



環球戰略集團有限公司

GLOBAL STRATEGIC GROUP LIMITED
環球戰略集團有限公司

(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: 8007)

Annual Report 年報 2015

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

交易所創業板（「創業板」）特色

創業板的定位，乃為相比起其他在交易所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

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之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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財務撮要

Financial Highlights

		As at 31 December		As at 30 June			
		2015 於十二月三十一日	2014	2014	2013	2012	2011
		二零一五年 HK\$'000 千港元	二零一四年 HK\$'000 千港元	二零一四年 HK\$'000 千港元	二零一三年 HK\$'000 千港元	二零一二年 HK\$'000 千港元	二零一一年 HK\$'000 千港元
Results	業績						
- Revenue	- 收益	217,068	25,865	3,792	3,066	3,003	3,124
- Loss	- 虧損	(81,455)	(10,571)	(2,055)	(2,662)	(2,752)	(2,565)
- Loss per share	- 每股虧損						
- Basic (in HK cents)	- 基本 (港仙)	(2.07)	(0.33)	(0.07)	(0.09)	(0.09)	(0.09)
			(restated) (經重列)	(restated) (經重列)	(restated) (經重列)	(restated) (經重列)	(restated) (經重列)
Financial Position	財務狀況						
- Non-current assets	- 非流動資產	57,275	3,446	-	-	1	2
- Current assets	- 流動資產	26,486	34,758	4,717	6,717	10,328	12,095
- Current liabilities	- 流動負債	3,244	1,063	1,105	1,050	2,000	1,016
- Equity	- 權益	80,517	37,141	3,612	5,667	8,329	11,081
Financial Ratios	財務比率						
- Current assets/Current liabilities	- 流動資產/流動負債	8	33	4	6	5	12
- Assets/Equity	- 資產/權益	1.0	1.0	1.3	1.2	1.2	1.1

企業資訊

Corporate Information

於二零一六年二月十九日 As At 19 February 2016

EXECUTIVE DIRECTORS

WEI Yue Tong (*Chairman*)
WENG Lin Lei
FAN Wei Guo
ZHENG Jian Peng
LEUNG Tsz Man

NON-EXECUTIVE DIRECTORS

ZHENG Zhu Ping

INDEPENDENT NON-EXECUTIVE DIRECTORS

CHIU Wai Piu
KWAN Sin Yee
LEUNG Oh Man, Martin
SUN Zhi Jun
HUANG Yu Jun

COMPANY SECRETARY

LEUNG Tsz Man

COMPLIANCE OFFICER

LEUNG Tsz Man

AUTHORISED REPRESENTATIVES

WEI Yue Tong
LEUNG Tsz Man

AUDIT COMMITTEE

LEUNG Oh Man, Martin (*Chairman*)
ZHENG Zhu Ping
CHIU Wai Piu
KWAN Sin Yee
SUN Zhi Jun
HUANG Yu Jun

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

執行董事

魏月童 (主席)
翁凜磊
范衛國
鄭健鵬
梁子汶

非執行董事

鄭祝平

獨立非執行董事

焦惠標
關倩兒
梁傲文
孫志軍
黃玉君

公司秘書

梁子汶

規章主任

梁子汶

法定代表

魏月童
梁子汶

審核委員會

梁傲文 (主席)
鄭祝平
焦惠標
關倩兒
孫志軍
黃玉君

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

企業資訊

Corporate Information

於二零一六年二月十九日 As At 19 February 2016

REGIONAL OFFICE IN MACAU

10°, Andar J
Edif. Tong Nam Ah Central Comercio
Nos. 160-206, Alameda Dr. Carlos D'Assumpcao
Macau

PRINCIPAL OFFICE IN HONG KONG

Suite 2105, 21st Floor, West Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan
Hong Kong

REGIONAL OFFICE IN HONG KONG

Unit 1216, 12th Floor
North Tower Concordia Plaza
No. 1 Science Museum Road
Kowloon

PRINCIPAL BANKERS

Bank of China (Hong Kong) Ltd.
DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited
Industrial Bank Co. Ltd.
Standard Chartered Bank (Hong Kong) Limited
Bank of China Macau
DBS Bank Macau
HSBC Macau
Standard Chartered Bank, Macau
China Merchants Bank (Shenzhen Branch)

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
35th Floor
One Pacific Place 88 Queensway
Hong Kong

澳門區域辦事處

澳門
宋玉生廣場160-206號
東南亞商業中心
10樓J室

香港主要辦事處

香港
上環
干諾道中168-200號
信德中心
西座21樓2105室

香港區域辦事處

九龍
科學館道1號
康宏廣場北座
12樓1216室

主要往來銀行

中國銀行(香港)有限公司
星展銀行(香港)有限公司
恒生銀行有限公司
興業銀行股份有限公司
渣打銀行(香港)有限公司
澳門中國銀行
澳門星展銀行
澳門滙豐銀行
澳門渣打銀行
招商銀行(深圳分行)

核數師

德勤•關黃陳方會計師行
執業會計師
香港
金鐘道88號太古廣場1座
35樓

企業資訊

Corporate Information

於二零一六年二月十九日 As At 19 February 2016

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park PO Box 897
Grand Cayman KY1-1103
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
Level 22, Hopewell Centre
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Hong Kong

COMPANY HOMEPAGE/WEBSITE

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STOCK CODE ON GEM

8007

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Grand Cayman KY1-1103
Cayman Islands

股份過戶登記香港分處

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香港
皇后大道東183號
合和中心22樓

企業主頁／網址

www.globalstrategicgroup.com.hk

創業板股份代號

8007

查詢或索取資料

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香港
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干諾道中168-200號
信德中心
西座21樓2105室

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主席報告

Chairman's Statement

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Global Strategic Group Limited 環球戰略集團有限公司 ("Global Strategic" or the "Company"), we are pleased to report the audited results of the Company and its subsidiaries (together, the "Group") for the year ended 31 December 2015.

The Group's revenue was approximately HK\$217 million, compared with approximately HK\$26 million in previous six-month year-ended period. Loss for the year was approximately HK\$81.5 million, compared with loss of approximately HK\$10.6 million in previous six-month year-ended period. As at 31 December 2015, the Group had bank balances and cash amounting to approximately HK\$25 million.

During the year of 2015, one placing activity has been proceeded to strengthen our liquidity and bargaining power, as well as effectively utilize for seeking new opportunities, possible projects and daily operation. During the year, the Group has acquired an IT solution business as well as invested resources in the natural gas acquisition in Yichang which was not completed prior to 31 December 2015. Upon completion of the Yichang Acquisition, the development of the Company will be enhanced as well as the shareholders' wealth.

As for the commodities trading business is in a competitive challenge environment with low price in global market, Global Strategic also explore more new revenue streams in IT business and energy resource aspect, but not limit to natural gas. These opportunities as well as challenges to the Group successively. The Group was able to maintain a positive financial position during the year with no bank borrowings due to the Group's prudent management style and flexibility to suit in the highly rival market. The Group will be continued to apply expenses management prudently on daily operation and suitable investment opportunities as well as expanding the source of income and generating assured cash flow. We emphasis that all sectors are build up by trustworthy and with competent expertise, and supported by government policies.

致各位股東：

本人謹代表環球戰略集團有限公司（「環球戰略」或「本公司」）董事（「董事」）會（「董事會」）欣然呈報本公司及其附屬公司（合稱「本集團」）截至二零一五年十二月三十一日止年度之經審核業績。

本集團收益約為217,000,000港元，而對上六個月年結期間則約為26,000,000港元。年內虧損約81,500,000港元，而對上六個月年結期間則虧損約10,600,000港元。於二零一五年十二月三十一日，本集團之銀行結餘及現金約為25,000,000港元。

於二零一五年，本集團進行一次配售活動以增強流動資金狀況及議價能力，並藉以積極尋求新機遇、用作潛在項目及日常營運。年內，本集團收購資訊科技解決方案業務及對宜昌天然氣收購（其於二零一五年十二月三十一日前尚未完成）投入資源。於宜昌收購事項完成後，將提升本公司之發展及股東價值。

鑑於商品貿易業務面對環球市場極具挑戰的低價競爭環境，環球戰略亦開拓更多資訊科技業務及能源資源（包括但不限於天然氣）方面的新收益來源。本集團持續面對機遇及挑戰。有賴本集團一向之審慎管理作風，以及靈活應變市場之激烈競爭，集團於本年度內得以保持良好財務狀況及並無銀行借貸。本集團將繼續審慎管理日常營運開支，尋找合適投資機會，以及拓闊收入來源，創造穩定的現金流。我們注重以可靠及充足的專業知識發展各個獲政府政策支持之行業。

主席報告

Chairman's Statement

Welcome New Board Member

The Board would like to welcome to Ms. LEUNG Tsz Man, Mr. SUN Zhi Jun (independent non-executive Director) and Ms. HUANG Yu Jun (independent non-executive Director). All of the members are responsible, energetic, wide network of business connections, and would prove to make an all-out effort and benefit to the Group and the shareholders' interest.

At last, I would like to take this opportunity to thank all of our directors, senior management and staff for their support. The Group shall adopt prudence but enterprising strategies approach in coming future. We would also like to present our most sincere appreciation to the shareholders of the Company and business partners for their ongoing trust and support to Global Strategic.

WEI Yue Tong

Chairman

19 February 2016

董事會添新成員

董事會歡迎梁子汶女士、孫志軍先生（獨立非執行董事）及黃玉君女士（獨立非執行董事）加盟董事會。全體董事會成員均克盡己任、處事積極，並擁有廣闊業務網絡聯繫，各人將全力以赴，讓本集團及股東受惠。

最後，本人謹此感謝全體董事、高級管理層及員工一直以來的支持。本集團將繼續審慎行事，堅守企業策略方針。我們亦謹此對本公司股東及業務夥伴對本集團一直以來的信任及支持致以深切謝意。

主席

魏月童

二零一六年二月十九日

管理層討論及分析

Management Discussion and Analysis

FINANCIAL AND BUSINESS REVIEW

The Group's revenue was approximately HK\$217,068,000 for the year ended 31 December 2015 as compared to approximately HK\$25,865,000 for the financial period from 1 July 2014 to 31 December 2014. The Group commenced its commodity trading business in December 2014 and it contributed to approximately 99.9% and 96.2% of the Group's revenue for the year ended 31 December 2015 and the financial period from 1 July 2014 to 31 December 2014 respectively.

The Group's solutions and technical consultation on e-commerce integration and application customisation business ("IT Solutions Business") continued facing severe challenges during the year and the Group has been actively searching for other business opportunities so as to diversify the Group's IT Solutions Business into a new line of business with growth potential and to broaden its source of income that can bring return to its shareholders. On 6 November 2015, the Group acquired the entire equity interest in Logo Plus Limited for a cash consideration of HK\$9,000,000. Logo Plus Limited is principally engaged in operating a mobile app and online sales channel for customer-designed printed garments. The Company expects that the integration of the Group's information technology based capabilities and Logo Plus Limited's mobile app and online sales channel will generate long term value to the Group.

Analysis on the performance of the Group including revenue and results of commodities trading business and IT business before allocation of the corporate overheads is set out in note 7 "Revenue and Segment Information" to the consolidated financial statements.

The total operating expenses for the year was approximately HK\$81,853,000 as compared to approximately HK\$11,575,000 for the financial period from 1 July 2014 to 31 December 2014, which was mainly attributable to the legal and professional fees of approximately HK\$5,654,000 incurred for the acquisitions as well as the staff costs (including Directors' emoluments) of approximately HK\$47,932,000 for the year ended 31 December 2015.

財務及業務回顧

截至二零一五年十二月三十一日止年度，本集團之收益約為217,068,000港元，而二零一四年七月一日至二零一四年十二月三十一日之財務期間則約為25,865,000港元。本集團於二零一四年十二月開展其商品貿易業務，該業務於截至二零一五年十二月三十一日止年度及二零一四年七月一日至二零一四年十二月三十一日之財務期間分別向本集團收益貢獻約99.9%及96.2%。

年內，本集團就電子商貿整合及特設應用提供組成方案及技術顧問之業務（「資訊科技解決方案業務」）繼續面對嚴竣考驗，本集團一直積極物色其他商機，以拓展本集團資訊科技解決方案業務至具有增長潛力的新業務線及擴大收入來源，藉此為其股東帶來回報。於二零一五年十一月六日，本集團收購Logo Plus Limited全部股權，現金代價為9,000,000港元。Logo Plus Limited主要從事營運主打客戶設計及印製的服裝的流動應用程式及網上銷售渠道。本公司預計，整合本集團之信息技術能力及Logo Plus Limited的流動應用程式及網上銷售渠道，將為本集團帶來長遠價值。

本集團的表現分析包括商品貿易業務及資訊科技業務的收益及業績（分配作公司開支前），載於綜合財務報表附註7「收益及分類資料」。

年內總營運開支約為81,853,000港元，而於二零一四年七月一日至二零一四年十二月三十一日之財務期間則約為11,575,000港元，乃主要由於截至二零一五年十二月三十一日止年度就收購事項產生之法律及專業費用約5,654,000港元以及員工成本（包括董事薪酬）約47,932,000港元。

管理層討論及分析

Management Discussion and Analysis

Loss for the year ended 31 December 2015 was approximately HK\$81,455,000, compared with loss of approximately HK\$10,571,000 for financial period from 1 July 2014 to 31 December 2014.

ACQUISITION OF 49% EQUITY INTEREST IN YICHANG ZHONGYOU (“YICHANG ACQUISITION”)

On 16 January 2015, the Company entered into a memorandum of understanding with 宜昌中油天然氣利用有限公司 (Yichang Zhongyou Natural Gas Utilization Co., Ltd.*) (“Yichang Zhongyou”, 湖北標典天然氣有限公司 (Hubei Biaodian Natural Gas Co., Ltd.*) (“Hubei Biaodian” and formerly known as 湖北天能天然氣利用有限責任公司 (Hubei Tianneng Natural Gas Utilization Co., Ltd.)) and Mr. Xiong Songgan (“Mr. Xiong”), the ultimate controlling shareholder of both Hubei Biaodian and Yichang Zhongyou in relation to the possible Yichang Acquisition.

On 23 April 2015, an equity transfer agreement (the “Equity Transfer Agreement”) was entered into among Hong Kong Global Billion Access Investments Limited (the “Purchaser”), an indirect wholly-owned subsidiary of the Company, Hubei Biaodian and Mr. Xiong, pursuant to which the Purchaser shall acquire from Hubei Biaodian 49% of the equity interest in Yichang Zhongyou at the consideration (the “Consideration”) of HK\$100 million.

On 12 June 2015, the Company issued a circular relating to the Acquisition (the “Circular”). Global Strategic (Holding) Group Limited, the controlling shareholder of the Company has given written approval to the Equity Transfer Agreement and the Acquisition. The written approval has been accepted in lieu of holding a general meeting pursuant to Rule 19.44 of the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”).

On 17 September 2015, the Purchaser, the Vendor and Mr. Xiong entered into a first supplemental agreement to change the payment terms of the installment of the Consideration and amend certain terms and conditions of the Equity Transfer Agreement (the “First Supplemental Agreement”).

截至二零一五年十二月三十一日止年度之虧損約為81,455,000港元，而於二零一四年七月一日至二零一四年十二月三十一日之財務期間則虧損約10,571,000港元。

收購宜昌中油49%股權（「宜昌收購事項」）

於二零一五年一月十六日，本公司與宜昌中油天然氣利用有限公司（「宜昌中油」）、湖北標典天然氣有限公司（「湖北標典」）（前稱湖北天能天然氣利用有限責任公司）及熊崧淦先生（「熊先生」）（為湖北標典及宜昌中油之最終控股股東）訂立諒解備忘錄，內容有關可能宜昌收購事項。

於二零一五年四月二十三日，香港環球進億投資有限公司（「買方」）（本公司間接全資附屬公司）、湖北標典及熊先生訂立股權轉讓協議（「股權轉讓協議」），據此，買方將向湖北標典收購宜昌中油49%股權，代價（「代價」）為100,000,000港元。

於二零一五年六月十二日，本公司刊發一份關於收購事項的通函（「該通函」）。本公司之控股股東環球戰略（控股）集團有限公司就股權轉讓協議及收購事項發出書面批准。根據創業板證券上市規則（「創業板上市規則」）第19.44條，該書面批准已被接納可取代舉行股東大會。

於二零一五年九月十七日，買方、賣方與熊先生訂立第一份補充協議，變更代價分期付款的支付條款，並修改股權轉讓協議之若干條款及條件（「第一份補充協議」）。

管理層討論及分析

Management Discussion and Analysis

On 9 December 2015, the Purchaser, the Vendor and Mr. Xiong entered into a second supplemental agreement of the Acquisition to amend the termination clause and certain terms and conditions of the Equity Transfer Agreement (as amended and supplemented by the First Supplemental Agreement).

The business scope of Yichang Zhongyou includes investment in natural gas project, provision of natural gas technology consultation services and sales of natural gas cooking appliance and accessories. Yichang Zhongyou has been granted the approval to construct and operate the first phase of a natural gas project in Zhijiang City, Hubei Province, the People's Republic of China (the "PRC") by Hubei Provincial Development and Reform Commission (湖北省發展和改革委員會).

Upon completion of the Yichang Acquisition, Yichang Zhongyou will be regarded as being controlled by the Group in accordance with the Group's accounting policies and Yichang Zhongyou will become a 49% indirectly-owned subsidiary of the Company.

Further details of the business and financial information of Yichang Zhongyou have been set out in the Circular.

As at the date hereof, the Yichang Acquisition was not completed.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group follows a policy of prudence in managing its working capital. The Group did not have any bank borrowings as at 31 December 2015. Operation was primarily financed by internally generated cashflows and external financing.

During the year, the Group had no material contingent liabilities as at 31 December 2015.

於二零一五年十二月九日，買方、賣方及熊先生訂立收購事項的第二份補充協議，以修訂股權轉讓協議之終止條文以及若干條款及條件（經第一份補充協議修訂及補充）。

宜昌中油的業務範疇包括投資天然氣項目、提供天然氣技術諮詢服務，以及銷售天然氣煮食用具及配件。宜昌中油已獲湖北省發展和改革委員會出具批文，可於中華人民共和國（「中國」）湖北省枝江市建設及經營第一期天然氣項目。

完成宜昌收購事項後，根據本集團之會計政策，宜昌中油將被視作由本集團控制，且宜昌中油將成為本公司佔49%股權之間接附屬公司。

有關宜昌中油之業務及財務資料之進一步詳情已載於該通函。

於本報告日期，宜昌收購事項尚未完成。

流動資金、財務資源及資本架構

本集團遵循審慎政策以管理其營運資金。於二零一五年十二月三十一日，本集團並無任何銀行借貸。本集團主要透過內部產生之現金流及外部融資以撥付營運所需資金。

年內，本集團於二零一五年十二月三十一日並無重大或然負債。

管理層討論及分析

Management Discussion and Analysis

Share Subdivision

Pursuant to an ordinary resolution passed by the shareholders at the extraordinary general meeting of the Company held on 9 January 2015, each existing issued share of the Company of HK\$0.1 each was subdivided into twenty (20) subdivided shares of the Company of HK\$0.005 each ("Share Subdivision") and the authorised shares capital of the Company has become HK\$80 million divided into 16,000,000,000 shares of HK\$0.005 each ("Shares") of which 3,600,000,000 are in issue and fully paid or credit as fully paid. The Share Subdivision became effective on 12 January 2015.

Placing of Shares

On 16 January 2015, the Company entered into a placing agreement with Jin Hung Securities Limited (as the placing agent) for the placing (the "Placing") of up to 360,000,000 Shares of HK\$0.005 each in the share capital of the Company at the placing price of HK\$0.354 per placing Share (the "Placing Agreement"). The aggregate nominal value of the Shares issued under the Placing is HK\$1,800,000. The Placing was completed on 30 January 2015 and an aggregate of 360,000,000 Shares were allotted and issued to not less than six investors, who and their respective ultimate beneficial owners are individual investors, being third parties independent of the Company and its connected persons (as defined under the GEM Listing Rules). Following the completion of the Placing, the Company had an aggregate 3,960,000,000 Shares in issue.

