



**CHINA TRENDS  
HOLDINGS LIMITED**  
中國趨勢控股有限公司

(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 8171)

**2015**  
ANNUAL REPORT

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK 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 Stock 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors of China Trends Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to China Trends Holdings Limited. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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# CORPORATE INFORMATION

## EXECUTIVE DIRECTORS

Mr. Xiang Xin, *Co-Chairman of the Board and Chief Executive Officer*  
 Ms. Zhong Keying  
 Mr. Chan Cheong Yee

## NON-EXECUTIVE DIRECTORS

Mr. Sun Kuan Chi  
 Mr. Xin Luo Lin  
 Ms. Chen Jiajing, *Co-Chairman of the Board*  
 Ms. Jiang Linlin  
 Mr. Wang Wei (王璋)

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Zhan Liang  
 Ms. An Jing  
 Mr. Chen Yicheng  
 Mr. Kwai Sze Kit

## ALTERNATE DIRECTOR

Ms. Kung Ching, alternate director to Mr. Xiang Xin

## COMPLIANCE OFFICERS

Mr. Xiang Xin  
 Mr. Fok Chi Wing

## COMPANY SECRETARY

Mr. Fok Chi Wing

## AUTHORISED REPRESENTATIVES

Mr. Xiang Xin  
 Mr. Fok Chi Wing

## EXECUTIVE COMMITTEE

Mr. Xiang Xin, *chairman of executive committee*  
 Ms. Zhong Keying  
 Mr. Chan Cheong Yee

## AUDIT COMMITTEE AND REMUNERATION COMMITTEE

Mr. Zhang Zhan Liang, *chairman of audit committee and remuneration committee*  
 Ms. An Jing  
 Mr. Chen Yicheng  
 Mr. Kwai Sze Kit

## NOMINATION COMMITTEE

Mr. Xiang Xin, *chairman of nomination committee*  
 Mr. Zhang Zhan Liang  
 Ms. An Jing

## STRATEGIC COMMITTEE

Mr. Sun Kuan Chi  
 Mr. Xin Luo Lin  
 Ms. Chen Jiajing, *chairman of strategic committee*  
 Ms. Jiang Linlin  
 Mr. Wang Wei (王璋)

## REGISTERED OFFICE

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

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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

## PRINCIPAL BANKERS

Bank of China  
 Minsheng Bank  
 Hua Xia Bank

## PRINCIPAL SHARE REGISTER AND TRANSFER OFFICE

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

## HONG KONG BRANCH SHARE REGISTER AND TRANSFER OFFICE

Union Registrars Limited  
 A18/F., Asia Orient Tower  
 Town Place, 33 Lockhart Road  
 Wanchai, Hong Kong  
 (which will be relocated to Suites 3301-04, 33/F.,  
 Two Chinachem Exchange Square, 338 King's Road,  
 North Point, Hong Kong with effect from 5 April 2016)

## AUDITORS

ZHONGHUI ANDA CPA Limited

## LEGAL ADVISERS

*As to Cayman Islands Law*  
 Conyers Dill & Pearman

*As to Hong Kong Law*  
 Michael Li & Co

## STOCK CODE

8171

## WEBSITE OF THE COMPANY

[www.8171.com.hk](http://www.8171.com.hk)

# CHAIRMAN'S STATEMENT

On behalf of the Board (the "Board") of directors (the "Directors") of China Trends Holdings Limited (the "Company"), I am pleased to present to you the audited results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2015.

The Company's shares were listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and governed by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules").

## FINANCIAL REVIEW

During the year ended 31 December 2015, the Group recorded a revenue of approximately HK\$116,496,000 (2014: HK\$56,540,000), representing an increase of 106%. The Group recorded a increase as compared to last year in revenue was mainly due to Boss Dream (China) Limited ("Boss China"), a subsidiary of the Company, being reached a settlement from all parties from the malicious litigation from Zhengjiang New district in Zhengjiang Intermediate People's Court mediation on 24 June 2015. As a result, Boss China has contributed on revenue to the Group to approximately HK\$47,648,000 (2014: NIL) during the year ended 31 December 2015.

During the year ended 31 December 2015, the Group incurred a loss of approximately HK\$4,893,000 (2014: HK\$18,373,000) in which the loss attributable to the owners of the Company was approximately HK\$4,874,000 (2014: HK\$18,352,000). Loss for the year decreased significantly during the year mainly arising from grant of share option to Directors, employee and other advisers amounting to approximately HK\$12,456,000 share-based payments expenses during the year 2014.

## OPERATIONAL REVIEW

1. On 28 April 2015, the Company entered into a framework agreement with Shenzhen Youshi Interactive Information Technology Co. ("Youshi Interactive") in relation to the Interactive TV shopping platform business (the "Object Business").

On 14 May 2015, the Company, Boss China, Boss Dream Culture Communication Limited ("Boss Culture") and Youshi Interactive entered into an official cooperative agreement in relation to the Object Business. According to the cooperative agreement, Youshi Interactive transferred the Object Business to Boss Culture. Boss China and Boss Culture expect the Object Business will generate revenue in form of pay-for-performance ("PFP") and Cost per mille ("CPM"). Meanwhile, the Company proposes to issue the convertible bond to Youshi Interactive under general mandate as an incentive in proportion to (i) the number of machine installed with interactive generated TV shopping platform software and (ii) the expected average net profit generated from non-membership mode of the Object Business for future three years.

The convertible bond proposed to be issued at the conversion price of HK\$0.06 per conversion share will be allotted and issued at a maximum number of 466,666,667 conversion share, which is an amount of HK\$28,000,000 convertible bond. The conversion shares will be allotted and issued under the general mandate. No convertible bond has been issued as at year ended 31 December 2015.

2. On 10 June 2015, Boss China, Boss Culture and Shenzhen Coocaa Network Technology Co. ("Coocaa Network") entered into an official cooperative agreement on development, maintenance and operational matters in relation to TV e-commerce platform of Skyworth and Coocaa brand.
3. On 18 June 2015, Boss China, Boss Culture and Guangzhou Huan Network Technology Co., Ltd entered into an official cooperative agreement on development, maintenance and operational matters in relation to TV e-commerce platform of TCL and ChangHong brand.

# CHAIRMAN'S STATEMENT

4. On 24 June 2015, the Company was informed by Boss China that, all parties from the malicious litigation from Zhengjiang New District (the "Litigation") have reached a settlement in Zhengjiang Intermediate People's Court mediation on 24 June 2015. There is no longer dispute between the plaintiff and the defendant and the third parties on the issue of the Litigation.
5. On 26 June 2015, the Company associate, Dooda Innovation (China) Limited, Grand Far Sky (China) Limited, Boss Culture and Huangshan Happy New World Company Limited entered into a framework agreement in relation to Interactive TV platform corporative project.
6. On 15 July 2015, Boss China, Boss Culture and ShenZhen Tongfang Multimedia Technology Co., Ltd. entered into an official cooperative agreement on development, maintenance and operational matters in relation to TV e-commerce platform of Tsinghua Tongfang brand.
7. On 17 August 2015, the Company, China Innovation Investment Limited, Shenzhen Qianhai Tianhe Cultural Fund Management Co., Ltd entered into a cooperative framework agreement in relation to joint investment in new media project.
8. On 8 November 2015, the Company conditionally entered into an agreement with Asia Television Limited in relation to the transfer of 100% equity interest of ATV CEPA Promotion Limited, a wholly-owned subsidiary of Asia Television Limited.
9. On 23 November 2015, the Company entered into a cooperative memorandum with Kunshan CreatComm Technology Co. Ltd\* (昆山創通微電子有限公司) in relation to the application requirements on Free Mobile Internet and Free Mobile TV (Skynet).
10. On 11 December 2015, the Company and Jiangsu Canton Vivien Technology Co. Limited\* (江蘇廣和慧雲科技股份有限公司) entered into a cooperative agreement in relation to the internet television network of content delivery network (CDN) corporation.
11. On 3 February 2016, Honour Sky International Limited and China Technology Education Trust Association issued a consent letter to the Company in relation to the provision of standby facility in the principal amount HK\$500,000,000. The drawdown of the facility shall be utilized by the Company for investment or acquisition of a designated media project which is public service oriented and would facilitate youth's innovation and entrepreneurship both in PRC and Hong Kong.
12. On 12 February 2016, the Company through its solicitors issued a letter to Asia Television (i) accepting its repudiatory breach of the equity transfer agreement thereby resulting in the termination of the equity transfer agreement and (ii) without prejudice to the other rights of the Company, demanding repayment of the initial payment of HK\$3 million under the equity transfer agreement.
13. On 19 February 2016, the Company and Coocaa Network entered into a cooperative agreement in relation to the Children Intelligent TV.
14. On 29 February 2016, the Company and Guotai investment entered into a priority investment agreement whereby Guotai investment has agreed to offer the Company priority to invest in any of Guotai investment's media and/or e-commerce businesses on preferential conditions with investment consideration referenced to net asset value.
15. On 8 March 2016, the Company, being one of the creditors of Asia Television Limited has issued the debt restructuring proposal to the provisional liquidator of Asia Television Limited. The debt restructuring proposals are made subject to contract and upon satisfaction of all conditions therein (such as the obtaining of approval from Hong Kong court, approval from the shareholders of the Company at the extraordinary general meeting and approval from the Stock Exchange etc.).

# CHAIRMAN'S STATEMENT

## OUTLOOK AND PROSPECT

The Group will continue to expand the business in Hong Kong and develop media and e-commerce platforms and media advertising business in mainland China. The Company's Directors and management will dedicate their best effort to lead the Group to strive for the best interests for its shareholders.

**Xiang Xin**

*Co-Chairman and Chief Executive Officer*

Hong Kong

11 March 2016

\* For identification purpose only

# MANAGEMENT DISCUSSION AND ANALYSIS

## LIQUIDITY, FINANCIAL RESOURCES AND GEARING

The Group continued to finance its operation and capital expenditure through internally generated fund, and support certain product solutions development and business expansion. The Group maintained a healthy liquidity position with a current ratio of approximately 20 (2014: 159) and total cash and bank balances amounted to approximately HK\$5,471,000 (2014: HK\$7,485,000) with no pledged deposits placed in banks for securing any borrowings or banking facilities.

## CAPITAL STRUCTURE AND FLUCTUATION IN EXCHANGE

The capital of the Company comprised ordinary shares only as at 31 December 2015. During the year under review, sales and purchases of the Group were mainly transacted in Renminbi, United States dollars and Hong Kong dollars. As at 31 December 2015, a substantial portion of the assets and liabilities of the Group were current in nature, and the amounts were principally denominated in Renminbi, United States dollars and Hong Kong dollars, foreign exchange risk was considered to be minimal.

## EMPLOYEES

As at 31 December 2015, there were a total of 18 (2014: 12) full-time staff employed by the Group. The staff costs including Directors' remuneration for the year were approximately HK\$1,741,000 (2014: HK\$7,478,000) of which approximately nil (2014: HK\$6,194,000) share-based payments expenses incurred as a result of grant of share options during the year. The total amount comprised salaries, wages and allowance, medical and insurance coverage, pension scheme contributions, discretionary bonus and share-based payments.

