

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



**Sandmartin International Holdings Limited**

**聖馬丁國際控股有限公司\***

(於百慕達註冊成立之有限公司)

(股份代號：482)

### 海外監管公告

本公告乃由聖馬丁國際控股有限公司（「本公司」）依據香港聯合交易所有限公司證券上市規則第13.10B條作出。

以下隨附為本公司按臺灣證券交易所股份有限公司規定於二零一八年四月二十七日在臺灣證券交易所股份有限公司刊發的公告。

承董事會命  
聖馬丁國際控股有限公司  
主席  
劉幼祥

香港，二零一八年四月二十七日

於本公告日期，本公司董事為：

執行董事

洪聰進先生及陳偉鈞先生

非執行董事

郭人豪先生

獨立非執行董事

劉幼祥先生（主席）、李澤雄先生及吳嘉明先生

\* 僅供識別

聖馬丁國際控股有限公司及子公司  
民國一〇六年度及一〇五年度合併  
財務報告暨會計師複核報告  
(上市之臺灣存託憑證用外國公司財務報告)

聖馬丁國際控股有限公司及子公司  
民國一〇六年及一〇五年合併財務報表暨會計師複核報告  
(上市台灣存託憑證用外國公司財務報告)

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附件一



安侯建業聯合會計師事務所

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## 會計師複核報告

聖馬丁國際控股有限公司董事會 公鑒：

聖馬丁國際控股有限公司及其子公司按香港財務報導準則編製(Hong Kong Financial Reporting Standards)及香港公司條例的揭露要求(The disclosure requirements of the Hong Kong Companies Ordinance)而編製之民國一〇六年及一〇五年十二月三十一日之合併財務狀況表，暨民國一〇六年及一〇五年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表(金額以港幣為單位)，業經香港立信德豪會計師事務所有限公司(BDO Limited)查核完竣，並於民國一〇七年三月二十六日出具無保留意見加強調事項及與持續經營相關的重大不明朗因素之查核報告(詳附件四)。隨附聖馬丁國際控股有限公司及其子公司民國一〇六年度及一〇五年度依新臺幣換算之合併財務狀況表、合併綜合損益表、合併權益變動表及合併現金流量表暨其相關資訊(詳附件二)，及依中華民國金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告及相關法令予以重編之民國一〇六年度及一〇五年度之合併資產負債表、合併綜合損益表及合併現金流量表(詳附件三)，業經本會計師依照「第二上市(櫃)公司財務報告複核要點」，採行必要之複核程序予以複核竣事。由於本會計師並未依照一般公認審計準則查核，故無法對上開合併財務報表之整體是否允當表達表示意見。

如附件三所述，聖馬丁國際控股有限公司及其子公司之主要合併財務報表格式係依香港財務報導準則編製，致與中華民國規定部分不同，是以聖馬丁國際控股有限公司及其子公司業已依中華民國金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告及相關法令予以重編其民國一〇六年度及一〇五年度之合併資產負債表、合併綜合損益表及合併現金流量表。



依本會計師之複核結果，第一段所述聖馬丁國際控股有限公司及其子公司民國一〇六年度及一〇五年度依新臺幣換算之合併資產負債表、合併綜合損益表及合併現金流量表暨其相關資訊，及依中華民國金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告及相關法令重編後之合併資產負債表、合併綜合損益表及合併現金流量表，並未發現有違反「第二上市（櫃）公司財務報告複核要點」規定而需作重大修正、調整或再補充揭露之情事。

安侯建業聯合會計師事務所

會計師：

趙敬如

關春修



證券主管機關：金管證審字第1050036075號  
核准簽證文號：(88)台財證(六)第18311號  
民國一〇七年四月二十六日

## 附件二

本公司及子公司原以港幣編製之合併財務報表，謹依規定匯率編製按新台幣換算之主要報表：

- 一、合併財務狀況表
- 二、合併綜合損益表
- 三、合併權益變動表
- 四、合併現金流量表

民國一〇六年度及一〇五年度比較報表之所有科目金額，係分別以民國一〇六年十二月三十一日之港幣對新台幣匯率(HKD\$1：NTD\$3.807)及民國一〇五年十二月三十一日之港幣對新台幣匯率(HKD\$1：NTD\$4.158)換算。

最近三年度港幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
民國一〇六年度	HKD\$1：NT\$ 4.186	HKD\$1：NT\$ 3.777	HKD\$1：NT\$ 3.907
民國一〇五年度	HKD\$1：NT\$ 4.348	HKD\$1：NT\$ 3.990	HKD\$1：NT\$ 4.153
民國一〇四年度	HKD\$1：NT\$ 4.288	HKD\$1：NT\$ 3.896	HKD\$1：NT\$ 4.096



聖馬丁國際控股有限公司及子公司  
合併財務狀況表

民國一〇六年及一〇五年十二月三十一日

單位：千元

	106.12.31		105.12.31	
	港幣	新台幣	港幣	新台幣
<b>非流動資產：</b>				
不動產、廠房及設備	\$ 149,844	570,456	142,554	592,740
收購一間附屬公司的已付訂金	-	-	46,306	192,540
預付租賃款項	5,037	19,176	4,859	20,204
投資性不動產	73,681	280,504	146,648	609,762
商譽	108,297	412,287	134,874	560,806
無形資產	17,368	66,120	21,698	90,220
於一間聯營公司的權益	59,325	225,850	4,931	20,503
給予一間聯營企業的貸款	-	-	25,309	105,235
應收融資款	8,794	33,479	-	-
遞延所得稅資產	6,438	24,509	9,134	37,979
非流動資產合計	<u>428,784</u>	<u>1,632,381</u>	<u>536,313</u>	<u>2,229,989</u>
<b>流動資產：</b>				
存貨	258,428	983,835	267,095	1,110,581
應收帳款及其他應收款	299,126	1,138,773	349,892	1,454,851
預付租賃款項	163	621	152	632
應收一間聯營企業的款項	71,444	271,987	78,256	325,388
受限制資產	66	251	14,925	62,058
現金及銀行存款	132,418	504,115	76,065	316,278
待出售非流動資產	97,396	370,787	-	-
流動資產合計	<u>859,041</u>	<u>3,270,369</u>	<u>786,385</u>	<u>3,269,788</u>
<b>流動負債：</b>				
應付帳款及其他應付款	510,401	1,943,097	575,591	2,393,307
應付所得稅	16,973	64,616	18,071	75,139
銀行及其他款—於一年內到期	392,022	1,492,428	390,433	1,623,420
融資租賃承擔	1,886	7,180	1,856	7,717
流動負債合計	<u>921,282</u>	<u>3,507,321</u>	<u>985,951</u>	<u>4,099,583</u>
流動(負債)資產淨額	<u>(62,241)</u>	<u>(236,952)</u>	<u>(199,566)</u>	<u>(829,795)</u>
資產總額減流動負債	<u>366,543</u>	<u>1,395,429</u>	<u>336,747</u>	<u>1,400,194</u>
<b>非流動負債：</b>				
銀行及其他借款—一年後到期	1,131	4,306	1,288	5,356
遞延所得稅負債	41,142	156,628	44,155	183,596
融資租賃承擔	7,375	28,077	9,186	38,195
淨確定福利負債	103	392	-	-
非流動負債合計	<u>49,751</u>	<u>189,403</u>	<u>54,629</u>	<u>227,147</u>
資產淨額	<u>\$ 316,792</u>	<u>1,206,026</u>	<u>282,118</u>	<u>1,173,047</u>
<b>權益總額：</b>				
股本及準備：				
股本	\$ 327,882	1,248,247	131,153	545,334
準備	156,548	595,978	245,435	1,020,519
本公司股權持有人權益	<u>484,430</u>	<u>1,844,225</u>	<u>376,588</u>	<u>1,565,853</u>
非控制權益	(167,638)	(638,199)	(94,470)	(392,806)
權益總計	<u>\$ 316,792</u>	<u>1,206,026</u>	<u>282,118</u>	<u>1,173,047</u>

註一：民國一〇六年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇六年十二月三十一日之匯率 HKDS：NT\$=1：3.807)換算。

註二：民國一〇五年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇五年十二月三十一日之匯率 HKDS：NT\$=1：4.158)換算。

董事長：劉幼祥



經理人：洪聰進



會計主管：陳偉鈞



聖馬丁國際控股有限公司及子公司

合併綜合損益表

民國一〇六年及一〇五年一月一日至十二月三十一日

單位：千元

	106年度		105年度	
	港幣	新台幣	港幣	新台幣
收入	\$ 1,544,838	5,881,198	1,801,501	7,490,641
銷售成本	(1,468,119)	(5,589,129)	(1,618,296)	(6,728,875)
營業毛利	76,719	292,069	183,205	761,766
其他收益及損失	42,704	162,574	(50,408)	(209,596)
投資性不動產之公平價值增加數	19,580	74,541	26,906	111,875
銷售費用	(44,113)	(167,938)	(45,709)	(190,058)
管理費用	(177,582)	(676,055)	(155,417)	(646,224)
研究發展費用	(37,206)	(141,643)	(41,595)	(172,952)
應佔一間聯營公司的溢利	8,088	30,791	4,931	20,503
財務成本	(27,223)	(103,638)	(14,653)	(60,927)
減損損失	(28,000)	(106,596)	-	-
其他收益及費損合計	(243,752)	(927,964)	(275,945)	(1,147,379)
稅前淨損	(167,033)	(635,895)	(92,740)	(385,613)
減：所得稅費用	(8,758)	(33,341)	(14,618)	(60,781)
本年度淨損	(175,791)	(669,236)	(107,358)	(446,394)
其他綜合損益：				
不重分類至損益之項目：				
確定福利計畫之再衡量數	23	88	-	-
與不重分類之項目相關之所得稅	-	-	-	-
不重分類至損益之項目合計	23	88	-	-
後續可能重分類至損益之項目：				
國外營運機構財務報表換算之兌換差額	(10,699)	(40,732)	(6,624)	(27,543)
與可能重分類至損益之項目相關之所得稅	-	-	-	-
後續可能重分類至損益之項目合計	(10,699)	(40,732)	(6,624)	(27,543)
本期其他綜合損益(稅後淨額)	(10,676)	(40,644)	(6,624)	(27,543)
本期綜合損益總額	\$ (186,467)	(709,880)	(113,982)	(473,937)
本期淨利歸屬於：				
母公司業主	\$ (105,798)	(402,773)	(77,655)	(322,889)
非控制權益	(69,993)	(266,463)	(29,703)	(123,505)
	\$ (175,791)	(669,236)	(107,358)	(446,394)
綜合損益總額歸屬於：				
母公司業主	\$ (115,848)	(441,033)	(84,503)	(351,363)
非控制權益	(70,619)	(268,847)	(29,479)	(122,574)
	\$ (186,467)	(709,880)	(113,982)	(473,937)
每股盈餘：			(業經重編)	(業經重編)
基本每股虧損(單位：港仙/新台幣元)	\$ (4.50)	(0.17)	(5.30)	(0.22)
稀釋每股虧損(單位：港仙/新台幣元)	\$ (4.50)	(0.17)	(5.30)	(0.22)

註一：民國一〇六年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇六年十二月三十一日之匯率 HKD\$: NT\$=1: 3.807)換算。

註二：民國一〇五年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇五年十二月三十一日之匯率 HKD\$: NT\$=1: 4.158)換算。

董事長：劉幼祥



經理人：洪聰進



會計主管：陳偉鈞





聖馬丁國際控股有限公司及子公司

合併權益變動表

民國一〇六年及一〇五年十二月三十一日

單位：港幣千元

歸屬於母公司業主之權益

	股本	股本溢價	認股權準備	法定準備	確定福利計畫再衡量數	特別準備	重估增值準備	兌換準備	待彌補虧損	歸屬於母公司業主權益總計	非控制權益	權益總計
民國一〇五年一月一日期初餘額	\$ 104,586	391,869	7,960	31,011	-	89,175	79,577	24,828	(382,376)	346,630	35,075	381,705
本期淨損	-	-	-	-	-	-	-	-	(77,655)	(77,655)	(29,703)	(107,358)
本期其他綜合損益	-	-	-	-	-	-	-	-	-	(6,848)	224	(6,624)
本期綜合損益總額	-	-	-	-	-	-	-	(6,848)	(77,655)	(84,503)	(29,479)	(113,982)
現金增資	26,567	87,894	-	-	-	-	-	-	-	114,461	-	114,461
對子公司所有權權益變動	-	-	-	-	-	-	-	-	-	-	(121,558)	(121,558)
非控制權益增加	-	-	-	-	-	-	-	-	-	-	21,492	21,492
轉撥	-	-	-	469	-	-	-	-	(469)	-	-	-
民國一〇五年十二月三十一日餘額	\$ 131,153	479,763	7,960	31,480	-	89,175	79,577	17,980	(460,500)	376,588	(94,470)	282,118
民國一〇六年一月一日期初餘額	\$ 131,153	479,763	7,960	31,480	-	89,175	79,577	17,980	(460,500)	376,588	(94,470)	282,118
本期淨損	-	-	-	-	-	-	-	-	(105,798)	(105,798)	(69,993)	(175,791)
本期其他綜合損益	-	-	-	-	-	-	-	(10,073)	-	(10,073)	(626)	(10,699)
確定福利計劃的重新計量收益	-	-	-	-	-	-	-	-	-	23	-	23
本期綜合損益總額	-	-	-	-	-	-	-	(10,073)	(105,798)	(115,848)	(70,619)	(186,467)
現金增資	196,729	26,987	-	-	-	-	-	-	-	223,716	-	223,716
股份回購	-	-	-	-	-	-	-	-	-	-	(42)	(42)
對子公司所有權權益變動	-	-	-	(26)	-	-	-	-	-	-	-	(26)
轉撥	-	-	-	491	-	-	-	-	(491)	-	(2,507)	(2,507)
民國一〇六年十二月三十一日餘額	\$ 327,882	506,750	7,960	31,945	23	89,175	79,577	7,907	(566,789)	484,430	(167,638)	316,792



董事長：劉幼祥



經理人：洪聰進



會計主管：陳偉鈞



聖馬丁國際證券股份有限公司及子公司  
合併權益變動表

民國一〇六年及一〇五年十二月三十一日

單位：新台幣千元

歸屬於母公司業主之權益

	保留盈餘										歸屬於母 公司業主 權益總計	非控制權益	權益總計
	股本	股本 溢價	認 股 權 備 用 金	法 定 備 用 金	確 定 福 利 計 畫 再 衡 量 數	特 別 備 用 金	重 估 增 值 備 用 金	兌 換 備 用 金	待 彌 補 虧 損	歸屬於母 公司業主 權益總計			
民國一〇五年一月一日期初餘額	\$ 434,869	1,629,391	33,098	128,944	-	370,790	330,881	103,235	(1,589,919)	1,441,289	145,842	1,587,131	
本期淨損	-	-	-	-	-	-	-	-	(322,889)	(322,889)	(123,505)	(446,394)	
本期其他綜合損益	-	-	-	-	-	-	-	(28,474)	-	(28,474)	931	(27,543)	
本期綜合損益總額	-	-	-	-	-	-	-	(28,474)	(322,889)	(351,363)	(122,574)	(473,937)	
現金增資	110,465	365,462	-	-	-	-	-	-	-	475,927	-	475,927	
對子公司所有權權益變動	-	-	-	-	-	-	-	-	-	-	(505,438)	(505,438)	
非控制權益增加	-	-	-	-	-	-	-	-	-	-	89,364	89,364	
轉撥	-	-	-	1,950	-	-	-	-	(1,950)	-	-	-	
民國一〇五年十二月三十一日餘額	\$ 545,334	1,994,853	33,098	130,894	-	370,790	330,881	74,761	(1,914,758)	1,565,853	(392,806)	1,173,047	
民國一〇六年一月一日餘額	\$ 499,299	1,826,458	30,304	119,844	-	339,489	302,950	68,450	(1,753,124)	1,433,670	(359,647)	1,074,023	
本期淨損	-	-	-	-	-	-	-	-	(402,773)	(402,773)	(266,463)	(669,236)	
本期其他綜合損益	-	-	-	-	-	-	-	(38,348)	-	(38,348)	(2,384)	(40,732)	
確定福利計劃的重新計量收益	-	-	-	-	88	-	-	-	-	88	-	88	
本期綜合損益總額	-	-	-	-	88	-	-	(38,348)	(402,773)	(441,033)	(268,847)	(709,880)	
現金增資	748,948	102,739	-	-	-	-	-	-	-	851,687	-	851,687	
股份回購	-	-	-	-	-	-	-	-	-	-	(161)	(161)	
對子公司所有權權益變動	-	-	-	-	-	-	-	-	-	-	(99)	(99)	
轉撥	-	-	-	1,869	-	-	-	-	(1,869)	-	-	(9,544)	
民國一〇六年十二月三十一日餘額	\$ 1,248,247	1,929,197	30,304	121,614	88	339,489	302,950	30,102	(2,157,766)	1,844,225	(638,199)	1,206,026	

註一：民國一〇六年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇六年十二月三十一日之匯率HKD\$：NT\$=1：3.807)換算。

註二：民國一〇五年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇五年十二月三十一日之匯率HKD\$：NT\$=1：4.158)換算。

註三：民國一〇六年一月一日之股東權益科目金額，係以民國一〇六年十二月三十一日之匯率HKD\$：NT\$=1：3.807)換算。



董事長：劉幼祥



經理人：洪聰進



會計主管：陳偉鈞

聖馬丁國際控股有限公司及子公司

合併現金流量表

民國一〇六年及一〇五年一月一日至十二月三十一日

單位：千元

	106年度		105年度	
	港幣	新台幣	港幣	新台幣
營業活動之現金流量：				
本期稅前淨損	\$ (167,033)	(635,895)	(92,740)	(385,613)
調整項目：				
收益費損項目				
無形資產攤銷		4,719	4,807	19,988
物業、廠房及設備折舊	29,154	110,989	27,851	115,804
融資成本	27,223	103,638	14,653	60,927
出售物業、廠房及設備虧損(收益)	(1,225)	(4,664)	2,103	8,744
應收貿易賬款及其他應收款項減值虧損(增值收益)	(11,926)	(45,403)	43,901	182,540
商譽減值虧損	28,000	106,596	-	-
存貨減值虧損	20,474	77,945	5,165	21,476
應收貸款減值虧損	-	-	39,155	162,806
利息收入	(2,057)	(7,831)	(1,946)	(8,091)
債券應收款項的實際利息收入	-	-	(1,282)	(5,331)
撥回預付租賃款項	156	594	160	665
投資物業的公平值增加	(19,580)	(74,541)	(26,906)	(111,875)
從一間聯營公司的利息收入	(1,598)	(6,084)	(2,185)	(9,085)
應佔一間聯營公司的業績	(8,088)	(30,791)	(4,931)	(20,503)
出售附屬公司的損失	157	598	-	-
收益費損項目合計	65,409	249,011	100,545	418,065
與營業活動相關之資產/負債變動數：				
與營業活動相關之資產之淨變動：				
應收貿易賬款、應收票據及其他應收款項減少(增加)	45,240	172,229	(79,568)	(330,844)
存貨減少(增加)	(12,978)	(49,407)	11,755	48,877
應收一間聯營公司的款項減少(增加)	16,987	64,670	(9,559)	(39,746)
應付帳款減少	(74,018)	(281,786)	(169,789)	(705,983)
其他非流動負債增加	103	392	-	-
與營業活動相關之負債之淨變動合計	(73,915)	(281,394)	(169,789)	(705,983)
與營業活動相關之資產及負債之淨變動合計	(24,666)	(93,902)	(247,161)	(1,027,696)
調整項目合計	40,743	155,109	(146,616)	(609,631)
營運產生之現金流出	(126,290)	(480,786)	(239,356)	(995,244)
已付利得稅	(11,391)	(43,366)	(12,652)	(52,607)
已收利息	2,057	7,831	3,199	13,301
已付利息	(27,223)	(103,638)	(14,653)	(60,927)
營業活動之淨現金流出	(162,847)	(619,959)	(263,462)	(1,095,477)
投資活動之現金流量：				
已抵押銀行存款減少	14,421	54,901	4,115	17,110
出售物業、廠房及設備所得款項	11,789	44,881	13,361	55,555
收購附屬公司	-	-	8,759	36,420
購買物業、廠房及設備	(35,860)	(136,519)	(33,254)	(138,270)
添置無形資產	-	-	(33)	(137)
償還應收貸款	-	-	17,266	71,792
債券應收款項到期所得款項	-	-	60,000	249,480
出售附屬公司所得款項淨額	(154)	(586)	-	-
一間聯營公司還款	11,670	44,428	-	-
預付聯營公司款項	(120)	(457)	-	-
投資活動之淨現金流入	1,746	6,648	70,214	291,950
籌資活動之現金流量：				
新造銀行及其他貸款	493,073	1,877,129	597,198	2,483,149
償還貸款	(499,066)	(1,899,944)	(554,091)	(2,303,910)
償還融資租賃承擔	(1,955)	(7,443)	(183)	(761)
來自一間附屬公司非控股權益的供款	-	-	21,492	89,364
發行普通股所得款項	223,716	851,687	114,461	475,929
支付附屬公司非控制權益股利	(2,507)	(9,544)	-	-
取得附屬公司非控制權益	(42)	(160)	-	-
籌資活動之淨現金流入	213,219	811,725	178,877	743,771
匯率變動對現金及約當現金之影響	4,235	16,122	(2,800)	(11,641)
本期現金及約當現金增加(減少)數	56,353	214,536	(17,171)	(71,397)
期初現金及約當現金餘額	76,065	289,579	93,236	387,675
期末現金及約當現金餘額	\$ 132,418	504,115	76,065	316,278

註一：民國一〇六年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇六年十二月三十一日之匯率HKD\$: NT\$=1: 3.807)換算。

註二：民國一〇五年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇五年十二月三十一日之匯率HKD\$: NT\$=1: 4.158)換算。

董事長：劉幼祥



經理人：洪聰進



會計主管：陳偉鈞



### 附件三



聖馬丁國際控股有限公司及子公司  
 合併資產負債表  
 (依中華民國金融監督管理委員會認可之國際財務報導準則重編)  
 民國一〇六年及一〇五年十二月三十一日

單位：新台幣千元

	106.12.31				105.12.31					
	依香港 一般公認會計 原則編製金額	%	調節金額增(減)	依金管會認可 之國際財務報 導準則編製金額	%	依香港 一般公認會計 原則編製金額	%	調節金額增(減)	依金管會認可 之國際財務報 導準則編製金額	%
<b>資 產</b>										
<b>流動資產：</b>										
1100 現金及約當現金	\$ 504,115	10	-	504,115	10	316,278	6	-	316,278	6
1170 應收帳款淨額	883,589	18	-	883,589	18	1,237,558	23	-	1,237,558	23
1180 應收帳款－關係人淨額	271,987	6	-	271,987	6	325,388	6	-	325,388	6
1200 其他應收款	255,184	5	(107,167)	148,017	3	217,293	4	(115,430)	101,863	2
130X 存貨	983,835	20	-	983,835	20	1,110,581	20	-	1,110,581	21
1412 預付租金	621	-	489	1,110	-	632	-	1,199	1,831	-
1476 其他金融資產－流動	-	-	251	251	-	-	-	62,058	62,058	1
1475 受限制資產	251	-	(251)	-	-	62,058	-	(62,058)	-	-
1479 其他流動資產	-	-	107,167	107,167	3	-	-	115,430	115,430	1
1461 待出售非流動資產	370,787	8	(147,414)	223,373	6	-	-	-	-	-
流動資產合計	3,270,369	67	(146,925)	3,123,444	66	3,269,788	59	1,199	3,270,987	60
<b>非流動資產：</b>										
1551 採用權益法之投資	225,850	5	-	225,850	5	20,503	-	-	20,503	-
1600 不動產、廠房及設備	570,456	12	-	570,456	12	592,740	11	-	592,740	11
1760 投資性不動產淨額	280,504	6	(33,316)	247,188	5	609,762	11	(138,795)	470,967	9
1780 無形資產	66,120	1	-	66,120	1	90,220	2	-	90,220	2
1805 商譽	412,287	8	-	412,287	8	560,806	10	-	560,806	10
1840 遞延所得稅資產	24,509	-	2,497	27,006	1	37,979	1	1,795	39,774	1
1932 長期應收款	33,479	1	-	33,479	1	-	-	-	-	-
1942 長期應收款－關係人	-	-	-	-	-	105,235	2	-	105,235	2
1960 預付投資款	-	-	-	-	-	192,540	4	-	192,540	4
1985 長期預付租金	19,176	-	17,149	36,325	1	20,204	-	44,603	64,807	1
非流動資產合計	1,632,381	33	(13,670)	1,618,711	34	2,229,989	41	(92,397)	2,137,592	40
資產總計	\$ 4,902,750	100	(160,595)	4,742,155	100	5,499,777	100	(91,198)	5,408,579	100
<b>負債及權益</b>										
<b>流動負債：</b>										
2170 應付帳款	\$ 1,242,414	25	-	1,242,414	25	1,810,198	33	-	1,810,198	33
2200 其他應付款	700,683	14	(228,573)	472,110	11	583,109	11	(444,751)	138,358	3
2230 本期所得稅負債	64,616	1	-	64,616	1	75,139	1	-	75,139	1
2355 應付租賃款－流動	7,180	-	-	7,180	-	7,717	-	-	7,717	-
2322 一年內到期長期借款	1,492,428	30	-	1,492,428	30	1,623,420	30	-	1,623,420	30
2399 其他流動負債	-	-	222,360	222,360	7	-	-	438,911	438,911	8
流動負債合計	3,507,321	70	(6,213)	3,501,108	74	4,099,583	75	(5,840)	4,093,743	75
<b>非流動負債：</b>										
2540 長期借款	4,306	-	-	4,306	-	5,356	-	-	5,356	-
2570 遞延所得稅負債	156,628	3	(99,770)	56,858	1	183,596	3	(124,179)	59,417	1
2613 應付租賃款－非流動	28,077	1	-	28,077	1	38,195	1	-	38,195	1
2670 其他非流動負債	392	-	6,213	6,605	-	-	-	5,840	5,840	-
非流動負債合計	189,403	4	(93,557)	95,846	2	227,147	4	(118,339)	108,808	2
負債總計	3,696,724	74	(99,770)	3,596,954	76	4,326,730	79	(124,179)	4,202,551	77
<b>權 益：</b>										
3110 普通股股本	1,248,247	25	-	1,248,247	25	545,334	10	-	545,334	10
<b>資本公積：</b>										
3211 資本公積－普通股股票溢價	1,929,197	39	-	1,929,197	39	1,994,853	36	-	1,994,853	37
3271 資本公積－員工認股權	30,304	1	-	30,304	1	33,098	1	-	33,098	1
33XX 保留盈餘：	1,959,501	40	-	1,959,501	40	2,027,951	37	-	2,027,951	38
3310 法定盈餘公積	121,614	2	-	121,614	2	130,894	2	-	130,894	2
3320 特別盈餘公積	339,489	8	-	339,489	8	370,790	7	-	370,790	7
3350 未分配盈餘	(1,854,816)	(38)	(60,825)	(1,915,641)	(40)	(1,583,877)	(29)	32,981	(1,550,896)	(28)
	(1,393,713)	(28)	(60,825)	(1,454,538)	(30)	(1,082,193)	(20)	32,981	(1,049,212)	(19)
<b>其他權益：</b>										
3411 國外營運機構財務報表換算之兌換差額	-	-	-	-	-	-	-	-	-	-
一母公司	30,102	1	-	30,102	1	74,761	1	-	74,761	1
3445 確定福利計畫再衡量數	88	-	-	88	-	-	-	-	-	-
股東權益小計	1,844,225	38	(60,825)	1,783,400	36	1,565,853	28	32,981	1,598,834	30
36XX 非控制權益	(638,199)	(12)	-	(638,199)	(12)	(392,806)	(7)	-	(392,806)	(7)
3XXX 權益總計	1,206,026	26	(60,825)	1,145,201	24	1,173,047	21	32,981	1,206,028	23
2-3XXX 負債及權益總計	\$ 4,902,750	100	(160,595)	4,742,155	100	5,499,777	100	(91,198)	5,408,579	100

註一：民國一〇六年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇六年十二月三十一日之匯率HKD\$:NT\$:1:3.807換算。

註二：民國一〇五年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇五年十二月三十一日之匯率HKD\$:NT\$:1:4.158換算。

董事長：劉幼祥



經理人：洪聰進



會計主管：陳偉鈞







聖馬丁國際控股有限公司及子公司

合併綜合損益表

(依中華民國金融監督管理委員會認可之國際財務報導準則重編)

民國一〇六年及一〇五年一月一日至十二月三十一日

單位：新台幣千元

	106 年度						105 年度					
	依香港 一般公認會計 原則編製金額		調節 金額增(減)		依金管會認可 之國際財務報 導準則編製金額		依香港 一般公認會計 原則編製金額		調節 金額增(減)		依金管會認可 之國際財務報 導準則編製金額	
	金額	%	金額	%	金額	%	金額	%	金額	%	金額	%
4000 營業收入	\$ 5,881,198	100	-		5,881,198	100	7,490,641	100	-		7,490,641	100
5000 營業成本	5,589,129	95	-		5,589,129	95	6,728,875	90	-		6,728,875	90
5950 營業毛利	292,069	5	-		292,069	5	761,766	10	-		761,766	10
6000 營業費用：												
6100 推銷費用	167,938	3	-		167,938	3	190,058	2	-		190,058	3
6200 管理費用	676,055	11	80,215		756,270	12	646,224	9	184,926		831,150	11
6300 研究發展費用	141,643	2	-		141,643	2	172,952	2	-		172,952	2
營業費用合計	985,636	16	80,215		1,065,851	17	1,009,234	13	184,926		1,194,160	16
營業淨損	(693,567)	(11)	(80,215)		(773,782)	(12)	(247,468)	(3)	(184,926)		(432,394)	(6)
營業外收入及支出：												
7010 其他收入	74,541	1	(12,353)		62,188	1	111,875	2	(41,530)		70,345	1
7020 其他利益及損失	162,574	3	(91,605)		70,969	1	(209,596)	(3)	111,459		(98,137)	(1)
7050 財務成本	(103,638)	(2)	-		(103,638)	(2)	(60,927)	(1)	-		(60,927)	(1)
7060 採用權益法認列之關聯企業利益之份額	30,791	1	-		30,791	1	20,503	-	-		20,503	-
7670 減損損失	(106,596)	(2)	106,596		-	-	-	-	-		-	-
營業外收入及支出合計	57,672	1	2,638		60,310	1	(138,145)	(2)	69,929		(68,216)	(1)
9900 繼續營業部門稅前淨損	(635,895)	(10)	(77,577)		(713,472)	(11)	(385,613)	(5)	(114,997)		(500,610)	(7)
9950 減：所得稅費用	33,341	1	(760)		32,581	1	60,781	1	(781)		60,000	-
本期淨損	(669,236)	(11)	(76,817)		(746,053)	(12)	(446,394)	(6)	(114,216)		(560,610)	(7)
8300 其他綜合損益：												
8310 不重分類至損益之項目												
8311 確定福利計畫之再衡量數	88	-	-		88	-	-	-	-		-	-
8349 與不重分類之項目相關之所得稅	-	-	-		-	-	-	-	-		-	-
不重分類至損益之項目合計	88	-	-		88	-	-	-	-		-	-
8360 後續可能重分類至損益之項目												
8361 國外營運機構財務報表換算之兌換差額	(40,732)	(1)	-		(40,732)	(1)	(27,543)	-	-		(27,543)	-
8399 與可能重分類至損益之項目相關之所得稅	-	-	-		-	-	-	-	-		-	-
後續可能重分類至損益之項目合計	(40,732)	(1)	-		(40,732)	(1)	(27,543)	-	-		(27,543)	-
8300 本期其他綜合損益	(40,644)	(1)	-		(40,644)	(1)	(27,543)	-	-		(27,543)	-
本期綜合損益總額	\$ (709,880)	(12)	(76,817)		(786,697)	(13)	(473,937)	(6)	(114,216)		(588,153)	(7)
本期淨利歸屬於：												
8610 母公司業主	\$ (402,773)	(6)	(76,817)		(479,590)	(7)	(322,889)	(4)	(114,216)		(437,105)	(5)
8620 非控制權益	(266,463)	(5)	-		(266,463)	(5)	(123,505)	(2)	-		(123,505)	(2)
	\$ (669,236)	(11)	(76,817)		(746,053)	(12)	(446,394)	(6)	(114,216)		(560,610)	(7)
綜合損益總額歸屬於：												
8710 母公司業主	\$ (441,033)	(7)	(76,817)		(517,850)	(8)	(351,363)	(4)	(114,216)		(465,579)	(5)
8720 非控制權益	(268,847)	(5)	-		(268,847)	(5)	(122,574)	(2)	-		(122,574)	(2)
	\$ (709,880)	(12)	(76,817)		(786,697)	(13)	(473,937)	(6)	(114,216)		(588,153)	(7)
基本每股盈餘(元)							(業經重編)				(業經重編)	
9750 基本每股盈餘(單位：新台幣元)	\$ (0.17)		(0.03)		(0.20)		(0.22)		(0.08)		(0.30)	
9850 稀釋每股盈餘(單位：新台幣元)	\$ (0.17)		(0.03)		(0.20)		(0.22)		(0.08)		(0.30)	

註一：民國一〇六年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇六年十二月三十一日之匯率HKD\$: NT\$=1:3.807)換算。  
 註二：民國一〇五年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇五年十二月三十一日之匯率HKD\$: NT\$=1:4.158)換算。

董事長：劉幼祥



經理人：洪聰進



會計主管：陳偉鈞







聖馬丁國際控股有限公司及子公司

合併現金流量表  
(依中華民國金融監督管理委員會認可之國際財務報導準則重編)

民國一〇六年及一〇五年一月一日至十二月三十一日

單位：新台幣千元

	106年度			105年度		
	依香港一般公認會計原則編製金額	調節金額 增(減)	依金管會認可之國際財務報導準則編製金額	依香港一般公認會計原則編製金額	調節金額 增(減)	依金管會認可之國際財務報導準則編製金額
營業活動之現金流量：						
本期稅前淨損	\$ (635,895)	(77,577)	(713,472)	(385,613)	(114,997)	(500,610)
調整項目：						
不影響現金流量之收益費損項目						
折舊費用	110,989	1,886	112,875	115,804	1,907	117,711
攤銷費用	17,965	1,150	19,115	19,988	1,215	21,203
呆帳費用提列(轉列收入)數	(45,403)	-	(45,403)	182,540	-	182,540
利息費用	103,638	-	103,638	60,927	-	60,927
利息收入	(13,915)	-	(13,915)	(22,507)	-	(22,507)
採用權益法認列之關聯企業及合資利益之份額	(30,791)	-	(30,791)	(20,503)	-	(20,503)
處分及報廢不動產、廠房及設備損失(利益)	(4,664)	-	(4,664)	8,744	-	8,744
處分子公司損失	598	-	598	-	-	-
金融資產減損損失	-	-	-	162,806	-	162,806
非金融資產減損損失	184,541	-	184,541	21,476	-	21,476
投資性不動產公允價值調整損失(利益)	(74,541)	74,541	-	(111,875)	111,875	-
預付租賃款損失	594	-	594	665	-	665
不影響現金流量之收益費損項目合計	249,011	77,577	326,588	418,065	114,997	533,062
與營業活動相關之資產/負債變動數：						
應收帳款減少(增加)	228,462	-	228,462	(362,956)	-	(362,956)
應收帳款-關係人減少(增加)	64,670	-	64,670	(39,746)	-	(39,746)
其他應收款減少(增加)	(56,233)	-	(56,233)	32,112	-	32,112
存貨減少(增加)	(49,407)	-	(49,407)	48,877	-	48,877
應付帳款減少	(448,582)	-	(448,582)	(840,373)	-	(840,373)
其他應付款項增加	166,796	-	166,796	134,390	-	134,390
其他非流動負債增加	392	-	392	-	-	-
調整項目合計	155,109	77,577	232,686	(609,631)	114,997	(494,634)
營運產生之現金流出	(480,786)	-	(480,786)	(995,244)	-	(995,244)
收取之利息	7,831	-	7,831	13,301	-	13,301
支付之利息	(103,638)	-	(103,638)	(60,927)	-	(60,927)
支付之所得稅	(43,366)	-	(43,366)	(52,607)	-	(52,607)
營業活動之淨現金流出	(619,959)	-	(619,959)	(1,095,477)	-	(1,095,477)
投資活動之現金流量：						
處分無活絡市場之債務工具投資	-	-	-	249,480	-	249,480
取得採用權益法之投資	-	-	-	36,420	-	36,420
取得不動產、廠房及設備	(136,519)	-	(136,519)	(138,270)	-	(138,270)
處分不動產、廠房及設備	44,881	-	44,881	55,555	-	55,555
其他應收款減少	-	-	-	71,792	-	71,792
其他應收款-關係人減少	44,428	-	44,428	-	-	-
取得無形資產	-	-	-	(137)	-	(137)
受限制資產減少	54,901	(54,901)	-	17,110	-	17,110
其他金融資產減少	-	54,901	54,901	-	-	-
其他預付款項增加	(457)	-	(457)	-	-	-
處分子公司償款淨額	(586)	-	(586)	-	-	-
投資活動之淨現金流入	6,648	-	6,648	291,950	-	291,950
籌資活動之現金流量：						
償還長期借款	(1,899,944)	-	(1,899,944)	(2,303,910)	-	(2,303,910)
舉借長期借款	1,877,129	-	1,877,129	2,483,149	-	2,483,149
應付租賃款減少	(7,443)	-	(7,443)	(761)	-	(761)
現金增資	851,687	-	851,687	475,929	-	475,929
非控制權益變動	(9,704)	-	(9,704)	89,364	-	89,364
籌資活動之淨現金流入	811,725	-	811,725	743,771	-	743,771
匯率變動對現金及約當現金之影響	16,122	-	16,122	(11,642)	-	(11,642)
本期現金及約當現金增加(減少)數	214,536	-	214,536	(71,398)	-	(71,398)
期初現金及約當現金餘額	289,579	-	289,579	387,676	-	387,676
期末現金及約當現金餘額	\$ 504,115	-	504,115	316,278	-	316,278

註一：民國一〇六年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇六年十二月三十一日之匯率HKD\$:NT\$=1:3.807)換算。

註二：民國一〇五年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國一〇五年十二月三十一日之匯率HKD\$:NT\$=1:4.158)換算。

董事長：劉幼祥



經理人：洪聰進



會計主管：陳偉鈞



**聖馬丁國際控股有限公司及子公司**  
**合併資產負債表、合併綜合損益表及合併現金流量表重編說明附註**  
**民國一〇六年及一〇五年十二月三十一日**  
(除另有註明者外，所有金額均以新台幣千元為單位)

**一、合併財務報表重編原則**

聖馬丁國際控股有限公司及子公司(以下簡稱合併公司)如附件四所列之民國一〇六年度及一〇五年度財務報告，係包括聖馬丁國際控股有限公司(以下簡稱本公司)及子公司之合併財務資訊。

合併公司依香港法令及香港財務報導準則(以下簡稱香港一般公認會計原則)編製之主要報表格式，包括合併財務狀況表、合併綜合損益表及合併現金流量表，因與金融監督管理委員會(以下簡稱金管會)於民國九十八年五月十四日宣布之「我國企業採用國際會計準則推動架構」，上市上櫃及興櫃公司應自民國一〇二年起依證券發行人財務報告編製準則暨經金管會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製財務報告(以下簡稱金管會認可之國際財務報導準則)編製規定不同，爰依金管會101.12.13金管證審字第 10100565400號函發布之「第二上市(櫃)公司財務報告複核要點」規定，就上述合併財務狀況表、合併綜合損益表及合併現金流量表依證券發行人財務報告編製準則及金管會認可之國際財務報導準則予以重編(以下簡稱重編合併財務報表)。

因適用不同之會計原則對合併公司民國一〇六年度及一〇五年度合併財務報表之分類及損益影響金額，業已依證券發行人財務報告編製準則及金管會認可之國際財務報導準則規定之格式與分類將上述合併財務狀況表、合併綜合損益表及合併現金流量表予以重分類，並執行相關損益調整。

聖馬丁國際控股有限公司及子公司合併資產負債表、合併綜合損益表及合併現金流量表  
重編說明附註(續)

二、金管會認可之國際財務報導準則與香港一般公認會計原則之重大差異彙總說明

合併公司之以下交易事項於現行已發布生效之金管會認可之國際財務報導準則及香港一般公認會計原則之主要差異，茲彙總說明如下：

項 目	金管會認可之 國際財務報導準則	香港一般 公認會計原則	對重編合併 財務報表之影響
合併資產 負債表	<p>一般分類方式，資產係以流動性大小排列，流動性大者在前，流動性小者在後。負債則按到期日的遠近排列，近者在先，遠者在後。股東權益按永久性大小排列，永久性大者在先，小者在後。</p> <p>投資性不動產於原始認列時，以公允價值加計取得之交易成本衡量，後續評價時合併公司得選擇以公允價值模式或成本模式衡量，經合併公司考量證券發行人財務報告編製準則對於投資性不動產公允價值評價方法之相關規定後，決定採取成本模式衡量。土地使用權在考量證券發行人財務報告編製準則對於投資性不動產評價方法之相關規定後，應以預付租賃款處理，並區分為流動及非流動，而不得分類為投資性不動產。重估增值是以該資產轉換日之帳面金額與其成本之差額為基礎，依金管會認可之國際財務報導準則列為保留盈餘。</p>	<p>一般之分類方式，資產係以非流動性資產在前，流動資產在後。負債及權益，係以流動負債在前，非流動負債、股本及各項準備在後。</p> <p>投資性不動產於原始認列時，以公允價值加計取得之交易成本衡量，後續評價時合併公司選擇以公允價值模式衡量，且公允價值變動認列為損益。又廠房、設備及土地使用權項目因用途轉變而成為投資性不動產，帳面金額與該等項目於移轉日之公允價值間之差異應計入投資性不動產重估增值。俟日後出售或報廢時，相關重估增值將直接轉入保留盈餘。</p>	<p>已依金管會認可之國際財務報導準則規定予以表達揭露。</p> <p>已依金管會認可之國際財務報導準則予以調整綜合損益影響數： 106年度：(76,817)千元 105年度：(114,216)千元 資產影響數 106.12.31：(160,595)千元 105.12.31：(91,198)千元 負債影響數 106.12.31：(99,770)千元 105.12.31：(124,179)千元 股東權益影響數 106.12.31：(60,825)千元 105.12.31：32,981千元</p>

聖馬丁國際控股有限公司及子公司合併資產負債表、合併綜合損益表及合併現金流量表  
重編說明附註(續)

項 目	金管會認可之 國際財務報導準則	香港一般 公認會計原則	對重編合併 財務報表之影響
合併資產 負債表	為求允當表達企業財務狀況，擬將其他應收款及其他流動資產 / 其他應付款、其他流動負債及其他非流動負債等科目按其性質再予以細分表達。	應於資產負債表中表達額外之單行項目、標題及小計。若某一項目因其大小、性質或功能致單獨表達與企業財務狀況之了解攸關，則應列為單行項目；各項目所用之敘述及順序，可依企業及其交易性質修改，以提供有助於了解企業財務狀況之攸關資訊。另企業應評估資產之性質及流動性、資產於企業內之功能及負債之金額、性質及時點，以判斷是否須單獨表達額外項目。	已依金管會認可之IFRSs規定予以表達揭露。 資產重分類金額 106.12.31：107,167千元 105.12.31：115,430千元 負債重分類金額 106.12.31：228,573千元 105.12.31：444,751千元
	質押定期存款分類為流動資產項下，並列示為其他金融資產科目表達。	質押定期存款列為單行項目。	已依金管會認可之IFRSs規定予以表達揭露。 資產重分類金額 106.12.31：251千元 105.12.31：62,058千元
合併綜合 損益表	應區分營業收入、營業成本、營業費用、營業外收入、營業外費用、非常損益及所得稅費用，分別予以列示，但營業成本及營業費用不能分別列示者，得合併之。	應區分收入、財務成本、所得稅費用、本年度利益。無需區分營業外收入及支出。	已依金管會認可之IFRSs規定予以表達揭露。

聖馬丁國際控股有限公司及子公司合併資產負債表、合併綜合損益表及合併現金流量表  
重編說明附註(續)

項 目	金管會認可之 國際財務報導準則	香港一般 公認會計原則	對重編合併 財務報表之影響
	減損損失依性質列為其他 利益及損失。	若企業採用性質別表 達費損項目，資產減 損損失應單獨列示； 若採功能別表達費損 項目，資產減損損失 應歸屬於其相關之功 能別費用。	已依金管會認可之IFRSs 規定予以表達揭露。 損益重分類金額 106年度：106,596千元 105年度：0千元
	應收帳款呆帳費用係分類 於營業費用之管理費用項 下。	應收帳款減損損失係 分類於其他利益及損 失項下。	已依金管會認可之IFRSs 規定予以表達揭露。 損益重分類金額 106年度：80,215千元 105年度：184,926千元
合併現金 流量表	為求允當表達企業財務狀 況，擬將受限制資產科目 按其性質再予以細分表 達。	受限制資產列為單行 科目。	已依金管會認可之IFRSs 規定予以表達揭露。 資產重分類金額 106年度：(54,901)千元 105年度：0千元

## 附件四



# SANDMARTIN INTERNATIONAL HOLDINGS LIMITED

聖馬丁國際控股有限公司

Stock Code 股份代號: 00482

INCORPORATED IN BERMUDA WITH LIMITED LIABILITY  
於百慕達註冊成立之有限公司



# 2017

Annual Report  
年報



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## CORPORATE INFORMATION

### 公司資料

#### EXECUTIVE DIRECTORS

- Mr. Hung Tsung Chin  
(resigned as Chairman but remained as an Executive Director with effect from 18 August 2017)
- Mr. Chen Wei Chun  
(appointed as Chief Financial Officer with effect from 30 November 2017)
- Ms. Chen Mei Huei  
(resigned as an Executive Director and Chief Executive Officer with effect from 18 August 2017)
- Mr. Liao Wen I  
(resigned with effect from 18 August 2017)
- Mr. Frank Karl-Heinz Fischer  
(resigned with effect from 18 August 2017)

#### NON-EXECUTIVE DIRECTOR

- Mr. Kuo Jen Hao  
(appointed with effect from 18 August 2017)

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

- Mr. Lau Yau Cheung (Chairman)  
(appointed as an Independent Non-Executive Director with effect from 7 August 2017 and appointed as Chairman with effect from 18 August 2017)
- Mr. Li Chak Hung
- Mr. Wu Chia Ming
- Mr. Han Chien Shan  
(resigned with effect from 7 August 2017)

#### AUDIT COMMITTEE

- Mr. Li Chak Hung (Committee Chairman)  
(appointed as Committee Chairman with effect from 18 August 2017)
- Mr. Lau Yau Cheung  
(appointed with effect from 7 August 2017)
- Mr. Wu Chia Ming  
(resigned as Committee Chairman but remained as a member with effect from 18 August 2017)
- Mr. Han Chien Shan  
(resigned with effect from 7 August 2017)

#### 執行董事

- 洪聰進先生  
(已辭任主席，但留任為執行董事，自二零一七年八月十八日起生效)
- 陳偉鈞先生  
(已獲委任為財務長，自二零一七年十一月三十日起生效)
- 陳美惠女士  
(已辭任執行董事及執行長，自二零一七年八月十八日起生效)
- 廖文毅先生  
(已辭任，自二零一七年八月十八日起生效)
- Frank Karl-Heinz Fischer先生  
(已辭任，自二零一七年八月十八日起生效)

#### 非執行董事

- 郭人豪先生  
(已獲委任，自二零一七年八月十八日起生效)

#### 獨立非執行董事

- 劉幼祥先生(主席)  
(已獲委任為獨立非執行董事，自二零一七年八月七日起生效，並已獲委任為主席，自二零一七年八月十八日起生效)
- 李澤雄先生
- 吳嘉明先生
- 韓千山先生  
(已辭任，自二零一七年八月七日起生效)

#### 審核委員會

- 李澤雄先生(委員會主席)  
(已獲委任為委員會主席，自二零一七年八月十八日起生效)
- 劉幼祥先生  
(已獲委任，自二零一七年八月七日起生效)
- 吳嘉明先生  
(已辭任委員會主席，但留任為委員會成員，自二零一七年八月十八日起生效)
- 韓千山先生  
(已辭任，自二零一七年八月七日起生效)

## CORPORATE INFORMATION *(Continued)*

### 公司資料 (續)

#### REMUNERATION COMMITTEE

- Mr. Wu Chia Ming (Committee Chairman)  
(appointed as Committee Chairman  
with effect from 18 August 2017)
- Mr. Lau Yau Cheung  
(appointed with effect from 7 August 2017)
- Mr. Li Chak Hung  
(resigned as Committee Chairman but remained as a member  
with effect from 18 August 2017)
- Mr. Hung Tsung Chin  
(resigned with effect from 18 August 2017)
- Mr. Han Chien Shan  
(resigned with effect from 7 August 2017)

#### NOMINATION COMMITTEE

- Mr. Lau Yau Cheung (Committee Chairman)  
(appointed as Committee Chairman  
with effect from 7 August 2017)
- Mr. Li Chak Hung  
(appointed with effect from 18 August 2017)
- Mr. Wu Chia Ming
- Mr. Han Chien Shan  
(resigned with effect from 7 August 2017)
- Mr. Hung Tsung Chin  
(resigned with effect from 18 August 2017)

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 04-05, 16th Floor, Nam Wo Hong Building, 148 Wing Lok Street  
Sheung Wan, Hong Kong

#### REGISTERED OFFICE

Clarendon House, 2 Church Street, Hamilton  
HM 11, Bermuda

#### COMPANY SECRETARY

- Mr. Young Ho Kee Bernard  
(resigned with effect from 2 January 2018)
- Ms. Lee Suet Lai  
(appointed with effect from 2 January 2018)

#### AUTHORISED REPRESENTATIVE

- Mr. Hung Tsung Chin
- Mr. Young Ho Kee Bernard  
(resigned with effect from 2 January 2018)
- Ms. Lee Suet Lai  
(appointed with effect from 2 January 2018)

#### 薪酬委員會

- 吳嘉明先生 (委員會主席)  
(已獲委任為委員會主席，  
自二零一七年八月十八日起生效)
- 劉幼祥先生  
(已獲委任，自二零一七年八月七日起生效)
- 李澤雄先生  
(已辭任委員會主席，但留任為委員會成員，  
自二零一七年八月十八日起生效)
- 洪聰進先生  
(已辭任，自二零一七年八月十八日起生效)
- 韓千山先生  
(已辭任，自二零一七年八月七日起生效)

#### 提名委員會

- 劉幼祥先生 (委員會主席)  
(已獲委任為委員會主席，  
自二零一七年八月七日起生效)
- 李澤雄先生  
(已獲委任，自二零一七年八月十八日起生效)
- 吳嘉明先生
- 韓千山先生  
(已辭任，自二零一七年八月七日起生效)
- 洪聰進先生  
(已辭任，自二零一七年八月十八日起生效)

#### 總辦事處及主要營業地點

香港上環永樂街148號南和行大廈16樓04-05室

#### 註冊辦事處

Clarendon House, 2 Church Street, Hamilton  
HM 11, Bermuda

#### 公司秘書

- 楊浩基先生  
(已辭任，自二零一八年一月二日起生效)
- 李雪麗女士  
(已獲委任，自二零一八年一月二日起生效)

#### 授權代表

- 洪聰進先生
- 楊浩基先生  
(已辭任，自二零一八年一月二日起生效)
- 李雪麗女士  
(已獲委任，自二零一八年一月二日起生效)

## CORPORATE INFORMATION *(Continued)*

### 公司資料 (續)

#### PRINCIPAL BANKERS

Agricultural Bank of China Limited  
Bank SinoPac  
CTBC Bank Co., Ltd.  
Industrial and Commercial Bank of China Limited  
Taishin International Bank Co., Ltd.

#### AUDITOR

BDO Limited  
*Certified Public Accountants*

#### LEGAL ADVISOR

Minter Ellison

#### SHARE REGISTRAR AND TRANSFER OFFICE

*In Hong Kong*  
Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

#### *In Taiwan*

KGI Securities Co., Ltd.  
5F., No.2, Section 1, Chongqing South Road  
Zhongzheng District, Taipei City 100, Taiwan

#### *In Bermuda*

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

#### CORPORATE WEBSITE

[www.sandmartin.com.hk](http://www.sandmartin.com.hk)

#### STOCK CODE

Hong Kong 482  
Taiwan 910482

#### 主要往來銀行

中國農業銀行股份有限公司  
永豐商業銀行股份有限公司  
中國信託商業銀行股份有限公司  
中國工商銀行股份有限公司  
台新國際商業銀行股份有限公司

#### 核數師

香港立信德豪會計師事務所有限公司  
*執業會計師*

#### 法律顧問

銘德律師事務所

#### 股份登記及過戶處

*香港*  
香港中央證券登記有限公司  
香港  
灣仔皇后大道東183號  
合和中心17樓1712-1716室

#### *臺灣*

凱基證券股份有限公司  
臺灣臺北市100中正區  
重慶南路一段二號五樓

#### *百慕達*

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

#### 公司網站

[www.sandmartin.com.hk](http://www.sandmartin.com.hk)

#### 股份代號

香港 482  
臺灣 910482

## CHAIRMAN'S LETTER TO SHAREHOLDERS 主席致股東報告

Dear shareholders,

On behalf of the board (the "Board") of the directors (the "Directors") of Sandmartin International Holdings Limited (the "Company", together with its subsidiaries collectively referred to as the "Group"), I am pleased to present the annual results of the Group for the year ended 31 December 2017.

For the Group, the year of 2017 was a challenging one as the financial performance of the Group had underperformed due to several internal and external factors. Internally, the Group has been restructuring its manufacturing segments to improve staff utilization and to terminate production lines with low efficiency. In anticipation of the booming and progressive digitalization of the pay television market in India, some of the production lines of the Group are moving to India. Further, the reallocation of funding for the development of the satellite TV broadcasting business adversely impacted the business performance of other segments of the Group. Externally, the Group has been struggling with the changes in product mix to cater to the latest market appetites and the ongoing competition from other original equipment manufacturers, especially those from the People's Republic of China ("PRC").

During the year ended 31 December 2017, the Group has continued to invest in the satellite TV broadcasting business which is correlated to our manufacturing and trading of electronic products business. The Group's 51%-owned subsidiary, My HD Media FZ-LLC ("MyHD") launched the GOBX Project with Middle East Broadcasting Center ("MBC"), a renowned broadcaster in Middle East since October 2016. The satellite TV broadcasting business is still in the development stage to build up customer bases by purchasing high quality and highly demand television content and promoting them to new subscribers. It incurred substantial amounts of programming costs including payment for content fees, renting satellite transponders, purchase of set-top boxes and payment for dealer's commission for marketing and promotion. As this satellite TV broadcasting business is a long-term investment project and the high running costs-per-subscriber before the subscription revenue achieved break-even, the Group recorded a segment loss of HK\$147,971,000 from the satellite TV broadcasting segment for the year ended 31 December 2017. The Group expects the customer base to continue growing in the coming years.

各位股東：

本人謹代表聖馬丁國際控股有限公司（「本公司」，連同其附屬公司統稱為「本集團」）董事（「董事」）會（「董事會」）欣然呈報本集團截至二零一七年十二月三十一日止年度的年度業績。

二零一七年對本集團而言是充滿挑戰的一年，本集團的財務表現因多項內部及外部因素而不及預期。在內部，本集團一直在重組其製造分部，以增加員工使用率，及終止低效生產線。預期印度付費電視市場將繁榮發展並逐步數碼化，本集團的部分生產線正遷往印度。另外，重新分配資金發展衛星廣播服務業務部對本集團其他分部的業務表現造成不利影響。在外部，本集團始終盡力改變產品組合，以迎合最新市場偏好及與其他原設備製造商，尤其來自中華人民共和國（「中國」）的製造商的持續競爭。

截至二零一七年十二月三十一日止年度，本集團繼續投資與我們的製造及買賣電子產品業務相關的衛星廣播服務業務部。本集團擁有51%股權的附屬公司My HD Media FZ-LLC（「MyHD」）自二零一六年十月起在中東著名廣播商中東廣播中心（「MBC」）推出GOBX項目。衛星廣播服務業務部仍處在通過購買優質及高需求電視內容並向新客戶推廣來建立客戶基礎的發展階段。此階段產生巨額節目製作成本，包括支付內容費用、租用衛星轉發器、購買機頂盒及向經銷商支付營銷及推廣佣金。由於該衛星廣播服務業務部為長期投資項目，且在訂購收入達至收支平衡前就每名客戶產生高額營運成本，本集團截至二零一七年十二月三十一日止年度自衛星電視廣播分部錄得分部虧損147,971,000港元。本集團預期客戶基礎於未來數年將繼續擴大。

## CHAIRMAN'S LETTER TO SHAREHOLDERS *(Continued)*

### 主席致股東報告 (續)

Meanwhile, the Group is looking for other potential business partners or investors to cooperate with the Group in the satellite TV broadcasting business. In particular, the Group entered into a strategic cooperation agreement with TongFang Global Limited in December 2017 for the distribution of television sets and SmartHome equipment in the Middle East and North Africa region by leveraging the existing distribution network of MyHD. In response to the "One Belt One Road Initiative", MyHD also entered into a cooperation agreement with China Educational Channels in October 2017 for the broadcasting of channels operated by China Educational Channels in the Middle East, Mediterranean and Africa ("MEMA") region via the satellite broadcasting channels supplied by MyHD.

After nearly thirty years of development, the Group has become a trustworthy brand which distributes quality products and offers professional integration services for the pay television industry. We will continue to strengthen our brand through various brand management strategies.

**Lau Yau Cheung**  
*Chairman*

同時，董事會正物色其他潛在業務夥伴或投資者與本集團合作進行衛星廣播服務業務部。具體而言，本集團於二零一七年十二月與同方國際有限公司訂立戰略合作協議，以利用MyHD的現有分銷網絡於中東及北非地區分銷電視機及SmartHome（智能家居）設備。因應「一帶一路」倡議，MyHD亦於二零一七年十月與中國國際教育電視台訂立合作協議，以透過MyHD供應之衛星廣播頻道於中東、地中海及非洲（「MEMA」）廣播由中國國際教育電視台營運的頻道。

經過近三十年的發展，本集團已成為信譽昭著的品  
牌，奠定了分銷優質產品及提供專業綜合服務的品  
牌形象。我們將繼續通過各種品牌管理策略加強我  
們的品牌商譽。

主席  
**劉幼祥**

# BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS

## 業務概覽及管理層討論與分析

### FINANCIAL HIGHLIGHT AND BUSINESS OVERVIEW

The Group recorded a significant decrease in gross profit from 10.17% for the year ended 31 December 2016 to 4.97% for the year ended 31 December 2017 due to the subscription revenue of the satellite TV broadcasting segment not being able to cover the substantial amount of programming costs incurred for the satellite TV broadcasting business. Programming costs included payment for content fees, renting satellite channels and transponders and purchase of set-top boxes. The gross profit margin of the Group excluding the satellite TV broadcasting segment decreased from 14.24% for the year ended 31 December 2016 to 13.29% for the year ended 31 December 2017.

