, aged 53, holds the degree of Master of Arts in Telecommunications from Michigan State University and the degree of Master of Business Administration from the University of San Francisco and has over 20 years professional experience in international media management, broadcast operations, digital media development, content development, distribution and brand marketing with in-depth knowledge of the media industry and digital technology development in Greater China, Asia and USA. Mr. Chan has assumed various executive positions overseeing business development, distribution, network operations, brand licensing and marketing of multi-channels TV, mobile and interactive services in Greater China and Asia Pacific region. Mr. Chan previously served as Senior Vice President, Asia Pacific at Turner International Asia Pacific Limited, a Time Warner company. He oversaw the strategic development and operations of all the news and entertainment brands including CNN, CNN.com, CNN mobile across television, online and mobile platforms. Mr. Chan also served on the Time Warner’s Executives Council of China and was responsible for managing the relationship with government, business partners on behalf of the company. Mr. Chan joined the Company on 6 March 2018.

**Mr. Zang Hong Liang (“Mr. Zang”)**, aged 50, is at present a partner of Global Law Office, a large law firm in the PRC. Mr. Zang graduated from the Faculty of Law of Xiamen University in 1991 and Postgraduate Institute of China University of Political and Law Science in 1994. Mr. Zang holds a bachelor degree in International Economic Law and a master degree in Commercial Law. Mr. Zang’s area of practice includes laws on commercial litigation, arbitration, investment and anti-dumping. Mr. Zang joined the Company in September 2004 and resigned on 1 January 2018.



# BIOGRAPHICAL DETAILS OF DIRECTORS

**Mr. Lee Wing Hang (“Mr. Lee”)**, aged 49, is the founder of LWH & Co., Certified Public Accountants (Practising). Mr. Lee holds a bachelor degree in accountancy from Australia. Mr. Lee has over 20 years of experience in corporate finance, accounting, auditing and taxation sectors. Mr. Lee is a member of Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Lee joined the Company in December 2006.

**Ms. Zhou Zan (“Ms. Zhou”)**, aged 47, is currently a lawyer of Guangdong Liyou Law Firm, a law firm in the PRC. Ms. Zhou graduated from the Faculty of Law of Xiamen University in 1991. Ms. Zhou holds a bachelor degree in Law. Mr. Zhou’s practice area including corporate mergers and acquisitions, restructuring, foreign investment, economy and civil litigation and arbitration, criminal proceedings etc. Ms. Zhou joined the Company on 1 January 2018.

## ALTERNATE DIRECTOR

**Ms. Kung Ching (“Ms. Kung”)**, aged 48, graduated from Nanjing University of Science and Technology and holds a MBA from the University of South Australia. Ms. Kung worked for large organisations in China, such as China National Defense Science and Technology Information Centre and CITIC International Cooperation Limited, engaged in technology management and economic management for many years. Ms. Kung is the spouse of Mr. Xiang, and is an alternate director to Mr. Xiang in China Trends Holdings Limited, a company listed on GEM of the Stock Exchange. Ms. Kung joined the Company on 8 October 2012.

# REPORT OF THE DIRECTORS

The Directors of the Company have pleasure to present their report and the audited financial statements for the year ended 31 December 2017.

## PRINCIPAL ACTIVITY

The principal activity of the Company has not changed during the year and is principally engaged in investment.

The entire turnover, contribution to operating results, assets and liabilities of the Company are attributable to investment activities carried out or originated principally in Hong Kong and PRC.

## RESULTS AND APPROPRIATIONS

The results of the Company for the year are set out in the statement of profit or loss and other comprehensive income on page 33.

The Board has resolved not to declare any dividend (2016: nil) for the year under review.

## RESERVES

Details of movements in the reserves of the Company during the year are set out in the statement of changes in equity on page 35.

## PROPERTY, PLANT AND EQUIPMENT

Details of movement in property, plant and equipment of the Company during the year are set out in note 13 to the financial statements.

## DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, the share premium of the Company is available for distribution of dividends to the shareholders subject to the provisions of the Articles of Association of the Company and a statutory solvency test. Under the Articles of Association of the Company, dividend may be declared or payable out of the profits and reserves of the Company lawfully available for distribution with the sanction of an ordinary resolution.

As at 31 December 2017, the Company had distributable reserves amounting to approximately HK\$536,333,000 (2016: approximately HK\$499,329,000).

## FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Company for the last five financial years, as extracted from the audited financial statements, is set out on page 68 of this annual report.

## SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 19 to the financial statements.

# REPORT OF THE DIRECTORS

## DIRECTORS

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

### Executive Directors:

Mr. Xiang Xin

Mr. Chan Cheong Yee

### Independent non-executive Directors:

Mr. Wang Xin David (loss of contact temporarily from 26 February 2018)

Mr. Chan, Wing Kong Ringo (appointed on 6 March 2018)

Mr. Zang Hong Liang (resigned on 1 January 2018)

Mr. Lee Wing Hang

Ms. Zhou Zan (appointed on 1 January 2018)

### Alternate Directors:

Ms. Kung Ching

In accordance with Article 99(1) of the Articles of Association of the Company, Mr. Chan Cheong Yee and Mr. Wang Xin David shall retire by rotation and Mr. Chan Cheong Yee, being eligible, shall offer himself for re-election at the forthcoming annual general meeting of the Company, but Mr. Wang Xin David cannot offer himself for re-election due to his loss of contact.

In accordance with article 98(3) of the Articles of Association of the Company, Mr. Chan, Wing Kong Ringo and Ms. Zhou Zan shall retire at the general meeting of the Company. Mr. Chan, Wing Kong Ringo and Ms. Zhou Zan, being eligible, offer herself for re-election at the forthcoming annual general meeting of the Company.

The independent non-executive Directors are not appointed for specific term and are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

# REPORT OF THE DIRECTORS

## BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of the Directors are set out on pages 15 to 16 of this annual report.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2017, the following Directors and the chief executive of the Company or any of their respective associates had the following interests and short positions in the ordinary shares of HK\$0.01 each in the capital of the Company (the "Share"), underlying shares, and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers under the Listing Rules (the "Model Code").

### (i) Interest in the underlying shares of the Company — share options

Name of Director	Date of grant	Exercise period	Nature of interest	Exercise price per share HK\$	Number of underlying Shares for Share Options	Approximately percentage of interest
Xiang Xin	6 July 2014	6 July 2014 to 5 July 2024	Beneficial interest	0.0497	60,394,737(L)	0.47%
Wang Xin David	6 July 2014	6 July 2014 to 5 July 2024	Beneficial interest	0.0497	30,197,368(L)	0.24%
Zang Hong Liang	6 July 2014	6 July 2014 to 5 July 2024	Beneficial interest	0.0497	20,131,579(L)	0.16%
Lee Wing Hang	6 July 2014	6 July 2014 to 5 July 2024	Beneficial interest	0.0497	30,197,368(L)	0.24%

## SHARE OPTION SCHEME

As regards to the share option scheme ("Share Option Scheme") approved by shareholders under annual general meeting on 22 May 2014, there were 539,526,316 Shares available for issue under Share Option Scheme which represents approximately 4.21% of the issued share capital of the Company as at 31 December 2017. Details of Share Option Scheme and share options movements are set out in note 21 to the financial statement.

# REPORT OF THE DIRECTORS

## SUBSTANTIAL SHAREHOLDERS

As at 31 December 2017, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

### (i) Long positions of substantial shareholders in the Shares of the Company

Name	Capacity	Number of issued shares held	Approximate percentage of interests
China Technology Education Trust Association <i>(note 1)</i>	Beneficiary	3,817,807,905(L)	29.82%
Haitong Guotai <i>(note 2)</i>	Trustee	2,362,720,000(L)	18.46%
Guotai Investment <i>(note 2)</i>	Beneficiary	2,362,720,000(L)	18.46%

Notes:

1. The underlying Shares of the Company are held by China Technology Education Trust Association (the "Association"), a society registered under the provisions of section 5A(1) of the Societies Ordinance in 2005, which is a charitable society providing charity and financial aid to technology education and employment in Hong Kong and Mainland China. Mr. Xiang Xin is the chairman of the Association.
2. Haitong Guotai is a trust wholly and beneficially owned by Guotai Investment. Accordingly, Guotai Investment is interested in the shares of the Company held by Haitong Guotai.

Save as disclosed above, as at 31 December 2017, the Company has not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## DIRECTOR'S RIGHT TO ACQUIRE SHARES AND DEBENTURES

Other than the Share Option Scheme as disclosed, at no time during the year was the Company a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debt securities, including debentures, of the Company or any other body corporate, and none of the Directors or the chief executive or any of their spouses or children under the age of 18 had any right to subscribe for the securities of the Company or exercised any such right.

# REPORT OF THE DIRECTORS

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

During the year, the Company had not purchased, sold or redeemed any of its listed securities.

## **DIRECTORS' INTERESTS IN CONTRACTS**

Save as disclosed in note 24 to the financial statements, no contracts of significance in relation to the Company's business to which the Company was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## **MANAGEMENT CONTRACTS**

Save as disclosed in note 24 to the financial statements, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

## **CONNECTED TRANSACTIONS**

All significant connected transactions entered by the Company during the year ended 31 December 2017 are disclosed in note 24 to the financial statements.