## CHARGE, CONTINGENT LIABILITIES AND COMMITMENTS

As at 31 December 2015, the Group had commitments under operating lease amounting to approximately HK\$2,115,000 (2014: HK\$4,092,000) and there were no charges on any assets of the Group.

The Group did not have any contingent liabilities at the end of the reporting year. In addition to the operating lease commitments, the Group and the Company had no other commitments to the financial statements.

# MANAGEMENT PROFILE

## EXECUTIVE DIRECTORS

**Mr. Xiang Xin** ("Mr. Xiang"), aged 52, was the co-chairman ("Co-Chairman") of the Board and chief executive officer ("Chief Executive Officer") of the Company. Mr. Xiang has worked in a number of large organizations in the PRC and engaged in technology project management and corporate strategy research for a long time. Mr. Xiang also possesses many years of experience in project investment and information technology businesses. Mr. Xiang holds a bachelor's degree in science and a master's degree in engineering from Nanjing University of Science & Technology. Mr. Xiang is a chairman of China Technology Education Trust Association. Mr. Xiang is currently a co-chairman of the board of director, chief executive officer and executive director of China Innovation Investment Limited (stock code: 1217), a company listed on the main board of the Stock Exchange. Mr. Xiang joined the Company on 25 February 2008.

**Ms. Zhong Keying** ("Ms. Zhong"), aged 42, holds a master degree of business administration from City University of Macau. Ms. Zhong has wide range of working experience including press releases editing, project management and human resource management working experience. Ms. Zhong has worked at Xinhua News Agency Hainan Branch and People's Government of Guangdong Provincial Information Center. Ms. Zhong subsequently worked in enterprise and responsible for project planning and human resource. Ms. Zhong joined the Company on 1 December 2014.

**Mr. Chan Cheong Yee** ("Mr. Chan"), aged 52, holds a bachelor degree of science majoring in finance and he is a registered and licensed person under the Securities and Futures Ordinance to carry on regulated activities in dealing in securities, advising on securities, dealing in futures contracts and undertaking asset management. Mr. Chan is currently the sales director and the responsible officer of China Everbright Securities (HK) Limited and has been in the financial and investment field for over 20 years. Mr. Chan is directly involved in identifying investment opportunities, conducting due diligence, performing valuation, monitoring performance of investment portfolios and providing investment and divestment recommendations. Mr. Chan is an executive director of China Investment and Finance Group Limited, executive director of China Investment Development Limited, executive director of Capital VC Limited, executive director of China New Economy Fund Limited, executive director of China Innovation Investment Limited, which are listed on the main board respectively, and also the executive director of Bingo Group Holdings Limited, a company listed on GEM. Mr. Chan is also an executive director of Alpha Returns Group PLC, an investment company listed on AIM of London Stock Exchange. Mr. Chan joined the Company on 14 February 2016.

## NON-EXECUTIVE DIRECTORS

**Mr. Sun Kuan Chi** ("Mr. Sun"), aged 67, was the Ph.D. degree holder from Georgetown University and Master degree holder from The Johns Hopkins University in Computer Science. Mr. Sun is currently the CEO of Hughes Network Technology (Beijing) Limited and has extensive experience in satellite mobile internet. Mr. Sun joined the Company on 10 December 2013.

**Mr. Xin Luo Lin** ("Mr. Xin"), aged 66, is a postgraduate from Peking University in the People's Republic of China. He was a visiting fellow at Waseda University in Japan, an honorary research associate at the University of British Columbia, Canada and a visiting fellow at the University of Adelaide, Australia. He was appointed as a Justice of the Peace in New South Wales of Australia in 1991. Mr. Xin was an independent non-executive director of China Environmental Technology Holdings Limited (stock code: 646, listed on the Main Board) from August 2012 to May 2015. Mr. Xin is currently a partner of Themes Investment Management Limited; an honorary chairman of Asia Capital Holdings Limited (stock code: 8295); a non-executive director of Enerchina Holdings Limited (stock code: 622); an independent non-executive director of Sinolink Worldwide Holdings Limited (stock code: 1168), Central China Real Estate Limited (stock code: 832) and ASR Logistics Holdings Limited (stock code: 1803), all listed on the Main Board; a director of Asia Growth Capital Limited (formerly known as Mori Denki Mfg. Co., Ltd.), a public company listed on the Tokyo Stock Exchange; and a director and vice chairman of Oriental Technologies Investment Limited, a public company listed on the Australian Securities Exchange. Mr. Xin joined the Company on 1 August 2015.

# MANAGEMENT PROFILE

**Ms. Chen Jiajing** ("Ms. Chen"), aged 29, a co-chairman of the Board. Ms. Chen is a chairman and general manager of Guotai Investment Holding (Group) Company Limited ("Guotai Investment"). Ms. Chen is experienced in business and enterprise management and Ms. Chen is also the founder of the "ILY" theory of modern enterprise management system. Ms. Chen actively participated in social activities and was elected as the member of 11th Committee of Shanghai Youth Federation. Ms. Chen received her bachelor's degree in Finance from Donghua University and the master's degree in Urban Economics and Management from Shanghai University of Finance and Economics. Ms. Chen is currently a co-chairman of the board of director and non-executive director of China Innovation Investment Limited (stock code: 1217), a company listed on the main board of the Stock Exchange. Ms. Chen jointed the Company on 2 February 2016.

**Ms. Jiang Linlin** ("Ms. Jiang"), aged 31, joined Guotai Investment in 2015 and currently an assistant of president of Guotai Investment. Ms. Jiang has many years of experience in business operation and enterprise management and worked as the project manager of ILParco company and the consultant of Swarovski company before joining Guotai Investment. Ms. Jiang received her bachelor's degree from Donghua University and the master's degree from Domus Academy in Italy. Ms. Jiang is currently a non-executive director of China Innovation Investment Limited (stock code: 1217), a company listed on the main board of the Stock Exchange. Ms. Jiang jointed the Company on 2 February 2016.

**Mr. Wang Wei (王瑋)**, aged 37, joined Guotai Investment in 2015 and currently a deputy chief supervisor of Guotai Investment. Mr. Wang Wei (王瑋) worked in economic crime investigation department of Shanghai Public Security Bureau. Mr. Wang Wei (王瑋) is experienced in handling economic cases which plays an effective role in supervising the compliance of enterprise operation. Mr. Wang Wei (王瑋) holds the bachelor's degree from Shanghai Police College. Mr. Wang (王瑋) is currently a non-executive director of China Innovation Investment Limited (stock code: 1217), a company listed on the main board of the Stock Exchange. Mr. Wang Wei (王瑋) jointed the Company on 2 February 2016.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Zhang Zhan Liang** ("Mr. Zhang"), aged 45, is a qualified lawyer in the People's Republic of China and is currently the lawyer of 北京市仁豐律師事務所 (JenRich Law Office in Beijing\*). Mr. Zhang has 15 years of experience in litigations and advising on legal matters relating to corporate finance and real estates. Mr. Zhang holds a bachelor's degree in law and a master degree from China University of Political Science and Law. Mr. Zhang joined the Company on 23 January 2008.

**Ms. An Jing** ("Ms. An"), aged 44, received her bachelor degree in economic from Henan University of Finance and Economics. Ms. An is a practicing member of The Chinese Institute of Certified Public Accountants and the senior partner of 北京正清和會計師事務所 (transliterated as Beijing Zheng Qing He Accounting Firm). Ms. An has over 20 years of experience in accounting and auditing industry. Ms. An joined the Company on 31 January 2011.

**Mr. Chen Yicheng** ("Mr. Chen"), aged 61, received his degree in Chinese from South China Normal University. Mr. Chen is engaged in commercial and television media industry in Mainland China for 40 years, and he has extensive experience in commercial operation of television media. Mr. Chen is currently a director of Guangdong TV Artists' Association. Mr. Chen joined the Company on 9 July 2012.

# MANAGEMENT PROFILE

**Mr. Kwai Sze Kit** ("Mr. Kwai"), aged 39, is a Hong Kong qualified solicitor and holds The Postgraduate Certificate in Laws, a master degree of laws in Corporate and Financial Law from the University of Hong Kong and a bachelor degree of laws from The City University of Hong Kong. Mr. Kwai has been an Administrative Officer with the Hong Kong Special Administrative Region Government. Mr. Kwai has held offices in various policy areas including Assistant District Officer in The Home Affairs Department (Wanchai district office), Assistant Secretary for Economic Development and Labour Bureau and Assistant Secretary for Health, Welfare and Food Bureau. Mr. Kwai is currently legal advisor of Guosen Securities (HK). Mr. Kwai joined the Company on 2 April 2015.

## ALTERNATE DIRECTOR

**Ms. Kung Ching** ("Ms. Kung"), aged 46, graduated from Nanjing University of Science and Technology and holds a MBA from the University of South Australia. Ms. Kung worked for large organizations in China, such as China National Defense Science and Technology Information Centre and CITIC International Cooperation Limited, engaged in technology management and economic management for many years. Ms. Kung is the spouse of Mr. Xiang, and is an alternate director to Mr. Xiang in China Innovation Investment Limited, a company listed on the main board of the Stock Exchange. Ms. Kung joined the Company on 8 October 2012.

# REPORT OF THE DIRECTORS

The Directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2015.

## **PRINCIPAL ACTIVITIES**

The principal activity of the Company is investment holding. The Group is principally engaged in (i) trading of electronic technology and related products, and (ii) the low carbon products applications. It mainly develops business of low-carbon digital solutions and provides media and e-commerce platforms and media advertising services.

## **RESULTS AND DIVIDENDS**

The Group's loss for the year ended 31 December 2015 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 25 to 28.

The Directors do not recommend the payment of any dividend in respect of the year.

## **SUMMARY FINANCIAL INFORMATION**

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on pages 68. This summary does not form part of the audited financial statements.

## **PROPERTY, PLANT AND EQUIPMENT**

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

## **SHARE CAPITAL AND SHARE OPTIONS**

Details of movements in the Company's share capital during the year are set out in note 21 to the financial statements.

Details of movements in the Company's share options during the year are set out in note 22 to the financial statements.

## **CONVERTIBLE BONDS**

Details of movements in the Convertible Bonds of the Company during the year are set out in note 20 to the financial statements.

## **PRE-EMPTIVE RIGHTS**

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

## **RELATED PARTY TRANSACTIONS**

Details of the significant related party transactions during the year ended 31 December 2015 are disclosed in note 26 to the financial statements.

# REPORT OF THE DIRECTORS

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

## RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and in note 23 to the financial statements, respectively.

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 100% of the total sales for the year and sales to the largest customer included therein accounted for 59.10%. Purchases from the Group's five largest suppliers accounted for 100.00% of the total purchases for the year and purchases from the largest supplier included therein accounted for 54.20%.

