



中国网络教育集团有限公司

CHINA E-LEARNING GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：8055

ANNUAL REPORT 2014 年報

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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

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由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告的資料乃遵照聯交所創業板證券上市規則而刊載，旨在提供有關中國網絡教育集團有限公司（「本公司」）的資料；本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

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Corporate Information

公司資料

Board of Directors	Executive Director Mr. Yuan Wei Mr. Yang Jilin	董事會	執行董事 袁偉先生 楊季霖先生
	Non-Executive Director Mr. Li Xiangjun		非執行董事 李湘軍先生
	Independent Non-Executive Directors Mr. Li Qunsheng Dr. Huang Chung Hsing Ms. Li Ya Ru Nancy		獨立非執行董事 李群盛先生 黃崇興博士 李雅茹女士
Company secretary	Mr. Cheng Man For	公司秘書	鄭文科先生
Authorised representatives	Mr. Yuan Wei Mr. Cheng Man For	授權代表	袁偉先生 鄭文科先生
Compliance officer	Mr. Yuan Wei	監督主任	袁偉先生
Registered office	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands	註冊辦事處	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business	Unit 2610, 26/F, Office Tower Convention Plaza 1 Harbour Road, Wanchai Hong Kong	總辦事處及主要營業地點	香港 灣仔港灣道1號 會展廣場辦公大樓 26樓2610室
Principal bankers	Agricultural Bank of China Bank of China (Hong Kong) Limited China Construction Bank Industrial and Commercial Bank of China Limited	主要往來銀行	中國農業銀行 中國銀行(香港)有限公司 中國建設銀行 中國工商銀行股份有限公司
Principal share registrar and transfer office in the Cayman Island	Royal Bank of Canada Trust Company (Cayman) Limited 4th Floor, Royal Bank House 24 Shedden Road PO Box 1586 Grand Cayman KY1-1110 Cayman Islands	開曼群島股份登記及過戶總處	Royal Bank of Canada Trust Company (Cayman) Limited 4th Floor, Royal Bank House 24 Shedden Road PO Box 1586 Grand Cayman KY1-1110 Cayman Islands
Branch share registrar and transfer office in Hong Kong	Tricor Tengis Limited Level 22 Hopewell Centre 183 Queen's Road East Hong Kong	香港股份登記及過戶分處	卓佳登捷時有限公司 香港 皇后大道東183號 合和中心22樓
Auditor	McMillan Woods SG CPA Limited	核數師	長青暉勝會計師事務所有限公司
Legal advisers	Conyers Dill & Pearman	法律顧問	Conyers Dill & Pearman
Stock Code	8055	股份代號	8055
Company website	http://www.chinae-learning.com	本公司網站	http://www.chinae-learning.com

Management Discussion and Analysis

管理層論述及分析

FINANCIAL REVIEW

For the year ended 31 December 2014, the Group's continuing operations recorded revenue of approximately HK\$47,474,000 (2013: HK\$47,066,000) representing tuition fee revenue and sales of educational products. Gross profit for the year under review was approximately HK\$19,794,000 (2013: HK\$21,968,000), representing a gross profit margin of 41.7% for the year under review.

During the year, cost of sales for continuing operations amounted to approximately HK\$27,680,000 (2013: HK\$25,098,000) representing the overheads incurred in the distance learning courses.

Other income for the year under review was approximately HK\$3,839,000 (2013: HK\$667,000) representing the gain on disposal of property, plant and equipment of approximately HK\$19,000 (2013: HK\$241,000), an interest income of approximately HK\$1,929,000 and a sundry income of approximately HK\$1,891,000 (2013: HK\$383,000).

Administrative expenses for continuing operations for the year under review were approximately HK\$33,143,000 (2013: HK\$34,917,000), of which staff related costs were approximately HK\$12,406,000 (2013: HK\$12,780,000). Professional fees were approximately HK\$7,229,000 (2013: HK\$5,617,000) representing the costs of conducting due diligences and obtaining financial advices with ongoing projects.

Other expenses for the year under review were approximately HK\$251,000 (2013: HK\$462,000), representing a charitable donation of approximately HK\$251,000 (2013: HK\$251,000) and the loss on redemption of convertible notes of HK\$nil (2013: HK\$209,000).

Finance costs during the year were approximately HK\$10,292,000 (2013: HK\$9,807,000). They primarily consist of interest expenses on financial liabilities measured at amortised cost of approximately HK\$7,292,000 (2013: HK\$12,029,000) and compensation for non-cash settlement on financial liabilities of HK\$3,000,000 (2013: Nil).

財務回顧

截至二零一四年十二月三十一日止年度，本集團持續經營業務錄得收益約47,474,000港元(二零一三年：47,066,000港元)，乃指教學課程之收入以及教學產品之銷售額。回顧年度之毛利約為19,794,000港元(二零一三年：21,968,000港元)，而回顧年度之毛利率則為41.7%。

年內，持續經營業務之銷售成本約為27,680,000港元(二零一三年：25,098,000港元)，乃指遠程教育課程所產生之經常性開支。

回顧年度之其他收入約為3,839,000港元(二零一三年：667,000港元)，乃指出售物業、廠房及設備之收益約19,000港元(二零一三年：241,000港元)、利息收入約1,929,000港元以及雜項收入約1,891,000港元(二零一三年：383,000港元)。

回顧年度持續經營業務之行政開支約為33,143,000港元(二零一三年：34,917,000港元)。當中僱員相關成本約為12,406,000港元(二零一三年：12,780,000港元)。專業費用約為7,229,000港元(二零一三年：5,617,000港元)，乃指就持續進行之業務項目開展盡職調查及獲取財務意見之費用。

回顧年度之其他開支約為251,000港元(二零一三年：462,000港元)，乃指慈善捐款約251,000港元(二零一三年：251,000港元)及贖回可換股票據產生之虧損零港元(二零一三年：209,000港元)。

年內融資成本約為10,292,000港元(二零一三年：9,807,000港元)。融資成本主要包括按攤銷成本列賬之金融負債之利息開支約7,292,000港元(二零一三年：12,029,000港元)及金融負債非現金結算補償3,000,000港元(二零一三年：無)。

Capital structure, liquidity and financial resources

The Group financed its business operations mainly by cash revenue generated internally from operating activities and additional funds from exercise of share and options and placing. As at 31 December 2014, the Group has current assets of approximately HK\$359,798,000 (2013: HK\$133,718,000), including bank balances and cash of approximately HK\$187,412,000 (2013: HK\$15,101,000). Total non-current assets of the Group amounted to approximately HK\$7,090,000 (2013: HK\$1,165,000), representing property, plant and equipment. Total assets of the Group amounted to approximately HK\$366,888,000 (2013: HK\$134,883,000) as at 31 December 2014.

In September 2011, the Group made provision of a loan to Beijing Everjoy Cultural Communication Co. Ltd. (the “Borrower”) by way of an agreement for an amount of RMB8,182,000, with a security on two separate equity pledges. On 4 September 2014, the Lender, Beijing Hua Tuo Education Technology Company Limited (a wholly owned subsidiary of the Company) and the Borrowers entered into a deed of termination (the “Termination Deed”) of the Loan Agreement (as amended by the First Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement) (collectively the “Amended Loan Agreement”) as the Borrowers had fully repaid the loan in the sum of RMB8,182,000 and all interest accrued thereon and also paid RMB1,500,000 to the Company as compensation as the Profits Guarantee failed to materialize as agreed under the Amended Loan Agreement. Following the entering into of the Termination Deed, the Amended Loan Agreement is terminated and all its terms and conditions have ceased to be of any effect and all the parties to the Termination Deed are released from all obligations, liabilities, claims and demands.

資本架構、流動資金及財務資源

本集團主要以內部營運活動產生之現金收入及行使購股權及配售所籌得之額外資金為業務融資。於二零一四年十二月三十一日，本集團擁有流動資產約359,798,000港元(二零一三年：133,718,000港元)，包括銀行結餘及現金約187,412,000港元(二零一三年：15,101,000港元)。本集團之非流動資產總值約為7,090,000港元(二零一三年：1,165,000港元)，包括物業、廠房及設備。於二零一四年十二月三十一日，本集團之總資產約為366,888,000港元(二零一三年：134,883,000港元)。

於二零一一年九月，本集團為北京春秋永樂文化傳播有限公司(「借款人」)以協議形式提供一項金額為人民幣8,182,000元的貸款，以兩項獨立的權益抵押為抵押。於二零一四年九月四日，貸款人北京華拓教育科技有限公司(本公司全資附屬公司)與借款人簽訂貸款協議(經第一份補充協議、第二份補充協議及第三份補充協議修訂)(統稱「經修訂貸款協議」)終止契據(「終止契據」)，原因是借款人已悉數償還貸款合共人民幣8,182,000元及全部有關應計利息，且亦向本公司支付人民幣1,500,000元作為未能落實根據經修訂貸款協議協定的溢利保證補償。於訂立終止契據後，經修訂貸款協議已經終止以及其所有條款及條件已不再具有任何作用，而終止契據之所有訂約方將獲解除所有責任、負債、索償及要求。

Management Discussion and Analysis

管理層論述及分析

On 7 November 2014, the Company entered into the placing agreement with the placing agent to place an aggregate of 465,000,000 shares of HK\$0.1 each at a price of HK\$0.539 per placing share. The aggregate net proceeds were approximately HK\$247,000,000. The issuance of the placing shares completed on 21 November 2014. The net proceeds from the placing, after deduction of the placing commission and other related expenses, of approximately HK\$247,000,000, are intended to be used for general working capital of the Group and for any possible acquisition and other investment opportunities in the future. During the year under review, part of the net proceeds from the placing were used for general working capital of the Group.

As at 31 December 2014, the Group did not have any outstanding bank borrowing. Total current liabilities of the Group were approximately HK\$54,001,000 (2013: HK\$137,162,000), which mainly comprised trade and other payables, convertible notes and the related financial derivatives. Total liabilities of the Group were approximately HK\$54,001,000 (2013: HK\$228,731,000). As at 31 December 2014, the Group had net assets of HK\$312,887,000 (2013: HK\$93,848,000 net liabilities).

Gearing ratio

Gearing ratio of the Group, as expressed as the ratio of total liabilities to total assets, was approximately 0.15 as at 31 December 2014 (2013: 1.7).

Share Capital

As at 1 January 2014, the authorised share capital of the Company was HK\$5,000,000,000 divided into 50,000,000,000 shares of HK\$0.10 each and the issued share capital of the Company was approximately HK\$161,422,290 divided into 1,614,222,902 shares of HK\$0.10 each.

During the year, 880,048,294 shares were issued upon conversion of convertible notes.

During the year, 255,000,000 shares were issued upon exercise of shares options.

於二零一四年十一月七日，本公司與配售代理訂立配售協議，按每股配售股份0.539港元配售合共465,000,000股每股面值為0.1港元之股份。所得款項淨額總值約為247,000,000港元。配售股份的發行於二零一四年十一月二十一日完成。配售所得款項淨額（扣除配售佣金及其他相關開支後）約為247,000,000港元，並擬動用作為本集團之一般營運資金及用於未來之任何可能收購事項及其他投資機會。於回顧年內，部分配售所得款項淨額乃作為本集團之一般營運資金。

於二零一四年十二月三十一日，本集團並無任何未償還之銀行借貸。本集團之流動負債總額約為54,001,000港元（二零一三年：137,162,000港元），主要包括貿易及其他應付賬款、可換股票據及相關金融衍生工具。本集團之負債總額約為54,001,000港元（二零一三年：228,731,000港元）。於二零一四年十二月三十一日，本集團之資產淨額為312,887,000港元（二零一三年：負債淨額93,848,000港元）。

負債比率

於二零一四年十二月三十一日，本集團之負債比率（即總負債對總資產之比率）約為0.15（二零一三年：1.7）。

股本

於二零一四年一月一日，本公司之法定股本為5,000,000,000港元，分為50,000,000,000股每股面值0.10港元之股份，而本公司已發行股本約為161,422,290港元，分為1,614,222,902股每股面值0.10港元之股份。

年內，因轉換可換股票據而發行880,048,294股股份。

年內，因購股權獲行使已發行255,000,000股股份。

On 7 November 2014, the Company entered into the placing agreement with the placing agent to place an aggregate of 465,000,000 shares of HK\$0.1 each at a price of HK\$0.539 per placing share. The aggregate net proceeds were approximately HK\$247,000,000. The issuance of the placing shares completed on 21 November 2014.

As at 31 December 2014, the authorised share capital of the Company was HK\$5,000,000,000 divided into 50,000,000,000 shares of HK\$0.10 each and the issued share capital of the Company was approximately HK\$321,427,119 divided into 3,214,271,196 shares of HK\$0.10 each.

Convertible Notes 2011

The Group had reached several agreements with the holders of the Convertible Notes 2008 which became mature on 28 February 2011, and issued a promissory note for approximately HK\$50 million for a settlement. In order to be able to raise sufficient fund for the settlement, the Group issued two tranches of convertible notes (“Convertible Notes 2011 A”) on 9 May 2011 and (“Convertible Notes 2011 B”) on 11 May 2011.

The aggregate principal of Convertible Notes 2011 A amounted to HK\$89,999,934, bearing an interest of 1% per annum, maturing in 36 months from the date of issue, and convertible into ordinary shares at conversion price of HK\$0.50 per share, subject to adjustments.

The aggregate principal of Convertible Notes 2011 B amounted to HK\$36,200,000, bearing an interest of 1% per annum, maturing in 6 months from the date of issue, and convertible into ordinary shares at conversion price of HK\$0.50 per share, subject to adjustments. On 11 November 2011, the maturity date was successfully postponed for another 6 months to 11 May 2012. Upon maturity, the principal amount together with the interests due were fully settled by a promissory note.

As at 1 January 2014, the outstanding principal amount of the Convertible Notes 2011 A was HK\$29,999,934. The exercise in full of the vested conversion rights would result in the issue and allotment of 59,999,868 new shares of the Company.

於二零一四年十一月七日，本公司與配售代理訂立配售協議，按每股配售股份0.539港元配售合共465,000,000股每股面值為0.1港元之股份。所得款項淨額總值約為247,000,000港元。配售股份的發行於二零一四年十一月二十一日完成。

於二零一四年十二月三十一日，本公司之法定股本為5,000,000,000港元，分為50,000,000,000股每股面值0.10港元之股份，而本公司已發行股本約為321,427,119港元，分為3,214,271,196股每股面值0.10港元之股份。

二零一一年可換股票據

本集團已與二零零八年可換股票據（於二零一一年二月二十八日到期）之持有人達成多項協議，及發行一項約50,000,000港元之本票以進行償付。為籌集足夠資金進行償付，本集團分別於二零一一年五月九日以及二零一一年五月十一日發行兩批可換股票據：「二零一一年可換股票據A」以及「二零一一年可換股票據B」。

二零一一年可換股票據A的本金總額為89,999,934港元，利率為每年1%，於發行日期起計36個月到期，並可按每股0.50港元（可予調整）之換股價轉換為普通股。

二零一一年可換股票據B的本金總額為36,200,000港元，利率為每年1%，於發行日期起計6個月到期，並可按每股0.50港元（可予調整）之換股價轉換為普通股。於二零一一年十一月十一日，到期日期順利延後六個月至二零一二年五月十一日。於到期後，本金額連同到期利息乃悉數以本票償付。

於二零一四年一月一日，二零一一年可換股票據A的未償還本金總額為29,999,934港元。倘所附轉換權獲悉數行使，將要發行及配發本公司59,999,868股新股份。

Management Discussion and Analysis

管理層論述及分析

On 9 May 2014, the Company and the subscribers entered into the Subscription Agreements pursuant to which the subscribers have agreed to subscribe for, and the Company has agreed to issue the Convertible Notes (CN2016-1 to CN2016-5) in the aggregate principal amount of HK\$42,399,932, such that the subscription moneys payable in connection with the subscription of such Convertible Notes would be set-off against the moneys payable by the Company for redeeming the CN2011A in accordance with the Payment Arrangement Deed and against the Indebtedness owing by the Company to the existing P-note Holders at Completion.

The Convertible Notes 2011 A were fully set-off by the issuance of Convertible Notes (CN2016-3, CN2016-4 and CN2016-5) on 6 June 2014.

On 12 June 2014, the conversion rights attaching to the CN2016-1, CN2016-2 and CN2016-3 have been exercised in full and hence 231,076,922 shares have been issued.

On 13 June 2014, the conversion rights attaching to the CN2016-4 and CN2016-5 have been exercised in full and hence 95,076,399 shares have been issued.

As at 31 December 2014, Convertible Notes 2016 (CN2016-1, CN2016-2, CN2016-3, CN2016-4 and CN2016-5) were fully converted.

On 21 July 2011, the Group entered into a subscription agreement with a group of independent subscribers for the issuance of some convertible notes in the aggregate principal amount of HK\$42,000,000, bearing an interest rate of 3% per annum, maturing in 12 months from the date of issue, and convertible into ordinary shares at conversion price of HK\$0.50 per share, subject to adjustments. Subsequently, the Group issued two tranches of convertible notes (“Convertible Notes 2011 C”) on 25 August 2011 for the principal amount of HK\$19,500,000 and (“Convertible Notes 2011 D”) on 14 September 2011 for the principal amount of HK\$22,500,000. Of which, tranche C was fully converted in 2011. On 10 September 2012, the maturity date of the tranche D was postponed for another 6 months to 7 March 2013. On 7 March 2013, the maturity date of the tranche D was further postponed for 12 months to 6 March 2014.

於二零一四年五月九日，本公司與認購人訂立認購協議，據此，認購人已同意認購及本公司已同意發行本金總額為42,399,932港元之可換股票據(2016-1可換股票據至2016-5可換股票據)。就認購該等可換股票據應付之認購金額將抵銷本公司根據付款安排契據就贖回二零一一年可換股票據A應付之金額及本公司於完成時結欠現有本票持有人之債務。

二零一一年可換股票據A已透過於二零一四年六月六日發行可換股票據(2016-3可換股票據、2016-4可換股票據及2016-5可換股票據)悉數抵銷。

於二零一四年六月十二日，2016-1可換股票據、2016-2可換股票據及2016-3可換股票據所附轉換權獲悉數行使，因此，231,076,922股股份已發行。

於二零一四年六月十三日，2016-4可換股票據及2016-5可換股票據所附轉換權獲悉數行使，因此，95,076,399股股份已發行。

於二零一四年十二月三十一日，二零一六年可換股票據(2016-1可換股票據、2016-2可換股票據、2016-3可換股票據、2016-4可換股票據及2016-5可換股票據)獲悉數轉換。

於二零一一年七月二十一日，本集團與一組獨立認購人訂立認購協議，以發行本金總額為42,000,000港元之部份可換股票據，可換股票據之利率為每年3%，於發行日期起計12個月到期，並可按每股0.50港元(可予調整)之換股價轉換為普通股。隨後，本集團分別於二零一一年八月二十五日以及二零一一年九月十四日發行兩批可換股票據：本金額為19,500,000港元之「二零一一年可換股票據C」以及本金額為22,500,000港元之「二零一一年可換股票據D」。其中，第C批乃於二零一一年獲悉數轉換。於二零一二年九月十日，第D批之到期日期延後六個月至二零一三年三月七日。於二零一三年三月七日，第D批之到期日期進一步延後十二個月至二零一四年三月六日。

As at 1 January 2014, the outstanding principal amount of the Convertible Notes 2011 D was HK\$12,800,000. The exercise in full of the vested conversion rights would result in the issue and allotment of 25,600,000 new shares of the Company.

On 6 March 2014, the Company has redeemed one of the Convertible Notes 2011 D with the principal amount of HK\$10,000,000 in accordance with notice from the holder. The Company is contacting the holder of the Convertible Notes 2011 D with the principal amount of HK\$2,800,000 in order to settle the amount arising from the mature of the convertible notes. As at 31 December 2014, the Company has not received any reply or notice from the holder and the Company has the funds available for settlement.

Convertible Notes 2012

Pursuant to the acquisition of 100% interest in Everjoy Technology Development Corporation, the Company issued convertible notes (“ETCN”) as partial settlement of the acquisition consideration on 20 December 2012. The aggregate principal of the ETCN amounted to HK\$9,611,906, bearing an interest of 1% per annum, maturing in 36 months from the date of issue, and convertible into ordinary shares at conversion price of HK\$0.50 per share, subject to adjustments.

As at 1 January 2014, the aggregate outstanding principal amount of the ETCN was HK\$9,611,906. The exercise in full of the vested conversion rights would result in the issue and allotment of 19,223,812 new shares of the Company.

On 24 April 2014, the conversion rights attaching to the ETCN with the principal amount of HK\$7,611,906 have been exercised in full and hence 15,223,812 shares have been issued.

Pursuant to the acquisition of 100% interest in Everjoy International Media Corporation, the Company issued convertible notes (“EICN”) as partial settlement of the acquisition consideration on 20 December 2012. The aggregate principal of the EICN amounted to HK\$58,235,956, bearing an interest of 1% per annum, maturing in 36 months from the date of issue, and convertible into ordinary shares at conversion price of HK\$0.50 per share, subject to adjustments.

於二零一四年一月一日，二零一一年可換股票據D之未償還本金額為12,800,000港元。倘所附轉換權獲悉數行使，將要發行及配發本公司25,600,000股新股份。

於二零一四年三月六日，本公司根據持有人通知，贖回本金額10,000,000港元之二零一一年可換股票據D。本公司正在聯絡本金額2,800,000港元之二零一一年可換股票據D之持有人，以償還因可換股票據到期而產生的款項。於二零一四年十二月三十一日，本公司尚未接獲持有人的任何回覆或通知，而本公司已備好償付資金。

二零一二年可換股票據

因收購永樂科技發展有限公司全部股權，本公司於二零一二年十二月二十日發行可換股票據（「永樂科技可換股票據」）以償付收購的部分代價。永樂科技可換股票據之本金總額為9,611,906港元，利率為每年1%，於發行日期起計36個月到期，並可按每股0.50港元（可予調整）之換股價轉換為普通股。

於二零一四年一月一日，永樂科技可換股票據的未償還本金總額為9,611,906港元。倘所附轉換權獲悉數行使，將要發行及配發本公司19,223,812股新股份。

於二零一四年四月二十四日，本金額為7,611,906港元之永樂科技可換股票據所附轉換權獲悉數行使，因此15,223,812股股份已發行。

因收購永樂國際傳媒有限公司全部股權，本公司於二零一二年十二月二十日發行可換股票據（「永樂國際可換股票據」）以償付收購的部分代價。永樂國際可換股票據之本金總額為58,235,956港元，利率為每年1%，於發行日期起計36個月到期，並可按每股0.50港元（可予調整）之換股價轉換為普通股。

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As at 1 January 2014, the aggregate outstanding principal amount of the EICN was HK\$58,235,956. The exercise in full of the vested conversion rights would result in the issue and allotment of 116,471,912 new shares of the Company.

On 15 August 2014 (after trading hours), the Company and the note holders of ETCN and EICN entered into the Deeds of Amendment, pursuant to which the Company and the note holders of ETCN and EICN agreed to amend certain terms and conditions of ETCN and EICN. Pursuant to the Deeds of Amendment, (i) the conversion price of ETCN and EICN will be reduced from HK\$0.50 per Share to HK\$0.35 per Share; and (ii) the interest rate of ETCN and EICN will be reduced from 1% per annum to zero. Save as amended pursuant to the Deeds of Amendment, all other terms of ETCN and EICN shall remain unchanged and valid.

Furthermore, the Company and each of the note holders of ETCN and EICN entered into a supplemental deed to amend certain terms of the Deeds of Amendment on 16 September 2014.

Assuming the conversion rights attaching to ETCN and EICN are exercised in full at the conversion price of HK\$0.35, pursuant to ETCN and EICN, 172,102,729 conversion shares will be issued by the Company upon exercise of the conversion rights attaching to ETCN and EICN in full.

On 25 September 2014, an ordinary resolution regarding the proposed Amendment of Terms and the Deeds of Amendment and the transactions contemplated thereunder was proposed to the Company's extraordinary general meeting held on 15 October 2014 for independent shareholders' approval by way of poll.

On 15 October 2014, the resolution in relation to the proposed amendment to the terms and conditions of ETCN and EICN was duly passed by the independent shareholders by way of poll at the Company's extraordinary general meeting.

於二零一四年一月一日，永樂國際可換股票據的未償還本金總額為58,235,956港元。倘所附轉換權獲悉數行使，將要發行及配發本公司116,471,912股新股份。

於二零一四年八月十五日(交易時段後)，本公司與永樂科技可換股票據及永樂國際可換股票據票據持有人訂立修訂契據，據此，本公司及永樂科技可換股票據及永樂國際可換股票據票據持有人同意就永樂科技可換股票據及永樂國際可換股票據若干條款及條件進行修訂。根據修訂契據，(i)永樂科技可換股票據及永樂國際可換股票據換股價將由每股0.50港元降至每股0.35港元；及(ii)永樂科技可換股票據及永樂國際可換股票據利率由每年1%降至零。除根據修訂契據所作之修訂以外，永樂科技可換股票據及永樂國際可換股票據所有其他條款均維持不變及有效。

此外，本公司及永樂科技可換股票據及永樂國際可換股票據各票據持有人於二零一四年九月十六日訂立補充契據，以就修訂契據若干條款進行修訂。

根據永樂科技可換股票據及永樂國際可換股票據，假設永樂科技可換股票據及永樂國際可換股票據所附轉換權以0.35港元換股價獲悉數行使，本公司將於永樂科技可換股票據及永樂國際可換股票據所附轉換權獲悉數行使後發行172,102,729股換股股份。

於二零一四年九月二十五日，有關擬定條款修訂及修訂契據以及據此擬進行之交易之普通決議案呈交於二零一四年十月十五日召開之本公司股東特別大會，以透過投票方式獲得獨立股東批准。

於二零一四年十月十五日，建議修訂永樂科技可換股票據及永樂國際可換股票據之條款及條件相關之決議案已獲獨立股東於本公司股東特別大會上以投票表決方式正式通過。

On 27 October 2014, the Stock Exchange granted its approval for the Amendment of Terms and the listing of the conversion shares to be issued as a result of the exercise of the conversion rights attaching to ETCN and EICN as amended by the Deeds of Amendment and therefore all the conditions precedent for the Amendment of Terms under the Deeds of Amendment have been fulfilled and the Amendment of Terms has become effective on 27 October 2014.

On 30 October 2014, the conversion rights attaching to ETCN in the principal amount of HK\$2,000,000 have been exercised and hence 5,714,285 shares have been issued. Hence ETCN were fully converted as at 31 December 2014.

On 30 October 2014, the conversion rights attaching to EICN in the principal amount of HK\$35,000,000 have been exercised and hence 99,999,999 shares have been issued. On 16 December 2014, the conversion rights attaching to EICN in the principal amount of HK\$13,235,956 have been exercised and hence 37,817,017 shares have been issued.

As at 31 December 2014, the aggregate outstanding principal amount of EICN was HK\$10,000,000. The exercise in full of the vested conversion rights would result in the issue and allotment of 28,571,428 new shares of the Company.

Convertible Notes 2014

On 29 November 2013, the Company entered into a subscription agreement with a subscriber pursuant to which the Company has agreed to issue, and the subscriber has agreed to subscribe for the convertible notes ("CN2014-1") with an aggregate principal amount of HK\$6,000,000 maturing in 12 months from the date of issue at 1% annual coupon rate, which may be converted into 60,000,000 shares at the conversion price of HK\$0.10 per share (subject to adjustment). The subscription consideration of HK\$6,000,000 was setoff in full against the equivalent amount of indebtedness owing by the Company to the subscriber. On the same day, the Company also entered into another subscription agreement with another subscriber

於二零一四年十月二十七日，聯交所已批准修訂條款及由於行使永樂科技可換股票據及永樂國際可換股票據所附轉換權（經修訂契據修訂）而將予發行之換股股份上市，因此，修訂契據項下之修訂條款的所有先決條件均告達成並且修訂條款已於二零一四年十月二十七日生效。

於二零一四年十月三十日，本金額為2,000,000港元之永樂科技可換股票據所附轉換權獲行使，因此，5,714,285股股份已發行。故永樂科技可換股票據已於二零一四年十二月三十一日獲悉數轉換。

於二零一四年十月三十日，本金額為35,000,000港元之永樂國際可換股票據所附轉換權獲行使，因此，99,999,999股股份已發行。於二零一四年十二月十六日，本金額為13,235,956港元之永樂國際可換股票據所附轉換權獲行使，因此，37,817,017股股份已發行。

於二零一四年十二月三十一日，永樂國際可換股票據的未償還本金總額為10,000,000港元。倘所附轉換權獲悉數行使，將要發行及配發本公司28,571,428股新股份。

二零一四年可換股票據

於二零一三年十一月二十九日，本公司與一名認購人訂立一份認購協議，據此，本公司已同意發行及認購人已同意認購本金總額為6,000,000港元，自發行日期起12個月到期，按年利率1%計息，可按每股0.10港元之換股價（可予調整）兌換為60,000,000股股份之可換股票據（「2014-1可換股票據」）。認購代價6,000,000港元已悉數以本公司欠認購人之債項之等值數額抵銷。於同日，本公司亦與另一名認購人訂立另一份認購協議，據此，本公司已同意發行及認購人已同意認購本金總額為5,000,000港元，自發行日期起12個月到期，按年利率1%計息，可按每股0.10港元之換股價（可予調整）兌換為50,000,000股

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pursuant to which the Company has agreed to issue, and the subscriber has agreed to subscribe for the convertible notes (“CN2014-2”) with an aggregate principal amount of HK\$5,000,000 maturing in 12 months from the date of issue at 1% annual coupon rate, which may be converted into 50,000,000 shares at the conversion price of HK\$0.10 per share (subject to adjustment). The subscription consideration of HK\$5,000,000 was setoff in full against the equivalent amount of indebtedness owing by the Company to the subscriber.

Furthermore, on 10 December 2013, the Company entered into a subscription agreement with a subscriber pursuant to which the Company has agreed to issue, and the subscriber has agreed to subscribe for the convertible notes (“CN2014-3”) with an aggregate principal amount of HK\$10,000,000 maturing in 12 months from the date of issue at 1% annual coupon rate, which may be converted into 100,000,000 shares at the conversion price of HK\$0.10 per share (subject to adjustment). The subscription consideration of HK\$10,000,000 was setoff in full against the equivalent amount of indebtedness owing by the Company to the subscriber. On the same day, the Company also entered into another subscription agreement with another subscriber pursuant to which the Company has agreed to issue, and the subscriber has agreed to subscribe for the convertible notes (“CN2014-4”) with an aggregate principal amount of HK\$4,234,400 maturing in 12 months from the date of issue at 1% annual coupon rate, which may be converted into 42,344,000 shares at the conversion price of HK\$0.10 per share (subject to adjustment). The subscription consideration of HK\$4,234,400 was setoff in full against the equivalent amount of indebtedness owing by the Company to the subscriber.

On 19 December 2013, the conversion rights attaching to CN2014-3 and CN2014-4 have been exercised in full and hence 142,344,000 shares have been issued.

As at 1 January 2014, the aggregate outstanding principal amount of the CN2014-1 and CN2014-2 was HK\$11,000,000. The exercise in full of the vested conversion rights would result in the issue and allotment of 110,000,000 new shares of the Company.

股份之可換股票據(「2014-2可換股票據」)。認購代價5,000,000港元已悉數以本公司欠認購人之債項之等值數額抵銷。

此外，於二零一三年十二月十日，本公司與一名認購人訂立一份認購協議，據此，本公司已同意發行及認購人已同意認購本金總額為10,000,000港元，自發行日期起12個月到期，按年利率1%計息，可按每股0.10港元之換股價(可予調整)兌換為100,000,000股股份之可換股票據(「2014-3可換股票據」)。認購代價10,000,000港元已悉數以本公司欠認購人之債項之等值數額抵銷。於同日，本公司亦與另一名認購人訂立另一份認購協議，據此，本公司已同意發行及認購人已同意認購本金總額為4,234,400港元，自發行日期起12個月到期，按年利率1%計息，可按每股0.10港元之換股價(可予調整)兌換為42,344,000股股份之可換股票據(「2014-4可換股票據」)。認購代價4,234,000港元已悉數以本公司欠認購人之債項之等值數額抵銷。

於二零一三年十二月十九日，2014-3可換股票據及2014-4可換股票據所附轉換權獲悉數行使，因此，142,344,000股股份已獲發行。

於二零一四年一月一日，2014-1可換股票據及2014-2可換股票據之未償還本金總額為11,000,000港元。倘所附轉換權獲悉數行使，將要發行及配發本公司110,000,000股新股份。

On 20 June 2014, the conversion rights attaching to CN2014-1 and CN2014-2 with the principal amount of HK\$11,000,000 have been exercised in full and hence 110,000,000 shares have been issued. Hence, Convertible Notes 2014 were fully converted as at 31 December 2014.

Convertible Notes 2016A

On 27 June 2014 (after trading hours), the Company entered into the Subscription Agreement with Mr. Yang Dong Jun (“Mr. Yang”), pursuant to which the Company has agreed to issue, and Mr. Yang has agreed to subscribe for, the Convertible Notes 2016A with an aggregate principal amount of HK\$40,775,000, which may be converted into 285,139,860 conversion shares at the conversion price of HK\$0.143 per conversion share (subject to adjustment). The subscription consideration of HK\$40,775,000 was setoff in full against the equivalent amount of indebtedness owing by the Company to Mr. Yang.

The Convertible Notes 2016A, which are mature after 24 months of the issue date, shall carry interest at the rate of 1% per annum payable in arrears yearly on the 31st day of December each year or, if earlier, upon full conversion of the Convertible Notes 2016A. The Conversion Shares, upon issue, shall rank pari passu in all respects with the shares then in issue. Completion of the issue of the Convertible Notes 2016A in the aggregate principal amount of HK\$40,775,000 took place on 8 July 2014.

On 25 July 2014, the conversion rights attaching to the Convertible Notes 2016A in the principal amount of HK\$10,725,000 have been exercised and hence 75,000,000 shares have been issued. On 18 August 2014, the conversion rights attaching to the Convertible Notes 2016A in the principal amount of HK\$5,005,000 have been exercised and hence 35,000,000 shares have been issued.

On 16 December 2014, the conversion rights attaching to the Convertible Notes 2016A in the principal amount of HK\$25,045,000 have been exercised and hence 175,139,860 shares have been issued. Hence convertible notes 2016A were fully converted as at 31 December 2014.

