



Annual Report 2015
二零一五年年報

To build

A BETTER WORLD

with Information Technology

應用資訊科技 構建更美好世界

Website interface for VITALSCAN, featuring a navigation menu with icons for Home, News, Services, and Contact. The main content area displays the VITALSCAN logo and the tagline "Scanning & e-filing Documents in Seconds". Below the logo are icons for various services: UPLOAD, SCAN, SEARCH, and SHARE. The footer includes copyright information: "Copyright © 2012 VITOVIA. All rights reserved."

Website interface for VITOVIA, showing a login form with fields for User Name and Password, and a "Log in" button. To the right of the form are logos for VITALDOC, VITALSCAN, VITALFLOW, and VITALNOTES. The background is a blurred image of people in a modern office setting.

Website interface for the Water Supplies Department (WSD) of the Hong Kong Special Administrative Region. The page features a navigation menu on the left with links such as Home, Login, My Account, My Bill, and various services. The main content area is titled "Water Suspension Notices" and includes a map of Hong Kong with colored regions indicating affected areas. Below the map are filters for "District Affected" (Central & Western) and "Water Supply Type" (Fresh Water, Salt Water, All). There are also radio buttons for "Supply Suspension Type" (Emergency, Planned, All) and a "Search" button.

Website interface for Ce-TS, featuring a navigation menu and a main content area with text in Chinese and English. The text includes "e-print 紙張印刷" and "傳真到旺角".

Website interface for iPHRMS, showing a complex dashboard with various data tables, charts, and navigation elements. The interface is designed for HR management and includes sections for "Employee Information" and "Performance Management".



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CORPORATE PROFILE

公司簡介

As a pioneer in the IT industry, Computer And Technologies (“C&T”) Group operates its business on a vision to build a better world with Information Technology. Since our establishment in 1991 and listing in the main board of Hong Kong Stock Exchange (Stock Code: SEHK00046) in 1998, C&T Group has committed to providing best-of-breed software products from human resources management to enterprise-level information management, procurement management and retail management to enable organizations to run their businesses and operations better. Apart from software products, the Group also has a long-standing track record in delivering effective IT solutions and quality services, including IT solutions design and implementation, software development, online e-Services as well as business processing outsourcing services, to enhance the competitive advantages of our clients.

For more than two decades, C&T’s products and services have been widely adopted across multiple industries, from local conglomerates to multinational corporations and government organizations. Leveraging on C&T’s products and services, our customers are enhancing their business and operation covering from the basic necessities of our daily life including clothing, food, housing and transportation to the highly-specialized and professional services.

Apart from serving extensively the large commercial organizations, C&T is also an active services provider for government organizations and the public sector in delivering world-class innovative and large-scale mission-critical IT solutions. Our credentials include implementation of the 2nd generation Automated Securities Trading System for Shanghai Stock Exchange, the world-first and award winning electronic tendering system for the Hong Kong SAR Government and the 7x24 mission-critical customer care and billing system supporting over 2.7 million households in Hong Kong. Our professional services also extend to integration of modern technologies and management best practice into traditional business segments. The award-winning cemetery management system we built for the Board of Management of the Chinese Permanent Cemeteries is one of the many successful examples of ours.

Our staff is the most important factor for our success. We recruit and develop high caliber professionals who are both knowledgeable and skillful in latest technology spectrums including web-based development, cloud services, mobile applications and security networks. Our people are also experienced in large-scale software implementation ranging from project management and technical design to system development and maintenance. Our sustained accomplishment is also a reflection of our committed practice of IT development standards and methods in related to resources and project management, quality control, system implementation and support methodologies.

Together with our extensive business domain knowledge in human resources, information management, procurement handling and retail solutions management, C&T is committed to providing all our clients with best-of-breed software products and high quality system development and related services and, putting all these together, to building a better world with Information Technology for all of us.

作為信息科技行業的先驅，科聯系統（「科聯」）集團抱着堅持以信息科技締造一個更美好世界的願景來營運業務。自一九九一年成立，且自一九九八年起於香港聯交所主板上市（股票編號：SEHK00046）以來，科聯集團一直致力提供出類拔萃的軟件產品，範疇涵蓋人力資源管理至企業層面的資訊管理、採購管理及零售管理，使各機構能更有效地經營其業務及運作。除軟件產品外，本集團亦在交付有效信息科技解決方案及優質服務方面擁有源遠流長的往績記錄，包括信息科技解決方案的設計及執行、軟件開發、網上電子服務以及業務流程外判服務，均旨在提升客戶的競爭優勢。

二十多年來，科聯產品及服務受不同行業的公司所廣泛採用，客戶遍及本地大型企業集團以至跨國公司及政府機關。我們的產品及服務涵蓋範圍亦非常廣泛，由衣食住行等基本生活必需至高端專業服務，全方位滿足客戶群在業務及營運上的不同需求。

除了廣泛服務大型商業機構外，科聯亦屢為政府組織及公營機構提供具頂級創新意念的大規模信息科技解決方案。我們過往取得的成就包括為上海證券交易所實施第二代自動化證券交易系統、為香港特區政府建立全球首個而且獲獎的電子投標系統，及建設一套可支援全香港超過270萬戶家庭的全天候客戶服務及收費系統。我們的專業服務亦延伸至將現代科技及管理最佳實務融合至傳統業務領域。我們為華人永遠墳場管理委員會建立的陵園管理系統亦是我們眾多成功例子之一。

員工是我們致勝的不二法門。我們透過不斷招攬及培育在各嶄新科技範疇（包括網絡發展、雲端服務、流動應用程式及安全網絡）均具備深厚知識及技能的優質專才。我們的人才對於從項目管理及技術設計以至大型軟件系統開發及維護等領域都擁有豐富經驗。我們持續取得的各項成就亦印證了我們致力實踐資源及項目管理、質量控制、系統實施及支援方法的信息科技發展標準及方法等有關工作。

連帶我們在人力資源、資訊管理、採購處理及零售解決方案管理各業務領域的廣博知識，科聯盡心竭力為所有客戶提供不同凡響的軟件產品及優質系統開發與相關服務。綜合以上各項，我們冀望以信息科技為全人締造更美好的世界。

CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Ng Cheung Shing (*Chairman*)
Cheung Wai Lam (*Deputy Chief Executive Officer*)
Leung King San, Sunny

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ha Shu Tong
Lee Kwok On, Matthew
Ting Leung Huel, Stephen

COMPANY SECRETARY

Ng Kwok Keung

AUDITORS

Ernst & Young
Certified Public Accountants
22/F, CITIC TOWER
1 Tim Mei Avenue
Central
Hong Kong

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Central
Hong Kong

REGISTRATION OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

執行董事

吳長勝(主席)
張偉霖(副行政總裁)
梁景新

獨立非執行董事

夏樹棠
李國安
丁良輝

公司秘書

吳國強

核數師

安永會計師事務所
執業會計師
香港
中環
添美道1號
中信大廈22樓

主要往來銀行

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香港
中環
皇后大道中1號

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

CORPORATE INFORMATION (CONTINUED) 公司資料(續)

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Level 10, Cyberport 2,
100 Cyberport Road,
Hong Kong

總辦事處及主要營業地點

香港
數碼港道100號
數碼港第2座10樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

主要股份過戶登記處

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

股份過戶登記處香港分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

WEBSITE

www.ctil.com

網站

www.ctil.com

FINANCIAL HIGHLIGHTS

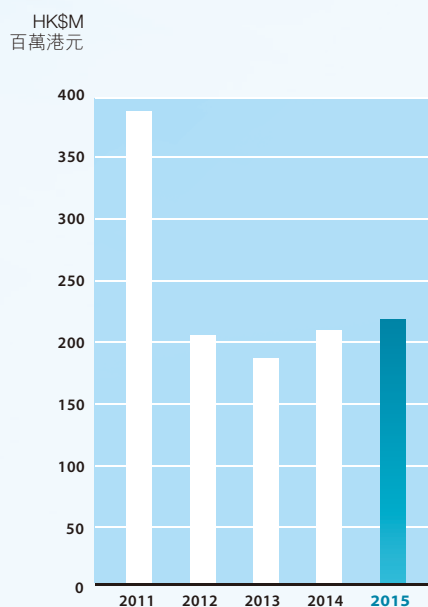
財務概要

For the year ended 31 December

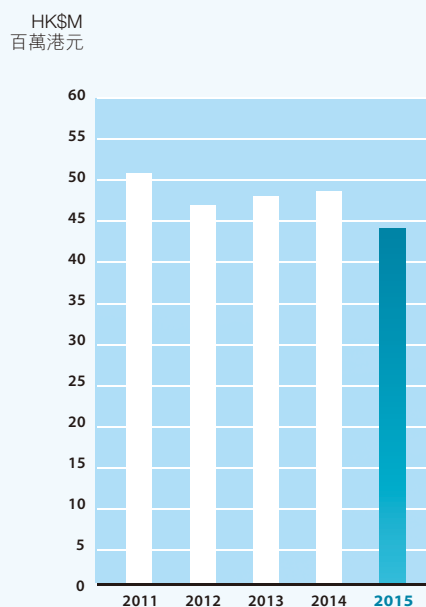
截至十二月三十一日止年度

| | | 2011 二零一一年 HK\$ Million 百萬港元 | 2012 二零一二年 HK\$ Million 百萬港元 | 2013 二零一三年 HK\$ Million 百萬港元 | 2014 二零一四年 HK\$ Million 百萬港元 | 2015 二零一五年 HK\$ Million 百萬港元 |
|-------------------------------------|----------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| Revenue | 收入 | 391.2 | 206.7 | 187.1 | 210.8 | 219.1 |
| Profit for the year | 本年度溢利 | 51.0 | 47.0 | 48.1 | 48.8 | 44.1 |
| | | HK cents 港仙 | HK cents 港仙 | HK cents 港仙 | HK cents 港仙 | HK cents 港仙 |
| Basic earnings per share ("EPS") | 每股基本盈利 (「每股基本盈利」) | 20.88 | 19.50 | 20.03 | 20.26 | 18.27 |
| Dividends per share ("DPS") | 每股股息 (「每股股息」) | 13.00 | 15.00 | 15.00 | 16.00 | 14.00 |

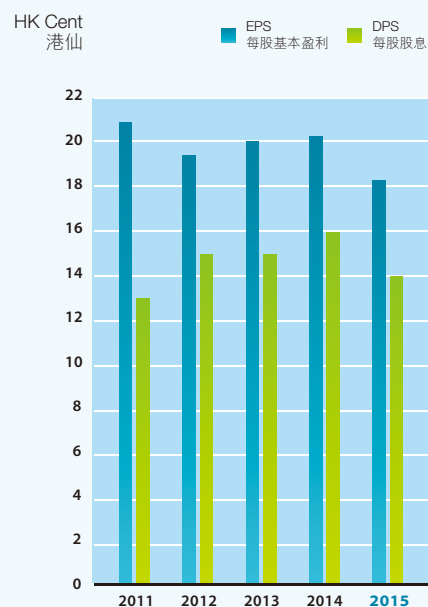
Revenue
收入



Profit for the year
本年度溢利



EPS vs DPS
每股基本盈利與每股股息



CHAIRMAN'S STATEMENT

主席報告

BUSINESS AND FINANCIAL REVIEW

Dear Shareholders,

OVERVIEW

On behalf of the board of directors (the "Board") of Computer And Technologies Holdings Limited (the "Company"), I am pleased to present the audited annual results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2015.

The Group's overall revenue grew by HK\$8.3 million, or 3.9% to HK\$219.1 million (2014: HK\$210.8 million). The gross profit margin reached its record high to 54.2% (2014: 52.1%) and the overall gross profit rose by HK\$8.9 million, or 8.1% to HK\$118.7 million (2014: HK\$109.7 million). The Board is delighted to see that the Group's business transformation toward a proprietary software and high value added solution services oriented provider is on the right track with improving result.

On the other hand, the Group's profit was significantly impacted by the high volatilities in Renminbi ("RMB") currency and decrease in other non-operating incomes during the reporting year. In particular, the Group's foreign exchange loss was increased by HK\$4.6 million, or 102.5% to HK\$9.1 million (2014: HK\$4.5 million) while the investment properties valuation gain was dropped by HK\$4.9 million, or 60.6% to HK\$3.2 million (2014: HK\$8.1 million). In addition, the Group also incurred investment of approximately HK\$4.6 million in research and development ("R&D") of software products during the reporting year. As a combined result of the above factors, the Group encountered a setback in consolidated net profit attributable to shareholders of 9.6% to HK\$44.1 million (2014: HK\$48.8 million). The basic earnings per share was 18.27 HK cents (2014: 20.26 HK cents) or a decrease of 9.8% compared with last year.

During 2015, the Group had generated net cash inflows of HK\$33 million from its operating activities. Subsequent to the end of the reporting year, the Group had invested over HK\$137 million from internal resources to acquire a leading HRM¹⁾ software provider in the Mainland China. The Group continues to maintain a robust liquidity position after such acquisition.

In view of the healthy financial position, the Board recommended the distribution of a final dividend of 7 HK cents (2014: final dividend of 7 HK cents and special dividend of 2 HK cents) per ordinary share. Combined with the interim dividend of 7 HK cents (2014: 7 HK cents), the full year dividend payout amounts to 14 HK cents.

業務及財務回顧

各位股東：

回顧

本人謹代表科聯系統集團有限公司(「本公司」)董事會(「董事會」)欣然呈報本公司及其附屬公司(統稱「本集團」)截至二零一五年十二月三十一日止年度之經審核年度業績。

本集團整體收入增長830萬港元或3.9%至2.191億港元(二零一四年：2.108億港元)。毛利率達54.2%(二零一四年：52.1%)，創下歷來新高，而整體毛利亦上升890萬港元或8.1%至1.187億港元(二零一四年：1.097億港元)。董事會喜見本集團的業務轉型至專有軟件及高增值解決方案服務主導之策略在正軌上運行，並不斷改進。

另一方面，本集團於報告年度的溢利受到人民幣(「人民幣」)的高波動性及其他非經營性收入減少的影響。特別是，本集團之匯兌虧損增加460萬港元或102.5%至910萬港元(二零一四年：450萬港元)及投資物業重估收益下調490萬港元或60.6%至320萬港元(二零一四年：810萬港元)。此外，本集團亦於報告年度內斥資約460萬港元於研究及開發(「研發」)軟件產品。基於上述各項因素之綜合影響，本集團於報告年度之股東應佔綜合純利受挫9.6%至4,410萬港元(二零一四年：4,880萬港元)。每股基本盈利為18.27港仙(二零一四年：20.26港仙)或相較去年下降9.8%。

於二零一五年，本集團自其經營業務產生淨現金流入3,300萬港元。雖然本集團於報告年年末後以內部資源投資超過1.370億港元收購中國內地主要人力資源管理¹⁾軟件供應商，本集團於收購後仍然繼續維持穩健之流動資金狀況。

鑒於財務狀況穩健，故董事會建議派付末期股息每股普通股7港仙(二零一四年：末期股息7港仙及特別股息2港仙)。連同中期股息7港仙(二零一四年：7港仙)，全年派付股息14港仙。

BUSINESS REVIEW

Application Software

Leveraging the Group's expansion strategy, the Application Software⁽¹⁾ business managed to delivery an improved performance in 2015.

The revenue contributions of the Group's HRM⁽¹⁾, EIM⁽¹⁾ and EPM⁽¹⁾ businesses were stably maintained during the year. Building on strong customer base with recurring business and ongoing maintenance and service incomes, the Group continued to expand its business coverage and secured new orders from both new and existing customers in various industries.

On top of organic growth, the Group had taken steps forward to expand its Application Software business by acquiring the entire issued shares of Sanyo Extended System Services Limited ("Sanyo Extended") and Platinum China Limited ("Platinum" and together with its subsidiary, "Platinum Group"), in February 2015 and January 2016 respectively.

Sanyo Extended is a well-established ERM⁽¹⁾ solutions company in Hong Kong specialized in point-of-sale and related software and services. Its flagship product, ChainStore2000, is empowering more than one thousand sales outlets of different customers in Europe, Southeast Asia, Japan, Korea, China and Hong Kong.

The management is contented to see the well progressed integration of Sanyo Extended's resources into the Group's Application Software team. Since the acquisition, Sanyo Extended contributed HK\$12.1 million and HK\$3.1 million to the Group's turnover and the consolidated profit for the year, respectively.

業務回顧

應用軟件

憑藉本集團之業務擴展策略，應用軟件⁽¹⁾業務於二零一五年之業績有所改進。

年內，本集團之人力資源管理⁽¹⁾、企業資訊管理⁽¹⁾及企業採購管理⁽¹⁾業務之收入貢獻維持穩定。基於經常性業務而擁有強大之客戶基礎以及持續的維護及服務收入，本集團持續擴展其業務範疇，並取得不同行業新客戶及現有客戶之新訂單。

除了自然增長外，本集團於二零一五年二月及二零一六年一月分別透過收購三洋拓展系統有限公司(「三洋拓展」)及Platinum China Limited(「Platinum」，連同其附屬公司統稱「白金集團」)之全部已發行股份，進一步擴充其應用軟件業務。

三洋拓展乃香港一家完善之企業零售管理⁽¹⁾解決方案公司，專門提供銷售時點情報系統以及相關軟件及服務。其旗艦產品ChainStore2000獲歐洲、東南亞、日本、韓國、中國及香港不同客戶旗下超過一千間銷售門市廣泛應用。

管理層樂見三洋拓展之資源併入本集團之應用軟件團隊的工作進展理想。自收購三洋拓展後，三洋拓展為本集團之年度營業額及綜合利潤分別貢獻1,210萬港元及310萬港元。

BUSINESS REVIEW (CONTINUED)

Application Software (continued)

With more than 20 years of experience in offering professional HRM solutions, Platinum Group is equipped with a strong and vibrant team of close to one hundred talents in the Mainland China, a comprehensive HRM software suite with proven track records and a reputable brand. Its flagship product, Platinum HRM software suite, provides a comprehensive set of functional modules specifically designed to meet the business and regulatory requirements in the PRC and is supporting a large install base of enterprise customers throughout Mainland China and Hong Kong.

The Board considered that these acquisitions will generate great synergy with the Group's existing business. They will not only substantially increase the revenue and profit of the Group's application software business but also further enlarge its customer base with strong recurring income. Besides, the well establishments of the Platinum Group in the PRC market will enhance the Group's market presence with great expansion opportunities. Coupling with the Group's existing business in the HRM software market, the acquisition will enlarge the Group's market share and fuel the Group's leadership position in the related market of the region.

In addition, the Group had been deploying additional resources in R&D to develop the next generation enterprise application platform which allows the Group's existing product suites to be integrated and configured to meet different customers' requirements and at the same time handle multiple-user interfaces including different mobile devices. Such platform is also aiming to enable our software suites to be delivered on customers' premises or on cloud. The management considered that such platform will meet the future technology trend and customer demands and improve the competitiveness of the Group. While the increased R&D spending may lower the overall profit in short term, the management believed that the related investment will create significant benefits to the Group in long run.

業務回顧(續)

應用軟件(續)

至於白金集團在提供人力資源管理解決方案有逾20年經驗，在中國內地擁有一支近百人的精英團隊，一套廣為市場肯定的人力資源管理軟件套裝及一個卓越品牌。其旗艦產品Platinum HRM軟件套裝，提供全套功能組件，專為符合中國各行業及監管規定而設計，並現正在中國內地及香港支援大量企業客戶安裝並使用該產品。

董事會認為該等收購事項與本集團之現有業務將締造重大協同效益，不但顯著提高本集團應用軟件業務之收入及利潤，同時亦將進一步擴大其客戶基礎，帶來源源不絕之雄厚收入。此外，白金集團在中國內地之完善基礎，亦將提升本集團在中國內地之市場據點，並會創造無限擴展機遇。配合本集團在人力資源管理軟件市場的現有業務，收購事項將能擴大本集團之市場份額及促進本集團在區內相關市場之領導地位。

此外，本集團一直致力調配更多資源於研發工作上，以發展下一代企業應用平台，容許本集團現有產品套裝結合及相互配置，以迎合客戶之不同需求，同時亦可處理包括手機裝置在內的多用戶界面。此平台亦旨在讓我們可以在客戶處所或雲端內交付軟件套裝。管理層預期此平台將能配合未來科技之發展趨勢及客戶要求，並可提升本集團之競爭力。儘管研發開支增加或會減低短期利潤，但管理層相信其將為本集團創造顯著的長遠利益。

BUSINESS REVIEW (CONTINUED)

Solutions and Integration Services

Solution Services^[2] business continued its success and managed to deliver a result with double-digit growth for two consecutive years, amid a highly competitive business environment and a static market.

During the year under review, Solutions Services business continued to secure numerous new projects from various government departments of HKSAR and large commercial conglomerates. In particular, the Group had successfully renewed a multi-year service contract amounting over HK\$335 million for the maintenance of the Customer Care and Billing System for the Water Supplies Department of the Government of HKSAR. In addition, the Group had also concluded multi-year outline agreements with a giant utility company in Hong Kong during the reporting year. With these engagements and the other long term contracts on hand, the Group's Solution Services business is maintaining a strong market position with increasing recurring service revenue.

In addition, the Group had strengthen its management team by recruiting a well experienced executive to take charge of the Group's Solutions and Integration Services^[3] business. Leveraging the expertise of the management team, the Group will devote more resources to build up the related implementation teams and further expand its Solution Services business in the Greater China region.

e-Service and related business

The profit contributions of GETS^[4] and BPO^[5] business remained stable during the reporting year.

Despite the overall import and export trade declarations volume was decreased during the reporting year, the Group's GETS business managed to keep a stable market share. The related profit contributions had also been maintained through enlarging its business coverage and enhancing its operation efficiency. In addition, the Group is also in the process of extending its existing GETS license with the HKSAR Government for additional years of services.

The Group's BPO business had successfully renewed a multi-year contract with a leading trade promotion organization in Hong Kong. The management believes such business will continue to bring stable income to the Group in the coming years.

Investments

The Group's investments segment recorded a segment gain of HK\$6.2 million (2014: HK\$12.0 million). The worsen segment result was mainly driven by the decrease of fair value gain of the investment properties held.

業務回顧(續)

解決方案及集成服務

儘管業務競爭激烈以及經濟停滯不前，惟解決方案服務^[2]業務繼續向好，並連續兩年創造出雙位數字增長之佳績。

於回顧年度內，解決方案服務業務繼續接獲來自香港特區政府多個部門以及大型商業集團之多項新訂單。其中本集團就維護香港特區政府轄下水務署之客戶服務及收費系統成功重續為期數年之服務協議，其合約金額超過3.35億港元。此外，於報告年度，本集團亦已與香港一家大型公用事業公司訂立為期數年之框架合約。此等協議再加上其他已簽訂之長期合約，使本集團之解決方案服務業務之經常性服務收益持續增長，其市場地位將更能維持穩固。

此外，本集團亦透過委聘資深之行政人員掌管本集團的解決方案及集成服務^[3]業務以加強其管理團隊。藉著管理團隊之豐富專業經驗，本集團將投入更多資源以建立相關之工作團隊，進一步擴大解決方案服務業務在大中華地區的發展。

電子服務及相關業務

於報告年度，政府電子貿易服務^[4]及業務流程外判^[5]業務貢獻之利潤維持平穩。

儘管整體進出口報關數量下降，本集團之政府電子貿易服務業務之市場份額仍保持穩定。而相關的利潤貢獻亦透過擴大相關業務覆蓋面及提高營運效率得以維持。此外，本集團亦正與香港特區政府商討延長其現有GETS特許權的服務年期。

本集團之業務流程外判業務已成功與香港一家領導貿易推廣之機構重續為期數年之業務流程外判合約。管理層相信此業務將繼續為本集團在未來數年帶來穩定之收入來源。

投資

本集團投資分部錄得分部收益620萬港元(二零一四年：1,200萬港元)。分部業績有所下降主要源自所持投資物業公平值收益減少所致。

PROSPECT

The global economy is forecasted to be complex and full of uncertainties with risks of downturn. The growth of China's economy is also projected to be slowing down. Taking account of the uncertainties, the Group will be alerted to the risk management and be prepared to response to the rapid changes in the economic environment. Leveraging the strong recurring revenue streams generating from its core businesses and the robust financial position, the Group will devote more resources in its software and solutions business, enlarge its business coverage and continues to pursue for suitable acquisition opportunities in the region in order to accelerate its business growth.

Footnotes:

- [1] The Group's Application Services business engages in the provision of application software and e-business services for enterprises including (i) the provision of enterprise application software with implementation and ongoing support services for Human Resource Management ("HRM"), Enterprise Information Management ("EIM"), Enterprise Procurement Management ("EPM") and Enterprise Retail Management ("ERM") (collectively the "Application Software"); and (ii) the Government Electronic Trading Services ("GETS"), business process outsourcing ("BPO") services and other related value added services (collectively the "e-Service and related business").
- [2] The Group's Solutions Services business includes (i) Development Services for the provision of IT solutions implementation and application software development; and (ii) Managed Services for the provision of IT and related operation/infrastructure outsourcing services.
- [3] The Group's Integration Services business covers the provision of IT systems and network infrastructure with related design, implementation and on-going support services.
- [4] Since 2004, the Group has been granted a license (the "GETS License") from the Government for the provision of front-end Government Electronic Trading Services for processing certain official trade-related documents. The Group's GETS License was renewed in 2009 for operation of additional seven years until the end of 2016.
- [5] The Group's BPO business comprises the provision of services for the operations and support of specific business functions or processes of customers.

前景

世界經濟將面臨許多複雜情況和不確定性，下行風險正在增加，而中國經濟增長亦預期放緩。考慮到各種不確定性，本集團將加強風險管理，以應對瞬息萬變之經濟環境。憑藉其核心業務所產生之豐厚經常性收入來源以及穩健的財務狀況，本集團將投入更多資源拓展其軟件及解決方案業務、擴大其業務覆蓋面，並繼續在區內探索合適之收購機遇，以加快業務增長。

註解：

- [1] 本集團之應用服務業務乃為企業提供應用軟件及電子商務服務，包括(i)提供有關人力資源管理(「人力資源管理」)、企業資訊管理(「企業資訊管理」)、企業採購管理(「企業採購管理」)及企業零售管理(「企業零售管理」)(統稱「應用軟件」)之企業應用軟件之實施及持續支援服務；及(ii)政府電子貿易服務(「GETS」)、業務流程外判(「業務流程外判」)服務及其他相關增值服務(統稱「電子服務及相關業務」)。
- [2] 本集團之解決方案服務業務包括(i)提供資訊科技解決方案實施及應用軟件之開發服務；及(ii)提供資訊科技及相關營運／基礎設施外判服務之代管服務。
- [3] 本集團之集成服務業務涵蓋提供資訊科技系統及網絡基礎設施，輔以相關設計、實施及持續支援服務。
- [4] 本集團自二零零四年起獲政府授出一項特許權(「GETS特許權」)，提供處理若干官方貿易相關文件之前端政府電子貿易服務。本集團之GETS特許權已於二零零九年獲續發，可額外營運七年，直至二零一六年年底為止。
- [5] 本集團之業務流程外判業務包括為客戶提供特定業務性質或流程之運作及支援服務。

FINANCIAL REVIEW

Revenue

The Group's turnover slightly increased by 3.9% to HK\$219.1 million (2014: HK\$210.8 million). The increase in revenue was mainly due to the contribution from both the Group's Application Software and Solutions Services business during the reporting year.

Gross profit

The Group's gross profit for the reporting year increased by 8.1% to HK\$118.7 million (2014: HK\$109.7 million) while the overall gross profit margin has reached its record high to 54.2% (2014: 52.1%).

Non-operating incomes and gains, net (included other incomes and gains, net, foreign exchange differences, net and fair value gains/(losses), net)

Non-operating incomes and gains (included other incomes and gains, net, foreign exchange differences, net, and fair value gains/(losses), net) recorded a significant decrease of 77.4% to HK\$3.5 million (2014: HK\$15.3 million). The decrease was mainly due to a mixed result of the followings.

Bank interest income

Bank interest income was dropped by 22.4% to HK\$8.8 million (2014: HK\$11.4 million) as the interest rate offered for RMB was kept decreasing during the year.

Foreign exchange differences, net

The foreign exchange loss was significantly increased to HK\$9.1 million (2014: HK\$4.5 million) as the exchange rate of RMB against HKD was depreciated for more than 6% during the year under review.

Fair value gain on investment properties

The continuous appreciation in the investment properties held by the Group attributed to the fair value gain of HK\$3.2 million on the investment properties, however the gain was 60.6% or HK\$4.9 million lower than last year.

財務回顧

收入

本集團之營業額輕微上升3.9%至2.191億港元(二零一四年：2.108億港元)。收入增加主要由於本集團之應用軟件及解決方案服務業務於報告年度之貢獻上升所致。

毛利

本集團於報告年度內之毛利增加8.1%至1.187億港元(二零一四年：1.097億港元)，而整體毛利率達54.2%(二零一四年：52.1%)，創下歷來新高。

非營運收入及收益淨額(包括其他收入及收益淨額、匯兌差額淨額及公平值收益/(虧損)淨額)

非營運收入及收益(包括其他收入及收益淨額、匯兌差額淨額及公平值收益/(虧損)淨額)錄得大幅下降77.4%至350萬港元(二零一四年：1,530萬港元)。減少主要受下列各項之共同影響所致。

銀行利息收入

銀行利息收入下降22.4%至880萬港元(二零一四年：1,140萬港元)，原因為年內人民幣之利率持續下降。

匯兌差額淨額

由於回顧年度內人民幣兌港元之匯率貶值超過6%，故外匯虧損大幅增加至910萬港元(二零一四年：450萬港元)。

投資物業公平值收益

本集團持有之投資物業持續升值，致使投資物業錄得公平值收益達320萬港元，然而，收益較去年少60.6%或減少490萬港元。

FINANCIAL REVIEW (CONTINUED)

Expenses

The Group's selling and distribution expenses kept constant from same period last year.

Primarily due to the consolidation of expenses of newly acquired ERM business from February 2015, the Group's general and administrative expenses (including other expenses) increased by 5.4% to HK\$49.1 million.

Income tax expense

Income tax expense decreased from HK\$6.5 million last year to HK\$6.0 million this year. The decrease was primarily attributable to the reversal of tax overprovision carried forward in prior years. The tax charge at the Group's effective tax rate was around 11.9% in 2015, comparing with 11.8% in 2014. The effective tax rate was lower than the Hong Kong statutory profits tax rate because part of the income and gains, including dividend, bank interest incomes generated in Hong Kong and fair value gain arising from the revaluation of investment properties located in Hong Kong, were not subject to the Hong Kong profits tax.

Net profit

Profit for the year attributable to shareholders decreased 9.6% to HK\$44.1 million (2014: HK\$48.8 million) while the net profit margin (profit for the year attributable to shareholders divided by revenue) was decreased to 20.1% (2014: 23.1%). The decrease in net profit margin was in sync with significant decrease in non-operating incomes and gains, net, as mentioned.

財務回顧(續)

開支

本集團之銷售及分銷開支與去年同期相若。

主要由於自二零一五年二月起新收購之企業零售管理業務之開支合併入賬，故本集團之一般及行政開支(包括其他開支)增加5.4%至4,910萬港元。

所得稅開支

所得稅開支由去年650萬港元減至本年度600萬港元，減少主要由於撥回自往年結轉之稅項多提撥備。二零一五年本集團之實際稅率按稅項支出計算約為11.9%，而二零一四年則為11.8%。由於本集團並不須就部分收入及收益(包括股息、於香港產生之銀行利息收入及重估於香港之投資物業所產生公平值收益)繳納香港利得率，故實際利率低於香港法定利得稅稅率。

純利

股東應佔本年度溢利減少9.6%至4,410萬港元(二零一四年：4,880萬港元)，而純利率(股東應佔本年度溢利除以收入)則下降至20.1%(二零一四年：23.1%)。純利率下降與上述非經營收入及收益淨額大幅下降一致。

FINANCIAL REVIEW (CONTINUED)

Non-Current Assets

The Group's non-current assets as at 31 December 2015 went up to HK\$128.9 million (2014: HK\$106.5 million). The change was mainly attributable to the recognition of a goodwill and an intangible asset arising from the acquisition of Sanyo Extended in early 2015.

The Group reviewed and considered no impairment indication to the carrying value of goodwill during the year under review.

Current Assets

The Group's current assets as at 31 December 2015 decreased slightly by 1.3% to HK\$410.8 million. The change was in line with the decrease in cash and cash equivalents as there were progress payments made for the acquisition of Sanyo Extended in current year.

The Group maintains strict control over its outstanding trade receivables and considered that the trade receivables (net of impairment provision) were all recoverable in the foreseeable future.

Current Liabilities

The Group's current liabilities as at 31 December 2015 increased by 9.7% to HK\$108.2 million. The increase was primarily due to the recognition of deferred income arising from various maintenance services to be provided by the Group.

Segment Assets and Liabilities

Segment assets and segment liabilities of Applications Services business increased mainly due to the acquisition of Sanyo Extended in early 2015.

Segment assets and segment liabilities of Integration and Solutions Services business decreased due to the continual downsizing of the Group's Integration business.

Segment assets of Investments business decreased due to the net effect of (i) the appreciation in value of investment properties held and (ii) the decrease in investments held under available-for-sale investments and financial assets at fair value through profit or loss.

財務回顧(續)

非流動資產

於二零一五年十二月三十一日，本集團非流動資產上升至1.289億港元(二零一四年：1.065億港元)。該變動乃主要由於確認於二零一五年年初收購三洋拓展所獲得之商譽及無形資產所致。

本集團經檢閱及檢討後認為商譽賬面值於回顧年度並無減值跡象。

流動資產

於二零一五年十二月三十一日，本集團流動資產輕微下降1.3%至4.108億港元。此變動與現金及等同現金資產減少一致，原因為於本年度收購三洋拓展之部分付款所致。

本集團對其未償還應收貿易賬款維持嚴格監控，並認為全部應收貿易賬款(扣除減值撥備)均可於可預見未來收回。

流動負債

於二零一五年十二月三十一日，本集團流動負債增加9.7%至1.082億港元。該增幅乃主要由於確認本集團將予提供多項保養服務所產生之遞延收入所致。

分部資產及負債

主要由於在二零一五年年初收購三洋拓展，應用服務業務之分部資產及分部負債亦相應增加。

集成及解決方案服務業務之分部資產及分部負債有所減少，此乃由於本集團持續精簡集成業務所致。

投資業務之分部資產下降，此乃由於以下因素之淨影響：(i)所持投資物業升值；及(ii)可供出售投資及按公平值經損益入賬之財務資產所持有投資減少所致。

FINANCIAL REVIEW (CONTINUED)

Equity

Total equity as at 31 December 2015 slightly increased by 1.4% to HK\$428.6 million (31 December 2014: HK\$422.8 million). The change was mainly a result of the retention of the net profit earned in 2015, partially offset by the reclassification of 2014 final and special dividends to current liability upon the approval of the dividends at the annual general meeting held in June 2015 and the declaration of interim dividend in August 2015.

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

PLEDGE OF ASSETS

As at 31 December 2015, the Group had pledged an investment property with a fair value of HK\$56.0 million (2014: HK\$52.8 million), listed debt and equity securities of HK\$11.8 million (2014: HK\$10.9 million) and bank balances of HK\$11.2 million (2014: HK\$6.9 million) to secure certain general bank facilities including guarantee/performance bonds facilities granted to the Group in aggregate of HK\$131.0 million (2014: HK\$134.0 million) of which HK\$21.2 million (2014: HK\$5.4 million) have been utilised as at 31 December 2015.

財務回顧(續)

權益

於二零一五年十二月三十一日，總權益輕微增加1.4%至4.286億港元(二零一四年十二月三十一日：4.228億港元)。該變動乃主要由於二零一五年所賺取之純利獲得保留，惟於二零一五年六月舉行之股東週年大會上股息獲批准及於二零一五年八月宣派中期股息後，部分純利已被二零一四年末期及特別股息獲重新分類為流動負債所抵銷。

庫務政策

本集團已對其庫務政策採取審慎的財務管理方針，故在整個回顧期內維持健康的流動資金狀況，本集團致力透過進行持續的信貸評估及評估其客戶的財務狀況以降低信貸風險。為管理流動資金風險，董事會緊密監察本集團的流動資金狀況，以確保本集團的資產、負債及其他承擔的流動資金結構可應付其不時的資金需求。

資產抵押

於二零一五年十二月三十一日，本集團已抵押其公平值為5,600萬港元(二零一四年：5,280萬港元)之投資物業、為數1,180萬港元之上市債務及股票證券(二零一四年：1,090萬港元)及為數1,120萬港元(二零一四年：690萬港元)之銀行存款，作為本集團獲授若干一般銀行融資，包括擔保／履約保證融資合共1.310億港元(二零一四年：1.340億港元)之擔保，其中2,120萬港元(二零一四年：540萬港元)已於二零一五年十二月三十一日動用。

FINANCIAL RESOURCES AND LIQUIDITY

As at 31 December 2015, the Group's bank balances and cash (excluded pledged bank deposit of HK\$11.2 million) was HK\$332.1 million (2014: HK\$342.6 million).

All of the Group's on hand fundings are in Hong Kong dollars, Renminbi and US dollars. The Group has not adopted any hedging policies, as these currencies carry relatively low exchange fluctuation risks. Nevertheless, the Group monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure to minimise exchange risk should the need arise.

As at 31 December 2015, the Group had no bank borrowings (2014: Nil). The Group's current ratio representing current assets divided by current liability was 3.8 (2014: 4.2) and the gearing ratio, representing total liabilities divided by total assets, was 20.6% (2014: 19.1%).

REMUNERATION POLICY AND NUMBER OF EMPLOYEES

The Group remunerates its employees based on their performance, working experience and prevailing market conditions.

The remuneration policies adopted for the year ended 31 December 2015 are consistent with those disclosed in the Group's 2014 Annual Report. As at 31 December 2015, the Group employed 261 full time employees and 3 contract-based employees (2014: 270 full time employees and 4 contract-based employees).

As at 31 December 2015, the Company operates a share option scheme and a share award scheme for the purpose of providing incentives and rewards to the employees who contribute to the success of the Group's operations.

SIGNIFICANT INVESTMENTS

Save as disclosed in the report, the Group has no significant investments held as at 31 December 2015.

財政資源及流動資金

於二零一五年十二月三十一日，本集團銀行結餘及現金(不包括已抵押銀行存款1,120萬港元)為3.321億港元(二零一四年：3.426億港元)。

本集團全部手頭資金以港元、人民幣及美元為單位。由於此等貨幣之匯率相對波動風險甚低，故本集團並無採納任何對沖政策。然而，本集團一向密切監察外匯風險，並將考慮在需要時對沖重大外幣風險以減少匯兌損失。

於二零一五年十二月三十一日，本集團並無銀行借貸(二零一四年：無)。本集團之流動比率(即流動資產除以流動負債)為3.8(二零一四年：4.2)，以及資產負債比率(即負債總值除以資產總值)則為20.6%(二零一四年：19.1%)。

薪酬政策及僱員數目

本集團按僱員表現、工作經驗及現行市況向彼等支付薪酬。

就截至二零一五年十二月三十一日止年度採納之薪酬政策與本集團二零一四年年報所披露者一致。於二零一五年十二月三十一日，本集團僱用約261名全職僱員及3名合約僱員(二零一四年：270名全職僱員及4名合約僱員)。

於二零一五年十二月三十一日，本公司已設立購股權計劃及股份獎勵計劃，藉此激勵及獎賞為本集團業務成功作出貢獻之僱員。

重大投資

除本報告所披露者外，截至二零一五年十二月三十一日，本集團並無持有任何重大投資。

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in note 29 and 37 to the financial statements regarding the acquisition of subsidiaries, the Group did not have any material acquisition or disposal of subsidiaries during the year and up to the date of this annual report.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in note 37 to the financial statements regarding an acquisition of subsidiaries, there was no specific plan for material investments or capital assets as at 31 December 2015.

CONTINGENT LIABILITIES

Save as disclosed in note 32 to the financial statements, the Group has no material contingent liabilities as at 31 December 2015.

DIVIDENDS AND BOOK CLOSE

The Board has recommended final dividend of HK7 cents (2014: final dividend of HK7 cents and special dividend of HK2 cents) per ordinary share payable to shareholders whose names appear on the register of members of the Company on Tuesday, 7 June, 2016. The Register of Members of the Company will be closed from Thursday, 26 May, 2016 to Monday, 30 May, 2016 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM to be held on Monday, 30 May, 2016, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 25 May, 2016. In addition, the Register of Members of the Company will be closed from Monday, 6 June, 2016 to Tuesday, 7 June, 2016 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Tricor Tengis Limited, for registration not later than 4:30 p.m. on Friday, 3 June, 2016. During such periods, no share transfer will be effected. The final dividend will be distributed on or about Thursday, 16 June, 2016 to shareholders whose names appear on the Register of Members of the Company on Tuesday, 7 June, 2016.