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

## DIRECTORS

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

### Executive Directors:

Mr. Xiang Xin	
Mr. Liang Xiaojin	(Resigned on 15 June 2015)
Ms. Zhong Keying	
Mr. Wang Jianjun	(Appointed on 4 June 2015 and resigned on 14 February 2016)
Mr. Chan Cheong Yee	(Appointed on 14 February 2016)

### Non-executive Directors:

Mr. Sun Kuan Chi	
Mr. Shing Pan Yu	(Appointed on 1 April 2015 and resigned on 7 May 2015)
Mr. Tsui Yiu Ming	(Appointed on 1 April 2015 and resigned on 7 May 2015)
Mr. Kuk Peter Z	(Appointed on 4 June 2015 and resigned on 2 February 2016)
Mr. Ge Ming	(Appointed on 8 June 2015 and resigned on 2 February 2016)
Mr. Wang Wei (王巍)	(Appointed on 15 June 2015 and resigned on 2 February 2016)
Mr. Xin Luo Lin	(Appointed on 1 August 2015)
Ms. Chen Jiajing	(Appointed on 2 February 2016)
Ms. Jiang Linlin	(Appointed on 2 February 2016)
Mr. Wang Wei (王偉)	(Appointed on 2 February 2016)

### Independent non-executive Directors:

Mr. Zhang Zhan Liang	
Ms. An Jing	
Mr. Chen Yicheng	
Mr. Kwai Sze Kit	(Appointed on 2 April 2015)

# REPORT OF THE DIRECTORS

## **Alternate Directors:**

Ms. Kung Ching

Mr. Chen Banyan

(Resigned as an alternate Director to Mr. Liang Xiaojin on 15 June 2015)

In accordance with article 87(1) of the Articles of Association of the Company, Mr. Zhang Zhan Liang and Mr. Chen Yicheng shall retire by rotation at the annual general meeting of the Company. Mr. Zhang Zhan Liang and Mr. Chen Yicheng, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

In accordance with article 86(3) of the Articles of Association of the Company, Mr. Chan Cheong Yee, Mr. Xin Luo Lin, Ms. Chen Jianjing, Ms. Jiang Linlin, Mr. Wang Wei (王瑋) and Mr. Kwai Sze Kit shall retire at the general meeting of the Company. Mr. Xin Luo Lin has informed the Company that he has elected not to offer himself for re-election at the AGM of the Company. Mr. Xin Luo Lin has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of Shareholders about his retirement. Mr. Chan Cheong Yee, Ms. Chen Jianjing, Ms. Jiang Linlin, Mr. Wang Wei (王瑋) and Mr. Kwai Sze Kit, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

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

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

## **DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES**

Biographical details of the directors of the Company and the senior management of the Group are set out on page 7 of the annual report.

## **DIRECTORS' SERVICE CONTRACTS**

None of the Directors of the Company has entered into a service contract with the Company and they are not appointed for a specific term. Their appointment will be subject to retirement and re-election by the shareholders pursuant to the articles of association of the Company.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

# REPORT OF THE DIRECTORS

## DIRECTORS' REMUNERATION

The Directors' remuneration are subject to the authority granted by the shareholders of the Company to the Board to fix their remuneration or shareholders' approval at general meetings and monitored by the remuneration committee on a continuous basis. Other emoluments are determined by the Company's remuneration committee with reference to directors' duties, responsibilities and performance and the results of the Group.

## DIRECTORS' INTERESTS IN CONTRACTS

Apart from those details in note 26 to the financial statements, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

## MANAGEMENT CONTRACTS

Apart from those details in note 26 to the financial statements, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries were entered into or existed during the year.

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

As at 31 December 2015, the interests of the Directors or chief executive and their associates in the shares and underlying Shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### (i) Interest in issued Shares

Name	Nature of interest	Number of Shares held	Approximately percentage of interests
Kung Ching (note 1)	Interest of controlled corporation	4,493,201,596	22.03%

# REPORT OF THE DIRECTORS

## (ii) Interest in the underlying shares of the Company — share option

Name of Director	Date of grant	Exercise period	Nature of interest	Exercise price per share	Shares for Share Options HK\$	Number of underlying Shares for Share Options	Approximately percentage of interest
Xiang Xin	6 July 2014	6 July 2014 to 5 July 2024	Beneficial interest	0.05	60,000,000(L)	0.29%	
Zhong Keying	1 December 2014	1 December 2014 to 30 November 2024	Beneficial interest	0.05	19,500,000(L)	0.10%	
Sun Kuan Chi	6 July 2014	6 July 2014 to 5 July 2024	Beneficial interest	0.05	30,000,000(L)	0.15%	
Zhang Zhan Liang	6 July 2014	6 July 2014 to 5 July 2024	Beneficial interest	0.05	30,000,000(L)	0.15%	
An Jing	6 July 2014	6 July 2014 to 5 July 2024	Beneficial interest	0.05	30,000,000(L)	0.15%	
Chen Yicheng	6 July 2014	6 July 2014 to 5 July 2024	Beneficial interest	0.05	30,000,000(L)	0.15%	

## (iii) Interest in the underlying shares of the Company — convertible bonds

After the completion of the Clawback Offer during the year, the convertible bonds has been transferred to the relevant purchaser in accordance with the terms of the prospectus document which published as Company's announcement on 3 December 2015. The convertible bonds have been automatically converted into conversion shares subsequent to the transferred and no outstanding convertible bonds as at 31 December 2015.

Save as disclosed above, as at 31 December 2015, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

# REPORT OF THE DIRECTORS

## SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2015, according to the register kept by the Company pursuant to section 336 of SFO, and so far as was known to the Directors or chief executive of the Company, the following persons (other than a Director or a chief executive of the Company) had, or were deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying voting rights to vote in all circumstances at general meeting of any member of the Company:

### (i) Interest in issued shares

Name	Nature of interest	Number of Shares held	Approximately percentage of interests
Honour Sky International Limited	Beneficial owner	4,493,201,596 (L)	22.03%
New Times Global Capital Inc. (note 1)	Interest of controlled corporation	4,493,201,596 (L)	22.03%
Morgan Strategic Limited	Beneficial owner	1,068,600,000 (L)	5.24%
Top Ten International s.a r.l. (note 2)	Interest of controlled corporation	1,068,600,000 (L)	5.24%
Chen Darren (note 2)	Interest of controlled corporation	1,068,600,000 (L)	5.24%

### (ii) Interest in the underlying shares of the company — convertible bonds

After the completion of the Clawback Offer during the year, the convertible bonds has been transferred to the relevant purchaser in accordance with the terms of the prospectus document which published as Company's announcement on 3 December 2015. The convertible bonds have been automatically converted into conversion shares subsequent to the transferred and no outstanding convertible bonds as at 31 December 2015.

Notes:

1. Honour Sky International Limited is a private company wholly and beneficially owned by New Times Global Capital Inc.. Accordingly, New Times Global Capital Inc. is interested in the shares and the underlying shares of the Company held by Honour Sky International Limited. Ms. Kung Ching owns 100% share of New Times Global Capital Inc. and is also the director of the company and are taken to be interested in the shares and underlying shares of the Company held by Honour Sky International Limited.
2. Morgan Strategic Limited is a private company 100% owned by Top Ten International s.a r.l. ("Top Ten") and Top Ten is a private company wholly and beneficially owned by Mr. Chen Darren. Accordingly, Top Ten and Mr. Chen Darren are interested in the shares of the Company held by Morgan Strategic Limited.

# REPORT OF THE DIRECTORS

Save as disclosed above and so far as is known to the Directors or chief executive of the Company, as at 31 December 2015, there was no person (other than a Director or chief executive of the Company) who had an interest or short position in the shares and underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying rights to vote in all circumstances at general meeting of any other member of the Company.

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES**

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## **COMPETING INTERESTS**

None of the Directors or the management shareholders of the Company or their respective associates as defined in the GEM Listing Rules had any interest in business that competed or might compete with business of the Group during the year under review.

## **SHARE OPTION SCHEME**

As regards to the share option scheme ("Share Option Scheme") approved by shareholders on 1 November 2010, there were 563,500,193 Shares available for issue under Share Option Scheme which represents approximately 2.76% of the issued share capital of the Company as at 31 December 2015. Details of Share Option Scheme and share options movements are set out in note 22 to the financial statement.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

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

## **CORPORATE GOVERNANCE**

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report in page 18 to 22.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public throughout the year ended 31 December 2015.

# REPORT OF THE DIRECTORS

## AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") on 16 July 2002 in accordance with the requirements of the GEM Listing Rules. The Audit Committee currently comprises all four independent non-executive Directors of the Company, Mr. Zhang Zhan Liang as the chairman, Ms. An Jing, Mr. Chen Yicheng and Mr. Kwai Sze Kit as the members.

The Audit Committee examined the accounting principles and practices adopted by the Company and its subsidiaries and discussed with the management its internal controls and accounts. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2015.

## AUDITORS

The financial statements for the years ended 31 December 2014 and 2015 were audited by ZHONGHUI ANDA CPA Limited.

A resolution for the re-appointment of ZHONGHUI ANDA CPA Limited as auditors of the Company until the conclusion of the next annual general meeting is to be proposed at the forthcoming annual general meeting of the Company.

ON BEHALF OF THE BOARD

**Xiang Xin**

*Co-Chairman and Chief Executive Officer*

Hong Kong

11 March 2016

# CORPORATE GOVERNANCE REPORT

## CODE ON CORPORATE GOVERNANCE PRACTICES

During the year under review, the Company had complied with the requirements of the code provisions set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 15 of the GEM Listing Rules, except that:

1. Mr. Xiang Xin was the Co-Chairman of the Board and Chief Executive Officer of the Company during the year 2015. Such practice deviates from code provision A.2.1 of the CG Code which requires that the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. After evaluation of the current situation of the Company and taking into account of the experience and past performance of Mr. Xiang, the Board is of the opinion that it is appropriate and in the best interests of the Company at the present stage for Mr. Xiang to hold both positions as the Co-Chairman and the Chief Executive Officer of the Company as it helps to maintain the continuity of the policies and the stability of the operations of the Company.
2. The Company has no fixed terms of appointment for non-executive Directors. The independent non-executive Directors are appointed subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the relevant article under the Articles of Association of the Company. Such practice deviates from the provision A.4.1 of the CG Code which requires that non-executive Directors be appointed for a specific term. The Board has discussed and concluded the current practice of appointing independent non-executive Directors without specific terms but otherwise subject to rotation and re-election by shareholders is fair and reasonable, and does not intend to change the current practice at the moment.

## BOARD PRACTICES AND PROCEDURES

The Company was in compliance with the Board Practices and Procedures as set out in Rule 5.34 of the GEM Listing Rules throughout the year.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code for dealing in securities of the Company by the Directors. All Directors confirmed that they complied with the required standards as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules throughout the year.

