中國集成金融集團控股有限公司
China Success Finance Group Holdings Limited

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

Stock Code 股份代號：3623

年報 ANNUAL REPORT 2016

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Corporate Information
公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. ZHANG Tiewei *(Chairman)*
Ms. FU Jie *(Chief Executive Officer)*
Mr. CHEN Hui
Mr. LI Bin
Mr. XU Kaiying
Mr. PANG Haoquan

Non-executive Director

Mr. HE Darong

Independent non-executive Directors

Mr. TSANG Hung Kei
Mr. AU Tien Chee Arthur
Mr. XU Yan
Mr. ZHOU Xiaojiang

董事會

執行董事

張鐵偉先生*(主席)*
傅潔女士*(行政總裁)*
陳暉先生
李斌先生
徐凱英先生
龐浩泉先生

非執行董事

何達榮先生

獨立非執行董事

曾鴻基先生
區天旂先生
許彥先生
周小江先生

BOARD COMMITTEES

Audit committee

Mr. TSANG Hung Kei *(Chairman)*
Mr. AU Tien Chee Arthur
Mr. XU Yan

Remuneration committee

Mr. XU Yan *(Chairman)*
Mr. ZHANG Tiewei
Mr. TSANG Hung Kei

Nomination committee

Mr. ZHANG Tiewei *(Chairman)*
Mr. TSANG Hung Kei
Mr. XU Yan

董事委員會

審核委員會

曾鴻基先生*(主席)*
區天旂先生
許彥先生

薪酬委員會

許彥先生*(主席)*
張鐵偉先生
曾鴻基先生

提名委員會

張鐵偉先生*(主席)*
曾鴻基先生
許彥先生

COMPANY SECRETARY

Mr. PANG Chung Fai Benny

公司秘書

彭中輝先生

Corporate Information
公司資料

AUTHORISED REPRESENTATIVES

Mr. LI Bin
Mr. PANG Chung Fai Benny

授權代表

李斌先生
彭中輝先生

REGISTERED OFFICE

Fourth Floor, One Capital Place
P.O. Box 847, Grand Cayman
KY1-1103
Cayman Islands

註冊辦事處

Fourth Floor, One Capital Place
P.O. Box 847, Grand Cayman
KY1-1103
Cayman Islands

PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART 16 OF THE COMPANIES ORDINANCE

Office Units Nos. 10 and 11
11th Floor, Harbour Centre
No. 25 Harbour Road, Hong Kong

根據公司條例第十六部登記的香港營業地點

香港港灣道25號
海港中心11樓
10號及11號辦公室

STOCK CODE

3623

股份代號

3623

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Estera Trust (Cayman) Limited
Clifton House, 75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

開曼群島股份過户登記處

Estera Trust (Cayman) Limited
Clifton House, 75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR

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

香港證券登記處

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

AUDITORS

KPMG

核數師

畢馬威會計師事務所

Corporate Information
公司資料

LEGAL ADVISERS

As to Hong Kong law:

Loeb & Loeb LLP

法律顧問

香港法律方面：

Loeb & Loeb LLP

PRINCIPAL BANKERS

Bank of China Ltd., Foshan Branch
Bank of Communications Co., Ltd., Foshan Branch
Foshan Rural Commercial Bank Co. Ltd.,
Jinlan Branch

主要往來銀行

中國銀行股份有限公司佛山分行
交通銀行股份有限公司佛山分行
佛山農村商業銀行股份有限公司
金瀾分行

COMPANY WEBSITE ADDRESS

www.gdjcrzdb.cn

公司網址

www.gdjcrzdb.cn

Financial Highlights
財務概要

		FOR THE YEAR ENDED 31 DECEMBER 2016 截至二零一六年十二月三十一日止年度 (RMB'000) （人民幣千元）	FOR THE YEAR ENDED 31 DECEMBER 2015 截至二零一五年十二月三十一日止年度 (RMB'000) （人民幣千元）	**CHANGE IN 變動**
Revenue	收益	**90,331**	72,599	24.4%
Other revenue	其他收益	**3,183**	5,484	-42.0%
Profit before taxation	除稅前溢利	**32,023**	35,216	-9.1%
Profit for the year	年度溢利	**19,045**	24,333	-21.7%
Total comprehensive income for the year	年度全面收入總額	**24,423**	29,554	-17.4%
Basic earnings per share *(RMB per share)*	每股基本盈利 *（每股人民幣）*	**0.04**	0.06	-33.3%

		AS AT 31 DECEMBER 2016 於二零一六年十二月三十一日 (RMB'000) （人民幣千元）	**AS AT 31 DECEMBER 2015 於二零一五年十二月三十一日 (RMB'000) （人民幣千元）**	**CHANGE IN 變動**
Total assets	資產總值	**991,100**	878,939	12.8%
Total equity	權益總值	**956,316**	842,827	13.5%

Five-year Financial Summary
五年財務概要

		For the year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年
Profitability data (RMB'000)	**盈利能力資料（人民幣千元）**					
Revenue	收益	**90,331**	72,599	58,901	53,328	57,138
Profit from operation	經營溢利	**32,416**	30,009	32,588	25,508	59,551
Profit before taxation	除稅前溢利	**32,023**	35,216	39,814	32,620	61,717
Profit for the year	年內溢利	**19,045**	24,333	26,354	19,041	47,655
Basic earnings per share *(RMB per share)*	每股基本盈利 *（每股人民幣）*	**0.04**	0.06	0.06	0.06	0.16
Profitability ratios (%)	**盈利比率(%)**					
Operating profit margin *(Note 1)*	經營溢利率*(附註1)*	**35.5**	48.5	67.7	61.2	108.0
Net profit margin *(Note 2)*	純利率*(附註2)*	**21.1**	33.5	44.7	35.7	83.4
Effective tax rate *(Note 3)*	實際稅率*(附註3)*	**40.5**	30.9	33.8	41.6	22.8
Return on total assets *(Note 4)*	資產總額回報*(附註4)*	**1.9**	2.8	3.6	2.7	10.2
Return on shareholders' equity *(Note 5)*	股東權益回報*(附註5)*	**2.0**	2.9	3.8	2.9	11.7
Cost to income ratio *(Note 6)*	成本收入比*(附註6)*	**62.1%**	60.9%	53.0%	72.0%	27.9%
Operating ratios (as percentage of turnover) (%)	**經營比率(佔營業額百分比)(%)**					
Staff costs	員工成本	**28.0**	25.6	24.8	12.0	6.9
Assets and Working Capital data (%)	**資產及營運資金資料(%)**					
Net assets	資產淨值	**956,316**	842,827	691,412	656,902	405,608
Return on assets *(Note 7)*	資產回報*(附註7)*	**2.0**	2.8	3.6	2.7	10.2
Return on equity *(Note 8)*	權益回報*(附註8)*	**2.2**	3.2	3.8	3.5	13.2

Notes:

1. Operating profit margin is calculated based on dividing profit before taxation by revenue and multiplied by 100%
2. Net profit margin is calculated based on dividing the profit for the year by revenue and multiplied by 100%
3. Effective income tax rate is calculated based on dividing the income tax by the profit before taxation and multiplied by 100%
4. Return on total assets is calculated based on dividing profit for the year by the total assets and multiplied by 100%
5. Return on shareholders' equity is calculated based on dividing profit for the year by the total equity and multiplied by 100%
6. Cost to income ratio is calculated based on dividing operating expenses after deducting tax and surcharges by revenue and multiplied by 100%
7. Return on assets is calculated based on dividing profit attributable to equity shareholders of our Company by total asset and multiplied by 100%
8. Return on equity is calculated based on dividing profit attributable to equity shareholder of our Company by the weighted average balance of total equity as at the beginning and end of the relevant year and multiplied by 100%

附註：

1. 經營溢利率乃按除稅前溢利除以收益乘以100%計算
2. 純利率乃按年內溢利除以收益乘以100%計算
3. 實際所得稅率乃按所得稅除以除稅前溢利乘以100%計算
4. 資產總額回報乃按年內溢利除以資產總額乘以100%計算
5. 股東權益回報乃按年內溢利除以權益總額乘以100%計算
6. 成本收入比乃以扣除稅金及附加的經營開支除以收益乘以100%計算
7. 資產回報乃按本公司權益股東應佔溢利除以資產總額乘以100%計算
8. 權益回報乃按本公司權益股東應佔溢利除以權益總額於有關年初及年末的加權平均結餘乘以100%計算

Chairman's Statement
主席報告

Dear Shareholders,

On behalf of the board of directors (the "**Board**") of China Success Finance Group Holdings Limited (the "**Company**" or "**Success Finance**"), I am pleased to present the audited annual results of the Company and its subsidiaries (the "**Group**") for the year ended 31 December 2016.

In 2016, despite the unstable factors in global economy and the existing economic downturn pressure in China economy, China's GDP grew by 6.7% year-on-year, showing steady development on the whole.

Year 2016 was the kick-off year of the "Thirteenth Five-Year Plan" promulgated by the Chinese government. Financial reforms have well progressed in terms of risk prevention, marketisation, real economy-driven services and other aspects. In light of that traditional industries were saddled with external economy, Chinese government implemented several measures to promote finance, technology and other emerging industries and to support economic and social development. With financial market maturing, internet finance is now officially under government's regulatory framework.

各位股東：

本人謹代表中國集成金融集團控股有限公司(「**本公司**」或「**集成金融**」)董事會(「**董事會**」)，欣然呈報本公司及其附屬公司(「**本集團**」)截至二零一六年十二月三十一日止年度之經審核全年業績。

回顧二零一六年，世界經濟運行雖有諸多不穩定性，中國經濟下行壓力雖尚存，但中國的經濟仍以按年6.7%的增速發展，總體呈現穩定態勢。

二零一六年是中國政府「十三五」規劃的開局之年，金融改革領域在防範風險、市場化、服務於實體經濟等方面取得諸多進展。針對傳統產業受到外圍經濟拖累，中國政府實施多項措施推動金融、科技等新興產業，加大對經濟社會發展的支持。隨著國內金融市場的進步，互聯網金融市場亦正式納入政府監管框架。

During the year, the Group upheld its strategies of stable development with innovation, and adapted to the new norms of economic development and adjusted the business structure with flexibility. At the same time of stabilising our inclusive finance segment, the Group gradually expanded new businesses such as consumer finance and industrial finance. In the past one year, the Group's new business layout has gradually formed. During the reporting period, the Group has recorded a total revenue of RMB93.5 million, up approximately 19.7% year-on-year.

在這一年中，集團堅持穩定發展、有序創新的策略，主動適應經濟發展新常態，靈活調整業務架構。在穩定普惠金融業務板塊的同時，本集團逐步拓展消費金融及產業金融等新業務。在過去的一年，集團的新業務佈局已然漸見成型。報告期內，本集團錄得總體收入約人民幣93.5百萬元，較去年同期增長約19.7%。

For guarantee business, the Group stepped up its efforts in "de-risking" and optimising its business model, through making non-financial guarantee business as one of the major businesses of the Group. The Group also made voluntary provision to cope with stagnant market growth and the unexpected, with a view to safeguarding its steady business development.

擔保業務，本集團強化「去風險」能力，逐步優化商業模式，將業務主攻方向調整為非融資性擔保業務；並同步增加撥備，以有效應對市場低迷及突發情況，保障整體業務穩健發展。

For financial leasing business, factoring financing business has been successfully launched during the period, diversifying itself from being a pure-play with a new business segment.

融資租賃業務，已於期內成功開展保理融資業務，打破了過往單一業務模式，拓展出新業務能力。

Financial consultancy service has become one of the major businesses of the Group during the period. Capitalising on the profound business development capabilities of its consultation team and support of market resources, the Group provided various financial consulting services to its clients, including management consultation, product design and liquidity management.

財務顧問業務，期內已成為本集團的主要業務之一。本集團充分利用本集團顧問團隊豐富的展業能力及市場資源的支持，向客戶提供了包括管理諮詢、產品設計、流動性管理等財務顧問業務。

In addition, advance works for developing "real estate circle" and personal consumer finance businesses were completed as we have accumulated a large number of high-quality customers, laying a solid foundation for our consumer finance business.

個人消費信貸業務，期內本集團已初步完成房圈融資業務及個人消費業務的前期發展工作，並成功累積一批優質客戶，為消費金融業務發展奠定了一定基礎。

Regarding industrial finance business, during the period, the Group has reached a consensus with the government and banks on the joint establishment of Build-Transfer (BT) funds, which mainly purchases the established creditor's right of BT projects.

產業金融業務，期內本集團已與政府、銀行就合作組建建設移交(「**BT**」)基金，專項對BT項目債權進行回購達成一致共識。

Moreover, the Group has actively invested in mergers and acquisitions. It has invested in Guangzhou Rongdacheng Technology Services Company Limited (廣州融達成信息技術服務有限公司) ("**RDC**") and Foshan City Fo Ying Shun Yang Construction Engineering Company Limited, aiming to further improve the business development capabilities on consumer finance and industrial finance businesses.

此外，本集團積極推動投資併購業務，投資參股了廣州融達成信息技術服務有限公司及佛山市佛盈順洋建築工程有限公司，旨在進一步促進集團消費金融及產業金融的業務發展能力。

Chairman's Statement
主席報告

Looking ahead to 2017, the Group will stand strong at the new starting point, uphold innovation and seek new development to forge ahead with great prospects. Through facilitating stable development of conventional businesses, promoting asset management businesses, initiating mergers, acquisitions and restructure, strengthening cooperation mechanism, the Group aims to achieve a new leap and attain new heights in its level of development.

展望二零一七年，本集團將立足新起點，緊抓國家發展趨勢，堅持創新思路，從穩健發展傳統業務，創新驅動大資管業務、積極推進併購重組、強化合作機制四方面同時發力，促使本集團再起步，實現新跨越，邁上新台階！

A leap from quantity to quality with sound development of conventional businesses

The Group will adjust the structure of insured companies with agricultural industry, small and micro enterprises and real economy as the main target customers. Non-financial guarantee service will still be our principal business activity and factoring financing business will gradually become a normal business model for the Group. For real estate financing, the Group will tap into the used property transaction market, hoping to become a leading used property finance service provider in Guangdong Province. Leveraging on internet technology, the Group will continue to diversify its internet consumer business and expand the market share. Furthermore, the Group will seek acquisition opportunities to enter into internet finance business, so as to enrich product and service offerings and improve its consumer finance business layout. Risk control and management is vital to consumption aspect; hence the Group will make full use of its risk management throughout the process of product design and business management, in order to strike a better balance between risks and profits.

穩健發展傳統業務，實現傳統業務從量變到質變的跨越

擔保方面將以「三農」、小微企業、實體經濟為主要對象調整受保結構，並繼續以非融資擔保業務為主攻方向；融資租賃方面，將保理業務逐步變為常態化業務模式；房圈融資業務，將繼續深耕市場，冀望於成為廣東省二手房產金融服務領導者；互聯網消費服務業務，本集團將繼續依據互聯網技術，進一步開拓業務種類及市場；此外，本集團將物色合適的收購機會以涉足互聯網金融行業，豐富集團傳統產品服務及完善消費金融佈局。風險管控對消費金融領域尤為重要，本集團將從產品設計至企業管理過程中繼續發揮自身的風險管理優勢，進一步優化產品的風險收益平衡。

A leap to a higher level with innovative drive for asset management

The Group will grasp the development opportunities in "new asset management" era in China by integrating platform resources through acquisition, newly-built asset management channels and companies etc. within the boundary. Taking advantages as a Hong Kong listed company, we will effectively expand our business after obtaining an asset management licence. It is expected that the Group's asset management will be driven by the momentums inside and outside the territory.

創新驅動大資管業務，實現本集團發展層次新跨越

本集團將緊抓中國「大資管」時代發展機遇，通過收購、新設資管通道、資產管理公司等方式整合境內資產管理平台資源；發揮在港上市優勢，合法高效運用好獲取後的資產管理牌照快速拓展業務；爭取境內境外雙輪驅動，推進本集團資管業務大發展。

Extension of business presence with proactive promotion in mergers and acquisitions

The Group will fully utilise its assets and resources to proactively explore the cooperation opportunities with financial institutions such as large-scale central enterprises and banks, which together we will develop merger and acquisition business so that the scale of the Group's asset and business can be enlarged and income-generating capacity is raised.

積極推進併購重組，實現本集團業務版圖新跨越

本集團將積極爭取與大型央企、銀行等合作，並充分利用集團的資產資源，全面開展併購重組業務，做大本集團的資產及業務規模，增強本集團業務創收能力。

Adopting a win-win business model with in-depth enhancement in cooperation mechanism

The Group will continue to explore and raise customer needs, increase customer loyalty and enhance the Group's core competitiveness through optimising the cooperation mechanism with government, business associations and financial institutions.

強化合作機制，實現本集團共贏發展模式新跨越

本集團將通過優化與政府、商會、金融機構的合作機制，深入挖掘、培育客戶需求，提升客戶黏度，提升本集團核心競爭力。

A leap in regional development with a new name

The Company proposes to change its Chinese name to "中國金融發展 (控股) 有限公司" and step up its effort in its business development in Hong Kong, with a view to kickstarting the new year with internationalisation strategy.

新名字新氣象，以實現本集團區域發展新跨越

本公司擬更名為「中國金融發展(控股)有限公司」，並加強在香港的發展，在新一年以全新的姿態謀求國際化轉型。

Last but not least, on behalf of the Board, I would like to express my sincere gratitude to all shareholders, clients and business partners. Management and all employees of the Group will uphold its commitment to bringing better results and maximising returns for investors and shareholders.

最後，本人謹代表董事會，向本集團股東、客戶及合作夥伴表達由衷的謝意。本集團的管理層成員以及全體員工將繼續努力不懈為本集團爭取更優秀的業績，並為投資者及股東帶來更豐厚的回報。

Zhang Tiewei
Chairman and Executive Director

29 March 2017

主席及執行董事
張鐵偉

二零一七年三月二十九日

Management Discussion and Analysis
管理層討論與分析

BUSINESS REVIEW

Industry and Business

Macro Environment

In 2016, global economic recovery was sluggish. Developed economies witnessed a significantly slowed growth while the growth of emerging economies was stabilising amid slowdown with intensified polarisation. Despite a relatively stable development in the Asia-Pacific region, the U.S. interest rate hike and other adverse factors resulted in depreciation and vigorous fluctuation of currencies of emerging markets. Global debt levels continued to rise as stock market became increasingly volatile. All these led to a more vulnerable financial market, a weak commodity market and a stagnant global trade. In addition, changes in monetary policies in major countries, abnormal international capital flow, heightened geopolitical risks, rise of populism, frequent occurrence of Black Swan events, and wave of anti-globalisation, together with natural disasters, had brought instability to the world economy.

The year-on-year GDP growth of China in 2016 was 6.7%, showing a decelerated economic downturn while China's economic growth still ranked top among global major economies. In 2016, despite the downward pressure on China's economy, employment market was generally stable and consumer prices increased modestly. Economic structure continued to improve as structural reforms of supply side was vigorously promoted. New momentum was being nurtured, contributing to a stable economy.

Year 2016 was the kick-off year of the "Thirteenth Five-Year Plan" promulgated by the Chinese government. Financial reforms have well progressed in terms of risks prevention, marketisation, real economy-driven services and other aspects. In view of traditional industries being saddled with external economy, Chinese government implemented several measures to promote finance, technology and other emerging industries and to support economic and social development. With financial market maturing and relevant legal and regulatory more established in China, internet finance is now officially under government's regulatory framework. It is expected that inclusive finance, enterprise finance, internet finance, green finance and various finance industries can see bright prospects.

業務回顧

行業及業務

宏觀環境

於二零一六年，全球經濟艱難復甦，發達經濟體增速明顯回落，新興經濟體增長緩中趨穩，但分化態勢加劇，亞太地區雖呈現穩健發展趨勢，但受美國加息升溫等因素影響新興市場貨幣貶值和急劇波動，全球債務水平持續上升，股票市場震盪加大和頻密，金融市場脆弱性加大，商品市場疲弱以及全球國際貿易增速低迷。此外，主要國家貨幣政策變動、國際資本異常流動、地緣政治風險加劇、民粹主義興起、黑天鵝事件頻發、反全球化浪潮及自然災變等，都對世界經濟運行帶來不穩定性。

二零一六年中國GDP同比增長6.7%，經濟下行趨緩，經濟增速在全球主要經濟體中排行第一。二零一六年中國經濟下行壓力雖尚存，但就業形勢總體穩定及物價水平溫和上漲，供給側改革大力推進、經濟結構不斷優化，新發展動能正在培育，總體呈現穩定態勢。

二零一六年是中國政府「十三五」規劃的開局之年，金融改革領域在防範風險、市場化、服務於實體經濟等方面取得諸多進展。鑒於傳統產業被外圍經濟拖累，中國政府實施多項措施推動金融、科技等新興產業，加大對經濟社會發展的支持。隨著國內金融市場日趨成熟、法規逐步完善，互聯網金融市場亦正式納入政府監管框架，預期普惠金融、創業金融、互聯網金融、綠色金融等細分金融產業將迎來政策窗口期。

Faced with the complex economic situation in China, the Group upheld its strategies of stable development with innovation, and adapted to the new norms of economic development and adjusted the business structure with flexibility. At the same time of stabilising our inclusive finance segment, the Group gradually expanded new businesses such as consumer finance and industrial finance. In the past year, the Group's new business layout gradually formed. During the reporting period, the Group recorded a total revenue of RMB93.5 million, up approximately 19.7% year-on-year.

面對國內複雜的經濟環境，本集團堅持穩定發展、有序創新的策略，主動適應經濟發展新常態，靈活調整業務架構。在穩定普惠金融業務板塊的同時，本集團逐步拓展消費金融及產業金融等新業務。在過去的一年，本集團的新業務佈局漸見成型。報告期內，本集團錄得總體收入約人民幣93.5百萬元，較去年同期增長約19.7%。

Industry Review and Business Review

行業回顧及業務回顧

Guarantee business

擔保業務

In 2016, under the continuous influence of systematic financial risks, guarantee institutions entered into a stage of "quality over quantity". In order to support healthy development of financing guarantee industry, the People's Government of Guangdong Province promulgated "Execution Plan on Accelerating Development of Financing Guarantee Industry in Guangdong Province" (《關於促進廣東省融資擔保行業加快發展的實施方案》) in January 2016 to make a clear definition on the position of financing guarantee institutions as the service providers to medium, small and micro enterprises and agricultural industries. The Plan also encourages their expansion into internet financing guarantee business by making use of the business models and concepts of innovative finance such as internet finance and inclusive finance. To prevent risks, the Plan supports the business cooperation of private financing guarantee institutions and policy financing guarantee or re-guarantee institutions on joint guarantee, co-guarantee or re-guarantee. A compensation mechanism will be established to create a new partnership model among government, banks and guarantee institutions.

二零一六年，在系統性金融風險的持續影響下，擔保機構進入減量增質的發展階段。為促進融資擔保行業平穩健康發展，廣東省人民政府結合實際情況，在二零一六年一月出台《關於促進廣東省融資擔保行業加快發展的實施方案》，進一步明確融資擔保機構定位為中小微企業和「三農」提供服務，並鼓勵融資擔保機構結合互聯網金融、普惠金融等新型金融業態和理念，探索開展互聯網融資擔保業務；同時為防範風險，支持民營融資擔保機構與政策融資擔保、再擔保機構開展聯保、分保、再保等業務合作，並建立代償補償機制，創新政府、銀行、擔保合作模式。

In order to maintain healthy business development, Guandong Success Finance Guarantee Company Limited ("**Success Guarantee**") continued to adjust business structure to minimise risks. During the reporting period, non-financial guarantee service was still the principal business activity of Success Guarantee and it thereby significantly reduced the business risks due to credit risks of SMEs.

為了保持穩健運營，廣東集成融資擔保有限公司(「**集成擔保**」)以「去風險」為大前提，繼續進行擔保業務結構調整。報告期內，非融資擔保業務仍為集成擔保團隊的主攻業務方向，也藉此有效降低了因中小企業信用風險而帶來的業務風險。

Financial consultancy business

Capitalising on its integrated business model, the Group's financial consultancy team is equipped with profound business development capabilities, supported by a variety of market resources and is able to provide comprehensive and flexible financial products and services, such as management consulting, product design and liquidity management. The team also provides customers with professional advisory and credit enhancement services to fulfil the needs of customers in respect of investment and financing, asset management, mergers and acquisitions, and corporate problem diagnostics. Financial consultancy service has become one of the major businesses of the Group. The Group's increasing range of products and services and mature business model will allow the Group's financial consultancy service to grow further. The Directors believe that, with gradual refinement of the Group's chain of integrated financial services, the profits generated from the Group's intermediate businesses such as financial consultancy service and asset-light business will grow significantly and the Group's financial consultancy service will become a powerful tool contributing to the revenue growth of the Group as a whole and enhance the Group's customer base and loyalty.

Leveraging the extensive experience in financial industry and the unique operational experience in investment and financing, Guangdong Success Asset Management Company Limited ("**Success Asset**") has established stable strategic cooperation relationship with banks, securities firms, insurance companies, trust companies, large financial institutions and clients in 2016.

By the end of December 2016, Success Asset has provided customised consultancy services on investment and financing to several companies. During the period, Success Asset developed a new income-generating method with the business model of income right transfer and repurchase.

財務顧問業務

依託本集團綜合業務模式，本集團財務顧問團隊擁有豐富的展業能力，憑藉各種市場資源的支持，向客戶提供豐富且靈活的金融產品及服務，包括管理諮詢、產品設計、流動性管理等，滿足客戶在投融資、資產管理、併購重組、企業診斷等方面的需求。財務顧問業務已逐步成為了本集團的主要業務之一，憑藉本集團日益豐富的產品及服務，和日趨成熟的商業模式，將進一步助推本集團財務顧問業務的蓬勃發展。董事深信，隨著本集團綜合金融服務鏈條的逐步完善，本集團輕資產類業務收入如財務顧問收入等中介業務規模產生的溢利將會大幅增加，這是提升本集團業務總體收益和鞏固客戶基礎及忠誠度的有利工具。

二零一六年，廣東集成資產管理有限公司(**集成資產**)憑藉其管理團隊所具有的豐富的金融從業經驗和獨特的投融資領域實踐經驗，與銀行、證券、保險、信託公司、大型金融集團等同業機構和客戶建立了穩定的戰略合作關係。

截至二零一六年十二月底，集成資產已為多家企業提供了量身定制的投融資顧問服務。期內，集成資產通過收益權轉讓與回購的業務模式，拓展了新的盈利方式。

Financial leasing business and factoring business

In 2016, Chinese government provided support on taxation and business operation of financial leasing industry. In March 2016, the Ministry of Finance and the State Administration of Taxation promulgated the Notice on Comprehensive Roll-out of the Business Tax to Value-added Tax (VAT) Transformation Pilot Program (《關於全面推開營業稅收征增值稅試點的通知》) (Caishui [2016] No.36), which relieved the taxation burden of financial leasing industry by suggesting three different rates of VAT. In the same month, the People's Bank of China and the China Banking Regulatory Commission jointly published the Guidance on Increased Financial Support for New Consumption Sector (《關於加大對新消費領域金融支持的指導意見》), giving momentum to the development of car finance and financial leasing industries. Moreover, in the same month, the State Council issued the Guidance on Promotion of Healthy Development of Medical Health Industry (《關於促進醫藥產業健康發展的指導意見》), which encouraged cooperation between manufacturers of medical equipment and financial leasing companies. In October 2016, the Ministry of Commerce published the Temporary Measures for Filing Administration of Establishment and Change of Foreign-Funded Enterprises (《外商投資企業設立及變更備案管理暫行辦法》), which allows special administrative measures on establishment and change of foreign-funded enterprises that are not involved in the regulation of the government. The establishment of and the changes made to the financial leasing industry are more convenient.

On 11 November 2016, 10 government departments including the Ministry of Commerce, the National Development and Reform Commission, the Ministry of Industry and Information Technology, the Ministry of Finance and the People's Bank of China jointly issued the 13th Five-Year Plan for the Development of Domestic Trade and Circulation (《國內貿易流通「十三五」發展規劃》), encouraging circulated companies to build their credit reputation and raise funds through business factoring so as to lower the financing costs. Moreover, by the end of November 2016, accounts receivable of industrial enterprises above designated size reached its historical peak at RMB12.9 trillion, which offer abundant assets to factoring business. As more favourable policies are promulgated and the market demand continues to enlarge, the role of business factoring is becoming more important in the aspect of accelerating turnover of accounts receivable and lowering leverage ratio.

融資租賃及保理業務

二零一六年，中國政府針對融資租賃行業稅收、業務等均給予了政策支持。二零一六年三月財政部、國家稅務總局出台《關於全面推開營業稅收徵增值稅試點的通知》(財稅[2016]36號)，將融資租賃行業增值稅稅率劃分為三種，從整體上降低了融資租賃行業的稅收負擔；同月中國人民銀行、銀監會聯合發佈《關於加大對新消費領域金融支持的指導意見》，為汽車金融及融資租賃行業的發展助力；同月國務院出台的《關於促進醫藥產業健康發展的指導意見》鼓勵探索醫療器械生產企業與金融租賃公司、融資租賃公司合作。二零一六年十月，商務部發佈《外商投資企業設立及變更備案管理暫行辦法》，對不涉及國家規定實施准入特別管理措施的外商投資企業的設立及變更實施備案管理，外商投資融資租賃行業的設立及變更更為便利。

二零一六年十一月十一日，商務部、發展改革委、工業和信息化部、財政部、人民銀行等10部門聯合發佈《國內貿易流通「十三五」發展規劃》，鼓勵流通企業通過商業保理建立信用評價和籌集資金，降低企業融資成本。此外，截止二零一六年十一月末，全國規模以上工業企業應收賬款規模突破12.9萬億，應收帳款總量創歷史新高，為保理業務提供了充足的資產；隨著政策環境日趨改善和市場需求的持續擴大，商業保理在加速企業應收賬款流轉、降低企業槓桿率方面的作用將進一步顯現。

Shenzhen Success Financial Leasing Company Limited ("**Success Financial Leasing**") continued to conduct business expansion in the construction financing industry in 2016. In addition to continuing its focus on serving the clients of municipal construction in Foshan, Success Financial Leasing gradually expanded its customer resources to better serve the real economy and SMEs.

Success Financial Leasing's factoring qualification was filed on 20 January 2016. As of 31 December 2016, Success Financial Leasing completed several deals on factoring financing business where a new business model was explored, which broke away from the single equipment financial leasing-oriented business model, thus offering a new business channel for financing leasing.

Equity investment business

Regulatory power on equity funds industry was strengthened in 2016. Since February 2016, the Asset Management Association of China (the "China AMA") promulgated the Internal Control Guideline for Private-equity Investment Fund Managers (《私募投資基金管理人內部控制指引》), the Notice on the Measures for the Administration of the Disclosure of Information on Private-equity Investment Fund (《私募投資基金資訊披露管理辦法》), the Notice for Further Regulating the Registration of Private-equity Investment Fund Managers (《關於進一步規範私募基金管理人登記若干事項的公告》), the Notice on Funding Behaviors of Private-equity Investment Fund (《私募投資基金募集行為管理辦法》), the Guidelines on Private-equity Investment Fund Contract (《私募投資基金合同指引》), the Temporary Provisions on Business Operation on Private Asset Management by Securities and Futures Intermediaries (《證券期貨經營機構私募資產管理業務運作管理暫行規定》), the No. 1-3 Provisions on Filing of Private Asset Management by Securities and Futures Intermediaries (《證券期貨經營機構私募資產管理計劃備案規範1-3號》) and the Guidelines No.2 on Content and Formatting of Disclosure of Information on Private-equity Investment Fund (《私募投資基金資訊披露內容與格式指引2號》). More regulations are required during and after the case from operators' qualification, registration and filing, funding behaviors to disclosure of information. It formed an appropriate regulatory framework on equity funds and leads the industry to run smoothly. The promulgation of the said notices shall lead to the improvement of the supervision and management of fund companies under the Group and will be effective in promoting business development of fund companies.