The closing price of the Shares was HK\$0.405 per Share as quoted on the Stock Exchange on the date of the Placing Agreement. The net proceeds from the Placing were approximately HK\$124.8 million have been utilised as to (i) approximately HK\$37.4 million and HK\$25 million was used as the working capital for the commodity trading business and for the Group's general working capital respectively; and (ii) approximately HK\$35 million was used as part of the initial payment for the consideration of the Acquisition. The unutilised net proceed of HK\$27.4 million is intended to apply as part of the payment of the consideration of the Acquisition.

股份拆細

根據股東在二零一五年一月九日舉行的本公司股東特別大會上通過的普通決議案，每股面值0.1港元之本公司現有已發行股份已拆細為二十(20)股每股面值0.005港元之本公司拆細股份(「股份拆細」)，而本公司之法定股本變為80,000,000港元，分為16,000,000,000股每股0.005港元之股份(「股份」)，當中3,600,000,000股為已發行及繳足或入賬為繳足。股份拆細於二零一五年一月十二日生效。

配售股份

於二零一五年一月十六日，本公司與金鴻證券有限公司(配售代理)訂立配售協議(「配售協議」)，以配售(「配售事項」)最多本公司股本中每股面值0.005港元之360,000,000股股份，配售價為每股配售股份0.354港元。根據配售事項發行之股份之總面值為1,800,000港元。配售事項於二零一五年一月三十日完成，合共360,000,000股股份已獲配發及發行予不少於六名投資者，彼等及彼等各自之最終實益擁有人為獨立投資者(即獨立於本公司及其關連人士(定義見創業板上市規則)之第三方)。配售事項完成後，本公司有合共3,960,000,000股已發行股份。

於配售協議日期，股份於聯交所報之收市價為每股股份0.405港元。自配售事項已籌得所得款項淨額約124,800,000港元中(i)約37,400,000港元及25,000,000港元分別用作商品貿易業務之營運資金及本集團一般營運資金；及(ii)約35,000,000港元用作支付收購事項之部份初步代價。未動用所得款項淨額27,400,000港元擬用作支付收購事項之部份代價。

管理層討論及分析

Management Discussion and Analysis

Shares Subscription

On 29 September 2015, the Company entered into a subscription agreement (as amended and supplemented by the two supplemental agreements dated 26 November 2015 and 9 December 2015 respectively) (the “Subscription Agreement”) with Mr. Kan Che Kin, Billy Albert (the “Subscriber”), pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 1,695,000,000 ordinary shares (the “Subscription Shares”) at the subscription price of HK\$0.035 per Subscription Share (the “Subscription”). The Subscription is conditional upon, among other things, the completion of the Yichang Acquisition. The subscription price of the Subscription in the total amount of HK\$59,325,000 shall be payable by the Subscriber to the Company in cash upon completion of the Subscription. The net proceeds of approximately HK\$58.8 million will be utilised as to (i) HK\$37.6 million for settlement of part of the consideration for the Yichang Acquisition; and (ii) approximately HK\$21.2 million for the Group’s general working capital. The Subscription was approved by the shareholders of the Company at the Company’s extraordinary general meeting held on 11 January 2016. Please refer to the Company’s announcements dated 29 September 2015, 26 November 2015 and 9 December 2015 as well as circular of the Company dated 17 December 2015 for the detailed information on the Subscription.

As at the date hereof, the Subscription was not completed.

PROSPECT

The Company reiterates its commitment to maximizing shareholder value. The Group will continue to review its strategic directions and operations in order to chart its long term corporate strategy and growth. Apart from the existing commodity trading and IT businesses, the Directors consider the Group’s investment in the natural gas business, upon completion of the Yichang Acquisition, offers enormous opportunities to enhance the Group’s future growth and development in the energy and resources sector in the PRC.

股份認購事項

於二零一五年九月二十九日，本公司與簡志堅先生（「認購人」）訂立認購協議（「認購協議」）（經日期分別為二零一五年十一月二十六日及二零一五年十二月九日之兩份補充協議修訂及補充），據此，認購人有條件同意認購，及本公司有條件同意配發及發行1,695,000,000股普通股（「認購股份」），認購價為每股認購股份0.035港元（「認購事項」）。認購事項須待（其中包括）完成宜昌收購事項後，方告作實。認購事項之認購價總額為59,325,000港元，將由認購人於完成認購事項後以現金支付予本公司。所得款項淨額約58,800,000港元將用作以下用途：(i) 37,600,000港元用作支付宜昌收購事項之部分代價；及(ii) 約21,200,000港元用作本集團之一般營運資金。認購事項由本公司股東在本公司於二零一六年一月十一日舉行之股東特別大會上批准。有關認購事項之詳細資料，請參閱本公司日期為二零一五年九月二十九日、二零一五年十一月二十六日及二零一五年十二月九日之公佈以及本公司日期為二零一五年十二月十七日之通函。

於本報告日期，認購事項尚未完成。

前景

本公司謹此重申，將致力於實現股東價值最大化。本集團會繼續檢討其策略方針及業務，以制訂長期企業策略及跟進增長。除現有商品貿易及資訊科技業務，董事認為完成宜昌收購事項後，本集團於天然氣業務之投資提供了巨大機會，可加強本集團於中國能源行業之未來增長及發展。

管理層討論及分析

Management Discussion and Analysis

EXPOSURE TO EXCHANGE RATE FLUCTUATIONS

The Group's foreign currency exposure is limited as most of its transactions, assets and liabilities are denominated in Hong Kong dollars, Renminbi, Macau Pataca and United States dollars.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2015, the Group employed 28 staff members. Remuneration is determined with reference to market terms and the performance, qualifications and experience of the individual employee. Remuneration includes monthly salaries, performance-linked bonuses, retirement benefits schemes and other benefits such as medical scheme and share option scheme. The Group's remuneration policies and packages are reviewed by management on regular basis. The Company has established a Human Resources and Remuneration Committee. The Directors' emoluments are determined with reference to Directors' duties, responsibilities and the operating performance of the Group.

外匯兌換風險

由於本集團之大部份交易、資產及負債主要以港元、人民幣、澳門幣及美元為單位，因此外匯風險有限。

人力資源及薪酬政策

於二零一五年十二月三十一日，本集團僱用28名僱員。集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗而釐定薪酬。薪酬包括月薪、與表現相關之獎金、退休福利計劃，以及醫療計劃及購股權計劃等其他福利。管理層會定期審閱本集團之薪酬政策及組合。本公司已成立人力資源及薪酬委員會。董事薪酬乃參照董事的職務、職責及本集團的營運表現而釐定。

董事及高級管理層簡介

Directors and Senior Management Profile

EXECUTIVE DIRECTORS

Mr. WEI Yue Tong

Mr. WEI, aged 55, has been the Chairman of the Company and an executive Director since 16 October 2014. Mr. WEI is the president of Global News Times (環球新聞時訊), a print magazine and an online media platform of global news and advertisements in the PRC and the chairman of Shenzhen New Front Culture Communication Company Limited (深圳新戰線文化傳播有限公司), a multi-media marketing and public relations company in Shenzhen, the PRC. He is also the chairman of Universal Television Limited established in February 2014 by Liang Tan Yi Xing International Foundation Company Limited, a company owned as to 90% by Mr. WEI and the substantial shareholder of the Company. Mr. WEI has experience in the industry of multi-media and public relations in the PRC as well as business investment and development.

Mr. WENG Lin Lei

Mr. WENG, aged 45, has been the executive Director since 16 October 2014. Mr. WENG holds a Bachelor Degree of Urban Planning from Tongji University, the PRC. He is a director of Hotex Holding Limited, a company engaged in commodity trading and a substantial shareholder of the Company. Mr. WENG has experience in resources trading industry.

Mr. FAN Wei Guo

Mr. FAN, aged 52, has been an executive Director since 3 October 2014. Mr. FAN has experience in investment management and resources management. He was an executive director of North Mining Shares Company Limited (Stock Code: 433, a company listed on the Main Board of the Stock Exchange), until his resignation on 1 March 2013.

執行董事

魏月童先生

魏先生，五十五歲，自二零一四年十月十六日起擔任本公司的主席及執行董事。魏先生是中國之印刷雜誌及國際新聞及廣告之網上媒體平台環球新聞時訊之主席及中國深圳跨媒體營銷及公共關係公司深圳新戰線文化傳播有限公司之主席。彼亦為環球電視有限公司的主席，其由兩彈一星國際基金會有限公司（由魏先生擁有90%且為本公司主要股東）於二零一四年二月成立。魏先生於中國跨媒體及公共關係行業以及業務投資及發展方面擁有經驗。

翁凜磊先生

翁先生，四十五歲，自二零一四年十月十六日起擔任執行董事。翁先生持有中國同濟大學城鎮建設學士學位。彼為鴻昌集團有限公司（從事商品買賣之公司，及為本公司之主要股東）之董事。翁先生於資源貿易行業擁有經驗。

范衛國先生

范先生，五十二歲，自二零一四年十月三日起擔任執行董事。范先生在投資管理及資源管理方面擁有經驗。彼為北方礦業股份有限公司（股份代號：433，為聯交所主板上市公司）之執行董事，直至於二零一三年三月一日辭任為止。

董事及高級管理層簡介

Directors and Senior Management Profile

Mr. ZHENG Jian Peng

Mr. JP ZHENG, aged 33, has been an executive Director since 3 October 2014. Mr. JP ZHENG holds a Bachelor Degree of Business Administration in Accounting from The Open University of Hong Kong and a Master Degree of Laws from The Chinese University of Hong Kong. He is an associate member of The Hong Kong Institute of Certified Public Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. Mr. JP ZHENG is currently an executive director of China Oil Gangran Energy Group Holdings Limited (Stock Code: 8132, a company listed on GEM). Mr. JP ZHENG had been an executive director and the chief executive officer of a PRC based property developing company from 1 April 2012 to October 2014. Prior to that, Mr. JP ZHENG had been the financial controller of China Fortune Investments (Holding) Limited (Stock Code: 8116, formerly known as China Public Healthcare (Holding) Limited, a company listed on GEM), for the period from 1 March 2010 to 31 March 2012. Mr. JP ZHENG has auditing experience in two international accountants firms. He was an executive director of Sing Pao Media Enterprises Limited, a company previously listed on GEM. He is the son of Mr. ZP ZHENG.

EXECUTIVE DIRECTORS AND COMPANY SECRETARY

Ms. LEUNG Tsz Man

Ms. LEUNG, aged 39, has been an executive Director since 24 August 2015. Ms. LEUNG holds a Master of Business Administration from University of South Australia. She is a member of each the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. She is also the company secretary and financial controller of the Company. Ms. LEUNG serves as a senior consultant of Hotex Holdings Limited, a substantial shareholder of the Company which is wholly-owned by Mr. WENG Lin Lei, an executive Director.

鄭健鵬先生

鄭健鵬先生，三十三歲，自二零一四年十月三日起擔任執行董事。鄭先生持有香港公開大學會計學工商管理學士學位及香港中文大學法律碩士學位，並為香港會計師公會的會員及英國及威爾斯特許會計師公會的會員。鄭健鵬先生由二零一二年四月一日至二零一四年十月期間出任一間以中國為基地的物業發展公司的執行董事兼行政總裁。鄭健鵬先生現擔任中油港燃能源集團控股有限公司（股份代號：8132，一間於創業板上市之公司）之執行董事。在此之前，二零一零年三月一日至二零一二年三月三十一日期間，鄭健鵬先生曾擔任於創業板上市之中國幸福投資（控股）有限公司（股份代號：8116，前稱中國公共醫療（控股）有限公司）的財務總監。鄭健鵬先生亦擁有於兩間國際會計師事務所任職之審計經驗。彼曾經為一間曾於創業板上市公司成報傳媒集團有限公司的執行董事。彼為鄭祝平先生的兒子。

執行董事及公司秘書

梁子汶女士

梁女士，三十九歲，自二零一五年八月二十四日起擔任執行董事。梁女士獲南澳大學頒授工商管理碩士學位。彼分別為香港會計師公會及英國特許會計師公會之會員。彼亦為本公司之公司秘書及財務總監。梁女士為鴻昌集團有限公司之高級顧問，鴻昌集團有限公司為本公司之主要股東，由執行董事翁凜磊先生全資擁有。

董事及高級管理層簡介

Directors and Senior Management Profile

NON-EXECUTIVE DIRECTOR

Mr. ZHENG Zhu Ping

Mr. ZP ZHENG, aged 63, has been the non-executive Director since 16 October 2014. Mr. ZP ZHENG graduated from the Party School of the CPC Guangdong Provincial Committee, the PRC (中共廣東省委黨校). He is currently the managing director of a PRC based property developing, and the vice president of Global News Times (環球新聞時訊), a print magazine and an online media platform of global news and advertisements in the PRC. Mr. ZP ZHENG has experience in the industry of property development and media and publication. He is the father of Mr. JP ZHENG.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHIU Wai Piu

Mr. CHIU, aged 68, has been the independent non-executive Director since 16 October 2014. Mr. CHIU is an experienced and reputable journalist and has over 40 years of experience in journalism. He has been a senior research officer in "One Country Two Systems Research Institute". Mr. CHIU has been the founding treasurer and the chairman of the "Hong Kong Federation of Journalists". In 2006, he was elected as the vice secretary – general and treasurer of the "Hong Kong Federation of Journalists" (the "HKFJ"); and he was also elected as the director-general in 2009 and the vice secretary in 2015. Mr. CHIU served as an independent non-executive director of Jiwa Bio-Pharm Holdings Limited (now known as U-Home Group Holdings Limited) (stock code: 2327, a company listed on the Main Board of the Stock Exchange) from September 2008 to September 2013. From September 2004 to November 2011, he served as an independent non-executive director of Xinhua News Media Holdings Limited (stock code: 309, a company listed on the Main Board of the Stock Exchange). Mr. CHIU is currently an independent non-executive director of the Gold Tat Group International Limited (stock code: 8266, a company listed on GEM). Addchance Holdings Limited (stock code: 3344, a company listed on the Main Board of the Stock Exchange) and PetroAsian Energy Holdings Limited (stock code: 850, a company listed on the Main Board of the Stock Exchange).

非執行董事

鄭祝平先生

鄭祝平先生，六十三歲，自二零一四年十月十六日起擔任非執行董事。鄭先生畢業於中共廣東省委黨校。彼現時為中國物業發展之董事總經理及中國之印刷雜誌及國際新聞及廣告之網上媒體平台環球新聞時訊之副主席。鄭祝平先生於物業發展行業以及媒體及出版方面擁有經驗。彼為鄭健鵬先生之父親。

獨立非執行董事

焦惠標先生

焦先生，六十八歲，自二零一四年十月十六日起擔任獨立非執行董事。焦先生為資深及有聲譽之新聞從業員，並於新聞界擁有逾40年經驗。他曾為「一國兩制研究中心」高級研究主任。焦先生曾為「香港新聞工作者聯會」創會司庫及該會主席。於二零零六年獲委任為「香港新聞工作者聯會」常務副秘書長、司庫，並於二零零九年獲選為總幹事及於二零一五年獲選為副秘書長。焦先生自二零零八年九月至二零一三年九月擔任積華生物醫藥控股有限公司（現稱為宇業集團控股有限公司，股份代號：2327，一間於聯交所主板上市之公司）之獨立非執行董事；自二零零四年九月至二零一一年十一月，擔任新華通訊頻媒控股有限公司（股份代號：309，一間於聯交所主板上市之公司）之獨立非執行董事。焦先生現時為金達集團國際有限公司（股份代號：8266，一間於創業板上市之公司）、互益集團有限公司（股份代號：3344，一間於聯交所主板上市之公司）及中亞能源控股有限公司（股份代號：850，一間於聯交所主板上市之公司）之獨立非執行董事。

董事及高級管理層簡介

Directors and Senior Management Profile

Ms. KWAN Sin Yee

Ms. KWAN, aged 53, has been the independent non-executive Director since 16 October 2014. Ms. KWAN is the wealth director of FWD Life Insurance Company (Bermuda) Limited and the director and chief executive officer of Roots Management Co. Ltd., an executive wealth management services company in Hong Kong. Ms. KWAN has experience in insurance industry in both Hong Kong and the PRC. Ms. KWAN devoted herself in charity and she is currently the committee member and vice-president of the examination committee of the Hong Kong CU Movement Charity Fund. From January 2016, Ms. KWAN is also the chairman and chief executive officer of World Amateur Golf Championships Limited.

Mr. LEUNG Oh Man, Martin

Mr. LEUNG, aged 35, has been the independent non-executive Director since 16 October 2014. Mr. LEUNG holds a Bachelor Degree of Commerce in Accounting and Finance from the University of Toronto in Canada. Mr. LEUNG is the deputy general manager of TL Property Consultants International Ltd. ("TLP"), a consultancy group principally engaged in project management and consultancy in the real estate sector. Prior to joining TLP, he had worked at a multinational accounting and auditing firm for about 8 years. Mr. LEUNG is a member of the Hong Kong Institute of Certified Public Accountants, Royal Institution of Chartered Surveyors and the Hong Kong Institute of Surveyors.

Mr. SUN Zhi Jun

Mr. SUN, aged 48, has been an independent non-executive Director since 24 August 2015. Mr. SUN graduated from Shanghai Medical Instrumentation College in the PRC in 1988. Mr. SUN is currently the business development director of Tonbright Finance Leasing Co. Ltd. (同輝融資租賃(上海)有限公司), a transportation financing and leasing company focusing on the provision of automobile financing services in the PRC.

Ms. HUANG Yu Jun

Ms. HUANG, aged 57, has been an independent non-executive Director since 24 August 2015. She is currently a financial manager of a branch office of Shanghai Electric International Economic & Trading Co., Ltd. (上海電氣國際經濟貿易有限公司), a subsidiary of Shanghai Electric Group Company Limited (stock code: 2727, a company listed on the Main Board of the Stock Exchange). Ms. HUANG obtained a certificate of accounting profession from Ministry of Finance in the PRC. In 2005, she graduated from Shanghai TV University (now known as Shanghai Open University) in the PRC with a professional certificate in business administration.

關倩兒女士

關女士，五十三歲，自二零一四年十月十六日起擔任獨立非執行董事。關女士為香港富衛人壽保險(百慕達)有限公司之財富策劃總監及企業策劃管理服務公司滙智策略管理有限公司之董事兼行政總裁。關女士於香港及中國保險行業擁有多年經驗。關女士致力於公益活動，現時為香港儲運慈善基金委員會成員及考評委員會副主席。自二零一六年一月起，關女士為世界高爾夫體育文化發展有限公司之主席兼行政總裁。

梁傲文先生

梁先生，三十五歲，自二零一四年十月十六日起擔任獨立非執行董事。梁先生持有加拿大多倫多大學會計及財務學商學士學位。梁先生為置梁行房地產顧問國際有限公司(「置梁行」)的副總經理，置梁行為一家房地產顧問集團，主要從事項目管理及顧問服務。加入置梁行前，彼曾在一家跨國會計及核數公司工作約8年。梁先生為香港會計師公會、英國皇家特許測量師學會及香港測量師學會之會員。

孫志軍先生

孫先生，四十八歲，自二零一五年八月二十四日起擔任獨立非執行董事。孫先生於一九八八年畢業於中國上海醫療器械高等專科學校。孫先生目前擔任同輝融資租賃(上海)有限公司(一間於中國專注於提供汽車融資服務之運輸融資租賃公司)之業務發展董事。

黃玉君女士

黃女士，五十七歲，於二零一五年八月二十四日起擔任獨立非執行董事，目前為上海電氣集團股份有限公司(一間於聯交所主板上市之公司(股份代號:2727))之一間附屬公司上海電氣國際經濟貿易有限公司分公司之財務經理。黃女士自中國財政部獲得會計專業證書。於二零零五年，彼畢業於中國上海電視大學(現稱上海開放大學)，取得企業管理專業證書。

董事會報告

Directors' Report

The Directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2015.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 26 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2015 are set out in the consolidated statement of profit or loss and other comprehensive income on page 44.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in property, plant and equipment of the Group are set out in note 12 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the reporting period are set out in note 18 to the consolidated financial statements.

DISTRIBUTABLE RESERVE OF THE COMPANY

The share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend payment the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the profits, special reserve and share premium of the Company. The Company's reserve available for distribution to shareholders as at 31 December 2015 amounted to approximately HK\$66,987,000 (2014: HK\$18,715,000).