## BOARD OF DIRECTORS

The Board of the Company as at the date of the annual report comprises:

Executive Directors:                   Mr. Xiang Xin  
    Ms. Zhong Keying  
    Mr. Chan Cheong Yee

Non-executive Directors:              Mr. Sun Kuan Chi  
    Mr. Xin Luo Lin  
    Ms. Chen Jiajing  
    Ms. Jiang Linlin  
    Mr. Wang Wei (王輝)

Independent non-executive  
Directors:                             Mr. Zhang Zhan Liang  
    Ms. An Jing  
    Mr. Chen Yicheng  
    Mr. Kwai Sze Kit

Alternate Director:                    Ms. Kung Ching

# CORPORATE GOVERNANCE REPORT

The Board is responsible for the leadership and control of the Company. It also oversees the Group's businesses, strategic decisions and directions, and performances. The management was delegated the authority and responsibility by the Board for the general management of the Group. In addition, the Board has also delegated various responsibilities to other committees. Further details of other committees are set out in this report.

The Board has at least four scheduled regular meetings a year at quarterly interval and meets as and when required. The attendance of each director at the board meetings during the year are as follows:

<b>Directors</b>		<b>Number of attendance</b>
Mr. Xiang Xin		12/12
Mr. Liang Xiaojin	(Resigned on 15 June 2015)	6/6
Ms. Zhong Keying		12/12
Mr. Wang Jianjun	(Appointed on 4 June 2015 and resigned on 14 February 2016)	5/7
Mr. Sun Kuan Chi		12/12
Mr. Tsui Yiu Ming	(Appointed on 1 April 2015 and resigned on 7 May 2015)	1/1
Mr. Shing Pan Yu	(Appointed on 1 April 2015 and resigned on 7 May 2015)	1/1
Mr. Kuk Peter Z	(Appointed on 4 June 2015 and resigned on 2 February 2016)	6/7
Mr. Ge Ming	(Appointed on 8 June 2015 and resigned on 2 February 2016)	2/6
Mr. Wang Wei (王巍)	(Appointed on 15 June 2015 and resigned on 2 February 2016)	4/6
Mr. Xin Luo Lin	(Appointed on 1 August 2015)	5/5
Mr. Zhang Zhan Liang		11/12
Ms. An Jing		12/12
Mr. Chen Yicheng		9/12
Mr. Kwai Sze Kit	(Appointed on 2 April 2015)	7/9

Board minutes are kept by the company secretary of the Company. Draft and final versions of the Board minutes are sent to the Directors for their comments and records, in both cases within a reasonable time after the meeting.

The Directors are able, upon the reasonable request, to seek independent professional advice under appropriate circumstances, at the Company's expenses, in order to discharge their responsibilities and duties under appropriate independent professional advice.

Appropriate insurance cover has been arranged in respect of legal action against its Directors and senior management.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Xiang Xin and Mr. Kuk Peter Z is the Co-Chairman of the Board and Mr. Xiang Xin is the Chief Executive Officer of the Company.

Following the resignation of Co-Chairman of Mr. Kuk Peter Z on 2 February 2016, Ms. Chen Jiajing was appointed instead.

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

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

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

# CORPORATE GOVERNANCE REPORT

## EXECUTIVE COMMITTEE

An executive committee (the "Executive Committee") was established by the Board on March 2012 and delegated with powers from the Board to deal with all matters relating to the daily operations of the Company. The Executive Committee comprises all executive Directors of the Company.

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

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

Directors	Number of attendance
Mr. Xiang Xin ( <i>Chairman</i> )	10/10
Mr. Liang Xiaojin	1/5
Ms. Zhong Keying	10/10
Mr. Wang Jianjun	0/8

Following the resignation of Mr. Wang Jianjun and appointment of Mr. Chan Cheong Yee as an executive Director of the Company on 14 February 2016, Mr. Chan Cheong Yee become member of Executive Committee of the Company.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors of the Company are persons of high calibre, with academic and professional qualifications in the field of accounting and law. With their solid experience, they can provide strong support to perform their duties delegated by the Board effectively.

All independent non-executive Directors are considered to be independent by the Board as the Board received the annual confirmation of independence from each of them as required by the GEM Listing Rules.

## REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company established a remuneration committee (the "Remuneration Committee") in December 2005. All of the members of the Remuneration Committee are the independent non-executive Directors of the Company. The attendance of each member at the meeting(s) during the year is set out as follows:

Number of attendance
1/1
1/1
1/1
1/1

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

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

# CORPORATE GOVERNANCE REPORT

## EXTERNAL AUDITORS

For the year ended 31 December 2015, the following external auditors, provided the following services to the Group:

	HK\$'000
<b>ZHONGHUI ANDA CPA Limited</b>	
Annual audit services	321
Other services	15
	<hr/>
	336
<hr/>	

## AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") on 16 July 2002 in accordance with the requirements of the GEM Listing Rules. The Audit Committee comprises all independent non-executive Directors of the Company. The attendance of each member at the meetings during the year is set out as follows:

	Number of attendance
Mr. Zhang Zhan Liang ( <i>Chairman</i> )	4/4
Ms. An Jing	4/4
Mr. Chen Yicheng	4/4
Mr. Kwai Sze Kit	3/4

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

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

## NOMINATION COMMITTEE

A nomination committee (the "Nomination Committee") was established by the Board on March 2012 in accordance with the requirements of the GEM Listing Rules. The Nomination Committee comprises three Directors of the Company, Mr. Xiang Xin as the chairman and Mr. Zhang Zhan Liang and Ms. An Jing as the members. The attendance of each member at the meetings during the year is set out as follows:

	Number of attendance
Mr. Xiang Xin	4/4
Mr. Zhang Zhan Liang	4/4
Ms. An Jing	4/4

# CORPORATE GOVERNANCE REPORT

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

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

## STRATEGIC COMMITTEE

The strategic committee (the "Strategic Committee") was established in August 2015 with terms of reference. The Strategic Committee comprise all non-executive Directors of the Company. The attendance of each member at the meetings during the year is set out as follows:

Name of Directors	Attendance
Mr. Sun Kuan Chi	1/1
Mr. Kuk Peter Z ( <i>Chairman</i> )	1/1
Mr. Ge Ming	1/1
Mr. Wang Wei (王巍)	1/1
Mr. Xin Luo Lin	1/1

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

The Strategic Committee is responsible for conducting researches and submits proposals to the Board concerning the long-term development strategic and material investment decision of the Group. The Strategic Committee has no specific number of meetings as set out in the terms of reference.

Following the resignation of Mr. Kuk Peter Z, Mr. Ge Ming, Mr. Wang Wei (王巍) and appointment of Ms. Chen Jiajing, Ms. Jiang Linlin, Mr. Wang Wei (王偉) as non-executive Directors and members of Strategic Committee of the Company on 2 February 2016, Ms. Chen Jiajing was appointed as chairman of Strategic Committee.

# INDEPENDENT AUDITORS' REPORT

For the year ended 31 December 2015



## **TO THE SHAREHOLDERS OF CHINA TRENDS HOLDINGS LIMITED**

中國趨勢控股有限公司

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Trends Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 25 to 67, 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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors of the Company (the "Directors") 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 (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## **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, 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 HKICPA. 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.

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 judgement, 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.

# INDEPENDENT AUDITORS' REPORT

For the year ended 31 December 2015

## 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 the Group's 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.

**ZHONGHUI ANDA CPA Limited**

*Certified Public Accountants*

**Fong Tak Ching**

Practising Certificate Number P06353

Hong Kong, 11 March 2016

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2015

	Notes	2015 HK\$'000	2014 HK\$'000
<b>REVENUE</b>			
Cost of sales	6	<b>116,496</b> <b>(112,961)</b>	56,540 (54,106)
Gross profit		<b>3,535</b>	2,434
Other income and gains	6	<b>208</b>	171
Administrative and other operating expenses		<b>(8,636)</b>	(20,978)
<b>LOSS BEFORE TAX</b>	7	<b>(4,893)</b>	(18,373)
Income tax expenses	10	—	—
<b>LOSS FOR THE YEAR</b>		<b>(4,893)</b>	(18,373)
<b>OTHER COMPREHENSIVE LOSS</b>			
Item that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		<b>(3,364)</b>	(1,621)
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>		<b>(8,257)</b>	(19,994)
<b>LOSS FOR THE YEAR ATTRIBUTABLE TO:</b>			
Owners of the Company		<b>(4,874)</b>	(18,352)
Non-controlling interests		<b>(19)</b>	(21)
		<b>(4,893)</b>	(18,373)
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>			
<b>ATTRIBUTABLE TO:</b>			
Owners of the Company		<b>(8,205)</b>	(19,957)
Non-controlling interests		<b>(52)</b>	(37)
		<b>(8,257)</b>	(19,994)
<b>LOSS PER SHARE</b>	11		
Basic (HK cents per share)		<b>(0.07)</b>	(0.28)
Diluted (HK cents per share)		<b>N/A</b>	N/A

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2015

	Notes	2015 HK\$'000	2014 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	13	<b>805</b>	1,110
Intangible assets	14	<b>25,000</b>	25,000
Available-for-sale investment	15	<b>22,800</b>	22,800
Total non-current assets		<b>48,605</b>	48,910
<b>CURRENT ASSETS</b>			
Trade receivables	17	<b>64,989</b>	9,919
Prepayments, deposits and other receivables	18	<b>5,867</b>	58,444
Cash and bank balances	19	<b>5,471</b>	7,485
Total current assets		<b>76,327</b>	75,848
<b>CURRENT LIABILITIES</b>			
Other payables and accruals		<b>3,907</b>	476
Total current liabilities		<b>3,907</b>	476
<b>Net current assets</b>		<b>72,420</b>	75,372
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>121,025</b>	124,282
<b>NET ASSETS</b>		<b>121,025</b>	124,282
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Issued capital	21	<b>203,998</b>	66,350
Equity component of convertible bonds	20	–	391,534
Other reserves	23(a)	<b>(84,375)</b>	(335,056)
Non-controlling interests		<b>119,623</b>	122,828
		<b>1,402</b>	1,454
<b>TOTAL EQUITY</b>		<b>121,025</b>	124,282

Approved by:

**Xiang Xin**  
Director

**Chan Cheong Yee**  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015

	Attributable to owners of the Company										
	Equity										
	Foreign component										
	Share Issued capital HK\$'000	Share premium account HK\$'000	Share option reserve HK\$'000	Share currency translation reserve HK\$'000	Convertible bonds HK\$'000	Special reserve HK\$'000	Capital reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
At 1 January 2014	66,350	235,563	-	5,573	391,534	11,157	(1,638)	(578,210)	130,329	1,491	131,820
Total comprehensive loss for the year	-	-	-	(1,605)	-	-	-	(18,352)	(19,957)	(37)	(19,994)
Share-based payments	-	-	12,456	-	-	-	-	-	12,456	-	12,456
At 31 December 2014 and 1 January 2015	66,350	235,563	12,456	3,968	391,534	11,157	(1,638)	(596,562)	122,828	1,454	124,282
Total comprehensive loss for the year	-	-	-	(3,331)	-	-	-	(4,874)	(8,205)	(52)	(8,257)
Exercise of share options	1,000	5,934	(1,934)	-	-	-	-	-	5,000	-	5,000
Conversion of convertible bonds into shares (Note 20)	136,648	254,886	-	-	(391,534)	-	-	-	-	-	-
At 31 December 2015	203,998	496,383	10,522	637	-	11,157	(1,638)	(601,436)	119,623	1,402	121,025