二零一六年，深圳市集成融資租賃有限公司(**集成融資租賃**)繼續深耕建築金融行業，在深度服務佛山地區的市政工程建築客戶的基礎上，逐步拓展客戶資源，提升對實體經濟，服務中小企業的服務能力。

集成融資租賃的保理資格於二零一六年一月二十日備案成功。截止二零一六年十二月底，集成租賃完成了多筆保理融資業務，開拓了新的業務模式，改變了以「設備融資租賃」為主導的單一業務模式，為融資租賃提供了新的業務管道。

股權投資業務

二零一六年股權基金行業監管力度進一步加強。自二零一六年二月起中國證券投資基金業協會陸續出台了《私募投資基金管理人內部控制指引》、《私募投資基金信息披露管理辦法》、《關於進一步規範私募基金管理人登記若干事項的公告》、《私募投資基金募集行為管理辦法》、《私募投資基金合同指引》、《證券期貨經營機構私募資產管理業務運作管理暫行規定》、《證券期貨經營機構私募資產管理計劃備案規範1-3號》、《私募投資基金信息披露內容與格式指引2號》，由從業資格、登記備案、內部控制、募集行為、信息披露等諸多環節規範私募行為，強化事中事後監管，建立了私募基金適度的監管框架，引導了私募基金行業的規範運作。以上政策公告的出台，有利於完善本集團旗下基金公司的監督管理，對基金公司的業務發展有良好的推動作用。

Shenzhen Success Number One Equity Investment Fund ("**Success Fund**"), a limited partnership company, is a main drive of mergers, acquisitions and restructure strategies. It is important to our business expansion in developing various business segments. Subsequent to the establishment of Guangzhou Hengsheng Fund Management Co., Ltd. ("**Guangzhou Hengsheng**") with 40% interest owned by Success Fund in 2015, Guangzhou Hengsheng obtained the approval of filing of qualification of private equity fund manager. Two funds were successfully filed. Moreover, Success Fund invested in the following two projects in 2016:

深圳市集成一號股權投資基金中心(有限合夥)(「**集成基金**」)是本集團推動併購重組戰略的主要驅動公司，於本集團板塊拓展的前端，孵化各類發展目標。繼二零一五年以由集成基金股40%的比例投資設立了廣州恒晟基金管理有限公司(「**恒晟基金**」)，二零一六年恒晟基金獲得備案核准，擁有私募基金管理人資格，並成功備案了兩隻基金。二零一六年集成股權又再次投資了下述兩個項目：

Developing Individual Consumer Credit Business

In 2016, Success Fund invested in and established Guangzhou Rongdacheng Technology Services Company Limited ("**RDC**"). It was an exploratory strategic move with a view of gaining the Group's market share in consumer finance sector by cooperating with well-established consumer financial companies.

孵化個人消費信貸業務

二零一六年年度，集成基金投資設立廣州融達成信息技術服務有限公司(融達成)，探索性進行本集團拓展大消費市場的有效部署。本集團希望於消費金融板塊中，與消費金融專營企業強強聯合，獲得一定量的市場份額。

Supporting Municipal Construction

Success Fund joined hands with the local government to invest in and establish Foshan City Fo Ying Shun Yang Construction Engineering Company Limited (佛山市佛盈順洋建築工程有限公司). That allowed more involvement of the Group in contributing to infrastructure and municipal construction projects and thereby fostered the Group's development of industrial finance by capitalising on the Group's competitive edges in financial services.

支持城市建設力量

於二零一六年集成基金聯手區域政府，共同投資成立佛山市佛盈順洋建築工程有限公司，藉該公司為載體，同步結合本集團金融服務優勢，積極參與基礎設施等城市發展項目，助推本集團產業金融落地。

Through the investment channels of Success Fund, the Group will continue to push forward mergers and acquisitions, and restructure so as to enrich our services portfolio and increase our market share.

本集團將繼續利用集成基金投資通道進行併購重組，豐富完善本集團產品、擴大市場佔有率。

Individual consumer credit business

In January 2016, the State Council of the PRC promulgated the "Promotion Plan on Inclusive Finance Development (2016-2020)" (《推進普惠金融發展規劃(2016-2020年)》). It emphasised the development of inclusive finance and mentioned to provide guidelines to micro credit companies, financial leasing companies, financial guarantee institutions, Internet financial organisations in providing financial services to small and micro enterprises, farmers and people with low income.

Riding on the favourable policy, in addition to developing micro loan business through Foshan Chancheng Success Micro Credit Co., Ltd. ("**Success Credit**"), the Group also supported the established project company which specialised in used property financing to step up the efforts in real estate financing business; and enhanced consumer credit services by investing in the joint venture of RDC in 2016.

個人消費信貸業務

二零一六年一月，國務院發佈了《推進普惠金融發展規劃(2016-2020年)》，強調了要大力發展普惠金融，並指出要規範引導小額貸款、融資租賃公司、融資擔保機構、互聯網金融組織為小微企業、農民、城鎮低收入人群等提供多層次全覆蓋的金融服務。

本集團緊跟政策引導紅利，除繼續以佛山市禪城集成小額貸款有限公司(集成貸款)為運營主體合力推進小微貸款外，於二零一六年，通過支持業已成立的專事二手住宅流轉融資業務的項目公司發力房圈融資業務外，還參股成立聯營公司融達成加大消費信貸力度。

Real estate financing business

In 2016, the real estate market was heated that the transaction number of second-hand residential properties in Guangzhou was 144,491, up 54.75% year-on-year. The price of second-hand residential properties continued to soar and the average transaction price was RMB31,118/sq.m., up 28.77% year-on-year. Meanwhile, the transaction number of second-hand residential properties in Foshan was 72,661, up 55.00% year-on-year.

The Group's real estate financing business relies on Foshan Success Financial Services Outsourcing Limited ("**Success Financial Services**"). In 2016, Success Financial Services has started to develop mortgage service and funding service.

房圈融資業務

二零一六年，樓市火熱，廣州地區二手住宅成交套數為144,491套，同比增加54.75%；二手住宅成交均價一路攀升，二零一六年十二月成交均價為31,118元／平方米，同比增長28.77%；佛山地區二手住宅成交套數為72,661套，同比增加55.00%。

本集團的房圈融資業務依賴佛山市集成金融服務外包有限公司(「集成金服」)展開。二零一六年，集成金服已逐步開展按揭類服務及資金類服務。

Internet consumption business

Making use of high technology and internet, RDC is devoted in providing fast, convenient and high-quality inclusive financial services. Business planning includes the following:

i. In respect of cash conversion cycle, Dacheng Easy Credit (達成易貸) was launched at the end of 2016. It gets clients in batches offline and granted credit in batches online. This business model allows quick receipt of amount, capital recycle, borrowing and repaying anytime.

ii. In respect of installment consumer finance, RDC plans to develop cash installment business and scenario installment business. RDC carried out the exploration of installment business model in 2016. It cooperated with major mobile phone retailers and well-developed installment services providers in Guangzhou.

Industrial finance business

Leveraging years of cooperation experience with service providers of municipal construction, the Group took the lead of and facilitated the cooperation mechanism of "government + bank + China Success". The three parties invested and established a company which reached an agreement with government and banks in establishing an industrial fund for Build-Transfer ("**BT**") projects that mainly repurchases the formed creditor's right of BT projects.

During the period, the Group has started to study the investment mechanism for urban development and municipal construction in order to diversify investment channels for government's projects and provide quality assets with government's credit guarantee to banks. The Group realised stable profits and contributed to the capital liquidity of municipal construction service providers. This investment mechanism is beneficial to the government, financial institutions, municipal construction service providers and the Group.

互聯網消費服務

融達成設計的商業模式是以互聯網為路徑，以高科技為保障，致力於為客戶群體提供便捷而高質量的普惠金融服務。業務規劃包括兩個：

i. 在現金循環板塊，達成易貸在二零一六年末上線，採用線下批量獲客，在線批量授信的業務模式，做到快速到賬、循環使用、隨借隨還。

ii. 在消費分期業務板塊，計劃通過現金分期業務和場景分期業務進行推進。二零一六年融達成進行了分期業務的模式摸索，與廣州大型主要手機零售商、業務成熟的分期服務提供商建立了合作關係。

產業金融業務

本集團憑藉自身與市政工程服務商的多年合作經驗，引領並協調「政府+銀行+集成」的合作機制，三方出資設立公司，並與政府、銀行就合作組建建設移交(「**BT**」)產業基金，專項對已成型BT項目債權進行回購達成一致共識。

本集團在期內已著手研究城市建設及市政工程投資機制，以期拓寬政府項目投資渠道，為銀行提供有政府信用保證的優質資產，本集團實現穩定的盈利，並增強市政工程服務商資金流動性，實現政府、金融機構、市政工程服務商及本集團四方共贏。

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2016, the Group's revenue was approximately RMB90.3 million (year ended 31 December 2015: approximately RMB72.6 million), representing an increase of approximately 24.4%. A detailed analysis of the Group's revenue is as follows:

Financial consultancy business

Revenue from the Group's financial consultancy services was mainly generated from the service fees charged for providing customers with financial consultancy services by the Group. For the year ended 31 December 2016, the Group's revenue generated from financial consultancy services was approximately RMB26.7 million (year ended 31 December 2015: approximately RMB31.9 million), representing approximately 29.6% of the Group's revenue for the year ended 31 December 2016 (year ended 31 December 2015: approximately 43.9%).

Financial consultancy services remained as the business model that the Group shall concentrate its efforts to develop in 2016, in addition to being an effective instrument which would expand our influence in the financial market. However, revenue from the Group's financial consultancy services slightly decreased due to weakened intrinsic motivation of development of SMEs clients as a result of the tightened macro economic environment when compared with 2015.

財務回顧

收益

截至二零一六年十二月三十一日止年度，本集團的收益約為人民幣90.3百萬元(截至二零一五年十二月三十一日止年度：約人民幣72.6百萬元)，較上年上升約24.4%。收益詳細分析如下：

財務顧問業務

本集團的財務顧問服務收益主要來自本集團提供財務顧問服務所收取的服務費。二零一六年年度，本集團來自財務顧問服務的收益約為人民幣26.7百萬元(二零一五年度：約人民幣31.9百萬元)，佔本集團二零一六年度收益約29.6%(二零一五年度：約43.9%)。

財務顧問服務是二零一六年本集團重點發展的業務模式，也是深化我們在金融市場的影響力的有力工具，但由於外在宏觀經濟形勢趨緊，中小企業客戶發展的內生動力有所收縮，導致本集團財務顧問收益較二零一五年略有減少。

Financial leasing and factoring business

For the year ended 31 December 2016, revenue from the Group's financial leasing and factoring business increased by approximately RMB1.6 million to approximately RMB21.5 million (year ended 31 December 2015: approximately RMB19.9 million), representing approximately 23.8% of the Group's revenue in 2016 (year ended 31 December 2015: approximately 27.4%).

China witnessed a continued downward trend of its economy and weak solvency on the side of medium, small and micro enterprises, thereby increasing their rate of default risks. Given that, the Group carried out strict risk controls and enhanced management of collaterals for charge or pledge with respect to its existing financial leasing business. As for incremental leasing business, it increased admission criteria by carefully selecting customers to maximise its prevention and addressing of risks.

Meanwhile, the Group had an active try in developing new business models. After having secured the relevant factoring qualification, the revenue from the factoring business was approximately RMB4.7 million.

融資租賃及保理業務

二零一六年年度，本集團來自為客戶提供融資租賃服務及保理業務所得的收益約為人民幣21.5百萬元(二零一五年度：約人民幣19.9百萬元)，較二零一五年增加人民幣1.6百萬元，佔本集團年度收益約23.8%(二零一五年度：約27.4%)。

在融資租賃服務方面，由於中國的經濟仍然呈下行趨勢，中小微企業還款能力弱，違約風險率隨之提升。本集團嚴格執行風控措施，對於融資租賃存量業務加強抵質押物管理；對增量業務，提高准入標準，審慎選擇客戶，以最大力度防範和化解風險。

與此同時積極嘗試新的業務模式，在取得保理資格後成功開展業務，二零一六年年內取得保理收益約為人民幣4.7百萬元。

Financial guarantee services

For the year ended 31 December 2016, revenue from the Group's financial guarantee segment decreased by approximately 47.3% to approximately RMB11.6 million (year ended 31 December 2015: approximately RMB22.0 million), accounting for approximately 12.8% of the Group's revenue in the year ended 31 December 2016 (year ended 31 December 2015: approximately 30.3%). Financial guarantee income in 2016 dropped when compared with 2015, mainly due to further deepening in the economy downward pressure in the PRC, decrease in subjective financing demand of SMEs and decrease in outstanding guarantee balance as the Group adjusted its business structure in order to actively shrink the traditional financing guarantee business with higher risk.

In 2016, the Group received interest income of approximately RMB25.5 million from receivables from guarantee payments for their due debts, representing approximately 28.2% of the Group's revenue for the year ended 31 December 2016.

融資擔保業務

二零一六年，本集團來自融資擔保服務的收益約為人民幣11.6百萬元，相比二零一五年約人民幣22.0百萬元，降幅約為47.3%，佔本集團收益約12.8%(上年同期約30.3%)。二零一六年融資擔保收入較上年同期有所下降，主要是由於國內經濟下行壓力持續加大，中小企業的主觀融資需求下滑，主動收縮風險較高的傳統融資擔保業務，在保餘額下降所致。

二零一六年，本集團代客戶墊款而取得利息收益約為人民幣25.5百萬元，約佔本集團收益的28.2%。

Non-financial guarantee services

The Group carried out business transformation in 2016 by actively developing non-financial guarantee services. As a result, revenue from the Group's non-financial guarantee services that was mainly generated from the service fees charged for providing customers with performance guarantees in relation to the performance of payment obligations and litigation guarantees increased significantly by approximately 85.7% or approximately RMB1.2 million to approximately RMB2.6 million (year ended 31 December 2015: approximately RMB1.4 million), accounting for approximately 2.9% of the Group's revenue (year ended 31 December 2015: approximately 1.9%). Since the contract period of performance guarantees is long and the guarantee fee should be allocated during the guarantee period, the contribution from the newly added performance guarantee business will continue to be significant to the Group.

非融資擔保業務

二零一六年，本集團尋求業務轉型，積極推進非融資擔保業務，使得來自為客戶提供有關履行付款責任的履約擔保以及訴訟擔保所收取的服務費收入在二零一六年年度達約人民幣2.6百萬元(二零一五年度：約人民幣1.4百萬元)，較二零一五年增加1.2百萬元，增長率達85.7%，佔本集團二零一六年年度收益約2.9%(二零一五年度：約1.9%)。由於履約擔保業務的合同期限較長及擔保費應在擔保期間內分攤，所以二零一六年新增的履約擔保業務對本集團收益的貢獻將在未來持續凸顯。

Interest on down payments

The Group's interest on down payments was mainly generated from interest of prepayments for potential acquisition of projects under negotiation. For the year ended 31 December 2016, the revenue from the Group's interest on down payments was approximately RMB2.9 million, representing approximately 3.2% of the Group's revenue in 2016.

預付款利息

本集團預付款收益主要來自目前商談中的潛在收購項目的訂金利息。截至二零一六年十二月三十一日止十二個月期間，本集團預付款的收益約為2.9百萬元，佔二零一六年全年收益約3.2%。

Other Revenue

The Group's other revenue comprised government grants and interest income. For the years ended 31 December 2015 and 2016, the Group's other revenue was approximately RMB5.5 million and RMB3.2 million, respectively, representing a decrease of approximately 41.8%. It was mainly attributable to: 1. allowance from government decreased to RMB0.5 million in 2016 from RMB1.0 million in 2015, 2. decrease in our interest income by approximately 44.4% from approximately RMB4.5 million for the year ended 31 December 2015 to approximately RMB2.5 million for the year ended 31 December 2016, due to the decrease in the principal of term deposit at the bank.

其他收益

本集團的其他收益由政府補貼及利息收入組成。二零一五年及二零一六年，本集團的其他收益分別約為人民幣5.5百萬元及人民幣3.2百萬元，二零一六年較二零一五年同比下降約41.8%，主要由以下原因產生：1.二零一六年度政府補貼由二零一五年度約人民幣1.0百萬元減少至約人民幣0.5百萬元，2.二零一六年度利息收入由二零一五年度約人民幣4.5百萬元減少約44.4%至約人民幣2.5百萬元，利息減少的主要原因是減少了銀行定期存款的本金。

Impairment and Provision (Charged)/Written Back

Impairment and provision mainly represents the provision of guarantee losses and the impairment provision for receivables from guarantee payments, factoring receivable and finance lease receivable where it is likely that the customers or other parties are in financial difficulties and recovery was considered to be remote. In the event that any impairment and provision was made in the previous years but subsequently recovered, impairment and provision previously made will be written back in the year in which the relevant amount is recovered.

減值及撥備(扣除)／撥回

減值及撥備主要指擔保虧損撥備以及應收違約擔保付款、保理應收款項、融資租賃應收款項減值撥備(於客戶或其他各方可能陷入財務困境且有關款項被視為無法收回之時計提)。倘出現減值且於過往年度作出的撥備隨後獲收回，則會於收回相關數額的年度將之前作出的減值及撥備撥回。

Operating Expenses

For the year ended 31 December 2016, the Group's operating expenses was approximately RMB57.7 million (year ended 31 December 2015: approximately RMB45.8 million), accounting for approximately 63.9% (year ended 31 December 2015: approximately 63.1%) of the Group's revenue. The increase in operating expenses was mainly attributable to the increase in staff costs and operating lease expenses due to the increase number of staff and offices.

經營開支

二零一六年度，本集團的經營開支為約人民幣57.7百萬元(二零一五年度：約人民幣45.8百萬元)，佔本集團收益約63.9%(二零一五年度：約63.1%)。經營開支增加主要是由於本集團人員及辦公場所的增加導致的員工成本及經營租賃支出增加。

Share of Profits Less Losses of Associates

The share of profits less losses of associates amounted to a loss of approximately RMB0.4 million for the year ended 31 December 2016, representing a decrease of approximately RMB5.6 million from a profit of approximately RMB5.2 million for the year ended 31 December 2015. The decrease in the share of profits less losses of associates was attributable to the shrink of credit amount of the associates due to the decrease in financing demand of SMEs resulted by domestic economic downturn.

分佔聯營公司淨損益

二零一六年度分佔聯營公司淨損益約為虧損人民幣0.4百萬元，較二零一五年度溢利約人民幣5.2百萬元減少約人民幣5.6百萬元。分佔聯營公司淨損益減少是由於聯營公司受國內經濟下行影響，中小企業融資需求下滑而主動縮小貸款額所致。

Profit Before Taxation

The Group's profit before tax decreased by approximately RMB3.2 million, or approximately 9.1%, from approximately RMB35.2 million for the year ended 31 December 2015 to approximately RMB32.0 million for the year ended 31 December 2016. Such decrease was mainly attributable to the increase in operating expenses and the decrease in share of profits less losses of associates.

除稅前溢利

本集團除稅前溢利二零一六年度約人民幣32.0百萬元，比二零一五年度約人民幣35.2百萬元減少約人民幣3.2百萬元或約9.1%。該減少主要是由於經營開支增加及分佔聯營公司淨損益減少。

Income Tax

For the year ended 31 December 2016, the Group's income tax amounted to approximately RMB13.0 million, representing an increase of approximately 19.3% to approximately RMB10.9 million in the corresponding period of 2015. Such increase was mainly attributable to the increase of taxable profit and unused tax losses from some subsidiaries.

所得稅

本集團二零一六年度的所得稅約為人民幣13.0百萬元，較二零一五年同期的約人民幣10.9百萬元增加約19.3%。增加主要來自於部分子公司應稅溢利及未使用的稅前虧損的增加。

Trade and Other Receivables - Receivables from Guarantee Payments

Receivables from guarantee payments mainly represent the default loan amount repaid by the Group on behalf of our customers. Upon default by a customer in respect of repayment of a bank loan, according to the relevant guarantee agreement, the outstanding balance shall be first paid by the Group on behalf of our customers. The Group will then subsequently request repayment from our customers or take possession of the counter-guarantee assets provided by such customers to recover the outstanding balance. Receivables from guarantee payments were interest bearing and the Group holds certain collaterals over certain customers. The net book value of receivables from guarantee payments increased from approximately RMB165.1 million as at 31 December 2015 to approximately RMB215.9 million as at 31 December 2016.

貿易及其他應收款項－代客戶付款

代客戶付款主要指本集團代表客戶償還拖欠貸款金額。於客戶拖欠銀行貸款還款時，根據相關擔保協議，未清償結餘將首先由本集團代表客戶償付。本集團隨後要求客戶還款或接管有關客戶提供的反擔保資產來收回未清償結餘。代客戶付款為計息項目，且本集團針對若干客戶持有若干抵押品。代客戶付款的賬面淨值由二零一五年十二月三十一日的約人民幣165.1百萬元增至二零一六年十二月三十一日約人民幣215.9百萬元。

LIQUIDITY AND CAPITAL RESOURCES

Treasury Management and Investment Policy

In order to more effectively utilise the Group's financial resources for obtaining a better return for Shareholders, it had been the Group's general approach for its management to seek some alternative investment opportunities which could provide a better return but at minimum risk exposure.

流動資金及資本資源

財富管理及投資政策

為更有效利用本集團的財務資源以為股東獲取更佳回報，本集團一貫的方法為管理層尋求可提供較佳回報但風險最低的一些其他投資機會。

Pledged Bank Deposits and Cash and Bank Deposits

As at 31 December 2016, the pledged bank deposits amounted to approximately RMB119.0 million (31 December 2015: approximately RMB136.0 million), representing a decrease of approximately RMB17.0 million as compared to the end of last year. Cash and bank deposits amounted to approximately RMB157.8 million (31 December 2015: approximately RMB182.7 million), representing a decrease of approximately RMB24.9 million, as compared to the end of last year. Such decrease was mainly attributable to the decline of the deposit from customers, due to the decrease of the outstanding guarantee balance.

已質押銀行存款與現金及銀行存款

於二零一六年十二月三十一日，已質押銀行存款約為人民幣119.0百萬元(二零一五年十二月三十一日：約人民幣136.0百萬元)，較上年底減少約人民幣17.0百萬元。現金及銀行存款約為人民幣157.8百萬元(二零一五年十二月三十一日：約人民幣182.7百萬元)，較上年底減少約人民幣24.9百萬元。該減少主要是由於在保餘額下降，導致存出保證金的減少。

Interest Rate Risks, Foreign Exchange Risks and Charges on Group Asset

As at 31 December 2016, the Group's interest rate primarily related to interest-bearing bank deposits and pledged bank deposits.

The Group's businesses for the year ended 31 December 2016 were principally conducted in RMB, while most of the Group's monetary assets and liabilities were denominated in HKD and RMB. As the RMB is not a freely convertible currency, any fluctuation in the exchange rate of HKD against RMB may have impact on the Group's result. Although foreign currency exposure does not pose a significant risk on the Group and currently, the Group does not have hedging measures against such exchange risks, the Group will continue to take proactive measures and monitor closely the risk arising from such currency movement.

利率風險、外匯風險及集團資產抵押

於二零一六年十二月三十一日。本集團的利率主要與計息銀行存款及質押銀行存款有關。

本集團於截至二零一六年十二月三十一日止的二零一六年度主要以人民幣進行業務，而本集團的大部分貨幣資產及負債以港元及人民幣計值。由於人民幣並非可自由兌換貨幣，因此港元兌人民幣的匯率波動可對本集團的業績產生影響。儘管外匯並無使本集團面對重大風險且本集團現時並無就該等外匯風險採取任何對沖措施，本集團將會繼續採取積極措施密切監控有關貨幣變動產生的風險。

Gearing Ratio

The Group's gearing ratio (total liabilities divided by total equity) decreased from 4.3% as at 31 December 2015 to approximately 3.6% as at 31 December 2016, which was mainly attributable to the increase in accumulated equity and the decrease in liabilities.

資本負債比率

本集團的資本負債比率(負債總額除以權益總額)由二零一五年十二月三十一日的約4.3%降至二零一六年十二月三十一日的約3.6%，主要乃由於累計權益增加以及負債減少所致。

HUMAN RESOURCES AND REMUNERATION

The Group recruits personnel from open market and enters into employment contracts with its employees. The Group offers competitive remuneration packages to employees, including salaries and bonuses to qualified employees. The Group also provides training to the staff on a regular basis and rewards those who actively participate the training to enhance their knowledge of the financial products in the market and the applicable laws and regulations in relation to the industry in which the Group operates.

The Group maintained stable relationship with its employees. As at 31 December 2016, the Group had 102 full-time employees. Compensation of the employees primarily includes salaries, discretionary bonuses, contributions to social insurance and retirement benefit scheme. The Group incurred staff costs (including Directors' remuneration) of approximately RMB25.3 million for the year ended 31 December 2016.

The Company has adopted the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme as an incentive to the Directors and eligible employees.

人力資源及薪酬政策

本集團在公開市場招攬人材並與其僱員訂立僱傭合約。本集團給予僱員具競爭力的薪酬組合，包括向合資格僱員提供薪金及花紅。本集團亦定期向員工提供培訓及對員工主動參加在職培訓給予獎勵，以提升他們對市場上財務產品及有關本集團所在行業的適用法律及法規認識和專業技能。

本集團與其僱員維持良好關係。於截至二零一六年十二月三十一日，本集團聘用102名全職僱員。僱員薪酬主要包括薪金、酌情花紅、社會保險及退休福利計劃供款。於截至二零一六年十二月三十一日止年度，本集團產生員工成本(包括董事酬金)約人民幣25.3百萬元。

本集團已採納首次公開發售前購股權計劃及首次公開發售後購股權計劃作為對董事及合資格僱員的鼓勵。

SOCIAL ENTERPRISE

While serving the local economic development, the Group is also extensively engaged in charitable activities to fulfil social responsibility. We are widely recognised and appreciated for being a role model. Every year, Success Charity Foundation (集成愛心基金), voluntarily initiated by shareholders and employees of the Group, gives help and support to employees in need within the Company, provides timely support and assistance to families of employees who have suffered serious illnesses or accidental injury, and goes through difficult times with the employees and their families. Moreover, the Group has great respect for women. We gave every female employee roses on International Women's Day (8 March). On Children's Day (1 June), the Group sent stationery gift sets to all children of the employees to show our love and care to the employees and their families.

At the night of 23 February 2016, the "Nature Success • Folk Music Brilliance" 2016 Lantern Festival National Symphony Concert jointly hosted and subsidised by Success Finance and Foshan Bureau of Culture, Publication, Radio, Film and Television was grandly held in the Foshan Qionghua Grand Theater. It was an audio-visual feast which the Group meticulously prepared jointly with the Guangdong National Orchestra for the audience in Foshan for its fifth year. The "Nature Success • Folk Music Brilliance" held on the night of the Lantern Festival has become the spiritual culture brand enjoyed by the Foshan citizens.

社會企業

本集團在服務地方經濟發展的同時廣泛地參與社會公益活動，積極實踐社會責任感，在本集團內外均獲得一致認可和好評，也樹立了良好的社會形象。由本集團股東與員工自發成立的集成愛心基金會每年定向幫扶本集團內部困難員工，對經受重大疾病或意外傷害的困難員工家庭給予及時支助，與員工及其家庭成員一起共渡難關。另外，本集團熱心關愛女員工。本集團在「三八」國際婦女節當日向每位女員工贈送玫瑰；在六一國際兒童節為全體員工子女送出精選的文具，將企業對員工、對員工家庭的關愛溫暖送到每位員工及其家庭。

二零一六年二月二十三日晚，由本集團資助與佛山市文化廣電新聞出版局聯合主辦的「天籟集成 • 民樂華章」二零一六元宵民族交響音樂會在佛山瓊花大劇院隆重舉行。這是集成金融第五個年頭攜手廣東民族樂團，為佛山觀眾精心準備的視聽盛宴。元宵節「天籟集成 • 民樂華章」成了佛山市民津津樂道的精神文化品牌。

PROSPECT AND OUTLOOK

Industry Outlook

Uncertainty of macro-economy is attributable to several political factors such as hard Brexit of the UK, unpredictable stance of Trump's government, vote of France and Germany; and financial risks with great liquidity pressure due to volatility of China's bond market, stock market and currency market; the unanticipated factors due to rise of Federal Reserve interest rate, depreciation of Renminbi, pressure on cross-border fund flow and transformation of some regional economies.

前景及展望

行業前瞻

從二零一七年經濟運行的大環境看，還存在一定的不確定性，比如英國硬脫歐、特朗普政府政策取向不明朗、法國和德國大選結果不確定等國際政治環境的不確定性；比如中國大陸債市、股市和匯市相繼大幅波動，說明金融風險仍在不斷聚集、局部的流動性壓力大的不確定性；也比如美聯儲加息、人民幣貶值和資本跨境流出潛在壓力等的不確定性；再有部分區域經濟轉型的不確定性等等。

Nevertheless, Mr. Li Keqiang, the Premier of the State Council of the PRC expressed his confidence in China's economic development in 2017 on behalf of the government on the press conference after the end of the fifth plenary session of the Twelfth National People's Congress on 15 March 2017. He mentioned that China's economy will not be at risk of hard landing and its growth will maintain moderate to high speed. The proposed 6.5% of GDP growth target demonstrated the government's confidence.

但在二零一七年三月十五日結束的十二屆全國人大五次會議閉幕後的記者招待會上，中國國務院總理李克強代表政府表達了對二零一七年中國經濟發展的信心，表示中國經濟不會硬著陸，會長期保持中高速增長；大會通過的二零一七年GDP增長6.5%目標也佐證了政府的信心。

The two sessions in 2017 placed supporting real economy development at an unprecedented high level. Both simplifying administration to improve civil service and making advancement of service capability were greatly emphasised, which is favourable to the Group, a financial service provider to millions of medium, small and micro enterprises.

本次兩會，史無前例地把扶持實體經濟發展放到了一個至高位置，同時強調簡政放權提升政務服務和精準服務能力；這對面向成千上萬中小微企業提供金融類金融服務的本集團，是一個絕佳利好的信號。

2017 is a year of re-start to the Group as we will facilitate stable development of conventional business, promote asset management business, initiate mergers, acquisitions and restructure, strengthen cooperation mechanism in accordance with economic development trend and guidance of national policies. Leveraging the advantages of listing in Hong Kong, the Group will expand financing channels and business scale by consolidating the resources of the Group with a view to maintaining its leading position within the industry by enhancing competitiveness and profitability.

二零一七年，將是本集團再起步元年！本集團將依據整體經濟形勢發展，根據國家政策指導，從依託穩健發展傳統業務、創新驅動大資管業務、積極推動併購重組、強化合作機制四方面同時發力，充分發揮在港上市優勢，拓展融資渠道，有效整合集團業務能力，擴大業務規模，提升綜合競爭力及增強創利能力，以鞏固本集團於行業中的領先地位。

Sound Development of Conventional Businesses

The Group will continue to provide investment and financing services to cater the needs of medium, small micro enterprises through guarantee, micro credit, financial leasing and other business segments:

In the guarantee business, grasping the opportunity that greater support is given to financing of medium, small and micro enterprises, the Group will adjust the structure of guaranteed companies with agricultural industry, small and micro enterprises and real economy as the main target customers. The Group also plans to restructure its inclusive finance segment by gradually and stably promoting business model optimisation, actively narrowing the financing guarantee business and putting more efforts to develop its low-risk, non-financing guarantee business on the premise that revenue base will not be materially impacted, to ensure it being inclined to non-financing guarantee business while maintaining the stable transition of guarantee segment in the circle of economic downturn.

穩健發展傳統業務

本集團將繼續利用擔保、小額貸款、融資租賃等業務渠道，緊貼廣大中小微企業，做好投融資服務：

擔保業務方面，借助銀行加大中小企業融資力度之機，將以「三農」、小微企業、實體經濟為主要對象，調整受保企業結構。同時在確保基礎收入不受大影響的前提下，逐步穩定地推進商業模式優化，主動壓縮融資性擔保業務，向非融資性擔保業務傾斜，確保擔保板塊平穩度過經濟下行週期。

The Group will further develop the factoring financing business which will further become a normal business model for the Group thereafter. Also, the Group will keep exploring new business segments on the foundation of conventional business, with risks under control and sound assets. Efforts to cooperate with other financial institutions will be stepped up to continue to enhance our core competitiveness and enrich the investment and financing resources.

The Group will tap into the used property transaction market in Guangzhou and Foshan and actively develop business in the Pearl River Delta region, hoping to become a leading used property finance service provider in Guangdong Province.

Two key constituents of personal consumption have been formed, namely installment consumption and credit loan. For installment consumption, cooperation model will be adopted to seek the strategic structure which allows resource sharing and integration in order to further diversify scenarios where consumption could happen. For credit loan, enhancing user experience will be the focus that credit approval model will be upgraded to accelerate time for approval. "Multiple uses upon single approval" offers more convenient financing services to individuals.

Furthermore, the Group aims to revitalise the consumer finance sector, enrich the products and services scope and perfect the layout of consumer finance capital by entering into the internet finance market through appropriate acquisition of relevant companies.

Meanwhile, to cope with the massive market demand, the Group will take the advantages as a market pioneer, nurture and develop the consumer finance management system, apply risk control throughout the whole process of product design and corporate management, in order to form a rigorous and effective consumer credit model providing risk-return matching and highly effective financial service products for the enormous customer group and consumer field.

融資租賃方面，本集團將進一步開展保理業務，將保理業務逐步變成常態業務模式。同時，在現有傳統業務的基礎上，繼續拓展創新業務模式，鎖定風險，牢固底層資產，加強與其他金融機構的合作，持續提升核心競爭力，豐富投融資資源。

房圈融資業務方面，本集團將繼續深挖廣佛二手房產交易市場需求，積極開拓珠三角地區的業務，冀望於成為廣東省二手房產金融服務的領導者。

個人消費信貸業務，將聚焦於分期消費及信用貸款兩方面。分期消費方面，將採用合作模式，積極尋找多方資源共享及融合的戰略結構，進一步豐富分期消費業務服務場景；信用貸款方面，以增強客戶體驗為導向，進一步優化授信模型，提升授信速度，以「一次授信、多次使用」的方式，為個人提供便捷的融資服務。

此外，本集團將通過擇機收購相關公司涉足互聯網金融業務，以豐富產品及服務範疇，完善消費金融資金端佈局，為消費金融板塊注入新動力。

同時，為適應市場海量客戶的需求，本集團將積極發揮市場先驅的優勢，培育和發展消費金融管理體系，將風險控制貫穿於產品設計及企業管理的全流程，形成嚴謹有效的消費信貸管理模式，向龐大客戶團體消費領域提供風險－收益相匹配的高效金融服務產品。

Innovative Drive for Asset Management

The Group will grasp the development opportunities in "new asset management" era in China by taking advantages as a listed company to provide diversified asset portfolio management services to customers, as driven by asset management in the PRC and Hong Kong.