### MEDIA ENTERTAINMENT PLATFORM RELATED PRODUCTS

In 2017, the Group's media entertainment platform related products segment faced fierce market competition from other set-top box manufacturers in the PRC and lost some of its purchase orders due to the shortage of funding from the Group before the completion of the open offer ("Open Offer") of the Company, which led to a 37.52% decrease in revenue as compared with the year ended 31 December 2016. Other reasons for the significant decline in segment revenue were as follows:

- (i) The Group stopped shipment of goods to certain customers in Morocco due to increase in their credit risk;
- (ii) The delay in phase 3 and phase 4 digitalisation of pay TV in India, which reduced the revenue from this new emerging market;

### 財務摘要及業務概覽

本集團的毛利由截至二零一六年十二月三十一日止年度的10.17%大幅減至截至二零一七年十二月三十一日止年度的4.97%，乃由於衛星電視廣播分部的訂購收入無法應付就衛星廣播服務業務部產生的龐大節目製作成本。節目製作成本包括支付內容費用、租用衛星頻道及轉發器以及購買機頂盒。本集團之毛利率（衛星電視廣播分部除外）由截至二零一六年十二月三十一日止年度的14.24%下降至截至二零一七年十二月三十一日止年度的13.29%。

### 媒體娛樂平臺相關產品

於二零一七年，本集團的媒體娛樂平臺相關產品分部面對中國其他機頂盒製造商的激烈市場競爭，並由於本集團在本公司完成公開發售（「公開發售」）前缺乏資金而喪失部分採購訂單，導致收入較截至二零一六年十二月三十一日止年度減少37.52%。分部收入大幅下跌的其他原因如下：

- (i) 本集團因摩洛哥若干客戶之信貸風險增加而停止向彼等運送貨品；
- (ii) 延遲印度收費電視之第3期及第4期數碼化工程，令來自此新興市場之收入有所減少；

## BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### 業務概覽及管理層討論與分析 (續)

- (iii) Starting from the fourth quarter in 2017, the prices of raw materials such as central processing units ("CPU"), integrated circuits ("IC") and random access memory ("RAM") increased substantially due to the shortage of wafers, a crucial material for the production of CPU and IC.
- Segment revenue of media entertainment platform related products was approximately HK\$237,214,000 (2016: HK\$379,652,000).
  - Segment results from operations were approximately HK\$30,868,000 (2016: HK\$12,325,000), which included reversal of impairment loss on trade and other receivables of HK\$23,405,000 for the year ended 31 December 2017.
  - Segment margin was 13.01% which increased by 9.76 percentage-point as compared with the segment margin of 3.25% for the year ended 31 December 2016.
- (iii) 自二零一七年第四季度開始，中央處理器（「CPU」）、集成電路（「IC」）及隨機存取記憶體（「RAM」）等原材料價格因晶片短缺大幅增加，晶片為生產CPU及IC所需的關鍵材料。
- 媒體娛樂平臺相關產品的分部收入約為237,214,000港元（二零一六年：379,652,000港元）。
  - 來自經營業務的分部業績為30,868,000港元（二零一六年：12,325,000港元），包括於截至二零一七年十二月三十一日止年度撥回應收貿易賬款及其他應收款項的減值虧損23,405,000港元。
  - 分部利潤率為13.01%，較截至二零一六年十二月三十一日止年度的分部利潤率3.25%上升9.76個百分點。

### Outlook

The market competition is even more fierce than before due to direct competition from other set-top box manufacturers in the PRC, and the substantial increase in prices of raw materials consequently reduced the profit margin of our products in the end. Therefore, we are exploring new markets for our future development, for example television digitalization in India which would create a great opportunity for us to sell our television set-top boxes, one of our main products in this segment.

### OTHER MULTIMEDIA PRODUCTS

In 2017, the market competition remained intense, however the Group's other multimedia products segment was able to deliver an increase in revenue by 8.74% as compared with the year ended 31 December 2016. Major products of this segment included high definition multimedia interface ("HDMI") cables, multimedia accessories, external batteries and retractable chargers. Segment results dropped by 23.52% due to the decrease in profit margin for the electronic products amidst the fierce competition in the industry.

### 前景

由於面對來自中國其他機頂盒製造商的直接競爭，以及原材料價格大幅增加最終令產品利潤率下降，市場競爭最後較過往更加激烈。因此，我們正為未來發展開拓新市場，例如，印度的電視數碼化將為我們在這一領域的主打產品之一電視機頂盒創造良機。

### 其他多媒體產品

於二零一七年，市場競爭仍然激烈，但本集團的其他多媒體產品分部收入較截至二零一六年十二月三十一日止年度增加8.74%。該分部的主要產品包括高清多媒體接口（「HDMI」）電纜、多媒體配件、外置電池及可伸縮充電器。分部業績下降23.52%，乃由於電子產品的利潤率在激烈的行業競爭中有所下降。



## BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### 業務概覽及管理層討論與分析 (續)

- Segment revenue of other multimedia products was approximately HK\$260,280,000 (2016: HK\$239,353,000).
- Segment results from operations were approximately HK\$18,335,000 (2016: HK\$23,973,000).
- Segment margin was 7.04% which decreased by 2.98 percentage-point as compared with the segment margin of 10.02% for the year ended 31 December 2016.

#### Outlook

We are enhancing our product portfolio and developing new businesses. One of our major projects is the business of original design manufacturing production and distribution arrangement with a multinational technology company of computer electronic equipment. We believe this project will achieve fruitful growth for this segment.

### SATELLITE TV EQUIPMENT AND ANTENNA PRODUCTS

The launch of new models of satellite TV equipment in late 2016 and the optimization of product mix maintained the profitability of this segment, with a decrease of 16.18% in revenue but with a slight increase of 1.93% in segment results compared with the year ended 31 December 2016. Low noise blocking down converters ("LNB") remained one of the major products of this segment, and North America was our largest market for revenue contribution.

- Segment revenue of satellite TV equipment and antenna products was approximately HK\$980,263,000 (2016: HK\$1,169,525,000).
- Segment results from operations were approximately HK\$106,425,000 (2016: HK\$104,407,000).
- Segment margin was 10.86%, which increased by 1.93 percentage-point as compared with the segment margin of 8.93% for the year ended 31 December 2016.

#### Outlook

For the year ended 31 December 2017, the profitability of this segment showed a slight growth. LNBs are receiving devices mounted on satellite dishes used for reception, which collect radio waves from the satellite dishes and facilitate the transmission of satellite television signals. We believe this product will continue to grow gradually in this segment.

- 其他多媒體產品的分部收入約為260,280,000港元(二零一六年: 239,353,000港元)。
- 來自經營業務的分部業績約為18,335,000港元(二零一六年: 23,973,000港元)。
- 分部利潤率為7.04%，較截至二零一六年十二月三十一日止年度的分部利潤率10.02%下跌2.98個百分點。

#### 前景

我們正在豐富產品組合和開發新業務，其中一個重大項目為與一間電腦及電子設備跨國技術公司的原設計製造生產和分銷安排業務，而我們相信這個項目將為此分部取得豐碩增長。

### 衛星電視設備及天線產品

於二零一六年年底推出新型衛星電視設備及優化產品組合令本分部的盈利能力得以維繫，相較截至二零一六年十二月三十一日止年度，收入減少16.18%，但分部業績輕微增加1.93%。低雜訊降頻器(「LNB」)仍為本分部的主要產品之一，而北美洲為最大收入來源市場。

- 衛星電視設備及天線產品的分部收入約為980,263,000港元(二零一六年: 1,169,525,000港元)。
- 來自經營業務的分部業績約為106,425,000港元(二零一六年: 104,407,000港元)。
- 分部利潤率為10.86%，較截至二零一六年十二月三十一日止年度的分部利潤率8.93%上升1.93個百分點。

#### 前景

於截至二零一七年十二月三十一日止年度，本分部的盈利能力輕微增長。LNB是安裝在衛星天線以用於自衛星天線接收無線電波以及有助傳輸衛星電視信號的接收設備。我們相信這款產品將於這一分部繼續逐步增長。



## BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### 業務概覽及管理層討論與分析 (續)

#### SATELLITE TV BROADCASTING

The significant loss from operations in this segment was due to the acquisition of MyHD, a limited liability company incorporated in Dubai, United Arab Emirates which had become a 51%-owned subsidiary of the Company since 5 July 2016. MyHD is headquartered in Dubai Media City. It is principally engaged in the business of providing Direct-to-Home satellite television broadcasting services in 22 countries in MEMA, which has 60 million households. The satellite TV broadcasting business of MyHD is still in its development stage of building up its customer base and MyHD incurred significant losses due to the high running costs per subscriber before subscription revenue reached break-even. Although the market for satellite TV broadcasting remained competitive during 2017, the segment still successfully increased its market share, which led to a 470.68% increase in revenue as compared with the year ended 31 December 2016.

- Segment revenue of satellite TV broadcasting was approximately HK\$65,862,000 (2016: HK\$11,541,000).
- Segment losses from operations were approximately HK\$147,971,000 (2016: HK\$69,670,000).
- Segment loss margin was 224.67% which decreased by 379 percentage-point as compared with 603.67% for the year ended 31 December 2016.

#### Outlook

With the successful launch of GOBX in October 2016, GOBX will be a growth factor for the satellite pay television business of MyHD in the MEMA region. Based on past historical information of the number of subscribers, the number of subscribers of MyHD has been increasing after the launch of GOBX project in Saudi Arabia in collaboration with MBC, one of the largest television operators and content providers in the Middle East.

#### 衛星電視廣播

該分部之重大營運虧損乃由於收購MyHD（一間於阿拉伯聯合酋長國杜拜註冊成立之有限公司，其已自二零一六年七月五日起成為本公司擁有51%權益之附屬公司）所致。MyHD之總部位於杜拜國際媒體中心。其主要業務為於MEMA內22個國家提供直接入屋衛星電視廣播服務，其擁有超過60,000,000名住戶。MyHD衛星廣播服務業務部仍處於建立客戶群之發展階段，故MyHD產生重大虧損，原因為於訂購收入達至收支平衡前，每名客戶之營運成本龐大。儘管二零一七年衛星電視廣播市場依然競爭激烈，本分部仍成功提高其市場份額，令收入較截至二零一六年十二月三十一日止年度增加470.68%。

- 衛星電視廣播的分部收入約為65,862,000港元（二零一六年：11,541,000港元）。
- 來自經營業務的分部虧損約為147,971,000港元（二零一六年：69,670,000港元）。
- 分部虧損率為224.67%，較截至二零一六年十二月三十一日止年度的603.67%減少379個百分點。

#### 前景

憑藉於二零一六年十月成功推出GOBX，GOBX將為MyHD的衛星收費電視業務於MEMA地區的增長因素。根據用戶數目之過往資料，於沙特阿拉伯與MBC（中東最大電視營運商及內容供應商之一）共同推出GOBX項目以來，MyHD之用戶數目一直增加。

## BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### 業務概覽及管理層討論與分析 (續)

Based on the Company's investment experience in Dish Media Network Limited (the "Dish Media"), a pay television operator in Nepal (which is owned as to approximately 47.12% by the Company), and its market knowledge in MEMA, the pay television operations is a capital intensive investment project, which requires large amounts of funding in its initial stage of investment and takes several years to develop localised content and subscriber base before it turns into a cash cow business. We believe that the subscribers of the satellite TV broadcasting business in MEMA will continue to grow.

### GEOGRAPHICAL RESULTS

#### AFRICA

- Segment revenue for Africa for the year ended 31 December 2017 was approximately HK\$12,973,000, as compared with the year ended 31 December 2016 which was approximately HK\$71,794,000.
- 81.93% drop in segment revenue as compared with the year ended 31 December 2016.
- Africa's portion accounted for approximately 0.84% of the Group's total revenue for the year ended 31 December 2017 (2016: 3.99%).

#### ASIA

- Segment revenue for Asia for the year ended 31 December 2017 was approximately HK\$176,252,000, as compared with the year ended 31 December 2016 which was approximately HK\$268,484,000.
- 34.35% drop in segment revenue as compared with the year ended 31 December 2016.
- Asia's portion accounted for approximately 11.41% of the Group's total revenue for the year ended 31 December 2017 (2016: 14.90%).

#### EUROPE

- Segment revenue for Europe for the year ended 31 December 2017 was approximately HK\$198,355,000, as compared with the year ended 31 December 2016 which was approximately HK\$157,281,000.
- 26.12% growth in segment revenue as compared with the year ended 31 December 2016.
- Europe's portion accounted for approximately 12.84% of the Group's total revenue for the year ended 31 December 2017 (2016: 8.73%).

根據本公司於Dish Media Network Limited (「Dish Media」) (一間於尼泊爾的收費電視營運商，其由本公司擁有約47.12%權益)之投資經驗及其於MEMA之市場知識，收費電視營運為資本密集投資項目，其於投資初步階段需要大量資金及於其須時數年發展其本地化內容及用戶基礎，以成為可產生強勁現金流業務。我們相信MEMA衛星廣播服務業務部之用戶將持續增長。

### 地域分部業績

#### 非洲

- 於截至二零一七年十二月三十一日止年度非洲分部收入約為12,973,000港元，而截至二零一六年十二月三十一日止年度約為71,794,000港元。
- 分部收入與截至二零一六年十二月三十一日止年度相比減少81.93%。
- 於截至二零一七年十二月三十一日止年度非洲部份佔本集團總收入約0.84% (二零一六年：3.99%)。

#### 亞洲

- 於截至二零一七年十二月三十一日止年度亞洲分部收入約為176,252,000港元，而截至二零一六年十二月三十一日止年度約為268,484,000港元。
- 分部收入與截至二零一六年十二月三十一日止年度相比減少34.35%。
- 於截至二零一七年十二月三十一日止年度亞洲部份佔本集團總收入約11.41% (二零一六年：14.90%)。

#### 歐洲

- 於截至二零一七年十二月三十一日止年度歐洲分部收入約為198,355,000港元，而截至二零一六年十二月三十一日止年度約為157,281,000港元。
- 分部收入與截至二零一六年十二月三十一日止年度相比增長26.12%。
- 於截至二零一七年十二月三十一日止年度歐洲部份佔本集團總收入約12.84% (二零一六年：8.73%)。

## BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

### 業務概覽及管理層討論與分析 (續)

#### MIDDLE EAST

- Segment revenue for the Middle East for the year ended 31 December 2017 was approximately HK\$96,091,000, as compared with the year ended 31 December 2016 which was approximately HK\$62,522,000.
- 53.69% growth in segment revenue as compared with the year ended 31 December 2016.
- the Middle East's portion accounted for approximately 6.22% of the Group's total revenue for the year ended 31 December 2017 (2016: 3.47%).

#### NORTH AMERICA

- Segment revenue for North America for the year ended 31 December 2017 was approximately HK\$1,000,050,000, as compared with the year ended 31 December 2016 which was approximately HK\$1,148,707,000.
- 12.94% drop in segment revenue as compared with the year ended 31 December 2016.
- North America's portion accounted for approximately 64.73% of the Group's total revenue for the year ended 31 December 2017 (2016: 63.76%).

#### SOUTH AMERICA

- Segment revenue for South America for the year ended 31 December 2017 was approximately HK\$59,491,000, as compared with the year ended 31 December 2016 which was approximately HK\$90,364,000.
- 34.17% drop in segment revenue as compared with the year ended 31 December 2016.
- South America's portion accounted for approximately 3.85% of the Group's total revenue for the year ended 31 December 2017 (2016: 5.02%).

#### Outlook

As our business in Europe, North America and Middle East have continued to attain good performance and share more of our Group's revenue, we shall focus in these regions in future.

#### 中東

- 於截至二零一七年十二月三十一日止年度中東分部收入約為96,091,000港元，而截至二零一六年十二月三十一日止年度約為62,522,000港元。
- 分部收入與截至二零一六年十二月三十一日止年度相比增長53.69%。
- 於截至二零一七年十二月三十一日止年度中東部份佔本集團總收入約6.22%（二零一六年：3.47%）。

#### 北美洲

- 於截至二零一七年十二月三十一日止年度北美洲分部收入約為1,000,050,000港元，而截至二零一六年十二月三十一日止年度約為1,148,707,000港元。
- 分部收入與截至二零一六年十二月三十一日止年度相比減少12.94%。
- 於截至二零一七年十二月三十一日止年度北美洲部份佔本集團總收入約64.73%（二零一六年：63.76%）。

#### 南美洲

- 於截至二零一七年十二月三十一日止年度南美洲分部收入約為59,491,000港元，而截至二零一六年十二月三十一日止年度約為90,364,000港元。
- 分部收入與截至二零一六年十二月三十一日止年度相比減少34.17%。
- 於截至二零一七年十二月三十一日止年度南美洲部份佔本集團總收入約3.85%（二零一六年：5.02%）。

#### 前景

由於我們在歐洲、北美洲及中東的業務都繼續有良好的表現和分佔更多本集團的收入，因此我們將於日後專注於這些地區。

## BUSINESS OVERVIEW AND MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

### 業務概覽及管理層討論與分析 (續)

#### OPEN OFFER

On 20 March 2017, the Company announced an Open Offer of 1,967,295,201 open offer shares (the "Open Offer Shares") on the basis of three Open Offer Shares for every two shares of the Company then held on the 12 May 2017 at the subscription price of HK\$0.12 per Open Offer Share. The completion of the Open Offer took place on 19 July 2017. 1,967,295,201 Open Offer Shares were allotted and issued pursuant to the Open Offer and the net proceeds after deduction of expenses from the Open Offer were approximately HK\$223.7 million which was intended to apply for such net proceeds as to (i) HK\$138.5 million for repayment of bank and other borrowings of the Group; (ii) HK\$67 million for the development of the Direct-to-Home satellite television service in MEMA; and (iii) HK\$15 million for general working capital of the Group as set out in the prospectus of the Company dated 28 June 2017 (the "Prospectus").

Details of the Open Offer were disclosed in the announcements of the Company dated 20 March 2017, 15 June 2017 and 18 July 2017; the circular of the Company dated 24 May 2017; and the Prospectus.

#### 公開發售

於二零一七年三月二十日，本公司宣佈公開發售 1,967,295,201 股公開發售股份（「公開發售股份」），基準為於二零一七年五月十二日每持有兩股本公司現有股份獲發三股公開發售股份按認購價每股公開發售股份 0.12 港元。公開發售已於二零一七年七月十九日完成。1,967,295,201 股公開發售股份已根據公開發售獲配發及發行，扣除開支後的公開發售所得款項淨額約為 223,700,000 港元。本公司擬將該等所得款項淨額中誠如本公司日期為二零一七年六月二十八日的售股章程（「售股章程」）所載 (i) 138,500,000 港元用於償還本集團之銀行及其他借貸；(ii) 67,000,000 港元用於在 MEMA 發展直接入屋衛星電視服務；及 (iii) 15,000,000 港元用作本集團之一般營運資金。

公開發售的詳情披露於本公司日期為二零一七年三月二十日、二零一七年六月十五日及二零一七年七月十八日的公佈，本公司日期為二零一七年五月二十四日的通函，及售股章程。

## FINANCIAL REVIEW

### 財務回顧

#### REVENUE

Revenue for the year ended 31 December 2017 was approximately HK\$1,544.8 million, representing a decline of 14.25% compared with approximately HK\$1,801.5 million for the year ended 31 December 2016. The decrease in revenue was mainly due to the underperformance of the Group's media entertainment platform related products segment during the year.

#### LOSS ATTRIBUTABLE TO SHAREHOLDERS

Loss attributable to shareholders of the Company was approximately HK\$105.8 million for the year ended 31 December 2017 representing an increase of 36.16%, compared with approximately HK\$77.7 million for year ended 31 December 2016. The loss mainly arose from the loss absorbed from the Group's satellite TV broadcasting segment as the subscription revenue was not able to cover the programming costs of the satellite TV broadcasting.

#### LOSS PER SHARE

Calculation of basic loss per share for the year ended 31 December 2017 was based on the loss attributable to shareholders of the Company and the weighted average number of 2,352,317,330 (2016: 1,457,505,237 as restated) ordinary shares in issue during the year. Basic loss per share was 4.5 HK cents for 2017, as compared with 5.3 HK cents as restated for the year ended 31 December 2016.

#### FINANCE COSTS

The Group's finance costs for the year ended 31 December 2017 was approximately HK\$27.2 million, compared to approximately HK\$14.7 million for the year ended 31 December 2016. The increase in finance costs was mainly due to the increase in the average interest rates in bank and other borrowings.

#### INCOME TAX

Income tax for the year ended 31 December 2017 was approximately HK\$8.8 million (2016: HK\$14.6 million).

#### 收入

截至二零一七年十二月三十一日止年度的收入約為1,544,800,000港元，較截至二零一六年十二月三十一日止年度的約1,801,500,000港元減少14.25%。收入減少主要由於本年度本集團媒體娛樂平臺相關產品分部的表現不佳所致。

#### 股東應佔虧損

截至二零一七年十二月三十一日止年度，本公司股東應佔虧損約為105,800,000港元，較截至二零一六年十二月三十一日止年度的約77,700,000港元增長36.16%。虧損主要由於承受本集團衛星電視廣播分部因訂購收入無法應付衛星電視廣播的節目製作成本所導致的虧損所致。

#### 每股虧損

截至二零一七年十二月三十一日止年度的每股基本虧損乃根據本年度本公司股東應佔虧損及已發行普通股加權平均數2,352,317,330股（二零一六年：經重列1,457,505,237）計算。二零一七年的每股基本虧損為4.5港仙，而截至二零一六年十二月三十一日止年度經重列為5.3港仙。

#### 融資成本

截至二零一七年十二月三十一日止年度，本集團的融資成本約為27,200,000港元，而截至二零一六年十二月三十一日止年度約為14,700,000港元。融資成本增加主要由於銀行及其他借貸的平均利率增加所致。

#### 所得稅

截至二零一七年十二月三十一日止年度的所得稅約為8,800,000港元（二零一六年：14,600,000港元）。

## FINANCIAL REVIEW (Continued)

### 財務回顧 (續)

#### NET ASSET VALUE PER SHARE

Calculation of net asset value per share was based on the net asset value of the Group of HK\$316.8 million (2016: HK\$282.1 million) and 3,278,825,335 ordinary shares issued at 31 December 2017 (2016: 1,311,530,134 ordinary shares). Net asset value per share at 31 December 2017 was HK\$0.097 (2016: HK\$0.215).

#### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2017, the overall cash and cash equivalent of the Group was HK\$132.4 million (2016: HK\$76.1 million). The Group's major financial resources was derived from cash generated from financing activities and internal generated cash flow.

The Group's current ratio (ratio of current assets to current liabilities) was 0.93 as at 31 December 2017 (2016: 0.80).

As at 31 December 2017, the Group's total borrowings were approximately HK\$402.4 million (2016: HK\$402.8 million). The gearing ratio (total borrowings over total assets of the Group) increased from 30.45% as at 31 December 2016 to 31.25% as at 31 December 2017.

#### USE OF PROCEEDS FROM THE OPEN OFFER

As stated in the Prospectus, the Company intended to apply the estimated net proceeds from the Open Offer of approximately HK\$220.5 million from the Open Offer as to (i) HK\$138.5 million for repayment of bank and other borrowings of the Group; (ii) HK\$67 million for the development of the Direct-to-Home satellite television services in MEMA; and (iii) HK\$15 million for general working capital of the Group.

On 19 July 2017, the Company received net proceeds from the Open Offer in the sum of approximately HK\$223.7 million after deduction of the relevant expenses.

#### 每股資產淨值

每股資產淨值乃根據本集團於二零一七年十二月三十一日的資產淨值316,800,000港元(二零一六年: 282,100,000港元)及3,278,825,335股已發行普通股(二零一六年: 1,311,530,134股普通股)計算。於二零一七年十二月三十一日的每股資產淨值為0.097港元(二零一六年: 0.215港元)。

#### 流動資金及財務資源

於二零一七年十二月三十一日,本集團現金及現金等價物整體為132,400,000港元(二零一六年: 76,100,000港元)。本集團的財務資源主要來自融資活動產生的現金及內部產生的現金流量。

本集團於二零一七年十二月三十一日的流動比率(流動資產與流動負債的比率)為0.93(二零一六年: 0.80)。

於二零一七年十二月三十一日,本集團的借貸總額約為402,400,000港元(二零一六年: 402,800,000港元)。資本負債比率(本集團借貸總額除以資產總值)由二零一六年十二月三十一日的30.45%增加至二零一七年十二月三十一日的31.25%。

#### 公開發售所得款項用途

誠如本公司售股章程所載,本公司擬將來自公開發售的公開發售估計所得款項淨額約220,500,000港元應用如下:(i) 138,500,000港元用作償還本集團之銀行及其他借貸;(ii) 67,000,000港元用作於MEMA發展直接入屋衛星電視服務;及(iii) 15,000,000港元用作本集團之一般營運資金。

於二零一七年七月十九日,本公司收到來自公開發售的所得款項淨額合共約223,700,000港元(扣除相關開支後)。



## FINANCIAL REVIEW (Continued)

### 財務回顧 (續)

As at 31 December 2017, an accumulated amount of approximately HK\$222.2 million of the net proceeds from the Open Offer was utilized in accordance with the intended use as stated in the Prospectus. The Company used (i) approximately HK\$136 million for repayment of bank and other borrowings of the Group; (ii) approximately HK\$67.3 million for the development of the Direct-to-Home satellite television services in MEMA; and (iii) approximately HK\$18.9 million for general working capital of the Group. As at 31 December 2017, the unutilized net proceeds from the Open Offer was approximately HK\$1.5 million and will be used as general working capital of the Group.

#### CHARGES ON ASSETS

As at 31 December 2017, the Group's general banking facilities including bank loans and other borrowings were secured by the following assets of the Group: (i) bank deposits of HK\$66,000, (ii) property, plant and equipment with a carrying value of HK\$123.0 million, (iii) investment properties of HK\$73.7 million, (iv) trade receivables of HK\$131.6 million, (v) inventory of HK\$206.4 million, (vi) assets classified as held for sale of HK\$97.4 million and (vii) pledge of the Company's interest in Pro Brand Technology, Inc.

#### FOREIGN EXCHANGE EXPOSURE

The Group's sales and purchases were denominated mainly in US dollars and Renminbi ("RMB"). The Group was exposed to certain foreign currency exchange risk but it does not expect future currency fluctuations to cause material operation difficulties on the ground that the recent pressure from appreciation of RMB was manageable. However, management continuously assesses the foreign exchange risks, with an aim to minimise the impact of foreign exchange fluctuations on business operations.

#### CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2017 (2016: Nil).

於二零一七年十二月三十一日，公開發售所得款項淨額的累計金額約222,200,000港元已按照售股章程所載的擬定用途動用，本公司動用(i)約136,000,000港元以償還本集團的銀行及其他借貸；(ii)約67,300,000港元於MEMA開發直接入屋衛星電視服務；及(iii)約18,900,000港元用作本集團之一般營運資金。於二零一七年十二月三十一日，未動用之公開發售所得款項淨額約為1,500,000港元，將用作本集團之一般營運資金。

#### 資產抵押

於二零一七年十二月三十一日，本集團的一般銀行信貸（包括銀行貸款及其他借貸）以下列本集團資產作抵押：(i)銀行存款66,000港元；(ii)賬面值為123,000,000港元的物業、廠房及設備；(iii)投資物業73,700,000港元；(iv)應收貿易賬款131,600,000港元；(v)存貨206,400,000港元；(vi)分類為持作出售的資產97,400,000港元；及(vii)質押本公司於Pro Brand Technology, Inc.的權益。

#### 外匯風險

本集團的買賣主要以美元及人民幣（「人民幣」）列值。本集團承受若干外幣匯兌風險，惟鑒於近期人民幣升值的壓力可予控制，故預期未來外幣波動不會造成重大經營困難。然而，管理層持續評估外匯風險，旨在將外匯波動對業務營運的影響減至最低。

#### 或然負債

於二零一七年十二月三十一日，本集團並無任何重大或然負債（二零一六年：無）。

## FINANCIAL REVIEW (Continued)

### 財務回顧 (續)

#### LITIGATION

##### (1) HCA 2948/2016

On 29 November 2016, the Company was served a writ of summons ("Writ 1") taken out by Zhi, Charles, as the Plaintiff (the "Plaintiff") against (i) Mr. Hung Tsung Chin (an executive director), (ii) Ms. Chen Mei Huei, (iii) Mr. Liao Wen I, (iv) Mr. Akihiro Nagahara ("Mr. Nagahara"), (v) Mr. Sia Meow Leng, (vi) the Underwriter and (vii) the Company (collectively "Writ 1 All Parties") as the defendants under action number HCA 2948/2016 in the High Court of Hong Kong (the "Court"). Details of Writ 1 are set out in the announcement of the Company dated 29 November 2016.

On 17 May 2017, the Company's legal representative received a facsimile from the Official Receiver's Office informing the Company that the Plaintiff was adjudged bankrupt (the "Bankrupt") on 26 April 2017 in HCB No. 5395/2016 and the Official Receiver was appointed as the provisional trustee of the property of the Bankrupt. The Official Receiver stated that under section 12(1) and 58(1) of the Bankruptcy Ordinance (Cap 6), on the making of a bankruptcy order, all the property of a bankrupt including all things in action shall vest in the Official Receiver. The effect of the bankruptcy order is that the Bankrupt was divested of and ceased to have any interests in either his assets or his liabilities. The Bankrupt would have no locus to commence or proceed with the Proceedings unless the Official Receiver agreed to assign the right of action to him. The Official Receiver also stated that, after considering all of the relevant documents, it would not adopt the proceedings under action number HCA No. 2948/2016 in the Court.

At the hearing held on 19 May 2017, after considering the notice of discontinuance filed by the Bankrupt, the stance of the Official Receiver and the submissions of the Company's legal representatives, the Court dismissed the court action under action number HCA 2948/2016 against the Company, Hung Tsung Chin, Chen Mei Huei and Liao Wen I with costs to be paid by the Bankrupt.

#### 法律訴訟

##### (1) HCA 2948/2016

於二零一六年十一月二十九日，本公司收到由Zhi, Charles作為原告人（「原告人」）對(i)洪聰進先生（執行董事）；(ii)陳美惠女士；(iii)廖文毅先生；(iv)長原彰弘先生（「長原先生」）；(v)謝妙龍先生；(vi)包銷商；及(vii)本公司（統稱為「傳訊令狀1所有人士」）作為被告人，發出香港高等法院（「法院」）訴訟編號為HCA 2948/2016的傳訊令狀（「傳訊令狀1」）。傳訊令狀1之詳情載於本公司日期為二零一六年十一月二十九日之公佈。

於二零一七年五月十七日，本公司法律代表收到一份由破產管理署傳真通知原告人於二零一七年四月二十六日就HCB 5395/2016號被判定破產（「破產人」），破產管理署署長被委任成為破產人財產的臨時受託人。破產管理署署長表示根據破產條例（第6章）第12(1)及58(1)條，在作出破產令時，將破產人的全部財產包括在訴訟行動須歸屬破產管理署署長。破產令的影響是破產人的資產或負債已被剝奪及不再具有任何權益。除非破產管理署署長同意向他轉讓訴訟權，否則破產人不會開始或進行任何訴訟。經考慮所有有關文件後，破產管理署署長亦表示不會採取法院訴訟編號HCA 2948/2016項下之訴訟。

於二零一七年五月十九日的聆訊中，在考慮破產人已登記的中止通知書、破產管理署署長的意見及本公司法律代表的意見後，法院駁回了針對本公司、洪聰進、陳美惠及廖文毅提出之法院訴訟編號HCA 2948/2016，費用將由破產人支付。



## FINANCIAL REVIEW (Continued)

### 財務回顧 (續)

#### (2) HCA 3346/2016

On 22 December 2016, the Company was served a writ of summons ("Writ 2") taken out by the Plaintiff against (i) Mr. Hung Tsung Chin, (ii) Ms. Chen Mei Huei, (iii) Mr. Liao Wen I, (iv) Mr. Frank Karl-Heinz Fischer, (v) Mr. Chen Wei Chun (an executive director), (vi) Yuming Investment Management Limited and (vii) the Company (collective "Writ 2 All Parties") as the defendants under action number HCA 3346/2016 in the Court. Details of Writ 2 are set out in the announcement of the Company dated 22 December 2016.

The Company has been notified by the Company's legal representative that on 20 September 2017, the Court made an order by consent that, among other things, the proceedings against the Company, Hung Tsung Chin, Chen Mei Huei and Liao Wen I be dismissed with costs of the proceedings be paid by the Plaintiff, to be taxed if not agreed.

#### (3) HCMP 284/2017

On 11 February 2017, the Company was served a writ of summons ("Writ 3") taken out by the Plaintiff, Kim Sungho, Kim Kyungsoo, Lim Hang Young and Joung Jong Hyun as the plaintiffs (the "Writ 3 Plaintiffs") against the Company, the executive directors of the Company, the auditor of the Company and other party as the defendants (the "Writ 3 Defendants") under action number HCMP 284/2017 in the Court. Details of the Writ 3 are set out in the announcement of the Company dated 13 February 2017.

On 10 April 2017, the Company was served a summons under action number HCMP No.284/2017 taken out by the Writ 3 Plaintiffs against the Writ 3 Defendants ("Summons"). Details of the summons are set out in the announcement of the Company dated 11 April 2017.

At a Court hearing held on 13 April 2017, the application by Zhi Charles ("1st Plaintiff") for an injunction order pursuant to Summons was dismissed by the Court with costs payable by the 1st Plaintiff to the Writ 3 Defendants, including the Company, who were present at the hearing.

#### (2) HCA 3346/2016

於二零一六年十二月二十二日，本公司收到由原告人對(i)洪聰進先生；(ii)陳美惠女士；(iii)廖文毅先生；(iv) Frank Karl-Heinz Fischer先生；(v)陳偉鈞先生（執行董事）；(vi) Yuming Investment Management Limited；及(vii)本公司（統稱為「傳訊令狀2所有人士」）作為被告人，發出法院訴訟編號為HCA 3346/2016的傳訊令狀（「傳訊令狀2」）。傳訊令狀2的詳情載於本公司日期為二零一六年十二月二十二日之公佈。

本公司於二零一七年九月二十日獲其法律代表告知，法院作出同意頒令，其中包括駁回針對本公司、洪聰進、陳美惠及廖文毅提出之訴訟，訴訟費用由原告人支付（倘不達成協議則由法院審定）。

#### (3) HCMP 284/2017

於二零一七年二月十一日，本公司收到由原告人、Kim Sungho、Kim Kyungsoo、Lim Hang Young及Joung Jong Hyun作為原告人（「傳訊令狀3原告人」）對本公司、本公司之執行董事、本公司之核數師及其他人士作為被告人（「傳訊令狀3被告人」），發出法院訴訟編號為HCMP 284/2017的傳訊令狀（「傳訊令狀3」）。傳訊令狀3的詳情載於本公司日期為二零一七年二月十三日的公佈。

於二零一七年四月十日，本公司收到傳訊令狀3原告人向傳訊令狀3被告人發出訴訟編號為HCMP 284/2017之傳票（「傳票」）。傳票的詳情載於本公司日期為二零一七年四月十一日之公佈。

於二零一七年四月十三日舉行之法院聆訊，Zhi Charles（「第一原告人」）根據傳票提出禁制令的申請已被法院駁回，並判令第一原告人向出席聆訊的傳訊令狀3被告人（包括本公司）支付訟費。

## FINANCIAL REVIEW (Continued)

### 財務回顧 (續)

#### (4) HCCW 90/2017

On 23 March 2017, the Company was served a winding-up petition (the "Petition") dated 23 March 2017 filed by Zhi, Charles ("Petitioner") against the Company, directors of the Company and other party ("Respondents") in the proceedings in HCCW 90/2017. Details of the Petition are set out in the announcement of the Company dated 24 March 2017.

On 29 March 2017, a striking-out summons was filed by the Company to apply for an order to strike out the Petition in the Court. On 21 April 2017, the Petition was struck out and the proceedings therein was dismissed by the Court.

#### (5) HCMP 1044/2017

The Company was served an originating summons under section 740 of the Companies Ordinance (Cap.622) ("Summons 2") on 5 May 2017 filed by Fung Chuen as the plaintiff ("Summons 2 Plaintiff") against the Company as the defendant under action number HCMP No.1044/2017 in the Court. Details of Summons 2 are set out in the announcement of the Company dated 5 May 2017.

In the Summons 2, the Summons 2 Plaintiff applied to the Court for, among others, the following orders (the "Application"):

- (i) The Summons 2 Plaintiff and/or his authorized agent be authorized to inspect and make copies of the documents in relation to the investment in Dish Media and the Debtors;
- (ii) The Summons 2 Plaintiff and/or his authorized agent be authorized to inspect and make copies of the documents in relation to the investment in MyHD; and
- (iii) The Summons 2 Plaintiff and his authorized agent be authorized to inspect and make copies of the documents in relation to the open offer announced by the Company on 24 October 2016 and the Open Offer.

#### (4) HCCW 90/2017

於二零一七年三月二十三日，本公司接獲由 Zhi, Charles (「原告人」) 於二零一七年三月二十三日向法院提出，對本公司、本公司董事及其他方 (「被告人」) 發出的清盤呈請書 (「呈請書」) HCCW 90/2017。呈請書的詳情載於本公司日期為二零一七年三月二十四日的公佈。

於二零一七年三月二十九日，本公司已就申請呈請書撤銷令提交傳票。於二零一七年四月二十一日，呈請書已被法院撤銷及其法律訴訟已被法院駁回。

#### (5) HCMP 1044/2017

於二零一七年五月五日，本公司收到由馮泉 (作為原告人，「傳票2原告人」) 向本公司 (作為被告人) 發出法院訴訟編號為 HCMP 1044/2017 的公司條例 (第622章) 第740條項下之原訴傳票 (「傳票2」)。傳票2之詳情載於本公司日期為二零一七年五月五日之公佈。

在傳票2中，傳票2原告人向法院申請 (其中包括) 以下命令 (「申請」)：

- (i) 傳票2原告人及／或其授權代理人被授權查閱及複印有關投資 Dish Media 及債務人之文件；
- (ii) 傳票2原告人及／或其授權代理人被授權查閱及複印有關投資 MyHD 之文件；及
- (iii) 傳票2原告人及其授權代理人被授權查閱及複印有關本公司於二零一六年十月二十四日公佈之公開發售及公開發售之文件。

## FINANCIAL REVIEW (Continued) 財務回顧 (續)

The Company was advised by its Hong Kong legal advisers in relation to the aforesaid litigation of the Group that if the Application is granted by the Court, the likely orders which would be made by the Court are that the Summons 2 Plaintiff and its authorised agent will be entitled to inspect and make copies of the requested documents (in full or in part), and that the Company shall pay costs of the Application to the Summons 2 Plaintiff (to be taxed if not agreed).

Pursuant to the order of the Court dated 17 October 2017 (the "Order dated 17 October 2017"), it was ordered that the Company shall produce to the Summons 2 Plaintiff those documents listed in the schedule of the Order dated 17 October 2017. On 27 October 2017, the Company filed a notice of appeal ("Notice of Appeal") to the Court for a stay of execution of the Order dated 17 October 2017 pending the final determination of the appeal.

On 15 December 2017, the Court held that the appeal had no reasonable prospect of success and ordered that the Company's application for stay be refused but that the time for the Company to comply with the Order dated 17 October 2017 be extended to 5 January 2018.

On 22 December 2017, the Company amended its Notice of Appeal and applied to the Court of Appeal of Hong Kong for a stay of execution of the Order dated 17 October 2017 pending final determination of the appeal ("Stay Application"). Pursuant to order dated 22 December 2017, an interim stay of the Order dated 17 October 2017 pending determination of the Stay Application was granted.

The Stay Application is now scheduled to be heard on 17 April 2018.

本公司獲其香港法律顧問告知，就上述本集團訴訟而言，倘法院批准申請，法院可能命令傳票2原告人及其授權代理有權檢查及複印所要求的文件（全部或部份），而本公司須向傳票2原告人支付申請的費用（倘不達成協議則由法院審定）。

根據法院日期為二零一七年十月十七日的判令（「二零一七年十月十七日法院命令」），其頒令本公司須向傳票2原告人提交二零一七年十月十七日法院命令附表中列出的該等文件。於二零一七年十月二十七日，本公司向法院提交上訴通知書（「上訴通知書」），申請擱置執行二零一七年十月十七日法院命令，直至上訴有最終定案為止。

於二零一七年十二月十五日，法院認為上訴無合理勝訴機會，並頒令本公司之擱置申請被駁回，但本公司遵守二零一七年十月十七日法院命令的時間可延遲至二零一八年一月五日。

於二零一七年十二月二十二日，本公司修訂上訴通知書，並向香港上訴法院申請擱置執行二零一七年十月十七日法院命令，直至上訴有最終定案為止（「擱置申請」）。根據日期為二零一七年十二月二十二日的法院命令，暫時擱置二零一七年十月十七日法院命令直至擱置申請定案為止獲得批准。

擱置申請現訂於二零一八年四月十七日審理。

## FINANCIAL REVIEW (Continued)

### 財務回顧 (續)

#### (6) HCCW 207/2017

On 6 July 2017, the Company was served a petition for winding-up dated 5 July 2017 (“Winding-Up Petition”) filed by Fung Chuen (“Winding Up Petitioner”) against the Company (“1st Winding-Up Respondent”), Mr. Hung Tsung Chin (“2nd Winding-Up Respondent”) and Ms. Chen Mei Huei (“3rd Winding-Up Respondent”) in the proceedings HCCW No.207/2017.

Pursuant to the Winding-Up Petition, the Winding Up Petitioner petitioned for (i) an order that the Company be wound up by the Court under section 327(3)(c) of the Companies (Winding-Up and Miscellaneous Provisions) Ordinance (Cap.32) of the Laws of Hong Kong; (ii) an order that a liquidator be appointed by the Court to investigate into the affairs of the Company upon the winding-up of the Company; (iii) an order that the 2nd and/or 3rd Winding-Up Respondents do account to the Company for such payments or dispositions which they had procured to be made for their own benefit and/or for the benefit of entities substantially owned or controlled by them and or other than for the Company’s proper purpose and operation of its business; (iv) an order that costs of the Petitioner and the Company be paid by the 2nd and 3rd Winding-Up Respondents and (v) such other order as the Court thinks fit and appropriate.

On 10 July 2017, a summons to apply for a validation order was issued by the Company, 2nd and 3rd Winding-Up Respondents. At the hearing held on 17 August 2017, a validation order was granted by the Court on the terms as follows: the following disposition of property and transfer of shares of the Company shall not be void by virtue of the provisions of section 182 of the Companies Ordinance (Cap 32) of Laws of Hong Kong: (a) payment made (or to be made) into and out of the Company’s bank account in the ordinary course of business of the Company between the date of presentation of the Winding-Up Petition and the date of judgment on the Winding-Up Petition; (b) disposition of property of the Company made (or to be made) in the ordinary course of business for proper value between the date of presentation of the Winding-Up Petition and the date of judgment on the Winding-Up Petition; and (c) allotment and issuance of 1,967,295,201 shares of the Company pursuant to the Open Offer and use of the proceeds from the Open Offer by the Company. The Court has also ordered the Winding-Up Petitioner to pay the costs of the validation order to the 1st, 2nd and 3rd Winding-Up Respondents.

#### (6) HCCW 207/2017

於二零一七年七月六日，本公司接獲由馮泉（「清盤原告人」）於二零一七年七月五日向法院提出，對本公司（「第一清盤被告人」）、洪聰進先生（「第二清盤被告人」）及陳美惠女士（「第三清盤被告人」）發出的清盤呈請書（「清盤呈請書」），訴訟編號為HCCW 207/2017。

根據清盤呈請書，清盤呈請人要求以下命令：(i)由法院命令本公司依照香港法例第32章公司（清盤及雜項條文）條例第327(3)(c)條的指引清盤；(ii)由法院委任清盤人於本公司清盤後對本公司事務進行調查；(iii)第二及／或第三清盤被告人為其自身利益及／或為其實質上擁有或控制的實體的公司利益及／或為本公司的適當目的及經營業務之外的其他事項而作出的這種付款或處置的交易負責；(iv)呈請人及本公司的費用由第二及第三清盤被告人支付；及(v)法院認為合適及適當的其他命令。

於二零一七年七月十日，本公司、第二及第三清盤被告人發出申請認可令之傳票。於二零一七年八月十七日進行之聆訊，法院已頒授認可令，在有關條款下，就本公司處理以下財產和轉讓股份時不得憑藉香港法例第32章公司條例第182條的規定視為無效：(a)本公司於提交清盤呈請書日期和清盤呈請書判決日期間就本公司日常業務過程中於本公司之銀行賬戶轉入及轉出之支付（或將支付）的付款；(b)本公司於提交清盤呈請書日期和清盤呈請書判決日期間就本公司日常業務過程中作出（或將作出）之任何合理價值之產權處置；及(c)根據公開發售配發及發行本公司1,967,295,201股股份及使用本公司公開發售所得款項。法院亦判令清盤原告人向第一、第二及第三清盤被告人支付申請認可令的費用。

## FINANCIAL REVIEW (Continued) 財務回顧 (續)

On 30 August 2017, the Company applied for another validation order under section 182 of the Companies Ordinance (Cap 32) of Laws of Hong Kong, which provides that any transfer of the shares of the Company shall not be void by virtue of the said section. The validation order was also granted by the Court on 25 October 2017. On 4 December 2017, the Company filed and served its points of defence ("Points of Defence") of the 1st Winding-Up Respondent. On 11 December 2017, the 2nd and 3rd Winding-Up Respondents filed and served the Points of Defence of the 2nd and 3rd Winding-Up Respondents. Pursuant to a consent order dated 31 January 2018, the Winding-Up Petitioner should file and serve his points of reply ("Points of Reply") to the Company's Points of Defence on 5 February 2018. As at the date of approval of the consolidated financial statements, the Winding-Up Petitioner has yet to file and serve his Points of Reply and has yet to apply for a time extension for the same to be filed out of time.

The case management hearing is now scheduled to be heard on 25 April 2018, during which the Court will set down the procedural timetable for the parties to comply with under the Winding-Up Petition. It is expected that it would take approximately 1-2 years (depending upon the Court's schedule) before the Winding-Up Petition would be set down for the substantive hearing.

### ARBITRATION

On 29 September 2011, the Group entered into a conditional agreement (the "Agreement") with an independent individual third party (the "Original Shareholder") and Technosat Technology JLT FZE ("Technosat", a company incorporated in Dubai, which was wholly owned by the Original Shareholder), to subscribe for 375 new shares in Technosat at a cash consideration of US\$7,500,000 (equivalent to HK\$58,170,000), amounting to 15% of Technosat's enlarged capital. Technosat is set up to be engaged in operation of digital TV and radio platform, pay TV channel, and sales and supply of TV set top boxes.

於二零一七年八月三十日，本公司根據香港法例第32章公司條例第182條申請另一項認可令，其規定不得因上述條文令本公司之任何股份轉讓無效。認可令已於二零一七年十月二十五日獲法院授出。於二零一七年十二月四日，本公司已提交及送達其第一清盤被告人抗辯要點（「抗辯要點」）。於二零一七年十二月十一日，第二及第三清盤被告人已提交及送達第二及第三清盤被告人抗辯要點。根據日期為二零一八年一月三十一日的同意令，清盤原告人應於二零一八年二月五日就本公司的抗辯要點提交及送達其答覆要點（「答覆要點」）。截至綜合財務報表獲批准日期，清盤原告人尚未提交及送達其答覆要點，且尚未申請延時提交其答覆要點。

個案處理聆訊現訂於二零一八年四月二十五日審理，期間法院將於清盤呈請書中確定各方將遵守的程序時間表。預期可能尚有約一至二年（取決於法院時間表）方可就實質性聆訊確定清盤呈請書。

### 仲裁

於二零一一年九月二十九日，本集團與一名獨立個人第三方（「原股東」）及Technosat Technology JLT FZE（「Technosat」，一間於杜拜註冊成立的公司，由原股東全資擁有）訂立一份有條件協議（「該協議」），以現金代價7,500,000美元（相當於58,170,000港元）認購Technosat之375股新股份，即Technosat經擴大股本的15%。Technosat的成立目的為從事營運數字電視及廣播平臺、付費電視頻道以及銷售及供應機頂盒。

## FINANCIAL REVIEW (Continued)

### 財務回顧 (續)

As at 30 June 2012, the Group had paid a deposit of US\$2,500,000 (equivalent to HK\$19,467,000) to Technosat to acquire new shares in Technosat which was fully provided for impairment in prior year. Pursuant to the terms of the Agreement, the Group is required to pay a further US\$5,000,000 in relation to the subscription of this 15% equity interest in Technosat. The subscription is not yet completed up to the date of approval of this report as the conditions precedent of the subscription of new shares in Technosat including the consent and approval by government authority in Dubai has not been fulfilled.

Despite the Group's repeated request for information, there were no satisfactory response from the Original Shareholder or Technosat ("Counterparties") regarding the current status and the procurement of obtaining government approval from the government authority in Dubai. The Group has engaged legal counsel to act for the Group and started dispute resolution proceedings against the Original Shareholder and Technosat.

On 21 January 2013, the legal counsel of the Original Shareholder and Technosat served a notice to the Group's legal counsel for a claim on the further payment of US\$5,000,000 in relation to the subscription of this 15% equity interest in Technosat.

The Group's legal counsel has replied on behalf of the Group on 11 February 2013 in response to the claim of the Original Shareholder and Technosat defending the claim as the directors of the Company consider such claim invalid, as the conditions precedent of the subscription of new shares in Technosat has not been fulfilled and constituted a breach of the Agreement.

The Group's legal counsel had repeated request on the Original Shareholder and Technosat to commence the next step on mediation, but there was no satisfactory response from the legal counsel of the Original Shareholder and Technosat up to the dealing set by August 2014. At the date of approval of this report, the Group's legal counsel confirmed that there was no update on the arbitration.

於二零一二年六月三十日，本集團已向Technosat支付訂金2,500,000美元（相當於19,467,000港元），以收購Technosat的新股份，該等新股已於去年悉數計提減值撥備。根據該協議的條款，本集團須就認購Technosat該15%股本權益進一步支付5,000,000美元。由於完成認購Technosat新股份的先決條件（包括取得杜拜政府部門的同意及批准）尚未達成，故認購事項於截至本報告獲批准當日尚未完成。

儘管本集團一再要求原股東或Technosat（「對手方」）提供關於徵求杜拜政府部門批准的現況及促使取得有關批准，但對手方未有令人滿意的回應。本集團已委聘法律顧問以代本集團行事，並針對原股東及Technosat展開糾紛調解程序。

於二零一三年一月二十一日，原股東及Technosat的法律顧問向本集團的法律顧問送達一份通知，申索有關認購Technosat該15%股本權益的進一步款項5,000,000美元。

本集團的法律顧問於二零一三年二月十一日代表本集團回覆原股東及Technosat的申索，就申索提出抗辯，原因為本公司董事認為由於認購Technosat新股的先決條件尚未達成，即構成違反該協議，故該項申索屬無效。

本集團的法律顧問已覆述向原股東及Technosat提出開展下一步調解的要求，惟截至二零一四年八月的既定限期，仍未獲得原股東及Technosat的法律顧問的滿意回覆。於本報告獲批准當日，本集團的法律顧問確認仲裁並無進展。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Group continues to improve its corporate governance practices, emphasizing the attainment and maintenance of a quality Board, sound risk management and internal controls, and high transparency and accountability to the shareholders of the Company ("Shareholders"). The Board and the management are committed to the principles of good corporate governance consistent with prudent management and enhancement of shareholder value. The Board believes that good corporate governance will bring long-term benefits to the Shareholders and the Group.

During the year ended 31 December 2017, the Company has applied the principles and has complied with the code provisions of the Corporate Governance Code ("Code Provision(s)") as contained in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), except for certain deviations as specified and explained below with considered reasons for such deviations.

- Under Code Provision A.1.1, the board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals.

During the year ended 31 December 2017, two regular board meetings had been held to review and approve the interim results and annual results of the Group at approximately half-yearly intervals. Going forward, the Board will strive to comply with this Code Provision and hold at least four times a year at approximately quarterly intervals.

- Under Code Provision A.2.7, the chairman should at least annually hold meetings with non-executive directors (including independent non-executive directors) without the executive directors present.

The Chairman of the Board did not hold a meeting with the non-executive Director without the executive Directors present. However, during the year, the Chairman of the Board had board committee meetings with other independent non-executive Directors without the executive Directors present to discuss the questions which arose at such meetings.

本集團持續改善其企業管治常規，注重構建及維持一個優良的董事會、穩健的風險管理及內部控制，並對本公司股東（「股東」）高度透明，對股東負責。董事會及管理層治理恪守符合審慎管理及提高股東價值的良好企業管治原則。董事會相信，良好的企業管治將為股東及本集團帶來長遠利益。

截至二零一七年十二月三十一日止年度，本公司已應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載《企業管治守則》的原則及遵守《企業管治守則》的守則條文（「守則條文」），惟因下文所述及解釋的考慮理由而出現的若干偏離除外：

- 根據守則條文第A.1.1條，董事會應定期舉行會議，且董事會會議應每年舉行至少四次，期間間隔約一個季度。

截至二零一七年十二月三十一日止年度，已舉行兩次定期董事會會議以審閱及批准本集團的中期業績及年度業績，期間間隔約半年。在未來，董事會將致力遵守此守則條文，每年舉行至少四次會議，期間間隔約一個季度。

- 根據守則條文第A.2.7條，主席應至少每年與非執行董事（包括獨立非執行董事）舉行執行董事不出席的會議。

董事會主席並無在未有執行董事列席的情況下與非執行董事舉行會議。然而，董事會主席於年內曾在未有執行董事列席的情況下與其他獨立非執行董事舉行董事委員會會議，以商討在該等會議上提出的問題。

## CORPORATE GOVERNANCE REPORT (Continued)

### 企業管治報告 (續)

3. Under Code Provision A.5.6, the nomination committee should have a policy concerning diversity of board members, and should disclose the policy or a summary of the policy in the corporate governance report.

The nomination committee will take into account a number of factors, including but not limited to gender, age, educational background, or professional experience when identifying and making recommendations to the Board on the selection of individuals nominated for directorships. The Board will review from time to time the need for the policy to be in written form.

4. Under Code Provision A.6.6, each director should disclose to the issuer at the time of appointment, and in a timely manner for any change, the number and nature of offices held in public companies or organisations and other significant commitments.

Each Director has disclosed to the Company at the time of appointment the number and nature of offices held in public companies or organisations and other significant commitments and will inform the Company when any subsequent change arises.

5. Under Code Provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings.

Mr. Wu Chia Ming, an independent non-executive Director, was unable to attend the special general meeting held on 24 April 2017 and the annual general meeting held on 12 June 2017 due to other engagements while Mr. Han Chien Shan and Mr. Li Chak Hung, independent non-executive Directors, were unable to attend the special general meeting held on 24 April 2017, the annual general meeting held on 12 June 2017 and the special general meeting held on 15 June 2017 due to other engagements.

In view of their absence, Mr. Hung Tsung Chin had arranged for another Director and member of management, who were well-versed in the Company's business and affairs, to attend the general meetings and communicate with the Shareholders.

6. Under Code Provision A.7.1, an agenda and accompanying board papers should be sent, in full, to all directors. These should be sent in a timely manner and at least 3 days before the intended date of a board or board committee meeting (or other agreed period).

For those board meetings which were held on ad hoc basis, an agenda and the relevant board papers were provided to the Board for consideration when they became available.

3. 根據守則條文A.5.6條，提名委員會應制訂董事會成員多元化相關政策，並應於企業管治報告中披露該政策或政策概要。

提名委員會在物色及向董事會建議提名選取加入為董事的人員時，將顧及多方因素，包括但不限於性別、年齡、教育背景或專業經驗。董事會將不時檢討以文書記錄政策的需要。

4. 根據守則條文第A.6.6條，各董事應於獲委任時及不時向發行人披露於公眾公司或組織擔任職務的任何變動、數量及性質以及其他重大承擔。

各董事於獲委任時已向本公司披露其於公眾公司或組織擔當的職位數目與性質，以及其他重大承擔，並將於隨後出現任何變更時告知本公司。

5. 根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會。

獨立非執行董事吳嘉明先生因處理其他事務，未能出席於二零一七年四月二十四日舉行的股東特別大會以及於二零一七年六月十二日舉行的股東週年大會，而獨立非執行董事韓千山先生及李澤雄先生因處理其他事務，未能出席於二零一七年四月二十四日舉行的股東特別大會、於二零一七年六月十二日舉行的股東週年大會及於二零一七年六月十五日舉行的股東特別大會。

基於彼等缺席，洪聰進先生安排其他精通本公司業務及事務的另一名董事及管理層成員出席股東大會，與股東溝通。

6. 根據守則條文第A.7.1條，會議議程及董事會文件應全部發送予全體董事，並應及時於董事會或董事委員會會議擬訂舉行日期前至少三日（或其他協定期限）發送。

至於該等臨時董事會會議，會議議程及相關董事會文件則於可用時提交董事會以供省覽。



## CORPORATE GOVERNANCE REPORT (Continued)

### 企業管治報告 (續)

7. Under Code Provision C.1.2, management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail to enable the board as a whole and each director to discharge their duties under rule 3.08 and chapter 13.

During the year, due to the changes of chief financial officers of the Company ("Chief Financial Officer(s)"), management had provided all members of the Board with updates giving a balanced and understandable assessment of the Company's performance, position and prospects on a request basis.

8. Under Code Provision C.2.5, the issuer should have an internal audit function.

Since the resignation of the internal audit manager in March 2017, the Company looked for a new replacement while the audit committee oversaw the internal audit function. Following the appointment of the new internal audit manager in February 2018, he has taken up the internal audit function.

9. Under Code Provision E.1.4, the board should establish a shareholders' communication policy and review it on a regular basis to ensure its effectiveness.

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. During the year, the Company endeavored to maintain an on-going dialog with Shareholders and in particular, through annual general meeting and other general meetings. The Company will review the need for having a shareholders' communication policy on a regular basis.

### Compliance with the Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. After specific enquiry, all Directors confirmed that they have complied with the required standard regarding securities transactions set out in the Model Code throughout the year ended 31 December 2017. No incident of non-compliance was noted by the Company for the year ended 31 December 2017.

7. 根據守則條文第C.1.2條，管理層應向董事會全體成員提供每月更新，以充分詳盡的方式對發行人的表現、狀況及前景作出均衡及可以理解的評估，以使董事會作為整體及各董事根據第3.08條及第十三章履行各自的職責。

於年內，由於更換本公司財務長（「財務長」），管理層已應要求向董事會全體成員提供對本公司表現、狀況及前景作出中肯及易於理解的評估的最新資料。

8. 根據守則條文第C.2.5條，發行人應設有內部審計職能。

自內部審計經理於二零一七年三月辭任後，本公司已尋找新的替代人選，而審核委員會則監管內部審計職能。於二零一八年二月委任新的內部審計經理後，其已接管內部審計職能。

9. 根據守則條文第E.1.4條，董事會應制訂股東通訊政策，並定期檢討以確保其有效性。

本公司認為，與股東進行有效溝通極為重要，藉以加深投資者關係及增進投資者對本集團業務表現與策略的理解。於年內，本公司致力與股東保持對話，尤其是透過股東週年大會及其他股東大會。本公司將定期檢討制訂股東通訊政策的需要。

### 遵守標準守則

本公司已採納上市規則附錄十《上市發行人董事進行證券交易的標準守則》（「標準守則」）作為董事買賣本公司證券的行為準則。經特定查詢後，全體董事確認彼等於截至二零一七年十二月三十一日止年度一直遵守標準守則所載有關證券交易的必要準則。本公司於截至二零一七年十二月三十一日止年度並不知悉有任何不合規事件。

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

## Board of Director

### Composition

As at 31 December 2017, the Board consists of two executive Directors, namely, Mr. Hung Tsung Chin and Mr. Chen Wei Chun (Chief Financial Officer), one non-executive Director, namely, Mr. Kuo Jen Hao and three independent non-executive Directors, namely, Mr. Lau Yau Cheung (Chairman), Mr. Li Chak Hung and Mr. Wu Chia Ming. An updated list of the Directors and their roles and functions is published on the websites of the Stock Exchange and of the Company respectively.