董事謹提呈彼等截至二零一五年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。其附屬公司之主要業務載於綜合財務報表附註26。

業績

本集團截至二零一五年十二月三十一日止年度之業績載於第44頁之綜合損益及其他全面收益表內。

物業、廠房及設備

本集團於年內有關物業、廠房及設備之變動詳情載於綜合財務報表附註12。

股本

報告期內本公司之股本變動詳情載於綜合財務報表附註18。

本公司之可分派儲備

本公司可撥充股份溢價以向股東派發分派或股息，惟須受本公司組織章程大綱及章程細則之條款限制，及緊隨派發分派或股息後，本公司能償還日常業務過程中到期債項，方可作實。遵照本公司之組織章程細則，本公司可撥充溢利、特別儲備及股份溢價以派發股息。於二零一五年十二月三十一日，本公司可供分派予股東之儲備約為66,987,000港元（二零一四年：18,715,000港元）。

董事會報告

Directors' Report

DIRECTORS

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

Executive Directors:

Mr. WEI Yue Tong, *Chairman*
Mr. WENG Lin Lei
Mr. FAN Wei Guo
Mr. ZHENG Jian Peng
Ms. LEUNG Tsz Man
(appointed on 24 August 2015)

Non-executive Director:

Mr. ZHENG Zhu Ping

Independent non-executive Directors:

Mr. CHIU Wai Piu
Ms. KWAN Sin Yee
Mr. LEUNG Oh Man, Martin
Mr. SUN Zhi Jun
(appointed on 24 August 2015)
Ms. HUANG Yu Jun
(appointed on 24 August 2015)

董事

年內及截至本報告刊發日期止，董事為：

執行董事：

魏月童先生，*主席*
翁凜磊先生
范衛國先生
鄭健鵬先生
梁子汶女士
(於二零一五年八月二十四日獲委任)

非執行董事：

鄭祝平先生

獨立非執行董事：

焦惠標先生
關倩兒女士
梁傲文先生
孫志軍先生
(於二零一五年八月二十四日獲委任)
黃玉君女士
(於二零一五年八月二十四日獲委任)

董事會報告

Directors' Report

DIRECTORS (Continued)

In accordance with the provisions of the Company's Articles of Association, Ms. LEUNG Tsz Man, Mr. SUN Zhi Jun and Ms. HUANG Yu Jun will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election. Mr. CHIU Wai Piu, Mr. LEUNG Oh Man, Martin and Ms. KWAN Sin Yee will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

No director has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Each of the non-executive Director and the independent non-executive Directors has a service contract with the Company for a term of up to the date on which he/she shall retire by rotation in an annual general meeting of the Company in accordance with the Articles of Association of the Company.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance to which the Company, its holding companies or 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' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2015, the interests of the Directors in the shares of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Exchange") pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

董事 (續)

根據本公司組織章程細則之條文，梁子汶女士、孫志軍先生及黃玉君女士將於應屆股東週年大會退任並符合資格重選連任。焦惠標先生、梁傲文先生及關倩兒女士將於應屆股東週年大會上輪值退任，並符合資格重選連任。

董事概無訂立任何本集團不能於一年內毋須作出補償（法定補償除外）而終止之服務合約。

非執行董事及獨立非執行董事各自與本公司訂立服務合約，年期至彼根據本公司組織章程細則於本公司股東週年大會當日輪值退任為止。

董事於重大合約之權益

本公司、其控股公司或附屬公司概無訂立任何於本年度終結時或年內任何時間仍然生效而董事直接或間接擁有重大權益之重大合約。

董事之證券權益及淡倉

於二零一五年十二月三十一日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條須予存置之登記冊記錄所示，或根據創業板上市規則第5.46條有關董事進行買賣之準則規定向本公司及香港聯合交易所有限公司（「交易所」）另行作出之通知，董事在本公司或其任何相關法團（定義見證券及期貨條例第XV部）之股份中擁有之權益如下：

董事會報告

Directors' Report

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (Continued)

1. Interests in the Company

The table below sets out the aggregate long positions in the shares and underlying shares of the Company held by the Directors and chief executives of the Company:

Name of Director 董事姓名	Directly beneficially owned 直接 實益擁有	Through controlled corporation 通過 受控制法團	Total 總額	Approximate percentage of the issued share capital 佔已發行股本之 概約比率
Mr. WEI Yue Tong 魏月童先生	135,000,000	2,160,429,580 (Note) (附註)	2,295,429,580	57.97%
Mr. WENG Lin Lei 翁凜磊先生	–	2,160,429,580 (Note) (附註)	2,160,429,580	54.56%

Note: As at 31 December 2015, 2,160,429,580 shares of the Company were held by Global Strategic (Holding) Group Limited, a company incorporated in Samoa with limited liability and is wholly-owned by Global Strategic Fund Holdings Limited, which in turn is owned as to 49% of its issued share capital by Hotex Holdings Limited and as to 51% of its issued share capital by Liang Tan Yi Xing International Foundation Company Limited. Hotex Holdings Limited is wholly-owned by Mr. WENG Lin Lei. Liang Tan Yi Xing International Foundation Company Limited is owned by Mr. WEI Yue Tong, as to 90% of its issued share capital and by Mr. Zheng Zhu Ping, as to 10% of its issued share capital.

董事之證券權益及淡倉 (續)

1. 於本公司之權益

下表載列本公司董事及最高行政人員所持本公司股份及相關股份之好倉總額：

附註：於二零一五年十二月三十一日，2,160,429,580股本公司股份由環球戰略（控股）集團有限公司持有，該公司為於薩摩亞註冊成立之有限公司，由環球戰略基金控股有限公司全資擁有，而環球戰略基金控股有限公司由鴻昌集團有限公司及兩彈一星國際基金會有限公司分別擁有49%及51%已發行股本。鴻昌集團有限公司由翁凜磊先生全資擁有。兩彈一星國際基金會有限公司由魏月童先生及鄭祝平先生分別擁有90%及10%已發行股本。

董事會報告

Directors' Report

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (Continued)

2. Interests in Associated Corporation of the Company

The table below sets out the aggregate long positions in Liang Tan Yi Xing International Foundation Company Limited held by a Director:

Name of Director	Capacity	Number of shares	Approximate percentage of the issued share capital
董事姓名	身份	股份數目	佔已發行股本之概約比率
Mr. ZHENG Zhu Ping 鄭祝平先生	Beneficial owner 實益擁有人	11,666,667	10%

Save as disclosed above, as at 31 December 2015, none of the Directors had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules.

董事之證券權益及淡倉 (續)

2. 於本公司相關法團之權益

下表載列董事所持兩彈一星國際基金會有限公司之好倉總額：

除上文所披露者外，於二零一五年十二月三十一日，按本公司根據證券及期貨條例第352條須予存置之登記冊記錄所示，或根據創業板上市規則第5.46條有關董事進行買賣之準則規定向本公司及交易所另行作出之通知，董事概無在本公司或其相關法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有任何權益或淡倉。

董事會報告

Directors' Report

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2015, the following persons (other than the Directors or chief executive of the Company) had interests in the share capital of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東

於二零一五年十二月三十一日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，下列人士（本公司董事或行政總裁除外）於本公司之股本中擁有權益：

Name of shareholder	Capacity	Number of shares	Percentage of the issued share capital 佔已發行股本比率
股東名稱	身份	股份數目	
Global Strategic (Holding) Group Limited 環球戰略(控股)集團有限公司	Beneficial owner 實益擁有人	2,160,429,580 (Note 1) (附註1)	54.56%
Global Strategic Fund Holdings Limited 環球戰略基金控股有限公司	Interest in controlled corporation 受控制法團權益	2,160,429,580 (Note 1) (附註1)	54.56%
Hotex Holdings Limited	Interest in controlled corporation	2,160,429,580 (Note 1)	54.56%
鴻昌集團有限公司	受控制法團權益	(附註1)	
Liang Tan Yi Xing International Foundation Company Limited 兩彈一星國際基金會有限公司	Interest in controlled corporation 受控制法團權益	2,160,429,580 (Note 1) (附註1)	54.56%
Mr. KAN Che Kin, Billy Albert	Beneficial owner	1,695,000,000 (Note 2)	42.80%
簡志堅先生	實益擁有人	(附註2)	

董事會報告

Directors' Report

SUBSTANTIAL SHAREHOLDERS (Continued)

Note:

- Global Strategic (Holding) Group Limited, a company incorporated in Samoa with limited liability and is wholly-owned by Global Strategic Fund Holdings Limited, which in turn is owned as to 49% of its issued share capital by Hotex Holdings Limited and as to 51% of its issued share capital by Liang Tan Yi Xing International Foundation Company Limited. Hotex Holdings Limited is wholly-owned by Mr. WENG Lin Lei. Liang Tan Yi Xing International Foundation Company Limited is owned by Mr. WEI Yue Tong, as to 90% of its issued share capital and by Mr. ZHENG Zhu Ping, as to 10% of its issued share capital. Accordingly, each of Global Strategic Fund Holdings Limited, Hotex Holdings Limited and Liang Tan Yi Xing International Foundation Company Limited are deemed to be interested in the 2,160,429,580 shares of the Company under the SFO.
- Pursuant to the subscription agreement entered into between the Company and Mr. Kan Che Kin, Billy Albert (as the "Subscriber") dated 29 September 2015 (as supplemented and amended by two supplemental agreements dated 26 November 2015 and 9 December 2015 respectively), the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 1,695,000,000 ordinary shares (the "Subscription Share(s)", representing approximately 42.80% of the issued share capital of the Company as at 31 December 2015 and approximately 29.97% of the issued share capital of Company as enlarged by the allotment and issue of the Subscription Shares upon completion of the subscription, at the subscription price of HK\$0.035 per Subscription Share. The subscription has not yet completed as at 31 December 2015.

Save as disclosed above, no person had any interest or short position in the shares or underlying shares of the Company according to the register required to be kept by the Company under Section 336 of the SFO as at 31 December 2015.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

The Company had no outstanding convertible securities, options, warrants or other similar rights as at 31 December 2015 and there had been no exercise of any convertible securities, options, warrants or similar rights during the year.

主要股東 (續)

附註：

- 環球戰略(控股)集團有限公司(為於薩摩亞註冊成立之有限公司)及由環球戰略基金控股有限公司全資擁有,而環球戰略基金控股有限公司由鴻昌集團有限公司及兩彈一星國際基金會有限公司分別擁有49%及51%已發行股本。鴻昌集團有限公司由翁凜磊先生全資擁有。兩彈一星國際基金會有限公司由魏月童先生及鄭祝平先生分別擁有90%及10%已發行股本。因此,根據證券及期貨條例,環球戰略基金控股有限公司、鴻昌集團有限公司及兩彈一星國際基金會有限公司各自被視為於本公司2,160,429,580股股份中擁有權益。
- 根據本公司與簡志堅先生(作為「認購人」)訂立日期為二零一五年九月二十九日之認購協議(經日期分別為二零一五年十一月二十六日及二零一五年十二月九日之兩份補充協議補充及修訂),認購人已有條件同意認購而本公司已有條件同意配發及發行1,695,000,000股普通股(「認購股份」),佔本公司於二零一五年十二月三十一日已發行股本之約42.80%及於認購事項完成後佔本公司經配發及發行認購股份擴大之已發行股本之約29.97%,認購價為每股認購股份0.035港元。該認購於二零一五年十二月三十一日尚未完成。

除上文所披露者外,於二零一五年十二月三十一日,按本公司根據證券及期貨條例第336條須予存置之登記冊記錄所示,並無任何人士擁有本公司股份或相關股份之權益或淡倉。

可換股證券、購股權、認股權證或類似權利

於二零一五年十二月三十一日,本公司概無任何尚未行使之可換股證券、購股權、認股權證或其他類似權利,且年內亦無行使任何可換股證券、購股權、認股權證或類似權利。

董事會報告

Directors' Report

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

On 30 November 2012, the Company adopted a share option scheme (the "Scheme"). As at 31 December 2015, no option has been granted by the Company under the Scheme. Particulars of the Scheme are set out in note 19 to the consolidated financial statements.

The purpose of the Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of the Group. Under the Scheme, the Directors may grant options to any eligible persons of the Group, including (i) any director, employee or consultant of the Company, a subsidiary or an affiliate; or (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iii) a company beneficially owned by any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iv) any person or entity whose service to the Group or business with the Group contribute or is expected to contribute to the business or operation of the Group as may be determined by the directors from time to time, to subscribe for shares of the Company. Options granted are exercisable for a period of up to ten years from the date of grant of the option as decided by the board.

The exercise price (subject to adjustment as provided therein) of the option under the Scheme is equal to the highest of (i) the nominal value of share; (ii) the closing price per share as stated in the Exchange's daily quotation sheet on the date of grant of the option, which must be a business day and (iii) the average closing price per share as stated in the Exchange's daily quotation sheet for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which the options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company at the date of approval of the Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue on the last date of such 12-month period from time to time, without prior approval from the Company's shareholders. No option under the Scheme has been granted by the Company since its adoption.

購股權計劃及董事購買股份或債券之權利

於二零一二年十一月三十日，本公司採納一項購股權計劃（「該計劃」）。於二零一五年十二月三十一日，本公司概無根據該計劃授出購股權。該計劃的詳情載於綜合財務報表附註19。

該計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為本集團之業務及營運作出貢獻。根據該計劃，董事可向本集團任何合資格人士授出購股權，包括(i)本公司、附屬公司或聯屬公司之任何董事、僱員或顧問；或(ii)全權託管對象包括本公司、附屬公司或聯屬公司之任何董事、僱員或顧問之任何全權信託；或(iii)本公司、附屬公司或聯屬公司之任何董事、僱員或顧問實益擁有之公司；或(iv)董事不時酌情認定之任何人士或實體，其為本集團提供服務或其曾經或將會對本集團之業務或營運有所貢獻，以認購本公司股份。根據董事會決定，購股權可於購股權授出日期起計最多十年期間內行使。

計劃項下購股權之行使價（可按其中之規定作出調整）相當於(i)股份面值；(ii)於授出購股權日期（須為營業日）在交易所每日報價表所報之每股股份收市價；及(iii)緊接授出日期前五個營業日交易所每日報價表所報之每股股份平均收市價，三者以最高者為準。根據計劃可授出之購股權所涉及股份數目上限不得超過本公司於計劃批准當日已發行股本10%。然而，因行使全部未行使購股權而可予發行之股份總數上限不得超出本公司不時已發行股本30%。在未經本公司股東事先批准之情況下，於任何十二個月期間內，向任何單一承授人授出購股權所涉及之股份數目，不得超過在該十二個月期間內最後一日本公司之不時已發行股份之1%。自採納至今，本公司並無根據該計劃授出任何購股權。

董事會報告

Directors' Report

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES *(Continued)*

On 31 December 2015, the total number of shares of the Company available for issue under the Scheme is 300,000,000 shares of HK\$0.005 each in the share capital of the Company, representing approximately 7.58% of the issued share capital of the Company. Unless otherwise determined by the Directors, there is no minimum period required under the Scheme for the holding of an option before it can be exercised. There is no consideration for the application or acceptance of an option under the Scheme. The remaining life of the Scheme is approximately seven years and to be expired on 30 November 2022.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for approximately 100% of the turnover of the Group and the largest customer of the Group accounted for about 59.4% of the total turnover.

During the year, the five largest suppliers of the Group accounted for approximately 100% of the purchases of the Group and the largest supplier of the Group accounted for about 59.5% of the total purchases.

None of the Directors, their associates or any shareholders of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital), has an interest in any of the Group's five largest customers and suppliers.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the year ended 31 December 2015.

購股權計劃及董事購買股份或債券之權利 *(續)*

於二零一五年十二月三十一日，根據該計劃可予發行之本公司股份總數為本公司股本中300,000,000股每股0.005港元之股份，佔本公司已發行股本約7.58%。除非董事另行訂明外，該計劃並無規定購股權於可行使前須持有之最短期間。根據該計劃申請或接納購股權毋須代價。該計劃之餘下期間約為七年，將於二零二二年十一月三十日屆滿。

主要客戶及供應商

年內，本集團五大客戶佔本集團營業額約100%，而本集團最大客戶則佔總營業額約59.4%。

年內本集團五大供應商佔本集團採購額約100%，本集團最大供應商佔購買總額約59.5%。

董事、彼等之聯繫人或本公司任何股東（據董事所知，擁有超過5%本公司已發行股本者）概無於本集團五大客戶及供應商中擁有權益。

購買、出售或贖回本公司之上市證券

截至二零一五年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

董事會報告

Directors' Report

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issue shares as required under the GEM Listing Rules.

PRE-EMPTIVE RIGHTS

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

COMPETING INTERESTS

During the year, none of the Directors, the controlling shareholders of the Company (as defined in the GEM Listing Rules) or their respective associates had any business or interest which competed or might compete with the business of the Group nor had any other conflict of interest with the Group.

REMUNERATION POLICY

The remuneration of the employees of the Group is determined with reference to market terms and the performance, qualifications and experience of the individual employee.

The emoluments of the Directors were recommended by the Human Resources and Remuneration Committee of the Company after considering factors such as the Company's Directors' duties, responsibilities and the operating performance of the Group.

The Company has adopted the Scheme as an incentive to Directors and eligible employees. Details of the scheme are set out in note 19 to the consolidated financial statements.

足夠公眾持股量

根據本公司之公開資料及據董事所知，於本報告日期，股份之公眾持股量足夠符合創業板上市規則不少於本公司已發行股份25%之規定。

優先購股權

本公司之組織章程細則或開曼群島法律概無載有任何有關優先購股權之規定，規定本公司須按比例向現有股東提呈發售新股份。

競爭業務權益

年內，本公司各董事或控股股東（定義見創業板上市規則）或彼等各自之聯繫人士概無擁有任何與本集團業務構成競爭或可能構成競爭之業務或於其中擁有權益，亦概無與本集團發生任何其他利益衝突。

薪酬政策

本集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗釐定僱員薪酬。

本公司人力資源及薪酬委員會於建議董事酬金時，考慮之因素包括本公司董事之職責、責任及本集團之經營表現。

本公司已採納該計劃作為對董事及合資格僱員之獎勵。計劃之詳情載於綜合財務報表附註19。

董事會報告

Directors' Report

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 28 to the consolidated financial statements.

AUDITOR

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

On behalf of the Board

Wei Yue Tong

CHAIRMAN

19 February 2016

報告期後事項

報告期後之重大事項載於綜合財務報表附註 28。

核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於本公司應屆股東週年大會上提呈。

代表董事會

魏月童

主席

二零一六年二月十九日

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices. It met all the code provisions of the Corporate Governance Code (the “Code”) set out in Appendix 15 of the GEM Listing Rules in the year ended 31 December 2015.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealing set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “Required Standard”) as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the Required Standard during the year ended 31 December 2015.

CONFIRMATION OF INDEPENDENCE

The Company confirms it has received from each of its independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules, and considers that the independent non-executive Directors to be independent.

企業管治常規

本公司致力維持高水平之企業管治。於截至二零一五年十二月三十一日止年度，本公司遵守創業板上市規則附錄15「企業管治守則」（「守則」）所載之守則條文。

董事的證券交易

本公司已採納創業板上市規則第5.48至5.67條所載的交易必守標準（「必守標準」）作為董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事均已確認於截至二零一五年十二月三十一日止年度已遵守必守標準。

確認獨立性

本公司確認已接獲各獨立非執行董事根據創業板上市規則第5.09條規定就其獨立性發出之年度確認函，並認為該等獨立非執行董事均屬獨立人士。

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

UPDATES ON DIRECTORS' INFORMATION UNDER RULE 17.50(B) OF THE GEM LISTING RULES

With effect from 24 August 2015, Ms. Leung Tsz Man has been appointed as an executive Director and each of Mr. Sun Zhi Jun and Ms. Huang Yu Jun has been appointed as an independent non-executive Director and a member of each of the audit committee, the human resources and remuneration committee and the nomination committee of the Board. Details of the above changes are set out in the announcement of the Company dated 24 August 2015.

BOARD OF DIRECTORS

The Company is governed by a board of directors (the "Board") which has the responsibility for leadership and control of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board set strategies and directions for the Group's activities and lead the Group's management team through the Directors with a view to developing its business and enhancing shareholder value.

During the year ended 31 December 2015, the Board held 26 meetings to review, among other matters, the Group's financial and operating performance and discuss the business direction and strategy.