In the PRC, we will integrate platform resources through acquisitions, newly-built asset management channels and companies, etc. We will demonstrate our team management level and client servicing ability so as to provide asset value-maintained and value-added services of the public owning small amount of asset. In Hong Kong market, we plan to obtain an asset management licence from the Hong Kong Securities and Future Commission through acquisition, and subsequently build an asset management platform and design various asset management products by keeping track of market latest updates and economic development trend.

創新驅動大資管業務

本集團將緊抓中國「大資管」時代發展機遇，立足上市公司優勢，以內地香港資管業務雙輪驅動，為客戶提供多樣化資產組合管理服務。

在內地，通過收購、新設資管通道、資產管理公司等方式，整合內地平台資源，利用團隊管理水平，發揮本集團客戶服務能力，為擁有小額資產的普通大眾提供資產保值增值服務。在香港，擬通過收購方式獲取香港證監會資產管理牌照，精心打造資產管理平台，緊貼市場最新動態及經濟發展趨勢，設計各種資管產品。

Proactive Promotion in Mergers and Acquisitions

In 2017, the Group will fully utilise various financing tools, namely mergers and acquisitions fund, to proactively explore the cooperation opportunities with financial institutions such as large-scale state-owned enterprises and banks, which in the mergers and acquisitions business, assist in financing tools like debt-equity combination financing cooperate and develop so that the scale of the Group's asset and business can be enlarged and income-generating capacity is raised.

積極推動併購重組

二零一七年，本集團將充分利用併購重組基金等多種金融工具，積極探索與大型央企、銀行等金融機構合作，在併購重組業務方面輔助投貸聯動等金融工具，合作開展併購重組業務，做大本集團資產及業務規模，增強本集團業務創收能力。

In-depth Enhancement in Cooperation Platform and Mechanism

In 2017, the Group will continue to deeply optimise the cooperation mechanism and platform with various sectors, explore and raise customer needs, increase customer loyalty and enhance the Group's core competitiveness through multi interaction with the government, business associations and financial institutions.

Cooperation with the government: The Group intends to comprehensively cooperate with the government in terms of big data, corporate services and government services. Both parties begin with improving corporate services, follow by government policy / capital aid together with the support of The Internet Finance and big data services. For the purpose of diversified investment and financing channels for corporates, a corporate community platform with capital-asset linked development will be built to achieve corporate advancement and industry optimisation, establishment of governmental policies and realisation of greater effects on precision, prolongation and sustainability.

深入強化合作平台及機制

二零一七年，本集團將持續深入優化與各界的合作機制、合作平台，通過深化與政府、商會、金融機構的多方聯動，深入挖掘、培育客戶需求，提升客戶黏度，提升本集團核心競爭力。

政府合作。本集團擬與政府在大數據、企業服務、政務服務等方面開展全面合作，雙方以提升企業服務為切入點，以政府政策／資金扶持為引導，以互聯網+金融、大數據服務為支撐，以豐富企業投融資渠道為目的，構建資金－資產兩端聯動發展的企業社區平台，實現政府轄內企業提升、產業優化，政府政策制定及落實的精準化、長效化、持續化效應。

Linkage between business associations: In recent years, local business associations have been providing diversified services for corporates and driving innovative entrepreneurship by resources integration. They have shown vitality from the basic level and accumulated plenty of corporate members and investment resources. The Group will interact with local business associations so as to assist the innovative development of micro-sized, small and medium private enterprises using their own strengths, pull the real economy with private investment service and achieve win-win situation by innovative finance.

商會聯動。地方商會多年來一直圍繞企業提供多元化服務，整合資源推動創新創業發展，發揮基層商會活力，積累了大量會員企業與投資資源。本集團與地方商會聯動，依靠民營企業自身力量幫助中小微民營企業創新發展，拉動民間投資服務實體經濟，創新金融方式實現共贏。

The Group will constantly review the company development strategies, and also enhance corporate governance, improve risk control, recruit professionals as well as actively expanding markets to achieve sustainable and sound business development. Based on existing foundation and competitive advantages, we formulate the strategies as steady development in traditional businesses, promotion in asset management business as well as mergers and acquisitions and increasing competitiveness through cooperation. From the above, it is expected that the Group would further build an innovative, diversified and integrated financial service platform for Guangzhou, Foshan, Shenzhen and Hong Kong, and also extend its leading industry position in Guangfo region.

本集團不時審視公司發展戰略，加強公司企業管治，強化風險管控，吸收專業人才，積極拓展市場，實現業務持續健康發展。憑藉已有基礎和競爭優勢，在穩健發展傳統業務，驅動大資管業務、推動併購重組、合作提升競爭力等策略下，本集團可望在廣佛深港進一步構建創新而多元化的綜合金融服務平台，並在廣佛地區延續其領先的行業地位。

FAIR REVIEW OF BUSINESS

A fair review of the business of our Group as well as discussion and analysis of our Group's performance during the year ended 31 December 2016 and the material factors underlying its financial performance are set out in the "Chairman Statement" and the "Management Discussion and Analysis" sections of this annual report.

公平業務回顧

本集團截至二零一六年十二月三十一日止年度的公平業務回顧及本集團業績表現的討論及分析，以及與財務表現相關的重大因素載於本年報的「主席報告」及「管理層討論與分析」部分。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of our Group are the provision of financial and non-financial guarantees services, financial leasing and financial consultancy services in China.

主要業務

本公司為投資控股公司。本集團的主要業務為於中國提供融資及非融資擔保服務、融資租賃以及財務顧問服務。

FINANCIAL RESULTS

The results of our Group for the year ended 31 December 2016 and the state of our Group's affairs as at that date are set out in the consolidated financial statements on pages 92 to 216 of this annual report.

財務業績

本集團截至二零一六年十二月三十一日止年度的業績以及本集團於該日期的事務狀況載於本年報第92至216頁的綜合財務報表。

CASH FLOW POSITION

The cash flow position of our Group for the year ended 31 December 2016 is set out and analysed in the consolidated cash flow statements set out on pages 98 to 99 of this annual report.

現金流量狀況

本集團截至二零一六年十二月三十一日止年度的現金流量狀況及其分析載於本年報第98至99頁的綜合現金流量表。

DIVIDENDS

The Board recommended the distribution of a final dividend of HK$0.02 per ordinary share to the shareholders whose names appear on the register of members of the Company on 31 May 2017, subject to the approval of the shareholders at the AGM. If the resolution for the proposed final dividend is passed at the AGM, the proposed final dividend will be payable on or around 30 June 2017.

股息

董事會建議向於二零一七年五月三十一日登記於本公司股東名冊內之股東，派付末期股息每股普通股0.02港元，惟須經股東於股東週年大會上批准。倘建議末期股息的決議案於股東週年大會上獲批准，建議末期股息將於二零一七年六月三十日或前後派付。

PROFESSIONAL TAX ADVICE RECOMMENDED

For any taxation implications of purchasing, holding, disposing of, dealing in the shares of our Company, shareholders should consult an expert.

專業稅務意見建議

有關購買、持有、處置或買賣本公司股份的任何稅務影響，股東應諮詢專家。

SUBSIDIARIES

Details of our Company's principal subsidiaries as at 31 December 2016 are set out in note 15 to the financial statements.

附屬公司

本公司主要附屬公司於二零一六年十二月三十一日的詳情載於財務報表附註15內。

CLOSURE OF REGISTER OF MEMBERS

The Company's register of members will be closed from 15 May 2017 to 19 May 2017 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on 12 May 2017.

The Company's register of members will be closed from 26 May 2017 to 31 May 2017 (both days inclusive), during which period no transfer of shares of the Company will be effected, for ascertaining shareholder's entitlement to receive the proposed final dividend. In order to be eligible to receive the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m.on 25 May 2017.

暫停辦理股份過户登記

本公司將自二零一七年五月十五日至二零一七年五月十九日(包括首尾兩天)暫停辦理股東登記手續，期間將不會進行本公司股份的過戶登記。為符合出席股東週年大會及於會上投票的資格，所有已正式填妥的股份過戶文件連同相關股票須於二零一七年五月十二日下午四時三十分前送達本公司在香港的股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)以辦理股份過戶登記手續。

本公司將自二零一七年五月二十六日至二零一七年五月三十一日(包括首尾兩天)暫停辦理股東登記手續，期間將不會進行本公司股份的過戶登記，以確定股東是否有權收取建議末期股息。為符合收取建議末期股息的資格，所有已正式填妥的股份過戶文件連同相關股票須於二零一七年五月二十五日下午四時三十分前送達本公司在香港股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)以辦理股份過戶登記手續。

DISTRIBUTABLE RESERVES

As at 31 December 2016, the aggregate amount of the distributable reserves of our Company was RMB436.2 million. Movements in the distributable reserves of our Group during the year are set out in the consolidated statement of changes in equity and note 25(i) to the financial statements.

可分派儲備

於二零一六年十二月三十一日，本公司的可分派儲備總額為人民幣436.2百萬元。本集團於年度的儲備變動載於綜合權益變動表及財務報表附註25(i)。

RESERVES

Movements in the reserves of our Group during the year are set out in the consolidated statement of changes in equity on page 96 to 97 of this annual report.

儲備

年內本集團儲備的變動載於本年報第96至97頁的綜合權益變動表。

EQUIPMENT

Details of the movements of equipment of our Group for the year ended 31 December 2016 are set out in note 17 to the consolidated financial statements.

設備

本集團於截至二零一六年十二月三十一日止年度的固定資產變動詳情載於綜合財務報表附註17。

SHARE CAPITAL

Details of the movements in Company's share capital for the year ended 31 December 2016 are set out in note 25(c) to the financial statements.

股本

本公司於截至二零一六年十二月三十一日止年度的股本變動詳情載於財務報表附註25(c)。

SHARE OPTION SCHEMES

The Company maintains two share option schemes, namely the Pre-IPO Share Option Scheme (the "**Pre-IPO Share Option Scheme**") and the Post-IPO Share Option Scheme (the "**Post-IPO Share Option Scheme**") for the purpose of recognising the contribution of certain executive directors and employees of our Group and retaining them for the continual operation and development of our Group. Both schemes were approved by the written resolutions of the sole shareholder passed on 18 October 2013 (the "**Adoption Date**").

Under the Share Option Schemes, our Board may, at its discretion, offer any employee (including any executive director) of our Group, options to subscribe for shares in our Company subject to the terms and conditions stipulated in the two schemes.

The Pre-IPO Share Option Scheme

The major terms of the Pre-IPO Share Option Scheme are as follows:

a) *Purpose of the scheme*
The purpose of the Pre-IPO Share Option Scheme is to enable our Company to grant options to the participants as incentive or rewards for their contributions to our Group.

b) *Total number of shares available for issue and vesting period*
The total number of shares subject to the options under the Pre-IPO Share Option Scheme is 10,000,000 Shares, representing approximately 1.88% of the issued Shares, as at the date of this annual report, which shall vest to the relevant option holder in tranches in the following manner:

(i) 50% of the options vested and became exercisable on 30 June 2014;

(ii) 30% of the options shall vest and become exercisable on 30 June 2016; and

(iii) 20% of the options shall vest and become exercisable on 30 June 2018.

購股權計劃

本公司維持兩項購股權計劃(即首次公開發售前購股權計劃(「**首次公開發售前購股權計劃**」)及首次公開發售後購股權計劃(「**首次公開發售後購股權計劃**」，以資肯定本集團若干執行董事及僱員作出的貢獻，並讓其繼續為本集團的持續營運及發展效力。該兩項計劃均於二零一三年十月十八日(「**採納日期**」)由唯一股東以書面決議案批准。

根據購股權計劃，董事會可酌情向本集團任何僱員(包括任何執行董事)提呈購股權以認購本公司股份，惟須受該購股權計劃內所訂明的條款及條件規限。

首次公開發售前購股權計劃

首次公開發售前購股權的主要條款概述如下：

(a) *計劃的目的*
首次公開發售前購股權計劃旨在讓本公司向參與人士授出購股權，作為彼等對本集團所作貢獻的獎勵或獎賞。

(b) *可予發行的股份總數及歸屬期間*
根據首次公開發售前購股權計劃的購股權涉及的股份總數為10,000,000股(相當於本年報日期已發行股份約1.88%)，須按以下方式分批歸屬予有關購股權持有人：

(i) 50%的購股權須於二零一四年六月三十日歸屬及可予行使；

(ii) 30%的購股權須於二零一六年六月三十日歸屬及可予行使；及

(iii) 20%的購股權須於二零一八年六月三十日歸屬及可予行使。

c) *Amount payable upon acceptance of options*
A non-refundable sum of HK$1.00 by way of consideration for the grant of an option is required to be paid by each of the grantees upon acceptance of the granted option.

d) *Remaining life of the Pre-IPO Share Option Scheme*

On 6 November 2013, our Company granted 10,000,000 options under the Pre-IPO Share Option Scheme. Accordingly, the Pre-IPO Share Option Scheme had no outstanding options at the end of the financial year ended 31 December 2013. Nevertheless, the provisions of the Pre-IPO Share Option Scheme shall in all other respects remain in force and effect and options which are granted during the life on the Pre-IPO Share Option Scheme may continue to exercise in accordance with the respective terms of issue. An aggregate of 891,000 options granted under the Pre-IPO Share Option Scheme had been exercised by the grantees in the year ended 31 December 2016.

(c) *接納購股權後應付款項*
當接納所獲授的購股權時，每名承授人須支付不可退回款項1.00港元作為授出購股權的代價。

(d) *首次公開發售前購股權計劃的剩餘年期*
於二零一三年十一月六日，本公司根據首次公開發售前購股權計劃授出10,000,000份購股權。因此，首次公開發售前購股權計劃於截至二零一三年十二月三十一日止財政年度並無未授出的購股權。然而，首次公開發售前購股權計劃的條文在所有其他方面均一直有效及生效，而於首次公開發售前購股權計劃有效期內授出的購股權可繼續根據相關發行條款行使。承授人於截至二零一六年十二月三十一日止年度行使根據首次公開發售前購股權授出的合共891,000股購股權。

The Post-IPO Share Option Scheme

The purpose of the Post-IPO Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group and to promote the success of the business of our Group.

The aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other share option schemes of our Company must not exceed 30% of the Shares in issue from time to time.

首次公開發售後購股權計劃

首次公開發售後購股權計劃的目的在於吸引及挽留最優秀的可用人員，並向本集團僱員(全職及兼職)、董事、顧問、諮詢人、分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商提供額外獎勵，推動本集團業務發展。

因行使根據首次公開發售後購股權計劃及本公司的任何其他購股權計劃所授出但尚未行使的所有購股權而可予發行的股份總數，不得超過不時已發行股份的30%。

The maximum number of shares issuable upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other share option schemes of our Company as from the Adoption Date (excluding, for this purpose, shares issuable upon exercise of options which have been granted but which have lapsed in accordance with the Post-IPO Share Option Scheme or any other share option schemes of our Company) must not in aggregate exceed 10% of all the shares in issue upon the Listing Date (i.e. 414,044,000 shares after over-allotment option has been exercised). The limit of 10% may be refreshed at any time by approval of the shareholders of our Company in general meeting provided that the total number of the shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other share option schemes of our Company must not exceed 10% of the shares in issue as at the date of approval of the refreshed limit.

自採納日期起，因行使根據首次公開發售後購股權計劃及本公司任何其他購股權計劃將予授出的所有購股權而可予發行的最高股份數目(就此而言，並不包括因行使根據首次公開發售後購股權計劃或本公司任何其他購股權計劃所授出但已失效的購股權而可予發行的股份)，合共不得超過於上市日期所有已發行股份的10%(即於超額配股權已獲行使後的414,044,000股股份)。10%的限額可隨時透過取得本公司股東在股東大會上的批准予以更新，惟因行使根據首次公開發售後購股權計劃及本公司任何其他購股權計劃將予授出的所有購股權而可予發行的股份總數，不得超過於批准經更新限額之日已發行股份的10%。

Unless approved by shareholders of our Company in general meeting, the total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) under the Post-IPO Share Option Scheme or any other share option schemes of our Company in any 12-month period up to date of grant must not exceed 1% of the shares in issue.

除非於股東大會上獲本公司股東批准，否則於截至授出日期止任何12個月期間內，因行使根據首次公開發售後購股權計劃或本公司任何其他購股權計劃向各參與者授出的購股權(包括已行使及尚未行使購股權)而發行及將予發行的股份總數，不得超過已發行股份的1%。

A consideration of HK$1.00 is payable on acceptance of the grant of an option.

當接納所獲授的購股權時，須支付代價1.00港元。

Pursuant to the Post-IPO Share Option Scheme, the participants may subscribe for the shares of our Company on the exercise of an option at the price determined by our Board provided that it shall be at least the higher of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date on which an option is offered to a participant, which must be a business date (the "**Offer Date**"); (b) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (c) the nominal value of a Share on the Offer Date.

根據首次公開發售後購股權計劃，參與者可按董事會釐定的價格於行使購股權時認購本公司股份，惟價格須為以下各項的最高者：(a)股份於提呈授予參與者購股權之日(須為營業日)(「**要約日期**」)在聯交所每日報價表所報收市價；(b)股份於緊接要約日期前五個營業日在聯交所每日報價表所報平均收市價；及(c)股份於要約日期的面值。

An option may be exercised in accordance with the terms of the Post-IPO Share Option Scheme at any time during a period as our Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

購股權可按照首次公開發售後購股權計劃的條款，在董事會釐定不超過購股權授出日期起計10年期間內任何時間行使，惟受首次公開發售後購股權計劃條款的提前終止條文所限。

As at the date of this annual report, no options had been granted or agreed to be granted under the Post-Share Option Scheme.

於本年報日期，本公司並無根據首次公開發售後購股權計劃授出或同意授出購股權。

Report of the Directors
董事會報告

DIRECTORS

The directors who held office during the year ended 31 December 2016 and up to the date of this annual report are:

Executive Directors

Mr. ZHANG Tiewei
(re-elected on 19 May 2014)
Ms. FU Jie
(appointed on 6 January 2017)
Mr. CHEN Hui
(re-elected on 19 May 2015)
Mr. LI Bin
(re-elected on 19 May 2015)
Mr. XU Kaiying
(re-elected on 19 May 2014)
Mr. PANG Haoquan
(re-elected on 19 May 2016)

Non-executive Director

Mr. HE Darong
(re-elected on 19 May 2015)

Independent Non-executive Directors

Mr. TSANG Hung Kei
(re-elected on 19 May 2015)
Mr. AU Tien Chee Arthur
(re-elected on 19 May 2016)
Mr. XU Yan
(re-elected on 19 May 2016)
Mr. ZHOU Xiaojiang
(appointed on 4 July 2016)

Pursuant to Article 108 of the articles of association of our Company (the "**Articles of Association**") and code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), one-third of our directors will retire by rotation at the annual general meeting of our Company and will be eligible for re-election at that meeting. Accordingly, Mr. Zhang Tiewei, Mr. Xu Kaiying and Mr. Chen Hui will retire at the forthcoming AGM and, being eligible, offer themselves for re-election.

董事

於截至二零一六年十二月三十一日止年度及直至本年報日期在任的董事如下：

執行董事

張鐵偉先生
（於二零一四年五月十九日獲重選）
傅潔女士
（於二零一七年一月六日獲委任）
陳暉先生
（於二零一五年五月十九日獲重選）
李斌先生
（於二零一五年五月十九日獲重選）
徐凱英先生
（於二零一四年五月十九日獲重選）
龐浩泉先生
（於二零一六年五月十九日獲重選）

非執行董事

何達榮先生
（於二零一五年五月十九日獲重選）

獨立非執行董事

曾鴻基先生
（於二零一五年五月十九日獲重選）
區天旂先生
（於二零一六年五月十九日獲重選）
許彥先生
（於二零一六年五月十九日獲重選）
周小江先生
（於二零一六年七月四日獲委任）

根據本公司組織章程細則(「**組織章程細則**」)第108條及聯交所證券上市規則(「**上市規則**」)附錄十四所載《企業管治守則》的守則條文第A.4.2條，三分之一的董事將於本公司股東週年大會上輪值退任，並有資格於該會上重選連任。因此，張鐵偉先生、徐凱英先生及陳暉先生將於應屆股東週年大會上退任，且將符合資格並願意膺選連任。

On 4 July 2016, Mr. Xu Kaiying was re-designated as an executive Director and Mr. Zhou Xiaojiang was appointed as an independent non-executive Director.

於二零一六年七月四日，徐凱英先生獲調任為執行董事，而周小江先生獲聘任為獨立非執行董事。

On 6 January 2017, Ms. Fu Jie was appointed as an executive Director and the chief executive officer of our Company and Mr. Pang Haoquan was re-designated as an executive Director.

於二零一七年一月六日，傅潔女士獲委任為本公司執行董事及行政總裁，而龐浩泉先生獲調任為執行董事。

Pursuant to Article 112 of the Articles of Association, any directors of our Company appointed by our Board as an addition to the existing Board shall hold office only until the AGM and shall then be eligible for re-election.

根據組織章程細則第112條，獲董事會委任作為現有董事會新增成員的任何董事，任期僅直至股東週年大會為止，屆時將合資格重選連任。

Biographical details of the directors and senior management of our Company are set out at pages 71 to 80 of this annual report.

本公司董事及高級管理人員的履歷詳情載於本年報第71至80頁。

DIRECTORS' SERVICE CONTRACTS

董事服務合約

Except for (i) Ms. Fu Jie, whose service agreement commenced on 6 January 2017; (ii) Mr. Chen Hui, whose service agreement commenced on 15 September 2014 and supplemental service agreement commenced on 6 January 2017; (iii) Mr. Xu Kaiying, whose service agreement commenced on 4 July 2016; and (iv) Mr. Pang Haoquan, whose service agreement commenced on 6 January 2017, each of the executive directors has entered into a service agreement with our Company for a term of three years commencing on 13 November 2016, and such service agreements may be terminated in accordance with the terms of the service agreements.

除(i)傅潔女士(其服務協議於二零一七年一月六日開始)；(ii)陳暉先生(其服務協議於二零一四年九月十五日開始，且其補充服務協議於二零一七年一月六日開始)；(iii)徐凱英先生(其服務協議於二零一六年七月四日開始)；及(iv)龐浩泉先生(其服務協議於二零一七年一月六日開始)外，各執行董事已與本公司訂立服務協議，自二零一六年十一月十三日起計為期三年。有關服務協議可根據服務協議的條款終止。

Except for Mr. Zhou Xiaojiang, whose service agreement commenced on 4 July 2016, each of the non-executive directors and the independent non-executive directors was appointed to our Board pursuant to their respective letters of appointment, for an initial term of three year commencing on 13 November 2016, and such appointment may be terminated in accordance with the terms of the letters of appointment.

除周小江先生(其服務協議於二零一六年七月四日開始)外，各非執行董事及獨立非執行董事根據彼等各自的委任書獲委任加入董事會，自二零一六年十一月十三日起計初步為期三年。有關委任可根據委任函的條款終止。

As at 31 December 2016, none of our directors proposed for re-election at the forthcoming AGM of our Company has a service contract with members of our Group that is not determinable by our Group within one year without payment of compensation, other than statutory compensation.

於二零一六年十二月三十一日，概無擬於本公司應屆股東週年大會上膺選連任的董事與本集團成員公司訂立任何不可由本集團於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。

EMOLUMENT POLICY

The emoluments of our directors are recommended by the remuneration committee, and decided by our Board, having regard to our Company's operating results, individual performance, experience, responsibility, workload and the prevailing market practices. No director is involved in deciding their own remuneration.

Our Company has adopted the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme as an incentive to our directors and eligible employees, details of the schemes are set out under the section headed "Share Option Schemes" of this annual report.

薪酬政策

董事薪酬乃由薪酬委員會建議及由董事會釐定，並已考慮本公司的經營業績、個人表現、經驗、職責、工作量及通行市場慣例。概無董事參與釐定其本身薪酬。

本公司已採納首次公開發售前購股權計劃及首次公開發售後購股權計劃作為對董事及合資格僱員的鼓勵，有關該等計劃的詳情載於本年報「購股權計劃」一節。

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of our directors and the five highest paid individuals of our Group during the year under review are set out in notes 7 and 8 to the financial statements.

董事及五位最高薪人士的薪酬

有關董事及本集團五位最高薪人士於回顧年度的薪酬詳情載於財務報表附註7及8。

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless 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 or sustain in or about the execution of their duty in their offices. Such permitted indemnity provision has been in force throughout the financial year. Our Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

認可彌償保證條文

根據組織章程細則及在適用法律法規的規限下，每位董事可就其或其中任何一位於任期內由於或有關執行職責而可能產生或遭受的一切法律行動、成本、費用、損失、損害及支出從本公司的資產及溢利中獲得彌償且免受任何損害。該認可彌償條文於本財政年度一直生效。本公司已就本集團的董事及主要人員安排適當的董事及主要人員責任險保障。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

主要股東於股份及相關股份的權益及淡倉

As at 31 December 2016, so far as was known to our directors or chief executive of our Company, the following persons other than a director or chief executive of our Company had an interest or a short position in the shares or underlying shares of our Company which would fall to be disclosed under the provision of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (the "**SFO**") and as recorded in the register required to be kept by our Company under section 336 of the SFO:

於二零一六年十二月三十一日，就本公司董事或最高行政人員所知，以下人士(並非本公司董事或最高行政人員)於本公司股份或相關股份中擁有本公司根據證券及期貨條例(「**證券及期貨條例**」)第2及3分部條文須予披露及根據證券及期貨條例第336條須存置的登記冊所記錄的權益或淡倉：

Long position in shares

於股份的好倉

Name of shareholder 股東姓名／名稱	Capacity 身份	Note 附註	Number of shares 股份數目	Approximate percentage of shareholding 股權概約百分比
Expert Depot Limited	Beneficial interests 實益權益	1	114,750,000	45.21%
	Interests of parties acting in concert 一致行動人士的權益	5	125,250,000	
Bliss Success Investments Limited	Beneficial interests 實益權益	2	56,250,000	45.21%
	Interests of parties acting in concert 一致行動人士的權益	5	183,750,000	
Novel Heritage Limited	Beneficial interests 實益權益	3	54,000,000	45.21%
	Interests of parties acting in concert 一致行動人士的權益	5	186,000,000	
Mr. Chen Guoxian 陳國顯先生	Interests in a controlled corporation 於受控制法團的權益	4	15,000,000	45.21%
	Interests of parties acting in concert 一致行動人士的權益	5	225,000,000	
Insider Solution Limited	Beneficial interests 實益權益	4	15,000,000	45.21%
	Interests of parties acting in concert 一致行動人士的權益	5	225,000,000	
New Maestro Investments Limited	Beneficial interests 實益權益	6	45,000,000	8.48%

Notes:

1. Expert Depot Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Zhang Tiewei, our chairman and an executive director.

2. Bliss Success Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Xu Kaiying, an executive director.

3. Novel Heritage Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Pang Haoquan, an executive director.

4. Insider Solution Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Chen Guoxian.

5. Expert Depot Limited, Bliss Success Investments Limited, Novel Heritage Limited, Insider Solution Limited, Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan and Mr. Chen Guoxian were acting in concert as at 31 December 2016.

6. New Maestro Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. He Darong, a non-executive director.

Save as disclosed herein, as at 31 December 2016, there was no other person so far as was known to the directors or chief executive of our Company, other than the directors or chief executive of our Company as having an interest or a short position in the shares or underlying shares of our Company as recorded in the register required to be kept by our Company under section 336 of the SFO.

附註：

1. Expert Depot Limited為一家在英屬處女群島註冊成立的公司，其全部已發行股本由主席兼執行董事張鐵偉先生持有。

2. Bliss Success Investments Limited為一家在英屬處女群島註冊成立的公司，其全部已發行股本由執行董事徐凱英先生持有。

3. Novel Heritage Limited為一家在英屬處女群島註冊成立的公司，其全部已發行股本由執行董事龐浩泉先生持有。

4. Insider Solution Limited為一家在英屬處女群島註冊成立的公司，其全部已發行股本由陳國顯先生持有。

5. Expert Depot Limited、Bliss Success Investments Limited、Novel Heritage Limited、Insider Solution Limited、張鐵偉先生、徐凱英先生、龐浩泉先生及陳國顯先生於二零一六年十二月三十一日一致行動。

6. New Maestro Investments Limited為一家在英屬處女群島註冊成立的公司，其全部已發行股本由非執行董事何達榮先生持有。

除上文所披露者外，於二零一六年十二月三十一日，就本公司董事或最高行政人員所知，概無任何人士(並非本公司董事或最高行政人員)於本公司股份及相關股份中擁有本公司根據證券及期貨條例第336條須存置的登記冊所記錄的權益或淡倉。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

董事於股份及相關股份的權益及淡倉

As at 31 December 2016, the interests and short positions of each director and chief executive of our Company and their respective associates in the shares, underlying shares and debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "**Model Code**") to be notified to our Company and the Stock Exchange, are set out below:

於二零一六年十二月三十一日，本公司各董事及最高行政人員及彼等各自的聯繫人於本公司或任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例的規定擁有或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須登記於該條規定須備存的登記冊或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「**標準守則**」)須知會本公司及聯交所的權益及淡倉如下：

Long position in shares

於股份的好倉

Name of Director 董事姓名	Capacity 身份	Note 附註	Number of shares 股份數目	Approximate percentage of shareholding 股權概約百分比
Mr. Zhang Tiewei 張鐵偉先生	Interests in a controlled corporation 於受控制法團的權益	1	114,750,000	45.21%
	Interests of parties acting in concert 一致行動人士的權益		125,250,000	
Mr. Xu Kaiying 徐凱英先生	Interests in a controlled corporation 於受控制法團的權益	2	56,250,000	45.21%
	Interests of parties acting in concert 一致行動人士的權益		183,750,000	
Mr. Pang Haoquan 龐浩泉先生	Interests in a controlled corporation 於受控制法團的權益	3	54,000,000	45.21%
	Interests of parties acting in concert 一致行動人士的權益		186,000,000	
Mr. He Darong 何達榮先生	Interests in a controlled corporation 於受控制法團的權益	4	45,000,000	8.48%
Mr. Li Bin 李斌先生	Beneficial owner 實益擁有人	5	1,000,000	0.19%

Notes:

1. Expert Depot Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Zhang Tiewei, our chairman and an executive director.

2. Bliss Success Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Xu Kaiying, an executive director.

3. Novel Heritage Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Pang Haoquan, an executive director.

4. New Maestro Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. He Darong, a non-executive director.

5. Our Company granted 1,000,000 options under the Pre-IPO Share Option Scheme to Mr. Li Bin on 6 November 2013. None of the options granted to Mr. Li Bin was exercised in the year ended 31 December 2016.

Save as disclosed above, as at 31 December 2016, none of the directors and chief executive of our Company or their respective associates had any interests and short positions in the shares, underlying shares and debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required pursuant to the Model Code to be notified to our Company and the Stock Exchange.

附註：

1. Expert Depot Limited為一家在英屬處女群島註冊成立的公司，其全部已發行股本由主席兼執行董事張鐵偉先生持有。

2. Bliss Success Investments Limited為一家在英屬處女群島註冊成立的公司，其全部已發行股本由執行董事徐凱英先生持有。

3. Novel Heritage Limited為一家在英屬處女群島註冊成立的公司，其全部已發行股本由執行董事龐浩泉先生持有。

4. New Maestro Investments Limited為一家在英屬處女群島註冊成立的公司，其全部已發行股本由非執行董事何達榮先生持有。

5. 本公司於二零一三年十一月六日根據首次公開發售前購股權計劃向李斌先生授出1,000,000份購股權。授予李斌先生的購股權於二零一六年十二月三十一日止年度概無獲行使。

除上文所披露者外，於二零一六年十二月三十一日，概無本公司董事及最高行政人員或彼等各自的聯繫人於本公司或任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例的規定擁有或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須登記於該條規定須備存的登記冊或根據標準守則須知會本公司及聯交所的權益及淡倉。

Directors' right to acquire shares or debentures

董事收購股份或債權證的權利

Name of Director 董事名稱	Date of Grant 授出日期	Exercise Period (subject to vesting period) 行使期(受歸屬期所限)	Exercise price per share HK$ 每股行使價 港元	Exercised during the period 期內行使	Number of shares subject to outstanding options as at 31 December 2016 於二零一六年十二月三十一日尚未行使購股權所涉及的股份數目	Approximate percentage of our Company's issued capital 佔本公司已發行股本的概約百分比
Li Bin 李斌	6 November 2013 2013年11月6日	30 June 2014–5 November 2023 2014年6月30日至2023年11月5日	1.9	—	1,000,000	0.19%

Further details of the Pre-IPO Share Option Scheme are set out in the section headed "Share Option Schemes" in this annual report.

