



PROSPERITY INVESTMENT HOLDINGS LIMITED  
嘉進投資國際有限公司

Stock Code 股份代號: 0310.HK

# 2017

年報  
ANNUAL REPORT





# Contents 目錄

2	Corporate Information 公司資料
4	Chairman's Statement 主席報告書
5	Management Discussion 管理層論述
10	Directors' Report 董事會報告
22	Corporate Governance Report 企業管治報告
32	Environmental, Social and Governance Report 環境、社會及管治報告
37	Independent Auditor's Report 獨立核數師報告
44	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表
45	Consolidated Statement of Financial Position 綜合財務狀況表
46	Consolidated Statement of Changes in Equity 綜合權益變動表
47	Consolidated Statement of Cash Flows 綜合現金流量表
48	Notes to the Consolidated Financial Statements 綜合財務報表附註
102	Financial Summary 財務概要
103	Glossary 詞彙



## EXECUTIVE DIRECTOR

CHENG Hairong (*Chairman and Managing Director*)

## NON-EXECUTIVE DIRECTOR

LAU Tom Ko Yuen (*Deputy Chairman*)

## INDEPENDENT NON-EXECUTIVE DIRECTORS

FENG Nien Shu  
LUI Siu Tsuen, Richard  
WONG Lai Kin, Elsa

## AUDIT COMMITTEE

LUI Siu Tsuen, Richard (*Chairman*)  
FENG Nien Shu  
WONG Lai Kin, Elsa

## REMUNERATION COMMITTEE

FENG Nien Shu (*Chairman*)  
LAU Tom Ko Yuen  
LUI Siu Tsuen, Richard

## NOMINATION COMMITTEE

CHENG Hairong (*Chairman*)  
FENG Nien Shu  
WONG Lai Kin, Elsa

## COMPANY SECRETARY

YAU Wing Yiu

## AUDITOR

Deloitte Touche Tohmatsu

## PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Bank of East Asia, Limited

## 執行董事

成海榮(主席兼董事總經理)

## 非執行董事

劉高原(副主席)

## 獨立非執行董事

鄧念叔  
呂兆泉  
黃麗堅

## 審核委員會

呂兆泉(主席)  
鄧念叔  
黃麗堅

## 薪酬委員會

鄧念叔(主席)  
劉高原  
呂兆泉

## 提名委員會

成海榮(主席)  
鄧念叔  
黃麗堅

## 公司秘書

邱榮耀

## 核數師

德勤•關黃陳方會計師行

## 主要往來銀行

中國銀行(香港)有限公司  
東亞銀行有限公司

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 2701  
Shui On Centre  
6–8 Harbour Road  
Wanchai  
Hong Kong

## 總辦事處兼主要營業地點

香港  
灣仔  
港灣道6–8號  
瑞安中心  
2701室

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

## 香港股份過戶登記處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心22樓

## WEBSITE

[www.irasia.com/listco/hk/prosperityinv/index.htm](http://www.irasia.com/listco/hk/prosperityinv/index.htm)

## 網址

[www.irasia.com/listco/hk/prosperityinv/index.htm](http://www.irasia.com/listco/hk/prosperityinv/index.htm)

## STOCK CODE

Hong Kong Stock Exchange: 310

## 股份代號

香港聯交所：310



# Chairman's Statement 主席報告書

Dear Shareholders,

2017 is full of excitement. The stock market burst into record high and the Group had completed the disposal of Yantai Juli with after-tax profit of approximately HK\$31 million.

Same as previous years, 2018 should also be a year of uncertainty. Occurrence of certain events as mentioned in the management discussion may lead to the downturn of the worldwide economy which in turn affect business and profitability of the Group.

Bear in mind with this, we will continue with our cautious in assessing and investing in potential investments.

Taking this opportunity, I would like to express my warmest thanks to your support.

**Cheng Hairong**

*Chairman*

Hong Kong, 28 March 2018

尊敬的股東：

2017年令人非常興奮。股市創出新高，而本集團亦完成出售煙台巨力，除稅後溢利約為31,000,000港元。

與過往年度相同，2018年依然會充滿不確定性。管理層論述中提及所發生的若干事件可能導致全球經濟下滑，繼而影響本集團之業務及盈利能力。

我們將此牢記於心，並會繼續為潛在投資進行謹慎評估及投資。

趁此機會，本人謹此對閣下的支持致以衷心謝意。

主席

成海榮

香港，2018年3月28日

## BUSINESS REVIEW

### Market Review

Same as our anticipation in the annual report of 2016, there was a bullish market in the first half of the Year. The bullish market continued in the second half of the Year. One of the major reason for the boost of the stock market was the significant influx of fund from PRC through the Shanghai Stock Connect and Shenzhen Stock Connect.

The anticipated major “dark side” events, being the policies of the USA under the newly elected president, increase in interest rate of the USA and the effect of Brexit, did not affect much the stock market which also push the market upward.

### Operational Review

During the Year, the Group continued its investment activities in both listed and unlisted investments and other related financial assets.

As mentioned in the market review above, the stock market went upward during the Year. The Group followed this upward trend and disposed certain held-for-trade and available-for-sale listed equity securities during the Year. Although held-for-trade listed equity securities portfolio still incurred realised and unrealised fair value loss, the loss was significantly lower than that of Year 2016.

The Group disposed of its investment in Yantai Juli, a fully impaired unlisted equity securities held under available-for-sale investments, during the Year. Please refer to the financial review section below for the financial impact of this disposal. Other than this disposal, the Group did not have any other disposal or new investment in unlisted equity securities during the Year.

In order to better utilise the resources, the Group used margin financing provided by a securities broker for investment in listed equity securities during the Year.

## 業務回顧

### 市場回顧

與我們在2016年年報中的預期相同，本年度上半年市場向好。本年度下半年市場持續向好。股市上揚的主要原因之一是來自中國的大量資金通過滬港通及深港通湧入。

預期的主要「負面」事件（即美國在新當選總統下的政策、美國利率提高及英國脫歐）並未對股市造成太多影響，並推動市場走好。

### 經營回顧

本年度內，本集團繼續其於上市及非上市投資及其他相關財務資產的投資活動。

誠如上文市場回顧所述，股市在本年度上漲。本集團於本年度跟隨此上升趨勢及出售若干持作買賣及可供出售上市股本證券。儘管持作買賣上市股本證券投資組合仍產生已變現及未變現公平值虧損，惟虧損明顯低於2016年年度。

於本年度，本集團出售其於煙台巨力的投資，該投資為於可供出售投資項下持有的悉數減值非上市股本證券。有關該出售事項的財務影響，請參閱下文財務回顧部分。除該出售事項外，本集團於本年度並無任何其他出售或新投資於非上市股本證券。

為更有效利用資源，本集團於本年度使用證券經紀提供的孖展融資以投資於上市股本證券。



## FINANCIAL REVIEW

### Results for the Year

The Group reported a profit after tax of approximately HK\$0.20 million for the Year (loss of approximately HK\$43 million for Year 2016) mainly due to the following reasons:

- (i) the recognition of an after-tax profit of approximately HK\$31 million upon the completion of disposal of Yantai Juli in December 2017; and
- (ii) a loss of approximately HK\$13 million arose from the realised loss and unrealised fair value change of held-for-trading listed equity securities for the Year, as compared with that of approximately HK\$26 million for the Year 2016 which was caused by the fluctuation of the stock market.

### Turnover

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Gross proceeds from disposal of held-for-trading listed equity securities	出售持作買賣上市股本證券之所得款項總額	50,916	11,785
Dividend income	股息收入	4,808	7,215
		<b>55,724</b>	19,000

As mentioned in the business review section above, the Group increased its investing activities in listed equity securities and hence the gross proceeds from the disposal of held-for-trading listed equity securities increased when compared with that of Year 2016.

### Gain on disposal of Yantai Juli

During the Year, the Group disposed of its investment in Yantai Juli, a fully impaired unlisted equity securities held under available-for-sale investments. The gain on disposal is as follows:

		HK\$'000 千港元
Disposal proceed after deduction of expenses	扣除開支後出售所得款項	31,419
PRC withholding tax	中國預扣稅	(797)
After-tax profit on disposal	出售之除稅後溢利	30,622

Please refer to the circular of the Company dated 21 November 2017 for details of the disposal.

## 財務回顧

### 本年度業績

本集團於本年度錄得除稅後溢利約200,000港元(2016年年度虧損約為43,000,000港元)，主要由於以下原因：

- (i) 於2017年12月完成出售煙台巨力後確認除稅後溢利約31,000,000港元；及
- (ii) 本年度持作買賣上市股本證券的已變現虧損及未變現公平值變動產生虧損約13,000,000港元，而2016年年度則由於股市波動而產生虧損約26,000,000港元。

### 營業額

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Gross proceeds from disposal of held-for-trading listed equity securities	出售持作買賣上市股本證券之所得款項總額	50,916	11,785
Dividend income	股息收入	4,808	7,215
		<b>55,724</b>	19,000

誠如上文業務回顧部分所述，本集團上市股本證券的投資活動增加，因此出售持作買賣上市股本證券的所得款項總額較2016年年度有所增加。

### 出售煙台巨力的收益

於本年度，本集團出售其於煙台巨力的投資，煙台巨力為可供出售投資項下持有的悉數減值非上市股本證券。出售收益如下：

		HK\$'000 千港元
Disposal proceed after deduction of expenses	扣除開支後出售所得款項	31,419
PRC withholding tax	中國預扣稅	(797)
After-tax profit on disposal	出售之除稅後溢利	30,622

出售事項的詳情請參閱本公司日期為2017年11月21日的通函。

### Fair value loss on held-for-trading investments

The realised and unrealised fair value loss of approximately HK\$13 million on held-for-trading listed equity securities includes approximately HK\$10 million realised loss from the disposal of held-for-trading listed equity securities during the Year.

### Impairment loss on available-for-sale investments

Due to the decrease in fair value of available-for-sale investments during the Year, impairment loss of approximately HK\$2 million was made for the investments in ITC Properties Group Limited and PYI Corporation Limited.

### Liquidity and Financial Resources

At Year End Date, the Group had cash and cash equivalents of approximately HK\$24,454,000 (2016: HK\$8,153,000).

In order to better utilise the resources, the Group used margin loan provided by a securities broker for the investments in listed equity securities during the Year. The margin loan of HK\$51,099,000 (2016: nil) has no determined maturity date and is subject to interest specified from time to time by the securities broker. The maximum amount of the margin loan granted by the securities broker depends on the market value of assets pledged with the securities broker. Details of the margin loan are set out in note 21 to the consolidated financial statements.

### Gearing ratio

The gearing ratio (total liabilities/total assets) at Year End Date was 15.65% (2016: 1.37%).

### Capital structure

Shareholders' fund, internal resources and margin financing from a securities broker were used in funding the investment and operating activities of the Group.

Details of the margin financing is set out in note 21 to the consolidated financial statements.

### 持作買賣投資之公平值虧損

持作買賣上市股本證券的已變現及未變現公平值虧損約為13,000,000港元，包括本年度出售持作買賣上市股本證券的已變現虧損約10,000,000港元。

### 可供出售投資的減值虧損

由於本年度的可供出售投資的公平值有所下跌，故於德祥地產集團有限公司及保華集團有限公司的投資已作出減值虧損約2,000,000港元。

### 流動資金及財務資源

於年結日，本集團有現金及等值現金項目約為24,454,000港元(2016年：8,153,000港元)。

為更善用資源，本集團於本年度內已動用由一名證券經紀提供的孖展貸款，以投資於上市股本證券。51,099,000港元(2016年：無)的孖展貸款並無釐定到期日，並須按證券經紀不時指定的利率計息。證券經紀所授出的孖展貸款上限乃取決於向證券經紀質押資產的市值。孖展融資之詳情載於綜合財務報表附註21。

### 資本負債比率

於年結日的資本負債比率(總負債/總資產)為15.65%(2016年：1.37%)。

### 資本架構

股東資金、內部資源及證券經紀孖展融資用於撥付本集團投資及經營活動之資金。

孖展融資之詳情載於綜合財務報表附註21。





## OUTLOOK

The stock market fluctuates significantly at the start of year 2018. The fluctuation was mainly due to the following reasons:

- i. the influx and retreat of funds from PRC;
- ii. the policies of the USA under the current president; and
- iii. the continuous recovery of the USA economy increased the possibility in speeding up the increase in interest rate of USA

It is anticipated that the above factors will cover the entire year of 2018 and the stock market will fluctuate significantly. The speeding up of the increase in interest rate of USA may also lead to the burst of the asset bubble which in turn lead to the downturn of the worldwide economy.

With the above anticipation, same as previous years, the Group will be cautious in its investment in both listed and unlisted investments in the year of 2018.

## OTHER INFORMATION

### Significant Investments

Significant investments of the Group are set out in note 24 to the consolidated financial statements.

The investment objective of the Group is to enhance the corporate value to the Shareholders. The strategy of the Group is to identify and invest in both listed and unlisted investments with potential of growth within their industries. In identifying potential investment, the Group will consider its business segment, operation, current value and the potential of going public. Currently, the Group has no specific industry focus on potential investment.

### Charges on assets

Charges on assets of the Group are set out in note 21 to the consolidated financial statements.

### Litigation

There was no outstanding litigation as at Year End Date.

## 展望

股市於2018年年初大幅波動，波動主要由於以下原因所致：

- i. 中國資金流入及撤出；
- ii. 美國在其現任總統下的政策；及
- iii. 美國經濟持續復甦增加美國加快提升利率的可能性

預測上述因素將涵蓋2018年全年，且股市將大幅波動。美國加快提高利率亦可能導致資產泡沫爆破，繼而導致全球經濟下滑。

基於以上預期，與往年相同，本集團於2018年將會以審慎態度在上市及非上市投資作出投資。

## 其他資料

### 重大投資

本集團的重大投資載於綜合財務報表附註24。

本集團的投資目標是為股東提升企業的價值。本集團的策略是識別及投資於其行業內具有發展潛力的上市及非上市投資。在識別潛在投資時，本集團將考慮其業務分部、營運、現值及上市潛力。目前，本集團於潛在投資上並無特定行業重點。

### 資產抵押

本集團之資產抵押情況載列於綜合財務報表附註21。

### 法律訴訟

於年結日概無尚未了結之法律訴訟。

## Contingent liabilities

There were no contingent liabilities as at Year End Date.

## Exposure to Fluctuations in Exchange Rates and Related Hedges

During the Year, certain investments, cash and bank balances, other receivables and loan to an associate of the Group were denominated in HK\$, USD and RMB. Since HK\$ is pegged to USD, significant exposure is not expected in USD transactions and balances. At Year End Date, there is an other receivable of approximately HK\$32 million arise from the disposal of an available-for-sale investment which is denominated in RMB. If the exchange rate of RMB against HK\$ has been 5% appreciates/depreciates, the pre-tax profit for the Year would increase/decrease by approximately HK\$1,615,000 respectively. Subsequent to the Year End Date, the other receivable of HK\$32 million has been settled and translated into HK\$.

The Group does not have foreign exchange hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

## Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

During the Year, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures.

## Major Customers and Suppliers

Due to the business nature, the Group has no major customer and supplier.

## Employee and Remuneration Policies

At Year End Date, the Group had 5 employees and 5 Directors. Remuneration policies for the employees and the Directors are reviewed by the Group in accordance with the market situation and their performance from time to time. Remuneration Committee will meet at least once a year to review the remuneration policy and package of Directors and senior management of the Group. No Director or executive is involved in dealing his/her own remuneration. In addition to salary payments, the Group has participated in the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Pursuant to the MPF Scheme and the policy of the Group, the Group and its employees are each making contributions to the MPF Scheme at 5% of their monthly relevant income. Forfeited contribution can be used to reduce future contribution of the Group. There was no forfeited contribution during the Year.

## 或然負債

於年結日概無或然負債。

## 匯率波動風險及相關對沖

本年度，本集團之若干投資、現金及銀行結餘、其他應收款項及聯營公司貸款以港元、美元及人民幣計值。由於港元與美元掛鈎，預期以美元計值之交易及結餘將不會面對重大風險。於年結日，出售可供出售投資所產生之其他應收款項約32,000,000港元以人民幣計值。倘人民幣兌港元匯率升值／貶值5%，則本年度除稅前溢利將分別增加／減少約1,615,000港元。年結日後，其他應收款項32,000,000港元已獲結算並換算至港元。

本集團並無外匯對沖政策。然而，管理層監控外匯風險，並於有需求時考慮對沖重大外幣風險。

## 重大收購及出售附屬公司、聯營公司及合營企業

本年度，本集團並無任何重大收購及出售附屬公司、聯營公司及合營企業。

## 主要客戶及供應商

由於業務性質，本集團並無主要客戶及供應商。

## 僱員及薪酬政策

於年結日，本集團有5名僱員及5名董事。僱員及董事之薪酬政策經本集團不時根據市況及彼等之表現進行審閱。薪酬委員會將至少每年舉行一次會議，以審閱董事及本集團高級管理層的薪酬政策及待遇。概無董事或行政人員參與釐定其本身之薪酬。除薪酬支出外，本集團已參與強積金計劃。強積金計劃之資產在獨立信託人控制之基金下與本集團之資產分開持有。根據強積金計劃及本集團之政策，本集團及其僱員各自按彼等每月之相關收入向強積金計劃作出5%之供款。沒收之供款可用作減少本集團未來之供款。本年度並無沒收供款。



The Directors present their annual report and the audited consolidated financial statements for the Year.

董事謹此提呈本年度之年報及經審核綜合財務報表。

## PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 28 to the consolidated financial statements.

## 主要業務

本公司為一間投資控股公司，其主要附屬公司之業務載於綜合財務報表附註28。

Discussion and analysis of the Group's activities can be found in the Management Discussion of this annual report which form part of this directors' report.

對本集團業務的論述及分析載於本年報管理層論述內，其組成本董事會報告的一部分。

## RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 44.

## 業績及分配

本集團本年度之業績載於第44頁之綜合損益及其他全面收益表。

The Directors do not recommend the payment of a dividend.

董事不建議派發股息。

## SHARE CAPITAL

There were no movements in the share capital of the Company during the Year. Details of the share capital of the Company are set out in note 22 to the consolidated financial statements.

## 股本

本年度，本公司股本並無變動。本公司之股本詳情載於綜合財務報表附註22。

## PLANT AND EQUIPMENT

Details of movements during the Year in plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

## 廠房及設備

本集團廠房及設備於本年度之變動詳情載於綜合財務報表附註14。

## DONATIONS

During the Year, the Group made charitable donations amounted to HK\$60,000 (2016: HK\$40,000).

## 捐款

於本年度，本集團作出慈善捐獻60,000港元（2016年：40,000港元）。

## DIRECTORS

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

### Executive Director

Mr. CHENG Hairong (*Chairman and Managing Director*)

### Non-Executive Director

Mr. LAU Tom Ko Yuen (*Deputy Chairman*)

### Independent Non-Executive Directors

Mr. FENG Nien Shu

Mr. LUI Siu Tsuen, Richard

Ms. WONG Lai Kin, Elsa

In accordance with the Company's Bye-Laws, Mr. Lui Siu Tsuen, Richard and Mr. Feng Nien Shu shall retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management are as follows:

### Executive Director

**Mr. Cheng Hairong**, aged 58, was appointed as an executive Director and managing Director in 2010 and 2016 respectively. He is the chairman and managing Director of the Company and the chairman of the nomination committee and the director of the subsidiaries of the Company. He has over 21 years of experience as an executive director and consultant in establishing and managing listed companies in Hong Kong. Mr. Cheng has extensive knowledge in China finance and investments in life sciences, biotech, energy saving, tourism, trading and financial service sectors. Mr. Cheng was the vice chairman and executive director of EPI (Holdings) Limited (689.HK) and the chairman and executive director of Anxian Yuan China Holdings Limited (922.HK) (formerly known as "Vision Tech International Holdings Limited"). Both companies are listed on the main board of the Stock Exchange.

## 董事

於本年度及截至本報告日期之董事為：

### 執行董事

成海榮先生(主席兼董事總經理)

### 非執行董事

劉高原先生(副主席)

### 獨立非執行董事

鄧念叔先生

呂兆泉先生

黃麗堅女士

根據本公司之公司細則，呂兆泉先生及鄧念叔先生將於應屆股東週年大會退任，且符合資格並願意重選連任。

## 董事及高級管理層履歷詳情

董事及高級管理層履歷詳情如下：

### 執行董事

**成海榮先生**，58歲，於2010年及2016年分別獲委任為執行董事及董事總經理。彼為本公司之主席及董事總經理以及提名委員會之主席及本公司附屬公司董事。彼擁有逾21年作為執行董事及顧問以建立及管理香港上市公司之經驗。成先生於中國金融及投資業(包括生命科學、生物科技、節能、旅遊、貿易及金融服務領域)具有廣泛經驗。成先生曾擔任長盈集團(控股)有限公司(689.HK)之副主席兼執行董事以及安賢園中國控股有限公司(922.HK)(前稱「金科數碼國際控股有限公司」)之主席兼執行董事，兩間公司均於聯交所主板上市。



## Non-Executive Director

**Mr. Lau Tom Ko Yuen**, aged 66, was appointed as a non-executive director and subsequently re-designated as an executive director and appointed as the chairman of the Company in 2009. In 2010, he was redesignated as a non-executive director and deputy chairman of the Company. He is a member of the remuneration committee and the director of the subsidiaries of the Company. He has over 42 years of international corporate development and management experience in infrastructure developments as well as construction and engineering services involving the road, rail, port, power, telecommunications, mining and resources sectors in the Asia Pacific Region. Mr. Lau is currently the chairman and managing director of PYI Corporation Limited (498.HK) and the deputy chairman and executive director of The 13 Holdings Limited (577.HK). Both companies are listed on the main board of the Stock Exchange.

## Independent Non-Executive Directors

**Mr. Feng Nien Shu**, aged 52, was appointed as an INED in 2009. He is the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. He holds a Master of Business Administration degree from the University of Windsor in Canada and a Bachelor of Arts degree from the York University in Canada. He is currently the managing partner and chief investment officer of Sapia Capital, a private equity investment manager and advisory. He has over 22 years of experience in investment, merger and acquisition in China and South East Asia.

**Mr. Lui Siu Tsuen, Richard**, aged 62, was appointed as an INED in 2009. He is the chairman of the audit committee and a member of the remuneration committee of the Company. He is a fellow member of each of HKICPA and The Chartered Institute of Management Accountants in the United Kingdom. He holds a Master of Business Administration degree from the University of Adelaide in Australia. He has over 31 years of experience in property investment, corporate finance and media and entertainment business. Mr. Lui is currently an executive director of eSun Holdings Limited (571.HK) and Media Asia Group Holdings Limited (8075.HK). Both companies are listed on the Stock Exchange.

**Ms. Wong Lai Kin, Elsa**, aged 52, was appointed as an INED in 2009. She is a member of the audit committee and nomination committee of the Company. She holds a Bachelor's and Master's degree in Law from The University of Hong Kong, as well as a Master's degree in Corporate Finance from The Hong Kong Polytechnic University. Ms. Wong is a solicitor of the Supreme Court of Hong Kong and Supreme Court of England and Wales, a member of the Hong Kong Law Society and Hong Kong Society for Financial Analysts. She also holds the Chartered Financial Analyst designation. Ms. Wong has over 27 years of experience in the legal profession, with majority years working as corporate counsel and company secretary of Hong Kong listed companies. Ms. Wong is currently an independent non-executive director of PYI Corporation Limited (498.HK) which is listed on the main board of the Stock Exchange.