Mr. Hung Tsung Chin is the husband of Ms. Chen Mei Huei, a former executive Director and resigned as executive Director on 18 August 2017. Ms. Chen is currently a director of several subsidiaries of the Company and the chief executive officer in the satellite TV broadcasting business of the Group ("Satellite Broadcasting Services Business Division"). Save as disclosed above, none of the other Directors has or maintained any family relationship with any of the other Directors.

### Independent Non-Executive Directors

The independent non-executive Directors are of sufficient number and calibre for their views to carry weight. The functions of independent non-executive Directors include:

- bringing an independent view and judgment at board meetings;
- taking the lead where potential conflicts of interests arise;
- serving on board committees if invited; and
- scrutinizing the Company's performance and monitoring performance reporting.

The independent non-executive Directors have made a positive contribution to the development of the Company's strategies and policies through independent, constructive and informed comments. They benefit the Board and the board committees by their skills, expertise, varied backgrounds and qualifications through regular attendance and active participation at the meetings of the Board and the board committees.

## 董事會

### 組成

於二零一七年十二月三十一日，董事會包括兩名執行董事洪聰進先生及陳偉鈞先生（財務長），一名非執行董事郭人豪先生及三名獨立非執行董事劉幼祥先生（主席）、李澤雄先生及吳嘉明先生。最新董事名單與其角色和職能分別刊載於聯交所網站及本公司網站。

洪聰進先生為前執行董事陳美惠女士（已於二零一七年八月十八日辭任執行董事）的丈夫。陳女士現時為數間本公司附屬公司的董事及本集團衛星電視廣播業務（「衛星廣播服務業務部」）的執行長。除上文所披露者外，概無其他董事與任何其他董事有或曾經維持任何家庭關係。

### 獨立非執行董事

獨立非執行董事具有足夠人數和才幹，其意見具有影響力。獨立非執行董事的職能包括：

- 於董事會會議上提供獨立的意見及判斷；
- 在出現潛在利益衝突時發揮牽頭引導作用；
- 應邀出任董事委員會成員；及
- 仔細檢查本公司的表現，並監察匯報公司表現的事宜。

獨立非執行董事亦透過提供獨立、富建設性及有根據的意見，對制定本公司策略及政策作出積極貢獻。彼等透過定期出席董事會及董事委員會的會議，並積極參與會務，以其技能、專業知識、不同的背景及資格向董事會及董事委員會作出貢獻。

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

Composition of the Board is disclosed, and the independent non-executive Directors are identified, in all corporate communications to the Shareholders.

#### Confirmation of Independence

The independence of the independent non-executive Directors has been assessed in accordance with the applicable Listing Rules. Each of the independent non-executive Directors has made an annual written confirmation of independence pursuant to rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the guidelines for assessing independence set out in rule 3.13 of the Listing Rules and are independent.

#### Roles and Functions of the Board and the Management

The Board assumes responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs. The Board is fully responsible for the formulation of business policies and strategies in relation to the business operation of the Group, including dividend policy and risk management strategies. The management is delegated the authority and responsibilities by the Board for the day-to-day management and operation of the Group.

#### Appointment, Continuation of Appointment and Re-election of Directors

All executive Directors have entered into service agreements with the Company while the non-executive Director and all independent non-executive Directors have entered into letters of appointment with the Company with a specific term of three years and one year, respectively setting out key terms and conditions of their appointments. All Directors are subject to retirement in accordance with the Bye-Laws of the Company (the "Bye-Laws").

董事會的組成及獨立非執行董事的身份於所有致股東的公司通訊文件內披露。

#### 獨立性確認

獨立非執行董事的獨立性已根據適用的上市規則進行評估。每一位獨立非執行董事均已根據上市規則第3.13條之規定提交確認其符合獨立性的年度確認書。本公司認為所有獨立非執行董事皆符合載於上市規則第3.13條之獨立性指引，並根據該指引條文屬獨立人士。

#### 董事會及管理層的角色及職能

董事會肩負領導及監控本公司的責任，並共同負責指導及監督本公司的事宜。董事會全權負責制定有關本集團業務經營的業務政策及策略，當中包括股息政策及風險管理政策。董事會將權力及責任委託予管理層，以便進行本集團的日常管理及營運。

#### 委任、續任及重選董事

所有執行董事均與本公司簽訂服務協議，而非執行董事及所有獨立非執行董事與本公司簽訂委任函訂明有關委任的主要條款及條件，任期分別為三年及一年。所有董事須根據本公司之公司細則（「細則」）退任。

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

According to the Bye-Laws, (i) Directors appointed by the Board either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election; and (ii) at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at an annual general meeting at least once every three years. As such, no Directors have a term of appointment longer than three years.

#### Board Meetings

During the year ended 31 December 2017, the Directors have made active contribution to the affairs of the Group and 15 board meetings were held to consider, among other things, various transactions contemplated by the Group and to review and approve the interim results and annual results of the Group.

根據細則，(i)董事會為填補臨時空缺或就現有董事會之增補而委任的董事應只任職至本公司下一屆股東週年大會，並於該大會上符合資格膺選連任；及(ii)於每屆股東週年大會上，當時三分之一董事（或如彼等的數目並非三(3)之倍數，則為最接近但不超過三分之一之數目）須輪值退任，惟每名董事（包括該等有指定任期的董事）每三年至少須於股東週年大會上退任一次。據此，概無董事的任期多於三年。

#### 董事會會議

截至二零一七年十二月三十一日止年度，董事已對本集團事務作出積極貢獻，並舉行15次董事會會議，以考慮（其中包括）本集團擬進行之若干項目以及審閱及批准本集團的中期業績及年度業績。

## CORPORATE GOVERNANCE REPORT (Continued)

### 企業管治報告 (續)

#### Attendance Record of Directors

The attendance record of Directors at the meetings of the Board, the board committees and the Shareholders held during the year ended 31 December 2017 is set out below:

#### 董事出席記錄

以下為截至二零一七年十二月三十一日止年度董事出席董事會會議、董事委員會會議及股東大會的出席情況：

Name of Directors	董事姓名	Board Meetings 董事會會議 Number of meetings attended / Number of meetings held 出席會議的次數/ 舉行會議的次數	Audit Committee Meetings 審核委員會會議 Number of meetings attended / Number of meetings held 出席會議的次數/ 舉行會議的次數	Nomination Committee Meetings 提名委員會會議 Number of meetings attended / Number of meetings held 出席會議的次數/ 舉行會議的次數	Remuneration Committee Meetings 薪酬委員會會議 Number of meetings attended / Number of meetings held 出席會議的次數/ 舉行會議的次數	General Meetings 股東大會 Number of meetings attended / Number of meetings held 出席會議的次數/ 舉行會議的次數
<b>Executive Directors</b>		<b>執行董事</b>				
Mr. Hung Tsung Chin	洪聰進先生	15/15	N/A 不適用	1/2	1/2	2/3
Ms. Chen Mei Huei (resigned on 18 August 2017)	陳美惠女士 (於二零一七年八月十八日辭任)	6/8	N/A 不適用	N/A 不適用	N/A 不適用	0/3
Mr. Liao Wen I (resigned on 18 August 2017)	廖文毅先生 (於二零一七年八月十八日辭任)	3/8	N/A 不適用	N/A 不適用	N/A 不適用	0/3
Mr. Frank Karl-Heinz Fischer (resigned on 18 August 2017)	Frank Karl-Heinz Fischer先生 (於二零一七年八月十八日辭任)	5/8	N/A 不適用	N/A 不適用	N/A 不適用	0/3
Mr. Chen Wei Chun	陳偉鈞先生	15/15	N/A 不適用	N/A 不適用	N/A 不適用	3/3
<b>Non-Executive Director</b>		<b>非執行董事</b>				
Mr. Kuo Jen Hao (appointed on 18 August 2017)	郭人豪先生 (於二零一七年八月十八日獲委任)	4/7	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
<b>Independent Non-Executive Directors</b>		<b>獨立非執行董事</b>				
Mr. Lau Yau Cheung (Chairman) (appointed on 7 August 2017)	劉幼祥先生 (主席) (於二零一七年八月七日獲委任)	8/8	1/1	2/2	2/2	N/A 不適用
Mr. Li Chak Hung	李澤雄先生	14/15	3/3	1/1	3/3	0/3
Mr. Wu Chia Ming	吳嘉明先生	14/15	3/3	2/3	3/3	1/3
Mr. Han Chien Shan (resigned on 7 August 2017)	韓千山先生 (於二零一七年八月七日辭任)	6/7	2/2	0/1	0/1	0/3

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

#### Access to Information

All Directors are kept informed on a timely basis of major changes that may have affected the Group's business, including those changes to relevant rules and regulations and are able to make further enquiries when necessary. The Board has also agreed that the Directors may seek independent professional advice in performing their directors' duties at the Company's expense.

#### Directors and Officers Liability Insurance

The Company has arranged appropriate insurance coverage on directors' and officers' liabilities in respect of any legal actions taken against the Directors and senior management arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

#### Directors' Training and Professional Development

During the year ended 31 December 2017, the Company organized a training session for all Directors on 31 October 2017. Such training session covers updates on the Listing Rules and connected transactions and continuing connected transactions. Reading materials were provided to the Directors on the latest developments or updates in directors' duties and responsibilities and requirements of the Listing Rules.

All Directors confirmed that they have complied with the Code Provision on directors' training. The Company has received from each of the Directors his confirmation on taking continuous professional training.

#### 資料使用

所有董事均適時獲悉可能影響本集團業務的重大變動，包括對相關法規及規定的有關變動，並能在必要時作出進一步的詢問。董事會亦批准董事在履行其董事職責時可尋求獨立專業諮詢（費用由本公司支付）。

#### 董事及高級職員的責任保險

本公司已為董事和高級職員購買責任保險，保障董事及高級管理層因履行職務而可能要承擔的訴訟責任。該保險範圍及其保額乃按年檢討。

#### 董事培訓及專業發展

截至二零一七年十二月三十一日止年度，本公司於二零一七年十月三十一日為全體董事舉辦一次培訓課程。該培訓課程涵蓋上市規則以及關連交易及持續關連交易的更新。有關董事職責及責任以及上市規則要求的最新發展趨勢或更新資料的閱讀材料已提供予董事。

所有董事確認，彼等已遵守有關董事培訓的守則條文。本公司已收到各董事關於進行持續專業培訓的確認書。

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

#### Chairman and Chief Executive Officer

The roles of the chairman and the chief executive officer are separate to reinforce independence, accountability and responsibility. Mr. Lau Yau Cheung, the Chairman of the Board, is responsible for the formulation of development strategies, investment decision making, overall project planning at the Group level, leading the Board and ensuring that the board functions properly and effectively, whilst Mr. Hung Tsung Chin, the chief executive officer of several subsidiaries of the Company which are mainly engaged in manufacturing and trading of the media entertainment platform related products, other multimedia products, integration of signal and traffic communication and satellite TV equipment and antenna ("Manufacturing and Trading of Electronic Products Business Division") is responsible for the management of the daily operation and general administration of the Manufacturing and Trading of Electronic Products Business Division.

Ms. Chen Mei Huei, the chief executive officer of the Satellite Broadcasting Services Business Division, is responsible for the development of the Satellite Broadcasting Services Business Division and the overall management of the Group including all overseas offices.

#### Board Committees

The Board has established three committees with specific written terms of reference to oversee particular aspects of the Company's affairs.

##### Audit Committee

The Audit Committee was established in 17 March 2005 with written terms of reference, which are posted on the websites of the Stock Exchange and of the Company respectively. All the members of the Audit Committee are independent non-executive Directors, namely Mr. Li Chak Hung, Mr. Lau Yau Cheung and Mr. Wu Chia Ming. Mr. Li Chak Hung, who has appropriate professional accounting qualifications as required under the Listing Rules, was appointed as the chairman of the Audit Committee. None of the members of the Audit Committee is a former partner of the auditors of the Company.

#### 主席及執行長

主席及執行長職責彼此分離以鞏固獨立性、問責性及責任性。董事會主席劉幼祥先生負責制定本集團發展策略、作出投資決策及進行集團層面之整體項目規劃、領導董事會，並確保董事會正當及有效地運作，而洪聰進先生為本公司主要從事製造及買賣媒體娛樂平臺相關產品、其他多媒體產品、整合訊號系統及交通通訊以及衛星電視設備及天線業務之若干附屬公司（「製造及買賣電子產品業務部」）之執行長，則負責製造及買賣電子產品業務部的日常營運管理及一般管理。

衛星廣播服務業務部執行長陳美惠女士負責衛星廣播服務業務部發展及本集團（包括全部海外辦公室）的整體管理。

#### 董事委員會

董事會已成立三個委員會，均具書面訂明的職權範圍，以監察本公司特定範疇的事務。

##### 審核委員會

審核委員會於二零零五年三月十七日成立，且具書面訂明的職權範圍。該職權範圍已分別登載於聯交所及本公司網站上。審核委員會的所有成員均為獨立非執行董事，即李澤雄先生、劉幼祥先生及吳嘉明先生。李澤雄先生具有上市規則規定適當的專業會計資格，並獲委任為審核委員會主席。概無審核委員會成員為本公司核數師的前任合夥人。



## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

The principal duties of the Audit Committee include, among other things: (i) being primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor; (ii) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; (iii) developing and implementing a policy on engaging an external auditor to supply non-audit services; (iv) monitoring the integrity of the Company's financial statements and the annual report and accounts, half-year report and, if prepared for publication, quarterly reports, before submission of the financial statements and reports to the Board, and reviewing significant financial reporting judgments contained in them; (v) reviewing the Company's financial control, risk management and internal control systems; and (vi) discussing the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. The Audit Committee may seek any necessary information from employees within its terms of reference and obtain independent professional advice, at the Company's expense, to perform its responsibilities if it considers necessary. During the year ended 31 December 2017, the Audit Committee held three meetings to review annual results, interim audit planning and interim results. The attendance record of individual Directors at the audit committee meetings is set out on page 30 of the annual report.

#### Nomination Committee

The Nomination Committee was established in 17 March 2005 with written terms of reference, which are posted on the websites of the Stock Exchange and of the Company respectively. All the members of the Nomination Committee are independent non-executive Directors, namely, Mr. Lau Yau Cheung (chairman), Mr. Li Chak Hung and Mr. Wu Chia Ming.

審核委員會的主要職責(其中包括): (i) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議, 並批准外聘核數師的薪酬及聘用條款; (ii) 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效; (iii) 就外聘核數師提供非核數服務制定政策, 並予以執行; (iv) 向董事會提交有關財務報表及報告前, 監察本公司的財務報表以及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性, 並審閱報表及報告所載有關財務申報的重大意見; (v) 檢討本公司的財務監控、風險管理及內部監控系統; 及(vi) 與管理層討論風險管理及內部監控系統, 確保管理層已履行職責建立有效的系統。審核委員會可按其職權範圍在有需要時向僱員獲取所需資料及獲取獨立專業諮詢(費用由本公司支付), 以妥善履行其職務。於截至二零一七年十二月三十一日止年度內, 審核委員會共召開了三次會議以檢討年度業績、中期審核計劃及中期業績。個別董事出席審核委員會會議的出席記錄載於本年報第30頁。

#### 提名委員會

提名委員會於二零零五年三月十七日成立, 且具書面訂明的職權範圍。該職權範圍已分別登載於聯交所及本公司網站上。提名委員會的所有成員均為獨立非執行董事, 即劉幼祥先生(主席)、李澤雄先生及吳嘉明先生。



## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

The principal duties of the Nomination Committee include, among other things: (i) reviewing the structure, size and composition of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) identifying individuals suitably qualified to become board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; (iii) assessing the independence of independent non-executive Directors; and (iv) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

The Nomination Committee may seek any necessary information from employees within its terms of reference and obtain independent professional advice, at the Company's expense, to perform its responsibilities if it considers necessary. During the year ended 31 December 2017, the Nomination Committee held three meetings to review the nomination of independent non-executive Director and non-executive Director; and change in composition of board committee and changes of Chief Financial Officers. The attendance of individual Directors at the nomination committee meetings is set out on page 30 of the annual report.

#### Remuneration Committee

The Remuneration Committee was established in 17 March 2005 with written terms of reference, which are posted on the websites of the Stock Exchange and of the Company respectively. All the members of the Remuneration Committee are independent non-executive Directors, namely, Mr. Wu Chia Ming (chairman), Mr. Lau Yau Cheung and Mr. Li Chak Hung.

The principal duties of the Remuneration Committee include, among other things: (i) making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management of the Group; (ii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iii) making recommendations to the Board on the remuneration packages of individual Directors and senior management.

提名委員會的主要職責(其中包括): (i)檢討董事會的架構、人數及組成,並就任何為配合本公司企業策略而擬對董事會作出的變動提出建議; (ii)物色具備合適資格可擔任董事會成員的人士,並挑選提名有關人士出任董事或就此向董事會提供意見; (iii)評核獨立非執行董事的獨立性;及(iv)就董事委任或重新委任以及董事繼任計劃向董事會提出建議。

提名委員會按其職權範圍在有需要時向僱員獲取所需資料,及獲取獨立專業諮詢(費用由本公司支付),以妥善履行其職務。於截至二零一七年十二月三十一日止年度內,提名委員會召開了三次會議以檢討獨立非執行董事及非執行董事之提名及董事委員會組成之變動及財務長之變動。個別董事出席提名委員會會議的記錄載於本年報第30頁。

#### 薪酬委員會

薪酬委員會於二零零五年三月十七日成立,且具書面訂明的職權範圍。該職權範圍已分別登載於聯交所及本公司網站上。薪酬委員會的所有成員均為獨立非執行董事,即吳嘉明先生(主席)、劉幼祥先生及李澤雄先生。

薪酬委員會的主要職責(其中包括): (i)就本公司對本集團董事及高級管理層的全體薪酬政策及架構,向董事會提出建議; (ii)因應董事會所訂企業方針及目標而檢討及審批管理層的薪酬建議;及(iii)向董事會建議個別董事及高級管理層的薪酬待遇。

## CORPORATE GOVERNANCE REPORT (Continued)

### 企業管治報告 (續)

The Remuneration Committee may seek any necessary information from senior management within its terms of reference and obtain independent professional advice, at the Company's expense, to perform its responsibilities if it considers necessary. During the year ended 31 December 2017, the Remuneration Committee held three meetings to review proposed remuneration packages of Directors and Chief Financial Officer. The attendance of individual Directors at the remuneration committee meetings is set out on page 30 of the annual report.

The remuneration of the members of the senior management (other than Directors) by band for the year ended 31 December 2017 is set out below:

Remuneration band 薪酬範圍		Number of individuals 人數
HK\$0 – HK\$1,000,000	0至1,000,000港元	3
HK\$1,000,001 – HK\$2,000,000	1,000,001港元至2,000,000港元	2
HK\$2,000,001 – HK\$3,000,000	2,000,001港元至3,000,000港元	1

Further particulars regarding Directors' emoluments and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 11(a) and note 11(b) to the consolidated financial statements of the Group.

## CORPORATE GOVERNANCE POLICY AND DUTIES

The Board is responsible for performing the duties on corporate governance functions set out below:

- (1) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;
- (2) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (3) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

薪酬委員會可按其職權範圍在有需要時向高級管理層獲取所需資料，及獲取獨立專業諮詢（費用由本公司支付），以妥善履行其職務。於截至二零一七年十二月三十一日止年度內，薪酬委員會召開了三次會議以檢討董事及財務長的薪酬待遇。個別董事出席薪酬委員會會議的記錄載於本年報第30頁。

截至二零一七年十二月三十一日止年度，高級管理層成員（不包括董事）的薪酬範圍如下：

根據上市規則附錄十六須予披露的有關董事薪酬及五位最高薪僱員的進一步詳情載於本集團綜合財務報表附註11(a)及11(b)。

## 企業管治政策及職責

董事會負責履行有關企業管治職能的以下職責：

- (1) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (2) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (3) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

- (4) developing, reviewing and monitoring the code of ethics and compliance manual (if any) applicable to employees and directors; and
- (5) reviewing the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

During the year, the Board has reviewed the Company's policies and practices on corporate governance.

#### Company Secretary

Mr. Young Ho Kee Bernard has confirmed that he has taken no less than 15 hours of relevant professional training during the year ended 31 December 2017. Mr. Young has resigned as the company secretary of the Company due to his pursuit of career development and the Board has appointed Ms. Lee Suet Lai as the company secretary of the Company both with effect from 2 January 2018. Ms. Lee has confirmed that she has taken no less than 15 hours of relevant professional training during the year ended 31 December 2017.

#### Accountability and Audit

##### Financial Reporting

The Board endeavours to present to Shareholders a balanced and understandable assessment of the Group's performance, position and prospects. Accordingly, appropriate accounting policies are selected and applied consistently, and judgements and estimates made by the management for financial reporting purpose are prudent and reasonable.

- (4) 制定、檢討及監察適用於僱員及董事的道德守則及合規手冊(如有);及
- (5) 檢討本公司守則條文的遵守及於企業管治報告內的披露。

於本年度，董事會已檢討本公司有關企業管治的政策及常規。

#### 公司秘書

楊浩基先生已確認彼於截至二零一七年十二月三十一日止年度內已參加不少於15小時相關專業培訓。楊先生已因追求事業發展辭任本公司的公司秘書職務，董事會已委任李雪麗女士為本公司的公司秘書，均自二零一八年一月二日起生效。李女士已確認彼於截至二零一七年十二月三十一日止年度已參加不少於15小時相關專業培訓。

#### 問責及審核

##### 財務匯報

董事會致力確保向股東就本集團業績、狀況及前景作出平衡及易於理解的評核。因此，本集團選擇合適之會計政策並貫徹採用，而管理層就財務匯報所作之判斷及估計均屬審慎及合理。

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

The adoption of relevant new and revised HKFRSs that became effective during the year has no significant impact on the Group's results of operation and financial position as disclosed in note 2 to the financial statements.

#### External Auditors and their Remuneration

The external auditors perform independent review or audit of the financial statements prepared by the management. BDO Limited ("BDO") has been engaged as the Company's external auditor.

For the year ended 31 December 2017, the fees charged to the financial statements of the Group in respect of BDO's statutory audit and other service amounted to approximately HK\$1,750,000 and HK\$250,000 respectively. The fees of recurring audit services of subsidiaries performed by other auditors and the fees of provision of other services were approximately HK\$2,290,000.

#### Internal Controls

The Board has overall responsibility for maintaining a sound and effective system of internal control which is designed and operated to provide reasonable assurance that the Company's business objectives in the following areas are achieved:

- Effectiveness and efficiency of operations, including the achievement of performance and operating targets and the safeguarding of assets by the management;
- Reliability of financial and operating information provided by the management, including management accounts and statutory financial reports; and
- Compliance with applicable laws and regulations by each business unit.

誠如財務報表附註2所披露，本集團所採納於年內生效之相關新訂及經修訂之財務報告準則並無對本集團的營運及財務狀況產生重大影響。

#### 外聘核數師及彼等酬金

外聘核數師對管理層所編製的財務報表進行獨立審閱或審核。香港立信德豪會計師事務所有限公司（「香港立信德豪會計師事務所」）受聘擔任本公司之外聘核數師。

於截至二零一七年十二月三十一日止年度香港立信德豪會計師事務所就本集團之財務報表所收取之法定審核服務費用及其他服務費用分別約1,750,000港元及250,000港元。至於由其他核數師為附屬公司進行經常性的審核工作之審核費用及其他服務費用則約2,290,000港元。

#### 內部監控

董事會對維持健全有效之內部監控系統承擔整體責任。內部監控旨在為本公司實現以下方面之業務目標提供合理保證：

- 營運的有效性和效率，包括管理層達到公司業績及營運指標以及確保資產安全；
- 管理層所提供財務及營運資料之可靠性，包括管理賬目以及法定的財務報告；及
- 各業務單位遵守適用法律及法規。

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

The Company has put and continues to place considerable emphasis on maintaining and enhancing the effectiveness of its system of internal control. Under the Company's internal control framework, risk management and internal control are primarily the collective responsibility of every manager and employee. For consistent compliance by every person in the Company, the following key control policies and measures are implemented in the everyday activities, which are summarized below:

- |   |   |
|---|---|
| <ol style="list-style-type: none"> <li>1. Overall control environment, including code of ethics governing staff conduct within the Group, and whistle blowing policy;</li> <li>2. Management of financial and non-financial risks, including at the Company level the risk management functions of the Board, at the business unit level management's ongoing monitoring of operational and other risks;</li> <li>3. Major controls systems and processes, including budgetary and cost controls, financial reporting systems and processes for timely and quality management reporting, and corporate policies and procedures for approvals, reviews and segregation of duties in everyday activities;</li> <li>4. In relation to ongoing compliance monitoring and internal control reviews, the company secretary undertakes to monitor overall of compliance with the Listing Rules. The internal audit manager directly reports to the Audit Committee and is engaged to conduct independent reviews on the internal control and risk management; and</li> <li>5. The Audit Committee has reviewed the adequacy and effectiveness of the Company's internal controls, including financial, operational and compliance controls and risk management. It has also considered the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting functions and their training programme and budget.</li> </ol> | <p>本公司十分重視並會繼續高度重視維持及加強其內部監控系統的效能。根據本公司的內部監控框架，風險管理及內部監控由每名管理人員及僱員共同負責。就本公司各人士的持續合規而言，以下主要監控政策及措施乃於日常活動中實施，概述如下：</p> <ol style="list-style-type: none"> <li>1. 整體控制環境，包括監督本集團員工操守的道德守則及舉報政策；</li> <li>2. 財務及非財務風險管理，包括於公司層面上董事會對風險的管理職能，在業務單位層面上管理層對營運及其他風險持續監察；</li> <li>3. 主要控制系統及流程，包括預算及成本控制、財務匯報系統及流程以提供適時及優質的管理報告、以及企業政策及對日常業務活動進行的審批、覆核及責任劃分；</li> <li>4. 就持續監察合規情況及進行內部監控檢討方面，公司秘書負責整體監察對上市規則之遵守情況。內部審計經理直接向審核委員會匯報情況，並負責對內部監控及風險管理進行獨立審核；及</li> <li>5. 審核委員會檢討本公司內部監控（包括財務、營運及合規控制措施及風險管理）是否足夠及有效，亦考慮會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工培訓及其預算是否充足。</li> </ol> |
|---|---|

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

In conducting these reviews, the following reports and activities are considered:

- self-assessments made by management of various business units and subsidiaries of their material controls and risk management activities undertaken with reference to The Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) enterprise risk management framework. The documentation supporting the self-assessments was subject to review by internal audit; and
- self-assessments made by business units and Group Finance of the resources, qualifications and experience of staff of the accounting and financial reporting functions and their training programmes. The main conclusions are that:
  - the resources in the accounting and finance functions are adequate;
  - the qualifications and experience of the staff of the accounting and finance functions are satisfactory overall; and
  - the training activities and budgets have been continually given considerable attention during the year and are satisfactory.

The Board and management will continue to look into opportunities for further enhancing the effectiveness of the internal control system of the Group in the years ahead.

### Internal Audit

The Group regards internal audit as an important part of the Board and Audit Committee’s oversight function. The principal objective of internal audit, which is set out in an internal audit charter, is to provide the Board and management with useful information and recommendations on the adequacy and effectiveness of the internal control system of the Group.

在進行上述檢討時，已考慮以下報告及事項：

- 各業務單位及附屬公司之管理層均須參照「美國反舞弊性財務報告委員會發起組織」(「COSO」)企業風險管理框架對重大監控及風險管理活動作出自我評估。自我評估之支持文件須由內部審計師檢閱；及
- 業務單位及集團財務自我評估會計及財務匯報職能方面之資源、員工資歷及經驗，以及員工培訓。主要結論如下：
  - 會計和財務職能之資源充足；
  - 整體而言，會計及財務職能方面的員工所具備的資歷及經驗令人滿意；及
  - 年內，培訓活動及預算持續獲相當重視，並令人滿意。

董事會及管理層將持續不斷尋求機會進一步提升本集團內部控制系統之效能。

### 內部審計

本集團視內部審計為董事會及審核委員會的監督職能之重要部份。內部審計的主要目的載於內部審計規章，就本集團內部監控系統是否足夠及其效能為董事會及管理層提供有用資料及建議。

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

#### Authority and Accountability

Under the internal audit charter endorsed by the Audit Committee, the internal audit function is authorized by the Board to have access to all records, people and physical properties relevant to the performance of internal audit. The internal audit manager has unrestricted access to the chairman of the Audit Committee and reports directly to the Audit Committee for direction and accountability. This reporting relationship enables internal audit manager to provide an objective assurance to the effectiveness of the internal control system of the Group.

#### Duties

The duties of the internal audit manager are described in the internal audit charter. It requires that (a) internal audits are conducted with proficiency, objectively and due professional care in compliance with the standards, guidelines, and the code of ethics of the Institute of Internal Auditors; (b) audit testing and reviews are carried out at all levels of the Group to provide reasonable assurance as to whether the system of internal control is adequate; the assets of the Group are properly safeguarded; the operations are conducted effectively and efficiently in accordance with the Group's policies and procedures as well as relevant laws and regulations; and the accounting records of the audited entities and operations are reliable and (c) special reviews are conducted by internal audit manager when required by the management, the Audit Committee or the Board.

All above described duties may be adjusted depends on the resources availability to internal audit function. The management of the Group has the responsibilities to keep reviewing the resources availability to internal audit function.

#### Internal Audit Resources and Major Work Done in 2017

The internal audit function in financial year 2017 was maintained at the minimum level since March 2017 due to the change of the internal audit manager in charge. The Group searched continuously for a suitable person, and filled the position in February 2018. Going forward, the Group will keep reviewing the resources availability for the implementation of internal control function and will regulate the activities for internal control.

#### 權責

根據經審核委員會批准的內部審計規章，董事會授權內部審計部門可取得及接觸與內部審計相關的所有記錄、人員及實物財產。內部審計部主管可不受限制地與審核委員會主席聯繫，並直接向審核委員會匯報，接受審核委員會指示及向其負責。上述匯報關係協助內部審計經理就本集團內部監控系統之效能提供客觀保證。

#### 職責

內部審計經理的職責載於內部審計規章，當中規定 (a) 遵循內部審計師協會頒佈的準則、指引及守則按高效、客觀及應有專業負責的方式進行內部審計；(b) 於本集團內各單位及部門進行審計測試及檢討，以便就內部監控系統是否足夠、本集團資產是否獲得安全保障、日常營運是否根據本集團政策及程序以及相關法律法規切實高效地進行，以及被審計單位的會計記錄是否可靠作出合理保證；及(c) 內部審計經理可於管理層、審核委員會或董事會要求時進行專項審計。

上述所有職責可視乎內部審計職能可動用的資源而作出調整。本集團管理層有責任持續審視內部審計職能可動用的資源。

#### 二零一七年內部審計資源及已完成主要工作

由於內部審計部主管變更，二零一七年財政年度的內部審計職能自二零一七年三月起維持在最低水平。本集團持續物色一個適當人選，於二零一八年二月填補該職位。展望將來，本集團將繼續檢討實施內部監控職能的資源供應情況，並將內部監控活動恆常化。



## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

After the preliminary review of the existing internal audit system by the new internal audit manager and considering his suggestions, the Group plans to update its existing internal control in accordance with the framework provided by COSO (updated model was released in September 2017) and its framework for risk management will refer to the guidance from the Institute of Internal Auditors' International Professional Practices Framework whenever applicable for the implementation. Internal audit manager had prepared and submitted the annual internal audit plan for the financial year 2018 to the Audit Committee for approval.

### Risk Management

The Board assists the Group in anticipating its risk exposure, putting controls in place to counter threats, and pursuing its set objectives. After the Board has identified the top risks of the Group, Directors will assess how much risk the Board is faced with through the Group's operation and governance processes.

Based on the risk profile of each business unit, and taking into account the management control and corporate oversight at Group level, the Audit Committee and internal audit manager would map out a risk-based internal audit plan each year.

### Commercial Risk

Commercial risk refers to potential losses arising from inadequate gross margins and/or non-performance of trading partners or counterparties in the Middle East and India. It is important to ensure that our trading partners or counterparties are reliable, financially healthy and willing to subscribe for membership in pay television broadcasting programs.

Currently, the key commercial risks facing are decreasing funding for the development of the Satellite Broadcasting Services Business Division and insufficient or unstable subscriptions for memberships due to limited customer bases and recorded segment loss from satellite TV broadcasting segment. We manage our commercial risk by:-

- a) identifying other potential business partners or investors to invest in Satellite Broadcasting Services Business Division;

經內部審計經理初步檢討現有內部審計體系及考慮其意見後，本集團亦計劃根據COSO提供的框架（最新模型已於二零一七年九月發佈）更新現有內部監控，而其風險管理框架將參考內部核數師協會國際專業實務框架任何適合實施的指引。內部審計經理已編製二零一八年財政年度的年度內部審計計劃，並將其提交審核委員會批准。

### 風險管理

董事會協助集團預測風險，採取有效措施應對威脅，以及貫徹既定目標。在董事會識別出本集團的最大風險後，董事將評估董事會於集團營運及管治過程中需要面對多大的風險。

根據各業務單位的風險狀況，並考慮集團層面的管控及公司監督後，審核委員會及內部審計經理將每年制訂基於風險的內部審計計劃。

### 商業風險

商業風險指毛利率不足及中東和印度的貿易夥伴或交易方不履約所造成的潛在損失。重要的是要確保我們的貿易夥伴或交易方誠實可靠、財務穩健，以及願意訂購收費電視廣播節目會員。

本集團目前面臨的主要商業風險包括發展衛星廣播服務業務部的資金正逐步減少及會員訂購不足或不穩定，此乃由於客戶基礎有限及衛星電視廣播分部錄得分部虧損。為管理我們的商業風險，我們：

- a) 識別將投資衛星廣播服務業務部的其他潛在業務夥伴或投資者；



## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

- b) monitoring the subscription of membership procedures and improving the payment system; and
- c) diversifying our TV programs and increasing television content.

#### Financial Risk

##### *Currency risk*

For bank borrowings, the functional currency of each operating entity is generally matched with its liabilities. As such, management does not expect any significant foreign currency risk associated with the Group's borrowings.

#### Environmental and Social Responsibilities

The Directors believes that environmental protection and social responsibilities represent an essential part of the Group's operations and the sustainable development of the Group and the community. The major subsidiaries of the Group have implemented relevant environmental protection measures on energy saving and emission reduction, so as to minimise the emission of pollutants during the production process. The "Environmental, Social and Governance Report 2017" will be reported separately from this report and will be published within three months after the publication of this report.

#### Directors' Responsibility on the Consolidated Financial Statements

The Directors acknowledge their responsibility for preparing the consolidated financial statements for the year ended 31 December 2017 which were prepared in accordance with statutory requirements and applicable accounting standards. The Board aims to present a balanced, clear and understandable assessment of the Group's position and prospects in annual reports, interim reports and other financial disclosures required by the Listing Rules.

The reporting responsibility of the external auditor of the Company on the consolidated financial statements of the Group is set out in the independent auditor's report on pages 69 to 78 of this annual report.

- b) 監察會員訂購程序及改進支付系統；及
- c) 使電視節目多元化及增加電視內容。

#### 財務風險

##### *貨幣風險*

就銀行借貸而言，各經營實體的功能貨幣一般與其負債相匹配。因此，管理層預期不會面臨任何與本集團借貸有關的重大外幣風險。

#### 環境及社會責任

董事相信環境保護及社會責任乃本集團營運、本集團及社區可持續發展不可缺少的一部份。本集團的主要附屬公司已就節能減排實行相關的環境保護措施，以最少化生產過程排放的污染物。「二零一七年環境、社會及管治報告」將會與本報告分開提呈，並將於本報告發佈後三個月內發佈。

#### 董事對綜合財務報表的責任

董事知悉其須根據法定要求及適用會計準則編製截至二零一七年十二月三十一日止年度的綜合財務報表。於上市規則所要求的年報、中期報告及其他財務披露中，董事會就本集團的狀況及前景致力作出平衡、清晰及容易理解的評審。

本公司外聘核數師對本集團綜合財務報表的申報責任載於本年報第69頁至第78頁的獨立核數師報告。

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

#### Communication with Shareholders

The Company considers effective communication with the Shareholders are essential to enable them to have a clear assessment of the enterprise performance as well as accountability of the Board. Major means of communication with the Shareholders are as follows:

##### Information disclosure on corporate website

The Company endeavours to disclose all material information about the Group to all interested parties as widely and as timely as possible. The Company maintains a corporate website at <http://www.sandmartin.com.hk> where important information about the Company's activities and corporate matters such as annual reports and interim reports to the Shareholders and announcements is available for review by the Shareholders and other stakeholders.

When announcements are made through the Stock Exchange, the same information will be made available on the website of the Company.

During 2017, the Company issued various announcements in respect of financial and inside information, which can be reviewed on the website of the Company.

##### General meetings with Shareholders

The annual general meeting of the Company provides a useful platform for direct communication between the Board and the Shareholders. Separate resolutions are proposed on each substantially separate issue at the general meetings.

#### 與股東溝通

本公司認為，與股東進行有效溝通極為重要，藉以讓股東對公司業績及董事會之問責性作出明確評估。與股東溝通之主要渠道如下：

##### 公司網站之資料披露

本公司致力向所有希望獲得本集團資料之人士廣泛及適時地披露有關本集團之重要資料。本公司設有公司網站，網址為<http://www.sandmartin.com.hk>，並載列有關本公司業務及公司事務（如致股東之年報及中期報告及公告）之重要資料，供股東及其他持份者查閱。

透過聯交所發佈之公告時，該同等資料將登載於本公司網站以供查閱。

於二零一七年，本公司就財務及內幕消息刊發多份公告，有關公告可於本公司網站瀏覽。

##### 股東大會

本公司之股東週年大會為董事會與股東直接溝通之有效平台。於股東大會上，會就各項重大議題提呈個別決議案。

## CORPORATE GOVERNANCE REPORT *(Continued)*

### 企業管治報告 (續)

#### Voting by poll

Resolutions put to vote at the general meetings of the Company (other than on procedure matters) are taken by poll. Procedures regarding the conduct of the poll are explained to the Shareholders at the commencement of each general meeting, and questions from the Shareholders regarding the voting procedures are answered. The poll results are posted on the websites of the Stock Exchange and of the Company respectively on the same day as the poll.

#### Investor relations

The Company recognises its responsibility to explain its activities to those with a legitimate interest and to respond to their questions. In addition, questions received from the general public and individual Shareholders are answered promptly. In all cases, great care is taken to ensure that no inside information is disclosed selectively. When announcements are made through the Stock Exchange, the same information will be made available on the website of the Company.

#### Constitutional Documents

During the year ended 31 December 2017, there was no change in the constitutional documents of the Company.

#### 按股數投票方式表決

於本公司股東大會上提呈表決之決議案（就程序方面的決議案除外）均以按股數投票方式表決。有關按股數投票方式表決之程序會於每次股東大會開始時向股東說明，股東就表決程序提出之疑問亦會獲得解答。投票結果會在進行投票表決當日分別登載於聯交所及本公司網站。

#### 投資者關係

本公司明白向持有合法權益的人士交代其業務狀況及回應彼等提問的責任。此外，本公司亦會及時答覆一般公眾及個別股東之提問。在所有情況下，本公司均已採取審慎態度，確保不會選擇性地披露任何內幕消息。本公司在透過聯交所發放公告時，該等資料亦會登載於本公司網站以供瀏覽。

#### 章程文件

截至二零一七年十二月三十一日止年度，本公司的章程文件並無變動。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層之履歷

#### Directors

##### Mr. Lau Yau Cheung, aged 57

*Independent Non-Executive Director, Chairman of the Board, chairman of Nomination Committee*

*Member of each of Audit Committee and Remuneration Committee*

is an independent non-executive Director since 7 August 2017, and was appointed as the Chairman of the Board with effect from 18 August 2017. He holds a bachelor's degree in commerce from the University of Toronto in Canada. Mr. Lau has over 23 years of experience in business strategies and corporate finance and 6 years of experience in the securities trading business. He has served in various senior management positions with both private and public companies in Hong Kong and overseas. From 1999 to present, Mr. Lau serves as the managing director of BH Capitalink Development Limited.

##### Mr. Hung Tsung Chin, aged 57

*Executive Director, Authorised Representative*

is the founder of the Group, which was founded in November 1989. He was the Chairman of the Board until 18 August 2017. Mr. Hung acts as an executive Director and authorised representative of the Company. He is also the chief executive officer of several subsidiaries of the Company which mainly are engaged in the Manufacturing and Trading of Electronic Products Business Division.

Mr. Hung has over 28 years of management experience in the electronics manufacturing industry. He graduated from the National Chengchi University in Taiwan, with a bachelor's degree in business administration. He also completed the executives programme from the Graduate School of Business Administration, National Chengchi University.

Mr. Hung is the husband of Ms. Chen Mei Huei, a former executive Director and resigned as executive Director on 18 August 2017. Ms. Chen is currently the director of several subsidiaries of the Company and the chief executive officer of the Satellite Broadcasting Services Business Division.

#### 董事

##### 劉幼祥先生，57歲

*獨立非執行董事，董事會主席，提名委員會主席  
審核委員會及薪酬委員會成員*

由二零一七年八月七日起擔任獨立非執行董事，及獲委任為董事會主席，自二零一七年八月十八日起生效。彼持有加拿大多倫多大學商學學士學位。劉先生擁有逾23年業務策略及企業融資經驗及6年證券交易業務經驗。彼曾於香港及海外之私人及公眾公司擔任多個高級管理層職位。自一九九九年至今，劉先生擔任蒼聯發展有限公司之董事總經理。

##### 洪聰進先生，57歲

*執行董事，授權代表*

為本集團創辦人，本集團成立於一九八九年十一月。彼於二零一七年八月十八日前擔任董事會主席職務。洪先生出任本公司執行董事及授權代表。彼亦為本公司製造及買賣電子產品業務部之數間附屬公司之執行長。

洪先生在電子製造行業具備超過28年的管理經驗。彼畢業於臺灣國立政治大學，持有企業管理學士學位。彼亦完成國立政治大學企業管理研究所企業家班課程。

洪先生為前執行董事陳美惠女士（於二零一七年八月十八日已辭任執行董事）的丈夫。陳女士現時為數間本公司附屬公司的董事及衛星廣播服務業務部的執行長。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

### 董事及高級管理層之履歷 (續)

#### Mr. Chen Wei Chun, aged 41

*Executive Director, Chief Financial Officer*

joined the Group in May 2015 and was appointed as an executive Director and chief financial officer of the Company on 28 August 2015 and 30 November 2017, respectively. He is also the director and the chief financial officer of Pro Brand Technology, Inc., a non-wholly owned subsidiary of the Company. Mr. Chen graduated from National Chengchi University and Shih Chien University with a master degree in finance and a master degree in business administration, respectively. He is well experience in accounting and finance industries. Prior to joining the Group, Mr. Chen was the head of finance department of TTY Biopharm Company Limited and head of finance department of K.H.S. Musical Instrument Company Limited.

#### Mr. Kuo Jen Hao, aged 41

*Non-Executive Director*

was appointed as a non-executive Director on 18 August 2017. He graduated with a bachelor's degree in Business Administration from Aletheia University in Taiwan and holds a master degree of business administration from Pace University in 2003 in the United States. Mr. Kuo is a certified public accountant of the New Jersey State Board of Accountancy.

He has several years of work experience in investment advisory, financial advisory and corporate finance at PricewaterhouseCoopers, Bank of America Merrill Lynch and Private Equity Management Group and held various key roles at several private and listed companies engaging in (i) the administrative and corporate business; (ii) corporate finance; and (iii) general management in real estate development business, shipping business, retailing business and logistics business. Mr. Kuo has a wealth of experience in business strategy development and innovation management.

#### 陳偉鈞先生，41歲

*執行董事，財務長*

於二零一五年五月加入本集團，並分別於二零一五年八月二十八日和二零一七年十一月三十日獲委任為本公司執行董事及財務長。彼亦為本公司非全資附屬公司Pro Brand Technology, Inc.的董事及財務長。陳先生畢業於國立政治大學及實踐大學並分別取得財務學碩士及企業管理碩士。彼於會計及金融業擁有豐富經驗。加入本集團前，陳先生曾任職於台灣東洋藥品工業(股)公司財務主管及功學社教育用品(股)公司財務處主管。

#### 郭人豪先生，41歲

*非執行董事*

於二零一七年八月十八日獲委任為非執行董事。彼畢業於台灣真理大學，獲得工商管理學士學位，並於二零零三年取得美國佩斯大學之工商管理碩士學位。郭先生為新澤西州會計委員會之執業會計師。

彼於羅兵咸永道會計師事務所、美銀美林及Private Equity Management Group累積數年有關投資顧問、財務顧問及企業融資之經驗，並曾於若干私人及上市公司擔任不同的主要職位，有關公司乃從事(i)行政管理及企業業務；(ii)企業融資；及(iii)房地產發展業務、航運業務、零售業務及物流業務之日常管理。郭先生於制定業務策略及創新管理方面擁有豐富經驗。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

### 董事及高級管理層之履歷 (續)

He is the chairman and the general manager of First Steamship Company Limited ("First Steamship"), a company listed on the Taiwan Stock Exchange Corporation ("TWSE") (TWSE Stock Code: 2601). Mr. Kuo is also a director and the chairman of Grand Ocean Retail Group Limited, a company listed on the TWSE (TWSE Stock Code: 5907) and a subsidiary of First Steamship, a director of Taiwan Environment Scientific Co., Ltd., a company listed on the Taipei Exchange, a director of IRC Properties, Inc., a company listed on the Philippine Stock Exchange, and non-executive director and chairman of the board of Summit Ascent Holdings Limited (Stock Code: 102). First Steamship is a substantial shareholder of the Company and through its subsidiaries collectively holds 29% of the issued share capital of the Company. Mr. Kuo is also a director of several subsidiaries of the First Steamship including but not limited to Mariner Finance Limited, Morton Securities Limited and First Steamship S.A..

#### **Mr. Li Chak Hung, aged 53**

*Independent Non-Executive Director, chairman of Audit Committee  
Member of each of Remuneration Committee and Nomination Committee*

is an independent non-executive Director since September 2016. He is graduated from The Chinese University of Hong Kong and holds a Bachelor's Degree of Business Administration. He is a practicing Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a Fellow of The Taxation Institute of Hong Kong. He has over 27 years' experience in accounting, auditing, taxation and financial management. Mr. Li is currently an independent non-executive director of DreamEast Group Limited (formerly known as SkyOcean International Holdings Limited) (Stock Code: 593) and an independent non-executive director of AsiaSec Properties Limited (formerly known as Dan Form Holdings Company Limited) (Stock Code: 271), both companies are listed on main board of the Stock Exchange.

#### **Mr. Wu Chia Ming, aged 49**

*Independent Non-Executive Director, chairman of Remuneration Committee  
Member of each of Audit Committee and Nomination Committee*

is an independent non-executive Director since December 2014. He has a master's degree in business administration from the Institute of International Business, National Chen-kung University and a bachelor's degree in electronic engineering from Chung Yuan Christian University in Taiwan. Mr. Wu has nearly 23 years of experience in financial analysis and fund management. Currently, he is the chairman of Fortune-Future Investment Co., Ltd. Prior to that, Mr. Wu was a fund manager of KGI Securities Investment Trust Co., Ltd.

彼為益航股份有限公司(「益航」)，一間於臺灣證券交易所(「臺灣證券交易所」)上市之公司(臺灣證券交易所股份代號：2601)之董事長兼總經理。郭先生亦為大洋百貨集團有限公司(一間於臺灣證券交易所上市之公司(臺灣證券交易所股份代號：5907)，並為益航之附屬公司)之董事兼董事長、台境企業股份有限公司(該公司於臺灣證券櫃檯買賣中心上市)之董事、IRC Properties, Inc. (該公司於菲律賓證券交易所上市)之董事，及凱升控股有限公司(股份代號：102)之非執行董事兼董事會主席。益航為本公司之主要股東，並透過其附屬公司合共持有本公司已發行股本之29%。郭先生亦為益航若干附屬公司之董事，包括但不限於友成融資租賃有限公司、萬基證券有限公司及First Steamship S.A.。

#### **李澤雄先生，53歲**

*獨立非執行董事，審核委員會主席  
薪酬委員會及提名委員會成員*

由二零一六年九月起擔任獨立非執行董事。彼畢業於香港中文大學並持有工商管理學士學位，並為香港會計師公會執業會計師及香港稅務學會資深會員。彼於會計、審計、稅務及財務管理工作方面擁有27年經驗。李先生現為聯交所主板上市公司夢東方集團有限公司(前稱天洋國際控股有限公司)(股份代號：593)的獨立非執行董事及亞證地產有限公司(前稱丹楓控股有限公司)(股份代號：271)的獨立非執行董事。

#### **吳嘉明先生，49歲**

*獨立非執行董事，薪酬委員會主席  
審核委員會及提名委員會成員*

由二零一四年十二月起擔任獨立非執行董事。彼擁有成功大學企管研究所碩士學位及中原大學電子工程系學士學位。吳先生擁有接近23年財務分析及基金管理工作經驗。彼目前擔任財欣投資股份有限公司主席。此前，吳先生為凱基證券投資信託股份有限公司的基金管理人。



## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

### 董事及高級管理層之履歷 (續)

#### Senior Management

##### **Ms. Chen Mei Huei, aged 55**

*Director of several subsidiaries of the Company and Chief Executive Officer of Satellite Broadcasting Services Business Division*

is a co-founder of the Group in 1989. She is responsible for the development of the Satellite Broadcasting Services Business Division and the overall management of the Group including all overseas offices. Ms. Chen has been actively engaged in the sales and marketing development of the Group in Taiwan and the international markets for more than 28 years and has particular focus on new customers and new market development in recent years. She graduated from Tamkang University in Taiwan with a dual bachelor degree in Spanish Literature and International Trade. Ms. Chen is the wife of Mr. Hung Tsung Chin, an executive Director and authorised representative of the Company. Mr. Hung is also the chief executive officer of several subsidiaries of the Company which mainly are engaged in the Manufacturing and Trading of Electronic Products Business Division.

##### **Mr. Frank Karl-Heinz Fischer, aged 58**

*Director of several subsidiaries of the Company, Vice President of the Group, Chief Technology Officer of the Group*

joined the Group in January 2008 and is responsible for the development of the Satellite Broadcasting Services Business Division and the global marketing strategy of the Group. He has more than 29 years of experience in hardware and software development for consumer electronic products in Europe and has been involved in Digital TV technologies since the beginning of Digital Video Broadcasting Project (DVB) in 1994. Mr. Fischer graduated as diploma degree engineer for automation technology and cybernetics from the Technical University Leizig in Germany.

##### **Mr. Hsiao Yu Jung, aged 52**

*Deputy General Manager of the Group's cable division*

is responsible for procurement, manufacturing and development of the Group's cable products. He obtained a diploma in mechanical design engineering from the National Formosa University in Taiwan. Mr. Hsiao joined the Group in July 2002.

#### 高級管理層

##### **陳美惠女士，55歲**

*數間本公司附屬公司的董事及衛星廣播服務業務部的執行長*

自一九八九年起為本集團聯合創辦人。彼負責衛星廣播服務業務部發展及本集團（包括全部海外辦公室）的整體管理。陳女士已持續積極參與本集團在台灣及國際市場的銷售及營銷發展超過28年，並於近年來特別關注新客戶及新市場發展。彼畢業於台灣淡江大學，擁有西班牙文學及國際貿易雙學士學位。陳女士為本公司執行董事兼授權代表洪聰進先生的妻子。洪先生亦為本公司數間主要從事製造及買賣電子產品業務部之附屬公司之執行長。

##### **Frank Karl-Heinz Fischer先生，58歲**

*數間本公司附屬公司的董事，本集團副總裁，本集團技術長*

於二零零八年一月加入本集團，負責衛星廣播服務業務部發展及本集團的全球營銷策略。彼於歐洲消費電子產品硬件及軟件開發方面擁有逾29年經驗，並自一九九四年數碼視頻廣播項目(DVB)開始以來一直從事數碼電視技術。Fischer先生於德國的Technical University Leizig取得自動化技術和控制學工程學學位。

##### **蕭有容先生，52歲**

*本集團電纜部副總經理*

負責採購、製造及開發本集團電纜產品。彼畢業於臺灣國立虎尾科技大學，獲機械設計工程學文憑。蕭先生於二零零二年七月加盟本集團。



## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

### 董事及高級管理層之履歷 (續)

#### **Mr. Su Jow Shi, aged 54**

*General Manager of the Group's digital TV division*

is responsible for manufacturing operations. He graduated from the San Diego State University where he earned a Master of Public Administration degree. Mr. Su joined the Group in September 1995.

#### **Ms. Su Wan Ling (also named Ms. aka Julia Swen), aged 53**

*Director of Pro Brand Technology, Inc.*

has been working in our Group since 2007 and is responsible for promoting the cable products and digital television products in the market of the United States. She graduated from the University of California, with a bachelor's degree in Biochemistry; a master's degree in Environmental Science and a master's degree of Business Administration. Ms. Su has over 23 years of experience in research of biotechnology field and business management.

#### **Mr. Sven Willig, aged 45**

*General Manager of Intelligent Digital Services GmbH*

has joined the Group since 2005 and is currently responsible for hardware and software development and sales of Digital Video Broadcasting Products. He has over 18 years of management experience in the development and quality control of digital television technologies.

#### **蘇兆熙先生，54歲**

*本集團數碼電視部總經理*

主管製造業務。彼畢業於聖迭戈州立大學，持公共管理碩士學位。蘇先生於一九九五年九月加盟本集團。

#### **蘇婉玲女士 (又名aka Julia Swen女士)，53歲**

*Pro Brand Technology, Inc.的董事*

自二零零七年起任職於本集團至今，負責於美國市場推廣電纜產品及數碼電視產品。彼畢業於加州州立大學，並持有生物化學科技學士學位、環保工程碩士學位及工商管理碩士學位。蘇女士在生物技術研究及業務管理方面具超過23年經驗。

#### **Sven Willig先生，45歲**

*Intelligent Digital Services GmbH的總經理*

於二零零五年加入本集團，現時負責數碼視頻廣播產品的硬件和軟件開發及銷售。彼在數碼電視技術的開發及質量控制方面具備超過18年的管理經驗。

# REPORT OF THE DIRECTORS

## 董事會報告

The Board is pleased to present the audited consolidated financial statements of the Group for the year ended 31 December 2017.

### Principal Activities

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 46 to the consolidated financial statements of the Group.

An analysis of the Group's revenue and operating results for the year ended 31 December 2017 by principal activities is set out in note 7 to the consolidated financial statements of the Group.

### Results

The results of the Group for the year ended 31 December 2017 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 79 to 80 of this annual report.

### Business Review

The business review of the Group for the year ended 31 December 2017 is set out as below:

董事會欣然提呈本集團截至二零一七年十二月三十一日止年度的經審核綜合財務報表。

### 主要業務

本公司為一間投資控股公司，其主要附屬公司的業務載於本集團綜合財務報表附註46。

本集團截至二零一七年十二月三十一日止年度主要活動的收益及經營業績分析載於本集團綜合財務報表的附註7。

### 業績

本集團截至二零一七年十二月三十一日止年度的業績載於本年報第79頁至第80頁的綜合損益及其他全面收益表。

### 業務回顧

本集團截至二零一七年十二月三十一日止年度的業務回顧載列如下：

	Section(s) in this annual report 本年報之章節	Page no. of the annual report 本年報之頁碼
a. Fair review of the Company's business 本公司業務的合理檢討	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析	7 to 13 第7頁至第13頁
b. Description of the principal risks and uncertainties the Company is facing 描述本公司正面對的主要風險及 不穩定因素	Chairman's Letter to Shareholders 主席致股東報告 Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析	5 to 6 第5頁至第6頁 7 to 13 第7頁至第13頁
c. Particulars of important events affecting the Company that have occurred since the year ended 31 December 2017 自截至二零一七年十二月三十一日止 年度起發生的影響本公司的重要事項 詳情	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析 Financial Review 財務回顧	7 to 13 第7頁至第13頁 14 to 23 第14頁至第23頁

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

		Section(s) in this annual report 本年報之章節	Page no. of the annual report 本年報之頁碼
d.	Indication of likely future development of the Company's business 本公司業務未來可能發展的跡象	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析	7 to 13 第7頁至第13頁
e.	Analysis using financial key performance indicators 使用財務主要表現指標的分析	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析 Financial Review 財務回顧 Financial Summary 財務摘要	7 to 13 第7頁至第13頁 14 to 23 第14頁至第23頁 244 第244頁
f.	Discussion on the Company's environmental policies and performance 有關本公司環境政策及表現的討論	Corporate Governance Report 企業管治報告 Further information about the Company's environmental policies and performance will be disclosed in the "Environment, Social and Governance Report 2017" (a standalone report) 有關本公司環境政策及表現的進一步資料將於「二零一七年環境、社會及管治報告」(一份獨立報告)中披露	42 第42頁 Not applicable 不適用
g.	An account of the Company's key relationships with its employees, customers and suppliers and others that have a significant impact on the Company and on which the Company's success depend 本公司與其僱員、客戶及供應商以及對本公司有重大影響及本公司的成功所依賴的其他人士的關係敘述	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析 Report of the Directors 董事會報告	7 to 13 第7頁至第13頁 50 to 68 第50頁至第68頁
h.	Discussion on the Company's compliance with the relevant laws and regulations that have a significant impact on the Company 本公司遵守對本公司有重大影響的相關法規及規定的情況討論	Corporate Governance Report 企業管治報告 Report of the Directors 董事會報告	24 to 44 第24頁至第44頁 50 to 68 第50頁至第68頁

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

#### Final Dividend

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2017 (2016: Nil).

#### Property, Plant and Equipment

Details of the movements in property, plant and equipment during the year ended 31 December 2017 are set out in note 14 to the consolidated financial statements of the Group.

#### Investment Properties

On 19 December 2017, the Group entered into the preliminary agreement with Eastern Beauty Global Limited for the sale and purchase of the office properties in Hong Kong at a consideration of approximately HK\$97,396,000 (the "Disposal"). Details of the Disposal are set out in the announcement of the Company dated 19 December 2017.

Details of the movements in the investment properties of the Group during the year ended 31 December 2017 are set out in note 17 to the consolidated financial statements of the Group.

#### Borrowings

Details of the borrowings during the year ended 31 December 2017 are set out in note 31 to the consolidated financial statements of the Group.

#### Share Capital

On 20 March 2017, the Company announced the Open Offer of 1,967,295,201 Open Offer Shares on the basis of three Open Offer Shares for every two shares of the Company then held on the 12 May 2017 at the subscription price of HK\$0.12 per Open Offer Share. The completion of the Open Offer took place on 19 July 2017. 1,967,295,201 Open Offer Shares were allotted and issued pursuant to the Open Offer and the net proceeds after deduction of expenses from the Open Offer were approximately HK\$223.7 million which was intended to apply such net proceeds as to (i) HK\$138.5 million for repayment of bank and other borrowings of the Group; (ii) HK\$67 million for the development of the Direct-to-Home satellite television service in MEMA; and (iii) HK\$15 million for general working capital of the Group as set out in the Prospectus.