有關首次公開發售前購股權計劃的詳情，載於本年報「購股權計劃」一節。

Save as disclosed above, at no time during the year ended 31 December 2016 was our Company or any of its subsidiaries a party to any arrangements to enable our directors to acquire benefits by means of the acquisition of shares or debentures of our Company or any other body corporate; and none of our directors, or their spouses or children under the age of 18, had any right to subscribe for the securities of our Company, or had exercised any such right during the year.

除上文所披露者外，於截至二零一六年十二月三十一日止年度任何時間，本公司或其任何附屬公司並無參與任何安排，使董事透過收購本公司或任何其他法人團體的股份或債權證而獲益；及概無董事或其配偶或未滿十八歲的子女擁有認購本公司證券的權利或於年內已行使任何有關權利。

MANAGEMENT CONTRACTS

No contracts, other than a contract of service with any director or any person engaged in the full-time employment of our Company, concerning the management and administration of the whole or any substantial part of the business of our Company were entered into or existed during the year.

管理合約

除與董事或本公司全職僱員訂立的服務合約外，年內概無訂立或已訂有涉及本公司業務全部或任何重大部分的管理及行政方面的合約。

DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance in relation to our Group's business to which our Company or any of its subsidiaries or associated company was a party and in which any director of our Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year, nor had there been any contract of significance entered into between our Group and a controlling shareholder of our Company in the year ended 31 December 2016.

董事於合約的權益

本公司或其任何附屬公司或聯營公司於年末或年內任何時間，概無訂立任何本公司董事直接或間接擁有重大權益的與本集團業務有關的重要合約，本集團與本公司控股股東於截至二零一六年十二月三十一日止年度亦無訂立任何重大合約。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2016, no directors had interests in any business which directly or indirectly competes, or is likely to compete, with the business of our Group.

董事於競爭業務的權益

截至二零一六年十二月三十一日止年度，概無董事於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中擁有權益。

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

Placing

On 19 September 2016, the Group and Cheong Lee Securities Limited (the "**Placing Agent**") entered into a placing agreement (the "**Placing Agreement**") whereby our Company conditionally agreed to allot and issue, and the Placing Agent agreed to procure placees to subscribe for, a maximum of 94,500,000 new ordinary shares of HK$0.01 each (the "**Placing Share(s)**") in the share capital of our Company at a price of HK$2.00 per Placing Share (the "**Placing**").

On 12 October 2016, the Group completed the placing of 55,000,000 new shares to not less than six independent placees at the placing price of HK$2.00 per share in accordance with the Placing Agreement. To the best of our Directors' knowledge, information and belief having made all reasonable enquiries, each of the placees of the Placing Shares and their respective ultimate beneficial owners was a third party independent of our Group and its connected persons. None of the Placees became a substantial shareholder (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**")) of our Company immediately after the completion of the Placing.

The net proceeds from the Placing was approximately HK$108,900,000, which was used as general working capital of the Group and for the development of existing and future projects of the Group.

For further details of the Placing, please refer to the announcements of the Company dated 19 September 2016 and 12 October 2016.

購買、出售或贖回本公司上市證券

配售

於二零一六年九月十九日，本公司與昌利證券有限公司(「**配售代理**」)訂立配售協議(「**配售協議**」)，據此，本公司有條件同意配發及發行且配售代理同意促使承配人按每股配售股份2.00港元的價格認購本公司股本中最多94,500,000股每股0.01港元的新普通股(「**配售股份**」)(「**配售**」)。

於二零一六年十月十二日，本集團完成根據配售協議按配售價每股2.00港元向不少於六名承配人配售55,000,000股新股份。董事在作出一切合理查詢後，就其所知、所悉及所信，配售股份的各承配人及彼等各自的最終實益擁有人均為獨立於本集團及其關連人士的第三方。緊隨配售完成後，概無承配人成為本公司的主要股東(定義見香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」))。

配售的所得款項淨額約為108,900,000港元，該款項已用作本集團的一般營運資金及用於發展本集團現有及未來的項目。

有關配售的進一步詳情，請參閱本公司日期為二零一六年九月十九日及二零一六年十月十二日的公告。

Exercise of share options

Prior to the listing of shares in the share capital of our Company ("**Shares**") on the Stock Exchange, our Company granted options to subscribe for an aggregate of 10,000,000 Shares (the "**Pre-IPO Share Options**") pursuant to a share option scheme adopted on 18 October 2013. An aggregate of 891,000 Shares were issued by our Company during the year ended 31 December 2016 upon the exercise of some of the Pre-IPO Share Options. The amount received from such exercise of options amounted to HK$1,692,900 and was used for general working capital. As at 31 December 2016, the Pre-IPO Share Options to subscribe for 7,488,000 Shares remained unexercised and the Pre-IPO Share Options to subscribe for 551,000 Shares were forfeited. Save for the Pre-IPO Share Options, our Company has not granted any options to subscribe for Shares.

Save as disclosed above, neither our Company nor any of its subsidiaries has purchased, sold or redeemed any of our Company's listed securities.

PRE-EMPTIVE RIGHTS

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

MAJOR CUSTOMERS AND SUPPLIERS

Our Group's customer base is diversified. The relationship between our Group and our customers has been stable. For the year ended 31 December 2016, our Group's five largest customers accounted for 68.20% (2015: 43.45%) of our Group's revenue and our single largest customer accounted for 29.01% (2015: 17.04%) of our Group's revenue.

Our Group did not have regular or significant suppliers in view of its business nature.

None of the Directors or any of their close associates or any Shareholders which, to the best knowledge of the Directors, own more than 5% of the Company's issued shares, had any interest in our Group's five largest suppliers and customers.

行使購股權

於本公司股本中的股份(「**股份**」)在聯交所上市前，本公司根據於二零一三年十月十八日採納的購股權計劃授出可認購合共10,000,000股股份的購股權(「**首次公開發售前購股權**」)。於二零一六年年度，部分首次公開發售前購股權獲行使後，本公司發行合共891,000股股份。因購股權獲行使而收取的款項為1,692,900港元，並用作一般營運資金。於二零一六年十二月三十一日，可認購7,488,000股股份的首次公開發售前購股權仍未行使及可認購551,000股股份的首次公開發售前購股權已沒收。除首次公開發售前購股權外，本公司並無授出可認購股份的任何購股權。

除上文所披露者外，本公司或其任何附屬公司概無購入、出售或贖回本公司任何上市證券。

優先購買權

根據本公司組織章程細則或開曼群島法律，並無有關優先購買權的規定要求本公司須按比例向現有股東發售新股份。

主要客户及供應商

本集團擁有多元化的客戶基礎。本集團與客戶之間一直維持穩定。截至二零一六年十二月三十一日止年度，本集團的五大客戶佔本集團收益的68.20%(二零一五年：43.45%)，而我們的單一最大客戶則佔本集團收益的29.01%(二零一五年：17.04%)。

鑒於本集團的業務性質，本集團並無固定或重大供應商。

董事或其任何緊密聯繫人或據董事所深知擁有本公司已發行股份5%以上的任何股東概無於本集團五大供應商及客戶中擁有任何權益。

PUBLIC FLOAT

Based on the information that is publicly available to our Company and within the knowledge of the directors, as at the date of this annual report, our Company maintains the prescribed percentage of public float under the Listing Rules.

公眾持股量

根據本公司以公開途徑取得的資料及據董事所知，於本年報日期，本公司維持上市規則所訂明的公眾持股量百分比。

NON-COMPETITION UNDERTAKING

Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan, Expert Depot Limited, Bliss Success Investments Limited and Novel Heritage Limited, each a controlling shareholder (as defined under the Listing Rules), entered into a deed of non-competition (the "**Deed of Non-competition**") in favour of our Company on 18 October 2013 pursuant to which they have undertaken to our Company (for itself and for the benefit of its subsidiaries) that it or he would not, and would procure that its or his associates (other than any member of our Group) would not, directly or indirectly, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, partner, principal, agent, director, employee or otherwise) any business which is or may be in competition with the current businesses of our Group during the restricted period.

不競爭承諾

張鐵偉先生、徐凱英先生、龐浩泉先生、Expert Depot Limited、Bliss Success Investments Limited及Novel Heritage Limited於二零一三年十月十八日訂立以本公司為受益人的不競爭契據(「**不競爭契據**」)，據此，彼等已向本公司(為其本身及代表其附屬公司的利益)承諾，於受限制期間內其不會並將促使其聯繫人(本集團任何成員公司除外)不會直接或間接進行或參與現時或可能與本集團目前業務構成競爭的任何業務或於其中擁有權益或從事或收購或持有(在各情況下不論是否以股東、合夥人、主事人、代理、董事、僱員或其他身份)有關業務。

An annual confirmation has been received from each of the above mentioned controlling shareholders on compliance with each of their respective undertaking under the Deed of Non-competition.

本公司已接獲各上述控股股東就遵守不競爭契據下彼等各自的承諾所發出的年度確認函。

The independent non-executive directors have reviewed the compliance with the Deed of Non-competition by the above mentioned controlling shareholders and confirmed that the Deed of Non-competition is fully complied with and duly enforced in the year ended 31 December 2016.

獨立非執行董事已審閱上述控股股東遵守不競爭契據的情況，並確認不競爭契據於截至二零一六年十二月三十一日止年度獲全面遵守及妥善執行。

ENVIRONMENTAL POLICIES AND PERFORMANCE

Our Group commits to fulfil social responsibility, promote employee benefits and development, protect the environment and giving back to community and achieve sustainable growth.

環保政策及表現

本集團致力履行社會責任，推動僱員福利與發展、保護環境與回饋社會，並實踐可持續發展。

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

During the year ended 31 December 2016, the Company had complied in all material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company.

遵守相關法律法規

截至二零一六年十二月三十一日止年度，本公司在各重大方面一直遵守對本公司業務及營運有重大影響的相關法律法規。

EVENTS AFTER THE REPORTING PERIOD

Please refer to the paragraphs headed "Progress of the development of a commercial building" on P.47 of this annual report.

報告期後事項

請參閱本年報第47頁「一幢商業樓宇的開發進度」一段。

CONNECTED TRANSACTIONS

Save for the two trademark licence agreements as set out in the prospectus of our Company dated 31 October 2013, all of which constitute de minimis continuing connected transactions and save as disclosed below, our Group did not enter into any connected transaction in the year ended 31 December 2016.

Our Company, Yes Success Limited, Expert Depot Limited, Bliss Success Investments Limited and Novel Heritage Limited entered into a conditional acquisition agreement dated 27 January 2016 in respect of the acquisition of the entire issued share capital of Dragon Harvest International Limited (the "**Acquisition**") and the acquisition agreement ceased on 31 August 2016. For further details, please refer to the announcements of the Company dated 27 January 2016 and 31 August 2016, respectively.

關連交易

除本公司日期為二零一三年十月三十一日的招股章程所載兩份商標許可協議構成最低限額持續關連交易外及除下文所披露者外，本集團於截至二零一六年十二月三十一日止年度並無訂立任何關連交易。

本公司、Yes Success Limited、Expert Depot Limited、Bliss Success Investments Limited及Novel Heritage Limited於二零一六年一月二十七日就收購Dragon Harvest International Limited全部已發行股本(「**收購事項**」)訂立有條件收購協議。有關收購事項的進一步詳情，請參閱本公司日期為二零一六年一月二十七日的公告。

CORPORATE GOVERNANCE

Principal corporate governance practices as adopted by our Company are set out in the Corporate Governance Report on pages 49 to 65 on this annual report.

企業管治

本公司採納的主要企業管治常規於本年報第49至65頁的企業管治報告。

PROGRESS OF THE DEVELOPMENT OF A COMMERCIAL BUILDING

Our Group intended to acquire certain units of a commercial building which is located at a piece of land (the "**Land**") at Foshan Xincheng of Foshan City, Guangdong Province.

On 25 January 2017, Success Guarantee entered into a joint venture agreement with connected persons, to establish a joint venture company (the "**JV Company**") in the PRC and transfer their respective interests in the Land to the JV Company.

The main purpose of establishing the JV Company is to increase the efficiency of the construction and development of the Land. For further details, please refer to the announcement of the Company dated 25 January 2017.

一幢商業樓宇的開發進度

本集團擬收購位於廣東省佛山市佛山新城一幅土地上(「**該土地**」)的商業樓宇的部份樓層。

於二零一七年一月二十五日，集成擔保與多名關連人士訂立合營協議，以於中國成立一間合營公司(「**合營公司**」)及將彼等各自於該土地的權益轉讓予合營公司。

成立合營公司的主要目的是提高該土地的建設及開發效率。有關進一步詳情，請參閱本公司日期為二零一七年一月二十五日的公告。

SOCIAL ENTERPRISE

While serving the local economic development, the Group is also extensively engaged in charitable activities to fulfil social responsibility. We are widely recognised and appreciated for being a role model. Every year, Success Charity Foundation (集成愛心基金), voluntarily initiated by shareholders and employees of the Group, gives help and support to employees in need within the Group, provides timely support and assistance to families of employees who have suffered serious illnesses or accidental injury, and goes through difficult times with the employees and their families. Moreover, the Group has great respect for women. We gave every female employee roses on International Women's Day (8 March). On Children's Day (1 June), the Group sent stationery gift sets to all children of the employees to show our love and care to the employees and their families.

At the night of 23 February 2016, the "Nature Success • Folk Music Brilliance" 2016 Lantern Festival National Symphony Concert jointly hosted and subsidised by Success Finance and Foshan Bureau of Culture, Publication, Radio, Film and Television was grandly held in the Foshan Qionghua Grand Theater. It was an audio-visual feast which the Group meticulously prepared jointly with the Guangdong National Orchestra for the audience in Foshan for its fifth year. The "Nature Success • Folk Music Brilliance" held on the night of the Lantern Festival has become the spiritual culture brand enjoyed by the Foshan citizens.

社會企業

本集團在服務地方經濟發展的同時廣泛地參與社會公益活動，積極實踐社會責任感，在本集團內外均獲得一致認可和好評，也樹立了良好的社會形象。由本集團股東與員工自發成立的集成愛心基金會每年定向幫扶本集團內部困難員工，對經受重大疾病或意外傷害的困難員工家庭給予及時支助，與員工及其家庭成員一起共渡難關。另外，本集團熱心關愛女員工。本集團在「三八」國際婦女節當日向每位女員工贈送玫瑰；在六一國際兒童節為全體員工子女送出精選的文具，將企業對員工、對員工家庭的關愛溫暖送到每位員工及其家庭。

二零一六年二月二十三日晚，由本集團資助與佛山市文化廣電新聞出版局聯合主辦的「天籟集成 • 民樂華章」二零一六元宵民族交響音樂會在佛山瓊花大劇院隆重舉行。這是集成金融第五個年頭攜手廣東民族樂團，為佛山觀眾精心準備的視聽盛宴。元宵節「天籟集成 • 民樂華章」成了佛山市民津津樂道的精神文化品牌。

AUDITORS

KPMG, the auditors of our Company, will retire at the conclusion of the forthcoming annual general meeting of our Company and be eligible to offer themselves for re-appointment. A resolution will be submitted to the AGM to be held on 19 May 2017 to seek shareholders' approval on the appointment of KPMG as our Company's auditors until the conclusion of the next annual general meeting and to authorise our Board to fix their remuneration.

核數師

本公司核數師畢馬威會計師事務所將於本公司應屆股東週年大會退任，並符合資格並願意膺選連任。於二零一七年五月十九日舉行的股東週年大會上將提呈一項決議案，尋求股東批准委任畢馬威會計師事務所為本公司的核數師，任期直至下屆股東週年大會結束為止，並授權董事會釐定其酬金。

By order of our Board

Zhang Tiewei
Chairman and Executive Director

Foshan City, Guangdong Province, the PRC
29 March 2017

承董事會命

主席兼執行董事
張鐵偉

中國廣東省佛山市
二零一七年三月二十九日

CORPORATE GOVERNANCE PRACTICES

Our Company is committed to achieving and maintaining high standards of corporate governance consistent with the needs and requirements of its business and the shareholders. Save as disclosed below, our Company has adopted and complied with the code provisions (the "**Code Provisions**") as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Listing Rules for the year ended 31 December 2016. In respect of code provision A.6.7 of the CG Code, an independent non-executive Director was not able to attend the annual general meeting of the Company held on 19 May 2016 (the "**2016 AGM**") due to other commitment. In respect of code provision E.1.2 of the CG Code, the Chairman of the Board, Mr. Zhang Tiewei, was not able to attend the 2016 AGM due to other business commitment. Mr. Chen Hui, Chief Executive Officer and executive Director, was chosen pursuant to the Company's amended and restated articles of association to chair the 2016 AGM and answer the questions raised thereat. The corporate governance principles of our Company emphasise a quality board, sound internal controls, and transparency and accountability to all shareholders.

Our directors will review our Company's corporate governance policies and compliance with the Code Provisions from time to time.

企業管治常規

本公司致力達致及維持符合其業務及股東需要及要求的高水平企業管治。除下文所披露者外，截至二零一六年十二月三十一日止年度，本公司已採納上市規則附錄十四所載《企業管治守則》(「**企業管治守則**」)內的守則條文(「**守則條文**」)。關於企業管治守則第A.6.7條守則條文，一名獨立非執行董事因其他事務而未能出席本公司於二零一六年五月十九日舉行的股東週年大會(「**二零一六年股東週年大會**」)。關於企業管治守則第E.1.2條守則條文，董事會主席張鐵偉先生因其他事務而無法出席二零一六年股東週年大會。行政總裁兼執行董事陳暉先生根據本公司的經修訂及重列組織章程細則獲選主持二零一六年股東週年大會，並回答會上的提問。本公司的企業管治原則著眼於高質素董事會、有效內部監控，以及對全體股東保持透明及問責。

董事將不時檢討本公司的企業管治政策，並遵守守則條文。

DIRECTORS

The Board

Our Board, led by the Chairman of our Company, is responsible for leadership and control of our Company and overseeing our Group's businesses, strategic decisions and performance. Our Board has delegated to the senior management of our Company the authority and responsibility for the day-to-day management and operation of our Group. In addition, our Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference.

Our Board reserves its decision for all major matters of our Company, including: approving and monitoring all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

Daily management and administration functions are delegated to the management. Our Board delegates various responsibilities to the senior management of our Company. These responsibilities include implementing decisions of our Board, directing and coordinating day-to-day operation and management of our Company in accordance with the management strategies and plans approved by our Board, formulating and monitoring the operation and production plans and budgets, and supervising and monitoring the control systems.

董事

董事會

董事會由本公司主席帶領，負責領導及控制本公司以及監控本集團的業務、策略性決定及表現。董事會授予本公司高級管理層權力及責任進行本集團的日常管理及經營。此外，董事會已成立董事委員會，並賦予該等董事委員會其各自的職權範圍所列的不同責任。

董事會保留本公司所有重要事項的決策權，包括：批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易(特別是可能會涉及利益衝突的交易)、財務資料、委任董事以及其他重要財務及營運事宜。

管理層已獲指派負責日常管理及行政工作。董事會賦予本公司高級管理層多項責任。該等責任包括執行董事會的決策、按照董事會批准的管理策略及計劃指示及協調本公司的日常營運和管理、制訂及監察營運及生產計劃及預算，以及監督和監察監控系統。

In the year ended 31 December 2016, our Board held 6 formal meetings. Attendance of individual directors at our Board meetings and our general meeting for the year ended 31 December 2016 is as follows:

於截至二零一六年十二月三十一日止年度，董事會曾舉行6次正式會議。截至二零一六年十二月三十一日止年度，個別董事出席董事會會議及股東大會的情況如下：

Name of Director 董事姓名		Attendance/ Number of Board meeting held 出席／已舉行的董事會會議次數	Attendance/ Number of general meeting held 出席／已舉行的股東大會次數
Executive Directors:	*執行董事：*		
Mr. ZHANG Tiewei *(Chairman)*	張鐵偉先生*(主席)*	6/6	0/1
Mr. CHEN Hui *(the then Chief Executive Officer)*	陳暉先生*(當時的行政總裁)*	6/6	1/1
Mr. LI Bin	李斌先生	6/6	1/1
Mr. XU Kaiying	徐凱英先生	6/6	1/1
Non-Executive Directors:	*非執行董事：*		
Mr. HE Darong	何達榮先生	6/6	1/1
Mr. PANG Haoquan	龐浩泉先生	6/6	1/1
Independent Non-Executive Directors:	*獨立非執行董事：*		
Mr. TSANG Hung Kei	曾鴻基先生	6/6	1/1
Mr. AU Tien Chee Arthur	區天旂先生	6/6	1/1
Mr. XU Yan	許彥先生	5/6	0/1
Mr. ZHOU Xiaojiang (appointed on 4 July 2016)	周小江先生（於二零一六年七月四日獲委任）	2/2	0/0

In the year ended 31 December 2016, apart from the meetings of our Board, consent/approval from our Board was also obtained by written resolutions on a number of matters.

於截至二零一六年十二月三十一日止年度，除董事會會議外，董事會亦透過書面決議案同意／批准多項事項。

Chairman and executive directors

The Chairman and executive director, Mr. Zhang Tiewei, provides leadership for our Board and ensures that our Board works effectively and all important issues are discussed in a timely manner. Mr. Chen Hui, the then chief executive officer ("**CEO**"), takes the lead in our Group's operations and business development. On 6 January 2017, Mr. Chen Hui resigned as the CEO and Ms. Fu Jie was appointed as an executive Director and the CEO. The positions of the Chairman and the CEO are held by separate individuals to maintain an effective segregation of duties.

主席及執行董事

主席兼執行董事張鐵偉領導董事會及確保董事會有效運作且所有重要事項獲及時討論。當時的行政總裁(「**行政總裁**」)陳暉先生領導本集團的營運及業務發展。於二零一七年一月六日，陳暉先生辭任行政總裁，傅潔女士獲委任為執行董事兼行政總裁。主席及行政總裁的職位由不同人士擔任以維持有效的職責分工。

Board composition

Currently, our Board comprises eleven directors, including six executive directors, one non-executive director and four independent non-executive directors. The current composition of our Board is as follows:

董事會組成

董事會現時由十一名董事組成，包括五名執行董事、一名非執行董事及四名獨立非執行董事。董事會現時的組成如下：

Name of Director **董事姓名**	**Membership of board committee(s)** **董事委員會成員**
Executive Directors: ***執行董事：***	
Mr. ZHANG Tiewei *(Chairman)* 張鐵偉先生*(主席)*	Chairman of nomination committee 提名委員會主席 Member of remuneration committee 薪酬委員會成員
Ms. FU Jie *(Chief executive officer)* 傅潔女士*(行政總裁)*	
Mr. CHEN Hui 陳暉先生	
Mr. LI Bin 李斌先生	
Mr. XU Kaiying 徐凱英先生	
Mr. PANG Haoquan 龐浩泉先生	
Non-executive Director: ***非執行董事：***	
Mr. HE Darong 何達榮先生	
Independent Non-executive Directors: ***獨立非執行董事：***	
Mr. TSANG Hung Kei 曾鴻基先生	Chairman of audit committee 審核委員會主席 Member of nomination committee 提名委員會成員 Member of remuneration committee 薪酬委員會成員
Mr. AU Tien Chee Arthur 區天旂先生	Member of audit committee 審核委員會成員
Mr. XU Yan 許彥先生	Member of nomination committee 提名委員會成員 Chairman of remuneration committee 薪酬委員會主席 Member of audit committee 審核委員會成員
Mr. ZHOU Xiaojiang 周小江先生	

Pursuant to Rule 3.10(1) of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors. In addition, pursuant to Rules 3.10A and 3.10(2) of the Listing Rules, every listed issuer is required to have such number of independent non-executive directors representing at least one-third of the board and at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Mr. Tsang Hung Kei is admitted as a fellow member of the Association of Chartered Certified Accountants, a fellow member of Hong Kong Institute of Certified Public Accountants and an associate of The Institute of Chartered Accountants in England and Wales.

根據上市規則第3.10(1)條，上市發行人的董事會必須包括至少三名獨立非執行董事。此外，根據上市規則第3.10A及3.10(2)條，上市發行人的獨立非執行董事必須佔董事會成員人數至少三分之一，且其中至少一名獨立非執行董事必須具備適當專業資格，或具備適當會計或相關財務管理專長。曾鴻基先生為英國特許公認會計師公會資深會員、香港會計師公會資深會員及英格蘭及威爾士特許會計師公會會員。

Our Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. To the best of the knowledge of our Company, having made all reasonable enquiries, none of the independent non-executive directors failed to meet any of the independence guidelines set out in Rule 3.13 of the Listing Rules. Our Board has assessed the independence of all the independent non-executive directors and considered that all the independent non-executive directors are independent.

根據上市規則第3.13條，本公司已接獲各獨立非執行董事就其獨立性作出的年度確認函。就本公司作出一切合理查詢後所知，概無獨立非執行董事未能符合上市規則第3.13條所載的任何獨立指引。董事會已評估全體獨立非執行董事的獨立性，認為全體獨立非執行董事均屬獨立。

The biographies of our directors are set out on pages 71 to 77 of this annual report. Save as disclosed in the biographies of the directors, our Board members do not have any family, financial or business relationship with each other.

董事履歷詳情載於本年報第71至77頁。除董事履歷所披露者外，董事會成員之間概無存在任何家屬、財務或業務關係。

The list of directors has been published on the website of our Company and the website of the Stock Exchange, and is disclosed in all corporate communications issued by our Company pursuant to the Listing Rules from time to time.

董事名單已於本公司網站及聯交所網站登載，亦於本公司不時按照上市規則刊發的所有公司通訊中披露。

Appointment, re-election and removal of directors

Each of the executive directors has entered into a service contract with our Company, and each of the non-executive directors and independent non-executive directors has signed a letter of appointment with our Company. Except for (i) Ms. Fu Jie, whose service agreement commenced on 6 January 2017; (ii) Mr. Chen Hui, whose service agreement commenced on 15 September 2014 and supplemental service agreement commenced on 6 January 2017; (iii) Mr. Xu Kaiying, whose service agreement commenced on 4 July 2016; and (iv) Mr. Pang Haoquan, whose service agreement commenced on 6 January 2017, the terms of the directors' service contracts are for an initial term of three years commencing on 13 November 2016 and is subject to the re-appointment of each of our directors by our Company at an annual general meeting upon retirement by rotation.

委任、重選及罷免董事

各執行董事已與本公司訂立服務合約，而各非執行董事及獨立非執行董事已與本公司簽署委任書。除(i)傅潔女士(其服務協議於二零一七年一月六日開始)；(ii)陳暉先生(其服務協議於二零一四年九月十五日開始，且其補充服務協議於二零一七年一月六日開始)；(iii)徐凱英先生(其服務協議於二零一六年七月四日開始)；及(iv)龐浩泉先生(其服務協議於二零一七年一月六日開始)外，董事服務合約條款初步年期自二零一六年十一月十三日起計為期三年，而各董事須於輪值退任時在股東週年大會上由本公司重新委任。

The Articles of Association provide that any director appointed by our Board (i) to fill a casual vacancy in our Board shall hold office only until the next following general meeting of our Company and shall be subject to re-election at such meeting; and (ii) as an addition to our Board shall hold office until the next annual general meeting of our Company and shall then be eligible for re-election.

In addition, every director should be subject to retirement by rotation at least once every three years. At every annual general meeting, one-third of our directors for the time being, or if their number is not three or a multiple of three, the number nearest to but not greater than one-third, shall retire from office by rotation according to Article 108(a) of the Articles of Association.

Non-executive directors

Pursuant to Code Provision A.4.1, non-executive directors should be appointed for a specific term and subject to re-election. Pursuant to the letters of appointment of our non-executive directors (including our independent non-executive directors), the term of appointment of each of such directors is three years commencing on 13 November 2016, or 4 July 2016 in the case of Mr. Zhou Xiaojiang, which may be terminated by either party by giving one month's written notice.

本公司組織章程細則規定，任何由董事會委任(i)以填補董事會臨時空缺的董事任期僅至本公司下個股東大會，並須於該大會上接受重選；及(ii)出任董事會新增席位的董事任期至本公司下屆股東週年大會，屆時將合資格接受重選。

此外，各董事須至少每三年輪值退任一次。根據本公司組織章程細則第108(a)條，於每屆股東週年大會上，當時董事人數三分之一(或當人數並非三或三的倍數時，則最接近三分之一但不多於三分之一)須輪值退任。

非執行董事

根據守則條文第A.4.1條，非執行董事的委任應有指定任期，並須接受重新選舉。根據非執行董事(包括獨立非執行董事)的委任書，各董事的任期自獲委任日期(即二零一六年十一月十三日)或二零一六年七月四日(就周小江先生而言)起計為期三年，並可由任何一方發出一個月書面通知予以終止。

BOARD DIVERSITY

Our Company adopted a board diversity policy (the "**Board Diversity Policy**") on 18 October 2013. A summary of this Board Diversity Policy, together with the measurable objectives set for implementing this Board Diversity Policy, and the progress made towards achieving those objectives are disclosed as below:

Summary of our Board Diversity Policy

Our Company continuously seeks to enhance the effectiveness of our Board and to maintain the highest standards of corporate governance and recognizes and embraces the benefits of diversity in the boardroom. In designing our Board's composition, board diversity has been considered from a number of factors, including but not limited to skills, knowledge, gender, age, cultural and educational background or professional experience. Each of the director's appointments will be made on a merit basis, and candidates will be considered against objective criteria, with due regard for the benefits of diversity on our Board.

董事會成員多元化

本公司於二零一三年十月十八日採納董事會成員多元化政策(「**董事會成員多元化政策**」)。董事會成員多元化政策的概要連同為執行董事會成員多元化政策而制定的可計量目標及達標進度於下文披露：

董事會成員多元化政策概要

本公司不斷致力提高董事會的效能，並保持最高標準的企業管治以及確認及認同具有多元化董事會成員的裨益。於設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。各董事的委任將以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

Measurable objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to skills, knowledge, gender, age, cultural and educational background or professional experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Implementing and monitoring

The nomination committee is responsible for identifying suitably qualified candidates to become members of our Board and, in carrying out this responsibility, will give adequate consideration to our Board Diversity Policy.

可計量目標

甄選人選將以一系列多元化範疇為基準，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。最終將按人選的長處及可為董事會作出的貢獻決定。

執行及監察

提名委員會負責確定合資格人選成為董事會成員，並在履行這項責任時，會充分考慮董事會成員多元化政策。

CONTINUING PROFESSIONAL DEVELOPMENT

Our Company is responsible for arranging and funding suitable training for our directors relating to the roles, functions and duties of a listed company director. Our Company Secretary from time to time updates and provides written training materials to our directors, and organises seminars on the latest development of the Listing Rules, applicable laws, rules and regulations relating to directors' duties and responsibilities. Our directors participated in courses relating to the roles, functions and duties of a listed company directors by reading written training materials. Our directors may request our Company, pursuant to the policy for directors to seek independent professional advice, to provide independent professional advice at the expense of our Company to discharge their duties to our Company.

持續專業發展

本公司負責為董事就作為上市公司董事的角色、職能及職責安排及出資合適培訓。公司秘書不時為董事更新及提供書面培訓材料，並就與董事的職務及職責有關的上市規則、適用法律、規則及法規的最新發展舉辦研討會。我們的董事通過閱覽書面培訓材料參與上市公司董事角色、職能及職責安排相關的課程。董事可根據董事尋求獨立專業意見的政策要求本公司提供獨立專業意見，以履行董事對本公司的職責，有關開支概由本公司承擔。

Directors' securities transactions

Our Company has adopted the standard set out in the Model Code, in relation to the dealings in securities of our Company by our directors.

Having made specific enquiry of all directors, each director has confirmed that he/she has complied with the standard set out in the Model Code since 1 January 2016 (or on the date of his/her appointment) and up to the date of this annual report.

董事的證券交易

本公司已就董事買賣本公司證券採納標準守則所載標準。

經向全體董事作出具體查詢後，自二零一六年一月一日(或其獲委任日期)起直至本年報日期止，各董事確認其已遵守標準守則所載標準。

Board Committees

Nomination Committee

The nomination committee of our Company was established on 18 October 2013 with written terms of reference in compliance with the Listing Rules. The duties of our nomination committee include (but without limitation) (a) to review the structure, size and composition of our Board on regular basis; (b) to identify and recommend suitable individuals to our Board as Board members; (c) to assess the independence of our independent non-executive directors; and (d) to make recommendations to our Board on relevant matters relating to the appointment or re-appointment of directors. Current members of the nomination committee are Mr. Tsang Hung Kei and Mr. Xu Yan, both of whom are independent non-executive directors, and Mr. Zhang Tiewei, an executive director. Mr. Zhang Tiewei is the chairman of the nomination committee.

The Company continuously seeks to enhance the effectiveness of the Board and to maintain a high standard of corporate governance and recognises and embraces the benefits of diversity in the composition of the Board.

After considering the characteristics of the Group's business model and other relevant factors, such as skills, knowledge, gender or age, the nomination committee considered that the current composition of the Board reflects the balance of skills, educational background, experience and diversity of perspectives desirable for effective management of the Company. The nomination committee will continue to review the diversity policy of the Board from time to time to ensure its continued effectiveness and to identify qualified candidates on a merit basis and candidates will be considered against objective criteria, with due regard to the benefits of diversity on the Board.