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2015

	2015 HK\$'000	2014 HK\$'000
<b>Cash flows from operating activities</b>		
LOSS BEFORE TAX	<b>(4,893)</b>	(18,373)
Adjustments for:		
Interest income	(101)	(31)
Share-based payments	-	12,456
Depreciation of property, plant and equipment	<b>254</b>	303
Operating cash flows before working capital changes	<b>(4,740)</b>	(5,645)
Change in trade receivables	<b>(55,070)</b>	694
Change in prepayments, deposits and other receivables	<b>49,701</b>	3,047
Change in other payables and accruals	<b>3,431</b>	13
Cash used in operations	<b>(6,678)</b>	(1,891)
Interest received	<b>101</b>	31
<b>Net cash flows used in operating activities</b>	<b>(6,577)</b>	(1,860)
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	<b>(2)</b>	(8)
<b>Net cash flows used in investing activities</b>	<b>(2)</b>	(8)
<b>Cash flows from financing activities</b>		
Net proceeds from exercise of share options	<b>5,000</b>	-
<b>Net cash flows generated from financing activities</b>	<b>5,000</b>	-
<b>Net decrease in cash and cash equivalents</b>	<b>(1,579)</b>	(1,868)
Cash and cash equivalents at beginning of year	<b>7,485</b>	10,942
Effect of foreign exchange rate changes	<b>(435)</b>	(1,589)
<b>Cash and cash equivalents at end of year</b>	<b>5,471</b>	7,485
<b>Analysis of cash and cash equivalents</b>		
Bank and cash balances	<b>5,471</b>	6,077
Non-pledged time deposits with original maturity of less than three months when acquired	-	1,408
	<b>5,471</b>	7,485

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 1. CORPORATE INFORMATION

China Trends Holdings Limited (the "Company") is a limited liability company incorporated in the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business in Hong Kong is situated at 26/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong.

The principal activity of the Company is investment holding. The Group is principally engaged in (i) trading of electronic technology and related products, and (ii) the low-carbon products applications, mainly develops business of low-carbon digital products solutions and applications and provides media and e-commerce platforms and media advertising services.

The shares of the Company have been listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited since 31 July 2002.

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

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 January 2015. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards ; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years.

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention and are presented in Hong Kong dollars with all values rounding to the nearest thousand except otherwise indicated.

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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### **Consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### **Impairment of assets**

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and other intangible assets, except for investments and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

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

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

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### **Related parties**

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

(A) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### Related parties *(Continued)*

(B) An entity is related to the Group (reporting entity) if any of the following conditions applies:

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

### Property, plant and equipment and depreciation

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

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

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

Leasehold improvements	20%
Furniture and fixtures	20%
Office and computer equipments	25%
Motor vehicles	25%

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### **Intangible assets (other than goodwill)**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

### **Leases**

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

### **Recognition and derecognition of financial instruments**

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### **Investments**

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

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

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

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

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

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

### **Trade and other receivables**

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### **Cash and cash equivalents**

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

### **Financial liabilities and equity instruments**

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

### **Equity instruments**

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

### **Trade and other payables**

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

### **Provisions and contingent liabilities**

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### Taxation

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

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

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

Deferred tax liabilities are recognised for taxable temporary differences arising on 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.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### **Revenue recognition**

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

- (a) Revenues from sales of goods are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers; and
- (b) Interest income is recognised on a time-proportion basis using the effective interest method.

### **Employee benefits**

#### **(a) Employee leave entitlements**

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

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

#### **(b) Pension obligations**

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme ("MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on 5% of the employees' relevant income, subject to a ceiling of monthly relevant income of HK\$25,000 (increased to HK\$30,000 starting from 1 June 2014) and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The Group also participates in a defined contribution retirement scheme organised by the government in the People's Republic of China (the "PRC"). The Group is required to contribute a specific percentage of the payroll of its employees to the retirement scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the retirement scheme. No forfeited contributions may be used by the employers to reduce the existing level of contributions.

#### **(c) Termination benefits**

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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### Share-based payments

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

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

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

### Foreign currency translation

#### **(a) Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

#### **(b) Transactions and balances in each entity's financial statements**

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

#### **(c) Translation on consolidation**

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- (i) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) Income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- (iii) All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

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

### **Events after the reporting period**

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

## 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

### **Available-for-sale investment**

The available-for-sale investment is measured at cost less impairment loss because it does not have a quoted market price in an active market. The directors of the Company are of the opinion that its fair value cannot be reliably measured and hence such unquoted equity investment is measured at cost less impairment losses at the end of the reporting period.

Note 15 describes that the investee company is not treated as an associate although the Company has 20% ownership interest in the investee company. In making their judgment, the directors of the Company considered the Group is not in a position to control or exercise any significant influence over the financial and operating policies of the investee company or to participate in its operations.

### **Estimation uncertainty**

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

### **Impairment of intangible assets**

The management of the Company assesses the possible impairment of the Group's intangible assets at end of each reporting period. At the end of the reporting period, the carrying value of intangible assets was approximately HK\$25,000,000. The Group is confident that the carrying amount of the asset will be recovered in full. This situation will be closely monitored, and adjustments made in future periods, if future market activity indicates that such adjustments are appropriate.

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

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

At the end of the reporting period, the carrying value of available-for-sale investments were approximately HK\$22,800,000 (2014: approximately HK\$22,800,000). This situation will be closely monitored, and adjustments made in future periods, if future market activity indicates that such adjustments are appropriate.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

### **Provision for impairment of receivables**

The policy for the provision for impairment of receivables of the Group is based on the evaluation of collectibles and ageing analysis of accounts and on the management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer.

## 5. OPERATING SEGMENT INFORMATION

The Group's revenue and result for the year ended 31 December 2015 were mainly derived from its operating segment of trading of electronic technology and related products. For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segment as follows:

- (a) the trading of electronic technology and related products; and
- (b) the media operating segment is involved in provision of media and e-commerce platforms and media advertising services.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group's loss before tax except that interest income, impairment losses on intangible assets, and exchange gains as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable and other unallocated head office and corporate liabilities, as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 5. OPERATING SEGMENT INFORMATION *(Continued)*

	For the year ended 31 December					
	Trading of electronic technology and related products		Media business (Note)		Consolidated total	
	2015	2014	2015	2014	2015	2014
	HK'000	HK'000	HK'000	HK'000	HK'000	HK'000
<b>Segment revenue:</b>						
Sales to external customers	<b>116,496</b>	56,540	–	–	<b>116,496</b>	56,540
	<b>116,496</b>	56,540	–	–	<b>116,496</b>	56,540
<b>Segment results</b>	<b>(2,073)</b>	(2,254)	–	–	<b>(2,073)</b>	(2,254)
Reconciliation:						
Other income and gains					<b>100</b>	71
Unallocated expenses					<b>(2,920)</b>	(16,190)
Loss before tax					<b>(4,893)</b>	(18,373)
Income tax expenses					–	–
Loss for the year					<b>(4,893)</b>	(18,373)
<b>Other segment information:</b>						
Capital expenditure	<b>2</b>	8	–	–	<b>2</b>	8
Share-based payments	–	12,456	–	–	–	12,456
Depreciation	<b>226</b>	239	<b>28</b>	64	<b>254</b>	303
As at 31 December						
	Trading of electronic technology and related products		Media business (Note)		Consolidated total	
	2015	2014	2015	2014	2015	2014
	HK'000	HK'000	HK'000	HK'000	HK'000	HK'000
<b>Segment assets</b>	<b>72,223</b>	73,677	<b>25,000</b>	25,000	<b>97,223</b>	98,677
Unallocated assets					<b>27,709</b>	26,081
Total assets					<b>124,932</b>	124,758
<b>Segment liabilities</b>	<b>2,625</b>	200	–	–	<b>2,625</b>	200
Unallocated liabilities					<b>1,282</b>	276
Total liabilities					<b>3,907</b>	476

Note: The mode of operation of the Group's media business through the provision of Copyright of a film library held by the Group and receives royalty income. The Group entered into a cooperation framework agreement with Europe and America Joint Students Pioneering Park Limited was not yet implemented as at the date of this report due to 博思夢想(中國)有限公司, the main subsidiary of the Company, was involved in malicious litigation in the Mainland China. All parties of the litigation have reached a settlement in Zhenjiang Intermediate People's Court mediation on 24 June 2015. There is no progress of the above cooperation framework agreement during the year 2015 as compared with 2014 annual reporting date.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 5. OPERATING SEGMENT INFORMATION *(Continued)*

### Geographical information

#### *(a) Revenue from external customers*

	For the year ended 31 December	
	2015	2014
	HK'000	HK'000
Hong Kong	<b>68,848</b>	56,540
Mainland China (excluding Hong Kong)	<b>47,648</b>	–
	<b>116,496</b>	56,540

The revenue information is based on the location of the customers.

#### *(b) Non-current assets*

	As at 31 December	
	2015	2014
	HK'000	HK'000
Hong Kong	<b>10</b>	39
Mainland China (excluding Hong Kong)	<b>25,795</b>	26,071
Overseas	<b>22,800</b>	22,800
	<b>48,605</b>	48,910

### Revenue from major customers

	2015	2014
	HK'000	HK'000
Customer A	<b>68,848</b>	56,540
Customer B	<b>36,456</b>	–
Customer C	<b>11,192</b>	–
	<b>116,496</b>	56,540

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 6. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of revenue, other income and gains is as follows:

	2015 HK\$'000	2014 HK\$'000
Revenue		
Sales of goods	<b>116,496</b>	56,540
Other income and gains		
Bank interest income	101	31
Net exchange gains	—	40
Others	<b>107</b>	100
	<b>208</b>	171

## 7. LOSS BEFORE TAX

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

	2015 HK\$'000	2014 HK\$'000
Cost of sales	<b>112,961</b>	54,106
Auditors' remuneration		
— Annual audit	321	325
— Other services	15	15
Total auditors' remuneration	<b>336</b>	340
Employee benefits expenses (including directors' remuneration):		
— Wages, salaries and allowances	1,664	1,101
— Other benefits in kind	37	147
— Share-based payments	—	6,194
— Pension scheme contributions	40	36
Total employee benefits expenses	<b>1,741</b>	7,478
Depreciation	<b>254</b>	303
Minimum lease payments under operating leases, land and buildings	<b>1,924</b>	1,945
Net exchange losses/(gains)	<b>148</b>	(40)

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the GEM Listing Rules and the Hong Kong Companies Ordinance, is as follows:

	<b>2015</b> <b>HK\$'000</b>	2014 HK\$'000
Fees	—	—
Other emoluments:		
Salaries, allowances and benefits in kind	<b>427</b>	440
Share-based payment	—	6,194
Pension scheme contributions	—	—
	<b>427</b>	6,634
	<b>427</b>	6,634