涉及收購及出售附屬公司之重大交易

除財務報表附註29及37有關收購附屬公司所披露者外，本集團於年內及直至本年報日期並無進行任何涉及收購或出售附屬公司之重大交易。

重大投資或資本資產之未來計劃

除財務報表附註37有關收購附屬公司所披露者外，截至二零一五年十二月三十一日，本集團概無就重大投資或資本資產制定任何特定計劃。

或然負債

除財務報表附註32所披露者外，截至二零一五年十二月三十一日，本集團並無重大或然負債。

股息及暫停辦理股份過戶登記手續

董事會建議派付末期股息每股普通股7港仙(二零一四年：末期股息每股7港仙及特別股息每股2港仙)。末期股息將向於二零一六年六月七日(星期二)名列本公司股東名冊之股東派付。為確定合資格出席股東週年大會並於會上投票的股東身份，本公司將由二零一六年五月二十六日(星期四)至二零一六年五月三十日(星期一)(首尾兩天包括在內)期間暫停辦理股份過戶登記手續。為合符資格出席於二零一六年五月三十日(星期一)舉行之股東週年大會並於會上投票，所有過戶文件連同有關股票必須於二零一六年五月二十五日(星期三)下午四時三十分前送達本公司之股份過戶登記處卓佳登捷時有限公司辦理過戶登記手續，地址為香港皇后大道東183號合和中心22樓。此外，為確定合資格享有擬派末期股息的股東身份，本公司將由二零一六年六月六日(星期一)至二零一六年六月七日(星期二)(首尾兩天包括在內)期間暫停辦理股份過戶登記手續。為合符資格享有上述擬派末期股息，所有過戶文件連同有關股票必須於二零一六年六月三日(星期五)下午四時三十分前送達本公司之股份過戶登記處卓佳登捷時有限公司辦理過戶登記手續。股份過戶登記手續將於上述期間暫停辦理。末期股息將於二零一六年六月十六日(星期四)或前後向於二零一六年六月七日(星期二)名列本公司股東名冊之股東派付。

CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the three independent non-executive directors and one executive director of the Company. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters related to the preparation of the annual results for the year ended 31 December 2015.

APPRECIATIONS

On behalf of the Board and the management, I would like to express our sincere thanks to all employees, shareholders, customers and business partners for their supports to the Group during the reporting year.

Computer And Technologies Holdings Limited
Ng Cheung Shing
Chairman

Hong Kong, 17 March 2016

審核委員會

本公司已根據上市規則第3.21條成立審核委員會，旨在審閱及監督本集團之財務申報過程及內部控制。審核委員會由本公司三名獨立非執行董事及一名執行董事組成。審核委員會已與管理層審閱本集團採納之會計原則及慣例，並討論編製截至二零一五年十二月三十一日止年度之年度業績之相關內部控制及財務申報事宜。

鳴謝

本人謹代表董事會及管理層，對全體員工、股東、客戶及業務夥伴於報告年度內對本集團之支持致以衷心感謝。

科聯系統集團有限公司
主席
吳長勝

香港，二零一六年三月十七日

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS

Ir. Ng Cheung Shing, aged 54, the founder and Chairman, is responsible for the corporate strategies and business development of the Group. Ir. Ng graduated with a Bachelor of Science Degree in Computer Science from the University of Manchester in the United Kingdom in 1984 and has over 30 years of experience in IT industry. Before establishing the Company, Ir. Ng held executive positions in companies such as Hewlett-Packard Asia Pacific Ltd. and Sun Hung Kai (China) Ltd. Ir. Ng is the Honorary Fellow of Vocational Training Council and the Professional Validation Council of Hong Kong Industries and a fellow of the Hong Kong Computer Society and the Hong Kong Institution of Engineers. He is a Chairman of Information and Technology Sub-Committee of the Chinese General Chamber of Commerce, Chairman of Hong Kong Trade Development Council Information and Communications Technology Services Advisory Committee and Founding Chairman of the Hong Kong Information and Software Industry Association. Ir. Ng was also the awardees of "Young Industrialist Awards of Hong Kong", "Ten Outstanding Young Persons Award of Hong Kong" and "Directors of the Year Awards".

Ir. Ng is the brother-in-law of Mr. Leung King San, Sunny.

Mr. Cheung Wai Lam, aged 52, the Group's Deputy Chief Executive Officer, is in charge of the Application Software, Solutions and e-Service businesses and various functions including human resource, management information system, marketing and research and development of the Group. Mr. Cheung has 30 years of experience in IT and consulting business ranging from software development to enterprise solutions implementation and is one of the founders of Y&A Professional Services Ltd. (the "Y&A"). Mr. Cheung joined the Group in 2006 when Y&A became a subsidiary of the Group. Before Y&A, he held various consulting positions in IBM in Hong Kong and Australia. Mr. Cheung graduated from the Chinese University of Hong Kong with a Bachelor Degree in Computer Science in 1985 and an Executive Master Degree in Business Administration in 2011. Mr. Cheung is currently studying the Doctor of Business Administration degree in the City University of Hong Kong.

Mr. Leung King San, Sunny, aged 54, is responsible for finance and administration strategies of the Group. Mr. Leung has over 25 years of experience in finance, administration and planning in the IT industry. Before joining the Group, Mr. Leung held senior management positions in IBM and its associated company in Asia Pacific. Mr. Leung graduated from the Simon Fraser University in Canada with a Bachelor's Degree in Business Administration in 1983.

Mr. Leung is the brother-in-law of Ir. Ng Cheung Shing.

執行董事

吳長勝先生工程師，54歲，創辦人兼主席，負責本集團之企業策略及業務發展。吳先生於一九八四年在英國曼徹斯特大學畢業，為電腦系榮譽理學士，在資訊科技行業具備逾30年經驗。在創辦本公司前，吳先生曾於惠普亞太有限公司及新鴻基(中國)有限公司等多間公司出任行政職位。吳先生為香港職業訓練局及香港工業專業評審局榮譽院士，並為香港電腦學會及香港工程師學會資深會員。吳先生為香港中華總商會資訊及科技委員會主席及香港貿易發展局資訊及通訊科技服務諮詢委員會主席及香港資訊及軟件業商會創會會長。吳先生曾獲「香港青年工業家獎」、香港「十大傑出青年」及「傑出董事獎」等殊榮。

吳先生是梁景新先生的姻兄弟。

張偉霖先生，52歲，本集團副行政總裁，負責本集團之應用軟件、解決方案及電子服務業務以及多項職務，包括人力資源、管理資訊系統、營銷及研究與開發。張先生於資訊科技及顧問業務擁有逾30年經驗，範疇涵蓋軟件開發至實施企業解決方案，並為華揚應用開發及顧問有限公司(「華揚」)創辦人之一。張先生隨華揚於二零零六年成為本集團之附屬公司而加入本集團。於加入華揚前，彼於香港及澳洲IBM擔任多個顧問職務。張先生分別於一九八五年及二零一一年畢業於香港中文大學，獲頒授電腦系學士學位及工商管理行政碩士學位。張先生現時於香港城市大學修讀工商管理博士學位。

梁景新先生，54歲，負責制訂本集團之財務及行政策略。梁先生於資訊科技業之財務、管理及策劃方面具備逾25年經驗。於加入本集團前，梁先生曾於IBM及其在亞太區之聯營公司出任高級管理職位。梁先生於一九八三年在加拿大西門菲莎大學畢業，持有工商管理學士學位。

梁先生是吳長勝先生的姻兄弟。

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理層(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ha Shu Tong, aged 67, joined the Board in 1998. Mr. Ha has involved in the financial industry for over 40 years and has substantial experience in corporate finance and corporate development.

Professor Matthew K.O. Lee, Ph.D., aged 56, joined the Board in 1998. He is Vice-President (Development & External Relations) and Chair Professor of Information Systems & E-Commerce at the City University of Hong Kong. Professor Lee holds the following degrees: BEng (first-class honours) in electronic engineering & MBA in business studies (University of Sheffield); Msc in computation (University of Oxford); PhD in computer science (University of Manchester); LLB and LLM in commercial & corporate law (University of London). He has been a chartered engineer of the UK Engineering Council since October 1995. Professor Lee was admitted as a barrister of the High Court of Hong Kong in 2001. Professor Lee is an independent non-executive director of China Goldjoy Group Limited (Stock Code: 1282).

Mr. Ting Leung Huel, Stephen, MH, FCCA, FCPA (Practising), ACA, CTA(HK), FHKIoD, aged 62, joined the Board in 2004. Mr. Ting is an accountant in public practice as managing partner of Messrs. Ting Ho Kwan & Chan, Certified Public Accountants since 1987. Mr. Ting is a member of the 9th, 10th and 11th Chinese People Political & Consultative Conference, Fujian. He is now a non-executive director of Chow Sang Sang Holdings International Limited (Stock Code: 116) and holds independent non-executive directorship in six other listed companies namely, China SCE Property Holdings Limited (Stock Code: 1966), Dongyue Group Limited (Stock Code: 189), New Silkroad Culturaltainment Limited (Stock Code: 472), Texhong Textile Group Limited (Stock Code: 2678), Tong Ren Tang Technologies Company Limited (Stock Code: 1666) and Tongda Group Holdings Limited (Stock Code: 698).

獨立非執行董事

夏樹棠先生，67歲，於一九九八年加入董事會。夏先生40多年來一直從事金融工作，於企業融資及業務開拓方面具備豐富經驗。

李國安教授，博士，56歲，於一九九八年加入董事會。李教授為香港城市大學副校長(發展及對外關係)及該大學之傳訊及公關處處長。彼持有多个大學學位，包括電子工程學工程學士(一級榮譽)及工商管理學碩士(雪飛爾大學)；運算學理學碩士(牛津大學)；電腦科學哲學博士(曼徹斯特大學)；法律學士以及公司及商業法法律碩士學位(倫敦大學)。彼自一九九五年十月起成為英國工程協會特許工程師。李教授於二零零一年獲應許香港高等法院大律師資格。李教授為中國金洋集團有限公司(股份代號：1282)之獨立非執行董事。

丁良輝先生，MH, FCCA, FCPA (Practising), ACA, CTA (HK), FHKIoD，62歲，於二零零四年加入董事會。丁先生自一九八七年起擔任執業會計師丁何關陳會計師行之執行合夥人。丁先生為中國人民政治協商會議第九屆、第十屆及第十一屆福建省委員會委員。丁先生現同時為周生生集團國際有限公司(股份代號：116)之非執行董事及六家其他上市公司之獨立非執行董事，分別為中駿置業控股有限公司(股份代號：1966)、東岳集團有限公司(股份代號：189)、新絲路文旅有限公司(股份代號：472)、天虹紡織集團有限公司(股份代號：2678)、北京同仁堂科技發展股份有限公司(股份代號：1666)及通達集團控股有限公司(股份代號：698)。

SENIOR MANAGEMENT

Dr. Fok Yiu Cheung, aged 65, is in charge of the Group's Solutions and Integration business. Dr. Fok has over 30 years of experience in banking and IT industries. Before joining the Group in 2016, he was Managing Director of PCCW Solutions Limited, a subsidiary of PCCW, which focus on providing integrated information communications technology (ICT) solutions. Prior to joining PCCW in 1996, he held senior IT management positions in various international financial corporations. Dr. Fok holds a Bachelor of Laws Degree from the University of London, a postgraduate certificate in laws from The University of Hong Kong, a Master of Business Administration Degree from the University of Technology, Sydney, and a Doctor of Business Administration Degree from the University of Newcastle, Australia. He is qualified as a barrister in Hong Kong, and holds other professional qualifications such as chartered company secretary and chartered statistician of United Kingdom, certified public accountant of Hong Kong and Australia, and chartered member of the British Computer Society.

Mr. Lam Hou Tack, aged 63, is the General Manager of the Enterprise Retail Management (ERM) business of the Group. He is the founder of Sanyo Extended System Services Limited which became a subsidiary of the Group in 2015. Mr. Lam has over 30 years of experience in building and implementing retail management systems application for large corporations across Asia and Europe. Mr. Lam graduated from the University of Western Ontario with a bachelor's degree.

Mr. Ng Kwok Keung, aged 42, is the Financial Controller of the Group and the Secretary of the Company. He has almost 20 years of experience in accounting, auditing, finance and business advisory. Before joining the Group, he was a financial controller of a Hong Kong listed company and has worked a manager of assurance and advisory business services department of an international accounting firm. Mr. Ng graduated from The Hong Kong Polytechnic University with a Bachelor of Arts Degree in Accountancy and is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

Mr. Yeung Sai Cheong, Steve, aged 50, is in charge of the corporate development as well as certain Software Products business units of the Group. Mr. Yeung joined the Group in 1998 and has over 25 years of IT experience in sales and business development. He graduated from the University of Hong Kong with a Bachelor of Science Degree in Computer Studies in 1988 and received a Master Degree in Business Administration from the Hong Kong University of Science and Technology in 1999.

高級管理層

霍耀昌博士，65歲，負責管理本集團的解決方案及集成業務。霍博士於銀行及資訊科技行業擁有逾30年經驗。於二零一六年加入本集團前，彼為電訊盈科附屬公司電訊盈科企業方案有限公司之董事總經理，電訊盈科企業方案有限公司專注於提供資訊及通訊科技集成解決方案。於一九九六年加入電訊盈科之前，彼在多間國際金融機構擔任高級資訊科技管理職位。霍博士持有英國倫敦大學法律學士學位、香港大學法學專業證書、悉尼科技大學工商管理碩士及澳洲紐卡素大學工商管理博士學位。彼於香港獲執業大律師資格，並持有其他專業資格，包括英國特許公司秘書及特許統計師、香港及澳洲執業會計師及英國電腦學會特許會員。

林厚德先生，63歲，為本集團企業零售管理(企業零售管理)業務總經理。彼為三洋拓展系統有限公司之創始人，該公司於二零一五年成為本集團附屬公司。林先生替歐亞不同跨國企業構建及實施零售管理系統應用程式項目擁有逾30年經驗。林先生自西安大略大學取得學士學位。

吳國強先生，42歲，為本集團之財務總監及本公司之秘書。吳先生於會計、審核、財務及企業諮詢方面有近20年經驗。於加入本集團前，吳先生為香港一間上市公司之財務總監，且曾任職一間國際會計師事務所之審計及企業諮詢服務部門。吳先生於香港理工大學畢業，獲會計學士學位，並為香港會計師公會執業會計師。

楊世昌先生，50歲，負責本集團企業發展及若干軟件產品業務單位。楊先生於一九九八年加入本集團，於資訊科技行業擁有逾25年經驗，歷任銷售及業務發展職位。楊先生於一九八八年畢業於香港大學，持有電腦學士學位，並於一九九九年取得香港科技大學工商管理碩士學位。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standard of corporate governance within a sensible framework with an emphasis on the principles of integrity, transparency and accountability. The board of directors of the Company (the "Board") believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders' value.

The Board opined that the Company has complied with the code provision set out in the Corporate Governance Code (the "CG code") as stipulated in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") during the reporting year except on the deviations noted below.

The CG code provision A.2.1 stipulates that the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual. Mr. Cheung Wai Lam has been appointed as an executive director of the Company and the deputy CEO of the Group since 2013. Deputy CEO mainly focuses on certain business operations and administrative functions of the Group, assists the Board to formulate strategies for the Group and to make sure they are implemented successfully. With the present board structure and scope of business, the Board considers that there is no imminent need to appoint CEO. However, the Board will continue to review the effectiveness of the Group's corporate governance structure and will consider whether any changes, including the appointment of CEO, are necessary.

The Company considers that sufficient measures have been taken to ensure that its corporate governance practices are similar to those provided in the CG Code.

企業管治常規

本公司致力於切合實際之範圍內維持高水平企業管治，以強調廉正、高透明度及問責性為原則。本公司董事會（「董事會」）相信優良企業管治對本公司之成功及提升股東價值乃非常重要。

董事會認為，除下述偏離情況外，本公司於報告年度一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所列明企業管治守則（「企業管治守則」）所載之守則條文。

企業管治守則之守則條文第A.2.1條規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。張偉霖先生已於二零一三年獲委任為本公司執行董事兼本集團副行政總裁。副行政總裁主要負責本集團若干業務營運及行政職能、協助董事會制定本集團之策略及確保該等策略成功執行。鑒於現時之董事會架構及業務範疇，董事會認為目前並無迫切需要委任行政總裁。然而，董事會將繼續檢討本集團企業管治架構之效能，並考慮是否需要作出任何變動（包括委任行政總裁）。

因此，本公司認為已採取足夠措施，確保企業管治實務與企業管治守則訂明者相若。

BOARD OF DIRECTORS

The Board currently comprises three executive directors and three independent non-executive directors:

Executive Directors:

Mr. Ng Cheung Shing (*Chairman*)
Mr. Cheung Wai Lam (*Deputy Chief Executive Officer*)
Mr. Leung King San, Sunny

Independent non-executive directors (“INEDs”):

Mr. Ha Shu Tong
Professor Lee Kwok On, Matthew
Mr. Ting Leung Huel, Stephen

INEDs constitute more than one-third of the Board. The Company has received from each INED a confirmation of his independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules and considers that all INEDs are independent. One of the three INEDs is a professional accountant, which is in compliance with the requirement of the Listing Rules.

One-third of the directors shall retire from office at every annual general meeting and all directors (including non-executive directors) are subject to retirement by rotation once every three year in accordance with the Company's bye-laws and the CG Code. Retiring directors are eligible for re-election at the annual general meeting at which they retire. Any director appointed to fill a causal vacancy is subject to re-election at the next annual general meeting of the Company. Separate resolutions are proposed for the election of each director.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. Board appointments will continue to be made on a merit basis and candidates will be considered against objective criteria, with due regard for the benefits of diversity on Board.

董事會

董事會目前由三名執行董事及三名獨立非執行董事組成：

執行董事：

吳長勝先生(主席)
張偉霖先生(副行政總裁)
梁景新先生

獨立非執行董事：

夏樹棠先生
李國安教授
丁良輝先生

董事會三分之一以上由獨立非執行董事組成。本公司已收到各名獨立非執行董事根據上市規則第3.13條所載獨立性指引作出其獨立性之確認函，並認為所有獨立非執行董事均屬獨立。三名獨立非執行董事中其中一位為符合上市規則規定之專業會計師。

按照本公司之公司細則及企業管治守則，於每屆股東週年大會上三分之一董事須退任，而所有董事(包括非執行董事)須每三年輪值退任一次。即將退任董事符合資格可於彼等退任之股東週年大會上重選。任何獲委任以填補臨時空缺之董事須於本公司下屆股東週年大會上重選。本公司就選舉各董事提呈獨立決議案。

為達致可持續及平衡發展，本公司認為董事會多元化程度不斷提升為支持本公司實現策略目標及可持續發展之關鍵元素。於設計董事會之組成時，本公司從多方面考慮董事會多元化組合，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。董事會成員之委任將繼續以用人唯才為原則，而候選人將根據客觀因素加以考慮，並審慎關注董事會多元化政策之裨益。

BOARD OF DIRECTORS (CONTINUED)

The current board composition was also evaluated by reference to, among other things, the gender, age, cultural and educational background, professional experience, skills, knowledge and length of service of each director, against the Company's business model and specific needs.

The Company believes diversity is important to enhance the Board's effectiveness by encouraging a diversity of perspectives and to maintain high standards of corporate governance. The Company will continue to monitor and develop new objectives for implementing and achieving improved diversity on the Board as and when it considers appropriate with regard to the specific needs of the Company from time to time.

The directors' biographical information is set out in the "Directors and Senior Management" section on pages 18 to 20. Two executive directors, Mr. Ng Cheung Shing and Mr. Leung King San, Sunny, are brother-in-law. Save as disclosed, there is no relationship between each of the Board members.

The Board has the ultimate decision on the Group's overall strategy, annual budget, annual and interim results, appointment or retirement of directors, significant contracts and transactions as well as other significant policy and financial matters. The Board has delegated the daily operations and administration to the Company's management.

According to the division of responsibilities between the Chairman and Deputy CEO approved by the Board, the Chairman is mainly responsible for long-term strategic development of the Group as well as the operation of the Board, to make sure that the Board is run in the best interests of the Group and all the Board meetings are effectively planned and carried out. Deputy CEO mainly focuses on the certain business operations and administrative functions of the Group, assists the Board to formulate strategies for the Group and to make sure they are implemented successfully. Deputy CEO is fully responsible to the Board for overall operations of the Group.

Every director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. In addition, every director has separate and independent access to the Company's senior management to facilitate them to make informed decisions. All directors, in the discharge of their duties, are allowed to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

董事會(續)

現時，董事會之組成乃經參考(其中包括)各董事之性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期，以及本公司之業務模式及特定需要後評估。

本公司相信，多元化政策鼓勵多樣化觀點，對提高董事會之成效及維持高水平之企業管治甚為重要。本公司將繼續監察及發展新目標，於其認為合適並經考慮本公司不時之特定需要後，推行及提升董事會多元化水平。

董事之履歷資料載於第18至20頁「董事及高級管理層」一節。兩名執行董事吳長勝先生及梁景新先生為姻親兄弟。除披露者外，各董事會成員之間並無關係。

董事會對本集團整體策略、年度預算、年度及中期業績、董事委任或退任、重大合約及交易以及其他重大政策及財務事宜有最終決定權。董事會將本公司日常營運及行政管理交由本公司管理層負責。

根據董事會批准之主席與副行政總裁之職責分工，主席主要負責本集團之長遠策略發展及董事會運作，確保董事會以符合本集團最佳利益方式運行，及所有董事會會議有效地規劃及進行。副行政總裁主要集中負責本集團業務營運及行政職能、協助董事會制訂策略與確保該策略能夠於本集團成功實施，副行政總裁須就本集團整體營運向董事會負全責。

各董事有權索取董事會文件及有關材料，亦可獲公司秘書提供意見及服務。此外，各董事可各自及獨立地接觸本公司高級管理層，以便其作出知情決定。所有董事可在適當情況下就履行彼等職責按合理費用尋求獨立專業意見，有關成本由本公司承擔。

BOARD OF DIRECTORS (CONTINUED)

The Company has not established any committee responsible for the corporate governance function of the Group and the function has been collectively performed by the Board. The Board acknowledges the overseeing of the corporate governance function by the Board collectively.

During the year, the Board has reviewed and monitored the training and continuous professional development of directors and senior management. The Board has also reviewed and ensured compliance of the relevant legal and regulatory requirements, the code of conducts, the CG Code and the disclosure in the Corporate Governance Report.

CONTINUOUS PROFESSIONAL DEVELOPMENT

Directors should participate in continuous professional development to ensure their contribution to the Board remains informed and relevant. Each newly appointed director is provided with necessary induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under the relevant statutes, laws, rules and regulations.

Directors' training is a continuing process. The Company updates directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices. Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. In addition, all directors are provided with monthly updates on the Group's performance, position and prospects to enable the Board as a whole to discharge their duties.

During the year, all directors, namely Mr. Ng Cheung Shing, Mr. Cheung Wai Lam, Mr. Leung King San, Sunny, Mr. Ha Shu Tong, Professor Lee Kwok On, Matthew and Mr. Ting Leung Huel, Stephen, have participated in appropriate continuous professional development, including the training provided by the Company on 13 January 2015, to develop and refresh their knowledge and skills.

董事會(續)

本公司並無就本集團之企業管治職務設立任何委員會，有關職務由董事會共同負責。董事會瞭解其共同監察企業管治職務之責任。

年內，董事會檢討及監察董事及高級管理層之培訓及持續專業發展。董事會亦檢討及確保遵守相關法律及監管規定、行為守則、企業管治守則及企業管治報告之披露。

持續專業發展

董事須參與持續專業發展，確保對董事會作出獲知悉及相關之貢獻。各新任董事可獲提供必要之入職培訓及資料，確保其正確理解本公司營運及業務以及其於相關法令、法律、規則及法規下之職責。

董事培訓屬持續過程。本公司不時向董事提供有關上市規則及其他適用監管規定之最新資料，確保董事遵守良好之企業管治常規，並提高其對良好企業管治常規之認識。本公司鼓勵所有董事參與持續專業發展，以提高及更新其知識及技能。此外，所有董事每月獲提供有關本集團表現、狀況及前景之更新資料，以便董事會整體可履行其職務。

年內，全體董事(即吳長勝先生、張偉霖先生、梁景新先生、夏樹棠先生、李國安教授及丁良輝先生)均有參與於二零一五年一月十三日之發展及更新彼等知識及技能之持續專業發展培訓。

BOARD MEETINGS AND ATTENDANCE

In order to achieve a high standard of corporate governance, the Board held at least four regularly meetings at approximately quarterly interval to discuss the overall strategy as well as the operational matters and financial performance of the Group. Attendance of each director at the Board meetings is set out below:

| | Number of meetings Attended/Eligible to attend 出席會議次數/ 可出席次數 |
|--|--|
| Executive directors: | |
| Mr. Ng Cheung Shing (<i>Chairman</i>) | 7/7 |
| Mr. Cheung Wai Lam (<i>Deputy Chief Executive Officer</i>) | 7/7 |
| Mr. Leung King San, Sunny | 7/7 |
| Mr. Lee Allen (<i>Note</i>) | 3/7 |
| Independent non-executive directors: | |
| Mr. Ha Shu Tong | 7/7 |
| Professor Lee Kwok On, Matthew | 7/7 |
| Mr. Ting Leung Huel, Stephen | 7/7 |

Note:

Mr. Lee Allen resigned as an executive director of the Company with effect from 20 July 2015. Four meetings were held in 2015 subsequent to his resignation.

BOARD COMMITTEES

To strengthen the functions of the Board, there are several Board Committees namely, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment Committee formed under the Board, with each performing different functions.

董事會會議及出席情況

為達致高水準之企業管治，董事會最少舉行四次定期會議，約每季一次，討論本集團整體策略以及經營事項與財務表現。各董事出席董事會會議之情況載列如下：

| | Number of meetings Attended/Eligible to attend 出席會議次數/ 可出席次數 |
|-----------------|--|
| 執行董事： | |
| 吳長勝先生(主席) | 7/7 |
| 張偉霖先生(副行政總裁) | 7/7 |
| 梁景新先生 | 7/7 |
| 李卓斌先生(附註) | 3/7 |
| 獨立非執行董事： | |
| 夏樹棠先生 | 7/7 |
| 李國安教授 | 7/7 |
| 丁良輝先生 | 7/7 |

附註：

李卓斌先生於二零一五年七月二十日辭任本公司執行董事。於彼辭任後在二零一五年曾舉行四次會議。

董事委員會

為加強董事會之職能，於董事會之下設有多個董事委員會，即審核委員會、薪酬委員會、提名委員會及投資委員會，各履行不同職能。

AUDIT COMMITTEE

The Audit Committee was established on 24 April 1999 and during the reporting period, the three INEDs, namely, Mr. Ha Shu Tong, Professor Lee Kwok On, Matthew, Mr. Ting Leung Huel, Stephen and one executive director, Mr. Leung King San, Sunny are the members of the committee and Mr. Ting was elected as the chairman of Audit Committee.

The principal duties of the Audit Committee include:

- to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- to develop and implement policy on engaging an external auditor to supply non-audit services;
- to act as the key representative body for overseeing the Company's relations with external auditor;
- to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and to review significant financial reporting judgments contained in them;
- to review the Company's financial controls, risk management and internal control systems;
- to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have an effective internal control system;
- to review the financial and accounting policies and practices of the Group; and
- to review the external auditor's management letter, any material queries raised by the auditors to management about accounting records, financial accounts or systems of control and management's responses.

審核委員會

審核委員會於一九九九年四月二十四日成立，於報告期間，委員會成員包括三名獨立非執行董事，即夏樹棠先生、李國安教授及丁良輝先生、以及一名執行董事，即梁景新先生，丁先生獲選為審核委員會主席。

審核委員會之主要職責包括：

- 負責就外聘核數師之委任、重新委任及罷免向董事會提供建議，及批准外聘核數師的薪酬及聘用條款，和處理任何有關該核數師辭職或辭退該核數師的問題；
- 根據適用標準檢討及監察外聘核數師之獨立性及客觀性及審核程序的成效；
- 就委任外聘核數師提供非核數服務制訂及執行政策；
- 擔任監察本公司與外聘核數師關係之主要代表；
- 監察本公司財務報表及年度報告及賬目、半年度報告之完整性，並審閱該等報表及報告所載有關財務申報之重大判斷；
- 檢討本公司之財務監控、風險管理及內部監控系統；
- 與管理層討論風險管理及內部監控系統，確保管理層已履行其職責建立有效的內部監控系統；
- 檢討本集團財務及會計政策及實務；及
- 審閱外聘核數師給予管理層之《審核情況說明函件》、核數師就會計記錄、財務賬目或監控系統向管理層提出之任何重大疑問及管理層作出之回應。

AUDIT COMMITTEE (CONTINUED)

The Audit Committee shall meet at least twice every year. Attendance of each director at the meeting is set out below:

| | Number of meetings Attended/Eligible to attend 出席會議次數/ 可出席次數 |
|--|---|
| Executive director: Mr. Leung King San, Sunny | 執行董事： 梁景新先生 2/2 |
| Independent non-executive directors: Mr. Ha Shu Tong Professor Lee Kwok On, Matthew Mr. Ting Leung Huel, Stephen | 獨立非執行董事： 夏樹棠先生 2/2 李國安教授 2/2 丁良輝先生 2/2 |

During the year, the Audit Committee, among other matters, reviewed and provided supervision over the Group's financial reporting processes, risk management and internal controls, reviewed the terms of reference of the Audit Committee, reviewed interim and annual results of the Group and met with the external auditors.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 22 September 2004 and comprises of three INEDs, namely, Mr. Ha Shu Tong, Professor Lee Kwok On, Matthew, and Mr. Ting Leung Huel, Stephen and two executive Directors namely, Mr. Ng Cheung Shing and Mr. Leung King San, Sunny. Mr. Ha is currently the chairman of Remuneration Committee.

The principal duties of the Remuneration Committee include:

- to make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

審核委員會(續)

審核委員會每年須舉行最少兩次會議，各董事出席會議之情況載列如下：

| | Number of meetings Attended/Eligible to attend 出席會議次數/ 可出席次數 |
|--|---|
| 執行董事： 梁景新先生 | 2/2 |
| 獨立非執行董事： 夏樹棠先生 李國安教授 丁良輝先生 | 2/2 2/2 2/2 |

年內，審核委員會(其中包括)檢討及監管本集團財務報告過程、風險管理及內部監控、審閱審核委員會之職權範圍、檢討本集團中期及年度業績以及與外聘核數師會面。

薪酬委員會

薪酬委員會於二零零四年九月二十二日成立，由三名獨立非執行董事即夏樹棠先生、李國安教授及丁良輝先生以及兩名執行董事即吳長勝先生及梁景新先生組成，夏先生為薪酬委員會現任主席。

薪酬委員會之主要職責包括：

- 就本公司董事及高級管理人員之全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；

REMUNERATION COMMITTEE (CONTINUED)

- to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management and the terms of their service contracts;
- to make recommendations to the Board on the remuneration of non-executive directors;
- to consider and approve the grant of shares and share options to eligible participants pursuant to the share award scheme and share option scheme of the Company;
- to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; and
- to ensure that no director or any of its associates is involved in deciding his own remunerations.

The Remuneration Committee shall meet at least once every year. Attendance of each director at the meeting is set out below:

薪酬委員會(續)

- 獲董事會轉授責任，釐定個別執行董事及高級管理人員之薪酬待遇以及彼等服務合同之條款；
- 就非執行董事之酬金向董事會提出建議；
- 根據本公司股份獎勵計劃及購股權計劃，考慮及批准向合資格僱員授出股份及購股權；
- 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付之賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦需公平合理，不致過多；及
- 確保任何董事或其任何聯繫人士不得參與釐定其本身之薪酬。

薪酬委員會每年須最少舉行一次會議。各董事出席會議之情況載列如下：

| | | Number of meetings Attended/Eligible to attend 出席會議次數/ 可出席次數 |
|---|----------|---|
| Executive directors: | | |
| Mr. Ng Cheung Shing | 執行董事： | |
| Mr. Leung King San, Sunny | 吳長勝先生 | 3/3 |
| | 梁景新先生 | 3/3 |
| Independent non-executive directors: | | |
| Mr. Ha Shu Tong | 獨立非執行董事： | |
| Professor Lee Kwok On, Matthew | 夏樹棠先生 | 3/3 |
| Mr. Ting Leung Huel, Stephen | 李國安教授 | 3/3 |
| | 丁良輝先生 | 3/3 |

During the year, the work performed by the Remuneration Committee includes, inter alia, the review of the Group's remuneration policy for its executive directors and senior management and their levels of remuneration.

年內，薪酬委員會進行之工作為(其中包括)檢討本集團之執行董事及高級管理層薪酬政策及批准彼等之薪酬水平。

REMUNERATION COMMITTEE (CONTINUED)

Remuneration of Directors and Senior Management

Pursuant to code provision B.1.5 of the CG code, the remuneration of senior management by band for the year ended 31 December 2015 is set out below:

| | | Number of Individuals 人數 |
|--------------------------------|-------------------------|-----------------------------|
| HK\$1,500,001 to HK\$2,000,000 | 1,500,001港元至2,000,000港元 | 1 |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 | 2 |

Further particulars in relation to directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 7 and 8 to the report.

NOMINATION COMMITTEE

The Nomination Committee was established on 22 September 2004 and comprises of the three INEDs, namely, Mr. Ha Shu Tong, Professor Lee Kwok On, Matthew, and Mr. Ting Leung Huel, Stephen and two executive directors namely, Mr. Ng Cheung Shing and Mr. Leung King San, Sunny. Mr. Ha is currently the Chairman of the Nomination Committee.

The principal duties of the Nomination Committee include:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and monitor the progress on achieving the objectives, and make disclosure of its review results in the Corporate Governance Report annually;
- to assess the independence of INEDs and to ensure at least one-third of the Board should be INEDs; and

薪酬委員會(續)

董事及高級管理層之薪酬

根據企業管治守則第B.1.5條守則條文，截至二零一五年十二月三十一日止年度高級管理層成員之薪酬範圍載列如下：

根據上市規則附錄16須予披露之董事薪酬及五名最高薪酬僱員之詳情載於報告附註7及8。

提名委員會

提名委員會於二零零四年九月二十二日成立，由三名獨立非執行董事即夏樹棠先生、李國安教授及丁良輝先生以及兩名執行董事即吳長勝先生及梁景新先生組成，夏先生為提名委員會現任主席。

提名委員會之主要職責包括：

- 至少每年檢討董事會之架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司之企業策略而擬對董事會作出之變動提出建議；
- 物色具備合適資格可擔任董事之人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- 檢討董事會成員多元化政策(如適用)及檢討董事會為董事會成員多元化政策而制定的可計量目標和達標進度以及每年在企業管治報告內披露檢討結果；
- 評核獨立非執行董事之獨立性及確保最少三分之一董事為獨立非執行董事；及

NOMINATION COMMITTEE (CONTINUED)

- to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the CEO.

Attendance of each director at the meeting is set out below:

| | | Number of meetings Attended/Eligible to attend 出席會議次數/ 可出席次數 |
|---|----------|---|
| Executive directors: | | |
| Mr. Ng Cheung Shing | 執行董事： | |
| Mr. Leung King San, Sunny | 吳長勝先生 | 3/3 |
| | 梁景新先生 | 3/3 |
| Independent non-executive directors: | | |
| Mr. Ha Shu Tong | 獨立非執行董事： | |
| Professor Lee Kwok On, Matthew | 夏樹棠先生 | 3/3 |
| Mr. Ting Leung Huel, Stephen | 李國安教授 | 3/3 |
| | 丁良輝先生 | 3/3 |

During the year, the Nomination Committee reviewed the Group's structure, size and composition of the Board, assessed the independence of INEDs and made recommendations to the Board on appointment of directors and reviewed succession planning for CEO.

提名委員會(續)

- 就董事委任或重新委任，以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。

各董事出席會議之情況載列如下：

年內，提名委員會檢討本集團董事會之架構、人數及組成，評估獨立非執行董事之獨立性，並就董事之委任向董事會提供推薦意見及檢討行政總裁之繼任計劃。

INDEPENDENT NON-EXECUTIVE DIRECTORS

During the year under review, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three INEDs with at least one INED possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received written annual confirmation from each INED of his independence pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmation, the Company still considers all of the INEDs to be independent.

The INEDs bring a wide range of business and financial expertise, experiences and independent judgment to the Board. Through active participation in board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board Committees, all INEDs make various contributions to the effective direction of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS

Mr. Ha Shu Tong, Professor Lee Kwok On, Matthew and Mr. Ting Leung Huel, Stephen have served as INEDs for more than nine years. The future appointment of these three INEDs without the approval by way of passing a separate resolution of the shareholders is regarded as a deviation from Code Provision A.4.3 of the CG Code.

To comply with this CG Code Provision, all these three INEDs had retired at the previous annual general meeting of the Company and offered themselves for re-election.

The Board is of the opinion that all these three INEDs remain independent notwithstanding the length of their services and believes that their valuable knowledge and experience in the Group's business and their general business acumen continue to generate significant contribution to the Board, the Company and the shareholders as a whole. The Company's circular to be despatched to shareholders of the Company in April 2016 will contain the biographical information of Mr. Ting Leung Huel, Stephen and the detailed reasons behind the Board's recommendation of his continuing appointment as an INED.

獨立非執行董事

於回顧年度內，董事會在任何時候都符合上市規則之規定，內容有關委任最少三名獨立非執行董事，而最少一名獨立非執行董事須具備合適專業資格，或會計或相關財務管理之專業知識。

根據上市規則第3.13條，本公司已收到各獨立非執行董事就其獨立性之年度書面確認函。根據此等確認之內容，本公司仍認為所有獨立非執行董事為獨立人士。

獨立非執行董事為董事會帶來廣泛業務及財務專業知識、經驗及獨立判斷。透過積極參與董事會會議、主導涉及潛在利益衝突之管理事宜及服務各董事委員會，所有獨立非執行董事對本公司之有效方向作出不同貢獻。

服務超過九年之獨立非執行董事

夏樹棠先生、李國安教授及丁良輝先生已擔任獨立非執行董事逾九年。將來未經股東以通過獨立決議案形式批准，委任此三名獨立非執行董事會被視為偏離企業管治守則之守則條文A.4.3。

為遵守企業管治守則條文，此三名獨立非執行董事均已在本公司上屆股東週年大會上退任，並自願重選連任。

儘管此三名獨立非執行董事之服務年資，董事會認為彼等仍然維持其獨立性，並相信彼等在本集團業務之寶貴知識及經驗，以及整體商業觸覺會繼續為董事會、本公司及股東帶來整體重大貢獻。本公司通函將於二零一六年四月寄發予本公司股東，當中將載有丁良輝先生之履歷資料及董事會建議彼繼續獲委任為獨立非執行董事之詳盡理由。

INVESTMENT COMMITTEE

The Investment Committee was established on 17 May 2012 and comprises of an INED, Mr. Ha Shu Tong, and an executive director, Mr. Ng Cheung Shing. Mr. Ng is currently the Chairman of the Investment Committee. The Investment Committee is responsible for executing investment guidelines approved by the Board, monitoring the performance of the investments and proposing investment strategies to the Board. During the year, the Investment Committee reported the performance of investments and reviewed the investment strategies with all directors in the Board meetings.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its code of conduct for dealings in securities of the Company by the directors. Based on a specific enquiry of the Company's directors, the directors have complied with the required standard set out in the Model Code throughout the year.

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHTS

Information of the Company and the Group are delivered to its shareholders through a number of channels, which includes annual report, interim report, announcements and circulars. The latest information of the Company and the Group together with the published documents are also available on the Company's website.

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

Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings.

The process of the Company's general meeting will be monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure that Shareholders' needs are best served.

投資委員會

投資委員會於二零一二年五月十七日成立，由獨立非執行董事夏樹棠先生及執行董事吳長勝先生組成，吳先生為投資委員會現任主席。投資委員會負責執行董事會批准之投資指引，監察投資表現及向董事會建議投資策略。年內，投資委員會已於董事會會議內向全體董事報告投資表現及檢討投資策略。

證券交易標準守則

本公司已採納上市規則附錄10所載之標準守則作為董事買賣本公司證券之行為守則。根據向本公司各董事作出之特定查詢，各董事於整個年度一直遵守標準守則所載規定標準。

投資者關係及股東權利

本公司及本集團通過多個渠道向股東提供有關本公司及本集團之資料，該等渠道包括年報、中期報告、公佈及通函。本公司網站亦載有本公司及本集團之最新資料以及已刊發文件。

本公司股東週年大會為董事會直接與股東溝通提供一個實用平台。本公司將於股東大會上就每項重大獨立之事宜提呈獨立決議案。

本公司鼓勵股東參與股東大會，或倘其無法出席大會，則委任代表代其出席大會並於會上投票。

本公司股東大會過程將獲定期監察及檢討，以及(如有需要)會作出更改以確保切合股東需要。

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHTS (CONTINUED)

The annual general meeting ("the AGM") was held on 3 June 2015. The attendance record of the directors at the AGM is set out below:

| | Number of meetings Attended/Eligible to attend 出席會議次數/ 可出席次數 |
|--|--|
| Executive directors: | |
| Mr. Ng Cheung Shing (<i>Chairman</i>) | |
| Mr. Cheung Wai Lam (<i>Deputy Chief Executive Officer</i>) | |
| Mr. Leung King San, Sunny | |
| Mr. Lee Allen | |
| Independent non-executive directors: | |
| Mr. Ha Shu Tong | |
| Professor Lee Kwok On, Matthew | |
| Mr. Ting Leung Huel, Stephen | |

The Company's external auditors also attended the AGM.

According to Section 74 of the Companies Act 1981 of Bermuda (the "Act") and Bye-law 58 of the Bye-laws of the Company, shareholders holding in aggregate not less than 10% of the paid-up capital of the Company have the right, by written requisition to the Board or the secretary of the Company, to request a special general meeting to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition.

Any number of shareholders representing not less than 5% of the total voting rights of the Company on the date of the requisition or not less than 100 shareholders of the Company are entitled to put forward a proposal for consideration at a general meeting of the Company. Shareholders should follow the requirements and procedures as set out in Section 79 of the Act for putting forward such proposal at a general meeting.

In relation to the shareholders communication, the shareholders can contact the Company Secretary or the Vice President of Corporate Development and Communications by email to InvestorRelation@ctil.com or by mail to Level 10, Cyberport 2, 100 Cyberport Road, Hong Kong.