董事委員會

提名委員會

本公司提名委員會於二零一三年十月十八日成立，並遵照上市規則制訂書面職權範圍。提名委員會的職責包括(但不限於)(a)定期檢討董事會架構、人數及組成；(b)物色並向董事會推薦董事會成員的合適人選；(c)評核獨立非執行董事的獨立性；及(d)就董事委任或重新委任的有關事項向董事會提出推薦建議。提名委員會目前成員有曾鴻基先生及許彥先生(均為獨立非執行董事)以及張鐵偉先生(執行董事)。張鐵偉先生為提名委員會主席。

本公司不斷致力提高董事會的效能，並保持高標準的企業管治以及確認及認同多元化董事會組成的裨益。

經考慮本集團業務模式的特點及技能、知識、性別或年齡等其他相關因素後，提名委員會認為董事會目前的組成反映在有效管理本公司所須具備的技能、教育背景、經驗及不同視野之間維持平衡。提名委員會將繼續不時檢討董事會的多元化政策以確保其持續有效性，及以用人唯才的原則物色合資格的人選，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

For the year ended 31 December 2016, the nomination committee held two meetings. Attendance of individual members of the nomination committee for the year ended 31 December 2016 is as follows:

截至二零一六年十二月三十一日止年度，提名委員會舉行兩次會議。提名委員會每位成員截至二零一六年十二月三十一日止年度的出席情況如下：

Name of Director **董事姓名**		**Attendance/ Number of meetings held** **出席次數／舉行會議數目**
Mr. Zhang Tiewei	張鐵偉先生	2/2
Mr. Tsang Hung Kei	曾鴻基先生	2/2
Mr. Xu Yan	許彥先生	1/2

Note: The meetings were attended by the Directors themselves, not an alternate.

附註：董事本身出席會議而非替代董事出席。

The terms of reference of the nomination committee are available on the website of our Company and the website of the Stock Exchange.

提名委員會的職權範圍可於本公司網站及聯交所網站查閱。

The work performed by the nomination committee during the year ended 31 December 2016 is summarised as follows:

提名委員會於截至二零一六年十二月三十一日止年度進行的工作概述如下：

1. reviewed structure, size and diversity of the Board;
2. reviewed the independence of the independent non-executive directors; and
3. made recommendations to the Board on the appointment and re-designation of directors and the nomination of directors for re-election at an annual general meeting.

1. 檢討董事會架構、規模及多樣性；
2. 檢討獨立非執行董事的獨立性；及
3. 就董事的委任、調任及提名於股東週年大會上重選向董事會作出建議。

Remuneration Committee

The remuneration committee of our Company was established on 18 October 2013 with written terms of reference in compliance with the Listing Rules. The duties of our remuneration committee include (but without limitation) (a) making recommendations to our Board on our policy and structure for all remuneration of our directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (b) determining the specific remuneration packages of all our executive directors and senior management, including benefits in kind, pension rights and compensation payments; (c) making recommendations to our Board of the remuneration of our directors; and (d) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Board from time to time. The existing members of the remuneration committee include Mr. Zhang Tiewei, Mr. Xu Yan and Mr. Tsang Hung Kei. Both Mr. Xu Yan and Mr. Tsang Hung Kei are independent non-executive directors and Mr. Zhang is an executive director. Mr. Xu Yan is the chairman of the remuneration committee.

薪酬委員會

本公司薪酬委員會於二零一三年十月十八日成立，並遵照上市規則制訂書面職權範圍。薪酬委員會的職責包括(但不限於)(a)就董事及高級管理人員的整體薪酬政策及架構，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；(b)釐定全體執行董事及高級管理層的特定薪酬待遇，包括實物利益、退休金權利及賠償金額；(c)就董事薪酬向董事會提出建議；及(d)參考公司目標及董事會不時議決的目標審閱及批准按表現訂定的酬金。薪酬委員會的現有成員包括張鐵偉先生、許彥先生及曾鴻基先生。許彥先生及曾鴻基先生均為獨立非執行董事而張先生為執行董事。許彥先生為薪酬委員會主席。

For the year ended 31 December 2016, the remuneration committee held two meetings. Attendance of individual members of the remuneration committee for the year ended 31 December 2016 is as follows:

截至二零一六年十二月三十一日止年度，薪酬委員會舉行兩次會議。薪酬委員會個別成員截至二零一六年十二月三十一日止年度的出席情況如下：

Name of Director 董事姓名		Attendance/ Number of meetings held 出席次數／舉行會議數目
Mr. Xu Yan	許彥先生	1/2
Mr. Zhang Teiwei	張鐵偉先生	2/2
Mr. Tsang Hung Kei	曾鴻基先生	2/2

Note: The meetings were attended by the Directors themselves, not an alternate.

附註：董事本身出席會議而非替代董事出席。

The terms of reference of the remuneration committee are available on the website of our Company and the website of the Stock Exchange.

薪酬委員會的職權範圍可於本公司網站及聯交所網站查閱。

The work performed by the remuneration committee during the year ended 31 December 2016 is summarised as follows:

薪酬委員會於截至二零一五年十二月三十一日止年度進行的工作概述如下：

1. made recommendations to the Board on the remuneration packages and policy of directors, senior management and employees; and

1. 就董事、高級管理層及僱員的薪酬待遇向董事會作出建議；及

2. evaluated the performance of all directors and senior management.

2. 評估全體董事及高級管理層的表現。

Audit committee

The audit committee of our Company was established on 18 October 2013 with written terms of reference in compliance with the Listing Rules. The duties of our audit committee include (but without limitation) (a) making recommendations to our Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of that auditor; (b) monitoring integrity of our financial statements, our annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained therein; and (c) reviewing our financial controls, internal control and risk management systems. The existing members of the audit committee include Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur and Mr. Xu Yan, all of whom are independent non-executive directors. Mr. Tsang Hung Kei is the chairman of the audit committee.

審核委員會

本公司審核委員會於二零一三年十月十八日成立，並遵照上市規則制訂書面職權範圍。審核委員會的職責包括(但不限於)(a)就委任、重新委任及罷免外聘核數師向董事會作出建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭任或辭退該核數師的問題；(b)監察我們財務報表、年度報告及賬目、中期報告及季度報告(倘有編製以作刊發)的完整性，及審閱上述文件所載有關財務申報的重要判斷；及(c)檢討我們的財務監控、內部監控及風險管理制度。審核委員會的現有成員包括曾鴻基先生、區天旂先生及許彥先生(均為獨立非執行董事)。曾鴻基先生為審核委員會主席。

As certain amendments to the code provisions of the Corporate Governance Code became effective starting from the 1 January 2016 (the "**Amended Code Provisions**"), our Company amended the terms of reference of the Audit Committee to ensure compliance with the Amended Code Provisions. Our Directors will use their best endeavors to ensure our Company's continued compliance with the code provisions of the Corporate Governance Code, as amended from time to time.

由於企業管治守則的守則條文若干修訂(「**經修訂守則條文**」)已自二零一六年一月一日起生效，本公司已修訂審核委員會職權範圍以確保遵守經修訂守則條文。我們的董事將會盡力確保本公司持續遵守經不時修訂的企業管治守則的守則條文。

The Audit Committee has reviewed this annual report and the consolidated financial statements of our Company for the year ended 31 December 2016. The Audit Committee is of the view that the consolidated financial statements of our Company for the year ended 31 December 2016 have been prepared in accordance with the applicable accounting standards, the Listing Rules and statutory provisions, and sufficient disclosures have already been made.

審核委員會已審閱本公司截至二零一六年十二月三十一日止年度的本年度報告及綜合財務報表。審核委員會認為本公司截至二零一六年十二月三十一日止年度的綜合財務報表已根據適用會計準則、上市規則及法定條文編製，並已作出足夠披露。

For the year ended 31 December 2016, the audit committee held two meetings. Attendance of individual members of the audit committee for the year ended 31 December 2016 is as follows:

截至二零一六年十二月三十一日止年度，審核委員會舉行兩次會議。審核委員會每位成員截至二零一六年十二月三十一日止年度的出席情況如下：

Name of Director **董事姓名**		**Attendance/ Number of meetings held** **出席次數／舉行會議數目**
Mr. Tsang Hung Kei	曾鴻基先生	2/2
Mr. Au Tien Chee Arthur	區天旂先生	2/2
Mr. Xu Yan	許彥先生	1/2

Note: The meetings were attended by the Directors themselves, not an alternate.

附註：董事本身出席會議而非替代董事出席。

The terms of reference of the audit committee are available on the website of our Company and the website of the Stock Exchange.

審核委員會的職權範圍可於本公司網站及聯交所網站查閱。

The work performed by the audit committee during the year ended 31 December 2016 is summarised below:

審核委員會於截至二零一六年十二月三十一日止年度進行的工作概述如下：

1. reviewed the Group's annual and interim results statements and the related result announcements, documents and other matters or issues raised by external auditors;
2. reviewed the findings from external auditors;
3. reviewed the independence of the external auditors and engagement of external auditors for annual audit;
4. reviewed the audit plans, internal control plan, the development in accounting standards and its effects on the Group, financial reporting matters and risk management;
5. reviewed the adequacy of resources, qualifications, experience of staff of the Group's accounting and financial reporting function;

1. 審閱本集團年度及中期業績報表及相關業績公告、文件以及外聘核數師提出的其他事宜及問題；
2. 審閱外聘核數師的審核結果；
3. 檢討外聘核數師的獨立性及就全年審核服務考慮其應聘事宜；
4. 審閱審核計劃、內部監控計劃、會計準則發展及其對本集團、財政申報事宜及風險管理的影響；
5. 審閱本集團會計及財務申報職能方面的資源、員工資歷及經驗；

6. approved the current year external audit plan, reviewed and monitored internal control performance as well as the effectiveness of the internal control system; and

7. reviewed the corporate governance compliance.

Corporate governance function

Our Board is responsible for, amongst other things, the development and review of the policies and practices on corporate governance of our Group and monitoring the compliance with legal and regulatory requirements, reviewing and monitoring the training and continuous professional development of directors and senior management, and reviewing the corporate governance compliance with the Code Provisions and disclosure in the annual report.

This corporate governance report has been reviewed by our Board in discharge of its corporate governance function.

Accountability and audit financial reporting

Financial results of our Group are announced in a timely manner in accordance with all statutory requirements, particularly the timeframe stipulated in Rule 13.49(1) and (6) of the Listing Rules.

All directors acknowledge their responsibility for preparing the financial statements of our Group for the year ended 31 December 2016. Currently, our Company's external auditors are KPMG (the "**Auditors**").

During the year ended 31 December 2016, the fees paid or payable to KPMG comprise service charges for the following:

		2016 二零一六年 **RMB'000** 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Statutory audit	法定審核	1,480	1,350
Review of interim results	審閱中期業績	450	412

The statement of the Auditors about their reporting responsibilities on the financial statements of our Group is set out in the Independent Auditor's Report on pages 81 to 91 of this annual report.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

6. 批准本年度外聘審核計劃，檢討及監控內部監控表現及內部監控系統的成效；及

7. 檢討企業管治合規情況。

企業管治職能

董事會負責(其中包括)制訂及檢討本集團的企業管治政策及常規，以及監察遵守法律及監管規定的情況、檢討及監察董事及高級管理層的培訓及持續專業發展，以及檢討企業管治是否符合守則條文及於年報作出披露。

本企業管治報告已由董事會審閱，以履行其企業管治職能。

問責及審核財務報告

本集團的財務業績乃根據所有法定規定，尤其是上市規則第13.49(1)及(6)條規定的時間表適時公佈。

全體董事確認，彼等有責任編製本集團截至二零一六年十二月三十一日止年度的財務報表。本公司現時的外聘核數師為畢馬威會計師事務所(「**核數師**」)。

截至二零一六年十二月三十一日止年度，已付或應付畢馬威會計師事務所的費用(包括服務收費)如下：

核數師就彼等對本集團財務報表應負的申報責任所作出的聲明載於本年度報告第81至91頁的獨立核數師報告。

不存在重大不確定性事件或因素影響公司的可持續經營能力。

Risk management and internal controls

Our Board recognises that sound and effective risk management and internal control systems are important to safeguard our shareholders' investment and our Company's assets, and recognises that its responsibility to ensure that our Company maintains a sound and effective risk management and internal control system. Our Group's internal control system is designed to safeguard assets against misappropriation and unauthorised disposition and to manage operational risks.

For the year ended 31 December 2016, review of our Group's internal controls covered major financial, operational and compliance controls, as well as risk management functions. The controls that were built into the risk management system are intended to manage significant risks in our Group's business environment.

Our Group's risk management framework includes the following elements:

- identify significant risks in our Group's operation environment and evaluate the impacts of those risks on our Group's business;
- develop necessary measures to manage those risks; and
- monitor and review the effectiveness of such measures.

The implementation of risk management framework of our Group was assisted by our Group's internal audit department, so that our Group could ensure new and emerging risks relevant to our Group's operation are promptly identified by management, assess the adequacy of action plans to manage these risks and monitor and evaluate the effectiveness of the action plans. These are on-going processes and our Audit Committee reviews periodically our Group's risk management systems. Our Audit committee reported to our Board the implementation of our Group's risk management and internal control policy which, among other things, included the determination of risk factors, evaluation of risk level our Group could take and effectiveness of risk management measures.

風險管理及內部監控

董事會確認完善有效的風險管理及內部監控制度對保障股東的投資及本公司的資產非常重要，並確認其有責任確保本公司維持完善有效的風險管理及內部監控制度。審核委員會就內部審計部對本公司風險管理及內部監控制度的有效性的檢討結果及意見進行審閱，並就有關審閱向董事會匯報。

截至二零一六年十二月三十一日止年度，本集團的內部監控檢討涉及主要財務、營運及合規監控，以及風險管理職能。風險管理制度內建立的監控旨在管理本集團經營環境內出現的重大風險。

本集團的風險管理框架包括下列元素：

- 識別本集團營運環境內出現的重大風險並評估該等風險對本集團業務的影響；
- 制訂必要措施管理該等風險；及
- 監控及檢討有關措施的有效性。

本集團的風險管理框架由本集團的內部審計部協助推行，使本集團能確保管理層迅速識別有關本集團營運的新出現及新興風險、評估管理該等風險的行動計劃的適當性，以及監控及評估行動計劃的有效性。此乃持續進行的程序，而審核委員會會定期檢討本集團的風險管理制度。審核委員會定期向董事會匯報本集團風險管理及內部監控政策的實施情況，其中包括確定風險因素、評估本集團可承擔的風險水平及風險管理措施的有效性。

Based on the reports from our Group's internal control department and our Audit Committee, our Board considers that our Group's risk management and internal control system is adequate and effective and our Group has complied with the provisions on risk management and internal controls as set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

根據本集團內部審計部及審核委員會的報告，董事會認為本集團的風險管理及內部監控系統乃屬充足有效，而本集團符合上市規則附錄十四所載企業管治守則內載列的風險管理及內部監控條文。

Delegation by our Board

In general, our Board oversees our Company's strategic development and determines the objectives, strategies and policies of our Group. Our Board also monitors and controls operation and financial performance and sets appropriate policies for risk management in pursuit of our Group's strategic objectives. Our Board delegates the implementation of strategies and day-to-day operation of our Group to the management.

董事會權力的轉授

一般而言，董事會監督本公司的策略發展及釐定本集團的目標、策略及政策。董事會亦監察及控制營運及財務表現，並制訂適當的風險管理政策，以求達致本集團的策略目標。董事會授予管理層執行本集團策略及處理日常營運事務的權力。

Company secretary

The company secretary is Mr. Pang Chung Fai Benny ("**Company Secretary**"). Please refer to his biographical details set out on page 80 of this annual report. All Directors have access to our Company Secretary to ensure that board procedures and all applicable law, rules and regulations, are followed. During the year, our Company Secretary has taken no less than 15 hours relevant professional training as required under rule 3.29 of the Listing Rules.

公司秘書

公司秘書為彭中輝先生(「**公司秘書**」)。請參閱本年報第80頁所載其履歷詳情。所有董事均可獲公司秘書提供意見及服務，確保能夠遵守董事會程序及所有適用法律、規則及規例。年內，公司秘書按上市規則第3.29條規定參加不少於15個小時的相關專業培訓。

Effective communication with shareholders

Our Board recognises the importance of maintaining a clear, timely and effective communication with our shareholders. Our Board also recognises that effective communication with our Company's investors is critical in establishing investor confidence and to attract new investors. Therefore, our Group is committed to maintaining a high degree of transparency to ensure our shareholders and the investors of our Company will receive accurate, clear, comprehensive and timely information of our Group through the publication of annual reports, interim reports, announcements and circulars.

Moreover, the Company's AGM encourages face-to-face communication with shareholders. Members of the Board and chairmen of various board committees will attend the forthcoming AGM of the Company to be held on 19 May 2017. The directors will answer questions on the performance of the Group raised by shareholders.

Shareholders' rights

1. **Procedures for Shareholders to convene an Extraordinary General Meeting**
   Pursuant to Article 64 of the Articles of Association, extraordinary general meetings shall be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of our Company having the right of voting at general meetings. Such requisition shall be made in writing to our Board or our Company Secretary for the purpose of requiring an extraordinary general meeting to be called by our Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If, within 21 days of such deposit, our Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of our Board shall be reimbursed to the requisitionist(s) by our Company.

與股東進行有效溝通

董事會深明與股東維持清晰、適時及有效溝通的重要性。董事會亦明白與本公司投資者保持有效溝通對建立投資者信心及吸引新投資者極為重要。因此，本集團致力維持高透明度，以確保本公司股東及投資者可透過刊發年度報告、中期報告、公告及通函，得到有關本集團的正確、清晰、全面及適時的資料。

此外，本公司股東週年大會鼓勵與股東面對面溝通。董事會成員及董事會各委員會的主席將出席於二零一七年五月十九日舉行的本公司應屆股東週年大會以回答股東提出的問題。

股東權利

1. **股東召開股東特別大會的程序**

   根據本公司組織章程細則第64條，股東特別大會須在一名或以上於遞交申請當日持有有權於股東大會投票的本公司繳足股本不少於十分之一的股東要求下召開。有關要求須書面向董事會或公司秘書提出，述明要求董事會召開股東特別大會以處理要求內訂明的任何事項。有關大會須於遞交有關要求後2個月內舉行。倘於遞交要求後21日內，董事會未有召開該大會，則遞交要求人士可自行以同樣方式召開大會，而遞呈要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向要求人士作出償付。

2. Procedures for raising enquiries

Shareholders may direct their queries about their shareholdings, share transfer, registration and payment of dividend to our Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited:

Address: 17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Email: hkinfo@computershare.com.hk

Tel: (852) 2862 8555
Fax: (852) 2865 0990/2529 6087

Shareholders may raise enquiries in respect of our Company at the following designated contact, correspondence address, email address and enquiry hotlines of our Company:

Attention: Mr. Li Bin
Address: Office Units Nos. 10 and 11, 11th Floor, Harbour Centre
No. 25 Harbour Road, Hong Kong
Email: hkinfo@chinasuccessfinance.com

Tel: (852) 3152 2011
Fax: (852) 3152 2010

3. Procedures for putting forward proposals at Shareholders' Meetings

a) *Proposal for election of a person other than a director as a director:*

Pursuant to Article 113 of the Articles of Association, a shareholder who wishes to propose a person other than a retiring director for election to the office of director at any general meeting should lodge (i) notice in writing of the intention to propose that person for election as a director; and (ii) notice in writing by that person of his willingness to be elected, at either (a) our Company's Hong Kong office Office Units Nos. 10 and 11, 11th Floor, Harbour Centre No. 25 Harbour Road, Hong Kong, or (b) the registration office of our Company in Hong Kong at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The period for lodgment of the notices mentioned above will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to our Company may be given will be at least seven days.

2. 提出查詢的程序

股東如對其股權、股份過戶、登記及股息派付有任何疑問，可向本公司的香港證券登記處香港中央證券登記有限公司查詢：

地址： 香港灣仔
皇后大道東183號
合和中心17M樓

電郵： hkinfo@computershare.com.hk
電話： (852) 2862 8555
傳真： (852) 2865 0990/2529 6087

股東可將有關本公司的查詢發送至下列本公司指定聯絡人、通訊地址、電郵地址及透過查詢熱線作出：

收件人： 李斌先生
地址： 香港港灣道25號
港灣中心11樓10至11室
電郵： hkinfo@chinasuccessfinance.com
電話： (852) 3152 2011
傳真： (852) 3152 2010

3. 於股東大會上提出議案的程序

(a) *提名一名董事以外的人士參選董事的議案：*

根據組織章程細則第113條，如股東有意於任何股東大會上提呈退任董事以外的人士參選董事職位，須將(i)表明有意提名該人士參選董事的書面通知；及(ii)該名人士表明願意參選的書面通知送達(a)本公司的香港辦事處，地址為香港港灣道25號港灣中心11樓10至11室；或(b)本公司於香港的證券登記處，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。提交上述通知所需的期間由就該選舉發送股東大會通告之後開始計算，而該期限不得遲於該股東大會舉行日期的前七天結束。向本公司發出有關通知的最短期限最少為七天。

b) *Other proposals:*

If a Shareholder wishes to make other proposals (the "**Proposal(s)**") at a general meeting, he may lodge a written request, duly signed, at our Company's Hong Kong office Office Units Nos. 10 and 11, 11th Floor, Harbour Centre No. 25 Harbour Road, Hong Kong.

The identity of the Shareholder and his/her request will be verified with our Company's Hong Kong share registrar and upon confirmation by the share registrar that the request is proper and in order, and is made by a Shareholder, our Board will in its sole discretion decide whether the Proposal may be included in the agenda for the general meeting to be set out in the notice of meeting.

The notice period to be given to all the shareholders for consideration of the Proposal raised by the shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

i. Notice of not less than 21 days in writing if the Proposal requires approval in an annual general meeting of our Company.

ii. Notice of not less than 21 days in writing if the Proposal requires approval by way of a special resolution in an extraordinary general meeting of our Company.

iii. Notice of not less than 14 days in writing if the Proposal requires approval by way of an ordinary resolution in an extraordinary general meeting of our Company.

(b) *其他議案：*

如股東有意於股東大會上提呈其他議案(「**議案**」)，彼可將經正式簽署的書面請求交往本公司的香港辦事處，地址為香港港灣道25號港灣中心11樓10至11室。

股東的身份及其請求將由本公司的香港證券登記處核實，於證券登記處確認有關請求屬妥當及符合程序，並為由股東提出後，董事會將會全權酌情決定是否將有關議案加入將載於大會通告的股東大會的議程中。

就股東提出於股東大會上考慮的議案而向全體股東發出通知的通知期，將根據議案的性質而有所不同，詳情如下：

i. 倘議案須於本公司股東週年大會上取得批准，則須發出不少於21個完整日的書面通知。

ii. 倘議案須於本公司股東特別大會上以特別決議案的形式取得批准，則須發出不少於21個完整日的書面通知。

iii. 倘議案須於本公司股東特別大會上以普通決議案的形式取得批准，則須發出不少於14個完整日的書面通知。

Constitutional documents

Pursuant to a special resolution of the shareholders passed on 18 October 2013, the Amended and Restated Memorandum and Articles of Association were adopted with effect from the Listing Date. The Amended and Restated Memorandum and Articles of Association of our Company are available on the website of the Stock Exchange. For the year ended 31 December 2016, there is no change in the Amended and Restated Memorandum and Articles of Association of our Company.

章程文件

根據於二零一三年十月十八日通過的股東特別決議案，本公司的經修訂及重列組織章程大綱及細則已獲採納，並自上市日期起生效。本公司的經修訂及重列組織章程大綱及細則可於聯交所網站查閱。截至二零一六年十二月三十一日止年度，本公司經修訂及重列組織章程大綱及細則並無變動。

Environmental, Social and Governance Report
環境、社會及管治報告

This report is the first environmental, social and governance report issued by China Success Finance Group Holdings Limited and its subsidiaries (hereinafter referred to as "the Group" or "we"). We have prepared this report with reference to the Environmental, Social and Governance Reporting Guide issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

本報告是中國集成金融集團控股有限公司及其附屬公司(下稱為「本集團」或「我們」)發佈的首份環境、社會及管治報告。我們參照了香港聯合交易所有限公司(「聯交所」)發佈的《環境、社會及管治報告指引》編製了本報告。

ABOUT SUCCESS FINANCE

Success Finance is China's first private financial group listed in Hong Kong Stock Exchange engaged the business of guarantee, and also the China's first private financial group with guarantee as principal business listed in the Main Board in Hong Kong.

The Group is a comprehensive financial services group mainly providing whole-process and all-rounded comprehensive financial services for customers. It is not a production-oriented enterprise and does not involve in the management of production related waste and pollutants. But as an environmentally friendly enterprise which is responsible to society, we put forward relevant requirements for staff travel and work supplies. Specific requirements are as follows:

關於集成金融

本集團是中國首家在香港上市的民營金融集團，也是中國首家以擔保為主體登陸香港主板的民營金融集團。

本集團是一個綜合性金融服務集團，主要為客戶提供全流程、全方位的綜合金融服務。並不屬於生產型企業，不涉及生產型廢棄物、污染物等相關管理。但是對於一個環保型對社會負責的企業，我們在員工出行、工作用品上，進行了相關的要求。具體要求如下：

ENVIRONMENTAL AFFAIRS

Energy and Emissions

The use of energy will not only consume limited natural resources on Earth, but also produce carbon dioxide and other greenhouse gases to aggravate the various disasters caused by global climate change. The Group attaches great importance to the various indicators of use of energy and established the relevant business travel management regulations on the basis of compliance with the national energy-saving standards, and introduced the Measures for Corporate Business Travel Management, requiring our employees for low-carbon travel. Business travel management regulations clarify the staff travel procedures, strengthen the cost management awareness, improve efficiency, reduce costs, and reasonably control travel costs.

The Group's Measures for Business Travel Management requires employees for low-carbon travel and employees should strictly abide by the provisions; under the premise of without affecting the Group's efficient operation, employees insist in low-carbon travel to reduce operating costs and reduce the impact of excessive energy consumption on environment, in order to achieve social and economic benefits.

環境事務

能源及排放物

能源的使用不僅會消耗地球上有限的自然資源，同時也會產生二氧化碳等溫室氣體，加劇全球氣候變化所造成的各種災害。本集團十分關注能源使用的各項指標，在遵守各項國家節能標準的基礎上建立相關差旅管理規定，並出台《公司差旅管理辦法》，要求本集團員工低碳節約出行。差旅管理的規定可明確本集團員工出差程序，強化成本管理意識，提高效率，節約成本，合理控制差旅費用。

本集團用差旅管理辦法要求員工可低碳出行則選擇低碳出行，員工嚴格遵守規定，在不影響本集團高效運營的前提下，堅持低碳出行，降低運營費用，減少過度耗能對環境造成的影響，以實現社會效益和經濟效益的雙贏共生。

Waste disposal and use of resources

The Group classifies the relevant garbage in strict accordance with the Regulations on Urban and Rural Household Garbage Disposal in Guangdong Province. The Group's garbage is divided into three categories including hazardous waste garbage, recyclable garbage and non-recyclable garbage based on the condition of the types of garbage of the Group. Garbage storage applies the method of fixed-point setting, and adopts classified storage management in order to facilitate the external transport handling and daily management.

In order to standardize the energy-saving management in the daily office, the Group established the awareness of conservation, energy-saving and emission reduction, and in terms of measures for administrative office management, the Group introduced the corresponding energy-saving management measures. For example, the equipment operating schedule was formulated and operation was conducted in strict accordance with the schedule; it requires employees to turn off the power once leaving the office; it requires for reducing standby power consumption of computer host, monitor, printer, water dispenser, copier, shredders and other office equipment and such equipment should be powered off if not using for long time. In terms of water use, the Group used the induction faucet to effectively reduce water resource waste. We paste energy-saving labels on the public lighting switches in the floors of the building to remind employees to reduce unnecessary energy use.

By promoting the policy of effective use of resources, the phenomenon of long term of lighting and long term of water flowing disappeared, which significantly decreased on year on year basis and month on month basis. The work habits of saving water and electricity have been regularized.

廢料處理及資源使用

本集團嚴格根據《廣東省城鄉生活垃圾處理條例》，進行相關垃圾分類。依據本集團的垃圾情況，分為危險廢棄物垃圾、可回收利用垃圾和不可回收利用垃圾三大類。垃圾存放採用定點設置的方法，並實施分類存放管理，以利於外運處理和日常管理。

為規範日常辦公中的節能管理，本集團在行政辦公室管理辦法上，樹立節約、節能減排的意識，本集團出台了相應的節能管理措施。如制定設備運行時間表，嚴格按照時間表執行；要求員工離開即關閉電源；電腦主機、顯示器、打印機、飲水機、複印機、碎紙機等辦公設備減少待機能耗，長時間不使用時關閉電源。在公司用水上，使用了感應式水龍頭，有效減少水資源浪費。在各樓層公共照明開關上貼節能標識等，提醒員工減少不必要的能源使用。

通過推廣有效使用資源的政策，長明燈、長流水現象基本消失，同比、環比均有明顯下降。節約用水，節約用電的工作習慣已經常規化。

SOCIAL

Employee Recruitment and Removal

The Group signed labor contracts with full-time staff in strict accordance with the Labor Law and the Labor Contract Law and other national laws and regulations, purchased five social insurance and housing provident fund for full-time employees including the pension, medical, work injury, fertility, and unemployment, and fully paid social insurance and provident fund fees in a timely manner. The supplementary insurance (enterprise annuity and supplementary medical insurance) system will continue to be implemented deeply.

There were no incidents of discrimination, employment of child labor, compulsion, forced labor or infringement of employee benefits in the year. The Group adopted diversified policies, prohibiting discrimination against employees by gender, age, geographical, ethnic, racial and religious beliefs, implementing equal pay for equal work for men and women within the Group, and providing equal promotion and demotion mechanism for them. The Group held birthday party for staff to enhance staff cohesion and a sense of belonging; it is committed to providing a satisfactory work environment.

In order to attract excellent talents for business operations, we have formulated a market-competitive appointment program, including the provision of monetary and non-monetary incentives for all employees and support for employees to make communication and consultation about salary and welfare through different channels. Maintaining the balance of life and work is a policy we have long been adhered to. We support employees to efficiently manage their work and daily life through marriage, annual leave and so on.

Comprehensive cessation procedures, including cessation interview, cessation formalities and salary and benefit settlement, have been formulated by the Group to follow up cessation of employees. Rate of turnover has been lowered by way of thorough interview with employees with cessation intention, collection and integration of feedback from ceased employees, and human resources procedures to help improving 6 major aspects of the Group, such as human resources plans, recruitments, trainings, salaries and benefits, performance assessment and labor relationship.

The Group prioritizes trainings on expertise and techniques enhancement for sub-standard employees in respect of person-job competency and encourages self-enhancement of the employees.

社會

員工招聘及撤職

本集團嚴格按照《勞動法》《勞動合同法》等國家法律法規與全職員工簽訂勞動合同，並為全職員工參保了養老、醫療、工傷、生育、失業五大社會保險和住房公積金，及時、足額繳納社會保險及公積金費用。補充保險(企業年金和補充醫療保險)制度將繼續深入實施。

全年並未發生任何歧視事件，無僱傭童工，亦無強迫、強制勞工或涉及侵犯員工利益等事件發生。本集團採取多元化政策，規定不以性別、年齡、地域、民族、種族及宗教信仰等歧視員工，在本集團範圍內男女實行同工同酬，提供平等的職務升降機制，並通過舉辦員工生日會等形式，增強員工凝聚力及歸屬感，致力提供一個獲得滿足感的工作環境。

為吸引優秀人才營運業務，我們制定具市場競爭力的聘任方案，當中包括向全體員工提供金錢及非金錢的獎勵，並支持員工通過不同渠道溝通協商相關薪酬福利問題。保持生活與工作平衡是我們長久以來堅持的方針，我們支持員工透過婚假、年假等有效地管理他們的工作及日常生活。

本集團制定了完善的離職流程來跟進員工離職情況，包括離職面談、離職手續辦理及工資福利結算等。通過對有離職意向員工的深入面談，收集並綜合離職員工反饋意見，用於協助改善本集團人力資源規劃、招聘、培訓、薪酬福利、績效考核及勞動關係等六大方面的人力資源流程，降低離職率。

本集團對於人崗匹配度未達標的員工以加強其知識技能培訓為首選，鼓勵員工自我增值。

Occupational health and safety

Employee safety is the foundation and guarantee of sustainable development of enterprise. The Group is concerned about the health of employees and duly organizes physical examination for staff; the supplementary medical insurance is provided to effectively improve the health insurance level of staff. We proactively participated in a variety of fire drills and escape drill activities to improve safety awareness of staff, and focus on training emergency escape capacity; in the event of emergencies, we can respond orderly, scientifically and rationally to ensure safety.