## **DIRECTORS' INTEREST IN COMPETING BUSINESS**

None of the Directors of the Company or their respective associates have any interests in a business which competes or may compete with the business of the Company.

## **PRE-EMPTIVE RIGHTS**

There is no provision for pre-emptive rights under the Company's Articles of Association nor is there any restriction against such rights under the laws of the Cayman Islands, being the jurisdiction under which the Company is incorporated.

## **RETIREMENT BENEFITS SCHEME**

The Company operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Company in an independently-administered fund. The Company's employer contributions vest fully with the employees when contributed into the MPF Scheme. The Company's contributions to the MPF Scheme are recognised as an expense in the statement of profit or loss as incurred.

For the year ended 31 December 2017, no forfeited contribution to the retirement benefits scheme was credited to the statement of profit or loss (2016: nil).

## **CORPORATE GOVERNANCE**

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 8 to 14.

# REPORT OF THE DIRECTORS

## SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors, throughout the year ended 31 December 2017.

## AUDITOR

The financial statements for the year ended 31 December 2016 and year ended 31 December 2017 have been audited by ZHONGHUI ANDA CPA Limited who retire and, being eligible, offer themselves for reappointment. A resolution for the re-appointment of ZHONGHUI ANDA CPA Limited as auditors of the Company until the conclusion of the next annual general meeting is to be proposed at the forthcoming annual general meeting.

By order of the Board

### **Xiang Xin**

*Chairman and Chief Executive Officer*

Hong Kong, 16 March 2018

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

China Innovation Investment Limited (the “Company”) is an investment holding company under Chapter 21 of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange of Hong Kong Limited (the Listing Rules) with its principle office in Hong Kong. Its principal investment objective is to achieve short and medium-term capital appreciation by investing in listed and unlisted companies mainly in Hong Kong and China Mainland.

## KEY ENVIRONMENTAL, SOCIAL AND GOVERNANCE ISSUES

As an investment company, the Company encounters and manages a range of environmental, social and governance (“ESG”) issues. This report is designed to focus on the set of ESG issues we have identified as among the most relevant to our business and of highest interest to our key stakeholders.

We have identified the following categories and specific key issues that are discussed in this report:

Categories	Key Issues
<b>Friendly Environment</b>	<ul style="list-style-type: none"> <li>• Managing our Environmental Impact</li> <li>• Reducing Emissions</li> <li>• Sustainable Paper Use</li> <li>• Managing Information Technology Equipment</li> <li>• Environmental Data</li> </ul>
<b>Social Responsibility</b>	<ul style="list-style-type: none"> <li>• Employment</li> <li>• Health and Safety</li> <li>• Development and Training</li> <li>• Labour Standards</li> <li>• Supply Chain Management</li> <li>• Product Responsibility</li> <li>• Anticorruption</li> </ul>
<b>Sound Governance</b>	<ul style="list-style-type: none"> <li>• Accountability of Management</li> <li>• Independence of Board of Directors</li> </ul>

## FRIENDLY ENVIRONMENT

### Managing our Environmental Impact

As an investment corporation, our direct environmental impacts stem primarily from the operation of our office buildings in Hong Kong. Electricity Energy used and associated greenhouse gas (“GHG”) emissions are the most significant environmental impacts of our facilities. The company’s other key environmental impacts result from paper consumption and use of information technology (IT) equipment.

The Company recognizes its responsibility to protect the planet and preserve its beauty and resources to the next generation. We strive to enhance production efficiency and strengthen our environmental protection efforts on conserving resources and managing waste from our business activities. The Company should bring great focus on these issues, for its own benefits and for environmental protection consideration, in order to contribute to the continuous development of society.

The Company encourages employees to use internet, email, phone call and conference call etc. to contact with our clients and suppliers instead of making business travel.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Reducing Emissions

Operating our facilities generates GHGs indirectly through electricity purchased to power our facilities.

In 2017, the Company continued to take the following specific actions in electronic energy saving for high consumption equipment such as lighting, computer and central air-conditioning of the offices. The details are as follows:

1. Upon leaving his/her working area for more than 10 minutes, every employee is required to shut down his/her office lights.
2. After working hours, every employee is required to shut down his/her office computer, check and shut down air conditioners and lights to save energy.

Committing to resources-saving and environmental protection is the Company's social responsibility and building a green community is its obligation to property owners.

## Sustainable Paper Use

We think it is important to source the paper we use from supplier with "Zero Deforestation Commitment", which supports responsible forest management and provides many significant long-term benefits for the environment and communities. In 2017, approximately 99% of the paper we purchased was from suppliers with "Zero Deforestation Commitment".

We also strive to use paper efficiently and make it convenient for clients, suppliers and employees to do so. We offer paperless billing options for clients and suppliers and have implemented smart printing methods for employees. Last, we recycle the paper we have used. Some steps include:

1. Only in absolute necessary could the documents be printed.
2. If printing is unavoidable, it is highly recommended to print in double-side way.
3. If possible, reusing printing papers as notebook and scratch paper.

## Managing Information Technology Equipment

The use and disposal of IT equipments such as computers and servers is another focus of our operational sustainability efforts. IT hardware has a range of potential social and environmental impacts across its life cycle from production and use to eventual disposal.

The Company aims to maximize the lifespan of IT equipment by finding opportunities to refurbish and redeploy assets internally whenever feasible. When we cannot reuse equipment internally, we work with our suppliers to recycle the materials or seek to donate them to nonprofit organizations. All IT equipment we refurbish, recycle or donate meets our strict data privacy standards.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Environmental Data

### Headcount and Printing paper consumption

#### Printing paper consumption

Employee headcount	Printing Paper Consumption (A4 Sheets)
11	15,884

### Electronic Energy consumption data and Greenhouse Gas Emissions

	Electronic Energy Consumption (kWh)	Greenhouse Gas EmissionstCO <sub>2</sub> e (Kg)
Hong Kong Office <sup>1</sup>	11,561	9,134

<sup>1</sup> Using the emission factor stated in the 2016 Sustainability Reports of The Hong Kong Electric Co. Ltd., which is 0.79 CO<sub>2</sub>e per electricity unit sold (kg/kWh).

## SOCIAL RESPONSIBILITY

### Employment

The Company has strictly complied with relevant standard and there was no material non-compliance event in 2017.

### Working Environment

The Company is dedicated to employee development by providing them with incentives based on their performance and contribution. The Company has a fair and open incentive award scheme whereby the remuneration structure and package will be reviewed annually and the performance will be reviewed monthly to ensure the remuneration is fair and competitive. The Company provides Mandatory Provident Fund and accident insurance for all employees. The employees can also enjoy various products and services discounts from the Company's business partners, including enjoying the welfare plan in the Wealth Storm Platform, thereby enhancing a sense of belonging to the Company.

### Workforce, Recruitment and Promotion

The Company prepared a set of staff recruitment standards and position manuals, and recruited staff according to personal capability, experience and characters of candidates. The Company recruits and trains talents regardless of their gender, age, family status and religious belief. The Company offers equal opportunities to all employees and job applicants.

In 2017, the Company recruited talents mainly through third party online recruitment platforms which allowed effective sharing of information on candidates and enhanced recruitment efficiency.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

As at 31 December 2017, the Company had a total of 11 (2016: 11) staff. The charts below show the demographics of the Company's workforce as at 31 December 2017. Staff of the Company ranged in age from 30 to over 50, with the majority of around 63.64% aged between 30 and 50; The ratio of male to female is around 7:4 both in total and in the management level. The Company has a diverse workforce in terms of gender and age, providing a variety of ideas and levels of competencies which contribute to the Company's success.



There is no big difference for staff turnover rate by gender and by age group.

## Remuneration and Benefits

To reflect the performance of each department, the Company has set up performance valuation guideline for employees. The bonus will be based on the employees' performance and the Company's business results. Through the performance valuation guideline, the Company hopes to incentivize the employees to gain profits with integrity by taking active initiative in their work.

The Company adheres to the people-oriented employment policy by highly appreciating the staff as its most valuable assets and the vitality of enterprises. The Company encourages employees to obtain professional qualifications through subsidies and allowances to enhance their personal development, to further develop their working capability and then to be entitled competitive remuneration and benefits.

## Health And Safety

The Company has adopted a people-oriented principle and endeavored to maintain a healthy and safe workplace for its employees. As an investment company, the Company has a low safety risk profile, but potential injury hazards from slips, trips and falls for staffs remain. The Company therefore gave great importance on the issue of health and safety.

There were no work-related fatalities in the Company in 2017.

There was no case resulted in lost days of any employee due to work injury.

The Company places much emphasis on safe and healthy work for employees. The Company always endeavors to build up a healthy and comfortable working environment.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Company has arranged the Administration Department for the management and control of all kinds of safety accidents. The Administration Department is responsible to monitor health and safety performance, and to report to the senior management of the Company on hazards and unsafe practices in a timely manner. Once a health and safety incident happens, the Administration Department would be informed immediately to take all necessary actions. After the accident, all employees will be informed after conducting investigation of the causes behind this accident and taking all safety precautions, with the aim to eliminate potential safety hazard. The Company emphasizes safety awareness and enhances emergency response and self-rescue capacity among employees. The Administration Department has always kept alert to monitor and examine the implementation of health and safety regulations, with a view to maintain a better work safety protection and environment.