投資者關係及股東權利(續)

股東週年大會(「股東週年大會」)於二零一五年六月三日舉行。各董事出席股東週年大會之情況載列如下：

| | |
|--------------|-----|
| 執行董事： | |
| 吳長勝先生(主席) | 1/1 |
| 張偉霖先生(副行政總裁) | 1/1 |
| 梁景新先生 | 1/1 |
| 李卓斌先生 | 1/1 |

| | |
|-----------------|-----|
| 獨立非執行董事： | |
| 夏樹棠先生 | 1/1 |
| 李國安教授 | 1/1 |
| 丁良輝先生 | 1/1 |

本公司外聘核數師均亦已出席股東週年大會。

根據一九八一年百慕達公司法(「公司法」)第74條及本公司之公司細則第58條，持有本公司實繳股本合共不少於10%之股東有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項，而有關大會須於遞交有關要求後兩個月內舉行。

於提出要求之日期，佔本公司總投票權不少於5%或不少於100名本公司股東之任何人數股東，有權於本公司股東大會上提出建議以供考慮。股東於股東大會上提出有關建議須遵守公司法第79條所載規定及程序。

有關與股東溝通，股東可通過發送電子郵件至 InvestorRelation@ctil.com 或郵寄至於香港數碼港道100號數碼港2座10樓，與公司秘書或企業發展及傳訊副總裁聯絡。

CONSTITUTIONAL DOCUMENTS

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

ACCOUNTABILITY AND AUDIT

The directors acknowledge their responsibility for preparing the financial statements of the Group and have adopted the accounting principles generally accepted in Hong Kong and complied with the requirements of Hong Kong Financial Reporting Standards (which include all Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance.

During the reporting year, the management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval. The directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The reporting responsibilities of the Company's independent auditors are set out in the Independent Auditors' Report on pages 53 and 54.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining and reviewing the effectiveness of the risk management and internal controls of the Company, including material financial, operational and compliance controls, risk management functions and particularly the adequacy of resources, staff qualifications and experience, training programs and budget of the accounting and financial reporting function. Effective for the accounting period beginning on 1 January, 2016, the Board, assisted by the Audit Committee, is required to assess the effectiveness of the risk management and internal control systems on an ongoing basis. Appropriate policies and control procedures have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. These control procedures are designed to manage, rather than eliminate, the risk of failure to achieve business objectives and such procedures can only provide reasonable, and not absolute, assurance against material misstatement or losses.

組織章程文件

於回顧年內，本公司之組織章程文件並無變動。

問責性及審核

董事確認其有責任編製本集團財務報表，並已採納香港公認會計原則及遵守香港會計師公會頒佈之香港財務報告準則(包括所有香港會計準則及詮釋)之規定及香港公司條例之披露規定。

於報告年度內，管理層於必要時向董事會提供該等解釋及信息以使董事對提呈董事會批准之本集團財務資料及狀況作出知情評估。董事並不察覺有重大不明朗事件或情況可能會嚴重影響本公司持續經營的能力。

本公司獨立核數師之申報責任載於第53及54頁之獨立核數師報告。

風險管理及內部監控

董事會負責維持本公司之風險管理及內部監控並檢討其成效，包括重要的財務、營運及合規監控以及風險管理功能，尤其考慮在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。於二零一六年一月一日開始的會計期間起生效，董事會在審核委員會協助下須持續評估其風險管理及內部監控系統的成效。適當的政策及監控程序已經訂立及制定，以確保保障資產不會在未經許可下使用或處置，依從及遵守相關規則及規例，根據相關會計標準及監管申報規定保存可靠的財務及會計記錄，以及適當地識別及管理可能影響本集團表現之主要風險。訂立該等監控程序旨在管理而非消除未能達成業務目標之風險，並只合理而非絕對保證可防範重大失實陳述或損失。

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

Effective risk management is a fundamental part of the Group's business strategy. Recognizing and managing risk is central to the business and to protecting the shareholders' interests and value. The Company operates within overall guidelines and specific parameters set by the Board. Each transaction is comprehensively analyzed to understand the risks involved. Responsibility for managing risks lies initially with the business functions concerned, working within the overall strategy and risk tolerance established by the Board, in conjunction with the Audit Committee.

The Board meets quarterly, or more often if necessary, to review the Group's operations and financial performance. The Board also reviews the risks to the assets and operations of the Company, and acts upon any comments from the internal and external auditors. The Board considers the economic environment and the industry risk in assessing business risk. The management also meets monthly to review the operations of the Group and discuss any identified issues.

Key risks, control measures and management actions are continually identified, reviewed and monitored by the management as part of the Group's enterprise wide risk management framework. The internal auditor assists and guides the management in the formulation of risk policies and processes to effectively identify, evaluate and manage significant risks. The management has established a risk identification and management process. The risk profiles are reported to the Audit Committee and the Board on a regular basis to highlight changes in the risk assessment, quantitative and qualitative factors affecting the inherent risks and effectiveness of respective controls. The ownership of these risks lies with the respective business functions with stewardship residing with the Board. Action plans to manage the risks are continually being monitored and refined by the management and the Board. The internal auditor conducts audits to review the risk management framework and processes and assess the effectiveness of the internal controls system of the Group, including material financial, operational and compliance controls. Any material non-compliance or lapses in internal controls together with corrective measures are reported to the Audit Committee.

In performing its audit of the financial statements, the external auditors perform tests over operating effectiveness of certain controls that they intend to rely on which are relevant to the Group's preparation of its financial statements. The external auditors report any significant deficiencies in such internal controls to the Audit Committee.

風險管理及內部監控(續)

有效之風險管理是本集團業務策略的基本元素。識別及管理風險是業務營運以及保障股東利益及價值之核心。本公司根據董事會制定之整體指引和具體規限運作。每項交易均須經過全面的分析，以瞭解所涉及之風險。管理風險之職責由有關的業務職能在董事會會同審核委員會制定之整體策略及風險容量下執行。

董事會每季召開一次會議或在有需要時更頻密地召開會議，以審閱本集團之經營及財務表現。董事會亦會審閱本公司之資產及營運所涉及之風險，並根據內部及外部核數師提出之任何意見採取行動。在評估業務風險時，董事會會考慮經濟環境及行業風險。管理層亦會每月開會一次，以審閱本集團之營運及討論任何識別到的問題。

作為本集團整體企業風險管理架構之一環，管理層會不斷查找、審閱及監察主要風險、監控措施及管理行動。內部核數師會協助及引導管理層制定風險政策及程序，以有效查找、評估及管理重大風險。管理層已建立一套風險識別及管理程序。審核委員會及董事會定期會獲得有關風險評估報告，以作出風險評估轉變、量化及質化潛在風險之影響因素及提出有效控制固有風險之措施。董事會屬下各業務職能的行政主管須負責管理此等風險。管理該等風險的行動計劃由管理層及董事會持續監管及改良。內部核數師進行審核，以檢討本集團之風險管理架構及程序，並評估本集團內部監控制度包括重要財務、營運及合規監控的成效。內部監控之任何重大違規或失效連同改正措施均會向審核委員會匯報。

外部核數師於進行財務報表審核時，會對其擬倚賴並與本集團編製其財務報表相關的若干監控之營運有效性進行測試。外部核數師向審核委員會匯報該等內部監控的任何重大不足之處。

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

In addition to the review of risk management and internal controls undertaken within the Company, from time to time, the Board and/or the management will engage professional third parties to assess and comment on the adequacy and effectiveness of the risk management and internal control systems and, where appropriate, recommendations will be adopted and enhancements to the risk management and internal controls will be made.

Based on the framework established and the reviews conducted by the senior management and internal auditor, the Board opines, with the concurrence of the Audit Committee, that there are adequate and effective internal controls and risk management systems in place within the Group in addressing material financial, operational, compliance and information technology controls risks in its current business environment.

Inside information

Regarding procedures and internal controls for the handling and dissemination of inside information, the Company:

- (i) is aware of its obligations under the SFO and the Listing Rules and the overriding principle that inside information should be announced immediately if it is the subject of a decision;
- (ii) conducts its affairs with close regard to the applicable laws and regulations prevailing in Hong Kong;
- (iii) has established a policy and implemented guidelines for monitoring, reporting and disseminating inside information to our shareholders, investors, analysts and media. These policies and guidelines also identify who are the Company's authorized spokespersons and their responsibilities for communications with stakeholders; and
- (iv) has communicated to all relevant staff regarding the implementation of the policy and the relevant trainings are also provided.

風險管理及內部監控(續)

除檢討本公司實施的風險管理及內部監控外，董事會及／或管理層將不時委聘專業第三方對風險管理及內部監控系統是否充足及有效進行評估並提供意見，並於適當情況下，採納有關建議及加強風險管理及內部監控。

根據高級管理層及內部核數師建立的架構及所進行的審閱，董事會同意審核委員會，認為本集團有足夠有效的內部監控及風險管理系統可解決其當前業務環境中存在的重大財務、營運、合規及資訊科技控制風險。

內幕消息

有關處理及發佈內幕消息之程序及內部監控，本公司：

- (i) 知悉根據證券及期貨條例、上市規則以及首要原則，其有責任於決議後立即公佈內幕消息；
- (ii) 嚴格遵照香港現行適用法律及法規執行本公司事務；
- (iii) 已制定政策，並實施監控、報告及向我們股東、投資者、分析家及傳媒發佈內幕消息的指引。該等政策及指引亦識別本公司授權的發言人及列明其與本公司利益相關者溝通的責任；及
- (iv) 已向所有相關人員傳達有關政策的執行情況並提供相關培訓。

AUDITORS' REMUNERATION

Ernst & Young has been re-appointed as the independent auditors of the Company by shareholders at the last annual general meeting. The remuneration in respect of services provided by Ernst & Young to the Group in 2015 is summarized as follows:

| | | HK\$'000 千港元 |
|---|----------------------|-----------------|
| Auditing services | 審核服務 | 1,220 |
| Non-auditing services (which included agreed upon procedures and other professional services) | 非審核服務(包括協議程序及其他專業服務) | 128 |
| Total | 總計 | 1,348 |

COMPANY SECRETARY

The company secretary, Mr. Ng Kwok Keung, was appointed as the Company Secretary of the Company on 18 May 2007 and is a full time employee of the Group. Mr. Ng is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and has confirmed that he has taken no less than 15 hours of relevant professional trainings during the reporting year.

核數師酬金

安永會計師事務所已獲股東於上屆股東週年大會續聘為本公司獨立核數師。於二零一五年，有關安永會計師事務所向本集團提供服務之薪酬概述如下：

公司秘書

公司秘書吳國強先生於二零零七年五月十八日獲委任為本公司之公司秘書，並為本集團之全職僱員。吳先生為香港會計師公會執業會計師並確認於報告年度內已接受不少於15個小時之相關專業培訓。

REPORT OF THE DIRECTORS

董事會報告

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. Details of the principal activities of its principal subsidiaries are set out in note 1 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

BUSINESS REVIEW

A review of the business of the Group during the year under review and a discussion on the Group's future business development and important events affecting the Company occurred during the year ended 31 December 2015 are provided in the section headed "Chairman's Statement" on pages 6 to 17 of this annual report.

An analysis of the Group's performance during the year ended 31 December 2015 using financial performance indicators is provided in the section headed "Chairman's Statement" on pages 11 to 15 of this annual report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The key risks and uncertainties identified by the Group are discussed in this section. There may be other risks and uncertainties in addition to those shown below, which are not known to the Group or which may not be material now but which could become material in the future. Furthermore, risks can never be eliminated completely due to inherent limitations in measures taken to address them. Also, risks may be accepted for strategic reasons or if it is deemed not cost-effective to mitigate them.

Strategic Risk

The business strategy may require the Group to develop its business both organically and through new business combinations, strategic investments and acquisitions. If market conditions change or for any other reasons, the Group may decide to delay, modify or forgo some aspects of its growth strategies.

董事會提呈董事會報告及本公司與本集團截至二零一五年十二月三十一日止年度之經審核財務報告。

主要業務

本公司之主要業務為投資控股。其主要附屬公司之主要業務詳情載於財務報告附註1。本集團之主要業務性質於年內並無重大變動。

業務回顧

於年內本集團的業務回顧、以及有關本集團未來業務發展及於截至二零一五年十二月三十一日止年度內發生而對本公司構成影響的重要事件的討論，均載於本年報之「主席報告」第6至17頁。

使用財務表現指標對本集團於截至二零一五年十二月三十一日止年度內的表現進行的分析載於本年報之「主席報告」第11至15頁。

主要風險及不明朗因素

本集團的財務狀況、經營業績、業務及前景可能受不同風險及不明朗因素所影響。本集團所識別的主要風險及不明朗因素於本節中論述。除下文所述之外，或會存在本集團未知或現時並不重大但可能在未來變得重大的其他風險及不明朗因素。此外，基於應對風險措施的固有限制，風險乃無法完全消除。再者，亦可能由於策略理由接受風險，又或倘減輕風險被視為不符合經濟效益，亦可能會接受風險。

策略風險

業務策略將透過內部增長以及業務合併、策略投資和收購以發展本集團的業務增長。如市況變動或由於其他任何原因，本集團或會考慮延緩、修改或放棄若干方面的增長策略。

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

Technology Obsolescence

The Group's operations depend on its ability to innovate and the successful deployment of continuously evolving technologies, particularly its response to technological and industry developments, as well as its ability to foresee and/or rapidly adapt to the emergence of disruptive technologies. The Group cannot be certain that technologies will be developed in time to meet changing market conditions, that they will perform according to expectations or that they will achieve commercial acceptance. The Group has made relentless efforts in producing and delivering premium products and high quality services. Looking forward, the Company will continue with its research and innovation to enrich the Group's products.

Business Risk

The Group constantly faces the challenge of gauging and responding promptly to market changes within the industry it operates in. Any failure to interpret market trends properly and adapt its strategy to such changes accordingly may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Operational Risk

Operational risk is the risk of financial loss or reputational damage resulting from inadequate or failed internal processes, people and systems. Responsibility for managing operational risks in the Group rests with every function at both divisional and departmental levels.

Key functions in the Group are guided by standard operating procedures, limits of authority and a reporting framework. The Group will continuously identify and assess key operational exposures and report such risk issues to the Board and/or senior management as early as possible so that appropriate risk responses can be taken.

Manpower and Retention Risk

The Group's success and ability to grow depends largely on its ability to attract, train, retain, and motivate highly skilled and qualified managerial, sales, marketing, administrative, operating, and technical personnel. The loss of key personnel, or the inability to find additional qualified personnel, could materially and adversely affect the Group's prospects and results of operations.

The Group recognizes the employees as one of our most valuable assets and will keep on providing competitive remuneration package to motivate the employees and to attract any suitable candidates in the market. The Group also regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

主要風險及不明朗因素(續)

科技過時

本集團的營運有賴其創新能力及能否對日新月異的科技作出成功部署，特別是其對科技及行業發展的反應以及其預料及／或迅速適應突破性科技出現的能力。本集團無法確定科技發展可及時配合瞬息萬變的市況、其表現一如預期，又或可為市場所接受。本集團在生產和提供優質產品和貼心服務方面一直不遺餘力。展望未來，本公司將繼續研究及創新，使本集團的產品更加豐富。

業務風險

本集團在判斷其經營行業的市場轉變並即時作出應變時持續面對挑戰。未能準確解讀市場趨勢並相應採取應變策略均可能對本集團業務、財務狀況、經營業績及前景構成重大不利影響。

營運風險

營運風險指因內部程序、人事及制度不足或缺失導致的財務損失或聲譽受損的風險。本集團管理營運風險的責任由各個職能的分部及部門共同肩負。

本集團的主要功能由標準營運程序、權限及匯報框架予以指引。本集團將會持續辨識及評估主要營運風險，並儘早將該等風險問題向董事會及／或高級管理人員匯報，以便採取適當風險應對措施。

人力供應及留聘人才之風險

本集團的成功及發展能力主要有賴其能否吸納、培訓、挽留及鼓勵熟練及合資格的管理、銷售、市場推廣、行政、操作及技術人員。流失要員或無法物色到額外的合資格人員可對本集團的前景及營運業績造成重大不利影響。

本集團深明員工是我們最寶貴的資產之一，並將繼續提供具競爭力的薪酬組合，以鼓勵員工及吸引市場內任何適合的人員加入。本集團亦定期檢討僱員的薪酬待遇，並會因應市場標準而作出必要的調整。

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

Financial Risk

In the course of its business activities, the Group is exposed to various financial risks, including market, liquidity and credit risks. The currency environment and interest rates cycles may significantly affect the Group's financial condition and results of operations.

The Group's earnings and capital or its ability to meet its business objectives may be adversely affected by movements in foreign exchange rates, interest rates and equity prices. In particular, any depreciation in the Group's functional currency may affect its net profit margin. The Group closely monitors the relative foreign exchange positions of its assets and liabilities and allocates its holdings of different currencies accordingly in order to minimise foreign currency risk.

The Group may also be subject to liquidity risk if it is unable to obtain adequate funding to finance its operations. In managing liquidity risk, the Group monitors its cash flows and maintains an adequate level of cash and credit facilities to enable it to finance its operations and reduce the effects of fluctuations in cash flows.

The Group is also subject to exposure to credit risk from its customers. New customers are subject to credit evaluation while the Group continues to monitor its existing customers, especially those with repayment issues. Cash is deposited with creditworthy banks with no recent history of default.

The financial risk management policies and practices of the Group are shown in note 36 to the financial statements.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

The Group has established procedures in place to ensure that its operations comply with applicable laws, rules and regulations. The Board is responsible to monitor the Group's policies and practices for achieving compliance with legal and other regulatory requirements, and such policies and practices are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operating units whenever necessary.

As far as the Board is aware, the Group has complied in all material respects with laws and regulations that have a significant impact on the Group's business and operations.

主要風險及不明朗因素(續)

財務風險

於業務活動過程中，本集團受多種財務風險所影響，包括市場、流動資金及信貸風險。貨幣環境及利率週期可能對本集團的財務狀況及經營業績構成重大影響。

本集團盈利及資本或其達成業務目標所需的能力或會因匯率、利率及股票價格變動而受到不利影響，尤其是本集團功能貨幣出現任何貶值均可能對其純利率造成影響。本集團密切監察其資產及負債的相對外匯狀況，並相應調整所持不同貨幣的比例，藉以盡量減低外匯風險。

倘本集團未能取得充足資金以撥付其營運，則可能承受流動資金風險。管理流動資金風險時，本集團會監察其現金流量，並維持充足現金及信貸融資水平，使本集團能撥付其營運及降低現金流量波動的影響。

本集團亦承受來自其客戶的信貸風險。新客戶須接受信貸評估，而本集團亦會持續監察其現有客戶，尤其是有還款問題之客戶。現金乃存放於最近無拖欠記錄的具信譽銀行。

本集團的財務風險管理政策及常規呈列於財務報表附註36。

遵守相關法律及法規

本集團已制訂程序，以確保其營運遵守適用法律、規則及法規。董事會負責監察有關本集團的政策及常規，力求遵守法律及其他監管規定，並對此等政策及常規定期作出審閱。相關僱員及相關經營單位會在有需要時獲知適用法律、規則及法規之任何變動。

據董事會所知，本集團在各重大方面已遵守對本集團業務及營運有重大影響的法律及法規。

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees are valuable assets to the Group. The Group provides equal employment opportunity and competitive remuneration packages to attract and retain employees. In addition, the Group subsidizes employees to attend job-related training courses to enhance their career progression and provides occupational health and safety information to employees to raise their awareness. The Group prides itself on providing a safe, effective and congenial work environment and it values the health and well-being of its staff. Adequate arrangements, training and guidelines have been implemented to ensure its working environment is healthy and safe. The Group provides communications on health and safety matters and other programmes to employees in order to raise their awareness of such issues and enhance their related behavior.

To suppliers and customers, the Group values mutually beneficial long standing relationships with them by providing high quality services to customers and developing mutual trust with suppliers.

Save as disclosed in note 32 to the financial statements, there was no material and significant dispute between the Group and its business partners.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to the long term sustainability of the environment and communities in which it operates. As a supporter of environmental protection, the Group endeavours to comply with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction. The Group also strives for a greener future by eco-friendly practices in various aspects of our operations. Efficient and effective use of energy and resources are encouraged in the operation and management level of the Group. "Green Guidelines and News" are formulated and launched on a continuous basis via intranet or email to promote the concept of "Reduce, Reuse and Recycle" and to arouse the employee's awareness of the importance of environmental protection.

The Company will issue Environmental, Social and Governance Report in a separate manner and publish the report on the Hong Kong Stock Exchange's website (www.hkex.com.hk) and the Company's website (www.ctil.com).

與僱員、客戶及供應商之關係

僱員是本集團的寶貴資產。本集團提供平等的聘用機會及具競爭力的薪酬待遇以吸引及挽留員工。此外，本集團資助員工參加與工作有關的培訓課程，以增強彼等的事業發展，並向員工提供職業健康及安全資訊，以提高彼等的意識。本集團致力提供一個安全、高效及舒適的工作環境，同時重視員工的身心健康及福祉，並引以為榮。本集團以適當的安排、培訓及指引，確保工作環境健康而安全。本集團為僱員提供有關健康和安​​全事宜及其他項目的通訊，藉此提高他們的意識並改善有關行為。

對於供應商及客戶，本公司十分重視彼此之間的長遠互惠互利關係，為客戶提供優質服務，同時與供應商建立互信關係。

除於財務報表附註32所披露外，本集團與其業務夥伴並無發生任何重大及重要的爭議。

環境政策及表現

本集團致力於其經營所處的環境及社區之長期可持續性。本集團一向支持環保，致力遵守有關環保之法律及法規，並採取有效措施達致有效地利用資源、能源節約及廢物減少。本集團竭力於營運各方面為實行環保出一分力，力爭建設綠色未來。本公司在營運及管理層面上均鼓勵員工高效地利用能源及資源。本集團持續制定及啟動「綠色指引及新聞」，並透過內聯網或電子郵件給予各員工以提倡「減少使用、循環再用和循環再造」之概念，並引發僱員對環保重要性之意識。

本公司將分別公佈環境、社會及管治報告，並刊發於香港聯交所網站(www.hkex.com.hk)及本公司網站(www.ctil.com)。

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2015 and the Group's financial position at that date are set out in the financial statements on pages 55 to 158.

An interim dividend of HK7 cents per ordinary share was paid on 17 September 2015. The directors recommend the payment of a final dividend of HK7 cents per ordinary share in respect of the year to shareholders on the register of members on 7 June 2016.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 160. This summary does not form part of the audited financial statements.

SHARE CAPITAL, SHARE OPTIONS AND AWARDED SHARES

Details of movements in the Company's share capital, share options and awarded restricted shares of the Company during the year are set out in notes 25, 26 and 27 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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.

業績及股息

本集團截至二零一五年十二月三十一日止年度之溢利及本集團於該日之事務狀況載於財務報告第55至158頁。

已於二零一五年九月十七日派付中期股息每股普通股7港仙。董事建議向於二零一六年六月七日名列股東名冊之股東派付年內末期股息每股普通股7港仙。

財務資料概要

本集團於過去五個財政年度已刊發之業績及資產及負債概要乃摘錄自經審核財務報告，其載於第160頁。此概要並不構成經審核財務報告之一部分。

股本、購股權及獎勵股份

本公司股本、購股權及有限制獎勵股份於年內之變動詳情，分別載於財務報告附註25、26及27。

優先購買權

本公司之公司細則或本公司註冊成立之司法權區百慕達法例並無關於優先購買權之規定，致使本公司須按比例向現有股東發售新股。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於年內概無購買、贖回或出售本公司任何上市證券。

DISTRIBUTABLE RESERVES

At 31 December 2015, the Company's reserves available for distribution, calculated in accordance with the provisions of the Bermuda Companies Act 1981, amounted to HK\$34,705,000, of which HK\$16,920,000 has been proposed as a final dividend for the year. In addition, the Company's share premium account, in the amount of HK\$38,493,000, may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 43.7% of the total sales for the year and sales to the largest customer included therein amounted to 28.5%. Purchases from the Group's five largest suppliers accounted for 21.8% of the total purchases for the year and purchases from the largest supplier included therein amounted to 15.3%.

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 and suppliers.

DIRECTORS

The directors of the Company during the year were:

Executive directors:

Ng Cheung Shing (*Chairman*)
Cheung Wai Lam (*Deputy Chief Executive Officer*)
Leung King San, Sunny
Lee Allen (resigned on 20 July 2015)

Independent non-executive directors:

Ha Shu Tong
Lee Kwok On, Matthew
Ting Leung Huel, Stephen

可供分派儲備

於二零一五年十二月三十一日，按一九八一年百慕達公司法之規定計算，本公司可供分派儲備為34,705,000港元，並擬以其中16,920,000港元派發年內末期及特別股息。此外，本公司股份溢價賬中38,493,000港元可按繳足紅股方式分派。

主要客戶及供應商

於回顧年度，向本集團五大客戶供貨之銷售額佔全年銷售總值43.7%，當中向最大客戶供貨之銷售額佔28.5%。自本集團五大供應商購貨之採購額佔全年採購總值21.8%，當中自最大供應商購貨之採購額佔15.3%。

本公司各董事、彼等各自任何聯繫人士或據董事所深知擁有本公司5%以上已發行股本之任何股東，概無於本集團五大客戶及供應商中擁有任何實際權益。

董事

年內，本公司董事包括：

執行董事：

吳長勝(主席)
張偉霖(副行政總裁)
梁景新
李卓斌(於二零一五年七月二十日辭任)

獨立非執行董事：

夏樹棠
李國安
丁良輝

DIRECTORS (CONTINUED)

In accordance with bye-law 87 of the Company's bye-laws, Cheung Wai Lam and Ting Leung Huel, Stephen will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

All independent non-executive directors of the Company renewed their appointments with the Company for specific terms of three years but are subject to retirement by rotation in accordance with the provisions of the bye-laws of the Company.

The Company has received annual confirmations of independence from Ha Shu Tong, Lee Kwok On, Matthew, and Ting Leung Huel, Stephen, and as at the date of this report still considers them to be independent.

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 pages 18 to 20 of the annual report.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group. In addition, the directors' remuneration is reviewed by the Remuneration Committee annually.

董事(續)

根據本公司之公司細則第87條，張偉霖及丁良輝將於應屆股東週年大會上輪值告退，且彼等合資格並願意重選連任。

本公司全體獨立非執行董事均與本公司更新特定委任期為三年，惟仍須根據本公司之公司細則條文輪值告退。

本公司已接獲夏樹棠、李國安及丁良輝之年度獨立身分確認函，並於本報告日期仍視彼等為獨立人士。

董事及高級管理層履歷

本公司董事及本集團高級管理層之履歷詳情載於本年報第18至20頁。

董事之服務合約

擬於應屆股東週年大會重選連任之董事，概無與本公司訂立不可於一年內在毋須補償下(法定補償除外)終止之服務合約。

董事薪酬

董事袍金須於股東大會上經股東批准。其他酬金則由本公司董事會依據董事之職務、責任及表現以及本集團之業績釐定。此外，董事薪酬由薪酬委員會每年檢討。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's bye-laws, every director shall be entitled to be indemnified out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur in or sustain or about the execution of the duties of their office or otherwise in relation thereto.

The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group throughout the year.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No director nor a connected entity of a director had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company's subsidiaries was a party during the year.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year and up to the date of this annual report.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2015, the interests of the directors in the share capital and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

獲批准的彌償保證條文

根據本公司的公司細則，各董事或任何董事因執行職務或因就此而可能承擔或蒙受之所有訴訟、成本、押記、損失、損害及開支，可獲得以本公司之資產及溢利作出之彌償保證。

年內本公司已就本集團董事及高級人員安排合適的董事及高級人員責任保險。

董事於交易、安排或合約之權益

年內，各董事或董事之關連方概無於本公司或其任何附屬公司所訂立任何對本集團業務而言屬重大之交易、安排或合約中直接或間接擁有重大權益。

管理合約

於年內及直至本年報日期止，概無訂立或存在任何有關本公司全部或任何重大部分業務的管理及行政合約。

董事於股份及相關股份之權益及淡倉

於二零一五年十二月三十一日，各董事於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股本及相關股份中擁有本公司須根據證券及期貨條例第352條規定存置之登記冊中所記錄或根據上市發行人董事進行證券交易的標準守則另行知會本公司及聯交所之權益如下：

**DIRECTORS' INTERESTS AND SHORT POSITIONS
IN SHARES AND UNDERLYING SHARES
(CONTINUED)**

董事於股份及相關股份之權益及淡倉
(續)

Long positions in ordinary shares of the Company:

本公司普通股之好倉：

| Name of director 董事姓名 | Note 附註 | Number of shares held, capacity and nature of interest 所持股份數目、身分及權益性質 | | | Percentage of the Company's issued share capital 佔本公司 已發行股本 百分比 |
|------------------------------|------------|---|---|-------------|--|
| | | Directly beneficially owned 直接 實益擁有 | Through controlled corporation 透過 受控制公司 | Total 總數 | |
| Ng Cheung Shing 吳長勝 | (a) | 2,182,000 | 110,000,000 | 112,182,000 | 45.94 |
| Cheung Wai Lam 張偉霖 | | 500,000 | – | 500,000 | 0.20 |
| Leung King San, Sunny 梁景新 | | 1,010,000 | – | 1,010,000 | 0.41 |
| | | 3,692,000 | 110,000,000 | 113,692,000 | 46.55 |

Long positions in shares of an associated corporation:

於一間相聯法團股份之好倉：

| Name of director 董事姓名 | Name of associated corporation 相聯法團名稱 | Relationship with the Company 與本公司之 關係 | Class of shares 股份類別 | Number of shares 股份數目 | | Percentage of the associated corporation's issued share capital 佔該相聯法團 已發行股本 百分比 |
|--------------------------|---|--|----------------------------------|---|---|---|
| | | | | Directly beneficially owned 直接實益 擁有 | Through controlled corporation 透過 受控制公司 | |
| Ng Cheung Shing 吳長勝 | Computer And Technologies International Limited 科聯系統有限公司 | Company's subsidiary 本公司之 附屬公司 | Non-voting deferred 無投票權遞延 | 1,750,000 | 3,250,000 (note 附註(b)) | N/A 不適用 |

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Long positions in shares of an associated corporation: (continued)

Notes:

- (a) The 110,000,000 shares were held by Chao Lien Technologies Limited ("Chao Lien"), a wholly-owned subsidiary of C.S. (BVI) Limited. Mr. Ng Cheung Shing was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of C.S. (BVI) Limited, which in turn was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of Chao Lien. Accordingly, Mr. Ng Cheung Shing was deemed, under the SFO, to be interested in all shares held by Chao Lien.
- (b) The 3,250,000 non-voting deferred shares were held by Chao Lien.

Save as disclosed above, as at 31 December 2015, none of the directors had registered an interest or a short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections "Share option scheme" and "Restricted share award scheme" below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the primary purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Further details of the Scheme are disclosed in note 26 to the financial statements.

No share option of the Company was granted, exercised, cancelled or lapsed during the year.

董事於股份及相關股份之權益及淡倉 (續)

於一間相聯法團股份之好倉：(續)

附註：

- (a) C.S. (BVI) Limited之全資附屬公司僑聯科技有限公司(「僑聯」)持有110,000,000股股份。吳長勝先生有權於C.S. (BVI) Limited之股東大會上行使或控制行使三分之一或以上之投票權，而C.S. (BVI) Limited則有權於僑聯股東大會上行使或控制行使三分之一或以上投票權。因此，根據證券及期貨條例，吳長勝先生被視為於僑聯所持有之所有股份中擁有權益。
- (b) 該3,250,000股無投票權遞延股份由僑聯持有。

除上文披露者外，於二零一五年十二月三十一日，概無董事於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據上市發行人董事進行證券交易的標準守則另行知會本公司及聯交所之權益或淡倉。

董事購買股份或債券之權利

除下文「購股權計劃」及「有限制股份獎勵計劃」兩節披露者外，於年內任何時間，概無授予任何董事或彼等各自之配偶或未成年子女可藉購入本公司股份或債券而獲益之權利，或概無任何該等權利已獲彼等行使；本公司或其任何附屬公司概無訂立任何安排，可使董事藉購入任何其他法人團體之權利而受惠。

購股權計劃

本公司推行之購股權計劃(「該計劃」)主要為本集團業務成功作出貢獻之合資格參與者提供獎勵及回報而設。該計劃之進一步詳情於財務報告附註26披露。

概無本公司購股權於年內授出、行使、註銷或失效。

RESTRICTED SHARE AWARD SCHEME

The Company adopted a restricted share award scheme (the "Award Scheme") on 22 May 2008 (the "Adoption Date"). Pursuant to the Award Scheme, shares of the Company (the "Awarded Shares") are granted to eligible employees (including directors) of the Group until the 10th anniversary from the Adoption Date. The Company shall also pay cash to the appointed trustee company for its acquisition and holding upon trust of the Awarded Shares for the benefit of these employees and directors. The Awarded Shares will then be transferred to these employees and directors upon vesting. The aggregate number of shares to be awarded under the Award Scheme throughout its duration shall not exceed 10% of the issued share capital of the Company from time to time.

Details of the Award Scheme and the shares awarded thereunder are set out in note 27 to the financial statements.

The following table illustrates the number of and movements of the Awarded Shares under the Award Scheme for the year ended 31 December 2015.

有限制股份獎勵計劃

本公司於二零零八年五月二十二日(「採納日期」)採納有限制股份獎勵計劃(「該獎勵計劃」)。根據獎勵計劃，本公司股份(「獎勵股份」)自採納日期起至十週年止授予本集團合資格僱員(包括董事)。本公司亦將就指定受託人公司購入及為該等僱員及董事之利益以信託形式持有獎勵股份向其支付現金。獎勵股份其後將於歸屬時轉移至該等有關僱員及董事。該獎勵計劃期間內將予授出之股份總數，不得多於本公司不時已發行股本10%。

有關該獎勵計劃及據此授出之股份詳情載於財務報告附註27。

下表載列截至二零一五年十二月三十一日止年度內該獎勵計劃項下獎勵股份之數目及其變動。

| Name of category value of participant | Number of Unvested Awarded Shares 未歸屬獎勵股份數目 | | | | | Award date | Vesting period of Awarded Shares | Weighted average fair value per share 每股加權平均公平值 HK\$ 港元 |
|---------------------------------------|--|-------------------------|------------------------|---------------------------|-----------------------|-----------------------------------|--|--|
| | At 1 January 2015 | Awarded during the year | Vested during the year | Forfeited during the year | At 31 December 2015 | | | |
| 參與者姓名 所屬類別 | 於二零一五年 一月一日 | 年內 已獎勵 | 年內 已歸屬 | 年內 已沒收 | 於二零一五年 十二月 三十一日 | 授出獎勵日期 | 獎勵股份歸屬期 | |
| Directors 董事 | | | | | | | | |
| Ng Cheung Shing 吳長勝 | 60,000 | - | (60,000) | - | - | 23 July 2008 二零零八年 七月二十三日 | 30 June 2009 to 30 June 2015 二零零九年六月三十日至 二零一五年六月三十日 | 0.61 |
| Lee Allen 李卓斌 | 20,000 | - | (20,000) | - | - | 23 July 2008 二零零八年 七月二十三日 | 30 June 2009 to 30 June 2015 二零零九年六月三十日至 二零一五年六月三十日 | 0.61 |
| Lee Allen 李卓斌 | 200,000 | - | - | (200,000) | - | 12 August 2013 二零一三年 八月十二日 | 30 September 2014 to 30 September 2018 二零一四年九月三十日至 二零一八年九月三十日 | 1.58 |
| Cheung Wai Lam 張偉霖 | 400,000 | - | (100,000) | - | 300,000 | 14 January 2014 二零一四年 一月十四日 | 31 December 2014 to 31 December 2018 二零一四年十二月三十一日至 二零一八年十二月三十一日 | 1.88 |
| | 680,000 | - | (180,000) | (200,000) | 300,000 | | | |

RESTRICTED SHARE AWARD SCHEME (CONTINUED)

有限制股份獎勵計劃(續)

| Name of category value of participant 參與者姓名 所屬類別 | Number of Unvested Awarded Shares 未歸屬獎勵股份數目 | | | | | Award date 授出獎勵日期 | Vesting period of Awarded Shares 獎勵股份歸屬期 | Weighted average fair value per share 每股加權平均公平值 HK\$ 港元 |
|--|--|----------------------------------|---------------------------------|------------------------------------|--------------------------------------|---------------------------------|---|--|
| | At 1 January 2015 於二零一五年一月一日 | Awarded during the year 年內已獎勵 | Vested during the year 年內已歸屬 | Forfeited during the year 年內已沒收 | At 31 December 2015 於二零一五年十二月三十一日 | | | |
| Other employees 其他僱員 | | | | | | | | |
| In aggregate 總計 | 40,000 | - | (40,000) | - | - | 23 July 2008 二零零八年七月二十三日 | 30 June 2009 to 30 June 2015 二零零九年六月三十日至二零一五年六月三十日 | 0.61 |
| In aggregate 總計 | 104,000 | - | (88,000) | (16,000) | - | 1 March 2010 二零一零年三月一日 | 30 April 2011 to 30 April 2015 二零一一年四月三十日至二零一五年四月三十日 | 1.35 |
| In aggregate 總計 | 12,000 | - | (12,000) | - | - | 3 January 2011 二零一一年一月三日 | 31 December 2011 to 31 December 2015 二零一一年十二月三十一日至二零一五年十二月三十一日 | 1.50 |
| In aggregate 總計 | 72,000 | - | (36,000) | - | 36,000 | 15 November 2011 二零一一年十一月十五日 | 30 September 2012 to 30 September 2016 二零一二年九月三十日至二零一六年九月三十日 | 1.20 |
| In aggregate 總計 | 600,000 | - | (130,000) | (80,000) | 390,000 | 28 March 2013 二零一三年三月二十八日 | 30 April 2014 to 30 April 2018 二零一四年四月三十日至二零一八年四月三十日 | 1.45 |
| In aggregate 總計 | 80,000 | - | (20,000) | - | 60,000 | 12 August 2013 二零一三年八月十二日 | 30 September 2014 to 30 September 2018 二零一四年九月三十日至二零一八年九月三十日 | 1.58 |
| In aggregate 總計 | - | 440,000 | - | - | 440,000 | 4 May 2015 二零一五年五月四日 | 30 April 2016 to 30 April 2020 二零一六年四月三十日至二零二零年四月三十日 | 2.62 |
| | 1,588,000 | 440,000 | (506,000) | (296,000) | 1,226,000 | | | |

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

As at 31 December 2015, the following interests of more than 5% of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

Long positions:

主要股東及其他人士於股份及相關股份之權益

於二零一五年十二月三十一日，以下為本公司須記錄於其根據證券及期貨條例第336條規定存置之權益登記冊內佔本公司已發行股本及購股權5%以上之權益：

好倉：

| Name of shareholder of the Company | Notes | Capacity and nature of interest | Number of ordinary shares held | Percentage of the Company's issued share capital | Number of share options held |
|--|-------|---|--------------------------------|--|------------------------------|
| 本公司股東姓名／名稱 | 附註 | 身分及權益性質 | 所持普通股數目 | 佔本公司已發行股本百分比 | 所持購股權數目 |
| Chao Lien Technologies Limited 僑聯科技有限公司 | (a) | Directly beneficially owned 直接實益擁有 | 110,000,000 | 45.05 | – |
| C.S. (BVI) Limited | (a) | Through a controlled corporation 透過受控制公司 | 110,000,000 | 45.05 | – |
| Puttney Investments Limited ("PIL") | (b) | Directly beneficially owned 直接實益擁有 | 29,148,938 | 11.94 | – |
| Hutchison International Limited ("HIL") | (b) | Through a controlled corporation 透過受控制公司 | 29,148,938 | 11.94 | – |
| Hutchison Whampoa Limited ("HWL") 和記黃埔有限公司(「和黃」) | (b) | Through a controlled corporation 透過受控制公司 | 29,148,938 | 11.94 | – |
| Cheung Kong (Holdings) Limited ("CKH") 長江實業(集團)有限公司(「長實」) | (b) | Through a controlled corporation 透過受控制公司 | 29,148,938 | 11.94 | – |
| CK Hutchison Holdings Limited ("CKHH") 長江和記實業有限公司(「長和」) | (b) | Through a controlled corporation 透過受控制公司 | 29,148,938 | 11.94 | – |
| Hui Yau Man 許幼文 | | Directly beneficially owned 直接實益擁有 | 26,782,000 | 10.97 | – |
| Webb David Michael | | Directly beneficially owned 直接實益擁有 | 3,540,000 | 1.45 | – |
| | (c) | Through a controlled corporation 透過受控制公司 | 8,740,000 | 3.58 | – |

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Long positions: (continued)

Notes:

- (a) The interest was also disclosed as an interest of Mr. Ng Cheung Shing in the section "Directors' interests and short positions in shares and underlying shares" of this report.
- (b) PIL is a wholly-owned subsidiary of HIL, which in turn is a wholly-owned subsidiary of HWL. CKH is a wholly-owned subsidiary of CKHH and subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL. By virtue of the SFO, CKHH, CKH, HWL and HIL were deemed to be interested in the 29,148,938 shares of the Company held by PIL.
- (c) The 8,740,000 shares were held by Preferable Situation Assets Limited ("PSAL"). PSAL was 100% directly owned by Mr. Webb David Michael and accordingly, Mr. Webb David Michael is deemed to be interested in the said shares held by PSAL.

Save as disclosed above, as at 31 December 2015, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or a short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

CONTINGENT LIABILITIES

Details of the contingent liabilities of the Company and the Group are set out in note 32 to the financial statements.