#### 末期股息

董事不建議就截至二零一七年十二月三十一日止年度派發末期股息(二零一六年:無)。

#### 物業、廠房及設備

本集團物業、廠房及設備於截至二零一七年十二月三十一日止年度的變動詳情載於本集團綜合財務報表附註14。

#### 投資物業

於二零一七年十二月十九日,本集團與東美環球有限公司訂立臨時協議買賣於香港的辦公室物業,代價為約97,396,000港元(「出售事項」)。出售事項的詳情載於本公司日期為二零一七年十二月十九日的公告。

本集團截至二零一七年十二月三十一日止年度的投資物業變動詳情載於本集團綜合財務報表附註17。

#### 借貸

本集團截至二零一七年十二月三十一日止年度的借貸詳情載於本集團綜合財務報表附註31。

#### 股本

於二零一七年三月二十日,本公司宣佈公開發售1,967,295,201股公開發售股份,基準為於二零一七年五月十二日每持有兩股本公司現有股份獲發三股公開發售股份按認購價每股公開發售股份0.12港元。公開發售已於二零一七年七月十九日完成。1,967,295,201股公開發售股份已根據公開發售獲配發及發行,扣除開支後的公開發售所得款項淨額約為223,700,000港元,本公司擬將該等所得款項淨額中誠如售股章程所載(i) 138,500,000港元用於償還本集團之銀行及其他借貸; (ii) 67,000,000港元用於在MEMA發展直接入屋衛星電視服務;及(iii) 15,000,000港元用作本集團之一般營運資金。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

Details of the Open Offer were disclosed in the announcements of the Company dated 20 March 2017, 15 June 2017 and 18 July 2017; the circular of the Company dated 24 May 2017; and the Prospectus.

Details of the movements in the share capital of the Company during the year ended 31 December 2017 are set out in note 34 to the consolidated financial statements of the Group.

### Equity Linked Agreements

Save as disclosed in the section headed "Share Option Scheme", no equity linked agreements were entered into during or subsisted at the end of the year ended 31 December 2017.

### Directors' Right to Acquire Shares or Debentures

Save as disclosed in the section headed "Share Option Scheme", at no time during the year ended 31 December 2017 was the Company, any of its subsidiaries, fellow subsidiaries or its holding companies 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 body corporate.

### Distributable Reserves

As at 31 December 2017, the Company did not have the distributable reserve (2016: approximately HK\$81.86 million).

Details of the movements in reserves during the year ended 31 December 2017 are set out in note 47 to the consolidated financial statements of the Group.

公開發售的詳情披露於本公司日期為二零一七年三月二十日、二零一七年六月十五日及二零一七年七月十八日的公佈，本公司日期為二零一七年五月二十四日的通函，及售股章程。

本公司截至二零一七年十二月三十一日止年度的股本變動詳情載於本集團綜合財務報表附註34。

### 股權掛鈎協議

除於「購股權計劃」一節披露者外，於截至二零一七年十二月三十一日止年度末，概無訂立或存續股權掛鈎協議。

### 董事收購股份或債券的權利

除於「購股權計劃」一節披露者外，於截至二零一七年十二月三十一日止年度，本公司、其任何附屬公司、同系附屬公司或控股公司概無訂立任何安排，使董事可藉收購本公司或任何法人團體之股份或債券而獲益。

### 可供分派儲備

於二零一七年十二月三十一日，本公司並無可供分派儲備（二零一六年：約81,860,000港元）。

截至二零一七年十二月三十一日止年度儲備變動之詳情載於本集團綜合財務報表附註47。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

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

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

#### Donations

The Group did not make any donation for the year ended 31 December 2017 (2016: Nil).

#### Permitted Indemnity Provision

The Bye-Laws provide that every Director is entitled to be indemnified out of the assets of the Company against all losses and damages which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

The Group has taken out and maintained directors' liability insurance throughout the year, which provides appropriate cover for the Directors.

The permitted indemnity provision was in force during the year ended 31 December 2017 for the benefit of the Directors.

根據百慕達一九八一年公司法（經修訂），本公司的繳入盈餘賬可用作分派。然而，在下列情況下，本公司不得以繳入盈餘宣派或派付股息或作出分派：

- (a) 現時或於付款後無法支付到期負債；或
- (b) 其資產的可變現價值將因而少於其負債與已發行股本及股份溢價賬的總和。

#### 捐款

於截至二零一七年十二月三十一日止年度，本集團並無作出任何捐款（二零一六年：無）。

#### 獲准許的彌償條文

根據細則，每名董事均有權從本公司資產中彌償其執行職務時或進行與此有關之其他事宜可能蒙受或招致之一切損失及責任。

本集團於年內已購買及維持董事責任保險，為本集團董事提供適當的保障。

為著董事之利益，獲准許的彌償條文於截至二零一七年十二月三十一日止年度生效。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

#### Financial Summary

A financial summary of the Group is set out on page 240 of this annual report.

#### Major Customers and Suppliers

For the year ended 31 December 2017, the aggregate sales attributable to the Group's five largest customers amounted to approximately 52.8% of the Group's total sales and the sales attributable to the Group's largest customer were approximately 29.0% of the Group's total sales.

For the year ended 31 December 2017, the aggregate purchases attributable to the Group's five largest suppliers amounted to approximately 35.0% of the Group's total purchases and the purchases attributable to the Group's largest supplier were approximately 13.8% of the Group's total purchases.

None of the Directors, their close associates or any Shareholders (who to the knowledge of the Directors own more than 5% of the issued shares of the Company) had any interests in the five largest customers and suppliers of the Group for the year ended 31 December 2017.

#### Management Contracts

No contracts other than employment 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 ended 31 December 2017.

#### Litigation

The details of the Group's litigation proceedings are set out in note 48 to the consolidated financial statements of the Group.

#### 財務摘要

本集團財務摘要載於本年報第240頁。

#### 主要客戶及供應商

於截至二零一七年十二月三十一日止年度，本集團向五大客戶的總銷售額佔本集團總銷售額約52.8%，而向最大客戶的銷售額佔本集團總銷售額約29.0%。

於截至二零一七年十二月三十一日止年度，本集團向五大供應商的總採購額佔本集團總採購額約35.0%，而向最大供應商的採購額佔本集團總採購額約13.8%。

於截至二零一七年十二月三十一日止年度，董事、彼等的緊密聯繫人或任何股東（就董事所知擁有本公司已發行股份5%以上）概無擁有本集團五大客戶及供應商任何權益。

#### 管理合約

除僱傭合約外，於截至二零一七年十二月三十一日止年度概無訂立或存在涉及本公司全部業務或其中任何重大部分之管理及行政合約。

#### 法律訴訟

本集團法律訴訟之詳情載於本集團綜合財務報表附註48。



## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

#### Directors and Directors' Service Contracts

The Directors during the year ended 31 December 2017 and up to the date of this annual report are:

##### Executive Directors

- Mr. Hung Tsung Chin  
(resigned as Chairman but remained as an Executive Director with effect from 18 August 2017)
- Mr. Chen Wei Chun (appointed as Chief Financial Officer with effect from 30 November 2017)
- Ms. Chen Mei Huei (resigned as an Executive Director and Chief Executive Officer with effect from 18 August 2017)
- Mr. Liao Wen I  
(resigned with effect from 18 August 2017)
- Mr. Frank Karl-Heinz Fischer  
(resigned with effect from 18 August 2017)

##### Non-Executive Director

- Mr. Kuo Jen Hao (appointed with effect from 18 August 2017)

##### Independent Non-Executive Directors

- Mr. Lau Yau Cheung (Chairman)  
(appointed as an Independent Non-Executive Director with effect from 7 August 2017 and appointed as Chairman with effect from 18 August 2017)
- Mr. Li Chak Hung
- Mr. Wu Chia Ming
- Mr. Han Chien Shan  
(resigned with effect from 7 August 2017)

In accordance with Bye-law 86(2) of the Bye-Laws, Mr. Kuo Jen Hao and Mr. Lau Yau Cheung shall hold office only until the next following annual general meeting of the Company and, being eligible, offer themselves for re-election at the forthcoming annual general meeting ("2018 AGM").

In accordance with Bye-law 87 of the Bye-Laws, Mr. Chen Wei Chun shall retire from office by rotation and, being eligible, offer himself for re-election at the 2018 AGM.

#### 董事及董事的服務合約

於截至二零一七年十二月三十一日止年度及截至本報告日期的董事如下：

##### 執行董事

- 洪聰進先生  
(已辭任主席，但留任為執行董事，自二零一七年八月十八日起生效)
- 陳偉鈞先生 (已獲委任為財務長，自二零一七年十一月三十日起生效)
- 陳美惠女士 (已辭任執行董事及執行長，自二零一七年八月十八日起生效)
- 廖文毅先生  
(已辭任，自二零一七年八月十八日起生效)
- Frank Karl-Heinz Fischer先生  
(已辭任，自二零一七年八月十八日起生效)

##### 非執行董事

- 郭人豪先生 (已獲委任，自二零一七年八月十八日起生效)

##### 獨立非執行董事

- 劉幼祥先生 (主席)  
(已獲委任為獨立非執行董事，自二零一七年八月七日起生效，並已獲委任為主席，自二零一七年八月十八日起生效)
- 李澤雄先生
- 吳嘉明先生
- 韓千山先生  
(已辭任，自二零一七年八月七日起生效)

根據細則第86(2)條，郭人豪先生及劉幼祥先生應只任職至本公司下屆股東週年大會，並於本屆股東週年大會（「二零一八年股東週年大會」）上符合資格膺選連任。

根據細則第87條，陳偉鈞先生須於二零一八年股東週年大會上輪席退任，並符合資格膺選連任。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

No Director proposed for re-election at the 2018 AGM has entered into a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation other than statutory compensation.

#### Changes to Information in Respect of Directors

In accordance with rule 13.51B(1) of the Listing Rules, the changes to information required to be disclosed by the Directors pursuant to paragraphs (a) to (e) and (g) of rule 13.51(2) between 28 August 2017 (being the date of approval of the Company's interim report 2017) and up to the date of this report are set out below:

1. The annual remuneration package of Mr. Chen Wei Chun for acting as director of Pro Brand Technology, Inc. increased to NTD2,500,000 with effect from 1 January 2017.
2. The remuneration package of Mr. Hung Tsung Chin was adjusted to include HK\$58,000 per month, RMB14,000 per month, NT\$88,000 per month and HK\$5,000 per month with effect from 18 August 2017.
3. The director fee of Mr. Wu Chia Ming increased to HK\$6,000 per month with effect from 18 August 2017.
4. The director fee of Mr. Chen Wei Chun for acting as Director increased to HK\$6,000 per month with effect from 1 September 2017.
5. Mr. Chen Wei Chun was appointed as Chief Financial Officer with effect from 30 November 2017 and his remuneration package for acting as Chief Financial Officer was a salary of HK\$35,000 per month with double pay on pro rata basis payable.
6. Mr. Kuo Jen Hao was appointed as a non-executive director and chairman of the board of Summit Ascent Holdings Limited (Stock Code: 102) with effect from 28 December 2017.

概無擬於二零一八年股東週年大會上重選的董事與本公司或其任何附屬公司訂立僱用公司不可在一年內免付賠償(法定賠償除外)而終止的服務合約。

#### 有關董事資料變動

根據上市規則第13.51B(1)條，於二零一七年八月二十八日(即本公司二零一七年年報的批准日期)直至本年報日期根據第13.51(2)條第(a)至(e)及第(g)段須由董事予以披露的資料變動如下：

1. 陳偉鈞先生擔任Pro Brand Technology, Inc.董事的年度薪酬待遇增加至新台幣2,500,000元，自二零一七年一月一日起生效。
2. 洪聰進先生的薪酬待遇調整為包括每月58,000港元、每月人民幣14,000元、每月新台幣88,000元及每月5,000港元，自二零一七年八月十八日起生效。
3. 吳嘉明先生的董事袍金增加至每月6,000港元，自二零一七年八月十八日起生效。
4. 陳偉鈞先生擔任董事的董事袍金增加至每月6,000港元，自二零一七年九月一日起生效。
5. 陳偉鈞先生獲委任為財務長，自二零一七年十一月三十日起生效，其出任財務長的薪酬待遇為每月35,000港元，並應按比例支付雙糧。
6. 郭人豪先生獲委任為凱升控股有限公司(股份代號：102)非執行董事兼董事會主席，自二零一七年十二月二十八日起生效。

## REPORT OF THE DIRECTORS *(Continued)* 董事會報告 (續)

### Directors' and Senior Management's Emoluments and Five Highest Paid Individuals

Details of the remuneration of the Directors, together with those of the five highest paid individuals of the Group and senior management for the year ended 31 December 2017 are set out in note 11 to the consolidated financial statements of the Group and Corporate Governance Report on page 35 respectively.

The emolument payable to the Directors (including salary and other benefits) are recommended by the Remuneration Committee of the Company for the Board's approval, having regard to the Group's operating results, individual performance and comparable market statistics.

### Directors' Interests in Transactions, Arrangement or Contracts of Significance

No transactions, arrangements or contracts of significance in relation to the Company's business to which the Company, any of its subsidiaries, its fellow subsidiaries or its holding companies was a party and in which a Director or his or her connected entities had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year ended 31 December 2017.

### Directors' and Their Associates' Interests in Competing Business

As at 31 December 2017, none of the Directors and their associates (as defined in the Listing Rules) were considered to be interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

### Related Party Transactions

A summary of significant related party transactions made during the year ended 31 December 2017 is disclosed in note 43 to the consolidated financial statements of the Group.

The related party transactions did not constitute connected transactions/ continuing connected transactions under the Listing Rules.

### 董事及高級管理層酬金及五名最高酬金個別人士

董事及本集團五名最高酬金個別人士以及高級管理層於截至二零一七年十二月三十一日止年度的酬金詳情分別載於本集團綜合財務報表附註11及企業管治報告第35頁。

應付董事的酬金(包括薪金及其他福利)乃由本公司薪酬委員會經參考本集團經營業績、個人表現及可比較市場數據後推薦建議予董事會批准。

### 董事於重大交易、安排或合約中的權益

於截至二零一七年十二月三十一日止年度，本公司、其任何附屬公司、其同系附屬公司或其控股公司概無訂立任何董事或彼之關連實體於當中直接或間接擁有重大權益，且於年終或年內任何時間仍然存續，有關本公司業務的重大交易、安排或合約。

### 董事及彼等聯繫人於競爭性業務中的權益

於二零一七年十二月三十一日，概無董事及彼等聯繫人(定義見上市規則)被視為於任何直接或間接與本集團業務構成競爭或可能構成競爭的業務中擁有權益。

### 關聯人士交易

於截至二零一七年十二月三十一日止年度內進行之重大關聯人士交易概要於本集團綜合財務報表附註43中披露。

該等關聯人士交易並不構成上市規則項下的關連交易／持續關連交易。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

#### Share Option Scheme

On 17 March 2005, the share option scheme ("Share Option Scheme") was approved and adopted by the then Shareholders. A summary of the principal terms of the Share Option Scheme is set out as follows:

**(i) Purpose of the Share Option Scheme**

The purpose of the Share Option Scheme is to recognize the contributions of the participants.

**(ii) Eligible Participants**

The participants of the Share Option Scheme are directors or employees, any business consultants, business partners, suppliers, customers, agents, financial or legal adviser, debtors or creditors who will contribute or have contributed to the Company or any of its subsidiaries.

**(iii) Grant of Options**

The Board shall be entitled at any time, within 10 years after the date of adoption of the Share Option Scheme, to make an offer of the grant of an option to any participant.

**(iv) Payment on Acceptance of Option Offer**

HK\$1.00 is payable by the participant to the Company on acceptance of the option offer as consideration for the grant within 30 days from the date upon which the option offer is made.

#### 購股權計劃

於二零零五年三月十七日，當時之股東批准並採納購股權計劃（「購股權計劃」）。該購股權計劃之主要條款概要載列如下：

**(i) 購股權計劃目的**

購股權計劃目的為嘉獎參與人的貢獻。

**(ii) 合資格參與人**

購股權計劃參與人為將會或已經對本公司或其任何附屬公司作出貢獻的董事或僱員、任何業務諮詢人、業務夥伴、供應商、客戶、代理或財務或法律顧問、債務人或債權人。

**(iii) 授出購股權**

董事會有權於採納購股權計劃日期起十年期間內任何時間發出向任何參與人授出購股權的要約。

**(iv) 接納購股權要約的繳款**

參與人接納購股權要約須於購股權要約作出當日起計三十日內向本公司支付1.00港元以作為獲授購股權的代價。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

#### (v) Subscription Price of Shares

The subscription price of an option to subscribe for shares granted pursuant to the Share Option Scheme shall be the highest of:

- the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date on which an option offer is made to a participant, which must be a business day;
- the average of the closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date on which an option offer is made; and
- the nominal value of a share.

#### (vi) Total Number of Shares Available for Issue

The Company had 3,026,400 shares available for issue under the Share Option Scheme, representing 0.09% of the issued share capital of the Company as at the date of this report.

#### (v) 股份認購價

根據購股權計劃授出購股權以認購股份之認購價為以下最高者：

- 股份於向參與人作出購股權要約日期（須為營業日）在聯交所每日報價表所列之收市價；
- 股份於緊接作出購股權要約日期前五個營業日在聯交所每日報價表所列之平均收市價；及
- 股份之面值。

#### (vi) 可予發行的股份總數

本公司根據購股權計劃可予發行之股份數目為3,026,400股，相當於本報告日期本公司已發行股本之0.09%。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

#### (vii) Maximum Entitlement of Shares of each Participant

The total number of shares issued and to be issued upon exercise of all options granted under the Share Option Scheme and any other share option scheme of the Company to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue. Where shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme and any other share option scheme of the Company (including options exercised, cancelled and outstanding) to a participant who is a substantial Shareholder or an independent non-executive Director, or any of his or her associate in the 12-month period up to and including the date of grant, (1) representing in aggregate more than 0.1% of the total number of shares in issue; and (2) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5 million, the proposed grant of option must be approved by the Shareholders by poll in general meeting.

#### (viii) Time of Exercise of Option

The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years from the date of grant of the relevant option. The Board has the authority to determine the minimum period for which an option must be held before it can be exercised.

#### (vii) 每名參與人可獲發的最高股份數目

每名參與人在任何12個月期間根據購股權計劃及本公司任何其他購股權計劃獲授的全部購股權(包括已行使及尚未行使的購股權)獲行使時發行及將予發行的股份總數不得超過已發行股份總數的1%。倘身為主要股東或獨立非執行董事、或任何彼等之聯繫人之參與人在直至及包括授出日期之12個月期間根據購股權計劃及本公司任何其他購股權計劃已經及將獲授的全部購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時發行及將予發行的股份(1)合計超過已發行股份總數之0.1%;及(2)按股份於各授出日期的收市價計算的總值超過5,000,000港元,則建議授出購股權必須得到股東於股東大會上以投票表決方式批准。

#### (viii) 行使購股權的期限

根據購股權計劃授出的任何購股權的行使期限將由任何相關購股權授出當日起計不得超過10年。董事會有權釐定購股權可予行使之前必須持有的最短期限。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

During the year, details of movements in the share options under the Share Option Scheme are as follows:

於年內，購股權計劃項下的購股權變動詳情如下：

Category and name of grantees 承授人類別及姓名	Options to subscribe for shares 可認購股份之購股權				Outstanding at 31 December 2017	Exercise price per share 每股行使價 (Note 3) (附註3)	Date of grant 授出日期 (Note 5) (附註5)	Exercisable Period 行使期 (Note 4) (附註4)
	Outstanding at 1 January 2017 於二零一七年 一月一日 尚未行使	Exercised during the year 年內行使	Adjusted during the year 年內調整 (Note 3) (附註3)	Lapsed/ Cancelled/ Expired during the year 年內失效/ 註銷/屆滿	於二零一七年 十二月 三十一日 尚未行使			
<b>Directors</b> <b>董事</b>								
Ms. Chen Mei Huei (Note 1) 陳美惠女士 (附註1)	2,000,000	-	328,000	-	2,328,000	HK\$1.761港元	22.10.2010	22.10.2012-21.10.2020
Mr. Frank Karl-Heinz Fischer (Note 2) Frank Karl-Heinz Fischer 先生 (附註2)	500,000	-	82,000	-	582,000	HK\$1.761港元	22.10.2010	22.10.2012-21.10.2020
Sub-total 小計	2,500,000	-	410,000	-	2,910,000			
<b>Employees of the Group</b> <b>本集團僱員</b>								
	100,000	-	16,400	(116,400)	-	HK\$1.512港元	27.12.2007	27.12.2009-26.12.2017
	100,000	-	16,400	-	116,400	HK\$0.957港元	01.04.2009	01.04.2011-31.03.2019
Sub-total 小計	200,000	-	32,800	(116,400)	116,400			
<b>Total</b> <b>總計</b>	2,700,000	-	442,800	(116,400)	3,026,400			

Notes:

1. Ms. Chen Mei Huei resigned as executive Director with effect from 18 August 2017.

附註：

1. 陳美惠女士已辭任執行董事，自二零一七年八月十八日起生效。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

- |   |   |
|---|---|
| <p>2. Mr. Frank Karl-Heinz Fischer resigned as executive Director with effect from 18 August 2017.</p>  | <p>2. Frank Karl-Heinz Fischer先生已辭任執行董事，自二零一七年八月十八日起生效。</p>                           |
| <p>3. The exercise price of the outstanding share options and the number of shares to be allotted and issued upon full exercise of the outstanding share options were adjusted with effect from 19 July 2017 pursuant to the relevant terms of the Share Option Scheme as a result of Open Offer.</p> | <p>3. 尚未行使購股權的行使價及尚未行使購股權因公開發售獲悉數行使時將予配發及發行的股份數目已根據購股權計劃的相關條款予以調整，自二零一七年七月十九日起生效。</p> |
| <p>4. These share options are exercisable in the following manner:</p>  | <p>4. 該等購股權可按以下方式行使：</p>  |
| <p>(i) on or after the second anniversary of the date of grant up to 10 years from the date of grant 50%</p>  | <p>(i) 於授出日期滿兩週年當日或之後直至自授出日期起10年 50%</p>  |
| <p>(ii) on or after the third anniversary of the date of grant up to 10 years from the date of grant remaining 50%</p>  | <p>(ii) 於授出日期滿三週年當日或之後直至自授出日期起10年 剩餘50%</p>   |
| <p>5. The closing prices of the shares of 26 December 2007, 31 March 2009 and 21 October 2010 immediately before the date of grant were HK\$1.76, HK\$1.07 and HK\$2.05 respectively.</p>   | <p>5. 股份於緊接授出日期前於二零零七年十二月二十六日、二零零九年三月三十一日及二零一零年十月二十一日的收市價分別為1.76港元、1.07港元及2.05港元。</p> |

The share options granted under the Share Option Scheme are not recognised as share capital in the financial statements of the Company until they are exercised.

The Share Option Scheme had expired on 16 March 2015. However, all the outstanding share options are exercisable in accordance with the terms of the Share Option Scheme and such other terms and conditions upon which the share option was granted, at any time during the option period after the share option has been granted by the Board but in any event, not longer than ten (10) years from the date upon which the share option is accepted or deemed to be accepted in accordance with the terms of the Share Option Scheme.

During the year, the Company has adopted no new share option scheme.

根據購股權計劃授出的購股權於獲行使後方於本公司財務報表確認為股本。

購股權計劃已於二零一五年三月十六日屆滿，然而，所有尚未行使購股權可於購股權獲董事會授出後的購股權期限內任何時間，惟無論如何不超過購股權根據購股權計劃的條款獲接納或被視作獲接納之日起十(10)年，根據購股權計劃的條款及授出購股權所依據的其他條款及條件予以行使。

於年內，本公司並無採納新購股權計劃。



## REPORT OF THE DIRECTORS *(Continued)* 董事會報告 (續)

### Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

The Directors and chief executive who held office at 31 December 2017 had the following interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

#### (a) Long positions in the shares, underlying shares and debentures of the Company

Name of Director 董事姓名	Capacity 身份	Number of shares held 所持股份數目	Number of underlying shares held 所持相關股份數目	Total 總計	Percentage of the issued share capital as at 31.12.2017 佔於二零一七年十二月三十一日已發行股本百分比	Amount of debentures held 所持債券數額
Mr. Hung Tsung Chin 洪聰進先生	Interest of controlled corporation 受控制法團的權益	507,188,592 <sup>1</sup>	–			–
	Interest of spouse 配偶權益	–	2,328,000 <sup>2</sup>			–
	Beneficial owner 實益擁有人	2	–			–
	Sub-total 小計	507,188,594	2,328,000	509,516,594	15.53%	–

Notes:

- These shares represent shares held by Metroasset Investments Limited in which Mr. Hung Tsung Chin beneficially owns 45.09% of the issued share capital.
- The relevant interests are unlisted physically settled options granted pursuant to the Share Option Scheme. Upon exercise of the share options in accordance with the Share Option Scheme, shares in the share capital of the Company are issuable. The share options are personal to the respective grantees. Further details of the share options are set out in the section headed "Share Option Scheme" of this report.

附註：

- 該等股份代表Metroasset Investments Limited持有的股份，洪聰進先生實益擁有該公司的45.09%已發行股本。
- 相關權益為根據購股權計劃授出的非上市實物結算購股權。待購股權根據購股權計劃獲行使後，本公司股本中的股份可予發行。購股權歸各承授人私人所有。購股權的進一步詳情載於本報告「購股權計劃」一節。

### 董事及最高行政人員於股份、相關股份及債券中的權益及淡倉

於二零一七年十二月三十一日在職的董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有已記入根據證券及期貨條例第352條須存置的登記冊內或根據標準守則已知會本公司及聯交所的權益及淡倉如下：

#### (a) 於本公司股份、相關股份及債券的好倉

## REPORT OF THE DIRECTORS (Continued)

### 董事會報告 (續)

#### (b) Long positions in the shares, underlying shares and debentures of associated corporations of the Company

#### (b) 於本公司相聯法團的股份、相關股份及債券的好倉

Name of Director 董事姓名	Capacity 身份	Number of shares held 所持股份數目	Number of underlying shares held 所持相關股份數目	Total 總計	Percentage to the issued share capital as at 31.12.2017 佔於二零一七年十二月三十一日已發行股本百分比	Amount of debentures held 所持債券數額
Mr. Chen Wei Chun 陳偉鈞先生	Interest of controlled corporation 受控制法團的權益	350,000	–	350,000 <sup>1</sup>	0.44%	–

Note:

- These shares represent 350,000 shares of Pro Brand Technology, Inc, a non-wholly owned subsidiary of the Company, held by Jun Zhong Investment Limited in which Mr. Chen Wei Chun beneficially owns the entire issued share capital.

附註：

- 該等股份代表鈞仲投資有限公司持有的本公司非全資附屬公司Pro Brand Technology, Inc的350,000股股份，陳偉鈞先生實益擁有鈞仲投資有限公司的全部已發行股本。

#### Interests and Short Positions of Shareholders Discloseable Under the SFO

#### 根據證券及期貨條例須予披露的股東權益及淡倉

As at 31 December 2017, according to the register kept by the Company under Section 336 of the SFO, the following companies and persons, other than the Directors and chief executive of the Company, had long positions of 5% or more in the shares and underlying shares which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

於二零一七年十二月三十一日，根據本公司根據證券及期貨條例第336條存置的登記冊，以下公司及人士（董事及本公司最高行政人員除外）擁有根據證券及期貨條例第XV部第2分部及第3分部須向本公司披露的5%或以上股份及相關股份的好倉：

#### Long positions in the shares

#### 於股份的好倉

Name of Shareholders 股東名稱	Capacity 身份	Number of shares and underlying shares held 所持股份及相關股份數目	Percentage of the issued share capital as at 31.12.2017 佔於二零一七年十二月三十一日已發行股本百分比
Metroasset Investments Limited	Beneficial owner 實益擁有人	507,188,592 <sup>1</sup>	15.47%
Ms. Chen Mei Huei 陳美惠女士	Interest of controlled corporation 受控制法團的權益	507,188,592 <sup>2</sup>	
	Interest of spouse 配偶權益	2	
	Personal interest 個人權益	2,328,000 <sup>3</sup>	
	Sub-total 小計	509,516,594	15.53%
First Steamship Company Limited 益航股份有限公司	Interest of controlled corporation 受控制法團的權益	950,859,347 <sup>4</sup>	29.00%
Mr. Fung Chuen 馮泉先生	Beneficial owner 實益擁有人	65,878,000 <sup>5</sup>	5.02%

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

#### Notes:

1. These shares are held by Metroasset Investments Limited, 45.09% of the issued share capital of which is beneficially owned by Mr. Hung Tsung Chin.
2. These shares are held by Metroasset Investments Limited, 44.38% of the issued share capital of which is beneficially owned by Ms. Chen Mei Huei.
3. The relevant interests are unlisted physically settled options granted pursuant to the Share Option Scheme. Upon exercise of the share options in accordance with the Share Option Scheme, shares in the share capital of the Company are issuable. The share options are personal to the respective grantees. Further details of the share options are set out in the section headed "Share Option Scheme" of this report.
4. First Steamship Company Limited ("First Steamship") is interested in 950,859,347 shares through First Mariner Holding Limited, a wholly-owned subsidiary of First Steamship, which holds 833,000,000 shares and Grand Citi Limited, a non-wholly owned subsidiary of First Steamship, which holds 117,859,347 shares.
5. Disclosure of the percentage of the issued share capital held by Fung Chuen is made as per the last disclosure of interests notice as at 31 December 2017 which was filed on 2 June 2017.

Save as disclosed above, the Company has not been notified by any other person (other than the Directors and chief executive of the Company) who had an interest of 5% or more in the shares and underlying shares as at 31 December 2017 which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

### Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2017.

### Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Bye-Laws or the laws in Bermuda, being the jurisdiction in which the Company was incorporated, under which the Company would be obliged to offer new shares on a pro-rata basis to the existing Shareholders.

#### 附註：

1. 該等股份由Metroasset Investments Limited持有，而Metroasset Investments Limited的45.09%已發行股本由洪聰進先生實益擁有。
2. 該等股份由Metroasset Investments Limited持有，而Metroasset Investments Limited的44.38%已發行股本由陳美惠女士實益擁有。
3. 相關權益為根據購股權計劃授出的非上市實物結算購股權。待購股權根據購股權計劃獲行使後，本公司股本中的股份可予發行。購股權歸各承授人私人所有。購股權的進一步詳情載於本報告「購股權計劃」一節。
4. 益航股份有限公司（「益航」）透過其全資附屬公司First Mariner Holding Limited及其非全資附屬公司Grand Citi Limited於950,859,347股股份中擁有權益，其中First Mariner Holding Limited持有833,000,000股股份及Grand Citi Limited持有117,859,347股股份。
5. 有關馮泉所持已發行股本之百分比的披露已如於二零一七年六月二日存檔於二零一七年十二月三十一日之最近期披露權益通知而作出。

除上文所披露者外，本公司並無獲任何其他人士（董事及本公司最高行政人員除外）告知其於二零一七年十二月三十一日擁有根據證券及期貨條例第XV部第2分部及第3分部須向本公司披露的5%或以上股份及相關股份的權益。

### 購買、出售或贖回本公司之上市證券

截至二零一七年十二月三十一日止年度，本公司及任何其附屬公司概無購買、出售或贖回任何本公司上市證券。

### 優先購股權

細則或百慕達（即本公司註冊成立所在司法權區）法律均無有關優先購股權的條文，規定本公司須按比例向現有股東提呈發售新股份。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

#### Corporate Governance

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report contained in this annual report.

#### 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 annual report, the Directors confirmed that the Company has maintained the amount of public float as required under the Listing Rules throughout the year.

#### Auditor

The consolidated financial statements for the year ended 31 December 2017 have been audited by BDO Limited. A resolution for the re-appointment of BDO Limited as the auditor of the Company for the ensuing year is to be proposed at the 2018 AGM.

#### Professional Tax Advice Recommended

If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the shares, they are advised to consult an expert.

#### 企業管治

本公司採納的主要企業管治常規載於本年報所載企業管治報告。

#### 足夠公眾持股量

根據本公司可公開獲得的資料及就董事於本年報日期所知，董事確認本公司於年內一直維持上市規則規定的公眾持股量。

#### 核數師

截至二零一七年十二月三十一日止年度的綜合財務報表已經香港立信德豪會計師事務所有限公司審核。本公司將於二零一八年股東週年大會上提呈決議案以續聘香港立信德豪會計師事務所有限公司為本公司下一年度的核數師。

#### 推薦專業稅務意見

倘股東不確定購買、持有、處置、買賣股份或行使任何相關權利的稅務影響，請諮詢專家意見。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

#### Closure of register of members

For the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the 2018 AGM, the register of members of the Company ("Register of Members") will be closed as set out below:

Latest time to lodge transfer documents for registration with the branch share registrar of the Company in Hong Kong

At 4:30 p.m. on  
Wednesday, 6 June 2018

Record Date

Wednesday, 6 June 2018

Closure of the Register of Members

Thursday, 7 June 2018 to  
Tuesday, 12 June 2018  
(both days inclusive)

For the purpose mentioned above, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than the aforementioned latest time.

For and on behalf of the Board  
**Lau Yau Cheung**  
Chairman

Hong Kong, 26 March 2018

#### 暫停辦理股份過戶登記手續

為確定股東出席二零一八年股東週年大會並於會上發言及投票的資格，本公司將適時暫停辦理股份過戶登記手續（「股份過戶登記手續」），詳情載列如下：

股份過戶文件送達本公司  
香港股份過戶登記  
分處以作登記的最後時限

二零一八年六月六日  
(星期三)  
下午四時三十分

記錄日期

二零一八年六月六日  
(星期三)

暫停辦理股份過戶登記手續

二零一八年六月七日  
(星期四)至  
二零一八年六月十二日  
(星期二)  
(首尾兩日包括在內)

為上述目的，所有填妥的過戶表格連同有關股票須於上述的最後時限前，送達本公司香港股份過戶登記分處香港中央證券有限公司辦理股份過戶登記手續，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

代表董事會  
主席  
劉幼祥

香港，二零一八年三月二十六日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



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 Hong Kong

香港干諾道中111號  
 永安中心25樓

### TO THE SHAREHOLDERS OF SANDMARTIN INTERNATIONAL HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

## Opinion

We have audited the consolidated financial statements of Sandmartin International Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 79 to 239, 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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 致聖馬丁國際控股有限公司全體股東

*(於百慕達註冊成立之有限公司)*

## 意見

吾等已審核載於第79頁至第239頁內的聖馬丁國際控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，此等財務報表包括於二零一七年十二月三十一日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實且公平地反映了貴集團於二零一七年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例披露規定妥為編製。

BDO Limited  
 香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

## INDEPENDENT AUDITOR'S REPORT *(Continued)*

### 獨立核數師報告 (續)

#### Basis for Opinion

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

#### Emphasis of Matter

We draw attention to note 48 to the consolidated financial statements, which describes the details of litigations of the Company. Our opinion is not modified in respect of this matter.

#### Material Uncertainty Related to Going Concern

We draw attention to note 3(b) in the consolidated financial statements, which indicates that the Group incurred a net loss of HK\$105,798,000 attributable to owners of the Company during the year ended 31 December 2017 and, as of that date, the Group's current liabilities exceeded its current assets by HK\$62,241,000. As stated in note 3(b), these conditions, along with other matter as set forth in note 3(b), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### 意見基準

吾等已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審核工作。吾等於該等準則下的責任在本報告內「核數師就審核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的「專業會計師道德守則」（「守則」），吾等獨立於貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的意見提供基礎。

#### 強調事項

謹請垂注綜合財務報表附註48，當中描述貴公司的訴訟細節。吾等並無就此事宜修改意見。

#### 與持續經營相關的重大不明朗因素

謹請垂注綜合財務報表附註3(b)，當中註明貴集團於截至二零一七年十二月三十一日止年度產生貴公司擁有人應佔淨虧損105,798,000港元，及於該日，貴集團的流動負債超出其流動資產62,241,000港元。如附註3(b)所述，該等情況連同附註3(b)所載的其他事宜表明存在重大不明朗因素而可能對貴集團的持續經營能力構成重大疑問。吾等並無就此事項修改意見。



## INDEPENDENT AUDITOR'S REPORT *(Continued)*

### 獨立核數師報告 (續)

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the "Material Uncertainty Related to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

#### Impairment assessment of loan to and amount due from an associate

*(Refer to notes 5 and 21 to the consolidated financial statements)*

As at 31 December 2017, the Group had several receivables from an associate, Dish Media Network Limited, including (i) loan to an associate of HK\$25,304,000; and (ii) amount due from an associate of HK\$46,140,000.

There is a risk that the carrying values of these receivables are not recoverable. An impairment assessment judged by management with reference to, among other things, (i) the evaluation of collectability and aging analysis of receivables, including the current creditworthiness and the past collection history of an associate; and/or (ii) the recoverable amounts of the receivables, by using cash flow forecast for the year ending 31 December 2018 of the associate and applying an appropriate discount rate.

After management's impairment assessment, no impairment loss on the above balances with the associate is considered necessary.

#### 關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等於審核本期間綜合財務報表中最為重要的事項。吾等於審核綜合財務報表及就此達致意見時整體處理該等事項，而不會就該等事項單獨發表意見。除「與持續經營相關的重大不明朗因素」一節所述事項外，吾等已釐定下文所述事項為本報告將予溝通之關鍵審核事項。

#### 給予一間聯營公司的貸款及應收一間聯營公司的款項的減值評估

*(請參閱綜合財務報表附註5及21)*

於二零一七年十二月三十一日，貴集團應收一間聯營公司Dish Media Network Limited的若干應收款項包括：(i)給予一間聯營公司的貸款25,304,000港元；及(ii)應收一間聯營公司的款項46,140,000港元。

應收款項的賬面值面臨無法收回的風險。管理層乃參照（其中包括）(i)應收款項的可收回性評估及賬齡分析（包括聯營公司當前的信譽度及過往收款歷史）；及／或(ii)應收款項的可收回金額，並使用聯營公司截至二零一八年十二月三十一日止年度的現金流量預測及採用合適貼現率，作出減值評估判斷。

管理層作出減值評估後，認為上述聯營公司結餘之減值虧損乃屬不必要。

## INDEPENDENT AUDITOR'S REPORT *(Continued)*

### 獨立核數師報告 (續)

#### Our response

Our key procedures in relation to management's impairment assessment included:

- Reviewing the aging report and repayment history of the associate;
- Checking, on a sample basis, settlements during the year and subsequent settlements from the associate to the relevant supporting documents;
- Circularising direct confirmations of the associate;
- Discussing with management of the associate to understand its business operations and development;
- Assessing the reasonableness of the key assumptions of the cash flow forecast based on the discussion with management and evidence provided; and
- Reconciling input data to supporting evidence and checking the mathematical accuracy of the discounted cash flows.

#### Impairment of goodwill, intangible assets and property, plant and equipment

*(Refer to notes 5, 14, 18 and 19 to the consolidated financial statements)*

As at 31 December 2017, the carrying amounts of goodwill, intangible assets and property, plant and equipment are HK\$108,297,000, HK\$17,368,000 and HK\$90,250,000 respectively related to the satellite TV equipment and antenna segment and satellite TV broadcasting segment and are assessed annually for impairment. The Group made losses for the current year and previous year. This situation increases the risk that the carrying value of these assets may be impaired.

Impairment tests require the estimation of recoverable amounts of the relevant cash-generating units using a discounted cash flow, based on a value in use approach, as detailed in note 18 to the consolidated financial statements.

#### 吾等的回應

有關管理層減值評估的關鍵程序包括：

- 審閱該聯營公司的賬齡報告及還款歷史；
- 抽樣檢查相關證明文件中聯營公司的年內結算及其後結算情況；
- 分發聯營公司的直接確認函；
- 與該聯營公司管理層討論，以便了解其業務營運及發展狀況；
- 基於與管理層之間的討論及獲提供之憑證，評估現金流量預測之關鍵假設的合理性；及
- 核對輸入數據與支持憑證及檢查貼現現金流量的計算精確性。

#### 商譽、無形資產及物業、廠房及設備之減值

*(請參閱綜合財務報表附註5、14、18及19)*

於二零一七年十二月三十一日，有關衛星電視設備及天線分類及衛星電視廣播分類的商譽、無形資產及物業、廠房及設備之賬面金額分別為108,297,000港元、17,368,000港元及90,250,000港元，及每年均進行減值評估。貴集團於本年度及去年均錄得虧損。此虧損狀況增加該等資產賬面值可能會出現減值的風險。

減值測試要求基於使用價值方法，使用貼現現金流量估計相關現金產生單位的可收回金額，如綜合財務報表附註18所詳述。

## INDEPENDENT AUDITOR'S REPORT *(Continued)*

### 獨立核數師報告 (續)

We identified the impairment assessment as a key audit matter because of its significance to the consolidated financial statements and as it involves a significant degree of judgement made by management which includes:

- Preparing future cash flow forecasts for the relevant cash-generating units; and
- Selecting and applying appropriate growth and discount rates.

The Group also engaged an independent external valuer to assist management in assessing the recoverable amount of satellite TV broadcasting segment.

#### Our response

Our key procedures in relation to management's impairment assessment included:

- Assessing the reliability of management's forecasts by comparing previous budgets to actual results;
- Assessing the reasonableness of the key assumptions of the forecasts based on our knowledge of the industry and evidence provided;
- Reconciling input data to supporting evidence and checking the mathematical accuracy of the value in use calculations; and
- Evaluating the independent external valuer's competence, capabilities and objectivity.

吾等將減值評估確定為關鍵審核事項，此乃由於其對綜合財務報表實屬重大及涉及管理層作出之重大判斷，其中包括：

- 編製相關現金產生單位的未來現金流量預測；及
- 選擇及採用合適增長率及貼現率。

貴集團亦委聘獨立外聘估值師協助管理層評估衛星電視廣播分類之可收回金額。

#### 吾等的回應

有關管理層減值評估的關鍵程序包括：

- 透過比較過往預算與實際業績評估管理層所作出預測的可靠性；
- 基於吾等的行業知識及獲提供的憑證，評估預測之關鍵假設的合理性；
- 核對輸入數據與支持憑證及檢查計算使用價值之計算精確性；及
- 評估獨立外聘估值師的才能、能力及客觀性。

## INDEPENDENT AUDITOR'S REPORT *(Continued)*

### 獨立核數師報告 (續)

#### Impairment assessment of trade and bills receivables

*(Refer to notes 5 and 25 to the consolidated financial statements)*

As at 31 December 2017, the Group had trade and bills receivables of HK\$232,096,000. There is a risk that these receivables are not recoverable. An impairment assessment judged by management with reference to, among other things, the evaluation of collectability and aging analysis of each debtor, including the current creditworthiness and the past collection history of each debtor.

After management's impairment assessment, impairment losses on trade receivables of HK\$20,273,000 have been recognised in profit or loss during the year.

#### Our response

Our key procedures in relation to management's impairment assessment included:

- Reviewing the debtors aging report and debtors repayment history;
- Checking, on a sample basis, settlements during the year and subsequent settlements from debtors to the relevant supporting documents;
- Reviewing management's assessment for receivables which are past due but not impaired and understanding the business natures and rationale for these receivables; and
- Circularising direct confirmations of debtors, on a sample basis, and performing alternative audit work on all non-replies by checking to the relevant supporting documents.

#### 應收貿易賬款及應收票據之減值評估

*(請參閱綜合財務報表附註5及25)*

於二零一七年十二月三十一日，貴集團之應收貿易賬款及應收票據為232,096,000港元。該等應收款項面臨無法收回的風險。管理層乃參照（其中包括）各債務人的可收回性評估及賬齡分析（各債務人當前的信譽度及過往收款歷史），作出減值評估判斷。

管理層作出減值評估後，年內於損益內確認20,273,000港元之應收貿易賬款之減值虧損。

#### 吾等的回應

有關管理層減值評估的關鍵程序包括：

- 審閱債務人之賬齡報告及債務人還款歷史；
- 抽樣檢查相關證明文件上債務人的年內結算及其後結算情況；
- 審核管理層對逾期但未減值應收款項的評估及了解該等應收款項之業務性質及依據；及
- 抽樣分發債務人的直接確認函及透過檢查相關證明文件對全部未回覆事項開展替代之審核工作。

## INDEPENDENT AUDITOR'S REPORT *(Continued)*

### 獨立核數師報告 (續)

#### Other Information in the Annual Report

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. Prior to the date of this auditor's report, we have obtained the chairman's letter to shareholders of the annual report but have not obtained the remaining other information included in the annual report (the "Remaining Other Information"), which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the Remaining Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee and take appropriate action considering our legal rights and obligations.

#### 年報內其他資料

董事須對 貴公司其他資料負責。其他資料包括本公司年報所載資料，惟不包括綜合財務報表及核數師報告。於本核數師報告日期前，吾等已取得本年報之主席致股東函件，但仍未取得包括於本年報之餘下其他資料（「餘下其他資料」），預期將於該日後提供予吾等。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀上文所指的其他資料，於此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。基於吾等就於本核數師報告日期前已取得之其他資料已執行的工作，倘吾等認為此其他資料有重大錯誤陳述，吾等須報告該事實。於此方面，吾等沒有任何報告。

當吾等閱讀餘下其他資料時，倘吾等認為該等資料存在重大錯誤陳述，吾等須與審核委員會溝通該事宜及經考慮吾等合法權利及義務後採取適當行動。

## INDEPENDENT AUDITOR'S REPORT *(Continued)* 獨立核數師報告 (續)

### Directors' Responsibilities for the Consolidated Financial Statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards 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.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.

### 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. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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.

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定，編製真實而公平的綜合財務報表，並落實其認為編製綜合財務報表所必要之內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營相關的事項，並運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。

董事亦負責監管 貴集團之財務申報程序。審核委員會協助董事履行此方面之職責。

### 核數師就審核綜合財務報表須承擔的責任

吾等的目標為就綜合財務報表整體是否不存在因欺詐或錯誤而導致之重大錯誤陳述取得合理核證，並出具包括吾等意見的核數師報告。本報告乃依據百慕達一九八一年公司法第90條僅為 閣下（作為一個整體）而編製，並不可用作其他用途。吾等不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理核證是高水平的核證，但不能保證按照香港審核準則進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決策時，則被視為重大錯誤陳述。

## INDEPENDENT AUDITOR'S REPORT *(Continued)*

### 獨立核數師報告 (續)

As part of an audit in accordance with HKSAs, we exercise professional judgement 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.
  - 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.
- 吾等根據香港審計準則執行審核的工作之一，是在審核的過程中運用專業判斷及保持專業懷疑。吾等亦：
    - 識別及評估由於欺詐或錯誤而導致綜合財務報表報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，為吾等意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
    - 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對 貴集團內部監控的有效性發表意見。
    - 評估董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。
    - 對董事採用持續經營會計基準的恰當性作出結論，並根據所獲取的審核憑證，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。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等意見。吾等的結論乃基於截至吾等的核數師報告日期止所得的審核憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。



## INDEPENDENT AUDITOR'S REPORT *(Continued)*

### 獨立核數師報告 (續)

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

#### **BDO Limited**

*Certified Public Accountants*

#### **Yu Tsui Fong**

Practising Certificate Number P05440

Hong Kong, 26 March 2018

- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否能公平反映相關交易和事項。

- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的方向、監督及執行。吾等為審核意見承擔全部責任。

吾等與審核委員會就（其中包括）審核的計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括吾等在審核過程中識別的內部監控的任何重大缺陷。

吾等亦向審核委員會作出聲明，表明吾等已符合有關獨立性的相關道德規定，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及相關防範措施（倘適用）。

從與董事溝通的事項中，吾等確定哪些事項對本期間綜合財務報表的審核最為重要，因而構成關鍵審核事項。吾等在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在吾等報告中溝通某事項造成的負面後果超過產生的公眾利益，吾等決定不應在報告中溝通該事項。

#### **香港立信德豪會計師事務所有限公司**

*執業會計師*

#### **余翠芳**

執業證書號碼P05440

香港，二零一八年三月二十六日



# 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

截至二零一七年十二月三十一日止年度

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	6	<b>1,544,838</b>	1,801,501
Cost of sales	銷售成本		<b>(1,468,119)</b>	(1,618,296)
Gross profit	毛利		<b>76,719</b>	183,205
Other income, gains and losses	其他收入、收益及虧損		<b>42,704</b>	(50,408)
Increase in fair value of investment properties	投資物業的公平值增加	17	<b>19,580</b>	26,906
Impairment loss on goodwill	商譽減值虧損	18	<b>(28,000)</b>	-
Distribution and selling costs	經銷及銷售成本		<b>(44,113)</b>	(45,709)
Administrative and other expenses	行政及其他開支		<b>(177,582)</b>	(155,417)
Research and development costs	研發成本		<b>(37,206)</b>	(41,595)
Share of profit of an associate	應佔一間聯營公司的溢利	20	<b>8,088</b>	4,931
Finance costs	融資成本	8	<b>(27,223)</b>	(14,653)
<b>Loss before income tax expense</b>	<b>所得稅支出前虧損</b>		<b>(167,033)</b>	(92,740)
Income tax expense	所得稅支出	9	<b>(8,758)</b>	(14,618)
<b>Loss for the year</b>	<b>本年度虧損</b>	10	<b>(175,791)</b>	(107,358)
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益的項目：</i>			
- Re-measurement gain on defined benefit plan	- 界定福利計劃的重新計量收益	32	<b>23</b>	-
<i>Item 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>			
- Exchange differences on translation of foreign operations	- 換算海外業務的匯兌差額		<b>(10,699)</b>	(6,624)
<b>Other comprehensive income for the year</b>	<b>本年度其他全面收益</b>		<b>(10,676)</b>	(6,624)
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>		<b>(186,467)</b>	(113,982)
<b>Loss for the year attributable to:</b>	<b>下列各項應佔本年度虧損：</b>			
- Owners of the Company	- 本公司擁有人		<b>(105,798)</b>	(77,655)
- Non-controlling interests	- 非控股權益		<b>(69,993)</b>	(29,703)
			<b>(175,791)</b>	(107,358)

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME *(Continued)*

### 綜合損益及其他全面收益表 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Total comprehensive income attributable to:</b>	下列各項應佔全面收益總額：			
– Owners of the Company	– 本公司擁有人		<b>(115,848)</b>	(84,503)
– Non-controlling interests	– 非控股權益		<b>(70,619)</b>	(29,479)
			<b>(186,467)</b>	(113,982)
<b>Loss per share</b>	<b>每股虧損</b>	13	<b>HK cents 港仙</b>	(restated) (經重列) HK cents 港仙
– Basic	– 基本		<b>(4.5)</b>	(5.3)
– Diluted	– 攤薄		<b>(4.5)</b>	(5.3)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

AS AT 31 DECEMBER 2017

於二零一七年十二月三十一日

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	149,844	142,554
Deposit paid to an associate	已付一間聯營公司的訂金	15	–	46,306
Prepaid lease payments	預付租賃款項	16	5,037	4,859
Investment properties	投資物業	17	73,681	146,648
Goodwill	商譽	18	108,297	134,874
Intangible assets	無形資產	19	17,368	21,698
Interest in an associate	於一間聯營公司的權益	20	59,325	4,931
Loan to an associate	給予一間聯營公司的貸款	20	–	25,309
Loan receivables	應收貸款	22	8,794	–
Deferred tax assets	遞延稅項資產	23	6,438	9,134
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>428,784</b>	536,313
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	24	258,428	267,095
Trade, bills and other receivables	應收貿易賬款、應收票據及 其他應收款項	25	299,126	349,892
Prepaid lease payments	預付租賃款項	16	163	152
Amount due from an associate	應收一間聯營公司的款項	21	71,444	78,256
Pledged bank deposits	已抵押銀行存款	27	66	14,925
Bank balances and cash	銀行結存及現金	28	132,418	76,065
			<b>761,645</b>	786,385
Assets classified as held for sale	分類為持作出售的資產	29	97,396	–
<b>Total current assets</b>	<b>流動資產總額</b>		<b>859,041</b>	786,385
<b>Current liabilities</b>	<b>流動負債</b>			
Trade, bills and other payables	應付貿易賬款、應付票據及 其他應付款項	30	510,401	575,591
Tax liabilities	稅項負債		16,973	18,071
Bank and other borrowings	銀行及其他借貸	31	392,022	390,433
Obligations under finance leases	融資租賃承擔	33	1,886	1,856
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>921,282</b>	985,951
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(62,241)</b>	(199,566)
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>366,543</b>	336,747

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

### 綜合財務狀況表 (續)

AS AT 31 DECEMBER 2017

於二零一七年十二月三十一日

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank and other borrowings	銀行及其他借貸	31	1,131	1,288
Deferred tax liabilities	遞延稅項負債	23	41,142	44,155
Defined benefit obligation	界定福利責任	32	103	–
Obligations under finance leases	融資租賃承擔	33	7,375	9,186
Total non-current liabilities	非流動負債總額		49,751	54,629
<b>Net assets</b>	<b>資產淨值</b>		<b>316,792</b>	282,118
<b>Capital and reserves attributable to owners of the Company</b>	<b>本公司擁有人應佔股本及儲備</b>			
Share capital	股本	34	327,882	131,153
Reserves	儲備		156,548	245,435
Equity attributable to owners of the Company	本公司擁有人應佔權益		484,430	376,588
Non-controlling interests	非控股權益	46	(167,638)	(94,470)
<b>Total equity</b>	<b>權益總額</b>		<b>316,792</b>	282,118

On behalf of the directors

代表董事

**Hung Tsung Chin**

洪聰進

Director

董事

**Chen Wei Chun**

陳偉鈞

Director

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

		Attributable to owners of the Company									Non-controlling interests	Total	
		本公司擁有人應佔											
		Share capital	Share premium	Share option reserve	Statutory reserve	Defined benefit reserve	Special reserve	Property revaluation reserve	Currency translation reserve	Accumulated losses			Total
		股本	股份溢價	購股權儲備	法定儲備	計劃儲備	特別儲備	重估儲備	貨幣換算儲備	累計虧損			總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
			(note a)	(note b)	(note c)								
			(附註a)	(附註b)	(附註c)								
<b>Balance at 1 January 2016</b>	於二零一六年一月一日之結餘	104,586	391,869	7,960	31,011	-	89,175	79,577	24,828	(382,376)	346,630	35,075	381,705
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	(77,655)	(77,655)	(29,703)	(107,358)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences on translation of foreign operations	- 因換算海外業務而產生的匯兌差額	-	-	-	-	-	-	-	(6,848)	-	(6,848)	224	(6,624)
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>	-	-	-	-	-	-	-	(6,848)	(77,655)	(84,503)	(29,479)	(113,982)
Issue of ordinary shares (note 34)	發行普通股(附註34)	26,567	87,894	-	-	-	-	-	-	-	114,461	-	114,461
Contributions by non-controlling interests of a subsidiary (note 46)	來自一間附屬公司非控股權益的貢獻(附註46)	-	-	-	-	-	-	-	-	-	-	21,492	21,492
Acquisition of subsidiaries (note 35)	收購附屬公司(附註35)	-	-	-	-	-	-	-	-	-	-	(121,558)	(121,558)
Transfer	轉撥	-	-	-	469	-	-	-	-	(469)	-	-	-
<b>Balance at 31 December 2016 and 1 January 2017</b>	<b>於二零一六年十二月三十一日及二零一七年一月一日之結餘</b>	131,153	479,763	7,960	31,480	-	89,175	79,577	17,980	(460,500)	376,588	(94,470)	282,118
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	(105,798)	(105,798)	(69,993)	(175,791)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-
- Re-measurement gain on defined benefit plans	- 界定福利計劃的重新計量收益	-	-	-	-	23	-	-	-	-	23	-	23
- Exchange differences on translation of foreign operations	- 因換算海外業務而產生的匯兌差額	-	-	-	-	-	-	-	(10,073)	-	(10,073)	(626)	(10,699)
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>	-	-	-	-	23	-	-	(10,073)	(105,798)	(115,848)	(70,619)	(186,467)
Issue of ordinary shares (note 34)	發行普通股(附註34)	196,729	26,987	-	-	-	-	-	-	-	223,716	-	223,716
Disposal of subsidiaries (note 36)	出售附屬公司(附註36)	-	-	-	(26)	-	-	-	-	-	(26)	-	(26)
Acquisition of non-controlling interest	收購非控股權益	-	-	-	-	-	-	-	-	-	-	(42)	(42)
Dividend paid to non-controlling interest by a subsidiary of the Company	本公司一間附屬公司向非控股權益派付的股息	-	-	-	-	-	-	-	-	-	-	(2,507)	(2,507)
Transfer	轉撥	-	-	-	491	-	-	-	-	(491)	-	-	-
<b>Balance at 31 December 2017</b>	<b>於二零一七年十二月三十一日之結餘</b>	327,882	506,750	7,960	31,945	23	89,175	79,577	7,907	(566,789)	484,430	(167,638)	316,792

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY *(Continued)*

### 綜合權益變動表 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

Notes:

- (a) The statutory reserve is required by the relevant law of The People's Republic of China (the "PRC") applicable to the subsidiaries in the PRC. The statutory reserve can be applied in conversion into PRC subsidiaries' capital by means of a capitalisation issue.
- (b) The special reserve represents:
- (i) the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of a group reorganisation prior to the listing of the Company's shares and the surplus arising pursuant to a capitalisation of advances from shareholders as part of the group reorganisation;
- (ii) the difference between the consideration for acquisition of a subsidiary satisfied by way of partial interest of a subsidiary without the overall gain or loss of control in the partial disposed subsidiary and the fair value of net asset acquired; and
- (iii) the acquisition of additional interest in a subsidiary without the overall gain or loss of control in that subsidiary.
- (c) The property revaluation reserve is frozen upon the transfer of properties from property, plant and equipment to investment properties and will be transferred to accumulated losses when the relevant properties are disposed of.