The Company has strictly complied with relevant standard and there was no material non-compliance event in 2017.

## Charity Activities

The Company has been adhering to the tradition of charity care and enthusiasm for public welfare, actively fulfilling its corporate social responsibility, taking responsibility for consumers, communities and the environment while encouraging profitability and taking legal responsibility for shareholders and employees and encouraging employees to participate in different Charity activities, corporate social responsibility as an important part of sustainable development of the Company.

In July 2017, the Company actively participated in “the Charity Run and Charity Walk” held by UOB at the Tai Tong Resort, Hong Kong Jockey Club (“Charitable Activities”). This year’s Charitable Activities aimed to raise funds for the programs of the Children’s Cancer Foundation (“CCF”), namely “Sunshine School” and “Home-Based Teaching in Schools”. The Company generously donated ten high-performance multi-functional solar charging schoolbags to CCF.

## DEVELOPMENT AND TRAINING

The Company focuses on reserving talents and promoting their development. The Company organizes weekly one-hour internal trainings for all employees. Trainings were charged by the department managers and/or directors, with over 50 trainings hours in 2017 covering all important aspects of the business of the Company. Nearly 100% of all employees had joined in the weekly internal trainings in 2017.

In 2017, the Company made active progress in terms of talents pooling and promotion of their development, building up a training strategy as the catalyst of further development. Training efficiency was greatly enhanced as regular training subjects were implemented in the afternoon of every Friday meeting so that all employees can participate the training courses at the same time and openly discuss the topics in depth.

1. Every week, one department will be responsible for the training topics and contents. Every employee would act as tutor.
2. The training topics are discussed and agreed in the regular management meeting of the Company on every Monday.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Labour Standards

The Company has been upholding core principles featuring fairness and compliance, and its personnel policies, salaries and benefits and business operation are in full compliance with Hong Kong laws and ordinances as well as industry standards. The Company has formulated transparent recruitment rules to provide equal employment opportunities and create a fair and harmonious working environment. Moreover, the Company bases its welfare policy upon Hong Kong regulations to ensure that female employees are entitled to their legitimate rights and interests including maternal leave and breastfeeding leave, and in combination with strict workplace code of conduct, to eliminate gender discrimination and other injustices.

As to labor standards, the Company's employment policy is in full compliance with the Employment Ordinance (CAP 57), the Mandatory Provident Fund Schemes Ordinance (CAP 485), the Race Discrimination Ordinance (CAP 602), the Disability Discrimination Ordinance (CAP 487), the Family Status Discrimination Ordinance (CAP 527) in Hong Kong, stipulating the code of conduct for the management in recruiting employees and entering into employment contracts and forbidding recruitment of child labor, forced labor and other illegal acts.

## Supply Chain Management

The Company adopts a personalised approach to the building of long-term relationships with its cooperative suppliers.

To regulate sourcing activities, enhance the efficiency and effectiveness of procurements and promote fair transactions, the Company implemented an open and transparent policy of selecting products and services suppliers. Seek quotation from at least three suppliers at the same time with the same requirements, make competitive negotiation and price bidding. In addition, in daily business, the Company also performs continuous training and assessment on the compliance of its merchandisers to the work standards set out on the management manual, procedural documents and ethical codes.

On the other hand, upholding the principle of professionalism, the Company subcontracted specialised works including important legal issues, compliance, security and cleaning to specialised third party enterprises. These collaborating parties constitute key part of the Company's business chain. The Company's main consideration when choosing sub-contractors includes service capabilities, service experience, personnel management skills and specialized equipment. The Company will assess their service performance in accordance with its own service standards to timely detect and solve problems. Furthermore, the Company also adopted a series of measures to ensure that the sub-contractors shall not violate human rights and be against the legitimate rights of workers.

In 2017, we engaged about 10 main professional service providers in Hong Kong.

## Protection of consumer interests

The Company placed significant emphasis on customer satisfaction. To ensure that employees always pay attention to satisfaction and provide quality products and services. Satisfaction was one of the key indicator for business assessment.

The Company strictly complied with the national and local laws and regulations and adopts measures to prevent damage to the interests of customers, including protecting the data privacy of customers. Through effective supervision mechanism, the Company ensures the protection of the interests of customers. At the same time, the Company trains its employees on a regular basis about customer interests protection knowledge, and reviews its internal control system, to make sure that it is very important in protecting the interests of customers.

The Company respects intellectual property rights (IPR) of other parties and requires our suppliers to ensure that all products and services would not infringe any third parties' IPR.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Anti-Corruption

The Company has put in place Code of Conduct in the Employees Handbook and a set of internal policies and measures to prevent corruption and deception, which are supervised and implemented by the Human Resources Department. The Human Resources Department is directly under the leadership of the Chief Executive Officer to maintain a fair, open and transparent environment for business operations with zero tolerance towards corruption and deception.

At the same time, the Company clarified its determined stance on fighting against corruption and deception to all employees, suppliers and business partners. Appropriate binding terms have been introduced accordingly to the respective contracts to ensure the relevant parties acted under the Company's requirement. The Human Resources Department conducted separate supervision to procure improvement of the general mechanism.

In addition, employees could report to relevant business unit or (if necessary) to the Human Resources Department or management of the Company upon any suspicion of issues. The Company provides anonymous reporting channels for the sake of preventing corruption and deception.

The Company remains vigilant of corruption and deception and continues to explore more effective policies to constrain its staff and business partners. The Company will optimise its internal control system through continuous study and exploration. Special events will be held regularly to sum up and learn from experience.

## SOUND GOVERNANCE

### Accountability of Management

The Company consistently adheres to the high ethical standards that our shareholders, regulators and others expect of us and that we expect of ourselves. This includes clearly promoting sound governance and the right tone from the top, having in place strong leadership and management processes that properly incentivizes appropriate behaviors.

Our senior management team develops the company's strategic direction and oversees its execution, while the Board of Directors is charged with providing oversight of management's performance.

Our Directors bring a strong combination of experience and expertise to their role. The Board has been engaged with management on the importance of strong corporate standards, working together to emphasize the company's commitment to doing things the right way.

Our annual report contains detailed information about the members of our Board, including the Director biographical information and the Board's role in risk management oversight.

### Independence of Board of Directors

Board independence is essential to effective governance. An independent Board serves the interests of shareholders by effectively carrying out its fundamental obligation of oversight of management. Three of our five Board members and each of the members of Audit Committee and Remuneration Committee are independent, and the majority of the Nomination Committee are independent, under the standards established by the Hong Kong Stock Exchange and the firm's independence standards.

For more information, please refer to the part of corporate governance in the annual report.

# INDEPENDENT AUDITORS' REPORT



**TO THE SHAREHOLDERS OF  
CHINA INNOVATION INVESTMENT LIMITED**

中國創新投資有限公司

*(Incorporated in the Cayman Islands with limited liability)*

## **OPINION**

We have audited the financial statements of China Innovation Investment Limited (the "Company") set out on pages 33 to 67, which comprise the statement of financial position as at 31 December 2017, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2017, and of its financial performance and its 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 the Hong Kong Companies Ordinance.

## **BASIS FOR OPINION**

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company 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.

# INDEPENDENT AUDITORS' REPORT

## KEY AUDIT MATTERS

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

### Available-for-sale investments

Refer to Note 14 to the financial statements.

The Company tested the amount of available-for-sale investments for impairment. This impairment test is significant to our audit because the balance of available-for-sale investments of HK\$297,282,000 as at 31 December 2017 is material to the financial statements. In addition, the Company's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Evaluating the Company's impairment assessment;
- Assessing the financial information of the investments; and
- Obtaining and checking to evidence to support the Company's impairment assessment.

We consider that the Company's impairment test for available-for-sale investments is supported by the available evidence.

## OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



# INDEPENDENT AUDITORS' REPORT

## RESPONSIBILITIES OF DIRECTORS FOR THE FINANCIAL STATEMENTS

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

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

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

Our objectives are to obtain reasonable assurance about whether the 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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the HKICPA's website at:

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

### **ZHONGHUI ANDA CPA Limited**

*Certified Public Accountants*

### **Fong Tak Ching**

*Audit Engagement Director*

Practising Certificate Number P06353

Hong Kong, 16 March 2018

# STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2017

	<i>Notes</i>	<b>2017</b> <b>HK\$'000</b>	2016 HK\$'000
Gross sales proceeds of financial assets		<b>729,008</b>	137,453
REVENUE	7	<b>49,321</b>	(27,251)
OTHER INCOME		<b>9</b>	–
Administrative and other operating expenses		<b>(12,325)</b>	(26,921)
<b>PROFIT/(LOSS) BEFORE TAX</b>	8	<b>37,005</b>	(54,172)
Income tax expense	10	–	–
<b>PROFIT/(LOSS) FOR THE YEAR</b>		<b>37,005</b>	(54,172)
<b>Earnings/(loss) per share</b>	11		
Basic		<b>0.289 cents</b>	(0.501 cents)
Diluted		<b>0.289 cents</b>	(0.501 cents)

# STATEMENT OF FINANCIAL POSITION

As at 31 December 2017

	<i>Notes</i>	<b>2017</b> <b>HK\$'000</b>	2016 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	13	–	–
Available-for-sale investments	14	<b>297,282</b>	268,682
Financial assets at fair value through profit or loss	15	<b>6,267</b>	–
Total non-current assets		<b>303,549</b>	268,682
<b>CURRENT ASSETS</b>			
Financial assets at fair value through profit or loss	15	<b>923</b>	84,085
Prepayments, deposits and other receivables	16	<b>114,923</b>	13,676
Cash and bank balances	17	<b>255,301</b>	270,984
Total current assets		<b>371,147</b>	368,745
<b>CURRENT LIABILITIES</b>			
Other payables and accruals	18	<b>890</b>	626
Total current liabilities		<b>890</b>	626
<b>NET CURRENT ASSETS</b>		<b>370,257</b>	368,119
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>673,806</b>	636,801
<b>NET ASSETS</b>		<b>673,806</b>	636,801
<b>EQUITY</b>			
Issued share capital	19	<b>128,016</b>	128,016
Reserves	20	<b>545,790</b>	508,785
<b>TOTAL EQUITY</b>		<b>673,806</b>	636,801

Approved by:

**Xiang Xin**  
*Director*

**Chan Cheong Yee**  
*Director*

# STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2017

	<b>Issued share capital</b>	<b>Share premium account</b>	<b>Share option reserve</b>	<b>Accumulated losses</b>	<b>Total equity</b>
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2016	85,144	490,934	9,744	(101,841)	483,981
Total comprehensive loss for the year	–	–	–	(54,172)	(54,172)
Open offer ( <i>Note 19(a)</i> )	42,672	163,320	–	–	205,992
Exercise of share options	200	1,088	(288)	–	1,000
At 31 December 2016 and 1 January 2017	128,016	655,342	9,456	(156,013)	636,801
Total comprehensive income for the year	–	–	–	37,005	37,005
At 31 December 2017	128,016	655,342	9,456	(119,008)	673,806

# STATEMENT OF CASH FLOWS

For the year ended 31 December 2017

	2017 HK\$'000	2016 HK\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit/(loss) before tax	37,005	(54,172)
Adjustments for:		
Depreciation	–	13
Impairment loss on other receivables	–	15,000
Impairment loss on available-for-sale investments	–	2,082
Net holding (gains)/losses from financial assets at fair value through profit or loss	(24,798)	35,596
Net proceeds from disposal/(payment for acquisition) of financial assets at fair value through profit or loss	101,692	(48,721)
Dividend income from listed investments	(3,771)	(3,170)
Interest income	(5)	(10)
Operating cash flows before working capital changes	110,123	(53,382)
Change in prepayments, deposits and other receivables	(101,246)	217
Change in other payables and accruals	264	410
<b>Net cash flows generated from/(used in) operating activities</b>	<b>9,141</b>	<b>(52,755)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Settlement of consideration for addition of available-for-sale investments	(28,600)	–
Dividend received arising from listed investments	3,771	3,170
Interest received	5	10
<b>Net cash flows (used in)/generated from investing activities</b>	<b>(24,824)</b>	<b>3,180</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from open offer	–	213,360
Expenses for open offer	–	(7,368)
Net proceeds from exercise of share options	–	1,000
<b>Net cash flows generated from financing activities</b>	<b>–</b>	<b>206,992</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(15,683)</b>	<b>157,417</b>
Cash and cash equivalents at beginning of year	270,984	113,567
<b>Cash and cash equivalents at end of year</b>	<b>255,301</b>	<b>270,984</b>
<b>Analysis of balance of cash and cash equivalents</b>		
Cash and bank balances	255,301	270,984

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 1. CORPORATE INFORMATION

China Innovation Investment Limited (the "Company") is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is situated at 26/F., 9 Des Voeux Road West, Sheung Wan, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 28 August 2002.

The Company's principal activity has not changed during the year and is principally engaged in investment holding. Its principal investment objective is to achieve short and medium-term capital appreciation by investing in listed and unlisted companies mainly in Hong Kong and the People's Republic of China (the "PRC").

## 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Company has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 January 2017. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Company's accounting policies, presentation of the Company's financial statements and amounts reported for the current year and prior years.

The Company has not applied the new HKFRSs that have been issued but are not yet effective. The Company has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

## 3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, and accounting principles generally accepted in Hong Kong. In addition, the financial statements include applicable disclosure required by the Rules Governing the Listing of Securities on the Stock Exchange and the disclosure requirements of Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities at fair value through profit or loss, which are stated at fair value.

These financial statements are presented in Hong Kong dollars with all values rounding to the nearest thousand except otherwise indicated.

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these financial statements, are disclosed in note 4 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Foreign currency translation

#### *Functional and presentation currency*

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates (the “functional currency”). The financial statements are presented in Hong Kong dollars, which is the Company’s functional and presentation currency.

#### *Transactions and balances in financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss. Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined. When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

### Property, plant and equipment

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

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	Over the lease terms – 20%
Office equipments	20%
Furniture and fixtures	20%
Yacht	20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

### Leases

Leases that do not substantially transfer to the Company all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Company becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Company transfers substantially all the risks and rewards of ownership of the assets; or the Company neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

### Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

Financial assets at fair value through profit or loss are either investments held for trading or designated as at fair value through profit or loss upon initial recognition. These investments are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in profit or loss.

Available-for-sale financial assets are non-derivative financial assets not classified as trade and other receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income, until the investments are disposed of or there is objective evidence that the investments are impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income are recognised in profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

Investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, are measured at cost less impairment losses.

Impairment losses recognised in profit or loss for equity investments classified as available-for-sale investments are not subsequently reversed through profit or loss. Impairment losses recognised in profit or loss for debt instruments classified as available-for-sale investments are subsequently reversed and recognised in profit or loss if an increase in the fair value of the instruments can be objectively related to an event occurring after the recognition of the impairment loss.

Impairment losses on unquoted equity instruments that are not carried at fair value because their fair values cannot be reliably measured, or on derivative assets that are linked to and must be settled by delivery of such unquoted equity instruments are not reversed.



# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Other receivables

Other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

### Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Company's cash management are also included as a component of cash and cash equivalents.

### Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

### Other payables

Other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

### Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Company has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably.

Interest income is recognised on a time-proportion basis using the effective interest method.

Dividend income is recognised when the shareholders' right to receive payment are established.

### Employee benefits

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

The Company operates a defined contribution Mandatory Provident Fund retirement benefits scheme ("MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on 5% of the employees' relevant income, subject to a ceiling of monthly relevant income of HK\$30,000 and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Company in an independently administered fund. The Company's employer contributions vest fully with the employees when contributed into the MPF Scheme.

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

### Share-based payment

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the 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 to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax is calculated 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 rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

### Impairment of assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets except investments and receivables 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 any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Impairment of assets** *(Continued)*

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit 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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### **Related parties**

A related party is a person or entity that is related to the Company.

- (A) A person or a close member of that person's family is related to the Company if that person:
- (i) has control or joint control over the Company;
  - (ii) has significant influence over the Company; or
  - (iii) is a member of the key management personnel of the Company or of a parent of the Company.
- (B) An entity is related to the Company if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
  - (vi) The entity is controlled or jointly controlled by a person identified in (A).
  - (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Events after the reporting period

Events after the reporting period that provide additional information about the Company's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

## 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

### Critical judgements in applying accounting policies

In the process of applying the accounting policies, the management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements.

#### *Available-for-sale investments*

The available-for-sale investments are measured at cost less impairment loss because they do not have a quoted market price in an active market. The directors of the Company are of the opinion that their fair values cannot be reliably measured and hence such unquoted equity investments are measured at cost less impairment losses at the end of the reporting period.

Note 14 describes that these investee companies are not treated as associates or subsidiaries although the Company has 45% to 85% ownership interest in these investee companies. In making their judgment, the directors of the Company considered the Company has no voting rights and concluded that it is not in a position to control or exercise any significant influence over the financial and operating policies of these investee companies or to participate in their operations.

#### Estimation uncertainty

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

#### *Impairment of available-for-sale investments*

The management of the Company assesses the possible impairment of the Company's available-for-sale investments at end of each reporting period.

At the end of the reporting period, the carrying value of available-for-sale investments were approximately HK\$297,282,000 (2016: approximately HK\$268,682,000). This situation will be closely monitored, and adjustments made in future periods, if future market activity indicates that such adjustments are appropriate.

#### *Impairment of other receivables*

The Company makes impairment loss for other receivables based on assessments of the recoverability. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of other receivables requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the prepayment, deposits and other receivables and other income in the year in which such estimate has been changed.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's major financial instruments include investments and receivables, financial assets and liabilities at fair value through profit or loss, cash and bank balances and accruals and payables. The Company's activities expose it to a variety of financial risks: foreign currency risk, interest rate risk, credit risk, liquidity risk and price 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.

### (a) Foreign currency risk

Foreign exchange risk mainly arises from monetary assets and liabilities denominated in a currency that is not the functional currency of the Company.

The Company has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars which are the functional currencies of the Company.