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 8. DIRECTORS' REMUNERATION *(Continued)*

		For the year ended 31 December 2015				
		Salaries, allowances and benefits		Pension scheme contributions	Equity-settled share option benefits	Total
Notes	Fees HK\$'000	in kind HK\$'000		HK\$'000	HK\$'000	HK\$'000
<b>Executive directors:</b>						
Mr. Xiang Xin	-	60	-	-	-	60
Mr. Liang Xiaojin	(a)	28	-	-	-	28
Mr. Chen Banyan	(a)	28	-	-	-	28
Ms. Zhong Keying	-	60	-	-	-	60
Mr. Wang Jianjun	(c)	34	-	-	-	34
Mr. Tsui Yiu Ming	(d)	6	-	-	-	6
Mr. Shing Pan Yu	(d)	6	-	-	-	6
	-	222	-	-	-	222
<b>Non-executive directors:</b>						
Mr. Kuk Peter Z	(e)	17	-	-	-	17
Mr. Sun Kuan Chi	-	30	-	-	-	30
Mr. Ge Ming	(f)	17	-	-	-	17
Mr. Wang Wei	(g)	16	-	-	-	16
Mr. Xin Luo Lin	(h)	13	-	-	-	13
	-	93	-	-	-	93
<b>Independent non-executive directors:</b>						
Mr. Zhang Zhan Liang	-	30	-	-	-	30
Ms. An Jing	-	30	-	-	-	30
Mr. Chen Yicheng	-	30	-	-	-	30
Mr. Kwai Sze Kit	(i)	22	-	-	-	22
	-	112	-	-	-	112
	-	427	-	-	-	427

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 8. DIRECTORS' REMUNERATION *(Continued)*

Notes	For the year ended 31 December 2014				
	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Pension scheme contributions HK\$'000	Equity-settled share option benefits HK\$'000	Total HK\$'000
<b>Executive directors:</b>					
Mr. Xiang Xin	–	60	–	1,452	1,512
Mr. Liang Xiaojin	–	60	–	726	786
Mr. Chen Banyan	–	190	–	726	916
Ms. Zhong Keying	(b)	5	–	386	391
	–	315	–	3,290	3,605
<b>Non-executive directors:</b>					
Mr. Wang Yaomin	(j)	5	–	–	5
Mr. Sun Kuan Chi		30	–	726	756
	–	35	–	726	761
<b>Independent non-executive directors:</b>					
Mr. Zhang Zhan Liang	–	30	–	726	756
Ms. An Jing	–	30	–	726	756
Mr. Chen Yicheng	–	30	–	726	756
	–	90	–	2,178	2,268
	–	440	–	6,194	6,634

Notes:

- (a) Resigned on 15 June 2015
- (b) Appointed on 1 December 2014
- (c) Appointed on 4 June 2015 and resigned on 14 February 2016
- (d) Appointed on 1 April 2015 and resigned on 7 May 2015
- (e) Appointed on 4 June 2015 and resigned on 2 February 2016
- (f) Appointed on 8 June 2015 and resigned on 2 February 2016
- (g) Appointed on 15 June 2015 and resigned on 2 February 2016
- (h) Appointed on 1 August 2015
- (i) Appointed on 2 April 2015
- (j) Resigned on 5 March 2014

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

No emolument was paid to the director as an inducement to join or upon joining the Company; or as compensation for loss of office during the reporting period (2014: Nil).

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one (2014: five) director, details of whose remuneration are set out in note 7 above. Details of the remuneration of the remaining four highest paid employees for the year ended 31 December 2015 are as follows:

	2015 HK\$'000	2014 HK\$'000
Salaries, allowances and benefits in kind	<b>836</b>	–
Pension scheme contributions	<b>30</b>	–
	<b>866</b>	–

The number of non-directors, highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2015	2014
Emolument band: HK\$nil–HK\$1,000,000	<b>4</b>	nil

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 10. INCOME TAX EXPENSES

No provision for taxation has been made since the Group has tax loss during the years ended 31 December 2015 and 2014. Tax arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions. Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of subsidiaries of the Company in the PRC is 25% for both years.

The reconciliation between the income tax for the year and the loss before tax multiplied by the Hong Kong profits tax rate is as follows:

	2015 HK\$'000	2014 HK\$'000
Loss before tax:	<b>(4,893)</b>	(18,373)
Tax at the statutory tax rate of 16.5% (2014: 16.5%)	<b>(807)</b>	(3,032)
Effect of different tax rates of subsidiaries operating in other jurisdictions	<b>(163)</b>	(168)
Income not subject to tax	-	(4)
Expenses not deductible for tax	<b>6</b>	2,069
Tax effect of taxes losses not recognised	<b>964</b>	1,135
 Tax charge at the Group's effective tax rate	 -	 -

At 31 December 2015, the Group has unused tax losses of approximately HK\$96,227,000 (2014: HK\$91,375,000) available indefinitely for offset against future profits. No deferred tax asset (2014: HK\$nil) has been recognised in respect of such tax losses, due to the unpredictability of future profit streams.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 11. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

The calculation of basic loss per share is based on:

	2015 HK\$'000	2014 HK\$'000
<b>Losses</b>		
Loss for the year attributable to owners of the Company, used in the basic loss per share calculation	<b>(4,874)</b>	<b>(18,352)</b>
	<b>Number of shares</b>	
	<b>2015</b>	2014
<b>Shares</b>		
Weighted average number of ordinary shares in issue during the year used in basic loss per share calculation	<b>6,767,110,297</b>	6,635,001,932

No diluted earnings per share are presented as the Company did not have any dilutive potential ordinary sharing during the years ended 31 December 2015 and 2014.

## 12. DIVIDENDS

The Directors do not recommend the payment of any dividend for each of the years ended 31 December 2015 and 2014.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 13. PROPERTY, PLANT AND EQUIPMENT

	Year ended 31 December 2015			
	Leasehold improvements HK\$'000	Furniture and fixtures HK\$'000	Office and computer equipments HK\$'000	Motor vehicles HK\$'000
				Total HK\$'000
<b>Cost</b>				
At 1 January 2015	974	157	2,199	1,943
Additions	-	-	2	-
Exchange realignment	-	(1)	(117)	(112)
At 31 December 2015	974	156	2,084	1,831
				5,045
<b>Accumulated depreciation</b>				
At 1 January 2015	937	155	1,642	1,429
Charge for the year	27	1	53	173
Exchange realignment	-	(1)	(94)	(82)
At 31 December 2015	964	155	1,601	1,520
				4,240
<b>Carrying amount</b>				
At 31 December 2015	10	1	483	311
				805
	Year ended 31 December 2014			
	Leasehold improvements HK\$'000	Furniture and fixtures HK\$'000	Office and computer equipments HK\$'000	Motor vehicles HK\$'000
				Total HK\$'000
<b>Cost</b>				
At 1 January 2014	974	157	2,243	1,993
Additions	-	-	8	-
Exchange realignment	-	-	(52)	(50)
At 31 December 2014	974	157	2,199	1,943
				5,273
<b>Accumulated depreciation</b>				
At 1 January 2014	910	154	1,583	1,283
Charge for the year	27	1	99	176
Exchange realignment	-	-	(40)	(30)
At 31 December 2014	937	155	1,642	1,429
				4,163
<b>Carrying amount</b>				
At 31 December 2014	37	2	557	514
				1,110

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 14. INTANGIBLE ASSETS

	Year ended 31 December 2015		
	Rights in sharing of profit streams from online network operation in internet cafes	Copyright of a film library	Rights granted by a mobile location- based service provider
	HK\$'000	HK\$'000	HK\$'000
	(note (a))	(note (b))	(note (c))
<b>Cost</b>			
At 1 January 2015 and 31 December 2015	<b>482,794</b>	<b>25,000</b>	<b>19,485</b>
			<b>527,279</b>
<b>Accumulated amortisation and impairment losses</b>			
At 1 January 2015 and 31 December 2015	<b>482,794</b>	–	<b>19,485</b>
			<b>502,279</b>
<b>Carrying amount</b>			
At 31 December 2015	–	<b>25,000</b>	–
			<b>25,000</b>
	Year ended 31 December 2014		
	Rights in sharing of profit streams from online network operation in internet cafes	Copyright of a film library	Rights granted by a mobile location- based service provider
	HK\$'000	HK\$'000	HK\$'000
	(note (a))	(note (b))	(note (c))
<b>Cost</b>			
At 1 January 2014 and 31 December 2014	482,794	25,000	19,485
			527,279
<b>Accumulated amortisation and impairment losses</b>			
At 1 January 2014 and 31 December 2014	482,794	–	19,485
			502,279
<b>Carrying amount</b>			
At 31 December 2014	–	25,000	–
			25,000

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 14. INTANGIBLE ASSETS *(Continued)*

Notes:

- (a) The rights (the "C Y Rights") in sharing of profit streams (the "Profit Streams") from online network operation in internet cafes of approximately HK\$482,794,000 represents the C Y Rights arising from an co-operation agreement (the "C Y Co-operation Agreement") entered into between a subsidiary of the Company and C Y Foundation Group Limited. Pursuant to the C Y Co-operation Agreement, the Group is entitled to participate in the co-operation and share the Profits Streams for a period of 15 years.

During the year ended 31 December 2011, the execution of the C Y Co-operation Agreement was interrupted. Due to the unpredictability of future profit streams, an impairment loss of the C Y Rights of approximately HK\$482,794,000 was recognised in the consolidated financial statements for the same reporting period.

- (b) Copyright of a film library (the "Copyright") of the Group represents the copyright of five series (a total of 321 episodes) and 16 education series of an animation named 神探威威貓 and the related music songs which was acquired during the year ended 31 December 2010, with an indefinite useful lives at a consideration of HK\$25,000,000. The fair value as at 31 December 2015 of the Copyright has been valued by 江蘇天誠新元資產評估有限公司 under the cost method. No impairment (2014: nil) has been provided as the fair value less costs of disposal is higher than its carrying amount at the end of the reporting period.

With reference to the note 5 to the financial statements, the business derived from Copyright of the film library of the Group was not yet developed and its operating data such as operating cost was un-predictable, the Group determines the cost methodology was the best method as a result. In accordance with the valuation report and research by valuer, the replacement cost was determined by reference to the production cost per minutes of grade C animation film in PRC as approximately RMB10,000 (production cost per minutes of grade A to grade D animation film in PRC ranged from RMB30,000 to RMB6,000 in approximate) while the discount rate was adopted as 5% per annum.

In determining the fair value less costs of disposal, the directors had based on the assumptions that there will be no material change in existing political, legal, technological, fiscal or economic conditions which might adversely affect the economy in general and the business of the Company.

江蘇天誠新元資產評估有限公司 is an asset evaluation company approved by the State-owned Assets Administration Bureau of Jiangsu Province, a China CPV (certified public valuer) approved by China Appraisal Society, and have over 10 years of experience in asset valuation.