於二零一四年六月二十日，本金額為11,000,000港元的2014-1可換股票據及2014-2可換股票據附帶之兌換權已獲悉數行使，因此，110,000,000股股份均已發行。因此，於二零一四年十二月三十一日，二零一四年可換股票據已悉數轉換。

二零一六年可換股票據A

於二零一四年六月二十七日(交易時段後)，本公司與楊東軍先生(「楊先生」)訂立認購協議，據此，本公司已同意發行而楊先生已同意認購本金總額為40,775,000港元之二零一六年可換股票據A，可按換股價每股換股股份0.143港元(可予調整)兌換為285,139,860股換股股份。認購代價40,775,000港元已悉數以本公司欠楊先生之債項之等值數額抵銷。

二零一六年可換股票據A於發行日期起計24個月到期，按年利率1%計息，須於每年十二月三十一日或(倘若較早者)於悉數兌換二零一六年可換股票據A後按年作期末支付。換股股份經發行後，在各方面將與當時之已發行股份享有同等地位。已於二零一四年七月八日完成發行本金總額為40,775,000港元之二零一六年可換股票據A。

於二零一四年七月二十五日，本金額為10,725,000港元之二零一六年可換股票據A所附轉換權已獲行使，因此，75,000,000股股份已獲發行。於二零一四年八月十八日，本金額為5,005,000港元之二零一六年可換股票據A所附轉換權已獲行使，因此，35,000,000股股份已獲發行。

於二零一四年十二月十六日，本金額為25,045,000港元之二零一六年可換股票據A所附轉換權已獲行使，因此，175,139,860股股份已獲發行。故於二零一四年十二月三十一日，二零一六年可換股票據A已獲悉數轉換。

Management Discussion and Analysis

管理層論述及分析

Foreign exchange exposure

Most of the Group's assets, liabilities and transactions were denominated in Hong Kong dollars and Renminbi. Although the exchange rate between Hong Kong dollars and Renminbi has been moderately changing, it remains relatively stable. As the expenditure in PRC was covered by the sales in PRC, the management considers that the Group has no significant foreign exchange exposures. Foreign exchange risk arising from the normal course of operations is considered as minimal. As at 31 December 2014, the Group has no foreign currency borrowings and has not used any financial instrument for hedging the foreign exchange risk.

Significant investments and material acquisition

On 17 November 2014, the Company entered into a strategic cooperation agreement ("Strategic Cooperation Agreement") with Beijing Beizhong Asset Management Company Limited (北京北中資產管理有限公司) ("Beijing Beizhong") in relation to the transfer of 49% of the right of income of the Distance Education College of the Beijing University of Chinese Medicine (北京中醫藥大學遠程教育學院) from the Beijing University of Chinese Medicine (北京中醫藥大學) to the Company and other cooperation projects (the "Cooperation").

On 12 February 2015, the Company and Beijing Beizhong agreed in writing to extend the time for taking practical actions in respect of the Cooperation under the Strategic Cooperation Agreement for another three months.

Contingent liabilities and charges on the Group's assets

There were no significant contingent liabilities or charges on the Group's assets as at 31 December 2014 (2013: Nil).

外匯風險

本集團大部份資產、負債及交易均以港元及人民幣計值。儘管港元兌人民幣之匯率正溫和變動，但仍保持相對平穩。於中國的支出由中國的銷售額支付，故管理層認為本集團並無重大外匯風險。並認為由正常運營過程所產生之外匯風險乃處於最低水平。於二零一四年十二月三十一日，本集團並無任何外幣借款且並未使用任何金融工具對沖外匯風險。

重大投資及重大收購

於二零一四年十一月十七日，本公司就北京中醫藥大學轉讓北京中醫藥大學遠程教育學院49%收益權予本公司及其他合作項目（「合作」）與北京北中資產管理有限公司（「北京北中」）簽署戰略合作協議（「戰略合作協議」）。

於二零一五年二月十二日，本公司與北京北中書面同意延長戰略合作協議合作事宜之採取實質性行動之期限三個月。

或然負債及本集團之資產抵押

於二零一四年十二月三十一日，本集團並無重大或然負債或資產抵押（二零一三年：無）。

OPERATIONAL OVERVIEW

The Group is principally engaged in the provision of an internet platform for the facilitation of education program in Chinese medicine and other advisory and training programs.

On 1 July 2010, the Joint Construction of Network Education College of Beijing University of Chinese Medicine Agreement (共建北京中醫藥大學網路教育學院協議書) (“Joint Construction Agreement”) entered into between Beijing University of Chinese Medicine (北京中醫藥大學) and Hunan IIN Medical Network Technology Development Co., Ltd. (“Hunan IIN Medical”), a subsidiary of IIN Medical (BVI), was successfully renewed. In accordance with the Joint Construction Agreement, Hunan IIN Medical's entitlement to share 60% of the profits of Distance Education College of Beijing University of Chinese Medicine (北京中醫藥大學遠程教育學院) (“Distance Education College”) is reduced to 51% profit-sharing percentage during the year 2010 while all other terms and conditions thereunder are not less favourable than those under the Joint Construction Agreement. This e-learning business remained the core business of the Group in 2014.

In an attempt to expand its income stream and diversify its business spectrum, the Company has acquired the entire share capital of Everjoy Technology Development Corporation and Everjoy International Media Corporation (“Everjoy”) in 2012. The completion of this acquisition was done in December 2012, however it did not make significant contribution to the performance in 2012. The businesses of Everjoy started to record revenue in the second quarter of 2013 and the performance of Everjoy was unsatisfactory to the Group. The profit made by Everjoy during the first six months in the year 2013 was far below the expectation of the Board of the Company. It is also expected that the profit of Everjoy will not be greatly improved unless substantial resources are allocated thereto.

營運回顧

本集團主要業務是為中醫藥教育項目及其他諮詢及培訓項目提供網絡輔助平台。

於二零一零年七月一日，北京中醫藥大學與湖南國訊醫藥網絡科技開發有限公司(「湖南國訊醫藥」，國訊醫藥(BVI)之附屬公司)訂立之「共建北京中醫藥大學網路教育學院協議書」(「共建協議」)已順利重續。於二零一零年，根據共建協議，湖南國訊醫藥有權分得北京中醫藥大學遠程教育學院(「遠程教育學院」)60%溢利之分成比例降至51%，而其下任何其他條款及條件均不遜於共建協議之條款及條件。二零一四年，網絡教育業務仍為本集團核心業務。

為擴大收入流及令業務範圍多元化，本公司於二零一二年收購永樂科技發展有限公司及永樂國際傳媒有限公司(「永樂」)之全部股本。是項收購已於二零一二年十二月完成，然而，其並未對二零一二年之表現作出重大貢獻。永樂業務於二零一三年第二季度開始錄得收益，但永樂之表現未能達致本集團期望。於二零一三年首六個月，永樂錄得的溢利遠低於本公司董事會預期。除非能獲得大量資源，否則預期永樂的溢利將不會顯著改善。

Management Discussion and Analysis

管理層論述及分析

In view of the above, it is decided to dispose of Everjoy and to devote resources to its existing business and any other potential businesses, if any. On 31 October 2013 (after trading hours), the Company entered into the an agreement with the purchaser pursuant to which the Company has agreed to sell, and the purchaser has agreed to purchase, the entire share capital of Everjoy at the consideration, which was determined based on the fair values of Everjoy assessed by the independent professional valuer jointly appointed by the parties to the agreement.

On 27 February 2014, Roma Appraisals Limited, being an independent professional valuer jointly appointed by the parties to the agreement, issued its reports on the fair values of Everjoy. Thus, the considerations for the disposal of Everjoy at RMB20,600,000 (equivalent to approximately HK\$26,368,000) was fixed. The completion of the disposal took place on 12 March 2014.

Employee Information

As at 31 December 2014, the Group had a total of 37 employees (2013: 32 employees) (including executive directors). For the year under review, the total staff costs amounted to approximately HK\$12,406,000 (2013: HK\$12,780,000), representing a decrease of approximately HK\$374,000 over the previous year.

The salaries and benefits of the Group's employees were kept at a market level and employees were rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually. Staff benefits include contribution to the mandatory provident fund and share options. Share options were granted to employees of the Group in the current year, whereby comparative details are set out in note 37 to the financial statements.

PROSPECTS

The Group's existing e-learning business will remain the core business and main cash generator in the near future. This business is expected to grow in a rather stable manner.

鑒於以上所述，本公司決定出售永樂，並將其資源投入現有業務及任何其他潛在業務(如有)。於二零一三年十月三十一日(交易時段後)，本公司與買方訂立一項協議，據此，本公司已同意出售，及買方已同意收購永樂之全部股本，代價乃根據由協議訂約方共同委聘之獨立專業估值師評估之永樂公平值釐定。

於二零一四年二月二十七日，協議訂約方共同委聘之獨立專業估值師羅馬國際評估有限公司就永樂之公平值刊發其報告。因此，釐定出售永樂之代價為人民幣20,600,000元(相當於約26,368,000港元)。是項出售於二零一四年三月十二日完成。

僱員資料

於二零一四年十二月三十一日，本集團共有37名僱員(二零一三年：32名僱員)(包括執行董事)。於回顧年內，僱員總成本約為12,406,000港元(二零一三年：12,780,000港元)，較上一年減少約374,000港元。

本集團僱員之薪酬及福利維持於市場水平，僱員在本集團每年檢討之整體薪酬及花紅制度架構下，按其工作表現獲得報酬。僱員福利包括強制性公積金供款及購股權。於本年度，本集團向僱員授出購股權，有關比較詳情載於財務報表附註37。

前景

本集團現有的網絡教育業務未來將繼續成為我們的核心業務及主要現金來源。本業務預期將穩定增長。

On 17 November 2014, the Company entered into a strategic cooperation agreement (“Strategic Cooperation Agreement”) with Beijing Beizhong Asset Management Company Limited (北京北中資產管理有限公司) (“Beijing Beizhong”) in relation to the transfer of 49% of the right of income of the Distance Education College of the Beijing University of Chinese Medicine (北京中醫藥大學遠程教育學院) from the Beijing University of Chinese Medicine (北京中醫藥大學) to the Company and other cooperation projects (the “Cooperation”).

On 12 February 2015, the Company and Beijing Beizhong agreed in writing to extend the time for taking practical actions in respect of the Cooperation under the Strategic Cooperation Agreement for another three months.

Furthermore, the Group will implement certain cost-effective measures to streamline the operation so as to enhance the profitability and value of this e-learning business. The Company will continue to look for opportunities for our existing business, particularly in developing both vertically and horizontally within the Group’s existing medical education platform, expanding further into our service network, increase the shareholders’ value and reduce business risk.

In addition, the Company will continue to look for other attractive investments in the PRC and locally in an attempt to diversify into different business areas to reduce the reliance upon existing e-learning business and strengthen the positive cash flow and earnings for the Group in the long run.

於二零一四年十一月十七日，本公司就北京中醫藥大學轉讓北京中醫藥大學遠程教育學院49%收益權予本公司及其他合作項目（「合作」）與北京北中資產管理有限公司（「北京北中」）簽署戰略合作協議（「戰略合作協議」）。

於二零一五年二月十二日，本公司與北京北中書面同意延長戰略合作協議合作事宜之採取實質性行動之期限三個月。

此外，本集團將實施若干具成本經濟效益的措施，以精簡業務流程，提高網絡教育業務的盈利能力及價值。本公司將繼續為我們現有業務尋找新的發展機會，特別是同時對本集團的現有醫療教育平台進行橫縱向開發，進一步擴張我們的服務網絡，從而提升股東價值及降低業務風險。

此外，本公司將繼續在中國及本地尋找其他具有吸引力的投資，嘗試擴展至其他業務領域以減少對現有的網絡教育業務的依賴以及提升本集團的長期正現金流量及盈利。

Biographical Details of Directors and Senior Management

董事及高級管理人員履歷

EXECUTIVE DIRECTOR

Mr. Yuan Wei (“Mr. Yuan”), aged 43, was appointed as an executive director of the Company on 19 November 2013 and further appointed as the authorised representative and compliance officer of the Company on 14 February 2014; Mr. Yuan holds an associate degree in Heilongjiang Academy of Finance and Management for Comrades (黑龍江省財貿幹部管理學院). He joined the Beijing Commercial Bank (北京市商業銀行) in 1993 and worked for 12 years. He left the position of manager at the credit department of the Beijing Commercial Bank in 2005. Mr. Yuan then engaged in the finance-related business and has gained 20 years of experience in the financial and banking sector. Mr. Yuan is mainly responsible for the strategy formulation of the Company.

Save as disclosed herein, Mr. Yuan did not hold any directorships in any listed public company in the last three years.

Mr. Yang Jilin (“Mr. Yang”), aged 23, was appointed as an executive director of the Company on 8 July 2014. Mr. Yang obtained a bachelor’s degree in industrial and systems engineering from the Hong Kong Polytechnic University in 2014. Mr. Yang does not hold any position with the Company and its subsidiaries. On 15 September 2014, Mr. Yang has been appointed as an executive director of Superb Summit International Group Limited (stock code: 1228), whose shares are listed on the Main Board of the Stock Exchange. Save as disclosed herein, Mr. Yang did not hold any directorships in any listed public company in the last three years.

執行董事

袁偉先生(「袁先生」)，43歲，於二零一三年十一月十九日獲委任為本公司執行董事以及於二零一四年二月十四日進一步獲委任為本公司授權代表及監察主任；袁先生持有黑龍江省財貿幹部管理學院大專文憑。彼於一九九三年加入北京市商業銀行，並於該銀行任職12年。彼於二零零五年辭任北京市商業銀行信貸部經理。隨後，袁先生從事金融相關業務，並在金融及銀行業方面累積了20年經驗。袁先生主要負責制訂本公司之發展策略。

除本節所披露者外，袁先生於過往三年亦無於任何上市公眾公司擔任任何董事職務。

楊季霖先生(「楊先生」)，23歲，於二零一四年七月八日獲委任為本公司執行董事。楊先生於二零一四年獲得香港理工大學之工業及系統工程學士學位。楊先生並無於本公司及其附屬公司擔當任何職位。於二零一四年九月十五日，楊先生一直獲委任為股份於聯交所主板上市奇峰國際集團有限公司(股份代號：1228)的執行董事。除本節所披露者外，楊先生於過去三年並無出任任何上市公眾公司之董事職務。

NON-EXECUTIVE DIRECTOR

Mr. Li Xiangjun (“Mr. Li”), aged 43, was appointed as a non-executive director of the Company on 7 December 2012. Mr. Li received a bachelor degree in law in the People’s Republic of China in 1996. In 2003, he obtained the certificate of graduation from the master degree program for international economic law of the University of International Business and Economics in the People’s Republic of China. Mr. Li has been engaged in the legal services industry since 1999. He is currently a practising lawyer in the People’s Republic of China and a member of the Beijing Lawyers Association. He used to be the Corporate Law Consultant or Legal Consultant for Special Affairs for large state-owned enterprises, including China FAW Group, Lenovo Group and China Life Insurance Group, and large foreign enterprises, including Asia Link Group Inc., Zhenglin Food Co., Ltd. and Dongguan Hsu Chi Foods Co. Limited. From 22 September 2008 to 11 June 2009, Mr. Li was an executive director of the Company. From 24 June 2010 to 22 October 2012, Mr. Li was an independent non-executive director of Superb Summit International Group Limited (stock code: 1228), whose shares are listed on the Main Board of the Stock Exchange. Since 11 June 2009, Mr. Li has been a director of China E-Learning (Hong Kong) Company Limited, a wholly owned subsidiary of the Company. Save as disclosed herein, Mr. Li did not hold any position with the Company and its subsidiaries and he does not hold any directorship in other listed companies nor has any other major appointment or qualification in the last three years.

非執行董事

李湘軍先生（「李先生」），43歲，於二零一二年十二月七日獲委任為本公司非執行董事。李先生於一九九六年取得中華人民共和國的法學學士學位。於二零零三年，彼取得中國人民共和國的對外經濟貿易大學之國際經濟法法律碩士課程之畢業證書。李先生自一九九九年已起已在法律服務界工作。彼現時為中華人民共和國執業律師，並為北京律師協會會員。彼曾於大型國有企業，包括中國第一汽車集團公司、聯想集團及中國人壽保險集團，以及大型外資公司，包括聯亞投資集團、正林農墾公司及東莞徐記食品公司擔任企業法律顧問或特別事務法律顧問。李先生於二零零八年九月二十二日至二零零九年六月十一日為本公司之執行董事。李先生於二零一零年六月二十四日至二零一二年十月二十二日為奇峰國際集團有限公司之獨立非執行董事（股份代號：1228），該公司之股份在聯交所主板上市。李先生自二零零九年六月十一日起為中國網絡教育（香港）有限公司之董事，中國網絡教育（香港）有限公司為本公司之全資附屬公司。除本節所披露者外，李先生並無於本公司及其附屬公司擔當任何職位，且於過去三年並無出任其他上市公司之董事職務或有其他主要委任或專業資格。

Biographical Details of Directors and Senior Management 董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Qunsheng (“Mr. Li”), aged 55, was appointed as an independent non-executive director, the chairman of the audit committee, member of the nomination committee and member of the remuneration committee of the Company on 7 February 2014. Mr. Li was graduated from Dongbei University of Finance and Economics in China in 1982 and is currently a certified public accountant in China. From 1982 to 1993, Mr. Li served in the Ministry of Finance, Investment Department of the National Audit Office and the China Audit Administration. In 1993, he served as vice president of BOT investment & Development Corporation and was in charge of the financial affairs of the company as well as the management of its subsidiaries. He was also involved in planning the investments into high-grade highways and M&A activities. Mr. Li left office in 1997, and then joined Golden Sino (China Infrastructure) Development Holdings Limited as general manager, responsible for project planning, negotiations, project construction management, capital operation etc. In 1999, Mr. Li joined Shenzhen Xiansheng Technology Development Co., Ltd. as chief executive officer, responsible for daily operation and management of the company and capital operation of the company. Mr. Li joined Ever Crown International (HK) Limited in 2002 upon its invitation and served as chief executive officer. After that, Mr. Li joined Guangzhou Huan Long Expressway Co., Ltd. in 2009 as managing director, and has been responsible for managing the Guangzhou City Nansha Port Expressway project since then.

On 21 February 2014, Mr. Li has been appointed as an independent non-executive director of Superb Summit International Group Limited (stock code: 1228), whose shares are listed on the Main Board of the Stock Exchange.

Save as disclosed herein, Mr. Li did not hold any position with the Company or any of its subsidiaries nor did he hold any directorship or any other major appointment or qualification in other listed companies in the last three years.

獨立非執行董事

李群盛先生(「李先生」)，55歲，於二零一四年二月七日獲委任為本公司之獨立非執行董事、審核委員會主席、提名委員會成員及薪酬委員會成員。李先生一九八二年畢業於中國東北財經大學，現為中國註冊會計師。從一九八二年至一九九三年，李先生曾工作於中國財政部、審計署投資司及中國審計事務所，並於一九九三年出任北京博拓投資開發公司副總裁，主管財務工作和附屬公司管理工作，並參與策劃投資高等級公路和企業收購兼併工作。李先生於一九九七年離任，並於同年出任華財(中國基建)發展集團有限公司總經理，負責項目策劃、談判、工程施工管理、資金運作等工作。於一九九九年，李先生加入深圳先聲科技發展有限公司，出任執行總裁，負責公司日常經營管理工作及公司資本運作。李先生於二零零二年接受香港永冠國際有限公司之邀請，出任執行總裁。其後，李先生於二零零九年出任廣州環龍高速公路有限公司董事總經理，負責經營管理廣州南沙港快速路項目，並一直工作至今。

於二零一四年二月二十一日，李先生一直獲委任為奇峰國際集團有限公司(股份代號：1228)之獨立非執行董事，該公司之股份在聯交所主板上市。

除本節所披露者外，李先生並無在本公司或其任何附屬公司擔任任何職位，並且在過往三年亦無在其他上市公司擔任任何董事職務或有任何其他重要委任或資格。

Dr. Huang Chung Hsing (“Dr. Huang”), aged 61, was appointed as an independent non-executive director and a member of audit committee of the Company on 14 August 2008. Dr. Huang holds a Ph.D. degree in Management Science and Information Systems from the University of Texas at Austin, U.S.A. and a Bachelor’s degree of Science in Electrical Engineering from National Taiwan University. Dr. Huang is the Associate Dean of College of Management, National Taiwan University. He is also the chairman of the Committee of Service Management of Chinese Management Association in Taiwan and the associate researcher of Health Management Center of National Taiwan University Hospital in Taiwan. He has previously held senior positions in various universities and banks such as Beijing University in China and Bank of SinoPac. Dr. Huang has extensive experience in service operation management, business decision making and management of innovation.

Save as disclosed above, Dr. Huang did not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any public listed company in the last three years.

Ms. Li Ya Ru Nancy (“Ms. Li”), aged 51, was appointed as an independent non-executive director, member of the audit committee and member of the remuneration committee of the Company on 19 November 2013. Ms. Li received her Bachelor of Art and Bachelor of Finance in China. She started her first job in Fuji Xerox Co. Ltd in Sydney in 1986 and assigned as the branch manager of National Australia Bank in Taiwan in 1994. Later in 2001, Ms. Li joined as director of Private Wealth Management of Deutsche Bank in Sydney and assigned to Hong Kong as director of Investment Banking Division of Deutsche Bank AG in 2008. Ms. Li left Deutsche Bank AG in 2010 and joined Nomura Securities, Investment Banking Division as executive director. Ms. Li has been the director of Credit Suisse, Hong Kong and China in the last 12 months. Ms. Li has over 15 years experience in corporate finance and IPO with excellent relationship with senior government officials in China, Australia, Taiwan, Cambodia and Burma.

Save as disclosed above, Ms. Li did not hold any other position in the Company or any of its subsidiaries nor did she hold any directorship in any public listed company in the last three years.

黃崇興博士 (「黃博士」)，61歲，於二零零八年八月十四日獲委任為本公司獨立非執行董事兼審核委員會成員。黃博士持有美國奧斯汀德州大學商學院企業管理博士學位及國立台灣大學電子工程科學學士學位。黃博士為國立台灣大學管理學院副院長。彼亦為台灣之中華民國管理科學學會的服務管理委員會會長及台灣之國立台灣大學醫學院附設醫院健康管理中心副研究員。彼曾經在多間大學和銀行擔任高級職位，例如中國北京大學及永豐銀行。黃博士於服務營運管理、商業決策及創意管理擁有豐富經驗。

除上文所披露者外，黃博士並無於本公司或其任何附屬公司擔任任何其他職位，於過往三年亦無於任何公眾上市公司擔任任何董事職務。

李雅茹女士 (「李女士」)，51歲，於二零一三年十一月十九日獲委任為本公司之獨立非執行董事、審核委員會成員及薪酬委員會成員。李女士曾於中國獲得金融學與文學學士學位。彼於一九八六年在富士施樂股份有限公司開始其首份工作及於一九九四年獲任命為National Australia Bank台灣分行經理。其後於二零零一年，李女士於悉尼加入德意志銀行，擔任私人財富管理業務總監，並於二零零八年獲委派至香港，擔任德意志銀行投資銀行部門總監。於二零一零年，李女士從德意志銀行離職，並加入野村證券投資銀行部門，擔任執行董事。最近一年，李女士曾任瑞士信貸駐香港及中國之總監。李女士於企業融資及首次公開發售方面擁有逾15年經驗，並與中國、澳洲、台灣、柬埔寨及緬甸之高層政府官員保持良好關係。

除上文所披露者外，李女士並無在本公司或其任何附屬公司擔任任何其他職位，並且在過往三年亦無於任何公眾上市公司擔任任何董事職務。

Report of the Directors

董事會報告

The board (the “Board”) of directors (the “Directors”) of China E-Learning Group Limited (the “Company”) presents herewith the annual report together with the audited consolidated financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company’s subsidiaries are set out in note 20 to the consolidated financial statements.

RESULTS AND DIVIDEND

The Group’s results for the year ended 31 December 2014 and the state of affairs of the Company and of the Group as at that date are set out in the consolidated financial statements on pages 47 to 156.

The Directors do not recommend payment of any final dividend in respect of the reporting year (2013: Nil).

SUMMARY FINANCIAL INFORMATION

The following is a summary of the audited consolidated results of the Group for each of the five years ended 31 December 2014 prepared on the basis set out in the note below:

中國網絡教育集團有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此提呈本公司及其附屬公司(「本集團」)截至二零一四年十二月三十一日止年度之年度報告及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股，本公司附屬公司之主要業務詳情載於綜合財務報表附註20。

業績及股息

本集團截至二零一四年十二月三十一日止年度之業績及本公司與本集團於該日之財務狀況載於第47至156頁之綜合財務報表。

董事不建議就報告年度派付任何末期股息(二零一三年：零)。

財務資料概要

以下為按下文附註所載基準編製之本集團截至二零一四年十二月三十一日止五個年度各年經審核綜合業績概要：

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	
Revenue from continuing operations	來自持續經營業務之收入	47,474	47,066	41,783	40,140	38,575
Loss before tax from continuing operations	來自持續經營業務之除稅前虧損	47,417	22,551	15,213	32,266	52,079
Loss from discontinued operations	來自已終止經營業務之虧損	-	63,531	-	-	-
Loss after tax	除稅後虧損	47,417	86,082	15,213	32,266	52,079
Total assets	資產總值	366,888	134,883	172,201	123,788	111,400
Total liabilities	負債總額	54,001	228,731	195,040	138,502	163,282

PROPERTY, PLANT AND EQUIPMENT

Movements of property, plant and equipment are set out in note 19 to the consolidated financial statements.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share options during the year are set out in notes 27 and 37 to the consolidated financial statements respectively.

CONVERTIBLE NOTES

Details of movements in the Company's convertible notes during the year are set out in note 30 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on page 53 and note 28 to the consolidated financial statement respectively.

物業、廠房及設備

物業、廠房及設備之變動載於綜合財務報表附註19。

附屬公司

本公司附屬公司之詳情載於綜合財務報表附註20。

股本及購股權

年內，本公司股本及購股權之詳情分別載於綜合財務報表附註27及37。

可換股票據

年內，本公司可換股票據之變動詳情載於綜合財務報表附註30。

儲備

年內，本集團及本公司儲備之變動詳情分別載於第53頁之綜合權益變動表及綜合財務報表附註28。

Report of the Directors

董事會報告

DISTRIBUTABLE RESERVES

As at 31 December 2014, the Company did not have any reserve available for cash distribution (2013: Nil). In accordance with the laws of the Cayman Islands and the Company's Articles of Association, the Company's share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debt as they fall due in the ordinary course of business. The share premium may also be distributed in the form of fully paid bonus shares.

PRE-EMPTIVE RIGHTS

There are no provisions of pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands which oblige the Company to offer new shares on a pro rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2014.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

On 22 January 2015, the Company repurchased on the Stock Exchange a total of 21,872,000 shares at a total consideration of approximately HKD10,540,000. On 23 January 2015, the Company repurchased on the Stock Exchange a total of 17,568,000 shares at a total consideration of approximately HKD8,811,000. A total of 39,440,000 shares have been cancelled on 9 February 2015.

可供分派儲備

於二零一四年十二月三十一日，本公司並無任何可作現金分派之儲備(二零一三年：零)。根據開曼群島法例及本公司組織章程細則，倘於緊隨擬分派股息當日後，本公司有能力償還在日常業務中到期之債務，則本公司可向本公司股東分派股份溢價賬。股份溢價亦可以繳足紅股之方式分派。

優先認購權

本公司組織章程細則或開曼群島法例並無有關優先認購權之條文，規定本公司須按比例向現有股東發售新股份。

足夠公眾持股量

於截至二零一四年十二月三十一日止整個年度內，本公司一直維持足夠之公眾持股量。

購買、贖回或出售本公司之上市證券

本公司及其任何附屬公司於回顧年內概無購買、贖回或出售本公司任何上市證券。

於二零一五年一月二十二日，本公司以總代價約10,540,000港元於聯交所購回合共21,872,000股股份。於二零一五年一月二十三日，本公司以總代價約8,811,000港元於聯交所購回合共17,568,000股股份。合共39,440,000股股份已於二零一五年二月九日註銷。

MANAGEMENT CONTRACT

The Group and the Company did not have any management services contract for the years ended 31 December 2014 and 2013.

CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to HK\$251,000 (2013: HK\$251,000).

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

		2014 二零一四年	2013 二零一三年
Revenue	收入		
– the largest customer	– 最大客戶	n/a 不適用	n/a 不適用
– five largest customer	– 五大客戶	n/a 不適用	n/a 不適用
Cost of goods sold and services provided	銷售貨品 及提供服務之成本		
– the largest services provider	– 最大服務供應商	20%	21%
– five largest services providers	– 五大服務供應商	40%	49%

Students are our major customers. It is therefore not applicable to provide the largest and the five largest customers' percentages on our revenue income.

None of the Directors, their associates or shareholders (which to the knowledge of the Directors own more than 5% of the Company's share capital) had an interest in the major customers or service providers noted above.

管理合約

截至二零一四年及二零一三年十二月三十一日止年度，本集團及本公司概無簽訂任何管理服務合約。

慈善捐款

年內，本集團之慈善捐款為251,000港元(二零一三年：251,000港元)。

主要客戶及供應商

本集團之主要客戶及供應商於年內所佔銷售及採購百分比如下：

學生為我們的主要客戶，因此不適用於提供最大及五大客戶於本集團收入所佔百分比。

各董事、彼等之聯繫人士或股東(據董事所知持有本公司5%以上之股本)概無於上述主要客戶或服務供應商中擁有任何權益。

Report of the Directors

董事會報告

DIRECTORS

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

Executive Directors

Mr. Chen Hong (resigned on 14 February 2014)

Mr. Yuan Wai

Mr. Yang Jilin (appointed on 8 July 2014)

Non-Executive Director

Mr. Li Xiangjun

Independent Non-Executive Directors

Mr. Cheung Wai Tak (resigned on 7 February 2014)

Mr. Li Qunsheng (appointed on 7 February 2014)

Dr. Huang Chung Hsing

Ms. Li Ya Ru Nancy

The Company has received from each of the independent non-executive directors the annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers that all independent non-executive directors are independent to the Group in accordance with the terms of the guidelines as set out in Rule 5.09 of the GEM Listing Rules.

In accordance with Article 87 of the Company's Articles of Association, Mr. Yang Jilin and Mr. Huang Chung Hsing will retire at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

Mr. Yuan Wei, the executive director, has entered into service contract with the Company for a term of three years. This service contract may be terminated by either party giving not less than three months' notice to the other party.

董事

本公司於財政年度內及直至本報告日期之董事如下：

執行董事

陳宏先生(於二零一四年二月十四日辭任)

袁偉先生

楊季霖先生(於二零一四年七月八日獲委任)

非執行董事

李湘軍先生

獨立非執行董事

張偉德先生(於二零一四年二月七日辭任)

李群盛先生(於二零一四年二月七日獲委任)

黃崇興博士

李雅茹女士

本公司已收到各獨立非執行董事按照創業板上市規則第5.09條就其獨立性而提交之年度確認函，並認為根據創業板上市規則第5.09條所載指引內之條款，全體獨立非執行董事均獨立於本集團。

根據本公司組織章程細則第87條，楊季霖先生及黃崇興先生將於本公司應屆股東週年大會上退任，並符合資格及願意膺選連任。

董事服務合約

執行董事袁偉先生已與本公司訂立服務合約，年期為三年。該服務合約可由其中一方向對方給予不少於三個月通知而終止。

Mr. Yang Jilin, the executive director, has entered into service contract with the Company for a term of three years. This contract may be terminated by either parties giving not less than three month's notice to the other party.

Mr. Li Xiangjun, the non-executive director has entered into service contract with the Company for a term of three years. This service contracts may be terminated by either parties giving not less than three months' notice to the other party.

Mr. Li Qunsheng, the independent non-executive director, has entered into service contract with the Company for a term of two years. This service contract may be terminated by either parties giving not less than three months' notice to the other party.

Mr. Huang Chung Hsing, the independent non-executive director, has entered into service contract with the Company for a term of two years. This service contract may be terminated by either parties giving not less than three months' notice to the other party.

Ms. Li Ya Ru Nancy, the independent non-executive director, has not been appointed for a fixed term of service.

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

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' REMUNERATION AND THE FIVE HIGHEST PAID EMPLOYEES

Details of the remuneration of the Directors and the five highest paid employees in the Group are set out in note 12 to the consolidated financial statements.

執行董事楊季霖先生已與本公司訂立服務合約，年期為三年。該合約可由其中一方向對方給予不少於三個月通知而終止。

非執行董事李湘軍先生已與本公司訂立服務合約，年期為三年。該服務合約可由其中一方向對方給予不少於三個月通知而終止。

獨立非執行董事李群盛先生已與本公司訂立服務合約，年期為兩年。該等服務合約可由其中一方向對方給予不少於三個月通知而終止。

獨立非執行董事黃崇興先生已與本公司訂立服務合約，年期為兩年。該服務合約可由其中一方向對方給予不少於三個月通知而終止。

獨立非執行董事李雅茹女士之委任並無固定服務期限。

在應屆股東週年大會上建議膺選連任之董事，概無與本公司訂立本公司於一年內不付賠償(法定賠償除外)則不得終止之服務合約。

董事之合約權益

本公司或其任何附屬公司概無訂立董事直接或間接於其中擁有重大權益，且於本年度完結時或年內任何時間有效之重大合約。

董事酬金及五名最高薪僱員

董事酬金及本集團五名最高薪僱員之詳情，載於綜合財務報表附註12。

Report of the Directors

董事會報告

REMUNERATION POLICY

The Group remunerates its employees, including its Directors, based on their performance, experience and prevailing market rate. Other employee benefits include insurance and medical cover as well as share option scheme. Details of share option scheme are set out in note 37 to the consolidated financial statements.

The determination of remuneration of the Directors of the Company had taken into consideration of their expertise and job specifications.

SHARE OPTIONS SCHEME

A new share option scheme was approved and adopted in the Annual General Meeting of the Company on 23 May 2011. On 10 July 2014, the Company granted 165,000,000 share options (the "Options") to individuals (the "Grantees") under the Company's share option scheme adopted on 23 May 2011. Details of share option scheme are set out in note 37 to the consolidated financial statements.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHARE OPTIONS

As at 31 December 2014, the interests and short positions of the Directors or chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred therein; or (c) pursuant to Rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

薪酬政策

本集團根據僱員(包括其董事)之工作表現、經驗及現行市場水平向彼等提供報酬。其他僱員福利包括保險和醫療保障及購股權計劃。購股權計劃之詳情載於綜合財務報表附註37。

決定本公司董事之薪酬時，已考慮彼等之專業知識及詳細職務要求。

購股權計劃

本公司於二零一一年五月二十三日舉行之股東週年大會上批准及採納一項新購股權計劃。於二零一四年七月十日，本公司根據於二零一一年五月二十三日採納之本公司購股權計劃，向若干個別人士(「承授人」)授出165,000,000份購股權(「購股權」)。購股權計劃之詳情載於綜合財務報表附註37。

董事及主要行政人員於股份及購股權之權益

於二零一四年十二月三十一日，本公司董事或主要行政人員於本公司及其相關法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中持有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉；或(b)根據證券及期貨條例第352條規定須記錄於根據該條例所置存之登記冊之權益及淡倉；或(c)根據創業板上市規則第5.46條須知會本公司及聯交所之權益及淡倉如下：

Long positions

好倉

Name of Directors and Chief Executive 董事及主要行政人員姓名	Capacity 身份	Number of shares or underlying shares held 所持股份或相關股份數目			Total 總計	Percentage of issued share capital 佔已發行 股本百分比
		Ordinary shares 普通股	Share options 購股權			
Yuan Wei (Director) 袁偉 (董事)	Beneficial owner 實益擁有人	20,000,000	–		20,000,000	0.62%
Wang Hui (Chief Executive Officer) 王慧 (行政總裁)	Beneficial owner 實益擁有人	–	6,377,306		6,377,306	0.20%
Li Xiangjun (Director) 李湘軍 (董事)	Beneficial owner 實益擁有人	313,590	6,712,954		7,026,544	0.22%

Note: Mr. Chen Hong was an executive director until his resignation effect from 14 February 2014 as disclosed in the announcement of the Company dated 14 February 2014.