The Company currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### (b) Interest rate risk

As the Company has no significant interest-bearing assets and liabilities, the Company's operating cash flows are substantially independent of changes in market interest rates.

### (c) Credit risk

The Company is exposed to credit risk mainly in relation to its securities trading and interest receivables of the Company, deposits with banks and brokerage companies.

In order to minimise the credit risk, the management of the Company reviews the recoverable amount of each individual debtor at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Company's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies and authorised banks in the PRC with high credit ratings. The credit risk on receivables is limited because the Company only carries on business with reputable securities companies.

The Company does not provide any guarantee which would expose the Company to credit risk.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

### (d) Liquidity risk

The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. available-for-sale investments and financial assets at fair value through profit or loss) and projected cash flows from operations.

The following table detailed the contractual maturity of the Company for its financial liabilities. The table has been drawn up based on the undiscounted cash flow of financial liabilities based on the earliest date on which the Company can be required to pay. The amounts represented both interest and principal cash flow.

	At 31 December 2017					
	On demand or no fixed terms of repayment HK\$'000	Less than 3 months HK\$'000	3 months to less than 12 months HK\$'000	1 to 5 years HK\$'000	Total HK\$'000	
	Other payables and accruals	-	890	-	-	890
	At 31 December 2016					
	On demand or no fixed terms of repayment HK\$'000	Less than 3 months HK\$'000	3 months to less than 12 months HK\$'000	1 to 5 years HK\$'000	Total HK\$'000	
Other payables and accruals	-	626	-	-	626	

### (e) Fair value

The carrying amounts of the Company's financial assets and financial liabilities as reflected in the statement of financial position approximate their respective fair values, except for the available-for-sale investments are measured at cost less impairment loss because the range of reasonable fair estimates is so significant that the directors of the Company are of the opinion that their fair value cannot be measured reasonably.

### (f) Price risk

At 31 December 2017, if the share prices of the listed securities and structured products and derivatives (note 15) increase/decrease by 10%, profit after tax for the year would have been approximately of HK\$600,365 (2016: HK\$7,021,000) higher/lower, arising as a result of the fair value gain/loss of the listed securities.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 6. OPERATING SEGMENT INFORMATION

The Company's operating segment is investment holding which comprises the investing in listed and unlisted companies in order to achieve short and medium-term capital appreciation. Since this is the only operating segment of the Company, no further analysis thereof is presented.

### Geographical information

The Company's revenue analysed by geographical location and information about its non-current assets (excluding available-for-sale investments) by geographical location are detailed below:

	Hong Kong		PRC (not including Hong Kong)		Total	
	2017	2016	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
REVENUE						
Interest income	5	10	–	–	5	10
Dividend income from listed investments	3,771	3,170	–	–	3,771	3,170
Net realised gain on disposal of financial asset at fair value through profit or loss	20,747	5,165	–	–	20,747	5,165
Unrealised holding gains/(losses) from financial assets at fair value through profit or loss	24,798	(35,596)	–	–	24,798	(35,596)
NON-CURRENT ASSETS	49,321	(27,251)	–	–	49,321	(27,251)
Property, plant and equipment	–	–	–	–	–	–



# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 7. REVENUE

An analysis of the revenue of the Company is as follows:

	2017 HK\$'000	2016 HK\$'000
Interest income	5	10
Dividend income from listed investments	3,771	3,170
Net realised gain on disposal of financial assets at fair value through profit or loss	20,747	5,165
Unrealised holding gains/(losses) from financial assets at fair value through profit or loss	24,798	(35,596)
	<b>49,321</b>	(27,251)

## 8. PROFIT/(LOSS) BEFORE TAX

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

	2017 HK\$'000	2016 HK\$'000
Auditor's remuneration	206	196
Depreciation	-	13
Investment manager's fee	480	480
Impairment loss on other receivables	-	15,000
Impairment loss on available-for-sale investments	-	2,082
Employee benefits expenses (including directors' remuneration):		
Wages, salaries and welfare	1,069	722
Pension scheme contributions	47	20
Total employee benefits expenses	1,116	742
Operating lease charges	960	960
Interest income	(5)	(10)
Dividend income from listed investments	(3,771)	(3,170)

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 9. DIRECTORS' REMUNERATION AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

### (a) Directors' emoluments

	For the year ended 31 December 2017				
		Salaries, allowances and benefits	Equity- settled share option benefits	Pension scheme contribution	Total
	Fees HK\$'000	in kind HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Executive directors:</b>					
Xiang Xin	60	-	-	-	60
Chan Cheong Yee	60	-	-	-	60
	120	-	-	-	120
<b>Independent non-executive directors:</b>					
David Wang Xin	30	-	-	-	30
Zang Hong Liang	30	-	-	-	30
Lee Wing Hang	30	-	-	-	30
	90	-	-	-	90
Total	210	-	-	-	210

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 9. DIRECTORS' REMUNERATION AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

### (a) Directors' emoluments (Continued)

	For the year ended 31 December 2016				
	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Equity- settled share option benefits HK\$'000	Pension scheme contribution HK\$'000	Total HK\$'000
<b>Executive directors:</b>					
Xiang Xin	60	–	–	–	60
Chan Cheong Yee	60	–	–	–	60
Li Zhou (resigned on 8 July 2016)	31	–	–	–	31
	151	–	–	–	151
<b>Non-executive directors:</b>					
Jook Chun Kui Raymond (resigned on 8 July 2016)	16	–	–	–	16
Sun Kuan Chi (resigned on 8 July 2016)	15	–	–	–	15
Kuk Peter Z (resigned on 2 February 2016)	3	–	–	–	3
Ge Ming (resigned on 2 February 2016)	3	–	–	–	3
Wang Wei (王巍) (resigned on 2 February 2016)	3	–	–	–	3
Chen Jiajing (appointed on 2 February 2016 and resigned on 13 May 2016)	–	–	–	–	–
Jiang Linlin (appointed on 2 February 2016 and resigned on 13 May 2016)	–	–	–	–	–
Wang Wei (王璋) (appointed on 2 February 2016 and resigned on 8 April 2016)	–	–	–	–	–
	40	–	–	–	40
<b>Independent non-executive directors:</b>					
David Wang Xin	30	–	–	–	30
Zang Hong Liang	30	–	–	–	30
Lee Wing Hang	30	–	–	–	30
	90	–	–	–	90
Total	281	–	–	–	281

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 9. DIRECTORS' REMUNERATION AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

### (a) Directors' emoluments (Continued)

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2016: Nil).

During the year, no emoluments have been paid to the directors as an inducement to join or upon joining the Company; or as compensation for loss of office (2016: Nil).

### (b) Five highest paid individuals

There were no Directors (2016: two), whose emolument is set out in the above, included in the five highest paid individuals of the Company. For the year ended 31 December 2017, five (2016: three) employees of the Company were as follows:

	2017 HK\$'000	2016 HK\$'000
Salaries, allowances and benefit-in-kind	803	254
Retirement benefit costs	46	17
	<b>849</b>	271

The number of employees whose remuneration fell within the following bands are as follows:

	Number of individuals	
	2017	2016
HK\$1,000,000 or below	5	3

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 10. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been provided for at the years ended 31 December 2017 and 2016 since the Company has no assessable profit arose in Hong Kong for both years.

The reconciliation between the income tax expense and the profit/(loss) before tax is as follows:

	<b>2017</b>	2016
	<b>HK\$'000</b>	HK\$'000
Profit/(loss) before tax	<b>37,005</b>	(54,172)
Tax at the statutory tax rate of 16.5% (2016: 16.5%)	<b>6,106</b>	(8,938)
Income not subject to tax	<b>(623)</b>	(525)
Expenses not deductible for tax	–	2,821
Utilisation of tax losses previously not recognised	<b>(5,483)</b>	–
Tax losses not recognised	–	6,642
Tax charge at the Company's effective tax rate	–	–

As at 31 December 2017, the Company had unused tax losses of approximately HK\$44,648,000 (2016: HK\$77,878,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit stream. The tax losses may be carried forward indefinitely. There were no other significant temporary differences arising during the year or at the end of the reporting period.

## 11. EARNINGS/(LOSS) PER SHARE

### Basic earnings/(loss) per share

The calculation of basic profit/(loss) per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of approximately HK\$37,005,000 (2016: loss of approximately HK\$54,172,000) and the weighted average number of ordinary shares of 12,801,578,629 (2016: 10,817,336,894) in issue during the year.

### Diluted earnings/(loss) per share

The computation of diluted earnings per share does not assume the exercise the Company's share options because the exercise price of those options was higher than the average market price for shares for 2017. For the year ended 31 December 2016, the effects of all potential ordinary shares are anti-dilutive.