附註：

- (a) 法定儲備乃適用於位於中華人民共和國（「中國」）的附屬公司的中國相關法律規定。法定儲備可透過資本化發行兌換成中國附屬公司的股本。
- (b) 特別儲備指：
- (i) 所收購附屬公司股份的面值與本公司股份上市前進行集團重組時就收購事項所發行的本公司股份面值及根據將股東墊款撥作資本（為集團重組的一部份）所產生盈餘之間的差額；
- (ii) 以一間附屬公司的部分權益（並無整體獲得或失去該部分出售附屬公司的控制權）償付的收購一間附屬公司代價與所收購淨資產公平值的差額；及
- (iii) 收購一間附屬公司額外權益（並無整體獲得或失去該附屬公司的控制權）。
- (c) 物業重估儲備於自物業、廠房及設備轉撥物業至投資物業時被凍結，將於出售相關物業時轉撥至累計虧損。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

	Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營業務現金流量</b>		
Loss before income tax expense	所得稅支出前虧損	<b>(167,033)</b>	(92,740)
Adjustments for:	為下列作出調整：		
Amortisation of intangible assets	無形資產攤銷	<b>4,719</b>	4,807
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>29,154</b>	27,851
Finance cost	融資成本	<b>27,223</b>	14,653
(Gain)/Loss on disposal of property, plant and equipment	出售物業、廠房及設備（收益） ／虧損	<b>(1,225)</b>	2,103
Impairment loss on trade and other receivables	應收貿易賬款及其他應收款項 減值虧損	<b>20,273</b>	43,901
Impairment loss on inventory	存貨減值虧損	<b>20,474</b>	5,165
Impairment loss on goodwill	商譽減值虧損	<b>28,000</b>	-
Reversal of impairment loss on trade and loan receivables	應收貿易賬款及貸款減值虧損 撥回	<b>(32,199)</b>	-
Impairment loss on loan receivables	應收貸款減值虧損	-	39,155
Interest income	利息收入	<b>(2,057)</b>	(1,946)
Effective interest income on bond receivables	債券應收款項的實際利息收入	-	(1,282)
Release of prepaid lease payments	撥回預付租賃款項	<b>156</b>	160
Increase in fair value of investment properties	投資物業的公平值增加	<b>(19,580)</b>	(26,906)
Interest income from an associate	來自一間聯營公司的利息收入	<b>(1,598)</b>	(2,185)
Share of result of an associate	應佔一間聯營公司的業績	<b>(8,088)</b>	(4,931)
Loss on disposal of subsidiary	出售附屬公司的虧損	<b>157</b>	-
Operating cash flows before working capital changes	營運資金變動前的經營現金流量	<b>(101,624)</b>	7,805
(Increase)/Decrease in inventories	存貨（增加）／減少	<b>(12,978)</b>	11,755
Decrease/(Increase) in trade, bills and other receivables	應收貿易賬款、應收票據及 其他應收款項減少／（增加）	<b>45,240</b>	(79,568)
Increase in defined benefit obligation	界定福利責任增加	<b>103</b>	-
Decrease in trade, bills and other payables	應付貿易賬款、應付票據及 其他應付款項減少	<b>(74,018)</b>	(169,789)
Decrease/(Increase) in amount due from associate	應收一間聯營公司的款項減少／ （增加）	<b>16,987</b>	(9,559)



## CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

### 綜合現金流量表 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Notes 附註		
Cash used in operations	經營業務所用現金		(126,290)	(239,356)
Income tax paid	已付所得稅		(11,391)	(12,652)
Interest received	已收利息		2,057	3,199
Interest paid	已付利息		(27,223)	(14,653)
<i>Net cash used in operating activities</i>	<i>經營業務所用現金淨額</i>		<b>(162,847)</b>	(263,462)
<b>Cash flows from investing activities</b>	<b>投資業務現金流量</b>			
Decrease in pledged bank deposits	已抵押銀行存款減少		14,421	4,115
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		11,789	13,361
Acquisition of subsidiaries	收購附屬公司	35	-	8,759
Purchase of property, plant and equipment	購買物業、廠房及設備		(35,860)	(33,254)
Net cash outflow arising from disposal of subsidiary	自出售一間附屬公司所產生現金外流淨額	36	(154)	-
Addition to intangible assets	添置無形資產		(120)	(33)
Repayment from an associate	一間聯營公司還款		11,670	-
Repayment of loan receivable	償還應收貸款		-	17,266
Receipts from the maturity of bond receivables	債券應收款項到期所得款項		-	60,000
<i>Net cash from investing activities</i>	<i>投資業務所得現金淨額</i>		<b>1,746</b>	70,214
<b>Cash flows from financing activities</b>	<b>融資活動現金流量</b>			
New bank and other loans raised	新造銀行及其他貸款		493,073	597,198
Repayment of borrowings	償還貸款		(499,066)	(554,091)
Repayment of obligations under finance leases	償還融資租賃承擔		(1,955)	(183)
Contributions by non-controlling interests of a subsidiary	來自一間附屬公司非控股權益的貢獻		-	21,492
Dividend paid for non-controlling interest by a subsidiary of the Company	本公司一間附屬公司就非控股權益所付的股息		(2,507)	-
Acquisition of non-controlling interest	收購非控股權益		(42)	-
Net proceeds from issue of ordinary shares	發行普通股所得款項淨額		223,716	114,461
<i>Net cash from financing activities</i>	<i>融資活動所得現金淨額</i>		<b>213,219</b>	178,877

## CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

### 綜合現金流量表 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

	Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加／(減少)淨額</b>	<b>52,118</b>	(14,371)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	<b>76,065</b>	93,236
Effect of foreign exchange rate changes	外幣匯率變動影響	<b>4,235</b>	(2,800)
Cash and cash equivalents at end of the year	年末現金及現金等價物	<b>132,418</b>	76,065
<b>Analysis of the balances of cash and cash equivalents:</b>	<b>現金及現金等價物結餘分析：</b>		
Bank balances and cash	銀行結存及現金	<b>132,418</b>	76,065

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 1. GENERAL INFORMATION

The Company is incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company and its subsidiaries (hereafter referred to as the "Group") principally engages in manufacturing and trading of satellite TV equipment products and other electronic goods and satellite TV broadcasting. The details of principal activities of its subsidiaries are set out in note 46 to the consolidated financial statements.

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

#### (a) Adoption of new/revised HKFRSs – effective 1 January 2017

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKFRS 12, Disclosure of Interests in Other Entities

#### *Amendments to HKAS 7 – Disclosure Initiative*

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

The adoption of the amendments has led to the additional disclosure presented in the notes to the cash flow statement, note 38 (b).

### 1. 一般資料

本公司為百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點地址已披露於本年報公司資料一節。

本公司及其附屬公司（以下簡稱「本集團」）主要從事衛星電視設備產品及其他電子產品的製造及貿易及衛星電視廣播。其附屬公司之主要業務詳情載於綜合財務報表附註46。

### 2. 採納香港財務報告準則（「香港財務報告準則」）

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一七年一月一日生效

香港會計準則第7號之修訂	披露計劃
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
香港財務報告準則二零一四年至二零一六年週期之年度改進	香港財務報告準則第12號其他實體權益披露之修訂

#### *香港會計準則第7號之修訂－披露計劃*

該等修訂引入額外披露，將使得財務報表之用戶得以評估融資活動所產生負債變動。

採納該等修訂已導致於現金流量表呈列額外披露（附註38(b)）。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

##### (a) Adoption of new/revised HKFRSs – effective 1 January 2017 (Continued)

###### *Amendments to HKAS 12 – Recognition of Deferred Tax Assets for Unrealised Losses*

The amendments relate to the recognition of deferred tax assets and clarify some of the necessary considerations, including how to account for deferred tax assets related to debt instruments measured at fair value.

The adoption of the amendments has no impact on these financial statements as the clarified treatment is consistent with the manner in which the Group has previously recognised deferred tax assets.

###### *Annual Improvements to HKFRSs 2014-2016 Cycle – Amendments to HKFRS 12, Disclosure of Interests in Other Entities*

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 12, Disclosure of Interests in Other Entities, to clarify that the disclosure requirements of HKFRS 12, other than the requirements to disclose summarised financial information, also apply to an entity's interests in other entities classified as held for sale or discontinued operations in accordance with HKFRS 5, Non-Current Assets Held for Sale and Discontinued Operations.

The adoption of the amendments to HKFRS 12 has no impact on the financial performance and the financial position of the Group as the amendments affect only disclosure. In addition there is no interests in other entities classified as held for sale or discontinued operations at the end of the reporting period.

#### 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

##### (a) 採納新訂／經修訂香港財務報告準則—於二零一七年一月一日生效(續)

###### *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*

該等修訂與確認遞延稅項資產有關及澄清若干必需的考量，包括與按公允值計量的債務工具相關的遞延稅項資產該如何入賬。

由於澄清處理與本集體之前確認遞延稅項資產的方式貫徹一致，故採納該等修訂該等財物報表並無影響。

###### *香港財務報告準則二零一四年至二零一六年週期之年度改進—香港財務報告準則第12號其他實體權益披露之修訂*

根據年度改進過程頒佈之此等修訂本對現時並不明確之多項準則作出微細且並不急切之修改。其中包括對香港財務報告準則第12號其他實體權益披露之修訂，以釐清香港財務報告準則第12號的披露規定(披露財務資料概要除外)亦適用於實體於根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務分類為持作出售之其他實體或已終止經營業務之權益。

採納香港財務報告準則第12號之修訂對本集團之財務表現及財務狀況並無影響，原因為有關修訂僅影響披露。此外，於報告期末並無持有分類為持作出售或已終止經營業務之其他實體權益。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New/revised HKFRSs that have been issued but are not yet effective

Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKFRS 1, First-time adoption of Hong Kong Financial Reporting Standards <sup>1</sup>
Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKAS 28, Investments in Associates and Joint Ventures <sup>1</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-Based Payment Transactions <sup>1</sup>
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contract <sup>1</sup>
HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>1</sup>
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15) <sup>1</sup>
Amendments to HKAS 40	Transfers of Investment Property <sup>1</sup>
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration <sup>1</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>2</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>2</sup>

#### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

##### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

香港財務報告準則二零一四年至二零一六年週期之年度改進	香港財務報告準則第1號首次採納香港財務報告準則之修訂 <sup>1</sup>
香港財務報告準則二零一四年至二零一六年週期之年度改進	香港會計準則第28號於聯營公司及合營企業投資之修訂 <sup>1</sup>
香港財務報告準則第2號之修訂	以股份為基礎付款交易之分類及計量 <sup>1</sup>
香港財務報告準則第4號之修訂	對香港財務報告準則第4號保險合約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	金融工具 <sup>1</sup>
香港財務報告準則第15號	客戶合約之收益 <sup>1</sup>
香港財務報告準則第15號之修訂	客戶合約之收益（香港財務報告準則第15號之澄清） <sup>1</sup>
香港會計準則第40號之修訂	轉讓投資物業 <sup>1</sup>
香港（國際財務報告詮釋委員會）— 詮釋第22	外幣交易及預付代價 <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>
香港會計準則第28號之修訂	於聯營公司及合營企業之長遠權益 <sup>2</sup>

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to: HKFRS 3, Business Combinations; HKFRS 11 Joint Arrangements; HKAS 12, Income Taxes; and HKAS 23 Borrowing Costs <sup>2</sup>
HKFRS 16	Leases <sup>2</sup>
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments <sup>2</sup>
HKFRS 17	Insurance Contracts <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</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 1 January 2021

<sup>4</sup> The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted.

#### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

##### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則二零一五年至二零一七年度之年度改進	以下修訂：香港財務報告準則第3號業務合併；香港財務報告準則第11號聯合安排；香港會計準則第12號所得稅；及香港會計準則第23號借貸成本 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港（國際財務報告詮釋委員會）—詮釋第23號	所得稅處理之不確定性因素 <sup>2</sup>
香港財務報告準則第17號	保險合約 <sup>3</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>4</sup>

<sup>1</sup> 於二零一八年一月一日或之後開始的年度期間生效

<sup>2</sup> 於二零一九年一月一日或之後開始的年度期間生效

<sup>3</sup> 於二零二一年一月一日或之後開始的年度期間生效

<sup>4</sup> 該等修訂原定於二零一六年一月一日或之後開始的期間生效。生效日期現已被遞延／移除。提早應用該等修訂仍獲准許。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

*Amendments to HKFRS 2 – Classification and Measurement of Share-Based Payment Transactions*

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

*HKFRS 9 – Financial Instruments*

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income (“FVTOCI”) if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss (“FVTPL”).

#### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

##### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

*香港財務報告準則第2號之修訂－以股份為基礎付款交易的分類及計量*

該等修訂本規定歸屬及非歸屬條件對以現金結算以股份為基礎之支付計量的會計處理；預扣稅責任具有淨額結算特徵的以股份為基礎之支付交易；以及交易類別由現金結算變更為權益結算之以股份為基礎之支付條款及條件的修訂。

*香港財務報告準則第9號－金融工具*

香港財務報告準則第9號引進有關金融資產分類及計量之新要求。於業務模式內持有而目的為收取合約現金流量之債務工具（業務模式測試）以及具產生現金流量之合約條款且僅為支付本金及未償還本金利息之債務工具（合約現金流量特徵測試），一般按攤銷成本計量。倘該實體業務模式之目的為持有及收取合約現金流量以及出售金融資產，則符合合約現金流量特徵測試之債務工具將透過其他全面收益以公平值計量。實體可於初始確認時作出不可撤銷之選擇，以透過其他全面收益以公平值計量並非持作買賣之權益工具。所有其他債務及權益工具乃透過損益以公平值計量。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

###### *HKFRS 9 – Financial Instruments (Continued)*

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

#### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

##### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

###### *香港財務報告準則第9號—金融工具（續）*

香港財務報告準則第9號就並非透過損益以公平值計量之所有金融資產引入新的預期虧損減值模式（取代香港會計準則第39號之已產生虧損模式）以及新的一般對沖會計規定，以讓實體於財務報表內更好地反映其風險管理活動。

香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債確認、分類及計量規定，惟以公平值計入損益賬的金融負債除外，該負債信貸風險變動應佔的公平值變動金額於其他全面收益內確認，除非這會導致或擴大會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號關於終止確認金融資產及金融負債之規定。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

###### *HKFRS 15 – Revenue from Contracts with Customers*

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

HKFRS 15 requires the application of a 5 steps approach to revenue recognition:

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

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

#### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

##### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

###### *香港財務報告準則第15號－客戶合約之收益*

此項新準則確立單一收益確認框架。該框架之核心原則為實體應確認收益以用金額描述轉讓承諾商品或服務予客戶，該金額反映預期該實體有權就交換該等商品及服務所收取之代價。香港財務報告準則第15號將取代現有收益確認指引（包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋）。

香港財務報告準則第15號要求以五個步驟確認收益：

- 第一步： 確認客戶合約
- 第二步： 確認合約中的履約責任
- 第三步： 釐定交易價
- 第四步： 將交易價分配至各履約責任
- 第五步： 於各履約責任完成時確認收益

香港財務報告準則第15號包含與特定收益相關課題之特定指引，該等指引或會更改根據香港財務報告準則現時應用之方法。該準則亦顯著提升與收益相關的質化與量化披露。

## NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

*Amendments to HKFRS 15 – Revenue from Contracts with Customers (Clarifications to HKFRS 15)*

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

The directors of the Company anticipate that the application of HKFRS 15 in the future will not have a material impact on the amounts reported in the consolidated financial statements of the Group in the future, based on the existing business model of the Group as at 31 December 2017.

*Amendments to HKAS 40, Investment Property – Transfers of Investment Property*

The amendments clarify that to transfer to or from investment properties there must be a change in use and provides guidance on making this determination. The clarification states that a change of use will occur when a property meets, or ceases to meet, the definition of investment property and there is supporting evidence that a change has occurred.

The amendments also re-characterise the list of evidence in the standard as a non-exhaustive list, thereby allowing for other forms of evidence to support a transfer.

#### 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

##### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

*香港財務報告準則第15號之修訂－客戶合約收益(香港財務報告準則第15號之澄清)*

香港財務報告準則第15號之修訂包括對識別履行責任作出之澄清；應用委託人及代理人；知識產權許可；及過渡要求。

本公司董事預計，根據本集團於二零一七年十二月三十一日之現有業務模型，日後應用香港財務報告準則第15號將不會對呈報予本集團綜合財務報表之金額構成重大影響。

*香港會計準則第40號之修訂，投資物業－轉讓投資物業*

該等修訂澄清投資物業的轉入及轉出均必須存在用途改變，並就作出有關釐定提供指引。該澄清列明倘物業符合或不再符合投資物業之定義及有證據證明用途改變，則出現用途改變。

該等修訂亦將該準則中的憑證清單重新定性為非詳盡清單，因此，其他形式的憑證亦可證明轉撥。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

*Amendments to HKFRS 9 – Prepayment Features with Negative Compensation*

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at FVTOCI if specified conditions are met – instead of at FVTPL.

*HKFRS 16 – Leases*

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

#### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

##### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

*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*

該等修訂澄清附帶負補償的預付金融資產可按攤銷成本或按公允值計入其他全面收益計量，而非以按公允值計入損益計量。

*香港財務報告準則第16號—租賃*

香港財務報告準則第16號於生效日期將取代香港會計準則第17號「租賃」及相關詮釋，引進單一承租人會計模式，規定承租人就年期超過12個月的全部租賃確認資產及負債，惟相關資產屬低價值者則除外。具體而言，根據香港財務報告準則第16號，承租人須確認代表其使用相關租賃資產權利的使用權利資產，以及代表其作租賃付款責任的租賃負債。因此，承租人應確認使用權利資產的折舊及租賃負債的利息，及將租賃負債的現金償付分類為本金部分及利息部分，並於現金流量表中呈列。此外，使用權利資產及租賃負債最初按現值計量。計量包括不可撤銷租賃付款，亦包括將於選擇期間作出的付款（如承租人可合理確定將行使選擇權以延續租賃，或不行使選擇權終止租賃）。此會計處理方式與根據香港會計準則第17號之前準則將租賃分類為經營租賃的承租人會計處理有重大差別。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

###### *HKFRS 16 – Leases (Continued)*

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

As at 31 December 2017, the Group’s total future minimum lease payments under non-cancellable operating lease of HK\$2,134,000 as disclosed in note 37. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding lease liability in respect of all the leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirement may result changes in measurement, presentation and disclosure as indicated above.

#### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

##### (b) 已頒佈但尚未生效之新訂／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（續）*

就出租人會計處理而言，香港財務報告準則第16號實質上繼承香港會計準則第17號的出租人會計規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並以不同方式將該兩類租賃入賬。

於二零一七年十二月三十一日，本集團根據不可註銷經營租賃支付的未來最低租賃款項總額為2,134,000港元，如附註37所披露。初步評估顯示此等安排將符合香港財務報告準則第16號之租賃定義，因此，本集團將就所有該等租賃確認使用權資產及相應負債，除非該等租賃於應用香港財務報告準則第16號時符合低價值或短期租賃之資格。此外，應用新規定可能造成上文所述之計量、呈列及披露變動。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

*Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors’ interests in the joint venture or associate.

The Group has already commenced an assessment of the impact of adopting the above standards and amendments to existing standards to the Group. Except as described above, the directors of the Company anticipate that the application of other new/revised HKFRSs will have no material impact on the Group’s financial performance and financial position and/or the disclosures to the financial statements of the Group.

#### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

##### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

*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*

該等修訂澄清實體向其聯營公司或合營企業出售或注入資產時，將予確認之收益或虧損程度。當交易涉及一項業務，則須確認全數收益或虧損。反之，當交易涉及不構成一項業務之資產，則僅須就不相關投資者於合營企業或聯營公司之權益確認收益或虧損。

本集團已開始評估採納上述準則及修訂對本集團現有準則之影響。除上述者外，本公司董事預計應用香港財務報告準則其他新訂／經修訂準則將不會對本集團財務表現及財務狀況及／或本集團財務報表之披露有重大影響。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 3. BASIS OF PREPARATION

#### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

#### (b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared on the historical cost basis except for investment properties which are measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

During the year, the Group incurred a net loss of HK\$105,798,000 attributable to owners of the Company and at the end of reporting period, the Group had net current liabilities of approximately HK\$62,241,000. The Group had bank loans and other loans of HK\$163,529,000 and HK\$97,735,000 at 31 December 2017, which would request consents from various banks and financial institutions on the annual renewal of relevant facilities in the coming twelve months. The Group is dependent upon the financial support from the banks and financial institutions to meet its financial obligations. There is no certainty that bank loans and other loans of the Group will be renewed in the future. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

### 3. 編製基礎

#### (a) 遵例聲明

綜合財務報表已根據所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（以下統稱「香港財務報告準則」），及香港公司條例所規定之披露而編製。此外，綜合財務報表包括聯交所證券上市規則所規定的適用披露。

#### (b) 測量基礎及持續經營假設

綜合財務報表乃按照歷史成本編製，惟若干投資物業乃按公平值計量除外，如下文會計政策所解釋。歷史成本一般是建基於就換取貨品及服務所支付之代價之公平值。

於本年度，本集團於報告期末錄得本公司擁有人應佔淨虧損105,798,000港元，而本集團之淨流動負債約62,241,000港元。於二零一七年十二月三十一日，本集團有163,529,000港元及97,735,000港元之銀行貸款及其他貸款在未來十二個月就相關融資作年度重續時須得到不同銀行及金融機構之同意。本集團倚賴銀行及金融機構提供財務支援，以履行其財務責任。概不保證本集團日後將可重續其銀行貸款及其他貸款。上述狀況顯示存在可能對本集團持續經營能力構成重大疑問之一項重大不明朗因素，故此其或許不能在日常業務過程中變現其資產及履行其責任。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 3. BASIS OF PREPARATION (Continued)

#### (b) Basis of measurement and going concern assumption (Continued)

In view of these circumstances, the directors of the Company have given consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. In particular, the directors of the Company have considered the following: (1) the Group maintains good relationship with major banks and financial institutions providing finance or facilities to the Group and the Group had successfully renewed its banking facilities based on past experience. The Group has successfully renewed its banking facilities and other loans of HK\$15,600,000 and US\$12,500,000 (equivalent to approximately HK\$97,735,000), respectively in February 2018 upon their expiry; (2) as of 31 December 2017, the Group has unutilised bank loan facilities totalling HK\$247,465,000 available to finance its future operations and financial obligations.

In the opinion of the directors of the Company, after taking into account the financial performance, operation as well as capital expenditure and the above financing arrangements of the Group, the Group is expected to have sufficient liquidity to finance its operations for the next twelve months subsequent to the end of the reporting period.

Therefore, the consolidated financial statements of the Group have been prepared on a going concern basis.

### 3. 編製基礎 (續)

#### (b) 測量基礎及持續經營假設 (續)

鑑於此等情況，本公司董事曾經考慮本集團的未來流動性及業績，及其可用的資金來源，評估本集團是否有足夠的財務資源繼續持續經營。特別是本公司董事已考慮以下措施：(1)本集團與向其提供融資或信貸之主要銀行及金融機構維持良好關係，且過往經驗均成功重續其銀行融資。本集團於二零一八年二月已在其分別為15,600,000港元及12,500,000美元（相當於約97,735,000港元）之銀行融資及其他貸款到期時成功重續；(2)截至二零一七年十二月三十一日，本集團有未動用銀行貸款額度總額247,465,000港元，可供用作為其未來營運及財務責任提供資金。

經考慮本集團的財務狀況、經營以及資本支出和上述財務安排，本公司董事認為本集團將擁有充足的流動性以資助其自報告期末起計未來十二個月的營運。

因此，本集團的綜合財務報表已按持續經營基準編製。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 3. BASIS OF PREPARATION (Continued)

#### (b) Basis of measurement and going concern assumption (Continued)

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to adjust the value of assets to their estimated net realisable values, to reclassify non-current assets and liabilities as current assets and liabilities respectively, and to provide for any further liabilities which may arise. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

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".

### 3. 編製基礎 (續)

#### (b) 測量基礎及持續經營假設 (續)

倘本集團無法在業務上持續經營，則須作出相關調整，將資產之價值調整至其估計可變現淨值，將非流動資產及負債分別重新歸類為流動資產及負債，並為可能產生之任何進一步負債作出撥備。綜合財務報表並無反映此等潛在調整的影響。

公平值是於計量日期市場參與者於有序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否可直接觀察或使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債之特點，則本集團於估計資產或負債之公平值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟香港財務報告準則第2號「以股份為基礎支付」範圍內以股份為基礎付款之交易、香港會計準則第17號「租賃」範圍內之租賃交易以及類似公平值但並非公平值（例如香港會計準則第2號「存貨」內之可變現淨值或香港會計準則第36號「資產減值」內之使用價值除外）。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 3. BASIS OF PREPARATION (Continued)

#### (b) Basis of measurement and going concern assumption (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.

#### (c) Functional and presentation currency

The functional currency of the Company is United States dollars ("USD"), while the consolidated financial statements are presented in Hong Kong dollars ("HKD"). As the Company is listed on the Main Board of the Stock Exchange, the directors consider that it will be more appropriate to adopt HKD as the Group's and the Company's presentation currency.

### 3. 編製基礎 (續)

#### (b) 測量基礎及持續經營假設 (續)

此外，就財務報告而言，公平值計量分為第一級、第二級或第三級，有關等級乃根據公平值計量輸入數據之可觀察程度及該等輸入數據對公平值計量整體之重要程度而劃分，說明如下：

- 第一級輸入數據指該實體於計量日期可取得相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據指可直接或間接從觀察資產或負債所得之數據（第一級內之報價除外）；及
- 第三級輸入數據指不可從觀察資產或負債而獲得之數據。

#### (c) 功能及呈列貨幣

本公司的功能貨幣為美元（「美元」），綜合財務報表以港元（「港元」）呈列。由於本公司於香港聯交所主板上市，故董事認為採納港元作為本集團及本公司的呈列貨幣乃屬恰當。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES

##### (a) Basis of consolidation and business combinations

###### (i) 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 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.

#### 4. 重大會計政策

##### (a) 綜合基準及業務合併

###### (i) 綜合基準

綜合財務報表涵蓋本公司以及由本公司及其附屬公司所控制實體的財務報表。當本公司出現下列情況，即取得控制權：

- 擁有對被投資方的權力；
- 可或有權從參與被投資方取得可變回報；及
- 能夠運用其權力影響其回報金額。

倘有事實及情況顯示上列三個控制權元素中一個或多個出現變動，則本集團會重新評估其是否控制被投資方。

當本集團取得某附屬公司的控制權，即開始將該附屬公司綜合入賬；而當本集團失去某附屬公司的控制權，即終止將該附屬公司綜合入賬。具體而言，附屬公司自本集團獲得控制權之日起及直至本集團終止控制該附屬公司之日止的收入及開支計入綜合損益及其他全面收益表。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Basis of consolidation and business combinations (Continued)

###### (i) *Basis of consolidation (Continued)*

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in 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.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

#### 4. 重大會計政策 (續)

##### (a) 綜合基準及業務合併 (續)

###### (i) 綜合基準 (續)

損益及其他全面收益各個項目會歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額會歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。如有需要，本集團會調整附屬公司的財務報表，使其會計政策符合本集團的會計政策。

有關本集團成員公司之間交易的所有集團內資產及負債、權益、收入、開支及現金流量於綜合入賬時全面對銷。

於本公司財務狀況表中，於附屬公司的投資按成本減減值虧損（如有）列賬。附屬公司的業績由本公司按已收及應收股息基準入賬。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Basis of consolidation and business combinations (Continued)

###### (i) *Basis of consolidation (Continued)*

###### *Changes in the Group's ownership interests in existing subsidiaries*

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

###### (ii) *Business combinations*

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

#### 4. 重大會計政策 (續)

##### (a) 綜合基準及業務合併 (續)

###### (i) 綜合基準 (續)

###### 本集團於現有附屬公司的擁有權權益變動

本集團於現有附屬公司的擁有權權益變動如無導致本集團失去對附屬公司的控制權，則入賬列為權益交易。本集團權益及非控股權益的賬面金額會作調整，以反映於附屬公司的相對權益變動。非控股權益的調整金額與已付或已收代價公平值之間的任何差額會直接於權益中確認，並歸屬於本公司擁有人。

###### (ii) 業務合併

業務收購乃採用收購法入賬。於業務合併轉撥的代價按公平值計量，而計算方式為本集團轉撥的資產、本集團對被收購方的前擁有人產生的負債及本集團為交換被收購方的控制權所發行的股權於收購日期的公平值總和。與收購事項有關的成本於產生時在損益確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Basis of consolidation and business combinations (Continued)

###### (ii) *Business combinations (Continued)*

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

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

#### 4. 重大會計政策 (續)

##### (a) 綜合基準及業務合併 (續)

###### (ii) 業務合併 (續)

於收購日期，可識別資產及所產生負債按彼等的公平值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關的負債或資產分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份為基礎的付款安排或本集團為取代被收購方以股份為基礎的付款安排而訂立的以股份為基礎的付款安排有關的負債或權益工具於收購日期根據香港財務報告準則第2號「以股份為基礎支付」計量；及
- 根據香港財務報告準則第5號「持作待售的非流動資產及已終止經營業務」劃分為持作待售的資產（或出售組合）根據該準則計量。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Basis of consolidation and business combinations (Continued)

###### (ii) *Business combinations (Continued)*

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

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

#### 4. 重大會計政策 (續)

##### (a) 綜合基準及業務合併 (續)

###### (ii) 業務合併 (續)

商譽乃所轉撥的代價、被收購方任何非控股權益的金額及收購方之前持有被收購方的股權(如有)的公平值的總和超出所收購的可識別資產及所產生的負債於收購日期的淨額的部份。倘重新評估後,本集團於被收購方的可識別資產淨值的公平值權益超出所轉撥的代價、被收購方任何非控股權益的金額及收購方之前持有被收購方權益(如有)的公平值的總和,超出部份即時於損益確認為廉價購買收益。

屬現有擁有權權益並賦予持有人權利於清盤時按比例攤分有關實體資產淨值的非控股權益初步可按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額的比例計量。計量基準的選擇乃按照個別交易基準而作出。其他類別的非控股權益按公平值或(如適用)其他準則所規定的基準計量。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Basis of consolidation and business combinations (Continued)

###### (ii) *Business combinations (Continued)*

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

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 "Provisions, contingent liabilities and contingent assets", as appropriate, with the corresponding gain or loss being recognised in profit or loss.

#### 4. 重大會計政策 (續)

##### (a) 綜合基準及業務合併 (續)

###### (ii) 業務合併 (續)

當本集團於業務合併中轉讓的代價包括或然代價安排引致的資產或負債，有關或然代價會按於收購日期的公平值計量，並計入作為於業務合併中轉讓的代價的一部份。本集團會追溯調整合資格作為計量期調整的或然代價公平值變動，並相應調整商譽。計量期調整指因於「計量期」（不得超過收購日期起計一年）內獲得有關於收購日期存在的事實及情況的額外資料而產生的調整。

不合資格作為計量期調整的或然代價公平值變動其後的會計方法視乎或然代價的分類而定。分類為權益的或然代價不會於其後報告日期重新計量，而其後的結算會於權益內入賬。分類為資產或負債的或然代價會按照香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」（按適用情況而定）於其後報告日期重新計量，而相應收益或虧損則於損益確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Basis of consolidation and business combinations (Continued)

###### (ii) *Business combinations (Continued)*

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

##### (b) Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. 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 associate are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associate used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate 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. 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.

#### 4. 重大會計政策 (續)

##### (a) 綜合基準及業務合併 (續)

###### (ii) 業務合併 (續)

倘業務合併的初步會計處理於合併產生的報告期末仍未完成，則本集團會就仍未完成會計處理的項目呈報暫定金額。該等暫定金額於計量期間（見上文）內作出調整，或確認額外資產或負債，以反映獲得有關收購日期已存在事實及情況的新資料，而倘知悉該等資料，將會影響於當日確認的金額。

##### (b) 聯營公司

聯營公司為本集團擁有重大影響力的實體，並非一間附屬公司或聯合安排。重大影響力為可參與被投資方的財政及經營政策決定的權力，而並非對該等政策施加控制權或共同控制權。

聯營公司的業績及資產與負債乃以權益會計法計入此等綜合財務報表。就權益會計法目的使用的聯營公司財務報表乃利用與本集團於類似情況下就同類交易及事件所用者一致的會計政策編製。根據權益法，於聯營公司的投資乃按成本於綜合財務狀況表中初步確認，並於其後調整以確認本集團應佔該聯營公司的損益及其他全面收益。當本集團應佔一間聯營公司的虧損超出其於該聯營公司的權益（包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司的投資淨額的一部份），則本集團不再繼續確認其應佔的進一步虧損。額外虧損僅於本集團已產生法定或推定責任或代表該聯營公司作出付款時，方予確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (b) Associates (Continued)

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.

#### 4. 重大會計政策 (續)

##### (b) 聯營公司 (續)

本集團由被投資方成為聯營公司當日起利用權益法將於一間聯營公司的投資入賬。收購於一間聯營公司的投資時，投資成本超出本集團應佔被投資方可識別資產及負債公平淨值的任何差額確認為商譽，計入投資的賬面金額。經重新評估後，本集團應佔可識別資產及負債公平淨值超出投資成本的任何差額於收購投資的期間內即時在損益確認。

香港會計準則第39號的規定獲應用以釐定是否需要就本集團於一間聯營公司的投資確認任何減值虧損。於有需要時，投資的全部賬面金額（包括商譽）會根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，方法為將可收回金額（即使用價值與公平值減出售成本的較高者）與賬面金額進行比較。任何已確認減值虧損構成投資賬面金額的一部份。有關減值虧損的任何撥回於該項投資可收回金額其後增加時根據香港會計準則第36號確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (b) Associates (Continued)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

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

#### 4. 重大會計政策 (續)

##### (b) 聯營公司 (續)

本集團由投資不再為聯營公司當日起或於投資(或其部份)分類為持作待售時終止使用權益法。當本集團保留於前聯營公司的權益,而所保留權益為金融資產,本集團會按當日的公平值計量所保留權益,並按照香港會計準則第39號將該公平值視為初步確認時的公平值。於釐定出售該聯營公司的收益或虧損時,會計及聯營公司於終止使用權益法當日的賬面金額與任何所保留權益公平值及出售該聯營公司部分權益的任何所得款項之間的差額。此外,本集團將先前於其他全面收益就該聯營公司確認的所有金額入賬,基準與倘該聯營公司直接出售相關資產或負債時所規定的基準相同。因此,倘該聯營公司先前已於其他全面收益確認的收益或虧損會於出售相關資產或負債時重新分類至損益,則本集團會於終止使用權益法時,將收益或虧損由權益重新分類至損益(作為重新分類調整)。

當於聯營公司的投資成為於合營企業的投資,本集團會繼續使用權益法。於擁有權益出現有關變動時不會重新計量至公平值。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (b) Associates (Continued)

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

When a group entity transacts with an associate of the Group (such as a sale or contribution of assets), 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.

##### (c) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree over the fair value of identifiable assets and liabilities acquired.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

#### 4. 重大會計政策 (續)

##### (b) 聯營公司 (續)

當本集團減少其於一間聯營公司的擁有權權益但投資仍被分類為聯營公司時，倘先前於其他全面收益確認而與擁有權權益減少有關的收益或虧損部份將於出售相關資產或負債時重新分類至損益，則本集團會將該收益或虧損部份重新分類至損益。

當一間集團實體與本集團的聯營公司進行交易（例如出售或貢獻資產），本集團僅會於聯營公司的權益與本集團無關的情況下，方會於綜合財務報表確認與該聯營公司交易所產生的損益。

##### (c) 商譽

商譽初始時按成本確認，乃所轉撥的代價、被收購方非控股權益確認的金額及收購方之前持有被收購方的股權於收購日期的公平值的總和超出所收購的可識別資產及負債的公平值部份。

倘重新評估後，可識別資產及負債的公平值超出所付代價公平值、被收購方任何非控股權益的金額及收購方之前持有被收購方的股權於收購日期的公平值的總和，超出部份於收購日期於損益確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (c) Goodwill (Continued)

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

For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit ("CGU") is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired, by comparing its carrying amount with its recoverable amount.

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

#### 4. 重大會計政策 (續)

##### (c) 商譽 (續)

收購一項業務所產生的商譽於業務收購日期(見上文會計政策)所確立的成本減累計減值虧損(如有)列賬。

就減值測試而言,收購產生的商譽分配至預期可受惠於收購的協同效應的各有關現金產生單位。現金產生單位(「現金產生單位」)是可以認定的最小資產組組合,其產生的現金流入應當基本上獨立於其他資產或者資產組的現金流入。獲分配商譽的現金產生單位於每年或有跡象顯示該單位可能出現減值時更頻密地進行減值測試,將其賬面金額與可收回金額進行比較。

就於財政年度內收購所產生的商譽而言,已獲分配商譽的現金產生單位於該財政年度末前進行減值測試。當現金產生單位的可收回金額少於該單位的賬面金額時,減值虧損的分配會先削減分配到該單位的任何商譽的賬面金額,其後以單位各資產的賬面金額為基準,按比例分配到該單位的其他資產。然而,分配給每個資產的虧損不會對單項資產的賬面金額減少至低於其公平值減處置成本(倘可計量)或其使用價值(如可確定的),以較高者為準。商譽的任何減值虧損於損益內確認,於往後期間不予撥回。

出售有關現金產生單位時,於釐定出售損益的金額時會計及商譽應佔金額。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of estimated customer returns, rebates, discounts and sales related taxes.

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

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

Service income is recognised when services are provided.

#### 4. 重大會計政策 (續)

##### (d) 收益確認

收益按已收或應收代價的公平值計量，乃指於日常業務過程中所銷售貨品減估計客戶退貨、回扣、折扣及與銷售相關稅項後的應收金額。

銷售貨品的收益於貨品付運及所有權轉移時確認，屆時下列所有條件已達成：

- 本集團已向買家轉移貨品擁有權的重大風險及回報；
- 本集團既無保留程度一般與擁有權相關的持續管理參與，亦無保留對所售貨品的實際控制權；
- 收益金額能可靠地計量；
- 與交易相關的經濟利益將流入本集團；及
- 就交易產生或將就交易產生的成本能可靠地計量。

服務收入將於提供服務時確認。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Revenue recognition (Continued)

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

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

##### (e) Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and amortisation and accumulated impairment losses, if any.

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

#### 4. 重大會計政策 (續)

##### (d) 收益確認 (續)

金融資產的利息收入於經濟利益將可能流向本集團及收入金額能可靠計量時確認。利息收入乃參照未償還本金按適用實際利率以時間基準累計，而實際利率乃按金融資產的預期使用年期，將估計未來現金收入準確折現至該資產於首次確認時的賬面淨值的利率。

本集團有關確認來自經營租賃收益的會計政策概述於下文租賃會計政策。

##### (e) 物業、廠房及設備

物業、廠房及設備（包括持作用於生產或供應貨品或服務或作行政用途的土地及樓宇（下文所述的在建物業除外））於綜合財務狀況表內按成本減其後的累計折舊及攤銷以及累計減值虧損（如有）列賬。

作生產、供應或行政用途的在建物業按成本減任何已確認減值虧損列賬。成本包括專業費用及（就合資格資產而言）按照本集團會計政策撥充資本的借貸成本。該等物業於落成及可作擬定用途時分類為物業、廠房及設備的適當類別。該等資產於可作擬定用途時按與其他物業資產者相同的基準開始計算折舊。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (e) Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than properties under construction 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.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

Freehold land is stated at cost less accumulated impairment losses.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

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

#### 4. 重大會計政策 (續)

##### (e) 物業、廠房及設備 (續)

折舊乃經減去剩餘價值，按物業、廠房及設備項目（在建物業除外）的估計可使用年期以直線法撇銷其成本。估計可使用年期、剩餘價值及折舊方法於報告期末檢討，任何估計變動的影響按未來適用法入賬。

倘物業、廠房及設備項目因以不再由業主佔用證明改變用途而成為投資物業，則該項目於轉移當日的賬面金額與公平值之間的任何差額會於其他全面收益確認及於物業重估儲備累計。於其後出售或報廢資產時，相關重估儲備將直接轉移至保留溢利。

永久業權土地按成本減累計減值虧損列賬。

根據融資租賃持有的資產會按自置資產相同的折舊基準，在預計可使用年期內計算折舊。然而，當未能合理確定將可於租期結束前取得擁有權，則資產會按租期或可使用年期（以較短者為準）計算折舊。

物業、廠房及設備項目於出售或預期繼續使用資產並無未來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生的任何收益或虧損乃按銷售所得款項與資產賬面金額間的差額釐定，並於損益確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Investment properties

Investment properties are properties held to earn rentals or for capital appreciation.

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

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

##### (g) Leasing

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

###### (i) *The Group as lessor*

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

#### 4. 重大會計政策 (續)

##### (f) 投資物業

投資物業乃持有以賺取租金或獲得資本增值的物業。

首次確認時，投資物業乃按成本計量，包括任何直接應佔開支。首次確認後，投資物業按公平值計量。投資物業公平值變動產生的收益或虧損計入產生期間的損益內。

投資物業於出售或永久停止使用或預期不會從出售該項物業中獲得未來經濟利益時終止確認。終止確認某項物業所產生的收益或虧損（按出售所得款項淨額與該資產的賬面金額之間的差額計算）計入於終止確認項目期間的損益內。

##### (g) 租賃

當租賃條款涉及將擁有權的絕大部份風險及回報轉移予承租人時，將該租賃分類為融資租賃。所有其他租賃則分類為經營租賃。

###### (i) 本集團作為出租人

經營租賃的租金收入按相關租賃年期以直線法於損益確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (g) Leasing (Continued)

###### (ii) *The Group as lessee*

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred. Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

#### 4. 重大會計政策 (續)

##### (g) 租賃 (續)

###### (ii) 本集團作為承租人

根據融資租賃持有的資產會於租期開始時按公平值或(如數額較低)最低租賃款項現值確認為本集團資產。欠負出租人的相應負債會計入綜合財務狀況表作為融資租賃承擔。

租賃款項會分為融資開支及租賃承擔扣減，以達致負債餘額的一個固定利率。融資開支即時於損益確認，惟倘有關開支直接與合資格資產有關，則按照本集團有關借貸成本的一般政策(見下文的會計政策)撥充資本。或然租金於產生的期間確認為開支。經營租賃付款按有關租賃年期以直線法確認為開支。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (g) Leasing (Continued)

###### (iii) *Leasehold land and building*

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

#### 4. 重大會計政策 (續)

##### (g) 租賃 (續)

###### (iii) *租賃土地及樓宇*

倘租賃包括土地及樓宇部份，本集團根據評估各部份擁有權所附帶的絕大部份風險及回報是否已轉移至本集團的結果，獨立評估各部份應分類為融資或經營租賃，惟倘兩部份明顯同為經營租賃，則整項租賃分類為經營租賃。具體而言，最低租賃款項（包括任何一次性預付款）按租賃開始時租賃的土地及樓宇兩部份的租賃權益相關公平值的比例分配至土地及樓宇部份。

倘租賃款項能可靠地分配，則入賬列為經營租賃的租賃土地權益於綜合財務狀況表呈列為「預付租賃款項」，並按其租賃年期以直線法攤銷，惟按公平值模式分類及入賬為投資物業除外。倘租賃款項無法於土地及樓宇部份之間可靠地分配，則整項租賃通常分類為融資租賃，並入賬列作物業、廠房及設備。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (h) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items 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 on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal of the foreign operation.

#### 4. 重大會計政策 (續)

##### (h) 外幣

編製各個別集團實體的財務報表時，以該實體的功能貨幣以外貨幣（外幣）進行的交易按交易日期的現行匯率以有關功能貨幣（即該實體經營所在主要經濟環境的貨幣）列賬。於報告期末，以外幣計值的貨幣項目按該日的現行匯率重新換算。按公平值列賬且以外幣計值的非貨幣項目按釐定公平值當日的匯率重新換算。按歷史成本以外幣計量的非貨幣項目不會重新換算。

貨幣項目之匯兌差額乃於產生期間內於損益確認，惟應收或應付一項海外業務，其結算並非預定或不大可能出現（因而形成海外業務投資淨額之一部份）的貨幣項目匯兌差額除外，該差額初步於其他全面收入確認及於出售海外業務時由權益重新分類至損益。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (h) Foreign currencies (Continued)

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

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), 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.

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

#### 4. 重大會計政策 (續)

##### (h) 外幣 (續)

就呈列綜合財務報表而言，本集團海外業務的資產及負債按報告期末的現行匯率換算為本集團的呈報貨幣（即港元），而其收入及開支則按年內平均匯率換算，除非期內匯率大幅波動，於此情況下則採用交易當日適用的匯率。所產生的匯兌差額（如有）於其他全面收益確認，並於權益內的貨幣換算儲備項下累計（歸屬於非控股權益（如適用））。

於出售海外業務（即出售本集團於海外業務的全部權益，或涉及失去對擁有海外業務的附屬公司的控制權的出售）時，於權益內累計而有關本公司擁有人應佔的業務的所有匯兌差額重新分類至損益。此外，就出售部分附屬公司但並無引致本集團失去對該附屬公司之控制權，則按比例將累計匯兌差額重新分配予非控股權益，且不在損益內確認。

於二零零五年七月一日或之後透過收購海外業務而產生所收購可識別資產及所承擔負債的商譽及公平值調整視作該海外業務的資產及負債處理，並按報告期末的現行匯率換算。匯兌差額於其他全面收益內確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (i) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

##### (j) Retirement benefit costs

###### *Defined contribution plans*

Payments to defined contribution retirement benefit plans, Hong Kong Mandatory Provident Fund Scheme (the "MPF Scheme") and the state-managed retirement benefit schemes are recognised as expense when employees have rendered service entitling them to the contributions.

###### *Defined benefit plan*

The Group operates defined benefit pension plan which requires contributions to be made to a separately administered fund for employees of the Group's certain entities which are operating in India. The benefits are unfunded. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit actuarial valuation method.

#### 4. 重大會計政策 (續)

##### (i) 借貸成本

因收購、興建或生產需要長時間籌備方可作其擬定用途或銷售的合資格資產所產生的直接借貸成本，計入該等資產的成本中，直至該等資產已大致上可作其擬定用途或銷售時為止。在特定借貸撥作合資格資產的支出前暫時用作投資所賺取的投資收入，須自可予資本化的借貸成本中扣除。

所有其他借貸成本均在產生期間於損益確認。

##### (j) 退休福利成本

###### *界定供款計劃*

向界定供款退休福利計劃、香港強制性公積金計劃（「強積金計劃」）及國家管理退休福利計劃作出的供款，於僱員提供服務而有權獲得供款時確認為開支。

###### *界定福利計劃*

本集團運作一項界定福利退休金計劃，該計劃要求向獨立管理的基金繳存費用，該基金就本集團若干現於印度經營的實體之僱員而設。福利未注入資金。界定福利計劃下提供該等福利的成本以據預計單位進賬精算估值法釐定。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (j) Retirement benefit costs (Continued)

###### *Defined benefit plan (Continued)*

Re-measurements arising from defined benefit pension plan, comprising actuarial gains and losses, are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to re-measurement gains and losses on defined benefit plan through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Group recognises the following changes in the net defined benefit obligation under “cost of sales” and “administrative expenses” in the consolidated statement of profit or loss by function:

- service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- net interest expense or income.

Past service costs are recognised in profit or loss at the earlier of:

- the date of the plan amendment or curtailment; and
- the date that the Group recognises restructuring-related costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

#### 4. 重大會計政策 (續)

##### (j) 退休福利成本 (續)

###### *界定福利計劃 (續)*

界定福利退休金計劃引起的重新計量，包括精算收益及虧損，在綜合財務狀況表中立即確認，並在其發生期間通過其他綜合收益計入界定福利計劃的重新計量收益及虧損，後續期間不會分類至損益。

本集團在綜合損益表的「銷售成本」和「行政開支」中確認界定福利責任淨額的以下變動：

- 服務成本，包括當期服務成本、過去服務成本、縮減及不定期結算的收益及虧損；
- 利息開支或收入淨額。

過去服務成本於在下列日期前於損益確認：

- 修改或縮減計劃之日期；或
- 本集團確認重組相關成本之日期。

利息淨額由界定福利淨負債或淨資產乘以折現率計算而得。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (k) 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 taxation' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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 assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

#### 4. 重大會計政策 (續)

##### (k) 稅項

所得稅支出指現時應付稅項及遞延稅項總額。

現時應付稅項按本年度應課稅溢利計算。應課稅溢利因其他年度的應課稅或可扣稅收支及從不課稅或不可扣稅的項目而與綜合損益及其他全面收益表中所報「除稅前溢利」不同。本集團的現時稅項負債按報告期末已頒佈或實質上已生效的稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面金額與計算應課稅溢利所用相應稅基的暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常會於可能出現可動用可扣稅暫時差額的應課稅溢利時就所有可扣稅暫時差額確認。若暫時差額源自於一項交易的商譽或首次確認當中的其他資產及負債（於業務合併除外），而該交易既不影響應課稅溢利亦不影響會計溢利，則不會確認有關資產及負債。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (k) Taxation (Continued)

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rates (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.

#### 4. 重大會計政策 (續)

##### (k) 稅項 (續)

遞延稅項負債乃就與於附屬公司的投資及於一間聯營公司的權益相關的應課稅暫時差額確認，惟本集團可控制撥回暫時差額及暫時差額可能不會於可見將來撥回則除外。因與該等投資及權益相關的可扣稅暫時差額而產生的遞延稅項資產，僅會於可能有足夠應課稅溢利可以使用暫時差額的利益且預期會於可見將來撥回時確認。

遞延稅項資產的賬面金額於報告期末檢討，並會扣減至再無足夠應課稅溢利可供收回全部或部份資產為止。

遞延稅項資產及負債乃按預期於負債獲清償或資產獲變現期間適用的稅率（以報告期末已頒佈或實質上已生效的稅率（及稅法）為基準）計量。

遞延稅項負債及資產的計量結果，反映本集團於報告期末所預期對收回或償還其資產及負債的賬面金額的方式所產生的稅務後果。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (k) Taxation (Continued)

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

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

#### 4. 重大會計政策 (續)

##### (k) 稅項 (續)

就計量投資物業的遞延稅項負債或遞延稅項資產而言，利用公平值模型計量的投資物業的賬面金額乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及以本集團的業務模型（其業務目標是隨時間消逝而非透過銷售消耗投資物業所包含的絕大部份經濟利益）持有時，有關假設即被推翻。倘有關假設被推翻，則上述投資物業的遞延稅項負債及遞延稅項資產根據上述香港會計準則第12號所載的一般原則（即根據將如何收回有關物業的預期方式）計量。

本期及遞延稅項於損益確認，倘彼等與在其他全面收益中確認的項目有關（在此情況下，稅項亦於其他全面收益中確認）或彼等與直接在權益中確認的項目有關（在此情況下，稅項亦直接於權益中確認）則除外。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (I) Intangible assets

###### (i) *Intangible assets acquired separately*

Intangible assets acquired separately and with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of the reporting period, with the effect of any changes in estimate being accounted for on a prospective basis (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

###### (ii) *Research and development expenditure*

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;

#### 4. 重大會計政策 (續)

##### (I) 無形資產

###### (i) 個別收購的無形資產

個別收購且具備有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。具備有限可使用年期的無形資產按估計可使用年期以直線法確認攤銷。估計可使用年期及攤銷方法於報告期末檢討，任何估計變動的影響按未來適用法入賬（有關有形及無形資產減值虧損的會計政策見於下文）。

終止確認無形資產所產生的收益或虧損按出售所得款項淨額與資產賬面金額間的差額計量，並在資產終止確認期間於損益確認。

###### (ii) 研發支出

研究活動的支出在產生期間確認為開支。

開發（或內部項目發展階段）所產生的內部產生無形資產，僅在滿足以下所有條件時方予確認：

- 完成無形資產的技術可行性，從而可以使用或銷售；

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (I) Intangible assets (Continued)

###### (ii) *Research and development expenditure (Continued)*

- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for an internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

#### 4. 重大會計政策 (續)

##### (I) 無形資產 (續)

###### (ii) 研發支出 (續)

- 有意完成無形資產並將其使用或銷售；
- 使用或銷售無形資產的能力；
- 無形資產如何產生可能未來經濟效益；
- 是否有足夠技術、財務及其他資源，以完成其開發，並使用或銷售此無形資產；及
- 能夠可靠計量無形資產於開發期間應佔的支出的能力。

內部產生的無形資產首次確認的數額乃無形資產首次符合上列確認標準當日產生的支出總額。若無內部產生的無形資產可予確認，則開發支出在其產生期間內自損益扣除。

首次確認後，內部產生的無形資產按與個別收購無形資產相同的基準以成本減累計攤銷及累計減值虧損（如有）計量。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (l) Intangible assets (Continued)

*(iii) Intangible assets acquired in a business combination*

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

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

*(iv) Derecognition of intangible assets*

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

##### (m) Inventories

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

#### 4. 重大會計政策 (續)

##### (l) 無形資產 (續)

*(iii) 業務合併過程中收購的無形資產*

業務合併過程中所收購並與商譽分開確認的無形資產初步按收購日期的公平值(視為成本)確認。

於初步確認後,業務合併過程中所收購的無形資產按成本扣除累計攤銷及任何累計減值虧損申報,與獨立收購的無形資產的基準相同。

*(iv) 終止確認無形資產*

無形資產於出售時或當預期使用或出售無形資產不會產生將來經濟利益時終止確認。終止確認無形資產所產生的收益或虧損按出售所得款項淨額及該資產賬面值的差額計量,並於終止確認該資產時於損益內確認。

##### (m) 存貨

存貨按成本與可變現淨值的較低者列賬。存貨成本按先入先出法釐定。可變現淨值指存貨的估計售價減完成的所有估計成本及銷售所需成本。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments

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

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

##### (i) *Financial assets*

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

#### 4. 重大會計政策 (續)

##### (n) 金融工具

倘集團實體成為工具合約條文的訂約方，則確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債（按公平值計入損益的金融資產及金融負債除外）直接產生的交易成本，於首次確認時視適當情況加入金融資產或金融負債的公平值或自金融資產或金融負債的公平值扣除。因收購按公平值計入損益的金融資產或金融負債直接產生的交易成本即時於損益確認。

##### (i) 金融資產

本集團的金融資產分為貸款及應收款項。有關分類會視金融資產的性質及目的而定，並於初步確認時釐定。所有正常購買或出售的金融資產按交易日基準確認及終止確認。正常購買或銷售金融資產指須於按照市場規定或慣例設立的期限內交付資產的金融資產買賣。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### (i) *Financial assets (Continued)*

###### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade, bills, and other receivables, loan receivables, loan to an associate, amount due from an associate, pledged bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

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

#### 4. 重大會計政策 (續)

##### (n) 金融工具 (續)

###### (i) 金融資產 (續)

###### 貸款及應收款項

貸款及應收款項為在活躍市場上並無報價而具有固定或待付的非衍生金融資產。於首次確認後，貸款及應收款項（包括應收貿易賬款、應收票據及其他應收款項、應收貸款、給予一間聯營公司的貸款、應收一間聯營公司的款項、已抵押銀行存款以及銀行結存及現金）以實際利率法按攤銷成本減任何減值計量。

利息收入採用實際利率確認，惟短期應收賬款因確認其利息影響並不重要而除外。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### (ii) *Effective interest method for financial assets*

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.

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

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the 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.

#### 4. 重大會計政策 (續)

##### (n) 金融工具 (續)

###### (ii) 金融資產所用實際利率法

實際利率法是一種計算債務工具的攤銷成本以及於有關期間分配利息收入的方法。實際利率是按債務工具的預期年期或(倘適用)更短期間,將估計未來現金收入(包括所有構成實際利率整體部份的已付或已收的一切費用、交易成本及其他溢價或折價)準確折現至首次確認時的賬面淨額的利率。

債務工具的利息收入按實際利率確認。

###### (iii) 金融資產減值

金融資產(不包括按公平值計入損益的金融資產)於各報告期末以減值指標予以評估。當有客觀證據顯示,於金融資產首次確認後發生一項或以上事件,影響其估計未來現金流量,則認為金融資產出現減值。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

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

Objective evidence of impairment could include:

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

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 to 120 days, and observable changes in national or local economic conditions that correlate with default on receivables.

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

#### 4. 重大會計政策 (續)

##### (n) 金融工具 (續)

###### (iii) 金融資產減值 (續)

減值的客觀證據可包括：

- 發行人或對手方出現嚴重財務困難；或
- 違約，如欠繳或拖欠利息或本金；或
- 借款人將可能破產或進行財務重組。

就若干類別的金融資產（如應收貿易賬款）而言，經評估不作個別減值的資產會另行集體評估減值。應收款項組合減值的客觀證據可包括本集團以往的收款經驗、組合中超過60至120天平均信用期的延遲付款次數增加，以及與欠繳應收款項有關的國家或當地經濟狀況的可見變化。

就按攤銷成本列賬的金融資產而言，所確認的減值虧損數額為按資產賬面金額與按金融資產原實際利率折現估計未來現金流量後的現值間的差額。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

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

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

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 were recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

###### (iv) *Financial liabilities and equity*

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.

#### 4. 重大會計政策 (續)

##### (n) 金融工具 (續)

###### (iii) 金融資產減值 (續)

就應收貿易賬款及應收貸款以外的所有金融資產而言，金融資產的賬面金額直接減除減值虧損，而應收貿易賬款的賬面金額則利用撥備賬減除。撥備賬賬面金額的變動在損益確認。當應收貿易賬款被視為不可收回時，會於撥備賬撇銷。其後收回以往撇銷的款項記入損益。

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

###### (iv) 金融負債及權益

由集團實體發行的債項及權益工具按所訂立的合約安排內容及金融負債與權益工具的定義分類為金融負債或權益。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### *(iv) Financial liabilities and equity (Continued)*

###### *Equity instruments*

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

###### *Financial liabilities*

Financial liabilities including trade, bills and other payables and bank and other borrowings are subsequently measured at amortised cost, using the effective interest method.

#### 4. 重大會計政策 (續)

##### (n) 金融工具 (續)

###### *(iv) 金融負債及權益 (續)*

###### *權益工具*

權益工具為證明實體資產剩餘權益(經扣除其所有負債)的任何合約。本集團所發行的權益工具按已收所得款項(扣除直接發行成本後)入賬。

###### *金融負債*

金融負債(包括應付貿易賬款、應付票據及其他應付款項以及銀行及其他借貸)其後採用實際利率法按攤銷成本計量。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### (v) *Effective interest method of financial liabilities*

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 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.

###### (vi) *Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 Revenue.

#### 4. 重大會計政策 (續)

##### (n) 金融工具 (續)

###### (v) 金融負債之實際利率法

實際利率法是一種計算金融負債的攤銷成本以及於有關期間分配利息開支的方法。實際利率是按金融負債的預期年期或(倘適用)更短期間,將估計未來現金付款準確折現至初步確認時的賬面淨額的利率。利息開支按實際利率確認。

###### (vi) 財務擔保合約

財務擔保合約乃規定發出人向持有人支付指定金額,以補償持有人由於指定債務人未能根據債務工具原始或經修訂條款於到期時付款而蒙受的損失。由本集團發出的並非指定為按公平值透過損益列賬的財務擔保合約初步按公平值減發出財務擔保合約直接產生的交易成本予以確認。初步確認後,本集團按以下各項較高者計量財務擔保合約:(i)根據香港會計準則第37號之撥備、或然負債及或然資產釐定的數額;及(ii)初始確認的數額減去根據香港會計準則第18號之收入確認的累計攤銷(如適用)。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### *(vii) Derecognition*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration 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.