根據創業板上市規則第17.50(B)條之董事資料更新

自二零一五年八月二十四日起，梁子汶女士已獲委任為執行董事，而孫志軍先生及黃玉君女士各自獲委任為獨立非執行董事及審核委員會、人力資源及薪酬委員會以及提名委員會各自之成員。有關上述變動之詳情載於本公司日期為二零一五年八月二十四日之公佈。

董事會

本公司受董事會（「董事會」）監管，彼等須負責領導及監察本公司。董事負責指示及監控本集團之事務，共同帶領本集團邁向成功。董事會製訂本集團業務之策略及方向，並透過董事領導本集團的管理層團隊，使業務得以發展及提升股東價值。

於截至二零一五年十二月三十一日止年度，董事會舉行26次會議，以（其中包括）審視集團財務及營運表現，以及商討業務發展方向及策略。

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

BOARD OF DIRECTORS

Details of the composition and the attendance of the Board are as follows:

董事會

董事會之組成及會議之出席情況詳述如下：

		Attendance/ Number of Meetings held during the tenure of his/her office in the year
		出席次數／年內 在彼任內舉行 會議次數
Executive Directors		
Mr. WEI Yue Tong, <i>Chairman</i>	執行董事 魏月童先生·主席	26/26
Mr. WENG Lin Lei	翁凜磊先生	26/26
Mr. FAN Wei Guo	范衛國先生	26/26
Mr. ZHENG Jian Peng*	鄭健鵬先生*	26/26
Ms. LEUNG Tsz Man (appointed on 24 August 2015)	梁子汶女士 (於二零一五年八月二十四日獲委任)	11/11
Non-Executive Director		
Mr. ZHENG Zhu Ping*	非執行董事 鄭祝平先生*	26/26
Independent Non-Executive Directors		
Mr. CHIU Wai Piu	獨立非執行董事 焦惠標先生	25/26
Ms. KWAN Sin Yee	關倩兒女士	26/26
Mr. LEUNG Oh Man, Martin	梁傲文先生	25/26
Mr. SUN Zhi Jun (appointed on 24 August 2015)	孫志軍先生 (於二零一五年八月二十四日獲委任)	11/11
Ms. HUANG Yu Jun (appointed on 24 August 2015)	黃玉君女士 (於二零一五年八月二十四日獲委任)	11/11

* Mr. ZHENG Jian Peng is the son of Mr. ZHENG Zhu Ping.

* 鄭健鵬先生為鄭祝平先生之兒子

The biographical information of the Directors are set out in the section headed "Directors and Senior Management Profile" on pages 15 to 18 in this annual report.

董事之履歷詳情載於本年報第15至18頁「董事及高層管理層簡介」一節。

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

BOARD OF DIRECTORS *(Continued)*

The Company is committed to arranging and funding suitable training to all Directors for their continuous professional development. During the year ended 31 December 2015 and up to the date of this report, Mr. WEI Yue Tong, Mr. WENG Lin Lei, Mr. FAN Wei Guo, Mr. ZHENG Jian Peng, Ms. LEUNG Tsz Man, Mr. ZHENG Zhu Ping, Mr. CHIU Wai Piu, Ms. KWAN Sin Yee, Mr. LEUNG Oh Man, Martin, Mr. SUN Zhi Jun and Ms. HUANG Yu Jun engaged in business activities in their respective fields as continuous professional development to develop and refresh their knowledge and skills so as to ensure that their contributions to the Board remain informed and relevant. Mr. ZHENG Jian Peng, Ms. LEUNG Tsz Man and Mr. LEUNG Oh Man, Martin have participated in continuous professional development programs required by The Hong Kong Institute of Certified Public Accountants. The Directors also participated in other trainings and professional developments such as attending seminars, studying reading materials relating to the Group or its industries and businesses; rules and regulations; business management; or the roles, functions and duties of a listed company director.

CHAIRMAN

The Chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role and for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda. Through the Board, he is responsible for ensuring that good corporate governance practices and procedures are followed by the Group.

NON-EXECUTIVE DIRECTOR

The non-executive Director of the Company was appointed for a term of up to about 3 years ending on the date on which the director shall retire by rotation at the Company's annual general meeting in accordance with the Code and the Articles of Association of the Company.

董事會 (續)

本公司致力就所有董事之持續專業發展安排合適的培訓並提供有關經費。於截至二零一五年十二月三十一日止年度及截至本報告刊發日期，魏月童先生、翁凜磊先生、范衛國先生、鄭健鵬先生、梁子汶女士、鄭祝平先生、焦惠標先生、關倩兒女士、梁傲文先生、孫志軍先生及黃玉君女士在彼等各自的商務活動範疇內參與持續專業發展，從而發展並更新其知識及技能，確保其能繼續具備所需資訊及適切地對董事會作出貢獻。鄭健鵬先生、梁子汶女士及梁傲文先生已按照香港會計師公會的要求參與持續專業發展。董事亦參與其他培訓及專業發展，例如出席研討會，閱覽資料文獻，內容包括有關本集團或其行業及業務；規則及條例；商業管理；或上市公司董事的角色、職能及責任等。

主席

主席須負責領導董事會，確保董事會能有效益地履行其各方面之職務，並須負責釐定議程，以及考慮將其他董事所提出之事宜載入議程內。透過董事會，彼負責確保本集團有遵守良好企業管治常規及程序。

非執行董事

本公司非執行董事之任期最長約為3年，於彼等按照守則及本公司之組織章程細則於本公司之股東週年大會上輪值退休時終止。

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

HUMAN RESOURCES AND REMUNERATION COMMITTEE

During the year ended 31 December 2015, the Human Resources and Remuneration Committee (“Remuneration Committee”) held 4 meetings. The Remuneration Committee has reviewed and approved the Group’s remuneration policy, including that for the executive Directors, and the levels of remuneration paid to executive directors and senior management of the Group. The terms of reference of the Remuneration Committee follow the guidelines set out in the Code and it is responsible for, among other things, making recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

Details of the composition and the attendance of the Remuneration Committee are as follows:

人力資源及薪酬委員會

人力資源及薪酬委員會（「薪酬委員會」）於截至二零一五年十二月三十一日止年度內共舉行4次會議。薪酬委員會審閱及批准集團（包括執行董事）之薪酬政策，及本集團執行董事及高層管理人員之薪酬水平。本公司根據守則所載之指引制訂薪酬委員會之職權範圍，其職能之一為向董事會建議個別執行董事及高層管理人員的薪酬待遇。

薪酬委員會之組成及會議之出席情況詳述如下：

		Attendance/ Number of Meetings held during the tenure of his/her office in the year
		出席次數／年內 在彼任內舉行 會議次數
Non-Executive Director	非執行董事	
Mr. ZHENG Zhu Ping	鄭祝平先生	4/4
Independent Non-Executive Directors	獨立非執行董事	
Mr. CHIU Wai Piu, <i>Chairman</i>	焦惠標先生·主席	3/4
Ms. KWAN Sin Yee	關倩兒女士	4/4
Mr. LEUNG Oh Man, Martin	梁傲文先生	3/4
Mr. SUN Zhi Jun (appointed on 24 August 2015)	孫志軍先生 (於二零一五年八月二十四日獲委任)	1/1
Ms. HUANG Yu Jun (appointed on 24 August 2015)	黃玉君女士 (於二零一五年八月二十四日獲委任)	1/1

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

HUMAN RESOURCES AND REMUNERATION COMMITTEE *(Continued)*

The remuneration payable to the Directors of the Company for the year ended 31 December 2015 is set out in note 8 to the consolidated financial statements.

The remuneration payable to the senior management of the Company for the period ended 31 December 2015 is within the range of HK\$0 to HK\$1,000,000.

BOARD DIVERSITY

The Board has adopted a policy concerning diversity of Board members (the “Board Diversity Policy”) which is summarized as follows:

The Company is committed to maintaining a highly effective Board which should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of its business. When deciding on the appointment of directors, it is the policy of the Company to consider a number of factors, including but not limited to, gender, age, cultural and educational background, professional experience, and other qualifications, skills and experience which the Company considers will make a positive contribution to the performance of the Board.

The Nomination Committee of the Company monitors the implementation of the Board Diversity Policy and reviews it from time to time and shall bring to the attention of the Board any significant issues or recommendations as and when necessary and appropriate. Any reviews, updates and amendments to the Board Diversity Policy shall be approved by the Board.

人力資源及薪酬委員會 (續)

截至二零一五年十二月三十一日止年度，本公司應付之董事酬金載列於綜合財務報表附註8。

截至二零一五年十二月三十一日止期間，本公司應付之高層管理人員酬金介乎0港元至1,000,000港元。

董事會成員多元化董事會

已採納一項有關董事會成員多元化之政策（「董事會成員多元化政策」），該政策撮要如下：

本公司致力令董事會保持優秀效益，務求平衡董事會所具備之技巧、經驗及多樣的觀點與角度，配合集團業務所需。當決定委任董事時，本公司之政策將考慮多項因素，包括（但不限於）性別、年齡、文化及教育背景、專業經驗、及其他本公司認為可對董事會之表現帶來正面貢獻之資歷、技能及經驗。

本公司之提名委員會監察董事會成員多元化政策之執行，並不時作出檢討，在需要及適當時向董事會提出任何重要事宜或建議。董事會成員多元化政策有任何檢討、更新及修訂須經董事會通過。

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

NOMINATION COMMITTEE

The terms of reference of the Nomination Committee have been determined with reference to the Code.

The Nomination Committee is responsible for identifying potential new directors and making recommendations to the Board for decision. A director appointed by the Board is subject to re-election by shareholders at the first annual general meeting after his/her appointment. All Directors are subject to retirement by rotation at least once every 3 years. In accordance with the Company's Articles of Association, one third of the directors are subject to retirement by rotation and re-election by shareholders at each annual general meeting of the Company.

Potential new directors are selected with reference to the Board Diversity Policy.

The Nomination Committee held 3 meetings during the year ended 31 December 2015 and work performed included reviewing the structure, size and composition of the Board, the independence of the independent non-executive Directors and the nomination of new Directors.

提名委員會

本公司已參考守則釐訂提名委員會之職權範圍。

提名委員會負責物色有潛質成為新任董事之人士，並就董事會作出決定提供推薦建議。由董事會委任之董事須於其獲委任後之首個股東週年大會上經股東重選。所有董事須最少每3年輪值退任一次。同時，根據本公司之組織章程細則，本公司每屆股東週年大會上須有三分之一董事輪值退任及經股東重選。

提名委員會參考董事會成員多元化政策挑選有潛質成為新任董事之人士。

於截至二零一五年十二月三十一日止年度內，提名委員會共舉行三次會議；其工作包括審閱董事會之架構、人數及組成、獨立非執行董事之獨立性及新董事之提名。

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

NOMINATION COMMITTEE (Continued)

Details of the composition and the attendance of the Nomination Committee are as follows:

提名委員會 (續)

提名委員會之組成及會議之出席情況詳述如下：

		Attendance/ Number of Meetings held during the tenure of his/her office in the year
		出席次數／年內 在彼任內舉行 會議次數
Executive Directors	執行董事	
Mr. WEI Yue Tong, <i>Chairman</i>	魏月童先生，主席	3/3
Non-executive Director	非執行董事	
Mr. ZHENG Zhu Ping	鄭祝平先生	3/3
Independent non-executive Directors	獨立非執行董事	
Mr. CHIU Wai Piu	焦惠標先生	2/3
Ms. KWAN Sin Yee	關倩兒女士	3/3
Mr. LEUNG Oh Man, Martin	梁傲文先生	2/3
Mr. SUN Zhi Jun (appointed on 24 August 2015)	孫志軍先生 (於二零一五年八月二十四日獲委任)	1/1
Ms. HUANG Yu Jun (appointed on 24 August 2015)	黃玉君女士 (於二零一五年八月二十四日獲委任)	1/1

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

CORPORATE GOVERNANCE FUNCTIONS

The Board has adopted the terms of reference for corporate governance functions set out in the Code and has delegated the Group's corporate governance functions to the Audit Committee.

AUDIT COMMITTEE

The terms of reference of the Audit Committee, with the inclusion of the corporate governance functions, follow the guidelines set out in the Code. The Audit Committee is responsible for, among other things, having relationship with the Company's auditors reviewing the Group's financial information and its financial reporting, financial reporting system, risk management and internal control systems and corporate governance, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function. The Audit Committee reports to the Board any significant issues relating to its terms of reference.

During the year ended 31 December 2015, the Audit Committee held 4 meetings and work performed included reviewing the Group's quarterly, half-yearly and annual results, its internal control systems, and corporate governance matters for inclusion in the Company's Annual Report.

企業管治職能

董事會已採納守則所載有關企業管治職能之職權範圍，並已將集團之企業管治職能指派予審核委員會。

審核委員會

審核委員會之職權範圍（包括其企業管治職能）按照守則所載之指引制訂。審核委員會職能之一為與本公司核數師建立關係、審閱本集團之財務資料及其財務申報、財務申報制度、風險管理及內部監控制度以及企業管治，包括集團在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。審核委員會向董事會匯報任何跟其職權範圍相關之重要事宜。

截至二零一五年十二月三十一日止年度內，審核委員會共舉行4次會議，工作包括審閱本集團之季度、半年度及全年業績，其內部監控系統，及刊登於本公司年報內之企業管治事宜。

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

AUDIT COMMITTEE (Continued)

Details of the composition and the attendance of the Audit Committee are as follows:

審核委員會 (續)

審核委員會之組成及會議之出席情況詳述如下：

		Attendance/ Number of Meetings held during the tenure of his/her office in the year
		出席次數／年內 在彼任內舉行 會議次數
Non-executive Director	非執行董事	
Mr. ZHENG Zhu Ping	鄭祝平先生	4/4
Independent non-executive Directors	獨立非執行董事	
Mr. LEUNG Oh Man, Martin, <i>Chairman</i>	梁傲文先生， <i>主席</i>	3/4
Mr. CHIU Wai Piu	焦惠標先生	3/4
Ms. KWAN Sin Yee	關倩兒女士	4/4
Mr. SUN Zhi Jun (appointed on 24 August 2015)	孫志軍先生 (於二零一五年八月二十四日獲委任)	1/1
Ms. HUANG Yu Jun (appointed on 24 August 2015)	黃玉君女士 (於二零一五年八月二十四日獲委任)	1/1

AUDITORS' REMUNERATION

For the year ended 31 December 2015, the fee for the Company's external auditors for audit services was about HK\$724,000 (2014: HK\$600,000) and for non-audit services mainly relating to taxation matters was about HK\$52,000 (2014: HK\$101,000).

核數師酬金

截至二零一五年十二月三十一日止年度，本公司外聘核數師之核數服務費用約為724,000港元（二零一四年：600,000港元），主要關於稅務事項之非核數服務費用則約為52,000港元（二零一四年：101,000港元）。

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the accounts of the Company. As at 31 December 2015, the Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going-concern basis.

The responsibilities of the external auditors about their financial reporting are set out in the Independent Auditor's Report attached to the Company's Financial Statements for the year ended 31 December 2015.

The Board has, through the Audit Committee, conducted a review of the effectiveness of the Group's internal control system with an aim to safeguard the shareholders' investment and the Company's assets in compliance with the provisions of the Code. The purpose is to provide reasonable, but not absolute, assurance against material misstatements, errors, losses or fraud, and to manage rather than eliminate risks of failure in achieving the Group's business objectives.

INTERNAL CONTROL

The Group maintains an effective internal control system. It consists, in part, of organisational arrangements with defined lines of responsibility and delegation of authority, and comprehensive systems and control procedures.

The Audit Committee reviewed the internal control system in respect of the year ended 31 December 2015 and considered the system effective and adequate. The Board assessed the effectiveness of internal control by considering the reviews performed by the Audit Committee. The Company complies with the code provisions relating to internal control contained in the Code.

COMPANY SECRETARY

The current company secretary is Ms. LEUNG Tsz Man, an executive Director, who replaced Mr. ZHENG Jian Peng, an executive Director, on 11 September 2015. She is also the authorised representative and the financial controller of the Company. She undertook no less than 15 hours of relevant professional training during the year ended 31 December 2015.

問責及核數

董事明白彼等有編製本公司賬目的責任。於二零一五年十二月三十一日，董事並不知悉任何可能會嚴重影響本公司持續經營能力的重大不明朗事件或情況。因此，董事已按持續經營基準編製本公司之財務報告。

外聘核數師對財務申報之責任載列於本公司截至二零一五年十二月三十一日止年度之財務報告內之獨立核數師報告。

董事會已按照守則條文，透過審核委員會對本集團內部監控系統之效益進行檢討，以保障股東之投資及本公司之資產。目的在於合理（而非絕對地）保證並無重大失實陳述、錯誤、損失或欺詐，以及管理而非抵銷未能達致本集團業務目標之風險。

內部監控

本集團維持有效的內部監控系統，包括設有明確責任及授權界線的部分組織安排，以及全面系統及監控程序。

審核委員會審閱截至二零一五年十二月三十一日止年度的內部監控系統，並認為有關系統屬有效及充份。董事會透過考慮審核委員會執行的審閱，評估內部監控的有效程度。本公司遵守守則所載與內部監控有關的守則條文。

公司秘書

目前之公司秘書由執行董事梁子汶女士擔任，彼於二零一五年九月十一日取替執行董事鄭健鵬先生。彼亦為本公司之法定代表及財務總監。彼於截至二零一五年十二月三十一日止年度已接受不少於15小時的相關專業培訓。

企業管治報告

Corporate Governance Report

於二零一五年十二月三十一日 As At 31 December 2015

COMMUNICATIONS WITH SHAREHOLDERS

The Company maintains an on-going dialogue with its shareholders through various channels including announcements and annual, interim and quarterly reports published on its website at www.globalstrategicgroup.com.hk and the Company's general meetings. All shareholders are encouraged to attend general meetings and they may put to the Board any enquiries about the Group through its website at www.globalstrategicgroup.com.hk or in writing sent to the principal office of the Company at Suite 2105, 21st Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong. The Directors, company secretary or other appropriate members of senior management respond to enquiries from shareholders promptly. The Chairman, the Chief Executive Officer, chairmen of board committees (or their respective delegates) and external auditors attend the annual general meeting and are available to answer questions raised by shareholders. Shareholders may also access the Company's corporate website for the Group's information.

Pursuant to Article 58 of the Company's Articles of Association, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business (including any proposals) specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner.

CONSTITUTIONAL DOCUMENTS

There was no change in the Company's constitutional documents during the year under review.

股東通訊

本公司與其股東一直透過不同渠道保持溝通，包括於公司網頁www.globalstrategicgroup.com.hk刊登公佈及全年、中期及季度報告、以及舉行股東大會。本公司鼓勵所有股東出席股東大會，股東可透過公司網頁www.globalstrategicgroup.com.hk，或以書面形式送交本公司香港主要辦事處香港上環干諾道中168-200號信德中心西座21樓2105室，向董事會提問有關集團之事宜。本公司董事、公司秘書或其他合適之高層管理人員將儘快回應股東之提問。本公司主席、行政總裁、董事會轄下委員會之主席（或其代表）、及外聘核數師均出席股東週年大會，並回答股東之提問。股東亦可登入本公司網頁取得集團資訊。

根據本公司組織章程細則第58條，任何於呈遞要求日期持有不少於本公司實繳股本（附有於本公司股東大會投票權利）十分之一的股東，於任何時候有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項（包括任何建議）；該大會應於呈遞該要求後兩個月內舉行。倘呈遞後二十一日內董事會未有開始召集該大會，則呈遞要求人士可自行以同樣方式作出此舉。

章程文件

於回顧年內，本公司之章程文件概無任何變動。

獨立核數師報告

Independent Auditor's Report

Deloitte.
德勤

德勤•關黃陳方會計師行
香港金鐘道88號
太古廣場一座35樓

Deloitte Touche Tohmatsu
35/F One Pacific Place
88 Queensway
Hong Kong

TO THE SHAREHOLDERS OF GLOBAL STRATEGIC GROUP LIMITED (incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Global Strategic Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 44 to 99, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended 31 December 2015, 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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S 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.