## 12. DIVIDENDS

The Directors did not recommend the declaration of any dividend for the years ended 31 December 2017 and 2016.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 13. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvement HK\$'000	Office equipments HK\$'000	Furniture and fixtures HK\$'000	Yacht HK\$'000	Total HK\$'000
<b>COST</b>					
At 1.1.2016, 31.12.2016 and 31.12.2017	975	34	142	4,026	5,177
<b>ACCUMULATED DEPRECIATION</b>					
At 1.1.2016	964	34	140	4,026	5,164
Charge for the year	11	–	2	–	13
At 31.12.2016 and 31.12.2017	975	34	142	4,026	5,177
<b>CARRYING AMOUNT</b>					
At 31.12.2017	–	–	–	–	–
At 31.12.2016	–	–	–	–	–

## 14. AVAILABLE-FOR-SALE INVESTMENTS

	2017 HK\$'000	2016 HK\$'000
Unlisted securities, at cost		
Equity securities — Hong Kong	<b>382,164</b>	353,564
Less: Impairment	<b>(84,882)</b>	(84,882)
	<b>297,282</b>	268,682

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 14. AVAILABLE-FOR-SALE INVESTMENTS (Continued)

The unlisted securities are stated at cost less accumulated impairment loss as they do not have a quoted market price in an active market and their fair values cannot be reliably measured.

Particulars of the Company's available-for-sale investments as at 31 December 2017 are as follows:

Name of investee company	Place of incorporation	Number of issued and fully paid shares held by the Company	Number of shares issued in investee company	Proportion investee's capital	Principal activities	2017					2016	
						Cost	Impairment loss	Carrying amount	Dividend income received during the year	Dividend cover	Net assets attributable to the Company	Carrying amount
Blue Angel (H.K.) Limited ("Blue Angel HK")	Hong Kong	48,500 class B ordinary shares*	28,500 class A ordinary shares and 48,500 class B ordinary shares	63%	Investment holding (note i)	82,800	(82,800)	-	Nil (2016: nil)	N/A	-	-
United Crown Future Company Limited ("United Overseas")	BVI	1,621 class B ordinary shares*	1,200 class A ordinary shares and 1,877 class B ordinary shares	53%	Investment holding (note ii)	78,700	-	78,700	Nil (2016: nil)	N/A	100,933	78,700
Aesthetic Vision Limited ("Aesthetic")	Hong Kong	8,500 class B ordinary shares*	1,000 class A ordinary shares and 9,000 class B ordinary shares	85%	Investment holding (note iii)	78,349	-	78,349	Nil (2016: nil)	N/A	131,226	78,349
Topsun Creation Limited ("Topsun")	Hong Kong	2,710 class B ordinary shares*	690 class A ordinary shares and 3,310 class B ordinary shares	68%	Investment holding (note iv)	77,925	(1,318)	76,607	Nil (2016: nil)	N/A	97,260	76,607
Grand Far Sky Limited ("Grand Far Sky")	Hong Kong	5,400 (2016: 3,000) class B ordinary shares*	2,500 class A ordinary shares and 9,400 (2016: 7,000) class B ordinary shares	45%	Investment holding (note v)	64,390 (2016: 35,790)	(764)	63,626	Nil (2016: nil)	N/A	67,855	35,026
						<b>382,164</b>	<b>(84,882)</b>	<b>297,282</b>				<b>268,682</b>

\* The Class B shares rank pari passu with the Class A shares in all aspects except for their non-voting rights, Class B shares have no voting rights.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 14. AVAILABLE-FOR-SALE INVESTMENTS (Continued)

These companies are not treated as associates or subsidiaries because the Company is not in a position to control or exercise any significant influence over the financial and operating policies of these companies or to participate in their operations.

### Background information of the investee companies

Notes:

#### (i) **Blue Angel HK**

Blue Angel HK is incorporated in Hong Kong and is principally engaged in investment holding. The principal activities of Blue Angel HK's group has not been changed during the years 2017 and 2016.

In prior years, Blue Angel indirectly held 38.5% equity interest in a company which was established in the PRC, and was principally engaged in manufacturing and trading of 發光二極管芯片. This subsidiary was deregistered during the year ended 31 December 2009, and the investment cost of HK\$4,500,000 was impaired since year 2005.

The principal asset of Blue Angel HK is the direct 100% equity interest in a company established in the PRC, the Blue Angel (China) Company Limited\* (藍色天使 (中國) 有限公司) ("Blue Angel China").

With reference to the Company's announcements dated 16 November 2012, 22 November 2012, 26 November 2012, 1 December 2012 and 11 December 2012, the Company impaired the balance of the carrying amount of the investment of approximately HK\$78,300,000 in 2012 and charged to the profit or loss in the same year.

\* The English name is for identification purpose only

#### (ii) **United Overseas**

United Crown Future Company Limited ("United Overseas") is incorporated in British Virgin Islands and principally engaged in investment holding. The principal asset of United Overseas was directly holds 100% interest in a company incorporated in the PRC, of which is principally engaged in conducting research and development of energy-saving materials for walls. The principal activities and assets in United Overseas' group has not been changed during the years 2017 and 2016.

#### (iii) **Aesthetic**

Aesthetic is incorporated in Hong Kong and is principally engaged in investment holding. The principal asset of Aesthetic is the direct 100% equity interest in a company established in the PRC, which is principally engaged in manufacturing of LED lighting. Aesthetic, through the subsidiary, possesses of LED ergonomics technology with features including LED illuminant, appropriate light flux, free color temperature, healthy spectrum and compliance to ergonomics. The principal activities and assets in Aesthetic's group has not been changed during the years 2017 and 2016.

#### (iv) **Topsun**

Topsun is incorporated in Hong Kong and is principally engaged in investment holding. The principal asset of Topsun is the direct 100% equity interest in a company established in the PRC, which is principally engaged in conducting research and development, manufacturing and distribution of products applying the solar energy technology. A new energy battery is one of the major products of Topsun. This battery has the characteristics of high capacity, fully sealed and maintenance-free. Topsun is also planning to step into the industry of photovoltaic integration. The principal activities and assets in Topsun's group has not been changed during the years 2017 and 2016.

#### (v) **Grand Far Sky**

Grand Far Sky is incorporated in Hong Kong and is principally engaged in investment holding. The principal asset of Grand Far Sky is the direct 95% equity interest in a company established in the PRC, which is principally engaged in providing management of asset and funding platform to its customers, other third parties and the Company's long-term equity investment. The principal activities and assets in Grand Far Sky's group has not been changed during the years 2017 and 2016.

On 10 October 2017, an additional capital investment of approximately of HK\$28,600,000 was injected into Grand Far Sky.



# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 15. FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	2017 HK\$'000	2016 HK\$'000
<b>Financial assets at fair value through profit or loss</b>		
Equity securities, at fair value		
Listed in Hong Kong	923	84,085
Structured Products and derivatives, at fair value	6,267	–
	<b>7,190</b>	84,085
Current portion	<b>(923)</b>	(84,085)
	<b>6,267</b>	–
Non-current portion		

The fair values of the listed securities are based on current bid prices.

Structured products and derivatives represents investments linked to bonds and hedge funds which are matured in 2020 and 2021, respectively.

Particulars of the Company's investments are as follows:

Name of investee company	Notes	Number of shares held	Proportion of investee's capital owned	Cost HK\$'000	Market value HK\$'000	Unrealised holding losses HK\$'000	Dividend income received during the year HK\$'000	Net assets attributable to the investments HK\$'000
<b>At 31 December 2017</b>								
HSBC Holdings PLC ("HSBC")	1	8,000	less than 1%	780	640	(140)	–	587
China Resources Gas Group Ltd ("China Resources")	2	10,000	less than 1%	290	283	(7)	–	90
<b>At 31 December 2016</b>								
CK Hutchison Holdings Ltd ("CK Hutchison")		400,000	less than 1%	37,383	35,160	(2,223)	406	44,611
Modern Land (China) Co. Ltd ("Modern Land")		47,500,000	2.28%	71,500	48,925	(22,575)	2,711	109,186

Notes:

1. HSBC HOLDINGS PLC was incorporated in the England and its shares are listed on the Stock Exchange (stock code: 0005). The principal activities of HSBC are retail banking and wealth management, commercial banking, global banking and markets, and global private banking. For the six months period ended 30 June 2017, the unaudited consolidated profit was approximately of USD13,241,000,000 (equivalent to HKD102,713,526,567). At 30 June 2017, the unaudited consolidated net assets was approximately of USD195,786,000,000 (equivalent to HKD1,519,612,617,600).
2. CHINA RESOURCES GAS GROUP LTD. was incorporated in the Bermuda and its shares are listed on the Hong Kong Stock Exchange (stock code: 1193). The principal activities of China Resources are the sale and distribution of gas fuel and related products for residential, commercial and industrial use. For the six months period ended 30 June 2017, the unaudited consolidated profit was approximately of HKD2,114,477,000. At 30 June 2017, the unaudited consolidated net assets was approximately of HKD35,905,071,000.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 16. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2017 HK\$'000	2016 HK\$'000
Prepayments	1,061	1,034
Deposits	161	161
Cash held in securities account of securities companies	10,880	8,581
Other receivables ( <i>Note</i> )	102,821	3,900
	<b>114,923</b>	13,676

*Note:*

In 2015, the Company paid a refundable deposit of HK\$15,000,000 to China Culture Media International Holdings Limited ("China Culture") to acquire certain equity interest of its subsidiary. However, the potential acquisition is terminated and China Culture refused to refund the deposit. The Company took legal action against China Culture and Mr. Si Rongbin, the beneficial owner and guarantor of China Culture. Please refer to the Company's announcements dated 8 November 2015, 12 February 2016 and 15 March 2016 for details. As disclosed in the Company's announcement dated 21 July 2016, the High Court of HKSAR has delivered a final judgment and Mr. Si Rongbin was ordered to refund the deposit together with interest. As he did not follow the court judgement, the Company applied the High Court of HKSAR to issue a bankruptcy order to him ("Bankruptcy Application"). As per the announcement dated 6 March 2017, after the hearing of the Bankruptcy Application, the High Court of HKSAR judged that a bankruptcy order has been issued to Mr. Si Rongbin because he has no grounds to object to the Bankruptcy Application. The deposit was fully impaired during the year ended 31 December 2016. As per the announcement dated 14 December 2017, since China Culture was placed in liquidation on 9 May 2016, the liquidators of China Culture have taken actions to recover assets, including but not limited to, the participation in the Scheme of Arrangement between Asia Television Limited and its Scheme creditors. As at the date of this report, no deposit has been refunded by him.