#### 4. 重大會計政策 (續)

##### (n) 金融工具 (續)

###### *(vii) 終止確認*

當自金融資產收取現金流量的合約權利已屆滿，或本集團將該項資產連同其於該項資產擁有權的絕大部份風險及回報轉讓予另一實體，即終止確認金融資產。倘本集團並無轉讓或保留其於擁有權的絕大部份風險及回報，並繼續控制已轉讓資產，則本集團會繼續確認其持續參與時的資產並確認相關負債。倘本集團保留其於已轉讓金融資產擁有權的絕大部份風險及回報，則本集團會繼續確認金融資產及以已收取之所得款項確認為有抵押貸款。

終止確認整項金融資產時，資產賬面金額與已收及應收代價以及已於其他全面收益內確認並於權益中累計的累計收益或虧損總和間的差額，於損益確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Financial instruments (Continued)

###### (vii) Derecognition (Continued)

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

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

#### 4. 重大會計政策 (續)

##### (n) 金融工具 (續)

###### (vii) 終止確認 (續)

除全面取消確認外，於取消確認金融資產時，本集團會將金融資產之過往賬面值，按於轉讓日期之相對公平值於其確認為繼續參與之部份及不再確認之部份兩者間作出分配。分配至不再確認部份之賬面值與就不再確認部份所收代價及已於其他全面收入確認之所獲分配任何累計收益或虧損之總和間差額，乃於損益內確認。已於其他全面收入確認之累計收益或虧損，將按繼續確認之部份及不再確認之部份之相對公平值在兩者間作出分配。

本集團在其於金融負債的責任獲履行、取消或屆滿時終止確認有關負債。終止確認的金融負債賬面金額與已付及應付代價的差額於損益確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (o) Equity-settled share-based payment transactions

###### *Share options granted to employees*

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

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

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

#### 4. 重大會計政策 (續)

##### (o) 以權益結算及以股份為基礎的付款交易

###### *授予僱員的購股權*

服務的公平值乃參考所授出購股權於授出日期的公平值釐定，按歸屬期以直線法支銷，並於權益（購股權儲備）作相應增加。

本集團於報告期末修訂對預期最終會歸屬的購股權數目的估計。於歸屬期間修訂估計的影響（如有）於損益確認致使累計開支反映經修訂估計，並會相應調整購股權儲備。

購股權獲行使時，過往於購股權儲備確認的數額將轉撥至股份溢價。倘購股權於歸屬日後被沒收或於屆滿日仍未獲行使，則過往於購股權儲備確認的數額將繼續保留在購股權儲備。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

#### 4. 重大會計政策 (續)

(p) **除商譽外的有形及無形資產減值 (有關商譽的會計政策見於上文)**

本集團於報告期末審閱其具備有限可使用年期的有形及無形資產的賬面金額，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘存在任何有關減值跡象，則估計該資產的可收回金額以釐定減值虧損（如有）程度。倘無法估計個別資產的可收回金額，則本集團會估計資產所屬現金產生單位的可收回金額。如能識別出合理一致的分配基準，亦會將公司資產分配至個別現金產生單位，或分配至能識別出合理一致的分配基準的現金產生單位的最小組別。

可收回金額指公平值減出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量使用稅前折現率折現至現值。有關折現率反映當前市場對貨幣時間值及資產（其未來現金流量估計未作調整）特有風險的評估。

倘一項資產（或一個現金產生單位）的可收回金額估計低於其賬面金額，則該項資產（或現金產生單位）的賬面金額須削減至其可收回金額。減值虧損即時於損益確認。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

**(q) Provisions and contingent liabilities**

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

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

#### 4. 重大會計政策 (續)

**(p) 除商譽外的有形及無形資產減值 (有關商譽的會計政策見於上文) (續)**

倘日後撥回減值虧損，有關資產（或現金產生單位）的賬面金額會增至經修訂的估計可收回金額，惟增加後的賬面金額不得超出倘有關資產（或現金產生單位）並無於以往年度確認任何減值虧損所應釐定的賬面金額。撥回的減值虧損即時於損益確認。

**(q) 撥備及或然負債**

當本集團因過去事項須承擔法定義務或推定義務，而履行該義務很可能需要付出經濟效益及有可靠的估計時，便為未確定時間或金額的負債確認為撥備。

當不可能有需要流出經濟效益，或其數額未能可靠地估計，除非經濟效益流出之可能性極小，則須披露該義務為或有負債。潛在義務，其存在僅能以一個或數個未來事項的發生或不發生來證實，除非經濟效益流出可能性極小，亦同時披露為或有負債。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) Both entities are joint ventures of the same third party;
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;

#### 4. 重大會計政策 (續)

##### (r) 關聯人士

- (a) 另一方人士或其直系親屬會被視為與本公司有關聯若該人士：
- (i) 對本公司有控制權或共同控制權；
  - (ii) 對本公司有重大影響力；或
  - (iii) 為本集團或本公司母公司的主要管理層成員之一。
- (b) 符合任何以下條件的實體會被視為與本公司有關聯：
- (i) 該實體與本公司屬同一集團成員（即母公司、附屬公司及同系附屬公司各自互有關聯）；
  - (ii) 一實體為另一實體的聯營公司或合營公司（或一集團成員之聯營公司或合營公司而另一實體為成員之一）；
  - (iii) 兩實體為同一第三方的合營公司；
  - (iv) 一實體為第三方的合營公司，而另一實體為該第三方的聯營公司；

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Related parties (Continued)

(b) (Continued)

- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;
- (vi) The entity is controlled or jointly controlled by a person identified in (a);
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity); or
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Company.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

#### 4. 重大會計政策 (續)

##### (r) 關聯人士 (續)

(b) (續)

- (v) 該實體為本集團或與本集團有關聯的實體的僱員離職後福利計劃；
- (vi) 該實體受(a)識別之人士的控制或共同控制；
- (vii) (a)(i)識別之人士對該實體有重大影響力或該人士為該實體（或該實體的母公司）的主要管理層成員之一；或
- (viii) 該實體或本公司任何集團成員向本集團或本公司的母公司提供主要管理層成員服務。

另一方人士的直系親屬成員是指有關人士在與實體交易時，預期可影響或受該人士影響的親屬成員，包括：

- (i) 該人士之子女及配偶或本地父母；
- (ii) 該人士之配偶或本地父母之子女；及
- (iii) 該人士或該人士之配偶或本地父母之家屬。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgments, 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 differ from these estimates.

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

##### Critical judgements in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that has the most significant effect on the amounts recognised in the consolidated financial statements.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源

應用本集團的會計政策時，董事須對無法透過其他來源確定的資產及負債賬面金額作出判斷、估計及假設。該等估計及相關假設基於過往經驗及其他被視為相關的因素而作出。實際結果可能有別於該等估計。

本公司持續審閱該等估計及相關假設。倘對會計估計的修訂僅影響進行修訂的期間，則於該期間確認有關修訂，倘修訂影響目前及未來期間，則會於進行修訂及未來期間確認有關修訂。

##### 應用會計政策之關鍵判斷

以下為董事於應用本集團會計政策時，除涉及估計的判斷外（見下文），管理層亦作出下列判斷，其對綜合財務報表的已確認金額影響至為重大。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

##### Critical judgements in applying accounting policies *(Continued)*

###### *Deferred taxation on investment properties*

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties situated in the PRC with carrying amount of HK\$73,681,000 as at 31 December 2017 (2016: HK\$69,648,000) are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale; therefore, the directors of the Company have determined that the presumption that the carrying amounts of such investment properties are recovered through sale is rebutted. As a result, the Group has not recognised any deferred taxes on land appreciation tax on changes in fair value of these investment properties but has only recognised deferred taxes on enterprise income tax.

The remaining investment properties located in Hong Kong with carrying amount of HK\$97,396,000 has been recognised as assets classified as held for sale as at 31 December 2017. There is no investment properties located in Hong Kong as at 31 December 2017 (2016: HK\$77,000,000). Investment properties located in Hong Kong are held under a business model whose objective is to recover entirely through sale, rather than to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in measuring the Group's deferred taxation on such investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties as the Group is not subject to any income taxes on disposal of its investment properties in Hong Kong.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源 (續)

##### 應用會計政策之關鍵判斷 (續)

###### *投資物業的遞延稅項*

就計算以公平值模型計量的投資物業產生的遞延稅項負債或遞延稅項資產而言，本公司董事已審閱本集團的投資物業組合，結論為本集團於二零一七年十二月三十一日賬面值為73,681,000港元（二零一六年：69,648,000港元）位於中國的若干投資物業乃以通過時間的推移（而非銷售）消耗該投資物業所含絕大部分經濟利益為目標的商業模式持有。因此，本公司董事確定投資物業賬面值透過出售予以全數收回的假設已被推翻。因此，本集團並無就投資物業的公平值變動而產生之土地增值稅項確認任何遞延稅項，而僅就企業所得稅確認遞延稅項。

位於香港的餘下投資物業之賬面值為97,396,000港元，已於二零一七年十二月三十一日作為分類為持作出售的資產被確認。於二零一七年十二月三十一日，概無位於香港的投資物業（二零一六年：77,000,000港元）。位於香港的投資物業並非以隨時間消耗投資物業內之絕大部份經濟利益之業務模式而持有，而是透過出售。因此，在計量本集團投資物業之遞延稅項時，董事已確定以公平值模式計量的投資物業，其賬面值乃完全透過出售而收回的假設並未被推翻。因此，由於本集團在出售其於香港的投資物業時毋須繳納任何的所得稅，本集團並沒有於投資物業的公平值變動確認任何遞延稅項。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

##### Key sources of estimation uncertainty

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

##### *Impairment loss on receivables, deposit and advance*

The assessment of the impairment loss on trade receivables, loan receivables, loan to an associate and amount due from an associate of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's estimate. In determining whether impairment is required, the Group takes into consideration the aging status, creditworthiness and the past collection history of each counterparty. Specific allowance is made for receivables if objective evidence of impairment exists and is recognised as the difference between the estimated future cash flow expected to receive discounted using the original effective interest rate and the carrying value. If no objective evidence exists that receivables are impaired on an individual basis, trade receivables are included in a collective assessment of impairment. If the financial conditions of counterparties of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源 (續)

##### 估計不明朗因素的主要來源

以下為涉及未來的主要假設及於報告期末估計不明朗因素的其他主要來源，存在須於下一財政年度對資產賬面金額作出重大調整的重大風險。

##### *應收款項、訂金及墊款的減值虧損*

本集團應收貿易賬款、應收貸款、給予一間聯營公司的貸款及應收一間聯營公司的款項的減值虧損根據對賬款可收回程度及賬齡分析作出的評估及管理層的估計評定。釐定是否需要減值時，本集團會考慮賬齡狀況、每位對手方的信譽及過往收賬紀錄。倘存在減值的客觀證據，則就應收款項作出特別撥備，並按預期收取的估計未來現金流量（按原實際利率折現）與賬面值之間的差額確認。倘並無存在客觀證據顯示個別應收款項出現減值，則應收貿易賬款會計入整體減值評估內。倘本集團對手方的財務狀況惡化，導致削弱彼等的付款能力，則可能須作出額外撥備。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

##### Key sources of estimation uncertainty *(Continued)*

*Impairment loss on receivables, deposit and advance (Continued)*

As at year end date, the carrying values on receivables are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade and bills receivables	應收貿易賬款及應收票據	232,096	297,633
Loan receivables	應收貸款	8,794	-
Loan to an associate	給予一間聯營公司的貸款	-	25,309
Amount due from an associate	應收一間聯營公司的款項	71,444	78,256
		<b>312,334</b>	401,198

These balances were net of allowance for doubtful debts of HK\$147,778,000 (2016: HK\$145,157,000) and impairment of loan receivable of HK\$50,713,000 (2016: HK\$59,507,000). Details of the movement of allowance for doubtful debts are disclosed in notes 22 and 25. No impairment loss has been recognised for loan to an associate and amount due from an associate in both years as the directors of the Company considered the carrying amounts still recoverable.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源 (續)

##### 估計不明朗因素的主要來源 (續)

*應收款項、訂金及墊款的減值虧損 (續)*

於年末，應收款項的賬面值如下：

該等結存已扣除呆賬撥備147,778,000港元 (二零一六年：145,157,000港元) 及應收貸款減值50,713,000港元 (二零一六年：59,507,000港元)。呆賬撥備變動的詳情於附註22及25披露。由於本公司董事認為仍可收回有關賬面金額，故該兩個年度並無就給予一間聯營公司的貸款及應收一間聯營公司的款項確認減值虧損。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Estimated impairment of goodwill, intangible assets, and property, plant and equipment

Determining whether goodwill, intangible assets and property, plant and equipment are impaired requires an estimation of the value in use of the CGUs of (1) the business of satellite TV equipment and antenna conducted by Pro Brand Technology, Inc. ("PBT") and (2) the business of satellite TV broadcasting conducted by My HD Media FZ LLC ("MyHD"), to which goodwill, intangible assets, and property, plant and equipment have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value. The discount rate represents rate that reflects current market assessments of the value of money and the risks specific to the assets for which future cash flows estimates have not been adjusted. Where the future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2017, the carrying amount of goodwill was HK\$108,297,000 (2016: HK\$134,874,000), net of accumulated impairment loss of HK\$111,744,000 (2016: HK\$83,744,000) and the carrying amount of related intangible asset and property, plant and equipment for these CGUs were HK\$17,368,000 (2016: HK\$21,698,000) and HK\$90,250,000 (2016: HK\$75,365,000), respectively. Details of the recoverable amount calculation are disclosed in note 18.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

##### 商譽、無形資產以及物業、廠房及設備的估計減值

釐定商譽、無形資產以及物業、廠房及設備是否減值時，須估計(1)衛星電視設備及天線業務(由Pro Brand Technology, Inc. (「PBT」)經營)及(2)衛星電視廣播業務(由My HD Media FZ LLC (「MyHD」)經營)現金產生單位的使用價值，有關業務均獲分配商譽、無形資產以及物業、廠房及設備。計算使用價值時，本集團須估計預期自現金產生單位所得未來現金流量及合適的折現率以計算現值。折現率為可反映目前市場所評估的貨幣價值及資產(其未來現金流量估計未作調整)特定風險的利率。倘未來現金流量少於預期，則可能產生重大減值虧損。於二零一七年十二月三十一日，商譽的賬面金額為108,297,000港元(二零一六年：134,874,000港元)當中已扣除累計減值虧損111,744,000港元(二零一六年：83,744,000港元)，而該等現金產生單位的相關無形資產以及物業、廠房及設備的賬面金額則分別為17,368,000港元(二零一六年：21,698,000港元)及90,250,000港元(二零一六年：75,365,000港元)。計算可收回金額的詳情於附註18披露。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Write-down of inventories

Provision for slow-moving inventories is made based on estimated net realisable value of inventories. The assessment of the provision amount required involves management judgment and estimates in identifying obsolete and slow-moving inventories and estimate relevant market values for those inventories identified. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of inventories and provision charge/written back in the period in which the estimate has been changed. As at 31 December 2017, the carrying amount of inventories was HK\$258,428,000 (2016: HK\$267,095,000), and accumulated allowance of inventories of HK\$46,691,000 (2016: HK\$24,374,000) was recognised as at 31 December 2017.

##### Income taxes

Determining income tax provisions involves significant judgement in determining the amount of the provision and the timing of payment. There are many transactions and calculations for which the ultimate tax expense is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final tax outcome of these transactions is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provisions in the year in which such determination is made. Deferred tax assets relating to certain deductible temporary differences and tax losses will be recognised when management considers it is probable that future taxable profit will be available against which the deductible temporary differences or tax losses can be utilised. Where the expectation is different from the originally estimate, such differences will impact the recognition of deferred tax assets and income tax expense in the period in which such estimate is changed.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

##### 存貨撇減

滯銷存貨乃根據存貨的估計可變現淨值作出撥備。所需撥備金額的估計涉及管理層於識別陳舊及滯銷存貨時做出的判斷及估計以及對已識別存貨的相關市值估計。倘未來的實際結果或預期與原有估計存在差異，則該差異將會對估計已發生變更期間的存貨賬面值及撥備支出／撥回產生影響。於二零一七年十二月三十一日，存貨的賬面金額為258,428,000港元(二零一六年：267,095,000港元)，而於二零一七年十二月三十一日確認的累計存貨撥備為46,691,000港元(二零一六年：24,374,000港元)。

##### 所得稅

確定所得稅準備涉及確定該準備金額和支付時間的重要判斷。日常業務過程中許多交易和計算所涉及的最終稅務支出並不確定。本集團確認稅項，乃根據參照現行稅收法律和慣例的可能結果的估計。倘這些交易的最終稅務結果與最初記錄的金額存在差異，該差異將會影響確定當年的所得稅和遞延所得稅準備。當管理層認為很可能可利用未來應課稅溢利作抵扣暫時性差異或可抵扣虧損與某些可抵扣暫時性差異和可抵扣虧損遞延所得稅資產將被識別。當預期與原先的估計不同，該等差異將影響進行此類估計變更期間的遞延稅項資產和所得稅支出的確認。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 6. REVENUE

Revenue represents the amounts received and receivable for goods sold, less returns and discounts, and services provided by the Group to outside customers during the year. An analysis of the Group's revenue is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Sales of goods	銷售貨品	1,477,757	1,788,490
Service income	服務收入	67,081	13,011
		<b>1,544,838</b>	1,801,501

#### 7. SEGMENT INFORMATION

The segment information reported externally was analysed on the basis of their goods and services delivered or provided by the Group's operating divisions which is consistent with the internal information that are regularly reviewed by the executive directors of the Company, the chief operating decision maker, for the purposes of resource allocation and assessment of performance. This is also the basis of organisation in the Group, whereby the management has chosen to organise the Group around different products and services.

Specifically, the Group's operating segments under HKFRS 8 are as follows:

##### (i) Media entertainment platform related products

*Trading and manufacturing of media entertainment platform related products*

- which are mainly used for satellite products equipment.

#### 6. 收益

收益指本集團本年度向外部客戶銷售貨品及提供服務而已收及應收的款項(已扣除退貨及折扣)。本集團的收益分析如下:

#### 7. 分類資料

對外呈報的分類資料乃按本集團的營運部門交付或提供其貨品及服務的基準分析,其與由本公司的執行董事(主要營運決策者)就資源分配及表現評估而定期審閱的內部資料一致。此亦為本集團的組織基準,據此,管理層選擇按不同產品及服務組織本集團。

具體而言,本集團根據香港財務報告準則第8號的經營分類如下:

##### (i) 媒體娛樂平臺相關產品

*買賣及製造媒體娛樂平臺相關產品*

- 主要用於衛星產品設備。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 7. SEGMENT INFORMATION (Continued)

##### (ii) Other multimedia products

*Trading and manufacturing of other multimedia products*

- components of audio and video electronic products such as cable lines.

##### (iii) Integration of signal system and traffic communication network

*Integration of signal system and traffic communication network*

- provide installation and integration of signal system and traffic communication network.

##### (iv) Satellite TV equipment and antenna

*Trading and manufacturing of satellite TV equipment and antenna.*

##### (v) Satellite TV broadcasting

*Provision of Direct-to-Home services for satellite TV broadcasting in the areas of Middle East, Mediterranean and Africa.*

#### 7. 分類資料 (續)

##### (ii) 其他多媒體產品

*買賣及製造其他多媒體產品*

- 影音電子產品零件，例如電纜。

##### (iii) 整合訊號系統及交通通訊網絡

*整合訊號系統及交通通訊網絡*

- 提供訊號系統及交通通訊網絡安裝及整合服務。

##### (iv) 衛星電視設備及天線

*衛星電視及天線貿易及製造。*

##### (v) 衛星電視廣播

*於中東、地中海及非洲地區提供直接入屋衛星電視廣播。*



## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 7. SEGMENT INFORMATION (Continued)

##### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

Year ended 31 December 2017

		Media entertainment platform related products 媒體娛樂平臺 相關產品 HK'000 千港元	Other multimedia products 其他 多媒體產品 HK'000 千港元	Integration of signal system and traffic communication network 整合訊號系統及 交通通訊網絡 HK'000 千港元	Satellite TV equipment and antenna 衛星電視 設備及天線 HK\$'000 千港元	Satellite TV broadcasting 衛星電視廣播 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益						
External sales	對外銷售	237,214	260,280	1,219	980,263	65,862	1,544,838
Results	業績						
Segment results	分類業績	30,868	18,335	80	106,425	(147,971)	7,737
Other income, gains and losses	其他收入、收益及虧損						39,573
Increase in fair value of investment properties	投資物業的公平值增加						19,580
Research and development costs	研發成本						(37,206)
Administrative and other expenses	行政及其他開支						(177,582)
Share of profit of an associate	應佔一間聯營公司的溢利						8,088
Finance costs	融資成本						(27,223)
Loss before income tax expense	所得稅支出前虧損						(167,033)

#### 7. 分類資料(續)

##### 分類收益及業績

按可呈報及經營分類分析的本集團收益及業績如下：

截至二零一七年十二月三十一日止年度



## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 7. SEGMENT INFORMATION (Continued)

##### Segment revenue and results (Continued)

Year ended 31 December 2016

	Media entertainment platform related products 媒體娛樂平臺 相關產品 HK'000 千港元	Other multimedia products 其他 多媒體產品 HK'000 千港元	Integration of signal system and traffic communication network 整合訊號系統及 交通通訊網絡 HK'000 千港元	Satellite TV equipment and antenna 衛星電視 設備及天線 HK\$'000 千港元	Satellite TV broadcasting 衛星電視廣播 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益					
External sales	對外銷售	379,652	239,353	1,430	1,169,525	11,541
Results	業績					
Segment results	分類業績	12,325	23,973	(162)	104,407	(69,670)
Other income, gains and losses	其他收入、收益及虧損					16,215
Increase in fair value of investment properties	投資物業的公平值增加					26,906
Research and development costs	研發成本					(41,595)
Administrative and other expenses	行政及其他開支					(155,417)
Share of profit of an associate	應佔一間聯營公司的溢利					4,931
Finance costs	融資成本					(14,653)
Loss before income tax expense	所得稅支出前虧損					(92,740)

The accounting policies of the operating segments are the same as the accounting policies of the Group described in note 4. Segment results represent the profit earned/loss suffered by each segment without allocation of administrative and other expenses, research and development costs, other income, gains and losses (except impairment loss on trade and other receivables and reversal of impairment loss on trade and other receivables), changes in fair value of investment properties, share of profit of an associate and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

#### 7. 分類資料 (續)

##### 分類收益及業績 (續)

截至二零一六年十二月三十一日止年度

經營分類的會計政策與本集團於附註4所述的會計政策相同。分類業績指各分類所賺取的溢利／蒙受的損失，其並未分配行政及其他開支、研發成本、其他收入、收益及虧損（應收貿易賬款及其他應收款項減值虧損及撥回應收貿易賬款及其他應收款項減值虧損除外）、投資物業的公平值變動、應佔一間聯營公司的溢利及融資成本。此乃就資源分配及表現評估向主要營運決策者報告的計量方式。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 7. SEGMENT INFORMATION (Continued)

##### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

At 31 December 2017

	Media entertainment platform related products 媒體娛樂平臺 相關產品 HK'000 千港元	Other multimedia products 其他 多媒體產品 HK'000 千港元	Integration of signal system and traffic communication network 整合訊號系統及 交通通訊網絡 HK'000 千港元	Satellite TV equipment and antenna 衛星電視 設備及天線 HK\$'000 千港元	Satellite TV broadcasting 衛星電視廣播 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Assets	資產						
Segment assets	分類資產	136,981	84,674	881	472,031	115,266	809,833
Bank balances and cash	銀行結存及現金						132,418
Pledged bank deposits	已抵押銀行存款						66
Unallocated corporate assets	未分配公司資產						345,508
Consolidated assets	綜合資產						1,287,825
Liabilities	負債						
Segment liabilities	分類負債	84,253	75,624	7,902	202,943	105,598	476,320
Bank and other borrowings	銀行及其他借貸						393,153
Obligations under finance leases	融資租賃承擔						9,261
Unallocated corporate liabilities	未分配公司負債						92,299
Consolidated liabilities	綜合負債						971,033

#### 7. 分類資料(續)

##### 分類資產及負債

按可呈報及經營分類分析的本集團資產及負債如下：

於二零一七年十二月三十一日

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities (Continued)

At 31 December 2016

	Media entertainment platform related products 媒體娛樂平臺 相關產品 HK'000 千港元	Other multimedia products 其他 多媒體產品 HK'000 千港元	Integration of signal system and traffic communication network 整合訊號系統及 交通通訊網絡 HK'000 千港元	Satellite TV equipment and antenna 衛星電視 設備及天線 HK\$'000 千港元	Satellite TV broadcasting 衛星電視廣播 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產					
Segment assets	分類資產	151,156	103,549	1,727	502,337	897,095
Bank balances and cash	銀行結存及現金					76,065
Pledged bank deposits	已抵押銀行存款					14,925
Unallocated corporate assets	未分配公司資產					334,613
Consolidated assets	綜合資產					1,322,698
Liabilities	負債					
Segment liabilities	分類負債	109,978	98,311	8,205	225,716	543,804
Bank and other borrowings	銀行及其他借貸					391,721
Obligations under finance leases	融資租賃承擔					11,042
Unallocated corporate liabilities	未分配公司負債					94,013
Consolidated liabilities	綜合負債					1,040,580

For the purpose of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain property, plant and equipment, deposit paid to an associate, investment properties, assets classified as held for sale, loan to an associate, amount due from an associate, interest in an associate, deferred tax assets, loan receivables, certain other receivables, bank balances and cash and pledged bank deposits; and
- all liabilities are allocated to operating segments other than certain other payables, tax liabilities, deferred tax liabilities, bank and other borrowings and obligations under finance leases.

### 7. 分類資料 (續)

#### 分類資產及負債 (續)

於二零一六年十二月三十一日

為監察分類表現及於分類間分配資源：

- 除若干物業、廠房及設備、已付一間聯營公司的訂金、投資物業、分類為持作出售的資產、給予一間聯營公司的貸款、應收一間聯營公司的款項、於一間聯營公司的權益、遞延稅項資產、應收貸款、若干其他應收款項、銀行結存及現金以及已抵押銀行存款外，所有資產分配至各經營分類；及
- 除若干其他應付款項、稅項負債、遞延稅項負債、銀行及其他借貸以及融資租賃承擔外，所有負債分配至各經營分類。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 7. SEGMENT INFORMATION (Continued)

## Other segment information

Amounts included in the measure of segment profit or loss or segment assets:

Year ended 31 December 2017

	Media entertainment platform related products	Other multimedia products	Integration of signal system and traffic communication network	Satellite TV equipment and antenna	Satellite TV broadcasting	Unallocated	Total
	媒體娛樂平臺相關產品	其他多媒體產品	訊號系統及交通通訊網絡	衛星電視設備及天線	衛星電視廣播	未分配	總計
	HK'000	HK'000	HK'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Addition to non-current assets	434	1,636	-	31,581	2,245	84	35,980
Depreciation and amortisation	3,733	2,171	-	26,132	758	1,079	33,873
Release of prepaid lease payments	156	-	-	-	-	-	156
Impairment loss on trade and other receivables	18,912	-	-	1,361	-	-	20,273
Reversal of impairment loss on trade receivables	(23,405)	-	-	-	-	-	(23,405)
Write-down of inventories	20,474	-	-	-	-	-	20,474

Year ended 31 December 2016

	Media entertainment platform related products	Other multimedia products	Integration of signal system and traffic communication network	Satellite TV equipment and antenna	Satellite TV broadcasting	Unallocated	Total
	媒體娛樂平臺相關產品	其他多媒體產品	訊號系統及交通通訊網絡	衛星電視設備及天線	衛星電視廣播	未分配	總計
	HK'000	HK'000	HK'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Addition to non-current assets	7,995	610	-	24,121	20	541	33,287
Depreciation and amortisation	7,500	749	268	23,137	407	597	32,658
Release of prepaid lease payments	160	-	-	-	-	-	160
Impairment loss on trade and other receivables	21,901	22,000	-	-	-	-	43,901
Write-down of inventories	5,165	-	-	-	-	-	5,165

## Geographical information

The Group's operations are mainly located in the PRC (country of domicile), Taiwan, Europe, North America, Middle East, Africa and South America.

## 7. 分類資料(續)

## 其他分類資料

計量分類損益或分類資產時計入的金額：

截至二零一七年十二月三十一日止年度

截至二零一六年十二月三十一日止年度

## 地域資料

本集團的業務乃主要位於中國(居籍所在國)、臺灣、歐洲、北美、中東、非洲及南美。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 7. SEGMENT INFORMATION (Continued)

## Geographical information (Continued)

The Group's revenue from external customers, based on location of customers, and information about its non-current assets by geographical location of the assets are detailed below:

## 7. 分類資料(續)

## 地域資料(續)

本集團來自外部客戶(根據客戶所在地)的收益及有關按資產所在地域劃分的其非流動資產的資料詳列如下:

	Revenue from external customers 來自外部客戶的收益		Non-current assets (Note) 非流動資產(附註)		
	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	
Asia	亞洲				
- Taiwan	- 臺灣	8,897	33,101	105	904
- Nepal	- 尼泊爾	6,468	71,739	59,325	4,931
- PRC (country of domicile)	- 中國(居籍所在國)	94,367	30,756	219,412	208,236
- India	- 印度	53,763	91,189	-	7,002
- Singapore	- 新加坡	2,696	30,992	-	-
- Others	- 其他	10,061	10,707	6,801	77,061
Europe	歐洲				
- Germany	- 德國	60,332	30,102	747	67
- Italy	- 意大利	30,347	25,147	-	-
- Spain	- 西班牙	24,376	60,636	63	430
- Portugal	- 葡萄牙	11,922	248	-	-
- France	- 法國	2,906	4,372	-	-
- Poland	- 波蘭	9,145	9,013	-	-
- Denmark	- 丹麥	1,899	8,314	-	-
- Moldova	- 摩爾多瓦	23,923	-	-	-
- Malta	- 馬爾他	7,724	-	-	-
- Russia	- 俄羅斯	6,813	-	-	-
- Others	- 其他	18,968	19,449	-	-
North America	北美				
- United States of America ("USA")	- 美利堅合眾國(「美國」)	940,956	1,083,839	27,996	31,342
- Canada	- 加拿大	33,284	23,007	-	-
- Mexico	- 墨西哥	24,026	38,443	-	-
- Others	- 其他	1,784	3,418	-	-
Middle East	中東				
- United Arab Emirates("UAE")	- 阿拉伯聯合酋長國(「阿聯酋」)	89,376	53,676	99,103	125,591
- Others	- 其他	6,715	8,846	-	-
Africa	非洲				
- Algeria	- 阿爾及利亞	4,522	16,569	-	-
- Morocco	- 摩洛哥	3,074	47,943	-	-
- Others	- 其他	5,377	7,282	-	-
South America	南美				
- Brazil	- 巴西	7,169	11,280	-	-
- Chile	- 智利	3,340	2,355	-	-
- Argentina	- 阿根廷	20,296	29,424	-	-
- Columbia	- 哥倫比亞	15,546	37,118	-	-
- Ecuador	- 厄瓜多爾	800	813	-	-
- Others	- 其他	12,340	9,374	-	-
Other regions	其他地區	1,626	2,349	-	-
		1,544,838	1,801,501	413,552	455,564

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 7. SEGMENT INFORMATION (Continued)

## Geographical information (Continued)

Note: Non-current assets exclude deferred tax assets, deposit paid to an associate and financial instruments.

## Information about major customers

Revenue from customer contributing over 10% of the total sales of the Group is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Customer A	客戶A	447,676	573,797

Note: Revenue from the above customer is from the satellite TV equipment and antenna segment.

## 7. 分類資料(續)

## 地域資料(續)

附註：非流動資產不包括遞延稅項資產、已付一間聯營公司的訂金及金融工具。

## 主要客戶資料

為本集團的銷售總額貢獻逾10%的客戶的收益如下：

## 8. FINANCE COSTS

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸利息	27,141	14,552
Finance leases	融資租賃	82	101
		27,223	14,653

## 8. 融資成本

# NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

## 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 9. INCOME TAX EXPENSE

### 9. 所得稅支出

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
The tax charge comprises:	稅項開支包括：		
Current tax:	本期稅項：		
PRC	中國	1,240	7,112
Jurisdictions other than the PRC and Hong Kong	中國及香港以外的司法權區	9,127	10,995
		<b>10,367</b>	18,107
(Over)/Under-provision in prior years:	過往年度(超額撥備)/撥備不足：		
PRC	中國	(77)	62
Jurisdictions other than the PRC and Hong Kong	中國及香港以外的司法權區	3	(850)
		<b>(74)</b>	(788)
Deferred taxation:	遞延稅項：		
Current year	本年度	(1,535)	(3,113)
Provision for withholding tax	預扣稅撥備	-	412
		<b>(1,535)</b>	(2,701)
		<b>8,758</b>	14,618

The tax rates applicable to the Group's principal operating subsidiaries for the years ended 31 December 2017 and 2016 are as follows:

#### (i) PRC

The applicable PRC enterprise income tax rate of the PRC subsidiaries is 25% in accordance with the relevant income tax law and regulations in the PRC.

截至二零一七年及二零一六年十二月三十一日止年度，本集團主要營運附屬公司的適用稅率如下：

#### (i) 中國

根據中國有關所得稅法律及法規，中國附屬公司的適用中國企業所得稅稅率為25%。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 9. INCOME TAX EXPENSE (Continued)

##### (ii) Hong Kong

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits.

No tax is payable on the profit arising in Hong Kong as the entity operating in Hong Kong incurred tax losses for both years.

##### (iii) United States of America

The Group's subsidiaries in USA are subject to United States Federal Income Tax at 34% and States Income Tax at 6%.

##### (iv) Europe

The Group's European subsidiaries are subject to profit tax rates at a range of 21% to 33%.

##### (v) Macau

As stated in the Decree Law No. 58/99/M, Chapter 2, Article 12, dated 18 October 1999, the Macau subsidiary is exempted from Macao Complementary Tax since its income is generated from business outside Macau.

##### (vi) Others

Other subsidiaries operating in other jurisdictions are subject to applicable tax rates in the relevant jurisdictions.

#### 9. 所得稅支出 (續)

##### (ii) 香港

香港利得稅按估計應課稅溢利的16.5%計算。

由於在香港經營的實體於兩個年度均產生稅項虧損，因此毋須就於香港產生的溢利繳納稅項。

##### (iii) 美利堅合眾國

本集團的美國附屬公司須分別按34%及6%的稅率繳納美國聯邦所得稅及州所得稅。

##### (iv) 歐洲

本集團的歐洲附屬公司須按介乎21%至33%的稅率繳納利得稅。

##### (v) 澳門

根據一九九九年十月十八日第58/99/M號法令第二章第十二條規定，由於澳門附屬公司的收入來自澳門境外的業務，故可豁免繳納澳門補充稅。

##### (vi) 其他

於其他司法權區經營的其他附屬公司須按有關司法權區的適用稅率繳稅。



## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 9. INCOME TAX EXPENSE (Continued)

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

#### 9. 所得稅支出(續)

本年度稅項支出可與綜合損益及其他全面收益表的所得稅支出前虧損對賬如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss before income tax expense	所得稅支出前虧損	<b>(167,033)</b>	(92,740)
Tax at the applicable rate of 25% (2016: 25%)	按適用稅率25% (二零一六年: 25%)計算的稅項	<b>(41,758)</b>	(23,185)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	<b>64,068</b>	43,065
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	<b>(22,533)</b>	(16,484)
Tax effect of deductible temporary differences not recognised	未確認的可扣稅暫時差額的稅務影響	<b>(53)</b>	(46)
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營的附屬公司的不同稅率的稅務影響	<b>5,197</b>	10,771
Tax effect of tax loss not recognised	未確認的稅項虧損的稅務影響	<b>3,911</b>	873
Deferred taxation arising from dividend withholding tax	來自股息預扣稅的遞延稅項	-	412
Over-provision in prior years	過往年度超額撥備	<b>(74)</b>	(788)
Tax charge for the year	本年度稅項支出	<b>8,758</b>	14,618

Details of deferred taxation for the year are set out in note 23.

本年度遞延稅項的詳情載於附註23。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 10. LOSS FOR THE YEAR

#### 10. 本年度虧損

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss for the year has been arrived at after charging/(crediting):	達致本年度虧損時已扣除/(計入):		
Directors' emoluments (note 11)	董事酬金(附註11)	4,206	5,051
Other staff costs	其他員工成本	209,586	193,558
Retirement benefit scheme contributions, excluding directors	退休福利計劃供款(董事除外)	9,405	9,086
Defined benefit obligation expenses	界定福利責任開支	123	-
Total employee benefit expenses	僱員福利開支總額	223,320	207,695
Auditor's remuneration	核數師酬金	2,515	2,673
Depreciation of property, plant and equipment	物業、廠房及設備折舊	29,154	27,851
Amortisation of intangible assets (note i)	無形資產攤銷(附註i)	4,719	4,807
Release of prepaid lease payments	撥回預付租賃款項	156	160
Carrying amount of inventories sold	出售存貨的賬面值	1,447,645	1,613,131
Write-down of inventories (note i)	存貨撇減(附註i)	20,474	5,165
Cost of inventories recognised as expenses	已確認為開支的存貨成本	1,468,119	1,618,296
(Gain)/Loss on disposal of property, plant and equipment (note ii)	出售物業、廠房及設備(收益)/虧損(附註ii)	(1,225)	2,103
Impairment loss on goodwill	商譽減值虧損	28,000	-
Impairment loss on trade and other receivables (note ii)	應收貿易賬款及其他應收款項的減值虧損(附註ii)	20,273	43,901
Reversal of impairment loss on loan and trade receivables (note ii)	撥回貸款及應收貿易賬款減值虧損(附註ii)	(32,199)	-
Impairment loss on loan receivables (note ii)	應收貸款減值虧損(附註ii)	-	39,155
Loss on disposal on subsidiaries (note ii)	出售附屬公司的虧損(附註ii)	(157)	-
Interest income (note ii)	利息收入(附註ii)	(2,057)	(1,946)
Interest income from an associate (note ii)	來自一間聯營公司的利息收入(附註ii)	(1,598)	(2,185)
Effective interest income on bond receivables (note ii)	債券應收款項的實際利息收入(附註ii)	-	(1,282)
Property rental income (note ii)	物業租賃收入(附註ii)	(11,621)	(11,505)
Scrap and sample sales (note ii)	廢品及樣本銷售(附註ii)	(375)	(498)
Net foreign exchange gain (note ii)	外幣匯兌收益淨額(附註ii)	(10,756)	(3,761)

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 10. LOSS FOR THE YEAR (Continued)

Note i: Included in cost of sales

Note ii: Included in other income, gain and losses

Included in the total employee benefit expenses is an aggregate amount of HK\$9,432,000 (2016: HK\$9,115,000) in respect of expense for defined contribution plans.

### 11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

#### (a) Directors' emoluments

The emoluments paid or payable to each of the directors were as follows:

Year ended 31 December 2017

	Mr. Hung Tsung Chin	Mr. Liao Wen I	Mr. Frank Karl-Heinz Fischer Frank Karl-Heinz Fischer	Mr. Han Chien Shan	Mr. Wu Chia Ming	Ms. Chen Mei Huei	Mr. Chen Wei Chun	Mr. Li Chak Hung	Mr. Lau Yau Cheung	Mr. Kuo Jen Hao	Total	
	洪聰進 先生	廖文毅 先生	韓千山 先生	吳嘉明 先生	陳美惠 女士	陳偉鈞 先生	李澤雄 先生	劉幼祥 先生	郭人豪 先生	總計		
	HK\$'000 千港元 (note i) (附註i)	HK\$'000 千港元 (note v) (附註v)	HK\$'000 千港元 (note iv) (附註iv)	HK\$'000 千港元 (note vii) (附註vii)	HK\$'000 千港元 (note iii) (附註iii)	HK\$'000 千港元 (note iii) (附註iii)	HK\$'000 千港元 (note ii) (附註ii)	HK\$'000 千港元 (note ii) (附註ii)	HK\$'000 千港元 (note vi) (附註vi)	HK\$'000 千港元		
Fees	袍金	64	38	36	36	64	38	66	70	47	27	486
Other emoluments:	其他酬金:											
- Salaries and other benefits	- 薪金及其他福利	1,312	26	832	-	-	850	673	-	-	-	3,693
- retirement benefits schemes contributions	- 退休福利計劃供款	12	9	-	-	-	6	-	-	-	-	27
Total emoluments	酬金總額	1,388	73	868	36	64	894	739	70	47	27	4,206

### 10. 本年度虧損 (續)

附註i: 包括於銷售成本內

附註ii: 包括於其他收入、收益及虧損內

僱員福利開支總額中包括有關界定供款計劃的開支總額為9,432,000港元(二零一六年: 9,115,000港元)。

### 11. 董事酬金及五名最高酬金個別人士

#### (a) 董事酬金

已付或應付各董事酬金如下:

截至二零一七年十二月三十一日止年度

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

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

Year ended 31 December 2016

	Mr. Hung Tsung Chin	Mr. Liao Wen I	Mr. Frank Karl-Heinz Fischer Frank Karl-Heinz	Mr. Chen Wei Chun	Mr. Yip Chung Wai David	Mr. Lee Chien Kuo	Mr. Han Chien Shan	Mr. Wu Chia Ming	Mr. Ko Yen Hui	Mr. Li Chak Hung	Ms. Chen Mei Huei	Total	
	洪聰進 先生	廖文毅 先生	Fischer 先生	陳偉鈞 先生	葉頌偉 先生	李建國 先生	韓千山 先生	吳嘉明 先生	柯炎輝 先生	李澤雄 先生	陳美惠 女士	總計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Fees	袍金	60	60	60	60	35	60	60	8	20	60	543	
Other emoluments:	其他酬金:												
- Salaries and other benefits	- 薪金及其他福利	1,363	27	1,251	516	-	-	-	-	-	1,322	4,479	
- retirement benefits schemes contributions	- 退休福利計劃供款	12	8	-	-	-	-	-	-	-	9	29	
Total emoluments	酬金總額	1,435	95	1,311	576	60	35	60	60	8	20	1,391	5,051

Notes:

- (i) Mr. Hung Tsung Chin has resigned as the Chairman of the Company but remained as an executive Director with effect from 18 August 2017
- (ii) Mr. Lau Yau Cheung has been appointed as an independent non-executive Director of the Company from 7 August 2017 and has been appointed as the Chairman of the Company from 18 August 2017
- (iii) Ms. Chen Mei Huei has resigned as an executive Director and chief executive officer of the Company from 18 August 2017
- (iv) Mr. Frank Karl-Heinz Fischer has resigned as an executive Director of the Company from 18 August 2017
- (v) Mr. Liao Wen I has resigned as an executive Director of the Company from 18 August 2017

附註:

- (i) 洪聰進先生自二零一七年八月十八日起辭任本公司主席，但留任為執行董事。
- (ii) 劉幼祥先生於二零一七年八月七日獲委任為本公司獨立非執行董事及於二零一七年八月十八日獲委任為本公司主席。
- (iii) 陳美惠女士於二零一七年八月十八日辭任本公司執行董事及執行長。
- (iv) Frank Karl-Heinz Fischer先生於二零一七年八月十八日辭任本公司執行董事。
- (v) 廖文毅先生於二零一七年八月十八日辭任本公司執行董事。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

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

Notes: (Continued)

- (vi) Mr. Kuo Jen Hao has been appointed as a non-executive Director of the Company from 18 August 2017
- (vii) Mr. Han Chien Shan has resigned as an independent non-executive Director of the Company from 7 August 2017

##### (b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2016: two) was a director of the Company whose emoluments is included in the disclosure set out above. The emoluments of the remaining four (2016: three) individuals are as follow:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	7,266	7,475
Retirement benefit schemes contributions	退休福利計劃供款	270	216
Total emoluments	酬金總額	7,536	7,691

#### 11. 董事酬金及五名最高酬金個別人士 (續)

##### (a) 董事酬金 (續)

附註：(續)

- (vi) 郭人豪先生於二零一七年八月十八日獲委任為本公司非執行董事。
- (vii) 韓千山先生於二零一七年八月七日辭任本公司獨立非執行董事。

##### (b) 五名最高酬金個別人士

本集團五名最高酬金個別人士，一名(二零一六年：兩名)為本公司董事，有關酬金已載於上文。其餘四名(二零一六年：三名)人士的酬金如下：

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

## (b) Five highest paid individuals (Continued)

The emoluments were within the following bands:

Nil to HK\$1,000,000	零至1,000,000港元
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
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元

During each of the years ended 31 December 2017 and 2016, no emoluments were paid by the Group to any of the directors and top paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. No director waived any emoluments for each of the years ended 31 December 2017 and 2016.

## 12. DIVIDENDS

The directors do not recommend the payment of a dividend for the year ended 31 December 2017 (2016: Nil).

## 11. 董事酬金及五名最高酬金個別人士(續)

## (b) 五名最高酬金個別人士(續)

酬金介乎以下範圍：

	2017 二零一七年 No. of employees 僱員數目	2016 二零一六年 No. of employees 僱員數目
--	---	---

Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	2	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	2
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	-	1

截至二零一七年及二零一六年十二月三十一日止各年度，本集團並無向任何董事及最高薪僱員支付酬金，作為招攬或獎勵加盟本集團的酬金或離職補償。截至二零一七年及二零一六年十二月三十一日止各年度，概無董事放棄任何酬金。

## 12. 股息

董事並不建議就截至二零一七年十二月三十一日止年度派付股息(二零一六年：無)。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 13. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss for the purposes of basic and diluted loss per share	用作計算每股基本及攤薄虧損的虧損		
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損	<b>(105,798)</b>	(77,655)

(restated)  
(經重列)

		2017 二零一七年	2016 二零一六年
Number of Shares	股份數目		
Weighted average number of ordinary shares	普通股加權平均數	<b>2,352,317,330</b>	1,457,505,237
Effect of dilutive potential ordinary shares (Note)	潛在普通股的攤薄影響(附註)	-	-
Weighted average number of ordinary shares for the purpose of diluted loss per share	用作計算每股攤薄虧損的普通股加權平均數	<b>2,352,317,330</b>	1,457,505,237

Note: The weighted average number of shares adopted in calculation of basic loss per share for the years ended 31 December 2016 (restated) and 2017 has been adjusted to reflect the impact of the open offer shares by issuing 1,967,295,201 ordinary shares at an offer price of HK\$0.12 completed on 19 July 2017.

The computation of diluted loss per share does not assume the exercise of the Company's outstanding share options as the exercise price of those options is higher than the average market price for shares.

### 13. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按下列數據計算：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss for the purposes of basic and diluted loss per share		
Loss for the year attributable to owners of the Company	<b>(105,798)</b>	(77,655)

(restated)  
(經重列)

	2017 二零一七年	2016 二零一六年
Number of Shares		
Weighted average number of ordinary shares	<b>2,352,317,330</b>	1,457,505,237
Effect of dilutive potential ordinary shares (Note)	-	-
Weighted average number of ordinary shares for the purpose of diluted loss per share	<b>2,352,317,330</b>	1,457,505,237

附註：用作計算截至二零一六年(經重列)及二零一七年十二月三十一日止年度每股基本虧損的股份加權平均數已作調整，以反映於二零一七年七月十九日完成按發售價0.12港元發行1,967,295,201股普通股之公開發售股份的影響。

由於該等尚未行使的購股權的行使價高於股份的平均市場價，故計算每股攤薄虧損時並無假設行使本公司尚未行使的購股權。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、廠房及設備

		Freehold land outside Hong Kong 於香港 境外的永久 業權土地 HK\$'000 千港元	Leasehold land outside Hong Kong 於香港 境外的 租賃土地 HK\$'000 千港元	Building 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Plant and machinery 廠房及 機器 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、固定 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>									
At 1 January 2016	於二零一六年一月一日	3,543	3,396	99,248	11,906	228,106	24,844	3,736	18,556	393,335
Exchange adjustments	匯兌調整	2	2	(4,719)	(630)	(5,468)	(1,923)	(755)	(1,827)	(15,318)
Additions	添置	-	-	-	5,621	24,399	1,250	359	1,625	33,254
Acquisition of a subsidiary (note 35)	收購一間附屬公司 (附註35)	-	-	-	-	-	287	41	646	974
Disposals	出售	-	-	(13,778)	(1,771)	(12,324)	(9,718)	(1,250)	(4,767)	(43,608)
At 31 December 2016	於二零一六年 十二月三十一日	3,545	3,398	80,751	15,126	234,713	14,740	2,131	14,233	368,637
Exchange adjustments	匯兌調整	28	28	6,044	567	10,567	1,704	109	4,123	23,170
Additions	添置	-	-	-	2,078	29,919	2,958	73	832	35,860
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	(3,261)	-	-	(3,261)
Disposals	出售	-	-	-	(2,611)	(46,614)	(4,874)	(516)	(9,472)	(64,087)
At 31 December 2017	於二零一七年 十二月三十一日	3,573	3,426	86,795	15,160	228,585	11,267	1,797	9,716	360,319
<b>Depreciation and amortisation</b>	<b>折舊及攤銷</b>									
At 1 January 2016	於二零一六年一月一日	-	-	33,394	8,097	158,926	19,066	3,425	13,381	236,289
Exchange adjustments	匯兌調整	-	-	(1,772)	(594)	(3,702)	(1,618)	(634)	(1,593)	(9,913)
Provided for the year	本年度撥備	-	-	3,673	537	19,534	1,341	154	2,612	27,851
Eliminated on disposal	出售時對銷	-	-	(3,162)	(1,114)	(9,892)	(8,829)	(1,022)	(4,125)	(28,144)
At 31 December 2016	於二零一六年 十二月三十一日	-	-	32,133	6,926	164,866	9,960	1,923	10,275	226,083
Exchange adjustments	匯兌調整	-	-	2,632	652	5,231	926	(22)	1,731	11,150
Provided for the year	本年度撥備	-	-	3,579	2,001	19,560	1,850	167	1,997	29,154
Eliminated on disposal	出售時對銷	-	-	-	(2,563)	(39,299)	(4,771)	(311)	(6,579)	(53,523)
Eliminated on disposal of a subsidiary	出售一間附屬公司時 對銷	-	-	-	-	-	(2,389)	-	-	(2,389)
At 31 December 2017	於二零一七年 十二月三十一日	-	-	38,344	7,016	150,358	5,576	1,757	7,424	210,475
<b>Carrying values</b>	<b>賬面值</b>									
At 31 December 2017	於二零一七年 十二月三十一日	3,573	3,426	48,451	8,144	78,227	5,691	40	2,292	149,844
At 31 December 2016	於二零一六年 十二月三十一日	3,545	3,398	48,618	8,200	69,847	4,780	208	3,958	142,554



## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis at the following rates per annum:

Freehold land outside Hong Kong	Nil
Leasehold land in Hong Kong	2%
Leasehold land outside Hong Kong	Over the term of finance lease
Buildings	50 years or over the term of lease or land use rights, whichever is shorter
Leasehold improvements	20% or over the term of lease, whichever is shorter
Plant and machinery	10% – 33 $\frac{1}{3}$ %
Furniture, fixtures and equipment	20%
Motor vehicles	20% – 33 $\frac{1}{3}$ %
Computer equipment	20% – 33 $\frac{1}{3}$ %

The carrying values of leasehold land outside Hong Kong and buildings include amounts of HK\$3,426,000 (2016: HK\$3,398,000) and HK\$9,226,184 (2016: HK\$9,335,000) respectively in respect of assets held under finance leases. Certain leasehold land and building is pledged to a bank to secure a mortgage loan and general banking facilities granted to the Group (note 44).

#### 14. 物業、廠房及設備(續)

上述物業、廠房及設備項目(在建工程除外)按下列年率以直線法計算折舊:

於香港境外的永久業權土地	無
於香港的租賃土地	2%
於香港境外的租賃土地	融資租賃期內
樓宇	50年或租賃期或土地使用權年期內(以較短者為準)
租賃物業裝修	20%或租賃期內(以較短者為準)
廠房及機器	10% – 33 $\frac{1}{3}$ %
傢俬、固定裝置及設備	20%
汽車	20% – 33 $\frac{1}{3}$ %
電腦設備	20% – 33 $\frac{1}{3}$ %

於香港境外的租賃土地及樓宇的賬面值分別包括3,426,000港元(二零一六年: 3,398,000港元)及9,226,184港元(二零一六年: 9,335,000港元)有關根據融資租賃持有的資產的金額。本集團已將部份租賃土地及樓宇抵押,作為所獲銀行信貸的抵押(附註44)。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 15. DEPOSIT PAID TO AN ASSOCIATE

On 10 May 2013, the Group entered into a conditional agreement in respect of the subscription of 6,195,652 new shares in Dish Media Network Limited ("Dish Media"), an associate of the Group, for a subscription price of US\$7,289,002 (equivalent to HK\$56,489,765) (the "Share Subscription"). Dish Media is principally engaged in the provision of Direct-To-Home service for satellite TV broadcasting. Details of the transaction are set out in the announcement of the Company dated 10 May 2013. Directors of the Company expected that the associate would become a subsidiary of the Group after issuance of the new shares.

During the year 2016, the Company entered into an agreement with Dish Media to revise the terms of the Share Subscription (the "Revised Share Subscription"). Pursuant to the Revised Share Subscription, Dish Media will issue new shares to all existing shareholders and the Company will subscribe 5,468,513 new shares by utilising the deposit paid to an associate. According to the Revised Share Subscription, there is no change in the Company's shareholding percentage and Dish Media is continued to be an associate of the Group. As at 31 December 2016, the Group had deposit paid to Dish Media of US\$5,972,000 (equivalent to HK\$46,306,000).

The share subscription has been completed on 7 August 2017. Deposit paid to an associate amounted to US\$5,972,000 (equivalent to HK\$46,306,000) has been recognised as interest in an associate.

#### 15. 已付一間聯營公司的訂金

於二零一三年五月十日，本集團訂立有條件協議，內容有關認購Dish Media Network Limited（「Dish Media」，本集團的聯營公司）6,195,652股新股份，認購價為7,289,002美元（相當於56,489,765港元）（「股份認購事項」）。Dish Media主要從事提供直接入屋衛星電視廣播服務。交易詳情載於本公司日期為二零一三年五月十日的公告內。本公司董事預期新股份發行後，聯營公司將成為本集團的附屬公司。

二零一六年內，本公司與Dish Media訂立協議，以修訂股份認購事項之條款（「經修訂股份認購事項」）。根據經修訂股份認購事項，Dish Media將向所有現有股東發行新股份，本公司將通過利用向聯營公司支付的訂金認購5,468,513股新股份。根據經修訂股份認購事項，本公司持股比例並無變化，Dish Media繼續為本集團之聯營公司。於二零一六年十二月三十一日，本集團已付Dish Media按金5,972,000美元（相當於46,306,000港元）。

股份認購事項已於二零一七年八月七日完成。已付一間聯營公司訂金為5,972,000美元（相當於46,306,000港元）已確認為於一間聯營公司的權益。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 16. PREPAID LEASE PAYMENTS

#### 16. 預付租賃款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At beginning of the year	於年初	5,011	5,512
Exchange adjustment	匯兌調整	345	(341)
Released to profit or loss	撥至損益	(156)	(160)
At the end of the year	於年末	5,200	5,011
Analysed for reporting purposes as:	就呈報用途分析為：		
Current asset	流動資產	163	152
Non-current asset	非流動資產	5,037	4,859
		5,200	5,011

#### 17. INVESTMENT PROPERTIES

#### 17. 投資物業

		HK\$'000 千港元
At January 1, 2016	於二零一六年一月一日	124,241
Exchange adjustments	匯兌調整	(4,499)
Changes in fair value recognised in profit or loss	於損益確認的公平值變動	26,906
At 31 December 2016	於二零一六年十二月三十一日	146,648
Exchange adjustments	匯兌調整	4,849
Transfer to assets classified as held for sale (note 29)	轉撥至分類為持作出售的資產(附註29)	(97,396)
Changes in fair value recognised in profit or loss	於損益確認的公平值變動	19,580
At 31 December 2017	於二零一七年十二月三十一日	73,681

Note:

The fair values of the Group's investment properties at 31 December 2017 and 2016 have been arrived at on the basis of valuations carried out by RHL Appraisal Limited, an independent qualified professional valuers not connected to the Group and possess appropriate qualifications and experience in the valuation of properties in the relevant locations. All of the Group's investment properties were valued with reference to valuation by the valuer considering the market evidence of transaction prices for similar properties in similar locations and conditions, or on the basis of income approach where appropriate.

附註：

本集團投資物業於二零一七年及二零一六年十二月三十一日的公平值按永利行評值顧問有限公司(為與本集團概無關連的獨立合資格專業估值師·擁有對相關地點的物業進行估值的適當資格及經驗)進行的估值基準達致。本集團所有投資物業的估值均由估值師參考地點及狀況相近的類似物業的市場成交價憑證或按收入法(視情況而定)達致。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 17. INVESTMENT PROPERTIES (Continued)

Note: (Continued)

In arriving at the valuation on the basis of income approach, the fair value is determined by capitalising the net rental income derived from the existing tenancies with due allowance or provision for the reversionary potential of the properties.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Following are the key inputs used in valuing the investment properties as at 31 December 2017 and 2016:

Category	Fair value hierarchy	Fair value at 31 December 2017 於二零一七年 十二月三十一日 的公平值 HK\$'000 千港元	Fair value at 31 December 2016 於二零一六年 十二月三十一日 的公平值 HK\$'000 千港元	Valuation techniques	Key unobservable inputs	Range or weighted average	Relationship of unobservable inputs to fair value
類別	公平值級別			估值技術	主要不可觀察輸入值	範圍或加權平均值	不可觀察輸入值與公平值的關係
Office properties in Hong Kong	Level 3	97,396	77,000	Comparison	Adjusted transaction price (to reflect location, size, age and maintenance)	3.8% (2016: 3.8%)	The higher the adjusting factor, the lower the fair value
於香港的辦公室物業	第三級			比較法	經調整交易價 (反映位置、面積、 樓齡及維修)		調整系數越高，公平值越低
Industrial properties in the PRC	Level 3	73,681	69,648	Comparison/Income	Reversionary yield (derived from monthly market rent)	6% (2016: 6%)	The higher the reversionary yield, the lower the fair value
於中國的工業物業	第三級			比較法/收入法	可復歸收入 (按月租市價計算)		可復歸收入越高，公平值越低

### 17. 投資物業 (續)

附註：(續)

按收入法達致估值時，乃將現有租賃協議所產生的淨租金收入撥作資本，並就物業的可復歸收入潛力計提適當撥備而達致公平值。

於估計該等物業的公平值時，物業的最高及最佳用途即其現有用途。

於二零一七年及二零一六年十二月三十一日為投資物業進行估值時所用的主要輸入值如下：

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 17. INVESTMENT PROPERTIES (Continued)

Note: (Continued)

The fair value of investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below:

		2017 二零一七年 HK'000 千港元	2016 二零一六年 HK'000 千港元
Opening balance	期初餘額	146,648	124,241
Exchange adjustments	匯兌調整	4,849	(4,499)
Reclassification*	重新分類*	-	-
Transfer to assets classified as held for sale (note 29)	轉撥至分類為持作出售的資產(附註29)	(97,396)	-
Changes in fair value recognised in profit or loss	於損益確認的公平值變動	19,580	26,906
Closing balance (level 3 recurring fair value)	期末餘額(第三級經常性公平值)	73,681	146,648

\* There was no transfer amongst levels during the year

Investment property is pledged to a bank to secure a mortgage loan and general banking facilities granted to the Group (note 44).

#### 17. 投資物業(續)

附註:(續)

投資物業的公平值為第三級經常性公平值計量, 期初及期末的公平值餘額對賬如下:

		2017 二零一七年 HK'000 千港元	2016 二零一六年 HK'000 千港元
Opening balance	期初餘額	146,648	124,241
Exchange adjustments	匯兌調整	4,849	(4,499)
Reclassification*	重新分類*	-	-
Transfer to assets classified as held for sale (note 29)	轉撥至分類為持作出售的資產(附註29)	(97,396)	-
Changes in fair value recognised in profit or loss	於損益確認的公平值變動	19,580	26,906
Closing balance (level 3 recurring fair value)	期末餘額(第三級經常性公平值)	73,681	146,648

\* 年內概無層級之間的轉移。

投資物業已抵押予銀行, 作為授予本集團抵押貸款及一般銀行信貸的抵押(附註44)。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 18. GOODWILL

#### 18. 商譽

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>COST</b>	<b>成本</b>		
At beginning of the year	於年初	<b>218,618</b>	92,267
Acquisition of subsidiaries (note 35)	收購附屬公司(附註35)	-	125,004
Exchange adjustments	匯兌調整	<b>1,423</b>	1,347
At the end of the year	於年末	<b>220,041</b>	218,618
<b>IMPAIRMENT</b>	<b>減值</b>		
At beginning of the year	於年初	<b>83,744</b>	83,744
Provision for impairment loss	減值虧損撥備	<b>28,000</b>	-
At the end of the year	於年末	<b>111,744</b>	83,744
<b>CARRYING AMOUNTS</b>	<b>賬面金額</b>		
At the end of the year	於年末	<b>108,297</b>	134,874

For the purposes of impairment testing, goodwill has been allocated to the following CGUs and the carrying amounts of goodwill allocated to these CGUs are as follow:

就減值測試而言，商譽獲分配至以下現金產生單位。已歸入該等現金產生單位的商譽的賬面金額如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Satellite TV equipment and antenna - PBT CGU	衛星電視設備及天線 - PBT現金產生單位	<b>10,654</b>	9,870
Media entertainment platform related products - IDS CGU	媒體娛樂平臺相關產品 - IDS 現金產生單位	-	-
Satellite TV broadcasting - MyHD CGU	衛星電視廣播 - MyHD現金產生單位	<b>97,643</b>	125,004
		<b>108,297</b>	134,874

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 18. GOODWILL (Continued)

During the year ended 31 December 2017, the management assessed the expected recoverable amount based on the higher of value in use and fair value less cost of disposal and determined that the higher amount would be based on the cash flow projections of the relevant CGUs.