環球戰略集團有限公司列位股東 (於開曼群島註冊成立之有限公司)

本核數師行已完成審核載於第44頁至第99頁環球戰略集團有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表。綜合財務報表包括於二零一五年十二月三十一日之綜合財務狀況表，截至二零一五年十二月三十一日止年度之綜合損益及其他全面收益表、綜合股本權益變動表及綜合現金流動表，以及主要會計政策概要及其他說明資料。

董事就綜合財務報表須承擔之責任

貴公司董事須根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實及公平之綜合財務報表，並實施彼等認為必要之內部監控，以編製不會因欺詐或錯誤而出現重大錯誤陳述之綜合財務報表。

核數師之責任

本核數師行之責任是根據我們之協定委聘條款，基於審核而對該等綜合財務報表發表意見，並僅向整體股東報告。除此以外，本核數師行之報告書不可用作其他用途。本核數師行概不就本報告書之內容，對其他任何人士負責或承擔責任。本核數師行已根據香港會計師公會頒佈之香港核數準則進行審核。該等準則要求本核數師行遵守道德規範，並規劃及實行審核，以合理確定該等綜合財務報表是否不會有任何重大錯誤陳述。

獨立核數師報告 (續)

Independent Auditor's Report (Continued)

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 the 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 financial position of the Group as at 31 December 2015, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

19 February 2016

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估因欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公正地列報綜合財務報表相關之內部監控，以設計適當之審核程序，但並非為對該公司之內部監控之效能發表意見。審核亦包括評估董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評估綜合財務報表之整體列報方式。

本核數師行相信，我們所獲得之審核憑證充足和適當地為本核數師行之審核意見提供基礎。

意見

本核數師行認為，綜合財務報表已根據香港財務報告準則真實及公平地反映 貴集團於二零一五年十二月三十一日之財務狀況及 貴集團截至該日止年度之財務表現及現金流動，並已按照香港公司條例之披露規定妥善編製。

德勤•關黃陳方會計師行
執業會計師
香港

二零一六年二月十九日

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

		Notes 附註	1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日 HK\$'000 千港元	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日 HK\$'000 千港元
Revenue	收益	7	217,068	25,865
Cost of sales	銷售成本		(216,775)	(24,887)
Gross profit	毛利		293	978
Other income	其他收入		105	26
General and administrative expenses	一般及行政支出		(31,340)	(4,559)
Marketing and promotion expenses	市場推廣支出		(2,581)	(92)
Staff costs	僱員成本		(47,932)	(6,924)
Loss before taxation	除稅前虧損		(81,455)	(10,571)
Taxation	稅項	9	-	-
Loss for the year/period	本年度／期間之虧損	10	(81,455)	(10,571)
Other comprehensive expense for the year/period <i>Item that may be reclassified subsequently to profit or loss:</i>	本年度／期間之 其他全面支出 其後可能重新分類至 損益之項目：			
Exchange difference arising on translation of foreign operations	換算外國業務產生之 匯兌差異		(60)	-
Total comprehensive expense for the year/period attributable to owners of the Company	本年度／期間之本公司 擁有人應佔全面支出 總額		(81,515)	(10,571)
				(restated) (經重列)
Loss per share – basic	每股虧損 – 基本	11	HK(2.07) cents港仙	HK(0.33) cents港仙

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一五年十二月三十一日 At 31 December 2015

		Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	12,054	1,926
Intangible assets	無形資產	13	10,220	–
Deposit paid for acquisitions	收購已付按金	14	35,001	1,520
			57,275	3,446
Current assets	流動資產			
Trade and other receivables	應收貿易及其他賬款	15	1,617	2,283
Bank balances and cash	銀行結餘及現金	16	24,869	32,475
			26,486	34,758
Current liabilities	流動負債			
Trade and other payables	應付貿易及其他賬款	17	3,244	1,063
Net current assets	流動資產淨值		23,242	33,695
Net assets	資產淨值		80,517	37,141
Capital and reserves	股本及儲備			
Share capital	股本	18	19,800	18,000
Reserves	儲備		60,717	19,141
Equity attributable to owners of the Company	本公司擁有人應佔權益		80,517	37,141

The consolidated financial statements on pages 44 to 99 were approved and authorised for issue by the Board of Directors on 19 February 2016 and are signed on its behalf by:

第44頁至第99頁所載之綜合財務報表已於二零一六年二月十九日由董事會批核及授權刊發，並由下列董事代表簽署：

WEI YUE TONG
DIRECTOR
魏月童
董事

ZHENG JIAN PENG
DIRECTOR
鄭健鵬
董事

綜合股本權益變動表

Consolidated Statement of Changes in Equity

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

		Attributable to owners of the Company 本公司擁有人應佔					
		Share capital	Capital reserve	Share premium	Translation reserve	Accumulated losses	Total
		股本	資本儲備	股份溢價	換算儲備	累計虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2014	於二零一四年七月一日	15,000	7,540	8,461	-	(27,389)	3,612
Issue of ordinary shares	發行普通股	3,000	-	41,100	-	-	44,100
Loss and total comprehensive expense for the period	本期間虧損及全面支出總額	-	-	-	-	(10,571)	(10,571)
At 31 December 2014	於二零一四年十二月三十一日	18,000	7,540	49,561	-	(37,960)	37,141
Exchange difference arising on translation of foreign operation	換算海外業務產生之匯兌差額	-	-	-	(60)	-	(60)
Loss for the year	年內虧損	-	-	-	-	(81,455)	(81,455)
Loss and total comprehensive expense for the year	本年度虧損及全面支出總額	-	-	-	(60)	(81,455)	(81,515)
Issue of ordinary shares	發行普通股	1,800	-	125,640	-	-	127,440
Expenses incurred in connection with issue of ordinary shares	就發行普通股產生之開支	-	-	(2,549)	-	-	(2,549)
At 31 December 2015	於二零一五年十二月三十一日	19,800	7,540	172,652	(60)	(119,415)	80,517

The capital reserve represents the difference between the nominal value of the share capital issued by the Company and the fair value allocated to the separable net assets of the subsidiaries at the date of acquisition arisen from a group reorganisation in March 2000.

資本儲備指二零零零年三月之集團重組所產生本公司所發行股本面值與附屬公司可分割資產淨額於收購日獲指定之公平價值之差額。

綜合現金流動表

Consolidated Statement of Cash Flows

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

		1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日 HK\$'000 千港元	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日 HK\$'000 千港元
Operating activities	經營業務		
Loss before taxation	除稅前虧損	(81,455)	(10,571)
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,789	33
Amortisation of intangible assets	無形資產攤銷	300	-
Interest income	利息收入	(39)	-
Operating cash flows before movements in working capital	營運資金變動前之經營現金流	(79,405)	(10,538)
Decrease (increase) in trade and other receivables	應收貿易及其他賬款之 減少(增加)	666	(426)
Increase (decrease) in trade and other payables	應付貿易及其他賬款之 增加(減少)	2,191	(42)
Net cash used in operating activities	經營業務所耗之現金淨額	(76,548)	(11,006)
Investing activities	投資活動		
Deposit paid for acquisition of a subsidiary	就收購一間附屬公司 已付按金	(35,001)	-
Acquisition of property, plant and equipment	收購物業、廠房及設備	(12,039)	(1,959)
Acquisition of a subsidiary	收購一間附屬公司	(8,948)	-
Interest received	已收利息	39	-
Deposit paid for acquisition of a car license	收購車牌已付按金	-	(1,520)
Net cash used in investing activities	投資活動所用現金淨額	(55,949)	(3,479)
Financing activities	融資活動		
Proceeds from issue of shares	發行股份所得款項	127,440	44,100
Share issue expenses	股份發行開支	(2,549)	-
Net cash from financing activities	融資活動所得現金淨額	124,891	44,100
Net (decrease) increase in cash and cash equivalents	現金及現金等額之(減少) 增加淨額	(7,606)	29,615
Cash and cash equivalents at the beginning of the year/period	年/期初之現金及現金等額	32,475	2,860
Cash and cash equivalents at the end of the year/period, represented by bank balances and cash	年/期結之現金及現金等額， 包括銀行結餘及現金	24,869	32,475

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

1. GENERAL

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands and its shares are listed on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”). The immediate holding company is Global Strategic (Holding) Group Limited since 2 September 2014, which is a private limited company established in Samoa. The directors of the Company consider that the ultimate holding companies are Liang Tan Yi Xing International Foundation Limited and Hotex Holdings Limited since 2 September 2014, which are private limited companies established in Hong Kong. Prior to 2 September 2014, the immediate and ultimate holding company was Champion Technology Holdings Limited, a company with its shares listed on the Main Board of the Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 26.

1. 一般資料

本公司在開曼群島根據開曼群島經修訂公司法註冊成立為獲豁免有限公司，其股份在香港聯合交易所有限公司（「交易所」）創業板（「創業板」）上市。環球戰略（控股）有限公司自二零一四年九月二日起成為直接控股公司，其為於薩摩亞成立私人有限公司。本公司董事認為，兩彈一星國際基金會有限公司及鴻昌集團有限公司自二零一四年九月二日起成為最終控股公司，其為於香港成立之私人有限公司。於二零一四年九月二日前，其直接及最終控股公司為冠軍科技集團有限公司，其股份於交易所主板上市。本公司註冊辦事處及主要營業地點之地址已於年報內企業資訊一節中披露。

綜合財務報表乃以港元呈列，而港元亦為本公司之功能貨幣。

本公司為一間投資控股公司，其附屬公司之主要業務載於附註26。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

During the period ended 31 December 2014, the financial year end date of the Group was changed from 30 June to 31 December because the Directors of the Company determined to bring the financial year end date of the Group in line with that of the ultimate holding companies. The consolidated financial statements for the current year cover the twelve month period ended 31 December 2015. The corresponding comparative amounts shown for the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes cover the six month period ended 31 December 2014 and therefore may not be comparable with amounts shown for the current year.

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

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year.

Amendments to HKAS 19	Defined benefit plans: Employee contributions
Amendments to HKFRSs	Annual improvements to HKFRSs 2010 –2012 cycle
Amendments to HKFRSs	Annual improvements to HKFRSs 2011 –2013 cycle

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

2. 綜合財務報表之編製基準

於截至二零一四年十二月三十一日止期間，本集團之財政年度年結日由六月三十日改為十二月三十一日，因為本公司董事決定將本集團之財政年度年結日與最終控股公司之年結日調整一致。本年度之綜合財務報表涵蓋截至二零一五年十二月三十一日止之十二個月期間。綜合損益及其他全面收益表、綜合權益變動表、綜合現金流量表及相關附註所示之對應比較金額涵蓋截至二零一四年十二月三十一日止六個月期間，故此可能無法與本年度之所示金額比較。

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

本集團於當前年度首次採用下列香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則修訂本。

香港會計準則	定額福利計劃：
第19號修訂本	僱員供款
香港財務報告準則	二零一零年至
修訂本	二零一二年
	周期的年度改進
香港財務報告準則	二零一一年至
修訂本	二零一三年
	周期的年度改進

於當前年度應用該等香港財務報告準則修訂本對本集團於當前報告期間及過往年度之財務表現及狀況及／或綜合財務報表所載披露並無重大影響。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

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

New and revised HKFRSs in issue but not yet effective

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 ¹
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations ³
Amendments to HKAS 1	Disclosure initiative ³
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation ³
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants ³
Amendments to HKAS 27	Equity method in separate financial statements ³
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Applying the consolidation and exception ³
Amendments to HKFRSs	Annual improvements to HKFRSs 2012 – 2014 cycle ³

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團尚無提早採納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	來自客戶合約之收益 ¹
香港財務報告準則第11號修訂本	收購共同營運權益之會計處理 ³
香港會計準則第1號修訂本	披露主動性 ³
香港會計準則第16號及香港會計準則第38號修訂本	澄清可接納之折舊及攤銷方式 ³
香港會計準則第16號及香港會計準則第41號修訂本	農業：生產性植物 ³
香港會計準則第27號修訂本	獨立財務報表的權益法 ³
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者及其聯營公司或合營公司出售或注入資產 ³
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號修訂本	投資實體：應用綜合入賬之例外情況 ³
香港財務報告準則修訂本	香港財務報告準則二零一二年至二零一四年周期的年度改進 ³

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

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

New and revised HKFRSs in issue but not yet effective (Continued)

- 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 2016, with earlier application permitted.

HKFRS 9 “Financial instruments”

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities for derecognition, and further amended in 2013 to include the new requirements for hedge accounting. Another revised version of HKFRS 9 was issued in 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a ‘fair value through other comprehensive income’ (“FVTOCI”) measurement category for certain simple debt instruments.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

- 1 於二零一八年一月一日或以後開始之年度期間生效，允許提早應用。
- 2 於二零一六年一月一日或以後開始之首份年度香港財務報告準則財務報表生效，允許提早應用。
- 3 於二零一六年一月一日或以後開始之年度期間生效，允許提早應用。

香港財務報告準則第9號「金融工具」

於二零零九年頒佈的香港財務報告準則第9號引入財務資產分類及計量的新規定。香港財務報告準則第9號於二零一零年作出修訂，加入有關金融負債分類及計量及有關終止確認的規定，並於二零一三年作出進一步修訂，加入有關對沖會計處理方法的新規定。於二零一四年頒佈的香港財務報告準則第9號的另一個經修訂版本主要加入a)財務資產的減值規定及b)藉為若干簡單債務工具引入透過「按公平值計入其他全面收益」（「按公平值計入其他全面收益」）計量類別，對分類及計量規定作出有限修訂。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

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

HKFRS 9 “Financial instruments” (Continued)

Key requirements of HKFRS 9 are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 “Financial instruments: Recognition and measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」（續）

香港財務報告準則第9號的主要規定載述如下：

- 屬香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認財務資產其後按攤銷成本或公平值計量。特別是目的為收合約現金流量之業務模式內所持有，及合約現金流量僅為償還本金及尚未償還本金所生利息之債項投資，一般於其後會計期間結算日按攤銷成本計量。於目的為同時收合約現金及出售財務資產的業務模式內所持有的債務工具，以及財務資產合約條款令於特定日期產生的現金流純為支付本金及未償還本金的利息的債務工具，按公平值計入其他全面收益內計量。所有其他債項投資及股本投資均於其後報告期間結算日按公平值計量。此外，根據香港財務報告準則第9號，實體可能不可撤銷地選擇在其他全面收益中呈列股權投資之公平值後期變動（持作買賣用途除外），並只在損益中確認股息收入。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

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

HKFRS 9 “Financial instruments” (Continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」（續）

- 就指定為按公平值計入損益之金融負債而言，香港財務報告準則第9號規定，因信貸風險變動應佔之金融負債公平值變動金額於其他全面收益呈列，除非在其他全面收益確認負債之信貸風險變動影響會導致或擴大損益上之會計錯配。金融負債信貸風險應佔金融負債之公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為按公平值計入損益之金融負債公平值變動全部金額於損益呈列。
- 就財務資產的減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於每結算日將預期信貸虧損及該等信貸虧損的預期變動入賬，以反映信貸風險自初始確認以來的變動。換言之，毋須再待發生信貸事件即可確認信貸虧損。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

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

HKFRS 9 “Financial instruments” (Continued)

- The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an ‘economic relationship’. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

The directors of the Company are in the process of assessing the impact on the application of HKFRS 9.

HKFRS 15 “Revenue from contracts with customers”

In July 2014, HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction contracts” and the related Interpretations when it becomes effective.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」（續）

- 一般對沖的新會計處理規定保留三類對沖會計機制。但為符合對沖會計處理的交易類型引入更大的靈活性，特別是擴闊符合對沖工具的工具類型及符合對沖會計處理的非財務項目的風險組成部份的類型。此外，效益測試已經徹底修改及以「經濟關係」原則取代。對沖效益亦不需再作追溯評估。當中亦引入有關實體風險管理活動的強化披露規定。

本公司董事正在評估應用香港財務報告準則第9號之影響。

香港財務報告準則第15號「來自客戶合約之收益」

於二零一四年七月，香港財務報告準則第15號已頒佈並建立了一個單一的綜合模型，以確認來自客戶合約的收入。當香港財務報告準則第15號生效時，將取代現時沿用的收入確認指引，包括香港會計準則第18號「收入」，香港會計準則第11號「建築合約」及相關的詮釋。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

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

HKFRS 15 “Revenue from contracts with customers” (Continued)

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

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

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

The directors of the Company are in the process of reviewing the effect of the application of HKFRS 15 on the amounts reported and disclosures made in the Group’s Financial Information.

Except for the above disclosed, the directors of the Company anticipate that the application of the new and revised standards will have no material impact on the results and the combined financial position of the Group.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第15號「來自客戶合約之收益」（續）

香港財務報告準則第15號的核心原則乃一個實體應確認收入以體現向客戶轉讓承諾貨品或服務的數額，並反映實體預期交換該等貨品或服務而應得的代價。具體來說，該準則引入了五步法來確認收入：

- 第1步：確定與一個客戶的合約
- 第2步：確定合約內的履約義務
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合約內的履約義務
- 第5步：當實體符合履約義務時確認收入

根據香港財務報告準則第15號，當一個實體符合履約義務時確認收入，即當貨品或服務按特定的履約義務轉移並由客戶「控制」時。更為規範的指引已加入香港財務報告準則第15號內以茲處理特別的情況。此外，香港財務報告準則第15號亦要求較廣泛的披露。

本公司董事正在審視應用香港財務報告準則第15號對本集團財務資料所匯報金額及所作披露之影響。

除上文所披露者外，本公司董事預期應用新訂及經修訂準則對本集團之業績及合併財務狀況將不會有重大影響。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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

The provisions of the new Hong Kong Companies Ordinance (Cap. 622) regarding preparation of accounts and directors' reports and audits became effective for the Company for the financial year ended 31 December 2015. Further, the disclosure requirements set out in the Listing Rules regarding annual accounts have been amended with reference to the new CO and to streamline with HKFRSs. Accordingly the presentation and disclosure of information in the consolidated financial statements for the financial year ended 31 December 2015 have been changed to comply with these new requirements. Comparative information in respect of the financial year ended 31 December 2014 are presented or disclosed in the consolidated financial statements based on the new requirements. Information previously required to be disclosed under the predecessor CO or Listing Rules but not under the new CO or amended Listing Rules are not disclosed in these consolidated financial statements.

The principal accounting policies are set out below:

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis. Historical costs is generally based on the fair value of the consideration given in exchange for goods and services.

4. 主要會計政策

合規聲明

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表亦載入交易所創業板證券上市規則（「上市規則」）及香港公司條例（「公司條例」）所規定之適用披露資料。

新香港公司條例（第622章）有關編製賬目及董事報告及審核之條文已對本公司截至二零一五年十二月三十一日止財政年度生效。此外，上市規則所載有關年度賬目之披露規定已參考新公司條例而修訂並藉此與香港財務報告準則精簡一致。因此，截至二零一五年十二月三十一日止財政年度綜合財務報表內之資料呈列及披露已予更改以遵守此等新規定。有關截至二零一四年十二月三十一日止財政年度之比較資料已根據新規定於綜合財務報表內呈列或披露。根據前公司條例或上市規則在以往須予披露但根據新公司條例或經修訂上市規則毋須披露之資料，在本綜合財務報表中已再無披露。

主要會計政策載列如下：

編製基準

綜合財務報表根據歷史成本基準編製。歷史成本一般是基於為換取貨品及服務而支付代價之公平價值。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation

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

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

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

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

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

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

4. 主要會計政策（續）

綜合基準

綜合財務報表包括本公司及本公司及其附屬公司所控制實體之財務報告。倘屬以下情況，則本公司取得控制權：

- 可對投資對象行使權力；
- 藉參與投資對象的業務而可或有權獲得可變回報；及
- 有能力行使其權力而影響其回報。

倘事實及情況顯示以上所列控制權三個要素之一個或多個有所變動，本集團會重估其是否控制投資對象。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及支出乃自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日為止。

於有需要時會調整附屬公司之財務報告，使其會計政策與本集團所採用者一致。

本集團內公司間之資產及負債、權益、收入、開支以及有關本集團成員公司間交易之現金流量已於綜合賬目時全數對銷。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business and net of discounts.

Sales of goods are recognised when goods are delivered and title has passed.