## 非執行董事

**劉高原先生**，66歲，於2009年獲委任為非執行董事，其後調任為本公司執行董事及獲委任為主席。彼於2010年調任為本公司非執行董事及副主席。彼為薪酬委員會成員及本公司附屬公司之董事。彼於亞太地區之公路、鐵路、港口、電廠、電信、採礦及資源產業等基礎建設及建築工程服務方面積逾42年之國際企業發展及管理經驗。劉先生現為保華集團有限公司(498.HK)之主席兼總裁及十三集團有限公司(577.HK)之副主席及執行董事。此兩間公司均於聯交所主板上市。

## 獨立非執行董事

**鄧念叔先生**，52歲，於2009年獲委任為獨立非執行董事。彼為本公司薪酬委員會主席及審核委員會及提名委員會成員。彼持有加拿大溫莎大學工商管理碩士學位及加拿大約克大學文學士學位。彼目前為傳智投資(一間私人股權投資經理及顧問公司)之管理合夥人兼投資總監。彼於中國及東南亞積逾22年投資及併購經驗。

**呂兆泉先生**，62歲，於2009年獲委任為獨立非執行董事。彼為本公司審核委員會主席及薪酬委員會成員。彼為香港會計師公會及英國特許管理會計師公會之資深會員。彼持有澳洲阿德雷德大學工商管理碩士學位。彼於物業投資、企業融資以及傳媒及娛樂業務方面積逾31年經驗。呂先生現為豐德麗控股有限公司(571.HK)及寰亞傳媒集團有限公司(8075.HK)之執行董事。此兩間公司均於聯交所上市。

**黃麗堅女士**，52歲，於2009年獲委任為獨立非執行董事。彼為本公司審核委員會及提名委員會成員。彼持有香港大學法律學士學位和法律碩士學位及香港理工大學企業融資碩士學位。黃女士是香港高等法院和英格蘭及威爾斯最高法院律師、香港律師公會及香港財經分析師學會之會員。彼亦持有特許財務分析師之資格。黃女士於法律界積逾27年經驗，多年來任職香港上市公司之內部律師及公司秘書。黃女士現為聯交所主板上市公司保華集團有限公司(498.HK)之獨立非執行董事。

On 21 December 2015, all Directors had entered into appointment letters with the Company for a term of two years which were expired on 20 December 2017. On 21 December 2017, all Directors have entered into appointment letters with the Company for a term commencing from 21 December 2017 and continue until terminated by either party by not less than three months prior written notice or any time agreed by both parties. They are subject to the requirement that one-third of all the Directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-Laws of the Company.

Since the appointment of the Directors, the executive Director and non-executive Director have not received remuneration from the Company and each of the INEDs received director's fee of HK\$60,000 per annum. The director's fee for each of the INEDs has been increased to HK\$70,000 per annum since 1 January 2018 which is determined with reference to their duties and the prevailing market conditions.

## Senior Management

**Mr. Yau Wing Yiu**, aged 50, was appointed as financial controller and company secretary of the Group in 2011 and 2015 respectively. He is also the director of the subsidiaries of the Group. He is an associate member of HKICPA and a fellow member of the Association of Chartered Certified Accountants. He holds a bachelor's degree of arts in Accountancy from the Hong Kong Polytechnic University in Hong Kong. He has over 25 years of experience in finance and accounting gained from international accounting firms and listed companies. Mr. Yau is currently an independent non-executive director of Yan Tat Group Holdings Limited (1480.HK) which is listed on the main board of the Stock Exchange.

## DIRECTORS' SERVICE CONTRACTS

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

## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the INEDs, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the INEDs are independent.

於2015年12月21日，全體董事與本公司訂立為期兩年的委任函，並於2017年12月20日屆滿。於2017年12月21日，全體董事與本公司訂立委任函，任期由2017年12月21日起計並繼續擔任，直至任何一方透過發出不少於三個月或雙方協定之任何時間之事先書面通知予以終止為止。根據本公司之公司細則，彼等須遵守全體董事之三分之一須於每屆股東週年大會上輪值退任之規定。

自委任董事以來，執行董事及非執行董事並無自本公司收取酬金，而各獨立非執行董事所收取之董事袍金為每年60,000港元。自2018年1月1日起，各獨立非執行董事之董事袍金經參照其職責及現行市況釐定，增加至每年70,000港元。

## 高級管理層

**邱榮耀先生**，50歲，分別於2011年及2015年獲委任為本集團財務總監及公司秘書。彼亦為本集團附屬公司的董事。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。彼持有香港理工大學會計學文學士學位。彼於國際會計師事務所及上市公司中擁有逾25年金融及會計經驗。邱先生現時為於聯交所主板上市的恩達集團控股有限公司(1480.HK)的獨立非執行董事。

## 董事之服務合約

於應屆股東週年大會建議重選連任之董事概無訂立在一年的內本集團不作出賠償(法定賠償除外)則不可終止之服務合約。

## 獨立非執行董事之獨立性確認書

根據上市規則第3.13條，本公司已接獲各獨立非執行董事就其獨立性發出之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。



## PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-Laws, Directors shall be indemnified out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty. Provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to the Directors.

The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against the Directors.

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

At Year End Date, the interests and short positions of the Directors and the chief executive of the Company and any of their associates in the Shares and underlying Shares or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

### Long positions in the Shares

Name of Director	董事姓名	Personal Interests	Family <sup>+</sup> Interests	Corporate <sup>#</sup> Interests	Total Interests	Percentage of issued share capital of the Company
						佔本公司已發行股本之百分比
Lau Tom Ko Yuen	劉高原	—	266,890,840	266,890,840	266,890,840 (Note) (附註)	22.03%
Cheng Hairong	成海榮	9,370,000	—	—	9,370,000	0.78%

\* Beneficial owner

+ Interests of spouse

# Interests beneficially held by the company itself or through companies controlled by it

Note:

266,890,840 Shares were held by Favor Hero Investments Limited, a company controlled as to 51% by Sun Matrix Limited. Sun Matrix Limited was controlled as to 50% by Mr. Lau Tom Ko Yuen and 50% by Ms. Lan Yi, the spouse of Mr. Lau Tom Ko Yuen.

## 獲准許的彌償條文

根據本公司的公司細則，董事可從本公司的資產及溢利獲得彌償，董事執行其各自的職責或假定職責時因所作出、發生的作為或不作為而招致或蒙受或可能招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害，惟本彌償保證不延伸至任何與董事欺詐或不忠誠有關的事宜。

本公司已就針對董事的潛在法律訴訟投購及維持適當的保險覆蓋範圍。

## 董事及最高行政人員於股份及相關股份之權益及淡倉

按本公司根據證券及期貨條例第352條須存置之登記冊所記錄或按本公司及聯交所根據標準守則另行獲知會，於年結日，董事及本公司最高行政人員及任何彼等之聯繫人於股份及相關股份或其任何相聯法團(定義見證券及期貨條例第XV部)中擁有之權益及淡倉如下：

### 於股份之好倉

Name of Director	董事姓名	Personal Interests	Family <sup>+</sup> Interests	Corporate <sup>#</sup> Interests	Total Interests	Percentage of issued share capital of the Company
						佔本公司已發行股本之百分比
Lau Tom Ko Yuen	劉高原	—	266,890,840	266,890,840	266,890,840 (Note) (附註)	22.03%
Cheng Hairong	成海榮	9,370,000	—	—	9,370,000	0.78%

\* 實益擁有人

+ 配偶權益

# 權益由公司本身或透過其控制之公司實益持有

附註：

266,890,840股股份由Favor Hero Investments Limited持有，而該公司則由Sun Matrix Limited控制51%權益。Sun Matrix Limited由劉高原先生及藍一女士(劉高原先生之配偶)各自控制50%權益。

Save as disclosed above, at Year End Date, none of the Directors and chief executive of the Company nor their associates had or was deemed to have any interest or short position in the Shares or underlying Shares or any of its associated corporations as recorded in the register that required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，按本公司根據證券及期貨條例第352條須存置之登記冊所記錄或按本公司及聯交所根據標準守則另行獲知會，於年結日，董事及本公司最高行政人員或彼等之聯繫人概無擁有或被視為於股份或相關股份或其任何相聯法團之中擁有任何權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS

At Year End Date, the following persons had interests and short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

### Long positions in the Shares

Name of Shareholder	股東名稱／ 姓名	Family <sup>+</sup>	Corporate <sup>#</sup>	Total	Percentage of
		Interests	Interests	Interests	issued share capital of the Company 佔本公司 已發行股本 之百分比
		家族權益 <sup>+</sup>	公司權益 <sup>#</sup>	總權益	
Favor Hero Investments Limited	Favor Hero Investments Limited	—	266,890,840	266,890,840 (Note) (附註)	22.03%
Sun Matrix Limited	Sun Matrix Limited	—	266,890,840	266,890,840 (Note) (附註)	22.03%
Lau Tom Ko Yuen*	劉高原*	266,890,840	266,890,840	266,890,840 (Note) (附註)	22.03%
Lan Yi	藍一	266,890,840	266,890,840	266,890,840 (Note) (附註)	22.03%
Glory Avenue Limited	Glory Avenue Limited	—	266,890,840	266,890,840 (Note) (附註)	22.03%
Silvery Fortune Holdings Limited	銀富控股有限公司	—	266,890,840	266,890,840 (Note) (附註)	22.03%
Liu Min	劉敏	—	266,890,840	266,890,840 (Note) (附註)	22.03%

## 主要股東

按本公司根據證券及期貨條例第336條須存置之登記冊所記錄，下列人士於年結日於股份及相關股份中擁有權益及淡倉：

### 於股份之好倉





- + Interests of spouse
- # Interests beneficially held by the company itself or through companies controlled by it
- \* Mr. Lau Tom Ko Yuen is a non-executive Director and Deputy Chairman of the Company.

Note:

Favor Hero Investments Limited was controlled as to 51% by Sun Matrix Limited and as to 49% by Glory Avenue Limited. Sun Matrix Limited was controlled as to 50% by Mr. Lau Tom Ko Yuen and 50% by Ms. Lan Yi, the spouse of Mr. Lau Tom Ko Yuen. Glory Avenue Limited was wholly controlled by Silvery Fortune Holdings Limited which was wholly controlled by Mr. Liu Min.

Save as disclosed above, at Year End Date, the Directors were not aware of any other person who had an interest or short position in the Shares or underlying Shares as recorded in the register that required to be kept by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the Year was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transaction, arrangement or contract of significance, to which the Company or its subsidiaries 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.

- + 配偶權益
- # 權益由公司本身或透過其控制之公司實益持有
- \* 劉高原先生為本公司非執行董事及副主席。

附註：

Favor Hero Investments Limited 由 Sun Matrix Limited 及 Glory Avenue Limited 分別控制 51% 及 49% 權益。Sun Matrix Limited 由劉高原先生及藍一女士(劉高原先生之配偶)各自控制 50% 權益。Glory Avenue Limited 則由劉敏先生全權控制之銀富控股有限公司全權控制。

除上文所披露者外，按本公司根據證券及期貨條例第336條須存置之登記冊所記錄，於年結日，就董事所知，並無任何其他人士於股份或相關股份中擁有權益或淡倉，及/或直接或間接擁有附有一切情況下可於本集團任何其他成員公司之股東大會上投票之權利之股本面值5%或以上之權益。

## 購買股份或債權證之安排

本公司或其任何附屬公司於本年度任何時間並無訂立任何安排，使董事可藉購入本公司或任何其他法人團體之股份或債權證而獲益。

## 董事之重要交易、安排或合約權益

本公司或其附屬公司均無訂立於本年度末或於本年度任何時間存續而董事直接或間接擁有重大權益之重要交易、安排或合約。

## CONNECTED TRANSACTION

### Investment Management Agreement

On 24 November 2015, the Company entered into the 2016 IM Agreement with GC Capital for the appointment of GC Capital as the Company's investment manager for the period from 1 January 2016 to 31 December 2018.

Under the 2016 IM Agreement, GC Capital is entitled to:

- (a) a management fee of a fixed amount of HK\$600,000 per month (exclusive of disbursements); and
- (b) discretionary bonus, if any and at such amount as the Board may at its discretion determine, provided that no such bonus shall be payable unless the Adjusted NAV as at the end of each Financial Year exceeds the higher of: (i) the Net Asset Value for the year ended 31 December 2015; and (ii) the Adjusted NAV of the most recent Financial Year after year 2015 for which GC Capital is paid a discretionary bonus and the amount of such bonus shall not exceed 5% of such excess. Such bonus, if any, shall be paid within 30 days after the issue of the audited financial statements of the Group for the relevant Financial Year.

### Information on GC Capital

GC Capital is a corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO. It was incorporated on 30 June 1992 and it specialises in investment and fund management mainly in Hong Kong. GC Capital has served as an investment manager of the Company since 12 December 1992. Being the investment manager of the Company, GC Capital is a connected person under Rule 14A.08 of the Listing Rules.

Further particulars of the above connected transaction is disclosed in note 26 to the consolidated financial statements and it has complied with the requirements (including the disclosure requirements) of Chapter 14A of the Listing Rules. Save as disclosed above, the Group does not have other connected transaction.

The Board (including INEDs) confirmed that the 2016 IM Agreement is entered into by the Group in the ordinary and usual course of business, on normal commercial terms and such transaction is fair and reasonable, in the interests of the Shareholders as a whole and is conducted in accordance with the terms of 2016 IM Agreement.

## 關連交易

### 投資管理協議

於2015年11月24日，本公司與漢華資本訂立2016年投資管理協議，委任漢華資本為本公司的投資經理，自2016年1月1日至2018年12月31日為止。

根據2016年投資管理協議，漢華資本有權收取：

- (a) 每月600,000港元的固定金額管理費(不包括墊付支出)；及
- (b) 酌情花紅(如有)，而有關金額由董事會酌情釐定，惟有關花紅僅於各財政年度末的經調整資產淨值超出以下較高者時方可支付：(i) 截至2015年12月31日止年度的資產淨值；及(ii) 2015年度後最近的財政年度(漢華資本獲支付酌情花紅者)的經調整資產淨值，而有關花紅金額不得超過此超出部分的5%。該等花紅(如有)須於本集團相關財政年度的經審核財務報表刊發後30日內支付。

### 有關漢華資本之資料

漢華資本為一間根據證券及期貨條例可從事第4類(就證券提供意見)、第6類(就機構融資提供意見)及第9類(提供資產管理)受規管活動之持牌公司。漢華資本於1992年6月30日註冊成立，並專注於主要在香港之投資及基金管理。漢華資本自1992年12月12日起一直為本公司之投資經理。由於漢華資本為本公司之投資經理，故根據上市規則第14A.08條，其為關連人士。

有關上述關連交易之進一步詳情於綜合財務報表附註26披露，並已遵守上市規則第14A章之規定(包括披露規定)。除上述所披露者外，本集團概無其他關連交易。

董事會(包括獨立非執行董事)已確認，2016年投資管理協議乃由本集團於一般日常業務過程中按一般商業條款訂立，且有關交易屬公平合理，符合股東之整體利益，並根據2016年投資管理協議之條款進行。



The Board has also confirmed that a letter pursuant to Rule 14A.56 of the Listing Rules has been issued to the Board by the auditor of the Company.

董事會亦已確認，本公司之核數師已向董事會發出上市規則第14A.56條所規定之函件。

## MANAGEMENT CONTRACTS

Save as the investment management agreement, the details of which are disclosed under the connected transaction section of this report, 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.

## 管理合約

除投資管理協議(有關詳情於本報告內關連交易一節披露)外，本年度內概無訂立或存在有關本公司全部或任何重大部分業務的管理及行政的合約。

## PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks of the Group are highlighted as below:

## 主要風險及不確定因素

本集團主要風險摘要如下：

1. The principal activity of the Group is highly affected by the volatility and uncertainty of the worldwide economies which in turn affect the earning power of business enterprises and the fluctuation in stock markets. Hence, the Group is subject to the risk of decrease in the price and value of its listed and unlisted equity investments.

1. 本集團的主要活動極為受全球經濟反覆及不明朗影響，而全球經濟則繼而影響商業企業的盈利能力及股票市場波動。因此，本集團面臨其上市及非上市股本投資價格及價值下跌的風險。

For listed equity investments, the financial impact on the decrease in price of the investments is set out in note 30b(iii) to the consolidated financial statements.

就上市股本投資而言，投資價格下跌的財務影響載於綜合財務報表附註30b(iii)。

For unlisted equity investments, the mentioned risk may cause a further impairment on the value of the investments for a maximum of HK\$46,834,000, being carrying value of the investments at Year End Date.

就非上市股本投資而言，上述風險或會造成投資價值進一步減少，最多達46,834,000港元，即投資於年結日的賬面值。

In order to mitigate the risk, the Group engages an experienced investment director and investment manager to manage the diversified investment portfolio of the Group. Besides, an investment committee will also review the investment portfolio regularly.

為降低風險，本集團委聘資深投資主管及投資經理管理本集團多元化的投資組合。此外，投資委員會亦會定期審閱投資組合。

2. The Group has an earnest money deposit of HK\$25,000,000 at Year End Date which is subject to a concentration of credit risk as 100% of the earnest money is due from one party. This may cause an impairment for a maximum of full amount of the earnest money in case the party cannot repay the earnest money to the Group upon the cancellation of negotiation of the potential investment.

2. 本集團於年結日有一筆25,000,000港元的誠意金，其受限於信貸集中風險，乃由於誠意金之100%均由一方所結欠所致。倘該方未能於取消就潛在投資的磋商後向本集團償還誠意金，這或會使誠意金最多被悉數減值。

In order to mitigate the risk, the Group performed a credit analysis on the background and creditworthiness of the potential vendor.

為降低風險，本集團就潛在賣方之背景及信譽進行信貸分析。

## KEY PERFORMANCE INDICATOR

Being an investment company, the objective of the Group is to invest in quality investments which in turn enhance the corporate value to the Shareholders. For both short term and long term investments, a major objective of the Group is to ensure the gain in asset value of the investments which in turn increase the value of the Group. Hence, the Net Asset Value, which shows the value of the Group, is considered as the key performance indicator of the Group. The Net Asset Value is set out in note 23 to the consolidated financial statements.

## ENVIRONMENT POLICIES AND PERFORMANCE

The Group promotes environmental protection in daily business operations including recycling consumables such as papers and reducing the energy consumption by switching off idle lightings and appliances.

The Group will review its environmental protection practices from time to time and will consider further eco-friendly measures and practices in the operation.

The environmental policies and performance of the Group are discussed in more detail in the ESG Report of this annual report.

## COMPLIANCE WITH LAWS AND REGULATIONS

The Group pays attention to legal and regulatory requirements in designing its policies and practices. Being listed in the Stock Exchange with businesses mainly in Hong Kong and the PRC, the laws and regulations that have significant impact on the Group include Listing Rules and those laws of Hong Kong on securities, companies, taxation and labour. The Listing Rules, laws on securities and companies govern the listing and legal status of the Group, the trading of the Shares and equity investments on the Stock Exchange. The law on taxation governs the taxability of the activities of the Group which in turn affects the profit and loss attributable to the Shareholders. The law on labour governs the employment of the Group which affects the remuneration and retirement benefits payable to the employees of the Group. Except certain insignificant non-compliance with Listing Rules which had been rectified, the Board is not aware of any non-compliance of relevant laws and regulations. Legal and compliance advisers will be engaged when necessary to ensure the Group operates in accordance with applicable laws and regulations.

## 關鍵績效指標

作為投資公司，本集團的目標是投資於優質投資，從而為股東提升企業的價值。就短期及長期投資而言，本集團的主要目標是確保投資資產價值的收益，從而增加本集團的價值。因此，反映本集團價值的資產淨值被視為本集團的關鍵績效指標。資產淨值載列於綜合財務報表附註23。

## 環境政策及表現

本集團於日常業務中提倡環保，當中包括回收紙張等消耗品，並關掉閒置電燈及電器，務求節省能源。

本集團將不時檢討其環保實務，並將在營運中考慮進一步生態友好措施及實務。

本集團之環境政策及表現於本年報中環境、社會及管治報告內作更詳細論述。

## 遵守法律及法規

本集團設計其政策及實務時，會注意法律及法規規定。本集團於聯交所上市，業務主要於香港及中國進行，對於本集團具有重大影響的法律及法規包括上市規則以及該等有關證券、公司、稅務及勞工的香港法例。本集團之上市及法律地位、於聯交所之股份買賣及股本投資均受上市規則、證券及公司法例規管。本集團活動應否繳付稅項乃受稅務法例規管，從而影響股東應佔溢利及虧損。本集團的僱傭情況受勞工法例規管，影響應付本集團僱員之薪酬及退休福利。除若干不重大並已獲糾正的上市規則不合規情況外，董事會並不知悉有任何相關法律及法規之不合規情況。有需要時，本集團將委聘法律及合規顧問，確保本集團根據適用法律及法規經營。



## RELATIONSHIP WITH STAKEHOLDERS

The Group identified that the key stakeholders are employees of the Group and the Shareholders.

### Employees

The activities of the Group is heavily relied on the quality and loyalty of the employees. Employees are regarded as the most valuable assets of the Group. The Group is aimed to reward the staff with competitive remuneration package and to provide staff with healthy and safety working environment. Staff are encouraged to attend training courses and reimbursement will be made for job-related training courses. The Group also promotes the employee involvement in effective communications in designing its policies and practices. The "social" section of the ESG Report has a more detail discussion.

### Shareholders

The Shareholders support the Group's activities by providing funding to the Group. One of the goals of the Group is to enhance the corporate value to the Shareholders. The Group strives to obtain the quality investments in order to enhance the asset value and profitability of the Group which in turn the wealth of the Shareholders. The Group maintains regular communication with Shareholders by way of general meetings and announcements.

## CUSTOMERS AND SUPPLIERS

Due to the business nature, the Group has no major customer and supplier.

## PURCHASE, SALE OR REDEMPTION OF SHARES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Shares during the Year.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws, or the Company Act (1981) of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

## 持分者關係

本集團深明本集團僱員及股東乃主要持分者。

### 僱員

本集團活動非常依賴僱員質素及忠誠。僱員乃本集團最有價值的資產。本集團旨在以具競爭力的薪酬待遇報償員工，並向員工提供健康及安全的工作環境。本集團鼓勵員工參與培訓課程，而與工作有關的培訓課程費用將可獲得報銷。本集團亦鼓勵僱員於設計政策及實務時參與有效溝通。環境、社會及管治報告的「社會」一節具有更詳細討論。

### 股東

股東通過為本集團提供資金，以支持本集團活動。為股東提升企業價值乃本集團的目標之一。本集團致力獲得優質投資項目，提升本集團的資產值及盈利能力，從而提升股東財富。本集團透過股東大會及公告，與股東維持定期溝通。

## 客戶及供應商

由於業務性質，本集團並無主要客戶及供應商。

## 購買、出售或贖回本公司股份

本公司或其任何附屬公司於本年度內概無購買、出售或贖回任何股份。

## 優先認購股份權利

本公司之公司細則或百慕達公司法(1981年)並無優先認購股份權利條文規定本公司須按比例向現有股東發售新股份。

## TAX RELIEF AND EXEMPTION

Except the receive of dividend is exempted from tax in Hong Kong, the Directors are not aware of any tax relief and exemption available to the Shareholders by reason of holding the Shares.

## SUBSEQUENT EVENTS

There is no major event subsequent to Year End Date.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float as required under the Listing Rules.

## CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from 17 May 2018 to 25 May 2018, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 16 May 2018.

## AUDITOR

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

On behalf of the Board

**Cheng Hairong**

Chairman

Hong Kong, 28 March 2018

## 稅務減免

除收取股息在香港為免稅外，董事並不知悉股東因持有股份而可享有任何稅務減免。

## 期後事項

年結日後概無發生重大事項。

## 足夠公眾持股量

根據本公司可取得之公開資料及就董事所知，於本報告日期，本公司根據上市規則所規定，擁有足夠公眾持股量。

## 暫停辦理股份過戶登記

本公司將於2018年5月17日至2018年5月25日(包括首尾兩日)暫停辦理股份過戶登記，期間將不會處理股份過戶登記手續。為釐定有權出席股東週年大會並於會上投票之股東身份，所有已正式填妥之過戶表格連同有關股票，必須在不遲於2018年5月16日下午四時三十分前送達本公司之香港股份過戶登記分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓。

## 核數師

重新委任德勤•關黃陳方會計師行作為本公司核數師之決議案將提呈至股東週年大會。

代表董事會

主席

成海榮

香港，2018年3月28日



The Group is dedicated to maintaining a good credible framework of corporate governance with a view to being transparent, open and accountable to Shareholders.

The Company adopted all the code provisions in the CG Code as its own code on corporate governance practices.

During the Year, the Company complied with the code provisions in the CG Code except for the following deviations:

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. Being the only executive Director, Mr. Cheng Hairong, the chairman of the Company, has assumed the role of chief executive officer of the Company as well. The Board believes that in light of the nature and scale of the Group's business operations, it is in the interest of the Group for Mr. Cheng Hairong to be the chairman and assume the role of chief executive officer of the Company at the same time, as it helps to ensure consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively.

In respect of the code provision A.6.7 of the CG Code, Mr. Cheng Hairong, the executive Director and Mr. Lui Siu Tsuen, Richard, an INED were unable to attend the general meetings of the Company as they were sick and out of town respectively.

## THE BOARD

### Composition

The Board currently consists of one executive Director, one non-executive Director and three INEDs. Mr. Lui Siu Tsuen, Richard, an INED, has the appropriate professional accounting experience and expertise. The names and biographical details of each Director are set out on pages 11 to 13 of this annual report.