主要股東及其他人士於股份及相關股份之權益(續)

好倉：(續)

附註：

- (a) 該權益亦於本報告「董事於股份及相關股份之權益及淡倉」一節內披露為吳長勝先生之權益。
- (b) PIL為HIL之全資附屬公司，HIL則為和黃之全資附屬公司。長實為長和之全資附屬公司，而長實之附屬公司有權於和黃之股東大會上擁有行使或控制超過三分之一的投票權。按照證券及期貨條例，長和、長實、和黃及HIL被視作於PIL所持29,148,938股本公司股份中擁有權益。
- (c) 8,740,000股股份由Preferable Situation Assets Limited (「PSAL」)持有。PSAL由Webb David Michael先生直接擁有全部權益，因此，Webb David Michael先生被視為於PSAL持有之上述股份中擁有權益。

除上文披露者外，於二零一五年十二月三十一日，除其權益載於上文「董事於股份及相關股份之權益及淡倉」一節之本公司董事外，概無任何人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條須予記錄之權益或淡倉。

或然負債

本公司及本集團之或然負債詳情載於財務報告附註32。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

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 as at the date of this report.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events of the Group after the reporting period are set out in note 37 to the financial statements.

CORPORATE GOVERNANCE

Details of the corporate governance of the Group are set out in the section headed "Corporate Governance Report" in this annual report.

AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Ng Cheung Shing
Chairman

Hong Kong, 17 March 2016

足夠公眾持股量

根據本公司公開可得之資料並就董事所知，於本報告日期，本公司已發行股本總數最少有25%由公眾人士持有。

報告期後事項

本集團報告期後主要重大事項詳情載於財務報告附註37。

企業管治

有關本集團的企業管治的詳情載於本年報「企業管治報告」一節。

核數師

安永會計師事務所將告退，而本公司將於應屆股東週年大會上提呈一項決議案，續聘其為本公司核數師。

代表董事會

主席
吳長勝

香港，二零一六年三月十七日

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Computer And Technologies Holdings Limited (the "Company") and its subsidiaries set out on pages 55 to 158, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

致科聯系統集團有限公司全體股東

(於百慕達註冊成立之有限公司)

本核數師已完成審核第55至158頁所載科聯系統集團有限公司(「貴公司」)及其附屬公司之綜合財務報表，其中包括於二零一五年十二月三十一日之綜合財務狀況報表，以及截至該日止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他說明附註。

董事對綜合財務報表的責任

貴公司董事須負責按照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編製及真實與公平地呈列綜合財務報表，包括董事認為必要之內部監控，確保綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

本核數師之責任是根據本核數師之審核結果對該等綜合財務報表發表審核意見。本核數師之報告乃按照一九八一年百慕達公司法第90條的規定，僅向全體股東報告，而不可作其他用途。本核數師概不就本報告的內容對其他任何人士負責或承擔責任。

本核數師按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求本核數師在策劃和進行審核工作時須遵守道德規範，使本核數師能就該等綜合財務報表是否存有重大錯誤陳述作合理之確定。

INDEPENDENT AUDITORS' REPORT (CONTINUED) 獨立核數師報告(續)

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 auditors' 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 auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and its subsidiaries as at 31 December 2015, and of their 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.

Ernst & Young

Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

17 March 2016

審核工作包括執行程序以取得與綜合財務報表所載數額及披露事項有關之審核憑據。所選用程序視乎核數師之判斷，包括評估綜合財務報表之重大錯誤陳述(不論由欺詐或錯誤引起)之風險。在作出該等風險評估時，核數師會考慮公司編製並真實公平地呈列綜合財務報表有關之內部監控，以於不同情況下設計適當審核程序，但並非旨在就公司內部監控是否有效表達意見。審核工作亦包括評估董事所用會計政策是否適當、所作會計估算是否合理以及綜合財務報表之整體列報方式。

本核數師相信所獲得的審核憑證充足及適當地為本核數師之審核意見提供基礎。

意見

本核數師認為，綜合財務報表已根據香港財務報告準則真實公平地反映 貴公司及其附屬公司於二零一五年十二月三十一日之財務狀況以及其截至該日止年度之財務表現及現金流量，並已按照香港公司條例之披露規定妥善編製。

安永會計師事務所

執業會計師

香港中環
添美道一號
中信大廈22樓

二零一六年三月十七日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

YEAR ENDED 31 DECEMBER 2015 截至二零一五年十二月三十一日止年度

| | | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|-----------------------|-------------|---|----------------------------------|
| | | Notes 附註 | | |
| REVENUE | 收入 | 5 | 219,087 | 210,762 |
| Cost of sales and services | 銷售及服務成本 | | (100,430) | (101,043) |
| Gross profit | 毛利 | | 118,657 | 109,719 |
| Other income and gains, net | 其他收入及收益淨額 | 5 | 9,383 | 11,640 |
| Foreign exchange differences, net | 匯兌差額淨額 | | (9,073) | (4,481) |
| Fair value gains/(losses), net: | 公平值收益/(虧損)淨額： | | | |
| Financial assets at fair value through profit or loss | 按公平值經損益入賬之財務資產 | | (58) | (30) |
| Investment properties | 投資物業 | | 3,200 | 8,125 |
| Selling and distribution expenses | 銷售及分銷開支 | | (22,980) | (23,124) |
| General and administrative expenses | 一般及行政開支 | | (48,231) | (46,529) |
| Other expenses | 其他開支 | | (821) | - |
| PROFIT BEFORE TAX | 除稅前溢利 | 6 | 50,077 | 55,320 |
| Income tax expense | 所得稅開支 | 9 | (5,974) | (6,529) |
| PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT | 母公司擁有人應佔本年度溢利 | | 44,103 | 48,791 |
| | | | 2015 二零一五年 HK cents 港仙 | 2014 二零一四年 HK cents 港仙 |
| EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT | 母公司普通股股東應佔每股盈利 | 11 | | |
| Basic | 基本 | | 18.27 | 20.26 |
| Diluted | 攤薄 | | 18.20 | 20.14 |

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

YEAR ENDED 31 DECEMBER 2015 截至二零一五年十二月三十一日止年度

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|-----------------------------|----------------------------------|----------------------------------|
| | | Notes 附註 | |
| PROFIT FOR THE YEAR | 本年度溢利 | 44,103 | 48,791 |
| OTHER COMPREHENSIVE INCOME | 其他全面收入 | | |
| Other comprehensive income to be reclassified to profit or loss in subsequent periods: | 於往後期間，其他全面收入將重新分類至損益表： | | |
| Available-for-sale investments: | 可供出售投資： | | |
| Changes in fair value | 公平值變動 | (218) | (693) |
| Reclassification adjustment for losses included in the consolidated statement of profit or loss – loss on disposal | 就虧損於綜合損益表中列賬進行重新分類調整 – 出售虧損 | 414 | 581 |
| | | 196 | (112) |
| Exchange differences on translation of foreign operations | 換算海外業務時產生之匯兌差額 | (2,723) | (809) |
| Net other comprehensive loss to be reclassified to profit or loss in subsequent periods | 於往後期間，其他全面虧損淨額將重新分類至損益表 | (2,527) | (921) |
| Other comprehensive income not to be reclassified to profit or loss in subsequent periods: | 於往後期間，其他全面收入將不會重新分類至損益表： | | |
| Surplus on property revaluation | 物業重估盈餘 | 2,630 | – |
| Income tax effect | 所得稅影響 | (658) | – |
| Net other comprehensive income not to be reclassified to profit or loss in subsequent periods | 於往後期間，其他全面收入淨額將不會重新分類至損益表 | 1,972 | – |
| OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX | 本年度其他全面虧損，扣除稅項 | (555) | (921) |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT | 母公司擁有人應佔本年度全面收入總額 | 43,548 | 47,870 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

31 DECEMBER 2015 二零一五年十二月三十一日

| | Notes 附註 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|-------------|----------------------------------|----------------------------------|
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment | 12 | 6,919 | 10,742 |
| Investment properties | 13 | 66,665 | 58,265 |
| Goodwill | 14 | 44,575 | 29,211 |
| Other intangible assets | 15 | 6,343 | – |
| Available-for-sale investments | 16 | 1,880 | 6,705 |
| Financial assets at fair value through profit or loss | 21 | 2,507 | 1,573 |
| Total non-current assets | | 128,889 | 106,496 |
| CURRENT ASSETS | | | |
| Inventories | 17 | 236 | 712 |
| Trade and bills receivables | 18 | 33,080 | 34,142 |
| Prepayments, deposits and other receivables | 19 | 6,128 | 5,429 |
| Due from contract customers | 20 | 6,340 | 3,870 |
| Available-for-sale investments | 16 | – | 5,075 |
| Financial assets at fair value through profit or loss | 21 | 9,279 | 9,299 |
| Tax recoverable | | 12,391 | 8,030 |
| Pledged bank deposits | 22 | 11,239 | 6,943 |
| Cash and cash equivalents | 22 | 332,120 | 342,644 |
| Total current assets | | 410,813 | 416,144 |
| CURRENT LIABILITIES | | | |
| Trade payables, other payables and accruals | 23 | 58,402 | 57,811 |
| Due to contract customers | 20 | 9,270 | 7,407 |
| Deferred revenue | | 29,753 | 22,069 |
| Tax payable | | 10,738 | 11,320 |
| Total current liabilities | | 108,163 | 98,607 |
| NET CURRENT ASSETS | | 302,650 | 317,537 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 431,539 | 424,033 |
| NON-CURRENT LIABILITIES | | | |
| Deferred tax liabilities | 24 | 2,921 | 1,216 |
| Net assets | | 428,618 | 422,817 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況報表(續)

31 DECEMBER 2015 二零一五年十二月三十一日

| | | Notes 附註 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|-------------------|-------------|----------------------------------|----------------------------------|
| EQUITY | 權益 | | | |
| Equity attributable to owners of the parent | 母公司擁有人應佔權益 | | | |
| Issued capital | 已發行股本 | 25 | 24,419 | 24,419 |
| Share premium account | 股份溢價賬 | 25 | 38,493 | 38,493 |
| Shares held under the restricted share award scheme | 根據有限制股份獎勵計劃持有之股份 | 25 | (3,019) | (3,731) |
| Other reserves | 其他儲備 | | 351,805 | 341,928 |
| Proposed final and special dividends | 擬派末期及特別股息 | 10 | 16,920 | 21,708 |
| Total equity | 總權益 | | 428,618 | 422,817 |

Ng Cheung Shing 吳長勝
Director 董事

Leung King San, Sunny 梁景新
Director 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

YEAR ENDED 31 DECEMBER 2015 截至二零一五年十二月三十一日止年度

| | | Attributable to owners of the parent 母公司擁有人應佔 | | | | | | | | | | | |
|-------|--|--|--------------------------|---|--|-----------------------------|---|---|---|------------------------------|-------------------------|--------------------------------------|-------------------------|
| | | | | | | | Other reserves 其他儲備 | | | | | | |
| | | Issued capital | Share premium account | Contributed surplus | Shares held under the restricted share award scheme 根據有限制股份獎勵 | Share-based payment reserve | Goodwill reserve | Available-for-sale investment revaluation reserve | Reserve funds | Exchange fluctuation reserve | Retained profits | Proposed final and special dividends | Total equity |
| Notes | | 已發行股本 HK\$'000 千港元 | 股份溢價賬 HK\$'000 千港元 | 繳入盈餘 HK\$'000 千港元 (note 28) (附註 28) | 計劃持有之股份 HK\$'000 千港元 | 股份付款儲備 HK\$'000 千港元 | 商譽儲備 HK\$'000 千港元 (note 28) (附註 28) | 可供出售投資重估儲備 HK\$'000 千港元 | 儲備基金 HK\$'000 千港元 (note 28) (附註 28) | 匯兌波動儲備 HK\$'000 千港元 | 保留溢利 HK\$'000 千港元 | 擬派末期及特別股息 HK\$'000 千港元 | 權益總額 HK\$'000 千港元 |
| | At 1 January 2014 | 24,419 | 38,493 | 29,619 | (4,735) | 2,367 | (7,227) | 637 | 733 | 6,106 | 300,365 | 21,641 | 412,418 |
| | Profit for the year | - | - | - | - | - | - | - | - | - | 48,791 | - | 48,791 |
| | Other comprehensive income for the year: | | | | | | | | | | | | |
| | Changes in fair value of available-for-sale investments | - | - | - | - | - | (112) | - | - | - | - | - | (112) |
| | Exchange differences on translation of foreign operations | - | - | - | - | - | - | - | (809) | - | - | - | (809) |
| | Total comprehensive income for the year | - | - | - | - | - | - | (112) | - | (809) | 48,791 | - | 47,870 |
| | Vesting of shares held under the restricted share award scheme | - | - | - | 1,004 | (1,004) | - | - | - | - | - | - | - |
| | Share award arrangements | - | - | - | - | 1,065 | - | - | - | - | - | - | 1,065 |
| | Final and special 2013 dividends declared | - | - | (26) | - | - | - | - | - | - | - | (21,641) | (21,667) |
| | Interim 2014 dividend | - | - | (16,869) | - | - | - | - | - | - | - | - | (16,869) |
| | Proposed final and special 2014 dividends | - | - | (12,724) | - | - | - | - | - | - | (8,984) | 21,708 | - |
| | At 31 December 2014 | 24,419 | 38,493 | - | (3,731) | 2,428 | (7,227) | 525 | 733 | 5,297 | 340,172 | 21,708 | 422,817 |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

綜合權益變動表(續)

YEAR ENDED 31 DECEMBER 2015 截至二零一五年十二月三十一日止年度

| | | Attributable to owners of the parent 母公司擁有人應佔 | | | | | | | | | | | | |
|---|-------------------------|--|-----------------------------|--|---------------------------------------|----------------------|---------------------------------|---|----------------------|------------------------------------|---------------------|---|---|-----------------|
| | | Other reserves 其他儲備 | | | | | | | Exchange 匯兌波動 | | Retained profits | | Proposed final and special dividends | Total equity |
| | | Issued capital | Share premium account | Shares held under the restricted share award scheme 根據 有限制 股份獎勵 計劃持有 之股份 | Share- based payment reserve | Goodwill reserve | Asset revaluation reserve | Available- for-sale investment reserve | Reserve funds | Exchange fluctuation reserve | Retained profits | Proposed final and special dividends | Total equity | |
| Notes | | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | |
| 附註 | | 已發行股本 | 股份溢價賬 | 根據 有限制 股份獎勵 計劃持有 之股份 | 股份付款 儲備 | 商譽 儲備 | 資產重估 儲備 | 可供 出售投資 重估儲備 | 儲備 基金 | 匯兌波動 儲備 | 保留 溢利 | 擬派末期 及特別 股息 | 權益 總額 | |
| | | | | | | (note 28) (附註 28) | | | (note 28) (附註 28) | | | | | |
| At 1 January 2015 | 於二零一五年一月一日 | 24,419 | 38,493 | (3,731) | 2,428 | (7,227) | - | 525 | 733 | 5,297 | 340,172 | 21,708 | 422,817 | |
| Profit for the year | 本年度溢利 | - | - | - | - | - | - | - | - | - | 44,103 | - | 44,103 | |
| Other comprehensive income for the year: | 本年度其他全面收入： | | | | | | | | | | | | | |
| Changes in fair value of available-for-sale investments | 可供出售投資 公平值變動 | - | - | - | - | - | - | 196 | - | - | - | - | 196 | |
| Exchange differences on translation of foreign operations | 換算海外業務時產生之 匯兌差額 | - | - | - | - | - | - | - | - | (2,723) | - | - | (2,723) | |
| Surplus on revaluation of a building upon transfer to investment property | 於轉讓至投資物業後之 一所樓宇重估的盈餘 | - | - | - | - | - | 1,972 | - | - | - | - | - | 1,972 | |
| Total comprehensive income for the year | 本年度全面收入總額 | - | - | - | - | - | 1,972 | 196 | - | (2,723) | 44,103 | - | 43,548 | |
| Vesting of shares held under the restricted share award scheme | 有限制股份獎勵計劃 項下股份歸屬 | 27 | - | 712 | (712) | - | - | - | - | - | - | - | - | |
| Share award arrangements | 股份獎勵安排 | 27 | - | - | 888 | - | - | - | - | - | - | - | 888 | |
| Final and special 2014 dividends declared | 宣派二零一四年末期 及特別股息 | - | - | - | - | - | - | - | - | - | (20) | (21,708) | (21,728) | |
| Interim 2015 dividend | 二零一五年中期股息 | 10 | - | - | - | - | - | - | - | - | (16,907) | - | (16,907) | |
| Proposed final 2015 dividend | 擬派二零一五年末期股息 | 10 | - | - | - | - | - | - | - | - | (16,920) | 16,920 | - | |
| At 31 December 2015 | 於二零一五年 十二月三十一日 | 24,419 | 38,493 | (3,019) | 2,604 | (7,227) | 1,972 | 721 | 733 | 2,574 | 350,428 | 16,920 | 428,618 | |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

YEAR ENDED 31 DECEMBER 2015 截至二零一五年十二月三十一日止年度

| | Notes 附註 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES 經營活動之現金流量 | | | |
| Profit before tax 除稅前溢利： | | 50,077 | 55,320 |
| Adjustments for: 經調整： | | | |
| Bank interest income 銀行利息收入 | 5 | (8,849) | (11,405) |
| Dividend income from listed investments 上市投資之股息收入 | 5 | (629) | (605) |
| Loss/(gain) on disposal of items of property, plant and equipment 出售物業、廠房及設備項目之虧損／(收益) | 6 | (243) | 25 |
| Loss/(gain) on disposal of financial assets at fair value through profit or loss 出售按公平值經損益入賬之財務資產虧損／(收益) | 5 | (24) | 44 |
| Fair value losses/(gains), net: 公平值虧損／(收益)淨額： | | | |
| Available-for-sale investments (transfer from equity on disposal) 可供出售投資 (轉撥自出售權益) | 5 | 414 | 581 |
| Financial assets at fair value through profit or loss 按公平值經損益入賬之財務資產 | 6 | 58 | 30 |
| Investment properties 投資物業 | 6 | (3,200) | (8,125) |
| Depreciation 折舊 | 6 | 2,544 | 1,963 |
| Impairment of trade receivables 應收貿易賬款減值 | 6 | 319 | 437 |
| Reversal of impairment of trade receivables 撥回應收貿易賬款減值 | 6 | (338) | (224) |
| Amortisation of other intangible assets 其他無形資產攤銷 | 6 | 821 | - |
| Equity-settled share-based payment expense 股權結算以股份支付開支 | 27 | 888 | 1,065 |
| | | 41,838 | 39,106 |
| Decrease in inventories 存貨減少 | | 476 | 9,500 |
| Decrease/(increase) in trade and bills receivables 應收貿易賬款及應收票據減少／(增加) | | 3,400 | (11,144) |
| Decrease/(increase) in amounts due from contract customers 應收合約客戶款項減少／(增加) | | (2,470) | 1,275 |
| Decrease/(increase) in prepayments, deposits and other receivables 預付款項、按金及其他應收款項減少／(增加) | | (304) | 602 |
| Decrease in trade payables, other payables and accruals 應付貿易賬款、其他應付款項及應計款項減少 | | (4,614) | (7,875) |
| Increase in amounts due to contract customers 應付合約客戶款項增加 | | 1,863 | 2,399 |
| Increase in deferred revenue 遞延收入增加 | | 3,958 | 3,871 |
| Cash generated from operations 經營業務所得現金 | | 44,147 | 37,734 |
| Hong Kong profits tax paid 已繳香港利得稅 | | (10,973) | (8,118) |
| Overseas taxes paid 已繳海外稅項 | | (98) | (39) |
| Net cash flows from operating activities 經營活動所得現金流量淨額 | | 33,076 | 29,577 |

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

YEAR ENDED 31 DECEMBER 2015 截至二零一五年十二月三十一日止年度

| | Notes 附註 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|------------------------------|----------------------------------|----------------------------------|
| Net cash flows from operating activities | 經營活動所得現金流量淨額 | 33,076 | 29,577 |
| CASH FLOWS FROM INVESTING ACTIVITIES | 投資活動之現金流量 | | |
| Bank interest received | 已收銀行利息 | 8,849 | 11,405 |
| Dividends received from listed investments | 自上市投資所收股息 | 629 | 605 |
| Purchases of items of property, plant and equipment | 購買物業、廠房及設備項目 | (1,448) | (6,312) |
| Purchases of listed investments | 購買上市投資 | (2,532) | (3,000) |
| Acquisition of subsidiaries | 收購附屬公司 | (14,988) | - |
| Proceeds from disposal of items of property, plant and equipment | 出售物業、廠房及設備項目所得款項 | 439 | 2 |
| Proceeds from disposal of financial assets at fair value through profit or loss | 出售按公平值經損益入賬之財務資產所得款項 | 1,584 | 10,039 |
| Proceeds from disposal of available-for-sale investments | 出售可供出售投資所得款項 | 9,682 | 29,600 |
| Decrease in pledged bank deposits | 已抵押銀行存款減少 | 1,332 | 1,274 |
| Decrease/(increase) in non-pledged bank deposits with original maturity of more than three months when acquired | 收購時原到期日超過三個月之無抵押存款減少/(增加) | 25,381 | (885) |
| Net cash flows from investing activities | 投資活動所得現金流量淨額 | 28,928 | 42,728 |
| CASH FLOWS USED IN A FINANCING ACTIVITY | 一項融資活動所用之現金流量 | | |
| Dividends paid | 已付股息 | (38,635) | (38,536) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 現金及等同現金資產之增加淨額 | 23,369 | 33,769 |
| Cash and cash equivalents at beginning of year | 年初之現金及等同現金資產 | 291,891 | 258,962 |
| Effect of foreign exchange rate changes, net | 匯率變動之影響淨額 | (2,884) | (840) |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | 年終之現金及等同現金資產 | 312,376 | 291,891 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | 現金及等同現金資產結餘分析 | | |
| Cash and cash equivalents as stated in the consolidated statement of financial position | 綜合財務狀況表所示之現金及等同現金資產 | 332,120 | 342,644 |
| Pledged deposits for banking facilities granted by a bank with original maturity of less than three months when acquired | 銀行授出於收購時原到期日不超過三個月之銀行融資所抵押存款 | 7,650 | 2,022 |
| Non-pledged time deposits with original maturity of more than three months when acquired | 收購時原到期日超過三個月之無抵押定期存款 | (27,394) | (52,775) |
| Cash and cash equivalents as stated in the consolidated statement of cash flows | 綜合現金流量表所示之現金及等同現金資產 | 312,376 | 291,891 |

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 DECEMBER 2015 二零一五年十二月三十一日

1. CORPORATE AND GROUP INFORMATION

Computer And Technologies Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business of the Company is located at Level 10, Cyberport 2, 100 Cyberport Road, Hong Kong.

During the year, the Group was involved in the following principal activities:

- provision of enterprise applications software and related services, business process outsourcing, e-business, and related maintenance services;
- provision of system and network integration, information technology ("IT") solutions development and implementation, and related maintenance services; and
- property and treasury investments.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

| Name 名稱 | Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點 | Issued ordinary/ registered capital 已發行普通/ 註冊資本 | Percentage of equity attributable to the Company 本公司應佔股本 權益百分比 | | Principal activities 主要業務 |
|--|---|--|--|---------------|---|
| | | | 2015 二零一五年 | 2014 二零一四年 | |
| Apex Consulting Services Limited 卓越顧問服務有限公司 | Hong Kong 香港 | Ordinary HK\$2,500,000 普通股2,500,000港元 | 100 | 100 | Provision of human resources management and product development services 提供人力資源管理及產品開發服務 |
| Computer And Technologies (BVI) Limited | British Virgin Islands/ Hong Kong 英屬處女群島/香港 | Ordinary US\$1,000 普通股1,000美元 | 100 | 100 | Investment holding 投資控股 |

1. 公司及集團資料

科聯系統集團有限公司乃於百慕達註冊成立之有限公司，其註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司主要營業地點位於香港數碼港道100號數碼港2座10樓。

年內，本集團從事以下主要業務：

- 提供企業應用軟件及相關服務、業務流程外判、電子貿易服務，以及相關保養服務；
- 提供系統及網絡集成服務、資訊科技（「資訊科技」）解決方案發展及實施，以及相關保養服務；及
- 物業及庫務投資。

附屬公司之資料

本公司主要附屬公司之詳情如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

1. 公司及集團資料(續)

Information about subsidiaries (continued)

附屬公司之資料(續)

| Name 名稱 | Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點 | Issued ordinary/ registered capital 已發行普通/ 註冊資本 | Percentage of equity attributable to the Company 本公司應佔股本 權益百分比 | | Principal activities 主要業務 |
|---|---|---|--|---------------|---|
| | | | 2015 二零一五年 | 2014 二零一四年 | |
| Computer And Technologies International Limited 科聯系統有限公司 | Hong Kong 香港 | Ordinary HK\$2 Non-voting deferred** HK\$5,000,000 普通股2港元 無投票權遞延** 5,000,000港元 | 100 | 100 | Provision of IT solutions development and implementation services, investment holding and treasury investments 提供資訊科技解決方案發展 及實施服務、投資控股及 庫務投資 |
| Computer And Technologies Integration Limited 科聯集成有限公司 | Hong Kong 香港 | Ordinary HK\$2 普通股2港元 | 100 | 100 | Provision of system and network integration services 提供系統及網絡集成服務 |
| Computer And Technologies International Trading (Shanghai) Company Limited# 科聯系統集成中國/國際貿易 (上海)有限公司# | PRC/Mainland China 中國/中國內地 | US\$200,000 200,000美元 | 100 | 100 | Sale of computer networks and system platforms 銷售電腦網絡及系統平台 |
| Computer And Technologies (Shanghai) Co., Ltd.## 上海科聯信息系統有限公司## | PRC/Mainland China 中國/中國內地 | US\$3,500,000 3,500,000美元 | 100 | 100 | Provision of system and network integration services 提供系統及網絡集成服務 |
| Computer And Technologies Investment Limited | British Virgin Islands/ Hong Kong 英屬處女群島/香港 | Ordinary US\$1 普通股1美元 | 100 | 100 | Investment holding and treasury investments 投資控股及庫務投資 |
| C&T (Guangzhou) Investment Limited 科聯(廣州)投資有限公司 | Hong Kong 香港 | Ordinary HK\$2 普通股2港元 | 100 | 100 | Property holding 持有物業 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

1. CORPORATE AND GROUP INFORMATION
(CONTINUED)

1. 公司及集團資料(續)

Information about subsidiaries (continued)

附屬公司之資料(續)

| Name 名稱 | Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點 | Issued ordinary/ registered capital 已發行普通/ 註冊資本 | Percentage of equity attributable to the Company 本公司應佔股本 權益百分比 | | Principal activities 主要業務 |
|--|---|--|--|---------------|--|
| | | | 2015 二零一五年 | 2014 二零一四年 | |
| C&T (Hong Kong) Investment Limited 科聯(香港)投資有限公司 | British Virgin Islands/ Hong Kong 英屬處女群島/香港 | Ordinary US\$1 普通股1美元 | 100 | 100 | Property holding 持有物業 |
| C&T (Nanjing) Investment Limited 科聯(南京)投資有限公司 | Hong Kong 香港 | Ordinary HK\$2 普通股2港元 | 100 | 100 | Property holding 持有物業 |
| C&T (Shanghai) Investment Limited 科聯(上海)投資有限公司 | Hong Kong 香港 | Ordinary HK\$2 普通股2港元 | 100 | 100 | Property holding 持有物業 |
| Computer And Technologies Solutions Limited 科聯軟件有限公司 | Hong Kong 香港 | Ordinary HK\$10,000 普通股10,000港元 | 100 | 100 | Provision of IT solutions development and implementation services 提供資訊科技解決方案 發展及實施服務 |
| Computer And Technologies Solutions (Shenzhen) Co., Ltd.## 科聯軟件(深圳)有限公司## | PRC/Mainland China 中國/中國內地 | US\$1,128,000 1,128,000美元 | 100 | 100 | Provision of IT solutions development and implementation services 提供資訊科技解決方案 發展及實施服務 |
| Global e-Business Services (BVI) Limited | British Virgin Islands/ Hong Kong 英屬處女群島/香港 | Class A US\$1,600 Class B US\$400 A類1,600美元 B類400美元 | 100 | 100 | Investment holding 投資控股 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

1. 公司及集團資料(續)

Information about subsidiaries (continued)

附屬公司之資料(續)

| Name 名稱 | Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點 | Issued ordinary/ registered capital 已發行普通/ 註冊資本 | Percentage of equity attributable to the Company 本公司應佔股本 權益百分比 | | Principal activities 主要業務 |
|--|---|---|--|---------------|---|
| | | | 2015 二零一五年 | 2014 二零一四年 | |
| Global e-Business Services Limited 智網電子商貿服務有限公司 | Hong Kong 香港 | Ordinary HK\$1,010,000 普通股1,010,000港元 | 100 | 100 | Provision of enterprise applications software services 提供企業軟件應用服務 |
| Global e-Trading Services Limited 商貿易服務有限公司 | Hong Kong 香港 | Ordinary HK\$2,501,000 普通股2,501,000港元 | 100 | 100 | Provision of e-business related services, including government electronic trading services 提供電子貿易相關服務，包括政府電子貿易服務 |
| IPL Research Limited | Hong Kong 香港 | Ordinary HK\$100 Non-voting deferred** HK\$300,000 普通股100港元 無投票權遞延** 300,000港元 | 100 | 100 | Provision of enterprise applications software and related operation outsourcing services 提供企業軟件應用及相關營運外判服務 |
| Vitova Limited 慧圖科技有限公司 | Hong Kong 香港 | Ordinary HK\$10,000 普通股10,000港元 | 100 | 100 | Provision of enterprise applications software and related operation 提供企業應用軟件及相關營運 |
| 上海商絡軟件有限公司## | PRC/Mainland China 中國/中國內地 | Ordinary US\$450,000 普通股 450,000美元 | 100 | 100 | Provision of enterprise applications software and related operation outsourcing services 提供企業應用軟件及相關營運外判服務 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

| Name 名稱 | Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點 | Issued ordinary/ registered capital 已發行普通/ 註冊資本 | Percentage of equity attributable to the Company 本公司應佔股本 權益百分比 | | Principal activities 主要業務 |
|---|---|--|--|-------|--|
| | | | 2015 | 2014 | |
| | | | 二零一五年 | 二零一四年 | |
| Sanyo Extended System Services Ltd 三洋拓展系統有限公司 | Hong Kong 香港 | Ordinary HK\$1,000,000 普通股 1,000,000港元 | 100 | – | Provision of computer support and programming services, and investment holding 提供電腦支援及程序設計 服務以及投資控股 |
| Sanyo Extended Data Systems Ltd 三洋拓展電腦有限公司 | Hong Kong 香港 | Ordinary HK\$180,000 普通股180,000港元 | 100 | – | Provision of computer support and programming services 提供電腦支援及程序設計 服務 |

The subsidiary is registered as a Sino-foreign equity joint venture under PRC law.

The subsidiaries are registered as wholly-foreign-owned enterprises under PRC law.

** The non-voting deferred shares, which are not held by the Group, carry no rights to dividends or to receive notice of or to attend or vote at any general meeting. In the winding-up of the subsidiaries, the holders of the deferred shares carry the rights to receive a return of capital after the holders of the ordinary shares have received a sum of HK\$1,000,000,000 per ordinary share.

Except for Computer And Technologies (BVI) Limited, all of the above subsidiaries are indirectly held by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group or of particular importance to the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

1. 公司及集團資料(續)

附屬公司之資料(續)

該附屬公司乃根據中國法律註冊為中外合資企業。

該等附屬公司乃根據中國法律註冊為外商獨資企業。

** 該等並非由本集團持有之無投票權遞延股份概無享有獲派股息之權利，亦無權享有收取任何股東大會通告或出席有關大會或於會上投票之權利。倘附屬公司清盤，遞延股份持有人有權於普通股持有人就每股普通股收取合共1,000,000,000港元後，始獲退還資本。

除Computer And Technologies (BVI) Limited外，上述所有附屬公司均由本公司間接持有。

上表僅列出董事認為會對本集團年內業績構成主要影響、構成本集團資產淨值重要部分或對本集團構成特定意義之本公司附屬公司。董事認為詳列其他附屬公司之資料會令篇幅過於冗長。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, available-for-sale investments and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2015. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

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

2.1 編製基準

此等財務報表乃根據由香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(當中包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)以及香港普遍接納之會計原則及依照香港公司條例之披露規定所編製。該等財務報表依據歷史成本慣例編製，惟按公平值計算之投資物業、可供出售投資及按公平值經損益入賬之財務資產除外。此等財務報表乃以港元(「港元」)呈列，除另有所指外，所有數值均四捨五入至最接近千位。

綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一五年十二月三十一日止年度之財務報表。附屬公司為本公司可直接或間接控制的實體(包括結構性實體)。當本集團透過參與投資對象業務而承擔或享有來自投資對象之可變回報，且能透過對投資對象之權力(即本集團獲賦予現有有能力以主導投資對象相關活動之現有權利)影響該等回報，則本集團擁有該實體之控制權。

倘本公司直接或間接擁有投資對象少於大多數之投票權或類似權利，則評估本集團對投資對象是否擁有權力時，會考慮一切相關事實及情況，包括：

- (a) 與該投資對象其他投票權擁有人之合約安排；
- (b) 根據其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司之財務報表與本公司之申報期間相同，並使用貫徹一致之會計政策編製。附屬公司之業績自本集團獲得控制權日期起綜合入賬，並一直綜合入賬直至有關控制權終止日期為止。

損益及其他全面收入項下各部分乃計入本集團母公司擁有人以及非控制性權益，即使此舉會導致非控制性權益出現虧絀結餘。有關本集團公司成員間之交易產生之集團內資產與負債、權益、收入、開支及現金流量於綜合入賬時全數撇除。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

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

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised standards for the first time for the current year's financial statements.

Amendments to HKAS 19 *Defined Benefit Plans: Employee Contributions*

Annual Improvements to HKFRSs 2010-2012 Cycle

Annual Improvements to HKFRSs 2011-2013 Cycle

The adoption of the above revised standards has had no significant financial effect on these financial statements.

In addition, the Company has adopted the amendments to the Rules Governing the Listing of Securities on the Stock Exchange issued by the Hong Kong Stock Exchange relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance (Cap. 622) during the current financial year. The main impact to the financial statements is on the presentation and disclosure of certain information in the financial statements.

2.1 編製基準(續)

綜合基準(續)

倘事實及情況顯示上文所述三項控制權元素其中一項或以上出現變動，則本集團會重新評估是否仍然控制其投資對象。若並無失去控制權之附屬公司出現權益變動，將入賬並列作權益交易。

倘本集團失去附屬公司之控制權，須取消確認(i)附屬公司資產(包括商譽)及負債；(ii)任何非控制性權益之賬面值；及(iii)權益錄得之累計匯兌差額；並確認入賬(i)已收取代價之公平值；(ii)任何保留投資之公平值；及(iii)由此所產生於損益入賬之盈利或虧損。過往於其他全面收入確認之本集團應佔部分，按猶如本集團已直接出售相關資產或負債所需之基準被重新分類至損益或保留溢利(視適用情況而定)。

2.2 會計政策及披露之變動

本集團已於本年度之財務報表首次採納以下經修訂準則。

香港會計準則第19號(修訂本)界定福利計劃：僱員供款

香港財務報告準則二零一零年至二零一二年週期之年度改進

香港財務報告準則二零一一年至二零一三年週期之年度改進

採納上述經修訂準則對該等財務報表並無重大財務影響。

此外，本公司於本財務年度已採納香港聯合交易所證券上市規則有關參考《香港公司條例》(第622章)披露有關財務資料的修訂。對財務報表之主要影響為於財務報表若干資料之呈列及披露。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

| | |
|---|---|
| HKFRS 9 | <i>Financial Instruments</i> ² |
| Amendments to HKFRS 10 and HKAS 28 (2011) | <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴ |
| Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011) | <i>Investment Entities: Applying the Consolidation Exception</i> ¹ |
| Amendments to HKFRS 11 | <i>Accounting for Acquisitions of Interests in Joint Operations</i> ¹ |
| HKFRS 14 | <i>Regulatory Deferral Accounts</i> ³ |
| HKFRS 15 | <i>Revenue from Contracts with Customers</i> ² |
| Amendments to HKAS 1 | <i>Disclosure Initiative</i> ¹ |
| Amendments to HKAS 16 and HKAS 38 | <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ¹ |
| Amendments to HKAS 16 and HKAS 41 | <i>Agriculture: Bearer Plants</i> ¹ |
| Amendments to HKAS 27 (2011) | <i>Equity Method in Separate Financial Statements</i> ¹ |
| Annual Improvements 2012-2014 Cycle | Amendments to a number of HKFRSs ¹ |

- 1 Effective for annual periods beginning on or after 1 January 2016
- 2 Effective for annual periods beginning on or after 1 January 2018
- 3 Effective for an entity that first adopts HKFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore is not applicable to the Group
- 4 The original date of 1 January 2016 has been deferred/removed and early adoption of the amendments continues to be permitted

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於此等財務報表應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

| | |
|---|--|
| 香港財務報告準則第9號 | <i>財務工具</i> ² |
| 香港財務報告準則第10號及香港會計準則第28號 (二零一一年)(修訂本) | <i>投資者與其聯營或合營公司之間之資產出售或注資</i> ⁴ |
| 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號 (二零一一年)(修訂本) | <i>投資實體：應用合併的例外規定</i> ¹ |
| 香港財務報告準則第11號 (修訂本) | <i>收購合資經營權益之會計處理</i> |
| 香港財務報告準則第14號 | <i>監管遞延賬目</i> ³ |
| 香港財務報告準則第15號 | <i>來自客戶合約之收益</i> ² |
| 香港會計準則第1號(修訂本) | <i>披露計劃</i> ¹ |
| 香港會計準則第16號及香港會計準則第38號(修訂本) | <i>澄清折舊及攤銷方法之可接受方式</i> ¹ |
| 香港會計準則第16號及香港會計準則第41號(修訂本) | <i>農業：生產性植物</i> ¹ |
| 香港會計準則第27號 (二零一一年)(修訂本) | <i>獨立財務報表中之權益法</i> ¹ |
| 二零一二年至二零一四年週期之年度改進 | <i>對多項香港財務報告準則作出之修訂</i> |

- 1 於二零一六年一月一日或之後開始之年度期間生效
- 2 於二零一八年一月一日或之後開始之年度期間生效
- 3 對首次採納香港財務報告準則之實體，適用於二零一六年一月一日或之後開始之年度財務報表，因此不適用於本集團
- 4 原來生效日期二零一六年一月一日已被推遲/移除，而修訂本仍准許提早採納

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 January 2018. The Group is currently assessing the impact of the standard.