職業健康與安全

員工安全是企業可持續發展的基礎與保障。本集團關注員工健康，並適時組織員工進行身體檢查，通過補充醫療保險有效提升了員工的醫療保險水平。積極參與各種消防演習、逃生演習活動，提高員工安全意識，並注重培養應急逃生能力，一旦發生緊急突發事件，能夠有序、科學合理地應對，確保安全。

Development and training

The Group supports employees to enhance themselves through a variety of ways to achieve the value of life, and is committed to carrying out the construction work of post qualification standards; for example, staff with the qualification of funds can get a certain amount of incentives, and we provide a certain amount of subsidies to offset the examination fee for staff participating in the relevant qualification examination.

發展及培訓

本集團支持員工通過各種途徑自我提升，實現人生價值，並致力於開展崗位任職資格標準建設工作，如通過基金從業資格的員工能獲得一定數額的獎勵，並為參加相關從業資格考試的員工提供一定數額獎金沖抵考試費用。

Labor standards

The Group strictly abides by the relevant provisions of the Labor Law. In the recruitment of personnel, we exclude minor candidates. And we have the feedback system, encourage staff to communicate with the HR and internal control departments, and encourage employees to report on forced labor or non-compliance matters.

勞工準則

本集團嚴格遵守《勞動法》的相關規定，在招聘篩選人員的前提下，剔除未成年應聘人員。並設有反饋制度及鼓勵員工與人事和內控部門溝通，鼓勵員工就強制勞工或者不合規事宜的舉報。

Supply chain management

The Group attached importance to the supply chain management, and signed the "strategic cooperation agreement" with strategic suppliers, and regularly make evaluation and feedback regarding the performance of suppliers. We improve the management standards to make the supplier management systematization and standardization, and apply hierarchical management system for suppliers to optimize the supply chain structure; while reducing costs, we ensure quality and maintain good cooperative development relationship with suppliers through two-pronged approach.

供應鏈管理

本集團注重對供應鏈進行管理，與戰略供應商簽訂「戰略合作協議」，並定期對供應商業績進行評價及反饋。完善管理標準，使供應商管理制度化、標準化，並對供應商進行分級管理制度，優化供應鏈結構，在降低成本的同時保證質量，雙管齊下，與供應商保持良好協同發展關係。

Product responsibility

As a financial group, the Group mastered the huge customer information and have a large number of customer base. Success Finance is committed to improving the customer's product and service quality, and takes the following measures:

1. improvement in the service level of staff, including regular training for staff, applying for fund qualification examination for staff and provision of subsidies and incentives for the staff to participate in the examination to improve their business and service levels.

2. strict confidentiality of customer information; the Group abided by the relevant state laws and regulations, formulated strict confidentiality requirements, and required employees to strictly implement the relevant provisions and strive to protect customer privacy.

3. striving to improve product quality, standardize the quality of management, and truly implement the customer-oriented and customer-first service concepts to implement the professionalism and quality service of products into the daily work.

Anti-corruption

The Group is actively promoting the construction of clean government, emphasizing the integrity training of employees; we incorporate the integrity awareness into the daily management through improvement of the rules, regulations and integrity norms.

Community investment

The Group encourages employees to enter the community and encourages various forms of volunteer service activities. Employees participated in community service activities for many times in their leisure time; for example, Success Credit positively responded to the "unpaid blood donation" organized by Fortune Building and Foshan Center Blood Bank, and blood donation activities; more than 20 employees of the holding company drove to Sanshuiqiao ecological park to carry out tree planting activities of Success Group. Success Finance encouraged employees to become dedicated, responsible and accountable volunteers and most of employees have regarded the volunteer activities as normal activities in their daily life.

At the same time, the Group encouraged employees to participate in marathon and Foshan 50 km walking activities; and the administrative public relations center of Success Group provided logistical services for employees participating in the activities to actively promote the social image of the Company.

You share roses and get fun; you help the poor with borderless love. the Group will continue to fulfil its social responsibilities in the future.

產品責任

本集團作為一個金融集團，掌握龐大的客戶信息以及擁有數量可觀的客戶群。集成致力於提高客戶的產品及服務質量，並採取以下措施：

1. 提高服務人員業務水平，通過定期對員工進行培訓、為員工報考基金從業資格考試以及為參加考試的員工進行補貼及獎勵等措施，提升員工業務及服務水平。

2. 嚴格保密客戶信息，本集團遵循國家相關法律法規，制定嚴格的保密規定，並要求員工嚴格執行相關規定，力求保障客戶隱私。

3. 努力提高產品質量，規範質量管理工作，真正做到以客戶為本、客戶至上的服務理念。將產品的專業度與服務質量落到實處。

反貪污

本集團積極推進廉政建設，強調對員工的廉潔從業培訓，通過完善各項規章制度和廉政行為規範，將廉潔意識融入日常管理之中。

社區投資

本集團鼓勵員工走進社區，並鼓勵多種形式的志願服務活動。員工在工作時間之外，多次參與社區服務活動，包括集成貸款積極響應了財富大廈和佛山市中心血站組織的「無償獻血，共獻愛心」獻血活動、控股公司20餘名員工驅車前往三水僑鑫生態園，開展集成集團植樹等活動。集成鼓勵員工成為有奉獻、有責任和有擔當的志願者，多數員工已將志願活動列為生活中的常態化活動。

同時，本集團鼓勵員工參與馬拉松以及佛山50公里徒步等活動，同時由集成集團行政公關中心為參加活動的員工提供後勤服務，以積極宣傳企業的社會形象。

贈人玫瑰，手有餘香，扶貧濟困，大愛無疆。本集團未來將繼續堅定地履行社會責任。

EXECUTIVE DIRECTORS

Mr. ZHANG Tiewei, aged 54, is one of the founders of our Group. He was appointed as our director on 16 January 2012 and redesignated as the Chairman of our Board and executive director on 18 October 2013. Mr. Zhang is responsible for our Group's strategic planning and overall business management.

Mr. Zhang has more than 19 years of experience in the financial industry in the PRC during which Mr. Zhang has been acting as (i) the director of Success Futures Co., Ltd. since 1997 which engages in commodity futures brokerages and financial futures brokerages; (ii) the chairman of Success Credit since its establishment in 2009 which engages in the provision of small loans lending; (iii) the director of Guangdong Success Insurance Brokers Company Limited since 2003 which engages in the provision of insurance brokerages; (iv) the chairman of Guangdong Success Venture Capital Company Limited since 2008 which engages in venture capital; (v) the Chairman of Success Investment Holdings Group Company Limited ("**Success Investment Holdings**") since its establishment in 2005 which engages in the investment in real estate, public utilities, medical and industrial project; (vi) the chairman of Foshan Success Finance Group Company Limited ("**Foshan Finance**") which engages in the investment in the modern financial industry, investment in the financial services industry, capital management, asset management, business in the sales of insurance products, etc; and (vii) the chairman of Guangdong Jiayou Network Technology Co., Ltd. ("**Jiayou Network**"). Mr. Zhang accumulated relevant business and financial experiences which are relevant to the business of our Group when acting as the director or chairman of the above named companies. Mr. Zhang has also been acting as the legal representative of Success Guarantee, our operating subsidiary, since its establishment in 1996. Mr. Zhang is also a director of each of Double Chance Developments Limited, China Success Finance Holdings Limited, Success Asset, Shenzhen Success Equity Investment Fund Management Limited, Success Fund, Shenzhen Qianhai Success Housing Wealth Management Company Limited, all being subsidiaries of our Company.

執行董事

張鐵偉先生，54歲，本集團創始人之一。彼於二零一二年一月十六日獲委任為董事，並於二零一三年十月十八日調任為董事會主席兼執行董事。張先生負責本集團的戰略規劃及整體業務管理。

張先生於中國金融業擁有逾19年經驗，期間張先生(i)自一九九七年起任集成期貨股份有限公司的董事(該公司從事商品期貨經紀及金融期貨經紀業務)；(ii)自集成貸款於二零零九年成立起任該公司董事長(該公司從事提供小額貸款業務)；(iii)自二零零三年起任廣東集成保險經紀有限公司的董事(該公司從事提供保險經紀服務)；(iv)自二零零八年起任廣東集成創業投資有限公司的董事長(該公司從事創投業務)；(v)自集成投資控股集團有限公司(「**集成投資控股**」)於二零零五年成立起任該公司董事長(該公司從事房地產、公用事業、醫療及工業項目投資業務)；及(vi)佛山市集成金融集團有限公司(「**佛山金融**」)(從事現代金融業投資、金融服務業投資、資本管理、資產管理、保險產品銷售業務等)的董事長及(vii)擔任廣東嘉友網絡科技有限公司(「**嘉友網絡**」)的董事長。張先生任上述公司的董事或主席時積累了與本集團業務有關的相關業務及財務經驗。張先生亦自我們的經營附屬公司集成擔保於一九九六年成立後擔任其法定代表人。張先生亦為Double Chance Developments Limited、中國集成金融控股有限公司、集成資產、深圳集成股權投資基金管理有限公司、集成基金、深圳前海集成房圈財富管理有限公司(全部均為本公司附屬公司)各自的董事。

Mr. Zhang is a member of the 12th Foshan Committee of the Chinese People's Political Consultative Conference, the vice president of the 14th executive committee of Foshan General Chamber of Commerce, the standing committee member of the 11th executive committee of Guangdong Federation of Industry & Commerce, and the chairman of the 1st council of Foshan Investment Chamber of Private Entrepreneurs. Mr. Zhang has been awarded as an Outstanding Corporate Manager in Guangdong Province in 2011 by the Guangdong Enterprises Confederation and the Guangdong Entrepreneurs Association. Mr. Zhang was also awarded a master degree of executive master of business administration after completing an EMBA Programme in Cheung Kong Graduate School of Business in 2012.

張先生為中國人民政治協商會議第12屆佛山市委員會委員、佛山市工商業聯合會第14屆執行委員會副主席、廣東省工商業聯合會(總商會)第11屆執行委員會常務委員及佛山市民營企業投資商會第1屆理事會會長。張先生獲廣東省企業聯合會及廣東省企業家協會評定為二零一一年度廣東企業優秀管理人才。張先生亦於二零一二年完成長江商學院EMBA課程，取得行政人員工商管理碩士學位。

Ms. Fu Jie, aged 55, was appointed as our executive Director on 6 January 2017. Ms. Fu has accumulated rich practical experience and work achievements in areas from 1985 such as large group management, direct investment, asset management, capital operation and modern financial services through her long employment history in state organs, central enterprises, national investment companies and financial holding groups. Since 2014, Ms. Fu has served as the President of Success Investment Holdings.

傅潔女士，55歲，於二零一七年一月六日獲委任為執行董事。傅女士自一九八五年起長期任職於政府機關、中央企業、國家投資公司及金融控股集團，於大型集團管理、直接投資、資產管理、資本運營及現代金融服務等方面累積豐富的實踐經驗及工作成就。自二零一四年起，傅女士擔任集成投資控股總裁。

Ms. Fu obtained a bachelor degree of Economics and Postgraduate of Investment Economics from Renmin University of China in 1985 and 1999, respectively. Ms. Fu obtained the qualification to engage in funds in the PRC in 2016.

傅女士於一九八五年在中國人民大學取得經濟學學士學位並於一九九九年成為投資經濟學研究生。傅女士已於二零一六年取得中國基金從業資格。

Ms. Fu is an early participant in the research on industrial fund system of the State Council. She holds a qualification certificate of "Enterprise Legal Adviser" jointly issued by the Ministry of Justice, the Ministry of Personnel (人事部) and the State-owned Assets Supervision and Administration Commission of the State Council of the PRC.

傅女士為國務院產業基金系統研究的早期參與者。彼持有由中國司法部、人事部及國務院國有資產監督管理委員會聯合頒發的「企業法律顧問」資格證書。

In 2006, Ms. Fu was awarded the title of "Advanced Individual for National Law Publicity and Education for 2001-2005 (2001-2005全國法制宣傳教育先進個人)" by the Publicity Department of the Communist Party of China and the Ministry of Justice; and the title of "Advanced Individual for Law Publicity and Education for 2001-2005 (2001-2005法制宣傳教育先進個人)" by the State-owned Assets Supervision and Administration Commission of the State Council.

於二零零六年，傅女士獲中共中央宣傳部及司法部授予「2001-2005全國法制宣傳教育先進個人」以及獲國務院國有資產監督管理委員會授予「2001-2005法制宣傳教育先進個人」的稱銜。

In 2011, Ms. Fu was awarded the title of "Top Ten Outstanding Professional Managers of Guangdong Province (廣東省十大傑出職業經理人)" and selected among the Pool of Outstanding Corporate Manager in Guangdong Province (《廣東企業優秀管理人才庫》). Ms. Fu has been serving as the off-campus master tutor for the College of Finance of Guangdong University of Finance and Economics (廣東財經大學) for five consecutive years.

於二零一一年，傅女士獲授「廣東省十大傑出職業經理人」的稱銜，並於《廣東企業優秀管理人才庫》中脫穎而出。傅女士連續五年於廣東財經大學金融學院擔任碩士校外導師。

Mr. Chen Hui, aged 49, appointed as an executive director and the chief executive officer of our Company on 15 September 2014. Mr. Chen resigned as the chief executive officer of our Company with effect from 6 January 2017. He will continue to serve as an executive director of our Company.

Mr. Chen graduated from Sun Yat-sen University and obtained a bachelor's degree in electronic. Since 1990, Mr. Chen has worked in various banks and governmental position in PRC and has over 25 years' experience in the banking and finance industry. Prior to joining the Group, Mr. Chen worked in management positions at the China Development Bank in its Guangdong Province branch and Yunnan Province branch offices from 1999 to 2010. In 2010, Mr. Chen was invited to join Guangdong Nanyue Bank (廣東南粵銀行), previously known as Zhanjiang Commercial bank (湛江市商業銀行), and acted as its vice governor in headquarter, mainly responsible for its corporate and investment banking business.

Mr. LI Bin, aged 44, was appointed as our executive director and the chief executive officer of our Group on 18 October 2013. Mr. Li joined our Group in 2006 as an assistant to the general manager of Success Guarantee and manager of the post-guarantee management department. He was promoted to general manager of Success Guarantee in 2009. Mr. Li resigned as the chief executive officer of our Company with effect from 15 September 2014 in order to focus his time and effort on the development of the guarantee business of the Company. He will continue to serve as an executive director of our Company. Mr. Li was appointed as the chief operating officer of our Group on 31 August 2015 and is responsible for overseeing our Group's operations and internal management system. He was appointed as the vice chairman of Success Guarantee in 2016.

Prior to joining our Group, Mr. Li had worked at the Foshan branch of Bank of China from 1993 to 2005 and was responsible for sales and marketing activities in the bank and specialising in the provision of loans and credits which are relevant to the business of our Group. His last position in the bank was assistant manager of the sales department. He was also appointed as the director to manage Foshan Success Credit Rating Company Limited on 25 July 2011, which engages in credit rating and assessment of corporations and individuals; credit risk management assessment; and credit data solicitation.

Mr. Li obtained a master of business administration degree from Jinan University in Guangdong, the PRC in June 2007.

陳暉先生，49歲，於二零一四年九月十五日獲委任為本公司執行董事兼行政總裁。陳先生已辭任本公司行政總裁一職，自二零一七年一月六日起成效，並將繼續擔任本公司執行董事。

陳先生畢業於中山大學並取得電子學學士學位。自一九九零年起，陳先生曾經任職於中國多家銀行及政府機構並已在銀行及融資行業積累逾25年的經驗。在加入本集團前，陳先生於一九九九年至二零一零年在國家開發銀行廣東分行及雲南分行擔任管理職務。於二零一零年陳先生受邀請加入廣東南粵銀行(前稱湛江市商業銀行)，並擔任總行副行長職務，主要負責該銀行公司業務及投資業務。

李斌先生，44歲，於二零一三年十月十八日獲委任為本集團執行董事兼行政總裁。李先生於二零零六年加入本集團，出任集成擔保總經理助理及保後管理部經理。彼於二零零九年獲晉升為集成擔保總經理。李先生於二零一四年九月十五日辭任本公司行政總裁，以將更多時間和精力專注於本公司擔保業務的發展。彼將繼續擔任本公司執行董事。李先生於二零一五年八月三十一日獲委任為本集團運營總監，負責監督本集團的營運及內部監管系統。彼於二零一六年獲委任為集成擔保副董事長。

在加入本集團前，李先生於一九九三年至二零零五年曾在中國銀行佛山市分行工作，負責該行的銷售及營銷工作以及專門提供與本集團業務有關的貸款及信貸。彼於該行最後擔任銷售部助理經理。彼亦於二零一一年七月二十五日獲委任為佛山市集成資信評估有限公司的董事，該公司從事信貸評級以及企業和個人的評估、信貸風險管理評估及徵集信貸數據。

李先生於二零零七年六月取得中國廣東省暨南大學工商管理碩士學位。

Mr. XU Kaiying, aged 53, was appointed as our non-executive director on 18 October 2013 and re-designated as our executive director on 4 July 2016. Mr. Xu invested in our Group as a shareholder of Success Guarantee in February 2001. Mr. Xu is the general manager of Foshan Success Industry Investment Company Limited, the director of Success Investment Holdings and the director of Jiayou Network. Mr. Xu is also the director, the vice chairman of Success Asset and Success Guarantee respectively, all being our Group companies.

Mr. Xu is a member of the 12th Foshan Committee of the Chinese People's Political Consultative Conference, the chairman of Foshan Air-Conditioner Retail Industry Association, the standing committee member of the 14th executive committee of Foshan General Chamber of Commerce, and the executive chairman of Foshan Investment Chamber of Private Entrepreneurs. Mr. Xu obtained a bachelor's degree in finance management from Beijing Economic and Technological College in July 2008. Mr. Xu has completed a post-EMBA degree at the Peking University.

徐凱英先生，53歲，於二零一三年十月十八日獲委任為非執行董事，並於二零一六年七月四日調任為執行董事。徐先生於二零零一年二月以集成擔保股東身份投資本集團。徐先生為佛山市集成產業投資有限公司總經理、集成投資控股董事、嘉友網絡董事。徐先生亦為集團下屬集成資產董事、集成擔保副董事長。

徐先生為中國人民政治協商會議第12屆佛山市委員會委員、佛山市空調零售行業協會會長、佛山市工商業聯合會(總商會)第14屆執行委員會常務委員及佛山市民營企業投資商會執行會長。徐先生於二零零八年七月取得北京經濟技術研修學院金融管理學士學位。徐先生完成修讀北京大學EMBA。

Mr. PANG Haoquan, aged 52, was appointed as our non-executive director on 18 October 2013 and re-designated as our executive director on 6 January 2017. Mr. Pang invested in our Group as a shareholder of Success Guarantee in February 2001. Mr. Pang is also a director of each of Success Guarantee, Success Investment Holdings and Jiayou Network Technologies Co. Ltd..

Mr. Pang is also the chairman of Guangdong Yinhe Motor Group Company Limited (廣東銀河摩托車集團有限公司). Mr. Pang obtained a diploma in automation from Guangzhou Open University in July 1982.

龐浩泉先生，52歲，於二零一三年十月十八日獲委任為非執行董事，並於二零一七年一月六日調任為執行董事。龐先生於二零零一年二月以集成擔保股東身份投資本集團。龐先生亦為集成擔保、集成投資控股董事及嘉友網絡董事。

龐先生亦為廣東銀河摩托車集團有限公司董事長。龐先生於一九八二年七月取得廣州市廣播電視大學自動化專業文憑。

NON-EXECUTIVE DIRECTOR

Mr. HE Darong, aged 57, was appointed as our non-executive director on 18 October 2013. Mr. He invested in our Group as a shareholder of Success Guarantee in July 2010. Mr. He also owns 9.09% equity interests in Success Credit.

非執行董事

何達榮先生，57歲，於二零一三年十月十八日獲委任為非執行董事。何先生於二零一零年七月以集成擔保股東身份投資本集團。彼亦擁有集成貸款9.09%股權。

Mr. He is a director of Success Asset and Success Guarantee. Mr. He is currently the director of Foshan Tiefeng Industrial Investment Company Limited, Foshan Shunde Dafeng Enterprise Development Company Limited, Foshan Shunde Shihai Industrial Investment Company Limited and Foshan Lecong Real Estate Square Company Limited. Mr. He obtained a master degree in business administration from the Tsinghua University in 1998.

Mr. He was an NPC deputy of Lecong Town, Shunde District, Foshan City in 2015. He was a member of the 10th Shunde Committee of the Chinese People's Political Consultative Conference and is the vice president of The Steel and Iron Trade Association of Lecong Shunde District Foshan City.

何先生為集成資產及集成擔保的董事。彼現為佛山市鐵豐實業投資有限公司、佛山市順德區達豐企業發展有限公司、佛山市順德區世海實業投資有限公司及佛山市樂從置業廣場有限公司董事。何先生於一九九八年取得清華大學工商管理碩士。

何先生於二零一五年擔任佛山市順德區樂從鎮人大代表，曾任中國人民政治協商會議第十屆順德市委員會委員，現為佛山市順德區樂從鋼鐵貿易協會副會長。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. TSANG Hung Kei, aged 46, was appointed as our independent non-executive director on 18 October 2013. Mr. Tsang is a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate of the Institute of Chartered Accountants in England and Wales. Mr. Tsang has been working for Pak Fah Yeow International Limited (a company listed on the Main Board with stock code 239) as the chief financial officer since May 2005. Mr. Tsang worked for Mayer Holdings Limited (a company listed on the Main Board with stock code 1116) as the group financial controller from June 2004 to April 2005. Mr. Tsang also worked for Moores Rowland Mazars as an audit assistant and later as a manager in its assurance & business advisory department from August 1995 to May 2004. Mr. Tsang obtained his bachelor's degree in science from the University of Manchester (formerly known as the Victoria University of Manchester) in July 1994.

獨立非執行董事

曾鴻基先生，46歲，於二零一三年十月十八日獲委任為獨立非執行董事。曾先生為英國特許公認會計師公會資深會員、香港會計師公會資深會員及英格蘭及威爾士特許會計師公會會員。曾先生自二零零五年五月起在白花油國際有限公司(主板上市公司，股份代號239)任財務總監。曾先生自二零零四年六月至二零零五年四月期間在美亞控股有限公司(主板上市公司，股份代號1116)任該集團財務總監。曾先生於一九九五年八月至二零零四年五月亦曾效力摩斯倫•馬賽會計師事務所，任審計助理，後任審計及商務諮詢部經理。曾先生於一九九四年七月取得曼徹斯特大學(前稱曼徹斯特維多利亞大學)理學士學位。

Biographical Details of Directors and Senior Management
董事及高級管理層履歷

Mr. AU Tien Chee Arthur, aged 44, was appointed as our independent non-executive director on 18 October 2013. Mr. Au is a lawyer with almost two decades of legal and industry experience in corporate and private practice settings. He is currently a lawyer at Axiom Global and has consulted for multinational clients in the finance, manufacturing, hospitality, and technology industries in Hong Kong. Before working in Axiom, Mr. Au practised law as registered foreign lawyer at Deacons in Hong Kong. Mr. Au worked in Silicon Valley for well over a decade and was the Director of Intellectual Property at Thoratec Corporation, after practising law in the law firms of Blakely, Sokoloff, Taylor & Zafman LLP and Morgan Lewis and Bockius. Prior to his legal career, Mr. Au was an engineer/ project manager at Guidant Corp. Mr. Au has a bachelor of science degree in engineering from Duke University , a master of science degree in biomedical engineering from Case Western Reserve University, and a degree of juris doctor from Santa Clara University School of Law. He was admitted as a member of the State Bar of California and registered to practise with the US Patent and Trademark Office.

區天旅先生，44歲，於二零一三年十月十八日獲委任為獨立非執行董事。區先生為一名律師，於公司及私人執業的法律及行業擁有近20年經驗。彼目前於Axiom Global擔任律師，就香港金融、製造、款待及科技行業等跨國客戶提供意見。於任職Axiom前，區先生於香港在的近律師行以海外註冊律師執業。於Blakely, Sokoloff, Taylor & Zafman LLP以 及Morgan Lewis and Bockius執業後，區先生曾於矽谷任職逾十年，於Thoratec Corporation擔任知識產權總監。於其法律事業之前，區先生為Guidant Corp的工程師／項目經理。區先生獲得杜克大學的工程學理學士學位，取得Case Western Reserve University的生物醫學工程理學碩士學位，取得Santa Clara大學法律學院的法學博士學位。彼獲認許為加州律師公會會員，並於美國專利商標局註冊執業。

Mr. XU Yan, aged 44, was appointed as our independent non-executive director on 18 October 2013. Mr. Xu has over 20 years in the area of trade economy and banking. Mr Xu began his career with the Foreign Affairs Department of the State Economic & Trade Commission (the predecessor of the State-owned Assets Supervision and Administration Commission of the State Council) as a deputy director from July 1994 to August 2000. He then worked for Cazenove Asia Limited as a manager, vice president and representative in chief of Beijing representative office from May 2002 to February 2009. In February 2009, Cazenove Asia Limited was taken over by the Standard Chartered Bank and renamed as Standard Chartered Securities (Hong Kong) Limited where Mr. Xu worked until he left in June 2012. Mr. Xu has also been the Chief Strategy Officer in China Minshen Future Holdings Group Limited(中民未來控股集團有限公司) since October 2015. Mr. Xu obtained a bachelor's degree in English from Beijing Foreign Studies University in July 1994 and a master degree in business administration from the University of Manchester in June 2002.

許彥先生，44歲，於二零一三年十月十八日獲委任為獨立非執行董事。許先生於貿易經濟及銀行業領域任職逾20年。許先生的事業始於一九九四年七月至二零零零年八月在國家經濟貿易委員會外事司(國務院國有資產監督管理委員會的前身)擔任副主任科員一職。彼於二零零二年五月至二零零九年二月於嘉誠亞洲有限公司擔任經理、副總裁及北京代表辦事處首席代表一職。於二零零九年二月，嘉誠亞洲有限公司被渣打銀行接管，更名為渣打證券(香港)有限公司，許先生於該公司任職直至二零一二年六月離職。許先生亦從二零一五年十月起任中民未來控股集團有限公司首席策略官。許先生於一九九四年七月取得北京外國語大學英語學士學位，並於二零零二年六月於曼徹斯特大學取得工商管理碩士學位。

Mr. Zhou Xiaojiang, aged 54, was appointed as the independent non-executive Director on 4 July 2016. Mr. Zhou has been a director in Grandtopeak Land Consolidation Group Co,. Ltd. (國泰土地整理集團有限公司), the chairman and legal representative of Beijing Zhong Di Land Consolidation Co,. Ltd. (北京中地土地整理有限公司), the chairman and legal representative of Beijing Guotai Balance Land Layout and Design Co,. Ltd. (北京國泰天平行土地規劃設計有限公司), the chairman and legal representative of Beijing Hongtai Entrepreneurial Land Consolidation Co,. Ltd. (北京宏泰創業土地整理有限公司), the chairman and legal representative of Beijing Guoxing Weiye Land Consolidation Co,. Ltd. (北京國興偉業土地整理有限公司), the chairman and legal representative of Beijing Guotai Pilot Sailing Boat Investment Co,. Ltd. (北京國泰領航帆艇投資有限公司), the general manager and legal representative of Guotai Jinglu Investment Holdings Co,. Ltd. (國泰京魯投資控股有限公司) and the general manager and legal representative of Shandong Hengzheng Real Estate Development Co,. Ltd. (山東衡政房地產開發有限公司), since December 2007.

周小江先生，54歲，於二零一六年七月四日獲委任為獨立非執行董事。周先生自二零零七年十二月起擔任國泰土地整理集團有限公司董事、北京中地土地整理有限公司主席兼法定代表人、北京國泰天平行土地規劃設計有限公司主席兼法定代表人、北京宏泰創業土地整理有限公司主席兼法定代表人、北京國興偉業土地整理有限公司主席兼法定代表人、北京國泰領航帆艇投資有限公司主席兼法定代表人、國泰京魯投資控股有限公司總經理兼法定代表人，以及山東衡政房地產開發有限公司總經理兼法定代表人。

Mr. Zhou was the chairman and legal representative of Guoyu Economic Development Corporation (國宇經濟發展總公司) (formerly China Three Gorges Economic Development Corporation (中國三峽經濟發展總公司)) from December 2004 to May 2007. He was also the general manager and legal representative of Hualian Real Estate Development Company (中國華聯房地產開發公司) from March 2001 to May 2007.

周先生自二零零四年十二月至二零零七年五月擔任國宇經濟發展總公司(前身為中國三峽經濟發展總公司)主席兼法定代表人。彼自二零零一年三月至二零零七年五月亦為中國華聯房地產開發公司總經理兼法定代表人。

Mr. Zhou obtained a bachelor degree of science, majoring in urban planning, from Chongqing University (formerly known as Chongqing Construction Engineering College (重慶建築工程學院)) in August 1983 and an MBA from Murdoch University in Australia in 2001.

周先生於一九八三年八月取得重慶大學(前稱重慶建築工程學院)城市規劃專業科學學士學位，後於二零零一年取得澳洲摩道克大學工商管理碩士學位。

Biographical Details of Directors and Senior Management
董事及高級管理層履歷

SENIOR MANAGEMENT

Our senior management consists of our executive directors and the following persons:

高級管理層

我們的高級管理層由執行董事及以下人士組成：

Name 姓名	Age 年齡	Position in our Group 本集團職務
Mr. LIANG Tao 梁濤先生	34	Chief financial officer of our Group 本集團財務總監
Ms. DAI Jing 戴菁女士	46	General manager of Success Guarantee 集成擔保總經理
Mr. ZHONG Zhiqiang 鍾志強先生	43	Risk control director of Success Guarantee 集成擔保風險管理總監
Mr. PANG Chung Fai Benny 彭中輝先生	44	Company Secretary 公司秘書

Mr. LIANG Tao, aged 34, was appointed as the chief financial officer of our Group on 18 October 2013 and is responsible for overseeing the financial matters of our Group. Mr. Liang joined our Group in December 2010 and was responsible for the initial public offering of the Company in 2013. Prior to joining our Group, Mr. Liang has experience for the listing of a mainland enterprise in NASDAQ having over 10 years' experience in financial management. Mr. Liang has been with L & L Energy, Inc., a US public company, and United Group Rail (NZ) Limited, an Australian listed company responsible for financial matters of the two companies. Mr. Liang holds Bachelor of Business Studies of Massey University majoring in accounting.

梁濤先生，34歲，於二零一三年十月十八日獲委任為本集團財務總監，負責監管本集團的財務事宜。梁先生於二零一零年十二月加入本集團，並於二零一三年負責本公司的首次公開發售。於加入本集團前，梁先生擁有負責內地企業赴納斯達克上市的經驗，並擁有逾10年財務管理經驗。梁先生曾于美國上市公司L&L Energy, Inc.及澳洲上市公司United Group Rail (NZ) Limited，負責該兩間公司財務事宜。Massey University商業研究學士，主修會計學。

Ms. DAI Jing, aged 46, is the general manager of Success Guarantee. She is fully responsible for operation and management of Success Guarantee. Ms. Dai joined Success Holdings in August 2006 as manager of the legal department and was subsequently promoted to vice general manager of Success Guarantee in January 2007. She was promoted to senior vice general manager and general manager of Success Guarantee in January 2010 and April 2016, respectively. Prior to joining our Group. Ms. Dai worked at the Bank of China from 1993 to 2005 for handling credit approval, credit management and asset protection. Her last position with the Bank of China was assistant manager of the asset protection department. Ms. Dai also worked with the China Merchants Bank from 2005 to 2006 as a manager for handling bank management matters. Ms Dai was admitted as a lawyer in the PRC in September 1995. Ms. Dai obtained a bachelor's degree in law from Wuhan University in Hubei, the PRC in July 1993.

戴菁女士，46歲，集成擔保總經理。彼全面負責集成擔保的經營管理工作。戴女士於二零零六年八月加入集成控股，擔任法律事務部經理，隨後於二零零七年一月獲晉升為集成擔保副總經理。二零一零年一月獲晉升為集成擔保常務副總經理，二零一六年四月獲晉升為集成擔保總經理。加入本集團前，戴女士曾於一九九三年至二零零五年任職於中國銀行，負責處理信貸審批、信貸管理及資產保障。彼於中國銀行最後擔任的職位是資產保障部助理經理。戴女士亦於二零零五年至二零零六年在中國招商銀行任職經理，負責處理銀行管理事宜。戴女士於一九九五年九月獲頒中國律師執照。戴女士於一九九三年七月取得中國湖北省武漢大學的法學學士學位。

Mr. ZHONG Zhiqiang, aged 43, is the risk control director of Success Guarantee and is responsible for overseeing the risk management department of Success Guarantee. Mr. Zhong joined our Group in October 2009. Prior to joining of our Group, Mr. Zhong worked at the Bank of China from 1991 to 2009 for handling foreign exchange settlement, provision of loans and credits and sales and personal financing. His last position with the bank was assistant manager of the personal financial department. Mr. Zhong obtained a bachelor's degree in economics majoring in finance from Jinan University in Guangdong, the PRC in January 2004.