On 21 December 2015, the non-executive Directors had entered into appointment letters with the Company for a term of two years which were expired on 20 December 2017. On 21 December 2017, the non-executive Directors have entered into appointment letters with the Company for a term commencing from 21 December 2017 and continue until terminated by either party by not less than three months prior written notice or any time agreed by both parties. They are subject to the requirement that one-third of all the Directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-Laws of the Company. There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

本集團致力為企業管治維持良好及可信之架構，以達致高透明度及持開放態度，並能向股東負責。

本公司已採納企管守則之全部守則條文，作為其本身之企業管治常規守則。

於本年度，本公司已遵守企管守則之守則條文，惟以下偏離者除外：

根據企管守則之守則條文第A.2.1條，主席及最高行政人員之職務應予以區分，並不應由同一人擔任。本公司主席成海榮先生作為唯一的執行董事，亦擔任本公司行政總裁一職的角色。董事會相信，就本集團業務運作的性質及規模而言，由於此安排有助確保本集團的領導方針一致並使本集團整體戰略規劃更具效益及效率，故成海榮先生同時擔任主席及擔任本公司行政總裁一職的角色符合本集團利益。董事會認為目前的安排將不會削弱權力及授權制衡，而此架構亦將令本公司得以及時及有效地作出並實行決策。

就企管守則的守則條文第A.6.7條而言，執行董事成海榮先生及獨立非執行董事呂兆泉先生均未能出席本公司之股東大會，原因分別是生病及不在香港。

## 董事會

### 成員

董事會現時由一名執行董事、一名非執行董事及三名獨立非執行董事組成。獨立非執行董事呂兆泉先生具備適當之專業會計經驗及專業資格。各董事之姓名及履歷詳情載於本年報第11至13頁。

於2015年12月21日，非執行董事與本公司訂立為期兩年的委任函，並於2017年12月20日屆滿。於2017年12月21日，非執行董事與本公司訂立委任函，任期由2017年12月21日起計並繼續擔任，除非任何一方透過發出不少於三個月或雙方協定之任何時間之事先書面通知予以終止為止，惟須遵守本公司之公司細則之規定，於每屆股東週年大會上，全體董事之三分之一須輪值退任。董事會之成員各自並無任何關係(包括財務、業務、家族或其他重大/相關關係)。

During the Year, all Directors have attended seminars covering a wide range of topics including corporate governance and updates on the Listing Rules and Companies Ordinance. All Directors have provided record of seminars attendance. The Company will continue to arrange and/or fund the training in accordance with the CG Code. The Board has a balance of skills and experience appropriate for the requirements of the business of the Group.

## Function

The Board is responsible both for how the Company is managed and the Company's direction. Approval of the Board is required for the strategy of the Group, major acquisition and disposal, major capital investment, dividend policy, appointment and retirement of Directors, remuneration policy and other major operational and financial matters. Day-to-day operations of the Group are taken up by the Company's management and the Company's investment manager.

The Board established schedule of matters specifically reserved to the Board for its decision and those reserved for the management. The Board reviews this schedule on a periodic basis to ensure that it remains appropriate to the needs of the Company.

The Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, risk management, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc. The Board held meetings from time to time whenever necessary.

The Board established procedures to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances at the Company's expense.

The Board held four regular board meetings at approximately quarterly interval during the Year. Additional board meetings were held when necessary. Due notice and board papers were given to all Directors prior to the meeting in accordance with the Listing Rules and the CG Code.

於本年度，全體董事均已參加涵蓋多個主題之研討班，包括企業管治及上市規則及公司條例之更新。全體董事已提供出席研討班記錄。本公司將會繼續根據企管守則安排及／或資助培訓。董事會於技巧與經驗之間取得平衡，切合本集團業務需要。

## 職能

董事會負責制定本公司之管理方法及本公司之方針。本集團之策略、主要收購及出售、主要資本投資、股息政策、委任及退任董事、薪酬政策以及其他主要經營及財務事宜，均須取得董事會之批准。本集團之日常運作由本公司管理層及本公司之投資經理負責。

董事會已為特別保留予董事會決定及保留予管理層決定之事宜制定時間表。董事會定期檢討該時間表，以確保其仍然配合本公司之需要。

董事會負責履行企業管治職能，如制定及檢討本公司政策、企業管治常規、風險管理、董事及高層管理人員之培訓及持續專業發展、本公司於遵守法律及監管規定方面之政策及常規等。董事會不時於必要時舉行會議。

董事會已設立程序，令董事得以因應合理要求在適當情況下尋求獨立專業意見，費用由本公司承擔。

董事會於本年度舉行四次定期董事會會議，約每季舉行一次。額外董事會會議已於需要時舉行。本公司已根據上市規則及企管守則於舉行會議前向全體董事發出正式通知及董事會文件。





The attendance records of the Directors for the Board and committee meetings and the general meetings for the Year are as follows:

於本年度內董事於董事會會議、委員會會議及股東大會之出席記錄如下：

		No. of meetings attended/No. of meetings held 出席會議次數/舉行會議次數				
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	General Meeting 股東大會
<b>Directors</b>	<b>董事</b>					
<b>Executive Director</b>	<b>執行董事</b>					
Cheng Hairong (Chairman)	成海榮(主席)	7/7	N/A 不適用	N/A 不適用	1/1	1/2
<b>Non-Executive Director</b>	<b>非執行董事</b>					
Lau Tom Ko Yuen (Deputy Chairman)	劉高原(副主席)	7/7	N/A 不適用	1/1	N/A 不適用	2/2
<b>INEDs</b>	<b>獨立非執行董事</b>					
Feng Nien Shu	鄧念叔	7/7	3/3	1/1	1/1	2/2
Lui Siu Tsuen, Richard	呂兆泉	7/7	3/3	1/1	N/A 不適用	1/2
Wong Lai Kin, Elsa	黃麗堅	7/7	3/3	N/A 不適用	1/1	2/2
Total number of meetings held during the Year	本年度舉行會議總數	7	3	1	1	2

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company adopted the Model Code as the codes of conduct regarding securities transactions by Directors and by relevant employees of the Company. All Directors have confirmed, following specific enquiries by the Company, that they fully complied with the Model Code and its code of conduct regarding directors' securities transactions throughout the Year.

## 董事進行證券交易之標準守則

本公司已採納標準守則作為有關董事及本公司相關僱員進行證券交易之操守準則。經本公司作出具體查詢後，全體董事已確認彼等於本年度內一直全面遵守標準守則及董事進行證券交易的操守守則。

## BOARD COMMITTEES

To strengthen the functions of the Board and to enhance its expertise, there are three board committees, namely Audit Committee, Remuneration Committee and Nomination Committee formed under the Board, with each performing different functions.

## 董事會委員會

為加強董事會之職能及提升其專業水平，董事會轄下設有三個董事會委員會，即審核委員會、薪酬委員會及提名委員會，各自履行不同職能。

## Audit Committee

The Audit Committee comprises three INEDs, namely Mr. Lui Siu Tsuen, Richard, Mr. Feng Nien Shu and Ms. Wong Lai Kin, Elsa. The Audit Committee is chaired by Mr. Lui Siu Tsuen, Richard.

The role and function of the Audit Committee include:

- to serve as a focal point for communication between other directors and the auditor in respect of the duties relating to financial and other reporting, internal controls, audits, and such other matters as the Board may determine from time to time.
- to assist the Board in fulfilling its responsibility by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls of the Group and the adequacy of the audits.
- to review the appointment of auditor on an annual basis including the review of the audit scope and approval of the audit fees.
- to review the annual and interim financial statements prior to their approval by the Board, and recommend application of accounting policies and changes to the financial reporting requirements.
- to ensure continuing auditor objectivity and to safeguard independence of the Company's auditor.

Set out below is the summary of work done during the Year:

- to review the financial statements for Year 2016 and for the six months ended 30 June 2017;
- to review of the effectiveness of the internal control of the Company; and
- to review the auditor's audit plan.

## 審核委員會

審核委員會由三名獨立非執行董事，即呂兆泉先生、鄧念叔先生及黃麗堅女士組成。呂兆泉先生為審核委員會之主席。

審核委員會之角色及職能包括：

- 就財務及其他申報事宜、內部監控、核數及董事會可能不時釐定之其他事宜，作為其他董事與核數師之間溝通之重要渠道。
- 透過提供獨立審閱及監察財務申報，並使其本身信納本集團具有有效之內部監控及已進行充分核數工作，從而協助董事會履行其職責。
- 每年檢討核數師之委任，包括審閱核數範圍及批准核數費用。
- 於董事會批准年度及中期財務報表前審閱有關財務報表，並就應用會計政策及財務申報規定之變動提供建議。
- 確保核數師之持續客觀性，並保障本公司核數師之獨立性。

以下載列於本年度完成之工作概要：

- 審閱2016年年度及截至2017年6月30日止六個月之財務報表；
- 審閱本公司內部監控之有效性；及
- 審閱核數師之核數計劃。



## Remuneration Committee

The Remuneration Committee comprises two INEDs, namely Mr. Feng Nien Shu and Mr. Lui Siu Tsuen, Richard, and the deputy chairman of the Company, namely Mr. Lau Tom Ko Yuen. The Remuneration Committee is chaired by Mr. Feng Nien Shu.

The role and function of the Remuneration Committee include formulation of the remuneration policy, review and recommending to the Board the annual remuneration policy, and determination of the remuneration of the executive Directors. The Remuneration Committee has adopted the model under the CG Code to determine, with delegated responsibility, the remuneration packages of individual executive Director and senior management. The Directors are remunerated with reference to their respective duties and responsibility with the Company, the Company's performance and current market situation.

Set out below is the summary of work done during the Year:

- to review of the remuneration policy and package; and
- to approve the remuneration of the executive Director and review the remuneration of non-executive Directors.

Details of Directors' emoluments for the Year are set out in note 11 to the consolidated financial statements.

## Nomination Committee

The Nomination Committee comprises one executive Director, namely Mr. Cheng Hairong, and two INEDs, namely Mr. Feng Nien Shu and Ms. Wong Lai Kin, Elsa. The Nomination Committee is chaired by Mr. Cheng Hairong.

The role and function of the Nomination Committee include reviewing the structure, size and composition of the Board, formulating relevant procedures for nomination of Directors, identifying qualified individuals to become members of the Board and making recommendation to the Board on the appointment or re-appointment of Directors. The nomination should be taken into consideration of the nominee's qualification, ability and potential contributions to the Company.

Set out below is the summary of work done during the Year:

- to review the structure, size and composition of Board; and
- to review the policy and procedures for nomination of Directors.

## 薪酬委員會

薪酬委員會由兩名獨立非執行董事鄧念叔先生及呂兆泉先生以及本公司副主席劉高原先生組成。薪酬委員會由鄧念叔先生擔任主席。

薪酬委員會之角色及職能包括制定薪酬政策、檢討及向董事會建議每年之薪酬政策，以及釐定執行董事之酬金。薪酬委員會已採納企管守則項下之模式並獲授權釐定個別執行董事以及高層管理人員之薪酬待遇。董事之薪酬乃根據彼等各自於本公司之職務、職責、本公司之業績及目前之市況而釐定。

以下載列於本年度完成之工作概要：

- 檢討薪酬政策及待遇；及
- 批准執行董事之酬金及檢討非執行董事之酬金。

本年度董事酬金之詳情載於綜合財務報表附註11。

## 提名委員會

提名委員會由一名執行董事，即成海榮先生及兩名獨立非執行董事，即鄧念叔先生及黃麗堅女士組成。提名委員會由成海榮先生擔任主席。

提名委員會之角色及職能包括檢討董事會之架構、規模及組成、制定董事提名之相關程序、物色董事會成員之合資格人選及就委任或重新委任董事向董事會提供建議。有關提名須考慮被提名人士之資質、能力及對本公司之潛在貢獻。

以下載列於本年度完成之工作概要：

- 檢討董事會之架構、規模及組成；及
- 檢討董事提名之政策及程序。

## BOARD DIVERSITY POLICY

The Company adopted a board diversity policy (the “Policy”) which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service. The Board will review such objectives from time to time to ensure their appropriateness and the progress made towards achieving those objectives. The Company will also take into consideration its own specific needs from time to time in determining the optimum composition of the Board.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledged that it is responsible for the Systems and reviewing their effectiveness. The Systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The management is responsible for the design, implementation and monitoring of the Systems and the Board oversees the management in performing its duties on an ongoing basis.

### Risk Management System

The Group adopted a risk management policy which sets out the structure of the risk management, responsibility between Directors and management of the Group, and the procedures on the risk management of the Group.

The Board identified risks in accordance with the business nature of the Group. For those significant risks identified, the management will prepare relevant policies and procedures for the daily operation of the Group. Management will monitor the significant risk during the operation and report to the Board on the effectiveness of the risk management system on a regular basis. Weakness identified in the risk management system will be remediated as soon as possible.

## 董事會成員多元化政策

本公司已採納董事會成員多元化政策(「政策」)，當中列載董事會為達致及維持成員多元化以提升董事會之有效性而採取之方針。

根據政策，本公司為尋求達致董事會成員多元化會考慮眾多因素，包括但不限於性別、年齡、文化及教育背景、族群特性、專業經驗、技能、知識及服務年資。董事會將會不時檢討有關目標，以確保該等目標之合適性及為達致該等目標所採取之程序。本公司在釐定董事會之最佳組合時，亦將不時考慮其自身之特殊需求。

## 風險管理及內部監控

董事會認同其有關係統及審閱其是否有效的責任。系統乃設計以管理而非消除未能達到業務目標的風險，且僅能就對抗重大失實或損失提供合理而非絕對的保證。

管理層負責系統設計、實行及監測，而董事會持續監督管理層執行其職責。

### 風險管理系統

本集團採納風險管理政策，其載列風險管理的架構、本集團董事與管理層的責任以及本集團風險管理的程序。

董事會根據本集團的業務性質識別風險。就該等已識別的的重大風險，管理層將為本集團的日常營運編製相關政策及程序。管理層將於經營期間監測重大風險，並定期向董事會匯報風險管理系統是否有效。風險管理系統中已識別的缺點將會盡快予以糾正。



## Internal Control System

Internal control systems were set up according to the operations of the Group which cover the financial, operational and compliance aspects of the Group. Relevant policies and procedures have been prepared for the daily operation of the management. Internal audit consultant will review the effectiveness of the internal control systems on rotational basis with each system to be reviewed at least once in every three years. The internal audit consultant will report the review results to the audit committee and Board twice a year.

Specific to the dissemination of inside information, the Group has an inside information disclosure policy and procedures which set out procedures on the dissemination of inside information. An inside information disclosure committee has been set up to manage the dissemination of the inside information. Whenever there is inside information, the inside information disclosure committee will make recommendation to the Board for the approval of disseminating the inside information. The internal audit consultant will review the effectiveness of this internal control system and report to the Board for remedial action if weakness were identified.

## Internal Audit

An independent third party with extensive experience in reviewing internal control system of listed companies has been engaged to perform the internal audit function of the Group. The scope of internal audit will be determined at the start of each year. As part of the ongoing review of the Systems, the internal audit reviews the Systems, makes recommendation and reports to the audit committee and the Board twice a year.

## Review and effectiveness of the Systems

The management provided confirmation to the Board on the effectiveness of the Systems which cover the Year on a quarterly basis. As mentioned above, the internal audit consultant reviews the Systems and reports to the audit committee and the Board twice a year.

In addition to the above, the Board in its annual review further considered that: (i) there are no changes in the nature and extent of significant risks and the Group's ability to respond to changes in the business and external environment; (ii) the scope and quality of the ongoing monitoring of the Systems by the management, internal audit consultant and external auditor are adequate; (iii) the extent and frequency of communicating the monitoring results to the Board are sufficient; (iv) there is no significant control failure or weakness; and (v) the processes for financial reporting and Listing Rules compliance are effective.

## 內部監控系統

內部監控系統乃根據本集團的營運所設立，其覆蓋本集團的財務、營運及合規各方面。相關政策及程序已為管理日常運作所編製。內部審計顧問將輪流審閱內部監控系統是否有效，而各系統將至少每三年審閱一次。內部審計顧問將每年兩次向審核委員會及董事會匯報審閱結果。

特別就發佈內幕消息而言，本集團具有內幕消息披露政策及程序，其載列發佈內幕消息的程序。內幕消息披露委員會已告設立，以管理發佈內幕消息。每當有內幕消息時，內幕消息披露委員會將向董事會作出建議，以供批准發佈內幕消息。內部審計顧問將審閱此內部監控系統是否有效，而倘識別缺點，將向董事會匯報補救措施。

## 內部審計

於審閱上市公司內部監控系統方面具備豐富經驗的獨立第三方已獲委聘執行本集團的內部審計職能。內部審計的範圍將於各年年初予以釐定。作為持續審閱系統的一部分，內部審計每年兩次審閱系統、作出建議並向審核委員會及董事會匯報。

## 系統審閱及效益

管理層就系統有效性每季向董事會提供涵蓋本年度的確認。誠如上文所述，內部審計顧問每年兩次審閱系統並向審核委員會及董事會匯報。

此外，董事會於其年度審閱中進一步認為：(i) 重大風險及本集團於業務及外在環境中的應變能力於本質及程度上概無發生變動；(ii) 管理層、內部審計顧問及外部核數師所持續監察的系統範圍及質素均屬充足；(iii) 向董事會交流監察結果的程度及次數屬足夠；(iv) 概無重大監控失誤或缺點；及(v) 財務匯報及上市規則的合規程序為有效。

The Board, through its review on the regular confirmation from the management and the internal audit function, concluded that the Systems were effective and adequate. It also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programmes and budget provided were sufficient.

董事會透過審閱管理層及內部審計職能的定期確認，總結系統為有效及充足。董事會亦認為相關員工的資源、員工履歷及經驗均屬充足，而所提供的培訓計劃及預算乃屬充分。

## AUDITOR'S REMUNERATION

The fees paid/payable to the Company's auditor, Messrs. Deloitte Touche Tohmatsu during the Year for auditing and non-auditing services is analysed as below:

## 核數師酬金

於本年度，就核數及非核數服務而向本公司之核數師德勤•關黃陳方會計師行已支付/應付之費用分析如下：

		HK\$ 港元
Auditing for the Year	本年度之核數	924,000
Non-auditing:	非核數：	
Review of interim financial statements for the 6 months period ended 30 June 2017	審閱截至2017年6月30日止六個月期間之中期財務報表	230,000
Issue of comfort letters in connection with disposal of Yantai Juli	就出售煙台巨力發出安慰函	170,000
Agreed-upon procedures on Preliminary Results Announcement for the Year	本年度初步業績公佈之協定程序	33,000
Agreed-upon procedures on Continuing Connected Transactions for the Year	本年度持續關連交易之協定程序	44,000

## DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

## 董事就編製財務報表之責任

The Directors acknowledge that it is their responsibilities in preparing the financial statements. The statement of the auditor about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 37 to 43.

董事確認，編製財務報表乃彼等之責任。有關彼等對財務報表之申報責任之核數師聲明載於第37至43頁之獨立核數師報告內。



## SHAREHOLDERS' RIGHTS

Pursuant to the Bye-Laws of the Company, the Shareholders, holding at the date of deposit of the written requisition to the Board or the company secretary of the Company not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, may require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so.

Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph. The written requisition should be signed by the requisitionists and deposited at the head office of the Company, specifying the shareholders' contact details and the resolution intended to be put forward at general meeting.

For including a resolution to propose a person for election as a Director at general meeting, Shareholders are requested to follow the Bye-Laws of the Company. A written notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting of the Company for which such notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office of the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven days and that the period for lodgment of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting of the Company appointed for such election and end no later than seven days prior to the date of such general meeting. The written notice must state that person's biographical details as required by Rule 13.51(2) of the Listing Rules. The procedures for Shareholders to propose a person for election as a Director is posted on the Company's website.

Shareholders should direct their questions about their shareholdings to the Company's registrar. Shareholders and the investment community may at any time make a request for the Company's information to the extent that such information is publically available. Shareholders may also make enquiries to the Board by writing to the company secretary at the Company's head office in Hong Kong at Suite 2701, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong.

## 股東權利

根據本公司之公司細則，於向董事會或本公司之公司秘書遞呈書面要求日期時持有不少於本公司繳入股本(附帶於本公司股東大會上投票之權利)十分之一之股東，可要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後2個月內舉行。倘於遞呈後21日內，董事會未有召開該大會，則遞呈要求人士可自行作出此舉。

有意提呈決議案之股東可按照前段所述之程序要求本公司召開股東大會。書面要求須經要求人士簽署並遞交至本公司之總辦事處，當中須明確說明股東之聯絡詳情及擬於股東大會上提呈之決議案。

就(其中包括)於股東大會上提名人士膺選董事之決議案而言，股東須遵守本公司之公司細則。由正式符合資格出席本公司股東大會並於會上投票之股東(擬被提名之人士除外)簽署表明其提名參選人士意向之書面通知連同被提名人士簽署表明其願意參選之書面通知應提交至本公司之總辦事處，惟發出有關通知之期限最短不得少於七日，且送交有關通知之期間不得早於寄發本公司為有關選舉而舉行之股東大會之通知翌日開始，亦不得遲於有關股東大會舉行日期前七日結束。書面通知須列明上市規則第13.51(2)條所規定之該人士之履歷詳情。股東提名人士參選董事之程序刊載於本公司網站。

股東如對名下持股有任何問題，應向本公司之過戶登記處提出。股東及投資人士可隨時索取本公司之公開資料。股東亦可致函本公司香港總辦事處(地址為香港灣仔港灣道6-8號瑞安中心2701室)之公司秘書向董事會作出查詢。

## SHAREHOLDER COMMUNICATION AND INVESTOR RELATIONS

The objective of Shareholder communication is to provide Shareholders with detailed information about the Company so that they can exercise their rights as Shareholders in an informed manner.

The Company uses a range of communication tools to ensure Shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. Procedure for voting by poll has been read out by the chairman at the general meeting.

At the general meetings held during the Year, a separate resolution was proposed by the chairman in respect of each separate issue, including re-election of the Directors and were voted by poll. The Company appointed the share registrar of the Company to act as scrutineer of the poll to ensure that votes cast are properly counted and recorded. The results of the poll were announced in accordance with the Listing Rules.

During the Year, there had been no change in the Company's constitutional documents.

## 與股東之溝通及投資者關係

與股東溝通之目的為向股東提供有關本公司之詳細資料，使彼等可知情地行使其作為股東之權利。

本公司採用多種通訊工具，以確保股東充分獲悉主要業務之重要事項，包括股東週年大會、年報、多項通告、公佈及通函。以投票方式表決之程序已經主席於股東大會上宣讀。

主席於本年度股東大會上就各個別事項(包括重選董事)提呈獨立決議案並以投票方式表決。本公司委任本公司之股份過戶登記處擔任投票表決之監票人，確保得到妥善點票及記錄。本公司根據上市規則宣佈有關投票結果。

於本年度，本公司之憲章文件並無變動。





# Environmental, Social and Governance Report

## 環境、社會及管治報告

### SCOPE

This report is prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the Listing Rules.

The principal activities of the Group is investment activities in listed and unlisted investments and other related financial assets. This report covers the principal activities of the Company and its principal subsidiaries for the Year. It focuses on the aspects which have been identified as material to the principal activities of the Group.

The environmental and social areas are addressed in this report and the governance area is addressed in the corporate governance report as set out on pages 22 to 31 of this annual report.

### OVERVIEW

The approach and strategy of the Group for the environmental and social areas is to raise the awareness of the employees in these areas which turn into action during the daily operation of the Group with the objectives: (i) to cause less harm to the environment and contribute to the environmental friendly eco-system of the world; (ii) to be a responsible employer; and (iii) to enhance the wealth of the stakeholders.

In order to achieve the above objectives, the Board aware the importance of and acknowledge the responsibility for the strategy and reporting the environmental and social areas of the Group.

Aspects which are considered material and in high priorities in the environmental and social areas are highlighted as below.

### 範圍

本報告乃根據上市規則附錄27所載之環境、社會及管治報告指引而編製。

本集團之主要活動為於上市及非上市投資以及其他相關財務資產的投資活動。本報告涵蓋本公司及其主要附屬公司於本年度之主要活動，集中於已被識別為對本集團主要活動而言屬重大的方面。

環境及社會範疇載於本報告中，而管治範疇則載於本年報第22至31頁企業管治報告中。

### 概覽

本集團對環境及社會範疇的方針及策略為提高僱員對此等範疇的意識，繼而轉化為本集團日常營運中之行動，務求達到以下目標：(i) 減少對環境的損害，並為地球上的環保生態系統作出貢獻；(ii) 成為負責任的僱主；及(iii) 增加持份者的財富。

為達致上述目標，董事會明白到本集團於環境及社會範疇的策略及申報之重要性並得悉為此所負的責任。

於環境及社會範疇中被視為重大及優先考慮的方面概述於下文。

## ENVIRONMENTAL

The principal activities of the Group is investment activities in listed and unlisted investments and other related financial assets. The use of resources of the Group are mainly electricity and papers for office and reporting purposes. The major emission of greenhouse gas is carbon dioxide through the consumption of electricity and papers.