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In September 2015, the HKICPA issued an amendment to HKFRS 15 regarding a one-year deferral of the mandatory effective date of HKFRS 15 to 1 January 2018. The Group expects to adopt HKFRS 15 on 1 January 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

預期將適用於本集團之該等香港財務報告準則之進一步資料如下：

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，將金融工具項目之所有階段集於一起以取代香港會計準則第39號及香港財務報告準則第9號之全部先前版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團預期自二零一八年一月一日起採納香港財務報告準則第9號。本集團目前正評估該準則之影響。

香港財務報告準則第15號建立一個新五步模式，用於計量自客戶合約產生之收益。根據香港財務報告準則第15號，收益按能反映實體預期就向客戶可作轉讓貨物或服務而有權獲得之代價金額以作交換而確認。香港財務報告準則第15號之原則為計量及確認收益提供更加結構化方法。該準則亦引入廣泛之質量及數量披露之規定，包括分拆收益總額，關於履行責任、不同期間之合約資產及負債賬目結餘之變動以及主要判斷及估計之資料。該準則將取代香港財務報告準則項下所有現時收益確認之規定。於二零一五年九月，香港會計師公會頒佈香港財務報告準則第15號之修訂，其有關將香港財務報告準則第15號之強制生效日期延遲一年至二零一八年一月一日。本集團預期於二零一八年一月一日採納香港財務報告準則第15號，目前正評估採納香港財務報告準則第15號之影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

- (i) the materiality requirements in HKAS 1;
- (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
- (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
- (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The Group expects to adopt the amendments from 1 January 2016. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are to be applied prospectively. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 January 2016 as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第1號之修訂載有對財務報表的呈報及披露範疇內具針對性的改善。該等修訂釐清：

- (i) 香港會計準則第1號內之重大性規定；
- (ii) 損益表及財務狀況表內之特定項目可予細分；
- (iii) 實體就彼等呈列財務報表附註的順序擁有靈活性；及
- (iv) 使用權益法入賬的分佔聯營公司及合營公司的其他全面收益必須作為單獨項目匯總呈列，並且在將會或不會其後重新分類至損益的該等項目間進行歸類。

此外，該等修訂釐清於財務狀況表及損益表內呈列額外小計時適用的規定。本集團預期於二零一六年一月一日起採納該等修訂。該等修訂預期不會對本集團的綜合財務報表產生任何重大影響。

香港會計準則第16號及香港會計準則第38號之修訂澄清香港會計準則第16號及香港會計準則第38號中的原則，即收益反映自經營業務(該資產為其一部分)產生的經濟利益，而非通過使用資產消耗的經濟利益的模式。因此，收益法不得用於折舊物業、廠房及設備，並且僅在非常有限的情況下可用於攤銷無形資產。該等修訂將預期應用。預期該等修訂於二零一六年一月一日採納後將不會對本集團的財務狀況或表現產生任何影響，因本集團並未使用收益法計算其非流動資產的折舊。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

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

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

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

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

2.4 主要會計政策概要

業務合併及商譽

業務合併乃以收購法入賬。所轉讓代價乃以收購日期之公平值計量，該公平值為本集團轉讓之資產、本集團對被收購方前擁有人承擔之負債及本集團為換取被收購方控制權所發行股本權益於收購日期之公平值之總和。於各業務合併中，本集團選擇按公平值或按分佔被收購方資產淨值之比例，計量被收購方之非控制權益(現時為擁有權權益)，及賦予持有人於清盤時分享資產淨值之比例。所有其他非控制性權益部分乃按公平值計量。收購成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關狀況，評估將承接之財務資產及負債，以作出適合之分類及標示，包括分開被收購方所訂主合約中之內含衍生工具。

倘業務合併分階段進行，先前持有之股本權益按收購日期之公平值重新計量，及所引致的損益確認於損益表中。

收購方將予轉讓之任何或然代價按於收購日期之公平值確認。倘分類為一項資產或負債之或然代價按公平值計量，而公平值變動於損益中確認。分類為權益之或然代價不會重新計量，其後結算則於權益內列賬。

商譽初步按成本計量，即已轉讓代價、已確認為非控制性權益之金額及本集團以往持有之被收購方股本權益之公平值總值，超出所收購可識別資產淨值及所承擔負債之差額。如該代價及其他項目之總和低於所收購資產淨值之公平值，差額於重新評估後於損益表內確認為議價收購收益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

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

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

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

Goodwill previously eliminated against consolidated reserves

Prior to the adoption of the HKICPA's Statement of Standard Accounting Practice 30 Business Combinations ("SSAP 30") in 2001, goodwill arising on acquisition was eliminated against consolidated reserves in the year of acquisition. On the adoption of HKFRS 3, such goodwill remains eliminated against consolidated reserves and is not recognised in the statement of profit or loss when all or part of the business to which the goodwill relates is disposed of or when a cash-generating unit to which the goodwill relates becomes impaired.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年進行減值測試，或當有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢討。本集團於十二月三十一日進行商譽之年度減值測試。為進行減值測試，於業務合併中購入之商譽自收購日被分配至預期可從合併產生之協同效益中獲益之本集團各現金產生單位或現金產生單位組別，而不論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值乃通過評估與商譽有關之現金產生單位(或現金產生單位組別)之可收回金額釐定。當現金產生單位(或現金產生單位組別)之可收回金額低於賬面金額時，將確認減值虧損。已就商譽確認之減值虧損不得於未來期間撥回。

倘商譽分配至現金產生單位(或現金產生單位組別)而隸屬該單位之部分業務已被出售，則在釐定出售有關業務所得之盈虧時，與所出售業務相關之商譽會計入該業務之賬面值。在該情況下出售之商譽，乃根據所出售業務及所保留現金產生單位部分之相對價值進行計量。

以往與綜合儲備對銷之商譽

於二零零一年採納由香港會計師公會頒佈之會計實務準則第30號業務合併(「會計實務準則第30號」)前，收購產生之商譽於收購年度與綜合儲備對銷。採納香港財務報告準則第3號後，該等商譽仍與綜合儲備對銷，且當所有或部分與商譽有關之業務出售或與商譽有關之現金產生單位減值時不會於損益表確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement

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

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

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

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

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

2.4 主要會計政策概要(續)

公平值計量

本集團於各報告期間結算日按公平值計量其投資物業、債務投資及股本投資。公平值指市場參與者於計量日期於有秩序交易中因出售資產而收取或轉讓負債而支付之價格。公平值計量乃根據出售資產或轉讓負債之交易於該資產或負債之主要市場或(如無主要市場)對該資產或負債為最有利之市場進行之假設進行。主要或最有利之市場須為本集團可接達者。資產或負債之公平值乃採用市場參與者在替該資產或負債進行定價時將會採用之假設而計量，當中假設市場參與者乃按其最佳經濟利益而行事。

非財務資產之公平值計量考慮市場參與者透過以最高及最佳用途使用該資產或透過將其出售予將以最高及最佳用途使用該資產之另一市場參與者而賺取經濟利益之能力。

本集團採用於各情況均屬合適及可取得足夠數據以計量公平值之估值技巧，從而將相關可觀察輸入數據之用途盡量擴大及將不可觀察輸入數據之用途盡量減少。

計量公平值或於財務報告披露之所有資產及負債乃如下文所述根據對整體公平值計量屬重大影響之最低級別輸入數據於公平值等級架構內分類：

- 第1層 – 按相同資產或負債於活躍市場之未經調整報價計算
- 第2層 – 以對所錄得公平值計量有重要影響之最低級別輸入數據均可直接或間接觀察之估值方法計算
- 第3層 – 以對所錄得公平值計量有重要影響之最低級別輸入數據均非市場觀察可得數據之估值方法計算

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement (continued)

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

Impairment of non-financial assets

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

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

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

2.4 主要會計政策概要(續)

公平值計量(續)

對於按經常性基準於財務報告確認之資產及負債而言，本集團將於各報告期間結算日透過重新評估分類(根據對整體公平值計量屬重大影響之最低級別輸入數據)決定轉讓是否於等級架構內各層之間發生。

非財務資產減值

當出現減值跡象，或當資產(惟存貨、財務資產及投資物業除外)需要進行年度減值測試時，需估計資產之可收回金額。一項資產之可收回金額以資產或現金產生單位之使用價值及其公平值減出售成本兩者之較高者計算，按個別資產釐定，除非資產不會產生很大程度獨立於其他資產或資產組合之現金流入，在此情況下，可收回金額以資產所屬之現金產生單位釐定。

減值虧損僅於資產賬面值超逾其可收回金額時方予確認。在評估使用價值時，會使用足以反映市場當時就該資產之特定貨幣時間價值及風險所作評估之稅前貼現率將估計未來現金流量貼現至現值。減值虧損於產生期間自損益表內扣除。

於每個報告期間結算日均須評估是否有跡象顯示過往已確認之減值虧損可能不再存在或有所減少。如出現任何該等跡象，則須估計可收回金額。先前已確認之一項資產減值虧損(商譽除外)僅於釐定該資產可收回金額之估計出現變動時撥回，惟撥回後之賬面值不得超逾假設過往年度並無就該資產確認減值虧損之賬面值之數額(扣除任何折舊/攤銷)。減值虧損之撥回於產生期間計入損益表。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties

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

- (a) the party is a person or a close member of that person's family and 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 Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group 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;
 - (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); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 主要會計政策概要(續)

關連人士

在下列情況下，有關人士將被視為本集團之關連人士：

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層成員；

或

- (b) 倘符合下列任何條件，即實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一實體之聯營公司或合營企業(或另一實體為母公司、附屬公司或同系附屬公司)；
 - (iii) 該實體與本集團均為同一第三方之合營企業；
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
 - (vi) 實體受(a)所識別人士控制或受共同控制；
 - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體母公司)主要管理層成員；及
 - (viii) 實體、或一間集團之任何成員公司(為集團之一部分)向本集團或本集團之母公司提供主要管理人員服務。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

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

| | |
|---|--|
| Leasehold land and buildings | Over the shorter of the lease terms and 2% to 4% |
| Leasehold improvements | Over the shorter of the lease terms and 20% |
| Computer equipment and software | 20% to 33% |
| Furniture, fixtures and other equipment | 18% to 25% |
| Motor vehicles | 20% |

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

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊

物業、廠房及設備乃以成本值減累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本值包括其購買價及任何使資產達到可使用狀態及地點作擬定用途之直接應計成本。

物業、廠房及設備項目投入運作後產生之開支，例如維修及保養開支，一般於產生期間自損益表扣除。倘達到確認標準，則重大檢查之開支會於資產賬面值中資本化作為替換。倘須定期替換大部分物業、廠房及設備，則本集團會將該等部分確認為有特定可使用年期之個別資產並予以折舊。

折舊乃於每項物業、廠房及設備之估計可使用年內以直線法將其成本撇銷至其剩餘價值計算。就此所用主要年率如下：

| | |
|------------|-----------------------|
| 租賃土地及樓宇 | 按租期及2%-4% (以較短者為準) |
| 租賃物業裝修 | 按租期及20% (以較短者為準) |
| 電腦設備及軟件 | 20%-33% |
| 傢俬、裝置及其他設備 | 18%-25% |
| 汽車 | 20% |

倘一項物業、廠房及設備之各部分具備不同可使用年期，其成本以合理基準分配至各部分，而各部分獨立計提折舊。剩餘價值、可使用年期及折舊方法至少於每個財政年度年結日檢討及調整(如適用)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (continued)

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

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties, the deemed cost of property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊(續)

經初步確認之物業、廠房及設備項目(包括任何重大部分)於出售或預期不會透過使用或出售獲得未來經濟利益時終止確認。於終止確認該項資產年度在損益表確認之出售或報廢所產生任何盈虧，乃銷售所得款項淨額與有關資產賬面值兩者間之差額。

投資物業

投資物業乃持作賺取租金收入及/或用作資本增值用途之土地及樓宇(包括符合投資物業定義之物業相關經營租賃項下租賃權益)，而非用作生產或提供貨品或服務或行政用途，亦非用作於日常業務中出售。該等物業初步按成本計量，包括交易成本。於初步確認後，投資物業按公平值列賬，以反映報告期間結算日之市場狀況。

投資物業公平值變動所產生盈虧於其產生年度計入損益表。

報廢或出售投資物業之任何盈虧在報廢或出售年度於損益表確認。

由投資物業轉為自用物業時，該物業其後之核算成本按改變用途當日之公平值入賬。當由本集團佔用作自用物業成為投資物業時，本集團會根據「物業、廠房及設備及折舊」一節所載政策對該物業作會計處理，直至改變用途當日為止，而於該日有關物業賬面值與公平值之差額會根據上文「物業、廠房及設備及折舊」一節所載政策計入為一項重估。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (other than goodwill)

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

Customer relationships

Purchased customer relationships are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 8 years.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products/services not exceeding five years, commencing from the date when the intangible assets are available for use.

2.4 主要會計政策概要(續)

無形資產(商譽除外)

個別收購之無形資產於初步確認時按成本計量。業務合併中所收購無形資產之成本乃其於收購日期之公平值。無形資產之可使用年期乃評估為有限或無限。具有有限年期之無形資產其後按可使用經濟年期攤銷，並於該無形資產出現減值跡象時評估減值。具有有限可使用年期之無形資產之攤銷年期及攤銷方法須至少於各財政年度年結日作檢討。

客戶關係

購入客戶關係乃以成本減任何減值虧損呈列，並由預計可使用年期為八年起以直線法攤銷。

研究與開發成本

所有研究成本於產生時自損益表扣除。

僅當本集團可顯示完成無形資產所涉及項目在技術上可行以供使用或銷售，且公司有意完成及能夠使用或出售資產、資產可產生未來經濟利益、具有足夠資源完成項目及能可靠計量開發開支時，開發新產品之項目所產生開支方會撥充資本及作遞延處理。不符合此等標準之產品開發開支於產生時支銷。

遞延開發成本乃以成本值減任何減值虧損列賬，並按相關產品／服務之商業年限(不超過五年)，由無形資產可供作用途當日起以直線法攤銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Operating leases

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

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Investments and other financial assets

Initial recognition and measurement

Financial assets of the Group are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

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

Subsequent measurement

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

2.4 主要會計政策概要(續)

經營租賃

凡將資產擁有權之絕大部分回報及風險保留於出租人之租賃，列為經營租賃。當本集團為出租人時，本集團於經營租賃下租出之資產計入非流動資產，於經營租賃下之應收租金以直線法按租期計入損益表。當本集團為承租人時，於經營租賃下之應付租金以直線法按租期於損益表扣除。

經營租賃之預付土地租賃付款初步按成本列報，其後以直線法在租期確認。當租賃付款無法可靠地分配為土地及樓宇部分，全部租賃付款乃計入土地及樓宇成本，列作物業、廠房及設備之融資租賃。

投資及其他財務資產

初步確認及計量

本集團之財務資產於初步確認時按適當情況分類為按公平值經損益入賬之財務資產、貸款及應收款項及可供出售財務投資。財務資產於初步確認時按公平值加收購財務資產應佔之交易成本計量，惟按公平值經損益入賬之財務資產除外。

所有於正常情況下買入及出售之財務資產於交易日確認，即本集團承諾購入或出售該資產之日期。正常情況下買入或出售乃於規例或市場慣例一般設定之期間內交付買入或出售財務資產。

其後計量

財務資產之其後計量根據其如下分類進行：

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

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

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

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

2.4 主要會計政策概要(續)

投資及其他財務資產(續)

按公平值經損益入賬之財務資產

按公平值經損益入賬之財務資產包括持作買賣用途之財務資產以及於初步確認時指定為按公平值經損益入賬之財務資產。計劃於短期內出售而購入之財務資產，均列作為持作買賣之財務資產。除非據香港會計準則第39號所界定者指定為有效對沖工具，否則衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣。

按公平值經損益入賬之財務資產按公平值於財務狀況報表列賬，而公平值之淨額變動於損益表中確認。此等公平值變動淨額不包括財務資產賺取之任何股息或利息，該等股息及利息按照下文「收入確認」所載政策予以確認。

於初步確認時指定按公平值經損益入賬之財務資產乃於初步確認日期及僅於符合香港會計準則第39號項下範圍時指定。

倘內含衍生工具之經濟特徵及風險與主合約所述者並無密切關係，而主合約並非持作買賣用途或指定按公平值經損益入賬，則主合約之內含衍生工具按獨立衍生工具列賬，並按公平值記錄。該等內含衍生工具乃按公平值計量，而公平值變動則於損益表確認。倘合約條款變動大幅修改現金流量或財務資產自按公平值經損益入賬之類別重新分類，方會作出重新評估。

貸款及應收款項

貸款及應收款項乃固定或可釐定付款金額而在活躍市場中並無報價之非衍生財務資產。於初步計量後，該等資產其後使用實際利率法按攤銷成本減任何減值撥備計量。攤銷成本已計及任何收購折讓或溢價，並包含作為實際利率不可或缺部分之費用或成本。實際利率攤銷於損益表中入賬。減值產生之虧損於損益表確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Available-for-sale financial investments

Available-for-sale financial investments of the Group are non-derivative financial assets in debt securities. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss. Interest earned whilst holding the available-for-sale financial investments is reported as interest income and is recognised in the statement of profit or loss in accordance with the policy set out for "Revenue recognition" below.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要(續)

投資及其他財務資產(續)

可供出售財務投資

本集團可供出售財務投資乃於債務證券中之非衍生財務資產。於此類別之債務證券乃有意持有無限期時間，或會出售以應對流動資金需要或市況變動。

初步確認後，可供出售財務投資其後以公平值計量，而未變現盈虧乃於可供出售投資重估儲備內確認為其他全面收入，直至該項投資終止確認為止，屆時累計盈虧將於損益表確認，或直至該項投資被釐定為出現減值為止，屆時累計盈虧由可供出售投資重估儲備重新分類至損益表。於持有可供出售財務投資時已賺取之利息呈報為利息收入，並按照下文「收入確認」所載政策在損益表確認。

終止確認財務資產

財務資產(或如適用，財務資產其中一部分或一組類似之財務資產其中一部分)主要在下列情況下終止確認(即從本集團之綜合財務狀況報表中刪除)：

- 自該資產收取現金流量之權利已屆滿；或
- 本集團已轉讓收取來自該資產現金流量之權利，或已根據「轉遞」安排就承擔責任在並無重大延誤情況下向第三方全數支付已收取現金流量；及(a)本集團已轉讓該資產大部分風險及回報，或(b)本集團並無轉讓或保留該資產之大部分風險及回報，惟已轉讓該資產之控制權。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial assets (continued)

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

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

Impairment of financial assets

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

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.4 主要會計政策概要(續)

終止確認財務資產(續)

倘若本集團已轉讓其自資產收取現金流量之權利或已訂立轉遞安排，則評估是否及在何程度上保留資產擁有權之風險及回報。當其不轉讓或不保留資產之絕大部分風險及回報，亦無轉讓資產之控制權，則該資產按本集團繼續參與該資產之程度確認。於該情況下，本集團亦將確認相關負債。已轉讓資產及相關負債乃以反映本集團所保留權利及責任為基準計量。

持續涉及指本集團就已轉讓資產作出之保證，已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限(以較低者為準)計算。

財務資產減值

本集團於每個報告期間結算日評估是否有客觀證據顯示某項或某組財務資產已減值。只有於初步確認後發生一項或多項事件而影響該項或該組財務資產之估計未來現金流量能可靠地估計，則存在減值。減值跡象可包括一名或一組債務人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察所得之數據顯示估計未來現金流量出現可計量減少，例如欠款數目變動或出現與違約相關之經濟狀況。

按攤銷成本列賬之財務資產

就按攤銷成本列賬之財務資產而言，本集團首先會按個別基準就個別屬重大之財務資產或按組合基準就個別不屬重大之財務資產，評估是否存在客觀減值證據。倘本集團認定並無客觀證據顯示經個別評估之財務資產(無論重大與否)存有減值，則該項資產會歸入一組具有相似信貸風險特性之財務資產內，並按組合基準評估該組財務資產是否存在減值。經個別評估減值之資產，其減值虧損會予確認或繼續確認入賬，而不會納入按組合基準減值評估內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

Available-for-sale financial investments

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

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

2.4 主要會計政策概要(續)

財務資產減值(續)

按攤銷成本列賬之財務資產(續)

任何已獲識別減值虧損之金額乃計量為資產賬面值與估計未來現金流量現值(不包括尚未產生之未來抵免虧損)間之差額。估計未來現金流量之現值乃按財務資產之原實際利率(即於初步確認時計算之實際利率)折現計算。

該資產之賬面值會通過使用撥備賬減少，而虧損金額於損益表確認。利息收入於賬面值減少後持續產生，且採用以折現未來現金流量之利率計量減值虧損。若日後收回不可實現，則貸款及應收款項連同任何相關撥備需予撇銷。

倘於其後期間估計減值虧損金額因確認減值後發生之事項而增加或減少，則透過調整撥備賬增加或減少先前確認之減值虧損。倘撇銷於其後收回，該項收回將計入損益表。

可供出售財務投資

可供出售財務投資方面，本集團於每個報告期間結算日評估是否有客觀證據顯示一項投資或一組投資已減值。

倘可供出售資產出現減值，則其成本(扣除任何本金及攤銷)與現時公平值之差額，再扣減以往於損益表確認之減值虧損，自其他全面收入中剔除，並於損益表確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Available-for-sale financial investments (continued)

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Impairment losses on debt instruments are reversed through the statement of profit or loss if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the statement of profit or loss.

Financial liabilities

Initial recognition and measurement

Financial liabilities of the Group are classified, at initial recognition, as loans and borrowings.

All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs.

Subsequent measurement

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

Loans and borrowings

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

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

2.4 主要會計政策概要(續)

財務資產減值(續)

可供出售財務投資(續)

就分類為可供出售之債務工具而言，減值乃以與按攤銷成本列賬之財務資產相同之準則評估。然而，就減值記錄入賬之金額乃按攤銷成本與現時公平值間之差額計算之累計虧損(減先前就該項投資於損益表確認之任何減值虧損)。未來利息收入乃按資產之經削減賬面值計算，並用於計算減值虧損時用於折現未來現金流量之利率繼續累計。倘債務工具公平值增加可客觀地與在損益表確認減值虧損後發生之事件相連繫，則債務工具之減值虧損將透過損益表撥回。

財務負債

初步確認及計量

本集團內之財務負債於初步確認時分類為貸款及借貸。

所有財務負債初步按公平值確認，並扣除直接應佔交易成本。

其後計量

財務負債之其後計量根據其下列分類進行：

貸款及借貸

於初步確認後，付息貸款及借貸其後以實際利率法按攤銷成本計量，但如折現之影響甚微，則按成本列賬。盈虧乃於負債終止確認時及於按實際利率攤銷之過程中於損益表確認。

計算攤銷成本時會計及收購所產生之任何折讓或溢價，亦包括作為實際利率不可或缺部分之費用或成本。實際利率攤銷乃計入損益表中。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.4 主要會計政策概要(續)

財務負債(續)

財務擔保合約

本集團發出之財務擔保合約即要求作出付款以償付持有人因特定債務人未能根據債務工具之條款償還到期款項而招致損失之合約。財務擔保合約初步按公平值確認為一項負債，並就發出擔保直接產生之交易成本作出調整。於初步確認後，本集團按以下兩項之較高者計量財務擔保合約：(i)於報告期間結算日履行現有責任所需開支之最佳估計數額；及(ii)初步確認金額減(如適用)累計攤銷。

終止確認財務負債

財務負債於負債項下責任解除、註銷或屆滿時終止確認。

當同一貸款人按存有重大差別之條款以另一項財務負債取代現有財務負債時，或現有負債之條款有重大修改時，有關交換或修改則被視為終止確認原有負債及確認一項新負債，而有關賬面值之差異乃於損益表確認。

抵銷財務工具

只有於現時存在可依法強制執行之權利抵銷已確認金額，且有意以淨額結算或同時變現資產及清償債務時，方可抵銷財務資產及財務負債，並於財務狀況報表呈列淨金額。

庫存股份

購回本身由本公司或本集團之股權工具(庫存股份)乃按成本直接於權益中確認。因購買、出售、發行或註銷本集團本身的股權工具所產生的收益或虧損不會在損益表中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Shares held under the restricted share award scheme

Where shares of the Company are purchased from the market for a restricted share award scheme, the consideration paid, including any directly attributable incremental costs, is presented as "Shares held under the restricted share award scheme" and deducted from equity.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of finished goods and work in progress, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Deferred revenue

Deferred revenue represents service fees received in advance from the rendering of the corresponding services. Revenue is recognised and deferred revenue is released to the statement of profit or loss when the corresponding services have been rendered.

Cash and cash equivalents

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

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

2.4 主要會計政策概要(續)

根據有限制股份獎勵計劃持有股份

當就有限制股份獎勵計劃於市場購買本公司股份，所付代價(包括任何應佔直接增加成本)乃列作「根據有限制股份獎勵計劃持有之股份」，並自權益中扣除。

存貨

存貨乃按成本與可變現淨值兩者中之較低者列賬。成本乃以加權平均基準釐定，就製成品及在製品而言，成本包括直接原料、直接工資及適當比例之開支。可變現淨值是根據估計售價扣除直至完成及出售所需之估計成本。

遞延收入

遞延收入指提供相關服務預先收取之所得服務費。當提供相關服務後，始確認收入，並於損益表內從遞延收入轉為收入。

現金及等同現金資產

就綜合現金流量表而言，現金及等同現金資產包括手頭現金及活期存款，及於購入後三個月內到期可隨時轉換為已知金額現金，但價值改變風險不大之短期高流通性投資，扣除需按要求償還及屬於本集團現金管理組成部分之銀行透支。

就綜合財務狀況報表而言，現金及等同現金資產包括用途均不受限制之手頭現金及銀行存款(包括定期存款及性質與現金類似之資產)。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in the statement of profit or loss.

Income tax

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

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

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

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

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

2.4 主要會計政策概要(續)

撥備

當因過往事件導致現有法律或推定責任，而日後可能須動用資源履行有關責任，且有關責任所涉數額能可靠估計，則須確認撥備。

倘折現影響重大，則按預期履行責任所需日後開支在報告期間結算日之現值確認撥備。經折現之現值數額隨時間過去之增加列入損益表。

所得稅

所得稅包括即期及遞延稅項。有關並非於損益確認之項目之所得稅，在其他全面收入或直接於權益確認。

即期稅項資產及負債，乃按預期可自稅務機關收回或向稅務機關繳付之金額，根據於報告期間結算日已頒佈或實質頒佈之稅率(及稅法)計算，當中已計及本集團經營所在國家/(司法權區)之現行詮釋及慣例。

就財務申報目的而言，於報告期間結算日之資產及負債之稅基與其賬面值間所有暫時性差異，須按負債法計提遞延稅項撥備。

除下述者外，所有應課稅暫時性差異均確認為遞延稅項負債：

- 遞延稅項負債因初步確認一項交易(並非業務合併，且於進行交易時對會計溢利或應課稅盈虧並無影響)所涉及商譽或一項資產或負債而出現；及
- 與於附屬公司之投資有關之應課稅暫時性差異，倘能控制有關暫時性差異之撥回時間，且於可見將來應不會撥回。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

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

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

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

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

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

2.4 主要會計政策概要(續)

所得稅(續)

確認為遞延稅項資產乃所有可於稅務上可扣除之暫時性差異、承前未用稅項抵免及未用稅項虧損。除下述者外，如日後有可能出現應課稅溢利，可用作抵銷該等可扣除暫時性差異、承前未用稅項抵免及未用稅項虧損，均確認為遞延稅項資產：

- 與可抵扣暫時性差異有關之遞延稅項資產因初步確認一項交易(並非業務合併，且於進行交易時對會計溢利或應課稅盈虧並無影響)所涉及資產或負債而出現；及
- 就與附屬公司之投資有關之可抵扣暫時性差異而言，僅在有關暫時性差異可能於可見將來撥回，並有應課稅溢利可供用作抵銷暫時性差異之情況下，方會確認遞延稅項資產。

遞延稅項資產之賬面值於每個報告期間結算日予以審閱，倘不再可能有足夠應課稅溢利可供用作抵銷全部或部分遞延稅項資產，則減少遞延稅項資產賬面值。於可能有足夠應課稅溢利可供用作撥回全部或部分遞延稅項資產時，則於每個報告期間結算日重新審閱過往不予確認之遞延稅項資產，並加以確認。

遞延稅項資產及負債乃根據於報告期間結算日已頒佈或實質頒佈之稅率(及稅法)，按預期實現有關資產或清償有關負債期間適用之稅率釐定。

倘存在可依法執行權利將即期稅項資產與即期稅項負債互相抵銷，而遞延稅項涉及同一課稅實體及同一徵稅機關，則遞延稅項資產與遞延稅項負債可予以抵銷。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the rendering of integration and solutions services and application services (other than the sale of goods or the provision of maintenance services), on the percentage of completion basis, as further explained in the accounting policy for “Contracts for services” below, or when the relevant services have been rendered;
- (c) from the provision of maintenance services, on a time proportion basis over the terms of the respective contract, or when the relevant services have been rendered;
- (d) from the sale of listed investments, on the transaction dates when the relevant contract notes are executed;
- (e) rental income, on a time proportion basis over the lease terms;
- (f) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (g) dividend income, when the shareholders’ right to receive payment has been established.

2.4 主要會計政策概要(續)

收入確認

當經濟利益可能流向本集團且收入能可靠計量時，則按下列基準確認收入：

- (a) 來自貨品銷售之收入，假設本集團對已售貨品已無一般所有權應有之有效管控，亦對售出貨品無實際控制，則於所有權之主要風險及回報轉讓予讓買家後確認；
- (b) 來自提供集成及解決方案服務以及應用服務(銷售貨品或提供維修服務除外)之收入，如下文「服務合約」之會計政策所進一步闡述按完成百分比，或於提供相關服務時確認；
- (c) 來自提供維修服務之收入於相關合約期內按時間比例基準，或於提供相關服務時確認；
- (d) 銷售上市投資所得款項，在交易日簽立相關合約票據時確認；
- (e) 租金收入，按租期以時間比例確認；
- (f) 利息收入，採用實際利率法確認，以有關利率在財務工具之預計年期或較短期間(如適用)內實際折現估計未來可收取現金至財務資產之賬面淨值；及
- (g) 股息收入，在股東收取股息之權利確立時確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contracts for services

Contract revenue on the rendering of integration and solutions services and application services comprises the agreed contract amount. Contract costs comprise direct equipment and material costs, labour and other costs of personnel directly engaged in rendering the services and attributable overheads.

Revenue from the rendering of integration and solutions services and application services (other than those that are recognised on a time proportion basis over the period of the contract or when the relevant services have been rendered, as appropriate) is recognised based on the percentage of completion of the transaction, provided that the revenue, the costs incurred and the estimated costs to completion can be measured reliably. The percentage of completion is established by reference to the costs incurred to date as compared to the total costs to be incurred under the transaction, or the value of services performed to date as a percentage of the value of total services to be performed under the transaction. Where the outcome of a contract cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Provision is made for foreseeable losses as soon as they are anticipated by management. Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

2.4 主要會計政策概要(續)

服務合約

有關提供集成及解決方案服務及應用服務之合約收入包括協定之合約金額。合約成本包括與提供服務直接相關之設備及原材料直接成本、勞工及其他人力成本以及可應佔開支。

有關提供集成及解決方案服務及應用服務之收入(不包括按時間比例於合約期或於提供相關服務時(視適用情況而定)確認者)根據完成交易之百分比確認,而收入、所產生成本及估計完成所需成本必須能夠可靠計量。完成百分比乃參照當時產生之成本對比交易項下將產生之總成本,或按當時已提供服務價值佔交易項下將提供服務總值之比例而釐定。在合約之成果不能夠可靠地計量時,僅於所產生成本可予收回之情況下,方會確認收入。

管理層於預期可見將來會出現虧損時計提撥備。倘當時所產生之合約成本加已確認溢利減已確認虧損超出工程進度收費,有關盈餘將被視為應收合約客戶款項。倘工程進度收費超出當時所產生之合約成本加已確認溢利減已確認虧損,有關盈餘將被視為應付合約客戶款項。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments

The Company operates two equity-settled, share-based compensation schemes including a share option scheme and a restricted share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees of the Group (including directors of the entities comprising the Group) receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

2.4 主要會計政策概要(續)

以股份支付交易

本公司設有兩項股權結算股份補償計劃，包括一項購股權計劃及一項有限制股份獎勵計劃，藉以為對本集團營運之成功作出貢獻之合資格參與者提供獎勵及回報。本集團僱員(包括本集團旗下各實體之董事)會收取以股份支付之酬金，而僱員會提供服務作為股權工具之代價(「股權結算交易」)。

自二零零二年十一月七日起，與僱員進行之股權結算交易之成本乃按授出當日之公平值計算。

股權結算交易之成本連同股本之相應升幅會於達到其表現及／或服務條件之期間於僱員福利開支確認。由每個報告期間結算日直至歸屬日就股權結算交易確認之累計開支反映歸屬期已屆滿部分，以及本集團就有關最終將會歸屬之股本工具數目之最佳估計。各期間損益表之扣減或計入，指該期間開始和結束時已確認累計開支之變動。

釐定獎勵於授出日期的公平值時，並不會考慮服務及非市場績效條件，但會評估達成該等條件的可能性作為本集團對最終將歸屬的股權工具數量的最佳估計。市場績效條件反映於授出日期公平值內。獎勵所附帶但並無相關服務要求的任何其他條件視為非歸屬條件。除非有另外的服務及／或績效條件，否則非歸屬條件反映於獎勵的公平值內，並將即時支銷獎勵。

就因未達成非市場績效及／或服務條件導致最終並未歸屬的獎勵而言，不會確認任何開支。當獎勵包括市場或非歸屬條件，只要所有其他績效及／或服務條件已經達成，不論市場或非歸屬條件是否已達成，該等交易均會被視為已歸屬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification, that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options and shares held under the restricted share award scheme is reflected as additional share dilution in the computation of earnings per share.

The Group has adopted the transitional provisions of HKFRS 2 in respect of equity-settled awards and has applied HKFRS 2 only to equity-settled awards granted after 7 November 2002 that had not vested by 1 January 2005 and to those granted on or after 1 January 2005.

Other employee benefits

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of each reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of each reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

2.4 主要會計政策概要(續)

以股份支付交易(續)

當股權結算報酬的條款被修訂時，假設原有獎勵條款已獲達成，則會確認最低開支，猶如有關條款並無修訂。此外，倘若按修訂日期的計量，任何修訂導致以股份付款之公平值總值有所增加，或對僱員帶來其他利益，則應該就該等修訂確認開支。

當股權結算報酬註銷時，會視作報酬已於註銷當日歸屬，而尚未確認報酬之任何支出會即時確認，當中包括任何尚未達成本集團或僱員可控制非歸屬條件之任何報酬。然而，倘註銷的報酬被任何新報酬取代，並指定為授出當日的替代報酬，則該項註銷及新報酬會如上段所述被視為原有報酬的修訂處理。

尚未行使購股權及根據有限制股份獎勵計劃所持股份之攤薄影響會入賬列為計算每股盈利時的額外股份攤薄。

本集團已採納香港財務報告準則第2號有關股權結算報酬的過渡條文，並僅就二零零二年十一月七日之後授出但於二零零五年一月一日尚未歸屬之股權結算報酬，以及於二零零五年一月一日或之後授出之股權結算報酬應用香港財務報告準則第2號。

其他僱員福利

結轉有薪假期

本集團根據僱員僱傭合約按曆年基準向其僱員提供有薪年假。在若干情況下，各僱員於報告期間結算日尚未享之假期准予結轉至下個年度使用。於報告期間結算日，按僱員於年內所賺取有薪假期之預計未來成本已當作一項應計費用並予以結轉。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Other employee benefits (continued)

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of 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, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central retirement benefit scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central retirement benefit scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central retirement benefit scheme.

Termination benefits

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

Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds, and they are expensed in the period in which they are incurred.

2.4 主要會計政策概要(續)

其他僱員福利(續)

退休福利計劃

本集團根據香港強制性公積金計劃條例為其合資格參與有關計劃之僱員實施定額供款強制性公積金計劃(「強積金計劃」)。供款乃按僱員基本薪酬之百分比計算，在按強積金計劃之規則應予支付時於損益表中扣除。強積金計劃之資產由獨立管理之基金與集團資產分開持有。本集團之僱主供款於支付予強積金計劃後即全數歸屬於僱員，惟本集團之僱主自願性質供款，在僱員未能享有全數歸屬供款前離職的情況下，可按強積金計劃之規則退回本集團。

本集團於中國內地經營之附屬公司僱員須參與由相關中國地方市政府營辦之中央退休福利計劃。該等附屬公司須根據員工薪金之一定百分比向中央退休福利計劃供款。供款乃於根據中央退休福利計劃之規則規定應付時在損益表中支銷。

終止福利

終止福利於本集團不再撤銷提供該等利益時或當本集團確認涉及支付終止福利之重組成本(以較早發生者為準)確認。

借貸成本

借貸成本包括本集團借取資金時產生之利息及其他成本，該等金額於產生期間支銷。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividends

Final dividends proposed by the directors, excluding those relating to the Company's own shares held under the Company's restricted share award scheme, are classified as a separate allocation of retained profits and/or other distributable reserves within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策概要(續)

股息

董事建議之末期股息(與根據本公司有限制股份獎勵計劃持有之本公司股份有關者除外),乃於財務狀況報表之權益部分內分類為保留溢利及/或其他可分配儲備之一項獨立分配項目,直至經股東於股東大會批准為止。當該等股息經股東批准並宣派後,則確認為負債。

本公司同時建議並宣派中期股息,原因為本公司之公司細則賦予董事權力宣派中期股息。因此,中期股息於建議並宣派之時即時確認為負債。

外幣

此等財務報表乃以本公司之功能貨幣港元呈列。本集團旗下各實體均自行決定其本身之功能貨幣,而各實體之財務報表所包含項目均採用該功能貨幣計量。本集團旗下實體所記錄外幣結算交易初步以交易當日其各自之功能貨幣匯率記錄。以外幣計值之貨幣資產及負債按報告期間結算日之功能貨幣匯率換算。由結算或換算貨幣項目引致之差額均會被計入損益表。

以外幣按歷史成本計量之非貨幣項目按首次交易當日之匯率換算。以外幣公平值計量之非貨幣項目按釐定公平值當日之匯率換算。換算非貨幣項目之盈虧乃按與確認該項目公平值變動盈虧一致之方式處理,即公平值盈虧在其他全面收益或損益內確認之項目亦分別於其他全面收益或損益表內確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

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

3. 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 their accompanying disclosures, and the disclosure of contingent liabilities. 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.

Judgements

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

2.4 主要會計政策概要(續)

外幣(續)

若干海外附屬公司之功能貨幣為港元以外貨幣。於報告期間結算日，該等實體之資產與負債按報告期間結算日之現行匯率換算為港元，而有關損益表則按年度之加權平均匯率換算為港元。換算產生之匯率差額於其他全面收入確認，並於匯兌波動儲備累計。出售海外業務時，有關該特定海外業務之其他全面收入項目於損益表確認。

就綜合現金流量表而言，海外附屬公司之現金流量乃按計算現金流量當日之匯率換算為港元。年內海外附屬公司日常產生之現金流量乃按年內加權平均匯率換算為港元。

3. 主要會計判斷及估計

管理層在編製本集團財務報表時須作出判斷、估計及假設，而有關判斷、估計及假設會對收入、開支、資產及負債，及其有關之披露，以及或然負債之披露所申報金額造成影響。該等假設及估計之不確定性或引致須對在未來遭受影響之資產及負債賬面值作出重大調整。

判斷

應用本集團之會計政策時，除以下涉及估計之判斷外，管理層作出下列對財務報表已確認金額具重大影響之判斷：

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements (continued)

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Income taxes

Significant judgement is involved in determining the provision for income taxes. Determining income tax provision requires management to make estimates and assumptions and involves judgement on the tax treatment of certain transactions, assessment of the probability of tax uncertainties and interpretation of applicable tax rules. These estimates, assumptions, judgements and assessments affect the amounts that are reported in these financial statements and accompanying disclosures. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to taken into account any changes in tax legislation and/or underlying assumptions.

3. 主要會計判斷及估計(續)

判斷(續)

經營租賃承擔—本集團作為出租人

本集團已就其投資物業組合訂立商用物業租約。基於對有關安排條款及條件之評估，本集團已決定保留該等以經營租賃出租物業之全部擁有權之重大風險及回報。

投資物業與自用物業之分類

本集團會釐定一項物業是否合資格作為一項投資物業，並已制定作出該判斷之準則。投資物業為就賺取租金或資本增值或同時就該兩個目的而持有之物業。因此，本集團考慮物業所賺取之現金流量，是否很大程度獨立於本集團持有之其他資產。若干物業一部分持作收取租金或資本增值，另一部分用作生產或供應貨品或提供服務或作行政用途。倘該等部分可獨立出售或根據融資租賃方式分開出租，本集團將該等部分個別入賬。倘該等部分不可獨立出售，惟用作生產或供應貨品或提供服務或作行政用途之部分並非重大，有關物業方可列作投資物業。管理層已就個別物業作出判斷，以釐定有關配套設施是否重大至足以導致該物業不合資格列作投資物業。

所得稅

釐定所得稅撥備時涉及重大判斷。釐定所得稅撥備時需要管理層作出估計及假設，並涉及對若干交易之稅項處理作出判斷、評估稅項未明朗化之可能性及對適用稅務條例作出詮釋。此等估計、假設、判斷及評估均影響將於此等財務報表及附註所呈報之金額。本集團小心評估交易之稅務涵義，並相應計提稅項撥備。該等交易之稅項處理將定期重新考慮，以計及稅務條例及／或相關假設之任何變動。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements (continued)

Income taxes (continued)

As a result of the fact that certain matters relating to income taxes have not been confirmed/agreed/assessed by the relevant tax authority, accounting judgements and estimates based on, inter alia, the substance of the matters, certain underlying assumptions and estimates, and the interpretation of existing legislation in respect thereof, are required in determining the applicable tax position. Where the final outcome of these matters is different from that based on the original judgements, assumptions, interpretations and estimates, the differences will impact the income tax and tax payable in the period in which the differences realise.

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 described below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2015 was HK\$44,575,000 (2014: HK\$29,211,000). Further details are given in note 14 to the financial statements.

3. 主要會計判斷及估計(續)

判斷(續)

所得稅(續)

由於有關所得稅之相關事宜尚未獲相關稅務機關確認/同意/評核，故於釐定適用稅項狀況時，須根據(其中包括)有關事宜之內容、若干相關假設及估計以及就此方面對現有法例之詮釋作出會計判斷及估計。倘該等事宜之最後結果有別於根據原來判斷、假設、詮釋及估計所作出者，則有關差異將影響該差異變現之期間內之所得稅及應繳稅項。

估計不明朗因素

於報告期間結算日就未來及其他主要估計不明朗因素所作之主要假設，可能引致須於下一個財政年度就資產及負債賬面值作出大幅調整之重大風險論述如下。

商譽減值

本集團每年至少一次釐定其商譽有否出現減值。此舉須就商譽被分配至現金產生單位之使用價值作出推算。在計算使用價值時，本集團須估計預期來自現金產生單位之未來現金流量，並選擇合適折現率，以計算現金流量之現值。於二零一五年十二月三十一日，商譽賬面值為44,575,000港元(二零一四年：29,211,000港元)。進一步詳情見財務報表附註14。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets with finite useful lives are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Estimation of fair value of investment properties

Investment properties are stated at their fair value. The fair value at the end of each reporting period was based on a valuation on these properties conducted by an independent firm of professionally qualified valuers using property valuation techniques which involve making assumptions on certain market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair value of the Group's investment properties and the corresponding adjustments to the gain or loss are recognised in the statement of profit or loss.

Further details, including the key assumptions used for fair value measurement, are given in note 13 to the financial statements.

Impairment of loans and receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a loan/receivable is impaired. To determine whether there is objective evidence of impairment, the Group considers factors including, inter alia, the probability of insolvency or significant financial difficulties of the debtors and default or significant delay in payments.