- (c) The rights granted by a mobile location-based service provider (the "Agent Rights") to a subsidiary of the Company as an agent of the products of the mobile location-based services provider in the PRC and the sole franchised dealer in overseas market.

During the year ended 31 December 2011, the execution of the project was interrupted. Due to the unpredictability of future profit streams, an impairment loss of the Agent Rights of approximately HK\$19,485,000 was recognised in the consolidated financial statements for the same reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 15. AVAILABLE-FOR- SALE INVESTMENT

	2015 HK\$'000	2014 HK\$'000
<i>Non-current assets</i>		
Unlisted equity investment, at cost — overseas	<b>22,800</b>	22,800

The total consideration for the acquisition of an investment of HK\$22,800,000 made by the Group in 2011 had been turned into 20% of the equity interest in Full Smart Asia Limited on 1 January 2012, and a right to acquire the remaining 80% of the equity interest in Full Smart before 1 January 2015 (the "Option"). The Company did not exercise the right to acquire the remaining equity interest and the Option is lapsed on 1 January 2015.

The investment is not treated as an associate because the Group is not in a position to exercise any significant influences over the financial and operating policies of this company or to participate in its operations. The unlisted investment is stated at cost as the investment and the Option do not have a quoted market price in an active market and their fair values cannot be reliably measured.

Particulars of the available-for-sale investment of the Group as at 31 December 2014 and 2015 are as follows:

Name	Place of incorporation	Issued and paid up capital	Percentage of ownership interest	Principal activities
Full Smart Asia Limited ("Full Smart")	British Virgin Islands ("BVI")	100 ordinary shares of US\$1 each	20%	Investment holding

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 16. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the principal subsidiaries during the year are as follows:

Name	Place of incorporation/ registration and operations	Issued and paid up capital	Percentage of equity attributable to the Company	Principal activities
<b>Directly held:</b>				
Friendly Group Limited	BVI	100 ordinary shares of US\$1 each	100%	Investment holding
Legend Century Investments Limited	BVI	1 ordinary share of US\$1 each	100%	Investment holding
Nopo International Limited	Hong Kong	HK\$10,000 ordinary share	100%	Inactive
<b>Indirectly held:</b>				
China Trends Technologies Limited	Hong Kong	HK\$1 ordinary share	100%	Trading of electronic equipments, components and LCD/LED products
China Net-PC Limited	BVI	50,000,000 ordinary shares of US\$0.01 each	100%	Investment holding
Boss Systems Limited	BVI	500 ordinary shares of US\$1 each	99%	Investment holding
Boss Dream (China) Limited*	PRC	RMB200,000,000	99%	Trading of electronic equipments components and LCD/LED products
Boss Power Limited	Hong Kong	HK\$1,000,000 ordinary shares	100%	Inactive
Boss Education Limited	Hong Kong	HK\$1,000 ordinary shares	100%	Inactive

\* The English names are for identification only

Note:

- (a) The subsidiary is registered as a sino-foreign investment enterprise under the PRC laws.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 17. TRADE RECEIVABLES

The Group grants a credit period normally ranging from cash on delivery to 90-180 days to its trade customers.

	2015 HK\$'000	2014 HK\$'000
Trade receivables	<b>64,989</b>	9,919
Less: impairments	–	–
	<b>64,989</b>	9,919

An aged analysis of the trade receivables as at the end of the reporting period before the impairment during the year, based on the invoice date, is as follows:

	2015 HK\$'000	2014 HK\$'000
Within 30 days	<b>46,783</b>	4,950
31 to 60 days	<b>5,676</b>	4,969
61 to 90 days	–	–
Over 91 days	<b>12,530</b>	–
	<b>64,989</b>	9,919

As of 31 December 2015, the Company doesn't have trade receivables that were past due but not impaired (2014: HK\$nil).

## 18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2015 HK\$'000	2014 HK\$'000
Prepayments	<b>377</b>	845
Deposit paid for acquisition of a subsidiary	<b>3,000</b>	–
Rental deposit (note 26)	<b>160</b>	160
Trade deposit (note (a))	–	49,915
Other receivables	<b>2,330</b>	7,524
	<b>5,867</b>	58,444

Note:

- (a) During the year ended 31 December 2013, the Company has signed purchase agreements with several companies to purchase new energy saving media products, energy saving eco-material products and LED illuminant products. The amounts were refunded during the year due to termination of the agreements.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 19. CASH AND BANK BALANCES

	2015 HK\$'000	2014 HK\$'000
Cash and bank balances	<b>5,471</b>	6,077
Time deposits	–	1,408
	<b>5,471</b>	7,485

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") was RMB346,000 (2014: RMB1,682,000) (equivalent to approximately HK\$407,000 (2014: HK\$2,099,000)). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group and earn interest at the respective short term time deposits rate. The bank balances are deposited with credit worthy banks with no recent history of default. The carrying amounts of the bank balances and cash approximate to their fair values.

## 20. CONVERTIBLE BONDS

On 30 December 2009, the Company issued zero-coupon convertible bonds (the "Convertible Bonds") with a nominal value of HK\$595,000,000 as part of the consideration of HK\$600,000,000 for acquiring 100% equity interest in Legend Century Investments Limited and its subsidiaries. The Convertible Bonds are interest-free and convertible at the option of the bondholders into ordinary shares of the Company on or before 30 December 2012 at a conversion price of HK\$0.125 (subject to change) each. On 15 June 2010, the conversion price for the Convertible Bonds had been adjusted to HK\$0.037 per share as a result of the completion of the Rights Issues on 8 July 2010.

The details and the movement of the Convertible Bonds during the reporting periods and outstanding as at end of the reporting period were as follows:

	Nominal value HK\$'000	Equity component HK\$'000
Balance at 1 January 2010	595,000	460,768
Less: amount converted into the shares of the Company on 7 July 2010	(89,403)	(69,234)
Balance at 31 December 2011, 31 December 2012, 31 December 2013, 31 December 2014 and 1 January 2015	505,597	391,534
Less: amount converted into the shares of the Company during the year	(505,597)	(391,534)
Balance at 31 December 2015	–	–

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 20. CONVERTIBLE BONDS *(Continued)*

As at 31 December 2012, the conversion right to convert the outstanding Convertible Bonds have been expired. The Company and the Convertible Bonds holders entered into a conditional Deed of Amendment on 18 April 2013 to (i) extend the maturity date of the outstanding Convertible Bonds for a further terms of 3 years from 30 December 2012 to 30 December 2015, being the revised maturity date; (ii) clarify that any outstanding Convertible Bonds not converted on the revised maturity date due to conversion restrictions will be cancelled. All other terms of the Convertible Bonds shall remain unchanged and valid.

During the year ended 31 December 2015, the convertible bonds are converted into ordinary shares of the Company.

## 21. SHARE CAPITAL

	2015 HK\$'000	2014 HK\$'000
Authorised:		
30,000,000,000 ordinary shares of HK\$0.01 each	<u>300,000</u>	<u>300,000</u>
Issued and fully paid:		
20,399,778,579 ordinary shares of HK\$0.01 each (6,635,001,932 ordinary shares of HK\$0.01 each)	<u>203,998</u>	<u>66,350</u>

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

	Number of shares '000	Amount HK\$'000
At 1 January 2014 and 2015	6,635,002	66,350
Conversion of convertible bonds into shares (Note 20)	13,664,777	136,648
Exercise of share options (Note 22)	100,000	1,000
At 31 December 2015	<u>20,399,779</u>	<u>203,998</u>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 22. SHARE OPTION SCHEME

Pursuant to an extra-ordinary general meeting of all the shareholders passed on 1 November 2010, a share option scheme (the "Scheme") was adopted for the purpose of providing incentive to directors, employees and consultants. Unless otherwise cancelled or amended, the expiry date will be on 31 October 2020.

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

Details of the options granted under the Scheme and outstanding at 31 December 2015 and 2014 are as follows:

Grantee	Date of grant	Exercise period	Number of share options					Exercise price per share option HK\$
			Outstanding as at 1 January 2015	Granted during the year	Expired during the year	Exercised during the year	Outstanding as at 31 December 2015	
<b>Directors</b>								
Xiang Xin	6 July 2014	6 July 2014–5 July 2024	60,000,000	-	-	-	60,000,000	0.05
Liang Xiaojin	6 July 2014	6 July 2014–5 July 2024	30,000,000	-	-	(30,000,000)	-	0.05
Chen Banyan	6 July 2014	6 July 2014–5 July 2024	30,000,000	-	-	(30,000,000)	-	0.05
Sun Kuan Chi	6 July 2014	6 July 2014–5 July 2024	30,000,000	-	-	-	30,000,000	0.05
Zhang Zhan Liang	6 July 2014	6 July 2014–5 July 2024	30,000,000	-	-	-	30,000,000	0.05
An Jing	6 July 2014	6 July 2014–5 July 2024	30,000,000	-	-	-	30,000,000	0.05
Chen Yicheng	6 July 2014	6 July 2014–5 July 2024	30,000,000	-	-	-	30,000,000	0.05
Zhong Keying	1 December 2014	1 December 2014 – 30 November 2024	19,500,000	-	-	-	19,500,000	0.05
			259,500,000	-	-	(60,000,000)	199,500,000	
<b>Others</b>								
	6 July 2014	6 July 2014–5 July 2024	404,000,000	-	-	(40,000,000)	364,000,000	0.05
			663,500,000	-	-	(100,000,000)	563,500,000	

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 22. SHARE OPTION SCHEME *(Continued)*

Grantee	Date of grant	Exercise period	Number of share options					Exercise price per share option HK\$
			Outstanding as at 1 January 2014	Granted during the year	Expired during the year	Exercised during the year	Outstanding as at 31 December 2014	
<b>Directors</b>								
Xiang Xin	6 July 2014	6 July 2014–5 July 2024	–	60,000,000	–	–	60,000,000	0.05
Liang Xiaojin	6 July 2014	6 July 2014–5 July 2024	–	30,000,000	–	–	30,000,000	0.05
Chen Banyan	6 July 2014	6 July 2014–5 July 2024	–	30,000,000	–	–	30,000,000	0.05
Sun Kuan Chi	6 July 2014	6 July 2014–5 July 2024	–	30,000,000	–	–	30,000,000	0.05
Zhang Zhan Liang	6 July 2014	6 July 2014–5 July 2024	–	30,000,000	–	–	30,000,000	0.05
An Jing	6 July 2014	6 July 2014–5 July 2024	–	30,000,000	–	–	30,000,000	0.05
Chen Yicheng	6 July 2014	6 July 2014–5 July 2024	–	30,000,000	–	–	30,000,000	0.05
Zhong Keying	1 December 2014	1 December 2014 – 30 November 2024	–	19,500,000	–	–	19,500,000	0.05
			–	259,500,000	–	–	259,500,000	
Others	6 July 2014	6 July 2014–5 July 2024	–	404,000,000	–	–	404,000,000	0.05
			–	663,500,000	–	–	663,500,000	

The weighted average share price at the date of exercise for share options exercised during the year was HK\$0.201.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 23. RESERVES

- (a) The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

### (b) Reserves of the Company

	Share premium account HK\$'000	Share option reserve HK\$'000	Special reserve HK\$'000	component of convertible bonds HK\$'000	Equity Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2014	235,563	–	14,879	391,534	(583,456)	58,520
Total comprehensive loss for the year	–	–	–	–	(16,011)	(16,011)
Share-based payments	–	12,456	–	–	–	12,456
At 31 December 2014 and 1 January 2015	235,563	12,456	14,879	391,534	(599,467)	54,965
Total comprehensive loss for the year	–	–	–	–	(2,994)	(2,994)
Conversion of convertible bonds into shares (Note 20)	254,886	–	–	(391,534)	–	(136,648)
Exercise of share options	5,934	(1,934)	–	–	–	4,000
At 31 December 2015	496,383	10,522	14,879	–	(602,461)	(80,677)

### (c) Nature and purpose of reserves of the Group

#### (i) Special reserve

Special reserve represents the difference between the nominal value of shares issued by the Company as consideration and the underlying net assets of the then subsidiaries acquired pursuant to the group reorganisation in relation to the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited on 31 July 2002.