附註：誠如本公司日期為二零一四年二月十四日的公告所披露，陳宏先生直至二零一四年二月十四日辭任前為執行董事。

Save as disclosed above, as at 31 December 2014, none of the other Directors or chief executive of the Company had any interest or short position in shares, debentures or underlying shares of the Company and its associated corporations which was required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred therein; or (c) pursuant to Rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零一四年十二月三十一日，概無本公司董事或主要行政人員於本公司及其相關法團之股份、債權證或相關股份中持有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉；或(b)根據證券及期貨條例第352條須記錄於根據該條例所置存之登記冊之權益或淡倉；或(c)根據創業板上市規則第5.46條須知會本公司及聯交所之權益或淡倉。

Report of the Directors

董事會報告

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the headings “Directors’ and chief executive’s interests in shares and share options” above and “Share option scheme” in note 37, at no time during the year was the Group, or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in the Group or any other body corporate.

INTERESTS DISCLOSABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS

As at 31 December 2014, so far as known to any Directors or chief executive of the Company, the following persons (other than the Directors and chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

購買股份或債券之安排

除上文「董事及主要行政人員於股份及購股權之權益」以及附註37「購股權計劃」所披露者外，本集團或其任何附屬公司於年內概無成為任何安排的一方，致使本公司董事可藉收購本集團或任何其他法人團體的股份而取得利益。

根據證券及期貨條例須予披露之權益及主要股東

於二零一四年十二月三十一日，據本公司董事或主要行政人員所知，以下人士（本公司董事或主要行政人員除外）持有根據證券及期貨條例第XV部第2及3分部須予披露及須記入根據證券及期貨條例第336條置存之登記冊之本公司股份及相關股份之權益或淡倉：

Long position in shares or underlying shares of the Company

於本公司股份或相關股份之好倉

Name of shareholder 股東名稱	Capacity 身份	Number of shares or underlying shares held 所持股份或 相關股份數目	Percentage of issued share capital 佔已發行 股本百分比
Magic Stone Fund (China)	Investment manager 投資經理	211,552,000	6.58%
Yang Dong Jun (note 1, 2) 楊東軍(附註1、2)	Beneficial owner 實益擁有人	42,352,000	1.32%
	Interest of a controlled corporation 於受控法團之權益	211,552,000	6.58%
Atlantis Capital Holdings Limited	Investment manager 投資經理	180,000,000	5.60%
Liu Yang (note 3) 劉央(附註3)	Interest of a controlled corporation 於受控法團之權益	180,000,000	5.60%

Notes: 1. Mr. Yang Dong Jun owned 80.25% of Magic Stone Fund (China), a company incorporated in the Cayman Islands. Accordingly, Mr. Yang is deemed to be interested in 211,552,000 shares held by Magic Stone Fund (China).

2. Mr. Yang Dong Jun is the father of Mr. Yang Jilin, an executive director of the Company.

3. According to the disclosure of interests notice filed, Ms. Liu Yang is deemed to be in control of Atlantis Capital Holdings Limited, Ms. Liu Yang is deemed to be interested in the 180,000,000 shares of the Company.

附註：1. 楊東軍先生擁有於開曼群島註冊成立的公司 Magic Stone Fund (China)之80.25%權益。因此，楊先生被視為於 Magic Stone Fund (China) 所持之211,552,000股股份中擁有權益。

2. 楊東軍先生為本公司執行董事楊季霖先生之父親。

3. 根據披露權益通知文檔，劉央女士被視為 Atlantis Capital Holdings Limited之控股股東，因此劉央女士被視為於本公司180,000,000股股份中擁有權益。

Save as disclosed above, as at 31 December 2014, the Directors were not aware of any other persons (other than the Directors and chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO.

除上文所披露者外，於二零一四年十二月三十一日，董事並不知悉任何其他人士(本公司董事及主要行政人員除外)於本公司股份及相關股份中擁有任何根據證券及期貨條例第XV部第2及3分部條文須予披露及須記入根據證券及期貨條例第336條置存之登記冊之權益或淡倉。

Report of the Directors

董事會報告

INTEREST IN COMPETING BUSINESS

During the year under review, neither the Directors nor the substantial shareholders of the Company and their respective associates had any interest in business that competes, either directly or indirectly, with the business of the Group.

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 38 to the consolidated financial statements.

AUDITORS

During the year, Messrs. Parker Randall CF (H.K.) CPA Limited, who acted as auditor of the Company for four years, resigned and Messrs. McMillan Woods SG CPA Limited was appointed as auditor of the Company.

A resolution will be submitted to the annual general meeting to re-appoint Messrs. McMillan Woods SG CPA Limited as auditors of the Company.

On Behalf of the Board

Yuan Wei
Executive Director

Hong Kong
26 March 2015

競爭業務之權益

於回顧年度內，本公司董事或主要股東及彼等各自之聯繫人士概無擁有任何與本集團業務直接或間接競爭之業務權益。

報告期後事項

於報告期後發生之重大事項之詳情載於綜合財務報表附註38。

核數師

年內，擔任本公司核數師為期四年的任暉誼(香港)會計師事務所有限公司為已辭任，長青暉勝會計師事務所有限公司已獲委任擔任本公司核數師。

應屆股東週年大會上將提呈決議案，續聘長青暉勝會計師事務所有限公司為本公司核數師。

代表董事會

執行董事
袁偉

香港
二零一五年三月二十六日

Corporate Governance Report

企業管治報告

The Company is committed to maintaining a high standard of corporate governance and believes that good corporate governance can (i) enhance management effectiveness and efficiency; (ii) increase the transparency of the Company; (iii) enhance risk management and internal control of the Company and (iv) safeguard the interests of the shareholders and the Company as a whole.

CORPORATE GOVERNANCE CODE COMPLIANCE

Pursuant to the Corporate Governance Code (the “Code”) contained in Appendix 15 to the GEM Listing Rules of the Stock Exchange which sets out the principles of good corporate governance, the provisions of the Code (the “Code Provisions”) and the recommended best practices, the Company has applied the principles and complied with all the Code Provisions as set out in the Code during the year ended 31 December 2014, with the exception of deviation set out below.

Under Code Provision A.4.1 of the Code, non-executive directors should be appointed for a specific term, subject to re-election while all directors should be subject to retirement by rotation at least once every three years.

During the year, the non-executive director and two independent non-executive directors are appointed for a specific term of service and one independent non-executive director is not appointed for a specific term of service. Since each of the independent non-executive directors is subject to rotation and re-election at the annual general meeting in accordance with the articles of association of the Company, as such, the Company considers that sufficient measures have been taken to serve the purpose of the Code Provision A.4.1 of the Code.

DIRECTORS’ SECURITIES TRANSACTIONS

During the year under review, the Group has adopted a code of conduct regarding securities transactions in securities of the Company by directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, the Company was not aware of any non-compliance with the required standard as set out in the code of conduct regarding directors’ securities transactions throughout the year ended 31 December 2014.

本公司致力維持高水準之企業管治，且相信優質企業管治能(i)提升管理效益及效率；(ii)提高本公司之透明度；(iii)改善本公司之風險管理及內部監控；及(iv)保障股東與本公司之整體利益。

遵守企業管治守則

根據聯交所業板上市規則附錄15所載之企業管治守則(「守則」)所載之優質企業管治之原則、守則條文(「守則條文」)以及最佳建議常規，於截至二零一四年十二月三十一日止年度本公司應用及遵守守則所載之全部守則條文，惟下文所載的偏離情況除外。

根據守則之守則條文第A.4.1條，非執行董事須有特定任期及膺選連任，而所有董事至少須每三年輪值退任一次。

年內，非執行董事及兩名獨立非執行董事之委任有固定服務期限，以及一名獨立非執行董事之委任並無固定服務期限。由於按照本公司的組織章程細則，各獨立非執行董事須於股東週年大會上輪值退任及膺選連任，因此，本公司認為已採取足夠措施達致守則之守則條文第A.4.1條之目標。

董事之證券交易

於回顧年度，本集團已就董事就本公司證券進行證券交易採納一套操守守則，其條款不遜於創業板上市規則第5.48至5.67條所規定之買賣標準。經向所有董事作出特定查詢後，本公司並不知悉截至二零一四年十二月三十一日止年度內有任何不遵守董事進行證券交易之操守守則所規定標準之情況。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS AND MEETING

Board Composition

The Board of Directors currently comprises two executive directors, namely Mr. Yuan Wei and Mr. Yang Jilin, one non-executive director, namely Mr. Li Xiangjun and three independent non-executive directors, namely Mr. Li Qunsheng, Dr. Huang Chung Hsing, and Ms. Li Ya Ru Nancy. The Board is responsible for the overall management of the Group. It focuses on directing the corporate strategies and supervising the business and significant affairs of the Group while the duties of the daily operation management are delegated to the management of the Company. Biographical details of the Directors are set out on pages 18 to 21 of this annual report.

During the year under review, Mr. Chen Hong was the chairman and Ms. Wang Hui was the chief executive officer of the Company respectively and their roles are clearly segregated, with a clear division of their responsibilities complying Code Provision A.2.1 of the Code. Mr. Chen Hong was the chairman whose role is to provide leadership for the Board and provide the Group with strategic direction in consultation with the Board in a timely manner to ensure effectiveness of the Board, whereas Ms. Wang Hui, the chief executive officer, is responsible for the strategic planning of its various business units, and day-to-day management of its operation.

Mr. Chen Hong has resigned as chairman and executive director of the Company with effect from 14 February 2014 and Mr. Yang Jilin has been appointed as executive director with effect from 8 July 2014. Currently the Board of Directors comprises two executive directors and the Code Provision A.2.1 of the Code is not complied. But the Board believes that the Company already has a strong corporate governance structure in place to ensure effective oversight of management. The Board will continually review the effectiveness of the Group's corporate governance structure to assess whether any changes are necessary.

Mr. Li Xiangjun was appointed as the non-executive directors of the Company on 7 December 2012 for a period of three years subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the articles of association of the Company (the "Articles of Association") and GEM Listing Rules.

董事會及會議

董事會組成

董事會目前由兩名執行董事袁偉先生及楊季霖先生、一名非執行董事李湘軍先生以及三名獨立非執行董事李群盛先生、黃崇興博士及李雅茹女士組成。董事會負責本集團之整體管理，主要工作為訂出公司策略並且監督本集團之業務及重大事宜，而日常營運之管理職務則交由本公司管理層負責。董事詳細履歷載於本年報第18頁至第21頁。

於回顧年度，陳宏先生及王慧女士分別為本公司之主席及行政總裁，彼等之角色有清晰分工且彼等之職責遵守守則之守則條文第A.2.1條清楚區分。陳宏先生為主席，其職責為領導董事會及經與董事會磋商後及時向本集團提供策略方向指引，以確保董事會之效率，而行政總裁王慧女士則負責本集團各業務單位之策略計劃及日常業務管理。

陳宏先生自二零一四年二月十四日起辭任本公司主席及執行董事以及楊季霖先生自二零一四年七月八日起獲委任為執行董事。目前董事會包括兩名執行董事且並無遵守守則之守則條文第A.2.1條。但董事會認為本公司已擁有堅實企業管治架構以確保能有效地監管管理層。董事會將繼續檢討本集團企業管治架構之有效性，評估是否需要改變。

李湘軍先生於二零一二年十二月七日獲委任為本公司非執行董事，為期三年，惟須按照本公司的組織章程細則（「組織章程細則」）及創業板上市規則於本公司股東週年大會上輪值退任及膺選連任。

Under Code Provision A.4.1 of the Code, non-executive directors should be appointed for a specific term, subject to re-election while all directors should be subject to retirement by rotation at least once every three years.

Currently the non-executive director and two independent non-executive directors are appointed for a specific term of service and one independent non-executive director is not appointed for a specific term of service. Since each of the independent non-executive directors is subject to rotation and re-election at the annual general meeting in accordance with the articles of association of the Company, as such, the Company considers that sufficient measures have been taken to serve the purpose of the Code Provision A.4.1 of the Code.

Board and General Meetings

The Board meets regularly. During the year ended 31 December 2014, there were 38 board meetings and 4 general meetings held to discuss the overall strategy, the operation and financial performance of the Group, and to approve important matters such as the annual results, quarterly results, interim results and dividends, the Group's businesses and investments, etc. The attendance of each director at the board meetings and general meetings are set out as follows:

根據守則之守則條文第A.4.1條，非執行董事須有特定任期及膺選連任，而所有董事至少須每三年輪值退任一次。

目前，非執行董事及兩名獨立非執行董事之委任有固定服務期限，以及一名獨立非執行董事之委任並無固定服務期限。由於按照本公司的組織章程細則，各獨立非執行董事須於股東週年大會上輪值退任及膺選連任，因此，本公司認為已採取足夠措施達致守則之守則條文第A.4.1條之目標。

董事會會議及股東大會

董事會定期舉行會議。於截至二零一四年十二月三十一日止年度，本公司曾舉行38次董事會會議及4次股東大會以討論整體策略、本集團之營運及財務表現並批准如年度業績、季度業績、中期業績及股息、本集團之業務及投資等重要事項。各董事出席董事會會議及股東大會之記錄載列如下：

		Attendance of Board Meeting 董事會會議出席記錄	Attendance of General Meeting 股東大會出席記錄
Executive Director		執行董事	
Mr. Chen Hong (resigned on 14 February 2014)	陳宏先生 (於二零一四年二月十四日辭任)	2/38	0/4
Mr. Yuan Wei	袁偉先生	37/38	4/4
Mr. Yang Jilin (appointed on 8 July 2014)	楊季霖先生 (於二零一四年七月八日獲委任)	17/38	0/4
Non-Executive Director		非執行董事	
Mr. Li Xiangjun	李湘軍先生	28/38	0/4
Independent Non-Executive Directors		獨立非執行董事	
Mr. Cheung Wai Tak (resigned on 7 February 2014)	張偉德先生 (於二零一四年二月七日辭任)	0/38	0/4
Dr. Huang Chung Hsing	黃崇興博士	9/38	0/4
Ms. Li Ya Ru Nancy	李雅茹女士	1/38	0/4
Mr. Li Qunsheng (appointed on 7 February 2014)	李群盛先生 (於二零一四年二月七日獲委任)	7/38	0/4

Corporate Governance Report

企業管治報告

The company secretary is responsible to take and keep minutes of all board meetings and committee meetings. Draft minutes are normally circulated to directors for comment within a reasonable time after each meeting and the final version is open for directors' inspection.

The executive directors and senior management meet regularly to review company business matters and escalate the matters to the board meeting for further discussion if necessary. The Board and the Directors can seek independent professional advice whenever necessary at the Company's expenses. Furthermore, they can have access to the company secretary who is responsible for ensuring that the Board procedures are duly complied with and advising the Board on corporate governance and compliance matters.

In accordance to the Board's current practice and Code Provision A.1.7 of the Code, any material transaction involving a conflict of interests for a substantial shareholder or a Director will be considered and dealt with by the Board by a duly convened Board meeting. It also requires the directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

Independent Non-Executive Directors

In Compliance with Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules, the Company now has three independent non-executive directors representing half of the Board with one of them having appropriate professional qualifications or accounting or related financial management expertise. Currently it has complied with the relevant Rules. Two independent non-executive directors is appointed for a fixed term of service whereas one independent non-executive director is not appointed for a fixed term of service.

The Company has, through the nomination committee of the Board, reviewed the independence of, and received an appointment and annual confirmation of independence from, each of the independent non-executive directors, and considers all the independent non-executive directors independent in accordance with the guidelines set out in Rule 5.09 of the GEM Listing Rules.

公司秘書負責記錄及保管所有董事會會議及轄下委員會會議之會議紀錄。會議紀錄之初稿通常在各會議後一段合理時間內發送董事傳閱，供董事表達意見，而最後定稿可供董事查閱。

執行董事及高級管理人員定期會面檢討本公司業務事宜以及在有需要時將有關事宜提呈至董事會會議作進一步討論。董事會及董事可於需要時尋求獨立專業建議，費用由本公司支付。此外，董事亦可與公司秘書接洽，而公司秘書乃負責確保充分遵循董事會的程序，並就企業管治及遵守規章事宜向董事會提供意見。

根據董事會目前慣例及守則之守則條文第A.1.7條，涉及主要股東或董事之利益衝突之任何重大交易將由董事會於正式召開之董事會會議上審議及處理。有關規定要求有關董事於批准彼等或其任何聯繫人士擁有重大權益之交易時放棄投票並不計入會議法定人數。

獨立非執行董事

為符合創業板上市規則第5.05(1)及(2)條以及第5.05A條的規定，本公司目前已委任三名獨立非執行董事，佔董事會人數的一半，其中一名具備適當的專業資格或具備會計或有關財務管理專長。本公司目前已遵守相關規則。兩名獨立非執行董事之委任有固定服務期限，而另一名獨立非執行董事之委任並無固定服務期限。

本公司已透過董事會提名委員會檢討各獨立非執行董事的獨立性，並收到各獨立非執行董事就其獨立性提供之約定及年度確認書，且根據創業板上市規則第5.09條所載的指引，認為所有獨立非執行董事均屬獨立人士。

Delegation to Board Committee and Management

The Board has the overall responsibility for business development, leadership, management and control of the Group and is responsible for promoting the success of the Group by directing, supervising and monitoring the Group's affairs. It has established three committees, namely the audit committee, remuneration committee and nomination committee. All of the committees have written terms of reference in accordance with the Code. More details of these committees are set out in separate sections of this report.

The Board delegates necessary powers and authorities to the executive directors and chief executive officer ("CEO") to facilitate the efficient day to day management of the Group's business. In addition, the Board delegates to the remuneration committee authorities to determine remuneration for executive directors and members of senior management.

Continuous Professional Development

All Directors should keep abreast of their collective responsibilities as Directors and of the business and activities of the Group. Directors receive regular updates and presentations on changes and developments to the Group's business and to environments in which the Group operates, as well as their responsibilities under the relevant statutes, laws, rules and regulations to ensure compliance and enhance their awareness of good corporate governance practices. Directors are also encouraged to attend relevant training courses at the Company's expenses.

董事會權力的轉授予轄下委員會及管理層

董事會全權負責業務發展、領導、管理及控制本集團並負責通過指導、監督及監察本集團事務以促使本集團邁向成功。董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會。所有委員會均已根據守則訂有書面職權範圍。該等委員會的進一步詳情載於本報告個別有關章節。

董事會將必要的權力及職權轉授予執行董事及行政總裁（「行政總裁」），以便有效率地管理本集團的日常業務。此外，董事會授權薪酬委員會釐定執行董事及高級管理人員的薪酬。

持續專業發展

所有董事均須了解其擔任董事之集體職責及本集團之業務及活動。董事定期收到有關本集團業務及本集團營運環境的變動及發展最新情況及簡介、以及彼等於相關法規、法律、規則及規管項下之責任，以確保合規及增強董事對良好企業管治常規的意識。本公司亦鼓勵董事參加相關培訓課程，費用由本公司支付。

Corporate Governance Report

企業管治報告

During the year ended 31 December 2014, the Directors participated in the continuous professional developments in relation to regulatory updates, the duties and responsibilities of the Directors and the business of the Group in the following manner:

截至二零一四年十二月三十一日止年度，董事透過以下方式參與有關監管事宜之最新訊息、董事之職務與職責及本集團業務之持續專業發展活動：

		Training received (Yes/No) 接受培訓 (是/否)
Executive Directors		
執行董事		
Mr. Chen Hong (resigned on 14 February 2014)	陳宏先生 (於二零一四年二月十四日辭任)	Yes是
Mr. Yuan Wei	袁偉先生	Yes是
Mr. Yang Jilin (appointed on 8 July 2014)	楊季霖先生 (於二零一四年七月八日獲委任)	Yes是
Non-Executive Director		
非執行董事		
Mr. Li Xiangjun	李湘軍先生	Yes是
Independent Non-Executive Directors		
獨立非執行董事		
Mr. Cheung Wai Tak (resigned on 7 February 2014)	張偉德先生 (於二零一四年二月七日辭任)	Yes是
Dr. Huang Chung Hsing	黃崇興博士	Yes是
Ms. Li Ya Ru Nancy	李雅茹女士	Yes是
Mr. Li Qunsheng (appointed on 7 February 2014)	李群盛先生 (於二零一四年二月七日獲委任)	Yes是

Training received included:

接受培訓包括：

A attending internal/external briefing/seminar session in relation to corporate governance; or

A 參加有關企業管治的內部／外部簡報會／研討會；或

B reading materials in relation to regulatory update

B 閱讀有關規定更新的材料

BOARD COMMITTEES

董事委員會

Audit Committee

審核委員會

The Company has established an audit committee on 26 November 2001 with written terms of reference for the purpose of reviewing and supervising the Company's financial reporting and internal control procedures in compliance with the GEM Listing Rules. The committee currently comprises three independent non-executive directors, namely Mr. Li Qunsheng (the chairman of the committee who was appointed on 7 February 2014), Dr. Huang Chung Hsing and Ms. Li Ya Ru Nancy.

本公司已遵守創業板上市規則於二零零一年十一月二十六日成立審核委員會，並制訂書面職權範圍，負責檢討及監督本公司之財務申報及內部監控程序。委員會現由三名獨立非執行董事李群盛先生 (於二零一四年二月七日獲委任為委員會主席)、黃崇興博士及李雅茹女士。

The primary duties of the audit committee are to review and to provide supervision over the financial reporting process and internal control system of the Group, to review the audit plan, audit findings and independence of the auditors of the Company, to review the Group's financial information and financial statements, annual reports, interim reports and quarterly reports, and to provide advice and recommendation thereon to the Board.

The Board also delegated certain corporate governance functions to the audit committee, including the review and monitoring of (a) the Group's policies and practices on corporate governance and make recommendations to the Board; (b) the training and continuous professional development of Directors and senior management; (c) the Group's policies and practices on compliance with legal and regulatory requirements; (d) the code of conduct of the Group applicable to employees and Directors; and (e) the Group's compliance with the Code and disclosure in the Corporate Governance Report.

During the year ended 31 December 2014, the audit committee held 5 meetings to approve the nature and scope of the statutory audits, and review the annual, interim, quarterly consolidated financial statements of the Group, and details of the attendance of each member of the committee are set out as follows:

Committee Members

審核委員會成員

Mr. Cheung Wai Tak (resigned on 7 February 2014)	張偉德先生(於二零一四年二月七日辭任)
Dr. Huang Chung Hsing	黃崇興博士
Ms. Li Ya Ru Nancy	李雅茹女士
Mr. Li Qunsheng (appointed on 7 February 2014)	李群盛先生(於二零一四年二月七日獲委任)

審核委員會之主要職責為檢討及監督本集團之財務申報程序及內部監控系統、檢討核數計劃、核數發現事項及本公司核數師的獨立性、審閱本集團財務資料以及財務報表、年報、中期報告以及季度報告並就此向董事會提供意見及建議。

董事會亦將若干企業管治職能委派予審核委員會，包括檢討及監督(a)本集團之企業管治政策及慣例，並向董事會提供推薦意見；(b)董事及高級管理人員的培訓及持續專業發展；(c)本集團在遵守法律及監管規定方面的政策及常規；(d)本集團僱員及董事的操守準則；及(e)本集團遵守守則的情況及在企業管治報告內的披露。

截至二零一四年十二月三十一日止年度，審核委員會曾舉行5次會議，以批准法定審核之性質及範圍並審閱本集團之年度、中期、季度綜合財務報表，審核委員會各成員之出席記錄詳情載列如下：

Attendance

出席記錄

0/5
4/5
2/5
4/5

Corporate Governance Report

企業管治報告

The minutes of the audit committee meetings are kept by the company secretary. The draft and final versions of the minutes are circulated to all committee members for their comments and records within a reasonable time after each meeting.

The Board has not taken any different view from that of the audit committee regarding the selection, appointment, resignation or dismissal of the external auditor.

The Company's annual audited results for the year ended 31 December 2014 have been reviewed by the audit committee.

REMUNERATION COMMITTEE

The remuneration committee was established on 23 March 2005 with major functions of (i) making recommendations to the Board on the Company's policies and structure for the remuneration of Directors and senior management of the Group; (ii) determining the remuneration packages of all Directors and senior management of the Group; and (iii) reviewing and approving the performance-based remuneration. The remuneration committee's terms of reference are generally aligned with the requirement of Code Provision B.1.2.

The remuneration committee of the Company is currently chaired by Mr. Yuan Wei (appointed on 14 February 2014). Other members include Mr. Li Qunsheng (appointed on 7 February 2014) and Ms. Li Ya Ru Nancy. The majority of the members of the remuneration committee are independent non-executive directors.

During the year ended 31 December 2014, two meetings of the remuneration committee were held. Majority of the members of the remuneration committee, at the time being, attended the meetings. The Company's policy for the remuneration of Directors and senior management was discussed in the meeting and no changes on the policy were recommended by the remuneration committee.

審核委員會之會議記錄由公司秘書保管。會議紀錄之初稿及最後定稿應在會議後一段合理時間內發送予委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

董事會並無就挑選、委任、辭退或解聘外聘核數師與審核委員會出現任何不一致意見。

審核委員會已審閱本公司截至二零一四年十二月三十一日止年度之年度審核業績。

薪酬委員會

薪酬委員會於二零零五年三月二十三日成立，其主要職能為(i)就本公司關於本集團董事及高級管理層之薪酬政策及架構向董事會提供建議；(ii)釐定本集團全體董事及高級管理層之薪酬待遇；及(iii)審議並批准績效酬金。薪酬委員會之職權範圍整體符合守則條文第B.1.2條之規定。

袁偉先生(於二零一四年二月十四日獲委任)目前為本公司薪酬委員會主席。其他成員包括李群盛先生(於二零一四年二月七日獲委任)及李雅茹女士。薪酬委員會之大多數成員為獨立非執行董事。

截至二零一四年十二月三十一日止年度，薪酬委員會曾舉行二次會議，並得到當時大部份薪酬委員會成員出席，會上曾討論本公司對董事及高級管理層薪酬之政策，而薪酬委員會並無建議更改相關政策。

NOMINATION COMMITTEE

The Company has established the nomination committee on 23 March 2012 with major functions of (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; and (iii) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the CEO.

The nomination committee of the Company is currently chaired by Mr. Yuan Wei (appointed on 14 February 2014). Other members include Mr. Li Qunsheng (appointed on 7 February 2014) and Dr. Huang Chung Hsing. The majority of the members of the nomination committee are independent non-executive directors.

During the year ended 31 December 2014, two meetings of the nomination committee were held. All members of the nomination committee, at the time being, attended the meetings to perform the aforesaid functions.

AUDITOR'S REMUNERATION

The remuneration of the audit service provided by the auditor of the Group to the Group for the year ended 31 December 2014 was mutually agreed in view of the scope of services, amounting to HK\$450,000.

提名委員會

本公司於二零一二年三月二十三日成立提名委員會，其主要職能為(i)至少每年一次檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司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，並就提名出任董事的人士作出挑選或向董事會提供意見；及(iii)就董事委任或重新委任以及董事(尤其是董事會主席及行政總裁)繼任計劃向董事會提出建議。

袁偉先生(於二零一四年二月十四日獲委任)目前為本公司提名委員會主席。其他成員包括李群盛先生(於二零一四年二月七日獲委任)以及黃崇興博士。提名委員會之大多數成員為獨立非執行董事。

截至二零一四年十二月三十一日止年度，提名委員會曾舉行二次會議，並得到當時全體提名委員會成員出席，以履行上述職能。

核數師酬金

截至二零一四年十二月三十一日止年度，本集團核數師向本集團提供核數服務的薪酬乃基於服務範疇而相互協定，總額為450,000港元。

Corporate Governance Report

企業管治報告

INTERNAL CONTROL

The Board has overall responsibilities for the establishment and maintenance of an adequate and effective internal control system to safeguard the Group's assets against unauthorized use or disposition, and to protect the interests of shareholders of the Company (collectively "internal controls").

During the year ended 31 December 2014, the Company has conducted a review, which covered the major control procedures in areas of financial and operations of the Company on the internal control system of the Group and was satisfied with the effectiveness of the Group's internal control procedures.

BUSINESS ETHICS AND PROFESSIONAL CODE OF CONDUCTS

The Group puts high standards on business ethics and professional conducts expected of all employees. Employees are briefed regularly on the code of ethics and on the conducts of keeping confidentiality of the information of business partners and the Group. Briefings on the code of ethics and on the conducts are held for new employees during orientation sessions.

The Group also adopts good employment standards of non-discrimination policy and fair compensation scheme.

FINANCIAL STATEMENTS

The responsibilities of the Directors for preparing the financial statements and the auditor's reporting responsibilities on the financial statements are set out in the auditor's report contained in this annual report.

內部監控

董事會對建立及維持充分及有效的內部監控系統負全部責任，以確保本集團資產不會在未經授權下使用及耗損，並保護本公司股東的利益（統稱為「內部監控」）。

截至二零一四年十二月三十一日止年度，本公司已對包括本公司財務及營運方面之主要監控程序，進行內部監控系統之檢討，並信納本集團之內部監控程序誠屬有效。

業務操守及專業行為守則

本集團注重其全體僱員的商業操守及專業行為。僱員定期獲得指導，遵守操守守則及對業務夥伴及本集團之資料保密。本集團於迎新階段定期為新聘任的僱員安排有關操守守則及行為守則的簡介會。

本集團亦採納不歧視政策及公平薪酬計劃之良好僱用標準。

財務報表

董事編製財務報表之職責及核數師就財務報表發表報告之責任，已載於本年報內之核數師報告。

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting

Pursuant to Articles 58 of the Articles of Association, an extraordinary general meeting ("EGM") may be convened by the Board on a written requisition of any one or more shareholders of the Company holding not less than 10% of the paid up capital of the Company carrying the right of voting at general meeting of the Company. The EGM shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene the EGM, the requisitioner(s) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) of the Company.

Enquiries put to the Board

Shareholders may send written enquiries or requests in respect of their rights to the principal place of business of the Company in Hong Kong for the attention of the company secretary.

Procedures for putting forward proposals at shareholders' meeting

There is no provision for shareholders to propose resolutions at a general meeting under the Cayman Islands Companies Law. However, shareholders can follow the above procedure and request to convene an EGM.

Procedures for nominating a new director

- (i) If a shareholder wish to propose a person (the "Candidate") for election as a director of the Company at a general meeting, he/she shall deposit a notice at the Company's head office at Unit 2610, 26th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong (Attention to the Board of Directors and the company secretary) or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong;

股東權利

召開股東特別大會

根據組織章程細則第58條，可由董事會應持有賦有於本公司股東大會上投票權之本公司繳足股本不少於十分之一的任何一位或以上股東的書面要求召開股東特別大會（「股東特別大會」）。股東特別大會應於遞呈該要求後兩個月內舉行。倘遞呈後21日內董事會未有召開股東特別大會，則遞呈要求人士可自行以同樣方式召開股東特別大會，而遞呈要求人士因董事會未有召開股東特別大會而合理產生的所有開支應由本公司向遞呈要求人士作出償付。

向董事會提出查詢

股東可將有關彼等權利的書面查詢或要求發送至本公司香港主要營業地點，收件人為公司秘書。

於股東大會上提出建議的程序

開曼群島公司法並無股東於股東大會上提呈決議案的條文。然而，股東可遵循以上程序及要求召開股東特別大會。

提名新董事的程序

- (i) 倘股東有意於股東大會提名某人士（「候選人」）參選本公司董事，該股東須向本公司總辦事處（地址為香港灣仔港灣道1號會展廣場辦公大樓26樓2610室，收件人為董事會及公司秘書）或本公司的香港股份過戶登記分處卓佳登捷時有限公司（地址為香港皇后大道東183號合和中心22樓）發出通告；

Corporate Governance Report

企業管治報告

- (ii) The notice must (i) include the personal information of the Candidate as required by Rule 17.50 (2) of the GEM Listing Rules; and (ii) be signed by the shareholder concerned and signed also by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information;
 - (iii) Where the notice is submitted after the despatch of the notice of the general meeting appointed for such election, the period for lodgment of the notice shall commence on the day after the despatch of the notice of the general meeting and no later than seven days prior to the date of such general meeting. In any case, the minimum length of the period during which any notice to be given shall be at least seven days;
 - (iv) In order to allow the shareholders sufficient time to receive and consider the proposal of election of the Candidate as a director of the Company, shareholders are encouraged to submit and lodge the notice as early as practicable.
- (ii) 通告必須(i)按創業板上市規則第17.50(2)條的規定附有候選人的個人資料；及(ii)必須由相關股東簽署，以及由候選人簽署，表明其參選意願及同意公開其個人資料；
 - (iii) 倘通告是於寄發有關該選舉的股東大會通告後才呈交，則呈交通告的期間由寄發股東大會通告翌日起計至不遲於該股東大會舉行日期前七日。於任何情況下，任何通告須於最少七日的期間發出；
 - (iv) 為讓股東有足夠時間收取及考慮候選人參選本公司董事的建議，本公司鼓勵股東儘早提交及呈交通知。

Articles of Association

There was no change to the Articles of Association to the Company during the year ended 31 December 2014.

INVESTOR RELATIONS

The Company establishes different communication channels with investors to update the latest business development and financial performance including the publication of quarterly, interim and annual reports, the publish and posting of notices, announcements and circulars on the GEM website and the Company's website in a timely manner in order to maintain a high level of transparency, and to ensure there is no selective disclosure of inside information.