3. 主要會計判斷及估計(續)

估計不明朗因素(續)

除商譽外之非財務資產減值

於各報告期間結算日，本集團評估所有非財務資產是否有任何減值跡象。倘有跡象顯示賬面值未必能收回，則會對可使用年期有限之非財務資產進行減值測試。當資產或現金產生單位之賬面值超出其可收回金額(即其公平值減銷售成本與其使用價值之較高者)時即存在減值。公平值減出售成本乃按類似資產公平交易中具約束力之銷售交易所得數據或可觀察市場價格減出售資產之增加成本計算。當計算使用價值時，管理層必須估計該項資產或現金產生單位之預期未來現金流量，並選擇合適折現率以計算該等現金流量之現值。

投資物業公平值之估算

投資物業按其公平值列賬。於各報告期間結算日之公平值乃根據獨立專業合資格估值師以涉及對若干市場條件作出假設之物業估值技術對該等物業進行之估值計算。此等假設之有利及不利變動將導致本集團投資物業公平值作出變動，並對於損益表確認之盈虧作出相應調整。

進一步詳情(包括公平值計量所用之主要假設)載於財務報表附註13。

貸款及應收款項減值

本集團於各報告期間結算日評估是否有客觀證據顯示貸款/應收款項已減值。為釐定是否有減值之客觀證據，本集團考慮之因素有(其中包括)債務人無力償還或債務人出現嚴重財務困難及長時間延期付款之可能性。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Impairment of loans and receivables (continued)

The Group maintains an allowance for the estimated loss arising from the inability of its debtors to make the required payments. The Group makes its estimates based on the ageing of its receivable balances, debtors' creditworthiness, and historical write-off experience. If the financial condition of its debtors was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 24 to the financial statements.

Impairment of available-for-sale investments

The Group classifies certain assets as available for sale and recognises movements in their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the statement of profit or loss. The carrying amount of available-for-sale investments was HK\$1,880,000 (2014: HK\$11,780,000). Further details are included in note 16 to the financial statements.

Development costs

Development costs are capitalised in accordance with the accounting policy for research and development costs in note 2.4 to the financial statements. Determining the amounts to be capitalised requires management to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits.

3. 主要會計判斷及估計(續)

估計不明朗因素(續)

貸款及應收款項減值(續)

本集團就其債務人未能償還所需款項所產生之估計虧損作出撥備。本集團按其應收款項結餘之賬齡、債務人信貸記錄及過往撇銷經驗作出估計。倘其債務人之財務狀況轉壞，致使實際減值虧損可能高於預期，則本集團須修訂撥備基準。

遞延稅項資產

一切未動用之稅項虧損會作遞延稅項資產確認，惟必須有應課稅溢利與可動用之虧損抵銷。釐定可予確認之遞延稅項資產數額時，管理層需要根據日後應課稅溢利之可能時間及數額配合未來稅務計劃策略作出重大判斷。進一步詳情載於財務報表附註24。

可供出售投資之減值

本集團將若干資產分類為可供出售，並於權益確認其公平值變動。當公平值減少時，管理層對價值減少作出假設，以釐定應否於損益表確認減值。可供出售投資之賬面值為1,880,000港元(二零一四年：11,780,000港元)。進一步詳情載於財務報表附註16。

開發成本

開發成本乃根據財務報表附註2.4內研究及開發成本之會計政策撥充資本。管理層須就資產預計未來產生現金、採納的折現率及預期利益期間作出假設，以釐定撥充資本的數額。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Useful lives of property, plant and equipment

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of assets of similar nature and functions. It could change significantly as a result of technical innovation and competitor actions in response to severe industry cycles. Useful lives are reviewed, and adjusted if appropriate, at least at each financial year end. The Group will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned.

Net realisable value of inventories

Net realisable value of inventories is based on estimated selling prices less any estimated costs to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience in selling goods of a similar nature. They could change significantly as a result of changes in market conditions. The Group will reassess the estimations at the end of each reporting period.

Contracts for services

The Group recognises certain contract revenue on the rendering of services by reference to the stage of completion of the contract activity at the end of the reporting period, when the outcome of a contract can be estimated reliably. The stage of completion is measured by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs to be incurred under the transaction, or the value of services performed to date as a percentage of the value of total services to be performed under the transaction. Significant assumptions are required to estimate the total contract costs and/or the stage of completion, and the recoverable variation works that will affect the stage of completion. The estimates are made based on past experience and knowledge of management.

3. 主要會計判斷及估計(續)

估計不明朗因素(續)

物業、廠房及設備之可使用年期

本集團釐定其物業、廠房及設備之估計使用年期及相關折舊開支。是項估計乃根據類似性質及功能之資產實際可使用年期之過往經驗而作出，其可因技術革新及競爭對手因應極端行業週期所作行動而大幅變動。可使用年期至少於各財政年度年結日進行審閱，並於適當時作出調整。倘可使用年期低於先前估計年期，本集團將增加折舊開支，或將撇銷或撇減技術上屬陳舊或已棄用之非策略資產。

存貨之可變現淨值

存貨之可變現淨值乃根據估計售價減完成及出售將予產生之任何估計成本而計算。該等估計乃根據銷售類似性質之貨品之當前市況及過往經驗作出，有關估計可因應市況變動而出現重大變動。本集團將於各報告期間結算日重新評估有關估計。

服務合約

本集團於提供服務之合約結果能可靠估計時，根據報告期間結算日合約活動之完成進度確認合約收入。完成進度按截至該日實際進行工作所產生合約成本佔交易項下將產生之估計合約總成本的比例，或按截至該日所提供服務價值佔交易項下所提供服務價值總值百分比計量。估計合約成本總值及／或完成進度時須作出估計，而進行可收回之修訂工作將會對完成進度構成影響。有關估計乃根據管理層過往經驗及知識作出。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the application services segment that primarily engages in the provision of enterprise applications software and related operation outsourcing, business process outsourcing and e-business, and related maintenance services;
- (b) the integration and solutions services segment that primarily engages in the sales of computer networks and system platforms, and the provision of system and network integration, IT solutions development and implementation, and related maintenance services; and
- (c) the investments segment that primarily engages in various types of investing activities including, inter alia, property investment for rental income and/or for capital appreciation and treasury investment in securities for dividend income and interest income and/or for capital appreciation.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that unallocated interest income, unallocated other income and gains, net, unallocated foreign exchange differences, net, corporate and other unallocated depreciation, corporate and other unallocated expenses are excluded from such measurement.

Segment assets exclude tax recoverable, pledged bank deposits, cash and cash equivalents, and other unallocated head office and corporate assets as these assets are managed on a group basis.

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

There were no material intersegment sales and transfers during the current and prior years.

4. 經營分部資料

為方便管理，本集團根據其產品及服務劃分業務單位，並得出以下三個可報告的經營分部：

- (a) 應用服務分部乃主要從事提供企業應用軟件及相關營運外判、業務流程外判及電子貿易服務，以及相關保養服務；
- (b) 集成及解決方案服務分部乃主要從事銷售電腦網絡及系統平台、以及提供系統及網絡集成服務、資訊科技解決方案發展及實施，以及相關保養服務；及
- (c) 投資分部乃主要從事不同種類之投資活動，其中包括賺取租金收入及／或資本增值之物業投資，於證券庫務投資以賺取股息收入及利息收入及／或資本增值。

管理層獨立監察本集團各經營分部之業績，以就資源分配及表現評估作出決定。分部表現乃根據可報告分部溢利進行評估，而此乃經調整除稅前溢利計算方法。經調整除稅前溢利與本集團除稅前溢利之計量基準一致，當中並無計及未分配利息收入、未分配其他收入及收益淨額、未分配匯兌差額淨額、企業及其他未分配折舊以及企業及其他未分配開支。

分部資產不包括可返還稅項、已抵押存款、現金及等同現金資產，以及其他未分配總部及企業資產，原因為此等資產乃集團統一管理。

分部負債不包括應繳稅項、遞延稅項負債及其他未分配總部及企業負債，原因為此等負債乃集團統一管理。

於目前及過往年度並無重大分類間之銷售及轉讓。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

4. OPERATING SEGMENT INFORMATION (CONTINUED)

(a) Operating segments

4. 經營分部資料(續)

(a) 經營分部

| | | Application Services | | Integration and Solutions Services | | Investments | | Total | |
|---|--------------|----------------------|----------|------------------------------------|----------|---------------|----------|----------------|----------|
| | | 應用服務 | | 集成及解決方案服務 | | 投資 | | 總額 | |
| | | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Segment revenue: | 分部收入： | | | | | | | | |
| Sales to external customers | 銷售予外界客戶 | 95,946 | 89,043 | 120,082 | 117,814 | 3,059 | 3,905 | 219,087* | 210,762* |
| Other income and gains, net | 其他收入及收益淨額 | 52 | 48 | 128 | 3 | 354 | (11) | 534^ | 40^ |
| Total | 總計 | 95,998 | 89,091 | 120,210 | 117,817 | 3,413 | 3,894 | 219,621 | 210,802 |
| Segment results | 分部業績 | 42,210 | 38,184 | 29,143 | 24,195 | 6,178 | 12,036 | 77,531 | 74,415 |
| <i>Reconciliation:</i> | <i>對賬：</i> | | | | | | | | |
| Unallocated interest income | 未分配利息收入 | | | | | | | 8,849^ | 11,405^ |
| Unallocated other income and gains, net | 未分配其他收入及收益淨額 | | | | | | | -^ | 195^ |
| Unallocated foreign exchange differences, net | 未分配匯兌差額淨額 | | | | | | | (9,073) | (4,481) |
| Corporate and other unallocated depreciation | 企業及其他未分配折舊 | | | | | | | (1,842) | (1,002) |
| Corporate and other unallocated expenses | 企業及其他未分配開支 | | | | | | | (25,388) | (25,212) |
| Profit before tax | 除稅前溢利 | | | | | | | 50,077 | 55,320 |
| Segment assets | 分部資產 | 67,576 | 42,973 | 27,481 | 28,643 | 81,309 | 84,526 | 176,366 | 156,142 |
| <i>Reconciliation:</i> | <i>對賬：</i> | | | | | | | | |
| Corporate and other unallocated assets | 企業及其他未分配資產 | | | | | | | 363,336 | 366,498 |
| Total assets | 資產總值 | | | | | | | 539,702 | 522,640 |
| Segment liabilities | 分部負債 | 53,318 | 42,855 | 36,382 | 37,453 | 845 | 820 | 90,545 | 81,128 |
| <i>Reconciliation:</i> | <i>對賬：</i> | | | | | | | | |
| Corporate and other unallocated liabilities | 企業及其他未分配負債 | | | | | | | 20,539 | 18,695 |
| Total liabilities | 負債總額 | | | | | | | 111,084 | 99,823 |

* This represents the consolidated revenue of HK\$219,087,000 (2014: HK\$210,762,000) in the consolidated statement of profit or loss.

^ These comprise the consolidated other income and gains, net, of HK\$9,383,000 (2014: HK\$11,640,000) in the consolidated statement of profit or loss.

* 指於綜合損益表之綜合收入219,087,000港元(二零一四年：210,762,000港元)。

^ 包括在綜合損益表內之其他收入及收益淨額為9,383,000港元(二零一四年：11,640,000港元)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料(續)

(a) Operating segments (continued)

(a) 經營分部(續)

| | Application Services | | Integration and Solutions Services | | Investments | | Total | |
|---|----------------------|----------|------------------------------------|----------|-------------|----------|----------|----------|
| | 應用服務 | | 集成及解決方案服務 | | 投資 | | 總額 | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 | 二零一五年 | 二零一四年 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Other segment information: | 其他分部資料: | | | | | | | |
| Net fair value gains on investment properties | | | | | | | | |
| | - | - | - | - | 3,200 | 8,125 | 3,200 | 8,125 |
| Net fair value losses on financial assets at fair value through profit or loss | | | | | | | | |
| | - | - | - | - | (58) | (30) | (58) | (30) |
| Amortisation of other intangible assets | | | | | | | | |
| | 821 | - | - | - | - | - | 821 | - |
| Depreciation | | | | | | | | |
| | 329 | 371 | 314 | 495 | 59 | 94 | 702 | 960 |
| Corporate and other unallocated depreciation | | | | | | | | |
| | | | | | | | 1,842 | 1,003 |
| | | | | | | | 2,544 | 1,963 |
| Impairment losses recognised/(reversed) in the consolidated statement of profit or loss, net* | | | | | | | | |
| | 166 | 180 | (185) | 33 | - | - | (19) | 213 |
| Capital expenditure** | | | | | | | | |
| | 274 | 404 | 988 | 109 | - | - | 1,262 | 513 |
| Corporate and other unallocated capital expenditure | | | | | | | | |
| | | | | | | | 229 | 6,999 |
| | | | | | | | 1,491 | 7,512 |

* Including impairment losses recognised in the consolidated statement of profit or loss attributable to the application services segment and the integration and solutions services segment of HK\$319,000 (2014: HK\$229,000) and nil (2014: HK\$208,000), respectively, and impairment losses reversed in the consolidated statement of profit or loss attributable to the application services segment and the integration and solutions services segment of HK\$153,000 (2014: HK\$49,000) and HK\$185,000 (2014: HK\$175,000), respectively.

** Capital expenditure consists of additions to property, plant and equipment and including property, plant and equipment from the acquisition of subsidiaries.

* 包括於綜合損益表所確認來自應用服務分部及集成及解決方案服務分部之減值虧損分別為319,000港元(二零一四年: 229,000港元)及無(二零一四年: 208,000港元), 及於綜合損益表撥回來自應用服務分部及集成及解決方案服務分部之減值虧損分別為153,000港元(二零一四年: 49,000港元)及185,000港元(二零一四年: 175,000港元)。

** 資本開支包括物業、廠房及設備添置, 以及包括由收購附屬公司之物業、廠房及設備添置。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

4. OPERATING SEGMENT INFORMATION (CONTINUED)

(b) Geographical information

(i) Revenue from external customers

| | Hong Kong and other countries 香港及其他國家 | | Mainland China 中國內地 | | Total 總額 | |
|-----------------------------|--|-----------------|------------------------|-----------------|-----------------|-----------------|
| | 2015 二零一五年 | 2014 二零一四年 | 2015 二零一五年 | 2014 二零一四年 | 2015 二零一五年 | 2014 二零一四年 |
| | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Segment revenue: | 分部收入： | | | | | |
| Sales to external customers | 銷售予外界客戶 | | | | | |
| | 202,149 | 174,594 | 16,938 | 36,168 | 219,087 | 210,762 |

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

收入資料乃以客戶所在地為基準。

(ii) Non-current assets

| | | 2015 二零一五年 | 2014 二零一四年 |
|----------------|------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Hong Kong | 香港 | 112,565 | 88,729 |
| Mainland China | 中國內地 | 11,937 | 9,489 |
| | | 124,502 | 98,218 |

The non-current asset information is based on the locations of the assets and excludes financial instruments.

非流動資產資料乃按資產所在地呈列，當中並未計及財務工具。

(c) Information about major customers

Revenue from an external customer individually amounting to 10% or more of the Group's total revenue:

For the year ended 31 December 2015, revenue from a major customer of HK\$62,445,000 (2014: HK\$58,669,000) was derived from the application services segment, integration and solutions services segment.

4. 經營分部資料(續)

(b) 地區資料

(i) 來自外界客戶之收入

| | Hong Kong and other countries 香港及其他國家 | | Mainland China 中國內地 | | Total 總額 | |
|-----------------------------|--|-----------------|------------------------|-----------------|-----------------|-----------------|
| | 2015 二零一五年 | 2014 二零一四年 | 2015 二零一五年 | 2014 二零一四年 | 2015 二零一五年 | 2014 二零一四年 |
| | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Segment revenue: | 分部收入： | | | | | |
| Sales to external customers | 銷售予外界客戶 | | | | | |
| | 202,149 | 174,594 | 16,938 | 36,168 | 219,087 | 210,762 |

收入資料乃以客戶所在地為基準。

(ii) 非流動資產

| | | 2015 二零一五年 | 2014 二零一四年 |
|----------------|------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Hong Kong | 香港 | 112,565 | 88,729 |
| Mainland China | 中國內地 | 11,937 | 9,489 |
| | | 124,502 | 98,218 |

非流動資產資料乃按資產所在地呈列，當中並未計及財務工具。

(c) 主要客戶之資料

來自一名外界客戶之收入個別佔本集團總收入10%或以上：

截至二零一五年十二月三十一日止年度，來自一名主要客戶之收入為62,445,000港元(二零一四年：58,669,000港元)，有關金額乃來自應用服務分部、集成及解決方案服務分部。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue represents the aggregate of the invoiced value of goods sold, net of trade discounts, returns and business tax, where applicable; fees earned from the provision of enterprise applications software, related operation outsourcing, business process outsourcing, e-business, system and network integration, IT solutions development and implementation and related services; fees earned from the provision of maintenance services; gross rental income earned from investment properties; and interest income earned from treasury investments during the year.

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

5. 收入、其他收入及收益淨額

收入指本年度銷售貨品之發票值總額扣除貿易折扣、退貨及營業稅(如適用); 提供企業應用軟件、相關業務外判、業務流程外判、電子貿易服務、系統及網絡集成服務、資訊科技解決方案發展及實施以及相關服務; 提供保養服務賺取之費用; 投資物業賺取之租金收入總額; 以及就庫務投資賺取之利息收入。

收入、其他收入及收益淨額分析如下:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|---|----------------------------------|----------------------------------|
| Revenue | 收入 | | |
| Provision of enterprise applications software and related operation outsourcing, business process outsourcing and e-business, and related maintenance services | 提供企業應用軟件及相關營運外判、業務流程外判及電子貿易服務, 以及相關保養服務 | 95,946 | 89,043 |
| Sales of computer networks and system platforms, and the provision of system and network integration, IT solutions development and implementation, and related maintenance services | 銷售電腦網絡及系統平台、以及提供系統及網絡集成服務、資訊科技解決方案發展及實施以及相關保養服務 | 120,082 | 117,814 |
| Gross rental income from investment properties and interest income from treasury investments | 投資物業之租金收入總額及庫務投資之利息收入 | 3,059 | 3,905 |
| | | 219,087 | 210,762 |
| Other income and gains, net | 其他收入及收益淨額 | | |
| Bank interest income | 銀行利息收入 | 8,849 | 11,405 |
| Dividend income from listed investments | 上市投資之股息收入 | 629 | 605 |
| Fair value losses, net: | 公平值虧損淨額: | | |
| Available-for-sale investments (transfer from equity on disposal) | 可供出售投資 (轉撥自出售權益) | (414) | (581) |
| Gain/(loss) on disposal of financial assets at fair value through profit or loss | 出售按公平值經損益入賬之財務資產收益/(虧損) | 24 | (44) |
| Gain on disposal of items of property, plant and equipment | 出售物業、廠房及設備項目之收益 | 243 | - |
| Others | 其他 | 52 | 255 |
| | | 9,383 | 11,640 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

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6. PROFIT BEFORE TAX

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

6. 除稅前溢利

本集團之除稅前溢利經扣除/(計入)下列各項：

| | | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|---------------------------|----|----------------------------------|----------------------------------|
| Cost of inventories sold | 已出售存貨成本 | | 61,249 | 67,908 |
| Cost of services provided | 已提供服務成本 | | 39,165 | 33,120 |
| Depreciation* | 折舊* | 12 | 2,544 | 1,963 |
| Amortisation of other intangible assets** | 其他無形資產攤銷** | 15 | 821 | - |
| Loss/(gain) on disposal of items of property, plant and equipment | 出售物業、廠房及設備項目之虧損/(收益) | | (243) | 25 |
| Minimum lease payments under operating leases | 根據經營租賃之最低租金款項 | | 4,209 | 5,319 |
| Auditors' remuneration | 核數師酬金 | | 1,220 | 1,100 |
| Employee benefit expense (excluding directors' remuneration – note 7)^#: | 僱員福利開支(不包括董事酬金—附註7)^#: | | | |
| Wages, salaries and allowances | 工資、薪金及津貼 | | 79,717 | 72,810 |
| Equity-settled share-based payment expense | 股權結算以股份支付開支 | | 597 | 477 |
| Retirement benefit scheme contributions (defined contribution schemes) | 退休福利計劃供款(定額供款計劃) | | 4,489 | 4,293 |
| | | | 84,803 | 77,580 |
| Impairment of trade receivables | 應收貿易賬款減值 | 18 | 319 | 437 |
| Reversal of impairment of trade receivables | 撥回應收貿易賬款減值 | 18 | (338) | (224) |
| Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties | 可賺取租金之投資物業直接經營開支(包括維修及保養) | | 111 | 92 |
| Fair value losses/(gains), net: | 公平值虧損/(收益)淨額: | | | |
| Available-for-sale investments (transfer from equity on disposal) | 可供出售投資(轉撥自出售權益) | | 414 | 581 |
| Financial assets at fair value through profit or loss | 按公平值經損益入賬之財務資產 | | 58 | 30 |
| Investment properties | 投資物業 | 13 | (3,200) | (8,125) |
| Interest income from treasury investments | 庫務投資之利息收入 | | (624) | (2,022) |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

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6. PROFIT BEFORE TAX (CONTINUED)

- * Depreciation for the year of HK\$16,000 (2014: HK\$15,000) is included in "Cost of sales and services" on the face of the consolidated statement of profit or loss.
- ** Amortisation of other intangible assets for the year of HK\$821,000 (2014: Nil) is included in "Other expenses" on the face of the consolidated statement of profit or loss.
- ^ Inclusive of research and development cost for application software products of HK\$4,596,000 (2014: HK\$1,873,000).
- # Inclusive of an amount of HK\$39,165,000 (2014: HK\$33,120,000) classified under "Cost of services provided" above.

6. 除稅前溢利(續)

- * 本年度內折舊16,000港元(二零一四年: 15,000港元)納入綜合損益表之「銷售及服務成本」內。
- ** 本年度內其他無形資產攤銷821,000港元(二零一四年: 無)納入綜合損益表之「其他開支」內。
- ^ 包括有關應用軟件產品研究及開發成本4,596,000港元(二零一四年: 1,873,000港元)。
- # 包括分類為上述「提供服務成本」之數額39,165,000港元(二零一四年: 33,120,000港元)。

7. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

7. 董事薪酬

年內董事薪酬根據香港聯合交易所有限公司證券上市規則(「上市規則」)、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露如下:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------------|----------------------------------|----------------------------------|
| Fees: | 袍金: | | |
| Executive directors | 執行董事 | - | - |
| Independent non-executive directors | 獨立非執行董事 | 450 | 450 |
| | | 450 | 450 |
| Other emoluments: | 其他酬金: | | |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物利益 | 5,265 | 5,735 |
| Bonuses* | 花紅* | 1,376 | 1,127 |
| Equity-settled share-based payment expense# | 股權結算以股份支付開支# | 291 | 588 |
| Retirement benefit scheme contributions (defined contribution schemes) | 退休福利計劃供款 (定額供款計劃) | 61 | 66 |
| | | 6,993 | 7,516 |
| | | 7,443 | 7,966 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

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7. DIRECTORS' REMUNERATION (CONTINUED)

- * Certain directors of the Company are entitled to bonus payments which are determined by the board of directors on a discretionary basis.
- # In prior years, certain directors were awarded restricted shares of the Company, subject to certain vesting conditions, in respect of their services to the Group, under the restricted share award scheme of the Company, further details of which are set out in note 27 to the financial statements. The fair value of such restricted shares, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--------------------------------------|----------|----------------------------------|----------------------------------|
| Independent non-executive directors: | 獨立非執行董事： | | |
| Ha Shu Tong | 夏樹棠 | 150 | 150 |
| Lee Kwok On, Matthew | 李國安 | 150 | 150 |
| Ting Leung Huel, Stephen | 丁良輝 | 150 | 150 |
| | | 450 | 450 |

Save as disclosed above, there were no other emoluments payable to the independent non-executive directors during the current and prior years.

7. 董事薪酬(續)

- * 若干本公司董事有權獲取由董事會酌情釐定之花紅付款。
- # 於過往年度，根據本公司之有限制股份獎勵計劃，於若干歸屬條件之規限下，若干董事已就彼等向本集團所提供服務獲授本公司有限制股份，有關進一步詳情載於財務報表附註27。該等有限制股份之公平值乃於授出日期釐訂，並已於歸屬期內在損益表確認，而計入本年度財務報表之金額亦已包括於上文董事薪酬披露內。

(a) 獨立非執行董事

年內，支付予獨立非執行董事之袍金如下

除上文披露者外，於本年度及過往年度並無其他應付予獨立非執行董事之酬金。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

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7. DIRECTORS' REMUNERATION (CONTINUED)

(b) Executive directors

The fees and other emoluments paid to executive directors during the year were as follows:

| | | Salaries, allowances and benefits in kind 薪金、 津貼及 實物利益 HK\$'000 千港元 | Bonuses 花紅 HK\$'000 千港元 | Equity-settled share-based payment expense 股權結算以 股份支付開支 HK\$'000 千港元 | Retirement benefit scheme contributions 退休福利 計劃供款 HK\$'000 千港元 | Total remuneration 酬金總額 HK\$'000 千港元 |
|----------------------------|--------------|---|----------------------------------|---|---|--|
| 2015 | 二零一五年 | | | | | |
| Executive directors: | 執行董事: | | | | | |
| Ng Cheung Shing ("Mr. Ng") | 吳長勝(「吳先生」) | 2,392 | 830 | 3 | 18 | 3,243 |
| Leung King San, Sunny | 梁景新 | 300 | - | - | 15 | 315 |
| Cheung Wai Lam | 張偉霖 | 1,747 | 407 | 241 | 18 | 2,413 |
| Lee Allen* | 李卓斌* | 826 | 139 | 47 | 10 | 1,022 |
| | | 5,265 | 1,376 | 291 | 61 | 6,993 |
| 2014 | 二零一四年 | | | | | |
| Executive directors: | 執行董事: | | | | | |
| Ng Cheung Shing ("Mr. Ng") | 吳長勝(「吳先生」) | 2,392 | 827 | 11 | 17 | 3,247 |
| Leung King San, Sunny | 梁景新 | 300 | - | - | 15 | 315 |
| Cheung Wai Lam | 張偉霖 | 1,666 | 135 | 429 | 17 | 2,247 |
| Lee Allen | 李卓斌 | 1,377 | 165 | 148 | 17 | 1,707 |
| | | 5,735 | 1,127 | 588 | 66 | 7,516 |

The directors' emoluments paid to Mr. Ng included a housing allowance of HK\$2,112,000 (2014: HK\$2,112,000) which was remunerated by way of rental reimbursement. The rentals of the related property were paid directly by Mr. Ng to the landlord, which is a company jointly controlled by Mr. Ng and one of his family members.

There was no arrangement under which a director waived or agreed to waive any remuneration during the current and prior years.

* Resigned as a director of the Company on 20 July 2015

7. 董事薪酬(續)

(b) 執行董事

年內，支付予執行董事之袍金及其他酬金如下：

支付予吳先生之董事酬金包括為數2,112,000港元(二零一四年：2,112,000港元)之住房津貼，以租金發還之方式支付。有關物業之租金由吳先生直接支付予業主，而該業主則是由吳先生及彼其中一名家族成員共同控制之公司。

於本年度及過往年度，董事並無撤回或同意撤回任何薪酬之安排。

* 於二零一五年七月二十日辭任本公司董事

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
財務報表附註(續)

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8. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2014: three) directors, details of whose remuneration are set out in note 7 to the financial statements. Details of the remuneration for the year of the remaining three (2014: two) non-director highest paid employees are as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------------|----------------------------------|----------------------------------|
| Salaries and allowances | 薪金及津貼 | 3,504 | 2,152 |
| Equity-settled share-based payment expense | 股權結算以股份支付開支 | 262 | 120 |
| Bonuses | 花紅 | 489 | 360 |
| Retirement benefit scheme contributions (defined contribution schemes) | 退休福利計劃供款 (定額供款計劃) | 53 | 33 |
| | | 4,308 | 2,665 |

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

| | | Number of employees 僱員人數 | |
|--------------------------------|-------------------------|-----------------------------|---------------|
| | | 2015 二零一五年 | 2014 二零一四年 |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 | 2 | 2 |
| HK\$1,500,001 to HK\$2,000,000 | 1,500,001港元至2,000,000港元 | 1 | - |
| | | 3 | 2 |

During the current year and in prior years, restricted shares of the Company, subject to certain vesting conditions, were awarded to two non-director highest paid employees in respect of their services to the Group, under the restricted share award scheme of the Company, further details of which are set out in note 27 to the financial statements. The fair value of such restricted shares, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director highest paid employees' remuneration disclosures.

8. 五名最高薪酬僱員

年內，五名最高薪酬僱員包括兩名(二零一四年：三名)董事，薪酬詳情載於財務報表附註7。其餘三名(二零一四年：兩名)最高薪酬非董事僱員之年內薪酬詳情如下：

薪酬介乎以下組別之最高薪酬非董事僱員之人數如下：

於本年度及過往年度，根據本公司之有限制股份獎勵計劃，於若干歸屬條件之規限下，兩名最高薪非董事僱員已就彼向本集團所提供服務獲授本公司有限制股份，進一步詳情載於財務報表附註27。該等有限制股份之公平值乃於授出日期釐訂，並已於歸屬期內在損益表確認，而計入本年度財務報表之金額亦已包括於上文最高薪非董事僱員酬金披露內。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

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9. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2014: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

9. 所得稅

香港利得稅乃根據本年度內於香港產生之估計應課稅溢利稅率16.5%(二零一四年: 16.5%)作出撥備。其他地區應課稅溢利之稅項乃根據本集團經營業務所在國家/司法權區按適用稅率計算。

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--------------------------------------|-------------|----------------------------------|----------------------------------|
| Current – Hong Kong | 即期 – 香港 | | |
| Charge for the year | 年內稅項支出 | 8,256 | 6,631 |
| Under/(over)provision in prior years | 往年度少/(多)提撥備 | 535 | (330) |
| Current – Elsewhere | 即期 – 其他地區 | | |
| Charge for the year | 年內稅項支出 | 23 | 147 |
| Overprovision in prior years | 往年度多提撥備 | (2,705) | – |
| Deferred (note 24) | 遞延(附註24) | (135) | 81 |
| Total tax charge for the year | 年內稅項支出總額 | 5,974 | 6,529 |

A reconciliation of the tax expense applicable to profit before tax at the statutory profits tax rate for Hong Kong in which the Company and the majority of its subsidiaries operating/are domiciled to the tax charge at the effective tax rate is as follows:

適用於按本公司及其大部分附屬公司經營/註冊地香港之法定利得稅率計算所得除稅前溢利之稅項支出，與按實際稅率計算之稅項支出對賬如下：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|-----------------------------------|----------------------------------|----------------------------------|
| Profit before tax | 除稅前溢利 | 50,077 | 55,320 |
| Tax at the Hong Kong statutory tax rate of 16.5% (2014: 16.5%) | 按香港法定稅率16.5% (二零一四年: 16.5%) 計算之稅項 | 8,263 | 9,128 |
| Higher/(lower) tax rates for overseas subsidiaries | 海外附屬公司較高/(較低)稅率 | (15) | 79 |
| Adjustments in respect of current tax of previous periods | 就過往年度之即期稅項 作出調整 | (2,170) | (330) |
| Income not subject to tax | 毋須課稅收入 | (1,429) | (2,413) |
| Expenses not deductible for tax | 不可扣稅開支 | 1,915 | 432 |
| Tax losses utilised from previous periods | 動用過往期間之稅項虧損 | (89) | (145) |
| Others | 其他 | (501) | (222) |
| Tax charge at the Group's effective tax rate | 本集團按實際稅率計算之 稅項支出 | 5,974 | 6,529 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

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9. INCOME TAX (CONTINUED)

Under the income tax laws of the People's Republic of China (the "PRC"), enterprises are subject to corporate income tax ("CIT") generally at a rate of 25% (2014: 25%). In the current year, certain of the Group's PRC subsidiaries operating in specific development zones of the PRC were granted a preferential CIT rate of 10% by relevant tax authorities.

In the prior year, the Hong Kong Inland Revenue Department (the "IRD") had issued a protective assessment to a subsidiary of the Company demanding tax of approximately HK\$2,260,000 for the year of assessment 2007/08. An enquiry letter was issued to that subsidiary on the same day regarding, inter alia, the nature and the deductibility of certain expenditure/expenses. The subsidiary had objected to the protective assessment and a written notice of objection had been filed to the IRD, at the same time, the subsidiary had purchased a tax reserve certificate at the request of the IRD.

During the current year, the IRD has issued a protective assessment to that subsidiary of the Company demanding tax of approximately HK\$2,354,000 for the year of assessment 2008/09. A further enquiry letter was issued to that subsidiary to request for additional information and documents regarding the nature and the deductibility of those abovementioned expenditure/expenses. The subsidiary has objected to the protective assessment and a written notice of objection has been filed to the IRD. The subsidiary has purchased a tax reserve certificate at the request of the IRD and filed a reply to the enquiries from the IRD.

Subsequent to the end of the reporting period, on 8 March 2016, the IRD has further issued a protective assessment to that subsidiary of the Company demanding tax of approximately HK\$2,008,000 for the year of assessment 2009/10. A further enquiry letter was issued to that subsidiary to request for additional information and documents in relation to the reply submitted by the subsidiary. The subsidiary will lodge an objection to the IRD against the protective assessment and is in the process of gathering additional information and documents requested in support of the deduction claim.

In the opinion of the directors of the Company, it is not practicable at this stage to estimate reliably the outcome of the deduction claim and therefore, the financial effect (including the amount or timing thereof, if any) of the foregoing enquiries. However, the directors believe that except for certain insignificant tax adjustments, the effect of which has been reflected in the current and prior years' profit or loss of the Group, and subject to availability of the required evidence, the subsidiary has valid grounds to support the deductibility of those expenditure/expenses. Accordingly, no further provision for Hong Kong profits tax is considered necessary at this stage.

9. 所得稅(續)

根據中華人民共和國(「中國」)所得稅法，企業一般須按25%(二零一四年：25%)之稅率繳納企業所得稅(「企業所得稅」)。於本年度，本集團若干設於中國特定開發區的中國附屬公司獲相關稅務機構給予10%優惠企業所得稅稅率的寬減。

於過往年度，香港稅務局(「稅務局」)向本公司一家附屬公司發出保障性評稅，要求繳納二零零七／零八年審核年度評稅約2,260,000港元。同日，稅務局向該附屬公司發出查詢函件，內容有關(其中包括)若干開支／支出之性質及可否予以扣減。該附屬公司反對有關保障性評稅，並已將反對之書面通知提交至稅務局，同時，該附屬公司已應稅務局要求購買儲稅券。

年內，稅務局向本公司之附屬公司發出保障性評稅，要求繳納二零零八／零九審核年度評稅約2,354,000港元。稅務局亦就有關上述開支／支出之性質及可否予以扣減之其他資料及文件向該附屬公司進一步發出查詢函件。該附屬公司就有關保障性評稅向稅務局提出反對，並已將反對之書面通知提交至稅務局。該附屬公司亦已應稅務局要求購買儲稅券，並已提交回覆查詢至稅務局。

報告期末後，於二零一六年三月八日，稅務局向本公司之附屬公司進一步發出保障性評稅，要求繳納二零零九／一零審核年度評稅約2,008,000港元。稅務局亦就有關附屬公司提交之回覆之其他資料及文件向該附屬公司進一步發出查詢函件。該附屬公司將就保障性評稅向稅務局提出反對，並現正收集所需之其他資料及文件以支持扣減有關稅項。

本公司董事認為，於現階段可靠地估計上述查詢之結果及有關財務影響(包括有關金額或時間(如有))並不切實可行，但董事相信除若干不重大稅務調整外，有關影響已反映於本集團本年度及過往年度之損益表內。此外，董事亦相信該附屬公司已有有效理據支持扣減該等開支／支出，惟須待取得所需證據後方可確實。因此，董事認為現階段毋須就香港利得稅作出進一步撥備。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

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10. DIVIDENDS

10. 股息

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|--------------------------------------|----------------------------------|----------------------------------|
| Interim – HK\$0.07 (2014: HK\$0.07) per ordinary share | 中期 – 每股普通股0.07港元 (二零一四年：0.07港元) | 17,093 | 17,094 |
| Less: Dividend for shares held under the Company's restricted share award scheme | 減：根據本公司有限制股份 獎勵計劃持有之股份 所得股息 | (186) | (225) |
| | | 16,907 | 16,869 |
| Proposed final – HK\$0.07 (2014: HK\$0.07) per ordinary share | 擬派末期 – 每股普通股0.07港元 (二零一四年：0.07港元) | 17,094 | 17,094 |
| Less: Dividend for shares held under the Company's restricted share award scheme | 減：根據本公司有限制股份 獎勵計劃持有之股份 所得股息 | (174) | (210) |
| | | 16,920 | 16,884 |
| Proposed special – Nil (2014: HK\$0.02) per ordinary share | 擬派特別 – 每股普通股零港元 (二零一四年：0.02港元) | – | 4,884 |
| Less: Dividend for shares held under the Company's restricted share award scheme | 減：根據本公司有限制股份 獎勵計劃持有之股份 所得股息 | – | (60) |
| | | – | 4,824 |
| | | 33,827 | 38,577 |

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度之擬派末期股息須經本公司股東於應屆股東週年大會批准後，方可作實。

11. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

11. 母公司普通股股東應佔每股盈利

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 241,422,214 (2014: 240,797,913) in issue during the year, as adjusted to exclude the shares held under the restricted share award scheme of the Company.

每股基本盈利金額乃根據母公司普通股股東應佔年內溢利及年內已發行普通股加權平均數241,422,214股(二零一四年：240,797,913股)計算，並就剔除本公司有限制股份獎勵計劃項下所持股份作出調整。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

11. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (CONTINUED)

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares granted under the share option schemes of the Company and the deemed vesting of all dilutive restricted shares of the Company awarded under the restricted share award scheme of the Company into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

Earnings

The calculations of basic and diluted earnings per share are based on profit attributable to ordinary equity holders of the parent.

Shares

11. 母公司普通股股東應佔每股盈利(續)

每股攤薄盈利金額乃根據母公司普通股股東應佔年內溢利計算。計算所用之普通股加權平均數為計算每股基本盈利所用之年內已發行普通股數目，以及假設於所有根據本公司購股權計劃授出之潛在攤薄普通股被視為已行使或兌換時，以及根據本公司有限制股份獎勵計劃授出之所有具攤薄作用有限制股份被視作歸屬時，本公司已按無償方式發行之普通股加權平均數。

計算每股基本及攤薄盈利所用數據如下：

盈利

每股基本及攤薄盈利乃按母公司普通股股東應佔溢利計算。

股份

| | | Number of shares 股份數目 | |
|--|-------------------------|--------------------------|---------------|
| | | 2015 二零一五年 | 2014 二零一四年 |
| Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation | 計算每股基本盈利所用年內已發行普通股加權平均數 | 241,422,214 | 240,797,913 |
| Effect of dilution – weighted average number of ordinary shares: | 攤薄影響 – 普通股加權平均數： | | |
| Restricted shares awarded under the Company's restricted share award scheme | 根據本公司有限制股份獎勵計劃授出之有限制股份 | 874,830 | 1,504,624 |
| | | 242,297,044 | 242,302,537 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

| | | Leasehold land and buildings 租賃 土地及樓宇 HK\$'000 千港元 | Leasehold improvements 租賃 物業裝修 HK\$'000 千港元 | Computer equipment and software 電腦設備 及軟件 HK\$'000 千港元 | Furniture, fixtures and other equipment 傢俬、裝置及 其他設備 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Total 合計 HK\$'000 千港元 |
|---|-------------------------------|--|--|---|---|--|--------------------------------|
| 31 December 2015 | 二零一五年十二月三十一日 | | | | | | |
| At 31 December 2014 and at 1 January 2015: | 於二零一四年十二月三十一日及 於二零一五年一月一日: | | | | | | |
| Cost | 成本 | 4,213 | 5,659 | 12,391 | 1,781 | 992 | 25,036 |
| Accumulated depreciation | 累計折舊 | (784) | (618) | (11,430) | (622) | (840) | (14,294) |
| Net carrying amount | 賬面淨值 | 3,429 | 5,041 | 961 | 1,159 | 152 | 10,742 |
| At 1 January 2015, net of accumulated depreciation | 於二零一五年一月一日， 扣除累計折舊 | 3,429 | 5,041 | 961 | 1,159 | 152 | 10,742 |
| Additions | 添置 | - | 292 | 425 | 85 | 646 | 1,448 |
| Disposals | 出售 | - | (56) | (4) | (5) | (131) | (196) |
| Surplus on revaluation | 重估盈餘 | 2,630 | - | - | - | - | 2,630 |
| Transfer to investment properties | 轉撥至投資物業 | (5,200) | - | - | - | - | (5,200) |
| Acquisition of a subsidiary (note 29) | 收購一間附屬公司(附註29) | - | - | 29 | 14 | - | 43 |
| Depreciation provided during the year | 年內折舊撥備 | (58) | (1,509) | (659) | (279) | (39) | (2,544) |
| Exchange realignment | 匯兌調整 | - | (1) | (2) | - | (1) | (4) |
| At 31 December 2015, net of accumulated depreciation | 於二零一五年十二月三十一日， 扣除累計折舊 | 801 | 3,767 | 750 | 974 | 627 | 6,919 |
| At 31 December 2015: | 於二零一五年十二月三十一日: | | | | | | |
| Cost | 成本 | 1,213 | 5,587 | 12,552 | 1,813 | 657 | 21,822 |
| Accumulated depreciation | 累計折舊 | (412) | (1,820) | (11,802) | (839) | (30) | (14,903) |
| Net carrying amount | 賬面淨值 | 801 | 3,767 | 750 | 974 | 627 | 6,919 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

12. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

12. 物業、廠房及設備(續)

| | | Leasehold land and buildings 租賃 土地及樓宇 HK\$'000 千港元 | Leasehold improvements 租賃 物業裝修 HK\$'000 千港元 | Computer equipment and software 電腦設備 及軟件 HK\$'000 千港元 | Furniture, fixtures and other equipment 傢俬、裝置及 其他設備 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Total 合計 HK\$'000 千港元 |
|---|--------------------------|--|--|---|---|--|--------------------------------|
| 31 December 2014 | 二零一四年十二月三十一日 | | | | | | |
| At 1 January 2014: | 於二零一四年一月一日: | | | | | | |
| Cost | 成本 | 4,213 | 231 | 17,209 | 559 | 999 | 23,211 |
| Accumulated depreciation | 累計折舊 | (691) | (68) | (16,085) | (331) | (792) | (17,967) |
| Net carrying amount | 賬面淨值 | 3,522 | 163 | 1,124 | 228 | 207 | 5,244 |
| At 1 January 2014, net of accumulated depreciation | 於二零一四年一月一日， 扣除累計折舊 | 3,522 | 163 | 1,124 | 228 | 207 | 5,244 |
| Additions | 添置 | - | 5,623 | 771 | 1,118 | - | 7,512 |
| Disposals | 出售 | - | - | (27) | - | - | (27) |
| Depreciation provided during the year | 年內折舊撥備 | (93) | (743) | (889) | (186) | (52) | (1,963) |
| Exchange realignment | 匯兌調整 | - | (2) | (18) | (1) | (3) | (24) |
| At 31 December 2014, net of accumulated depreciation | 於二零一四年十二月三十一日， 扣除累計折舊 | 3,429 | 5,041 | 961 | 1,159 | 152 | 10,742 |
| At 31 December 2014: | 於二零一四年十二月三十一日: | | | | | | |
| Cost | 成本 | 4,213 | 5,659 | 12,391 | 1,781 | 992 | 25,036 |
| Accumulated depreciation | 累計折舊 | (784) | (618) | (11,430) | (622) | (840) | (14,294) |
| Net carrying amount | 賬面淨值 | 3,429 | 5,041 | 961 | 1,159 | 152 | 10,742 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

13. INVESTMENT PROPERTIES

13. 投資物業

| | | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---------------------------------------|--------------|-------------|----------------------------------|----------------------------------|
| | | Notes 附註 | | |
| Carrying amount at 1 January | 於一月一日，賬面值 | | 58,265 | 50,140 |
| Net gain from a fair value adjustment | 公平值調整之收益淨額 | 6 | 3,200 | 8,125 |
| Transfer from owner-occupied property | 由自用物業項下轉撥 | | 5,200 | - |
| Carrying amount at 31 December | 於十二月三十一日，賬面值 | | 66,665 | 58,265 |

The Group's investment properties consist of three (2014: two) commercial properties in Mainland China and one industrial property in Hong Kong. The directors of the Company have determined that the investment properties consist of two classes of asset, i.e., commercial and industrial, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2015 based on valuations performed by Landscape Surveyors Limited, independent professionally qualified valuers, at HK\$66,665,000. Each year, the Group's financial controller decides, after proper approval, to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's financial controller has discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 31(a) to the financial statements.