鍾志強先生，43歲，集成擔保風險管理總監，負責監管集成擔保的風險管理部。鍾先生於二零零九年十月加入本集團。加入本集團之前，鍾先生曾於一九九一年至二零零九年任職於中國銀行，負責處理外匯結算、提供貸款與信貸及銷售以及個人融資。彼於該銀行最後擔任的職位是個人金融部助理經理。鍾先生於二零零四年一月取得中國廣東省暨南大學經濟學學士學位(主修金融)。

COMPANY SECRETARY

Mr. PANG Chung Fai Benny, aged 44, was appointed as our Company Secretary on 18 October 2013. Between 2012 to January 2017, Mr. Pang was the managing partner of Loeb & Loeb LLP (formerly known as Pang & Co. in association with Loeb & Loeb LLP), a firm of solicitors in Hong Kong. Between 1997 and 2012, Mr. Pang practised as a lawyer with several international law firms in Hong Kong and Sydney. Mr. Pang received his bachelor's degree in laws from Bond University in 1996. In 1997, Mr. Pang obtained his Graduate Diploma in Legal Practice and master degree in laws from The College of Law and The University of New South Wales, respectively. He was admitted as a legal practitioner of the Supreme Court of New South Wales in 1997 and as a solicitor of the High Court of Hong Kong in 2009. He is a member of both the Law Society of New South Wales and the Law Society of Hong Kong. Mr. Pang is currently (i) an independent non-executive director of Yuanda China Holdings Limited, a company listed on the Main Board with stock code 2789; (ii) an independent non-executive director of China Regenerative Medicine International Limited, a company listed on the growth enterprise market of the Stock Exchange with stock code 8158; and (iii) an executive director and vice chairman of Goldenmars Technology Holdings Limited, a company listed on the Main Board with stock code 3638.

公司秘書

彭中輝先生，44歲，於二零一三年十月十八日獲委任為公司秘書。彭先生於二零一二年至二零一七年一月期間曾任美國樂博律師事務所(前稱Pang & Co.(與美國樂博律師事務所聯營))的主理合夥人。一九九七年至二零一二年，彭先生於香港及悉尼多間國際律師行擔任律師。彭先生於一九九六年獲得邦德大學法律學士學位。於一九九七年，彭先生分別於英國法學院及新南威爾士大學獲得法律實踐研究文憑及碩士學位。彼於一九九七年獲得新南威爾士高級法院的認可成為執業律師，並於二零零九年獲得香港高等法院認可成為事務律師。彼為新南威爾士律師協會會員及香港律師會會員。彭先生目前為(i)遠大中國控股有限公司(一家於主板上市的公司，股份代號2789)的獨立非執行董事；(ii)中國再生醫學國際有限公司(一家於聯交所創業板上市的公司，股份代號8158)的獨立非執行董事；及(iii)晶蕊科技控股有限公司(一家於主板上市的公司，股份代號3638)的執行董事兼副主席。

Independent auditor's report to the shareholders of China Success Finance Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Success Finance Group Holdings Limited ("the Company") and its subsidiaries ("the Group") set out on pages 92 to 216, which comprise the consolidated statement of financial position as at 31 December 2016, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致中國集成金融集團控股有限公司股東的獨立核數師報告
(於開曼群島註冊成立的有限公司)

意見

我們已審核載於第92頁至第216頁中國集成金融集團控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而公允地反映貴集團於二零一六年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的《香港核數準則》進行審核。我們於該等準則項下的責任在本報告「核數師就審核綜合財務報表須承擔的責任」一節中詳述。根據香港會計師公會的*國際職業會計師道德守則*(簡稱「守則」)以及開曼群島中任何與我們審核綜合財務報表有關的道德要求，我們獨立於貴集團，並已遵循該等要求及守則履行其他道德責任。我們相信，我們所獲得的審核憑證充足和適當地為我們的審核意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期綜合財務報表中最重要的事項。我們在審核綜合財務報表和就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

Impairment of receivables and provisions of guarantee losses
應收款項減值與擔保虧損撥備

Refer to notes 12, 13, 14 and 19 to the consolidated financial statements and the accounting policies on pages 109 and 121.
參閱綜合財務報表附註12, 13, 14及19以及第109頁、第121頁的會計政策

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們審核過程中如何處理該事項
Assessing impairment of trade and other receivables, factoring receivable and finance lease receivable (together "receivables") and provisions of guarantee losses is a subjective area due to the level of judgement exercised by management in determining the amount of impairment allowances and provisions required. An overall increase in payments made by the Group to banks and other financial institutions under financial guarantees the Group had issued ("guarantee payments") has resulted in an increase in the related receivables from customers, which are grouped and presented under "trade and other receivables" in the consolidated statement of financial position.	Our audit procedures to assess the impairment of receivables and provisions of guarantee losses included the following: • assessing the design, implementation and operating effectiveness of key internal controls over the approval, recording and monitoring of receivables and financial guarantees issued and the measurement of impairment allowances for individually assessed receivables and provisions of financial guarantees issued;
由於管理層在確定須作出的減值準備及撥備金額時所作判斷的水平不同，對貿易及其他應收款項、保理應收款項及融資租賃應收款項(統稱「應收款項」)的減值及擔保虧損撥備的評估屬於主觀判斷範疇。 貴集團就其已發出的融資擔保向銀行及其他金融機構作出的付款(「違約擔保付款」)整體出現增加，導致相關的應收客戶款項增加，在綜合財務狀況表中歸類並列入「貿易及其他應收款項」。	我們評估應收款項減值與擔保虧損撥備的審計程序包括： • 對於批准、記錄與監控應收款項及發出的融資擔保的關鍵內部控制措施，評估其設計、實施及運行效果，並對個別評估的應收款項及發出的融資擔保的減值準備的計量方式進行評估；

Impairment of receivables and provisions of guarantee losses *(Cont'd)*
應收款項減值與擔保虧損撥備(續)
Refer to notes 12, 13, 14 and 19 to the consolidated financial statements and the accounting policies on pages 109 and 121. (Cont'd)
參閱綜合財務報表附註12, 13, 14及19以及第109頁、第121頁的會計政策(續)

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們審核過程中如何處理該事項
The amount of receivables from guarantee payments made by the Group increased from RMB177,925,000 as at 31 December 2015 to RMB227,380,000 as at 31 December 2016 and total impairment allowances against this balance amounting to RMB11,511,000 as at 31 December 2016. From the Group's perspective, the portfolios which gave rise to the greatest uncertainty were those where impairment allowances or provisions were derived from collective assessment models, where the receivables and financial guarantees issued were unsecured or where the receivables and financial guarantees issued were subject to potential collateral shortfalls.	• evaluating the validity of the models used and assumptions adopted in the Group's calculation of collective impairment allowances and provisions of guarantee losses by critically assessing input parameters involving subjective judgement, seeking collaborative evidence from external sources and comparing the historical losses with the Group's other internal records and our prior year records. As part of these procedures, we challenged the Group's revisions to estimates and input parameters, the consistency of judgement applied in the use of economic factors, the loss emergence period and the observation period for historical losses. We compared the economic factors used in the models to market information to assess whether they were aligned with market and economic development. We also assessed the emergence period by tracing the lifecycle of overdue accounts from the specific credit event to the occurrence of guarantee payments. Having considered the above, we performed re-calculations to assess the amount of collective impairment allowances and provisions of guarantee losses;
貴集團應收違約擔保付款金額由2015年12月31日的人民幣177,925,000元增至2016年12月31日的人民幣227,380,000元，於2016年12月31日，就該餘額作出的減值撥備總額為人民幣11,511,000元。 就貴集團而言，在以下情況下，組合的不確定性最大：採用組合評估模式釐定減值準備或撥備、應收款項及發出的融資擔保無抵押或可能抵押不足。	• 通過對涉及主觀判斷的輸入參數進行嚴格評估，尋求外部來源的協同證據，並將歷史虧損與貴集團其他內部記錄及我們的往年記錄進行比較，評估貴集團計算組合減值撥備及擔保虧損撥備時採用的模式及假設的有效性。作為該等程序的一部分，我們對以下各項提出質詢：貴集團對估計及輸入參數所作的修改、使用經濟因素時所用判斷的一致性、虧損發生期間與歷史虧損的觀察期。我們將模式中使用的經濟因素與市場資料進行比較，評估其是否符合市場與經濟發展。我們亦通過追蹤逾期賬戶的生命週期(從特定信貸事件至發生違約擔保付款或將客戶貸款及墊款確認為不良貸款)，對發生期間進行評估。考慮上述情況後，我們重新進行計算，以評估組合減值準備及擔保虧損撥備的金額；

Impairment of receivables and provisions of guarantee losses *(Cont'd)*
應收款項減值與擔保虧損撥備(續)
Refer to notes 12, 13, 14 and 19 to the consolidated financial statements and the accounting policies on pages 109 and 121. (Cont'd)
參閱綜合財務報表附註12, 13, 14及19以及第109頁、第121頁的會計政策(續)

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們審核過程中如何處理該事項
The determination of collective impairment allowances for receivables and provisions of guarantee losses is heavily dependent on the external macro environment and the Group's internal credit risk management strategy. The Group's collective impairment allowances and provisions of guarantee losses are derived from estimates including the Group's historical losses for receivables and financial guarantees issued, the loss emergence period (i.e. the time lapse between the occurrence of the event causing eventual default to the actual recording of a loss) and other adjustment factors.	• assessing the impairment allowances for individually impaired receivables and financial guarantees by selecting a risk-based sample for credit review. We analysed the portfolio of receivables and financial guarantees by industry sector and distribution channels to select samples for credit review in industries more vulnerable to the current economic slowdown; • critically assessing the forecast cash flows for the sample of receivables and financial guarantees selected by inspecting historical payment patterns, written decisions from law courts about the disposal of collateral and other underlying information used in the forecast, challenging the viability of the Group's recovery plans, evaluating the timing and means of realisation of collateral and considering other sources of repayment asserted by management. We also assessed the consistency of management's application of key assumptions, evaluated any change in basis of the key assumptions and compared the data to our own data sources;
確定應收款項組合減值準備金額及擔保虧損撥備嚴重依賴外部宏觀環境及貴集團的內部信貸風險管理策略。貴集團的組合減值準備及擔保虧損撥備基於各項估計，包括貴集團應收款項及發出的融資擔保的歷史虧損情況、虧損發生的期間(即導致最終發生違約事件與實際錄得虧損之間的時間間隔)及其他調整因素。	• 通過選擇風險樣本進行信貸審查，以評估單獨減值的應收款項與融資擔保的減值準備。我們按行業及分銷渠道分析應收款項與融資擔保組合，以選擇各行業中較易受目前經濟低迷影響的樣本進行信貸審查。 • 通過檢查歷史支付方式、法院就出售抵押品發出的書面裁決及預測所用的其他相關資料而選擇出應收款項及融資擔保樣本，對其預測現金流量進行嚴格評估；對貴集團回收計劃的可行性提出質詢；評估變現抵押品的時機及考慮管理層主張之其他償還來源。我們亦評估管理層運用關鍵假設的一致性，評估關鍵假設的任何變更並將該等數據與我們自身的數據來源進行比較；

Impairment of receivables and provisions of guarantee losses *(Cont'd)*
應收款項減值與擔保虧損撥備(續)
Refer to notes 12, 13, 14 and 19 to the consolidated financial statements and the accounting policies on pages 109 and 121. (Cont'd)
參閱綜合財務報表附註12, 13, 14及19以及第109頁、第121頁的會計政策(續)

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們審核過程中如何處理該事項
Individual impairment allowances and provisions of guarantee losses are estimated by management once objective evidence of impairment becomes apparent. Management exercises judgement in determining the quantum of loss based on a range of factors. These include available remedies for recovery, the financial situation of the debtors, collateral valuation, the seniority of the claim and the existence and cooperativeness of other creditors. The enforceability, timing and means of realisation of certain property and other illiquid collateral may also affect the ultimate collectability and thereby the amount of impairment allowances and provisions of guarantee losses as at the reporting date. We identified impairment of receivables and provisions of guarantee losses as a key audit matter because of the inherent uncertainty in management's exercise of judgement in determining the amount of impairment allowances and provisions and because of its significance to the financial results and capital of the Group.	• evaluating the Group's internal policy for the valuation of collateral and assessing the valuation of collateral for the sample of receivables and financial guarantees selected by comparison with available property market information; and • assessing the completeness and accuracy of outstanding financial guarantees by inspecting contracts, on a sample basis, and obtaining confirmations from the beneficiaries of all financial guarantees issued.
一旦出現有關減值的明顯客觀證據，管理層將對個別減值準備及擔保虧損撥備作出估計。管理層於釐定虧損額時基於多種因素進行判斷，其中包括可利用的收款補救方式，債務人的財務狀況，抵押品的估值、申索優先次序以及是否存在其他債權人及彼等的合作意願。若干財產及其他非速動抵押品的變現可強制執行性、時間及方式亦可影響最終可收回性，因而影響於報告日期的減值撥備金額及擔保虧損撥備。 我們將應收款項減值及擔保虧損撥備視為關鍵審計事項，原因是管理層於釐定減值準備及撥備額時所作判斷存在固有不確定性，同時其對貴集團的財務業績及資本而言意義重大。若干物業及其他非現金抵押品變現的可執行性、時機及方式亦會對最終可回收性產生影響，並因此對報告日的減值準備及擔保虧損撥備產生影響。	• 評估貴集團對若干抵押品進行估值的內部估值政策，並通過與可取得的物業市場資料相比較，評估抵押品估值；及 • 通過以抽樣基準檢查合約及從已發出的所有融資擔保的受益人處獲得確認，評估未到期融資擔保的完整性及準確性。

Assessing the carrying value of the Group's interest in Success Credit
評估貴集團於集成貸款的權益的賬面值
Refer to note 16 to the consolidated financial statements and the accounting policies on page 103.
參閱綜合財務報表附註16以及第103頁的會計政策

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們在審核過程中如何處理該事項
The Group's 27.01% interest in Foshan Chancheng Success Micro Credit Co., Ltd. ("Success Credit"), which is an unlisted corporate entity, is the principal component of the Group's interest in associates in the consolidated statement of financial position. Under the equity method of accounting, interests in associates are initially stated at cost and are adjusted thereafter for the post-acquisition change in the Group's share of the net assets of the associates less any impairment provisions. As Success Credit sustained a loss for the year ended 31 December 2016 there existed indicators of potential impairment of the Group's interest therein. Management prepared an estimate of the recoverable amount of the Group's interest in Success Credit based on a value-in-use calculation for the operations of Success Credit. This was performed by preparing a discounted cash flow forecast. A number of key judgements were made by management in determining the inputs for the discounted cash flow forecast which included:	Our audit procedures to assess the carrying value of the Group's interest in Success Credit included the following: • discussing future operating plans with Success Credit's management, comparing Success Credit's budgeted operating revenue and profits with the assumptions used by management in its discounted cash flow forecast and comparing the estimated future gross profit margin of Success Credit's micro credit loan business with externally derived data and industry norms; • engaging our valuation specialists to assist us in evaluating the assumptions and judgements adopted by management in its discounted cash flow forecast relating to inflation, terminal values and the discount rate used to derive the recoverable amount of the Group's interest in Success Credit through the following procedures: • conducting research on the assumptions and judgements relating to inflation, terminal values and the discount rate based on market information available;
貴集團持有的非上市企業佛山市禪城集成小額貸款有限公司(「集成貸款」)的27.01%權益是貴集團綜合財務狀況表內於聯營公司權益的主要組成部分。 根據權益法核算，於聯營公司的投資初始按成本入賬，並按貴集團於收購後應佔被投資公司資產淨值的變動減去減值虧損作出調整。 由於集成貸款於2016年度呈虧損狀態，因此貴集團於聯營公司的權益存在潛在減值的跡象。管理層根據集成貸款運營使用價值的計算，對貴集團於集成貸款權益的可收回金額作出了估計。該估計通過準備折現現金流預測執行。管理層於釐定折現現金流預測的輸入值時作出了一些關鍵判斷，包括：	我們評估貴集團於集成貸款的權益的賬面值的審計程序包括： • 與集成貸款管理層商討未來運營計劃，將集成貸款經營收益預算、溢利預算與管理層於折現現金流預測中使用的假設進行比較，將估計的集成貸款小額貸款業務未來毛溢利率與外部派生數據和行業規範進行比較。 • 聘請我們估值專家，通過以下程序，協助我們評估管理層於折現現金流預測所使用的有關通脹、終值以及用於生成貴集團於集成貸款權益可收回金額的折現率的假設及判斷： • 根據市場可用信息對通脹、終值以及折現率有關的假設及判斷進行研究；

Assessing the carrying value of the Group's interest in Success Credit *(Cont'd)*
評估貴集團於集成小貸的權益的賬面值*(續)*
Refer to note 16 to the consolidated financial statements and the accounting policies on page 103. *(Cont'd)*
參閱綜合財務報表附註16以及第103頁的會計政策(續)

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們在審核過程中如何處理該事項
• expected changes in revenue and direct costs; • the revenue growth rate; • the discount rate applied to the projected future cash flows; and • inflation and terminal values. We identified the assessing the carrying value of the interest in Success Credit as a key audit matter because of its significance to the consolidated financial statements and because assessing the key impairment assumptions involved a significant degree of management judgement which may affect both the carrying value of the Group's interest in Success Credit as well as any impairment charge for the year.	• performing an alternative calculation of the discount rate and comparing this calculation with the discount rate applied by management; • comparing the actual results of Success Credit for the current year to forecasts prepared by management for the prior year to assess the accuracy of management's forecasting process; • evaluating the sensitivity analyses prepared by management for each of the key assumptions adopted in the discounted cash flow forecast and considering the possibility of error or management bias; and • considering whether the disclosures the consolidated financial statements in respect of the impairment assessment of the Group's interest in Success Credit reflected the risks inherent in the key assumptions with reference to the requirements of the prevailing accounting standards.
• 預期的收入及直接成本的變動； • 收入增長率； • 對預測的未來現金流所使用的折現率；及 • 通脹及終值。 我們將評估貴集團於集成貸款的權益的賬面視為關鍵審計事項，原因是該事項對貴集團綜合財務報表有重大意義，以及評估該關鍵減值假設涉及管理層重大判斷，該重大判斷對貴集團於集成貸款的權益的賬面值及本年應扣除減值撥備均有影響。	• 執行折現率替代性測試，將該測試與管理層使用的折現率進行比較； • 將集成貸款本年的實際結果與管理層準備的往年預測進行對比，以評估管理層預測程序的準確性。 • 評估管理層就於折現現金流預測使用的各項關鍵假設準備的敏感性測試，考慮錯誤或管理層偏向的可能性；及 • 參考主要會計準則的要求，考慮綜合財務報表內關於貴集團於集成貸款的權益的減值評估的披露是否反映了關鍵假設固有的風險。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

綜合財務報表以外的其他資料及就此發出的核數師報告

董事須對其他資料承擔責任。其他資料包括年報中所包含的所有資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表作出的意見並未考慮其他資料。我們不對其他資料發表任何形式的核證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符，或似乎存在重大錯報。

倘若我們基於已完成的工作認為其他資料出現重大錯報，我們須報告該事實。我們就此並無須報告事項。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露規定編製及真實而公允地列報該等綜合財務報表，並負責董事認為編製綜合財務報表所必需的有關內部控制，以確保有關綜合財務報表的編制不存在由於欺詐或錯誤而導致的重大錯報。

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非董事有意將貴集團清盤，或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

董事獲審核委員會協助履行其監督貴集團財務報告流程的責任。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核綜合財務報表須承擔的責任

我們的目標是合理確定整體而言此等綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯報，並發出包含審計意見的核數師報告。本報告僅為閣下(作為整體)而編製，並無其他用途。我們並不就本報告之內容對任何其他人士承擔任何義務或負上任何責任。

合理確定屬高層次的核證，但不能擔保根據《香港核數準則》進行的審計工作總能發現所有存在的重大錯報。重大錯報可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，被視為重大錯報。

我們根據《香港核數準則》進行審計的工作之一，是運用專業判斷，在整個審計過程中抱持職業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯報風險，因應這些風險設計及執行審計程序，以及獲得充足及適當的審計憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯報風險比未能發現由於錯誤而導致的重大錯報風險更高。

- 了解與審計有關的內部控制，以設計恰當的審計程序，但並非旨在對貴集團的內部控制的有效性發表意見。

- 評估所用會計政策是否恰當，以及董事所作出的會計估算和相關披露是否合理。

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審計憑證，總結是否有可能對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘若我們總結認為存在重大不確定因素，我們須在核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂我們的意見。我們的結論是基於截至核數師報告日期所獲得的審計憑證。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。

- 評估綜合財務報表(包括資料披露)的整體列報、架構和內容，以及綜合財務報表是否已公允地反映及列報相關交易及事項。

- 就貴集團內各實體或業務活動的財務資料獲得充足及適當的審計憑證，以就綜合財務報表發表意見。我們須負責指導、監督和執行貴集團的審計工作。我們須為我們的審計意見承擔全部責任。

我們就審計工作的計劃範圍和時間以及重大審核發現(包括我們在審核過程中發現的內部控制的任何重大缺失)與審計委員會進行溝通。

我們亦向審計委員會作出聲明，確認我們已遵守有關獨立性的道德要求，並就所有被合理認為可能影響核數師獨立性的關係和其他事宜以及相關保障措施(如適用)，與審核委員會進行溝通。

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

我們通過與審計委員會溝通，確定哪些是本期綜合財務報表審計工作的最重要事項，即關鍵審計事項。除非法律或法規不容許公開披露此等事項或在極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的利益而不應在報告中予以披露，否則我們會在核數師報告中描述此等事項。

The engagement partner on the audit resulting in this independent auditor's report is Li Ka Lam.

負責審計並簽發本獨立核數師報告的項目合夥人為李嘉林。

KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

畢馬威會計師事務所
執業會計師
香港
中環
遮打道十號
太子大廈八樓

29 March 2017

2017年3月29日

Consolidated Statement of Profit or Loss
綜合損益表

for the year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi)（以人民幣列示）

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Interest income	利息收入		**49,861**	19,882
Less: interest expenses	減：利息開支		**—**	(374)
Net interest income	利息收入淨額		**49,861**	19,508
Service fee from consulting services	諮詢服務所得服務費		**26,729**	31,905
Guarantee income	擔保收入		**14,195**	23,411
Less: re-guarantee fee	減：再擔保費		**(454)**	(2,225)
Net guarantee fee income	擔保費收入淨額		**13,741**	21,186
Revenue	收益	3	**90,331**	72,599
Other revenue	其他收益	4	**3,183**	5,484
Impairment and provision charged	減值及撥備扣除	5(a)	**(3,411)**	(2,305)
Operating expenses	經營開支		**(57,687)**	(45,769)
Share of profits less losses of associates	分佔聯營公司淨損益		**(393)**	5,207
Profit before taxation	除稅前溢利	5	**32,023**	35,216
Income tax	所得稅	6(a)	**(12,978)**	(10,883)
Profit for the year	年內溢利		**19,045**	24,333
Attributable to:	以下各項應佔：			
Equity shareholders of the Company	本公司權益股東		**19,353**	24,647
Non-controlling interests	非控股權益		**(308)**	(314)
Profit for the year	年內溢利		**19,045**	24,333
Earnings per share (RMB per share)	每股盈利（每股人民幣）			
Basic	基本	9	**0.04**	0.06
Diluted	攤薄	9	**0.04**	0.06

The notes on pages 100 to 216 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 25(b).

第100至216頁所載附註構成該等財務報表的一部分。年內，本公司應付權益股東應佔溢利的股息詳情於附註25(b)披露。

Consolidated Statement of Profit or Loss and Other Comprehensive Income
綜合損益及其他全面收益表

for the year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi)（以人民幣列示）

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Profit for the year	**年內溢利**		**19,045**	24,333
Other comprehensive income for the year that may be reclassified subsequently to profit or loss (after tax: Nil)	**其後可能重新分類至損益的年內其他全面收入（除稅後：零）**			
Exchange differences on translation of financial statements of entities outside the People's Republic of China ("PRC")	換算中華人民共和國（「中國」）境外實體財務報表的匯兑差額		**5,378**	5,221
Total comprehensive income for the year	**年度全面收入總額**		**24,423**	29,554
Attributable to:	**以下各項應佔：**			
Equity shareholders of the Company	本公司權益股東		**24,731**	29,868
Non-controlling interests	非控股權益		**(308)**	(314)
Total comprehensive income for the year	**年度全面收入總額**		**24,423**	29,554

The notes on pages 100 to 216 form part of these financial statements.

第100至216頁所載附註構成該等財務報表的一部分。

Consolidated Statement of Financial Position
綜合財務狀況表

(Expressed in Renminbi)（以人民幣列示）

		Note 附註	**31 December 2016 二零一六年 十二月三十一日 RMB'000 人民幣千元**	31 December 2015 二零一五年 十二月三十一日 RMB'000 人民幣千元
Assets	**資產**			
Cash and bank deposits	現金及銀行存款	10	**157,840**	182,708
Pledged bank deposits	已質押銀行存款	11	**119,043**	135,974
Trade and other receivables	貿易及其他應收款項	12	**344,948**	265,807
Factoring receivable	保理應收款項	13	**92,269**	19,888
Finance lease receivable	融資租賃應收款項	14	**165,428**	169,031
Interest in associates	於聯營公司權益	16	**107,519**	101,712
Equipment	設備	17	**2,890**	2,308
Intangible assets	無形資產		**28**	23
Deferred tax assets	遞延稅項資產	18(c)	**1,135**	1,488
Total assets	**資產總額**		**991,100**	878,939
Liabilities	**負債**			
Liabilities from guarantees	擔保負債	19	**9,179**	9,670
Customer pledged deposits received	已收客戶擔保保證金	20	**67**	72
Accruals and other payables	應計費用及其他應付款項	21	**9,871**	12,052
Receipts in advance	預收款項	22	**36**	2,671
Current tax liabilities	即期稅項負債	18(a)	**10,063**	5,708
Obligations under finance leases	融資租賃負債	23	**687**	—
Deferred tax liabilities	遞延稅項負債	18(c)	**4,881**	5,939
Total liabilities	**負債總額**		**34,784**	36,112
NET ASSETS	**資產淨值**		**956,316**	842,827

Consolidated Statement of Financial Position
綜合財務狀況表

(Expressed in Renminbi)（以人民幣列示）

		Note 附註	**31 December 2016 二零一六年十二月三十一日 RMB'000 人民幣千元**	31 December 2015 二零一五年十二月三十一日 RMB'000 人民幣千元
CAPITAL AND RESERVES	**股本及儲備**			
Share capital	股本	25(c)	**4,241**	3,755
Reserves	儲備	25	**948,216**	834,905
Total equity attributable to equity shareholders of the Company	**本公司權益股東應佔權益總額**		**952,457**	838,660
Non-controlling interests	**非控股權益**		**3,859**	4,167
TOTAL EQUITY	**權益總額**		**956,316**	842,827

Approved and authorised for issue by the board of directors on 29 March 2017.

經董事會批准及授權於二零一七年三月二十九日刊發。

Zhang Tiewei
張鐵偉
Director
董事

Fu Jie
傅潔
Director
董事

The notes on pages 100 to 216 form part of these financial statements.

第100至216頁所載附註構成該等財務報表的一部分。

Consolidated Statement of Changes in Equity
綜合權益變動表

for the year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi)（以人民幣列值）

			Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Note 附註	Share capital 股本 RMB'000 人民幣千元 25(c)	Share premium 股份溢價 RMB'000 人民幣千元 25(d)	Capital reserve 資本儲備 RMB'000 人民幣千元 25(e)	Surplus reserve 盈餘儲備 RMB'000 人民幣千元 25(f)	Regulatory reserve 監管儲備 RMB'000 人民幣千元 25(g)	Exchange reserve 匯兑儲備 RMB'000 人民幣千元 25(h)	Retained earnings 保留盈利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
Balance at 1 January 2016	**於二零一六年一月一日的結餘**		3,755	350,865	302,292	38,861	47,828	5,857	89,202	838,660	4,167	842,827
Changes in equity for 2016	**二零一六年權益變動：**											
Profit for the year	年內溢利		—	—	—	—	—	—	19,353	19,353	(308)	19,045
Exchange differences on translation of financial statements of entities outside the PRC	換算中國境外實體財務報表的匯兑差額		—	—	—	—	—	5,378	—	5,378	—	5,378
Total comprehensive income	全面收入總額		—	—	—	—	—	5,378	19,353	24,731	(308)	24,423
Issuance of shares by placing of new shares	透過股份配售發行股份	25(c) (ii)	478	93,988	—	—	—	—	—	94,466	—	94,466
Dividends approved in respect of the previous year	批准的上年股息		—	—	—	—	—	—	(8,015)	(8,015)	—	(8,015)
Regulatory reserve appropriation	監管儲備提取		—	—	—	—	(21,048)	—	21,048	—	—	—
Surplus reserve appropriation	盈餘儲備提取		—	—	—	4,604	—	—	(4,604)	—	—	—
Shares issued under share option scheme	根據購股權計劃發行的股份	24	8	2,619	(1,172)	—	—	—	—	1,455	—	1,455
Equity settled share-based transactions	以權益結算以股份為基礎的交易	24	—	—	1,160	—	—	—	—	1,160	—	1,160
Balance at 31 December 2016	**於二零一六年十二月三十一日的結餘**		4,241	447,472	302,280	43,465	26,780	11,235	116,984	952,457	3,859	956,316

Consolidated Statement of Changes in Equity
綜合權益變動表

for the year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi)（以人民幣列值）

			Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Note 附註	Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Surplus reserve 盈餘儲備 RMB'000 人民幣千元	Regulatory reserve 監管儲備 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
			25(c)	25(d)	25(e)	25(f)	25(g)	25(h)				
Balance at 1 January 2015	**於二零一五年一月一日的結餘**		3,276	223,797	301,449	32,872	66,477	636	58,424	686,931	4,481	691,412
Changes in equity for 2015:	**二零一五年權益變動：**											
Profit for the year	年內溢利		—	—	—	—	—	—	24,647	24,647	(314)	24,333
Exchange differences on translation of financial statements of entities outside the PRC	換算中國境外實體財務報表的匯兌差額		—	—	—	—	—	5,221	—	5,221	—	5,221
Total comprehensive income	全面收入總額		—	—	—	—	—	5,221	24,647	29,868	(314)	29,554
Issuance of shares by placing of new shares	透過股份配售發行股份	25(c) (ii)	473	124,743	—	—	—	—	—	125,216	—	125,216
Purchase of own share	購買自有股份	25(c) (iv)	(2)	(495)	—	—	—	—	—	(497)	—	(497)
Dividends approved in respect of the previous year	批准的上年股息		—	—	—	—	—	—	(6,529)	(6,529)	—	(6,529)
Regulatory reserve appropriation	監管儲備提取		—	—	—	—	(18,649)	—	18,649	—	—	—
Surplus reserve appropriation	盈餘儲備提取		—	—	—	5,989	—	—	(5,989)	—	—	—
Shares issued under share option scheme	根據購股權計劃發行的股份	24	8	2,820	(1,218)	—	—	—	—	1,610	—	1,610
Equity settled share-based transactions	以權益結算以股份為基礎的交易	24	—	—	2,061	—	—	—	—	2,061	—	2,061
Balance at 31 December 2015	**於二零一五年十二月三十一日的結餘**		3,755	350,865	302,292	38,861	47,828	5,857	89,202	838,660	4,167	842,827

The notes on pages 100 to 216 form part of these financial statements.