組織章程細則

截至二零一四年十二月三十一日止年度，本公司之組織章程細則並沒有任何改動。

投資者關係

本公司與投資者建立不同的通訊途徑，以更新最新業務發展及財務表現，包括及時於創業板網站及本公司網站刊發季度、中期及年度報告、刊發及發佈通告、公告及通函，以維持高度透明，且確保概無選擇性披露內部資料。

Independent Auditor's Report

獨立核數師報告

To the shareholders of
China E-Learning Group Limited
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China E-Learning Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 47 to 156, which comprise the consolidated and company statements of financial position as at 31 December 2014, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致中國網絡教育集團有限公司股東

(於開曼群島註冊成立的有限公司)

本核數師已審核載於第47至156頁之中國網絡教育集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零一四年十二月三十一日之綜合及公司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，以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表承擔的責任

貴公司董事負責遵照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的披露規定，編製及真實而公平地列報綜合財務報表，及落實其認為編製綜合財務報表所必要的內部控制，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。

核數師的責任

本核數師之責任乃根據審核工作的結果，對該等綜合財務報表表達意見，並根據本核數師協定的委聘條款僅向全體股東報告，除此以外本報告概不可用作其他用途。本核數師概不就本報告的內容向任何其他人士承擔或負上任何責任。

本核數師已根據香港會計師公會頒佈的香港審計準則進行審核。該等準則規定本核數師須遵守道德規範並進行規劃及進行審核，以合理確定該等綜合財務報表是否不存有重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2014, and of the Group's loss and cash flows for the year then ended in accordance with the Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

McMillan Woods SG CPA Limited

Certified Public Accountants

Seto Man Fai

Practising Certificate No.: P05229

Hong Kong

26 March 2015

審核包括進程序以取得與綜合財務報表所載金額及披露事項有關的審核憑證。選取的程序視乎核數師的判斷，包括評估綜合財務報表出現重大錯誤陳述（不論是否因欺詐或錯誤引起）的風險。在作出該等風險評估時，核數師考慮與公司編製及真實公平呈列綜合財務報表有關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控是否有效表達意見。審核亦包括評價董事所採用的會計政策是否恰當及所作的會計估算是否合理，以及評價綜合財務報表的整體呈列方式。

本核數師相信，我們已取得充分恰當的審核憑證，為我們的審核意見建立合理之基礎。

意見

本核數師認為，綜合財務報表按照香港財務報告準則真實公平地反映了 貴公司及 貴集團於二零一四年十二月三十一日的財務狀況，及 貴集團截至該日止年度之虧損及現金流量，並已根據香港公司條例之披露規定而妥善編製。

長青暉勝會計師事務所有限公司

執業會計師

司徒文輝

執業證書編號：P05229

香港

二零一五年三月二十六日

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 2014 截至二零一四年十二月三十一日止年度

		Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收益	7	47,474	47,066
Cost of goods sold and services provided	銷售貨品及提供服務之成本		(27,680)	(25,098)
Gross profit	毛利		19,794	21,968
Other income	其他收益	8	3,839	667
Administrative expenses	行政開支	11	(33,143)	(34,917)
Other expenses	其他開支	9	(251)	(462)
Finance costs, net	融資成本淨額	10	(10,292)	(9,807)
Incremental consideration resulted from adjustment to conversion price of convertible notes	調整可換股票據換股價產生之代價增加	30	(27,364)	–
Loss before tax	除稅前虧損		(47,417)	(22,551)
Income tax	所得稅	13	–	–
Loss for the year from continuing operations	本年度來自持續經營業務之虧損	11	(47,417)	(22,551)
Discontinued operations	已終止經營業務	14		
Loss for the year from discontinued operations	本年度來自已終止經營業務之虧損		–	(63,531)
Loss for the year	本年度虧損		(47,417)	(86,082)
(Loss)/Profit for the year attributable to:	以下人士應佔本年度(虧損)/溢利:			
Owners of the Company	本公司持有人		(56,872)	(96,449)
Non-controlling interests	非控股權益		9,455	10,367
			(47,417)	(86,082)
Loss per share	每股虧損	17		
From continuing and discontinued operations	來自持續及已終止經營業務			
– Basic	– 基本		(2.76 cents 仙)	(6.53 cents 仙)
– Diluted	– 攤薄		N/A 不適用	N/A 不適用
From continuing operations	來自持續經營業務			
– Basic	– 基本		(2.76 cents 仙)	(2.23 cents 仙)
– Diluted	– 攤薄		N/A 不適用	N/A 不適用
From discontinued operation	來自已終止經營業務			
– Basic	– 基本		N/A 不適用	(4.30 cents 仙)
– Diluted	– 攤薄		N/A 不適用	N/A 不適用

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 2014 截至二零一四年十二月三十一日止年度

	Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss for the year	本年度虧損	(47,417)	(86,082)
Other comprehensive (expense) income <i>Items that may be reclassified subsequently to profit or loss:</i>	其他全面(開支)收益 其後可重新分類至 損益的項目：		
Reclassification adjustment relating to available-for-sale financial assets disposed of during the year	與年內出售可供出售 金融資產有關 的重新分類調整	-	393
Exchange differences on translating foreign operations	換算境外業務產生 之匯兌差額		
Exchange difference arising during the year	年內產生之匯兌差額	(1,387)	1,489
Reclassification adjustments relating to foreign operations disposed during the year	與年內出售境外業務 有關的重新分類調整	531	-
Other comprehensive (expense) income, net of income tax	其他全面(開支)收益 (扣除所得稅)	(856)	1,882
Total comprehensive expense for the year	本年度全面開支總額	(48,273)	(84,200)
Total comprehensive (expense) income for the year attributable to:	以下人士應佔本年度 全面(開支)收益總額：		
Owners of the Company	本公司持有人	(57,551)	(95,228)
Non-controlling interests	非控股權益	9,278	11,028
		(48,273)	(84,200)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2014 於二零一四年十二月三十一日

			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
		Notes 附註		
Assets and liabilities	資產及負債			
Non-current assets	非流動資產			
Goodwill	商譽	18	–	–
Property, plant and equipment	物業、廠房及設備	19	7,090	1,165
			7,090	1,165
Current assets	流動資產			
Inventories	存貨	22	24	11
Other receivables	其他應收賬款	23	172,362	89,126
Cash and cash equivalents	現金及現金等值項目	24	187,412	15,101
			359,798	104,238
Assets classified as held for sale	分類為持作出售資產	15	–	29,480
			359,798	133,718
Total assets	資產總值		366,888	134,883
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	25	44,611	48,168
Financial derivatives	金融衍生工具	30	8	500
Other borrowings	其他借款	29	–	35,483
Convertible notes	可換股票據	30	9,382	52,952
			54,001	137,103
Liabilities directly associated with assets classified as held for sale	與分類為持作出售資產直接相關之負債	15	–	59
			54,001	137,162
Net current assets/(liabilities)	流動資產／(負債)淨額		305,797	(3,444)
Total assets less current liabilities	資產總值減流動負債		312,887	(2,279)
Non-current liabilities	非流動負債			
Other borrowing	其他借款	29	–	31,304
Convertible notes	可換股票據	30	–	60,265
			–	91,569
Total liabilities	負債總額		54,001	228,731
Net assets/(liabilities)	資產／(負債)淨額		312,887	(93,848)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2014 於二零一四年十二月三十一日

		Notes	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
		附註		
Capital and reserves	股本及儲備			
Share capital	股本	27	321,427	161,422
Reserves	儲備		(14,884)	(261,026)
Non-controlling interests	非控股權益		6,344	5,756
Total equity	總權益		312,887	(93,848)

The consolidated financial statement on pages 47 to 156 were approved and authorised for issue by the Board of Directors on 26 March 2015 and are signed on it behalf by:

第47頁至第156頁的綜合財務報表於二零一五年三月二十六日獲董事會批准及授權刊發，並由下列董事代表簽署：

Yuan Wei

袁偉

Director

董事

Yang Jilin

楊季霖

Director

董事

Statement of Financial Position

財務狀況表

As at 31 December 2014 於二零一四年十二月三十一日

			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
		Notes 附註		
Assets and liabilities	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	19	85	620
Investments in subsidiaries	於附屬公司之投資	20	–	–
			85	620
Current assets	流動資產			
Other receivables	其他應收賬款	23	97,099	591
Amounts due from subsidiaries	應收附屬公司款項	20	133,914	140,168
Cash and cash equivalents	現金及現金等值項目	24	174,374	822
Assets classified as held for sale	分類為持作出售資產	15	–	29,952
			405,387	171,533
Total assets	資產總值		405,472	172,153
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	25	7,789	5,356
Amounts due to subsidiaries	應付附屬公司款項	20	160	160
Financial derivative	金融衍生工具	30	8	500
Other borrowings	其他借款	29	–	35,483
Convertible notes	可換股票據	30	9,382	52,952
			17,339	94,451
Net current assets	流動資產淨額		388,048	77,082
Total assets less current liabilities	資產總值減流動負債		388,133	77,702
Non-current liabilities	非流動負債			
Other borrowing	其他借款	29	–	31,304
Convertible notes	可換股票據	30	–	60,265
			–	91,569
Total liabilities	負債總額		17,339	186,020
Net assets/(liabilities)	資產/(負債)淨額		388,133	(13,867)

Statement of Financial Position

財務狀況表

As at 31 December 2014 於二零一四年十二月三十一日

			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
		Notes 附註		
Capital and reserves	股本及儲備			
Share capital	股本	27	321,427	161,422
Reserves	儲備	28	66,706	(175,289)
Total equity	總權益		388,133	(13,867)

Yuan Wei

袁偉

Director

董事

Yang Jilin

楊季霖

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

		Share capital	Share premium	Share-based payment reserve	Exchange fluctuation reserve	Convertible notes equity reserve	Available-for-sale financial assets reserve	PRC staff award fund reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	以股支付儲備	匯率波動儲備	可換股票據權益儲備	金融資產可供出售估值儲備	中國員工獎勵基金儲備	累計虧損	合計	非控股權益	權益合計
		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
		(Note 27)	(Note 28)	(Note 37)		(Note 30)						
		(附註27)	(附註28)	(附註37)		(附註30)						
1 January 2013	於二零一三年一月一日	735,939	176,650	14,494	11,150	17,116	(393)	-	(981,563)	(26,607)	3,768	(22,839)
(Loss) profit for the year	本年度(虧損)溢利	-	-	-	-	-	-	-	(96,449)	(96,449)	10,367	(86,082)
Other comprehensive income for the year	本年度其他全面收益	-	-	-	828	-	393	-	-	1,221	661	1,882
Total comprehensive income (expense) for the year	本年度全面收益(開支)總額	-	-	-	828	-	393	-	(96,449)	(95,228)	11,028	(84,200)
Dividends paid to non-controlling interest	向非控股權益支付之股息	-	-	-	-	-	-	-	-	-	(9,040)	(9,040)
Issue of convertible notes	發行可換股票據	-	-	-	-	73	-	-	-	73	-	73
Issue of employee share option	發行僱員購股權	-	-	6,224	-	-	-	-	-	6,224	-	6,224
Issue of shares by conversion of convertible notes	因可換股票據獲轉換而發行股份	14,234	-	-	-	-	-	-	-	14,234	-	14,234
Redemption of convertible notes	贖回可換股票據	-	-	-	-	(905)	-	-	209	(696)	-	(696)
Transfer of share option reserve upon the forfeiture of share option	於沒收購股權時轉回購股權儲備	-	-	(1,519)	-	-	-	-	1,519	-	-	-
Transfer to discontinued operations	轉至已終止經營業務	-	-	-	(403)	-	-	-	403	-	-	-
Transfer to PRC staff award fund reserve	轉至中國員工獎勵基金儲備	-	-	-	-	-	-	2,396	-	2,396	-	2,396
Capital Reorganisation	股本重組	(588,751)	(176,650)	-	-	-	-	-	765,401	-	-	-
At 31 December 2013	於二零一三年十二月三十一日	161,422	-	19,199	11,575	16,284	-	2,396	(310,480)	(99,604)	5,756	(93,848)
(Loss) profit for the year	本年度(虧損)溢利	-	-	-	-	-	-	-	(56,872)	(56,872)	9,455	(47,417)
Other comprehensive income for the year	本年度其他全面收益	-	-	-	(679)	-	-	-	-	(679)	(177)	(856)
Total comprehensive income (expense) for the year	本年度全面收益(開支)總額	-	-	-	(679)	-	-	-	(56,872)	(57,551)	9,278	(48,273)
Dividends paid to non-controlling interest	向非控股權益支付之股息	-	-	-	-	-	-	-	-	-	(8,690)	(8,690)
Issue of convertible notes	發行可換股票據	-	-	-	-	10,717	-	-	-	10,717	-	10,717
Issue of employee share option	發行僱員購股權	-	-	5,730	-	-	-	-	-	5,730	-	5,730
Issue of shares by conversion of convertible notes	因可換股票據獲轉換而發行股份	88,005	91,633	-	-	(42,222)	-	-	-	137,416	-	137,416
Issue of shares by exercised of share option	因購股權獲行使而發行股份	25,500	18,873	(10,509)	-	-	-	-	-	33,864	-	33,864
Redemption of convertible notes	贖回可換股票據	-	-	-	-	(5,999)	-	-	5,999	-	-	-
Transfer to PRC staff award fund reserve	轉至中國員工獎勵基金儲備	-	-	-	-	-	-	2,046	-	2,046	-	2,046
Placing of new shares	配售新股份	46,500	204,135	-	-	-	-	-	-	250,635	-	250,635
Transaction costs attributable to issue of new shares	發行新股份應佔之交易成本	-	(4,074)	-	-	-	-	-	-	(4,074)	-	(4,074)
Incremental consideration resulted from adjustment to conversion price of convertible notes	調整可換股票據換股價產生之代價增加	-	-	-	-	27,364	-	-	-	27,364	-	27,364
At 31 December 2014	於二零一四年十二月三十一日	321,427	310,567	14,420	10,896	6,144	-	4,442	(361,353)	306,543	6,344	312,887

Consolidated Statement of Cash Flow

綜合現金流量表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

	Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cash flow from operating activities	經營業務產生之現金流量		
Loss before tax	除稅前虧損		
From continuing operations	來自持續經營業務	(47,417)	(22,551)
From discontinued operations	來自已終止經營業務	–	(63,531)
Adjustments for:	以下各項之調整：		
Finance cost, net	融資成本淨額	10,292	9,807
Depreciation	折舊	1,282	1,689
Interest income	利息收入	(1,929)	(43)
Equity-settled share-based payments	以股權結算之以股支付款項	5,730	6,224
Loss on disposal of available-for-sales financial assets	出售可供出售金融資產之虧損	–	2
Loss on redemption of convertible notes	贖回可換股票據之虧損	–	209
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(19)	(241)
Impairment losses on trade and other receivables	貿易及其他應收賬款減值虧損	–	11,116
Impairment losses on goodwill	商譽減值虧損	–	56,008
Impairment gain recognized in respect of payables	就應付款項確認的減值收益	–	–
PRC staff award fund	中國員工獎勵基金	2,046	2,396
Incremental consideration resulted from adjustment to conversion price of convertible notes	調整可換股票據換股價產生之代價增加	27,364	–
Operating cash flows before movements in working capital	營運資金變動前經營業務之現金流量	(2,651)	1,085
Increase in inventories	存貨增加	(13)	(11)
Increase in trade and other receivables	貿易及其他應收賬款增加	(25,152)	(23,868)
(Decrease)/Increase in trade and other payables	貿易及其他應付賬款(減少)/增加	(3,147)	17,277
(Decrease)/Increase in borrowings	借款(減少)/增加	(22,052)	29,759
Cash (used in) generated from operations	經營業務(所用)所得現金	(53,015)	24,242
Overseas taxes paid	已付海外稅項	–	–
Net cash (used in) generated from operating activities	經營業務(所用)所得現金淨額	(53,015)	24,242

	Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cash flow from investing activities	投資活動產生之現金流量		
Net cash inflow on disposal of subsidiaries	出售附屬公司之現金流入淨額	12,519	–
Payment of property, plant and equipment	就物業、廠房及設備支付之款項	(7,240)	(1,287)
Proceed from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	36	304
Proceed from available-for-sale financial assets	可供出售金融資產之所得款項	–	247
Interest received	已收利息	1,929	43
Dividends paid to non-controlling interest of a subsidiary	向一間附屬公司之非控股權益支付之股息	(8,690)	(9,040)
Deposit for establishment of a new subsidiary in PRC	於中國成立一間新附屬公司之按金	(54,500)	–
Net cash used in investing activities	投資活動所用現金淨額	(55,946)	(9,733)
Financing activities	融資活動		
Proceeds from issue of shares	發行股份所得款項	250,635	–
Share issue expenses paid	已付股份發行開支	(4,074)	–
Redemption of convertible notes	贖回可換股票據	(10,774)	(9,712)
Transaction cost for issue of convertible notes	發行可換股票據之交易成本	(857)	–
Exercised of share option	行使購股權	33,864	–
Net cash generated from (used in) financing activities	融資活動所得(所用)現金淨額	268,794	(9,712)
Net increase in cash and cash equivalents	現金及現金等值項目之增加淨額	159,833	4,797
Cash and cash equivalents at the beginning of the year	年初之現金及現金等值項目	28,950	22,309
Effect of foreign exchange rate changes	匯率變動之影響	(1,371)	1,844
Cash and cash equivalents at the end of the year	年終之現金及現金等值項目	187,412	28,950

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For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度
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1. GENERAL INFORMATION

China E-Learning Group Limited (the “Company”) is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands on 10 July 2001. The shares of the Company are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The addresses of the registered office and principal place of business of the Company are disclosed in the section of “Corporate Information” in the annual report.

The consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 20 to the consolidated financial statements.

1. 一般資料

中國網絡教育集團有限公司(「本公司」)為於二零零一年七月十日在開曼群島根據開曼群島公司法(經修訂)註冊成立之受豁免有限公司。本公司股份在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

本公司註冊辦事處及主要營業地點之地址載於年報「公司資料」一節。

綜合財務報表以港元列值。除另有指明者外，所有數值均四捨五入至最接近之千位數。

本公司為一間投資控股公司。本公司主要附屬公司的主要業務載於綜合財務報表附註20。

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

The Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants for the first time in the current year.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets
Amendments to HKAS 39	Novation of Derivates and Continuation of Hedge Accounting
HK (IFRIC) – Int 21	Levies

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團首次應用以下由香港會計師公會頒佈之新訂及經修訂香港財務報告準則。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號之修訂本	投資實體
香港會計準則第32號之修訂本	抵銷金融資產及金融負債
香港會計準則第36號之修訂本	非金融資產之可收回金額披露
香港會計準則第39號之修訂本	衍生工具之更替及對沖會計法之延續
香港（國際財務報告詮釋委員會）－詮釋第21號	徵費

於本年度應用新訂及經修訂香港財務報告準則並無對本集團本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載披露造成重大影響。

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3. ISSUED BUT NOT YET EFFECTIVE HKFRSs

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

HKFRS 9	Financial Instruments ¹
HKFRS 14	Regulatory Deferral Accounts ²
HKFRS 15	Revenue from Contracts with Customers ³
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations ⁵
Amendments to HKFRS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ⁵
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants ⁵
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions ⁴
Amendments to HKAS 27	Equity Method in Separate Financial Statements ⁵
Amendments to HKAS 10 and HKAS 28	Sale or contribution of Assets between an Investor and its Associate or Joint Venture ⁵
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle ⁶
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle ⁴
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle ⁵

- ¹ Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- ² Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.
- ³ Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- ⁴ Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
- ⁵ Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
- ⁶ Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

The directors anticipate that the adoption of the above new standards, amendments and interpretations to existing standards will not result in a significant impact on the results and financial position of the Group.

3. 已頒佈惟尚未生效之香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第14號	監管遞延賬目 ²
香港財務報告準則第15號	來自客戶合約的收益 ³
香港財務報告準則第11號之修訂本	收購於共同營運權益之會計處理 ⁵
香港財務報告準則第16號及香港會計準則第38號之修訂本	折舊及攤銷可接受方法之澄清 ⁵
香港會計準則第16號及香港會計準則第41號之修訂本	農業：生產性植物 ⁵
香港會計準則第19號之修訂本	定額福利計劃：僱員供款 ⁴
香港會計準則第27號之修訂本	獨立財務報表的權益法 ⁵
香港會計準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營公司之間的資產出售或注資 ⁵
香港財務報告準則之修訂本	二零一零至二零一二年週期香港財務報告準則之年度改進 ⁶
香港財務報告準則之修訂本	二零一一年至二零一三年週期香港財務報告準則之年度改進 ⁴
香港財務報告準則之修訂本	二零一二至二零一四年週期香港財務報告準則之年度改進 ⁵

- ¹ 於二零一八年一月一日或之後開始的年度期間生效，可予提早應用。
- ² 於二零一六年一月一日或之後開始的首份年度香港財務報告準則財務報表生效，可予提早應用。
- ³ 於二零一七年一月一日或之後開始的年度期間生效，可予提早應用。
- ⁴ 於二零一四年七月一日或之後開始的年度期間生效，可予提早應用。
- ⁵ 於二零一六年一月一日或之後開始的年度期間生效，可予提早應用。
- ⁶ 除有限例外情況外，於二零一四年七月一日或之後開始的年度期間生效。可予提早應用。

董事預計採納以上新準則、對現有準則之修訂及詮釋將不會對本集團之業績及財務狀況構成重大影響。

4. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements have been prepared in accordance with HKFRSs. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets which have been measured at fair value, as explained in the accounting policies set out below.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2014. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

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

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

4. 主要會計政策

合規聲明

綜合財務報表乃按照香港財務報告準則編製而成。此外，綜合財務報表包括聯交所創業板證券上市規則及香港公司條例規定之適用披露資料。

編製基準

綜合財務報表乃按過往成本法編製，惟如下文所載之會計政策所述，若干金融資產乃按公平值計算。

合併基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至二零一四年十二月三十一日止年度的財務報表。附屬公司的財務報表乃於與本公司相同的報告期間並採納一致的會計政策編製。附屬公司的業績由收購日期（即本集團取得控制權當日）起合併計算，並會繼續合併，直至有關控制權終止。

本集團母公司擁有人及非控股權益應佔損益及其他全面收益各組成部分，即使由此引致非控股權益結餘為負數。本集團成員公司之間交易產生的所有集團內部資產及負債、權益、收入、支出及現金流均在綜合賬目時全數對銷。

倘事實及情況顯示下文附屬公司會計政策所述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制被投資公司。附屬公司的所有權權益變動（並無失去控制權），按權益交易入賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

The results of subsidiaries are included in the Company's profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are stated at cost less any impairment losses.

4. 主要會計政策 (續)

合併基準 (續)

倘本集團失去對附屬公司的控制權，則會終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公平值；(ii)任何保留投資的公平值；及(iii)因此而計入損益的盈餘或虧蝕。先前已於其他全面收入確認的本集團應佔部分，乃在適當的情況下重新分類至損益或保留溢利，倘本集團已直接出售相關資產或負債則須以同一基準確認。

附屬公司

附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對涉及投資對象的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即賦予本集團現有有能力以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利，則本集團於評估其是否對投資對象擁有權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司業績以已收及應收股息為限計入本公司的損益表內。本公司於附屬公司的投資若根據香港財務報告準則第5號分類為持作出售之非流動資產及已終止業務並非分類為持作出售，即以成本減任何減值虧損列賬。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combination and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

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

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

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

4. 主要會計政策 (續)

業務合併及商譽

業務合併採用收購法入賬。轉撥的代價按收購日期公平值計量，而計算方式為本集團轉撥的資產、本集團向被收購方的前擁有人承擔的負債及本集團就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。就各項業務合併而言，收購方按公平值或應佔被收購方可識別資產淨值的比例來計算被收購方之非控股權益。非控股權益的所有其他部份以公平值計量。收購相關成本於產生時列作支出。

當本集團收購業務時，須根據合約條款、收購日期的經濟環境及相關條件對涉及的金融資產及承擔的金融負債進行評估，以合理分類及指定，其中包括分離被收購方主合約中的嵌入式衍生工具。

若業務合併是分步驟進行，先前持有的股權按合併日的公平值重新計量，所產生的任何收益或損失於損益內確認。

收購方將予轉讓的任何或然代價於收購日期按公平值確認。倘或然代價被分類為一項屬於金融工具的資產或負債，且屬於香港會計準則第39號的範疇，則按公平值計量，公平值的變動於損益確認或確認為其他全面收益的變動。倘或然代價不屬於香港會計準則第39號的範疇，則按照適用的香港財務報告準則計量。倘將或然代價分類為權益，則必須重新計量，後續結算於權益中入賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill

(Continued)

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

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

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

4. 主要會計政策 (續)

業務合併及商譽 (續)

商譽初步按成本計量，即已轉讓代價、非控股權益之已確認金額及本集團之前持有的被收購方股權之任何公平值的總和，超出本集團購得的可識別資產淨值及所承擔負債的數額。倘此代價及其他項目之和低於購得的附屬公司的資產淨值的公平值，則其差額於重新評估後於損益確認為議價收購收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽每年進行減值測試，而倘出現顯示賬面值可能減值的事件或情況變動，則會較頻密進行減值測試。本集團於十二月三十一日進行年度商譽減值測試。就減值測試而言，業務合併購入的商譽，由收購日期起分配到本集團各個預期會因合併的協同效應而得益的現金產生單位或現金產生單位組別，不論本集團的其他資產或負債有否分配至該等單位或單位組別。

減值乃透過評估與商譽有關的現金產生單位(或一組現金產生單位)的可收回金額釐定。倘現金產生單位(或一組現金產生單位)的可收回金額少於其賬面值，則確認減值虧損。已確認的商譽減值虧損不會於以後期間撥回。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combination and goodwill *(Continued)*

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

Fair value measurement

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

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

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

4. 主要會計政策 *(續)*

業務合併及商譽 *(續)*

當商譽已分配至一個現金產生單位(或一組現金產生單位)的一部分而該單位的某部分業務被出售時，於釐定出售該業務的收益或虧損時，與出售業務相關的商譽將包括在該業務的賬面值內。在此情況下出售的商譽將根據出售業務及現金產生單位的保留部分的相對價值計量。

公平值計量

公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或在沒有主要市場情況下，最具優勢資產或負債市場進行而作出。主要或最具優勢市場須為本集團可進入的市場。資產或負債的公平值乃按市場參與者(假設其會以最佳經濟利益行事)於資產或負債定價時所用的假設計量。

非金融資產的公平值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

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

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

4. 主要會計政策 (續)

公平值計量 (續)

所有於財務報表計量或披露公平值的資產及負債乃基於對公平值計量整體而言屬重大的最低級別輸入數據按以下公平值等級分類：

- 第一級 — 基於同類資產或負債於活躍市場中的報價(未經調整)
- 第二級 — 基於對公平值計量而言屬重大的可觀察(直接或間接)最低級別輸入數據的估值方法
- 第三級 — 基於對公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

就按經常性基準於財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公平值計量整體而言屬重大的最低級別輸入數據)確定是否發生不同等級轉移。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

4. 主要會計政策 (續)

無形資產 (商譽除外)

單獨購入之無形資產於初次確認時按成本計量。於業務合併中購入之無形資產之成本為收購日期之公平值。無形資產之可使用年期分為有限或無限。可使用年期有限之無形資產其後於可使用經濟年期內攤銷，並在有跡象顯示無形資產可能出現減值時進行減值評估。可使用年期有限之無形資產的攤銷期限及攤銷方法至少於每個財政年度末檢討。

持作出售之非流動資產

倘非流動資產及出售組別之賬面金額將主要透過出售交易(而非透過持續使用)收回，則非流動資產及出售組別分類為持作出售。此條件僅於資產(或出售組別)可以其現況供即時出售，出售條款僅屬出售該資產(或出售組別)之一般慣常條款，且極有可能出售時，方告達成。管理層必須承諾進行出售，即應預期於分類日期起計一年內合資格確認為一項已完成出售。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Non-current assets held for sale

(Continued)

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment (or a portion of the investment) is classified as held for sale. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The Group discontinues the use of the equity method at the time of disposal when the disposal results in the Group losing significant influence over the associate or joint control over the joint venture.

After the disposal takes place, the Group accounts for any retained interest in the associate or joint venture in accordance with HKAS 39 unless the retained interest continues to be an associate or a joint venture, in which case the Group uses the equity method (see the accounting policy regarding investments in associates or joint ventures above).

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

4. 主要會計政策 (續)

持作出售之非流動資產 (續)

當本集團承諾進行涉及喪失一間附屬公司控制權之出售計劃，倘符合上述條件，該附屬公司之所有資產及負債均分類為持作出售，不論本集團會否於出售後保留其前附屬公司之非控股權益。

當本集團承諾進行涉及出售於聯營公司或合資企業之投資或部分投資之出售計劃，倘符合上述條件，將予出售之該項投資或部分投資分類為持作出售，而本集團將由投資(或其部分)分類為持作出售之時起，不再就該分類為持作出售之部分使用權益法。並無分類為持作出售之於聯營公司或合資企業投資之任何保留部分，繼續使用權益法入賬。當出售導致本集團喪失對聯營公司之重大影響力或對合資企業之共同控制權時，本集團於出售時不再使用權益法。

於出售後，本集團按照香港會計準則第39號將於聯營公司或合資企業之任何保留權益入賬，惟倘保留權益仍屬一間聯營公司或合資企業，則本集團將使用權益法(見上文於聯營公司或合資企業投資之會計政策)。

分類為持作出售之非流動資產(及出售組別)按其以往賬面金額與公平值減出售成本之較低者計量。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods and services, or for administrative purpose are stated at cost less subsequent accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

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

Leasehold improvements	The shorter of the lease terms or 20%
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

4. 主要會計政策 (續)

物業、廠房及設備

就生產或供應貨品及服務或就行政目的而持有之物業、廠房及設備按成本減其後之累計折舊及累計減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及使資產達至擬定用途的運作狀況及地點的任何直接應佔成本。

物業、廠房及設備項目投入運作後所產生之開支，如維修及保養等，一般均會於產生期間自損益扣除。於屬符合確認條件之情況下，大型檢修之開支於資產賬面值中資本化為一項重置。倘物業、廠房及設備之重要部分須分階段重置，則本集團將該等部分確認為具有特定使用年期及折舊之個別資產。

折舊乃就物業、廠房及設備各項目之估計可使用年期以直線法撇銷其成本至其剩餘價值計算。就此採用之主要折舊年率如下：

租賃物業裝修	租期或20% (以較短者為準)
傢俬、裝置及辦公室設備	20%
汽車	20%

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

Impairment of non-financial assets

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

4. 主要會計政策 (續)

物業、廠房及設備 (續)

倘物業、廠房及設備項目不同部分之可使用年期不同，則該項目之成本按合理基準於不同部分間分配，而各部分會分開折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末進行檢討及調整(如適用)。

物業、廠房及設備項目及初步確認之任何重大部分於出售時或預期使用或出售該項目將不會帶來未來經濟利益時取消確認。於資產取消確認之年度於益損內確認之出售或報廢之收益或虧損指相關資產銷售所得款項淨額與賬面值之差額。

非金融資產減值

倘存在減值跡象，或需要對資產(貿易及其他應收賬款、存貨及金融資產除外)進行年度減值測試時，則會估計資產的可收回金額。資產的可收回金額乃以資產或現金產生單位的使用價值與其公平值減出售成本兩者中的較高者為準，並就個別資產作出釐定，惟倘資產並不產生基本上獨立於其他資產或資產組別的現金流入則當別論，在此情況下，可收回金額按資產所屬現金產生單位釐定。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of non-financial assets

(Continued)

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

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

Financial asset

Initial recognition and measurement

Financial assets of the Group within the scope of HKAS 39 are classified as loans and receivables and available-for-sale financial assets, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or not, directly attributable transaction costs.

4. 主要會計政策 (續)

非金融資產減值 (續)

僅當資產之賬面值超逾其可收回金額時，方予確認減值虧損。於評估使用價值時，估計未來現金流量會以除稅前折現率折讓至其現值，以反映當時市場對貨幣時間價值及該資產之特定風險的評估。減值虧損於其產生期間在損益中與已減值資產功能一致之支出類別內扣除。

本集團於各報告期末評估是否有任何跡象顯示先前確認之減值虧損可能不再存在或可能已減少。倘出現該跡象，則會估計可收回金額。僅在用於釐定該資產之可收回金額之估計有所變動時，方撥回該資產(除商譽以外)先前確認之減值虧損，但撥回後的數額不得超逾假設於過往年度並無就該項資產確認減值虧損而應釐定的賬面值(扣除任何折舊／攤銷)。減值虧損之撥回乃計入其產生期間之損益。

金融資產

初步確認及計量

香港會計準則第39號所界定之本集團金融資產分類為貸款及應收款項及可供出售金融資產(如適用)。本集團會於初步確認時釐定金融資產之分類。初步確認金融資產時，乃以公平值加(倘屬並非透過損益按公平值計量的金融資產)直接應佔交易成本計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial asset (Continued)

Initial recognition and measurement (Continued)

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

The Group's financial assets include trade receivables, prepayments, deposits and other receivables and cash and cash equivalents.

Subsequent measurement

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

Loans and receivables

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

4. 主要會計政策 (續)

金融資產 (續)

初步確認及計量 (續)

所有正常情況下買入及出售之金融資產於交易日(即本集團承諾買入或出售資產之日)確認。正常情況下買入或出售指要求於規例或市場慣例一般設定之期間內交付資產之金融資產買入或出售。

本集團之金融資產包括貿易應收賬款、預付款項、按金及其他應收款項以及現金及現金等值項目。

其後計量

金融資產其後按如下分類計量：

貸款及應收款項

貸款及應收款項指固定或可釐定付款金額而活躍市場中並無報價之非衍生金融資產。於初步計量後，該等資產隨後使用實際利率法在減去任何減值撥備後按攤銷成本計量。攤銷成本經計及任何收購折讓或溢價後計算，並包括屬於實際利率組成部分之費用或成本。實際利率攤銷會計入損益之利息收入。減值虧損會於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial asset *(Continued)*

Subsequent measurement *(Continued)*

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets in listed and unlisted equity and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial assets are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale assets valuation reserve until the assets is derecognised, at which time the cumulative gain or loss is recognised in the profit or loss in other income, or until the investment is determined to be impaired, at which time the cumulative gain or loss is recognised in the profit or loss in other operating expenses and removed from the available-for-sale investment valuation reserve. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the profit or loss as other income in accordance with the policies set out for “Revenue recognition” below.

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

4. 主要會計政策 (續)

金融資產 (續)

其後計量 (續)

可供出售金融資產

可供出售金融資產乃屬於上市及非上市股權及債務證券之非衍生金融資產。分類為可供出售之股權投資指既非分類為持作買賣亦非指定為透過損益按公平值列賬之投資。該類別之債務證券指有意無限期待持有及可能因應流動資金需求或市況變動而出售之投資。

於初步確認後，可供出售金融資產隨後按公平值計量，未變現盈虧於該資產取消確認前於可供出售資產估值儲備內確認為其他全面收入，屆時累計盈虧乃於損益內確認為其他收入，或直至該投資被釐定為減值，屆時累計盈虧乃於損益內確認為其他經營開支並從可供出售投資估值儲備中移除。所賺取之利息及股息分別以利息收入及股息收入呈報，並按照下文「收益確認」所載政策在損益內確認為其他收入。

倘非上市股本證券因(a)該項投資之公平值合理估計範圍變化重大；或(b)無法合理評估該範圍內各種估計之可能性並用於估計公平值，致令無法可靠計量其公平值時，則有關證券按成本減任何減值虧損列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial asset (Continued)

Subsequent measurement (Continued)

Available-for-sale financial assets (Continued)

The Group evaluates its available-for-sale financial assets whether the ability and intention to sell them in the near term are still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. Reclassification to the held-to-maturity category is permitted only when the entity has the ability and intent to hold until the maturity date of the financial asset.

For a financial asset reclassified out of the available-for-sale category, any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the expected cash flows is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the profit or loss.

4. 主要會計政策 (續)

金融資產 (續)

其後計量 (續)

可供出售金融資產 (續)

本集團會評估近期出售其可供出售金融資產之能力及意向是否仍屬適宜。倘本集團於可見將來因市場不活躍及管理層出售資產之意向出現重大轉變而未能買賣該等金融資產，本集團或會選擇重新分類該等金融資產，惟此情況並不常見。當金融資產符合貸款及應收款項之定義，且本集團有意向及有能力於可見將來持有該等資產或持有至到期日，則該等資產獲准重新分類為貸款及應收款項。僅當實體有能力及有意向持有金融資產至其到期日時，該等資產方獲准重新分類為持有至到期之金融資產。

對於重新分類劃出可供出售類別之金融資產，該資產於權益內確認之任何過往盈虧須在該投資之剩餘年限內按實際利率攤銷入損益。新的已攤銷成本與預期現金流量間之任何差額亦將在該項資產之剩餘年限內按實際利率攤銷。倘該資產隨後釐定為減值，則原已計入權益之金額將重新分類至損益。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when (i) the rights to receive cash flows from the asset have expired; or (ii) the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

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

4. 主要會計政策 (續)

取消確認金融資產

金融資產(或一項金融資產之一部分或一組類似金融資產之一部分,如適用)在下列情況將取消確認:(i)自該項資產獲取現金流量之權利經已屆滿;或(ii)本集團已轉讓其自該項資產獲取現金流量的權利,或已根據一項「轉付」安排承擔責任,在無重大延誤之情況下,將所得現金流量全數付予第三方;及(a)本集團已轉讓該項資產的絕大部分風險及回報;或(b)本集團並無轉讓亦無保留該項資產的絕大部分風險及回報,但已轉讓該項資產的控制權。

本集團凡轉讓其收取一項資產之現金流量的權利或訂立一項轉付安排,及並無轉讓亦無保留該項資產的絕大部分風險及回報,及並無轉讓該項資產的控制權,該項資產將按本集團持續涉及該項資產之程度確認入賬。在此情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃按可反映本集團已保留之權利及義務的基準作計量。

持續涉及指本集團就已轉讓資產作出的一項保證,按該項資產的原賬面值及本集團或須償還的最高代價計算,以較低者為準。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets

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

Available-for-sale financial assets

For available-for-sale financial assets, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the profit or loss, is removed from other comprehensive income and recognised in the profit or loss.