At 31 December 2015, one of the Group's investment properties situated in Hong Kong with a carrying value of approximately HK\$56,000,000 (2014: HK\$52,800,000) was pledged to secure general banking facilities granted to the Group.

Further particulars of the Group's investment properties are included on page 159.

本集團之投資物業包括三(二零一四年：兩)項位於中國內地之商業物業及一項位於香港之工業物業。本公司董事已根據各項物業之性質、特徵及風險釐定投資物業為兩種類別(即商業及工業)資產。於二零一五年十二月三十一日，本集團之投資物業由獨立專業合資格估值師領域測量師行有限公司進行之估值重估為66,665,000港元。本集團財務總監決定，於取得適當批准後，每年委任外部估值師負責本集團物業之外部估值。甄選標準包括市場知識、聲譽、獨立性及是否維持專業水準。本集團財務總監與估值師會就中期及年度財務報告中執行之估值所採用之估值假設及估值結果每年進行兩次討論。

投資物業已根據經營租賃出租予第三方，詳情概要載於財務報表附註31(a)。

於二零一五年十二月三十一日，本集團位於香港之其中一項投資物業賬面值約為56,000,000港元(二零一四年：52,800,000港元)已作為取得獲授予本集團之一般銀行融資之抵押品。

本集團投資物業之進一步詳情載於第159頁。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

13. INVESTMENT PROPERTIES (CONTINUED)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

13. 投資物業(續)

公平值等級架構

下表顯示本集團投資物業之公平值計量等級架構：

| | | Fair value measurement as at 31 December 2015 using 於二零一五年十二月三十一日之公平值計量採用以下各項 | | | |
|--|-----------|---|---|--|--------------------------------|
| | | Quoted prices in active markets (Level 1) 活躍 市場報價 (第1層) HK\$'000 千港元 | Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2層) HK\$'000 千港元 | Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第3層) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Recurring fair value measurement for: | 經常性公平值計量： | | | | |
| Commercial properties | 商業物業 | - | - | 10,665 | 10,665 |
| Industrial property | 工業物業 | - | - | 56,000 | 56,000 |
| | | - | - | 66,665 | 66,665 |

| | | Fair value measurement as at 31 December 2014 using 於二零一四年十二月三十一日之公平值計量採用以下各項 | | | |
|--|-----------|---|---|--|--------------------------------|
| | | Quoted prices in active markets (Level 1) 活躍 市場報價 (第1層) HK\$'000 千港元 | Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2層) HK\$'000 千港元 | Significant unobservable inputs (Level 3) 重大不可觀 察輸入數據 (第3層) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Recurring fair value measurement for: | 經常性公平值計量： | | | | |
| Commercial properties | 商業物業 | - | - | 5,465 | 5,465 |
| Industrial property | 工業物業 | - | - | 52,800 | 52,800 |
| | | - | - | 58,265 | 58,265 |

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2014: Nil).

於本年度，第1層與第2層之間並無公平值計量轉移及並無公平值計量轉入或轉出第3層(二零一四年：無)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

13. INVESTMENT PROPERTIES (CONTINUED)

Fair value hierarchy (continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

| | | Commercial properties 商業物業 HK\$'000 千港元 | Industrial property 工業物業 HK\$'000 千港元 |
|--|---------------------------------|--|--|
| Carrying amount at 1 January 2014 | 於二零一四年一月一日之賬面值 | 5,140 | 45,000 |
| Net gain from a fair value adjustment recognised in profit or loss | 於損益中確認之公平值調整 收益淨額 | 325 | 7,800 |
| Carrying amount at 31 December 2014 and 1 January 2015 | 於二零一四年十二月三十一日及 二零一五年一月一日之賬面值 | 5,465 | 52,800 |
| Net gain from a fair value adjustment recognised in profit or loss | 於損益中確認之公平值調整 收益淨額 | - | 3,200 |
| Transfer from owner-occupied property | 由自用物業項下轉撥 | 5,200 | - |
| Carrying amount at 31 December 2015 | 於二零一五年十二月三十一日之 賬面值 | 10,665 | 56,000 |

Below is a summary of the valuation technique used and the key inputs to the valuation of investment properties:

13. 投資物業(續)

公平值等級架構(續)

歸類為公平值等級架構第3層的公平值計量對賬：

下表為對投資物業估值採用之估值方法及主要輸入數據概要：

| | Fair value hierarchy 公平值 等級架構 | Valuation technique 估值方法 | Significant unobservable inputs 重大不可觀察 輸入數據 | Range 範圍 | |
|-----------------------|-------------------------------------|-----------------------------|---|--------------------------|-------------------------|
| | | | | 2015 二零一五年 | 2014 二零一四年 |
| Commercial properties | Level 3 | Market comparable method | Prevailing price per square foot | RMB1,263 to RMB2,219 | RMB1,264 to RMB1,657 |
| 商業物業 | 第3層 | 市場比較法 | 每平方呎之現行價格 | 人民幣1,263元至 人民幣2,219元 | 人民幣1,264元至 人民幣1,657元 |
| Industrial property | Level 3 | Market comparable method | Prevailing price per square foot | HK\$10,028 to HK\$11,964 | HK\$9,989 to HK\$11,545 |
| 工業物業 | 第3層 | 市場比較法 | 每平方呎之現行價格 | 10,028港元至 11,964港元 | 9,989港元至 11,545港元 |

Under the market comparable method (or market comparable approach), a property's fair value is estimated based on comparable transactions. The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. The unit of comparison applied by the Group is the price per square foot ("sq.ft.").

根據市場比較法(或市場可比較法)，物業公平值乃以可比較交易為基準估計。市場比較法以替換原則為基礎，據此，潛在買家將不會就物業支付較購買該物業之可比較替代物業為多之金額。本集團採用之可比較單位為每平方呎(「平方呎」)之價格。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

14. GOODWILL

14. 商譽

| | | HK\$'000 千港元 |
|---|-------------------------------|-----------------|
| 31 December 2014 | 二零一四年十二月三十一日 | |
| Cost and carrying amount at 1 January 2014 and 31 December 2014 | 於二零一四年一月一日及二零一四年十二月三十一日成本及賬面值 | 29,211 |

| | | HK\$'000 千港元 |
|--|---------------------|-----------------|
| 31 December 2015 | 二零一五年十二月三十一日 | |
| Cost and carrying amount at 1 January 2015 | 於二零一五年一月一日成本及賬面值 | 29,211 |
| Acquisition of subsidiaries (note 29) | 收購附屬公司(附註29) | 15,364 |
| Cost and carrying amount at 31 December 2015 | 於二零一五年十二月三十一日成本及賬面值 | 44,575 |

As further detailed in note 2.4 to the financial statements, the Group applied the transitional provisions of HKFRS 3 that permitted goodwill in respect of business combinations which occurred prior to 2001 to remain eliminated against consolidated reserves.

The amount of goodwill remaining in consolidated reserves, arising from the acquisition of subsidiaries prior to the adoption of SSAP 30 in 2001, was HK\$7,227,000 as at 31 December 2014 and 2015.

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing:

- Application services cash-generating unit; and
- Integration and solutions services cash-generating unit.

The carrying amounts of goodwill allocated to each of the cash-generating units are follows:

誠如財務報表附註2.4所詳述，本集團已採用香港財務報告準則第3號之過渡性條文，容許於二零零一年前所產生有關業務合併之商譽繼續與綜合儲備對銷。

於二零零一年採納會計實務準則第30號前收購附屬公司所產生並保留於綜合儲備之商譽金額，於二零一四年及二零一五年十二月三十一日為7,227,000港元。

商譽減值測試

就減值測試而言，透過業務合併收購之商譽已分配至下列現金產生單位：

- 應用服務現金產生單位；及
- 集成及解決方案服務現金產生單位。

分配至各現金產生單位之商譽賬面值如下：

| | Application Services 應用服務 | | Integration and Solutions Services 集成及解決方案服務 | | Total 總計 | |
|-----------------------------------|----------------------------------|----------------------------------|--|----------------------------------|----------------------------------|----------------------------------|
| | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
| Carrying amount of goodwill 商譽賬面值 | 42,552 | 27,188 | 2,023 | 2,023 | 44,575 | 29,211 |

14. GOODWILL (CONTINUED)

Impairment testing of goodwill (continued)

Application services cash-generating unit

The recoverable amount of the application services cash-generating unit has been determined based on a value in use calculation using cash flow projections approved by senior management covering a five-year period and beyond that extrapolated with a zero percentage growth rate. The discount rate applied to the cash flow projections is 16% (2014: 17%) and the cash flow projections are determined based on past performance and management's expectations for the market development.

Integration and solutions services cash-generating unit

The recoverable amount of the integration and solutions services cash-generating unit has also been determined based on a value in use calculation using cash flow projections approved by senior management covering a five-year period and beyond that extrapolated with a zero percentage growth rate. The discount rate applied to the cash flow projections is 16% (2014: 17%) and the cash flow projections are determined based on past performance and management's expectations for the market development.

Assumptions were used in the value in use calculation of the application services and the integration and solutions services cash-generating units for 31 December 2015 and 31 December 2014. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted revenue – The basis used to determine the value assigned to the budgeted revenue is the revenue achieved in the year immediately before the budget year, adjusted for management's expected change in market demand and customer base.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant cash-generating units.

14. 商譽(續)

商譽減值測試(續)

應用服務現金產生單位

應用服務現金產生單位之可收回金額已根據使用價值而釐定，該使用價值則利用高級管理層所批准之五年現金流量預測及往後零百分比增長率推算而計算。現金流量預測所用折現率為16%(二零一四年：17%)，而現金流量預測乃根據過往表現及管理層對市場發展之預期而釐定。

集成及解決方案服務現金產生單位

集成及解決方案服務現金產生單位之可收回金額亦已根據使用價值釐定，該使用價值則利用高級管理層批准之五年現金流量預測及往後零百分比增長率推算而計算。現金流量預測所應用折現率為16%(二零一四年：17%)，而現金流量預測乃根據過往表現及管理層對市場發展之預期而釐定。

截至二零一五年十二月三十一日及二零一四年十二月三十一日，計算應用服務以及集成及解決方案服務之現金產生單位之使用價值時已使用之若干假設。管理層根據其現金流量預測進行商譽減值測試所依據之每項主要假設如下：

預算收入—預算收入乃根據緊接預算年度前之年度內已達到之收入釐定，並就管理層預期市場需求及客戶基礎之變動作出調整。

折現率—所使用的折現率為除稅前折現率，該折現率反映相關現金產生單位之特定風險。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

15. OTHER INTANGIBLE ASSETS

15. 其他無形資產

| | | Deferred development costs 遞延開發成本 HK\$'000 千港元 | Customer relationships 客戶關係 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-----------------------------------|---|---|--------------------------------|
| 31 December 2015 | 二零一五年十二月三十一日 | | | |
| Cost at 1 January 2015, net of accumulated amortisation | 於二零一五年一月一日之成本，扣除累計攤銷 | - | - | - |
| Acquisition of subsidiaries (note 29) | 收購附屬公司(附註29) | - | 7,164 | 7,164 |
| Amortisation provided during the year | 本年度攤銷撥備 | - | (821) | (821) |
| At 31 December 2015 | 於二零一五年十二月三十一日 | - | 6,343 | 6,343 |
| At 31 December 2015: | 於二零一五年十二月三十一日： | | | |
| Cost | 成本 | 13,026 | 7,164 | 20,190 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | (13,026) | (821) | (13,847) |
| Net carrying amount | 賬面淨值 | - | 6,343 | 6,343 |
| 31 December 2014 | 二零一四年十二月三十一日 | | | |
| Cost at 1 January 2014 and 31 December 2014, net of accumulated amortisation and impairment | 於二零一四年一月一日及二零一四年十二月三十一日，扣除累計攤銷及減值 | - | - | - |
| At 31 December 2014: | 於二零一四年十二月三十一日： | | | |
| Cost | 成本 | 13,026 | - | 13,026 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | (13,026) | - | (13,026) |
| Net carrying amount | 賬面淨值 | - | - | - |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

16. AVAILABLE-FOR-SALE INVESTMENTS

16. 可供出售投資

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|---------------|----------------------------------|----------------------------------|
| Debt investments, at fair value | 按公平值計算之債務投資 | - | 9,880 |
| Club membership debenture, at fair value | 按公平值計算之會所會籍債券 | 1,880 | 1,900 |
| | | 1,880 | 11,780 |
| Portion classified as current assets | 分類為流動資產部分 | - | (5,075) |
| Portion classified as non-current assets | 分類為非流動資產部分 | 1,880 | 6,705 |

During the year, the net loss in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to HK\$218,000 (2014: HK\$693,000), of which HK\$414,000 (2014: HK\$581,000) was reclassified from other comprehensive income to the statement of profit or loss for the year.

年內，有關本集團於其他全面收入中確認之可供出售投資之淨虧損為218,000港元(二零一四年：693,000港元)，其中414,000港元(二零一四年：581,000港元)於本年度由其他全面收入重新分類至損益表。

17. INVENTORIES

17. 存貨

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|------------------|-----|----------------------------------|----------------------------------|
| Work in progress | 在製品 | 236 | 712 |

18. TRADE AND BILLS RECEIVABLES

18. 應收貿易賬款及應收票據

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-----------------------------|-------------|----------------------------------|----------------------------------|
| Trade and bills receivables | 應收貿易賬款及應收票據 | 34,863 | 35,925 |
| Impairment | 減值 | (1,783) | (1,783) |
| | | 33,080 | 34,142 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

18. TRADE AND BILLS RECEIVABLES (CONTINUED)

For system integration projects and the provision of maintenance services and software development services, the Group's trading terms with its customers vary from contract to contract or depending on the specific arrangements with individual customers, and may include cash on delivery, advance payment and on credit. For those customers who trade on credit, the overall credit period is generally within 120 days, except for certain projects with longer implementation schedules where the period may extend beyond 120 days, or may be extended for major or specific customers. The Group seeks to maintain strict control over its outstanding trade receivables and overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over these balances. Trade and bills receivables are non-interest-bearing.

An aged analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|----------------|--------|----------------------------------|----------------------------------|
| Within 1 month | 一個月內 | 20,867 | 20,856 |
| 1 to 3 months | 一至三個月 | 9,631 | 9,572 |
| 4 to 6 months | 四至六個月 | 858 | 3,698 |
| 7 to 12 months | 七至十二個月 | 1,724 | 16 |
| | | 33,080 | 34,142 |

The movements in provision for impairment of trade receivables are as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---------------------------------------|--------------|----------------------------------|----------------------------------|
| At 1 January | 於一月一日 | 1,783 | 1,611 |
| Impairment losses recognised (note 6) | 已確認減值虧損(附註6) | 319 | 437 |
| Impairment losses reversed (note 6) | 已撥回減值虧損(附註6) | (338) | (224) |
| Amount written off as uncollectible | 撇銷為不能收回金額 | - | (33) |
| Exchange realignment | 匯兌調整 | 19 | (8) |
| At 31 December | 於十二月三十一日 | 1,783 | 1,783 |

18. 應收貿易賬款及應收票據(續)

就系統集成項目以及提供保養服務及軟件開發服務而言，本集團之交易條款因應個別合約或視乎與個別客戶之特別安排而異，可能包括貨到付款、預先付款及賒賬。就該等以賒賬形式進行交易之客戶而言，整段信貸期一般不多於120天，惟倘若若干項目施工期較長，則信貸期可延長至超過120天，或可就主要或特定客戶延長信貸期。本集團一直嚴格控制其未償還之應收貿易賬款，高級管理層亦定期審閱逾期款項結餘。本集團並無就此等結餘持有任何抵押品或作出其他信貸改進事宜。應收貿易賬款及應收票據並不計利息。

於呈報期間結算日，應收貿易賬款及應收票據按發票日期並經扣除撥備之賬齡分析如下：

應收貿易賬款之減值撥備變動如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

18. TRADE AND BILLS RECEIVABLES (CONTINUED)

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK\$1,783,000 (2014: HK\$1,783,000) with a carrying amount before provision of HK\$1,783,000 (2014: HK\$1,783,000).

The individually impaired trade receivables relate to amounts that were long outstanding and/or customers that were in financial difficulties/in default.

The aged analysis of the trade and bills receivables that are not considered to be impaired is as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-------------------------------|---------|----------------------------------|----------------------------------|
| Neither past due nor impaired | 未逾期或減值 | 22,545 | 22,665 |
| Less than 1 month past due | 逾期少於一個月 | 6,301 | 8,953 |
| 1 to 3 months past due | 逾期一至三個月 | 2,495 | 2,099 |
| 4 to 6 months past due | 逾期四至六個月 | 582 | 413 |
| Over 6 months past due | 六個月以上 | 1,157 | 12 |
| | | 33,080 | 34,142 |

Receivables that were neither past due nor impaired relate to a number of diversified customers, including certain departments/units of the Government of the Hong Kong Special Administrative Region ("HKSAR"), for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good reputation and/or have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

18. 應收貿易賬款及應收票據(續)

上述應收貿易賬款之減值撥備包括就撥備前賬面值為1,783,000港元(二零一四年:1,783,000港元)之個別已減值應收貿易賬款作出之撥備1,783,000港元(二零一四年:1,783,000港元)。

個別已減值應收貿易賬款與長期欠付款額及/或面對財政困難/欠債之客戶有關。

未被視為減值之應收貿易賬款及應收票據之賬齡分析如下:

未逾期及無減值之應收款項主要與近期並無拖欠記錄之多名不同客戶有關,包括香港特別行政區(「香港特區」)政府若干部門/單位。

逾期但無減值之應收款項與信譽良好及/或在本集團具有良好還款記錄之若干獨立客戶有關。根據以往經驗,本公司董事認為,由於信貸質素並無重大轉變,且該等結餘仍被視為可悉數收回,故毋須就該等結餘作出減值撥備。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

19. 預付款項、按金及其他應收款項

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--------------------------------|-----------|----------------------------------|----------------------------------|
| Prepayments | 預付款項 | 2,619 | 2,377 |
| Deposits and other receivables | 按金及其他應收款項 | 3,509 | 3,052 |
| | | 6,128 | 5,429 |

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述資產概無逾期或出現減值。包括於上述結餘內之財務資產與近期並無拖欠記錄之應收款項有關。

20. CONTRACTS FOR SERVICES

20. 服務合約

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|---------------------------|----------------------------------|----------------------------------|
| Contract costs incurred plus recognised profits less recognised losses to date | 迄今已產生合約成本加已確認 溢利減已確認虧損 | 297,848 | 277,856 |
| Less: Progress billings | 減：按進度開出賬單 | (300,778) | (281,393) |
| | | (2,930) | (3,537) |
| Gross amounts due from contract customers | 應收合約客戶款項總額 | 7,896 | 5,426 |
| Impairment | 減值 | (1,556) | (1,556) |
| | | 6,340 | 3,870 |
| Gross amounts due to contract customers | 應付合約客戶款項總額 | (9,270) | (7,407) |
| | | (2,930) | (3,537) |

The movements in provision for impairment of amounts due from contract customers are as follows:

應收合約客戶款項減值撥備之變動如下：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-------------------------------------|-----------|----------------------------------|----------------------------------|
| At 1 January | 於一月一日 | 1,556 | 1,581 |
| Amount written off as uncollectible | 撇銷為不能收回金額 | - | (25) |
| At 31 December | 於十二月三十一日 | 1,556 | 1,556 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

20. CONTRACTS FOR SERVICES (CONTINUED)

Included in the above provision for impairment of amounts due from contract customers is a provision for individually impaired contract receivables of HK\$1,556,000 (2014: HK\$1,556,000) with a carrying amount before provision of HK\$1,556,000 (2014: HK\$1,556,000). The individually impaired contract receivables relate to amounts that are long outstanding and the receivables are not expected to be recoverable.

Amounts due from contract customers that were not impaired were not past due and relate to a number of independent customers that have a good track record/relationship with the Group and/or for whom there was no recent history of default. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|--------------|----------------------------------|----------------------------------|
| Debt investments, at market value | 按市值計算之債務投資 | 2,507 | 1,573 |
| Listed equity investments at market value | 按市值計算之上市股本投資 | 9,279 | 9,299 |
| | | 11,786 | 10,872 |
| Portion classified as current assets | 分類為流動資產部分 | (9,279) | (9,299) |
| Portion classified as non-current assets | 分類為非流動資產部分 | 2,507 | 1,573 |

The debt investments were designated upon initial recognition as financial assets at fair value through profit or loss as they are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the investments is provided internally on that basis to the Group's key management personnel.

The listed equity investments were all included under current assets at 31 December 2014 and 2015 and were classified as held for trading.

20. 服務合約(續)

上述應收合約客戶款項減值撥備包括作出撥備前就賬面值為1,556,000港元(二零一四年: 1,556,000港元)之個別減值應收合約款項作出之撥備1,556,000港元(二零一四年: 1,556,000港元)。個別已減值應收合約款項與長期未償還款項及預期將不能收回之應收款項數額有關。

並無減值之應收合約客戶款項並未逾期，並與多位與本集團有良好付款記錄／關係及／或近期並無拖欠記錄之獨立客戶有關。根據過往經驗，本公司董事認為毋須就該等結餘作出減值撥備，此乃由於信貸質素並無重大變動，而有關結餘仍被視為可全數收回。本集團並無就該等結餘持有任何抵押品或其他信貸提升保障。

21. 按公平值經損益入賬之財務資產

鑑於債務投資乃根據既定風險管理或投資策略按公平值基準管理及評估表現，故於初次確認時獲指定為按公平值經損益入賬之財務資產，而有關該等投資之資料乃按相關基準向本集團之主要管理人員內部提供。

上市股本投資已計入於二零一四年及二零一五年十二月三十一日之流動資產，並分類為持作買賣。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

22. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS

22. 現金及等同現金資產以及已抵押銀行存款

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|---------------------|----------------------------------|----------------------------------|
| Cash and bank balances | 現金及銀行結餘 | 179,315 | 220,481 |
| Time deposits | 定期存款 | 164,044 | 129,106 |
| | | 343,359 | 349,587 |
| Less: Pledged time deposits for performance bonds/guarantees issued by banks | 減：就銀行履約保證／擔保已抵押定期存款 | (3,589) | (4,921) |
| Pledged deposit for banking facility granted by a bank* | 就銀行授出之銀行融資所抵押存款* | (7,650) | (2,022) |
| Cash and cash equivalents as stated in the statement of financial position | 計入財務狀況報表之現金及等同現金資產 | 332,120 | 342,644 |

* The bank facility has not been utilised as at the end of the reporting period.

* 於報告期間結算日，並沒有動用該銀行信貸融資。

At the end of the reporting period, the cash and bank balances and time deposits of the Group denominated in Renminbi ("RMB") amounted to approximately HK\$137,311,000 (2014: HK\$250,002,000). The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於報告期間結算日，本集團以人民幣(「人民幣」)計值之現金及銀行結存及定期存款約為137,311,000港元(二零一四年：250,002,000港元)。人民幣不可自由兌換為其他貨幣，但根據中國外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過特許進行外匯業務之銀行將人民幣兌換為其他外幣。

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 and six months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

銀行現金根據每日銀行存款利率按浮動利率計息。短期定期存款的存款期介乎一至六個月不等，視乎本集團即時現金需求而定，並按相關短期定期存款利率計息。銀行結存及定期存款均存置於信譽良好且近期並無拖欠記錄之銀行。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

23. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

23. 應付貿易賬款、其他應付款項及應計款項

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|--|------------------|----------------------------------|----------------------------------|
| Trade payables | 應付貿易賬款 | 16,886 | 21,276 |
| Other payables | 其他應付款項 | 25,306 | 23,376 |
| Accruals | 應計款項 | 12,768 | 13,159 |
| Consideration payable on acquisition of subsidiaries (note 29) | 收購附屬公司應付代價(附註29) | 3,442 | – |
| | | 58,402 | 57,811 |

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

於報告期間結算日，應付貿易賬款按發票日之賬齡分析如下：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|-----------------|-------|----------------------------------|----------------------------------|
| Within 1 months | 一個月內 | 15,454 | 18,480 |
| 1 to 3 months | 一至三個月 | 812 | 2,035 |
| 4 to 6 months | 四至六個月 | 100 | 178 |
| Over 6 months | 六個月以上 | 520 | 583 |
| | | 16,886 | 21,276 |

The trade payables are non-interest-bearing and are normally settled on 30-day terms.

應付貿易賬款並不計息，一般按30天期限結清。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

24. DEFERRED TAX

The movements in deferred tax liabilities during the year are as follows:

24. 遞延稅項

年內，遞延稅項負債之變動如下：

| | | 2015 二零一五年 | | | |
|---|------------------------------|------------------------------|---|------------------------|-----------------------|
| | | Revaluation of properties | Fair value adjustments arising from acquisition of subsidiaries | Withholding taxes | Total |
| | | 物業重估 HK\$'000 千港元 | 收購 附屬公司之 公平值調整 HK\$'000 千港元 | 預扣稅 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| At 1 January 2015 | 於二零一五年一月一日 | 720 | - | 496 | 1,216 |
| Acquisition from subsidiaries (note 29) | 收購附屬公司 (附註29) | - | 1,182 | - | 1,182 |
| Deferred tax charged to equity | 於權益扣除之遞延稅項 | 658 | - | - | 658 |
| Deferred tax credited to the consolidated statement of profit or loss during the year (note 9) | 年內於綜合損益表 計入之遞延稅項 (附註9) | - | (135) | - | (135) |
| At 31 December 2015 | 於二零一五年 十二月三十一日 | 1,378 | 1,047 | 496 | 2,921 |

| | | 2014 二零一四年 | | | |
|--|------------------------------|------------------------------|---|------------------------|-----------------------|
| | | Revaluation of properties | Fair value adjustments arising from acquisition of subsidiaries | Withholding taxes | Total |
| | | 物業重估 HK\$'000 千港元 | 收購 附屬公司之 公平值調整 HK\$'000 千港元 | 預扣稅 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| At 1 January 2014 | 於二零一四年一月一日 | 639 | - | 496 | 1,135 |
| Deferred tax charged to the consolidated statement of profit or loss during the year (note 9) | 年內於綜合損益表 扣減之遞延稅項 (附註9) | 81 | - | - | 81 |
| At 31 December 2014 | 於二零一四年 十二月三十一日 | 720 | - | 496 | 1,216 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

24. DEFERRED TAX (CONTINUED)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group's subsidiaries established in Mainland China, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At the end of the reporting period, in respect of certain subsidiaries of the Group established in Mainland China, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes. In the opinion of the directors of the Company, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$1,303,000 at 31 December 2015 (2014: HK\$1,370,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

Tax losses not recognised

At the end of the reporting period, the Group had unrecognised tax losses arising in Hong Kong of approximately HK\$253,000 (2014: HK\$793,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits arising in Hong Kong of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and/or due to the unpredictability of future taxable profit streams of the companies in which the losses arose, and it is currently not considered probable that taxable profits will be available against which the tax losses can be utilised.

24. 遞延稅項(續)

根據中國企業所得稅法，於中國內地成立之外資企業向海外投資者宣派股息應按10%預扣稅率繳稅。有關規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日之後所產生盈利。倘中國內地與外商投資者所在司法權區已達成稅務條款，則可採用較低之預扣稅率。本集團於中國內地成立之附屬公司適用稅率為5%或10%。因此，自二零零八年一月一日起，本集團須就該等於中國內地成立之附屬公司所產生盈利獲分派之股息繳付預扣稅。

於報告期間結算日，本集團並無就其於中國內地成立之若干附屬公司未匯出須繳納預扣稅盈利應繳之預扣稅確認遞延稅項。本公司董事認為，於可見未來，此等附屬公司不大可能分派該等盈利。於二零一五年十二月三十一日，與在中國內地之附屬公司投資相關之暫時差額總額並無確認合共約1,303,000港元(二零一四年：1,370,000港元)。

本公司不會因向其股東派付股息而產生所得稅。

未確認的稅項貸款

於報告期間結算日，本集團於香港產生未確認稅項虧損約253,000港元(二零一四年：793,000港元)，可無限期抵銷源自香港產生虧損公司之未來應課稅溢利，惟尚待香港稅務局認可。由於該等虧損來自已有一段日子錄得虧損之附屬公司及／或是由於該等附屬公司未來應課稅溢利來源屬不可預測以及現時認為不大可能有應課稅溢利可用作抵銷稅務虧損，故並未就該等虧損確認遞延稅項資產。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

25. SHARE CAPITAL

Shares

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|--|----------------------------------|----------------------------------|
| Authorised: | 法定股本： | | |
| 1,000,000,000 (2014: 1,000,000,000) ordinary shares of HK\$0.10 each | 1,000,000,000股(二零一四年： 1,000,000,000股)每股面值 0.10港元之普通股 | 100,000 | 100,000 |
| Issued and fully paid: | 已發行及繳足股本： | | |
| 244,194,198 (2014: 244,194,198) ordinary shares of HK\$0.10 each | 244,194,198股(二零一四年： 244,194,198股)每股面值 0.10港元之普通股 | 24,419 | 24,419 |

A summary of movements in the Company's issued ordinary share capital, share premium account and shares held under the restricted share award scheme is as follows:

本公司已發行普通股本、股份溢價賬及根據有限制股份獎勵計劃持有之股份變動概要如下：

| Ordinary shares | | Number of shares in issue | Issued capital | Share premium account | Shares held under the restricted share award scheme | Total |
|--|------------------------------|---------------------------------|------------------------------|------------------------------|---|-----------------------|
| 普通股 | Notes 附註 | 已發行 股份數目 | 已發行 股本 HK\$'000 千港元 | 股份 溢價賬 HK\$'000 千港元 | 根據有限 制股份獎 勵計劃 持有之股 份 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| At 1 January 2014 | 於二零一四年一月一日 | 244,194,198 | 24,419 | 38,493 | (4,735) | 58,177 |
| Vesting of shares held under the restricted share award scheme | 有限制股份獎勵計劃項下 股份歸屬 | 27 | - | - | 1,004 | 1,004 |
| At 31 December 2014 and at 1 January 2015 | 於二零一四年十二月三十一日 及於二零一五年一月一日 | 244,194,198 | 24,419 | 38,493 | (3,731) | 59,181 |
| Vesting of shares held under the restricted share award scheme | 有限制股份獎勵計劃項下 股份歸屬 | 27 | - | - | 712 | 712 |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 244,194,198 | 24,419 | 38,493 | (3,019) | 59,893 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

25. SHARE CAPITAL (CONTINUED)

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 26 to the financial statements.

Restricted shares

Details of the Company's restricted share award scheme and the restricted shares held under the scheme are included in note 27 to the financial statements.

26. SHARE OPTION SCHEME

The Company operates a share option scheme for the primary purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The share option scheme entitles the holders of share options granted under the scheme to subscribe for ordinary shares of the Company at any time during the exercisable periods of the options. Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The Company adopted a share option scheme (the "2012 Scheme"). Eligible participants of the 2012 Scheme include the Company's directors (whether executive or non-executive and whether independent or not), other employees of the Group, consultants or advisers of the Group, suppliers of goods or services to the Group, customers of the Group, the Company's shareholders, and any other person, at the sole discretion of the directors. The 2012 Scheme became effective on 19 November 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the 2012 Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the 2012 Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

25. 股本(續)

購股權

有關本公司購股權計劃及根據該計劃發行購股權之詳情載於財務報表附註26。

有限制股份

本公司有限制股份獎勵計劃及根據該計劃持有之有限制股份詳情載於財務報表附註27。

26. 購股權計劃

本公司採納一項購股權計劃，主要目的為對本集團業務成就作出貢獻之合資格參與者提供激勵及獎賞。該等購股權計劃賦予持有根據該計劃所授予購股權之人士權利，於購股權的行使期內，隨時認購本公司之普通股。購股權並無授權持有人收取股息或於股東大會上投票。

本公司過往採納一項購股權計劃(「二零一二年計劃」)。二零一二年計劃之合資格參與者包括本公司董事(不論執行或非執行及不論獨立與否)、本集團其他僱員、本集團顧問或諮詢人士、向本集團供應產品或服務之供應商、本集團客戶、本公司股東及任何其他人士(由董事全權酌情決定)。二零一二年計劃於二零一二年十一月十九日生效，此外，除非另行註銷或修訂，否則計劃將於該日起計十年內仍然有效。

根據二零一二年計劃，現時獲批准授出之尚未行使購股權數目最多可相等其獲行使時佔本公司任何時間已發行股份之10%。於任何十二個月期間，根據二零一二年計劃各合資格參與者授出之購股可發行之股份數目最多佔本公司任何時間已發行股份之1%。任何進一步授出超逾限額之購股權須待股東於股東大會批准。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

26. SHARE OPTION SCHEME (CONTINUED)

Share options granted to a director or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 10 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options or the expiry date of the 2012 Scheme, whichever is earlier.

The exercise price of share options is determinable by the directors, but may be at least the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares.

No share option of the Company was outstanding, granted, exercised, cancelled or lapsed during the current and prior years and subsequent to the end of the reporting period under the 2012 Scheme.

27. RESTRICTED SHARE AWARD SCHEME

On 22 May 2008, the Company adopted a restricted share award scheme (the "Award Scheme") under which shares of the Company (the "Awarded Shares") may be awarded to selected employees (including directors) of any members of the Group (the "Selected Employees") in accordance with the provisions of the Award Scheme and an irrevocable trust (the "Trust") was also established by the Company for the purpose of the Award Scheme. The Award Scheme became effective on the adoption date and, unless otherwise terminated or amended, will remain in force for 10 years from that date. Further details of the Award Scheme are also set out in a circular of the Company dated 29 April 2008.

26. 購股權計劃(續)

授予本公司之董事或主要股東，或彼等任何聯繫人士之購股權須事先取得獨立非執行董事批准。此外，如於任何十二個月期間授予本公司主要股東或獨立非執行董事或彼等任何聯繫人士之任何購股權超逾本公司於任何時間之已發行股份0.1%，或有關購股權之總值(根據本公司股份於購股權授出日期之價格計算)超逾5,000,000港元，則須事先在股東大會上取得股東批准。

提呈授出之購股權可於提呈日期起計10日內接納，而獲授人須支付合共1港元之象徵式代價。所授出購股權之行使期由董事釐定，並由若干歸屬期後開始，而屆滿日期不得遲於提呈購股權日期起計十年或二零一二年計劃之到期日(以較早者為準)。

購股權之行使價由董事會釐定，但不可低於下列兩者中之較高者：(i)本公司股份於提呈購股權日期在聯交所之收市價；(ii)本公司股份於緊接提呈日期前五個交易日在聯交所之平均收市價；及(iii)本公司股份之名義價值。

本公司於本年度及過往年度以及報告期間完結後概無任何尚未行使、已授出、已行使、已註銷或已失效之二零一二年計劃項下購股權。

27. 有限制股份獎勵計劃

本公司於二零零八年五月二十二日採納一項有限制股份獎勵計劃(「獎勵計劃」)。據此，本公司可根據獎勵計劃之條文向本集團任何成員公司之合資格僱員(包括董事)(「經甄選僱員」)獎授本公司股份(「獎勵股份」)，本公司亦就獎勵計劃成立一項不可撤回信託(「信託」)。獎勵計劃已於採納日期生效，除非被終止或修訂，將自該日起計十年內生效。獎勵計劃進一步詳情亦載於本公司日期為二零零八年四月二十九日之通函。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

27. RESTRICTED SHARE AWARD SCHEME (CONTINUED)

The aggregate number of the Awarded Shares currently permitted to be awarded under the Award Scheme throughout the duration of the Award Scheme is limited to 10% of the issued share capital of the Company from time to time. Subject to the aforesaid limit, the maximum number of the Awarded Shares which may be awarded under the Award Scheme shall not exceed 2% of the issued share capital of the Company as at the year end date of the preceding financial year of the Company for any 12-month period up to and including the date of the relevant grant. The maximum number of the Awarded Shares which may be awarded to a Selected Employee under the Award Scheme shall not exceed 1% of the issued share capital of the Company as at the year end date of the preceding financial year of the Company.

Pursuant to the rules governing the operation of the Award Scheme (the "Scheme Rules"), the board of directors of the Company (the "Board") shall select the Selected Employees and determine the number of the Awarded Shares to be awarded. The Board shall cause to pay the trustee of the Trust (the "Trustee") the purchase price and the related expenses from the Company's resources for the shares of the Company to be purchased by the Trustee. The Trustee is a third party appointed by the Board for the administration of the Award Scheme. The Trustee shall purchase from the market such number of shares of the Company awarded as specified by the Board and shall hold such shares until they are vested in accordance with the Scheme Rules.

When a Selected Employee has satisfied all vesting conditions, which might include service and/or performance conditions, specified by the Board at the time of making the award and become entitled to the shares of the Company forming the subject of the award, the Trustee shall transfer the relevant vested Awarded Shares to that employee at no cost. The Selected Employee however is not entitled to receive any income or distribution, such as dividend derived from the unvested Awarded Shares allocated to him/her. The said income or distributions shall be used by the Trustee for payment of the Trustee's fees or expenses or for purchase of further shares of the Company for the Award Scheme.

27. 有限制股份獎勵計劃(續)

現時根據獎勵計劃於計劃期間可授出之獎勵股份總數限額為本公司不時已發行股本之10%。基於上述限額，截至相關授出日(包括該日)之任何十二個月期間，根據獎勵計劃可授出之獎勵股份最高數目，不得超過本公司上一個財政年度年結日之已發行股本2%。根據獎勵計劃可向個別經甄選僱員授出之獎勵股份最高數目不得超過本公司上一個財政年度年結日之已發行股本1%。

根據獎勵計劃之監管規則(「計劃規則」)，本公司董事會(「董事會」)須挑選經甄選僱員，並釐定將授出之獎勵股份數目。董事會須就信託受託人(「受託人」)即將購入之股份，以本公司之資源向受託人支付購入價及相關費用。受託人為董事會委任管理獎勵計劃之第三方。受託人須於市場內購入董事會所指定之有關數目授出股份，並須持有股份，直至該等股份按計劃規則予以歸屬為止。

待經甄選僱員達成董事會於作出獎勵時指定之一切歸屬條件(或會包括服務及/或表現條件)，並就構成獎勵主題之股份獲賦予權利後，受託人須將相關歸屬獎勵股份免費轉讓予該僱員。然而，該經甄選僱員不得收取任何收入或分派，例如向彼配發未歸屬獎勵股份產生之股息。上述收入或分派須由受託人用於支付受託人費用或開支或購入該計劃之其他股份。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

27. RESTRICTED SHARE AWARD SCHEME (CONTINUED)

The Trustee shall not exercise the voting rights in respect of any shares of the Company held under the Trust, including, inter alia, the Awarded Shares and further shares of the Company acquired out of the income derived therefrom.

The fair value of the Awarded Shares awarded was based on the market value of the Company's shares at the grant date and the Group recognised an equity-settled share-based payment expense of HK\$888,000 for the year ended 31 December 2015 (2014: HK\$1,065,000).

During the year ended 31 December 2015, 506,000 Awarded Shares (2014: 744,000 Awarded Shares) were vested and transferred to certain executive directors of the Company and certain employees of the Group. During the year ended 31 December 2015, upon the vesting of certain Awards Shares, the carrying value of the shares held under the restricted share award scheme account of the Company was reduced by HK\$712,000 (2014: HK\$1,004,000) and such amount was transferred to the share-based payment reserve of the Company.