Service income is recognised when services are rendered.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the provision of services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

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

Land and buildings	5%
Computer system and equipment	20% – 33 $\frac{1}{3}$ %
Furniture and fixtures	20% – 33 $\frac{1}{3}$ %
Leasehold improvements	20%
Motor vehicles	20%

4. 主要會計政策（續）

收益之確認

收益按已收或應收代價之公平價值計量，即相當於日常業務中已售貨品及提供服務之應收賬款及減去折扣後之金額。

貨品銷售於交付貨品及轉移擁有權時確認。

服務收入乃於服務已提供時確認。

金融資產之利息收入於經濟利益可能流入本集團及收入金額能夠可靠計量時確認。利息收入乃根據未償還本金額及適用之實際利率（即於金融資產預計有效年期內將估計未來現金收款貼現至該資產於初始確認時訂定之賬面淨值之比率）並以時間基準計算。

物業、廠房及設備

物業、廠房及設備（包括持作提供服務或用作行政用途的土地及樓宇）乃按成本值減除其後之累計折舊及累計減值虧損（如有）後於綜合財務狀況表列賬。

為撇銷物業、廠房及設備項目之成本值（扣除餘值），故以直線法，按其估計可使用年期及以下年率予以折舊：

土地及樓宇	5%
電腦系統及設備	20% – 33 $\frac{1}{3}$ %
傢俬及裝置	20% – 33 $\frac{1}{3}$ %
租賃裝修	20%
汽車	20%

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment (Continued)

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

Intangible assets

On initial recognition, intangible assets acquired are recognised at cost at the acquisition date. After initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent impairment losses.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Leasing

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

The Group as lessee

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

4. 主要會計政策（續）

物業、廠房及設備（續）

物業、廠房及設備項目會在出售或當預期繼續使用資產不會帶來未來經濟利益時解除確認。出售物業、廠房及設備項目或停止使用產生之任何收益或虧損被釐定為銷售所得款項與資產賬面值間之差額，於損益確認。

無形資產

於初步確認時，無形資產於收購日期按成本確認。於初步確認後，有限可使用年期之無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。有限可使用年期之無形資產於其估計可使用年期以直線法攤銷。獨立收購之無限可使用年期之無形資產乃按成本減任何其後減值虧損計算。

剔除確認無形資產所產生損益乃按出售所得款項淨額與資產賬面值之差額計算，於剔除確認資產時在該期間的損益確認。

租賃

凡租賃條款將擁有權之所有風險及回報大致轉移至承租人之租賃，均列作融資租賃。所有其他租賃均列作經營租賃。

本集團作為承租人

經營租賃款項於相關租期按直線基準確認為開支。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Research expenditures

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Financial instruments

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

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

Financial assets

The Group's financial assets are classified as loans and receivables. The accounting policies are set out below.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

4. 主要會計政策（續）

研究開支

研究活動之開支於產生期間確認為開支。

金融工具

當集團實體成為有關工具合約條款之一方時，會在綜合財務狀況表上確認金融資產及金融負債。

金融資產和金融負債在初始確認時會以公平價值進行計量。直接歸屬於購置或發行金融資產及金融負債之交易費用，在初始確認時按適用情況計入或扣自各金融資產或金融負債之公平價值。

金融資產

本集團之金融資產分類為貸款及應收款項。會計政策載列如下。

實際利率法

實際利率法為計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率指可將金融資產在預計有效年期或較短年期（如適用）內之估計未來現金收入準確貼現至初始確認時之賬面淨值之比率。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

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

Impairment of financial assets

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

For certain categories of financial assets, such as trade receivables, assets are assessed for impairment on a collective basis even if they were assessed not to be impaired individually. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and an increase in the number of delayed payments in the portfolio past the average credit period.

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

4. 主要會計政策（續）

金融工具（續）

金融資產（續）

貸款及應收賬款

貸款及應收賬款指並非於活躍市場報價而具有固定或可確定付款之非衍生金融資產。於初始確認後，貸款及應收賬款（包括貿易及其他應收賬款、銀行結餘及現金）乃按使用實際利率法之已攤銷成本並扣除任何減值列賬。

金融資產之減值

金融資產會於報告期完結時評估有否出現減值跡象。當有客觀證據顯示金融資產之估計未來現金流因初始確認後發生之一項或多項事件而受到影響時，即會對該金融資產確認減值。

就若干金融資產類別（如應收貿易賬款）而言，該等資產為會彙集一併作減值評估，即使該等資產被評定為不會作出個別減值。為應收賬款組合作出減值之客觀證據包括本集團過往之收款經驗及組合內延遲付款超過平均信貸期之數量有所增加。

就按攤銷成本列賬之金融資產而言，所確認之減值虧損金額按資產之賬面值及估計未來現金流按原有實際利率貼現之現值之差額計量。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets.

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

Financial liabilities and equity instruments

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies in respect of financial liabilities and equity instruments are set out below.

Financial liabilities

Financial liabilities including trade and other payables are subsequently measured at amortised cost, using the effective interest method.

4. 主要會計政策（續）

金融工具（續）

金融資產之減值（續）

所有金融資產之賬面值均直接減去其減值虧損。

倘減值虧損金額其後有所減少，而有關減少在客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將於損益中予以撥回，惟該資產於減值被撥回當日之賬面值不得超過若無確認該減值時之已攤銷成本。

金融負債及權益工具

集團實體發行之金融負債及權益工具根據所訂立之合約安排之實質內容以及金融負債及權益工具之定義分類為金融負債及權益。

權益工具指能證明擁有本集團資產在減除其所有負債後之剩餘權益之任何合約。有關金融負債及權益工具會計政策載於下文。

金融負債

金融負債包括應付貿易及其他賬款，乃其後運用實際利率法以攤銷成本計量。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Equity instruments

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

Derecognition

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

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

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

4. 主要會計政策（續）

金融工具（續）

金融負債及權益工具（續）

權益工具

本公司發行之權益工具按實得款項（扣除直接發行成本）入賬。

解除確認

僅當從資產收取現金流之合約權利屆滿時，或轉讓金融資產及將金融資產所有權所附帶之絕大部份風險及回報轉移予另一實體後，本集團即會解除確認該項金融資產。

全數解除確認一項金融資產時，該資產賬面值與已收及應收代價以及已在其他全面收益中確認並於權益累計之收益或虧損總額間之差額於損益中確認。

當及僅當本集團之義務解除、取消或到期時，本集團方解除確認金融負債。解除確認之金融負債之賬面值與已付或應付代價間之差額於損益中確認。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation

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

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

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

4. 主要會計政策（續）

稅項

所得稅支出指即期應付稅項及遞延稅項之總和。

本期應付稅項乃按本年度／期間應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所報「除稅前虧損」不同，此乃由於前者不包括於其他年度應課稅或可扣稅之收入及開支，並且摒除永不用課稅或永不可扣稅之項目。本集團之即期稅項乃於報告期完結時已頒佈或實質上已頒佈之稅率計算。

遞延稅項按就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用之相應稅基之臨時差額確認。遞延稅項負債一般就所有應課稅臨時差額確認，遞延稅項資產一般就所有可扣稅臨時差額確認，直至應課稅溢利可用作抵銷該等可扣稅臨時差額。若於一項交易中初始確認資產及負債致使臨時差異既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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

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

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

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

Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income.

4. 主要會計政策（續）

稅項（續）

有關於附屬公司之投資之應課稅臨時差額確認為遞延稅負債，除非本集團能夠控制臨時差額之撤回而臨時差額很可能在可見未來將不會被撤回則除外。與該等投資有關之可扣稅臨時差額所產生之遞延稅項資產僅會在有充足之應課稅溢利以抵銷動用臨時差額之利益且預期於可見將來可予撥回時予以確認。

遞延稅項資產之賬面值於報告期完結時作檢討，並扣減直至再無可能有足夠應課稅溢利復原全部或部份資產價值為止。

遞延稅項資產及負債乃根據報告期完結時已頒佈或實質上頒佈之稅率（及稅務法例），按預期於負債償還或資產收回期間適用之稅率計算。

遞延稅項負債及資產之計量反映本集團於報告期完結時，預期對收回或償還其資產及負債賬面值之方式產生之稅務後果。

遞延稅項會於損益確認，惟倘於遞延稅項相關之項目在其他全面收益中確認之情況除外。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment losses on tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Intangible assets with indefinite useful lives are tested for impairment at least annually and whenever there is an indication they may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

4. 主要會計政策（續）

有形及無形資產減值虧損

於報告期完結時，本集團檢討其有限可使用年期有形及無形資產之賬面值以決定是否有任何顯示該等資產受到減值虧損。如出現任何該等顯示，則應估計該資產之可回收金額以釐定其減值虧損（如有）程度。

無限可使用年期無形資產須至少每年及可能出現減值跡象時進行減值測試。

可回收金額為公平價值之較高值減銷售成本和使用價值。若某資產之可收回金額估計少於其賬面值，該資產賬面值減至其可收回金額。減值虧損隨即於損益中確認。

當減值虧損其後撥回，該資產之賬面值會增至其經修訂之估計可收回金額，惟賬面值之增加不會超過倘若該資產在過往年度並無作出減值虧損確認而釐定之賬面值。減值虧損之撥回數額隨即確認為收入。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

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

Retirement benefit costs

Payments to the defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

5. CAPITAL RISK MANAGEMENT

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

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

The directors of the Company review the capital structure on a bi-annual 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.

4. 主要會計政策（續）

外幣

於編製各個別集團實體之財務報告時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之適用匯率確認。於報告期完結時，以外幣列值之貨幣項目均按該日之適用匯率重新換算。

結算貨幣項目及重新換算貨幣項目時所產生之匯兌差額會於所產生期間之損益中確認。

退休福利成本

定額供款退休福利計劃之供款於僱員提供服務令其合資格享有供款時確認為支出。

5. 資本風險管理

本集團管理其資本，以確保本集團內各實體將能夠以持續經營方式營運，同時亦透過達至負債與股本之最佳平衡而為股東爭取最高回報。本集團之整體策略與上年度一致。

本集團之資本結構由本公司擁有人應佔權益組成，當中包括已發行股本及儲備。

本公司董事每半年審閱資本結構。作為審閱之一部份，董事會考慮資本成本及各股本類別之相關風險。根據董事之建議，本集團將透過發行新股份、回購股份及發行新債，以平衡整體資本結構。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

6. FINANCIAL INSTRUMENTS

Categories of financial instruments

Financial assets	金融資產
Loans and receivables (including bank balances and cash)	貸款及應收款項 (包括銀行結餘及現金)
Financial liabilities	金融負債
Amortised cost	已攤銷成本

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, bank balances and cash, deposit paid for acquisitions and trade and other payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances.

The directors of the Company consider the Group's exposure to interest rate risk is not significant and therefore no sensitivity analysis has been prepared.

6. 金融工具

金融工具類別

	2015 二零一五 HK\$'000 千港元	2014 二零一四 HK\$'000 千港元
Financial assets		
Loans and receivables (including bank balances and cash)	59,951	34,484
Financial liabilities		
Amortised cost	3,244	1,063

財務風險管理目標及政策

本集團之主要金融工具包括應收貿易及其他賬款、銀行結餘及現金、已付收購按金以及應付貿易及其他賬款。該等金融工具詳情於相關附註披露。有關該等金融工具附帶之風險及減低該等風險之政策載於下文。管理層管理及監察該等風險，以確保能適時及有效採取適當措施。

利率風險

本集團面對與浮息銀行結餘有關之現金流利率風險。

本公司董事認為本集團承擔之利率風險並不重大，因此並無編製敏感度分析。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Credit risk

As at 31 December 2015, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk in relation to trade receivables, the management will only advance credit to customers with good credit history. In addition, the management reviews the recoverable amount of each individual debt at the end of the reporting period, taking into account of future discounted cash flows, to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Credit risk is concentrated to a small number of debtors. However, the management considers, based on the good credit history and the long term business relationship with the debtor, there is no significant credit risk.

The credit risk on liquid funds is minimal as such amounts are placed in banks with good reputation in Hong Kong.

6. 金融工具（續）

財務風險管理目標及政策（續）

信貸風險

於二零一五年十二月三十一日，本集團因對方未能履行責任導致本集團產生財務虧損而須承受之最大信貸風險，乃由綜合財務狀況表所列個別已確認金融資產之賬面值所產生。

為了降低有關應收貿易款項之信貸風險，管理層僅向具有良好信貸記錄之客戶給予信貸期。此外，管理層亦於報告期完結時檢討各個別債項之可收回金額（計及未來之貼現現金流），以確保就不可收回款項作出足夠減值虧損。就此，本公司董事認為，本集團之信貸風險已大幅減少。

信貸風險集中於少數債務人。然而，管理層認為基於債務人之良好信貸記錄及與債務人之長期業務關係，本集團並無重大信貸風險。

由於流動資金存放於香港信譽良好之銀行，故流動資金之信貸風險極微。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Foreign currency risk

Foreign currency risk refers to the risk that movement in foreign currency exchange rate which will affect the Group's financial results and its cash flows. Certain trade receivables and bank balances of the Group are denominated in foreign currencies. The Group does not engage in any foreign currency hedging activities. However, the management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise.

Several subsidiaries of the Company have foreign currency denominated monetary assets which expose the Group to foreign currency risk.

The carrying amounts of the group entities' foreign currency denominated monetary assets at the end of the reporting period are as follows:

Renminbi ("RMB")	人民幣（「人民幣」）
United States dollar ("US\$")	美元（「美元」）
Macau Pataca ("MOP")	澳門幣（「澳門幣」）

The group entities are mainly exposed to foreign currency risk in RMB, US\$ and MOP. Under the pegged exchange rate system, the financial exposure on exchange rate fluctuation between HK\$ and US\$, and between HK\$ and MOP are considered insignificant by the directors. The directors of the Company consider the Group's exposure to currency risk is not significant and therefore no sensitivity analysis has been prepared.

6. 金融工具（續）

財務風險管理目標及政策（續）

外幣風險

外幣風險指影響本集團財務業績及其現金流之外幣匯率變動風險。本集團若干應收貿易賬款及銀行結餘以外幣計值。本集團並無涉及任何外幣對沖活動。然而，管理層會密切監察其相關外匯風險，並將於有需要時考慮對沖重大之外幣風險。

本公司多家附屬公司持有以外幣計值之貨幣資產，令本集團面對外幣風險。

集團實體以外幣計值之貨幣資產於報告期末之賬面值如下：

		Assets 資產	
		2015 二零一五 HK\$'000 千港元	2014 二零一四 HK\$'000 千港元
Renminbi ("RMB")	人民幣（「人民幣」）	759	-
United States dollar ("US\$")	美元（「美元」）	147	24,982
Macau Pataca ("MOP")	澳門幣（「澳門幣」）	24	30

集團實體主要承擔之外幣風險來自人民幣、美元及澳門幣。根據聯繫匯率機制，董事認為港元與美元、港元與澳門幣匯兌波動之財務風險極微。本公司董事認為，本集團承擔之貨幣風險並不重大，因此並無編製敏感度分析。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Foreign currency risk (Continued)

No sensitivity analysis on the HK\$ against RMB is prepared as the directors of the Company consider the impact of such foreign currency risk is insignificant.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

6. 金融工具（續）

財務風險管理目標及政策（續）

外幣風險（續）

概無編製港元對人民幣之敏感度分析，因為本公司董事認為有關外幣風險之影響微小。

流動資金風險

為管理流動資金風險，本集團將現金及現金等額監控及維持於管理層認為足夠之水平，為本集團之業務提供資金及緩和現金流變動之影響。

下表載列本集團之金融負債餘下之合約到期詳情。該表乃根據本集團須支付款項最早日期之金融負債未貼現現金流編製。

	On demand	1 – 3 months	Total undiscounted cash flows	Carrying amount at 31 December 2015
	按通知	1至3個月	未貼現現金流總額	於二零一五年十二月三十一日之賬面值
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
At 31 December 2015				
Trade and other payables	-	3,244	3,244	3,244

於二零一五年
十二月三十一日
應付貿易及其他賬款

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

	On demand	1 – 3 months	Total undiscounted cash flows	Carrying amount at 31 December 2014
	按通知	1至3個月	未貼現現金 流總額	於二零一四年 十二月三十一日 之賬面值
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
At 31 December 2014	於二零一四年 十二月三十一日			
Other payables	應付其他款項	-	1,063	1,063

Fair value

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flows.

The directors consider the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

No analysis of fair value measurements is presented as the Group does not have financial instruments that are measured subsequent to initial recognition at fair value in the consolidated financial statements.

7. REVENUE AND SEGMENT INFORMATION

Revenue

Revenue represents the amounts received and receivable for goods sold in respect of its commodity trading business and services rendered in establishing and providing secure electronic payment processing platform.

6. 金融工具（續）

財務風險管理目標及政策（續）

流動資金風險（續）

	On demand	1 – 3 months	Total undiscounted cash flows	Carrying amount at 31 December 2014
	按通知	1至3個月	未貼現現金 流總額	於二零一四年 十二月三十一日 之賬面值
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
At 31 December 2014	於二零一四年 十二月三十一日			
Other payables	應付其他款項	-	1,063	1,063

公平價值

金融資產及金融負債之公平價值根據貼現現金流按公認定價模式釐定。

董事認為按攤銷成本於綜合財務報表列賬之金融資產及金融負債賬面值與其公平價值相若。

由於本集團並無於初始確認後在綜合財務報表按公平價值計量之金融工具，故並未呈列公平價值計量之分析。

7. 收益及分類資料

收益

收益指就商品貿易業務中已售貨品以及成立及提供安全電子付款程序平台已提供服務之已收及應收金額。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

7. REVENUE AND SEGMENT INFORMATION

(Continued)

Revenue (Continued)

The revenue of the Group comprises the following:

Commodity trading	商品貿易
IT solution services	資訊科技解決方案服務

Segment information

The operating segments have been identified on the basis of internal management reports prepared in accordance with accounting policies conforming to HKFRSs, that are regularly reviewed by the executive directors of the Company, for the purpose of allocating resources to segments and assessing their performance. Specifically, the Group's operating and reportable segments under HKFRS 8 Operating Segments are identified as follows:

- Commodity trading – includes income from trading of copper
- IT solution services – including services rendered in establishing and providing secure electronic payment processing platform

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies. Segment results represent the loss before taxation earned by each segment, excluding unallocated income and expenses such as central administration costs and directors' salaries. This is the measure reported to the executive directors of the Company, the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance.

7. 收益及分類資料（續）

收益（續）

本集團之收益包括下列各項：

1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日 HK\$'000 千港元	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日 HK\$'000 千港元
216,802	24,898
266	967
217,068	25,865

分類資料

經營分類乃基於遵循香港財務報告準則之會計政策而編製之內部管理報告予以識別，由本公司執行董事定期審閱，以向分類分配資源及評估其表現。具體而言，本集團根據香港財務報告準則第8號經營分類識別出以下兩個經營及可報告分類：

- 商品貿易—包括銅金屬貿易之收入
- 資訊科技解決方案服務—包括就成立及提供安全電子付款程序平台

提供之服務經營及可報告分類之會計政策與本集團會計政策相同。分類業績指各分類賺取之除稅前虧損（不包括中央行政成本及董事酬金等未分配收入及開支）。此乃就資源分配及評估分類表現向本公司執行董事（主要營運決策人）匯報之方法。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

7. REVENUE AND SEGMENT INFORMATION

(Continued)

Segment information (Continued)

Information regarding the above segments is reported below:

7. 收益及分類資料（續）

分類資料（續）

有關上述分類資料呈報如下：

		Commodity trading	IT solution services	Consolidated
		商品貿易	資訊科技 解決方案服務	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
For the year ended	截至二零一五年			
31 December 2015	十二月三十一日止年度			
REVENUE	收益			
External and total revenue	對外銷售及總收益	216,802	266	217,068
RESULTS	業績			
Segment result	分類業績	(9)	(2,229)	(2,238)
Unallocated expenses, net	未分配開支淨額			(79,217)
Loss before taxation	除稅前虧損			(81,455)
For the period from	二零一四年七月一日至			
1 July 2014 to	二零一四年十二月			
31 December 2014	三十一日期間			
REVENUE	收益			
External and total revenue	對外銷售及總收益	24,898	967	25,865
RESULTS	業績			
Segment result	分類業績	(19)	(488)	(507)
Unallocated expenses, net	未分配開支淨額			(10,064)
Loss before taxation	除稅前虧損			(10,571)

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

7. REVENUE AND SEGMENT INFORMATION

(Continued)

7. 收益及分類資料（續）

Segment information (Continued)

分類資料（續）

		Commodity trading 商品貿易 HK\$'000 千港元	IT solution services 資訊科技 解決方案服務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 合計 HK\$'000 千港元
For the year from 31 December 2015	截至二零一五年十二月三十一日止年度				
Amounts included in the measure of segment profit or loss:	納入計量分類損益之金額：				
Depreciation	折舊	-	-	1,789	1,789
Amortisation	攤銷	-	300	-	300
For the period from 1 July 2014 to 31 December 2014	二零一四年七月一日至二零一四年十二月三十一日期間				
Amounts included in the measure of segment profit or loss:	納入計量分類損益之金額：				
Depreciation	折舊	-	3	30	33

No assets and liabilities are included in segment reporting as they are not regularly reviewed by the executive directors of the Company.