4. 主要會計政策 (續)

金融資產減值

本集團於各報告期末評估一項或一組金融資產有否出現任何減值之客觀證據。當且僅當於初步確認一項或一組金融資產後發生一項或多項事件而產生減值之客觀證據(一項已發生之「虧損事件」)，而該項虧損事件對該項或該組金融資產之估計未來現金流量所造成之影響能夠可靠地估計，則該項或該組金融資產會被視作已減值。減值證據可包括一名或一群債務人正面臨重大財務困難、拖欠或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流量出現可計量減損，例如欠款數目變動或出現與違約相關之經濟狀況。

可供出售金融資產

就可供出售金融資產而言，本集團於各報告期末評估是否有客觀證據顯示一項投資或一組投資出現減值。

倘一項可供出售金融資產出現減值，其成本(扣除任何本金付款及攤銷)與其目前公平值之間的差額減去任何先前已於損益確認的減值虧損乃於其他全面收益中移除並於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of financial assets *(Continued)*

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and comprises, comprises costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

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

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

4. 主要會計政策 (續)

金融資產減值 (續)

按成本列賬之資產

倘有客觀證據顯示，因公平值不能可靠計量而未按公平值列賬之無報價股本工具或與之掛鈎而必須以交收該無報價股本工具結清之衍生資產已發生減值虧損，則虧損之金額乃按該資產之賬面值與將該資產之估計未來現金流量按類似金融資產現時市場回報率折現之現值兩者之差額計算。該等資產之減值虧損不得撥回。

存貨

存貨乃按成本及可變現淨值兩者中之較低者列賬。成本以先入先出基準釐定，包括購置成本及令存貨達致其現時位置及狀況所產生之其他成本。可變現淨值按估計售價減完成及出售產生之任何估計成本計算。

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括手頭現金及短期高流動性投資(可隨時兌換為已知現金金額，價值變動風險不大，且期限短，一般為購入時起計三個月內)，減須按要求償還及構成本集團現金管理一部分的銀行透支。

就財務狀況表而言，現金及現金等值項目指手頭現金及銀行現金，包括並無使用限制之定期存款及類似現金性質的資產。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

The Group's financial liabilities include trade and other payables, financial derivative, other borrowings and convertible notes.

Subsequent measurement

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss. The net fair value gain or loss recognised in the profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

4. 主要會計政策 (續)

金融負債

初步確認及計量

金融負債於初步確認時分類為透過損益按公平值列賬之金融負債，貸款及借款或於有效對沖中指定為對沖工具的衍生工具（如適用）。

所有金融負債初步按公平值確認，倘屬貸款及借款，則扣除直接應佔交易成本確認。

本集團之金融負債包括貿易及其他應付賬款、金融衍生工具、其他借款及可換股票據。

其後計量

透過損益按公平值計量之金融負債

透過損益按公平值計量之金融負債包括持作買賣之金融負債及於初步確認時指定為透過損益按公平值計量之金融負債。

金融負債如以短期賣出為目的而購買，則分類為持作買賣之金融負債。該分類包括本集團訂立未被指定為香港會計準則第39號所界定對沖關係中對沖工具之衍生金融工具。獨立的嵌入式衍生工具同樣歸類為持作買賣，除非其被指定為有效的對沖工具。持作買賣之負債所產生的收益或虧損在損益內確認。在損益中確認的淨公平值收益或虧損不包括就該等金融負債所收取之任何利息。

於初始確認時指定為透過損益按公平值列賬之金融負債在初始確認日期且僅在符合香港會計準則第39號項下標準時指定。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial liabilities *(Continued)*

Subsequent measurement *(Continued)*

Loans and borrowings

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

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

Convertible notes

Convertible notes issued by the Company that contain the liability, conversion option and early redemption option are classified separately into respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

At the date of issue, both the liability and early redemption option components are measured at fair value. The difference between the gross proceeds of the issue of the convertible notes and the fair value assigned to the liability and early redemption option components respectively, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible notes equity reserve).

4. 主要會計政策 (續)

金融負債 (續)

其後計量 (續)

貸款及借款

初步確認後，貸款及借款其後會以實際利率法按攤銷成本計量，惟倘折現影響並不重大，則會按成本列賬。當負債終止確認及已透過實際利率法攤銷時，收益及虧損會於損益中確認。

攤銷成本經計及任何收購折讓或溢價及屬於實際利率之組成部分之費用或成本後計算。實際利率攤銷會計入損益之融資成本。

可換股票據

本公司發行之可換股票據包含負債、換股期權及提早贖回選擇權，並於初步確認時分開歸類於各自之項目。換股期權由固定金額之現金或另一項金融資產轉換為本公司本身固定數目之股本工具交付，即歸類為股本工具。

於發行當日，負債及提早贖回選擇權部分按公平值計量。發行可換股票據所得款項總額與分別歸入負債及提早贖回選擇權部分之公平值(即持有人將貸款票據轉換為權益之換股期權)之差額計入權益(可換股票據權益儲備)。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Convertible notes (Continued)

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using the effective interest method. The early redemption option is measured at fair value with changes in fair value recognised in the profit or loss.

The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes equity reserve until the embedded conversion option is exercised (in which case the balance stated in convertible notes equity reserve will be transferred to share premium). Where the conversion option remains unexercised at the expiry date, the balance stated in convertible notes equity reserve will be released to retained profits. No gain or loss is recognised in the profit or loss upon conversion or expiration of the conversion option.

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

When the conversion price is reduced (except for an anti-dilutive adjustment), the incremental consideration which represents the value of additional shares to be converted under the reduced conversion price is recognised in the profit or loss with a corresponding adjustment to other reserve. The amount of incremental consideration is transferred to share premium at the time the conversion price is reduced.

4. 主要會計政策 (續)

金融負債 (續)

其後計量 (續)

可換股票據 (續)

於往後期間，可換股票據之負債部分採用實際利息法以攤銷成本入賬。提早贖回選擇權按公平值計量，公平值之變動於損益確認。

股權部分(即將負債部分轉換為本公司普通股之期權)將保留於可換股票據權益儲備內，直至嵌入式換股期權獲行使為止(屆時於可換股票據權益儲備內列示之結存將撥至股份溢價)。倘換股期權於到期日仍未獲行使，則於可換股票據權益儲備內呈列之結存將撥入保留溢利。換股期權於獲轉換或到期時之收益或虧損不會於損益確認。

有關發行可換股票據之交易成本乃按所得款項總額之分配比例，分配至負債及股權部分。有關股權部分之交易成本直接於股權扣除。有關負債部分之交易成本則列入負債部分之賬面值內，並於可換股票據之期限內按實際利息法攤銷。

倘換股價下降(反攤薄調整除外)，則代價增加(即根據較低換股價將獲兌換之額外股份價值)於損益確認，並相應調整其他儲備。代價增加金額於換股價下降時轉撥至股份溢價。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the best estimate of consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligations, its carrying amount is the present value of those cash flow (where the effect is material).

4. 主要會計政策 (續)

取消確認金融負債

倘負債項下之責任被解除、取消或到期，則會取消確認金融負債。

倘現有金融負債被來自同一貸款人之另一項負債按實質上不相同之條款替代，或現有負債之條款大部分被修訂，該項替代或修訂視作取消確認原有負債及確認新負債處理，各自賬面值之差額於損益內確認。

抵銷金融工具

倘現時存在一項可依法強制執行之權利可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務時，則金融資產及金融負債可予抵銷，而其淨額於財務狀況表內呈報。

撥備

當本集團因過往事件而存有現行責任及本集團可能需要履行該責任，則確認撥備。撥備以作出於報告期末履行現行責任所需代價之最佳估計計量，並計及履行責任之風險及不明朗因素。倘撥備按履行現行責任估計所需之現金流量計量，則其賬面值為有關現金流量之現值(如影響重大)。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

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

- (i) Tuition revenue from educational programs is recognised on a time-proportion basis, using the straight-line method, over the duration of the relevant educational programs.
- (ii) Revenue from sales of educational materials and products is recognised when the products are delivered and title has passed to customers.
- (iii) Interest income is recognised as it accrues using the effective interest method.

Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in the profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independent administered fund.

Employee entitlements to annual leave and long service payments are recognised when they accrue to employees. A provision will be made for the estimated liability for annual leave and long service payments as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity or paternity leave are not recognised until the time of leave.

4. 主要會計政策 (續)

收入確認

收入於經濟利益將可能流入本集團且能可靠計算有關收入時按下列基準確認：

- (i) 教學課程之收入按時間比例基準以直線法於相關教學課程之期間內確認。
- (ii) 教學材料及產品之銷售收入於送達產品及將擁有權轉交客戶時確認。
- (iii) 利息收入於應計時使用實際利息法確認。

僱員福利

(i) 短期僱員福利及定額供款退休計劃之供款

定額供款退休計劃之供款責任於產生時在損益確認為開支。該計劃之資產與本集團之資產分開持有，存放於獨立管理之基金。

僱員應得之年假及長期服務金於應計予僱員時確認。本集團將就僱員於報告期末前提供服務所得之年假及長期服務金涉及之估計負債作出撥備。

僱員應得之病假及產假或陪產假於休假時確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Employee benefits *(Continued)*

(ii) Share-based payments

The Group operates equity-settled share-based compensation scheme (“Scheme”) to remunerate its employees.

For share options granted under the Scheme, the fair value of the employees’ services rendered in exchange for the grant of the options is recognised as an expense immediately and credited to the share-based payment reserve under equity. Where the employees are required to meet vesting conditions before they become entitled to the options, the Group recognises the fair value of the options granted over the vesting periods. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of the original estimates, if any, in the profit or loss, and a corresponding adjustment to the share-based payment reserve.

Upon exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price over the nominal value of the shares is recorded by the Company in the share premium account. The equity amount is recognised in the share-based payment reserve until the option is exercised when it is transferred to the share premium account. If the options lapse unexercised, the related share-based payment reserve is transferred directly to retained profits.

4. 主要會計政策 (續)

僱員福利 (續)

(ii) 以股支付款項

本集團設有以股權結算之以股支付薪酬計劃(「計劃」)，藉以向僱員提供獎賞。

就根據該計劃授出之購股權而言，僱員就獲授購股權而提供之服務之公平值乃即時確認作開支並撥入權益項下之以股支付儲備。如僱員須達到歸屬條件才可享有購股權，本集團將會於歸屬期內確認所授購股權之公平值。於各報告期末，本集團修訂其預期可獲行使之購股權數目之估計。其於損益確認修訂原先估計(如有)之影響，並在以股支付儲備中作出相應調整。

於購股權獲行使後，本公司將把因此發行之股份按股份之面值記錄為額外股本，而行使價超出股份面值之數額則記入本公司股份溢價賬。權益金額於以股支付儲備內確認，直至購股權被行使，在此情況下將轉撥至股份溢價賬內。倘購股權失效而未有行使，相關以股支付儲備則會直接轉撥入保留溢利。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

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

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

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

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

4. 主要會計政策 (續)

租賃

凡將資產所有權之絕大部分回報及風險(法定所有權除外)轉移至本集團之租約,均視作融資租賃。融資租賃開始時,租賃資產之成本即按最低應付租金之現值資本化,並連同負債(不計利息部分)一併記錄,以反映購置及融資。根據已資本化之融資租賃持有之資產(包括融資租賃項下之預付土地租賃款項)會列入物業、廠房及設備,並按該等資產之租賃期限及估計可用年期兩者中之較短者進行折舊。該等租約之融資成本自損益中扣除,以得出一個於租約期間內之固定週期支銷率。

凡根據具備融資性質之租購合約購入之資產皆被列為融資租賃,惟須按彼等估計之可用年期予以折舊。

凡資產所有權之絕大部分回報及風險仍由出租人承擔之租約,均視為經營租賃。倘本集團為出租人,本集團根據經營租賃出租之資產列入非流動資產內,而經營租賃之應收租金乃按租賃期以直線法列入損益;倘本集團為承租人,經營租賃之應付租金於扣除自出租人收取的任何獎勵後在租賃期內乃按直線法計入損益。

經營租賃項下之預付土地租賃款項初步按成本列賬,其後乃在租賃期內按直線法確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Borrowing costs

All borrowing costs are recognised as and included in finance costs in the profit or loss in the period in which they are incurred.

Income tax

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

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

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

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

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

4. 主要會計政策 (續)

借貸成本

所有借貸成本乃於其產生之期間於損益確認並計入融資成本。

所得稅

所得稅包括即期及遞延稅項。與於損益外確認之項目有關之所得稅於損益外，在其他全面收益或直接於權益確認。

本期間及過往期間之即期稅項資產及負債乃按預期自稅務機關退回或向稅務機關支付之金額根據於報告期末已頒佈或實際上已頒佈之稅率(及稅法)，並計及本集團經營所在國家當前之詮釋及慣例計量。

遞延稅項乃採用負債法，就於報告期末之資產及負債之計稅基準及該等項目就財務申報之賬面值之所有暫時差額作出撥備。

一切應課稅暫時差額均確認為遞延稅項負債，惟：

- 業務合併以外之交易中初步確認之商譽或資產或負債所產生，且於交易時並不應影響會計溢利或應課稅損益之遞延稅項負債除外；及
- 就與於附屬公司、聯營公司及合資公司之投資有關之應課稅暫時差額而言，若撥回暫時差額之時間可以控制及暫時差額可能不會在可見之將來撥回除外。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

4. 主要會計政策 (續)

所得稅 (續)

所有可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損於可能獲得應課稅溢利作為抵銷該等可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損之情況下，均確認為遞延稅項資產，惟：

- 關乎業務合併以外之交易中初步確認之資產或負債所產生，且於交易時並不影響會計溢利或應課稅損益之可予扣減暫時差額之遞延稅項資產除外；及
- 就與於附屬公司、聯營公司及合資公司之投資有關之可予扣減暫時差額而言，僅於暫時差額可能會在可見之將來撥回及將有應課稅溢利抵銷暫時差額之情況下，才確認遞延稅項資產除外。

遞延稅項資產之賬面值乃於各報告期末進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利以動用全部或部分遞延稅項資產為止。未確認遞延稅項資產於各報告期末重新評估，並於可能存有足夠應課稅溢利可供收回全部或部分遞延稅項資產時予以確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Income tax *(Continued)*

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

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

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

4. 主要會計政策 (續)

所得稅 (續)

遞延稅項資產及負債乃根據於報告期末前已頒佈或實質頒佈之稅率(及稅法)，按變現資產或清償負債期間預期適用之稅率予以計量。

遞延稅項資產可與遞延稅項負債抵銷，惟必須存在容許將即期稅項資產抵銷即期稅項負債的可合法執行權利，且遞延稅項與同一應課稅實體及同一稅務當局有關，方可實行。

外幣

該等財務報表均以港元呈列，而港元乃本公司之功能及呈報貨幣。本集團旗下各實體自行決定功能貨幣，而各實體財務報表中包含之項目以其功能貨幣計量。本集團之實體記錄之外幣交易按交易日期適用之各自功能貨幣匯率初步入賬。以外幣為單位之貨幣資產及負債以報告期末適用之功能貨幣匯率換算，差額一律記入損益。

以歷史成本計量之外幣列值非貨幣項目，按初步交易日期之匯率換算。以外幣公平值計量之非貨幣項目，則以公平值釐定日期之匯率換算。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

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

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

Related parties

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

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;

4. 主要會計政策 (續)

外幣 (續)

若干海外附屬公司及聯營公司之功能貨幣乃港元以外貨幣。於報告期末，該等實體之資產及負債以報告期末適用之匯率換算為本公司之呈報貨幣，其損益則以全年加權平均匯率換算為港元。

所產生之匯率差額於其他全面收益內確認並於匯兌波動儲備內累計。出售海外業務時，與該特定海外業務有關之其他全面收入部分，在損益中予以確認。

就綜合現金流量表而言，海外附屬公司之現金流量均按現金流量日期之匯率換算為港元。海外附屬公司在年內經常出現之現金流量均按年內加權平均匯率換算為港元。

關連方

在下列情況下，有關方將被視為與本集團有關連：

- (a) 有關方直接或間接透過一名或多名中介人(i)控制本集團、受本集團控制，或與本集團受到共同控制；(ii)於本集團擁有的權益足以令其對本集團造成重大影響；或(iii)擁有對本集團的共同控制權；
- (b) 有關方為聯營公司；

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Related parties *(Continued)*

- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATIONS

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgments

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

4. 主要會計政策 (續)

關連方 (續)

- (c) 有關方為共同控制實體；
- (d) 有關方為本集團或其母公司之主要管理層人員；
- (e) 有關方為(a)或(d)項所述任何個人之近親；
- (f) 有關方屬於被(d)或(e)項所述任何個人直接或間接控制、共同控制、或實施重大影響，或對該實體有重大投票權之實體；或
- (g) 有關方為就本集團或屬本集團關連方之任何實體的僱員的利益而設的離職後福利計劃。

5. 關鍵會計判斷及估計

編製本集團財務報表須由管理層於報告期末作出影響收入、開支、資產及負債之報告金額及或然負債之披露之判斷、估計及假設。然而，有關該等假設及估計之不明朗因素會導致可能須對日後受到影響之資產或負債賬面值進行重大調整之後果。

判斷

於應用本集團之會計政策過程中，除涉及估計者外，管理層作出以下對在財務報表中已確認之數額具有重大影響之判斷：

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATIONS

(Continued)

Judgments (Continued)

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account their estimated residual value. The Company assesses annually the residual value and the useful lives of the property, plant and equipment and if the expectation differs from the original estimates, such differences from the original estimates will affect the depreciation charges in the year in which the estimates change.

Estimation uncertainty

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

Impairment loss on trade and other receivables

Management regularly reviews the recoverability and age of the trade and other receivables. Appropriate impairment for estimated irrecoverable amounts is recognised in the profit or loss when there is objective evidence that the asset is impaired.

5. 關鍵會計判斷及估計 (續)

判斷 (續)

物業、廠房及設備之折舊

物業、廠房及設備於考慮估計剩餘價值後按直線法於彼等之估計使用期限內計提折舊。本公司每年評估物業、廠房及設備之剩餘價值及使用期限，倘預期偏離原先估計，則與原先估計之差異將影響估計改變年度之折舊費用。

估計不明朗因素

具有重大風險而可導致對下一財政年度資產及負債賬面值作出重大調整之有關未來之主要假設及於報告期末估計不明朗因素之其他主要來源，茲論述如下。

貿易及其他應收賬款之減值虧損

管理層定期檢討貿易及其他應收賬款之可收回情況及賬齡。當有客觀證據顯示資產減值時，會在損益中確認適當的估計不可收回金額減值。

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATIONS

(Continued)

Estimation uncertainty (Continued)

Impairment loss on trade and other receivables (Continued)

In determining whether impairment on trade and other receivables is required, the Company takes into consideration the current creditworthiness, the past collection history, age status and likelihood of collection. Specific allowance is only made for receivables that are unlikely to be collected and is recognised on the difference between the estimated future cash flow expected to receive of which discounted by using the original effective interest rate and its carrying value. If the financial conditions of customers of the Company were to deteriorate, resulting in an impairment of their ability to make payments, additional impairment may be required.

Valuation of share options granted

The fair value of share options granted was calculated using the Black-Scholes valuation model/Trinomial Option Pricing Model which requires the management's estimates and assumptions on significant calculation inputs, including the estimated life of share options granted, the volatility of share price and expected dividend yield. Change in the subjective input assumptions could materially affect the fair value estimate.

5. 關鍵會計判斷及估計 (續)

估計不明朗因素 (續)

貿易及其他應收賬款之減值虧損 (續)

在決定是否需要計提貿易及其他應收賬款減值時，本公司會考慮客戶當時之信譽、過往收賬記錄、賬齡狀況及收回的可能性。特定撥備只會在不大有可能收回應收款項時作出，並按運用原實際利率對預期可收取估計未來現金流量折現後的金額與其賬面值兩者的差額確認。倘本公司客戶之財政狀況轉壞，以致削弱其付款能力時，則可能須作出額外減值。

已授出購股權之估值

已授出購股權之公平值乃使用柏力克－舒爾斯期權定價模式／三項式購股權定價模式計算，該模式要求管理層對重大計算參數作出估計及假設，當中包括已授出購股權之估計期限、股價波幅及預期股息率。倘主觀輸入參數假設有任何改變，可能對公平值估計造成重大影響。

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATIONS

(Continued)

Estimation uncertainty (Continued)

Impairment loss of goodwill

Determining whether goodwill needs impairment requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flow is less than expected, a material impairment loss may arise.

As at 31 December 2014, the carrying amount of goodwill is nil (2013: Nil).

6. OPERATING SEGMENT INFORMATION

Business segments

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The Group is currently having one continuing operating segment on a single business in a single geographical location, which is the provision of an internet platform for the facilitation of education program in Chinese medicine and other advisory and training programs in the PRC, and all the assets are substantially located in the PRC. Accordingly, there is only one single reportable segment of the Group which is regularly reviewed by the chief operating decision maker.

Information about a major customer

No transactions with a single external customer amount to 10% or more of the Group's revenue during the years ended 31 December 2014 and 2013.

5. 關鍵會計判斷及估計 (續)

估計不明朗因素 (續)

商譽減值虧損

釐定商譽是否需要減值時須對獲分配商譽之現金產生單位之使用價值作出估計。計算使用價值時實體須估計預期未來來自現金產生單位之現金流量及適用折現率以計算現值。倘實際未來現金流量較預期少，則會產生重大減值虧損。

於二零一四年十二月三十一日，商譽之賬面值為零(二零一三年：零)。

6. 經營分類資料

業務分類

經營分部以有關本集團的組成部分的內部報告作為基準進行辨識，報告乃定期由主要營運決策者審視，以便對有關分部進行資源分配及評估其表現。

因本集團目前於單一地區擁有一個持續經營業務分部，進行單一業務，即於中國從事提供互聯網平台以促進中醫教育項目及其他諮詢及培訓項目，以及所有資產基本上位於中國，故本集團只有單一報告分部，由主要營運決策者定期審視。

主要客戶之資料

於截至二零一四年及二零一三年十二月三十一日止年度，概無單一外部客戶之交易額佔本集團收入10%或以上。

7. REVENUE**Continuing operations**

An analysis of the Group's turnover for the years is as follows:

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Tuition fee revenue	47,474	47,066
	47,474	47,066

7. 收入**持續經營業務**

本集團於年內之營業額分析如下：

8. OTHER INCOME**Continuing operations**

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Gain on disposal of property, plant and equipment	19	241
Interest income	1,929	43
Sundry income	1,891	383
	3,839	667

8. 其他收入**持續經營業務**

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9. OTHER EXPENSES

9. 其他開支

Continuing operations

持續經營業務

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Donations	捐款	251	251
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產之虧損	-	2
Loss on redemption of convertible notes	贖回可換股票據之虧損	-	209
		251	462

10. FINANCE COSTS, NET

10. 融資成本淨額

Continuing operations

持續經營業務

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Interest expenses on financial liabilities measured at amortised cost	按攤銷成本計量之金融負債之利息開支	7,292	12,029
Fair value changes on financial derivative	金融衍生工具之公平值變動	-	(2,222)
Compensation for non-cash settlement on financial liabilities	金融負債非現金結算補償	3,000	-
		10,292	9,807

11. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

11. 本年度來自持續經營業務之虧損

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss before tax has been arrived at after charging:	除稅前虧損已扣除下列各項：		
Staff costs (including directors' emoluments)	僱員成本(包括董事酬金)		
– basic salaries and allowances	– 基本薪金及津貼	9,435	9,988
– contributions to defined contribution plans	– 定額供款計劃之供款	712	873
– Other	– 其他	1,000	31
– Equity-settled share-based payments	– 以股權結算之 之以股支付款項	1,259	1,888
Total staff costs	總僱員成本	12,406	12,780
Auditors' remuneration:	核數師酬金：		
– Audit service	– 核數服務	487	425
Legal and professional fee	法律及專業費用	7,229	5,617
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,282	1,689
Payments under operating lease for land and buildings	土地及樓宇經營租約項下付款	2,383	3,325
Equity-settled share-based payments	以股權結算之 之以股支付款項	5,730	6,224

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12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

12. 董事及僱員酬金

a. Directors' emoluments

a. 董事酬金

		Salaries, allowances and benefits in kind		Retirement scheme contributions	Equity-settled share-based payments		Performance related bonuses	Payments for termination of service of directors	Total
		Fees	薪金、津貼及實物利益		退休計劃供款	以股權結算之			
		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
For the year ended 31 December 2014	截至二零一四年十二月三十一日止年度								
Executive Directors	執行董事								
Mr. Chen Hong (note i)	陳宏先生(附註i)	-	117	-	-	-	-	1,000	1,117
Mr. Yuan Wei (note ii)	袁偉先生(附註ii)	-	699	17	399	-	-	-	1,115
Mr. Yang Jilin (note iii)	楊季霖先生(附註iii)	-	354	9	-	-	-	-	363
Non-Executive Directors	非執行董事								
Mr. Li Xiangjun	李湘軍先生	100	300	-	-	-	-	-	400
Independent Non-Executive Directors	獨立非執行董事								
Dr. Huang Chung Hsing	黃崇興博士	60	-	-	-	-	-	-	60
Mr. Cheung Wai Tak (note iv)	張偉德先生(附註iv)	10	-	-	-	-	-	-	10
Ms. Li Ya Ru Nancy (note v)	李雅茹女士(附註v)	100	-	-	-	-	-	-	100
Mr. Li Qunsheng (note vi)	李群盛先生(附註vi)	89	-	-	-	-	-	-	89
		359	1,470	26	399	-	-	1,000	3,254

		Salaries, allowances and benefits in kind		Retirement scheme contributions	Equity-settled share-based payments		Performance related bonuses	Payments for termination of service of directors	Total
		Fees	薪金、津貼及實物利益		退休計劃供款	以股權結算之			
		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
For the year ended 31 December 2013	截至二零一三年十二月三十一日止年度								
Executive Directors	執行董事								
Mr. Chen Hong	陳宏先生	-	1,040	-	472	-	-	-	1,512
Ms. Wei Jianya (note vii)	韋健亞女士(附註vii)	-	531	-	-	-	-	-	531
Mr. Yuan Wei	袁偉先生	-	70	-	472	-	-	-	542
Non-Executive Directors	非執行董事								
Mr. Li Xiangjun	李湘軍先生	107	300	-	-	-	-	-	407
Independent Non-Executive Directors	獨立非執行董事								
Dr. Huang Chung Hsing	黃崇興博士	60	-	-	-	-	-	-	60
Mr. Cheung Wai Tak	張偉德先生	100	-	-	-	-	-	-	100
Ms. Li Bailing (note viii)	李百靈女士(附註viii)	83	-	-	-	-	-	-	83
Ms. Li Ya Ru Nancy	李雅茹女士	12	-	-	-	-	-	-	12
		362	1,941	-	944	-	-	-	3,247

12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

a. Directors' emoluments (Continued)

Notes:

- (i) Mr. Chen Hong resigned on 14 February 2014.
- (ii) Mr. Yuan Wei was appointed on 19 November 2013
- (iii) Mr. Yang Jilin was appointed on 8 July 2014.
- (iv) Mr. Cheung Wai Tak resigned on 7 February 2014.
- (v) Ms. Li Ya Ru Nancy was appointed on 19 November 2013
- (vi) Mr. Li Qunsheng was appointed on 7 February 2014
- (vii) Ms. Wei Jianya resigned on 19 November 2013
- (viii) Ms Li Bailing was appointed on 18 January 2013 and resigned on 19 November 2013

In 2014, the amounts of share-based payments were measured according to the Group's accounting policies for share-based payment transactions as set out in note 4 to the financial statements.

None of the directors of the Company waived or agreed to waive any emoluments paid by the Company and no incentive payment for joining the Company to any director of the Company during the two years ended 31 December 2014 and 2013.

12. 董事及僱員酬金 (續)

a. 董事酬金 (續)

附註：

- (i) 陳宏先生於二零一四年二月十四日辭任。
- (ii) 袁偉先生於二零一三年十一月十九日獲委任。
- (iii) 楊季霖先生於二零一四年七月八日獲委任。
- (iv) 張偉德先生於二零一四年二月七日辭任。
- (v) 李雅茹女士於二零一三年十一月十九日獲委任。
- (vi) 李群盛先生於二零一四年二月七日獲委任。
- (vii) 韋健亞女士於二零一三年十一月十九日辭任。
- (viii) 李百靈女士於二零一三年一月十八日獲委任並於二零一三年十一月十九日辭任。

於二零一四年，以股支付金額乃根據財務報表附註4所載本集團有關以股支付交易之會計政策計量。

截至二零一四年及二零一三年十二月三十一日止兩個年度，概無本公司董事放棄或同意放棄任何由本公司支付之酬金，亦無就加入本公司支付任何獎賞款項予本公司任何董事。

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12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

12. 董事及僱員酬金 (續)

b. Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, two (2013: three) were directors of the Company, whose remunerations are included in the disclosures above. The remunerations of the remaining three (2013: two) individuals were as follows:

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Salaries allowances and benefits in kind 薪金、津貼及實物利益	2,285	1,592
Retirement scheme contributions 退休計劃供款	17	15
Equity-settled share-based payments 以股權結算之以股支付款項	860	-
	3,162	1,607

Their remunerations were within the following band:

彼等之薪酬處於下列範圍內：

	Number of individuals 人數	
	2014 二零一四年	2013 二零一三年
HK\$ Nil to HK\$1,000,000 零至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000 1,000,001港元至1,500,000港元	1	-

13. INCOME TAX (RELATING TO CONTINUING OPERATIONS)

During the year ended 31 December 2014, no Hong Kong profits tax has been provided for as the Group did not generate any taxable profits in Hong Kong (2013: Nil).

PRC subsidiaries are subject to PRC Enterprise Income tax at 25% (2013: 25%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

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

13. 所得稅 (與持續經營業務相關)

截至二零一四年十二月三十一日止年度，由於本集團並無於香港產生任何應課稅溢利，故並無作出香港利得稅撥備(二零一三年：無)。

中國附屬公司乃按25%(二零一三年：25%)的稅率繳納中國企業所得稅。其他司法權區產生之稅項按各個司法權區之現行稅率計算。

本年度的稅費與綜合損益及其他全面收益表之除稅前虧損對賬如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss before tax (from continuing operations)	除稅前虧損 (來自持續經營業務)	(47,417)	(22,551)
Tax at respective applicable tax rates	按相關適用稅率計算之稅項	(6,697)	(3,082)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	20,144	12,616
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	(15,209)	(11,766)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	1,762	2,873
Utilisation of tax losses previously not recognised	動用未曾確認稅務虧損	-	(641)
Income tax for the year (relating to continuing operations)	本年度的所得稅 (與持續經營業務相關)	-	-

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14. DISCONTINUED OPERATIONS

On 31 October 2013, the Company entered into the an agreement to dispose of Everjoy Technology Development Corporation and Everjoy International Media Corporation which carried out all the Group's ticketing operations, and transfer of deposit on improving the Online Ticketing System. The disposal was completed on 12 March 2014. The carrying amounts exceed the net proceeds of sale and accordingly, impairment losses of goodwill and other receivables were recognised.

14. 已終止經營業務

於二零一三年十月三十一日，本公司訂立一項協議出售永樂科技發展有限公司與永樂國際傳媒有限公司（經營本集團全部票務業務）以及轉讓升級線上票務系統的按金。出售於二零一四年三月十二日完成。賬面值超過出售所得款項淨額，因此，已確認商譽減值虧損及其他應收款項。

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss for the year from discontinued operations	本年度來自已終止經營業務之虧損		
Revenue	收入	-	3,593
Profit before tax	除稅前溢利	-	3,593
Loss on remeasurement to fair values less costs to sell	重新計量公平值減銷售成本之虧損		
– impairment losses on goodwill	– 商譽減值虧損	-	(56,008)
– Impairment losses on other receivables	– 其他應收款項減值虧損	-	(11,116)
Loss for the year from discontinued operations	本年度來自已終止經營業務之虧損	-	(63,531)
Cash flows from discontinued operations	來自已終止經營業務之現金流量		
Net cash inflows from operating activities	經營業務產生之現金流入淨額	-	3,593
Net cash inflows	現金流入淨額	-	3,593

15. ASSETS CLASSIFIED AS HELD FOR SALE

(a) The Group

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Goodwill (see note 18(v) and (vi))	商譽(見附註18(v)及(vi))	-	12,047
Other receivables (note i)	其他應收款項(附註i)	-	3,584
Cash and cash equivalents	現金及現金等值項目	-	13,849
Assets classified as held for sale	分類為持作出售資產	-	29,480
Other payables	其他應付款項	-	59
Liabilities directly associated with assets classified as held for sale	與分類為持作出售之資產直接相關之負債	-	59

Note:

- i. The deposit on improving the Online Ticketing System has been classified and accounted for at 31 December 2013 as disposal group held for sale and was fully impaired for the year then ended (see note 14).
- ii. For the year ended 31 December 2013, in accordance HKFRS 5, the assets and liabilities held for sale were written down to their fair value less costs to sell of HK\$29,421,000. This is a non-recurring fair value which has been measured using observable inputs within level 2 of the fair value hierarchy.
- iii. During the year ended 31 December 2014, the assets classified as held for sale were fully disposed at its carrying amount, therefore no gain or loss on disposal was recognised.

15. 分類為持作出售資產

(a) 本集團

附註：

- i. 於二零一三年十二月三十一日，改善線上票務系統的按金已分類及入賬列作持作出售之出售組別且於截至該日止年度已悉數減值(見附註14)。
- ii. 截至二零一三年十二月三十一日止年度，根據香港財務報告準則第5號，持作出售資產及負債被撇減至彼等的公平值減銷售成本，即29,421,000港元。此為非經常性公平值，乃使用屬於公平值等級第二級內的可觀察輸入數據計量。
- iii. 截至二零一四年十二月三十一日止年度，分類為持作出售資產已按其賬面值悉數出售，因此並無確認任何出售收益或虧損。

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15. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

(b) The Company

The investments in subsidiaries of Everjoy Technology Development Corporation and Everjoy International Media Corporation was disposed on 12 March 2014, the investments cost of those subsidiaries was classified as Assets classified as held for sale for the year ended 31 December 2013.

16. DIVIDEND

No dividend was paid or proposed for the year ended 31 December 2014, nor has any dividend been proposed since the end of the reporting period (2013: Nil).