During the years ended 31 December 2015 and 2014, no ordinary shares of the Company were acquired by the Trustee for the Award Scheme.

During the year ended 31 December 2015, 440,000 Awarded Shares were awarded to certain employees of the Group, which will be transferred to the employees at nil consideration, subject to the satisfaction of certain service conditions, upon vesting in various tranches, with the last tranches ending on 30 April 2020.

27. 有限制股份獎勵計劃(續)

受託人不得根據信託持有之本公司任何股份(其中包括獎勵股份及以因而產生之有關收入購買之其他本公司股份)行使投票權。

截至二零一五年十二月三十一日止年度,已授出獎勵股份之公平值按本公司股份於授出獎勵日期之市值以及本集團所確認股權結算以股份支付開支888,000港元(二零一四年:1,065,000港元)計算。

於截至二零一五年十二月三十一日止年度,本公司若干執行董事及本集團若干僱員獲歸屬及轉讓506,000股獎勵股份(二零一四年:744,000股獎勵股份)。於截至二零一五年十二月三十一日止年度,若干獎勵股份獲歸屬後,於本公司有限制股份獎勵計劃賬目下持有之股份賬面值減少712,000港元(二零一四年:1,004,000港元),該金額已轉撥至本公司股份付款儲備。

於截至二零一五年及二零一四年十二月三十一日止年度,受託人並無就獎勵計劃購入本公司普通股。

於截至二零一五年十二月三十一日止年度,本集團若干僱員獲授出440,000股獎勵股份,獎勵股份將以零代價轉讓予該等僱員,並將待達成相關服務條件時分批歸屬,最後一批將於二零二零年四月三十日歸屬。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

27. RESTRICTED SHARE AWARD SCHEME (CONTINUED)

The following Awarded Shares were awarded and outstanding under the Award Scheme during the year:

| | 2015 二零一五年 | | 2014 二零一四年 | | |
|---------------------------|---|--|---|--|-----------|
| | Weighted average fair value at grant date per share 於授出日期每股加權平均公平值 HK\$ 港元 | Number of unvested Awarded Shares 未歸屬獎勵股份數目 | Weighted average fair value at grant date per share 於授出日期每股加權平均公平值 HK\$ 港元 | Number of unvested Awarded Shares 未歸屬獎勵股份數目 | |
| At 1 January | 於一月一日 | 1.50 | 1,588,000 | 1.29 | 1,924,000 |
| Awarded during the year | 年內授予 | 2.62 | 440,000 | 1.88 | 500,000 |
| Vested during the year | 年內歸屬 | 1.31 | (506,000) | 0.74 | (744,000) |
| Forfeited during the year | 年內沒收 | 1.53 | (296,000) | 1.44 | (92,000) |
| At 31 December | 於十二月三十一日 | 1.97 | 1,226,000 | 1.50 | 1,588,000 |

Out of the total of 9,600,000 Award Shares awarded in prior years, 3,250,000 Awarded Shares were awarded to the executive directors of the Company.

At the date of approval of these financial statements, the Company had 1,226,000 Awarded Shares unvested under the Award Scheme, which represented approximately 0.5% of the Company's ordinary shares in issue at that date.

27. 有限制股份獎勵計劃(續)

年內，根據獎勵計劃已授出及尚未行使之獎勵股份如下：

於過往年度，在授出之合共9,600,000股獎勵股份中，已向本公司執行董事授出3,250,000股獎勵股份。

於批准此等財務報表當日，本公司根據獎勵計劃尚未歸屬之獎勵股份數目為1,226,000股，佔本公司於該日之已發行普通股約0.5%。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

28. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 59 to 60 of the financial statements.

The Group's contributed surplus originally represented the excess of the aggregate net asset value of the subsidiaries acquired at the date of their acquisition pursuant to the Group reorganisation on 29 April 1998, over the nominal value of the Company's shares issued in exchange therefor.

Pursuant to the relevant PRC laws and regulations for wholly-foreign-owned enterprises, a portion of the profits of the Group's subsidiaries, which are established in the PRC, has been transferred to reserve funds which are restricted as to use. The subsidiaries are not required to effect any further transfer when the amount of the reserve funds reaches 50% of their registered capital.

The Group's goodwill reserve represents goodwill which arose on the acquisition of certain subsidiaries in prior years and remains eliminated against consolidated reserves, as further explained in note 14 to the financial statements.

28. 儲備

本集團於現行及過往年度之儲備金額及其變動乃呈列於財務報表第59至60頁之綜合權益變動表。

本集團之繳入盈餘原指根據於一九九八年四月二十九日之集團重組，在收購各附屬公司之日期，該等附屬公司之總資產淨值超出本公司用作交換用途而發行股份之面值。

根據外商獨資企業適用之有關中國規定及法規，於中國成立之本集團附屬公司之部分利潤已轉撥至儲備基金，並限制使用。當該等附屬公司之儲備基金達到其註冊資本之50%後，該等附屬公司毋須作進一步轉撥。

誠如財務報表附註14進一步闡述，本集團之商譽儲備指於過往年度收購若干附屬公司產生之商譽，將繼續與綜合儲備對銷。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

29. BUSINESS COMBINATION

On 6 February 2015, the Group acquired the entire equity interest in Sanyo Extended System Services Limited ("Sanyo Extended"). Sanyo Extended and its subsidiary (collectively "Sanyo Extended Group") are engaged in the provision of a range of software, solutions and related services to the retailers for the point-of-sale (POS) and related management. The Group has acquired Sanyo Extended Group to further expand its application services business and to extend the existing product offering. The purchase consideration of approximately HK\$22,944,000 for the acquisition was payable in three tranches in the form of cash.

The fair values of the identifiable assets and liabilities of Sanyo Extended Group as at the date of acquisition were as follows:

29. 業務合併

於二零一五年二月六日，本集團收購三洋拓展系統有限公司(「三洋拓展」)全部股本權益。三洋拓展及其附屬公司(統稱「三洋拓展集團」)乃從事向零售商提供一系列銷售時點情報系統軟件、解決方案及相關服務以及相關管理等業務。收購三洋拓展集團為本集團進一步擴大其應用服務業務及拓展現有產品供應類別。收購之購買代價為22,944,000港元，以現金並分三期支付。

三洋拓展集團於收購日之可識別資產及負債之公平值如下：

| | | Fair value recognised on acquisition 收購之 公平值確認 HK\$'000 千港元 |
|---|-------------------|---|
| Property, plant and equipment (note 12) | 物業、廠房及設備(附註12) | 43 |
| Cash and bank balances | 現金及銀行結餘 | 4,514 |
| Trade receivables | 應收貿易賬款 | 2,319 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 395 |
| Other payables and accruals | 其他應付款項及應計款項 | (1,763) |
| Deferred revenue | 遞延收入 | (3,726) |
| Tax payable | 應繳稅項 | (184) |
| Total identifiable net liabilities at fair value | 可識別資產淨值總額之公平值 | 1,598 |
| Goodwill on acquisition (note 14) | 收購之商譽(附註14) | 15,364 |
| Other intangible assets arising from the acquisition (note 15) | 收購所得之其他無形資產(附註15) | 7,164 |
| Deferred tax liabilities arising from the acquisition (note 24) | 收購所得之遞延稅項負債(附註24) | (1,182) |
| Total cost of the business combination | 業務合併之總成本 | 22,944 |
| Satisfied by: | 由以下支付： | |
| Cash | 現金 | 19,502 |
| Acquisition consideration payable | 應付收購代價 | 3,442 |
| Total cost of the business combination | 業務合併之總成本 | 22,944 |

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to HK\$2,319,000 and HK\$395,000, respectively. The gross contractual amounts of trade receivables and other receivables were HK\$2,369,000 and HK\$395,000 respectively, of which trade receivables of HK\$50,000 were expected to be uncollectible.

於收購日期之應收貿易賬款及其他應收款項公平值分別為2,319,000港元及395,000港元。應收貿易賬款及其他應收款項之總合約金額分別為2,369,000港元及395,000港元，其中應收貿易賬款50,000港元預期不可收回。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

29. BUSINESS COMBINATION (CONTINUED)

The Group incurred transaction costs of HK\$203,000 for this acquisition. These transaction costs have been expensed and are included in the consolidated statement of profit or loss.

Included in the goodwill of HK\$15,364,000 recognised above was the value of expected synergies arising from combining operations of the Group and Sanyo Extended Group. None of the goodwill recognised was expected to be deductible for income tax purposes.

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

| | | HK\$'000 千港元 |
|---|----------------------------|-----------------|
| Cash consideration paid | 已付現金代價 | (19,502) |
| Cash and bank balances acquired | 已收購現金及銀行結餘 | 4,514 |
| Net outflow of cash and cash equivalents included in cash flows from investing activities | 計入投資活動所得現金流量之現金及等同現金資產流出淨額 | <u>(14,988)</u> |

Since the acquisition, Sanyo Extended Group contributed HK\$12,115,000 to the Group's revenue and HK\$3,120,000 to the consolidated profit for the year ended 31 December 2015.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been HK\$220,461,000 and HK\$44,677,000, respectively.

30. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transaction

In the prior year, the Group entered into a lease agreement in respect of its office property in Hong Kong. Pursuant to the terms and conditions of the lease agreement, the Group is required to restore the office property to the conditions as stipulated in the lease agreement. Accordingly, the Group had provided and capitalised the estimated reinstatement cost of HK\$1,200,000 when such obligation arose.

29. 業務合併(續)

本集團就此項收購產生交易成本203,000港元。該等交易成本已支銷並於綜合損益表列賬。

上述已確認之商譽15,364,000港元包括因結合本集團與三洋拓展集團之業務而產生預期協同效益價值。已確認之商譽預期將不可用作抵扣所得稅項。

有關收購附屬公司之現金流量分析如下：

自收購日起，三洋拓展集團截至二零一五年十二月三十一日止年度向本集團之營業額及綜合溢利分別貢獻12,115,000港元及3,120,000港元。

倘合併已於年初完成，本年度本集團之收入及本集團溢利應分別為220,461,000港元及44,677,000港元。

30. 綜合現金流量表附註

重大非現金交易

於上年度，本集團就其於香港之寫字樓物業訂立租賃協議。根據租賃協議之條款及條件，本集團須將物業恢復至租賃協議所規定之條件。因此，於該責任產生時，本集團已就估計恢復成本1,200,000港元作出撥備及資本化。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

31. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 13) under operating lease arrangements, with leases negotiated for terms ranging from one to two years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 December 2015, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------|----------------------------------|----------------------------------|
| Within one year | 一年內 | 1,871 | 2,128 |
| In the second to fifth years, inclusive | 第二至第五年(包括首尾兩年) | 348 | 1,379 |
| | | 2,219 | 3,507 |

(b) As lessee

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to four years (2014: one to four years).

At 31 December 2015, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|----------------|----------------------------------|----------------------------------|
| Within one year | 一年內 | 4,633 | 3,919 |
| In the second to fifth years, inclusive | 第二至第五年(包括首尾兩年) | 7,058 | 11,146 |
| | | 11,691 | 15,065 |

31. 經營租賃安排

(a) 作為出租人

本集團根據經營租賃安排租賃其投資物業(附註13)，議定之租期介乎一至兩年不等。租賃條款一般要求租戶支付保證按金，並須根據當時現行市況定期調整租金。

於二零一五年十二月三十一日，本集團根據與其租戶簽訂於下列期限屆滿之不可撤銷經營租賃而於日後應收之最低租金總值如下：

(b) 作為承租人

本集團根據經營租賃安排租賃其若干辦公室物業。該等物業所議定之租賃期介乎一至四年(二零一四年：一至四年)。

於二零一五年十二月三十一日，本集團根據於下列期限屆滿之不可撤銷經營租賃而於日後應付之最低租金總值如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

32. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

- Guarantees have been given to certain banks by the Company for performance bonds/guarantees issued by the banks in relation to certain contracts undertaken by the Group amounting to HK\$49,804,000 (2014: HK\$52,494,000), of which HK\$16,915,000 (2014: HK\$2,818,000) was utilised as at 31 December 2015.
- Guarantees have been given to a bank by the Company and certain subsidiaries of the Company in connection with certain banking facilities granted to a subsidiary amounting to HK\$127,804,000 (2014: HK\$127,804,000), and none of the banking facilities were utilised as at 31 December 2015 and 2014.
- A subsidiary of the Company is involved in a dispute with a third party, who is claiming incremental license fees from the subsidiary. The directors, based on the advice from the Group's legal counsel, consider that the subsidiary has a valid defence against the claim and, accordingly, have not provided for any claim that may arise from the dispute as at 31 December 2015.

33. RELATED PARTY TRANSACTIONS

In addition to the transactions, arrangements and balances detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

Compensation of key management personnel of the Group:

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|---------------|----------------------------------|----------------------------------|
| Short term employee benefits | 短期僱員福利 | 10,634 | 9,374 |
| Equity-settled share-based payment expense | 股權結算以股份支付開支 | 553 | 708 |
| Post-employment benefits | 離職後福利 | 114 | 99 |
| Total compensation paid to key management personnel | 支付主要管理人員之酬金總值 | 11,301 | 10,181 |

Further details of directors' emoluments are included in note 7 to the financial statements.

32. 或然負債

於報告期間結算日，並未於財務報表內作出撥備之或然負債如下：

- 本公司已就本集團承接之若干合約向若干銀行提供為數49,804,000港元(二零一四年：52,494,000港元)之履約保證／擔保，其中16,915,000港元(二零一四年：2,818,000港元)已於二零一五年十二月三十一日動用。
- 本公司及本公司若干附屬公司就一間附屬公司所獲授為數127,804,000港元(二零一四年：127,804,000港元)之銀行融資向銀行提供擔保，於二零一五年及二零一四年十二月三十一日，該等銀行融資並沒有被動用。
- 本公司旗下一家附屬公司牽涉與一名第三方之爭議，該第三方向該附屬公司索償累計特許權費。根據本集團律師提供之意見，董事認為，該附屬公司對該索償具有有效抗辯，因此於二零一五年十二月三十一日並無就爭議可能產生之任何索償作出撥備。

33. 關連人士交易

除此等財務報表其他章節詳述之交易、安排及結餘外，本集團年內曾進行下列關連人士交易：

本集團主要管理人員之酬金如下：

董事酬金之進一步詳情載於財務報表附註7。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

34. FINANCIAL INSTRUMENTS BY CATEGORY

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

2015

Financial assets

| | | Financial assets at fair value through profit or loss 按公平值經損益入賬之財務資產 | | | | Total |
|---|----------------|---|--------------------------|----------------------------------|---|-----------------|
| | | Designated as such upon initial recognition 於初步確認時指定作該用途 | Held for trading 持作買賣 | Loans and receivables 貸款及應收款項 | Available-for-sale financial assets 可供出售財務資產 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Available-for-sale investments | 可供出售投資 | - | - | - | 1,880 | 1,880 |
| Trade and bills receivables | 應收貿易賬款及應收票據 | - | - | 33,080 | - | 33,080 |
| Deposits and other receivables | 按金及其他應收款項 | - | - | 3,509 | - | 3,509 |
| Financial assets at fair value through profit or loss | 按公平值經損益入賬之財務資產 | 2,507 | 9,279 | - | - | 11,786 |
| Pledged bank deposits | 已抵押銀行存款 | - | - | 11,239 | - | 11,239 |
| Cash and cash equivalents | 現金及等同現金資產 | - | - | 332,120 | - | 332,120 |
| | | 2,507 | 9,279 | 379,948 | 1,880 | 393,614 |

Financial liabilities

34. 財務工具之分類

各類別財務工具於報告期間結算日之賬面金額如下：

二零一五年

財務資產

財務負債

| | | Financial liabilities at amortised cost 以攤銷成本列示之財務負債 HK\$'000 千港元 |
|--|-------------|--|
| Trade payables | 應付貿易賬款 | 16,886 |
| Other payables | 其他應付款項 | 28,748 |
| Financial liabilities included in accruals | 計入應計款項之財務負債 | 4,386 |
| | | 50,020 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

34. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

2014

Financial assets

| | | Financial assets at fair value through profit or loss 按公平值經損益入賬之財務資產 | | | | Available-for-sale financial assets 可供出售財務資產 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|----------------|--|---|---|--------|--|--------------------------------|
| | | Designated as such upon initial recognition 於初步確認時指定作該用途 HK\$'000 千港元 | Held for trading 持作買賣 HK\$'000 千港元 | Loans and receivables 貸款及應收款項 HK\$'000 千港元 | | | |
| | | | | | | | |
| | | | | | | | |
| Available-for-sale investments | 可供出售投資 | - | - | - | 11,780 | 11,780 | |
| Trade and bills receivables | 應收貿易賬款及應收票據 | - | - | 34,142 | - | 34,142 | |
| Deposits and other receivables | 按金及其他應收款項 | - | - | 3,052 | - | 3,052 | |
| Financial assets at fair value through profit or loss | 按公平值經損益入賬之財務資產 | 1,573 | 9,299 | - | - | 10,872 | |
| Pledged bank deposits | 已抵押銀行存款 | - | - | 6,943 | - | 6,943 | |
| Cash and cash equivalents | 現金及等同現金資產 | - | - | 342,644 | - | 342,644 | |
| | | 1,573 | 9,299 | 386,781 | 11,780 | 409,433 | |

二零一四年

財務資產

Financial liabilities

| | | Financial liabilities at amortised cost 以攤銷成本列示之財務負債 HK\$'000 千港元 |
|--|-------------|--|
| Trade payables | 應付貿易賬款 | 21,276 |
| Other payables | 其他應付款項 | 23,376 |
| Financial liabilities included in accruals | 計入應計款項之財務負債 | 4,537 |
| | | 49,189 |

財務負債

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

35. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

At the end of the reporting period, the carrying amounts of the Group's financial assets and liabilities reasonably approximated to their fair values.

Management has assessed that the fair values of cash and cash equivalents, pledged bank deposits, trade and bills receivables, deposits and other receivables, trade payables, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of listed equity and debt investments are based on quoted market prices.

The fair values of the available-for-sale investments are based on available market prices.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2015

| | | Fair value measurement using 公平值計量採用以下各項 | | | |
|---|---------------------|--|---|--|--------------------------------|
| | | Quoted prices in active markets (Level 1) 活躍 市場報價 (第1層) HK\$'000 千港元 | Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2層) HK\$'000 千港元 | Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第3層) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Available-for-sale investments: | 可供出售投資： | | | | |
| Club membership debenture | 會所會籍債券 | - | 1,880 | - | 1,880 |
| Debt investments | 債務投資 | - | - | - | - |
| Financial assets at fair value through profit or loss: | 按公平值經損益入賬之 財務資產： | | | | |
| Listed equity investments | 上市股本投資 | 9,279 | - | - | 9,279 |
| Debt investments | 債務投資 | 2,507 | - | - | 2,507 |
| | | 11,786 | 1,880 | - | 13,666 |

35. 財務工具公平值及公平值等級架構

於報告期間結算日，本集團及本公司財務資產及負債之賬面值與其公平值合理地相若。

管理層已評估現金及等同現金資產、已抵押銀行存款、應收貿易賬款及應收票據、按金及其他應收款項、應付貿易賬款、計入其他應付款項及應計款項之財務負債與其賬面值相若，主要由於該等工具之到期日較短。

財務資產及負債之公平值以該工具自願交易方(強迫或清盤出售除外)當前交易下之可交易金額入賬。下列方法及假設乃用以估計公平值：

上市股權及債務投資之公平值按市場報價得出。

可供出售投資之公平值乃按市場價格得出。

公平值等級架構

下表顯示本集團財務工具公平值計量之等級架構：

按公平值計量之資產：

於二零一五年十二月三十一日

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

35. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

As at 31 December 2014

| | | Fair value measurement using 公平值計量採用以下各項 | | | |
|---|---------------------|--|---|--|--------------------------------|
| | | Quoted prices in active markets (Level 1) 活躍 市場報價 (第1層) HK\$'000 千港元 | Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2層) HK\$'000 千港元 | Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第3層) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Available-for-sale investments: | 可供出售投資： | | | | |
| Club membership debenture | 會所會籍債券 | - | 1,900 | - | 1,900 |
| Debt investments | 債務投資 | 9,880 | - | - | 9,880 |
| Financial assets at fair value through profit or loss: | 按公平值經損益入賬之 財務資產： | | | | |
| Listed equity investments | 上市股本投資 | 9,299 | - | - | 9,299 |
| Debt investments | 債務投資 | 1,573 | - | - | 1,573 |
| | | 20,752 | 1,900 | - | 22,652 |

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 31 December 2015 and 2014.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2014: Nil).

35. 財務工具公平值及公平值等級架構(續)

公平值等級架構(續)

按公平值計量之資產：(續)

於二零一四年十二月三十一日

按公平值計量之負債：

本集團於二零一五年及二零一四年十二月三十一日並無任何按公平值計量之財務負債。

年內，第1層與第2層概無就財務資產及財務負債轉換公平值計量之轉換，而第3層亦無任何轉入或轉出(二零一四年：無)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments include pledged bank deposits and cash and cash equivalents. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables, deposits and other receivables, trade and other payables, financial liabilities included in accruals, financial assets at fair value through profit or loss, and available-for-sale investments, which mainly arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, equity price risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash at banks and time deposits with floating interest rates.

36. 財務風險管理目標及政策

本集團之主要財務工具包括已抵押銀行存款以及現金及等同現金資產。此等財務工具之主要用途乃為本集團之業務融資。本集團有其他各種財務資產及負債，如應收貿易賬款及應收票據、按金及其他應收款項、應付貿易賬款及其他應付款項、計入應計款項之財務負債、按公平值經損益入賬之財務資產及可供出售投資，此等財務資產及負債主要自業務營運直接產生。

本集團財務工具產生之主要風險為利率風險、外幣風險、信貸風險、股本價格風險及流動資金風險。董事會審閱並同意下文所概述管理各項此等風險之政策。

利率風險

本集團因應市場利率變動而承受之風險主要與本集團存放於銀行按照浮動利率計息之現金及定期存款有關。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Interest rate risk (continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate bank balances and time deposits).

36. 財務風險管理目標及政策(續)

利率風險(續)

下表載列在所有其他變數維持不變之情況下，本集團之除稅前溢利(透過浮動利率銀行結餘及定期存款所受影響)對利率合理可能出現變動之敏感程度。

| | | Increase/ (decrease) in basis points 基點增加/ (減少) | Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元 |
|----------------------|--------------|---|---|
| 2015 | 二零一五年 | | |
| Hong Kong dollar | 港元 | (25) | (165) |
| United States dollar | 美元 | (25) | (136) |
| RMB | 人民幣 | (25) | (522) |
| Hong Kong dollar | 港元 | 25 | 165 |
| United States dollar | 美元 | 25 | 136 |
| RMB | 人民幣 | 25 | 522 |
| 2014 | 二零一四年 | | |
| Hong Kong dollar | 港元 | (25) | (134) |
| United States dollar | 美元 | (25) | (37) |
| RMB | 人民幣 | (25) | (593) |
| Hong Kong dollar | 港元 | 25 | 134 |
| United States dollar | 美元 | 25 | 37 |
| RMB | 人民幣 | 25 | 593 |

There is no impact on the Group's equity except on the retained profits.

除保留溢利外，對本集團股本概無任何影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from revenue generated and/or costs and expenses incurred by operating units in currencies other than the units' functional currencies.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

| | | Increase/ (decrease) in exchange rate 匯率上升/ (下降) % | Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元 |
|---|--------------|---|---|
| 2015 | 二零一五年 | | |
| If the Hong Kong dollar weakens against RMB | 倘港元兌人民幣貶值 | 5 | 4,785 |
| If the Hong Kong dollar strengthens against RMB | 倘港元兌人民幣升值 | (5) | (4,785) |
| 2014 | 二零一四年 | | |
| If the Hong Kong dollar weakens against RMB | 倘港元兌人民幣貶值 | 5 | 3,738 |
| If the Hong Kong dollar strengthens against RMB | 倘港元兌人民幣升值 | (5) | (3,738) |

There is no impact on the Group's equity except on the retained profits.

36. 財務風險管理目標及政策(續)

外幣風險

本集團面對交易貨幣風險。此風險主要源自於營運單位使用該單位功能貨幣以外貨幣賺取之收入及/或產生之成本及開支。

下表載列在所有其他變數維持不變之情況下，本集團於報告期間結算日之除稅前溢利(因貨幣資產及負債公平值有變)對人民幣匯率可能合理變動之敏感程度。

除保留溢利外，對本集團股本概無任何影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk

The Group primarily trades on credit terms with recognised and creditworthy third parties. It is the Group's policy that most customers who wish to trade on credit terms are to a certain extent subject to certain credit verification procedures. In addition, receivable balances are monitored by the Group's management on an ongoing basis.

The credit risk of the Group's other financial assets, which comprise pledged bank deposits, cash and cash equivalents, debt investments and deposits and other receivables, mainly arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group primarily trades on credit terms with recognised and creditworthy third parties, there is no requirement for collateral.

Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. At the end of the reporting period, the Group had certain concentration of credit risk as 24.5% (2014: 29.1%) of the total trade and bills receivables of the Group were due from certain departments/units of the Government of the HKSAR, the Group's largest customer.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 18 to the financial statements.

36. 財務風險管理目標及政策(續)

信貸風險

本集團主要與認可及信譽良好之第三方進行交易。按照本集團之政策，大部分擬按信貸條款進行交易之客戶，在某程度上必須經過若干信貸審核程序後，方可落實。此外，本集團管理層會持續監察應收結餘之狀況。

本集團其他財務資產，包括已抵押銀行存款、現金及等同現金資產、債務投資以及按金及其他應收款項之信貸風險主要來自交易對手違約，而最高風險相等於此等工具之賬面值。

由於本集團主要與認可及信譽良好之第三方按信貸條款進行交易，故毋須抵押品。

信貸集中風險由客戶／對手方按地區及按行業分部劃分管理。於報告期間結算日，由於本集團應收貿易賬款及應收票據總額中有24.5%(二零一四年：29.1%)為應收香港特別行政區政府(本集團最大客戶)若干部門／單位之款項，故本集團承受一定信貸集中風險。

有關本集團因應收貿易賬款及應收票據所承受之信貸風險之進一步定量分析數據，於財務報表附註18披露。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as financial assets at fair value through profit or loss – listed equity investments in Hong Kong (note 21) as at 31 December 2015 and 2014. The Group's listed equity investments are listed on the Stock Exchange of Hong Kong Limited and are valued at quoted market prices at the end of the reporting period.

The following table demonstrates the sensitivity to every 10% change in the fair values of the Group's listed equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

| | | Carrying amount of equity investments 股本投資之賬面值 HK\$'000 千港元 | Increase/(decrease) in profit before tax 除稅前溢利增加/(減少) HK\$'000 千港元 |
|---|-----------------------|--|---|
| 2015 | 二零一五年 | | |
| Equity investments listed in Hong Kong: – Held-for-trading | 在香港上市之股本投資： – 持作買賣 | 9,279 | 928 |
| 2014 | 二零一四年 | | |
| Equity investments listed in Hong Kong: – Held-for-trading | 在香港上市之股本投資： – 持作買賣 | 9,299 | 930 |

There is no impact on the Group's equity except on the retained profits.

36. 財務風險管理目標及政策(續)

股本價格風險

股本價格風險是指由於股票指數和個別證券價值之變化導致股本證券之公平值降低之風險。本集團之股本價格風險源於在二零一五年及二零一四年十二月三十一日持有分類為按公平值經損益入賬之財務資產—香港上市股本投資(附註21)之個別股本投資。本集團之上市股本投資於香港聯合交易所有限公司上市，於報告期間結算日按市場報價評估。

下表載列在所有其他變數維持不變之情況下及未計任何稅務影響前，以其賬面值為基準，本集團上市股本投資於報告期間結算日之公平值每變動10%時，相關項目之敏感程度。

除保留溢利外，對本集團股本概無任何影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk

The Group's objective is to ensure there are adequate funds to meet its contractual payments for financial liabilities in the short and long term. In the management of liquidity risk, the Group monitors and maintains a level of cash and bank balances, and time deposits deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Cash flows of the Group are closely monitored by senior management on an ongoing basis.

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

| | | 2015 二零一五年 | | | |
|--|-------------------------------|---------------|-----------------------|-----------------------------|---------------|
| | | On demand | Less than 3 months | 3 to less than 12 months | Total |
| | | 按要求償還 | 少於三個月 | 三至十二個月內 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| Trade payables | 應付貿易賬款 | 16,081 | 194 | 611 | 16,886 |
| Other payables | 其他應付款項 | - | 28,748 | - | 28,748 |
| Financial liabilities included in accruals | 計入應計款項之財務負債 | - | 4,386 | - | 4,386 |
| Guarantees given to banks for performance bonds/guarantees issued in relation to certain contracts undertaken by the Group | 就本集團承接之若干合約發出履約保證/擔保而向銀行提供之擔保 | 16,915 | - | - | 16,915 |
| | | 32,996 | 33,328 | 611 | 66,935 |

36. 財務風險管理目標及政策(續)

流動資金風險

本集團之目標為確保維持足夠資金以應付其短期及長期之財務負債合約付款。管理流動資金風險時，本集團監察及維持管理層視為足夠提供本集團營運所需現金及銀行結餘及定期存款，並減低因現金流量波動造成之影響。高級管理層持續密切監察本集團之現金流量。

於報告期間結算日，本集團根據合約未折現付款所計算之財務負債到期情況如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk (continued)

| | | 2014 二零一四年 | | | Total 總計 HK\$'000 千港元 |
|--|-------------------------------|---------------------------------------|---|---|--------------------------------|
| | | On demand 按要求償還 HK\$'000 千港元 | Less than 3 months 少於三個月 HK\$'000 千港元 | 3 to less than 12 months 三至十二個月內 HK\$'000 千港元 | |
| Trade payables | 應付貿易賬款 | 20,422 | 268 | 586 | 21,276 |
| Other payables | 其他應付款項 | - | 23,376 | - | 23,376 |
| Financial liabilities included in accruals | 計入應計款項之財務負債 | - | 4,537 | - | 4,537 |
| Guarantees given to banks for performance bonds/guarantees issued in relation to certain contracts undertaken by the Group | 就本集團承接之若干合約發出履約保證／擔保而向銀行提供之擔保 | 2,818 | - | - | 2,818 |
| | | 23,240 | 28,181 | 586 | 52,007 |

Capital management

The primary objectives of the Group's capital management are 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 regularly reviews and manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2015 and 2014.

Capital of the Group comprises all components of shareholders' equity.

36. 財務風險管理目標及政策(續)

流動資金風險(續)

資本管理

本集團資本管理之主要目的是為保障本集團持續經營之能力並維持穩健資本比率，以支持其業務及為股東帶來最大價值。

本集團根據經濟狀況之轉變及相關資產之風險特性，定期審閱及管理資本結構及作出調整。本集團可以通過調整對股東派發之股息、向股東發還資本或發行新股以保持或調整資本結構。本集團並無任何外部施加之資本規定須要遵守。截至二零一五年及二零一四年十二月三十一日止年度內，本集團之資本管理目標、政策或程序並無轉變。

本集團之資本由所有股東權益部分組成。

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

37. EVENTS AFTER THE REPORTING PERIOD

On 21 December 2015, the Group entered into a sale and purchase agreement (the "Agreement") with Platinum China Holding Inc.. Subject to the fulfilment of certain terms and conditions as stated in the Agreement, the Group would acquire the entire equity interest in Platinum China Limited ("Platinum" and together with its subsidiary, "Platinum Group"), which is engaged in the provision of solutions on human resources management specifically designed to meet the business and regulatory requirements in the PRC, to further expand its application services business. The purchase consideration of US\$17.6 million (equivalent to approximately HK\$136.4 million) was in the form of cash. The transaction was completed on 4 January 2016.

Upon completion of the transaction on 4 January 2016, Platinum Group became a wholly-owned subsidiary of the Company. Further details of the transaction are set out in an announcement of the Company dated 21 December 2015.

Because the acquisition of Platinum Group was effected shortly before the date of approval of these financial statements, it is not practicable to disclose further details about the acquisition.

37. 報告期後事項

於二零一五年十二月二十一日，本集團與 Platinum China Holding Inc. 訂立買賣協議（「協議」）。待協議所載若干條款及條件達成後，本集團將收購 Platinum China Limited（「Platinum」，連同其附屬公司統稱「白金集團」）全部股本權益，以進一步擴展其應用服務業務。白金集團乃從事提供人力資源管理解決方案，專門為符合中國業務及監管規定而設計。收購代價為1,760萬美元（相當於約1.364億港元）並以現金支付。該項交易已於二零一六年一月四日完成。

於二零一六年一月四日完成交易後，白金集團成為本公司全資附屬公司。該項交易之進一步詳情已載於本公司日期為二零一五年十二月二十一日之公佈。

由於收購白金集團於批准此等財務報表日期前不久落實，故無法披露有關收購的進一步資料。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

38. 本公司財務狀況表

報告期間結算日本公司財務狀況表之資料如下：

| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
|---|------------------|----------------------------------|----------------------------------|
| NON-CURRENT ASSETS | 非流動資產 | | |
| Investments in subsidiaries | 於附屬公司投資 | 94,152 | 132,272 |
| CURRENT ASSETS | 流動資產 | | |
| Prepayments | 預付款項 | 250 | 252 |
| Cash and cash equivalents | 現金及等同現金資產 | 3,102 | 2,664 |
| Total current assets | 流動資產總值 | 3,352 | 2,916 |
| CURRENT LIABILITIES | 流動負債 | | |
| Accruals | 應計款項 | 302 | 255 |
| NET CURRENT ASSETS | 流動資產淨值 | 3,050 | 2,661 |
| Net assets | 資產淨值 | 97,202 | 134,933 |
| EQUITY | 權益 | | |
| Share capital | 股本 | 24,419 | 24,419 |
| Share premium account | 股份溢價賬 | 38,493 | 38,493 |
| Shares held under the restricted share award scheme | 根據有限制股份獎勵計劃持有之股份 | (3,019) | (3,731) |
| Share-based payment reserve | 股份付款儲備 | 2,604 | 2,428 |
| Retained profits | 保留溢利 | 17,785 | 51,616 |
| Proposed final and special dividends | 擬派末期及特別股息 | 16,920 | 21,708 |
| Total equity | 總權益 | 97,202 | 134,933 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 DECEMBER 2015 二零一五年十二月三十一日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserves is as follows:

| | | Contributed surplus | Share-based payment reserve | Retained profits | Proposed final and special dividends | Total |
|--|--------------------------|---------------------|-----------------------------|------------------|--------------------------------------|-----------------|
| | | 繳入盈餘 | 股份付款儲備 | 保留溢利 | 擬派末期及特別股息 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 January 2014 | 於二零一四年一月一日 | 29,619 | 2,367 | 425 | 21,641 | 54,052 |
| Profit for the year | 本年度溢利 | - | - | 60,175 | - | 60,175 |
| Vesting of shares held under the restricted share award scheme | 有限制股份獎勵計劃項下股份歸屬 | - | (1,004) | - | - | (1,004) |
| Share award arrangements | 股份獎勵安排 | - | 1,065 | - | - | 1,065 |
| Final and special 2013 dividends declared | 宣派二零一三年末期及特別股息 | (26) | - | - | (21,641) | (21,667) |
| Interim 2014 dividend | 二零一四年中期股息 | (16,869) | - | - | - | (16,869) |
| Proposed final and special 2014 dividends | 擬派二零一四年末期及特別股息 | (12,724) | - | (8,984) | 21,708 | - |
| At 31 December 2014 and at 1 January 2015 | 於二零一四年十二月三十一日及於二零一五年一月一日 | - | 2,428 | 51,616 | 21,708 | 75,752 |
| Profit for the year | 本年度溢利 | - | - | 16 | - | 16 |
| Vesting of shares held under the restricted share award scheme | 有限制股份獎勵計劃項下股份歸屬 | - | (712) | - | - | (712) |
| Share award arrangements | 股份獎勵安排 | - | 888 | - | - | 888 |
| Final and special 2014 dividends declared | 宣派二零一四年末期及特別股息 | - | - | (20) | (21,708) | (21,728) |
| Interim 2015 dividend | 二零一五年中期股息 | - | - | (16,907) | - | (16,907) |
| Proposed final 2015 dividend | 擬派二零一五年末期股息 | - | - | (16,920) | 16,920 | - |
| At 31 December 2015 | 於二零一五年十二月三十一日 | - | 2,604 | 17,785 | 16,920 | 37,309 |

The Company's contributed surplus originally represented the excess of the aggregate net asset value of the subsidiaries acquired at the date of their acquisition pursuant to the Group reorganisation on 29 April 1998, over the nominal value of the Company's shares issued in exchange therefor.

Under the Bermuda Companies Act 1981, a company may make distributions to its members out of the contributed surplus in certain circumstances.

39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 17 March 2016.

38. 本公司財務狀況表(續)

附註：

本公司儲備概要如下：

本公司之繳入盈餘原指根據於一九九八年四月二十九日之集團重組，在收購各附屬公司之日期，該等附屬公司之總資產淨值超出本公司用作交換用途而發行股份之面值。

按一九八一年百慕達公司法，公司於若干情況下可以繳入盈餘向股東作出分派。

39. 批准財務報表

董事會於二零一六年三月十七日批准及授權刊發財務報表。

PARTICULARS OF PROPERTIES

物業附表

31 DECEMBER 2015 二零一五年十二月三十一日

INVESTMENT PROPERTIES

投資物業

| | Location | 地點 | Use | Tenure | Attributable interest of the Group 本集團應佔權益百分比 |
|----|---|---|-------------------|---------------------------|--|
| 1. | Units 1, 2 and 3 on 11th Floor Westlands Centre No. 20 Westlands Road Quarry Bay Hong Kong | 香港 鰂魚涌 華蘭路20號 華蘭中心 11樓1、2及3室 | Industrial 工業用 | Long term lease 長期租賃 | 100% |
| 2. | Unit No. A1 on Level 21 Golden Eagle International Plaza No. 89 Hanzhong Road Jianye District Nanjing Jiangsu Province People's Republic of China ("PRC") | 中華人民共和國(「中國」) 江蘇省 南京市 建鄴區 漢中路89號 金鷹國際商城 21樓A1室 | Commercial 商業用 | Long term lease 長期租賃 | 100% |
| 3. | Unit No. E on Level 12 And Car Parking Space No.44 Jinming Building, No.8 Zunyi South Road Changning District Shanghai PRC | 中國 上海 長寧區 遵義南路8號 錦明大廈 12樓E室及 停車位44號 | Commercial 商業用 | Long term lease 長期租賃 | 100% |
| 4. | Unit No. 2601 on Level 26 South Tower Guangzhou World Trade Centre Complex Nos. 371-375 Huanshi East Road Dongshan District Guangzhou Guangdong Province PRC | 中國 廣東省 廣州市 東山區 環市東路371至375號 廣州世界貿易中心大廈 南座 26樓2601室 | Commercial 商業用 | Medium term lease 中期租賃 | 100% |

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

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

以下為本集團過去五個財政年度之業績以及資產及負債之摘要，乃摘錄自己刊發之經審核財務報告，並已適當地重新分類。此概要並不構成經審核財務報表其中部分。

RESULTS

業績

| | | Year ended 31 December 截至十二月三十一日止年度 | | | | |
|---|----------------------|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2011 二零一一年 HK\$'000 千港元 |
| REVENUE | 收入 | 219,087 | 210,762 | 187,110 | 206,708 | 391,209 |
| Cost of sales and services | 銷售及服務成本 | (100,430) | (101,043) | (85,989) | (113,118) | (284,194) |
| Gross profit | 毛利 | 118,657 | 109,719 | 101,121 | 93,590 | 107,015 |
| Other income and gains, net | 其他收入及收益淨額 | 9,383 | 11,640 | 9,657 | 8,775 | 14,520 |
| Foreign exchange differences, net | 匯兌差額淨額 | (9,073) | (4,481) | 7,555 | 775 | 9,742 |
| Fair value gains/(losses), net: | 公平值收益/(虧損)淨額： | | | | | |
| Financial assets at fair value through profit or loss | 按公平值經損益入賬之財務資產 | (58) | (30) | (171) | 6,262 | (5,858) |
| Derivative instruments – transactions not qualifying as hedges | 衍生財務工具 – 不合資格作對沖之交易 | – | – | – | 130 | 72 |
| Investment properties | 投資物業 | 3,200 | 8,125 | 2,558 | 16,610 | 9,068 |
| Selling and distribution expenses | 銷售及分銷開支 | (22,980) | (23,124) | (23,065) | (30,306) | (33,097) |
| General and administrative expenses | 一般及行政開支 | (48,231) | (46,529) | (42,483) | (44,634) | (44,424) |
| Other expenses | 其他開支 | (821) | – | – | – | – |
| Finance costs | 財務費用 | – | – | (56) | (100) | (545) |
| PROFIT BEFORE TAX | 除稅前溢利 | 50,077 | 55,320 | 55,116 | 51,102 | 56,493 |
| Income tax expense | 所得稅開支 | (5,974) | (6,529) | (6,970) | (4,100) | (5,517) |
| PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT | 母公司擁有人應佔本年度溢利 | 44,103 | 48,791 | 48,146 | 47,002 | 50,976 |

ASSETS AND LIABILITIES

資產及負債

| | | As at 31 December 於十二月三十一日 | | | | |
|--------------------------|-------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2011 二零一一年 HK\$'000 千港元 |
| TOTAL ASSETS | 資產總值 | 539,702 | 522,640 | 511,637 | 494,079 | 524,018 |
| TOTAL LIABILITIES | 負債總值 | (111,084) | (99,823) | (99,219) | (93,834) | (137,860) |
| | | 428,618 | 422,817 | 412,418 | 400,245 | 386,158 |

computer  technologies

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