Geographical information

All of the Group's revenue and non-current assets by location of customers or by location of assets are within the People's Republic of China (the "PRC"), including Hong Kong and Macau.

由於本公司執行董事未有就資產及負債進行定期審閱，故未有將其納入分類報告內。

地區資料

按客戶所在地或按資產所在地劃分之本集團所有收益及非流動資產均位於中華人民共和國（「中國」），包括香港及澳門。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

8. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

During the year, included in staff costs of HK\$47,932,000 (1.7.2014 to 31.12.2014: HK\$6,924,000) are emoluments paid to directors of the Company, details of which are set out below:

Directors' emoluments

Year ended 31 December 2015

		Fees	Salaries and other benefits	Performance related incentive payments	Retirement benefits scheme contributions	Total directors' emoluments
		袍金	薪金及其他福利	與表現相關獎金	退休福利計劃供款	董事酬金總額
		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
				(Note a) (附註a)		
Name of executive directors (Note f)	執行董事姓名(附註f)					
Wei Yue Tong	魏月童	-	3,600	10,200	-	13,800
Weng Lin Lei	翁凜磊	-	1,200	5,050	-	6,250
Fan Wei Guo	范衛國	-	1,200	5,050	-	6,250
Zheng Jian Peng	鄭健鵬	-	1,920	5,110	18	7,048
Leung Tsz Man (Note b)	梁子汶(附註b)	-	469	-	6	475
Name of non-executive director (Note g)	非執行董事姓名(附註g)					
Zheng Zhu Ping	鄭祝平	600	600	5,050	18	6,268
Name of independent non-executive directors (Note h)	獨立非執行董事姓名(附註h)					
Chiu Wai Piu	焦惠標	120	-	360	-	480
Leung Oh Man, Martin	梁傲文	120	-	360	-	480
Kwan Sin Yee	關倩兒	120	-	360	-	480
Sun Zhi Jun (Note b)	孫志軍(附註b)	38	-	-	-	38
Huang Yu Jun (Note b)	黃玉君(附註b)	38	-	-	-	38
		1,036	8,989	31,540	42	41,607

8. 董事、行政總裁及僱員酬金

年內，員工成本47,932,000港元（二零一四年七月一日至二零一四年十二月三十一日：6,924,000港元）包括已付本公司董事酬金，詳情載於下文：

董事酬金

截至二零一五年十二月三十一日止年度

綜合財務報表附註 (續)

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

8. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

Directors' emoluments (Continued)

Period from 1 July 2014 to 31 December 2014

Name of executive directors (Note f)	Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及其他福利 HK\$'000 千港元	Performance related incentive payments 與表現相關獎金 HK\$'000 千港元 (Note a) (附註a)	Retirement benefits scheme contributions 退休福利計劃供款 HK\$'000 千港元	Total directors' emoluments 董事酬金總額 HK\$'000 千港元
Wei Yue Tong (Note c)	-	600	1,000	-	1,600
Weng Lin Lei (Note c)	-	200	500	-	700
Fan Wei Guo (Note d)	-	225	500	-	725
Zheng Jian Peng (Note d)	-	375	500	5	880
Paul Kan Man Lok (Note e)	-	35	-	-	35
Shirley Ha Suk Ling (Note e)	-	257	123	5	385
Name of non-executive director (Note g)					
Zheng Zhu Ping (Note c)	100	100	500	3	703
Name of independent non-executive directors (Note h)					
Chiu Wai Piu (Note c)	20	-	-	-	20
Leung Oh Man, Martin (Note c)	20	-	-	-	20
Kwan Sin Yee (Note c)	20	-	-	-	20
Leo Kan Kin Leung (Note e)	3	5	-	-	8
Lai Yat Kwong (Note e)	3	5	-	-	8
Shao Xiang Ming (Note e)	9	14	-	-	23
Alec Ho Yat Wan (Note e)	9	14	-	-	23
Kong Siu Chee (Note e)	9	14	-	-	23
	193	1,844	3,123	13	5,173

Notes:

- (a) The performance related incentive payments are discretionary and decided by the board of directors.
- (b) Ms. Leung Tsz Man, Mr. Sun Zhi Jun and Ms. Huang Yu Jun were appointed on 24 August 2015.
- (c) Mr. Wei Yue Tong, Mr. Weng Lin Lei, Mr. Zheng Zhu Ping, Mr. Chiu Wai Piu, Mr. Leung Oh Man, Martin and Ms. Kwan Sin Yee were appointed on 16 October 2014.
- (d) Mr. Fan Wei Guo and Mr. Zheng Jian Peng were appointed on 3 October 2014.
- (e) Prof. Paul Kan Man Lok, Ms. Shirley Ha Suk Ling, Mr. Leo Kan Kin Leung, Mr. Lai Yat Kwong, Ms. Shao Xiang Ming, Mr. Alec Ho Yat Wan and Mr. Kong Siu Chee were resigned on 16 October 2014.

附註:

- (a) 按工作表現發放之獎金由董事會酌情釐定。
- (b) 梁子汶女士、孫志軍先生及黃玉君女士於二零一五年八月二十四日獲委任。
- (c) 魏月童先生、翁凜磊先生、鄭祝平先生、焦惠標先生、梁傲文先生及關倩兒女士於二零一四年十月十六日獲委任。
- (d) 范衛國先生及鄭健鵬先生於二零一四年十月三日獲委任。
- (e) 簡文樂教授、夏淑玲女士、簡堅良先生、黎日光先生、邵向明女士、何逸雲先生及江紹智先生於二零一四年十月十六日辭任。

8. 董事、行政總裁及僱員酬金 (續)

董事酬金 (續)

二零一四年七月一日至二零一四年十二月三十一日期間

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

8. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

Directors' emoluments (Continued)

Notes: (Continued)

- (f) The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.
- (g) The non-executive director's emoluments shown above were mainly for the services as director of the Company and its subsidiaries.
- (h) The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

Five highest paid individuals

The five highest paid individuals includes five directors (1.7.2014 to 31.12.2014: four directors and Ms. Shirley Ha Suk Ling) whose emoluments are reflected in the analysis presented above. The total emoluments paid to Ms. Shirley Ha Suk Ling as the capacity of an employee during the six month period ended 31 December 2014 were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefits scheme contributions	退休福利計劃供款

8. 董事、行政總裁及僱員酬金（續）

董事酬金（續）

附註：（續）

- (f) 以上所載執行董事之薪金乃主要針對彼等對本公司及本集團管理事務提供之服務。
- (g) 以上所載非執行董事之薪金乃主要針對彼等作為本公司及其附屬公司董事之服務。
- (h) 以上所載獨立非執行董事之薪金乃主要針對彼等作為本公司董事之服務。

五名最高薪人士

五名最高薪人士包括五名董事（二零一四年七月一日至二零一四年十二月三十一日：四名董事及夏淑玲女士），其酬金已分析呈列於上文。截至二零一四年十二月三十一日止六個月期間內因夏淑玲女士之僱員身份而向其支付之酬金總額詳情如下：

1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日 HK\$'000 千港元	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日 HK\$'000 千港元
-	313
-	4
-	317

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

8. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

Five highest paid individuals (Continued)

The emoluments were within the following band:

Nil – HK\$1,000,000

僱員之酬金介乎下列範圍：

無 – 1,000,000港元

During the year and the six month period ended 31 December 2014, no emoluments were paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors have waived any emoluments during the year and the six month period ended 31 December 2014.

8. 董事、行政總裁及僱員酬金（續）

五名最高薪人士（續）

Number of employees
僱員人數

1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日
-	1

於本年度及截至二零一四年十二月三十一日止六個月，本集團概無向本公司董事或五名最高薪人士支付酬金，作為加入本集團或加入本集團時之報酬或離職補償。於本年度及截至二零一四年十二月三十一日止六個月，董事概無放棄任何酬金。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

9. TAXATION

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Company and its subsidiaries have no assessable profits in the current year or the six month period ended 31 December 2014.

The taxation for the year/period can be reconciled to the loss per the consolidated statement of profit or loss and other comprehensive income as follows:

9. 稅項

由於本公司及其附屬公司於本年度或截至二零一四年十二月三十一日止六個月並無可評估溢利，因此綜合財務報表並無作出任何香港利得稅撥備。

本年度／期間之稅項與載於綜合損益及其他全面收益表之虧損對賬如下：

		1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日 HK\$'000 千港元	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日 HK\$'000 千港元
Loss before taxation	除稅前虧損	(81,455)	(10,571)
Tax credit at Hong Kong Profits Tax rate of 16.5% (2014: 16.5%)	按香港利得稅率16.5% (二零一四年：16.5%) 計算之稅項抵免	(13,440)	(1,744)
Tax effect of expenses not deductible for tax purposes	不獲稅項減免支出之 稅務影響	2,508	177
Tax effect of income not taxable for tax purposes	免稅收入之稅務影響	(13)	(24)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	11,648	1,591
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營 附屬公司之不同稅率之 影響	(210)	-
Others	其他	(493)	-
Taxation for the year/period	本年度／期間之稅項	-	-

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

10. LOSS FOR THE YEAR/PERIOD

10. 本年度／期間虧損

		1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日 HK\$'000 千港元	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日 HK\$'000 千港元
Loss for the year/period has been arrived at after charging:	本年度／期間虧損已扣除：		
Auditor's remuneration	核數師酬金	724	600
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,789	33
Amortisation of intangible assets	無形資產攤銷	300	-
Operating lease rentals in respect of rented premises	就租賃物業之經營租賃支出	4,344	219
Research expenditures, including staff costs of HK\$436,000 (1.7.2014 to 31.12.2014: HK\$610,000)	研究開支，包括僱員成本436,000港元 (二零一四年七月一日至二零一四年十二月三十一日：610,000港元)	459	625
and after crediting:	及已計入：		
Interest income	利息收入	39	-

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

11. LOSS PER SHARE

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

Loss for the year/period attributable to owners of the Company for the purpose of basic loss per share	就計算每股基本虧損之本公司擁有人應佔本年度／期間虧損
--	----------------------------

Weighted average number of ordinary shares for the purpose of basic loss per share	就計算每股基本虧損之普通股加權平均數
--	--------------------

The weighted average number of shares for the purpose of calculating basic loss per share for the six month period ended 31 December 2014 has been retrospectively adjusted in connection to the one-for-twenty subdivision of shares which became effective in January 2015.

No diluted loss per share is presented as there were no potential ordinary shares in issue throughout the year/period.

11. 每股虧損

本公司擁有人應佔每股基本虧損乃根據以下數據計算：

1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日 HK\$'000 千港元	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日 HK\$'000 千港元
(81,455)	(10,571)
'000 千股	'000 千股 (restated) (經重列)
3,930,411	3,157,377

就計算截至二零一四年十二月三十一日止六個月的每股基本虧損之加權平均股數已就股份分拆（一股拆細為二十股）於二零一五年一月生效作出追溯調整。

概無呈列每股攤薄虧損，因為本年度／期間並無潛在已發行普通股。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Land and buildings 土地及樓宇 HK\$'000 千港元	Computer system and equipment 電腦系統及設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST	成本						
At 1 July 2014	於二零一四年七月一日	-	762	8	-	-	770
Additions	添置	-	325	107	720	807	1,959
At 31 December 2014	於二零一四年十二月三十一日	-	1,087	115	720	807	2,729
Additions	添置	3,302	328	190	1,999	6,220	12,039
Disposals	出售	-	(762)	(8)	-	-	(770)
Exchange adjustment	匯兌調整	(79)	-	-	(44)	-	(123)
At 31 December 2015	於二零一五年十二月三十一日	3,223	653	297	2,675	7,027	13,875
DEPRECIATION	折舊						
At 1 July 2014	於二零一四年七月一日	-	762	8	-	-	770
Provided for the period	期內撥備	-	6	2	12	13	33
At 31 December 2014	於二零一四年十二月三十一日	-	768	10	12	13	803
Provided for the year	年內撥備	68	113	35	271	1,302	1,789
Eliminated on disposals	出售時撇銷	-	(762)	(8)	-	-	(770)
Exchange adjustment	匯兌調整	(1)	-	-	-	-	(1)
At 31 December 2015	於二零一五年十二月三十一日	67	119	37	283	1,315	1,821
CARRYING VALUES	賬面值						
At 31 December 2015	於二零一五年十二月三十一日	3,156	534	260	2,392	5,712	12,054
At 31 December 2014	於二零一四年十二月三十一日	-	319	105	708	794	1,926

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

13. INTANGIBLE ASSETS

13. 無形資產

		Car license	Cost of mobile application	Total
		車牌	流動應用程式成本	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
COST	成本			
At 1 January 2015	於二零一五年一月一日	-	-	-
On acquisition of a subsidiary	收購附屬公司	-	9,000	9,000
Transfer	轉讓	1,520	-	1,520
At 31 December 2015	於二零一五年十二月三十一日	1,520	9,000	10,520
AMORTISATION	攤銷			
At 1 January 2015	於二零一五年一月一日	-	-	-
Charge for the year	年內扣除	-	300	300
At 31 December 2015	於二零一五年十二月三十一日	-	300	300
CARRYING VALUE	賬面值			
At 31 December 2015	於二零一五年十二月三十一日	1,520	8,700	10,220
At 31 December 2014	於二零一四年十二月三十一日	-	-	-

The amount of car license was transferred from deposit paid for acquisitions during the year. The directors are of the opinion that the car license has an indefinite useful life as the car license is subjected to annual renewal and hence no amortisation is provided. At the end of the reporting period, the car license is measured using cost model.

The cost of mobile application represents the web-based and mobile application platform for designing and sales of garments as acquired in November 2015. The cost of mobile application has finite useful life and is amortised on a straight-line basis over 5 years.

年內，車牌之金額由從已付收購按金轉移。董事認為，鑒於車牌須每年續領，其可使用年期為無限，因此並無計提攤銷。於報告期末，車牌乃採用成本模式計量。

流動應用程式成本代表於二零一五年十一月所收購之服裝設計及銷售平台之網絡及流動應用程式之成本。流動應用程式成本具有有限可使用年期並以直線法按五年攤銷。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

14. DEPOSIT PAID FOR ACQUISITIONS

On 23 April 2015, the Company entered into the Equity Transfer Agreement with Mr. Xiong Songgan, the ultimate controlling shareholder of Yichang Zhongyou Natural Gas Utilisation Co., Ltd. (the "Target"), and independent third party in relation to the major acquisition of 49% of the equity interest in the Target at the consideration of HK\$100,000,000. Upon completion, the Target will be regarded as being controlled by the Group in accordance with the Group's accounting policies and the Target will become a 49% indirectly-owned subsidiary of the Company. The business scope of the Target includes investment in natural gas project, provision of natural gas technology consultation services and sales of natural gas cooking appliance and accessories. As at 31 December 2015, the deposit was paid as the first instalment of this acquisition of amount HK\$35,001,000. The deposit is refundable if certain conditions as stated in the Equity Transfer Agreement have not been fulfilled, including the acquisition of natural gas operation permit. The directors consider the deposit as non-current asset as the acquisition of a subsidiary is a long term investment.

As at 31 December 2014, the deposit was paid to acquire a license for Guangzhou/Hong Kong cross-boundary private car. During the year, the acquisition was completed and the amount was transferred to intangible assets.

15. TRADE AND OTHER RECEIVABLES

Trade receivables 應收貿易賬款
Other receivables 應收其他賬款

14. 已付收購按金

於二零一五年四月二十三日，本公司與宜昌中油天然氣利用有限公司（「目標公司」）之最終控股股東熊崧淦先生及獨立第三方收購目標公司之49%股權訂立股權轉讓協議，代價為100,000,000港元。交易完成後，根據本集團之會計政策，目標公司將按照本集團之會計政策被視作由本集團控制，而目標公司將成為本公司間接擁有49%權益的附屬公司。目標公司之業務範疇包括投資天然氣項目、提供天然氣技術諮詢服務以及銷售天然氣煮食用具及配件。於二零一五年十二月三十一日，本收購事項所支付之第一期按金為35,001,000港元。倘股權轉讓協議所述之若干條件（包括收購天然氣經營許可證）不能達成，按金將可予以退還。董事認為，由於收購附屬公司為長期投資，故按金為非流動資產。

於二零一四年十二月三十一日，該按金乃就購入一輛廣州／香港跨境私家車之牌照而支付。年內，收購事項經已完成及該金額已轉移至無形資產。

15. 應收貿易及其他賬款

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade receivables	應收貿易賬款	11	1,502
Other receivables	應收其他賬款	1,606	781
		1,617	2,283

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

15. TRADE AND OTHER RECEIVABLES (Continued)

The Group allows credit period ranging from 30 days to 180 days for its trade customers of IT business depending on their credit worthiness, nature of services and conditions of the market. For the commodities trading business, deposits are usually required and the remaining balance is usually receivable approximately within 10 days after the customers have received all documents. The aging analysis of trade receivables based on the invoice date which approximate the revenue recognition date, at the end of the reporting period is as follows:

0 – 60 days	0 – 60日

Before accepting any new customer, the Group's finance and sales management team would assess the potential customer's credit quality and defines credit limits by customer. Limits attributable to customers are reviewed regularly with reference to past settlement history. The Group's finance and sales management team considers trade receivables that are neither past due nor impaired to be of good credit quality as continuous repayments have been received.

16. BANK BALANCES AND CASH

The bank balances carried prevailing market interest at an average rate of 0.26% (2014: 0.026%) per annum.

15. 應收貿易及其他賬款（續）

本集團根據其資訊科技業務貿易客戶之借貸信譽、服務性質及市場情況而給予介乎30日至180日之信貸期。就商品貿易業務而言，通常規定要有按金，餘額通常於客戶收取所有文件後約十日內收取。於報告期完結時根據發票日期（與收益確認日期相若）之應收貿易賬款賬齡分析如下：

2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
11	1,502

在接納任何新客戶前，本集團財務及銷售管理團隊會評估潛在客戶之信貸質素，並釐定客戶之信貸額。客戶之信貸額會參考過往結算記錄而定期進行審閱。本集團財務及銷售管理團隊認為，由於能持續收取還款，故所有未逾期或未減值之應收貿易賬款均具良好信貸記錄。

16. 銀行結餘及現金

銀行結餘按現行市場年利率之平均利率0.26厘（二零一四年：0.026厘）計息。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

17. TRADE AND OTHER PAYABLES

17. 應付貿易及其他賬款

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade payables	應付貿易賬款	77	-
Other payables and accruals	應付其他賬款及應計費用	3,167	1,063
		3,244	1,063

The credit period granted by suppliers to the Group ranged from 30 to 60 days. The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

供應商授予本集團的信貸期介乎30至60日。下列為於報告期末根據發票日期呈列的應付貿易賬款的賬齡分析：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
1 to 30 days	1 – 30日	77	-

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

18. SHARE CAPITAL

18. 股本

	Number of shares 股份數目		Share capital 股本	
	2015 二零一五年 '000 千股	2014 二零一四年 '000 千股	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Authorised: 法定：				
16,000,000,000 (2014: 800,000,000) ordinary shares of HK\$0.005 (2014: HK\$0.10) each	16,000,000,000股 (二零一四年： 800,000,000股) 每股面值0.005港元 (二零一四年：0.10 港元)之普通股	800,000	80,000	80,000
Issued and fully paid: 已發行及繳足：				
At beginning of year 於年初	180,000	150,000	18,000	15,000
Share subdivision 股份拆細 (Note a) (附註(a))	3,420,000	-	-	-
Issue of ordinary shares 發行普通股 (Note b) (附註(b))	360,000	30,000	1,800	3,000
At end of year/period 於期/年末	3,960,000	180,000	19,800	18,000

Notes:

- (a) Pursuant to a resolution passed at an extra ordinary general meeting of the Company held on 9 January 2015, the ordinary shares of the Company of HK\$0.1 each were subdivided into 20 ordinary shares of HK\$0.005 each.
- (b) During the year, an aggregate of 360,000,000 (2014: 30,000,000) ordinary shares of the Company, have been placed to independent third parties at the price of HK\$0.354 (2014: HK\$1.50) per share. The shares issued rank pari passu in all respects among themselves and with the existing issued shares. The directors intend to use the net proceeds to fund a possible acquisition of natural gas projects in the PRC, the Group's commodity trading business, and the remaining amount as general working capital.