17. LOSS PER SHARE

From continuing and discontinued operations

The calculation of the basic loss per share is based on the loss for the year attributable to the owners of the Company of approximately HK\$56,872,000 (2013: HK\$96,449,000), and based on the weighted average number of shares in issue during the year of approximately 2,063,322,000 ordinary shares (2013: 1,476,858,000 ordinary shares), as adjusted to reflect the shares by conversion of convertible notes, exercise of share options and issuance of placing shares during the year.

From continuing operations

The calculation of the basic loss per share from continuing operations is based on loss for the year from continuing operations attributable to the owners of the Company of approximately HK\$56,872,000 (2013: HK\$32,918,000), and based on the weighted average number of shares in issue during the year of approximately 2,063,322,000 ordinary shares (2013: 1,476,858,000 ordinary shares), as adjusted to reflect the shares by conversion of convertible notes, exercise of share options and issuance of placing shares during the year.

15. 分類為持作出售資產 (續)

(b) 本公司

於附屬公司永樂科技發展有限公司與永樂國際傳媒有限公司之投資已於二零一四年三月十二日出售，截至二零一三年十二月三十一日止年度，該等附屬公司之投資成本分類為持作出售資產。

16. 股息

截至二零一四年十二月三十一日止年度並無派付或擬派付任何股息，於報告期末後亦無建議派付任何股息(二零一三年：無)。

17. 每股虧損

來自持續及已終止經營業務

每股基本虧損乃根據本年度本公司持有人應佔虧損約56,872,000港元(二零一三年：96,449,000港元)，以及經調整以反映年內因可換股票據獲轉換、行使購股權及發行配售股份而發行股份之年內已發行股份加權平均數目約2,063,322,000股普通股(二零一三年：1,476,858,000股普通股)計算。

來自持續經營業務

來自持續經營業務的每股基本虧損乃根據本年度本公司持有人應佔來自持續經營業務的虧損約56,872,000港元(二零一三年：32,918,000港元)，以及經調整以反映年內因可換股票據獲轉換、行使購股權及發行配售股份而發行股份之年內已發行股份加權平均數目約2,063,322,000股普通股(二零一三年：1,476,858,000股普通股)計算。

17. LOSS PER SHARE (Continued)**From discontinued operations**

The Company does not have discontinued operation in 2014 and therefore no loss per share for discontinued operation for the year ended 31 December 2014 is presented.

For the year ended 31 December 2013, the calculation of the basic loss per share from discontinued operations is based on loss for the year from discontinued operations attributable to the owners of the Company of approximately HK\$63,531,000, and based on the weighted average number of shares in issue during the year of approximately 1,476,858,000 ordinary shares, as adjusted to reflect the shares by conversion of convertible notes during the year.

No diluted loss per share has been presented for the years of 2014 and 2013 as the share options and convertible notes outstanding have anti-dilutive effects on the basic loss per share amounts presented.

18. GOODWILL**17. 每股虧損** (續)**來自已終止經營業務**

本公司於二零一四年並無擁有已終止經營業務，因此並無呈列已終止經營業務截至二零一四年十二月三十一日止年度之每股虧損。

截至二零一三年十二月三十一日止年度，來自已終止經營業務的每股基本虧損乃根據本年度本公司持有人應佔來自已終止經營業務的虧損約為63,531,000港元，以及經調整以反映年內因可換股票據獲轉換而發行股份之年內已發行股份加權平均數目約1,476,858,000股普通股計算。

因尚未行使之購股權及可換股票據對所呈列之每股基本虧損金額具有反攤薄效果，故並無呈列二零一四年及二零一三年之每股攤薄虧損。

18. 商譽

		The Group 本集團 HK\$'000 千港元
Cost	成本	
At 1 January 2013 (Notes i, ii, iii & iv)	於二零一三年一月一日 (附註i、ii、iii及iv)	747,159
Transfer to Assets classified as held for sale (Note v)	轉至分類為持作出售資產 (附註v)	(68,055)
At 31 December 2013 and 31 December 2014	於二零一三年十二月三十一日及二零一四年十二月三十一日	679,104
Accumulated impairment losses	累計減值虧損	
As at 1 January 2013	於二零一三年一月一日	679,104
Impairment losses recognised during the year	年內確認之減值虧損	56,008
Transfer to Assets classified as held for sale (Note v)	轉至分類為持作出售資產 (附註v)	(56,008)
At 31 December 2013 and 31 December 2014	於二零一三年十二月三十一日及二零一四年十二月三十一日	(679,104)
Carrying amounts	賬面值	
At 31 December 2014	於二零一四年十二月三十一日	-
At 31 December 2013	於二零一三年十二月三十一日	-

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(Expressed in HK\$) (以港元列示)

18. GOODWILL (Continued)

Note:

- i. Goodwill arose on acquisition of subsidiaries New Beida Business Study Net Group Limited is HK\$647,598,000 on 27 February 2008.
- ii. Goodwill arose on acquisition of subsidiaries, IIN Medical (BVI) Group Limited ("IIN Medical (BVI)") and its subsidiaries on 23 April 2009.
- iii. Goodwill arose on acquisition of non-controlling interests of Hunan IIN Medical Network Technology Development Company Limited, a subsidiary of IIN Medical (BVI), in May 2009.

Goodwill arose on acquisition of ii and iii is HK\$31,506,000.
- iv. Goodwill arose on acquisition of subsidiaries, Everjoy International Media Corporation ("EI") and Everjoy Technology Development Corporation ("ET") is HK\$68,055,000 on 20 December 2012.
- v. On 31 October 2013, the Company entered into an agreement to dispose of EI and ET. The disposal was completed on 12 March 2014, the goodwill and accumulated impairment losses of ET and EI was transfer to Assets classified as held for sale accordingly.
- vi. On 12 March 2014, EI and ET was disposed of the goodwill and accumulated impairment losses was derecognised.

18. 商譽 (續)

附註：

- i. 商譽乃於二零零八年二月二十七日收購附屬公司新北商學網集團有限公司時產生，為647,598,000港元。
- ii. 商譽乃於二零零九年四月二十三日收購附屬公司國訊醫藥(BVI)集團有限公司(「國訊醫藥(BVI)」)及其附屬公司時產生。
- iii. 商譽乃於二零零九年五月收購國訊醫藥(BVI)之附屬公司—湖南國訊醫藥網絡科技開發有限公司之非控股權益時產生。

商譽乃於收購ii及iii時產生，為31,506,000港元。
- iv. 商譽乃於二零一二年十二月二十日收購附屬公司—永樂國際傳媒有限公司(「永樂國際」)及永樂科技發展有限公司(「永樂科技」)時產生，為68,055,000港元。
- v. 於二零一三年十月三十一日，本公司訂立一項協議出售永樂國際與永樂科技。出售於二零一四年三月十二日完成，因此，永樂科技及永樂國際的商譽及累計減值虧損轉至分類為持作出售資產。
- vi. 於二零一四年三月十二日，永樂國際及永樂科技已出售，故終止確認商譽及累計減值虧損。

18. GOODWILL (Continued)

Impairment testing of goodwill

i. Acquisition of New Beida Business Study Net Group Limited (“New Beida”)

As at the year ended 31 December 2009, the Group had performed an impairment testing of goodwill arose on acquisition of New Beida with reference to a valuation carried out by LCH (Asia-Pacific) Surveyors Limited (“LCH”), an independent qualified valuer. As New Beida sustained a negative cash flow for the year ended 31 December 2009 and such position was expected to continue in the foreseeable future, the directors of the Company were of the opinion that the income approach was inappropriate to reflect the value of New Beida as at 31 December 2009. The asset-based approach had been adopted for the valuation for the year ended 31 December 2009, as opposed to the valuation carried out by LCH for the year ended 31 December 2008 where the income approach was adopted. Based on the business valuation, the Group had recognised an impairment loss of HK\$326,115,000 in relation to goodwill arose on acquisition of New Beida for the year ended 31 December 2009 (2008: HK\$321,483,000). As a result, the goodwill arose on acquisition of New Beida was identified to be fully impaired.

ii. Acquisition of IIN Medical (BVI)

As at the year ended 31 December 2010, the Group has performed an impairment testing of goodwill arose on acquisition of IIN Medical (BVI) with reference to a valuation carried out by Grant Sherman Appraisal Limited, based on cash flow forecasts derived from the most recent financial budgets for the next five years with a discount rate of 17.83%. The directors of the Company were of the opinion, based on the business valuation, that there the Group had recognised an impairment loss of HK\$31,506,000 in relation to goodwill arose from the acquisition of IIN Medical (BVI) as at 31 December 2010. As a result, the goodwill of HK\$31,506,000 on acquisition of IIN Medical (BVI) was identified to be fully impaired.

18. 商譽 (續)

商譽減值測試

i. 收購新北大商學網集團有限公司 (「新北大」)

截至二零零九年十二月三十一日止年度，本集團參考獨立合資格估值師利駿行測量師有限公司(「利駿行」)所作之估值，進行因收購新北大所產生商譽的減值測試。由於新北大於截至二零零九年十二月三十一日止年度持續錄得負現金流量，而該狀況預期於可見未來仍然持續，本公司董事認為，收入法不適合反映新北大於二零零九年十二月三十一日之價值。資產基準法已採納作為截至二零零九年十二月三十一日止年度之估值方法，而利駿行則於截至二零零八年十二月三十一日止年度採納收入法進行估值。基於上述業務估值，本集團於截至二零零九年十二月三十一日止年度確認有關因收購新北大而產生商譽之減值虧損326,115,000港元(二零零八年：321,483,000港元)。因此，因收購新北大而產生之商譽已視為獲全數減值。

ii. 收購國訊醫藥(BVI)

截至二零一零年十二月三十一日止年度，本集團參照中證評估有限公司作出之估值，就因收購國訊醫藥(BVI)而產生之商譽進行減值測試。有關估值乃根據從最新未來五年財政預算(貼現率17.83%)而進行之現金流量預測進行。本公司董事認為，根據該業務估值，本集團已就於二零一零年十二月三十一日因收購國訊醫藥(BVI)而產生之商譽確認減值虧損31,506,000港元。因此，因收購國訊醫藥(BVI)而產生之商譽31,506,000港元已視為獲全數減值。

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18. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

ii. Acquisition of IIN Medical (BVI) (Continued)

The recoverable amount of the goodwill has been determined on the basis of value-in-use calculation. The key factors for the value-in-use calculation are discount rates, growth rates and expected changes in revenue and direct costs. Capital Asset Pricing Model has been adopted to estimate the discount rate by using market data of other companies with business similar to IIN Medical (BVI). The growth rate is based on the historical Consumer Price Index of the PRC. Changes in revenue and direct costs are based on past performance of IIN Medical (BVI) and management's expectation of the market development.

iii. Acquisition of Everjoy International and Everjoy Technology

On 31 October 2013, the Company entered into an agreement to dispose of Everjoy International and Everjoy Technology. The disposal was completed on 12 March 2014. The carrying amounts exceed the net proceeds of sale and accordingly, impairment losses of goodwill amounted of approximately HK\$56,008,000 were recognised. The goodwill and accumulated impairment losses of Everjoy International and Everjoy Technology was transferred to assets classified as held for sale during the year ended 31 December 2013 and derecognised during the year ended 31 December 2014.

18. 商譽 (續)

商譽減值測試 (續)

ii. 收購國訊醫藥(BVI) (續)

商譽之可收回金額已按使用價值計算基準釐定。使用價值計算之主要因素為收益及直接成本之貼現率、增長率及預期變動。資本資產定價模式已獲採納，以採用與國訊醫藥(BVI)從事類似業務之其他公司之市場數據估計貼現率。增長率乃基於中國之過往消費物價指數計算。收益及直接成本之變動乃根據國訊醫藥(BVI)之過往表現及管理層對市場發展之展望而作出。

iii. 收購永樂國際及永樂科技

於二零一三年十月三十一日，本公司訂立一項協議出售永樂國際與永樂科技。出售於二零一四年三月十二日完成。賬面值超過出售所得款項淨額，因此，已確認商譽減值虧損約56,008,000港元。於截至二零一三年十二月三十一日止年度，永樂國際及永樂科技的商譽及累計減值虧損已轉至分類為持作出售資產，並於截至二零一四年十二月三十一日止年度終止確認。

19. PROPERTY, PLANT AND EQUIPMENT

a. The Group

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、 裝置及 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 January 2013	於二零一三年 一月一日	1,057	15,463	411	16,931
Additions	添置	998	289	-	1,287
Disposal	出售	-	(616)	-	(616)
Written-off	撇銷	(1,063)	(811)	-	(1,874)
Exchange realignment	匯兌調整	6	387	11	404
At 31 December 2013	於二零一三年 十二月三十一日	998	14,712	422	16,132
Additions	添置	-	148	7,092	7,240
Disposal	出售	-	-	(76)	(76)
Exchange realignment	匯兌調整	-	(325)	(14)	(339)
At 31 December 2014	於二零一四年 十二月三十一日	998	14,535	7,424	22,957
Accumulated depreciation and impairment	累計折舊及減值				
At 1 January 2013	於二零一三年 一月一日	1,057	13,866	378	15,301
Charge for the year	年內計提	454	1,218	17	1,689
Disposal	出售	6	(554)	-	(548)
Written-off	撇銷	(1,069)	(765)	(16)	(1,850)
Exchange realignment	匯兌調整	6	360	9	375
At 31 December 2013	於二零一三年 十二月三十一日	454	14,125	388	14,967
Charge for the year	年內計提	544	201	537	1,282
Disposal	出售	-	-	(59)	(59)
Exchange realignment	匯兌調整	-	(313)	(10)	(323)
At 31 December 2014	於二零一四年 十二月三十一日	998	14,013	856	15,867
Carrying amounts	賬面值				
At 31 December 2014	於二零一四年 十二月三十一日	-	522	6,568	7,090
At 31 December 2013	於二零一三年 十二月三十一日	544	587	34	1,165

19. 物業、廠房及設備

a. 本集團

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19. PROPERTY, PLANT AND EQUIPMENT (Continued)

19. 物業、廠房及設備 (續)

b. The Company

b. 本公司

		Leasehold improvements 租賃物業 裝修	Furniture, fixtures and office equipment 傢俬、裝置 及辦公室設備	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost	成本			
At 1 January 2013	於二零一三年一月一日	–	68	68
Additions	添置	998	61	1,059
At 31 December 2013	於二零一三年十二月三十一日	998	129	1,127
Additions	添置	–	34	34
At 31 December 2014	於二零一四年十二月三十一日	998	163	1,161
Accumulated depreciation and impairment	累計折舊及減值			
At 1 January 2013	於二零一三年一月一日	–	29	29
Charge for the year	年內計提	454	24	478
At 31 December 2013	於二零一三年十二月三十一日	454	53	507
Charge for the year	年內計提	544	25	569
At 31 December 2014	於二零一四年十二月三十一日	998	78	1,076
Carrying amounts	賬面值			
At 31 December 2014	於二零一四年十二月三十一日	–	85	85
At 31 December 2013	於二零一三年十二月三十一日	544	76	620

20. INVESTMENTS IN SUBSIDIARIES

20. 於附屬公司之投資

		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	800,001	800,001
Less: impairment losses on investment costs	減：投資成本之減值虧損	(800,001)	(800,001)
		-	-

Except for the amount due from Beijing Hua Tao Education Technology Company Limited of HK\$40,000,000 is unsecured, interest bearing at 2.5% p.a and repayable within 1 year, the balances with subsidiaries are unsecured, interest-free and have no fixed terms of repayment. The carrying amounts of these amounts approximate to their fair value.

除應收北京華拓教育科技有限公司款項40,000,000港元為無抵押、按年利率2.5%計息及須於一年內償還以外，與附屬公司之結餘乃無抵押、免息及無固定還款期。該等款項之賬面值與其公平值相若。

Particulars of the principal subsidiaries as at 31 December 2014 are as follows:

主要附屬公司於二零一四年十二月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 註冊/經營地點	Paid up share capital/ registered capital 繳足股本/註冊資本	Proportion interest held by the Company 本公司持有權益比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年	
China E-Learning (Hong Kong) Limited 中國網絡教育(香港)有限公司	Hong Kong 香港	Ordinary shares HK\$1 1港元普通股	100%	100%	-	-	Provision of management services to group companies 向集團公司提供管理服務
New Beida Business StudyNet Group Limited 新北大商學網集團有限公司	BVI 英屬處女群島	Ordinary shares US\$10,000 10,000美元普通股	100%	100%	-	-	Investment holding 投資控股
Best Boom Enterprises Limited	BVI 英屬處女群島	Ordinary shares US\$10 10美元普通股	-	-	100%	100%	Investment holding 投資控股
Beijing Hua Tuo Education Technology Company Limited (note a) 北京華拓教育科技有限公司 (附註a)	PRC 中國	Registered capital HK\$40,000,000 40,000,000港元註冊資本	-	-	100%	100%	Provision of occupational education, industry certification course, skills training and education consultation 提供職業教育、行業認證課程、技能培訓及教育諮詢

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20. INVESTMENTS IN SUBSIDIARIES (Continued)

20. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 註冊/經營地點	Paid up share capital/ registered capital 繳足股本/註冊資本	Proportion interest held by the Company 本公司持有權益比例		Principal activities 主要業務		
			Directly 直接	Indirectly 間接			
			2014 二零一四年	2013 二零一三年		2014 二零一四年	2013 二零一三年
Beijing Ke Xiong Education Company Limited (note a) 北京科雄教育有限公司 (附註a)	PRC 中國	Registered capital RMB5,000,000 人民幣5,000,000元 註冊資本	-	-	100%	100%	Provision of occupational education, industry certification course, skills training and education consultation 提供職業教育、行業認證課程、技能培訓及教育諮詢
IIN Medical (BVI) Group Limited 國訊醫藥(BVI)集團有限公司	BVI 英屬處女群島	Ordinary shares HK\$13,677,288 13,677,288港元普通股	-	-	100%	100%	Investment holding 投資控股
IIN Medical Group Limited 國訊醫藥實業有限公司	Hong Kong 香港	Ordinary shares HK\$3,000,000 3,000,000港元普通股	-	-	100%	100%	Investment holding 投資控股
Hunan IIN Medical Network Technology Development Company Limited (note a) 湖南國訊醫藥網絡科技開發有限公司 (附註a)	PRC 中國	Registered capital RMB14,530,808 人民幣14,530,808元 註冊資本	-	-	100%	100%	Investment holding 投資控股
Distance Education College of Beijing University of Chinese Medicine 北京中醫藥大學遠程教育學院	PRC 中國	Registered capital RMB900,000 人民幣900,000元 註冊資本	-	-	51%	51%	Provision of distance learning program in Chinese medicine 提供中醫藥遠程教育課程
Everjoy International Media Corporation (note b) 永樂國際傳媒有限公司 (附註b)	BVI 英屬處女群島	Ordinary shares HK\$8 8港元普通股	-	-	-	100%	Distribution of event tickets 分銷活動門票
Everjoy Technology Development Corporation (note b) 永樂科技發展有限公司 (附註b)	BVI 英屬處女群島	Ordinary shares HK\$387,575 387,575港元普通股	-	-	-	100%	Provision of design, development, and improvement of software system 提供軟件系統的設計、開發及改進
Maxbob Investments Limited 萬滔投資有限公司	Hong Kong 香港	Ordinary shares HK\$1 1港元普通股	-	-	100%	-	Investment holding 投資控股

Notes:

- a. These are wholly-foreign owned enterprises established in the PRC.
- b. These two subsidiaries were classified on assets classified as held for sale (see note 15(b)) as at 31 December 2013 and the disposal was completed on 12 March 2014.

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

附註：

- a. 為在中國成立之外商獨資企業。
- b. 於二零一三年十二月三十一日，該兩間附屬公司已分類列為分類為持作出售資產(見附註15(b))且該出售已於二零一四年三月十二日完成。

於年終或年內任何時候，該等附屬公司並無任何債務證券。

20. INVESTMENTS IN SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiary that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiary of the Group that have material non-controlling interests:

20. 於附屬公司之投資 (續)

非全資附屬公司而有重大非控股權益之詳情

下表顯示本集團非全資附屬公司而有重大非控股權益之詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊地點及主要營業地點	Proportion of interests held by non-controlling interests 非控股權益所持權益比例		Profit allocated to non-controlling interests 分配予非控股權益之溢利		Dividend paid to non-controlling interests 已付非控股權益股息		Accumulated non-controlling interests 累計非控股權益	
		31/12/14 一四年 十二月三十一日	31/12/13 一三年 十二月三十一日	31/12/14 一四年 十二月三十一日	31/12/13 一三年 十二月三十一日	31/12/14 一四年 十二月三十一日	31/12/13 一三年 十二月三十一日	31/12/14 一四年 十二月三十一日	31/12/13 一三年 十二月三十一日
		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
Distance Education College of Beijing University of Chinese Medicine 北京中醫藥大學遠程教育學院	PRC 中國	49%	49%	9,455	10,367	8,690	9,040	6,344	5,756

Summarised financial information in respect of each of the Group's subsidiary that has material non-controlling interest is set out below. The summarised financial information below represents amounts before intragroup eliminations.

有關本集團之各附屬公司而有重大非控股權益之概述財務資料載列如下。下列概述財務資料為集團內部對沖前之金額。

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20. INVESTMENTS IN SUBSIDIARIES (Continued)

20. 於附屬公司之投資 (續)

Distance Education College of Beijing University of Chinese Medicine

北京中醫藥大學遠程教育學院

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Current assets	流動資產	39,099	41,074
Non-current assets	非流動資產	355	405
Current liabilities	流動負債	(18,543)	(21,681)
Non-current liabilities	非流動負債	–	–
Revenue	收益	47,474	47,066
Other income	其他收入	43	44
Total expenses	開支總額	(28,221)	(25,953)
Profit for the year	年內溢利	19,296	21,157
Total comprehensive income for the year	年內全面收益總額	19,296	21,157
Net cash flow from operating activities	來自經營活動之現金流量淨額	17,847	18,576
Net cash flow from investing activities	來自投資活動之現金流量淨額	(17,692)	(18,410)
Net cash flow used in financial activities	融資活動所用之現金流量淨額	–	–
Net (decrease)/increase in cash and equivalents	現金及現金等值項目 (減少)/增加淨額	(155)	166

21. DISPOSAL OF SUBSIDIARIES

21. 出售附屬公司

On 12 March 2014, the Group disposed of Everjoy International Media Corporation and Everjoy Technology Development Corporation.

於二零一四年三月十二日，本集團出售永樂國際傳媒有限公司及永樂科技發展有限公司。

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Consideration received in cash and cash equivalents	以現金及現金等值項目收取之代價	26,368	–
Net assets disposed of	出售淨資產	(25,837)	–
Cumulative exchange loss	累計匯兌虧損	(531)	–
Gain on disposal	出售收益	–	–

21. DISPOSAL OF SUBSIDIARIES*(Continued)*

Analysis of assets and liabilities over which control was lost.

21. 出售附屬公司 (續)

已失去控制權之資產及負債分析。

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Goodwill	商譽	12,047	-
Cash and cash equivalents	現金及現金等值項目	13,849	-
Other payables	其他應付款項	(59)	-
Net assets disposed of	出售淨資產	25,837	-

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Net cash flow on disposed of subsidiaries	出售附屬公司之現金流量淨額		
Consideration received in cash and cash equivalent	以現金及現金等值項目收取之代價	26,368	-
Less: cash and cash equivalent balances disposed of	減：已出售現金及現金等值項目結餘	(13,849)	-
		12,519	-

22. INVENTORY**22. 存貨**

		The Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cost	成本	179	183
Less: impairment losses	減：減值虧損	(155)	(172)
		24	11

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23. OTHER RECEIVABLES

23. 其他應收賬款

		The Group 本集團		The Company 本公司	
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Deposits and other receivables	按金及其他應收款項	181,880	104,576	95,072	591
Prepayments	預付款項	3,154	2,627	2,027	–
Less: impairment losses	減：減值虧損	(12,672)	(18,077)	–	–
		172,362	89,126	97,099	591

Deposits and other receivables include rental and utilities deposits, deposit for a trading contract and a deposit in the sum of HK\$54,500,000 (“Registered Capital Deposit”) for prepayment of registered capital of a new subsidiary which was to be established in the PRC. As at the date of this report, the trading contract was terminated and all the deposit paid pursuant to it was refunded without any deduction, and as the Company subsequently decided not to establish the aforesaid subsidiary, a sum of HK\$29,500,000 has been refunded to the Company as part of the Registered Capital Deposit, and the Company expects to receive the balance of the Registered Capital Deposit in the sum of HK\$25,000,000 in due course.

At the end of each reporting period, the Group’s trade and other receivables were individually determined to be impaired. The individually impaired receivables are recognised based on the credit history of customers, such as financial difficulties or default in payments, and current market conditions. The Group does not hold any collateral over these balances.

按金及其他應收款項包括租金及水電按金、買賣合約按金及合共54,500,000港元就將於中國成立一間新附屬公司預付註冊資本之按金(「註冊資本按金」)。於本報告日期，買賣合約已獲終止以及所有據此已付按金已退還且並無任何扣減，且由於本公司隨後決定不再成立上述附屬公司，部分註冊資金按金合共29,500,000港元已退還予本公司，本公司預期將於適時收到剩餘註冊資本按金合共25,000,000港元。

於各報告期末，本集團之貿易及其他應收賬款乃個別釐定是否需要減值。個別減值之應收款項乃根據客戶之信貸紀錄(如財政困難或拖欠款項)及現行市況確認。本集團並無就該等結餘持有任何抵押品。

23. OTHER RECEIVABLES (Continued)**23. 其他應收賬款** (續)

The Group's movement for provision of impairment of other receivables is as follows:

本集團有關其他應收款項減值撥備之變動如下：

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
At 1 January	於一月一日	18,077	33,450	-	-
Impairment losses	減值虧損	-	11,116	-	-
Transfer to assets classified as held for sale	轉至分類為 持作出售資產	-	(11,116)	-	-
Written-off	撇銷	(5,197)	(20,745)	-	-
Exchange realignment	匯兌調整	(208)	5,372	-	-
At 31 December	於十二月三十一日	12,672	18,077	-	-

24. CASH AND CASH EQUIVALENTS**24. 現金及現金等值項目**

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Bank balances	銀行結餘	187,378	15,038	174,370	773
Cash balances	現金結餘	34	63	4	49
Cash and bank balances included in a disposal group classified as held for sale	現金及銀行結餘 (計入分類為持 作出售的出售組別)	-	13,849	-	-
Cash and cash equivalents in the consolidated statement of cash flow	綜合現金流量表 的現金及現金 等值項目	187,412	28,950	174,374	822

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24. CASH AND CASH EQUIVALENTS

(Continued)

Cash and cash equivalents of approximately HK\$13,028,000 (2013: HK\$28,096,000) for the Group are denominated in Renminbi, which is not a freely convertible currency and the remittance of funds out of the PRC is subject to the exchange control imposed by the PRC government.

Deposits with banks are interest bearing at the prevailing market rates.

24. 現金及現金等值項目 (續)

本集團之現金及現金等值項目約13,028,000港元(二零一三年: 28,096,000港元)乃以人民幣列值, 而人民幣並非自由兌換貨幣, 向中國國外匯款受到中國政府的外匯管制規限。

銀行存款按現行市場利率計息。

25. TRADE AND OTHER PAYABLES

25. 貿易及其他應付賬款

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade payables	貿易應付賬款	510	578	-	-
Other payables	其他應付款項	20,504	19,999	3,110	129
Receipt in advance	預收款項	17,190	20,425	-	-
Accrued charges	應計費用	6,407	7,166	4,679	5,227
		44,611	48,168	7,789	5,356

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

貿易應付賬款於報告期末之賬齡分析如下:

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within 30 days	30日內	375	-	-	-
31 to 60 days	31日至60日間	-	-	-	-
61 to 90 days	61日至90日間	-	-	-	-
Over 90 days	超過90日	135	578	-	-
		510	578	-	-

25. TRADE AND OTHER PAYABLES

(Continued)

The average credit period on cost of goods sold and services provided is 1-3 months. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

26. DEFERRED TAXATION

(a) The Group

The components of deferred tax (assets) liabilities recognised in the consolidated statement of financial position and the movements during the years are as follows:

		Accelerated tax Depreciation 加速稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2013,	於二零一三年一月一日	82	(82)	-
Movement for the year	年內變動	(82)	82	-
At 31 December 2013 and 31 December 2014	於二零一三年十二月三十一日及 二零一四年十二月三十一日	-	-	-

At the end of the reporting date, the Group had estimated the unused tax losses of approximately HK\$66,406,000 (2013: HK\$76,748,000) available for offset against future profits. No deferred tax assets have been recognised in respect of such losses due to the unpredictability of future profit streams. The Group has tax losses arising in Hong Kong of approximately HK\$15,837,000 (2013: HK\$15,837,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

The Group also has tax losses arising in the PRC of approximately HK\$50,569,000 (2013: HK\$60,911,000) that will expire in one to five years for offsetting against future taxable profits.

(b) The Company

At the end of the reporting date, the Company had unused tax losses of approximately HK\$15,387,000 (2013: HK\$15,837,000) available for offset against future profits. No deferred tax indefinitely assets have been recognised in respect of such losses due to the unpredictability of future profit streams.

25. 貿易及其他應付賬款 (續)

銷售貨品及提供服務之成本之平均信貸期為1至3個月。本集團已實施財務風險管理政策，以確保全部應付款項於信貸指定期間內清付。

26. 遞延稅項

(a) 本集團

於綜合財務狀況表內確認之遞延稅項(資產)負債組成部分及於年內之變動如下：

於報告日期完結時，本集團估計可用作對銷未來溢利之未動用稅項虧損約為66,406,000港元(二零一三年：76,748,000港元)。由於未能預測未來溢利來源，故並無就該等虧損確認遞延稅項資產。本集團於香港產生之稅項虧損約15,837,000港元(二零一三年：15,837,000港元)，可供無限期抵銷產生虧損之公司之未來應課稅溢利。

本集團於中國產生之稅項虧損約50,569,000港元(二零一三年：60,911,000港元)可於一至五年內用作抵銷未來應課稅溢利。

(b) 本公司

於報告日期完結時，本公司有未動用之稅項虧損約15,387,000港元(二零一三年：15,837,000港元)可用作抵銷未來溢利。由於未能預測未來溢利來源，故並無就該等虧損確認無限期遞延稅項資產。

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27. SHARE CAPITAL

27. 股本

The Group and the Company

本集團及本公司

			Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Authorised:	法定：			
At 1 January 2013	於二零一三年一月一日			
Ordinary shares of HK\$0.5 each	每股面值0.5港元之 普通股		10,000,000,000	5,000,000
Capital reorganisation	股本重組		40,000,000,000	-
At 31 December 2013 and 31 December 2014	於二零一三年十二月三十一日及 二零一四年十二月三十一日			
Ordinary shares of HK\$0.1 each	每股面值0.1港元 之普通股		50,000,000,000	5,000,000
Issued and fully paid:	發行及繳足：			
At 1 January 2013	於二零一三年一月一日			
Ordinary shares of HK\$0.5 each	每股面值0.5港元之 普通股		1,471,878,902	735,939
Issue of shares by conversion of convertible notes	因可換股票據獲轉換 而發行股份	a	142,344,000	14,235
Capital Reorganisation	股本重組	c	-	(588,752)
At 31 December 2013	於二零一三年十二月三十一日			
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		1,614,222,902	161,422
Placing of new shares	配售新股份	d	465,000,000	46,500
Issue of shares by conversion of convertible notes	因可換股票據獲轉換 而發行股份	b	880,048,294	88,005
Issue of share by exercised of share option	因行使購股權而發行股份	e	255,000,000	25,500
At 31 December 2014	於二零一四年十二月三十一日			
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		3,214,271,196	321,427

27. SHARE CAPITAL *(Continued)*

Notes:

- (a) During the year ended 31 December 2013, convertible notes in the principal amount of HK\$14,234,400 were converted by holders to subscribe for 142,344,000 shares. Details of the conversion during the year are set out in note 30.
- (b) During the year ended 31 December 2014, convertible notes in the principal amount of HK\$166,257,000 were converted by holders to subscribe for 880,048,294 shares. Details of the conversion during the year are set out in note 30.
- (c) On 22 July 2013 (Cayman Islands time), the relevant court order confirming the capital reduction and the minutes approved by the Court pursuant to the Companies Law were filed with the Registrar of Companies in the Cayman Islands and all other conditions of the capital reorganisation were fulfilled. The capital reorganisation became effective on Monday, 22 July 2013 (after trading hours).
- (d) On 21 November 2014, the Company issued 465,000,000 ordinary new shares at a subscription price of HK\$0.539 per share for a total cash consideration of HK\$250,635,000. The premium on the issue of shares amounting to HK\$204,135,000 was credited to the Company's share premium account. The transaction costs attributable to issue of new shares amounting to HK\$4,074,000 was debited to the Company's share premium accounts.
- (e) During the year ended 31 December 2014, 255,000,000 share options were exercised by holders to subscribe for 255,000,000 shares. Details of the share options during the year are set out in note 37.

28. RESERVES

(a) The Group

The amounts of the Group's reserves and movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 53 of the annual report.

27. 股本 (續)

附註：

- (a) 截至二零一三年十二月三十一日止年度，可換股票據持有人轉換本金額14,234,400港元之可換股票據，以認購142,344,000股股份。年內之換股詳情載於附註30。
- (b) 於截至二零一四年十二月三十一日止年度，可換股票據持有人轉換本金額166,257,000港元之可換股票據，以認購880,048,294股股份。年內之換股詳情載於附註30。
- (c) 於二零一三年七月二十二日(開曼群島時間)，由於確認股本削減之有關法院命令及根據公司法獲法院批准之會議記錄已向開曼群島公司註冊處登記，且股本重組之所有其他條件已獲達成，故股本重組已於二零一三年七月二十二日(星期一)交易時段後生效。
- (d) 於二零一四年十一月二十一日，本公司以每股0.539港元之認購價發行465,000,000股普通新股份，總現金代價為250,635,000港元。發行股份之溢價為204,135,000港元，已於本公司之股份溢價賬入賬。發行新股份應佔之交易成本為4,074,000港元，已於本公司之股份溢價賬中扣除。
- (e) 於截至二零一四年十二月三十一日止年度，持有人已行使255,000,000份購股權，以認購255,000,000股股份。年內購股權詳情載於附註37。

28. 儲備

(a) 本集團

本年度及以往年度本集團儲備之數額及其變動於年報第53頁之綜合權益變動表中呈列。

Notes to the Consolidated Financial Statements

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28. RESERVES (Continued)

(b) The Company

			Share-based premium	Share-based payment reserve	Convertible note equity reserve	Accumulated losses	Total
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2013	於二零一三年一月一日	176,650	14,494	17,116	(885,803)	(677,543)	
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(92,098)	(92,098)	
Issue of convertible notes	發行可換股票據	30	-	73	-	73	
Issue of employee Share option	發行僱員購股權	37	-	6,224	-	6,224	
Redemption of convertible notes	贖回可換股票據	30	-	(905)	209	(696)	
Transfer of share option reserve upon the forfeiture of share option	於沒收購股權時轉回購股權儲備	37	-	(1,519)	-	1,519	-
Capital reorganisation	股本重組	27(c)	(176,650)	-	-	765,401	588,751
At 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日及二零一四年一月一日	-	19,199	16,284	(210,772)	(175,289)	
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(59,652)	(59,652)	
Issue of convertible notes	發行可換股票據	30	-	10,717	-	10,717	
Issue of employee Share option	發行僱員購股權	37	-	5,730	-	5,730	
Issue of shares by conversion of convertible notes	因可換股票據獲轉換而發行股份	30	91,633	-	(42,222)	-	49,411
Issue of shares by exercised of share option	因行使購股權而發行股份	37	18,873	(10,509)	-	-	8,364
Redemption of convertible notes	贖回可換股票據	30	-	-	(5,999)	5,999	-
Placing of new shares	配售新股份	27(d)	204,135	-	-	-	204,135
Transaction costs attributable to issue of new shares	發行新股份應佔之交易成本	27(d)	(4,074)	-	-	-	(4,074)
Incremental consideration resulted from adjustment to conversion price of convertible notes	調整可換股票據換股價產生之代價增加	30	-	-	27,364	-	27,364
At 31 December 2014	於二零一四年十二月三十一日	310,567	14,420	6,144	(264,425)	66,706	

28. 儲備 (續)

(b) 本公司

28. RESERVES *(Continued)*

(b) The Company *(Continued)*

The capital reserve of the Group represents the excess of the nominal value of the share capital and the share premium account of the subsidiaries acquired pursuant to the Group reorganisation over the nominal value of the share capital of the Company issued in exchange therefore.