### Emissions and use of resources

It is the policy of the Group to minimise the use of resources in order to reduce the emission of carbon dioxide. The resources consumption and emission are listed as below:

#### Resources consumption/Carbon dioxide emission

資源消耗／二氧化碳排放量

Resources consumption 資源消耗

Electricity consumption (indirect consumption)

電力消耗(間接消耗)

Paper consumption

紙張消耗

Carbon dioxide emission (indirect emissions) 二氧化碳排放量(間接排放)

(i) Electricity

(i) 電力

(ii) Paper consumption

(ii) 紙張消耗

The water consumption of the Group is minimum and immaterial. In view of the business nature, the Group is not aware of any significant generation of hazardous waste.

In view of the principal activities of the Group, the Group is not aware of any relevant laws and regulations in relation to environmental protection that have significant impact on the Group.

## 環境

本集團之主要活動為於上市及非上市投資以及其他相關財務資產的投資活動。本集團消耗的資源，主要包括辦公室電力使用，及作報告用的紙張。消耗電力及紙張的過程中所排放的溫室氣體主要為二氧化碳。

### 排放及使用資源

本集團的政策為盡量減少使用資源以減低二氧化碳的排放量。資源消耗及排放量載列如下：

#### Unit

單位

kWh

18,558

千瓦時

tonnes

0.13

噸

tCO<sub>2</sub>e

14.66

二氧化碳當量(噸)

tCO<sub>2</sub>e

0.60

二氧化碳當量(噸)

本集團的用水量極少。鑒於業務性質，本集團並不知悉有產生任何大量危險廢料。

鑒於本集團的主要業務，本集團並不知悉任何有關環境保護的相關法例及規例會對本集團造成重大影響。



## Impact on use of resources

In order to minimise the impact on environment, it is the aim of the Group to minimise the use of resources in order to reduce the emission of carbon dioxide. The Group has the following measures for achieving this aim:

1. switching off unnecessary lighting and electronic appliances (e.g. computer) in order to reduce the electricity consumption;
2. using FSC certified paper for printing of interim and annual reports;
3. encouraging the employees to use electronic means for record keeping in order to reduce the use of paper;
4. encouraging employees to use one-side printed recycle paper for printing draft;
5. using air-conditioning with thermostats to maintain optimum temperature for both occupants' comfort and energy saving; and
6. assessing the compliance of environmental, social and governance practice of investee when considering future investments.

## 使用資源的影響

為盡量減少對環境的影響，本集團的目標是將資源的使用量降至最低，以減少二氧化碳的排放量。本集團制定下列措施以達致此目標：

1. 關掉非必要的光源及電子設備(如：電腦)以減少電力消耗；
2. 使用經FSC認證的紙張付印中期及年度報告；
3. 鼓勵僱員使用電子形式保存記錄以減少使用紙張；
4. 鼓勵僱員循環使用已單面列印的紙張作印刷草稿；
5. 使用恆溫空調系統以保持令佔用者感到舒適的同時亦能達致節能效果的最佳溫度；及
6. 於考慮未來投資時，評估被投資方有否遵守環境、社會及管治常規。

## SOCIAL

### Employment

Employees is the most valuable asset to the Group. It is the policy of the Group to employ person which is suitable to the position with equal opportunity. Competitive remuneration package will be provided for the employees. The Group will also comply with the relevant employment laws and regulations.

## 社會

### 僱傭

僱員為本集團的最寶貴資產。本集團的政策為給予平等機會以僱用適合有關職位的人士。僱員將獲提供具競爭力的薪酬組合。本集團亦將會遵守相關僱傭法例及規例。

At Year End Date, the Group had 5 employees with ages ranging from 36 to 62 who have worked in the Group for more than 6 years. The distribution of gender of the employee of the Company is shown in the table below:

於年結日，本集團有5名年齡介乎36至62歲的僱員為本集團工作超過6年。下表列載本公司僱員性別分佈：

As at	於	Number of male staff 男性 僱員數目	Number of female staff 女性 僱員數目	Turnover rate 流失率
1 January 2017	2017年1月1日	4	1	N/A 不適用
Year End Date	年結日	4	1	0%

The law on labour governs the employment of the Group which affects the remuneration and retirement benefits payable to the employees of the Group.

勞工法例規管本集團的僱傭，其影響本集團應付其僱員的薪酬及退休福利。

The Group is not aware of any non-compliance with employment related laws and regulations that have significant impact on the Group during the Year.

於本年度內，本集團並不知悉其未有遵守會對本集團造成重大影響的僱傭相關法例及規例。

## Health and safety

## 健康及安全

It is the policy of the Group to provide a healthy and safety working environment to the employees. The Group will maintain its office premises from time to time in order to provide a safety working place for the employees. The Group also encourage employees to participate in recreational activities organised by outside parties.

本集團的政策為向僱員提供一個健康及安全的工作環境。本集團將致力長期維持辦公室良好狀況，為僱員提供一個安全的工作地方。本集團亦鼓勵僱員參與由外界舉辦的康樂活動。

The laws on health and safety working environment governs the provision of a healthy and safety working environment and compensation, if any, to the employees of the Group.

健康及安全工作環境法例規管本集團須向其僱員提供健康及安全工作環境以及補償(如有)。

The Group is not aware of any non-compliance with relevant laws and regulations in relation to health and safety working environment during the Year that have significant impact on the Group.

於本年度內，本集團並不知悉其未有遵守有關健康及安全的工作環境的相關法例及規例，且對本集團造成重大影響。

The Group regularly promotes employees' occupational safety and health good practice at work in the aspects of lighting condition, use of office equipment, office safety, computer workstation design and working posture through briefing and various communication channels, resulting in better working environment quality.

本集團定期透過簡介會及多種通訊渠道宣傳於光亮環境、辦公室設備的使用、辦公室安全、電腦工作站設計及工作姿勢方面的僱員職業安全及健康以及良好的作業方法，以達致更理想的工作環境質素。



## Development and training

On-the-job training and continuous professional development are important elements to enhance the industry knowledge of the employees of the Group. The Group encourage employees to attend training courses (e.g. Listing Rules and accountancy related seminars) and reimbursement will be made by the Group for those job-related training courses. Besides, the Group will purchase relevant reference materials for the employees' self-study.

## Labour standards

It is the policy of the Group to comply with the relevant laws and regulations which prohibit the employment of child and force labour.

The Group is not aware of any non-compliance with relevant laws and regulations in relation to preventing child and forced labour during the Year that have significant impact on the Group.

## Supply chain management and product responsibility

The supply chain contributes only to a small part of the operation of the Group which the Group has no policy on this area.

The Group does not have products or services provided to customers and hence the product responsibility is not applicable to the Group.

## Anti-corruption

The Group has a whistleblowing policy for employees reporting suspicious cases to the top management of the Group or the Directors.

The laws on anti-corruption ensure the integrity of Directors and employees of the Group in conducting the business activities of the Group.

The Group is not aware of any non-compliance with relevant laws and regulations in relation to anti-corruption during the Year that have significant impact on the Group.

## Community investment

With base in Hong Kong and investments in Hong Kong and the PRC, the Group had made donations to charitable organisations which focused on charitable affairs for both Hong Kong and the PRC. In the future, the Group will consider engaging charity or non-governmental organization for volunteering and corporate social responsibility opportunities.

## 發展及培訓

在職培訓及持續專業發展為加強本集團僱員的行業知識的重要元素。本集團鼓勵僱員出席培訓課程(如：有關上市規則及會計相關的研討會)，並可就該等與工作相關的培訓課程費用向本集團報銷。另外，本集團將購入相關參考材料以供僱員自學之用。

## 勞工標準

本集團的政策乃遵守相關法例及規例，禁止僱用童工及強制勞工行為。

於本年度內，本集團並不知悉其未有遵守有關避免童工及強制勞工的相關法例及規例，且對本集團造成重大影響。

## 供應鏈管理及產品責任

供應鏈僅佔本集團營運的一小部分，故本集團並無此方面的政策。

本集團並無向客戶提供產品或服務，因此產品責任並不適用於本集團。

## 反貪污

本集團設有舉報政策以供僱員向本集團高級管理層或董事舉報懷疑個案。

反貪污法例確保本集團董事及僱員在進行本集團業務活動方面的忠誠。

於本年度內，本集團並不知悉其未有遵守有關反貪污的相關法例及規例，且對本集團造成重大影響。

## 社區投資

本集團以香港為基地及在香港及中國進行投資，過往向專注於中港兩地慈善活動的慈善機構作出捐贈。未來，本集團將考慮向慈善或非政府組織提供志願服務及尋求履行企業社會責任的機會。

# Deloitte.

# 德勤

TO THE MEMBERS OF  
**PROSPERITY INVESTMENT HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*

致嘉進投資國際有限公司  
*(於百慕達註冊成立之有限公司)*  
全體股東

## OPINION

We have audited the consolidated financial statements of Prosperity Investment Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 44 to 101, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## 意見

本核數師已審核列載於第44至第101頁內之嘉進投資國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，當中包括於2017年12月31日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

本核數師認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒布的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於2017年12月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

## 意見的基準

本核數師已根據香港會計師公會頒布的香港審計準則(「香港審計準則」)進行審計。本核數師在該等準則下的責任已於本報告核數師就審計綜合財務報表須承擔的責任一節中作進一步闡述。根據香港會計師公會頒布的專業會計師道德守則(「守則」)，本核數師獨立於貴集團，並已履行守則中的其他道德責任。本核數師相信，本核數師所獲得的審計憑證能充足及適當地為本核數師的意見提供基準。



## KEY AUDIT MATTERS

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

### Key audit matter

#### 關鍵審計事項

#### *Impairment of an unlisted equity investment classified as an available-for-sale investment*

##### 一項分類為可供出售投資的非上市股本投資減值

We identified the impairment of an unlisted equity investment, Rakarta Limited ("Rakarta"), classified as an available-for-sale investment in the consolidated statement of financial position at 31 December 2017 as a key audit matter due to the significant estimation uncertainty in determining the present value of the investment in Rakarta for impairment assessment.

本核數師識別一項於2017年12月31日的綜合財務狀況表中分類為可供出售投資的非上市股本投資減值(即Rakarta Limited (「Rakarta」)乃一項關鍵審計事項，原因為釐定於Rakarta的投資現值作減值評估所涉及的估計不確定性屬重大。

The Group's investment in Rakarta, which is an investment holding company with its subsidiary principally engaged in zinc and lead mining in the People's Republic of China (the "PRC"), is measured at cost less impairment loss as disclosed in notes 4 and 16 to the consolidated financial statements. The carrying amount of this investment is HK\$46,834,000 at 31 December 2017. The estimated future cash flows of Rakarta are highly dependent on the significant inputs and assumptions used in deriving the future cash flows, in particular the budgeted sales and discount rate.

貴集團於Rakarta(為一間投資控股公司，其附屬公司主要於中華人民共和國(「中國」)從事鋅及鉛開採)的投資乃以成本減減值虧損計量(誠如綜合財務報表附註4及16所披露)。於2017年12月31日，此項投資的賬面值為46,834,000港元。Rakarta的估計未來現金流量十分倚賴產生未來現金流量所用的重要輸入數據及假設，尤其是預算銷售額及折讓率。

Management has concluded that there is no further impairment in the carrying amount of the investment in Rakarta during the year. Management's conclusion is that the carrying amount of the investment in Rakarta during the year is not further impaired.

## 關鍵審計事項

關鍵審計事項為根據本核數師的專業判斷，認為對本年度綜合財務報表的審計最為重要的事項。該等事項於本核數師審計整體綜合財務報表及出具意見時處理，而本核數師不會對該等事項提供獨立的意見。

### How our audit addressed the key audit matter

#### 我們的審計如何處理關鍵審計事項

Our procedures in relation to impairment assessment of an unlisted equity investment classified as an available-for-sale investment included:

本核數師就有關一項分類為可供出售投資的非上市股本投資減值評估的程序包括：

- (i) Challenging the reasonableness of the significant inputs and assumptions including the selling price of zinc and lead, and discount rate adopted by the management of the Group, by comparing them to externally available market data, such as historical trend in zinc and lead price, future outlook in mining industry in the PRC, as well as the weighted average cost of capital of comparable companies in the same industry.  
質疑重要輸入數據及假設是否合理，包括鋅及鉛的售價以及貴集團管理層所採用的折讓率，方法是對比可於外部獲取的市場數據，如鋅及鉛的過往價格趨勢、未來中國礦業的前景、以及於同一行業內可比較公司的加權平均資本成本。
- (ii) Evaluating whether the cash flow forecast and annual production capacity of the subsidiary of Rakarta are in line with the business plans formulated by the management of Rakarta.  
評估Rakarta的附屬公司的現金流量預測及年產能與Rakarta管理層所制定的業務計劃是否一致。
- (iii) Reperforming sensitivity analysis by evaluating the potential impact of reasonably possible changes in the key assumptions.  
評估重要假設的合理可能更改造成的潛在影響，以重新進行敏感度分析。

**Key audit matter**

**關鍵審計事項**

**How our audit addressed the key audit matter**

**我們的審計如何處理關鍵審計事項**

***Recoverability of earnest money deposit paid for a potential investment***

**一項潛在投資的已支付誠意金的可收回性**

We identified the recoverability of earnest money deposit paid for a potential investment as a key audit matter due to the significant degree of management's judgment in assessing the recoverability of the earnest money deposit paid.

本核數師識別一項潛在投資的已支付誠意金的可收回性乃屬一項關鍵審計事項，原因為管理層對評估已支付誠意金的可收回性的判斷屬重大。

As disclosed in note 19 to the consolidated financial statements, the Group made an earnest money deposit amounting to HK\$25 million which is included in other receivables in the consolidated statement of financial position as at 31 December 2017. The refundable period for the earnest money deposit was extended during the year to June 2018 or upon the conclusion of the negotiation with the potential vendor on the potential investment, if earlier.

誠如綜合財務報表附註19所披露，貴集團作出的誠意金為25,000,000港元，其載列於2017年12月31日的綜合財務狀況表的其他應收款項中。誠意金的可退款期於本年度延長至2018年6月或就潛在投資而與潛在賣方進行的磋商結束時，以較早者為準。

In assessing the recoverability, the management performed credit analysis on the background and creditworthiness of the potential vendor to which the earnest money has been paid as disclosed in note 30b to the consolidated financial statements.

評估可收回性時，管理層就潛在賣方之背景及信譽度進行信貸分析，而誠意金已按綜合財務報表附註30b所披露支付。

Our procedures in relation to management assessment of the recoverability of the earnest money deposit paid included:  
本核數師就有關管理層評估此項已支付誠意金的可收回性的程序包括：

- (i) Understanding through enquiry with management their assessment of creditability and financial capacity of the potential vendor.
- (i) 透過向管理層查詢，以了解彼等評估潛在賣方的信用及財務能力。
- (ii) Examining financial information of potential vendor and other evidence supporting management's assessment on financial ability of the potential vendor.
- (ii) 審閱潛在賣方的財務資料及支持管理層對潛在賣方的財務能力所作評估的其他證據。
- (iii) Examining the renewed written agreements in relation to the refundable period of the earnest money deposit.
- (iii) 審閱有關誠意金的可退款期的重續書面協議。





## OTHER INFORMATION

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

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

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

## RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

## 其他資料

貴公司董事須對其他資料負責。其他資料包括年報內所載的資料，但不包括綜合財務報表及本核數師載於其中的核數師報告。

本核數師對綜合財務報表的意見並不涵蓋其他資料，本核數師亦不對該等其他資料發表任何形式的保證結論。

就本核數師對綜合財務報表的審計而言，本核數師的責任乃細閱其他資料，在此過程中，考慮其他資料與綜合財務報表或本核數師在審計過程中所知悉的情況是否存在重大抵觸或存在重大錯誤陳述。基於本核數師已執行的工作，倘本核數師認為其他資料存在重大錯誤陳述，本核數師需要報告該事實。本核數師就此並無任何事項須報告。

## 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港公司條例的披露規定編製提供真實而公平觀點的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

治理層須負責監督貴集團的財務報告過程。

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

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

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

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

## 核數師就審計綜合財務報表須承擔的責任

本核數師的目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括本核數師意見的核數師報告，並按照百慕達公司法第90條僅向閣下(作為整體)報告，除此之外本報告別無其他目的。本核數師概不就本報告的內容對任何其他人士負責或承擔責任。合理保證為高水平的保證，但概不保證按照香港審計準則進行的審計總能於重大錯誤陳述出現時有所發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期其單獨或匯總起來可影響使用者以該等綜合財務報表為基準所作出的經濟決定，則有關錯誤陳述被視為重大。

作為根據香港審計準則進行審計的一部分，於整個審計過程中，本核數師運用專業判斷，並保持專業懷疑態度。本核數師亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，為本核數師的意見提供基準。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計在有關情況下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。



- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘本核數師認為存在重大不確定性，則須於核數師報告中提請使用者注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂本核數師的意見。本核數師的結論乃基於直至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營業務。
- 評估綜合財務報表的整體呈列方式、結構及內容，包括披露，以及綜合財務報表是否以達致公平呈列的方式反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足適當的審計憑證，以便對綜合財務報表發表意見。本核數師負責 貴集團審計的方向、監督及執行。本核數師為審計意見承擔全部責任。

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

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

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

本核數師與治理層就(其中包括)審計的計劃範圍及時間以及重大審計發現進行溝通，包括本核數師在審計中識別出內部控制的任何重大不足之處。

本核數師亦向治理層提交聲明，表明本核數師已符合有關獨立性的相關道德要求，並與彼等溝通可能合理被認為會影響本核數師獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施。

從與治理層溝通的事項中，本核數師確定該等對本年度綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。本核數師在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於本報告中註明某事項造成的負面後果超過產生的公眾利益，則本核數師決定不應在本報告中註明該事項。

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

The engagement partner on the audit resulting in the independent auditor's report is Lam Sau Fung.

出具獨立核數師報告的審計項目合夥人為林秀鳳。

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
28 March 2018

德勤•關黃陳方會計師行  
執業會計師  
香港  
2018年3月28日



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2017 截至2017年12月31日止年度

		NOTES 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Turnover — gross proceeds and revenue	營業額 — 所得款項總額及收入	6	55,724	19,000
Revenue	收入	6	4,808	7,215
Other income	其他收入	7	2	2
Other gains and losses	其他收益及虧損	8	20,165	(29,562)
Administrative expenses	行政開支		(13,674)	(13,752)
Investment management expenses	投資管理開支		(7,200)	(7,200)
Finance costs	財務成本	21	(3,144)	—
Profit (loss) before tax	除稅前溢利(虧損)		957	(43,297)
Taxation	稅項	9	(797)	—
Profit (loss) for the year, attributable to owners of the Company	本公司擁有人應佔年度溢利(虧損)	10	160	(43,297)
<b>Other comprehensive income (expense):</b>	<b>其他全面收益(開支):</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目:</i>			
Fair value changes of available-for-sale investments	可供出售投資之公平值變動		7,993	(5,258)
Reclassification adjustment upon disposal of available-for-sale investments	於出售可供出售投資時重新分類調整		(3,160)	—
Reclassification adjustment upon impairment loss recognised in respect of available-for-sale investments	於就可供出售投資確認減值虧損時重新分類調整	16(ii)	1,913	3,705
Other comprehensive income (expense) for the year	年度其他全面收益(開支)		6,746	(1,553)
Total comprehensive income (expense) for the year, attributable to owners of the Company	本公司擁有人應佔年度全面收益(開支)總額		6,906	(44,850)
Earnings (loss) per share — Basic (HK cents)	每股盈利(虧損) — 基本(港仙)	13	0.01	(3.60)

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2017 於2017年12月31日

		NOTES 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Non-current assets	非流動資產			
Plant and equipment	廠房及設備	14	1,671	2,308
Interest in an associate	一間聯營公司權益	15	—	—
Available-for-sale investments	可供出售投資	16	86,610	99,534
Loan to an associate	向一間聯營公司貸款	17	—	—
Other receivable	其他應收賬項	19	—	565
			<b>88,281</b>	102,407
Current assets	流動資產			
Held-for-trading listed equity investments	持作買賣上市股本投資	18	210,694	182,704
Other receivables	其他應收賬項	19	60,745	28,229
Tax recoverable	可收回稅項		—	50
Cash held by securities brokers	證券經紀持有之現金	20	23,594	5,039
Bank balances and cash	銀行結餘及現金	20	860	3,114
			<b>295,893</b>	219,136
Current liabilities	流動負債			
Loan from a securities broker	來自證券經紀的貸款	21	51,099	—
Accruals and other payable	應計及其他應付款項		8,225	4,406
Tax payable	應付稅項		807	—
			<b>60,131</b>	4,406
Net current assets	流動資產淨值		<b>235,762</b>	214,730
Net assets	資產淨值		<b>324,043</b>	317,137
Capital and reserves	資本及儲備			
Share capital	股本	22	30,283	30,283
Reserves	儲備		293,760	286,854
Total equity	股本總值		<b>324,043</b>	317,137
Net Asset Value per Share (HK\$)	每股資產淨值(港元)	23	<b>0.27</b>	0.26

The consolidated financial statements on pages 44 to 101 were approved and authorised for issue by the Board on 28 March 2018 and are signed on its behalf by:

第44至第101頁之綜合財務報表已於2018年3月28日獲董事會批准及授權刊發，並由下列人士代表簽署：

**Cheng Hairong 成海榮**  
DIRECTOR 董事

**Lau Tom Ko Yuen 劉高原**  
DIRECTOR 董事



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2017 截至2017年12月31日止年度

		Share capital	Share premium	Investment revaluation reserve	Contributed surplus	Accumulated losses	Total equity
		股本	股份溢價	重估儲備	實繳盈餘	累計虧損	股本總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
				投資	(Note)		
					(附註)		
At 1 January 2016	於2016年1月1日	30,283	192,895	(1,437)	290,081	(149,835)	361,987
Loss for the year	年度虧損	—	—	—	—	(43,297)	(43,297)
Fair value changes of available-for-sale investments	可供出售投資之公平值變動	—	—	(5,258)	—	—	(5,258)
Reclassification adjustment upon impairment loss recognised in respect of available-for-sale investments	於就可供出售投資確認減值虧損時重新分類調整	—	—	3,705	—	—	3,705
Other comprehensive expense for the year	年度其他全面開支	—	—	(1,553)	—	—	(1,553)
Total comprehensive expense for the year	年度全面開支總額	—	—	(1,553)	—	(43,297)	(44,850)
At 31 December 2016	於2016年12月31日	30,283	192,895	(2,990)	290,081	(193,132)	317,137
Profit for the year	年度溢利	—	—	—	—	160	160
Fair value changes of available-for-sale investments	可供出售投資之公平值變動	—	—	7,993	—	—	7,993
Reclassification adjustment upon disposal of available-for-sale investments	於出售可供出售投資時重新分類調整	—	—	(3,160)	—	—	(3,160)
Reclassification adjustment upon impairment loss recognised in respect of available-for-sale investments	於就可供出售投資確認減值虧損時重新分類調整	—	—	1,913	—	—	1,913
Other comprehensive income for the year	年度其他全面收益	—	—	6,746	—	—	6,746
Total comprehensive income for the year	年度全面收益總額	—	—	6,746	—	160	6,906
At 31 December 2017	於2017年12月31日	30,283	192,895	3,756	290,081	(192,972)	324,043

Note: Contributed surplus of the Group represents:

- (i) the difference between the nominal value of the issued shares and the aggregate of the nominal value of the share capital and share premium of GRIH at the time when GRIH was acquired by the Company pursuant to a group reorganisation completed in 2001; and
- (ii) the excess of the consideration paid over the nominal value of the Shares repurchased and cancelled in 2011.