附註：

- (a) 根據於本公司在二零一五年一月九日舉行之股東特別大會上通過之決議案，本公司每股0.1港元之普通股拆細為20股每股0.005港元之普通股。
- (b) 年內，本公司合共360,000,000股（二零一四年：30,000,000股）普通股已配售予獨立第三方，價格為每股0.354港元（二零一四年：1.50港元）。發行股份之間及與現有已發行股份於各方面享有同等地位。董事擬將所得款項淨額用於可能收購中國之天然氣項目、本集團之商品貿易業務，及餘額用作一般營運資金。

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Notes to the Consolidated Financial Statements (Continued)

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19. SHARE OPTION SCHEME

On 30 November 2012, the Company adopted a share option scheme (the "Scheme"). The purpose of the Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of the Group. Under the Scheme, the directors may grant options to any eligible persons of the Group, including (i) any director, employee or consultant of the Company, a subsidiary or an affiliate; or (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iii) a company beneficially owned by any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iv) any person or entity whose service to the Group or business with the Group contribute or is expected to contribute to the business or operation of the Group as may be determined by the directors from time to time, to subscribe for shares of the Company. Options granted are exercisable for a period of up to ten years from the date of grant of the option as decided by the board.

The exercise price (subject to adjustment as provided therein) of the option under the Scheme is equal to the highest of (i) the nominal value of share; (ii) the closing price per share as stated in the Exchange's daily quotation sheet on the date of grant of the option, which must be a business day and (iii) the average closing price per share as stated in the Exchange's daily quotation sheet for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which the options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company at the date of approval of the Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue on the last date of such 12-month period from time to time, without prior approval from the Company's shareholders. No option under the Scheme has been granted by the Company since its adoption.

19. 購股權計劃

於二零一二年十一月三十日，本公司採納一項購股權計劃（「計劃」）。計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為本集團之業務及營運作出貢獻。根據計劃，董事可向本集團之任何合資格人士授出購股權，當中包括(i)本公司、附屬公司或聯屬人士的任何董事、僱員或顧問；或(ii)本公司、附屬公司或聯屬人士的任何董事、僱員或顧問為全權託管對象的任何全權信託；或(iii)本公司、附屬公司或聯屬人士的任何董事、僱員或顧問實益擁有的公司；或(iv)董事不時酌情認為其為本集團提供之服務或其與本集團進行之交易曾經或將會對本集團之業務或營運有所貢獻的任何人士或實體，讓彼等認購本公司之股份。所授出之購股權可於董事會所釐定之期間（由購股權授出日期起計最多十年）內行使。

根據計劃內之購股權行使價（可按該計劃訂明予以調整）為(i)股份面值；(ii)於購股權授出日期（必須為營業日）在交易所每日報價表所報之每股收市價及(iii)緊接授出購股權日期前五個營業日在交易所每日報價表所報之每股股份平均收市價，以三者之最高者為準。根據計劃可授出之購股權所涉及之股份數目上限不得超過本公司於計劃批准日期之已發行股本10%。然而，因行使所有未行使購股權而可予發行之股份總數上限則不得超出本公司不時已發行股本之30%。在未經本公司股東事先批准下，於任何12個月期間內向任何單一承授人授出購股權所涉及之股份數目不得超過本公司於該12個月期間內最後一日不時已發行股份數目之1%。本公司自採納計劃以來並未根據計劃授出購股權。

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Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

19. SHARE OPTION SCHEME (Continued)

On 31 December 2015, the total number of shares of the Company available for issue under the Scheme adopted by the Company on 30 November 2012 is 300,000,000 shares of HK\$0.005 each in the share capital of the Company, representing approximately 7.58% of the issued share capital of the Company. Unless otherwise determined by the directors of the Company, there is no minimum period required under the Scheme for the holding of an option before it can be exercised. There is no consideration for the application or acceptance of an option under the Scheme. The remaining life of the Scheme is approximately seven years and to be expired on 30 November 2022.

20. UNRECOGNISED DEFERRED TAXATION

At the end of the reporting period, the Group has unused tax losses of approximately HK\$104,508,000 (31 December 2014: HK\$35,115,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. These tax losses may be carried forward indefinitely.

21. OPERATING LEASE COMMITMENT

The Group as lessee

Minimum lease payments paid under operating leases during the year/period:

Premises

物業

19. 購股權計劃（續）

於二零一五年十二月三十一日，根據本公司於二零一二年十一月三十日採納之該計劃可予發行之本公司股份總數為本公司股本中300,000,000股每股0.005港元之股份，佔本公司已發行股本約7.58%。除非本公司董事另行訂明外，該計劃並無規定購股權於可行使前須持有之最短期間。根據該計劃申請或接納購股權毋須代價。該計劃之餘下期間約為七年，將於二零二二年十一月三十日屆滿。

20. 未確認遞延稅項

於報告期完結時，本集團未動用之稅項虧損約為104,508,000港元（二零一四年十二月三十一日：35,115,000港元），可供抵銷未來溢利。由於不能預測未來之溢利情況，故並無確認遞延稅項資產。此等稅項虧損可無限期結轉。

21. 經營租賃承擔

本集團作為承租人

年／期內根據經營租賃已付最低租賃付款：

	1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日 HK\$'000 千港元	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日 HK\$'000 千港元
Premises	4,344	219

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

21. OPERATING LEASE COMMITMENT (Continued)

The Group as lessee (Continued)

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

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within one year	1年內	4,580	2,022
In the second to fifth year inclusive	第2至第5年內 (包括首尾兩年)	6,942	2,253
		11,522	4,275

22. CAPITAL COMMITMENTS

Capital expenditure in respect of the acquisition of property, plant and equipment, development of systems and networks authorised but not contracted for	購置物業、廠房及設備與系統及網絡開發之已授權但未訂約資本開支
---	--------------------------------

During the year, the Group entered into an agreement to acquire a subsidiary for a total consideration of HK\$100,000,000. As at 31 December 2015, a deposit of HK\$35,001,000 have been paid. Details of the acquisition is disclosed in note 14.

21. 經營租賃承擔（續）

本集團作為承租人（續）

於報告期完結時，根據不可撤銷經營租賃，本集團租賃物業之未來最低租賃付款承擔到期日如下：

22. 資本承擔

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
	500	500

年內，本集團訂立協議以收購附屬公司，總代價為100,000,000港元。於二零一五年十二月三十一日，已支付35,001,000港元之按金。收購事項詳情於附註14披露。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

23. RELATED PARTY DISCLOSURES

(a) Transactions with a related party

Save as disclosed elsewhere in the consolidated financial statements, the Group had entered into the following transactions with a related party:

Name of related party 關連方名稱	Nature of transaction 交易性質
--------------------------------	-------------------------------

Shenzhen New Front Cultural Communications Limited 深圳新戰線文化傳播有限公司	Advertising expenses 廣告開支
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Shenzhen New Front Cultural Communications Limited is a related company controlled by Mr. Wei Yue Tong, a director of the Company.

(b) Compensation of key management personnel

The directors of the Company and the five highest paid individuals are identified as key management members of the Group, their compensation during the year is set out in note 8.

23. 關連方披露

(a) 與關連方交易

除綜合財務報表其他部分所披露，本集團與關連方訂立以下交易：

1.1.2015 to 31.12.2015 二零一五年 一月一日至 二零一五年 十二月三十一日 HK\$'000 千港元	1.7.2014 to 31.12.2014 二零一四年 七月一日至 二零一四年 十二月三十一日 HK\$'000 千港元
874	-

深圳新戰線文化傳播有限公司為本公司董事魏月童先生所控制之關連公司。

(b) 主要管理人員之補償

本公司董事及五名最高薪人士被視為本集團之主要管理職成員，彼等於年內之補償載於附註8。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

24. RETIREMENT BENEFITS SCHEME

Employees employed by the Group's operations in Macau are members of government-managed retirement benefits schemes operated by the Macau government. The Macau operations are required to pay a monthly fixed contribution to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes operated by the Macau government is to make the required contributions under the schemes.

The Group enrolled all eligible employees in Hong Kong into a mandatory provident fund (the "MPF") scheme. The retirement benefit cost for the MPF scheme charged to the consolidated statement of profit or loss and other comprehensive income represents contributions to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

During the year, retirement benefits scheme contributions paid amounted to approximately HK\$153,000 (six months period ended 31 December 2014: HK\$59,000).

25. ACQUISITION OF A SUBSIDIARY

Acquisition of assets and liabilities through acquisition of a subsidiary

In November 2015, the Group acquired the entire equity interest of Logo Plus Limited at a cash consideration of HK\$9,000,000. The principal activity of Logo Plus Limited is providing an online sales channel for selling customer-designed printed garments in Hong Kong. This acquisition is determined by the directors of the Company to be acquisition of assets and liabilities through acquisition of subsidiary rather than as business combination because the assets acquired and liabilities assumed did not constitute a business as defined under HKFRS 3 (revised) "Business Combinations".

24. 退休福利計劃

本集團於澳門經營之業務所聘請僱員為澳門政府安排之政府管理退休福利計劃之成員。澳門業務須按月向退休福利計劃支付定額供款，藉此為該福利撥資。本集團就澳門政府管理之退休福利計劃之唯一義務為根據計劃作出所需供款。

本集團安排於香港之所有合資格僱員參加強制性公積金（「強積金」）計劃。強積金計劃之退休福利成本，即本集團按強積金計劃規則所指定比率之供款，已於綜合損益及其他全面收益表內扣除。

年內，已付退休福利計劃供款約為153,000港元（截至二零一四年十二月三十一日止六個月期間：59,000港元）。

25. 收購附屬公司

透過收購附屬公司收購資產及負債

於二零一五年十一月，本集團收購Logo Plus Limited之全部股權，現金代價為9,000,000港元。Logo Plus Limited之主要業務為於香港提供客戶設計及印製的服裝的網上銷售渠道。該收購事項由本公司董事釐定為透過收購附屬公司收購資產及負債而非業務合併，因為所收購資產及所承擔負債並不構成業務（定義見香港財務報告準則第3號（經修訂）「業務合併」）。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

25. ACQUISITION OF A SUBSIDIARY (Continued)

The vendors have irrevocably warranted and guaranteed to the Group that the audited consolidated net profits after tax and any extraordinary or exceptional items of Logo Plus Limited will not be less than HK\$400,000 for the financial year ending 31 December 2016. If the actual audited consolidated net profits after tax and any extraordinary or exceptional items of Logo Plus Limited is less than HK\$400,000, then the vendors shall pay to the Group in cash the amount equivalent to the shortfall multiply by 22.5.

Details of the net assets acquired in respect of the above transaction are summarised below:

25. 收購附屬公司（續）

賣方已向本集團不可撤回地保證及擔保，截至二零一六年十二月三十一日止財政年度，Logo Plus Limited之經審核綜合除稅及任何非經常或例外項目後純利將不少於400,000港元。倘Logo Plus Limited之實際經審核綜合除稅及任何非經常或例外項目後純利少於400,000港元，則賣方將向本集團支付現金，金額等同差額乘以22.5。

上述交易中所收購資產淨值詳情概述如下：

		HK\$'000 千港元
Net assets acquired	所收購資產淨值	
Intangible asset	無形資產	9,000
Bank balances and cash	銀行結餘及現金	52
Other payables	其他應付款項	(57)
		<u>8,995</u>
Total consideration satisfied by:	按以下方式結付之總代價：	
Bank balances	銀行結餘	<u>9,000</u>
Net cash outflow arising on acquisition	收購產生之現金流出淨值	
Cash consideration paid during the year	年內已付現金代價	9,000
Bank balances and cash acquired	已收購銀行結餘及現金	(52)
		<u>8,948</u>

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

26. SUBSIDIARIES

Details of the Company's subsidiaries at 31 December 2015 and 2014 are as follows:

26. 附屬公司

本公司各附屬公司於二零一五年及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 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	Attributable equity interest of the Group 本集團應佔權益		Principal activity 主要業務
			2015 二零一五年	2014 二零一四年	
Bright Able Century Limited 名駿世紀有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	Inactive and not yet commence in business 並無業務及尚未開展業務
Calgary Investments Limited	Samoa 薩摩亞	US\$1 1美元	100%	100%	Investment holding 投資控股
DIGITALHONGKONG.COM INC.	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	Inactive 並無業務
DIGITAL COMMERCE LIMITED	Hong Kong 香港	HK\$2 2港元	100%	100%	Investment holding 投資控股
Digital Hong Kong Limited 數碼香港國際有限公司	Hong Kong 香港	HK\$2 2港元	100%	100%	Provision of an e-commerce platform for payment process for retail customers and e-malls based in Hong Kong 為香港之零售客戶及電子商場提供電子商貿付款平台
Global Billion Access Investments Limited 環球進億投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股
Global Billion Access Trading (Shenzhen) Company Limited 環球進億貿易(深圳)有限公司	Mainland China 中國內地	HK \$ 14,000,000 14,000,000港元	100%	-	Investment holding 投資控股
Honest (Macao Commercial Offshore) Limited 至誠(澳門離岸商業服務)有限公司	Macau 澳門	MOP100,000 100,000澳門幣	100%	100%	Provision of consulting services, data processing and selling activities 提供諮詢服務、數據處理及銷售活動

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

26. SUBSIDIARIES (Continued)

26. 附屬公司（續）

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	Attributable equity interest of the Group 本集團應佔權益		Principal activity 主要業務
			2015 二零一五年	2014 二零一四年	
Hong Kong Global Billion Access Investments Limited 香港環球進億投資有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股
Hong Kong King Sailing Limited 香港帝航有限公司	Hong Kong 香港	HK\$1 1港元	100%	-	Inactive and not yet commence in business 並無業務及尚未開展業務
King Sailing International Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	-	Investment holding 投資控股
Logo Plus Limited	Hong Kong 香港	HK\$1,000 1,000港元	100%	-	Provision of e-commerce platform for sales of garments 為成衣銷售提供電子商貿付款平台
Pickworth Limited	Samoa 薩摩亞	US\$1 1美元	100%	100%	Investment holding 投資控股
Rich Ascent International Limited 豐晉國際有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Commodity trading 商品貿易
Shenzhen Global Billion Access Investment Management Company Limited 深圳市環球進億投資管理有限公司	Mainland China 中國內地	RMB1,000,000 人民幣 1,000,000元	100%	-	Inactive and not yet commence in business 並無業務及尚未開展業務
Smart Target Billion Limited 達億進有限公司	Hong Kong 香港	HK\$1 1港元	100%	-	Inactive and not yet commence in business 並無業務及尚未開展業務

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

於本年度完結時或於年內任何時間，各附屬公司概無任何未償還之債務證券。

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

27. STATEMENT OF FINANCIAL POSITION

27. 財務狀況表

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,041	942
Investments in subsidiaries	於附屬公司之投資	—	—
		<u>1,041</u>	<u>942</u>
Current assets	流動資產		
Amount due from subsidiaries	應收附屬公司之款項	74,450	30,665
Other receivables	應收其他賬款	981	678
Bank balances and cash	銀行結餘及現金	13,278	6,562
		<u>88,709</u>	<u>37,905</u>
Current liabilities	流動負債		
Other payables	應付其他賬款	2,963	924
Amount due to subsidiaries	應付附屬公司之款項	—	1,208
		<u>2,963</u>	<u>2,132</u>
Net current assets	流動資產淨值	<u>85,746</u>	<u>35,773</u>
Net assets	資產淨值	<u>86,787</u>	<u>36,715</u>
Capital and reserves	股本及儲備		
Share capital	股本	19,800	18,000
Reserves (Note)	儲備（附註）	66,987	18,715
Equity attributable to owners of the Company	本公司擁有人應佔權益	<u>86,787</u>	<u>36,715</u>

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

27. STATEMENT OF FINANCIAL POSITION

(Continued)

Note:

Movements of the Company's reserves during the year/period are as follows:

27. 財務狀況表（續）

附註：

本公司於本年度／期間之儲備變動如下：

		Capital reserve 資本儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2014	於二零一四年七月一日	7,640	1,971	8,461	(30,579)	(12,507)
Total comprehensive expense for the period	本期間全面支出總額	-	-	-	(9,878)	(9,878)
Issue of ordinary shares	發行普通股	-	-	41,100	-	41,100
At 31 December 2014	於二零一四年 十二月三十一日	7,640	1,971	49,561	(40,457)	18,715
Total comprehensive expense for the year	本年度全面支出總額	-	-	-	(74,819)	(74,819)
Issue of ordinary shares	發行普通股	-	-	125,640	-	125,640
Expenses incurred in connection with issue of ordinary shares	發行普通股產生之 支出	-	-	(2,549)	-	(2,549)
At 31 December 2015	於二零一五年 十二月三十一日	7,640	1,971	172,652	(115,276)	66,987

The Company's statement of financial position was approved and authorised for issue by the board of directors on 19 February 2016 and signed on its behalf by:

本公司之財務狀況表已於二零一六年二月十九日獲董事會批准及授權刊發，並由以下董事代表簽署：

WEI YUE TONG

DIRECTOR

魏月童

董事

ZHENG JIAN PENG

DIRECTOR

鄭健鵬

董事

綜合財務報表附註（續）

Notes to the Consolidated Financial Statements (Continued)

截至二零一五年十二月三十一日止年度 For the year ended 31 December 2015

28. EVENTS AFTER THE REPORTING PERIOD

On 29 September 2015, the Company entered into the Subscription Agreement with Mr. Kan Che Kin, Billy Albert (the "Subscriber"), pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 1,695,000,000 shares at the subscription price of HK\$0.035 per subscription share. The subscription price of the subscription in the total amount of HK\$59,325,000 shall be payable by the Subscriber to the Company in cash upon completion of the subscription. The subscription was approved by the shareholders of the Company at the Company's extraordinary general meeting held on 11 January 2016. The completion of the subscription is subject to the fulfillment of the conditions precedent under the subscription agreement and the subscription is yet to complete as at the date of this report.

28. 報告期後事件

於二零一五年九月二十九日，本公司與簡志堅先生（「認購人」）訂立認購協議，據此，認購人有條件同意認購，及本公司有條件同意配發及發行1,695,000,000股股份，認購價為每股認購股份0.035港元。認購事項之認購價總額為59,325,000港元，將由認購人於完成認購事項後以現金支付予本公司。認購事項於二零一六年一月十一日舉行之本公司股東特別大會獲本公司董事批准。認購事項須待認購協議所載先決條件獲達成後，方告完成，而於本報告日期，認購事項尚未完成。

財務概要

Financial Summary

		Year ended 30 June 截至六月三十日止年度				
		Year ended 31 December 2015 截至 二零一五年 十二月三十一日 止年度 HK\$'000 千港元	Six months ended 31 December 2014 截至 二零一四年 十二月三十一日 止六個月 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	2012 二零一二年 HK\$'000 千港元
RESULTS	業績					
Revenue	收益	217,068	25,865	3,792	3,066	3,003
Cost of sales	銷售成本	(216,775)	(24,887)	-	-	-
Gross profit	毛利	293	978	3,792	3,066	3,003
Other income	其他收入	105	26	42	1	5
General and administrative expenses and depreciation	一般及行政支出以及折舊	(31,340)	(4,559)	(2,240)	(2,293)	(2,234)
Marketing and promotion expenses	市場推廣支出	(2,581)	(92)	(210)	(228)	(249)
Staff costs	僱員成本	(47,932)	(6,924)	(3,439)	(3,208)	(3,277)
Loss for the year/period	本年度/期間虧損	(81,455)	(10,571)	(2,055)	(2,662)	(2,752)
		At 31 December 於十二月三十一日		At 30 June 於六月三十日		
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 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	2012 二零一二年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	57,275	3,446	-	-	1
Current assets	流動資產	26,486	34,758	4,717	6,717	10,328
Current liabilities	流動負債	(3,244)	(1,063)	(1,105)	(1,050)	(2,000)
		80,517	37,141	3,612	5,667	8,329