Pursuant to the Companies Law of the Cayman Islands and the Company's Articles of Association, the share premium of the Company is distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay its debts as they fall due in the ordinary course of business. At 31 December 2014, in the opinion of the directors of the Company, the Company did not have any reserve available for distribution to shareholders (2013: Nil).

The share-based payment reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 37 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulate losses should the related options expire or be forfeited.

28. 儲備 *(續)*

(b) 本公司 *(續)*

本集團資本儲備指根據集團重組而收購之附屬公司之股本面值及股份溢價賬超逾本公司就此發行之股本面值之差額。

根據開曼群島公司法及本公司組織章程細則，倘於緊隨擬派股息當日後，本公司有能力償還於日常業務中到期之債項，則本公司可向股東分派股份溢價。於二零一四年十二月三十一日，本公司董事認為本公司並無任何可向股東分派之儲備(二零一三年：無)。

以股支付儲備包括已授出但尚未行使之購股權之公平值，詳見財務報表附註37有關以股支付交易之會計政策。若相關購股權獲行使，相關數額將轉撥入股份溢價賬，若相關購股權屆滿或作廢，相關數額將轉撥入累計虧損。

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29. OTHER BORROWINGS

29. 其他借款

		The Group and the Company 本集團及本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Borrowings from other parties:	向其他方借款：		
Gong Di Qing	鞏弟清	-	699
Zhiku Capital Investment Limited	智庫資本投資有限公司	-	24,145
Superb Summit International Group Limited	奇峰國際集團有限公司	-	939
Huang Qun	黃群	-	9,700
Current	流動	-	35,483
Borrowing from a shareholder-Yang Dong Jun	向一名股東借款－楊東軍	-	31,304
Non-Current	非流動	-	31,304

During the year ended 31 December 2014, all other borrowings were fully settled.

截至二零一四年十二月三十一日止年度，所有其他借款已悉數償還。

As at 31 December 2013, the amount due to Yang Dong Jun was unsecured, and HK\$22,188,000 of this amount has a maturity date of 1.5-year and an annual interest of 12%, and the remaining amount was interest-free.

於二零一三年十二月三十一日，應支付予楊東軍之款項為無擔保，其中22,188,000港元1.5年到期，年利率為12%，餘下則為免息。

As at 31 December 2013, the amount due to Gong Di Qing was unsecured, and HK\$200,000 of this amount has a maturity date of 1-year and an annual interest of 5%, and the remaining amount was interest-free.

於二零一三年十二月三十一日，應支付予鞏弟清之款項為無擔保，其中200,000港元1年到期，年利率為5%，餘下則為免息。

As at 31 December 2013, the amount due to Zhiku Capital Investment Limited was unsecured, interest-free and with a maturity date of 1-year.

於二零一三年十二月三十一日，應支付予智庫資本投資有限公司之款項為無擔保、免息及1年到期。

As at 31 December 2013, the amount due to Superb Summit International Group Limited was unsecured, with a maturity date of 1-year and an annual interest of 5%.

於二零一三年十二月三十一日，應支付予奇峰國際集團有限公司之款項為無擔保、1年到期及年利率為5%。

As at 31 December 2013, the amount due to Huang Qun was unsecured, interest-free and repayable on demand.

於二零一三年十二月三十一日，應付黃群之款項為無擔保、免息及須按的要求償還。

30. CONVERTIBLE NOTES

The Group and the Company

The movement of the convertible notes for the year is set out below:

30. 可換股票據

本集團及本公司

可換股票據於年內的變動載於下文：

		Liability component 負債部分 HK\$'000 千港元	Equity component 權益部分 HK\$'000 千港元	Financial derivative- liability 金融衍生 工具 - 負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Carrying amount at 1 January 2013	於二零一三年一月一日 之賬面值	105,838	17,116	1,476	124,430
Issuance of new notes	發行新票據	23,918	73	1,244	25,235
Conversion of notes	兌換票據	(13,538)	(696)	-	(14,234)
Redemption of notes	贖回票據	(11)	(2)	-	(13)
Settlement of notes	償付票據	(9,493)	(207)	-	(9,700)
Effective interest expense	實際利息開支	7,363	-	-	7,363
Interest paid	已付利息	(860)	-	-	(860)
Change in fair value	公平值變動	-	-	(2,220)	(2,220)
Carrying amount at 31 December 2013	於二零一三年十二月三十一日 之賬面值	113,217	16,284	500	130,001
Issuance of new notes	發行新票據	71,601	10,717	-	82,318
Conversion of notes	兌換票據	(137,485)	(42,222)	(492)	(180,199)
Redemption of notes	贖回票據	(43,317)	(5,999)	-	(49,316)
Effective interest expense	實際利息開支	6,172	-	-	6,172
Interest paid	已付利息	(806)	-	-	(806)
Incremental consideration resulted from adjustment to conversion price of convertible notes	調整可換股票據換股價 產生之代價增加	-	27,364	-	27,364
Carrying amount at 31 December 2014	於二零一四年十二月三十一日 之賬面值	9,382	6,144	8	15,534

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30. CONVERTIBLE NOTES (Continued)

The Group and the Company (Continued)

2011 A Convertible notes:

On 9 May 2011, the Company issued 1% coupon convertible notes (the "CN 2011 A") as settlement of other loan which was due to the former shareholder of New Beida as at 31 December 2010.

The principal terms of the CN 2011 A are as follows:

Date of issue	9 May 2011
Aggregate principal amount	HK\$89,999,934
Interest rate	1%
Conversion price	HK\$0.50
Maturity date	36 months from the date of issue

(a) Conversion period:

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$1,000,000 on each conversion (save that if at any time, the principal outstanding amount of the note is less than HK\$1,000,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.50 per share up to (and excluding) the fifth business day immediately before the maturity date.

30. 可換股票據 (續)

本集團及本公司 (續)

二零一一年可換股票據A：

於二零一一年五月九日，本公司發行1%票息之可換股票據（「二零一一年可換股票據A」），以償付於二零一零年十二月三十一日應付新北大大前股東之其他貸款。

二零一一年可換股票據A之主要條款如下：

發行日期	二零一一年五月九日
本金總額	89,999,934港元
息率	1%
換股價	0.50港元
到期日	自發行日期起計36個月

(a) 兌換期間：

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日（不包括該日）任何時間按每股0.50港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於1,000,000港元，（惟倘於任何時間可換股票據的未償還本金額少於1,000,000港元，則可兌換可換股票據之全部（而非僅一部分）未償還本金額）。

30. CONVERTIBLE NOTES *(Continued)*

The Group and the Company *(Continued)*

2011 A Convertible notes: *(Continued)*

(b) Issuer early redemption option:

The Company shall not be entitled to early redeem the notes before the maturity date.

(c) Valuation of liability component

As the date of issue, the liability component was recognised at fair value. The fair value is calculated using cash flows discounted at a rate based on the discount rate of 7.20%.

On 9 May 2014, the Company and the Subscribers entered into the Subscription Agreements pursuant to which the Subscribers have agreed to subscribe for, and the Company has agreed to issue, the Convertible Notes (CN2016-1 to CN2016-5) in the aggregate principal amount of HK\$42,399,932, such that the subscription moneys payable in connection with the Subscription of such Convertible Notes would be set-off against the moneys payable by the Company for redeeming the CN2011A in accordance with the Payment Arrangement Deed and against the Indebtedness owing by the Company to the Existing P-note Holders at Completion. The CN2011A were fully set-off by the issuance of Convertible Notes (CN2016-3, CN2016-4 and CN2016-5) on 6 June 2014.

30. 可換股票據 *(續)*

本集團及本公司 *(續)*

二零一一年可換股票據A：*(續)*

(b) 發行人提早贖回選擇權：

本公司不可於到期日前提早贖回該等票據。

(c) 負債部分之估值

於發行日期，負債部分乃按公平值確認。公平值按以折現率7.20%為基準之利率折現的現金流量計算。

於二零一四年五月九日，本公司與認購人訂立認購協議，據此，認購人已同意認購及本公司已同意發行本金總額為42,399,932港元之可換股票據(2016-1可換股票據至2016-5可換股票據)。就認購該等可換股票據應付之認購金額將抵銷本公司根據付款安排契據就贖回二零一一年可換股票據A應付之金額及本公司於完成時結欠現有本票持有人的債務。二零一一年可換股票據A已被於二零一四年六月六日發行的可換股票據(2016-3可換股票據、2016-4可換股票據及2016-5可換股票據)所抵銷。

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30. CONVERTIBLE NOTES (Continued)

The Group and the Company (Continued)

2011 B Convertible notes:

On 11 May 2011, the Company issued 1% coupon convertible notes (the “CN 2011 B”), the principal terms of the CN 2011 B are as follows:

Date of issue	11 May 2011
Aggregate principal amount	HK\$36,200,000
Interest rate	1%
Conversion price	HK\$0.50
Maturity date	6 months from the date of issue

On 11 May 2012, the Company has fully redeemed the note with principal amount plus any interest accrued in 2012 and 30% of additional compensation, with an annual interest rate of 12%. Therefore, the Company has accrued such loan payment of HK\$51,070,000 as at year ended 31 December, 2012.

2011 D Convertible notes:

On 14 September 2011, the Company issued 3% coupon convertible notes (the “CN 2011 D”), the principal terms of the CN 2011 D are as follows:

Date of issue	14 September 2011
Aggregate principal amount	HK\$22,500,000
Interest rate	3%
Conversion price	HK\$0.50
Maturity date	12 months from the date of issue

30. 可換股票據 (續)

本集團及本公司 (續)

二零一一年可換股票據B:

於二零一一年五月十一日，本公司發行1%票息之可換股票據（「二零一一年可換股票據B」），二零一一年可換股票據B之主要條款載列如下：

發行日期	二零一一年五月十一日
本金總額	36,200,000港元
息率	1%
換股價	0.50港元
到期日	自發行日期起計6個月

於二零一二年五月十一日，本公司以本金額加二零一二年應計的任何利息及30%之額外補償全數贖回該票據（年利率為12%）。因此，本公司已於截至二零一二年十二月三十一日止年度產生有關貸款付款51,070,000港元。

二零一一年可換股票據D:

於二零一一年九月十四日，本公司發行票息為3%的可換股票據（「二零一一年可換股票據D」），二零一一年可換股票據D的主要條款如下：

發行日期	二零一一年九月十四日
本金總額	22,500,000港元
息率	3%
換股價	0.50港元
到期日	自發行日期起12個月

30. CONVERTIBLE NOTES (Continued)

The Group and the Company (Continued)

2011 D Convertible notes: (Continued)

On 6 March 2014, the Company has redeemed one of the Convertible Notes 2011 D with the principal amount of HK\$10,000,000 in accordance with notice from the holder. The Company is contacting the holder of the Convertible Notes 2011 D with the principal amount of HK\$2,800,000 in order to settle the convertible notes. As at 31 December 2014, the Company has not received any reply or notice from the holder and the Company has the funds available for redemption. Therefore the Company has accrued such amount of HK\$2,800,000 together with its interest accrued at the year ended 31 December 2014.

2012 EICN Convertible notes:

On 20 December 2012, the Company issued 1% coupon convertible notes (the "EICN"), the principal terms of the EICN are as follows:

Date of issue	20 December 2012
Aggregate principal amount	HK\$58,235,956
Interest rate	1%
Conversion price	HK\$0.50
Maturity date	36 months from the date of issue

30. 可換股票據 (續)

本集團及本公司 (續)

二零一一年可換股票據D：(續)

於二零一四年三月六日，本公司根據持有人通知，贖回本金額10,000,000港元之二零一一年可換股票據D。本公司正在聯絡本金額2,800,000港元之二零一一年可換股票據D之持有人，以償還可換股票據。於二零一四年十二月三十一日，本公司尚未接獲持有人的任何回覆或通知，而本公司已備好贖回資金。因此，本公司於截至二零一四年十二月三十一日止年度已產生2,800,000港元連同應計利息。

二零一二年可換股票據永樂國際可換股票據：

於二零一二年十二月二十日，本公司發行票息為1%的可換股票據（「永樂國際可換股票據」），永樂國際可換股票據的主要條款如下：

發行日期	二零一二年十二月二十日
本金總額	58,235,956港元
息率	1%
換股價	0.50港元
到期日	自發行日期起36個月

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30. CONVERTIBLE NOTES (Continued)

The Group and the Company (Continued)

2012 EICN Convertible notes: (Continued)

On 15 August 2014 (after trading hours), the Company and the note holders of EICN entered into the Deeds of Amendment, pursuant to which the Company and the note holders of EICN agreed to amend certain terms and conditions of EICN. Pursuant to the Deeds of Amendment, (i) the conversion price of EICN will be reduced from HK\$0.50 per Share to HK\$0.35 per share; and (ii) the interest rate of EICN will be reduced from 1% per annum to zero. Save as amended pursuant to the Deeds of Amendment, all other terms of EICN shall remain unchanged and valid.

On 15 October 2014, the resolution in relation to the proposed amendment to the terms and conditions of EICN was duly passed by the independent shareholders by way of poll at the Company's extraordinary general meeting.

On 27 October 2014, the Amendment of Terms has become effective on 27 October 2014. The updated terms of EICN are as follow:

Date of issue	20 December 2012
Aggregate principal amount	HK\$58,235,956
Aggregate principal amount as at 27 October 2014	HK\$58,235,956
Interest rate	0%
Adjusted conversion price	HK\$0.35
Maturity date	36 months from the date of issue

The incremental consideration resulted from adjustment to conversion price amounting to HK\$26,456,000 have been recognised in profit or loss during the year ended 31 December 2014.

30. 可換股票據 (續)

本集團及本公司 (續)

二零一二年可換股票據永樂國際可換股票據：(續)

於二零一四年八月十五日(交易時段後)，本公司與永樂國際可換股票據票據持有人訂立修訂契據，據此，本公司及永樂國際可換股票據票據持有人同意就永樂國際可換股票據若干條款及條件進行修訂。根據修訂契據，(i)永樂國際可換股票據換股價將由每股0.50港元降至每股0.35港元；及(ii)永樂國際可換股票據利率由每年1%降至零。除根據修訂契據所作之修訂以外，永樂國際可換股票據所有其他條款均維持不變及有效。

於二零一四年十月十五日，建議修訂永樂國際可換股票據之條款及條件相關之決議案已獲獨立股東於本公司股東特別大會上以投票表決方式正式通過。

於二零一四年十月二十七日，修訂條款已於二零一四年十月二十七日生效。永樂國際可換股票據之經更新條款如下：

發行日期	二零一二年十二月二十日
本金總額	58,235,956港元
於二零一四年十月二十七日之本金總額	58,235,956港元
息率	0%
經調整換股價	0.35港元
到期日	自發行日期起計36個月

截至二零一四年十二月三十一日止年度，經調整換股價產生之代價增加26,456,000港元已於損益內確認。

30. CONVERTIBLE NOTES (Continued)**The Group and the Company** (Continued)**2012 EICN Convertible notes:** (Continued)

(a) Conversion period:

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$500,000 on each conversion (save that if at a time, the principal outstanding amount of the note is less than HK\$500,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.35 per share up to (and excluding) the fifth business day immediately before the maturity date.

(b) Issuer early redemption option:

The Company may at its sole and absolute discretion redeem the Notes (or any part thereof) at its principal amount outstanding together with interest at any time and from time to time on or before the notes maturity date.

30. 可換股票據 (續)**本集團及本公司** (續)**二零一二年可換股票據永樂國際可換股票據：** (續)

(a) 兌換期間：

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日(不包括該日)任何時間按每股0.35港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於500,000港元，(惟倘於任何時間可換股票據的未償還本金額少於500,000港元，則可兌換可換股票據之全部(而非僅一部分)未償還本金額)。

(b) 發行人提前贖回選擇權：

本公司可於票據到期日或之前任何時間及不時以其未償還本金連同利息全權酌情贖回票據(或任何部分票據)。

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30. CONVERTIBLE NOTES (Continued)

The Group and the Company (Continued)

2012 EICN Convertible notes: (Continued)

(c) Valuation of liability component

The fair value of EICN as at 20 December 2012 amounted to HK\$48,872,000. The fair value is calculated using binomial tree models at a rate based on the discount rate of 7.79%.

As at 31 December 2014, the liability component of EICN is approximately HK\$9,382,000 which is stated at amortised cost using the effective interest method.

As the Directors consider that the difference between the original liability components at the date of modification and the present value of the modified liability component, discounted by the original effective interest rate, is not substantial, the modification not considered an extinguishment of the original liability component.

30. 可換股票據 (續)

本集團及本公司 (續)

二零一二年可換股票據永樂國際可換股票據：(續)

(c) 負債部分之估值

於二零一二年十二月二十日，永樂國際可換股票據的公平值為48,872,000港元。公平值乃使用二叉樹模型按7.79%的貼現率計算。

於二零一四年十二月三十一日，永樂國際可換股票據之負債部分約為9,382,000港元，乃使用實際利息法按攤銷成本列賬。

由於董事認為，於修改日期之原有負債部分與按原有實際利率貼現之經修訂負債部分現值之差額並不重大，該修訂並不被視為原有負債部分的抵銷。

30. CONVERTIBLE NOTES (Continued)

The Group and the Company (Continued)

2012 ETCN Convertible notes: (Continued)

On 20 December 2012, the Company issued 1% coupon convertible notes (the “ETCN”), the principal terms of ETCN are as follows:

Date of issue	20 December 2012
Aggregate principal amount	HK\$9,611,906
Interest rate	1%
Conversion price	HK\$0.50
Maturity date	36 months from the date of issue

On 15 August 2014 (after trading hours), the Company and the note holders of ETCN entered into the Deeds of Amendment, pursuant to which the Company and the note holders of ETCN agreed to amend certain terms and conditions of ETCN. Pursuant to the Deeds of Amendment, (i) the conversion price of ETCN will be reduced from HK\$0.50 per Share to HK\$0.35 per share; and (ii) the interest rate of ETCN will be reduced from 1% per annum to zero. Save as amended pursuant to the Deeds of Amendment, all other terms of ETCN shall remain unchanged and valid.

On 15 October 2014, the resolution in relation to the proposed amendment to the terms and conditions of ETCN was duly passed by the independent shareholders by way of poll at the Company's extraordinary general meeting.

30. 可換股票據 (續)

本集團及本公司 (續)

二零一二年可換股票據永樂科技可換股票據：(續)

於二零一二年十二月二十日，本公司發行票息為1%的可換股票據（「永樂科技可換股票據」），永樂科技可換股票據的主要條款如下：

發行日期	二零一二年十二月二十日
本金總額	9,611,906港元
息率	1%
換股價	0.50港元
到期日	自發行日期起36個月

於二零一四年八月十五日（交易時段後），本公司與永樂科技可換股票據票據持有人訂立修訂契據，據此，本公司及永樂科技可換股票據票據持有人同意就永樂科技可換股票據若干條款及條件進行修訂。根據修訂契據，(i)永樂科技可換股票據換股價將由每股0.50港元降至每股0.35港元；及(ii)永樂科技可換股票據利率由每年1%降至零。除根據修訂契據所作之修訂以外，永樂科技可換股票據所有其他條款均維持不變及有效。

於二零一四年十月十五日，建議修訂永樂科技可換股票據之條款及條件相關之決議案已獲獨立股東於本公司股東特別大會上以投票表決方式正式通過。

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30. CONVERTIBLE NOTES (Continued)

The Group and the Company (Continued)

2012 ETCN Convertible notes: (Continued)

On 27 October 2014, the Amendment of Terms has become effective on 27 October 2014. The updated terms of ETCN are as follow:

Date of issue	20 December 2012
Aggregate principal amount	HK\$9,611,902
Aggregate principal amount as at 27 October 2014	HK\$2,000,000
Interest rate	0%
Adjusted conversion price	HK\$0.35
Maturity date	36 months from the date of issue

The incremental consideration resulted from adjustment to conversion price amounting to HK\$908,000 have been recognised in profit or loss during the year ended 31 December 2014.

(a) Conversion period:

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$500,000 on each conversion (save that if an at time, the principal outstanding amount of the note is less than HK\$500,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.35 per share up to (and excluding) the fifth business day immediately before the maturity date.

(b) Issuer early redemption option:

The Company may at its sole and absolute discretion redeem the notes (or any part thereof) at its principal amount outstanding together with Interest at any time and from time to time on or before the notes maturity date.

30. 可換股票據 (續)

本集團及本公司 (續)

二零一二年可換股票據永樂科技可換股票據：(續)

於二零一四年十月二十七日，修訂條款已於二零一四年十月二十七日生效。永樂科技可換股票據之經更新條款如下：

發行日期	二零一二年十二月二十日
本金總額	9,611,902港元
於二零一四年 十月二十七日 之本金總額	2,000,000港元
息率	0%
經調整換股價	0.35港元
到期日	自發行日期起計36個月

截至二零一四年十二月三十一日止年度，經調整換股價產生之代價增加908,000港元已於損益內確認。

(a) 兌換期間：

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日(不包括該日)任何時間按每股0.35港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於500,000港元，(惟倘於任何時間可換股票據的未償還本金額少於500,000港元，則可兌換可換股票據之全部(而非僅一部分)未償還本金額)。

(b) 發行人提前贖回選擇權：

本公司可於票據到期日或之前任何時間及不時以其未償還本金連同利息全權酌情贖回票據(或任何部分票據)。

30. CONVERTIBLE NOTES (Continued)

The Group and the Company (Continued)

2012 ETCN Convertible notes: (Continued)

(c) Valuation of liability component

The fair value of ETCN as at 20 December 2012 amounted to HK\$8,067,000. The fair value is calculated using binomial tree models at a rate based on the discount rate of 7.79%.

As the Directors consider that the difference between the original liability component at the date of modification and the present value of the modified liability component, discounted by the original effective interest rate, is not substantial, the modification is not considered an extinguishment of the original liability component.

The noteholder converted all the principal of ETCN in the amount of HK\$2,000,000 on 30 October 2014. Hence ETCN were fully converted as at 31 December 2014.

CN2014-1 Convertible notes:

On 29 November 2013, the Company issued 1% coupon convertible notes (the "CN2014-1"), the principal terms of the CN2014-1 are as follows:

Date of issue	29 November 2013
Aggregate principal amount	HK\$6,000,000
Interest rate	1%
Conversion price	HK\$0.10
Maturity date	12 months from the date of issue

30. 可換股票據 (續)

本集團及本公司 (續)

二零一二年可換股票據永樂科技可換股票據：(續)

(c) 負債部分之估值

永樂科技可換股票據於二零一二年十二月二十日的公平值為8,067,000港元。公平值乃使用二叉樹模型按7.79%的貼現率計算。

由於董事認為，於修改日期之原有負債部分與按原有實際利率貼現之經修訂負債部分現值之差額並不重大，該修訂並不被視為原有負債部分的抵銷。

於二零一四年十月三十日，票據持有人兌換永樂科技可換股票據的全部本金額2,000,000港元。因此，永樂科技可換股票據已於二零一四年十二月三十一日獲悉數轉換。

2014-1可換股票據：

於二零一三年十一月二十九日，本公司發行1%票息之可換股票據（「2014-1可換股票據」），2014-1可換股票據之主要條款如下：

發行日期	二零一三年十一月二十九日
本金總額	6,000,000港元
息率	1%
換股價	0.10港元
到期日	自發行日期起計12個月

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30. CONVERTIBLE NOTES (Continued)

CN2014-1 Convertible notes: (Continued)

(a) Conversion period:

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$500,000 on each conversion (save that if at any time, the principal outstanding amount of the note is less than HK\$500,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.10 per share up to (and excluding) the fifth business day immediately before the maturity date.

(b) Issuer early redemption option:

The Company may at its sole and absolute discretion redeem the notes (or any part thereof) at its principal amount outstanding together with interest at any time and from time to time on or before the notes maturity date.

(c) Valuation of liability component

The fair value of CN2014-1 as at 29 November 2013 amounted to HK\$6,340,000. The fair value is calculated using binomial tree models at a rate based on the discount rate of 6.8%.

The noteholder converted all the principal of CN2014-1 in the amount of HK\$6,000,000 on 20 June 2014. CN2014-1 was fully converted as at 31 December 2014.

30. 可換股票據 (續)

2014-1可換股票據：(續)

(a) 兌換期間：

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日(不包括該日)任何時間按每股0.10港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於500,000港元，(惟倘於任何時間可換股票據的未償還本金額少於500,000港元，則可兌換可換股票據之全部(而非僅一部分)未償還本金額)。

(b) 發行人提早贖回選擇權：

本公司可於票據到期日或之前任何時間及不時以其未償還本金額連同利息全權酌情贖回票據(或任何部分票據)。

(c) 負債部分之估值

2014-1可換股票據於二零一三年十一月二十九日的公平值為6,340,000港元。公平值乃使用二叉樹模型按6.8%的貼現率計算。

於二零一四年六月二十日，票據持有人兌換2014-1可換股票據的全部本金額6,000,000港元。2014-1可換股票據已於二零一四年十二月三十一日獲悉數轉換。

30. CONVERTIBLE NOTES *(Continued)*

CN2014-2 Convertible notes:

On 29 November 2013, the Company issued 1% coupon convertible notes (the "CN2014-2"), the principal terms of the CN2014-2 are as follows:

Date of issue	29 November 2013
Aggregate principal amount	HK\$5,000,000
Interest rate	1%
Conversion price	HK\$0.10
Maturity date	12 months from the date of issue

(a) Conversion period:

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$500,000 on each conversion (save that if at any time, the principal outstanding amount of the note is less than HK\$500,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.10 per share up to (and excluding) the fifth business day immediately before the maturity date.

(b) Issuer early redemption option:

The Company may at its sole and absolute discretion redeem the notes (or any part thereof) at its principal amount outstanding together with interest at any time and from time to time on or before the notes maturity date.

(c) Valuation of liability component:

The fair value of CN2014-2 as at 29 November 2013 amounted to HK\$5,283,000. The fair value is calculated using binomial tree models at a rate based on the discount rate of 6.8%.

30. 可換股票據 (續)

2014-2可換股票據：

於二零一三年十一月二十九日，本公司發行1%票息之可換股票據（「2014-2可換股票據」），2014-2可換股票據之主要條款如下：

發行日期	二零一三年十一月二十九日
本金總額	5,000,000港元
息率	1%
換股價	0.10港元
到期日	自發行日期起12個月

(a) 兌換期間：

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日（不包括該日）任何時間按每股0.10港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於500,000港元，（惟倘於任何時間可換股票據的未償還本金額少於500,000港元，則可兌換可換股票據之全部（而非僅一部分）未償還本金額）。

(b) 發行人提早贖回選擇權：

本公司可於票據到期日或之前任何時間及不時以其未償還本金連同利息全權酌情贖回票據（或任何部分票據）。

(c) 負債部分之估值：

2014-2可換股票據於二零一三年十一月二十九日的公平值為5,283,000港元。公平值乃使用二叉樹模型按6.8%的貼現率計算。

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30. CONVERTIBLE NOTES (Continued)

CN2014-2 Convertible notes: (Continued)

The noteholder converted all the principal of CN2014-2 in the amount of HK\$5,000,000 on 20 June 2014. CN2014-2 was fully converted as at 31 December 2014.

CN2014-3 Convertible notes:

On 10 December 2013, the Company issued 1% coupon convertible notes (the "CN2014-3"), the principal terms of the CN2014-3 are as follows:

Date of issue	10 December 2013
Aggregate principal amount	HK\$10,000,000
Interest rate	1%
Conversion price	HK\$0.10
Maturity date	12 months from the date of issue

(a) Conversion period:

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$500,000 on each conversion (save that if at any time, the principal outstanding amount of the note is less than HK\$500,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.10 per share up to (and excluding) the fifth business day immediately before the maturity date.

(b) Issuer early redemption option:

The Company may at its sole and absolute discretion redeem the notes (or any part thereof) at its principal amount outstanding together with interest at any time and from time to time on or before the notes maturity date.

30. 可換股票據 (續)

2014-2可換股票據：(續)

於二零一四年六月二十日，票據持有人兌換2014-2可換股票據的全部本金額5,000,000港元。2014-2可換股票據已於二零一四年十二月三十一日獲悉數轉換。

2014-3可換股票據：

於二零一三年十二月十日，本公司發行1%票息之可換股票據（「2014-3可換股票據」），2014-3可換股票據之主要條款如下：

發行日期	二零一三年十二月十日
本金總額	10,000,000港元
息率	1%
換股價	0.10港元
到期日	自發行日期起12個月

(a) 兌換期間：

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日（不包括該日）任何時間按每股0.10港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於500,000港元，（惟倘於任何時間可換股票據的未償還本金額少於500,000港元，則可兌換可換股票據之全部（而非僅一部分）未償還本金額）。

(b) 發行人提早贖回選擇權：

本公司可於票據到期日或之前任何時間及不時以其未償還本金連同利息全權酌情贖回票據（或任何部分票據）。

30. CONVERTIBLE NOTES *(Continued)*

CN2014-3 Convertible notes: *(Continued)*

(c) Valuation of liability component:

The fair value of CN2014-3 as at 10 December 2013 amounted to HK\$9,894,000. The fair value is calculated using binomial tree models at a rate based on the discount rate of 6.01%.

The noteholder converted all the principal of CN2014-3 in the amount of HK\$10,000,000 on 19 December 2013.

CN2014-4 Convertible notes:

On 10 December 2013, the Company issued 1% coupon convertible notes (the “CN2014-4”), the principal terms of the CN2014-4 are as follows:

Date of issue	10 December 2013
Aggregate principal amount	HK\$4,234,400
Interest rate	1%
Conversion price	HK\$0.10
Maturity date	12 months from the date of issue

(a) Conversion period:

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$500,000 on each conversion (save that if at any time, the principal outstanding amount of the note is less than HK\$500,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.10 per share up to (and excluding) the fifth business day immediately before the maturity date.

30. 可換股票據 *(續)*

2014-3可換股票據：*(續)*

(c) 負債部分之估值：

2014-3可換股票據於二零一三年十二月十日的公平值為9,894,000港元。公平值乃使用二叉樹模型按6.01%的貼現率計算。

於二零一三年十二月十九日，票據持有人兌換2014-3可換股票據的全部本金額10,000,000港元。

2014-4可換股票據：

於二零一三年十二月十日，本公司發行1%票息之可換股票據（「2014-4可換股票據」），2014-4可換股票據之主要條款如下：

發行日期	二零一三年十二月十日
本金總額	4,234,400港元
息率	1%
換股價	0.10港元
到期日	自發行日期起12個月

(a) 兌換期間：

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日（不包括該日）任何時間按每股0.10港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於500,000港元，（惟倘於任何時間可換股票據的未償還本金額少於500,000港元，則可兌換可換股票據之全部（而非僅一部分）未償還本金額）。

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30. CONVERTIBLE NOTES (Continued)

CN2014-4 Convertible notes: (Continued)

(b) **Issuer early redemption option:**

The Company may at its sole and absolute discretion redeem the notes (or any part thereof) at its principal amount outstanding together with interest at any time and from time to time on or before the notes maturity date.

(c) **Valuation of liability component:**

The fair value of CN2014-4 as at 10 December 2013 amounted to HK\$4,189,000. The fair value is calculated using binomial tree models at a rate based on the discount rate of 6.01%.

The noteholder converted all the principal of CN2014-4 in the amount of HK\$4,234,400 on 19 December 2013.

CN2016 Convertible notes

On 6 June 2014, the Company issued 1% coupon convertible notes (the "CN2016"), the principal terms of the CN2016 are as follows:

Date of issue	6 June 2014
Aggregate principal amount	HK\$42,399,932
Interest rate	1%
Conversion price	HK\$0.13
Maturity date	24 months from the date of issue

30. 可換股票據 (續)

2014-4可換股票據：(續)

(b) **發行人提早贖回選擇權：**

本公司可於票據到期日或之前任何時間及不時以其未償還本金連同利息全權酌情贖回票據(或任何部分票據)。

(c) **負債部分之估值：**

2014-4可換股票據於二零一三年十二月十日的公平值為4,189,000港元。公平值乃使用二叉樹模型按6.01%的貼現率計算。

於二零一三年十二月十九日，票據持有人兌換2014-4可換股票據的全部本金額4,234,400港元。

二零一六年可換股票據

於二零一四年六月六日，本公司發行票息為1%的可換股票據(「二零一六年可換股票據」)，二零一六年可換股票據的主要條款如下：

發行日期	二零一四年六月六日
本金總額	42,399,932港元
息率	1%
換股價	0.13港元
到期日	自發行日期起計24個月

30. CONVERTIBLE NOTES *(Continued)*

CN2016 Convertible notes *(Continued)*

(a) Conversion period:

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$500,000 on each conversion (save that if at any time, the principal outstanding amount of the note is less than HK\$500,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.13 per share up to (and excluding) the fifth business day immediately before the maturity date.

(b) Issuer early redemption option:

The Company may at its sole and absolute discretion redeem the notes (or any part thereof) at its principal amount outstanding together with interest at any time and from time to time on or before the notes maturity date.

(c) Valuation of liability component:

The fair value of CN2016 as at 6 June 2014 amounted to HK\$53,162,992. The fair value is calculated using binomial tree models at a rate based on the discount rate of 8.69%.

The noteholder converted CN2016 in the principal amount of HK\$30,040,000 on 12 June 2014. The noteholder converted CN2016 in the principal amount of HK\$12,359,932 on 13 June 2014. CN2016 was fully converted as at 31 December 2014.

30. 可換股票據 *(續)*

二零一六年可換股票據 *(續)*

(a) 兌換期間：

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日(不包括該日)任何時間按每股0.13港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於500,000港元，(惟倘於任何時間可換股票據的未償還本金額少於500,000港元，則可兌換可換股票據之全部(而非僅一部分)未償還本金額)。

(b) 發行人提前贖回選擇權：

本公司可於票據到期日或之前任何時間及不時以其未償還本金連同利息全權酌情贖回票據(或任何部分票據)。

(c) 負債部分之估值：

二零一六年可換股票據於二零一四年六月六日的公平值為53,162,992港元。公平值乃使用二叉樹模型按8.69%的貼現率計算。

於二零一四年六月十二日，票據持有人兌換二零一六年可換股票據的本金額30,040,000港元。於二零一四年六月十三日，票據持有人兌換二零一六年可換股票據的本金額12,359,932港元。二零一六年可換股票據已於二零一四年十二月三十一日獲悉數轉換。

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30. CONVERTIBLE NOTES (Continued)

CN2016A Convertible notes

On 8 July 2014, the Company issued 1% coupon convertible notes (the "CN2016A"), the principal terms of the CN2016A are as follows:

Date of issue	8 July 2014
Aggregate principal amount	HK\$40,775,000
Interest rate	1%
Conversion price	HK\$0.143
Maturity date	24 months from the date of issue

(a) Conversion period:

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$500,000 on each conversion (save that if at any time, the principal outstanding amount of the note is less than HK\$500,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.143 per share up to (and excluding) the fifth business day immediately before the maturity date.