The recoverable amount of these CGUs have been determined based on the value in use calculations, covered a detailed budget plan, have followed by an extrapolation of expected cash flows at the growth rates stated below. The key assumptions used for value in use calculations are as follows:

		PBT CGU		MyHD CGU	
		PBT現金產生單位		MyHD現金產生單位	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
Budget plan	預算計劃	<b>5 years</b>	5 years	<b>5 years</b>	5 years
		<b>五年</b>	五年	<b>五年</b>	五年
Growth rate	增長率	<b>2%</b>	2%	<b>3%</b>	3%
Discount rate	折現率	<b>12.14%</b>	15%	<b>19.85%</b>	22%

The growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. The cash flow projections are from the most recent financial budget approved by the management. Other key assumptions for the value in use calculation are budgeted gross margin and budgeted revenue, which are determined based on the unit's past performance and management's expectations regarding market development.

An impairment loss on goodwill HK\$28,000,000 (2016: Nil) was recognised for MyHD CGU for the year ended 31 December 2017. As the carrying amount of the CGU has been reduced to its recoverable amount of HK\$97,643,000, any adverse change in the key assumptions used to calculate the recoverable amount would result in further impairment losses.

#### 18. 商譽(續)

於截至二零一七年十二月三十一日止年度，管理層按照使用價值及公平值減去出售成本的較高者評估預期可收回金額，並認為較高金額應以相關現金產生單位的現金流量預測為基礎。

該等現金產生單位的可收回金額已按使用價值計算方法釐定，該方法涵蓋詳盡的預算計劃，並按下述增長率推算預計現金流量。使用價值計算方法的主要假設如下：

該增長率以相關行業的增長預測為基礎，不會超過相關行業的平均長遠增長率。現金流量預測以管理層批准的最近期財政預算為基準。使用價值計算方法的其他主要假設為預算毛利率及預算收益，此兩項乃按有關單位的過往表現及管理層對市場發展的預期釐定。

於截至二零一七年十二月三十一日止年度，已確認MyHD現金產生單位之商譽的減值虧損為28,000,000港元(二零一六年：無)。由於現金產生單位的賬面值已減少至其可收回金額97,643,000港元，任何用於計算可收回金額之主要假設之負面變動將導致進一步的減值虧損。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

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#### 19. INTANGIBLE ASSETS

#### 19. 無形資產

		Product technology 產品技術 HK\$'000 千港元 (Note a) (附註a)	Customer relationship 客戶關係 HK\$'000 千港元 (Note b) (附註b)	Others 其他 HK\$'000 千港元 (Note c) (附註c)	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 January 2016	於二零一六年一月一日	29,487	35,223	5,727	70,437
Addition	添置	33	-	-	33
Disposals	出售	(877)	-	-	(877)
Exchange adjustments	匯兌調整	(45)	20	1	(24)
At 31 December 2016	於二零一六年 十二月三十一日	28,598	35,243	5,728	69,569
Addition	添置	-	-	120	120
Disposals	出售	-	-	(279)	(279)
Exchange adjustments	匯兌調整	1,690	286	373	2,349
At 31 December 2017	於二零一七年 十二月三十一日	30,288	35,529	5,942	71,759
Amortisation and impairment	攤銷及減值				
At 1 January 2016	於二零一六年一月一日	26,749	13,336	3,883	43,968
Exchange adjustments	匯兌調整	(33)	5	1	(27)
Provided for the year	本年度撥備	522	4,178	107	4,807
Eliminated on disposals	出售時對銷	(877)	-	-	(877)
At 31 December 2016	於二零一六年 十二月三十一日	26,361	17,519	3,991	47,871
Exchange adjustments	匯兌調整	1,863	154	63	2,080
Provided for the year	本年度撥備	247	4,193	279	4,719
Eliminated on disposals	出售時對銷	-	-	(279)	(279)
At 31 December 2017	於二零一七年 十二月三十一日	28,471	21,866	4,054	54,391
Carrying values	賬面值				
At 31 December 2017	於二零一七年 十二月三十一日	1,817	13,663	1,888	17,368
At 31 December 2016	於二零一六年 十二月三十一日	2,237	17,724	1,737	21,698



## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

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#### 19. INTANGIBLE ASSETS (Continued)

Notes:

- (a) Product technology represents software acquired from independent third parties for the development of TV set top box. Amortisation is provided on a straight-line basis over 3 years.
- (b) Customer relationship represents contracted and non-contracted customer relationship arising from the acquisition of Pro Brand International, Inc ("PBI") during the year ended 30 June 2013. The amount is amortised over its estimated useful life of 7.5 years on a straight-line basis.
- (c) Other mainly represents the fair value of the research and development team of PBT, a subsidiary of the Group acquired during the year ended 30 June 2013. The mature research and development team is separately recognised based on the fair value at the date of acquisition. It can support the Group for further expansion. Amortisation is provided on a straight-line basis over 7.5 years.

#### 20. INTEREST IN AN ASSOCIATE/LOAN TO AN ASSOCIATE

Share of net assets of associate	應佔一間聯營公司的淨資產	59,325	4,931
Loan to an associate	給予一間聯營公司的貸款	-	25,309
		59,325	30,240

Movement of interest in associate is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	於年初	4,931	-
Capital contributions	出資額	46,306	-
Share of profit of an associate	應佔一間聯營公司的溢利	8,088	4,931
At the end of the year	於年末	59,325	4,931

Note:

Loan to an associate is unsecured, repayable on demand and bearing fixed interest rate at 4.75% (2016: 4.75%) per annum. As at 31 December 2017, the loan to associate is classified as current assets as it is wholly repayable within one year (note 21).

#### 19. 無形資產(續)

附註:

- (a) 產品技術指為開發電視機頂盒而向獨立第三方收購的軟件。攤銷於三年內以直線法計提。
- (b) 客戶關係指因截至二零一三年六月三十日止年度內收購Pro Brand International, Inc ("PBI")而產生的合約及非合約客戶關係。該金額以於7.5年的估計可使用年期內按直線法攤銷。
- (c) 其他主要指本集團於截至二零一三年六月三十日止年度內收購的附屬公司PBT的研發團隊的公平值。成熟的研發團隊乃根據收購當日的公平值單獨確認。該研發團隊可支持本集團進一步擴充。攤銷於7.5年內以直線法計提。

#### 20. 於一間聯營公司的權益／給予一間聯營公司的貸款

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Share of net assets of associate	應佔一間聯營公司的淨資產	59,325	4,931
Loan to an associate	給予一間聯營公司的貸款	-	25,309
		59,325	30,240

於聯營公司的權益變動如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	於年初	4,931	-
Capital contributions	出資額	46,306	-
Share of profit of an associate	應佔一間聯營公司的溢利	8,088	4,931
At the end of the year	於年末	59,325	4,931

附註:

給予一間聯營公司的貸款為無抵押、須按要求償還及按固定年利率4.75厘(二零一六年:4.75厘)計息。於二零一七年十二月三十一日,給予聯營公司的貸款分類為流動資產,因其可於一年內完全償付(附註21)。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 20. INTEREST IN AN ASSOCIATE/LOAN TO AN ASSOCIATE (Continued)

Note: (Continued)

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

Name of entity 實體名稱	Form of business structure 業務架構形式	Place of incorporation 註冊成立地點	Place of operation 經營地點	Class of shares 所持股份類別	held by the Group 本集團所持	Principal activities 主要業務
Dish Media	Limited company 有限公司	Nepal 尼泊爾	Nepal 尼泊爾	Ordinary 普通股	47.12%	Provision of Direct-To-Home service for satellite TV 為衛星電視提供直接入屋服務

Summarised financial information:

附註：(續)

於二零一七年及二零一六年十二月三十一日，本集團於下列聯營公司擁有權益：

財務資料概要：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>As at 31 December</b>	<b>於十二月三十一日</b>		
Current assets	流動資產	72,823	53,293
Non-current assets	非流動資產	334,985	272,871
Current liabilities	流動負債	(278,915)	(314,667)
Non-current liabilities	非流動負債	(2,993)	(1,033)
<b>Year ended 31 December</b>	<b>截至十二月三十一日止年度</b>		
Revenue	收益	217,339	117,520
Profit for the year	本年度溢利	17,165	48,598
Total comprehensive income for the year	本年度全面收益總額	17,165	48,644

Reconciliation of the above summarised financial information to the carrying amount of the interest in an associate recognised in the consolidated financial statements:

上述財務資料概要與綜合財務報表所確認於一間聯營公司的權益的賬面金額的對賬：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net assets	資產淨額	125,900	10,464
Proportion of the Group's ownership interest	本集團擁有權益的比例	47.12%	47.12%
Carrying amount of the Group's interest in an associate	本集團於一間聯營公司的權益的賬面金額	59,325	4,931

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 21. AMOUNT DUE FROM AN ASSOCIATE

## 21. 應收一間聯營公司的款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current	即期	71,444	78,256

Amount due from an associate include:

應收一間聯營公司的款項包括：

- (i) amount of HK\$41,355,000 (2016: HK\$63,419,000) being unsecured, interest-free and the Group allows a credit period of 360 days to its associate which is trade in nature;
- (ii) amount of HK\$25,304,000 (2016: HK\$11,664,000) is unsecured, bearing fixed interest rate at 4.75% per annum; and
- (iii) amount of HK\$4,785,000 (2016: HK\$3,173,000) of interest receivables from the loan to an associate.

- (i) 41,355,000港元(二零一六年: 63,419,000港元)乃無抵押及不計息,且本集團給予其聯營公司的信貸期為360日,屬貿易性質;
- (ii) 25,304,000港元(二零一六年: 11,664,000港元),乃無抵押按固定年利率4.75厘計息;及
- (iii) 4,785,000港元(二零一六年: 3,173,000港元)乃來自給予一間聯營公司的貸款之應收利息。

The following is an aged analysis of trade receivables from an associate, which is trade in nature, presented based on the invoice date at the end of the reporting year:

應收一間聯營公司的應收貿易賬款(屬貿易性質)於報告期末按發票日期所呈列的賬齡分析如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 – 30 days	0至30日	–	5,409
31 – 90 days	31至90日	–	7,003
91 – 360 days	91至360日	5,640	51,007
More than 360 days	超過360日	35,715	–
		<b>41,355</b>	63,419

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 21. AMOUNT DUE FROM AN ASSOCIATE (Continued)

Aging of amount due from an associate which are past due but not impaired:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Less than 3 months past due	逾期少於3個月	12,287	-
3 to 6 months past due	逾期3至6個月	23,428	-
		<b>35,715</b>	-

#### 21. 應收一間聯營公司的款項(續)

已逾期但未減值的應收一間聯營公司款項的賬齡如下：

#### 22. LOAN RECEIVABLES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loans receivables (note i and ii)	應收貸款(附註i及ii)	59,507	59,507
Less: allowance for doubtful debts (note iii)	減：呆賬撥備(附註iii)	(50,713)	(59,507)
		<b>8,794</b>	-

#### 22. 應收貸款

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

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#### 22. LOAN RECEIVABLES (Continued)

Notes

- (i) As at 31 December 2017, the Group had loan receivable amounting to HK\$12,989,000 (2016: HK\$12,989,000) granted to a third party. The amount was unsecured and bore interest at 1.2% (2016: 1.2%) per annum. This loan receivable was fully impaired as at 31 December 2016 and 2017.
- (ii) As at 31 December 2017, the Group had loan and trade receivables due from two customers (the "Debtors") with gross amount of HK\$46,518,000 (2016: HK\$46,518,000) and HK\$39,273,000 (2016: HK\$56,459,000) respectively (the "Receivables") which had been fully provided as at 31 December 2016. The Debtors were engaged in the operation of cable television in Nepal.

The Group further advanced a loan of HK\$14,491,000 to the Debtors during the year ended 31 December 2016 to support the development of the debtors in view of its long term growth potential and the repayment of loan and trade receivables as a result. These loan receivables bore interest at 5% (2016: 5%) per annum. Pursuant to an agreement dated 25 March 2016, the 80% equity interest in one of the Debtors was pledged for part of the loan receivables of HK\$43,803,000 ("Share Pledge"). In the event that the Debtors fails or defaults to settle such loan, the Group shall have the right but not the obligation to possess the pledged share.

Provision of impairment loss was determined by the directors of the Company based on the credit worthiness and the past collection history of the Debtors. Also, the directors of the Company assessed that the value of the Share Pledge to be insignificant as at 31 December 2016.

On 29 December 2017, the Group entered into an agreement (the "Agreement") with an independent third party (the "Purchaser"), pursuant to which the Group have conditionally agreed to sell and assign, and the Purchaser has conditionally agreed to purchase and be assigned, the rights, titles and benefits of the Receivables and Share Pledge at a consideration of US\$4,000,000 (equivalent to approximately HK\$31,275,000) (the "Consideration").

#### 22. 應收貸款 (續)

附註

- (i) 於二零一七年十二月三十一日，本集團擁有授予第三方的應收貸款12,989,000港元（二零一六年：12,989,000港元）。該款項為無抵押，按年利率1.2%（二零一六年：1.2%）計息。該應收貸款已於二零一七年及二零一六年十二月三十一日完全減值。
- (ii) 於二零一七年十二月三十一日，本集團應收兩名客戶（「債務人」）之貸款及應收貿易賬款總額分別為46,518,000港元（二零一六年：46,518,000港元）及39,273,000港元（二零一六年：56,459,000港元）（「應收賬款」），於二零一六年十二月三十一日已悉數計提。債務人從事尼泊爾有線電視的營運。

就債務人之長遠發展及最終的貸款及應收貿易賬款還款而言，本集團於截至二零一六年十二月三十一日止年度進一步向債務人提供貸款14,491,000港元，以支持其發展。該等應收賬款按年利率5%計息（二零一六年：5%）。根據一份日期為二零一六年三月二十五日的協議，其中一名債務人之80%股本權益已質押作為43,803,000港元之部份應收賬款（「股份質押」）。倘若債務人無法結清或拖欠該等貸款，本集團將有權利而非義務擁有該質押股份。

減值虧損之撥備由本公司董事基於債務人之信用程度及過往收賬紀錄釐定。本公司董事亦評估股份質押於二零一六年十二月三十一日之價值為不重大。

於二零一七年十二月二十九日，本集團與一名獨立第三方（「買方」）訂立協議（「協議」），據此，本集團已有條件同意出售及轉讓，而買方已有條件同意購買及承讓應收賬款及股份質押之權利、所有權及利益，代價為4,000,000美元（相當於約31,275,000港元）（「代價」）。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 22. LOAN RECEIVABLES (Continued)

Notes (Continued)

(ii) (Continued)

According to the Agreement, the Consideration shall be paid by the Purchaser by cash in the following manner:

- (a) US\$200,000 shall be paid on or before 31 March 2018;
- (b) US\$300,000 shall be paid on or before 30 June 2018;
- (c) US\$750,000 shall be paid on or before 30 September 2018;
- (d) US\$750,000 shall be paid on or before 31 December 2018;
- (e) US\$500,000 shall be paid on or before 31 March 2019;
- (f) US\$500,000 shall be paid on or before 30 June 2019;
- (g) US\$500,000 shall be paid on or before 30 September 2019; and
- (h) US\$500,000 shall be paid on or before 31 December 2019;

Notwithstanding the above, the Purchaser has agreed to use his best endeavours to pay the Consideration in full to the Group within one year from the date of the Agreement.

Subject to the payments of the Consideration by the Purchaser in full and upon the Group having obtained all necessary internal and external authorisations, consents and approvals from all relevant governmental or regulatory authorities, agencies or bodies, the date of completion of the Agreement ("Completion Date") is 31 December 2019 or fifth days after the payment of the Consideration in full.

At completion, the Group and the Purchaser shall execute an assignment of the Receivables, relevant loan agreements and Share Pledge.

#### 22. 應收貸款 (續)

附註 (續)

(ii) (續)

根據協議，代價將由買方按下列方式以現金支付：

- (a) 200,000美元將於二零一八年三月三十一日或之前支付；
- (b) 300,000美元將於二零一八年六月三十日或之前支付；
- (c) 750,000美元將於二零一八年九月三十日或之前支付；
- (d) 750,000美元將於二零一八年十二月三十一日或之前支付；
- (e) 500,000美元將於二零一九年三月三十一日或之前支付；
- (f) 500,000美元將於二零一九年六月三十日或之前支付；
- (g) 500,000美元將於二零一九年九月三十日或之前支付；及
- (h) 500,000美元將於二零一九年十二月三十一日或之前支付。

儘管上文所述，買方已同意盡其最大努力於協議日期起計一年內向本集團支付全數代價。

須待買方支付全數代價及本集團已取得一切必要之內部及外部授權、同意及批准（包括相關政府或監管機關、部門或組織）後，協議之完成日期（「完成日期」）為二零一九年十二月三十一日或買方全數支付代價後第五個營業日。

於完成時，本集團及買方將進行應收賬款、相關貸款協議及股份質押之轉讓。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 22. LOAN RECEIVABLES (Continued)

Notes (Continued)

(ii) (Continued)

On 20 March 2018, the Group received the first instalment of US\$200,000 (equivalent to approximately HK\$1,564,000) from the Purchaser.

Management has performed an impairment assessment on the Receivables as at 31 December 2017. Taking into consideration of the probability of the completion of the Agreement, management estimates the recoverable amount of the Receivables would be approximately HK\$16,220,000. The Group has recognised a reversal of provision for impairment loss on the Receivables amounting to HK\$16,220,000 for the year, which represented by reversal of provision for impairment loss on loan receivables and trade receivables of HK\$8,794,000 and HK\$7,426,000 respectively.

(iii) Allowance for doubtful debts

#### 22. 應收貸款 (續)

附註 (續)

(ii) (續)

於二零一八年三月二十日，本集團自買方收到第一期款項200,000美元（相當於約1,564,000港元）。

管理層已進行一個於二零一七年十二月三十一日之應收款項的減值評估。包括協議完成的可能性一併考慮，管理層估計應收賬款的可收回金額約為16,220,000港元。本集團已於本年度確認應收賬款之減值虧損撥備撥回金額16,220,000港元，分別由8,794,000港元的應收貸款之減值虧損撥備撥回及7,426,000港元的應收貿易賬款之減值虧損撥備撥回代表。

(iii) 呆賬撥備

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At beginning of year	於年初	59,507	109,515
Acquisition of subsidiaries	收購附屬公司	-	(89,163)
Allowance for impairment loss	減值虧損撥備	-	39,155
Reversal of impairment loss on loan receivables	撥回應收貸款之減值虧損	(8,794)	-
At the end of year	於年末	50,713	59,507

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 23. DEFERRED TAXATION

The following are the major deferred tax assets/(liabilities) recognised by the Group and movements thereon during the year:

#### 23. 遞延稅項

以下為本集團於本年度確認的主要遞延稅項資產／(負債) 以及其變動：

		Fair value adjustment on intangible asset 無形資產 公平值調整 HK'000 千港元	Revaluation of investment properties 投資物業重估 HK'000 千港元	Provision for PRC withholding tax 中國 預扣稅撥備 HK\$'000 千港元	Accelerated tax depreciation 加速 稅項折舊 HK\$'000 千港元	Provision and others 撥備及其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	(10,143)	(24,379)	(5,794)	(682)	2,263	(38,735)
Exchange adjustments	匯兌調整	(5)	1,043	-	32	(57)	1,013
Credit (charge) to profit or loss for the year	於本年度損益計入(扣除)	1,670	(5,485)	(412)	-	6,928	2,701
At 31 December 2016	於二零一六年 十二月三十一日	(8,478)	(28,821)	(6,206)	(650)	9,134	(35,021)
Exchange adjustments	匯兌調整	(61)	(1,216)	-	-	59	(1,218)
Credit (charge) to profit or loss for the year	於本年度損益計入(扣除)	1,677	2,613	-	-	(2,755)	1,535
At 31 December 2017	於二零一七年 十二月三十一日	(6,862)	(27,424)	(6,206)	(650)	6,438	(34,704)



## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 23. DEFERRED TAXATION (Continued)

The following is the analysis of the deferred tax balances for financial reporting purposes:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	6,438	9,134
Deferred tax liabilities	遞延稅項負債	(41,142)	(44,155)
		<b>(34,704)</b>	<b>(35,021)</b>

At 31 December 2017, the Group had unrecognised tax losses of HK\$121,422,000 (2016: HK\$111,678,000) available for offset against future profits due to the unpredictability of future profit streams.

Included in the unrecognised tax losses are losses of HK\$12,029,000 (2016: HK\$12,027,000) that will expire between 2033 and 2036 (2016: expire between 2032 and 2035). Other tax losses may be carried forward indefinitely.

Under the Law of the PRC on Enterprise Income Tax, withholding tax at 10% is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has been provided for in full in respect of undistributed profits retained by PRC entities in the consolidated financial statements.

At 31 December 2017, the Group had deductible temporary differences of HK\$29,506,000 (2016: HK\$28,824,000). No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

#### 23. 遞延稅項(續)

就財務呈報用途作出的遞延稅項結餘分析如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
遞延稅項資產	6,438	9,134
遞延稅項負債	(41,142)	(44,155)
	<b>(34,704)</b>	<b>(35,021)</b>

於二零一七年十二月三十一日，由於未能預計未來溢利來源，本集團擁有未確認稅項虧損121,422,000港元（二零一六年：111,678,000港元）可用作抵銷未來溢利。

未確認稅項虧損包括將於二零三三年至二零三六年間（二零一六年：二零三二年至二零三五年間屆滿）屆滿的虧損12,029,000港元（二零一六年：12,027,000港元）。其他稅項虧損可無限期結轉。

根據中國企業所得稅法，由二零零八年一月一日起從中國附屬公司賺取的溢利所宣派的股息需繳納10%預扣稅。與中國實體保留的未分派溢利有關的遞延稅項已全數於綜合財務報表中撥備。

於二零一七年十二月三十一日，本集團可扣稅暫時差額為29,506,000港元（二零一六年：28,824,000港元）。由於不大可能出現可動用可扣稅暫時差額的應課稅溢利，故並無就有關可扣稅暫時差額確認遞延稅項資產。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 24. INVENTORIES

## 24. 存貨

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Raw materials	原料	55,406	45,892
Work in progress	在製品	42,397	58,756
Finished goods	製成品	160,625	162,447
		<b>258,428</b>	267,095

## 25. TRADE, BILLS AND OTHER RECEIVABLES

## 25. 應收貿易賬款、應收票據及其他應收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade and bills receivables	應收貿易賬款及應收票據	379,874	442,790
Less: allowance for doubtful debts	減：呆賬撥備	(147,778)	(145,157)
		<b>232,096</b>	297,633
Other receivables	其他應收款項	67,030	52,259
Total trade, bills and other receivables	應收貿易賬款、應收票據及 其他應收款項總額	<b>299,126</b>	349,892

The Group allows an average credit period of 60 to 120 days to its trade customers. The following is an aged analysis of trade and bills receivables, net of allowance for doubtful debts, presented based on the invoice date at the end of the year:

本集團給予其貿易客戶的信貸期平均為60日至120日。於年末，應收貿易賬款及應收票據(扣除呆賬撥備後)按發票日期所呈列的賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 – 30 days	0至30日	157,804	133,369
31 – 90 days	31至90日	45,542	117,738
91 – 180 days	91至180日	21,171	33,368
More than 180 days	超過180日	7,579	13,158
		<b>232,096</b>	297,633

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 25. TRADE, BILLS AND OTHER RECEIVABLES (Continued)

During the year ended 31 December 2017, 75% (2016: 67%) of the trade and bills receivables that are neither past due nor impaired are due from diversified customers with no recent default payment history.

Included in the Group's trade and bills receivable balance are debtors with an aggregate carrying amount of HK\$56,970,000 (2016: HK\$96,648,000) which was past due at the end of the reporting period but for which the Group has not provided for impairment loss because management believes that the fundamental credit quality of the relevant customers has not deteriorated.

Aging of trade and bills receivables which are past due but not impaired:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Less than 3 months past due	逾期少於三個月	36,680	57,984
3 to 6 months past due	逾期三至六個月	8,650	17,313
More than 6 months past due	逾期多於六個月	11,640	21,351
		<b>56,970</b>	96,648

#### 25. 應收貿易賬款、應收票據及其他應收款項(續)

截至二零一七年十二月三十一日止年度，75%（二零一六年：67%）的未逾期亦未減值應收貿易賬款及應收票據所涉客戶並無拖欠付款記錄。

本集團應收貿易賬款及應收票據結餘包括於報告期末已逾期、賬面總值達56,970,000港元（二零一六年：96,648,000港元）的應收賬款，惟由於管理層認為有關客戶的基本信譽度並無惡化，故本集團並無就減值虧損作出撥備。

已逾期但未減值的應收貿易賬款及應收票據的賬齡如下：

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

25. TRADE, BILLS AND OTHER RECEIVABLES  
(Continued)

Movement in the allowance for doubtful debts:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	145,157	102,293
Impairment loss recognised	已確認減值虧損	20,273	42,484
Reversal of impairment loss previously recognised	之前確認減值虧損撥回	(23,405)	-
Bad debt written off	壞賬撇銷	(876)	(2,452)
Exchange realignment	匯兌調整	6,629	2,832
Balance at the end of the year	年末結餘	147,778	145,157

The Group recognised impairment loss based on the accounting policy stated in Note 4(n)(iii). The allowance for doubtful debts at the end of the reporting period represents allowance on individually impaired trade and bills receivables with an aggregate balance of HK\$147,778,000 (2016: HK\$145,157,000), which have been outstanding for more than one year. Management considered they are unlikely to be collected. The Group does not hold any collateral over these balances.

Included in trade and bills receivables, as at 31 December 2017, the Group had trade receivables due from the Debtors (as stated in note 22) with gross amount of HK\$39,273,000 (2016: HK\$56,459,000) of which the amount had been fully impaired during the year ended 31 December 2016. Refer to note 22 (ii) for details.

## 25. 應收貿易賬款、應收票據及其他應收款項(續)

呆賬撥備變動：

本集團根據附註4(n)(iii)所列的會計政策確認減值虧損。於報告期末呆賬撥備相當於個別應收貿易賬款及應收票據的減值撥備，總計結餘為147,778,000港元(二零一六年：145,157,000港元)，已逾期超過一年。管理層認為該等賬款及票據可能無法收回，本集團並無就該等結餘持有任何抵押品。

包含於應收貿易賬款及應收票據中，於二零一七年十二月三十一日，本集團應收債務人的應收貿易賬款(如附註22所述)總額達39,273,000港元(二零一六年：56,459,000港元)，其中該金額已於截至二零一六年十二月三十一日止年度完全減值。詳情請參閱附註22(ii)。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

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#### 26. BOND RECEIVABLES

On 12 January 2015, the Group entered into bond subscription agreement with National United Resources Holdings Limited ("NUR"), a company with its shares listed on the Main Board of the Stock Exchange. Pursuant to the subscription agreement, the Company conditionally agreed to subscribe for the bonds to be issued by NUR ("2015 Bond") in the principal amount of HK\$80,000,000 for a term of one year with a coupon rate of 6% per annum, payable quarterly in arrears. The Company may, (i) on or after 30 September 2015 serving at least two days' prior written notice to NUR, request NUR to redeem HK\$20,000,000 of the 2015 Bond at 100% of its principal amount; and (ii) on or after 11 January 2016 serving at least four days' prior written notice to NUR, request NUR to redeem HK\$30,000,000 of the 2015 Bond at 100% of its principal amount. Unless previously redeemed or cancelled, NUR shall redeem the 2015 Bond at 100% of its principal amount together with any accrued interest and unpaid interest calculated up to (and including) the maturity date. The subscription was completed in April 2015. HK\$20,000,000 of 2015 Bond was redeemed during the year ended 31 December 2015, the remaining balance of HK\$60,000,000 was fully repaid during the year ended 31 December 2016.

The movement of bond receivables is set out below:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
As at beginning of year	於年初	-	59,971
Repayment settlement during the year	年內還款結算	-	(60,000)
Effective interest income credited to profit or loss	已計入損益的實際利息收入	-	1,282
Coupon interest received	已收票面利息	-	(1,253)
As at end of year	於年末	-	-

#### 26. 債券應收款項

於二零一五年一月十二日，本集團已與國家聯合資源控股有限公司（「國家聯合資源」，其股份於聯交所主板上市的公司）訂立債券認購協議。根據認購協議，本集團已有條件同意認購本金額為80,000,000港元、一年期及需於每季度結束後支付票面年息率為6%由國家聯合資源發行之債券（「二零一五年債券」）。本集團可以：(i)於二零一五年九月三十日或以後向國家聯合資源發出不少於兩天的書面通知，要求國家聯合資源以債券本金額之100%贖回20,000,000港元之二零一五年債券；及(ii)於二零一六年一月十一日或以後向國家聯合資源發出不少於四天的書面通知，要求國家聯合資源以債券本金額之100%贖回30,000,000港元之二零一五年債券。除之前已贖回或註銷外，國家聯合資源需要於到期日贖回本金額100%之二零一五年債券以及截至（及包括）到期日止應付而未支付的利息。該認購事項已於二零一五年四月完成。20,000,000港元之二零一五年債券已於截至二零一五年十二月三十一日止年度贖回，餘下60,000,000港元已於截至二零一六年十二月三十一日止年度全部償還。

債券應收款項的變動載列如下：

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 27. PLEDGED BANK DEPOSITS

The amounts represent deposits pledged to banks to secure short-term bank borrowings granted to the Group (note 44). The deposits carry fixed interest rates ranged from 0.85% to 1.75% (2016: 0.3% to 1.65%) per annum. The pledged bank deposits will be released upon the settlement of short-term bank borrowings.

#### 28. BANK BALANCES AND CASH

Bank balances and cash of the Group comprise bank balances and cash held and short-term bank deposits with original maturity of three months or less. The bank balance are interest bearing at floating interest rate and short-term bank deposits carry fixed interest rates ranging from 0.01% to 0.77% (2016: 0.3% to 2.35%) per annum.

As at 31 December 2017, cash and bank balances denominated in RMB amounted to approximately HK\$5,710,000 (2016: approximately HK\$21,643,000). RMB is not freely convertible into foreign currencies in the PRC. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks authorised to conduct foreign exchange business.

#### 27. 已抵押銀行存款

該等款項指就本集團獲授的短期銀行借貸而抵押予銀行的存款(附註44)。該等存款乃按介乎0.85厘至1.75厘(二零一六年:0.3厘至1.65厘)之間的固定年利率計息。已抵押銀行存款將於短期銀行借貸清償後解除。

#### 28. 銀行結存及現金

本集團的銀行結存及現金包括所持銀行結存及現金以及原訂於三個月或少於三個月到期的短期銀行存款。銀行結存按浮動利率計息，而短期銀行存款按介乎0.01厘至0.77厘(二零一六年:0.3厘至2.35厘)的固定年利率計息。

於二零一七年十二月三十一日，以人民幣計值的現金及銀行結存約為5,710,000港元(二零一六年:約21,643,000港元)。人民幣在中國境內並不能自由兌換為外幣。根據中國的外匯管理條例和結匯、售匯及付匯管理規定，本集團允許通過授權銀行兌換人民幣為外幣開展外匯業務。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 29. ASSETS CLASSIFIED AS HELD FOR SALE

Included in assets classified as held for sale as at 31 December 2017, which were presented separately in the consolidated statement of financial position at that date, are:

	HK\$'000
	千港元
Investment properties (note 17)                      投資物業(附註17)	<b>97,396</b>

The Group entered into sales and purchase agreements during the year ended 31 December 2017 to dispose of certain investment properties to independent third parties with a consideration of HK\$97,396,000. The investment properties, which had been fair valued with reference to the disposal considerations, were classified as assets held for sale and presented separately in the consolidated statement of financial position as at 31 December 2017.

The directors expect this disposal transaction will be completed within 6 months from the end of the reporting period.

#### 30. TRADE, BILLS AND OTHER PAYABLES

	2017	2016
	二零一七年	二零一六年
	HK\$'000	HK\$'000
	千港元	千港元
Trade payables    應付貿易賬款	<b>326,036</b>	424,264
Bills payables    應付票據	<b>314</b>	11,089
Other payables and accruals (note)                      其他應付款項及應計項目(附註)	<b>184,051</b>	140,238
	<b>510,401</b>	575,591

#### 29. 分類為持作出售的資產

於二零一七年十二月三十一日，包括於分類為持作出售的資產(於當日之綜合財務報表分開呈列)如下：

本集團截至二零一七年十二月三十一日止年度訂立買賣協議，以代價97,396,000港元出售若干投資物業予獨立第三方。該等投資物業(已參考出售代價以計量其公平值)被分類為持作出售的資產及於二零一七年十二月三十一日之綜合財務狀況報表分開呈列。

董事預期此出售交易將會於報告期結束後六個月內完成。

#### 30. 應付貿易賬款、應付票據及其他應付款項

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 30. TRADE, BILLS AND OTHER PAYABLES (Continued)

The following is an aged analysis of trade and bills payables, presented based on the invoice date at the end of the reporting periods:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 – 30 days	0至30日	209,629	239,087
31 – 90 days	31至90日	42,877	67,798
91 – 360 days	91至360日	67,560	121,082
More than 360 days	超過360日	6,284	7,386
		<b>326,350</b>	435,353

The average credit period for purchases of goods is 90 days.

Note: An amount due to a director of HK\$13,308,000 (2016: HK\$14,254,000) which was included in other payable which term is unsecured, interest free and repayable on demand.

## 30. 應付貿易賬款、應付票據及其他應付款項(續)

於報告期末，應付貿易賬款及應付票據按發票日期所呈列的賬齡分析如下：

購買貨品的平均信貸期為90日。

附註：其他應付款項包括一筆應付董事款項13,308,000港元(二零一六年：14,254,000港元)，此款項為無抵押、免息且需按要求償還。



## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 31. BANK AND OTHER BORROWINGS

#### 31. 銀行及其他借貸

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank loans	銀行貸款	278,286	328,246
Other loans	其他貸款	114,867	63,475
		<b>393,153</b>	391,721
Analysed as:	分析為:		
Secured	有抵押	281,015	308,683
Unsecured	無抵押	112,138	83,038
		<b>393,153</b>	391,721
Carrying amount repayable:	須於下列期間償還的賬面值:		
On demand or within one year	按要求或於一年內	347,455	330,712
In more than one year but not more than two years	超過一年但不多於兩年	1,131	1,288
		<b>348,586</b>	332,000
Carrying amount of bank loans that contain a repayment on demand clause	載有須按要求償還條款的銀行貸款的賬面值	44,567	59,721
		<b>393,153</b>	391,721
Less: Amount due within one year shown under current liabilities	減: 於流動負債項下列示的一年內到期款項	(392,022)	(390,433)
Amount due after one year	一年後到期的款項	1,131	1,288

The range of the effective interest rates on the Group's bank and other borrowings are as follows:

本集團銀行及其他借貸的實際利率範圍如下:

		2017 二零一七年	2016 二零一六年
Variable interest rate borrowings	浮息借貸	2.16% – 13.95%	1.90% – 12.00%

The security of bank borrowings is set out in note 44.

銀行借貸抵押載於附註44。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 32. DEFINED BENEFIT OBLIGATION

The Group have defined benefit pension plan, covering substantially all of its qualified employees in India. The amounts of employee benefit obligation recognised in the statement of financial position represent the present values of the unfunded obligation.

The defined benefit obligation was determined based on actuarial valuation performed by Charan Gupta Consultants PVT LTD, an independent actuary, whose registered office is located at B-40, Sector-52, Noida-201 307.U.P., using the projected unit credit method.

The components of net benefit expenses in profit or loss and the amounts recognised in the statement of financial position are summarised as follows:

- (a) The provisions for defined benefit obligation recognised in the consolidated statement of financial position are shown as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Present value of unfunded obligation	未供款責任的現值	103	-
Portion classified as current liabilities	分類為流動負債的部分	-	-
Non-current portion	非流動部分	103	-

#### 32. 界定福利責任

本集團有界定福利退休金計劃，涵蓋絕大部分於印度的合資格僱員。於財務狀況表確認的僱員福利責任金額指未供款責任的現值。

界定福利責任乃根據獨立精算師Charan Gupta Consultants PVT LTD採用預計單位信貸法進行的精算估值釐定。Charan Gupta Consultants PVT LTD的註冊辦事處位於B-40, Sector-52, Noida-201 307.U.P.。

於損益項下的淨福利開支組成部分以及綜合財務狀況表中確認的金額概述如下：

- (a) 於綜合財務狀況表確認的界定福利責任的撥備如下：

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

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#### 32. DEFINED BENEFIT OBLIGATION (Continued)

- (b) The movements of the defined benefit obligation are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At beginning of the year	於年初	-	-
Current service costs	即期服務成本	119	-
Interest cost on benefit obligations	福利責任的利息成本	4	-
Re-measurement gain recognised in other comprehensive income	於其他全面收益確認的重新計量收益	(23)	-
Exchange realignment	匯兌調整	3	-
		<b>103</b>	-

- (c) The net expenses recognised in the consolidated profit or loss are analysed as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current service costs	即期服務成本	119	-
Interest cost on benefit obligations	福利責任的利息成本	4	-
Net benefit expenses	淨福利開支	<b>123</b>	-

#### 32. 界定福利責任(續)

- (b) 界定福利責任的變動如下：

- (c) 於綜合損益表確認的淨開支分析如下：

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 32. DEFINED BENEFIT OBLIGATION (Continued)

- (d) The principal actuarial assumptions used in valuing the provisions for defined benefit obligation at the end of the reporting period are as follows:

		2017 二零一七年 %	2016 二零一六年 %
Discount rate	貼現率	7.60	N/A不適用
Rate of salary increase	薪金增長率	11.00	N/A不適用

The average duration of the provision for defined benefits at the end of the reporting period is as follows:

		2017 二零一七年	2016 二零一六年
Number of employee	僱員數目	169	N/A不適用
Average past service (years)	平均服務時間(年)	1.53	N/A不適用
Average age (years)	平均年齡(歲)	31.08	N/A不適用
Average remaining working life (years)	平均剩餘工作年期(年)	26.92	N/A不適用
Weighted average duration (years)	加權平均年期(年)	4.40	N/A不適用

#### 32. 界定福利責任(續)

- (d) 估算於報告期末的界定福利責任撥備所用的主要精算假設如下：

各報告期末的界定福利撥備的平均年期如下：

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 32. DEFINED BENEFIT OBLIGATION (Continued)

- (e) The quantitative sensitivity analysis of the provisions for defined benefits as at the end of the reporting period is as follows:

		2017 二零一七年			
		Increase in rate	Decrease in provisions for defined benefit obligation	Decrease in rate	Increase in provisions for defined benefit obligation
		增長率 %	界定 福利責任 撥備減少 HK\$'000 千港元	下降率 %	界定 福利責任 撥備增加 HK\$'000 千港元
		百分比		百分比	
Discount rate	貼現率	0.5	(4)	0.5	4

The sensitivity analysis above has been determined based on a method that extrapolates the impact on the provisions for defined benefits as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

上述敏感度分析乃根據主要假設於報告期末發生合理變動時對界定福利撥備的影響推斷而釐定。

#### 33. OBLIGATIONS UNDER FINANCE LEASES

Analysed for reporting purposes as:

就呈報用途分析為：

Current liabilities 流動負債

Non-current liabilities 非流動負債

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		<b>1,886</b>	1,856
		<b>7,375</b>	9,186
		<b>9,261</b>	11,042

It is the Group's policy to lease certain of its land and buildings under finance leases. The average lease term is 10 years. Interest rate underlying all obligations under finance leases is fixed at the contract date at 5% per annum. These leases have no terms of renewal or purchase options and escalation clauses.

#### 33. 融資租賃承擔

本集團的政策為根據融資租賃租賃其若干土地及樓宇。平均租期為10年。所有融資租賃承擔的相關利率於合約日期定為每年5厘。該等租賃不設續期條款或購買權及遞增條文。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 33. OBLIGATIONS UNDER FINANCE LEASES (Continued)

### 33. 融資租賃承擔(續)

		Minimum lease payments		Present value of minimum lease payments	
		最低租賃款項		最低租賃款項現值	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Amounts payable under finance leases within one year	根據融資租賃於一年內應付的款項	1,955	1,939	1,886	1,856
In more than one year but not more than two years	超過一年但不多於兩年	1,955	1,939	1,902	1,871
In more than two years but not more than five years	超過兩年但不多於五年	5,538	5,816	5,473	5,706
In more than five years	超過五年	-	1,616	-	1,609
		<b>9,448</b>	11,310	<b>9,261</b>	11,042
Less: future finance charges	減：未來融資支出	(187)	(268)	-	-
Present value of lease obligations	租賃承擔現值	<b>9,261</b>	11,042	<b>9,261</b>	11,042
Less: Amount due for settlement within one year (shown under current liabilities)	減：於一年內到期清償的款項（於流動負債項下列示）			(1,886)	(1,856)
Amount due for settlement after one year	於一年後到期清償的款項			<b>7,375</b>	9,186

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 34. SHARE CAPITAL

### 34. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.10 each Authorised:	每股面值0.10港元的普通股 法定：		
At 1 January 2016, 31 December 2016 and 1 January 2017	於二零一六年一月一日、 二零一六年十二月三十一日 及二零一七年一月一日	3,000,000,000	300,000
Increase in authorised share capital (note a)	增加法定股本(附註a)	7,000,000,000	700,000
At 31 December 2017	於二零一七年十二月三十一日	10,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2016	於二零一六年一月一日	1,045,862,134	104,586
Issue of shares upon subscription (note b)	因認購而發行股份(附註b)	86,168,000	8,617
Issue of shares upon placing (note c)	因配售而發行股份(附註c)	179,500,000	17,950
At 31 December 2016	於二零一六年十二月三十一日	1,311,530,134	131,153
Issue of shares upon open offer (note d)	因公開發售而發行股份(附註d)	1,967,295,201	196,729
At 31 December 2017	於二零一七年十二月三十一日	3,278,825,335	327,882

Note:

(a) Pursuant to the ordinary resolution approved by the shareholders on 15 June 2017, the authorised share capital of the Company increased from HK\$300,000,000 divided into 3,000,000,000 ordinary shares to HK\$1,000,000,000 divided into 10,000,000,000 ordinary shares by the creation of an additional 7,000,000,000 unissued ordinary shares.

(b) On 21 January 2016, 48,000,000 shares have been subscribed by the subscriber at the subscription price of HK\$0.50 per share. Details of the subscription are set out in the announcement of the Company dated 21 January 2016.

On 31 August 2016, 38,168,000 shares have been subscribed by the subscriber at the subscription price of HK\$0.262 per share. Details of the subscription are set out in the announcement of the Company dated 31 August 2016.

附註：

(a) 根據股東於二零一七年六月十五日通過的普通決議案，透過增設額外7,000,000,000股未發行普通股，本公司的法定股本由300,000,000港元，分為3,000,000,000股普通股，增加至1,000,000,000港元，分為10,000,000,000股普通股。

(b) 於二零一六年一月二十一日，認購人成功認購48,000,000股股份，認購價為每股股份0.50港元。認購事項的詳情已刊載於本公司日期為二零一六年一月二十一日的公告內。

於二零一六年八月三十一日，認購人成功認購38,168,000股股份，認購價為每股股份0.262港元。認購事項的詳情已刊載於本公司日期為二零一六年八月三十一日的公告內。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 34. SHARE CAPITAL (Continued)

Note: (Continued)

- (c) On 13 January 2016, the Group had completed placing of new shares. A total of 104,500,000 placing shares had been placed at the placing price of HK\$0.50 per share. Details of the placing are set out in the announcement of the Company dated 13 January 2016.

On 14 June 2016, the Group had completed placing of new shares. A total of 75,000,000 placing shares had been placed at the placing price of HK\$0.40 per share. Details of the placing are set out in the announcement of the Company dated 14 June 2016.

- (d) On 19 July 2017, the Group had completed an open offer by issuing 1,967,295,201 ordinary shares at an offer price of HK\$0.12. Detail of the open offer are set out in the prospectus of the Company dated 28 June 2017.
- (e) All new shares issued rank pari passu in all respect with the then existing shares.

#### 34. 股本 (續)

附註： (續)

- (c) 於二零一六年一月十三日，本集團已完成配售新股份。本集團以配售價每股股份0.50港元配售合共104,500,000股配售股份。配售事項的詳情已刊載於本公司日期為二零一六年一月十三日的公告內。

於二零一六年六月十四日，本集團已完成配售新股份。本集團以配售價每股股份0.40港元配售合共75,000,000股配售股份。配售事項的詳情已刊載於本公司日期為二零一六年六月十四日的公告內。

- (d) 於二零一七年七月十九日，本集團透過以發售價每股股份0.12港元發行1,967,295,201股普通股份，完成公開發售。公開發售之詳情載於本公司日期為二零一七年六月二十八日之售股章程。
- (e) 所有已發行的新股份與現有股份在各方面享有同等權利。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 35. BUSINESS COMBINATION

On 16 May 2016, the Group entered into an agreement with a shareholder of Ocean Oasis International Limited ("Ocean Oasis BVI") to capitalise a debt of US\$11.2 million (equivalent to HK\$87,155,000) owed by Ocean Oasis BVI to the Group by subscribing 8,165 new ordinary shares to be issued by Ocean Oasis BVI. The transaction was completed on 5 July 2016 and the Group's shareholding of Ocean Oasis BVI increased from 11% to 51%. Since then, Ocean Oasis BVI became a non-wholly owned subsidiary of the Group. Ocean Oasis BVI and its subsidiaries, Ocean Oasis International Limited and My HD Media FZ LLC ("MyHD"), limited companies incorporated in United Arab Emirates, engaged in the business of provision of Direct-to-Home services for satellite television broadcasting in 22 countries in Middle East, Mediterranean and Africa ("MEMA"). The directors considered that the subscription would enhance the chance for the Group to recoup its investments in MyHD by (i) strengthening MyHD's financial viability by reducing its debt burden; and (ii) enabling the Group to consolidate its control over MyHD, in particular its future development strategies. In addition, the subscription would also provide a strategic platform for the Group to explore and develop the market of set top boxes and other digital media equipment in MEMA, which is in line with the Group's strategy to continue investing resources for the transformation from an integrated device designer and manufacturer to a multimedia platform owner.

#### 35. 業務合併

於二零一六年五月十六日，本集團與Ocean Oasis International Limited (「Ocean Oasis BVI」) 的一名股東訂立一份協議，透過認購8,165股Ocean Oasis BVI將發行的新普通股，將Ocean Oasis BVI結欠本集團的一筆為數11,200,000美元(相當於87,155,000港元)的債務資本化。該交易於二零一六年七月五日完成且本集團於Ocean Oasis BVI的股權由11%增至51%。此後，Ocean Oasis BVI成為本集團非全資附屬公司。Ocean Oasis BVI及其附屬公司、Ocean Oasis International Limited及My HD Media FZ LLC (「MyHD」) (均為於阿拉伯聯合酋長國註冊成立之公司)，於中東、地中海地區及非洲(「MEMA」)22個國家提供直接入屋衛星電視廣播服務。董事認為，認購事項將藉(i)減輕其債務負擔增強MyHD的財務可行性；及(ii)使本集團綜合其對MyHD的管控，尤其是其未來發展策略，提高本集團收回其於MyHD投資的機率。此外，認購事項亦將為本集團開拓及發展於MEMA的機頂盒及其他數字媒體設備的市場提供戰略平台，此乃與本集團為由集成設備設計者及製造者轉變為多媒體平台擁有者而繼續投入資源的戰略相一致。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 35. BUSINESS COMBINATION (Continued)

Details of fair value of identifiable assets and liabilities acquired were as follows:

#### 35. 業務合併(續)

所收購之可識別資產及負債的公平值詳情如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	974
Inventories	存貨	3,169
Trade, bills and other receivables	應收貿易賬款、應收票據及其他應收款項	11,577
Bank balances and cash	銀行結存及現金	8,759
Trade and other payables	應付貿易賬款及其他應付款項	(132,677)
Amount due to shareholders	應付股東款項	(138,364)
Net liabilities acquired	所收購負債淨額	(246,562)
Non-controlling interests	非控股權益	121,558
Net identified liabilities acquired	所收購可識別負債淨額	(125,004)
Goodwill on acquisition	收購時商譽	125,004
Total consideration	總代價	-
Satisfied by:	以以下方式結付：	
Available-for-sale investments*	可供出售投資*	-
Loan receivables capitalised*	已資本化之應收貸款*	-
		-

\* The original amount of the available-for-sale investments and loan receivables capitalised were HK\$40,573,000 and HK\$87,155,000 respectively, which were fully impaired as at 31 December 2015 and date of acquisition.

\* 可供出售投資及已資本化之應收貸款的原金額分別為40,573,000港元及87,155,000港元，該等金額於二零一五年十二月三十一日及收購日期已完全減值。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 35. BUSINESS COMBINATION (Continued)

An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of subsidiaries was as follows:

		HK\$'000 千港元
Cash and cash equivalents acquired	已收購之現金及現金等價物	8,759
Cash and cash equivalents paid	已支付之現金及現金等價物	-
Net inflow of cash and cash equivalents	現金及現金等價物流入淨額	8,759

Since the acquisition date, Ocean Oasis BVI and its subsidiaries had contributed HK\$11,586,000 and HK\$87,065,000 to Group's revenue and loss for the year ended 31 December 2016. If the acquisition had occurred on 1 January 2016, Group revenue and loss would have been HK\$1,812,890,000 and HK\$165,985,000 respectively for the year ended 31 December 2016. This pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the group that actually would have been achieved had the acquisition been completed on 1 January 2016, nor is it intended to be a projection of future performance.

The goodwill arose from the acquisition of Ocean Oasis BVI and its subsidiaries represented future prospect of MyHD and synergy effect of the newly acquired business with the existing set top boxes and other digital media equipment business.

#### 35. 業務合併(續)

收購附屬公司的現金及現金等價物的流入淨額分析如下：

自收購日期，Ocean Oasis BVI及其附屬公司已向本集團截至二零一六年十二月三十一日止年度的收益及虧損貢獻11,586,000港元及87,065,000港元。倘收購事項已於二零一六年一月一日發生，本集團截至二零一六年十二月三十一日止年度收益及虧損將分別為1,812,890,000港元及165,985,000港元。該備考資料僅作說明之用，並非作為倘收購事項已於二零一六年一月一日完成，本集團應實際實現之收益及經營業績之指標，亦無意作為未來表現之預測。

由收購Ocean Oasis BVI及其附屬公司所產生的商譽乃為MyHD的未來前景以及新近收購業務與現有機頂盒及其他數字媒體設備業務所產生的協同效應。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 36. DISPOSAL OF SUBSIDIARIES

- (a) During the year ended 31 December 2017, the Group disposed of the entire equity interest in Into-Ad. Company Limited. The net assets of Into-Ad. Company Limited at the date of disposal were as follows:

## 36. 出售附屬公司

- (a) 截至二零一七年十二月三十一日止年度，本集團已出售進廣鋸有限公司的全部股本權益。進廣鋸有限公司於出售日期的淨資產如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	872
Trade receivables	應收貿易賬款	439
Cash and bank balance	現金及銀行結存	145
Trade payables	應付貿易賬款	(601)
Other payables and accruals	其他應付款項及應計項目	(1,669)
Tax payable	應付稅項	(24)
Net liability disposed of	所出售的淨負債	(838)
Releases of statutory reserve	撥回換算儲備	(10)
Gain on disposal of subsidiaries included in profit or loss	出售附屬公司的收益包括於損益內	848
Total consideration	總代價	-
Net cash outflow arising on disposal	出售產生的現金流出淨額	-
Cash consideration	現金代價	-
Bank balance and cash disposed of	所出售銀行結存及現金	145
		145

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 36. DISPOSAL OF SUBSIDIARIES (Continued)

- (b) During the year ended 31 December 2017, the Group disposed of the entire equity interest in Proteam Consulting Company Limited. The net assets of Proteam Consulting Company Limited at the date of disposal were as follows:

## 36. 出售附屬公司(續)

- (b) 截至二零一七年十二月三十一日止年度，本集團已出售鑫田工程興業股份有限公司的全部股本權益。鑫田工程興業股份有限公司於出售日期的淨資產如下：

		HK\$'000 千港元
Prepayment, deposits and other receivables	預付款項、訂金及其他應收款項	1,012
Bank balances and cash	銀行結存及現金	9
Net assets disposed of	所出售的淨資產	1,021
Releases of statutory reserve	撥回法定儲備	(16)
Loss on disposal of subsidiaries included in profit or loss	計入損益的出售附屬公司的虧損	(1,005)
Total consideration	總代價	-
Net cash outflow arising on disposal	出售產生的現金流出淨額	-
Cash consideration	現金代價	-
Bank balance and cash disposed of	所出售銀行結存及現金	9
		9

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

## 37. OPERATING LEASES

## The Group as lessee

Minimum lease payments paid under operating leases during the year:

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Premises 房屋	4,038	3,823

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

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year 一年內	1,373	538
In the second to fifth year inclusive 第二年至第五年(包括首尾兩年)	761	62
	2,134	600

## 37. 融資租賃

## 本集團作為承租人

年內已就經營租賃支付的最低租賃款項：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Premises 房屋	4,038	3,823

於報告期末，本集團根據不可註銷經營租賃，就租賃房屋須於下列期間支付的未來最低租賃款項承擔如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year 一年內	1,373	538
In the second to fifth year inclusive 第二年至第五年(包括首尾兩年)	761	62
	2,134	600

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 37. OPERATING LEASES (Continued)

##### The Group as lessor

Property rental income earned during the year was HK\$11,621,000 (2016: HK\$11,505,000) with negligible outgoings. All of the investment properties held have committed tenants for the next one to five years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

#### 37. 融資租賃(續)

##### 本集團作為出租人

年內賺取的物業租金收入為11,621,000港元(二零一六年: 11,505,000港元), 而支出乃微不足道。所持全部投資物業於未來一至五年已有訂約租客。

於報告期末, 本集團已與租客訂約的未來最低租賃款項如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	6,651	3,887
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	6,880	2,924
Over five years	超過五年	43	-
		<b>13,574</b>	<b>6,811</b>

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 38. NOTES SUPPORTING CASH FLOW STATEMENT

(a) Cash and cash equivalents comprise:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash available on demand	按要求可用現金	132,418	76,065
Significant non-cash transactions are as follows:	重大非現金交易如下:		
<i>Investment activities</i>	投資活動		
Transfer from investment properties to assets held for sale	自投資物業轉撥至持作出售資產	97,396	-

(b) Reconciliation of liabilities arising from financing activities:

#### 38. 現金流量表之支持附註

(a) 現金及現金等價物由以下組成:

(b) 自融資活動產生的負債對賬:

		Bank and other borrowings 銀行及其他借貸 HK\$'000 千港元 (note 31) (附註 31)	Obligations under finance leases 融資租賃承擔 HK\$'000 千港元 (note 33) (附註 33)
At 1 January 2017	於二零一七年一月一日	391,721	11,042
Changes from cash flows:	來自現金流量之變動:		
Proceeds from new bank loans	新造銀行貸款所得款項	493,073	-
Repayment of bank loans	償還銀行貸款	(499,066)	-
Repayment of obligations under finance leases	償還融資租賃承擔	-	(1,955)
Exchange adjustments	匯兌調整	7,425	174
At 31 December 2017	於二零一七年十二月三十一日	393,153	9,261



## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 39. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders 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 debt, which includes the borrowings disclosed in note 31, equity reserves attributable to owners of the Company, comprising issued share capital and various reserves and retained profits.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through new share issues and the issue of new debt or the redemption of existing debts.

#### 40. FINANCIAL RISK MANAGEMENT

##### (a) Categories of financial assets and financial liabilities

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等價物)	458,552	492,340
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	912,815	978,354

#### 39. 資本風險管理

本集團管理其資本以確保本集團可以持續經營，通過優化債務及權益結餘提升股東回報。本集團的整體策略與上年度比較保持不變。

本集團的資本結構包括債務(包括於附註31所披露的借貸)及本公司擁有人應佔的權益儲備(包括已發行股本及各種儲備以及保留溢利)。

本公司董事定期檢討資本結構。作為檢討的一部份，本公司董事考慮資本成本及與各類別資本相關的風險。根據董事的建議，本集團將透過新股份發行及發行新債務或贖回現有債務平衡其整體資本結構。

#### 40. 財務風險管理

##### (a) 金融資產及金融負債的類別

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 40. FINANCIAL RISK MANAGEMENT (Continued)

##### (b) Financial risk management objectives and policies

The Group's major financial risk management include trade, bills and other receivables, loan receivables, loan to an associate, amount due from an associate, pledged bank deposits, bank balances and cash, trade, bills and other payables, obligation under finance leases and bank and other borrowings. Details of these financial risk management are disclosed in respective notes. The risks associated with these financial risk management and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### Market risk

##### (i) Currency risk

The Company's subsidiaries have foreign currency sales and purchases, which expose the Group to foreign exchange risk.

The carrying amounts of the Group's foreign currency (as in relation to the functional currency of the relevant group entities) denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Renminbi ("RMB")	人民幣(「人民幣」)	475	579	28,519	61,855
USD	美元	36,271	40,545	205,103	185,195

#### 40. 財務風險管理(續)

##### (b) 財務風險管理目標及政策

本集團的主要財務風險管理包括應收貿易賬款、應收票據及其他應收款項、應收貸款、給予一間聯營公司的貸款、應收一間聯營公司的款項、已抵押銀行存款、銀行結存及現金、應付貿易賬款、應付票據及其他應付款項、融資租賃承擔以及銀行及其他借貸。該等財務風險管理的詳情於相關附註披露。下文載列與該等財務風險管理有關的風險及如何降低該等風險的政策。管理層管理及監控該等風險，以確保及時有效地採取適當的措施。

##### 市場風險

##### (i) 貨幣風險

鑒於本公司附屬公司進行外匯買賣，故本集團面對外匯風險。

於報告期末，本集團以外幣（相對於有關集團實體功能貨幣而言）計值的貨幣資產及貨幣負債的賬面值如下：

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 40. FINANCIAL RISK MANAGEMENT (Continued)

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

###### Market risk (Continued)

###### (i) Currency risk (Continued)

###### Sensitivity analysis

The Group is mainly exposed to USD and RMB relative to the functional currency of the relevant group entities, which are mainly RMB and USD respectively. The Group does not have a formal foreign currency hedging policy. But management monitors the Group's foreign currency exposure and enters into forward contracts when movements in the exchange rates are outside management's expected range in order to minimise the exchange rate risk.

The following table details the Group's sensitivity to a 5% increase and decrease in functional currency of respective group entities against USD and RMB. 5% is the sensitivity rate used and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes both USD and RMB monetary assets and liabilities at the end of the reporting period. A negative number below indicates an increase in loss where USD and RMB strengthen 5% against the functional currency. For a 5% weakening of USD and RMB against the functional currency, there would be an equal and opposite impact on the loss for the year.

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Increase in loss for the year:	本年度虧損增加：		
– RMB	– 人民幣	(1,049)	(2,292)
– USD	– 美元	(8,515)	(5,424)

#### 40. 財務風險管理 (續)

##### (b) 財務風險管理目標及政策 (續)

###### 市場風險 (續)

###### (i) 貨幣風險 (續)

###### 敏感度分析

本集團主要面對與相關集團實體的功能貨幣 (主要分別為人民幣及美元) 有關的美元及人民幣風險。雖然本集團並無正式外匯對沖政策，但管理層會監管本集團的外匯風險並於匯率變化超出管理層預計範圍時訂立遠期合約，以降低匯率風險。

下表詳列本集團就各集團實體功能貨幣兌美元及人民幣上升及下降5%的敏感度。5%為所採用的敏感率，代表管理層對外幣匯率的可能合理變動而作出的評估。敏感度分析同時包括於報告期末以美元及人民幣列值的貨幣資產及負債。下文所示負數指美元及人民幣兌功能貨幣上升5%時，令虧損增加。至於美元及人民幣兌功能貨幣下降5%時，則可能對本年度虧損產生相等及相反影響。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 40. FINANCIAL RISK MANAGEMENT (Continued)

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

###### *Market risk (Continued)*

###### (ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate loan to an associate, loan receivables and pledged bank deposits set out in notes 20, 22 and 27.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank and other borrowings as set out in notes 28 and 31 respectively. It is the Group's policy to keep the majority of balances and borrowings at floating rate of interest so as to minimise the fair value interest rate risk.