附註：本集團之實繳盈餘指：

- (i) 於金源創展根據於2001年完成之集團重組被本公司收購時已發行股份面值與金源創展之股本面值及股份溢價總額之差額；及
- (ii) 已付代價超出於2011年購回及註銷之股份面值的部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2017 截至2017年12月31日止年度

	NOTES 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>			
Profit (loss) before tax	經營活動 除稅前溢利(虧損)	957	(43,297)
Adjustments for:	就以下項目作出調整：		
Depreciation of plant and equipment	廠房及設備折舊	637	438
Exchange difference	匯兌差額	(420)	—
Interest expense	利息開支	3,144	—
Realised loss and unrealised fair value changes of held-for-trading listed equity investments	持作買賣上市股本投資之已變現虧損及未變現公平值變動	12,921	25,857
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	(34,579)	—
Impairment losses on available-for-sale investments	可供出售投資之減值虧損	1,913	3,705
Interest income	利息收入	(2)	(2)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(15,429)	(13,299)
Increase in held-for-trading listed equity investments	持作買賣上市股本投資增加	(40,912)	(4,681)
Decrease (increase) in other receivables	其他應收賬項減少(增加)	348	(178)
Increase in accruals and other payable	應計及其他應付款項增加	3,819	3,213
Cash used in operations	經營所用現金	(52,174)	(14,945)
Hong Kong Profits Tax refund	已退回香港利得稅	50	—
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營活動所耗現金淨額</b>	<b>(52,124)</b>	<b>(14,945)</b>
<b>INVESTING ACTIVITIES</b>			
Proceeds on disposal of available-for-sale investments	投資活動 出售可供出售投資之所得款項	20,468	—
Interest received	已收利息	2	2
Repayment of loans receivable	應收貸款還款	—	4,264
Purchase of plant and equipment	購買廠房及設備	—	(1,247)
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金淨額</b>	<b>20,470</b>	<b>3,019</b>
<b>FINANCING ACTIVITIES</b>			
Loan from a securities brokers	融資活動 來自證券經紀的貸款	52,936	—
Interest paid	已付利息	(3,144)	—
Repayment of loan from a securities broker	償還來自證券經紀的貸款	(1,837)	—
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金淨額</b>	<b>47,955</b>	<b>—</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及等值現金項目增加(減少)淨額</b>	<b>16,301</b>	<b>(11,926)</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>於1月1日之現金及等值現金項目</b>	<b>8,153</b>	<b>20,079</b>
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>於12月31日之現金及等值現金項目</b>	<b>24,454</b>	<b>8,153</b>
<b>REPRESENTED BY</b>			
Bank balances and cash	指 銀行結餘及現金	860	3,114
Cash held by securities brokers	證券經紀持有之現金	23,594	5,039
		<b>24,454</b>	<b>8,153</b>





# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its Shares are listed on the Stock Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the section "Corporate Information" to the annual report.

The consolidated financial statements are presented in HK\$, which is also the functional currency of the Company.

The Company acts as an investment holding company and the principal activities of its principal subsidiaries are set out in note 28.

### 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

#### Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to HKFRSs for the first time in the current year:

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to HKFRS 12	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle

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

### 1. 一般資料

本公司在百慕達註冊成立為一間受豁免有限公司，其股份於聯交所上市。本公司之註冊辦事處及主要營業地點之地址於年報「公司資料」一節中披露。

綜合財務報表以港元列值，而港元亦為本公司之功能貨幣。

本公司為一間投資控股公司，其主要附屬公司之主要業務載於附註28。

### 2. 應用新訂及經修訂香港財務報告準則

#### 於本年度強制生效的經修訂香港財務報告準則

於本年度，本集團已首次應用以下香港財務報告準則之修訂：

香港會計準則第7號之修訂	披露主動性
香港會計準則第12號之修訂	就未變現虧損確認遞延稅項資產
香港財務報告準則第12號之修訂	2014年至2016年週期香港財務報告準則之年度改進一部分

除下文所述者外，於本年度應用香港財務報告準則之修訂並無對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載列之披露事項構成任何重大影響。

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSS (Continued) 2. 應用新訂及經修訂香港財務報告準則(續)

### Amendments to HKAS 7 Disclosure Initiative

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note 31. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 31, the application of these amendments has had no impact on the Group's consolidated financial statements.

### 香港會計準則第7號之修訂披露主動性

本集團已於本年度首次應用該等修訂。該修訂要求實體作出披露，以令財務報告表使用者可評估融資業務引致之負債變動，包括現金及非現金變動。此外，倘財務資產的現金流量或未來現金流量將於融資活動所得現金流量入賬，該修訂亦要求披露該等財務資產變動。

尤其是，該修訂要求須披露以下各項：(i) 融資現金流量引致之變動；(ii) 取得或失去附屬公司或其他企業之控制權引致之變動；(iii) 外匯匯率變動之影響；(iv) 公平值變動；及(v) 其他變動。

該等項目之期初及期末結餘對賬於附註31提供。本集團並無披露過往年度的比較資料，與修訂的過渡性條文一致。除附註31的額外披露外，應用該等修訂並無對本集團的綜合財務報表造成影響。



For the year ended 31 December 2017 截至2017年12月31日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

### New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers and the Related Amendments <sup>1</sup>
HKFRS 16	Leases <sup>2</sup>
HKFRS 17	Insurance Contracts <sup>4</sup>
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration <sup>1</sup>
HK(IFRIC)-Int 23	Uncertainty Over Income Tax Treatments <sup>2</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transaction <sup>1</sup>
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts <sup>1</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 40	Transfer of Investment Property <sup>1</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>2</sup>
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2021.

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 已頒布但尚未生效之新訂及經修訂香港財務報告準則

本集團尚未提早應用下列已頒布但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	來自客戶合約的收入及相關修訂 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港財務報告準則第17號	保險合約 <sup>4</sup>
香港(國際財務報告詮釋委員會)–詮釋第22號	外幣交易及預付代價 <sup>1</sup>
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理的不確定性 <sup>2</sup>
香港財務報告準則第2號之修訂	釐清及計量以股份為基礎付款之交易 <sup>1</sup>
香港財務報告準則第4號之修訂	採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具 <sup>1</sup>
香港財務報告準則第9號之修訂	具有負補償之提前還款特性 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>3</sup>
香港會計準則第40號之修訂	轉讓投資物業 <sup>1</sup>
香港會計準則第28號之修訂	於聯營公司及合營企業的長期權益 <sup>2</sup>
香港會計準則第28號之修訂	作為2014年至2016年週期香港財務報告準則之年度改進的一部分 <sup>1</sup>
香港財務報告準則之修訂	2015年至2017年週期香港財務報告準則之年度改進 <sup>2</sup>

<sup>1</sup> 於2018年1月1日或之後開始之年度期間生效。

<sup>2</sup> 於2019年1月1日或之後開始之年度期間生效。

<sup>3</sup> 於待定期日或之後開始之年度期間生效。

<sup>4</sup> 於2021年1月1日或之後開始之年度期間生效。

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

### New and amendments to HKFRSs in issue but not yet effective (Continued)

Except for the new and amendments to HKFRSs and Interpretations mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs and Interpretations will have no material impact on the consolidated financial statements in the foreseeable future.

### HKFRS 9 Financial Instruments

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

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

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

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 已頒布但尚未生效之新訂及經修訂香港財務報告準則(續)

撇除下文所述之新訂及經修訂香港財務報告準則及詮釋，本公司董事預料於可預見將未應用所有其他新訂及經修訂香港財務報告準則及詮釋將不會對綜合財務報表造成重大影響。

### 香港財務報告準則第9號財務工具

香港財務報告準則第9號引入財務資產、財務負債、一般對沖會計法的分類及計量之新規定及財務資產之減值規定。

與本集團相關之香港財務報告準則第9號之主要規定為：

- 香港財務報告準則第9號範圍內之所有已確認財務資產須於其後按攤銷成本或公平值計量。尤其是就以收取合約現金流為目的之業務模式持有之債務投資，及擁有純粹為支付本金及尚未償還本金利息之合約現金流之債務投資，一般於其後會計期末按攤銷成本計量。於目的為同時收取合約現金流及出售財務資產之業務模式中持有之債務工具，以及合約條款令於特定日期產生之現金流純粹為支付本金及尚未償還本金之利息的債務工具，一般均透過其他全面收益按公平值列賬（「透過其他全面收益按公平值列賬」）之方式計量。所有其他財務資產均於其後會計期間按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回選擇於其他全面收益呈列股本投資（並非持作買賣）之其後公平值變動，惟股息收入一般須於損益內確認；



## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

### HKFRS 9 Financial Instruments (Continued)

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

Based on the Group's financial instruments and risk management policies as at 31 December 2017, the directors of the Company anticipate the following potential impact on initial application of HKFRS 9:

#### Classification and measurement:

- Listed equity securities classified as available-for-sale investments carried at fair value as disclosed in note 16: these securities qualified for designation as measured at FVTOCI under HKFRS 9, however, the Group plans not to elect the option for the designation and will measure these securities at fair value with subsequent fair value gains or losses to be recognised in profit or loss. Upon initial application of HKFRS 9, investment revaluation reserve of HK\$3,756,000 related to these available-for-sale investments will be transferred to retained profits at 1 January 2018;

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 香港財務報告準則第9號財務工具(續)

- 就財務資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

根據本集團於2017年12月31日的財務工具及風險管理政策，本公司董事預料初步應用香港財務報告準則第9號將會構成以下潛在影響：

#### 分類及計量：

- 附註16所披露按公平值列賬分類為可供出售投資的上市股本證券：根據香港財務報告準則第9號，該等證券符合資格指定為以透過其他全面收益按公平值列賬的方式計量，惟本集團無意選擇該指定選項，且將按公平值計量該等證券並於損益確認後續公平值收益或虧損。於初步應用香港財務報告準則第9號後，與該等可供出售投資有關的投資重估儲備3,756,000港元將於2018年1月1日轉撥至保留溢利；

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued) 2. 應用新訂及經修訂香港財務報告準則(續)

### HKFRS 9 Financial Instruments (Continued)

- Unlisted equity securities classified as available-for-sale investments carried at cost less impairment as disclosed in note 16: these securities qualified for designation as measured at FVTOCI under HKFRS 9 and the Group will measure these securities at fair value at the end of subsequent reporting periods with fair value gains or losses to be recognised as other comprehensive income and accumulated in the investment revaluation reserve. The Directors anticipate that upon initial application of HKFRS 9, there would be a fair value gain relating to these securities, which would be adjusted to investment revaluation reserve as at 1 January 2018;
- All other financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

### Impairment

In general, the directors of the Company anticipate that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group's financial assets measured at amortised cost and other items that are subject to the impairment provisions upon application of HKFRS 9 by the Group.

Based on the assessment by the directors of the Company, if the expected credit loss model were to be applied by the Group, the accumulated amount of impairment loss to be recognised by Group as at 1 January 2018 would not change materially as compared to the accumulated amount recognised under HKAS 39.

### 香港財務報告準則第9號財務工具(續)

- 附註16所披露按成本減減值列賬分類為可供出售投資的非上市股本證券：根據香港財務報告準則第9號，該等證券符合資格指定為以透過其他全面收益按公平值列賬的方式計量，而本集團將於報告期末後按公平值計量該等證券，並於其他全面收益確認及於投資重估儲備累計公平值收益或虧損。董事預料，於初步應用香港財務報告準則第9號後，可能出現有關該等證券的公平值收益，其將於2018年1月1日調整至投資重估儲備；
- 所有其他財務資產及財務負債將繼續按現時根據香港會計準則第39號的相同基準計量。

### 減值

一般而言，本公司董事預期應用香港財務報告準則第9號的預期信貸虧損模式將導致本集團於應用香港財務報告準則第9號後，就本集團按攤銷成本計量之財務資產以及其他須計提減值撥備的項目之尚未產生的信貸虧損提前撥備。

根據本公司董事的評估，倘本集團應用預期信貸虧損模式，本集團於2018年1月1日確認減值虧損的累計金額相較根據香港會計準則第39號確認的累計金額將不會出現重大之變動。



## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

### HKFRS 16 Leases

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

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

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

Furthermore, extensive disclosures are required by HKFRS 16.

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 香港財務報告準則第16號租賃

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

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

使用權資產初步按成本計量，隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而作出調整。租賃負債初步按租賃款項(非當日支付)之現值計量。隨後，租賃負債會就(其中包括)利息及租賃款項以及租賃修訂的影響作出調整。就現金流量分類而言，本集團目前將經營租賃款項呈列為經營現金流量。應用香港財務報告準則第16號後，有關租賃負債的租賃款項將分配至本金及利息部分，並由本集團以融資現金流量呈列。

此外，香港財務報告準則第16號要求較廣泛的披露。

# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued) 2. 應用新訂及經修訂香港財務報告準則(續)

### HKFRS 16 Leases (Continued)

As at 31 December 2017, the Group has non-cancellable operating lease commitments of HK\$2,275,000 as disclosed in note 25. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

Furthermore, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

### 香港財務報告準則第16號租賃(續)

於2017年12月31日，本集團的不可撤銷經營租賃承擔為2,275,000港元(於附註25中披露)。初步評估顯示該等安排將符合租賃的定義。於應用香港財務報告準則第16號後，本集團將會就所有該等租賃確認使用權資產及相應負債，除非該等租賃符合低值或短期租賃。

此外，應用新規定可能導致上文所示之計量、呈列及披露出現變動。

## 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策

The consolidated financial statements have been prepared in accordance with HKFRSs. In addition, the consolidated financial statements include applicable disclosures required by the Listing Rules and by the Hong Kong Companies Ordinance.

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

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

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

綜合財務報表乃根據香港財務報告準則而編製。此外，綜合財務報表亦載有上市規則及香港公司條例所規定之適用披露事項。

綜合財務報表乃按歷史成本基準編製，惟若干財務工具則於各報告期末按公平值計量(如下文所載會計政策所解釋)。

歷史成本一般以貨品交易代價之公平值為基準。

公平值為市場參與者之間於計量日期按有秩序交易出售一項資產將收取或轉讓一項負債時將支付之價格，不論該價格是否直接可觀察或使用另一項估值方法作出估計。於估計一項資產或一項負債之公平值時，倘市場參與者於計量日期就資產或負債進行定價時將計及資產或負債特徵，本集團亦會計及該等特徵。於該等綜合財務報表中作計量及/或披露用途之公平值乃按該基準釐定，惟於香港財務報告準則第2號以股份為基礎付款範圍內之股份支付交易、香港會計準則第17號租賃範圍內之租賃交易及與公平值計量相似但並非公平值之計量(如香港會計準則第2號存貨中的可變現價值淨額或香港會計準則第36號資產減值中之使用價值)除外。





### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

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

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

The principal accounting policies are set out below.

#### Basis of consolidation

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

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

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

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

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

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

### 3. 主要會計政策(續)

此外，出於財務報告目的，公平值計量乃根據公平值計量輸入值之可觀察程度及公平值計量輸入值之整體重要性分類為第1級、第2級或第3級，分類載列如下：

- 第1級輸入值為實體於計量日期可獲得之同等資產或負債於活躍市場之報價(未經調整)；
- 第2級輸入值為資產或負債可直接或間接觀察之輸入值(第1級所包含之報價除外)；及
- 第3級輸入值為資產或負債之非可觀察輸入值。

主要會計政策載列如下。

#### 綜合賬目之基準

綜合財務報表包括本公司及本公司控制實體及其附屬公司之財務報表。當本公司達致以下條件，則擁有控制權：

- 對接受投資公司行使權力；
- 承受或享有因參與接受投資公司之業務而產生之可變回報風險或權益；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上文所列之三個控制因素中一個或多個出現變動，本集團會重估其是否控制接受投資公司。

附屬公司之綜合賬目於本集團取得對附屬公司之控制權時開始，並於本集團失去對附屬公司之控制權時終止。具體而言，年內購入或出售附屬公司之收益及開支自本集團獲得控制權之日起至本集團終止控制附屬公司之日止計入綜合損益及其他全面收益表。

如有需要，本集團將對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策相一致。

所有與本集團成員公司間交易相關之集團內部資產及負債、權益、收入、開支以及現金流量將於綜合賬目時全數對銷。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Investments in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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

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

### 3. 主要會計政策(續)

#### 於聯營公司之投資

聯營公司乃指本集團對其具有重大影響力之實體。重大影響力乃指參與接受投資公司之財務及經營政策決策之權力，但對該等政策並無控制權或共同控制權。

聯營公司之業績、資產及負債以權益會計法計入此等綜合財務報表。根據權益法，於聯營公司之投資乃按成本於綜合財務狀況表進行初步確認，其後作出調整以確認本集團應佔聯營公司之損益及其他全面收益。損益及其他全面收益以外的聯營公司資產淨值變動將不會入賬，除非有關變動導致本集團持有的擁有權權益出現變動。倘本集團攤佔聯營公司之虧損超出其於該聯營公司之權益(包括實際上組成本集團於聯營公司投資淨值之任何長期權益)，則本集團不再確認其攤佔之進一步虧損。額外虧損僅以本集團已代表該聯營公司產生法定或推定責任或作出付款的情況下予以確認。

於聯營公司之投資自接受投資公司成為聯營公司之日起使用權益法入賬。收購於聯營公司之投資後，任何投資成本超出本集團攤佔接受投資公司可資識別資產及負債公平淨值之差額乃確認為商譽，並計入投資之賬面值。於重新評估後本集團攤佔可資識別資產及負債公平淨值多於投資成本之任何差額即時於收購投資期間於損益表確認。

香港會計準則第39號之規定適用於釐定有否必要確認本集團於聯營公司投資之任何減值虧損。如有必要，則將投資的全部賬面值(包括商譽)作為單一資產根據香港會計準則第36號資產減值透過比較其可收回金額(使用價值與公平值(以較高者為準)減出售成本)與賬面值測試有否減值。任何確認之減值虧損屬投資賬面值的一部分。倘其後投資之可收回金額增加，則根據香港會計準則第36號確認該減值虧損之任何撥回。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Investments in associates (Continued)

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

#### Revenue recognition

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

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

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

#### Plant and equipment

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

Depreciation is recognised so as to write off the cost of items of plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

### 3. 主要會計政策(續)

#### 於聯營公司之投資(續)

倘一集團實體與本集團之聯營公司進行交易，與該聯營公司交易所產生之損益僅會在有關聯營公司之權益與本集團無關之情況下，方會在本集團綜合財務報表確認。

#### 收入確認

當未來經濟利益可能流入本集團及當下文所述本集團各項活動的特定標準已獲達成，而收入金額能可靠地計量，則確認收入。

投資之股息收入於確立本集團收取款項之權利時確認。

利息收入參考尚未償還本金及適用實際利率按時間基準累計，有關利率指於初步確認時將財務資產之估計未來所收現金在預計年內確切折現至該資產賬面淨值之利率。

#### 廠房及設備

廠房及設備按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表中列賬。

折舊乃採用直線法確認，以撇銷廠房及設備項目之成本，並扣除有關項目於估計可使用年期之剩餘價值。估計可使用年期、剩餘價值及折舊方法於各報告期末審閱，任何估計變動之影響按前瞻基準入賬。

廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時取消確認。於出售或報廢廠房及設備項目時產生之任何收益或虧損乃以出售所得款項與該資產賬面值的差額計算，並於損益表內確認。

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing

##### The Group as lessee

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

#### Retirement benefit costs

Payments to the MPF Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Foreign currencies

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

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using the exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

### 3. 主要會計政策(續)

#### 租賃

##### 本集團作為承租人

經營租賃付款以直線法，按租期確認為開支。

#### 退休福利成本

向強積金計劃支付之款項於僱員提供服務令其有權享有有關供款時確認為開支。

#### 外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣(外幣)進行之交易均按交易日期現行匯率確認。於報告期末，以外幣計值之貨幣項目均按當日現行匯率重新換算。按公平值以外幣計值之非貨幣項目按於公平值釐定當日現行匯率重新換算。按外幣以過往成本計量之非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目時產生之匯兌差額均於其產生期間內在損益表確認。

就呈列綜合財務報表而言，本集團業務之資產及負債乃按於各報告期末之現行匯率換算為本集團之列賬貨幣(即港元)。收入及支出項目按該年度之平均匯率進行換算。所產生之匯兌差額(如有)乃於其他全面收益中確認及於匯兌儲備下累計權益。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Foreign currencies (Continued)

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

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

#### Borrowing costs

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

#### Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services.

### 3. 主要會計政策(續)

#### 外幣(續)

於出售海外業務(即出售本集團於海外業務之全部權益或涉及喪失對附屬公司(包括海外業務)之控制權之出售,或出售於聯營公司(包括海外業務)之部分權益,當中的保留權益成為財務資產)時,於與該業務相關並歸屬於本公司擁有人之權益中累計之所有匯兌差額均重新分類至損益表。

此外,就部分出售附屬公司但未導致本集團失去有關附屬公司之控制權之情況而言,則按比例將累計匯兌差額重新分配予非控制性權益,且不在損益內確認。就所有其他部分出售而言(即部分出售聯營公司但未導致本集團失去重大影響力),則按比例將累計匯兌差額重新分類至損益。

#### 借款成本

所有借款成本於產生期間按損益確認。

#### 短期僱員福利

短期僱員福利按僱員提供服務時預期支付的福利的未貼現金額確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Taxation

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

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

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

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

### 3. 主要會計政策(續)

#### 稅項

所得稅開支指當前應繳稅項及遞延稅項之總和。

當前應繳稅項乃按年內應課稅溢利計算。由於其他年度之應課稅或可扣稅收支項目及毋須課稅或不獲扣稅項目，故應課稅溢利有別於綜合損益及其他全面收益表所呈報之「除稅前溢利」。本集團之本期稅項使用於報告期末前已頒佈或實質上已頒佈之稅率計算。

就綜合財務報表內資產及負債賬面值與計算應課稅溢利時所採用相應稅基之臨時差額確認遞延稅項。遞延稅項負債通常就所有應課稅臨時差額確認。遞延稅項資產則通常於可能有可扣減臨時差額用以對銷應課稅溢利時就所有可扣減臨時差額確認。如初步確認一項交易之資產及負債(業務合併除外)所產生之臨時差額不影響應課稅溢利或會計溢利，則有關遞延稅項資產及負債將不予確認。此外，倘初步確認商譽時產生臨時差額，則遞延稅項負債將不予確認。

遞延稅項負債乃就於附屬公司及聯營公司投資之相關應課稅臨時差額而確認，惟本集團能夠控制臨時差額之轉回及臨時差額有可能不會於可見將來轉回之情況除外。與該等投資相關之可扣減臨時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用臨時差額之利益且預計於可見將來可以撥回時確認。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Taxation (Continued)

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

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

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

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

#### Financial instruments

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

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

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項資產之賬面值在報告期末進行檢討，並於不再可能有足夠應課稅溢利可用以收回所有或部分資產時作出相應扣減。

遞延稅項資產和負債，以報告期末已頒佈或實質上已頒佈之稅率(及稅法)為基礎，按預期清償該負債或變現該資產期間適用之稅率計量。

遞延稅項負債和資產之計量，反映本集團在報告期末預期收回或清償其資產及負債賬面值之方式所導致之稅務後果。

即期及遞延稅項於損益表中確認，除非其與在其他全面收益或直接在權益中確認之項目相關，在此情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。

#### 財務工具

財務資產及財務負債於集團實體成為該工具合約條文訂約方時確認。

財務資產及財務負債初步按公平值計量。收購或發行財務資產(按公平值計入損益表之財務資產除外)及財務負債直接應佔之交易成本於初步確認時加入或扣自財務資產及財務負債(如適用)之公平值。購買財務資產之直接交易成本及按公平值計入損益表之財務負債即時於損益表確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial assets

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

##### Effective interest method

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

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

##### Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is held-for-trading listed equity investments.

A financial asset is classified as held-for-trading if:

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

### 3. 主要會計政策(續)

#### 財務工具(續)

##### 財務資產

財務資產被分類至以下特定類別：按公平值計入損益表之財務資產、貸款及應收賬項以及可供出售財務資產。分類取決於財務資產之性質及目的，並於初始確認時釐定。所有一般買賣之財務資產概於交易日確認及取消確認。一般買賣乃指按照市場規定或慣例在一定期間內交付資產之財務資產買賣。

##### 實際利率法

實際利率法為計算債務工具之攤銷成本，以及於有關期間分配利息收入之方法。實際利率指於初步確認時將債務工具之估計未來所收現金(包括構成實際利率主要部分之一切已付或已收費用、交易成本及其他溢價或折讓)在預計年期(或適用之較短期間)內確切折現至賬面淨值之利率。

債務工具之利息收入乃按實際利率法確認。

##### 按公平值計入損益表之財務資產

於財務資產為持作買賣上市股本投資時，財務資產被分類為按公平值計入損益表。

財務資產倘符合以下條件，則分類為持有作買賣：

- 購入之主要目的為於短期內出售；或
- 於初步確認時為本集團合併管理確定財務工具之組合其中部分，且具有近期實際短期獲利模式；或
- 為並無指定及有效作為對沖工具之衍生工具。





### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

###### *Financial assets at FVTPL (Continued)*

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in other gains and losses in the consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in note 30c.

###### *Loans and receivables*

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

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

###### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Equity securities held by the Group that are classified as available-for-sale financial assets are measured at fair value at the end of each reporting period except for unquoted equity instruments whose fair value cannot be reliably measured. Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see the accounting policy on impairment of financial assets below).