Included in the other receivable is an amount of HK\$ HK\$100,000,000 arising from the sales of derivative financial asset. The amount is subsequently settled after the end of the reporting period.

## 17. CASH AND CASH EQUIVALENTS

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term deposits during the year are made for various periods from 1 day to 1 month depending on the immediate cash requirements of the Company and earn interest at respective short term time deposits rates. The carrying amount of the cash and cash equivalent approximate to their fair value.

At the end of the reporting period, the bank and cash balances of the Company denominated in RMB amounted to approximately RMB70,000 (2016: approximately RMB70,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 18. OTHER PAYABLES AND ACCRUALS

	2017 HK\$'000	2016 HK\$'000
Accruals	<b>890</b>	626

## 19. SHARE CAPITAL

	2017 HK\$'000	2016 HK\$'000
Authorised:		
100,000,000,000 ordinary shares of HK\$0.01 each (2016: 15,000,000,000 ordinary shares of HK\$0.01 each) (Note 19(b))	<b>1,000,000</b>	150,000
Issued and fully paid:		
12,801,578,629 ordinary shares of HK\$0.01 each (2016: 12,801,578,629 ordinary shares of HK\$0.01 each)	<b>128,016</b>	128,016

A summary of the movements in the issued share capital of the Company is as follows:

	Number of shares '000	Amount HK\$'000
At 1 January 2016	8,514,386	85,144
Open offer (Note 19(a))	4,267,193	42,672
Exercise of share options (Note 21)	20,000	200
At 31 December 2016 and 31 December 2017	<b>12,801,579</b>	<b>128,016</b>

Notes:

- (a) On 20 June 2016, a total of 4,267,192,876 ordinary shares of HK\$0.01 each was allotted and issued to the qualifying shareholders of the Company on the basis of one offer share for every two shares held on 24 May 2016, at a subscription price of HK\$0.05 per share. Upon completion of the open offer, the premium on the issue of shares amounting to approximately HK\$163,320,000, net of share issue expenses of approximately HK\$7,368,000, was credited to the Company's share premium account.
- (b) At the annual general meeting of the Company held on 21 June 2017, the increase in the authorised share capital to HK\$1,000,000,000 divided into 100,000,000,000 shares was duly passed as ordinary resolutions of the Company.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 19. SHARE CAPITAL *(Continued)*

### Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the two years ended 31 December 2017 and 2016.

## 20. RESERVES

### (i) Share premium account

Pursuant to the Companies Law of the Cayman Islands and the Company's Articles of Association, the share premium of the Company is distributable to the equity holders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

### (ii) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 3 to the financial statements.

## 21. SHARE OPTIONS

Pursuant to an annual general meeting of the Company held on 22 May 2014 and the Stock Exchange granting approval of the listing of and permission to deal in the shares to be issued under the share option scheme (the "Scheme") on 4 June 2014, the Company adopted the Scheme for the purpose of providing incentive to directors, employees and consultants. Unless or otherwise cancelled, amended or expire, the Scheme will be expired on 3 June 2024.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue, or if such 10% limit is refreshed, the maximum aggregate number of shares which may be issued upon the exercise of all outstanding options grant and yet to be exercised under the Scheme must not exceed 30% of the total number of shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then issue, without prior approval from the Company's shareholders. Each grant of options to any director, chief executive or substantial shareholder must be approved by independent non-executive directors. Where any grant of options to a substantial shareholder or any of their respective associates would result in the shares of the Company issued and to be issued upon exercise of options already granted and to be granted in excess of HK\$5,000,000 in the 12 month period up to the date of grant, then the grant must be approved in advance by the Company's shareholders.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 21. SHARE OPTIONS (Continued)

A consideration of HK\$1 shall be paid to the Company upon acceptance of the grant. Options may be exercised in accordance with the terms of the Scheme at any time during a year to be determined and notified by the directors of the Company, which period may not expire earlier than 3 years and later than 10 years from the date of grant of the option subject to the provisions for early termination thereof.

The exercise price is determined by the directors of the Company, and will not be less than the higher of closing price of the Company's shares on the date of grant, and the average closing price of the shares for the five business days immediately preceding the date of grant.

Details of the options granted under the Scheme and outstanding at 31 December 2017 and 2016 are as follows:

Grantee	Date of grant	Exercise period	Number of share options				Exercise price per share option HK\$	
			Outstanding	Granted	Expired	Exercised		Outstanding
			as at 1 January 2017					as at 31 December 2017
<b>Directors</b>								
Xiang Xin	6 July 2014	6 July 2014 to 5 July 2024	<b>60,394,737</b>	-	-	-	<b>60,394,737</b>	<b>0.0497</b>
Li Zhou	6 July 2014	6 July 2014 to 5 July 2024	<b>20,131,579</b>	-	-	-	<b>20,131,579</b>	<b>0.0497</b>
Jook Chun Kui Raymond	6 July 2014	6 July 2014 to 5 July 2024	<b>30,197,368</b>	-	-	-	<b>30,197,368</b>	<b>0.0497</b>
Sun Kuan Chi	6 July 2014	6 July 2014 to 5 July 2024	<b>30,197,368</b>	-	-	-	<b>30,197,368</b>	<b>0.0497</b>
David Wang Xin	6 July 2014	6 July 2014 to 5 July 2024	<b>30,197,368</b>	-	-	-	<b>30,197,368</b>	<b>0.0497</b>
Zang Hong Liang	6 July 2014	6 July 2014 to 5 July 2024	<b>20,131,579</b>	-	-	-	<b>20,131,579</b>	<b>0.0497</b>
Lee Wing Hang	6 July 2014	6 July 2014 to 5 July 2024	<b>30,197,368</b>	-	-	-	<b>30,197,368</b>	<b>0.0497</b>
			<b>221,447,367</b>	-	-	-	<b>221,447,367</b>	
<b>Others</b>	6 July 2014	6 July 2014 to 5 July 2024	<b>318,078,949</b>	-	-	-	<b>318,078,949</b>	<b>0.0497</b>
			<b>539,526,316</b>	-	-	-	<b>539,526,316</b>	

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 21. SHARE OPTIONS (Continued)

Grantee	Date of grant	Exercise period	Number of share options				Exercise price per share option HK\$	
			Outstanding as at 1 January 2016	Granted during the year	Adjusted upon open offer on 20 June 2016	Exercised during the year		Outstanding as at 31 December 2016
<b>Directors</b>								
Xiang Xin	6 July 2014	6 July 2014 to 5 July 2024	60,000,000	–	394,737	–	60,394,737	0.0497
Li Zhou	6 July 2014	6 July 2014 to 5 July 2024	20,000,000	–	131,579	–	20,131,579	0.0497
Jook Chun Kui Raymond	6 July 2014	6 July 2014 to 5 July 2024	30,000,000	–	197,368	–	30,197,368	0.0497
Sun Kuan Chi	6 July 2014	6 July 2014 to 5 July 2024	30,000,000	–	197,368	–	30,197,368	0.0497
David Wang Xin	6 July 2014	6 July 2014 to 5 July 2024	30,000,000	–	197,368	–	30,197,368	0.0497
Zang Hong Liang	6 July 2014	6 July 2014 to 5 July 2024	20,000,000	–	131,579	–	20,131,579	0.0497
Lee Wing Hang	6 July 2014	6 July 2014 to 5 July 2024	30,000,000	–	197,368	–	30,197,368	0.0497
			220,000,000	–	1,447,367	–	221,447,367	
<b>Others</b>	6 July 2014	6 July 2014 to 5 July 2024	336,000,000	–	2,078,949	(20,000,000)	318,078,949	0.0497
			556,000,000	–	3,526,316	(20,000,000)	539,526,316	

Notes:

- (a) There was no (2016: 20,000,000) share options exercised during the year ended 31 December 2017. On 20 June 2016, the exercise price and number of share options have been adjusted from HK\$0.05 to HK\$0.0497, and from 536,000,000 shares to 539,526,316 shares, respectively, as a result of the open offer. Further details of the open offer are set out in note 19(a) to the financial statements.
- (b) The weighted average share price at the date of exercise for share options exercised during the year was HK\$0.076 (2016: HK\$0.076).