(b) Issuer early redemption option:

The Company may at its sole and absolute discretion redeem the notes (or any part thereof) at its principal amount outstanding together with interest at any time and from time to time on or before the notes maturity date.

30. 可換股票據 (續)

二零一六年可換股票據A

於二零一四年七月八日，本公司發行票息為1%的可換股票據（「二零一六年可換股票據A」），二零一六年可換股票據A的主要條款如下：

發行日期	二零一四年七月八日
本金總額	40,775,000港元
息率	1%
換股價	0.143港元
到期日	自發行日期起計24個月

(a) 兌換期間：

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日（不包括該日）任何時間按每股0.143港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於500,000港元，（惟倘於任何時間可換股票據的未償還本金額少於500,000港元，則可兌換可換股票據之全部（而非僅一部分）未償還本金額）。

(b) 發行人提前贖回選擇權：

本公司可於票據到期日或之前任何時間及不時以其未償還本金連同利息全權酌情贖回票據（或任何部分票據）。

30. CONVERTIBLE NOTES *(Continued)*

CN2016A Convertible notes *(Continued)*

(c) Valuation of liability component:

The fair value of CN2016A as at 6 June 2014 amounted to HK\$46,769,843. The fair value is calculated using binomial tree models at a rate based on the discount rate of 6.85%.

The noteholder converted CN2016A in the principal amount of HK\$10,725,000 on 25 July 2014. The noteholder converted CN2016A in the principal amount of HK\$5,005,000 on 18 August 2014. The noteholder converted CN2016A in the principal amount of HK\$25,045,000 on 16 December 2014. CN2016A was fully converted as at 31 December 2014.

30. 可換股票據 *(續)*

二零一六年可換股票據A *(續)*

(c) 負債部分之估值：

二零一六年可換股票據A於二零一四年六月六日的公平值為46,769,843港元。公平值乃使用二叉樹模型按6.85%的貼現率計算。

於二零一四年七月二十五日，票據持有人兌換二零一六年可換股票據A的本金額10,725,000港元。於二零一四年八月十八日，票據持有人兌換二零一六年可換股票據A的本金額5,005,000港元。於二零一四年十二月十六日，票據持有人兌換二零一六年可換股票據A的本金額25,045,000港元。二零一六年可換股票據A已於二零一四年十二月三十一日獲悉數轉換。

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31. NON-CASH TRANSACTIONS

The Group entered into the following non-cash operating and financing activities which are not reflected in the consolidated statement of cash flows:

- In the current year, the Group settled certain liabilities by issue of convertible notes of approximately HK\$83,175,000, the details are as below:

Other payable	HK\$3,420,000
Other borrowings	HK\$45,855,000
Finance costs	HK\$3,000,000
Convertible notes	HK\$30,900,000

31. 非現金交易

本集團達成以下非現金經營及融資活動，但未於綜合現金流量表中反映：

- 於本年度，本集團透過發行可換股票據約83,175,000港元償還若干負債，詳情如下：

其他應付款項	3,420,000港元
其他借款	45,855,000港元
融資成本	3,000,000港元
可換股票據	30,900,000港元

32. OPERATING LEASE COMMITMENTS

At the end of the reporting date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises and other asset, which fall due as follows:

32. 經營租約承擔

於報告日期完結時，本集團就辦公室物業及其他資產之不可撤銷經營租約承擔之未來最低租賃款項到期情況如下：

		The Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year	一年內	1,749	2,996
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	1,726	–
		3,475	2,996

Leases are negotiated and rentals are fixed for terms of 1 to 2 years (2013: 1 to 2 years).

租約乃按一至二年(二零一三年：一至二年)之年期磋商及定租。

33. CONTINGENT LIABILITIES

The Group did not have any contingent liabilities at the end of the reporting period (2013: Nil).

34. PLEDGED OF ASSETS

At the end of the reporting period, none of the Group's assets (2013: Nil) were pledged to secure the Group's banking facilities.

35. RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Unless otherwise disclosed in these consolidated financial statements, the Group did not enter into any material related party transactions during the year and did not have any material balances with related parties at the end of the reporting period.

The remuneration of directors and other members of key management during the year are disclosed in the note 12 to the consolidated financial statements.

33. 或然負債

於報告期末，本集團概無擁有任何或然負債（二零一三年：無）。

34. 資產抵押

於報告期末，本集團概無資產（二零一三年：無）已抵押作為本集團銀行信貸之擔保。

35. 關連方交易

本公司與其附屬公司（其為本公司之關連方）間之結餘及交易於綜合時已對銷，並無於本附註披露。

除該等綜合財務報表所披露者外，本集團於年內並無訂立任何重大關連方交易，且於報告期末與關連方並無任何重大結餘。

年內，本集團董事及主要管理層之其他成員之酬金載於綜合財務報表附註12。

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36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Group's major financial instruments include trade and other receivables, cash and cash equivalents, trade and other payables, financial derivatives, convertible notes and other borrowings. Details of these financial instruments are disclosed in respective notes.

The main risks arising from the Group's financial instruments are credit risk, interest rate risk, foreign currency risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 4 to the financial statements.

Credit risk

The Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at 31 December 2014 in relation to each class of recognized financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its trade and other receivables. In order to minimise credit risk, management has certain 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 receivables regularly at each reporting date to ensure that adequate impairment losses are adequately made for irrecoverable amounts. The credit risk on liquid funds is limited because the counterparties are commercial banks with high credit-ratings assigned by international credit-rating agencies. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

36. 財務風險管理宗旨及政策

本集團之主要金融工具包括貿易及其他應收賬款、現金及現金等值項目、貿易及其他應付賬款、金融衍生工具、可換股票據及其他借款。該等金融工具之詳情於有關附註內披露。

本集團金融工具產生之主要風險為信貸風險、利率風險、外匯風險及流動資金風險。董事會檢討及同意此等各項風險之管理政策並於下文概述。本集團有關衍生工具之會計政策載於財務報表附註4。

信貸風險

倘若交易對手方無法履行彼等截至二零一四年十二月三十一日有關每類已確認金融資產之債項，本集團承受之最大信貸風險為綜合財務狀況表內所列示之該等資產之賬面值。本集團承受之信貸風險主要來自貿易及其他應收款項。為盡量降低信貸風險，管理層已設立若干監管程序，確保能採取跟進行動追收逾期債務。此外，於各報告日期，本集團定期檢討每宗個別應收貿易賬款之可收回金額，確保就無法收回金額作出足夠之減值虧損。由於交易對手方為獲國際信貸評級機構評為高信貸評級之商業銀行，故流動資金之信貸風險有限。本集團並無高度集中之信貸風險，風險分佈於數目眾多之交易對手方及客戶。

36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

Interest rate risk

The Group's interest rate risk arises primarily from the Group's bank deposits. All the deposits are on a floating rate basis.

The Group does not use financial derivatives to hedge against the interest rate risk. However, the interest rate profile of the Group's net deposits (being bank deposits less any interest-bearing financial liabilities) is closely monitored by management.

At 31 December 2014, it is estimated that a general increase/decrease of 50 basis points (2013: 50 basis points) in interest rates, with all other variables held constant, would increase/decrease the Group's loss before tax and accumulated losses by approximately HK\$937,000 (2013: HK\$75,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the reporting date and had been applied to the exposure to interest rate risk for the non-derivative financial liabilities in existence at that date. The 50 basis points increase/decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date. The analysis is performed on the same basis for 2013.

Foreign currency risk

The Group has transactional currency exposures, primarily with respect to Renminbi ("RMB"), for the years 2014 and 2013. Such exposures arise from provision of an internet platform for the facilitation of education program in Chinese Medicine and other advisory and training programs in currencies other than the Group's functional currency (i.e. Hong Kong dollar). All of the Group's sales are denominated in RMB for the years 2014 and 2013.

36. 財務風險管理宗旨及政策 (續)

利率風險

本集團之利率風險主要來自本集團之銀行存款。所有存款均以浮息利率計息。

本集團並無利用金融衍生工具來對沖利率風險。然而，本集團之存款淨額(即銀行存款減去任何計息金融負債)之利率情況由管理層密切監察。

於二零一四年十二月三十一日，估計利率普遍上升／下跌50個基點(二零一三年：50個基點)(所有其他變數保持不變)，將導致本集團除稅前虧損及累計虧損增加／減少約937,000港元(二零一三年：75,000港元)。

上述之敏感度分析乃經假設於報告日期利率出現變動而釐定，且已應用於當日存在之非衍生金融負債之利率風險。利率上升／下跌50個基點顯示出管理層對下年度報告日期前期間內利率之合理可能變動作出之評估。二零一三年按相同基準進行有關分析。

外匯風險

於二零一四年及二零一三年年度，本集團面對的交易性貨幣風險主要涉及人民幣(「人民幣」)。該等風險源於為中醫藥教育項目及其他諮詢及培訓項目提供網絡輔助平台以本集團功能貨幣(即港元)以外之貨幣計值。本集團於二零一四年及二零一三年年度之全部銷售額均以人民幣計值。

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36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

Foreign currency risk (Continued)

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

The Group conducts its business transactions principally in RMB. The exchange rate risk of the Group is not significant.

Liquidity risk

For the management of the Group's liquidity risk, the Group monitors and maintains a sufficient level of cash and cash equivalents considered adequate by management to finance the Group's operations and mitigate the effects of fluctuation in cash flows. Management reviews and monitors its working capital requirements regularly.

The following table details the contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates) and the earliest date the Group can be required to pay:

	On demand or within one year 應要求 或一年內 HK\$'000 千港元	More than one year but less than two years 一年以上 但兩年以內 HK\$'000 千港元	More than two years but less than five years 兩年以上 但五年以內 HK\$'000 千港元	Total undiscounted cash flow 未折現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 31 December 2014 於二零一四年十二月三十一日					
Financial liabilities 金融負債					
Trade and other payables 貿易及其他應付賬款	44,611	-	-	44,611	44,611
Convertible notes 可換股票據	10,000	-	-	10,000	9,382
At 31 December 2013 於二零一三年十二月三十一日					
Financial liabilities 金融負債					
Trade and other payables 貿易及其他應付賬款	48,168	-	-	48,168	48,168
Other borrowings 其他借款	35,537	34,854	-	70,391	66,787
Convertible notes 可換股票據	55,273	68,526	-	123,799	113,217

36. 財務風險管理宗旨及政策 (續)

外匯風險 (續)

本集團目前並無外幣對沖政策。然而，管理層密切監察外匯風險，並會於需要時考慮對沖重大外幣風險。

本集團主要以人民幣進行其業務交易。本集團之匯率風險並不重大。

流動資金風險

為管理本集團之流動資金風險，本集團監控及維持現金及現金等值項目於管理層認為足夠之水平，以為本集團業務提供充足資金及減輕現金流量波動之影響。管理層會定期檢討及監控其營運資金需求。

下表詳列本集團於報告期末的金融負債合約到期情況，金融負債根據已訂約未折現現金流量（包括以訂約利率計算之利息付款）與本集團或須支付款項之最早日期計算：

36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

Financial instruments

Categories of financial instruments

a) The Group

		31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元	31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元
Financial assets	金融資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值項目)	352,908	113,551
Financial liabilities	金融負債		
Amortised cost	攤銷成本	36,828	207,960

b) The Company

		31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元	31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元
Financial assets	金融資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值項目)	405,387	141,581
Financial liabilities	金融負債		
Amortised cost	攤銷成本	17,331	185,520

36. 財務風險管理宗旨及政策 (續)

金融工具

金融工具之分類

a) 本集團

b) 本公司

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度
(Expressed in HK\$)(以港元列示)

36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

Financial instruments (Continued)

Fair value hierarchy on a recurring basis

The Group and the Company

		Fair value hierarchy as at 31/12/14			
		於一四年十二月三十一日之公平值層級			
		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial liabilities	金融負債				
Financial derivative	金融衍生工具	-	8	-	8

		Fair value hierarchy as at 31/12/13			
		於一三年十二月三十一日之公平值層級			
		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial liabilities	金融負債				
Financial derivative	金融衍生工具	-	500	-	500

The Group and the Company did not have any financial assets measured at fair value on a recurring basis as at 31 December 2014 (2013: Nil).

The fair value of financial derivative is determined using binomial tree model and the inputs used in the fair value measurement are volatility and discount rate.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2013: Nil).

Fair value

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

36. 財務風險管理宗旨及政策 (續)

金融工具 (續)

按經常性基準計量之公平值層級

本集團及本公司

於二零一四年十二月三十一日，本集團及本公司並無任何根據經常性基準按公平值計量的金融資產(二零一三年：無)。

金融衍生工具的公平值乃使用二叉樹模型釐定，以及公平值計量所用的輸入數據具波動性及為貼現率。

年內，金融資產及金融負債之第一級及第二級之間均無轉移公平值計量，亦無轉入或轉出第三級(二零一三年：無)。

公平值

董事認為，於綜合財務報表確認的金融資產及金融負債的賬面值與其公平值相若。

36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2013.

The capital structure of the Group consists of debt, which mainly includes other borrowings and convertible notes, and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

37. SHARE-BASED EMPLOYEE COMPENSATION

At annual general meeting of the Company held on 23 May 2011, the Company adopted a new share option scheme ("Share Option Scheme") and the share option scheme adopted on 24 November 2001 (the "Old Scheme") became terminated therefrom. The Share Option Scheme became effective on 23 May 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Upon termination of Old Scheme, no further Options under the Old Scheme can be granted but the Options which have been granted during the life of the Old Scheme shall continue to be exercisable in accordance with their terms of issue and the provisions of Chapter 23 of the GEM Listing Rules.

36. 財務風險管理宗旨及政策 (續)

資本風險管理

本集團管理其資本，確保本集團實體能夠持續經營，同時亦透過適度平衡負債與權益結餘而為利益相關者爭取最高回報。本集團整體策略自二零一三年以來保持不變。

本集團的資本結構包括債項，當中主要包括其他借款及可換股票據及本公司擁有人應佔權益，包括已發行股本及儲備。

本公司董事定期檢討資本結構。檢討過程中，董事考慮資本成本及各類別資本相關的風險。根據董事的建議，本集團將透過發行新股份及股份購回以及發行新債項或贖回現有債項，平衡整體資本結構。

37. 以股支付僱員薪酬

在本公司於二零一一年五月二十三日舉行之股東週年大會上，本公司採納新的購股權計劃（「購股權計劃」），而於二零零一年十一月二十四日採納之購股權計劃（「舊計劃」）即時終止。購股權計劃由二零一一年五月二十三日起生效，除非獲註銷或修訂，否則將由該日起計十年內有效。待終止舊計劃後，概不得根據舊計劃進一步授出購股權，而於舊計劃有效期內已授出之購股權將繼續根據其發行條款及創業板上市規則第23章之條文可予行使。

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37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share Option Scheme

Pursuant to Share Option Scheme, the Board may grant options to any employee of the Group or any other persons who, in the sole discretion of the Board, have contributed or will contribute to the Group to subscribe for shares of the Company at a price determined by the Board and shall be no less than the highest of (i) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of offer of the option which must be a business day, (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer of the options; and (iii) the nominal value of a share on the date of offer of the options.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the total number of shares of the Company in issue at any time. The maximum number of shares issuable under the share option to each eligible participant in the Scheme Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time.

Any grant of options to a participant who is a director, chief executive or substantial shareholder of the Company or their respective associates must be approved by the independent non-executive directors (excluding independent non-executive director who is grantee). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

37. 以股支付僱員薪酬 (續)

購股權計劃

根據購股權計劃，董事會可向本集團任何僱員或董事會全權酌情認為曾經或將會對本集團作出貢獻之任何其他人士授出可認購本公司股份之購股權，價格由董事會釐訂，惟不得低於下列各項之最高者：(i) 授出購股權當日（必須為營業日）股份於聯交所日報表上所報之收市價；(ii) 緊接授出購股權當日前五個營業日股份於聯交所日報表上所報之平均收市價；及(iii) 授出購股權當日股份之面值。

根據購股權計劃及本公司任何其他購股權計劃將授出之所有購股權獲行使時可予發行之股份總數，合共不得超過於任何時間已發行股份總數10%。於任何十二個月期間內，根據購股權可發行予各購股權計劃的合資格參與者的股份最高數目限於本公司任何時間已發行股份的1%。

向參與者（即本公司董事、最高行政人員或主要股東或彼等各自之聯繫人士）授出購股權，須獲獨立非執行董事（不包括身為承授人之獨立非執行董事）批准。此外，於任何十二個月期間內，向本公司主要股東或獨立非執行董事或彼等之任何聯繫人士授出任何超出本公司任何時間已發行股份0.1%及總值（按本公司股份於授出日期的價格計算）超過5,000,000港元的購股權須獲股東於股東大會上事先批准。

37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share Option Scheme (Continued)

The movements in the share options of the Company during the year are shown in the following table:

Name of the participant	Date of grant	Exercise period and vesting period	Exercise price per share HK\$	At 1 January 2014	Granted during the year	Exercised during the year	Cancelled during the year	At 31 December 2014
參與者姓名	授出日期	行使期及歸屬期	每股行使價 港元	於二零一四年 一月一日	年內授出	年內行使	年內註銷	於二零一四年 十二月 三十一日
Directors								
董事								
Chen Hong (note 1) 陳宏 (附註1)	28/8/2008 二零零八年 八月二十八日	28/08/2008-27/08/2018 二零零八年八月二十八日至 二零一八年八月二十七日	1.281	3,188,653	-	-	-	3,188,653
	09/07/2009 二零零九年 七月九日	09/07/2009-08/07/2019 二零零九年七月九日至 二零一九年七月八日	0.652	3,188,653	-	-	-	3,188,653
	11/12/2013 二零一三年 十二月十一日	11/12/2013-10/12/2023 二零一三年十二月十一日至 二零二三年十二月十日	0.1	10,000,000	-	(10,000,000)	-	-
Li Xiangjun 李湘軍	28/08/2008 二零零八年 八月二十八日	28/08/2008-27/08/2018 二零零八年八月二十八日至 二零一八年八月二十七日	1.281	2,349,534	-	-	-	-
	09/07/2009 二零零九年 七月九日	09/07/2009-08/07/2019 二零零九年七月九日至 二零一九年七月八日	0.652	4,363,420	-	-	-	-
Yuan Wei (note 3) 袁偉 (附註3)	11/12/2013 二零一三年 十二月十一日	11/12/2013-10/12/2023 二零一三年十二月十一日至 二零二三年十二月十日	0.1	10,000,000	-	(10,000,000)	-	-
	10/07/2014 二零一四年 七月十日	10/07/2014-09/07/2024 二零一四年七月十日至 二零二四年七月九日	0.168	-	10,000,000	(10,000,000)	-	-
Subtotal 小計				33,090,260	10,000,000	(30,000,000)	-	13,090,260
Others								
其他								
In aggregate 合共	28/08/2008 二零零八年 八月二十八日	28/08/2008-27/08/2018 二零零八年八月二十八日至 二零一八年八月二十七日	1.281	3,692,124	-	-	-	3,692,124
In aggregate 合共	09/07/2009 二零零九年 七月九日	09/07/2009-08/07/2019 二零零九年七月九日至 二零一九年七月八日	0.652	7,384,249	-	-	-	7,384,249
In aggregate 合共	11/12/2013 二零一三年 十二月十一日	11/12/2013-10/12/2023 二零一三年十二月十一日至 二零二三年十二月十日	0.1	112,000,000	-	(112,000,000)	-	-
In aggregate 合共	10/07/2014 二零一四年 七月十日	10/07/2014-09/07/2024 二零一四年七月十日至 二零二四年七月九日	0.168	-	155,000,000	(113,000,000)	-	42,000,000
				156,166,633	165,000,000	(255,000,000)	-	66,166,633
Exercisable at the end of the year 於年末行使								66,166,633
Weighted average exercise price 加權平均行使價				HK\$0.22港元	HK\$0.17港元	HK\$0.13港元	-	HK\$0.43港元

37. 以股支付僱員薪酬 (續)

購股權計劃 (續)

年內，本公司購股權之變動載於下表：

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For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度
(Expressed in HK\$) (以港元列示)

37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share Option Scheme (Continued)

The movements in the share options of the Company during the year are shown in the following table:

Name of the participant	Date of grant	Exercise period and vesting period	Exercise price per share HK\$	At 1 January 2013	Granted during the year	Exercised during the year	Cancelled during the year	At 31 December 2013
參與者姓名	授出日期	行使期及歸屬期	每股行使價 港元	於二零一三年 一月一日	年內授出	年內行使	年內註銷	於二零一三年 十二月 三十一日
Directors								
董事								
Chen Hong (note 1) 陳宏 (附註1)	28/08/2008 二零零八年 八月二十八日	28/08/2008-27/08/2018 二零零八年八月二十八日至 二零一八年八月二十七日	1.281	3,188,653	-	-	-	3,188,653
	09/07/2009 二零零九年 七月九日	09/07/2009-08/07/2019 二零零九年七月九日至 二零一八年七月八日	0.652	3,188,653	-	-	-	3,188,653
	11/12/2013 二零一三年 十二月十一日	11/12/2013-10/12/2023 二零一三年十二月十一日至 二零二三年十二月十日	0.1	-	10,000,000	-	-	10,000,000
Wei Jianya (note 2) 韋健亞 (附註2)	28/08/2008 二零零八年 八月二十八日	28/08/2008-27/08/2018 二零零八年八月二十八日至 二零一八年八月二十七日	1.281	1,342,591	-	-	(1,342,591)	-
	09/07/2009 二零零九年 七月九日	09/07/2009-08/07/2019 二零零九年七月九日至 二零一八年七月八日	0.652	1,006,943	-	-	(1,006,943)	-
Li Xiangjun 李湘軍	28/08/2008 二零零八年 八月二十八日	28/08/2008-27/08/2018 二零零八年八月二十八日至 二零一八年八月二十七日	1.281	2,349,534	-	-	-	2,349,534
	09/07/2009 二零零九年 七月九日	09/07/2009-08/07/2019 二零零九年七月九日至 二零一八年七月八日	0.652	4,363,420	-	-	-	4,363,420
Yuan Wei (note 3) 袁偉 (附註3)	11/12/2013 二零一三年 十二月十一日	11/12/2013-10/12/2023 二零一三年十二月十一日至 二零二三年十二月十日	0.1	-	10,000,000	-	-	10,000,000
Subtotal 小計				15,439,794	20,000,000	-	(2,349,534)	33,090,260
Others								
其他								
In aggregate 合共	28/08/2008 二零零八年 八月二十八日	28/08/2008-27/08/2018 二零零八年八月二十八日至 二零一八年八月二十七日	1.281	3,692,124	-	-	-	3,692,124
In aggregate 合共	09/07/2009 二零零九年 七月九日	09/07/2009-08/07/2019 二零零九年七月九日至 二零一八年七月八日	0.652	7,384,249	-	-	-	7,384,249
In aggregate 合共	11/12/2013 二零一三年 十二月十一日	11/12/2013-10/12/2023 二零一三年十二月十一日至 二零二三年十二月十日	0.1	-	112,000,000	-	-	112,000,000
				26,516,167	132,000,000	-	(2,349,534)	156,166,633
Exercisable at the end of the year 於年末行使								156,166,633
Weighted average exercise price 加權平均行使價				HK\$0.90港元	HK\$0.10港元	-	HK\$1.01港元	HK\$0.22港元

37. 以股支付僱員薪酬 (續)

購股權計劃 (續)

年內，本公司購股權之變動載於下表：

37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share Option Scheme (Continued)

Notes:

1. Mr. Chen Hong has resigned as director on 14 February 2014.
2. Ms. Wei Jianya has resigned as director on 19 November 2013.
3. Mr. Yuan Wei was appointed as director on 19 November 2013.

On 11 December 2013, the Company granted 132,000,000 Options to Grantees under the Company's Share Option Scheme adopted on 23 May 2011.

- (a) During the year ended 31 December 2013, the number of share options granted was 132,000,000 (2012: nil). Of which, 20,000,000 options were granted to the directors of the Company (the "Directors") 20,000,000 Options were granted to the employee of the Company (the "Employee") and 92,000,000 Options were granted to the Company's external consultants (the "Consultants"). The fair value of options granted under the Share Option Scheme, amounted to HK\$6,224,000 of average HK\$0.047 each. The fair values of the outstanding options were derived from Trinomial Option Pricing Model by applying the following assumptions:

Options granted to Employees

Date of grant (dd-mm-yy)	Grantee	Expected volatility	Expected length of employment and services ("Expected life") (in years) 預期僱傭及 服務期限 (「預期期限」)	Risk-free interest rate	Expected dividend yield
授出日期 (日-月-年)	承授人	預期波幅	(年)	無風險利率	預期股息率
11.12.2013	Directors 董事	56.42%	3	0.47%	Nil無
二零一三年十二月十一日	Employee 僱員	56.42%	3	0.47%	Nil無
	Consultants 顧問	73.23%	5	1.16%	Nil無

37. 以股支付僱員薪酬 (續)

購股權計劃 (續)

附註：

1. 陳宏先生於二零一四年二月十四日辭任董事。
2. 韋健亞女士於二零一三年十一月十九日辭任董事。
3. 袁偉先生於二零一三年十一月十九日獲委任為董事。

於二零一三年十二月十一日，本公司根據於二零一一年五月二十三日採納之購股權計劃，向承授人授出132,000,000份購股權。

- (a) 於截至二零一三年十二月三十一日止年度，授出的購股權數目為132,000,000份（二零一二年：無）。其中，20,000,000份購股權授予本公司董事（「董事」）、20,000,000份購股權授予本公司僱員（「僱員」）以及92,000,000份購股權授予本公司外聘顧問（「顧問」）。根據購股權計劃所授出購股權的公平值為6,224,000港元，每份購股權平均為0.047港元。尚未行使購股權的公平值以三項式購股權定價模式計算，所採用假設如下：

授予僱員的購股權

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(Expressed in HK\$) (以港元列示)

37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share Option Scheme (Continued)

(a) (Continued)

Options granted to Consultants

The Group recognised the total expenses of approximately HK\$6,224,000 in relation to share options granted by the Company.

- (i) the expected volatilities for the Options granted to Directors were using the average 3 years volatility of the Company's share price over the year for the 20,000,000 option granted to Directors as at 11 December 2013.
- (ii) the expected volatilities for the Options granted to Employee were using the average 3 years volatility of the Company's share price over the year for the 20,000,000 options granted to Employees as at 11 December 2013.
- (iii) the expected volatilities for the Options granted to Consultants were using the average 5 years volatility of the Company's share price over the year for the 92,000,000 options granted to Consultants as at 11 December 2013.
- (iv) the applicable risk free rates were generated from Bloomberg based on the Hong Kong Government 3 years Bond Yield and 5 years Bond Yield, matching the assumed life of the options.
- (v) the expected dividend yields were estimated based on the historical dividend, which was zero.

37. 以股支付僱員薪酬 (續)

購股權計劃 (續)

(a) (續)

授予顧問的購股權

本集團確認有關本公司授出購股權之總開支約為6,224,000港元。

- (i) 授予董事的購股權的預期波幅乃以就於二零一三年十二月十一日授予董事20,000,000份購股權之年度之本公司3年股價之平均波幅而釐定。
- (ii) 授予僱員的購股權的預期波幅乃以就於二零一三年十二月十一日授予僱員20,000,000份購股權之年度之本公司3年股價之平均波幅而釐定。
- (iii) 授予顧問的購股權的預期波幅乃以就於二零一三年十二月十一日授予顧問92,000,000份購股權之年度之本公司5年股價之平均波幅而釐定。
- (iv) 適用無風險利率乃自Bloomberg根據香港政府3年期債券孳息率及5年期債券孳息率所產生，與購股權之假設年期相配合。
- (v) 預期股息率乃按歷史股息(零)估計。

37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share Option Scheme (Continued)

(a) (Continued)

On 10 July 2014, the Company granted 165,000,000 Options to Grantees under the Company's Share Option Scheme adopted on 23 May 2011.

During the year ended 31 December 2014, the number of share options granted was 165,000,000 (2013: 132,000,000). Of which, 10,000,000 options were granted to the director of the Company (the "Directors"), 25,000,000 Options were granted to the employee of the Company (the "Employee") and 130,000,000 Options were granted to the Company's external consultants (the "Consultants"). The fair value of options granted under the Share Option Scheme, amounted to HK\$5,730,000 of average HK\$0.035 each. The fair values of the outstanding options were derived from Trinomial Option Pricing Model by applying the following assumptions:

Options granted to Employees

Date of grant (dd-mm-yy)	Grantee	Expected volatility	Expected length of employment and services ("Expected life") (in years) 預期僱傭及服務期限 (「預期期限」)	Risk-free interest rate	Expected dividend yield
授出日期 (日-月-年)	承授人	預期波幅	(年)	無風險利率	預期股息率
10.7.2014	Director 董事	63.28%	1	0.13%	Nil無
二零一四年七月十日	Employee 僱員	77.12%	0.5	0.12%	Nil無
	Consultants 顧問	77.12%	0.5	0.12%	Nil無

37. 以股支付僱員薪酬 (續)

購股權計劃 (續)

(a) (續)

於二零一四年七月十日，本公司根據於二零一一年五月二十三日採納之購股權計劃，向承授人授出165,000,000份購股權。

於截至二零一四年十二月三十一日止年度，授出的購股權數目為165,000,000份（二零一三年：132,000,000份）。其中，10,000,000份購股權授予本公司董事（「董事」）、25,000,000份購股權授予本公司僱員（「僱員」）以及130,000,000份購股權授予本公司外聘顧問（「顧問」）。根據購股權計劃所授出購股權的公平值為5,730,000港元，每份購股權平均為0.035港元。尚未行使購股權的公平值以三項式購股權定價模式計算，所採用假設如下：

授予僱員的購股權

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37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share Option Scheme (Continued)

(a) (Continued)

Options granted to Consultants

The Group recognised the total expenses of approximately HK\$5,730,000 in relation to share options granted by the Company.

- (i) the expected volatilities for the Options granted to Director was using the average 1 year volatility of the Company's share price over the year for the 10,000,000 options granted of Director as at 10 July 2014.
- (ii) the expected volatilities for the Options granted to Employee were using the average 0.5 year volatility of the Company's share price over the year for the 25,000,000 options granted to Employees as at 10 July 2014.
- (iii) the expected volatilities for the Options granted to Consultants were using the average 0.5 year volatility of the Company's share price over the year for the 130,000,000 options granted to Consultants as at 10 July 2014.
- (iv) the applicable risk free rates were generated from Bloomberg based on the Hong Kong Government 0.5 Year Bond Yield and 1 Year Bond Yield, matching the assumed life of the options.
- (v) the expected dividend yields were estimated based on the historical dividend, which was zero.

37. 以股支付僱員薪酬 (續)

購股權計劃 (續)

(a) (續)

授予顧問的購股權

本集團確認有關本公司授出購股權之總開支約為5,730,000港元。

- (i) 授予董事的購股權的預期波幅乃以就於二零一四年七月十日授予董事10,000,000份購股權之年度之本公司1年股價之平均波幅而釐定。
- (ii) 授予僱員的購股權的預期波幅乃以就於二零一四年七月十日授予僱員25,000,000份購股權之年度之本公司0.5年股價之平均波幅而釐定。
- (iii) 授予顧問的購股權的預期波幅乃以就於二零一四年七月十日授予顧問130,000,000份購股權之年度之本公司0.5年股價之平均波幅而釐定。
- (iv) 適用無風險利率乃自Bloomberg根據香港政府0.5年期債券孳息率及1年期債券孳息率所產生，與購股權之假設年期相配合。
- (v) 預期股息率乃按歷史股息(零)估計。

37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

Share Option Scheme (Continued)

- (b) The values of the Options are subject to the limitations of the Trinomial Option Pricing Model and a number of assumptions which are subjective and difficult to ascertain. Changes in the subjective input assumptions could materially affect the fair value estimate.
- (c) The outstanding share options under the Share Option Scheme as at 31 December 2014 was 66,166,633 (2013: 156,166,633) representing 2.1% (2013: 9.7%) of the shares of the Company in issue at that date.
- (d) If options are forfeited before expiration or lapsed, the related share-based payment will be transferred directly to retained earnings/accumulated losses.

38. EVENTS AFTER THE REPORTING PERIOD

1. On 17 November 2014, the Company entered into a strategic cooperation agreement (“Strategic Cooperation Agreement”) with Beijing Beizhong Asset Management Company Limited (北京北中資產管理有限公司) (“Beijing Beizhong”) in relation to the transfer of 49% of the right of income of the Distance Education College of the Beijing University of Chinese Medicine (北京中醫藥大學遠程教育學院) from the Beijing University of Chinese Medicine (北京中醫藥大學) to the Company and other cooperation projects (the “Cooperation”).

On 12 February 2015, the Company and Beijing Beizhong agreed in writing to extend the time for taking practical actions in respect of the Cooperation under the Strategic Cooperation Agreement for another three months.

37. 以股支付僱員薪酬 (續)

購股權計劃 (續)

- (b) 購股權的價值受三項式購股權定價模式之限制以及多項主觀及難以確定之假設所影響。主觀假設之變動可對公平值估計造成重大影響。
- (c) 於二零一四年十二月三十一日，購股權項下之尚未行使的購股權為66,166,633份(二零一三年：156,166,633份)，佔本公司於當日已發行股份的2.1%(二零一三年：9.7%)。
- (d) 倘若購股權於期滿或失效前被沒收，有關以股支付款項將直接轉撥至保留盈利／累計虧損。

38. 報告期後事項

1. 於二零一四年十一月十七日，本公司就北京中醫藥大學轉讓北京中醫藥大學遠程教育學院49%收益權予本公司及其他合作項目(「合作」)與北京北中資產管理有限公司(「北京北中」)簽署戰略合作協議(「戰略合作協議」)。

於二零一五年二月十二日，本公司與北京北中書面同意延長戰略合作協議合作事宜之採取實質性行動之期限三個月。

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38. EVENTS AFTER THE REPORTING PERIOD (Continued)

2. On 22 January 2015, the Company repurchased on the Stock Exchange a total of 21,872,000 shares at a total consideration of approximately HKD10,540,000. On 23 January 2015, the Company repurchased on the Stock Exchange a total of 17,568,000 shares at a total consideration of approximately HKD8,811,000. A total of 39,440,000 shares have been cancelled on 9 February 2015.

39. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation.

38. 報告期後事項 (續)

2. 於二零一五年一月二十二日，本公司以總代價約10,540,000港元於聯交所購回合共21,872,000股股份。於二零一五年一月二十三日，本公司以總代價約8,811,000港元於聯交所購回合共17,568,000股股份。合共39,440,000股股份已於二零一五年二月九日註銷。

39. 比較數據

若干比較數據經已重列，以符合本年度之呈列方式。



中国网络教育集团有限公司
CHINA E-LEARNING GROUP LIMITED