### 3. 主要會計政策(續)

#### 財務工具(續)

##### 財務資產(續)

###### *按公平值計入損益表之財務資產(續)*

按公平值計入損益表之財務資產乃按公平值計量，而因重新計量產生之任何收益或虧損則在損益表中確認。於損益表確認之盈虧淨額不包括財務資產賺取之任何股息或利息並計入綜合損益及其他全面收益表之其他收益及虧損。公平值乃按附註30c所載的方法釐定。

###### *貸款及應收賬項*

貸款及應收賬項為具有固定或可釐定付款而並無在活躍市場報價之非衍生性財務資產。初步確認後，貸款及應收賬項（包括向一間聯營公司貸款、其他應收賬項、證券經紀持有之現金以及銀行結餘及現金）採用實際利率法按攤銷成本減任何減值計量（見下文有關財務資產減值之會計政策）。

利息收入乃應用實際利率予以確認，惟短期應收賬項確認的利息並不重要時則作別論。

###### *可供出售財務資產*

可供出售財務資產為指定為可供出售或並無分類為按公平值計入損益表之財務資產、貸款及應收賬項或持有直至到期之投資之非衍生工具。

分類為可供出售的財務資產的本集團所持股本證券於各報告期末按公平值計量，惟其公平值不能可靠計量的未報價股本工具除外。當本集團獲得股息之權利確立時，可供出售股本工具之股息於損益表內確認。可供出售財務資產賬面值之其他變動於其他全面收益確認，並於投資重估儲備項下累計。倘投資被出售或被釐定減值，先前於投資重估儲備累計之累計盈虧會重新分類計入損益表（見下文有關財務資產減值之會計政策）。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

###### Available-for-sale financial assets (Continued)

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment of financial assets below).

###### Impairment of financial assets

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

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its carrying value is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

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

### 3. 主要會計政策(續)

#### 財務工具(續)

##### 財務資產(續)

###### 可供出售財務資產(續)

於活躍市場並無市場報價及公平值不能可靠計量之可供出售股本投資，乃於報告期末按成本減任何已識別減值虧損計量(見下文有關財務資產減值之會計政策)。

###### 財務資產減值

財務資產(按公平值計入損益表者除外)於各報告期末就出現之減值跡象作出評估。當有客觀證據顯示，財務資產之估計未來現金流量因財務資產初步確認後發生之一項或多項事件而受到影響，則財務資產被視為出現減值。

就可供出售股本投資而言，該投資之公平值大幅或長時間跌至低於其賬面值被視為屬客觀減值證據。

就所有其他財務資產而言，客觀減值證據可包括：

- 發行人或交易對手方出現嚴重財務困難；或
- 違約，如拖欠或延遲支付利息及本金；或
- 借貸人可能破產或進行財務重組；或
- 因金融危機而導致該財務資產失去活躍市場。

就按攤銷成本列賬之財務資產而言，所確認之減值虧損金額以資產賬面值與估計未來現金流量按原本實際利率折現之現值之間之差額計量。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

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

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

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

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

In respect of available-for-sale equity investments, impairment previously recognise in profit or loss are not reversed through profit or loss in subsequent periods. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve.

##### Financial liabilities and equity instruments

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

###### *Equity instruments*

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

### 3. 主要會計政策(續)

#### 財務工具(續)

##### 財務資產(續)

###### *財務資產減值(續)*

就按成本列賬之財務資產而言，減值虧損金額乃以資產賬面值與估計未來現金流量按類似財務資產之現行市場回報率折現之現值之間之差額計量。該減值虧損不會於隨後期間撥回。

當一項可供出售財務資產被視為減值，則過往於其他全面收益中確認之累計收益或虧損將於期間重新分類至損益。

就按攤銷成本計量之財務資產而言，倘在隨後期間減值虧損之金額減少，而有關減少可客觀地與確認減值虧損後發生之事件相關連，則先前已確認之減值虧損將透過損益表撥回，惟該項投資於撥回減值當日之賬面值不超出倘並無確認減值原應有之攤銷成本。

就可供出售股本投資而言，先前於損益表確認的減值不會於後續期間在損益表撥回。於減值虧損後之任何公平值增加於其他全面收益確認並於投資重估儲備項下累計。

##### 財務負債及股本工具

集團實體發行之債務及股本工具乃根據合約安排之內容以及財務負債及股本工具之定義而分類為財務負債或股本。

###### *股本工具*

股本工具為任何可證明集團資產(經扣除其所有負債後)之剩餘權益之合約。本集團發行之股本工具乃按已收所得款項扣除直接發行成本確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments (Continued)

###### *Financial liabilities*

Financial liabilities including loan from a securities broker and other payable are subsequently measured at amortised cost, using the effective interest method.

###### *Effective interest method*

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

Interest expense is recognised on an effective interest basis.

###### *Derecognition*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

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

### 3. 主要會計政策(續)

#### 財務工具(續)

##### 財務負債及股本工具(續)

###### *財務負債*

財務負債(包括來自證券經紀的貸款及其他應付款項)其後以實際利率法按攤銷成本計量。

###### *實際利率法*

實際利率法為計算財務負債之攤銷成本,以及於有關期間分配利息開支之方法。實際利率指於初步確認時將估計未來現金付款(包括構成實際利率整體部分之一切已付或已收費用及利率差價、交易成本及其他溢價或折讓)在財務負債之預期年期(或如適用,則較短期間)內將其確切折現至賬面淨值之利率。

利息開支按實際利息確認。

###### *取消確認*

僅當從資產收取現金流量之合約權利屆滿,或倘本集團轉讓財務資產及資產擁有權之絕大部分風險及回報予另一實體時,本集團方取消確認財務資產。

於取消確認全部財務資產時,資產賬面值與已收及應收代價以及已於其他全面收益確認並於權益累計之累計盈虧之總和兩者之差額,於損益表確認。

當且僅當本集團之責任獲解除、撤銷或屆滿時,本集團方會終止確認財務負債。獲終止確認之財務負債之賬面值與已付及應付代價之差額於損益表內確認。



#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

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

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

In determining whether there is objective evidence of impairment in relation to the Group's available-for-sale investments in listed equity securities and unlisted equity securities, the Group takes into consideration various factors as follows:

For available-for-sale investments in listed equity securities, the Group considers any significant or prolonged decline in the market prices or valuation below the respective carrying values. As at 31 December 2017, the carrying amounts of these investments is HK\$39,776,000 (2016: HK\$52,700,000). The Directors performed impairment assessment of these investments and impairment loss of HK\$1,913,000 (2016: HK\$3,705,000) was recognised in profit or loss for the Year.

For available-for-sale investments in unlisted equity securities, the Group considers the current market environment and circumstances and recognises any impairment loss based on the estimated discounted cash flows. Where the actual future cash flows are less than expected, an impairment loss may arise. As at 31 December 2017, the carrying amount of these investments was HK\$46,834,000 (2016: HK\$46,834,000). The estimated future cash flows of these investments are highly dependent on the significant inputs and assumptions used in deriving the future cash flows, in particular the budgeted sales and discount rate. The Directors performed impairment assessment of these investments and no impairment loss was recognised in profit or loss for both years.

#### 4. 估計不確定因素之主要來源

於應用本集團之會計政策(載於附註3)時,董事須就目前尚未能從其他來源得出之資產及負債賬面值作出多項估計及假設。此等估計及相關假設乃基於過往經驗及其他相信為相關之因素作出。實際結果可能與此等估計有別。

本集團會持續檢討此等估計及相關假設。倘對會計估計作出修訂時,有關修訂僅影響作出修訂之期間,則於該期間確認有關修訂,而若有關修訂影響當期及未來期間,則於作出修訂之期間及未來期間確認有關修訂。

以下為於報告期末,極有可能導致下一財政年度內之資產及負債賬面值出現重大調整之有關未來之主要假設及其他估計不確定因素之主要來源。

##### 可供出售投資之減值

於釐定有否客觀證據顯示本集團於上市股本證券及非上市股本證券之可供出售投資出現減值時,本集團考慮以下多個因素:

就於上市股本證券之可供出售投資而言,本集團考慮市價或估值是否已大幅或長時間跌至各自之賬面值以下。於2017年12月31日,該等投資之賬面值為39,776,000港元(2016年:52,700,000港元)。董事已就該等投資進行減值評估,並就本年度於損益表確認減值虧損1,913,000港元(2016年:3,705,000港元)。

就於非上市股本證券之可供出售投資而言,本集團考慮當時之市場環境及狀況及根據估計折現現金流量確認任何減值虧損。倘實際未來現金流量低於預期,則會出現減值虧損。於2017年12月31日,該等投資之賬面值為46,834,000港元(2016年:46,834,000港元)。該等投資之估計未來現金流量十分倚賴產生未來現金流量所用之重要輸入數據及假設,尤其是預算銷售額及折讓率。董事已就該等投資進行減值評估,並概無就兩個年度於損益表確認減值虧損。

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Recoverability of earnest money deposit paid for a potential investment

Determining whether the earnest money deposit paid for a potential investment is impaired requires an estimation of the recoverable amount. In assessing the recoverability, the management performed credit analysis on the background and creditworthiness of the potential vendor to which the earnest money has been paid as disclosed in note 30b. Where the actual recoverable amount is less than expected, an impairment loss may arise. As at Year End Date, the carrying amount of the earnest money deposit is HK\$25,000,000 (2016: HK\$25,000,000).

##### Income taxes

As at 31 December 2017, no deferred tax asset has been recognised in relation to the tax losses of HK\$204,614,000 (2016: HK\$172,156,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits will be available in the future. In cases where the actual future taxable profits generated are more than expected, or there are changes in facts and circumstances which result in revisions of future taxable profits estimation, a material recognition of deferred tax asset may arise, which would be recognised in profit or loss for the period in which such recognition takes place.

#### 5. SEGMENT INFORMATION

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the CODM, the managing director of the Group, in order to allocate resources and to assess performance. The CODM reviews the Group's profit as a whole, which is determined in accordance with the Group's accounting policies, for performance assessment and therefore no separate segment information is prepared by the Group.

The Group's revenue is generated from, and non-current assets are located in, Hong Kong.

#### 4. 估計不確定因素之主要來源(續)

##### 就潛在投資已付誠意金的可收回性

釐定就潛在投資已支付的誠意金是否減值需要估計可收回金額。於評估可收回性時，管理層就按附註30b所披露獲支付誠意金的潛在賣方的背景及信譽進行信貸分析。倘實際可收回金額少於預期，則可能會產生減值虧損。於年結日，誠意金的賬面值為25,000,000港元(2016年：25,000,000港元)。

##### 所得稅

於2017年12月31日，由於未來溢利流量不可預測，故並無就稅項虧損204,614,000港元(2016年：172,156,000港元)確認遞延稅項資產。遞延稅項資產之變現能力主要依賴日後是否可獲得足夠未來溢利。倘所產生的實際未來之應課稅溢利多於預期，或事實及情況有所變動，以致修改未來應課稅溢利估計，則可能須確認重大遞延稅項資產，並於作出確認之期間在損益中確認。

#### 5. 分類資料

香港財務報告準則第8號要求按有關主要經營決策者(即本集團董事總經理)定期檢討之本集團成份之內部報告基準識別經營分類，以分配資源及評估表現。主要經營決策者檢討本集團之整體溢利(根據本集團之會計政策釐定)以進行表現評估，因此，本集團並無另行編製分類資料。

本集團之收入來自香港，而其非流動資產亦位於香港。



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 5. SEGMENT INFORMATION (Continued)

Revenue from the Group's investments of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Investee A <sup>1</sup>	接受投資公司A <sup>1</sup>	4,442	6,973

<sup>1</sup> Revenue from dividend income

## 5. 分類資料(續)

於相應年度內佔本集團總收入10%以上之本集團投資收入如下：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Investee A <sup>1</sup>	接受投資公司A <sup>1</sup>	4,442	6,973

<sup>1</sup> 來自股息收入之收入

## 6. TURNOVER AND REVENUE

Turnover represents revenue of the Group and the gross proceeds from disposal of held-for-trading listed equity investments, as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Gross proceeds from disposal of held-for-trading listed equity investments	出售持作買賣上市股本投資之所得款項總額	50,916	11,785
Dividend income	股息收入	4,808	7,215
		55,724	19,000

Revenue represents dividend income of HK\$4,808,000 (2016: HK\$7,215,000).

## 6. 營業額及收入

營業額指本集團之收入及出售持作買賣上市股本投資之所得款項總額，詳情如下：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Gross proceeds from disposal of held-for-trading listed equity investments	出售持作買賣上市股本投資之所得款項總額	50,916	11,785
Dividend income	股息收入	4,808	7,215
		55,724	19,000

收入指股息收入4,808,000港元(2016年：7,215,000港元)。

## 7. OTHER INCOME

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Interest on bank deposits	銀行存款利息	2	2

## 7. 其他收入

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 8. OTHER GAINS AND LOSSES

### 8. 其他收益及虧損

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Realised loss and unrealised fair value changes of held-for-trading listed equity investments	持作買賣上市股本投資之已變現虧損及未變現公平值變動	(12,921)	(25,857)
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	34,579	—
Impairment losses on available-for-sale investments (note 16(ii))	可供出售投資之減值虧損(附註16(ii))	(1,913)	(3,705)
Exchange difference	匯兌差額	420	—
		<b>20,165</b>	(29,562)

### 9. TAXATION

### 9. 稅項

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Current tax	即期稅項		
— PRC Withholding Tax	— 中國預扣稅	797	—

No provision for Hong Kong Profits Tax is made for both years since there was no assessable profit for both years.

由於本集團於兩個年度均無產生應課稅溢利，故並無於該兩個年度就香港利得稅作出撥備。

The tax charge of HK\$797,000 for the Year (2016: Nil) represents 10% PRC withholding tax on the capital gain on disposal of an available-for-sale investment during the Year.

本年度稅項支出797,000港元(2016年：無)為本年度出售可供出售投資資本收益的10%中國預扣稅。





# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 9. INCOME TAX EXPENSE (Continued)

The taxation for the year can be reconciled to the profit (loss) before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Profit (loss) before tax	除稅前溢利(虧損)	957	(43,297)
Tax at the domestic income tax rate of 16.5% (2016: 16.5%)	按本地所得稅稅率16.5% (2016年: 16.5%)計算之稅項	158	(7,144)
Tax effect of expense not deductible for tax purpose	就稅務目的不獲扣減開支 之稅務影響	1,086	1,256
Tax effect of income not taxable for tax purpose	就稅務目的之免課稅收入 之稅務影響	(6,599)	(1,191)
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	5,355	7,079
PRC withholding tax arising from capital gain on disposal of available-for-sale investment	出售可供出售投資資本收益產生 之中國預扣稅	797	—
		797	—

There is no significant unprovided deferred taxation at the end of the reporting periods.

At the end of the reporting period, the Group has unused tax losses of HK\$204,614,000 (2016: HK\$172,156,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Tax losses may be carried forward indefinitely.

年度之稅項可與綜合損益及其他全面收益表之除稅前溢利(虧損)對賬如下:

於報告期末,本集團並無重大未撥備遞延稅項。

於報告期末,本集團之未動用稅項虧損204,614,000港元(2016年: 172,156,000港元)可用於抵銷未來溢利。由於未來溢利流量不可預測,故並無確認遞延稅項資產。稅項虧損可無限期承前結轉。

## 10. PROFIT (LOSS) FOR THE YEAR

Profit (loss) for the year has been arrived at after charging:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Directors' emoluments (note 11)	董事酬金(附註11)	180	180
Other staff costs	其他員工開支	3,584	3,679
Other staff's retirement benefit schemes contributions	其他員工之退休福利計劃供款	177	183
Total staff costs	員工開支總額	3,941	4,042
Auditor's remuneration	核數師酬金	924	880
Depreciation of plant and equipment (note 14)	廠房及設備折舊(附註14)	637	438

年度溢利(虧損)已扣除下列各項:

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 11. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the 5 (2016: 5) Directors were as follows:

### 11. 董事酬金

已付或應付予5位(2016年: 5位)董事各自之酬金如下:

		Directors' fees	Retirement benefit scheme contributions	Total
		董事袍金 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Year ended 31 December 2017 截至2017年12月31日止年度</b>				
Executive Director: 執行董事:				
Mr. Cheng Hairong	成海榮先生	—	—	—
Non-Executive Director: 非執行董事:				
Mr. Lau Tom Ko Yuen	劉高原先生	—	—	—
INEDs: 獨立非執行董事:				
Mr. Feng Nien Shu	鄧念叔先生	60	—	60
Mr. Lui Siu Tsuen, Richard	呂兆泉先生	60	—	60
Ms. Wong Lai Kin, Elsa	黃麗堅女士	60	—	60
		180	—	180
Total	總計	180	—	180
<b>Year ended 31 December 2016 截至2016年12月31日止年度</b>				
Executive Director: 執行董事:				
Mr. Cheng Hairong	成海榮先生	—	—	—
Non-Executive Director: 非執行董事:				
Mr. Lau Tom Ko Yuen	劉高原先生	—	—	—
INEDs: 獨立非執行董事:				
Mr. Feng Nien Shu	鄧念叔先生	60	—	60
Mr. Lui Siu Tsuen, Richard	呂兆泉先生	60	—	60
Ms. Wong Lai Kin, Elsa	黃麗堅女士	60	—	60
		180	—	180
Total	總計	180	—	180



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 11. DIRECTORS' EMOLUMENTS (Continued)

No Directors waived any emoluments in both years.

Mr. Cheng Hairong, the executive Director, has been appointed as managing Director and assumed the role of chief executive officer since 1 April 2016. Before the appointment, the Company did not have chief executive officer.

## 12. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, none (2016: none) was a Director. The emoluments of these 5 (2016: 5) individuals were as follows:

## 11. 董事酬金 (續)

概無董事於該兩個年度內放棄任何酬金。

執行董事成海榮先生自2016年4月1日起已獲委任為董事總經理及擔當行政總裁的角色。於該委任前，本公司並無行政總裁。

## 12. 僱員酬金

本集團五名最高薪酬人士中概無董事(2016年：無)。該5名(2016年：5名)人士之酬金如下：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	3,282	3,203
Discretionary bonus	酌情花紅	267	259
Contributions to retirement benefits scheme	退休福利計劃供款	177	173
		<b>3,726</b>	<b>3,635</b>

Their emoluments were within the following bands:

彼等之酬金介乎下列範圍：

		2017 No. of employees 僱員人數	2016 No. of employees 僱員人數
Not exceeding HK\$1,000,000	不超過1,000,000港元	4	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	—	—
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1

During both years, no emoluments have been paid to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

於兩個年度內，本集團並無向董事或五名最高薪酬人士支付酬金，以作為加盟或於加盟本集團時之報酬或作為離職之補償。

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 13. EARNINGS (LOSS) PER SHARE

The calculation of basic earnings (loss) per share attributable to the owners of the Company is based on the following data:

### 13. 每股盈利(虧損)

本公司擁有人應佔每股基本盈利(虧損)乃按以下數據計算：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>Earnings (loss)</b>	<b>盈利(虧損)</b>		
Earnings (loss) for purposes of basic earnings (loss) per share	計算每股基本盈利(虧損)之盈利(虧損)		
Profit (loss) for the year attributable to the owners of the Company	本公司擁有人應佔年度溢利(虧損)	160	(43,297)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purposes of basic earnings (loss) per share	計算每股基本盈利(虧損)之普通股加權平均數	1,211,320,200	1,211,320,200

For both years, no diluted earnings (loss) per share is presented as there was no potential dilutive ordinary share outstanding during both years.

於該兩個年度內，由於該兩個年度並無發行在外之潛在攤薄普通股，故並無呈列每股攤薄盈利(虧損)。



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 14. PLANT AND EQUIPMENT

## 14. 廠房及設備

		Motor vehicle 汽車 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Office equipment, furniture and fixtures 辦公室設備、 傢俬及裝置 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>COST</b>	<b>成本</b>					
At 1 January 2016	於2016年1月1日	735	1,096	281	222	2,334
Additions	增加	2,183	—	54	7	2,244
Disposal	出售	—	—	(4)	—	(4)
At 31 December 2016 and 2017	於2016年及2017年12月31日	2,918	1,096	331	229	4,574
<b>DEPRECIATION</b>	<b>折舊</b>					
At 1 January 2016	於2016年1月1日	330	1,096	184	222	1,832
Provided for the year	年度撥備	402	—	36	—	438
Elimination on disposal	出售對銷	—	—	(4)	—	(4)
At 31 December 2016	於2016年12月31日	732	1,096	216	222	2,266
Provided for the year	年度撥備	584	—	52	1	637
At 31 December 2017	於2017年12月31日	1,316	1,096	268	223	2,903
<b>CARRYING VALUES</b>	<b>賬面值</b>					
At 31 December 2017	於2017年12月31日	1,602	—	63	6	1,671
At 31 December 2016	於2016年12月31日	2,186	—	115	7	2,308

The above items of plant and equipment are depreciated on a straight-line basis as follows:

上述廠房及設備項目乃以直線法按下列年期計提折舊：

Motor vehicle	5 years	汽車	5年
Leasehold improvements	the shorter of the term of the lease or 3 years	租賃物業裝修	租期或3年 (以較短者為準)
Computer equipment	3 years	電腦設備	3年
Office equipment, furniture and fixtures	3 years	辦公室設備、傢俬及裝置	3年

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 15. INTEREST IN AN ASSOCIATE

### 15. 於一間聯營公司權益

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Cost of investment in an associate — unlisted	於一間聯營公司投資之成本— 非上市	—	—
Share of post-acquisition profit, net of dividends received	攤佔收購後溢利，扣除已收股息	1,242	1,242
Impairment on interest in an associate	於一間聯營公司權益之減值	(1,242)	(1,242)
		—	—

As at 31 December 2017 and 2016, the Group had interest in the following associate:

於2017年及2016年12月31日，本集團於以下聯營公司中擁有權益：

Name of entity 公司名稱	Place of incorporation 註冊成立地點	Paid up issued ordinary share capital 已繳足已發行普通股股本	Proportion of nominal value of issued capital held by the Group 本集團持有之已發行股本面值之比例		Principal activity 主要業務
			2017	2016	
Easy Best (note) Easy Best (附註)	The BVI 英屬處女群島	100 shares of USD 1 each 100股每股面值1美元之股份	30%	30%	Investment holding 投資控股

Note: Proportion of result shared by the Group is 50% according to the shareholders' agreement.

附註：根據股東協議，本集團分佔之業績比例為50%。



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 15. INTEREST IN AN ASSOCIATE (Continued)

The summarised financial information in respect of the Group's associate is set out below:

		As at 31 December 於12月31日	
		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Total assets	總資產	—	—
Total liabilities	總負債	(9,385)	(9,385)
Net liabilities	負債淨額	(9,385)	(9,385)
Group's share of net liabilities of the associate	本集團佔聯營公司之負債淨額	(2,816)	(2,816)
Revenue	收入	—	—
Loss for the year	年度虧損	—	—

The Group had discontinued recognition of its share of loss of an associate since the year ended 31 December 2014 because its cumulative share of losses in this associate had exceeded its investment cost less subsequent accumulated impairment losses. The Group will not resume recognition of its share of any future profits in this associate until its share of such profits equals the cumulative share of losses not recognised in past years.

The amounts of unrecognised share of loss of this associate, extracted from the relevant unaudited management accounts of that associate, for the year and cumulatively, are as follows:

		For the year ended 31 December 截至12月31日止年度	
		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Unrecognised share of loss of an associate for the year	年度攤佔一間聯營公司虧損之未確認金額	—	—
Accumulated unrecognised share of loss of an associate	累計攤佔一間聯營公司虧損之未確認金額	(7,362)	(7,362)

## 15. 於一間聯營公司權益(續)

本集團聯營公司之財務資料概述如下：

		As at 31 December 於12月31日	
		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Total assets	總資產	—	—
Total liabilities	總負債	(9,385)	(9,385)
Net liabilities	負債淨額	(9,385)	(9,385)
Group's share of net liabilities of the associate	本集團佔聯營公司之負債淨額	(2,816)	(2,816)
Revenue	收入	—	—
Loss for the year	年度虧損	—	—

本集團已自截至2014年12月31日止年度起終止確認其攤佔一間聯營公司虧損，原因為其所攤佔此聯營公司之累計虧損已超過其投資成本減其後累計之減值虧損。本集團將不會重新確認其攤佔此聯營公司之任何未來溢利，直至其攤佔該等溢利相等於過去數年中未有確認之攤佔累計虧損為止。

於該年度及累計攤佔此聯營公司虧損之未確認金額乃摘錄自此聯營公司之相關未審核管理賬目，呈列如下：

		For the year ended 31 December 截至12月31日止年度	
		2017 HK\$'000 千港元	2016 HK\$'000 千港元

Unrecognised share of loss of an associate for the year	年度攤佔一間聯營公司虧損之未確認金額	—	—
Accumulated unrecognised share of loss of an associate	累計攤佔一間聯營公司虧損之未確認金額	(7,362)	(7,362)

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 16. AVAILABLE-FOR-SALE INVESTMENTS

### 16. 可供出售投資

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Unlisted equity securities (Note i)	非上市股本證券(附註i)	57,694	83,504
Less: Impairment losses (Note ii)	減: 減值虧損(附註ii)	(10,860)	(36,670)
		46,834	46,834
Hong Kong listed equity securities, at fair value (Note ii)	香港上市股本證券, 公平值(附註ii)	39,776	52,700
		86,610	99,534

Notes:

- (i) The unlisted equity securities are measured at cost less impairment at 31 December 2017 and 2016, because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably.
- (ii) Impairment loss recognised during the year was as follows:

附註:

- (i) 由於非上市股本證券之合理公平值估計範圍太大, 董事認為有關證券之公平值不能可靠計量, 因此非上市股本證券於2017年及2016年12月31日按成本扣除減值計量。
- (ii) 本年度已確認減值虧損如下:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Unlisted equity securities	非上市股本證券	—	—
Listed equity securities	上市股本證券	1,913	3,705
		1,913	3,705

For unlisted equity securities, the amount of the impairment loss is measured as the difference between the carrying amounts of the investments and the present value of the estimated future cash flows.