The Group currently does not have any interest rate hedging policy in relation to interest rate risk. The directors of the Company monitor the exposure on an ongoing basis and will consider hedging significant interest rate risk should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of LIBOR arising from the Group's USD borrowings.

###### Sensitivity analysis

The bank balances of the Group carry floating-rates of interest and have exposure to cash flow interest rate risk. The directors of the Company consider the exposure is insignificant and therefore no sensitivity analysis is presented.

#### 40. 財務風險管理 (續)

##### (b) 財務風險管理目標及政策 (續)

###### *市場風險 (續)*

###### (ii) 利率風險

本集團因附註20、22及27所載給予一間聯營公司的定息貸款、應收貸款及已抵押銀行存款而面對公平值利率風險。

本集團亦分別因附註28及31所載浮息銀行結存與銀行及其他借貸而面對現金流量利率風險。本集團的政策是主要維持浮息結存及借貸以降低公平值利率風險。

本集團現時並無就利率風險而設有任何利率對沖政策。本公司董事持續監察風險並於需要時會考慮對沖重大利率風險。

本集團現金流量利率風險主要集中於本集團的美元借貸所產生倫敦銀行同業拆息的波動。

###### 敏感度分析

本集團的銀行結存按浮動利率計息，並面對現金流量利率風險。本公司董事認為，該風險並不重大，故並無呈列任何敏感度分析。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 40. FINANCIAL RISK MANAGEMENT (Continued)

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

###### Market risk (Continued)

###### (ii) Interest rate risk (Continued)

###### Sensitivity analysis (Continued)

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank and other borrowings. The analysis is prepared assuming the amount of liabilities outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point change is used and represents management's assessment of the reasonably possible change in interest rates.

A summary of the Group's monetary liabilities at the end of the reporting period that carried variable interest rate is as follows:

Note:

Liabilities

負債

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>393,153</b>	391,721

Based on the above summary, if interest rates had been 50 basis points higher or lower and all other variables were held constant, the Group's loss for the year ended 31 December 2017 would increase or decrease by HK\$1,520,000 (2016: HK\$1,469,000).

#### 40. 財務風險管理 (續)

##### (b) 財務風險管理目標及政策 (續)

###### 市場風險 (續)

###### (ii) 利率風險 (續)

###### 敏感度分析 (續)

下文敏感度分析基於浮息銀行及其他借貸所面對利率風險而定。該分析乃假設報告期末所示未清償負債金額為全年未清償金額而作出。50個基點為所採用的變動率，代表管理層對利率的可能合理變動而作出的評估。

於報告期末，本集團浮息貨幣負債概述如下：

附註：

根據上述概要，倘利率增或減50個基點，而所有其他可變因素不變，則本集團截至二零一七年十二月三十一日止年度的虧損會增加或減少1,520,000港元（二零一六年：1,469,000港元）。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 40. FINANCIAL RISK MANAGEMENT (Continued)

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

###### *Credit risk*

The Group's maximum exposure to credit risk in the event of counterparties' failure to perform their obligations as at 31 December 2017 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, management of the Group has delegated a team for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. During the year ended 31 December 2017, impairment losses of HK\$20,273,000 (2016: HK\$42,484,000) had been made for the long outstanding customers, representing the full irrecoverable amount of those customers. In this regard, the directors of the Company consider that the Group's credit risk in other debts is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with good reputation.

The Group has concentration of credit risk in respect of loan receivables. As at 31 December 2017, the loan receivables were mainly provided to several overseas customers who have long business relationship with the Group. During the year ended 31 December 2017, no impairment losses had been made for the loan receivables (2016: HK\$39,155,000). The management of the Group continuously monitors the level of exposure to ensure that follow up actions and collection actions are taken promptly to lower exposure.

#### 40. 財務風險管理 (續)

##### (b) 財務風險管理目標及政策 (續)

###### *信貸風險*

於二零一七年十二月三十一日，本集團所面對的最大信貸風險有關各類已確認金融資產的對手方未能履行責任，風險金額為綜合財務狀況表內所列有關資產的賬面值。為減低信貸風險，本集團管理層已指派一組人員負責釐定信貸額、信貸批核及其他監察程序，以確保採取跟進行動收回逾期債務。此外，本集團於報告期末檢討各項個別貿易債項的可收回金額，以確保就不可收回金額作出足夠減值虧損。截至二零一七年十二月三十一日止年度內，就長期未結清客戶作出的減值虧損為20,273,000港元（二零一六年：42,484,000港元），相當於該等客戶的全部不可收回款項。就此而言，本公司董事認為本集團的其他債務信貸風險已大幅降低。

由於對手方均為信譽良好的銀行，故本集團的流動資金信貸風險有限。

本集團就應收貸款面對集中信貸風險。於二零一七年十二月三十一日，應收貸款乃主要給予與本集團之間有長期貿易關係的部分海外客戶。截至二零一七年十二月三十一日止年度內，概無就應收貸款作出之減值虧損（二零一六年：39,155,000港元）。本集團管理層持續監察風險水平，以確保及時採取跟進行動及收款行動，減低風險。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 40. FINANCIAL RISK MANAGEMENT (Continued)

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

###### *Credit risk (Continued)*

The Group is also exposed to concentration of credit risk through its loan to an associate and amount due from an associate. Because of the Group's involvement in the management of the associate, the Group is in a position to monitor its financial performance. Accordingly, management believes that the Group's exposure in this regard is significantly reduced.

The Group has concentration of credit risk as 4% (2016: 14%) and 12% (2016: 45%) of the total trade and bills receivables was due from the Group's largest customer and the five largest customers respectively. The directors of the Company considered that the receivable balance from these customers do not represent a significant credit risk based on past collection experience and no bad debts have been recognised against trade and bills receivables due from these customers. Other than that, the Group has no other significant concentration of credit risk.

###### *Liquidity risk*

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

#### 40. 財務風險管理 (續)

##### (b) 財務風險管理目標及政策 (續)

###### *信貸風險 (續)*

本集團亦因給予一間聯營公司的貸款及應收一間聯營公司的款項而面對集中信貸風險。由於本集團參與該聯營公司的管理，故本集團可監察其財務表現。因此，管理層相信本集團就此面對的風險已大幅降低。

本集團應收貿易賬款及應收票據總額的集中信貸風險為4% (二零一六年：14%) 及12% (二零一六年：45%)，乃分別來自本集團的最大客戶及五大客戶。本公司董事認為，根據過往收賬經驗，應收該等客戶的應收款項結餘並無重大信貸風險，故並無就應收該等客戶的應收貿易賬款及應收票據確認任何壞賬。除此之外，本集團並無其他重大集中信貸風險。

###### *流動資金風險*

於管理流動資金風險方面，本集團監察及維持管理層認為足夠水平的現金及現金等價物，以撥付本集團運作及緩和現金流量波動的影響。

下表詳列本集團非衍生金融負債的剩餘合約到期情況。下表基於本集團可能須應要求付款的最早日期，按金融負債的未折現現金流量編製。其他非衍生金融負債的到期日乃根據協定的還款日期而定。



## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 40. FINANCIAL RISK MANAGEMENT (Continued)

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

###### Liquidity risk (Continued)

The tables include both interest and principal cash flows. To the extent that interest flows are variable rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

###### Liquidity risk tables

		Weighted average interest rate 加權 平均利率 %	Less than 1 month or on demand 一個月以下 或於要求時 HK\$'000 千港元	1 - 3 months 一至三個月 HK\$'000 千港元	3 month to 1 year 三個月 至一年 HK\$'000 千港元	Over 1 year 超過一年 HK\$'000 千港元	Total undiscounted cash flows 未折現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
31 December 2017	二零一七年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Trade, bills and other payables	應付貿易賬款、應付票據及 其他應付款項	-	279,218	231,183	-	-	510,401	510,401
Bank and other borrowings	銀行及其他借貸	6.15	113,741	207,704	94,732	1,165	417,342	393,153
Obligation under finance lease	融資租賃承擔		162	326	1,467	7,493	9,448	9,261
			393,121	439,213	96,199	8,658	937,191	912,815
31 December 2016	二零一六年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Trade, bills and other payables	應付貿易賬款、應付票據及 其他應付款項	-	379,325	67,798	121,082	7,386	575,591	575,591
Bank and other borrowings	銀行及其他借貸	5.68	141,717	191,344	75,033	-	408,094	391,721
Obligation under finance lease	融資租賃承擔		162	323	1,463	9,645	11,593	11,042
			521,204	259,465	197,578	17,031	995,278	978,354

#### 40. 財務風險管理 (續)

##### (b) 財務風險管理目標及政策 (續)

###### 流動資金風險 (續)

該等列表包括利息及本金現金流量。倘利息流量是以浮動利率計算，則未折現金額按於報告期末的利率計算。

###### 流動資金風險表



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 40. FINANCIAL RISK MANAGEMENT (Continued)

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

*Liquidity risk (Continued)*

Liquidity risk tables (Continued)

Bank loans with a repayment on demand clause are included in the “less than 1 month or on demand” time band in the above maturity analysis. As at 31 December 2017, the aggregate undiscounted principal amounts of these bank loans amounted to HK\$44,567,000 (2016: HK\$59,721,000). Taking into account the Group’s financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate payment. The directors believe that such bank loans will be repaid within one year after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$44,567,000 and 1,906,000 (2016: HK\$59,721,000 and HK\$1,862,000) respectively.

#### 40. 財務風險管理 (續)

##### (b) 財務風險管理目標及政策 (續)

*流動資金風險 (續)*

流動資金風險表 (續)

包含應要求償還條文的銀行貸款於上述到期分析中計入「一個月以下或於要求時」的時間範圍。於二零一七年十二月三十一日，該等銀行貸款的未折現本金總額為44,567,000港元（二零一六年：59,721,000港元）。經考慮本集團的財務狀況，董事不相信銀行將可能行使其要求即時付款的酌情權。董事相信，根據貸款協議所載的既定還款期，該等銀行貸款將於報告期末後一年內償還。屆時，本金及利息現金流出總額將分別為44,567,000港元及1,906,000港元（二零一六年：59,721,000港元及1,862,000港元）。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 40. FINANCIAL RISK MANAGEMENT (Continued)

##### (c) Fair value measurement

This note provides information about how the Group determine fair values of various financial assets and liabilities.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities that are recorded at amortised cost in the consolidated financial statements approximate their fair values.

The fair values of the financial assets and liabilities recorded at amortised cost have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

#### 40. 財務風險管理 (續)

##### (c) 公平值計量

本附註提供本集團如何釐定不同金融資產及負債公平值之資料。

本公司董事認為於綜合財務報表按攤銷成本入賬的金融資產及金融負債的賬面金額與其公平值相若。

按攤銷成本入賬的金融資產及負債的公平值乃按照折現現金流量分析，依據公認定價模型釐定，當中最重大的輸入值為反映對手方的信貸風險的折現率。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 41. SHARE-BASED PAYMENT TRANSACTIONS

Pursuant to a share option scheme approved by a written resolution passed by the shareholders of the Company on 17 March 2005 (the "Option Scheme") which has a term of 10 years, the Company may grant options to the directors or employees, any business consultants, business partners, suppliers, customers, agents or financial or legal advisers of the Company or any of its subsidiaries, for the recognition of their contributions, to subscribe for shares in the Company with a payment of HK\$1.00 upon each grant of options offered.

The exercise price of the share option will be determined at the highest of:

- (i) the closing price of the Company's shares on the Stock Exchange on the date of grant;
- (ii) the average of closing prices of shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the option; and
- (iii) the nominal value of the shares.

The share options are exercisable at any time during a period of not more than 10 years from the date of grant, subject to the terms and conditions of the Option Scheme, or any conditions stipulated by the board of directors.

The maximum number of shares in respect of which options may be granted shall not exceed 10% of the number of shares of the Company in issue from time to time. Unless further shareholders' approval has been obtained pursuant to the conditions set out in the Option Scheme, no person shall be granted an option which, if all the options granted to the person (including both exercised and outstanding options) in any 12 month period up to the date of grant are exercised in full, would result in such person's maximum entitlement exceeding 1% of the number of issued shares of the Company.

#### 41. 以股份為基礎付款的交易

根據本公司股東於二零零五年三月十七日通過書面決議案批准的購股權計劃(「購股權計劃」)，該計劃的期限為10年，本公司可向本公司或其任何附屬公司的董事或僱員、任何業務諮詢人、業務夥伴、供應商、客戶、代理或財務或法律顧問授出購股權以認購本公司股份，作為彼等對本集團貢獻的肯定。就每次獲授所提呈購股權須支付1.00港元。

購股權行使價定為下列三者的最高者：

- (i) 本公司股份於授出日期於聯交所的收市價；
- (ii) 股份於緊接購股權授出日期前五個交易日於聯交所的平均收市價；及
- (iii) 股份面值。

在購股權計劃的條款及條件，或董事會規定的任何條件所規限下，購股權可於授出日期起計不超過10年內隨時行使。

本公司可授出的購股權所涉股份數目上限不得超過本公司不時已發行股份數目的10%。除已根據購股權計劃所列條件另行取得股東批准外，於截至授出日期止任何12個月期間內，倘授予一名人士的所有購股權(包括已行使及尚未行使的購股權)獲全數行使會導致該名人士獲得的股份最高數目超過本公司已發行股份數目1%，則不可向該名人士授出購股權。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 41. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The following table discloses movements of the share options of the Company entitled by the Company's directors or employees during the year:

##### Number of share options

Type of grantee 承授人類別	Date of grant (Note b) 授出日期(附註b)	Exercise price (Note a) 行使價 (附註a)	Adjusted exercise price with effect to open offer (Note a) 自公開發售起生效之經調整行使價 (附註a)	Outstanding at 1 January, 2016 and 31 December 2016 於二零一六年一月一日及二零一六年十二月三十一日尚未行使	Adjustment due to the open offer (note 34) 由於公開發售而調整 (附註34)	Lapsed during the year 於年內已失效	Outstanding at 31 December 2017 於二零一七年十二月三十一日尚未行使
Directors (Note d) 董事(附註d)	22 October 2010 二零一零年十月二十二日	HK\$2.050港元	HK\$1.761港元	2,500,000	410,000	-	2,910,000
Employees 僱員	27 December 2007 二零零七年十二月二十七日	HK\$1.760港元	HK\$1.512港元	100,000	16,400	(116,400)	-
Employees 僱員	1 April 2009 二零零九年四月一日	HK\$1.114港元	HK\$0.957港元	100,000	16,400	-	116,400
Total 總計				2,700,000	442,800	(116,400)	3,026,400
Weighted average exercise price 加權平均行使價				2	1.78		1.79

(a) The closing prices of the Company's shares immediately before 27 December 2007, 1 April 2009 and 22 October 2010, the dates the options were granted, were HK\$1.76, HK\$1.07 and HK\$2.05 respectively. Immediate after the completion of the open offer on 19 July 2017, the exercise price of the share option granted on 27 December 2007, 1 April 2009 and 22 October 2010, were adjusted to HK\$1.512, HK\$0.957 and HK\$1.761 respectively.

#### 41. 以股份為基礎付款的交易(續)

下表披露年內本公司董事或僱員所得本公司購股權的變動：

##### 購股權數目

(a) 本公司的股份於緊接二零零七年十二月二十七日、二零零九年四月一日及二零一零年十月二十二日(購股權授出日期)前的收市價分別為1.76港元、1.07港元及2.05港元。隨接二零一七年七月十九日的公開發售完成後，於二零零七年十二月二十七日、二零零九年四月一日及二零一零年十月二十二日授出的購股權行使價已分別調整至1.512港元、0.957港元及1.761港元。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 41. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

##### Number of share options (Continued)

(b) The share options are vested in stages as follows:

On or after the second anniversary of the date of grant	50%.
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On or after the third anniversary of the date of grant	remaining 50%.
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Options granted on 27 December 2007, 1 April 2009 and 22 October 2010 are exercisable until 26 December 2017, 31 March 2019 and 21 October 2020, respectively.

(c) All the share options has been vested and no share options expenses recognised during the years ended 31 December 2017 and 2016 in relation to share options granted by the Company. The share option scheme was expired on 16 March 2015, however, all outstanding share options are exercisable until relevants dates detailed in note (b). The Company has no new share option scheme as at 31 December 2017 and 2016.

(d) These directors represented Ms. Chen Mei Huei and Mr. Frank Karl-Heinz Fischer who resigned as executive Directors with effect from 18 August 2017 but remain as employees of the Company.

#### 41. 以股份為基礎付款的交易 (續)

##### 購股權數目 (續)

(b) 購股權分階段歸屬如下：

由授出日期起 第二週年或之後	50%
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由授出日期起 第三週年或之後	餘下50%
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於二零零七年十二月二十七日、二零零九年四月一日及二零一零年十月二十二日授出的購股權分別可於二零一七年十二月二十六日、二零一九年三月三十一日及二零二零年十月二十一日前行使。

(c) 有關本公司授出購股權，所有購股權已歸屬，且截至二零一七年及二零一六年十二月三十一日止年度，並無確認購股權開支。購股權計劃已於二零一五年三月十六日屆滿，然而，所有尚未行使購股權可於直至附註(b)所列相關日期前行使。本公司於二零一七年及二零一六年十二月三十一日並無任何新購股權計劃。

(d) 該等董事為陳美惠女士及Frank Karl-Heinz Fischer先生，兩人已於二零一七年八月十八日起辭任執行董事，但仍然為本公司的僱員。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 42. RETIREMENT BENEFIT PLANS

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. The MPF Scheme is held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution paid and payable in the future years.

The retirement benefit scheme contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss and other comprehensive income represent contributions paid and payable to the funds by the Group at rates specified in the rules of the scheme.

The employees employed by the operations in the PRC are members of the state-managed retirement benefit schemes operated by the PRC government. The PRC operations are required to contribute a certain percentage of their payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes operated by the PRC government is to make the required contributions under the schemes.

In addition, a subsidiary of the Company, Aggressive Digital Systems Private Ltd., operates a defined benefit plan in India (Note 32) and certain subsidiaries of the Company in foreign countries are required to contribute amounts based on employees' salaries to the retirement benefit schemes as stipulated by the relevant local authorities. The employees are entitled to those subsidiaries' contributions subject to the regulations of the relevant local authorities.

#### 42. 退休福利計劃

本集團為香港全體合資格僱員設立強積金計劃。強積金計劃由獨立受託人控制的基金管理，並與本集團的資產分開處理。根據強積金計劃的規則，僱主及其僱員須分別按規則訂明的比率向該計劃供款。本集團對強積金計劃的唯一責任是向計劃作出規定的供款。本集團並無可用作減少已付及未來幾年應付供款的已放棄供款。

強積金計劃所產生於綜合損益及其他全面收益表扣除的退休福利計劃供款，乃本集團按計劃規則訂明的比率向該等基金作出的已付及應付供款。

本集團於中國經營業務所聘用的僱員均為中國政府設立的國家管理退休福利計劃的成員。相關中國經營業務須支付僱員薪金的一定比率，作為退休福利計劃的供款，為有關福利提供資金。本集團對中國政府設立的退休福利計劃的唯一責任為根據計劃支付規定的供款。

此外，本公司的一間附屬公司Aggressive Digital Systems Private Ltd.於印度運作一項界定福利計劃（附註32），以及本公司於國外的若干附屬公司須按照僱員的薪金向有關地方當局所訂明的退休福利計劃作出供款。根據有關地方當局的規例，僱員可獲得該等附屬公司的供款。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 43. RELATED PARTY DISCLOSURES

##### (i) Transactions

The Group had the following related party transaction:

Relationship 關係	Nature of transaction 交易性質	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Associate 聯營公司	Sales of goods 銷售貨品	5,824	71,777
	Interest income 利息收入	1,598	2,185

##### (ii) Balances

Details of the Group's balances with related party are set out in the consolidated statement of financial position and in notes 20, 21 and 30.

##### (iii) Compensation of key management personnel

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

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Short-term benefits	短期福利	11,445	12,497
Post-employment benefits	僱員退休福利	297	244
		11,742	12,741

In the opinion of the directors, the remuneration of directors and key executives is determined having regard to the performance of individuals and market trends.

#### 43. 關聯人士的披露資料

##### (i) 交易

本集團曾進行以下關聯人士交易：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Associate 聯營公司	5,824	71,777
	1,598	2,185

##### (ii) 結餘

本集團與關聯人士的結餘詳情載於綜合財務狀況表以及附註20、21及30。

##### (iii) 主要管理人員的補償

年內董事及主要管理層其他成員的酬金如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Short-term benefits	11,445	12,497
Post-employment benefits	297	244
	11,742	12,741

董事認為，董事及主要行政人員的酬金經考慮個別表現及市場趨勢而釐定。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 44. PLEDGE OF ASSETS

At the end of the reporting period, the following assets were pledged to secure banking facilities granted to the Group:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank deposits	銀行存款	66	14,925
Trade receivables	應收貿易賬款	131,610	104,626
Property, plant and equipment	物業、廠房及設備	123,043	44,658
Investment properties	投資物業	73,681	146,648
Assets classified as held for sale	分類為持作出售的資產	97,396	-
Inventory	存貨	206,407	103,082

Note: Banking facilities also secured by pledge of the Company's interest in Pro Brand Technology, Inc.

#### 45. ARBITRATION

On 29 September 2011, the Group entered into a conditional agreement (the "Agreement") with an independent individual third party (the "Original Shareholder") and Technosat Technology JLT FZE ("Technosat", a company incorporated in Dubai, which was wholly owned by the Original Shareholder), to subscribe for 375 new shares in Technosat at a cash consideration of US\$7,500,000 (equivalent to HK\$58,170,000), amounting to 15% of Technosat's enlarged capital. Technosat is set up to be engaged in operation of digital TV and radio platform, pay TV channel, and sales and supply of TV set top boxes.

As at 30 June 2012, the Group had paid a deposit of US\$2,500,000 (equivalent to HK\$19,467,000) to Technosat to acquire new shares in Technosat which was fully provided for impairment in the prior year. Pursuant to the terms of the Agreement, the Group is required to pay a further US\$5,000,000 in relation to the subscription of this 15% equity interest in Technosat. The subscription has not yet been completed up to the date of approval of this report as the conditions precedent of the subscription of new shares in Technosat including the consent and approval by government authority in Dubai has not been fulfilled.

#### 44. 資產抵押

於報告期末，本集團已將下列資產抵押，作為所獲銀行信貸的抵押：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
銀行存款	66	14,925
應收貿易賬款	131,610	104,626
物業、廠房及設備	123,043	44,658
投資物業	73,681	146,648
分類為持作出售的資產	97,396	-
存貨	206,407	103,082

附註：銀行信貸亦已透過本公司於Pro Band Technology, Inc.的權益抵押

#### 45. 仲裁

於二零一一年九月二十九日，本集團與一名獨立個別第三方（「原股東」）及Technosat Technology JLT FZE（「Technosat」，一間於杜拜註冊成立的公司，由原股東全資擁有）訂立一份有條件的協議（「該協議」），以現金代價7,500,000美元（相當於58,170,000港元）認購Technosat 375股新股，即Technosat經擴大股本的15%。Technosat的成立目的為從事營運數字電視及廣播平臺、付費電視頻道以及銷售及供應機頂盒。

於二零一二年六月三十日，本集團已向Technosat支付訂金2,500,000美元（相當於19,467,000港元），以收購Technosat的新股，該等新股已於去年悉數計提減值撥備。根據該協議的條款，本集團須就認購Technosat該15%股本權益進一步支付5,000,000美元。由於完成認購Technosat新股的先決條件（包括取得杜拜政府部門的同意及批准）尚未達成，故認購事項於截至本報告獲批准當日尚未完成。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 45. ARBITRATION (Continued)

Despite the Group's repeated requests for information, there has been no satisfactory response from the Original Shareholder or Technosat ("Counterparties") regarding the current status and the procurement of obtaining government approval from the government authority in Dubai. The Group has engaged legal counsel to act for the Group and started dispute resolution proceedings against the Original Shareholder and Technosat.

On 21 January 2013, the legal counsel of the Original Shareholder and Technosat served a notice on the Group's legal counsel for a claim on the further payment of US\$5,000,000 in relation to the subscription of 15% equity interest in Technosat.

The Group's legal counsel replied on behalf of the Group on 11 February 2013 in response to the claim of the Original Shareholder and Technosat defending the claim as the directors of the Company consider such claim invalid, as the conditions precedent of the subscription of new shares in Technosat had not been fulfilled and constituted a breach of the Agreement.

The Group's legal counsel had repeatedly requested the Original Shareholder and Technosat to commence the next step of the mediation process, but there has been no satisfactory response from the legal counsel of the Original Shareholder and Technosat up to the deadline set by August 2014. At the date of approval of this report, the Group's legal counsel is in the process of arranging the submission for the next step on the arbitration proceedings.

#### 45. 仲裁 (續)

儘管本集團一再要求原股東或Technosat (「對手方」) 提供關於徵求杜拜政府部門批准的現況及促使取得有關批准，但對手方未有令人滿意的回應。本集團已委聘法律顧問以代本集團行事，並針對原股東及Technosat展開糾紛調解程序。

於二零一三年一月二十一日，原股東及Technosat的法律顧問向本集團的法律顧問送達一份通知，申索有關認購Technosat 15%股本權益的進一步款項5,000,000美元。

本集團的法律顧問於二零一三年二月十一日代表本集團回覆原股東及Technosat的申索，就申索提出抗辯，原因為本公司董事認為由於認購Technosat新股的先決條件尚未達成，即構成違反該協議，故該項申索屬無效。

本集團的法律顧問已多次覆述向原股東及Technosat提出開展下一步調解程序的要求，惟截至二零一四年八月的既定限期，仍未獲得原股東及Technosat的法律顧問的滿意回覆。於本報告獲批准當日，本集團的法律顧問現正安排提出進一步仲裁程序書面陳詞。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

### 46. PRINCIPAL SUBSIDIARIES OF THE COMPANY

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

### 46. 本公司的主要附屬公司

於二零一七年及二零一六年十二月三十一日，本公司主要附屬公司的詳情如下：

Name of company 公司名稱	Place of incorporation/ establishment/ operations 註冊成立/ 成立/經營地點	Class of shares held 持有股份類別	Issued and fully paid share capital/registered capital 已發行及繳足 股本/註冊資本	Proportion of nominal value of issued share/ registered capital held by the Company 本公司持有已發行股份面值/ 註冊資本的比例				Principal activities 主要業務
				2017 二零一七年		2016 二零一六年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Top Peaker Group Limited ("Top Peaker")	British Virgin Islands ("BVI")/Hong Kong 英屬處女群島 ("英屬處女群島")/ 香港	Ordinary 普通股	US\$10,000美元	100%		100%		Investment holding 投資控股
Sandmartin (Zhong Shan) Electronic Co., Ltd. 中山聖馬丁電子元件有限公司	PRC 中國	Registered capital 註冊資本	US\$19,500,000美元		100%		100%	Manufacture of electronic goods 製造電子商品
SMT Hong Kong Limited 宏揚科技有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2港元	100%		100%		Trading of electronic goods 電子商品貿易
SMT Electronic Technology Limited	Cayman Islands/Taiwan 開曼群島/臺灣	Ordinary 普通股	US\$1美元	100%		100%		Trading of electronic goods 電子商品貿易
SMT (Macao Commercial Offshore) Limited 虹揚(澳門離岸商業服務)有限公司	Macau 澳門	Quota capital 限額股本	MOP100,000澳門元		100%		100%	Trading of electronic goods 電子商品貿易
TRT Business Network Solutions, Inc.	USA 美國	Ordinary 普通股	US\$100,000美元		100%		100%	Trading of electronic goods 電子商品貿易
PBT	Cayman Islands/USA 開曼群島/美國	Ordinary/Preference 普通股/優先股	US\$20,000,000美元/ US\$9,759,203美元	59.1%		59.1%		Investment holding and trading of satellite TV equipment and antenna 投資控股以及衛星電視設備及天線貿易
PBI	USA 美國	Ordinary 普通股	US\$1美元		59.1%		59.1%	Trading of satellite TV equipment and antenna 衛星電視設備及天線貿易
Sksteck Inc.	Taiwan 臺灣	Ordinary 普通股	NTW225,000,000 新臺幣		59.1%		59.1%	Design, manufacture and trading of satellite TV equipment and antenna 衛星電視設備及天線設計、製造及貿易
永辰科技股份有限公司 FLT Hong Kong Technology Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary 普通股	US\$450,000美元		100%		100%	Trading of optical fibre products 光纖產品貿易

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 46. PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

#### 46. 本公司的主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ establishment/ operations 註冊成立/ 成立/經營地點	Class of shares held 持有股份類別	Issued and fully paid share capital/registered capital 已發行及繳足 股本/註冊資本	Proportion of nominal value of issued share/ registered capital held by the Company 本公司持有已發行股份面值/ 註冊資本的比例				Principal activities 主要業務
				2017 二零一七年		2016 二零一六年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
BCN Distribuciones, S.A.	Spain 西班牙	Ordinary 普通股	EUR412,102歐元	100%		100%		Research and development and trading of electronic goods 電子商品研發及貿易
IDS	Germany 德國	Ordinary 普通股	EUR31,2500歐元	100%		100%		Design and manufacture of electronic goods 電子商品設計及製造
Sino Light Enterprise Limited	Hong Kong/PRC	Ordinary	HK\$12,600港元	64%		64%		Inactive
凌勳企業有限公司 E-passing Co., Ltd.	香港/中國 Taiwan	普通股 Ordinary	NTW100,000,000 新臺幣	100%		100%		暫無業務 Service of integration system of public program 為公共節目提供整合系統服務
馭通網股份有限公司 Aggressive Digital Systems Private Ltd.	臺灣 India	普通股 Ordinary	INR30,000,000 印度盧比	51%		51%		Manufacture of electronic goods
MyHD	印度 United Arab Emirate 阿拉伯聯合酋長國	普通股 Ordinary 普通股	AED 50,000迪拉姆	51%		51%		製造電子商品 Satellite TV broadcasting 衛星電視廣播

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

None of the subsidiaries had any debt securities outstanding at any time of the year or at 31 December 2017 and 2016.

董事認為上表列示的本公司附屬公司對本集團的業績或資產及負債影響重大。董事認為列示其他附屬公司的詳情會導致內容過於冗贅。

年內任何時間或於二零一七年及二零一六年十二月三十一日概無附屬公司擁有任何已發行債務證券。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 46. PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

During the year ended 31 December 2016, PBT issued its share capital of approximately HK\$52,548,000 to its existing shareholders in the same proportion of their existing ownership interest. Therefore, proceeds of approximately HK\$21,492,000 were received from the non-controlling interest holders. The issue of share capital of PBT did not change the proportion of ownership interest of each shareholder and control of the company and there was no difference between the amount by which the non-controlling interests were adjusted and the fair value of consideration received.

#### Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of company 公司名稱	Place of incorporation and principal place of business 註冊成立地點及 主要營業地點	Proportion of ownership interest and voting rights held by non-controlling interest 非控股權益持有的擁有權 權益及投票權的比例		Profit (Loss) allocated to non-controlling interests 分配至非控股權益的 溢利(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2017	2016	2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
		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
PBT	Cayman Islands/USA 開曼群島/美國	40.9%	40.9%	13,155	16,567	96,270	82,536
Ocean Oasis Group	United Arab Emirate 阿拉伯聯合酋長國	49%	49%	(77,822)	(42,453)	(243,752)	(163,966)
Individually immaterial subsidiaries 個別不重大附屬公司				(5,326)	(3,817)	(20,156)	(13,040)
Total 總計				(69,993)	(29,703)	(167,638)	(94,470)

#### 46. 本公司的主要附屬公司(續)

於截至二零一六年十二月三十一日止年度，PBT向其現有股東以彼等現有擁有權權益的相同比例發行約52,548,000港元的股本。因此，約21,492,000港元的所得款項已自非控股權益持有人收取。發行PBT股本並無改變各股東擁有權權益的比例及本公司的控制權，且非控股權益的調整金額與已收代價的公平值之間並無差異。

#### 擁有重大非控股權益的非全資附屬公司詳情

下表載列擁有重大非控股權益的本集團非全資附屬公司的詳情：

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 46. PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

##### Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

Summarised financial information in respect of PBT and Ocean Oasis Group that have material non-controlling interests are set out below. The summarised financial information below represents amounts before intergroup eliminations.

#### 46. 本公司的主要附屬公司(續)

##### 擁有重大非控股權益的非全資附屬公司詳情(續)

擁有重大非控股權益的PBT及Ocean Oasis Group的財務資料概述如下。以下財務資料概要乃未經集團內公司間對銷的金額。

		PBT		Ocean Oasis Group	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Current assets	流動資產	486,528	497,326	33,132	13,481
Non-current assets	非流動資產	111,604	110,926	2,243	698
Current liabilities	流動負債	(353,833)	(390,542)	(532,816)	(348,789)
Non-current liabilities	非流動負債	(14,108)	(17,536)	-	-
Net assets/(liabilities)	資產/(負債)淨值	230,191	200,174	(497,441)	(334,610)

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 46. PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

#### 46. 本公司的主要附屬公司 (續)

擁有重大非控股權益的非全資附屬公司詳情 (續)

		PBT		Ocean Oasis Group	
		For the year ended 31 December		For the year ended	For the period
		2017	2016	31 December 2017	from 5 July 2016 to 31 December 2016
		截至十二月三十一止年度		截至	二零一六年
		二零一七年	二零一六年	二零一七年	七月五日至
		HK\$'000	HK\$'000	十二月三十一	二零一六年
		千港元	千港元	止年度	十二月
				十二月三十一	三十一日
				止年度	止期間
				HK\$'000	HK\$'000
				千港元	千港元
Revenue	收益	995,309	1,193,787	65,862	11,586
Profit/(Loss) for the year/period	本年度/本期間溢利/(虧損)	32,147	40,486	(158,820)	(87,065)
Total comprehensive income	全面收益總額	36,991	40,486	(162,827)	(87,065)
Dividend paid to non-controlling interests	已付非控股權益的股息	2,507	-	-	-
Net cash inflow/ (outflow) from	來自以下各項的的現金				
	流入/(流出)淨額				
Operating activities	經營活動	71,737	(72,587)	(160,234)	(134,365)
Investing activities	投資活動	(25,904)	(31,559)	(2,254)	(249)
Financing activities	融資活動	(21,838)	125,653	168,903	188,972
		23,995	21,507	6,415	54,358

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 47. 本公司財務狀況表

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Investments in subsidiaries	於附屬公司的投資	197,818	197,818
Deposit paid to an associate	已付一間聯營公司的訂金	-	46,306
Interest in an associate	於一間聯營公司的權益	59,325	4,931
Amount due from an associate	應收一間聯營公司的款項	41,727	40,128
Amounts due from subsidiaries	應收附屬公司的款項	108,565	116,025
Other receivables	其他應收款項	2,617	3,464
Bank balances and cash	銀行結存及現金	1,754	206
<b>Total assets</b>	<b>資產總值</b>	<b>411,806</b>	<b>408,878</b>
Other payables	其他應付款項	(67,818)	(65,568)
Borrowings	借貸	(97,735)	(46,535)
Amount due to a subsidiary	應付一間附屬公司的款項	(170,578)	(83,766)
<b>Total liabilities</b>	<b>負債總額</b>	<b>(336,131)</b>	<b>(195,869)</b>
<b>Net assets</b>	<b>資產淨值</b>	<b>75,675</b>	<b>213,009</b>
Capital and reserves	股本及儲備		
Share capital	股本	327,882	131,153
Reserves (note)	儲備(附註)	(252,207)	81,856
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>	<b>75,675</b>	<b>213,009</b>

On behalf of the directors

代表董事

**Hung Tsung Chin**

洪聰進

Director

董事

**Chen Wei Chun**

陳偉鈞

Director

董事

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note: Reserves of the Company

#### 47. 本公司財務狀況表 (續)

附註：本公司儲備

		Share premium	Contributed surplus	Share option reserve	Special reserve	Accumulated losses	Total
		股份溢價	繳入盈餘	購股權儲備	特別儲備	累計虧損	總計
		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
At 1 January 2016	於二零一六年一月一日	391,869	181,788	7,960	79,900	(219,790)	441,727
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	(447,765)	(447,765)
Issue of share	發行股份	87,894	-	-	-	-	87,894
At 31 December 2016	於二零一六年十二月三十一日	479,763	181,788	7,960	79,900	(667,555)	81,856
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	(361,050)	(361,050)
Issue of share	發行股份	26,987	-	-	-	-	26,987
At 31 December 2017	於二零一七年十二月三十一日	506,750	181,788	7,960	79,900	(1,028,605)	(252,207)

The contributed surplus represents the difference between the consolidated shareholders' fund of Top Peaker and the nominal value of the Company's shares issued to acquire Top Peaker at the time of a group reorganisation in prior years.

The special reserve represents the surplus arising pursuant to the capitalisation of advances from shareholders as part of the group reorganisation.

繳入盈餘指Top Peaker的綜合股東資金與過往年度集團重組時本公司為收購Top Peaker而發行的股份面值間的差額。

特別儲備指將股東墊款撥作資本(為集團重組的一部份)所產生的盈餘。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 48. LITIGATIONS

##### HCA 2948/2016

On 29 November 2016, the Company was served a writ of summons ("Writ 1") taken out by Zhi, Charles, as the Plaintiff (the "Plaintiff") against (i) Mr. Hung Tsung Chin (an executive director), (ii) Ms. Chen Mei Huei, (iii) Mr. Liao Wen I, (iv) Mr. Akihiro Nagahara ("Mr. Nagahara"), (v) Mr. Sia Meow Leng, (vi) the Underwriter and (vii) the Company (collectively "Writ 1 All Parties") as the defendants under action number HCA 2948/2016 in the High Court of Hong Kong (the "Court"). Details of Writ 1 are set out in the announcement of the Company dated 29 November 2016.

On 17 May 2017, the Company's legal representative received a facsimile from the Official Receiver's Office informing the Company that the Plaintiff was adjudged bankrupt (the "Bankrupt") on 26 April 2017 in HCB No. 5395/2016 and the Official Receiver was appointed as the provisional trustee of the property of the Bankrupt. The Official Receiver stated that under section 12(1) and 58(1) of the Bankruptcy Ordinance (Cap 6), on the making of a bankruptcy order, all the property of a bankrupt including all things in action shall vest in the Official Receiver. The effect of the bankruptcy order is that the Bankrupt was divested of and ceased to have any interests in either his assets or his liabilities. The Bankrupt would have no locus to commence or proceed with the Proceedings unless the Official Receiver agreed to assign the right of action to him. The Official Receiver also stated that, after considering all of the relevant documents, it would not adopt the proceedings under action number HCA No. 2948/2016 in the Court.

At the hearing held on 19 May 2017, after considering the notice of discontinuance filed by the Bankrupt, the stance of the Official Receiver and the submissions of the Company's legal representatives, the Court dismissed the court action under action number HCA 2948/2016 against the Company, Hung Tsung Chin, Chen Mei Huei and Liao Wen I with costs to be paid by the Bankrupt.

#### 48. 法律訴訟

##### HCA 2948/2016

於二零一六年十一月二十九日，本公司收到由Zhi, Charles作為原告人（「原告人」）對(i)洪聰進先生（執行董事）；(ii)陳美惠女士；(iii)廖文毅先生；(iv)長原彰弘先生（「長原先生」）；(v)謝妙龍先生；(vi)包銷商；及(vii)本公司（統稱為「傳訊令狀1所有人士」）作為被告人，發出香港高等法院（「法院」）訴訟編號為HCA 2948/2016的傳訊令狀（「傳訊令狀1」）。傳訊令狀1之詳情載於本公司日期為二零一六年十一月二十九日之公佈。

於二零一七年五月十七日，本公司法律代表收到一份由破產管理署傳真通知原告人於二零一七年四月二十六日就HCB 5395/2016號被判定破產（「破產人」），破產管理署署長被委任成為破產人財產的臨時受託人。破產管理署署長表示根據破產條例（第6章）第12(1)及58(1)條，在作出破產令時，將破產人的全部財產包括在訴訟行動須歸屬破產管理署署長。破產令的影響是破產人的資產或負債已被剝奪及不再具有任何權益。除非破產管理署署長同意向他轉讓訴訟權，否則破產人不會開始或進行任何訴訟。經考慮所有有關文件後，破產管理署署長亦表示不會採取法院訴訟編號HCA 2948/2016項下之訴訟。

於二零一七年五月十九日的聆訊中，在考慮破產人已登記的中止通知書、破產管理署署長的意見及本公司法律代表的意見後，法院駁回了針對本公司、洪聰進、陳美惠及廖文毅提出之法院訴訟編號HCA 2948/2016，費用將由破產人支付。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 48. LITIGATIONS (Continued)

##### HCA 3346/2016

On 22 December 2016, the Company was served a writ of summons ("Writ 2") taken out by the Plaintiff against (i) Mr. Hung Tsung Chin, (ii) Ms. Chen Mei Huei, (iii) Mr. Liao Wen I, (iv) Mr. Frank Karl-Heinz Fischer, (v) Mr. Chen Wei Chun (an executive director), (vi) Yuming Investment Management Limited and (vii) the Company (collective "Writ 2 All Parties") as the defendants under action number HCA 3346/2016 in the Court. Details of Writ 2 are set out in the announcement of the Company dated 22 December 2016.

The Company has been notified by the Company's legal representative that on 20 September 2017, the Court made an order by consent that, among other things, the proceedings against the Company, Hung Tsung Chin, Chen Mei Huei and Liao Wen I be dismissed with costs of the proceedings be paid by the Plaintiff, to be taxed if not agreed.

##### HCMP 284/2017

On 11 February 2017, the Company was served a writ of summons ("Writ 3") taken out by the Plaintiff, Kim Sungho, Kim Kyungsoo, Lim Hang Young and Joung Jong Hyun as the plaintiffs (the "Writ 3 Plaintiffs") against the Company, the executive directors of the Company, the auditor of the Company and other party as the defendants (the "Writ 3 Defendants") under action number HCMP 284/2017 in the Court. Details of the Writ 3 are set out in the announcement of the Company dated 13 February 2017.

On 10 April 2017, the Company was served a summons under action number HCMP No.284/2017 taken out by the Writ 3 Plaintiffs against the Writ 3 Defendants ("Summons"). Details of the summons are set out in the announcement of the Company dated 11 April 2017.

#### 48. 法律訴訟 (續)

##### HCA 3346/2016

於二零一六年十二月二十二日，本公司收到由原告人對(i)洪聰進先生；(ii)陳美惠女士；(iii)廖文毅先生；(iv) Frank Karl-Heinz Fischer先生；(v)陳偉鈞先生(執行董事)；(vi) Yuming Investment Management Limited；及(vii)本公司(統稱為「傳訊令狀2所有人士」)作為被告人，發出法院訴訟編號為HCA 3346/2016的傳訊令狀(「傳訊令狀2」)。傳訊令狀2的詳情載於本公司日期為二零一六年十二月二十二日之公佈。

本公司於二零一七年九月二十日獲其法律代表告知，法院作出同意頒令，其中包括駁回針對本公司、洪聰進、陳美惠及廖文毅提出之訴訟，訴訟費用由原告人支付(倘不達成協議則由法院審定)。

##### HCMP 284/2017

於二零一七年二月十一日，本公司收到由原告人、Kim Sungho、Kim Kyungsoo、Lim Hang Young及Joung Jong Hyun作為原告人(「傳訊令狀3原告人」)對本公司、本公司之執行董事、本公司之核數師及其他人士作為被告人(「傳訊令狀3被告人」)，發出法院訴訟編號為HCMP 284/2017的傳訊令狀(「傳訊令狀3」)。傳訊令狀3的詳情載於本公司日期為二零一七年二月十三日的公佈。

於二零一七年四月十日，本公司收到傳訊令狀3原告人向傳訊令狀3被告人發出訴訟編號為HCMP 284/2017之傳票(「傳票」)。傳票的詳情載於本公司日期為二零一七年四月十一日之公佈。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 48. LITIGATIONS (Continued)

##### HCMP 284/2017 (Continued)

At a Court hearing held on 13 April 2017, the application by Zhi Charles ("1st Plaintiff") for an injunction order pursuant to Summons was dismissed by the Court with costs payable by the 1st Plaintiff to the Writ 3 Defendants, including the Company, who were present at the hearing.

##### HCCW 90/2017

On 23 March 2017, the Company was served a winding-up petition (the "Petition") dated 23 March 2017 filed by Zhi, Charles ("Petitioner") against the Company, directors of the Company and other party ("Respondents") in the proceedings in HCCW 90/2017. Details of the Petition are set out in the announcement of the Company dated 24 March 2017.

On 29 March 2017, a striking-out summons was filed by the Company to apply for an order to strike out the Petition in the Court. On 21 April 2017, the Petition was struck out and the proceedings therein was dismissed by the Court.

##### HCMP 1044/2017

The Company was served an originating summons under section 740 of the Companies Ordinance (Cap.622) ("Summons 2") on 5 May 2017 filed by Fung Chuen as the plaintiff ("Summons 2 Plaintiff") against the Company as the defendant under action number HCMP No.1044/2017 in the Court. Details of Summons 2 are set out in the announcement of the Company dated 5 May 2017.

#### 48. 法律訴訟 (續)

##### HCMP 284/2017 (續)

於二零一七年四月十三日舉行之法院聆訊，Zhi Charles (「第一原告人」)根據傳票提出禁制令的申請已被法院駁回，並判令第一原告人向出席聆訊的傳訊令狀3被告人(包括本公司)支付訟費。

##### HCCW 90/2017

於二零一七年三月二十三日，本公司接獲由 Zhi, Charles (「原告人」)於二零一七年三月二十三日向法院提出，對本公司、本公司董事及其他方(「被告人」)發出的清盤呈請書(「呈請書」)HCCW 90/2017。呈請書的詳情載於本公司日期為二零一七年三月二十四日的公佈。

於二零一七年三月二十九日，本公司已就申請呈請書撤銷令提交傳票。於二零一七年四月二十一日，呈請書已被法院撤銷及其法律訴訟已被法院駁回。

##### HCMP 1044/2017

於二零一七年五月五日，本公司收到由馮泉(作為原告人，「傳票2原告人」)向本公司(作為被告人)發出法院訴訟編號為HCMP 1044/2017的公司條例(第622章)第740條項下之原訴傳票(「傳票2」)。傳票2之詳情載於本公司日期為二零一七年五月五日之公佈。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 48. LITIGATIONS (Continued)

##### HCMP 1044/2017 (Continued)

In the Summons 2, the Summons 2 Plaintiff applied to the Court for, among others, the following orders (the "Application"):

- (i) The Summons 2 Plaintiff and/or his authorized agent be authorized to inspect and make copies of the documents in relation to the investment in Dish Media and the Debtors;
- (ii) The Summons 2 Plaintiff and/or his authorized agent be authorized to inspect and make copies of the documents in relation to the investment in MyHD; and
- (iii) The Summons 2 Plaintiff and his authorized agent be authorized to inspect and make copies of the documents in relation to the open offer announced by the Company on 24 October 2016 and the Open Offer.

The Company was advised by its Hong Kong legal advisers in relation to the aforesaid litigation of the Group that if the Application is granted by the Court, the likely orders which would be made by the Court are that the Summons 2 Plaintiff and its authorised agent will be entitled to inspect and make copies of the requested documents (in full or in part), and that the Company shall pay costs of the Application to the Summons 2 Plaintiff (to be taxed if not agreed).

Pursuant to the order of the Court dated 17 October 2017 (the "Order dated 17 October 2017"), it was ordered that the Company shall produce to the Summons 2 Plaintiff those documents listed in the schedule of the Order dated 17 October 2017. On 27 October 2017, the Company filed a notice of appeal ("Notice of Appeal") to the Court for a stay of execution of the Order dated 17 October 2017 pending the final determination of the appeal.

#### 48. 法律訴訟 (續)

##### HCMP 1044/2017 (續)

在傳票2中，傳票2原告人向法院申請（其中包括）以下命令（「申請」）：

- (i) 傳票2原告人及／或其授權代理人被授權查閱及複印有關投資Dish Media及債務人之文件；
- (ii) 傳票2原告人及／或其授權代理人被授權查閱及複印有關投資MyHD之文件；及
- (iii) 傳票2原告人及其授權代理人被授權查閱及複印有關本公司於二零一六年十月二十四日公佈之公開發售及公開發售之文件。

本公司獲其香港法律顧問告知，就上述本集團訴訟而言，倘法院批准申請，法院可能命令傳票2原告人及其授權代理有權檢查及複印所要求的文件（全部或部份），而本公司須向傳票2原告人支付申請的費用（倘不達成協議則由法院審定）。

根據法院日期為二零一七年十月十七日的判令（「二零一七年十月十七日法院命令」），其頒令本公司須向傳票2原告人提交二零一七年十月十七日法院命令附表中列出的該等文件。於二零一七年十月二十七日，本公司向法院提交上訴通知書（「上訴通知書」），申請擱置執行二零一七年十月十七日法院命令，直至上訴有最終定案為止。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 48. LITIGATIONS (Continued)

##### HCMP 1044/2017 (Continued)

On 15 December 2017, the Court held that the appeal had no reasonable prospect of success and ordered that the Company's application for stay be refused but that the time for the Company to comply with the Order dated 17 October 2017 be extended to 5 January 2018.

On 22 December 2017, the Company amended its Notice of Appeal and applied to the Court of Appeal of Hong Kong for a stay of execution of the Order dated 17 October 2017 pending final determination of the appeal ("Stay Application"). Pursuant to order dated 22 December 2017, an interim stay of the Order dated 17 October 2017 pending determination of the Stay Application was granted.

The Stay Application is now scheduled to be heard on 17 April 2018.

##### HCCW 207/2017

On 6 July 2017, the Company was served a petition for winding-up dated 5 July 2017 ("Winding-Up Petition") filed by Fung Chuen ("Winding Up Petitioner") against the Company ("1st Winding-Up Respondent"), Mr. Hung Tsung Chin ("2nd Winding-Up Respondent") and Ms. Chen Mei Huei ("3rd Winding-Up Respondent") in the proceedings HCCW No.207/2017.

#### 48. 法律訴訟 (續)

##### HCMP 1044/2017 (續)

於二零一七年十二月十五日，法院認為上訴無合理勝訴機會，並頒令本公司之擱置申請被駁回，但本公司遵守二零一七年十月十七日法院命令的時間可延遲至二零一八年一月五日。

於二零一七年十二月二十二日，本公司修訂上訴通知書，並向香港上訴法院申請擱置執行二零一七年十月十七日法院命令，直至上訴有最終定案為止（「擱置申請」）。根據日期為二零一七年十二月二十二日的法院命令，暫時擱置二零一七年十月十七日法院命令直至擱置申請定案為止獲得批准。

擱置申請現訂於二零一八年四月十七日審理。

##### HCCW 207/2017

於二零一七年七月六日，本公司接獲由馮泉（「清盤原告人」）於二零一七年七月五日向法院提出，對本公司（「第一清盤被告人」）、洪聰進先生（「第二清盤被告人」）及陳美惠女士（「第三清盤被告人」）發出的清盤呈請書（「清盤呈請書」），訴訟編號為HCCW 207/2017。

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 48. LITIGATIONS (Continued)

##### HCCW 207/2017 (Continued)

Pursuant to the Winding-Up Petition, the Winding Up Petitioner petitioned for (i) an order that the Company be wound up by the Court under section 327(3)(c) of the Companies (Winding-Up and Miscellaneous Provisions) Ordinance (Cap.32) of the Laws of Hong Kong; (ii) an order that a liquidator be appointed by the Court to investigate into the affairs of the Company upon the winding-up of the Company; (iii) an order that the 2nd and/or 3rd Winding-Up Respondents do account to the Company for such payments or dispositions which they had procured to be made for their own benefit and/or for the benefit of entities substantially owned or controlled by them and or other than for the Company's proper purpose and operation of its business; (iv) an order that costs of the Petitioner and the Company be paid by the 2nd and 3rd Winding-up Respondents and (v) such other order as the Court thinks fit and appropriate.

On 10 July 2017, a summons to apply for a validation order was issued by the Company, 2nd and 3rd Winding-Up Respondents. At the hearing held on 17 August 2017, a validation order was granted by the Court on the terms as follows: the following disposition of property and transfer of shares of the Company shall not be void by virtue of the provisions of section 182 of the Companies Ordinance (Cap 32) of Laws of Hong Kong: (a) payment made (or to be made) into and out of the Company's bank account in the ordinary course of business of the Company between the date of presentation of the Winding-Up Petition and the date of judgment on the Winding-Up Petition; (b) disposition of property of the Company made (or to be made) in the ordinary course of business for proper value between the date of presentation of the Winding-Up Petition and the date of judgment on the Winding-Up Petition; and (c) allotment and issuance of 1,967,295,201 shares of the Company pursuant to the Open Offer and use of the proceeds from the Open Offer by the Company. The Court has also ordered the WindingUp Petitioner to pay the costs of the validation order to the 1st, 2nd and 3rd Winding-Up Respondents.

#### 48. 法律訴訟 (續)

##### HCCW 207/2017 (續)

根據清盤呈請書，清盤呈請人要求以下命令：(i)由法院命令本公司依照香港法例第32章公司(清盤及雜項條文)條例第327(3)(c)條的指引清盤；(ii)由法院委任清盤人於本公司清盤後對本公司事務進行調查；(iii)第二及／或第三清盤被告人為其自身利益及／或為其實質上擁有或控制的實體的公司利益及／或為本公司的適當目的及經營業務之外的其他事項而作出的這種付款或處置的交易負責；(iv)呈請人及本公司的費用由第二及第三清盤被告人支付；及(v)法院認為合適及適當的其他命令。

於二零一七年七月十日，本公司，第二及第三清盤被告人發出申請認可令之傳票。於二零一七年八月十七日進行之聆訊，法院已頒授認可令，在有關條款下，就本公司處理以下財產和轉讓股份時不得憑藉香港法例第32章公司條例第182條的規定視為無效：(a)本公司於提交清盤呈請書日期和清盤呈請書判決日期間就本公司日常業務過程中於本公司之銀行賬戶轉入及轉出之支付(或將支付)的付款；(b)本公司於提交清盤呈請書日期和清盤呈請書判決日期間就本公司日常業務過程中作出(或將作出)之任何合理價值之產權處置；及(c)根據公開發售配發及發行本公司1,967,295,201股股份及使用本公司公開發售所得款項。法院亦判令清盤原告人向第一、第二及第三清盤被告人支付申請認可令的費用。



## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

#### 48. LITIGATIONS (Continued)

##### HCCW 207/2017 (Continued)

On 30 August 2017, the Company applied for another validation order under section 182 of the Companies Ordinance (Cap 32) of Laws of Hong Kong, which provides that any transfer of the shares of the Company shall not be void by virtue of the said section. The validation order was also granted by the Court on 25 October 2017. On 4 December 2017, the Company filed and served its points of defence ("Points of Defence") of the 1st Winding-Up Respondent. On 11 December 2017, the 2nd and 3rd Winding-Up Respondents filed and served the Points of Defence of the 2nd and 3rd Winding-Up Respondents. Pursuant to a consent order dated 31 January 2018, the Winding-Up Petitioner should file and serve his points of reply ("Points of Reply") to the Company's Points of Defence on 5 February 2018. As at the date of approval of the consolidated financial statements, the Winding-Up Petitioner has yet to file and serve his Points of Reply and has yet to apply for a time extension for the same to be filed out of time.

The case management hearing is now scheduled to be heard on 25 April 2018, during which the Court will set down the procedural timetable for the parties to comply with under the Winding-Up Petition. It is expected that it would take approximately 1-2 years (depending upon the Court's schedule) before the Winding-Up Petition would be set down for the substantive hearing.

#### 49. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 March 2018.

#### 48. 法律訴訟 (續)

##### HCCW 207/2017 (續)

於二零一七年八月三十日，本公司根據香港法例第32章公司條例第182條申請另一項認可令，其規定不得因上述條文令本公司之任何股份轉讓無效。認可令已於二零一七年十月二十五日獲法院授出。於二零一七年十二月四日，本公司已提交及送達其第一清盤被告人抗辯要點（「抗辯要點」）。於二零一七年十二月十一日，第二及第三清盤被告人已提交及送達第二及第三清盤被告人抗辯要點。根據日期為二零一八年一月三十一日的同意令，清盤原告人應於二零一八年二月五日就本公司的抗辯要點提交及送達其答覆要點（「答覆要點」）。截至綜合財務報表獲批准日期，清盤原告人尚未提交及送達其答覆要點，且尚未申請延時提交其答覆要點。

個案處理聆訊現訂於二零一八年四月二十五日審理，期間法院將於清盤呈請書中確定各方將遵守的程序時間表。預期可能尚有約一至二年（取決於法院時間表）方可就實質性聆訊確定清盤呈請書。

#### 49. 批准綜合財務報表

綜合財務報表已於二零一八年三月二十六日獲董事會批准及授權刊發。

# FINANCIAL SUMMARY

## 財務摘要

		Year ended June 30, 2014 截至 二零一四年 六月三十日 止年度 HK'000 千港元	Six months ended December 31, 2014 截至 二零一四年 十二月三十一日 止六個月 HK'000 千港元	Year ended December 31, 2015 截至 二零一五年 十二月三十一日 止年度 HK\$'000 千港元	Year ended December 31, 2016 截至 二零一六年 十二月三十一日 止年度 HK\$'000 千港元	Year ended December, 2017 截至 二零一七年 十二月三十一日 止年度 HK'000 千港元
RESULTS	業績					
Revenue	收益	1,664,111	785,081	1,627,889	1,801,501	<b>1,544,838</b>
Loss before taxation	除稅前虧損	(87,110)	(256,403)	(97,936)	(92,740)	<b>(167,033)</b>
Income tax expense	所得稅開支	(14,458)	(14,191)	(10,976)	(14,618)	<b>(8,758)</b>
Loss for the year/period	本年度/本期間虧損	(101,568)	(270,594)	(108,912)	(107,358)	<b>(175,791)</b>
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	(101,432)	(264,543)	(103,162)	(77,655)	<b>(105,798)</b>
Non-controlling interests	非控股權益	(136)	(6,051)	(5,750)	(29,703)	<b>(69,993)</b>
		(101,568)	(270,594)	(108,912)	(107,358)	<b>(175,791)</b>
		At June 30, 2014 於 二零一四年 六月三十日 HK'000 千港元	At December 31, 2014 於 二零一四年 十二月三十一日 HK'000 千港元	At December 31, 2015 於 二零一五年 十二月三十一日 HK\$'000 千港元	At December 31, 2016 於 二零一六年 十二月三十一日 HK\$'000 千港元	At December, 2017 於 二零一七年 十二月三十一日 HK'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總額	1,563,576	1,402,281	1,282,857	1,322,698	<b>1,287,825</b>
Total liabilities	負債總額	(846,408)	(989,958)	(901,152)	(1,040,580)	<b>(971,033)</b>
		717,168	412,323	381,705	282,118	<b>316,792</b>
Equity attributable to owners of the Company	本公司擁有人應佔權益	663,595	372,314	346,630	376,588	<b>484,430</b>
Non-controlling interests	非控股權益	53,573	40,009	35,075	(94,470)	<b>(167,638)</b>
		717,168	412,323	381,705	282,118	<b>316,792</b>



SANDMARTIN INTERNATIONAL  
HOLDINGS LIMITED  
聖馬丁國際控股有限公司