## 22. NET ASSET VALUE PER SHARE

As at 31 December 2017 and 2016, the net asset value per share of the Company was HK\$0.05 and HK\$0.05, respectively. The calculation of net asset value per share is based on the net asset value of the Company as at 31 December 2017 of approximately HK\$673,806,000 (2016: HK\$636,801,000) and 12,801,578,629 (2016: 12,801,578,629) ordinary shares in issue at the end of each reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 23. COMMITMENTS

### Lease commitments

As at 31 December 2017, the total future minimum lease payments of the Company under non-cancellable operating leases are payable as follows:

	<b>2017</b>	2016
	<b>HK\$'000</b>	HK\$'000
Future aggregate minimum lease payments under operating leases in respect of land and buildings and motor vehicles:		
— within one year	<b>960</b>	480
— In the second to fifth years inclusive	<b>1,440</b>	–
	<b>2,400</b>	480

Operating lease payments represent rentals payable by the Company for its offices and motor vehicles. Leases are negotiated for an average term of 3 years and rentals are fixed over the lease terms and do not include contingent rentals.

## 24. RELATED PARTY TRANSACTIONS

- (i) Save as those disclosed elsewhere in the financial statements, the Company had the following material transactions with related parties and China Everbright Securities (HK) Limited during the year:

	<i>Notes</i>	<b>2017</b>	2016
		<b>HK\$'000</b>	HK\$'000
Investment management fee paid to China Everbright Securities (HK) Limited ("CES")	<i>(a)</i>	<b>480</b>	480
Rental expenses paid to New Era Group (China) Limited ("NEG")	<i>(b)</i>	<b>960</b>	960
Rental deposit paid to NEG	<i>(b)</i>	<b>160</b>	160

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 24. RELATED PARTY TRANSACTIONS (Continued)

(i) (Continued)

Notes:

- (a) The Company entered into an investment management agreement with CES for a period of three years commencing from 1 June 2003 in consideration of a payment of a fee calculated at 0.25% per annum of the net asset value of the Company as at the last dealing date on the Stock Exchange in each calendar month or such other valuation date as considered appropriate by the Board and payable on a monthly basis on a business date immediately after each valuation date. The agreement is renewed automatically for a period of three years upon expiry unless a written notice of termination by either party for not less than 3 months is served.

In addition, CES is entitled to a bonus fee equivalent to 10% of the audited profit before tax of each financial year of the Company payable on the business date immediately after the publication of the Company's final audited result for the year. On 23 October 2007, a First Supplemental Agreement was entered into between the Company and CES whereas the service fee was fixed at HK\$300,000 per annum by a monthly payment of HK\$25,000 ("Investment Management Fee") and the annual bonus was maximised to HK\$1,000,000 with effect from 1 January 2008. CES is regarded as a connected person of the Company for the purpose of the Listing Rules. Mr. Chan Cheong Yee, a director of the Company, is the authorised representative of CES.

On 28 February 2012, the Company and CES entered into of the Second Supplemental Agreement which lasts for 3 years commenced with effect from 20 May 2013 and shall terminate on 19 May 2015. Pursuant to this agreement, the Investment Management Fee is increased to HK\$960,000 per annum with effect from 20 May 2012, and payable monthly by the Company to CES at HK\$80,000 per month. Furthermore, it was agreed that the Company and CES shall not terminate the Agreement (as amended by the First Supplemental Agreement and the Second Supplemental Agreement) within the twelve months commencing from 20 May 2012.

On 19 December 2013, the Company and CES entered into of the Third Supplemental Agreement. Pursuant to this agreement, the Investment Management Fee is separated into two portions. The fixed portion of HK\$480,000 per annum with effect from 1 January 2014, and payable monthly by the Company to CES at HK\$40,000 per month. Another portion of HK\$480,000 per annum was liable only when the audited profit before tax of each financial year of the Company reaches HK\$480,000 and payable on the business date immediately after the publication of the Company's final audited result for the year. The Third Supplemental Agreement is a memorandum of the Second Supplemental Agreement and only revised the payment method as compared with the Second Supplemental Agreement. Therefore, the Company entered into the Third Supplemental Agreement did not represent a new connected transaction.

On 19 May 2015, the Company and CES entered into of the Fourth Supplemental Agreement which renewed the Third Supplemental Agreement and lasts for 3 years commenced with effect from 20 May 2015 to 19 May 2018. The terms and conditions are the same as disclosed in the Third Supplemental Agreement.

- (b) The Company entered into a tenancy agreement (the "Tenancy Agreement") with NEG, a company of which Mr. Xiang Xin, a director of the Company has control, for the occupancy of an office premises for a 3 years term commenced from 1 July 2008 with rent-free period from 1 July 2008 to 31 August 2008. Pursuant to the Tenancy Agreement, the Company shall pay a deposit of HK\$160,000 and a monthly rental of HK\$80,000 to NEG. The deposit was included in deposit and prepayment in the statement of financial position. During the year ended 31 December 2011, the Tenancy Agreement had been renewed for further 3 years commenced from 1 July 2011. On 1 January 2014, the Tenancy Agreement had been renewed further 3 years commenced from 1 July 2014 with the same terms and conditions. On 5 May 2017, the Tenancy Agreement had been further extended a 36 months commencing from 1 July 2017 with the same terms and conditions.

(ii) Compensation of key management personnel of the Company:

	<b>2017</b>	2016
	<b>HK\$'000</b>	HK\$'000
Short term employee benefits	<b>210</b>	281



# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 25. FINANCIAL INSTRUMENTS BY CATEGORY

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

### 31 December 2017

#### Financial assets

	Loans and receivables HK\$'000	Financial assets at fair value through profit or loss HK\$'000	Available- for-sale financial assets HK\$'000	Total HK\$'000
Available-for-sale investments	–	–	297,282	297,282
Financial assets at fair value through profit or loss	–	7,190	–	7,190
Financial assets included in prepayments, deposits and other receivables	113,862	–	–	113,862
Cash and bank balances	255,301	–	–	255,301
	<b>369,163</b>	<b>7,190</b>	<b>297,282</b>	<b>673,635</b>

#### Financial liabilities

	Financial liabilities at amortised cost HK\$'000	Total HK\$'000
Financial liabilities included in other payables and accruals	890	890

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 25. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

### 31 December 2016

#### Financial assets

	Loans and receivables HK\$'000	Financial assets at fair value through profit or loss HK\$'000	Available- for-sale financial assets HK\$'000	Total HK\$'000
Available-for-sale investments	–	–	268,682	268,682
Financial assets at fair value through profit or loss	–	84,085	–	84,085
Financial assets included in prepayments, deposits and other receivables	12,642	–	–	12,642
Cash and bank balances	270,984	–	–	270,984
	283,626	84,085	268,682	636,393

#### Financial liabilities

	Financial liabilities at amortised cost HK\$'000	Total HK\$'000
Financial liabilities included in other payables and accruals	626	626

## 26. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## 26. FAIR VALUE MEASUREMENTS (Continued)

The Company's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

### (a) Disclosures of level in fair value hierarchy at 31 December 2017 and 2016:

Description	Fair value measurements using:		Total 2017 HK\$
	Level 1 HK\$	Level 2 HK\$	
<b>Recurring fair value measurements:</b>			
Financial assets at fair value through profit or loss			
Listed securities in Hong Kong	923	–	923
Derivatives	–	6,267	6,267
<b>Total recurring fair value measurements</b>	<b>923</b>	<b>6,267</b>	<b>7,190</b>
Description	Fair value measurements using:		Total 2016 HK\$
	Level 1 HK\$	Level 2 HK\$	
<b>Recurring fair value measurements:</b>			
Financial assets at fair value through profit or loss			
Listed securities in Hong Kong	84,085	–	84,085

The Company's derivative financial assets are measured at fair value for financial reporting purposes. The Company engaged external valuation experts with recognised professional qualifications and recent experience to perform the valuation by using Monte Carlo Method.

### Level 2 fair value measurements as at 31 December 2017

Description	Valuation technique	Inputs	Fair value
Derivatives – call warrant European style	Monte Carlo Method	PIMCO Funds Global Investors Series plc – Income Fund  Discount rate	Approximately HKD3,519,000
Derivative – call warrant European style	Monte Carlo Method	Jupiter Global Fund – Dynamic Bond  Discount rate	Approximately HKD2,748,000

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

## **27. CONTINGENT LIABILITIES**

The Company did not have any significant contingent liabilities at 31 December 2017 and 2016.

## **28. APPROVAL OF FINANCIAL STATEMENTS**

These financial statements were approved and authorised for issue by the Board of Directors on 16 March 2018.

# FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Company for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate, is set out below.

## RESULTS

	For the years ended 31 December				
	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000
REVENUE	<b>49,321</b>	(27,251)	14,903	2,011	(434)
Profit/(loss) before tax	<b>37,005</b>	(54,172)	(138)	(15,913)	(9,014)
Income tax	-	-	-	-	-
Profit/(loss) for the year attributable to owners of the Company	<b>37,005</b>	(54,172)	(138)	(15,913)	(9,014)

## ASSETS AND LIABILITIES

	As at 31 December				
	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000
Total assets	<b>674,696</b>	637,427	484,197	307,083	310,966
Total liabilities	<b>(890)</b>	(626)	(216)	(13,155)	(13,280)
Net assets	<b>673,806</b>	636,801	483,981	293,928	297,686