#### (ii) Capital reserve

The Company had made a capital contribution to a subsidiary but no equivalent capital was injected by the non-controlling interest. Capital reserve represents the difference between the capital injected by the Company and the adjustment of non-controlling interest.

#### (ii) Capital reserve

Under section 34 of the Companies Law of the Cayman Islands, the special reserve and share premium account is available for distribution to shareholders subject to the provisions of the Articles of Association of the Company and no distribution may be paid to shareholders out of the special reserve and share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 24. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had the total future minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

	2015 HK\$'000	2014 HK\$'000
Within one year	<b>1,635</b>	1,936
In the second to fifth years, inclusive	<b>480</b>	2,156
	<b>2,115</b>	4,092

## 25. CONTINGENT LIABILITIES

As at 31 December 2015, the Group and the Company did not have any significant contingent liabilities (2014: Nil).

## 26. RELATED PARTY TRANSACTIONS

- (i) Save as those disclosed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

	2015 HK\$'000	2014 HK\$'000
Notes		
New Era Group (China) Limited	(a)	
Rental paid	960	960
Rental deposit paid	160	160
New Era Foundation (China) Limited	(b)	
Rental paid	638	648
Rental deposit paid	106	112

Notes:

- (a) The Company entered into a tenancy agreement (the "Tenancy Agreement A") with New Era Group (China) Limited ("New Era"), a company of which Mr. Xiang Xin, a director of the Company, has control. Pursuant to the Tenancy Agreement A, New Era agreed to lease to the Company an office premise for a term of 36 months commencing on 1 July 2008. The Company shall pay a deposit of HK\$160,000 and a monthly rental of HK\$80,000 to New Era. The deposit was included in prepayments, deposits and other receivables (note 18) in the statement of financial position. On 1 January 2011, the term of Tenancy Agreement A has been extended a 36 months commencing from 1 July 2011, on 1 January 2014, the term of Tenancy Agreement A has been further extended a 36 months commencing from 1 July 2014, agreed by both the Company and New Era.
- (b) On 1 December 2009, a subsidiary of the Company, Boss China entered into a tenancy agreement (the "Tenancy Agreement B") with New Era Foundation (China) Limited ("New Era China"), a company of which Mr. Xiang Xin, a director of the Company, has control. Pursuant to the Tenancy Agreement B, New Era China agreed to lease to Boss China an office premise for a term of 48 months commencing on 1 January 2010, Boss China shall pay a deposit of RMB90,000 (equivalent to approximately HK\$115,000) and a monthly rental of RMB43,000 to New Era China with no rent free period.

On 31 December 2013, New Era China agreed to lease to Boss China an office premise for a term of 36 months commencing on 1 January 2014, Boss China shall pay a deposit of RMB90,000 (equivalent to approximately HK\$112,000, and a monthly rental of approximately RMB43,000 to New Era China with no rent free period. The deposit was included in prepayments, deposits and other receivables (note 18) in the consolidated statement of financial position.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 26. RELATED PARTY TRANSACTIONS *(Continued)*

The related party transactions were conducted on terms negotiated between the Company and the related companies.

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

	2015 HK\$'000	2014 HK\$'000
Salaries, allowances and benefits in kind	<b>427</b>	440
Equity-settled share option expenses	–	6,194
Pension scheme contributions	–	–
	<b>427</b>	6,634

Further details of directors' emoluments are included in note 8 to the financial statements.

## 27. FINANCIAL INSTRUMENTS BY CATEGORY

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

### Financial assets

	Available-for-sale investment		Loans and receivables	
	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000
Available-for-sale investment	<b>22,800</b>	22,800	–	–
Financial assets included in prepayments, deposits and other receivables	–	–	<b>2,490</b>	7,684
Trade receivables	–	–	<b>64,989</b>	9,919
Cash and bank balances	–	–	<b>5,471</b>	7,485
	<b>22,800</b>	22,800	<b>72,950</b>	25,088

### Financial liabilities

	Financial liabilities at amortised cost	
	2015 HK\$'000	2014 HK\$'000
Financial liabilities included in other payables and accruals	<b>3,907</b>	476

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 28. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: interest rate risk, foreign currency risk, credit risk, liquidity risk, and equity price risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

### Interest rate risk

The Group has no significant interest-bearing financial assets and liabilities with a floating interest rate. The Group's results and operating cash flows are substantially independent of changes in a market interest rate.

### Foreign currency risk

The Group has minimal foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities in United States Dollar ("USD"), Renminbi ("RMB") and Hong Kong dollar ("HKD"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in exchange rate of RMB, with all other variable held constant, of the Group's loss before tax.

	<b>Change in exchange rate</b>	<b>Increase/ (decrease) in loss before tax</b> HK\$'000	<b>Increase/ (decrease) in equity*</b> HK\$'000
<b>31 December 2015</b>			
If HKD weakens against RMB	<b>5%</b>	–	–
If HKD strengthens against RMB	<b>5%</b>	–	–
<b>31 December 2014</b>			
If HKD weakens against RMB	5%	(506)	–
If HKD strengthens against RMB	5%	506	–

\* Excluding retained profits/accumulated losses

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 28. FINANCIAL RISK MANAGEMENT *(Continued)*

### Credit risk

The carrying amounts of the cash and bank balances and trade and bills receivables included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has concentration of credit risk as 100% (2014: 100%) of the trade receivables due from the Group's five largest customers.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer, by geographical region and by industry sector.

### Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

### Fair value

Except as disclosed in note 15 to the financial statements, the carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

### Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 28. FINANCIAL RISK MANAGEMENT *(Continued)*

### Capital management *(Continued)*

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes other payables and accruals and due to a director, less cash and bank balances. Capital includes equity attributable to equity holders of the Company. The gearing ratios as at the end of the reporting periods were as follows:

	2015 HK\$'000	2014 HK\$'000
Other payables and accruals	<b>3,907</b>	476
Less: Cash and bank balances	<b>(5,471)</b>	(7,485)
Net cash	<b>(1,564)</b>	(7,009)
Total capital:		
Equity attributable to owners of the Company	<b>119,623</b>	122,828
Capital and net debt	<b>118,059</b>	115,819
Gearing ratio	<b>N/A</b>	N/A

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 29. SUMMARISED FINANCIAL POSITION OF THE COMPANY

	2015 HK\$'000	2014 HK\$'000
<b>NON-CURRENT ASSETS</b>		
Property, plant and equipment	<b>10</b>	39
Intangible assets	<b>25,000</b>	25,000
Available-for-sale investment	<b>22,800</b>	22,800
Interests in subsidiaries	<b>73,004</b>	70,834
Total non-current assets	<b>120,814</b>	118,673
<b>CURRENT ASSETS</b>		
Prepayments, deposits and other receivables	<b>3,415</b>	504
Cash and bank balances	<b>390</b>	2,430
Total current assets	<b>3,805</b>	2,934
<b>CURRENT LIABILITIES</b>		
Trade and other payables	<b>1,298</b>	292
Total current liabilities	<b>1,298</b>	292
<b>Net current assets</b>	<b>2,507</b>	2,642
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>123,321</b>	121,315
<b>NET ASSETS</b>	<b>123,321</b>	121,315
<b>EQUITY</b>		
<b>Equity attributable to owners of the Company</b>		
Issued capital	<b>203,998</b>	66,350
Other reserves	<b>(80,677)</b>	54,965
<b>TOTAL EQUITY</b>	<b>123,321</b>	121,315

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 30. EVENTS AFTER THE REPORTING PERIOD

An ordinary resolution has been passed at the extra-ordinary general meeting on 7 March 2016 in which, the board of Directors proposed (i) issue bonus shares to the qualifying shareholders on the basis of one bonus share for every one existing share held on 17 March 2016; (ii) issue the bonus warrants at an initial subscription price of HK\$0.0125 per share to the qualifying shareholders on the basis of two bonus warrants for every five existing shares held on 17 March 2016; and (iii) increase the authorised share capital of the Company from HK\$300,000,000 divided into 30,000,000,000 shares to HK\$1,000,000,000 divided into 100,000,000,000 shares.

Please refer to the announcement dated 18 February 2016 for more details.

## 31. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 11 March 2016

# FIVE YEAR FINANCIAL SUMMARY

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

## RESULTS

		<b>Year ended 31 December</b>			
	<b>2015</b>	2014	2013	2012	2011
	<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
REVENUE	<b>116,496</b>	56,540	67,836	227,908	85,367
Cost of sales	<b>(112,961)</b>	(54,106)	(65,426)	(220,698)	(79,222)
Gross profit	<b>3,535</b>	2,434	2,410	7,210	6,145
Other income and gains	<b>208</b>	171	957	589	2,313
Administrative and other operating expenses	<b>(8,636)</b>	(20,978)	(11,289)	(11,544)	(8,517)
Other impairment losses	<b>–</b>	–	–	–	(502,279)
LOSS BEFORE TAX	<b>(4,893)</b>	(18,373)	(7,922)	(3,745)	(502,338)
Income tax	<b>–</b>	–	–	–	–
LOSS FOR THE YEAR	<b>(4,893)</b>	(18,373)	(7,922)	(3,745)	(502,338)
Attributable to:					
Owners of the Company	<b>(4,874)</b>	(18,352)	(7,891)	(3,771)	(502,368)
Non-controlling interests	<b>(19)</b>	(21)	(31)	26	30
	<b>(4,893)</b>	(18,373)	(7,922)	(3,745)	(502,338)

## CONSOLIDATED ASSETS AND LIABILITIES

		<b>As at 31 December</b>			
	<b>2015</b>	2014	2013	2012	2011
	<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Total assets	<b>124,932</b>	124,758	132,283	138,438	186,199
Total liabilities	<b>(3,907)</b>	(476)	(463)	(474)	(45,121)
<b>Net assets</b>	<b>121,025</b>	124,282	131,820	137,964	141,078