For listed equity securities, impairment loss was recognised in profit or loss as there had been a significant or prolonged decline in the fair value of the relevant equity securities below their carrying value. During the Year, an impairment loss of HK\$1,913,000 (2016: HK\$3,705,000) was recognised in profit and loss as, based on the Directors' opinion, there had been a significant or prolonged decline in the fair value of the relevant equity securities.

就非上市股本證券而言, 減值虧損的金額乃按投資賬面值與估計未來現金流量之現值之差額計量。

就上市股本證券而言, 由於相關股本證券之公平值大幅或長期下跌至低於其賬面值, 因此減值虧損已於損益表中確認。於本年度內, 基於董事之意見, 由於相關股本證券之公平值大幅或長期下跌, 1,913,000港元的減值虧損(2016年: 3,705,000港元)已於損益表中確認。





For the year ended 31 December 2017 截至2017年12月31日止年度

## 17. LOAN TO AN ASSOCIATE

The Group's loan to an associate, amounting to HK\$4,699,000 (2016: HK\$4,699,000), before the recognition of impairment loss, is interest-free, unsecured and expected to be repaid after twelve months from the end of the reporting period. During the year ended 31 December 2014, impairment loss of HK\$4,699,000 was recognised, which was measured as the difference between the carrying amount of the loan and the present value of the estimated future cash flows. The estimated future cash flows had been determined by reference to the expected cash flows generated from the associate.

## 18. HELD-FOR-TRADING LISTED EQUITY INVESTMENTS

Held-for-trading listed equity investments represent investments in equity securities listed in Hong Kong.

## 19. OTHER RECEIVABLES

## 17. 向一間聯營公司貸款

本集團向一間聯營公司授出之貸款於確認減值虧損前金額為4,699,000港元(2016年:4,699,000港元),為免息、無抵押及預期於報告期結束起計十二個月後償還。於截至2014年12月31日止年度,已確認減值虧損4,699,000港元,其乃按貸款之賬面值與估計未來現金流量之現值之差額計量。經參考自聯營公司產生之預期現金流量後,估計未來現金流量已釐定。

## 18. 持作買賣上市股本投資

持作買賣上市股本投資指於香港上市之股本證券之投資。

## 19. 其他應收賬項

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Earnest money deposit for a potential investment project (Note i)	潛在投資項目之誠意金(附註i)	25,000	25,000
Consideration receivable for disposal of an available-for-sale investment	出售可供出售投資之應收代價	32,299	—
Rental deposit (Note ii)	租賃按金(附註ii)	565	565
Other prepayments and deposits	其他預付款項及按金	857	792
Dividend receivable	應收股息	2,019	2,432
Other receivables	其他應收賬項	5	5
		<b>60,745</b>	28,794
Analysed for reporting purposes as:	就報告目的作出之分析:		
Non-current	非流動	—	565
Current	流動	60,745	28,229
		<b>60,745</b>	28,794

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 19. OTHER RECEIVABLES

Notes:

- (i) The earnest money deposit is unsecured, interest-free and placed with the potential vendor, an individual and independent third party to the Group. During the Year, the Group continued to have active negotiations with the vendor but such negotiations had not been concluded as at 31 December 2017. The Directors considered that further information is to be obtained in order to make the decision on this potential investment. An agreement was signed during the Year to extend the refundable period up to June 2018 or upon the conclusion of the negotiations with the potential vendor. Details of the credit risk assessment on the earnest money deposit are set out in note 30b.
- (ii) The rental deposit is unsecured, interest-free and repayable upon expiry of the relevant tenancy agreement. As at 31 December 2017, the amount is classified as current as the term of the lease will expire within one year.

### 19. 其他應收賬項

附註：

- (i) 該誠意金為無抵押、免息及存放於潛在賣方(個人及本集團之一名獨立第三方)處。於本年度，本集團已持續積極與賣方磋商，但該磋商於2017年12月31日尚未結束。董事認為須獲取進一步資料，以就此項潛在投資作出決定。本年度已簽訂一項協議，以將退還期間延長至2018年6月或於與潛在賣方結束磋商後。有關誠意金之信貸風險評估之詳情載於附註30b。
- (ii) 租賃按金為無抵押、免息及須於有關租約屆滿後償還。於2017年12月31日，該金額獲分類至流動，此乃由於租賃期將於一年內屆滿所致。

### 20. BANK BALANCES AND CASH/CASH HELD BY SECURITIES BROKERS

Bank balances carry interest at market rates which range from 0% to 0.02% (2016: 0% to 0.02%) per annum. The cash held by securities brokers carry interest at market rates which range from 0.01% to 0.25% (2016: 0.01% to 0.25%) per annum.

### 20. 銀行結餘及現金／證券經紀持有之現金

銀行結餘按市場年利率介乎0%至0.02% (2016年：0%至0.02%)計息。證券經紀持有之現金按市場年利率介乎0.01%至0.25% (2016年：0.01%至0.25%)計息。

### 21. LOAN FROM A SECURITIES BROKER/ FINANCE COSTS

At Year End Date, the margin loan from a securities broker was secured by a portfolio of available-for-sale investments and held-for-trading listed equity investments held under the margin account, with a total market value of approximately HK\$207,184,000 (31 December 2016: nil). The Group's margin loan has no determined maturity date and is subject to interest specified from time to time by a securities broker. The effective interest rate for the Year is 9.65% (31 December 2016: nil) per annum. The finance cost for the Year amounting to HK\$3,144,000 (2016: nil) represents interest on loan from a securities broker.

### 21. 來自證券經紀的貸款／財務成本

於年結日，來自證券經紀的孖展貸款乃由孖展賬戶項下持有之可供出售投資及持作買賣上市股本投資的組合所抵押，總市值約為207,184,000港元(2016年12月31日：零)。本集團之孖展貸款並無釐定到期日，並須按證券經紀不時指定的利率計息。本年度之實際年利率為9.65% (2016年12月31日：零)。本年度之財務成本3,144,000港元(2016年：零)為來自證券經紀貸款的利息。



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 22. SHARE CAPITAL

## 22. 股本

		Number of Shares 股份數目	Nominal value 面值 HK\$'000 千港元
<b>Ordinary shares of HK\$0.025 each</b>	<b>每股面值0.025港元之普通股</b>		
Authorised:	法定：		
At 1 January 2016, 31 December 2016 and 2017	於2016年1月1日、2016年及 2017年12月31日	4,000,000,000	100,000
Issued and fully paid:	已發行及已繳足：		
At 1 January 2016, 31 December 2016 and 2017	於2016年1月1日、2016年及 2017年12月31日	1,211,320,200	30,283

## 23. NET ASSET VALUE PER SHARE

## 23. 每股資產淨值

Net Asset Value per Share is computed based on the net assets of HK\$324,043,000 (2016: HK\$317,137,000) and 1,211,320,200 (2016: 1,211,320,200) issued and fully paid Shares as at the end of the reporting period.

每股資產淨值乃按報告期末之資產淨值324,043,000港元(2016年：317,137,000港元)及已發行和已繳足之1,211,320,200股(2016年：1,211,320,200股)股份計算。

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 24. PARTICULARS OF SIGNIFICANT INVESTMENTS HELD BY THE GROUP

Particulars of investments held by the Group as at 31 December 2017 disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

### 24. 本集團持有之重大投資詳情

本集團於2017年12月31日持有之投資詳情根據上市規則第21章披露如下：

Name	Place of incorporation	Proportion of investee's capital owned	Cost	Market values of listed equity securities/ Directors' valuation	Dividend/ interest received during the year	Net assets attributable to the investment	Impairment losses since acquisition	Principal activities/ places of operation
名稱	註冊成立地點	所擁有接受投資實體之資本比例	原值 HK\$ million 百萬港元	上市股本 證券之市值/ 董事估值 HK\$ million 百萬港元	年內已收之 股息/利息 HK\$ million 百萬港元	投資項目 應佔資產淨值 HK\$ million 百萬港元 (Note i) (附註i)	收購後產生之 減值虧損 HK\$ million 百萬港元	主要業務/經營地點
<b>Listed equity securities</b>								
<b>上市股本證券</b>								
PYI Corporation Limited 保華集團有限公司	Bermuda 百慕達	1.05%	17.81	10.63	—	57.84	7.54	Infrastructure investment and the operation of bulk cargo ports and logistics facilities/PRC 基建投資以及大宗散貨港口及物流設施營運/中國
ITC Properties Group Ltd 德祥地產集團有限公司	Bermuda 百慕達	2.21%	68.29	55.52	4.44	127.73	1.28	Property development and investment, golf resort and leisure operations, securities trading and loan financing services/Hong Kong, Macau and the PRC 物業發展及投資、高爾夫休閒渡假業務營運、證券買賣及貸款融資服務/香港、澳門及中國
Rosedale Hotel Holdings Limited 珀麗酒店控股有限公司	Bermuda 百慕達	4.94%	35.13	18.14	—	111.09	19.73	Operation of hotel business/ Hong Kong and the PRC 酒店業務營運/香港及中國
China Development Bank International Investment Limited 國開國際投資有限公司	Cayman Islands 開曼群島	0.90%	32.56	7.16	—	13.34	—	Investments in money market securities and equity and debt related securities in listed and unlisted entities on a global basis/HK and the PRC 投資全球之貨幣市場證券以及上市及非上市實體之股票及債務相關證券/香港及中國
Shaw Brothers Holdings Ltd 邵氏兄弟控股有限公司	Cayman Islands 開曼群島	3.83%	38.69	27.71	—	20.05	—	Manufacturing and trading of sporting goods and investment in production and distribution of films/Hong Kong 製造及買賣體育用品以及投資電影製作及發行/香港



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 24. PARTICULARS OF SIGNIFICANT INVESTMENTS HELD BY THE GROUP (Continued)

## 24. 本集團持有之重大投資詳情(續)

Name	Place of incorporation	Proportion of investee's capital owned	Market values of listed equity securities/ Cost	Dividend/ interest received during the year	Net assets attributable to the investment	Impairment losses since acquisition	Principal activities/ places of operation
名稱	註冊成立地點	所擁有接受投資實體之資本比例	上市股本 證券之市值/ 董事估值 原值 HK\$ million 百萬港元	年內已收之 股息/利息 HK\$ million 百萬港元	投資項目 應佔資產淨值 HK\$ million 百萬港元 (Note i) (附註i)	收購後產生之 減值虧損 HK\$ million 百萬港元	主要業務/經營地點
TOM Group Ltd TOM集團有限公司	Cayman Islands 開曼群島	1.21%	70.50	99.64	—	0.94	— Chinese-language media conglomerate with diverse business interests in e-commerce, mobile internet, publishing, outdoor media, television and entertainment/Hong Kong, the PRC and Taiwan 中文媒體集團，於電子商貿、移動互聯網、出版、戶外傳媒、電視及娛樂擁有多元化業務權益/香港、中國及台灣
China Display Optoelectronics Technology Holdings Ltd (formally TCL Display Technology Holdings Ltd) 華顯光電技術控股有限公司 (前稱TCL顯示科技控股有限公司)	Bermuda 百慕達	0.5%	28.83	11.50	—	3.64	— Research and development, manufacturing, sales and distribution of LCD modules mainly for mobile phones/the PRC 研究與開發、製造、銷售及分銷主要供移動手機使用的LCD模組/中國
Mater Glory Group Limited 凱華集團有限公司	Bermuda 百慕達	1.85%	39.89	19.26	—	93.95	— Investments in securities, industrial water supply business, property development and trading and other strategic investments/Hong Kong 證券買賣、工業供水業務、物業發展及買賣以及其他策略性投資/香港
HSBC Holdings Plc 滙豐控股有限公司	England 英國	0.00002%	0.36	0.29	0.04	0.28	— Banking and financial services/Global operation 銀行及金融服務/全球經營
<b>Unlisted equity securities</b> 非上市股本證券							
Rakarta Limited	The BVI 英屬處女群島	14.70%	54.05	46.84	—	0.93	7.21 Investments in a subsidiary principally engaged in zinc and lead mining/the PRC 投資於從事鋅及鉛開採的附屬公司/中國

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 24. PARTICULARS OF SIGNIFICANT INVESTMENTS HELD BY THE GROUP (Continued)

### 24. 本集團持有之重大投資詳情(續)

Particulars of investments held by the Group as at 31 December 2016 disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

本集團於2016年12月31日持有之投資詳情根據上市規則第21章披露如下：

Name	Place of incorporation	Proportion of investee's capital owned	Cost	Market values of listed equity securities/ Directors' valuation	Dividend/ interest received during the year	Net assets attributable to the investment	Impairment losses since acquisition	Principal activities/ places of operation
名稱	註冊成立地點	所擁有接受投資實體之資本比例	原值 HK\$ million 百萬港元	上市股本 證券之市值/ 董事估值 HK\$ million 百萬港元	年內已收之 股息/利息 HK\$ million 百萬港元	投資項目 應佔資產淨值 HK\$ million 百萬港元 (Note i) (附註i)	收購後產生之 減值虧損 HK\$ million 百萬港元	主要業務/經營地點
<b>Listed equity securities</b> 上市股本證券								
PYI Corporation Limited 保華集團有限公司	Bermuda 百慕達	4.20%	59.16	26.52	—	209.98	24.84	Infrastructure investment and the operation of bulk cargo ports and logistics facilities/PRC 基建投資以及大宗散貨港口及物流設施營運/中國
ITC Properties Group Ltd 德祥地產集團有限公司	Bermuda 百慕達	2.75%	84.88	76.36	7	159.82	—	Property development and investment, golf resort and leisure operations, securities trading and loan financing services/Hong Kong, Macau and the PRC 物業發展及投資、高爾夫休閒渡假業務營運、證券買賣及貸款融資服務/香港、澳門及中國
Rosedale Hotel Holdings Limited 珀麗酒店控股有限公司	Bermuda 百慕達	4.94%	35.13	15.99	—	114.00	19.73	Operation of hotel business/Hong Kong and the PRC 酒店業務營運/香港及中國
China Development Bank International Investment Limited 國開國際投資有限公司	Cayman Islands 開曼群島	0.90%	32.56	7.55	—	11.72	—	Investments in money market securities and equity and debt related securities in listed and unlisted entities on a global basis/HK and the PRC 投資全球之貨幣市場證券以及上市及非上市實體之股票及債務相關證券/香港及中國



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 24. PARTICULARS OF SIGNIFICANT INVESTMENTS HELD BY THE GROUP (Continued)

## 24. 本集團持有之重大投資詳情(續)

Name	Place of incorporation	Proportion of investee's capital owned	Cost	Market values of listed equity securities/ Directors' valuation	Dividend/ interest received during the year	Net assets attributable to the investment	Impairment losses since acquisition	Principal activities/ places of operation
名稱	註冊成立地點	所擁有接受投資實體之資本比例	原值 HK\$ million 百萬港元	上市股本 證券之市值/ 董事估值 HK\$ million 百萬港元	年內已收之 股息/利息 HK\$ million 百萬港元	投資項目 應佔資產淨值 HK\$ million 百萬港元 (Note i) (附註i)	收購後產生之 減值虧損 HK\$ million 百萬港元	主要業務/經營地點
ITC Corporation Ltd 德祥企業集團有限公司	Bermuda 百慕達	0.77%	9.36	12.27	0.1	27.64	—	Investments in securities, properties and other investments/Hong Kong and the PRC 證券及物業投資以及其他投資/香港及中國
TOM Group Ltd TOM集團有限公司	Cayman Islands 開曼群島	1.21%	70.50	82.72	—	(1.20)	—	Chinese-language media conglomerate with diverse business interests in e-commerce, mobile internet, publishing, outdoor media, television and entertainment/Hong Kong, the PRC and Taiwan 中文媒體集團，於電子商貿、移動互聯網、出版、戶外傳媒、電視及娛樂擁有多元化業務權益/香港、中國及台灣
TCL Display Technology Holdings Ltd TCL顯示科技控股有限公司	Bermuda 百慕達	0.74%	41.74	10.80	—	3.04	—	Research and development, manufacturing, sales and distribution of LCD modules mainly for mobile phones/the PRC 研究與開發、製造、銷售及分銷主要供移動手機使用的LCD模組/中國
Hong Kong Exchange and Clearing Limited 香港交易及結算所有限公司	Hong Kong 香港	0.0002%	0.39	0.37	—	0.05	—	Operate the only stock exchange and futures exchange in Hong Kong 經營香港唯一的證券交易所及期貨交易所
HSBC Holdings Plc 滙豐控股有限公司	England 英國	0.00007%	1.32	0.85	0.05	0.96	—	Banking and financial services/Global operation 銀行及金融服務/全球經營
<b>Unlisted equity securities</b> 非上市股本證券								
Rakarta Limited	The BVI 英屬處女群島	14.70%	54.05	46.84	—	0.95	7.21	Investments in a subsidiary principally engaged in zinc and lead mining/the PRC 投資於從事鋅及鉛開採的附屬公司/中國

# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 24. PARTICULARS OF SIGNIFICANT INVESTMENTS HELD BY THE GROUP (Continued)

## 24. 本集團持有之重大投資詳情(續)

An analysis of realised and unrealised gains (losses) is as follows:

已變現及未變現收益(虧損)之分析如下:

		Realised (losses) gains during the year 年內已變現 (虧損)收益 HK\$'000 千港元	Unrealised losses as at reporting date 於報告日期之 未變現虧損 HK\$'000 千港元 (Note ii) (附註ii)
<b>31 December 2017</b>	<b>2017年12月31日</b>		
Hong Kong listed equity securities	香港上市股本證券	(6,834)	(53,852)
Unlisted investments	非上市投資	31,419	—
		<b>24,585</b>	<b>(53,852)</b>
<b>31 December 2016</b>	<b>2016年12月31日</b>		
Hong Kong listed equity securities	香港上市股本證券	(1,718)	(57,672)
Unlisted investments	非上市投資	—	—
		<b>(1,718)</b>	<b>(57,672)</b>

Notes:

附註:

- |   |  |
|---|--|
| <p>(i) For listed equity securities, net assets attributable to the investment are based on latest published financial information of the relevant investment. For unlisted investments, net assets attributable to investments are based on latest financial statements or management accounts of the relevant investment.</p> <p>(ii) Unrealised losses represents the difference between fair value and cost of the respective investment in equity securities, excluding any impairment loss recognised.</p> <p>(iii) An analysis of accumulated impairment losses is as follows:</p> | <p>(i) 就上市股本證券而言，投資項目應佔資產淨值乃以相關投資項目於最近期刊發之財務資料為依據。就非上市投資而言，投資項目應佔資產淨值乃以相關投資項目於最近期之財務報表或管理賬為依據。</p> <p>(ii) 未變現虧損指有關股本證券投資之公平值與原值之差額，不包括任何已確認之減值虧損。</p> <p>(iii) 累計減值虧損之分析如下：</p> |
|---|--|

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Hong Kong listed equity securities	香港上市股本證券	28,553	44,564
Unlisted equity securities*	非上市股本證券*	10,860	36,670
		<b>39,413</b>	<b>81,234</b>

\* The accumulated impairment losses on the unlisted equity securities includes an impairment of nil and HK\$3,648,000 (2016: HK\$25,810,000 and HK\$3,648,000) recognised for the cost of an investments in Yantai Juli Fine Chemical Co., Ltd and Power Digital Card Limited, respectively which are not included in the disclosed investments as above.

\* 非上市股本證券之累計減值虧損包括分別就煙台巨力精細化工股份有限公司及Power Digital Card Limited之投資(不包括在上文披露之投資)成本已確認之減值零元及3,648,000港元(2016年: 25,810,000港元及3,648,000港元)。





# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 25. OPERATING LEASES

During the Year, the Group incurred HK\$2,156,000 (2016: HK\$2,035,000) minimum lease payments in respect of office premise.

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Within one year	一年內	2,275	2,151
In the second to fifth years inclusive	第二年至第五年(包括首尾兩年)	—	2,266
		<b>2,275</b>	<b>4,417</b>

The commitments for operating lease payments represent rentals, rates and building and management fee payable by the Group for office premise. Leases are negotiated for an average term of three years.

於本年度，本集團之辦公室物業產生之最低租金付款為2,156,000港元(2016年：2,035,000港元)。

於報告期末，本集團根據不可撤銷營運租約之未來最低租金付款承擔之到期情況如下：

營運租約付款承擔指本集團就辦公室物業應付之租金、差餉以及樓宇及管理費。租約協定平均年期為三年。

## 26. RELATED PARTY/CONNECTED TRANSACTIONS

During both years, the Group entered into the following related party/connected transactions:

Name 名稱	Relationship 關係	Nature of transactions 交易性質	2017 HK\$'000 千港元	2016 HK\$'000 千港元
GC Capital 漢華資本	Investment manager of the Company 本公司之投資經理	Investment management fees expense 投資管理費開支	7,200	7,200

## 26. 關連方／關連交易

兩個年度內，本集團訂立以下關連方／關連交易：

# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 26. RELATED PARTY/CONNECTED TRANSACTIONS (Continued)

The remuneration of Directors and other members of key management during the year was as follows:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Directors' Remuneration	董事酬金	180	180
Short-term employee benefits	短期僱員福利	2,847	2,761
Retirement benefit costs	退休福利成本	142	138
		<b>3,169</b>	3,079

## 26. 關連方／關連交易(續)

年內，董事及主要管理層其他成員之薪酬如下：

The emoluments of key management were within the following bands:

主要管理層之酬金介乎下列範圍：

		2017 No. of employees 僱員人數	2016 No. of employees 僱員人數
Not exceeding HK\$1,000,000	不超過1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	—	—
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	1



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 27. SUMMARISED FINANCIAL INFORMATION OF THE COMPANY

## 27. 本公司之概約財務資料

The summarised financial information of the Company is as follows:

本公司之概約財務資料如下：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>NON-CURRENT ASSET</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	1	1
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Amounts due from subsidiaries	應收附屬公司款項	391,386	385,834
Other receivables	其他應收賬項	25,296	25,280
Bank balances	銀行結餘	98	2,156
		<b>416,780</b>	413,270
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Amount due to a subsidiary	應付一間附屬公司款項	12,824	12,824
Other payables and accruals	其他應付賬項及應計負債	7,634	3,985
		<b>20,458</b>	16,809
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>396,322</b>	396,461
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>396,323</b>	396,462
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	30,283	30,283
Reserves (Note)	儲備(附註)	366,040	366,179
		<b>396,323</b>	396,462

# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 27. SUMMARISED FINANCIAL INFORMATION OF THE COMPANY (Continued)

## 27. 本公司之概約財務資料 (續)

Note:

附註：

Reserves:

儲備：

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2016	於2016年1月1日	192,895	123,754	49,649	366,298
Loss for the year	年度虧損	—	—	(119)	(119)
At 31 December 2016	於2016年12月31日	192,895	123,754	49,530	366,179
Loss for the year	年度虧損	—	—	(139)	(139)
At 31 December 2017	於2017年12月31日	192,895	123,754	49,391	366,040

Contributed surplus of the Company represents the difference between the nominal value of the Shares issued by the Company for the acquisition of GRIH and the consolidated net assets value of GRIH at the time it was acquired by the Company pursuant to a group reorganisation in 2001.

本公司之實繳盈餘指金源創展根據2001年集團重組被本公司收購時本公司因收購金源創展而發行之股份面值與金源創展之綜合資產淨值之差額。

Under the Companies Act (1981) of Bermuda (as amended), the contributed surplus is distributable to the Shareholders, provided that the Company is, after the payment of dividends out of the contributed surplus, able to pay its liabilities as they become due; or the realisable value of the Company's assets would thereby not be less than the aggregate of its liabilities, issued share capital and reserves.

根據百慕達(1981年)公司法(經修訂)，實繳盈餘可分派予股東，惟自實繳盈餘支付股息後，本公司須有能力償還其到期負債；或本公司資產之可變現價值不得因此而低於其負債、已發行股本及儲備之總和。

The amount of the Company's reserves available for distribution to Shareholders as at Year Ended Date is HK\$173,145,000 (2016: HK\$173,284,000).

於年結日，本公司可用作分配予股東之儲備金額為173,145,000港元(2016年：173,284,000港元)。



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 28. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

## 28. 本公司主要附屬公司之詳情

Particulars of the Company's principal subsidiaries as at 31 December 2017 and 2016 are as follows:

本公司主要附屬公司於2017年及2016年12月31日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital/paid-in capital 已發行及繳足股本/實繳股本	Attributable equity interest 應佔股本權益		Principal activity 主要業務
			2017	2016	
<b>Directly held by the Company:</b> 由本公司直接持有：					
Accufocus Investments Limited	The BVI 英屬處女群島	100 shares of USD1 each 100股每股面值1美元之股份	100%	100%	Investment holding 投資控股
Carson Capital Resources Limited 嘉信資本有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 1股每股面值1港元之普通股	100%	100%	Investment holding 投資控股
<b>Indirectly held by the Company:</b> 由本公司間接持有：					
GRIH 金源創展	Hong Kong 香港	899,900,000 ordinary shares of HK\$0.1 each 899,900,000股每股面值0.1港元之普通股	100%	100%	Investment holding 投資控股
Genius Choice Investments Limited	The BVI 英屬處女群島	1 share of USD1 each 1股每股面值1美元之股份	100%	100%	Investment holding 投資控股
Easy Ace Investments Limited	The BVI 英屬處女群島	1 share of USD1 each 1股每股面值1美元之股份	100%	100%	Investment holding 投資控股
Ever Honest Investments Limited	The BVI 英屬處女群島	1 share of USD1 each 1股每股面值1美元之股份	100%	100%	Investment holding 投資控股
Prosperity Management 嘉進管理	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之普通股	100%	100%	Provision of management services 提供管理服務
Rich Concept Investments Limited	The BVI 英屬處女群島	1 share of USD1 each 1股每股面值1美元之股份	100%	100%	Investment holding 投資控股

## 28. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

The above table lists the subsidiaries of the Group which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. The majority of the subsidiaries are intermediate holding companies or inactive during the Year.

## 29. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The Directors review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share repurchase.

## 28. 本公司主要附屬公司之詳情(續)

上表呈列董事認為主要影響本集團業績或資產之本集團附屬公司。董事認為提供其他附屬公司之詳情會導致篇幅過於冗長。

於報告期末，本公司擁有其他對本集團而言並不重要之附屬公司。大部分附屬公司為中介控股公司或於本年度暫停營業。

## 29. 資本風險管理

本集團資本管理之目標旨在確保本集團之實體均有能力持續經營業務，同時透過優化債務及權益之平衡提升股東回報。本集團之整體策略相對過往年度並無變動。

本集團之資本架構包括本公司擁有人應佔權益(包括已發行股本、儲備及累計虧損)。

董事定期檢討資本架構。作為此檢討之一部分，董事考慮資本成本及各類資本之相關風險。根據董事之推薦意見，本集團將透過派付股息、發行新股及購回股份平衡其整體資本架構。



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 30. FINANCIAL INSTRUMENTS

## 30. 財務工具

### 30a. Categories of financial instruments

### 30a. 財務工具類別

		2017	2016
		HK\$'000	HK\$'000
		千港元	千港元
<b>Financial assets</b>	<b>財務資產</b>		
At FVTPL	按公平值計入損益表		
Held-for-trading listed equity investments	持作買賣上市股本投資	210,694	182,704
Loans and receivables (including cash and cash equivalents)	貸款及應收賬項(包括現金及等值現金項目)	84,343	36,155
Available-for-sale investments	可供出售投資	86,610	99,534
<b>Financial liability</b>	<b>財務負債</b>		
Amortised cost	攤銷成本	57,699	3,000

### 30b. Financial risk management objectives and policies

### 30b. 財務風險管理目標及政策

The Group's major financial instruments include available-for-sale investments, loan to an associate, other receivables, held-for-trading listed equity investments, cash held by securities brokers, bank balances and cash, loan from a securities broker and other payable. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk) and credit 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.

本集團之主要財務工具包括可供出售投資、向聯營公司貸款、其他應收賬項、持作買賣上市股本投資、證券經紀持有之現金、銀行結餘及現金、來自證券經紀的貸款以及其他應付款項。此等財務工具之詳情於相關附註披露。此等財務工具有關之風險包括市場風險(貨幣風險、利率風險及其他價格風險)及信貸風險。如何減低此等風險之政策載於下文。管理層管理及監控此等風險以確保適當措施得到及時而有效地落實。

#### Market risk

#### 市場風險

##### (i) Currency risk

##### (i) 貨幣風險

Certain investments, cash and bank balances, other receivables and loan to an associate of the Group are denominated in USD and RMB which are foreign currencies of the relevant group entities. No sensitivity analysis is presented on HK\$ against USD as HK\$ is pegged to USD and the directors believe the foreign exchange exposure is insignificant. If the exchange rate of RMB against HK\$ appreciates/depreciates by 5% (2016: 5%) the pre-tax profit for the year would increase/decrease by HK\$1,615,000 (2016: pre-tax loss decrease/increase by HK\$44,000) respectively.

本集團若干投資、現金及銀行結餘、其他應收賬項及向一間聯營公司貸款乃以美元及人民幣計值，而美元及人民幣是有關集團實體之外幣。由於港元與美元掛鈎且董事認為外匯風險甚微，因此並無呈列港元兌美元匯率之敏感度分析。倘人民幣兌港元之匯率升值/貶值5% (2016年：5%)，則年內除稅前溢利將分別增加/減少1,615,000港元(2016年：除稅前虧損減少/增加44,000港元)。

### 30. FINANCIAL INSTRUMENTS (Continued)

#### 30b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

(i) *Currency risk (Continued)*

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

(ii) *Interest rate risk*

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances, cash held by securities brokers and loan from a securities broker. The directors consider the Group's exposure to cash flow interest rate risk is not significant as interest-bearing bank balances, cash held by securities brokers and loan from a securities broker are within short maturity periods.

The management monitors the Group's fair value interest rate exposure on an ongoing basis and will consider hedging significant fair value interest rate risk should the need arise.

(iii) *Other price risk*

The Group is exposed to equity price risk through its investments in listed equity securities classified as available-for-sale and held-for-trading. Management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity instruments quoted in the Stock Exchange.

##### Sensitivity analyses

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date.

### 30. 財務工具(續)

#### 30b. 財務風險管理目標及政策(續)

##### 市場風險(續)

(i) *貨幣風險(續)*

本集團現時並無外幣對沖政策。然而，管理層會監控外匯風險，並將在需要時考慮對沖重大外幣風險。

(ii) *利率風險*

本集團承受有關浮動利率銀行結餘、證券經紀持有之現金及來自證券經紀的貸款之現金流量利率風險。董事認為，由於計息銀行結餘、證券經紀持有之現金及來自證券經紀的貸款均將於短期內到期，因此本集團所面對之現金流量利率風險並不重大。

管理層持續監控本集團之公平值利率風險，並將在需要時考慮對沖重大公平值利率風險。

(iii) *其他價格風險*

本集團因應其於上市股本證券之投資(分為可供出售及持作買賣)而面對股本價格風險。管理層透過維持風險各異之投資組合，以管理此風險。本集團之股本價格風險主要集中於在聯交所報價之股本工具。

##### 敏感度分析

下文敏感度分析乃根據於報告日期之股本價格風險承擔釐定。





### 30. FINANCIAL INSTRUMENTS (Continued)

#### 30b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (iii) Other price risk (Continued)

##### Sensitivity analyses (Continued)

If the prices of the respective equity instruments had been 10% (2016: 10%) higher/lower:

- pre-tax profit for the Year would increase by HK\$21,069,000 (2016: pre-tax loss decrease by HK\$18,270,000) or decrease by HK\$22,427,000 (2016: pre-tax loss increase by HK\$26,531,000) as a result of the changes in fair value of held-for-trading listed equity investments and impairment loss on listed available-for-sale investments; and
- investment revaluation reserve would increase by HK\$3,978,000 (2016: HK\$5,270,000) or decrease by HK\$2,620,000 (2016: increase HK\$2,991,000) for the Group as a result of the changes in fair value of listed available-for-sale investments.

##### Credit risk

As at 31 December 2017, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual debtor at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

### 30. 財務工具(續)

#### 30b. 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (iii) 其他價格風險(續)

##### 敏感度分析(續)

倘有關股本工具之價格上升/下跌10%(2016年: 10%):

- 本年度除稅前溢利將增加21,069,000港元(2016年: 除稅前虧損減少18,270,000港元)或減少22,427,000港元(2016年: 除稅前虧損增加26,531,000港元), 乃由於持作買賣上市股本投資之公平值出現變動及可供出售上市投資出現減值虧損所致; 及
- 本集團之投資重估儲備將增加3,978,000港元(2016年: 5,270,000港元)或減少2,620,000港元(2016年: 增加2,991,000港元), 乃由於可供出售上市投資之公平值出現變動所致。

##### 信貸風險

於2017年12月31日, 本集團因對手方未能履行責任而令本集團招致財務損失須承擔之最高信貸風險, 是產生自載於綜合財務狀況表之相應已確認財務資產之賬面值。

為減低信貸風險, 管理層已委派專責團隊, 負責釐定信貸限額、審批信貸及其他監察程序, 確保採取跟進行動收回過期債務。此外, 本集團於報告期末定期審閱各個別債務人之可收回金額, 並確保就不可收回金額計提足夠減值虧損撥備。就此而言, 董事認為, 本集團之信貸風險已大幅減少。

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 30. FINANCIAL INSTRUMENTS (Continued)

#### 30b. Financial risk management objectives and policies (Continued)

##### Credit risk (Continued)

The Group paid an earnest money deposit in 2012, which is included in other receivables in the consolidated statement of financial position, amounting to HK\$25,000,000 as at 31 December 2017 (2016: HK\$25,000,000) (see note 19 for details). The deposit exposes the Group to concentration of credit risk as 100% of the earnest money deposit, representing 30% of the total loans and receivables at 31 December 2017 (2016: 69%) is due from one (2016: one) party. In order to minimise the credit risk arising from the earnest money deposit, management of the Group performed a credit analysis on the background and creditworthiness of the potential vendor to which the earnest money has been paid. The Group reviews the recoverable amount of the earnest money held by the potential vendor by requesting the potential vendor to report the progress of the prospective investment regularly. The management also performs credit analysis on the background and the creditworthiness of the potential vendor from time to time to ensure that adequate impairment loss is made for any irrecoverable amount. In this regard, the Directors consider that the Group's credit risk on the earnest money is significantly reduced.

At the end of the reporting period, the Group has a concentration of credit risk in respect of cash held by securities brokers as 98% (2016: 98%) of the total balance was held by one (2016: three) securities broker. The directors of the Company consider that such concentration of credit risk would not result in any default exposure to the Group.

The credit risk on liquid funds is limited because the counterparties are banks and financial institutions with good reputations.

### 30. 財務工具(續)

#### 30b. 財務風險管理目標及政策(續)

##### 信貸風險(續)

本集團於2012年支付一筆誠意金，於綜合財務狀況表中列為其他應收賬項，於2017年12月31日為25,000,000港元(2016年：25,000,000港元)(詳情見附註19)。誠意金令本集團須承擔信貸集中風險，乃由於誠意金之100%(佔於2017年12月31日之貸款及應收賬項總額之30%(2016年：69%))由一方(2016年：一方)所結欠所致。為降低誠意金所產生之信貸風險，本集團管理層就收取誠意金之潛在賣方之背景及信譽度進行了信貸分析。本集團要求潛在賣方定期報告潛在投資進度，藉以審視潛在賣方所持誠意金之可收回金額。管理層亦不時就潛在賣方之背景及信譽度進行信貸分析，確保已就任何不可收回金額計提足夠減值虧損撥備。就此而言，董事認為，本集團面對有關誠意金之信貸風險大幅減少。

於報告期末，本集團就證券經紀持有現金而有集中信貸風險，由於98%(2016年：98%)的總結餘由一名證券經紀(2016年：三名)持有。本公司董事認為，有關集中信貸風險將不會導致本集團面臨任何違約的風險。

由於對手方為具有良好信譽之銀行及金融機構，故流動資金之信貸風險有限。



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 30. FINANCIAL INSTRUMENTS (Continued)

### 30b. Financial risk management objectives and policies (Continued)

#### Liquidity risk management

The Group manages liquidity risk by monitoring and maintaining a level of cash and cash equivalents, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liability.

The following table details the Group's contractual maturity for its non-derivative financial liability as at the year End Date. The table has been drawn up based on the undiscounted contractual cash flows of the financial liabilities.

## 30. 財務工具(續)

### 30b. 財務風險管理目標及政策(續)

#### 流動資金風險管理

本集團通過監察及維持現金及等值現金項目水平、不斷監察預測及實際現金流量及配對財務資產及負債之到期日，以管理流動資金風險。

下表詳述本集團於年結日非衍生財務負債的合約到期日。該表乃按照財務負債之未折現合約現金流量編製。

		Weighted average effective interest rate 加權平均 實際利率 %	Less than 1 month or on demand 1個月以內 或按要求 HK\$'000 千港元	Total undiscounted cash flows 未折現 現金流總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>2017</b>	<b>2017年</b>				
<b>Non-derivative financial liabilities</b>	<b>非衍生財務負債</b>				
Loan from a securities broker	來自證券經紀的貸款	9.65	51,099	51,099	51,099
Other payable	其他應付款項	—	6,600	6,600	6,600
			57,699	57,699	57,699
<b>2016</b>	<b>2016年</b>				
<b>Non-derivative financial liability</b>	<b>非衍生財務負債</b>				
Other payable	其他應付款項	—	3,000	3,000	3,000

# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 30. FINANCIAL INSTRUMENTS (Continued)

## 30. 財務工具(續)

### 30c. Fair value measurement of financial instruments

### 30c. 財務工具之公平值計量

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period.

本集團按持續基準以公平值計量之財務資產之公平值

本集團若干財務資產於各報告期末以公平值計量。

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 December 2017</b>	<b>2017年12月31日</b>				
<b>Financial assets at FVTPL</b>	<b>按公平值計入損益表之財務資產</b>				
Non-derivative financial assets held-for-trading	持作買賣非衍生性財務資產	210,694	—	—	210,694
<b>Available-for-sale financial assets</b>	<b>可供出售財務資產</b>				
Listed equity securities	上市股本證券	39,776	—	—	39,776
<b>Total</b>	<b>總計</b>	<b>250,470</b>	<b>—</b>	<b>—</b>	<b>250,470</b>
		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 December 2016</b>	<b>2016年12月31日</b>				
<b>Financial assets at FVTPL</b>	<b>按公平值計入損益表之財務資產</b>				
Non-derivative financial assets held-for-trading	持作買賣非衍生性財務資產	182,704	—	—	182,704
<b>Available-for-sale financial assets</b>	<b>可供出售財務資產</b>				
Listed equity securities	上市股本證券	52,700	—	—	52,700
<b>Total</b>	<b>總計</b>	<b>235,404</b>	<b>—</b>	<b>—</b>	<b>235,404</b>

There were no transfers between levels during both years.

兩個年度內各等級之間並無轉撥。



# Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

## 30. FINANCIAL INSTRUMENTS (Continued)

## 30. 財務工具(續)

### 30c. Fair value measurement of financial instruments (Continued)

#### Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets 財務資產	Fair value as at		Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及重要輸入值	Significant unobservable input(s) 重要非可觀察輸入值	Relationship of unobservable inputs to fair value 非可觀察輸入值與公平值之關係
	於下列年度之公平值 2017 HK\$'000 千港元	2016 HK\$'000 千港元				
Hong Kong listed equity securities classified as available-for-sale investments in the consolidated statement of financial position 於綜合財務狀況表分類為可供出售投資之香港上市股本證券	39,776	52,700	Level 1 第1級	Quoted bid price in an active market 於活躍市場之買入價	N/A 不適用	N/A 不適用
Held-for-trading listed equity investments 持作買賣上市股本投資	210,694	182,704	Level 1 第1級	Quoted bid price in an active market 於活躍市場之買入價	N/A 不適用	N/A 不適用

The Directors consider that the carrying amounts of its financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate to their fair values.

#### Fair value measurements and valuation processes

The Directors have closely monitored and determined the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available.

Information about the valuation techniques and inputs used in determining the fair value of various assets are disclosed above.

### 30c. 財務工具之公平值計量(續)

#### 本集團按持續基準以公平值計量之財務資產之公平值(續)

下表載列有關釐定該等財務資產之公平值之方法(尤其是所用的估值技術及輸入值)。

董事認為按攤銷成本計入綜合財務狀況表內之財務資產及財務負債之賬面值與其公平值相若。

#### 公平值計量及估值程序

董事已緊密監察及釐定合適之公平值計量估值技術及輸入值。

於估計一項資產或一項負債之公平值時，本集團會使用可得之市場可觀察數據。

有關用以釐定多項資產之公平值之估值技術及輸入值之資料已於上文披露。

# Notes to the Consolidated Financial Statements (continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

### 31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 31. 融資活動所產生負債之對賬

下表載列本集團自融資活動所產生負債之變動詳情，包括現金及非現金變動。融資活動所產生負債之現金流量為分類至本集團綜合現金流量表內融資活動所得現金流量的現金流量或未來現金流量。

		<b>Interest payable</b>	<b>Loan from a securities broker</b>	<b>Total</b>
		應付利息	來自證券經紀的貸款	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元 (Note 21) (附註21)	千港元
At 1 January 2017	於2017年1月1日	—	—	—
Financing cash flows	融資現金流量	(3,144)	51,099	47,955
Interest expense	利息開支	3,144	—	3,144
At 31 December 2017	於2017年12月31日	—	51,099	51,099



# Financial Summary

## 財務概要

For the year ended 31 December 2017 截至2017年12月31日止年度

		2013 HK\$'000 千港元	2014 HK\$'000 千港元	2015 HK\$'000 千港元	2016 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Results</b>	<b>業績</b>					
Profit (Loss) for the year	年度溢利(虧損)	(4,145)	(15,815)	17,126	(43,297)	160
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總值	289,001	277,142	363,180	321,543	384,174
Total liabilities	負債總值	(833)	(3,155)	(1,193)	(4,406)	(60,131)
Net assets	資產淨值	288,168	273,987	361,987	317,137	324,043
Net Assets Value per Share (HK\$)	每股資產淨值 (港元)	0.40	0.39	0.30	0.26	0.27

In this annual report (other than the independent auditor's report as set out on pages 37 to 43, the following expressions shall have the following meanings unless the context otherwise requires:

於本年報內(載於第37至43頁之獨立核數師報告除外)，除非文義另有所指，否則下列詞彙具有以下涵義：

Adjusted NAV 經調整資產淨值	the Net Asset Value as at the end of the relevant Financial Year, adjusted by (A) excluding effects attributed to the issue of new Shares, Share repurchase and fund raisings; and (B) adding back (i) remuneration paid to the GC Capital under the 2016 IM Agreement; and (ii) dividends or distributions paid to Shareholders whether in cash or in specie 於相關財政年度末的資產淨值，已就以下各項作出調整：(A)剔除發行新股、股份購回及集資的影響；及(B)加回(i)根據2016年投資管理協議支付予漢華資本的酬金；及(ii)以現金或實物支付予股東的股息或分派
Associate(s) 聯營公司	has the meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞之涵義
Board 董事會	the board of Directors 董事會
BVI 英屬處女群島	British Virgin Islands 英屬處女群島
CG Code 企管守則	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules 上市規則附錄14所載之企業管治守則
CODM 主要經營決策者	the chief operating decision maker 主要經營決策者
Company 本公司	Prosperity Investment Holdings Limited, a company incorporated in Bermuda with limited liability, whose issued Shares are listed on the Main Board of the Stock Exchange 嘉進投資國際有限公司，一間於百慕達註冊成立之有限公司，其已發行股份於聯交所主板上市
Director(s) 董事	the director(s) of the Company 本公司董事
Easy Best Easy Best	Easy Best Holdings Limited, a company incorporated in the BVI Easy Best Holdings Limited，一間於英屬處女群島註冊成立之公司
ESG Report 環境、社會及管治報告	Environmental, Social and Governance Report 環境、社會及管治報告
Financial Year 財政年度	the financial year of the Company during the Management Period, commencing from 1 January 2016 本公司於管理期間之財政年度，由2016年1月1日開始
FVTPL 按公平值計入損益表	fair value through profit or loss 按公平值計入損益表
GC Capital 漢華資本	Greater China Capital Limited, the investment manager of the Group that provides investment management services to the Group and a private limited company incorporated in Hong Kong and licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under SFO 漢華資本有限公司，本集團之投資經理，負責向本集團提供投資管理服務，乃一間於香港註冊成立之私人有限公司，及根據證券及期貨條例可進行第4類(就證券提供意見)、第6類(就機構融資提供意見)及第9類(提供資產管理)受規管活動之持牌人
GRIH 金源創展	GR Investment Holdings Limited, a limited company incorporated in the Hong Kong and a wholly-owned subsidiary of the Company 金源創展有限公司，一間於香港註冊成立之有限公司，並為本公司之全資附屬公司
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
HKAS 香港會計準則	the Hong Kong Accounting Standards issued by HKICPA 香港會計師公會頒佈之香港會計準則
HKFRS(s) 香港財務報告準則	the Hong Kong Financial Reporting Standards issued by HKICPA 香港會計師公會頒佈之香港財務報告準則
HKICPA 香港會計師公會	the Hong Kong Institute of Certified Public Accountants 香港會計師公會
Hong Kong 香港	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區





INED(s) 獨立非執行董事	the independent non-executive Directors(s) 獨立非執行董事
Listing Rules 上市規則	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
Management Period 管理期間	the period from 1 January 2016 to 31 December 2018 自2016年1月1日至2018年12月31日止期間
MPF Scheme 強積金計劃	Mandatory Provident Fund Scheme established under Mandatory Provident Funds Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) 根據香港法例第485章強制性公積金計劃條例而註冊之強制性公積金計劃
Model Code 標準守則	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules 上市規則附錄10所載之上市發行人董事進行證券交易的標準守則
Net Asset Value 資產淨值	the consolidated net asset value of the Group as reflected in its audited financial statements 本集團於經審核財務報表內反映之綜合資產淨值
PRC 中國	People's Republic of China, which for the purpose of this annual report, excludes Hong Kong, Macau and Taiwan 中華人民共和國，就本年報而言，不包括香港、澳門及台灣
Prosperity Management 嘉進管理	Prosperity Management Services Limited, a limited company incorporated in Hong Kong and a wholly-owned subsidiary of the Company 嘉進管理服務有限公司，一間於香港註冊成立之有限公司，並為本公司之全資附屬公司
Share(s) 股份	share(s) of HK\$0.025 each in the share capital of the Company 本公司股本中每股面值0.025港元之股份
Shareholder(s) 股東	holder(s) of Share(s) 股份持有人
SFO 證券及期貨條例	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 香港法例第571章證券及期貨條例
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
Systems 系統	the risk management and internal control systems of the Group 本集團風險管理及內部監控之系統
USA 美國	United States of America 美利堅合眾國
Yantai Juli 煙台巨力	Yantai Juli Fine Chemical Co. Ltd., a company established in the PRC 煙台巨力精細化工股份有限公司，一間於中國成立之公司
Year 本年度	year ended 31 December 2017 截至2017年12月31日止年度
Year End Date 年結日	at 31 December 2017 於2017年12月31日
Year 2016 2016年年度	year ended 31 December 2016 截至2016年12月31日止年度
2016 IM Agreement 2016年投資管理協議	the agreement dated 24 November 2015 entered into between the Company and GC Capital regarding the appointment of GC Capital as the Company's investment manager for the period from 1 January 2016 to 31 December 2018 本公司與漢華資本就委任漢華資本為本公司自2016年1月1日起至2018年12月31日止期間之投資經理而於2015年11月24日訂立之協議
HK\$ 港元	Hong Kong Dollar, the lawful currency of Hong Kong 香港法定貨幣港元
RMB 人民幣	Renminbi, the lawful currency of PRC 中國法定貨幣人民幣
USD 美元	United States Dollar, the lawful currency of USA 美國法定貨幣美元



PROSPERITY INVESTMENT HOLDINGS LIMITED  
嘉進投資國際有限公司

Suite 2701, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong  
香港灣仔港灣道 6-8 號瑞安中心 2701 室

Tel 電話: (852) 3106 3939

Fax 傳真: (852) 3106 3938