第100至216頁所載附註構成該等財務報表的一部分。

Consolidated Cash Flow Statement
綜合現金流量表

for the year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi)（以人民幣列示）

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Operating activities	**經營活動**			
Profit before taxation	除稅前溢利		**32,023**	35,216
Adjustments for:	**就以下各項調整：**			
Depreciation and amortisation	折舊及攤銷	5(c)	**705**	627
Impairment and provision charged	減值及撥備扣除	5(a)	**3,411**	2,305
Share of profits less losses of associates	分佔聯營公司扣減損失後的溢利	16	**393**	(5,207)
Unrealised foreign exchange loss	未變現匯兑損益		**142**	3,771
Interest income from bank deposits	銀行存款所得利息收入	4	**(2,477)**	(4,530)
Equity settled share-based payment expenses	以權益結算以股份為基礎的付款開支	5(b)	**1,160**	2,061
Interest expenses	利息開支		**—**	374
Loss on sale of equipement	設備處置損失		**(6)**	—
Changes in working capital:	**營運資金變動：**			
Decrease in pledged bank deposits	已質押銀行存款減少		**16,931**	48,181
Decrease in restricted customer pledged deposits	受限制客戶擔保保證金減少		**5**	843
Increase in trade and other receivables	貿易及其他應收款項增加		**(82,123)**	(134,395)
Increase in factoring receivable	保理應收款項		**(73,219)**	(19,624)
Decrease/(increase) in finance lease receivable	融資租賃應收款項減少／（增加）		**3,675**	(20,161)
(Decrease)/increase in receipts in advance	預收款項（減少）／增加		**(2,635)**	2,286
Decrease in customer pledged deposits received	已收客戶擔保保證金減少		**(5)**	(843)
(Decrease)/increase in accruals and other payables	應計費用及其他應付款項（減少）／增加		**(82)**	4,857
Increase/(decrease) in deferred income	遞延收入增加／（減少）		**836**	(7,488)
Cash used in operating activities	**經營活動所產生現金**		**(101,266)**	(91,727)
PRC income tax paid	已付中國所得稅	18(a)	**(9,328)**	(14,907)
Net cash used in operating activities	**經營活動所用現金淨額**		**(110,594)**	(106,634)

Consolidated Cash Flow Statement
綜合現金流量表

for the year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi)（以人民幣列示）

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Investing activities	**投資活動**			
Payments on acquisition of associates	收購聯營公司的付款	16	**(6,200)**	(20,000)
Proceeds from sale of equipment	處置設備所得款項		**14**	—
Prepayments for purchase of equity investments	購買設備的預付款項	12	**(550)**	(74,300)
Payments for purchase of equipment	購買設備的付款		**(506)**	(982)
Payments for purchase of intangible assets	購買無形資產的付款		**(12)**	—
Interest received	已收利息		**2,040**	4,797
Bank deposit with original maturity over three months	原到期日為三個月以上的銀行存款		**(1,600)**	—
Net cash used in investing activities	**投資活動所用現金淨額**		**(6,814)**	(90,485)
Financing activities	**融資活動**			
Proceeds from shares issued under placing of new shares	透過股份配售發行所得款項	25(c) (ii)	**94,466**	125,216
Proceeds from exercise of share options	行使購股權所得款項		**1,455**	1,610
Interest paid	已付利息		—	(374)
Payments for repurchase of shares	就股份購回的款項	25(c) (iv)	—	(497)
Dividends paid	已付股息		**(10,114)**	(4,432)
Capital element of finance lease rentals paid	已付融資租賃租金		**(96)**	—
Net cash generated from financing activities	**融資活動產生現金淨額**		**85,711**	121,523
Net decrease in cash and cash equivalents	**現金及現金等價物減少淨額**		**(31,697)**	(75,596)
Cash and cash equivalents at 1 January	**於一月一日的現金及現金等價物**	10	**182,636**	256,782
Effect of foreign exchange rate changes	**外匯匯率變動影響**		**5,234**	1,450
Cash and cash equivalents at 31 December	**於十二月三十一日的現金及現金等價物**	10	**156,173**	182,636

The notes on pages 100 to 216 form part of these financial statements.

第100至216頁所載附註構成該等財務報表的一部分。

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual 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 applicable disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2016 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

1 重大會計政策

(a) 合規聲明

該等財務報表已根據所有適用香港財務報告準則包括香港會計師公會發佈的所有適用的個別香港財務報告準則、香港會計準則及詮釋、香港公認會計原則及香港公司條例的適用披露規定編製。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納的重大會計政策載於下文。

香港會計師公會已發佈若干於本集團當前會計期間首次生效或可提早採納的新訂及經修訂香港財務報告準則。附註1(c)載列在與該等財務報表所反映與集團當前及過往會計期間有關的範圍內，因首次應用該等準則而導致會計政策出現任何變動的資料。

(b) 財務報表的編製基準

截至二零一六年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司(統稱「本集團」)以及本集團於聯營公司的權益。

編製財務報表所採用計量基準為歷史成本法。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(b) Basis of preparation of the financial statements

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 2.

(c) Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

1 重大會計政策*(續)*

(b) 財務報表的編製基準

按照香港財務報告準則編製的財務報表須由管理層作出判斷、估計及假設，此等判斷、估計及假設會影響政策應用及所呈報的資產、負債、收入及開支金額。此等估計及相關假設以過去經驗及在各種情況下相信為合理的各項其他因素為基礎，而所得結果乃用作判斷目前無法輕易通過其他來源獲得的資產及負債賬面值的依據。實際結果可能有別於此等估計。

本公司會持續檢討該等估計及相關假設。倘對會計估計的修訂僅影響修訂估計的期間，則有關修訂會在該期間確認，或倘有關修訂影響即期及未來期間，則有關修訂會在修訂期間及未來期間確認。

管理層於應用香港財務報告準則時所作出對財務報表及估計不明朗因素的主要來源有重大影響的判斷於附註2討論。

(c) 會計政策變動

香港會計師公會已頒佈多項於本集團當前會計期間首次生效的香港財務報告準則的修訂本。該等發展對本集團當前或過往期間業績及財務狀況的編製或呈列方式並無重大影響。

本集團並無採用於本會計期間尚未生效的任何新準則或詮釋。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

1 重大會計政策*(續)*

(d) 附屬公司及非控股權益

附屬公司乃由本集團控制的實體。倘本集團因參與實體而享有或有權取得可變回報，並且有能力透過其對該實體的權力影響該等回報，則本集團控制該實體。於評估本集團是否有權力時，僅考慮實質權利(由本集團及其他方持有)。

於附屬公司的投資自控制權開始當日計入綜合財務報表，直至控制權終止當日為止。集團內公司間結餘、交易及現金流量以及集團內公司間交易產生的任何未實現溢利於編製綜合財務報表時已全數抵銷。集團內公司間交易所產生的未變現虧損則僅在無出現減值跡象的情況下以與抵銷未變現溢利相同的方法予以抵銷。

非控股權益是指並非由本公司直接或間接應佔的附屬公司股權，且本集團並無就此與相關權益持有人協定任何額外條款而導致本集團整體須就該等權益承擔符合金融負債定義的合約責任。就各項業務合併而言，本集團可選擇按公允價值或按其佔附屬公司的可識別資產淨值的比例計量非控股權益。

非控股權益於綜合財務狀況表的權益內呈列，與本公司權益股東應佔的權益分開呈列。本集團業績內的非控股權益，會按照該年度損益總額及其他全面收入在非控股權益與本公司權益股東之間進行分配，並在綜合損益表及綜合損益及其他全面收益表呈列。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(d) Subsidiaries and non-controlling interests *(Cont'd)*

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 1(j) (ii)).

(e) Associates and joint ventures

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Note 1(j) (i)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

1 重大會計政策*(續)*

(d) 附屬公司及非控股權益*(續)*

於本公司的財務狀況表中，其於一家附屬公司的一項投資乃按成本減去減值虧損(見附註1(j)(ii))列賬。

(e) 聯營公司及合營企業

聯營公司為本集團擁有重大影響力，但對其管理(包括參與財務及營運決策)並無控制權或共同控制權的實體。

合營企業為一項安排，根據此安排本集團或本公司及其他方訂約協定分佔此安排的控制權並有權擁有此安排的淨資產。

於聯營公司或合營企業的投資按權益法於綜合財務報表列賬。根據權益法，投資初始按成本入賬，並按本集團應佔被投資公司於收購當日可識別資產淨值的公允價值超逾投資成本的部分(如有)作出調整。此後，該投資因應本集團於收購後應佔被投資公司資產淨值的變動及與投資有關的任何減值虧損(見附註1(j)(i))作出調整。收購當日超出成本的任何部分、本集團於年內應佔被投資公司收購後的稅後業績以及任何減值虧損於綜合損益表確認，而本集團應佔被投資公司其他全面收入的收購後除稅後項目乃於綜合損益及其他全面收益表內確認。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(e) Associates and joint ventures *(Cont'd)*

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 1(g)).

In the Company's statement of financial position, investments in associates and joint ventures are stated at cost less impairment losses (see Note 1(j) (i)).

1 重大會計政策*(續)*

(e) 聯營公司及合營企業*(續)*

當本集團應佔虧損超逾其於該聯營公司或合營企業的權益，本集團的權益將削減至零，且不再確認其他虧損，惟倘本集團須承擔法定或推定責任，或代被投資公司付款則除外。就此而言，本集團的權益為按照權益法計算的投資賬面值，連同實質上構成本集團於該聯營公司或合營企業投資淨額一部分的本集團長期權益。

本集團與其聯營公司及合營企業之間交易產生的未實現溢利及虧損按本集團於被投資公司的權益抵減，惟倘未實現虧損可證明已轉讓資產出現減值，則即時於損益確認。

倘於聯營公司的投資變成於合營企業的投資或反之，保留權益不會重新計量。相反，此投資將繼續按權益法入賬。

當本集團不再對一家聯營公司擁有重大影響或共同控制一家合營企業，則按出售該被投資公司的全部權益入賬，而所產生的損益於損益確認。於喪失重大影響或共同控制當日仍保留於前述被投資公司的任何權益乃按公允價值確認，而該金額將被視為一項金融資產(見附註1(g))於初始確認時的公允價值。

在本公司的財務狀況表中，於聯營公司及合營企業的投資均按成本減減值虧損入賬(參閱附註1(j) (i))。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(f) Goodwill

Goodwill represents the excess of the aggregate of the fair value of the consideration transferred over the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

Goodwill is stated at cost less accumulated impairment losses.

(g) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures, are as follows:

Investments in debt and equity securities are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in Note 1(r) (i) and 1(r) (iv).

Dated debt securities that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated at amortised cost less impairment losses (see Note 1(j) (i)).

1 重大會計政策*(續)*

(f) 商譽

商譽指所轉讓代價的公允價值總額超出收購當日本集團於被收購方可識別資產及負債的公允價值淨額的部分。

商譽按成本減累計減值虧損列賬。

(g) 於債務及股本證券的其他投資

本集團及本公司於債務及股本證券的投資(不包括於附屬公司、聯營公司及合營企業的投資)政策如下：

債務及股本證券的投資初始按公允價值列賬，除非確定初步確認的公允價值與成交價有別，且公允價值以同一資產或負債於交投活躍的市場上的報價為證，或根據僅使用從可觀察市場得出的數據的估值技術計算得出。成本包括應佔的交易成本，惟下文另有指明者則除外。該等投資其後視乎其分類而按下列方式入賬：

於持作交易的證券的投資分類為流動資產。任何應佔的交易成本於產生時在損益確認。於各報告期末，公允價值會重新計量，由此產生的任何損益均於損益確認。已於損益確認的損益淨額不包括從該等投資賺取的任何股息或利息，因為有關股息或利息會按照附註1(r)(i)及1(r)(iv)所載的政策確認。

本集團及／或本公司有明確的能力及意願持有至到期的定期債務證券乃分類為持有至到期證券。持有至到期證券以攤銷成本減去減值虧損列賬(見附註1(j)(i))。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(g) Other investments in debt and equity securities *(Cont'd)*

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve. As an exception to this, investments in equity securities that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are recognised in the statement of financial position at cost less impairment losses (see Note 1(j) (i)). Dividend income from equity securities and interest income from debt securities calculated using the effective interest method are recognised in profit or loss in accordance with the policies set out in Notes 1(r) (i) and 1(r) (iv), respectively. Foreign exchange gains and losses resulting from changes in the amortised cost of debt securities are also recognised in profit or loss.

When the investments are derecognised or impaired (see Note 1(j) (i)), the cumulative gain or loss recognised in equity is reclassified to profit or loss. Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

(h) Equipment

Items of equipment are stated at cost less accumulated depreciation and impairment losses (see Note 1(j) (ii)).

Gains or losses arising from the retirement or disposal of an item of equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

1 重大會計政策*(續)*

(g) 於債務及股本證券的其他投資*(續)*

不屬任何上述類別的證券投資會被分類為可供出售證券。於各報告期末，公允價值會重新計量，由此產生的任何盈虧乃於其他全面收入確認，並且個別於公允價值儲備內的權益下累計。惟有例外情況，即該股本證券投資並無同一工具於交投活躍的市場的報價且其公允價值無法可靠地計量，乃按成本減去減值虧損(見附註1(j)(i))後於財務狀況表確認。股本證券所得股息收入及以實際利率法計算的債券證券所得利息收入分別按附註1(r)(i)及1(r)(iv)所載的政策於損益確認。因債務證券攤銷成本變動所產生的匯兑盈虧亦於損益確認。

當終止確認該等投資或有關投資出現減值(見附註1(j)(i))時，於權益確認累計損益會重新分類至損益。於本集團承諾購入／出售投資或投資到期當日，有關投資會被確認／終止確認。

(h) 設備

設備項目按成本減累計折舊及減值虧損列賬(見附註1(j)(ii))。

報廢或出售設備項目產生的收益或虧損釐定為出售所得款項淨額與項目賬面值之間的差額，並於報廢或出售日在損益內確認。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(h) Equipment *(Cont'd)*

Depreciation is calculated to write off the cost of items of equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

	Estimated useful life
Motor vehicles	4 - 5 years
Office and other equipment	3 - 5 years

Where parts of an item of equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(i) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

1 重大會計政策*(續)*

(h) 設備*(續)*

設備項目的折舊將其成本減去其估計剩餘價值(如有)，按照下列估計可使用年期採用直線法計算而攤銷：

	估計可使用年期
汽車	4至5年
辦公及其他設備	3至5年

倘設備項目的部分有不同可使用年期，該項目的成本須在各部分間按合理基準分配，而各部分須分別計提折舊。資產及其剩餘價值的可使用年期(如有)須每年檢討。

(i) 租賃資產

倘本集團決定有關一項或一連串交易的安排將特定資產的使用權按協定期間轉移以換取一筆或多筆款項，則有關安排屬或包含租賃。有關決定乃按評估安排的性質作出，而不論有關安排是否屬法定形式的租賃。

(i) 本集團租賃資產的分類

對於本集團以租賃方式持有的資產，如租賃使所有權的絕大部分風險及回報轉移至本集團，有關資產便會獲分類為以融資租賃持有。如租賃不會使所有權的絕大部分風險及回報轉移至本集團，則分類為經營租賃。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(i) Leased assets *(Cont'd)*

(ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in Note 1(h). Impairment losses are accounted for in accordance with the accounting policy as set out in Note 1(j) (ii). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

(iii) Operating lease charges

Where the Group has the use of assets held under operating lease, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

1 重大會計政策*(續)*

(i) 租賃資產*(續)*

(ii) 以融資租賃收購的資產

如本集團以融資租賃收購資產的使用權，會將相當於租賃資產公允價值或最低租賃款項的現值(如為較低的數額)確認為物業、廠房及設備，而扣除融資費用後的相應負債則入賬列為融資租賃承擔。折舊按在相關的租賃期或資產的年期(如本集團可能取得資產的所有權)內撇銷資產成本或估值的比率計提；有關資產的年期載列於附註1(h)。減值虧損按照附註1(j) (ii)所載的會計政策入賬。租賃付款內含的融資費用於租賃期內的損益內扣除，使每個會計期間的融資費用佔承擔餘額的比率大致相同。或有租金在其產生的會計期間於損益內扣除。

(iii) 經營租賃費用

倘本集團根據經營租賃持有資產使用權，除非另有一種基準更能代表從租賃資產中獲取利益的模式，否則根據租賃作出的付款會在租賃期所涵蓋的會計期間以等額分期自損益扣除。所獲得的租賃激勵會作為所作出的淨租賃付款總額的主體部分在損益中確認。或有租金會於產生的會計期間於損益扣除。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(j) Impairment of assets

(i) Impairment of investments in debt and equity securities and other receivables

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

1 重大會計政策*(續)*

(j) 資產減值

(i) 於債務及股本證券投資及其他應收款項減值

按成本或攤銷成本列賬或分類為可供出售證券的於債務及股本證券投資及其他流動及非流動應收款項會於各報告期末進行檢討，以釐定有否客觀減值證據。客觀減值證據包括本集團得悉有關以下一項或多項虧損事件的可觀察數據：

- 債務人面臨重大財務困難；
- 違反合約，例如違約或未能償還利息或本金；
- 債務人有可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大變動而對債務人構成不利影響；及
- 股本工具投資的公允價值出現大幅或長期下跌，以至低於其成本。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(j) Impairment of assets *(Cont'd)*

(i) Impairment of investments in debt and equity securities and other receivables (Cont'd)

If any such evidence exists, any impairment loss is determined and recognised as follows:

– For investments in associates and joint ventures accounted for under the equity method in the consolidated financial statements (see Note 1(e)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with Note 1(j) (ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with Note 1(j) (ii).

1 重大會計政策*(續)*

(j) 資產減值*(續)*

(i) 於債務及股本證券投資及其他應收款項減值(續)

倘存在任何該等證據，減值虧損按以下方式釐定及確認：

– 就於綜合財務表採用權益法入賬的聯營公司及合營企業的投資而言(請參閱附註1(e))，減值虧損乃根據附註1(j)(ii)將投資的可收回金額與其賬面值進行比較而計量。若用於根據附註1(j)(ii)確定可收回金額的估計發生有利變更，則撥回減值虧損。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(j) Impairment of assets *(Cont'd)*

(i) Impairment of investments in debt and equity securities and other receivables (Cont'd)

– For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

1 重大會計政策*(續)*

(j) 資產減值*(續)*

(i) 於債務及股本證券投資及其他應收款項減值(續)

– 就以攤銷成本列賬的貿易及其他即期應收款項以及其他金融資產而言，倘折現影響重大，減值虧損按資產賬面值與以金融資產初始實際利率(即在初始確認有關資產時計算的實際利率)折現估計未來現金流量的現值之間的差額計量。倘有關金融資產具備類似風險特徵，例如類似逾期情況，且並未單獨被評估為減值，則就此進行組合評估。經組合評估減值的金融資產的未來現金流量，是根據與整體組別信用風險特徵相似的資產的以往的損失經驗作出。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(j) Impairment of assets *(Cont'd)*

(i) Impairment of investments in debt and equity securities and other receivables (Cont'd)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

– For available-for-sale securities, the cumulative loss that has been recognised in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

1 重大會計政策*(續)*

(j) 資產減值*(續)*

(i) 於債務及股本證券投資及其他應收款項減值(續)

倘於其後期間，減值虧損數額減少，而有關減少可客觀地與確認減值虧損後發生的事件聯繫，則減值虧損會透過損益撥回。減值虧損撥回不得導致資產賬面值超出在過往年度並無確認減值虧損的情況下釐定的金額。

– 就可供出售證券而言，已於公允價值撥備確認的累計虧損重新分類至損益。在損益中確認的累計虧損數額按收購成本(扣除任何本金償還及攤銷)與當時公允價值之間的差額減去先前在損益中確認資產的任何減值虧損計算。

可供出售股本證券已在損益中確認的減值虧損不會通過損益撥回。該等資產公允價值其後的任何增額在其他全面收入內確認。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(j) Impairment of assets *(Cont'd)*

(i) Impairment of investments in debt and equity securities and other receivables (Cont'd)

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

1 重大會計政策*(續)*

(j) 資產減值*(續)*

(i) 於債務及股本證券投資及其他應收款項減值(續)

倘可供出售債務證券的公允價值隨後有所增加，而有關增加在客觀上與確認減值虧損後發生的事件有關，有關減值虧損予以撥回。在此等情況下，減值虧損撥回於損益確認。

減值虧損從相應的資產中直接撇銷，惟就可收回性被視為不確定但並非甚微的有關貿易及其他應收款項所確認的減值虧損除外。在此情況下，呆賬的減值虧損以撥備賬記錄。倘本集團確認收回的機會甚微，則視為不可收回金額會直接從貿易及其他應收款項中撇銷，而在撥備賬中就該債務保留的任何金額會被撥回。倘之前於撥備賬扣除的款項在其後收回，則有關款項於撥備賬撥回。撥備賬的其他變動及其後收回先前直接撇銷的款項均於損益中確認。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(j) Impairment of assets *(Cont'd)*

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- equipment; and
- investment in a subsidiary in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

- Calculation of recoverable amount

  The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

1 重大會計政策*(續)*

(j) 資產減值*(續)*

(ii) 其他資產的減值

本公司於各報告期末審閱內部及外部資料來源，以確定下列資產有否出現減值跡象，或先前確認的減值虧損是否不再存在或可能已經減少：

- 設備；及
- 本公司財務狀況表內於附屬公司的投資。

倘存在任何該等跡象，則將對資產的可收回金額進行估計。

- 計算可收回金額

  資產的可收回金額為其公允價值減去出售成本與使用價值兩者之間的較高者。在評估使用價值時，會按反映當時市場對貨幣時間價值及資產特定風險評估的稅前折現率，將估計未來現金流量折現至其現值。倘資產無法獨立於其他資產產生現金流入，則以能獨立產生現金流入的最小資產組別（即現金產生單位）來確定可收回金額。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(j) Impairment of assets *(Cont'd)*

(ii) Impairment of other assets (Cont'd)

– Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

– Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(k) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowances for impairment of doubtful debts (see Note 1(j)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowances for impairment of doubtful debts.

1 重大會計政策*(續)*

(j) 資產減值*(續)*

(ii) 其他資產的減值

– 確認減值虧損*(續)*

倘資產或其所屬現金產生單位的賬面值超過其可收回金額，則於損益中確認減值虧損。就現金產生單位確認的減值虧損會予以分配，以按比例減少該單位(或該組單位)內資產的賬面值，惟資產的賬面值不會減至低於其個別公允價值減去出售成本(倘能計量)或使用價值(倘能釐定)的金額。

– 減值虧損撥回

倘用作釐定可收回金額的估計發生有利變動，則會撥回減值虧損。

減值虧損撥回以假定過往年度並未確認減值的情況下可能釐定該資產的賬面值為限。減值虧損撥回在確認撥回的年度計入損益。

(k) 貿易及其他應收款項

貿易及其他應收款項初始按公允價值確認，其後採用實際利率法按攤銷成本減呆賬減值撥備列賬(見附註1(j))，惟倘應收款項為向關聯方所作無固定還款期的免息貸款或倘貼現的影響不大則作別論。於該等情況下，應收款項按成本減呆賬減值撥備列賬。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(l) Other payables

Other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with Note 1(p), other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(n) Employee benefits

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

Salaries, annual bonuses, paid annual leave and contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Pursuant to the relevant laws and regulations of the PRC, the Group's subsidiaries in the PRC have joined defined contributions for the employees, such as basic pension scheme, housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes contributions to the above mentioned schemes at the applicable rates based on the amounts stipulated by the government organisation. The contributions are charged to profit or loss on an accrual basis.

1 重大會計政策*(續)*

(l) 其他應付款項

其他應付款項初始按公允價值確認。除根據附註1(p)計量的融資擔保負債外，其他應付款項其後則按攤銷成本列賬，惟倘貼現影響屬微不足道則作別論，在該情況下按成本列賬。

(m) 現金及現金等價物

現金及現金等價物包括銀行存款及現金、存放於銀行及其他金融機構的活期存款，以及短期高流動性的投資，這些投資可即時換算為已知的現金數額，且須承受的價值變動風險甚小，並在收購後三個月內到期。

(n) 僱員福利

(i) 短期僱員福利及界定供款退休計劃供款

工資、年度花紅、帶薪年假、定額退休計劃供款及非貨幣福利成本於僱員提供相關服務年度內累計。倘推延付款或結算且影響重大時，則按有關金額的現值列賬。

根據相關中國法律及法規，本集團的中國附屬公司須為僱員參加定額供款，如基本養老保險計劃、住房公積金、基本醫療保險、失業保險、工傷保險及生育保險。本集團按基於政府機構所規定的數額計算的適用比率向上述計劃作出供款。供款按應計基準於損益內扣除。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(n) Employee benefits *(Cont'd)*

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the share issued) or the option expires (when it is released directly to retained profits).

1 重大會計政策*(續)*

(n) 僱員福利*(續)*

(ii) 以股份為基礎的付款

授予僱員的購股權公允價值於權益中的資本儲備相應增加而確認為僱員成本。公允價值於授出日使用二項式矩陣模式計量，並考慮授出購股權時的條款及條件。當僱員於無條件獲授購股權前，應先符合歸屬條件。根據考慮購股權歸屬的可能性，估計購股權公允價值總額按歸屬期分攤。

於歸屬期內，將檢討預期歸屬的購股權數目。任何對過往年度確認的累計公允價值所作任何最終調整將於檢討年度在損益中列支／抵扣，相應調整於資本儲備反映，惟初始僱員開支符合資格於一項資產中確認除外。在歸屬日，確認為支出之數額將作出調整，以反映歸屬的實際購股權數目(於資本儲備作出相應之調整)，惟因本公司的股份市價致使歸屬情況未能達到而引致作廢除外。權益金額於資本儲備確認，直至購股權獲行使(在此情況下將計入就已發行股份於股本確認的金額)或購股權到期屆滿(在此情況下將直接回撥保留溢利內)。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(n) Employee benefits *(Cont'd)*

(ii) Share-based payments (Cont'd)

In the Company's statement of financial position, the cost of the share-based payment granted to employees of the subsidiary are recognised as cost of investment in the subsidiary (see Note 1(d)).

(o) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

1 重大會計政策*(續)*

(n) 僱員福利*(續)*

(ii) 以股份為基礎的付款(續)

於本公司的財務狀況表內，授予附屬公司僱員以股份為基礎的付款的成本確認為於附屬公司投資的成本(請參閱附註1(d))。

(o) 所得稅

年度所得稅包括即期稅項及遞延稅項資產及負債的變動。即期稅項及遞延稅項資產及負債的變動乃於損益確認，惟與於其他全面收入確認或直接於權益確認的項目有關者則除外，在該等情況下有關稅額分別於其他全面收入確認或直接於權益確認。

即期稅項乃年度應課稅收入的預期應繳稅項(稅率為於報告期末已頒佈或實質頒佈的稅率)及之前年度應繳稅項的任何調整。

遞延稅項資產及負債分別源自可扣稅及應課稅暫時差額，即財務申報的資產及負債的賬面值與其稅基的差額。遞延稅項資產亦源自未動用稅項虧損及未動用稅項抵免。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(o) Income tax *(Cont'd)*

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period. Deferred tax assets and liabilities are not discounted.

1 重大會計政策*(續)*

(o) 所得稅*(續)*

除若干少數例外情況外，將確認所有遞延稅項負債，以及於可能有日後應課稅溢利供抵銷可動用資產時確認所有遞延稅項資產。可引證確認源自可扣稅暫時差額的遞延稅項資產的日後應課稅溢利，包括撥回現有應課稅暫時差額將產生者，惟有關差額須與相同稅務機關及相同稅務實體有關，並預期在可扣稅暫時差額預計撥回的同一期間或遞延稅項資產所產生稅項虧損可撥回或結轉的期間撥回。倘該等差額與相同稅務機關及相同稅務實體有關，並預期可於動用稅項虧損或抵免期間撥回，則釐定現有應課稅暫時差額是否足以確認源自未動用稅項虧損及抵免的遞延稅項資產時，亦採納相同準則。

確認遞延稅項資產及負債的少數例外情況為該等來自不可用作扣稅的商譽、初始確認資產或負債的暫時差額均不會影響會計或應課稅溢利(惟其並非業務合併的部分)、及有關投資至附屬公司的暫時差額，而就可課稅差額而言，本集團會控制回撥的時間且有關差額未必能於可預見未來撥回，或就可扣稅差額而言，除非其將於未來可能撥回。

已確認的遞延稅項金額乃按照資產及負債賬面值的預期變現或清償方式，根據於報告期末已頒佈或實質頒佈的稅率計算。遞延稅項資產及負債不予貼現。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(o) Income tax *(Cont'd)*

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

1 重大會計政策*(續)*

(o) 所得稅*(續)*

遞延稅項資產的賬面值會於各報告期末進行檢討，並在不再可能產生足夠的應課稅溢利以使用有關的稅務利益時作調減。倘可能存在足夠的應課稅溢利供利用，則任何該等扣減將被撥回。

股息分派產生的額外所得稅於確認支付相關股息負債時確認。

即期稅項結餘及遞延稅項結餘與其變動將分開列示，且不會抵銷。倘本集團有法定行使權以即期稅項資產抵銷即期稅項負債，且符合下列附帶條件，則即期稅項資產及遞延稅項資產可分別抵銷即期稅項負債及遞延稅項負債：

- 倘為即期稅項資產及負債，本集團計劃按淨額結算或同時變現資產及清償負債；或
- 倘為遞延稅項資產及負債，則該等資產及負債須與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一課稅實體；或
  - 計劃在預期須清償或收回大額遞延稅項負債或資產的每個未來期間，按淨額或同時變現即期稅項資產與清償即期稅項負債的不同課稅實體。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(p) Guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

The Group issues performance guarantee and litigation guarantee contracts, in which the Group agrees to provide guarantees to its customers who entered into contracts with third parties for services to be rendered, goods to be supplied or obligation to fulfil within an agreed time period. The Group is required to compensate the guarantee holder if a specified uncertain future event adversely results in the counterparties' failure to delivery services and goods, or to fulfil the obligation.

Where the Group issues a guarantee, the fair value of the guarantee is initially recognised as deferred income within liabilities from guarantees. The fair value of guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

1 重大會計政策*(續)*

(p) 已作出的擔保

融資擔保是指規定發出人(即擔保人)支付指定款項，以補償擔保的受益人(「持有人」)因某一特定債務人未能根據債務工具的條款償付到期債務而產生的損失的合約。

本集團作出履約擔保及訴訟擔保合約，據此，本集團同意就於協定期限內提供服務、供應貨品或履行責任向與第三方訂立合約的客戶提供擔保。本集團須在特定不確定未來事件的不利影響導致對手方未能交付服務及貨品或履行責任的情況下向擔保持有人作出賠償。

倘本集團作出擔保，擔保的公允價值會初始確認為擔保負債內的遞延收入。已發出擔保於發出之時的公允價值乃參考類似公平交易下收取的費用(如可獲得有關資料)，或經比較貸方於有擔保下收取的實際利率與於並無擔保下貸方應收取的估計利率(如有關資料可作出可靠估計)後，參考利率差額以其他方式估計而釐定。倘已就或應就作出擔保收取代價，則該代價會根據本集團適用於該類資產的政策進行確認。倘無已收或應收代價，則在初始確認任何遞延收入時在損益內確認為即時開支。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(p) Guarantees issued *(Cont'd)*

The fair value of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from guarantees issued. In addition, provisions are recognised in accordance with Note 1(q) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in deferred income in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

(q) Provisions and contingent liabilities

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

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

1 重大會計政策*(續)*

(p) 已作出的擔保*(續)*

初始確認為遞延收入的擔保公允價值於擔保期內在損益內攤銷為已作出擔保的收入。此外，倘(i)擔保持有人可能根據擔保向本集團索償；及(ii)對本集團提出的申索金額預期超逾現時就擔保於遞延收入列賬的金額(即初始確認金額)減累計攤銷，則根據附註1(q)確認撥備。

(q) 撥備及或有負債

倘本集團因過往事件以致有法定或推定責任，而履行該責任可能致使經濟利益流出，且責任金額能夠可靠估計，則就無法確定時間或數額的其他負債確認撥備。倘貨幣的時間價值屬重大，撥備按履行責任的預計開支的現值列賬。

倘該責任可能不會導致經濟利益流出或責任金額難以可靠估計，則該責任將披露為或有負債，除非經濟利益流出的可能性極微。由一件或多件未來事件是否發生確定是否存在的可能責任，亦會披露為或有負債，除非經濟利益流出的可能性極微。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(r) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Interest income

Interest income is recognised as it accrues using the effective interest method.

(ii) Rendering of services

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue from the rendering of services is recognised by reference to the stage of completion of the transaction based on the services performed to date as a percentage of the total services to be performed.

When the outcome of a transaction involving the rendering of services cannot be estimated reliably, revenue is recognised only to the extent of the costs incurred that it is probable be recoverable.

1 重大會計政策*(續)*

(r) 收益確認

收益乃按已收或應收代價的公允價值計量。倘本集團可能獲得經濟利益，且收益及成本(如適用)能可靠計量，則按下列方式於損益確認收益：

(i) 利息收入

利息收入按實際利息法累計確認。

(ii) 提供服務

倘涉及提供服務的交易的結果能可靠估計，則參考根據迄今所履行服務佔將履行服務總額的百分比計算的交易完成階段確認提供服務的收益。

倘涉及提供服務的交易的結果不能可靠估計，收益僅以可能可收回的成本為限予以確認。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(r) Revenue recognition *(Cont'd)*

(iii) Guarantee fee income

The amount of the guarantee is recognised when guarantee contracts have been made whereby the related guarantee obligation has been accepted, the economic benefits associated with the guarantee contracts will probably flow in, and the amount of revenue associated with guarantee contracts can be measured reliably. The fair value of the guarantee is initially recognised as deferred income and is amortised in profit or loss over the term of the guarantee as guarantee fee income (see Note 1(p)).

(iv) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

(v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

1 重大會計政策*(續)*

(r) 收益確認*(續)*

(iii) 擔保費收入

倘根據已作出的擔保合約，有關擔保責任獲接受，而與擔保合約有關的經濟利益可能將流入，且與擔保合約有關的收益金額能可靠計量，則會確認擔保數額。擔保公允價值初始確認為遞延收入並於擔保期內作為擔保費收入於損益攤銷(見附註1(p))。

(iv) 股息

非上市投資的股息收入於股東收取付款的權利確定時確認。

(v) 政府補助

倘可合理保證將收取政府補助且本集團將符合其附帶條件，則政府補助會於財務狀況表初始確認。補償本集團所產生的開支的補助於相關開支產生的相同期間系統地於損益確認為收入。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(s) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Renminbi ("RMB") at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

1 重大會計政策*(續)*

(s) 外幣換算

年內的外幣交易按交易日適用的外幣匯率換算。以外幣計值的貨幣資產及負債按報告期末適用的外幣匯率換算。匯兌收益及虧損於損益內確認。

以外幣歷史成本計量的非貨幣資產及負債使用於交易日適用的外幣匯率換算。按公允價值列賬的以外幣計值非貨幣資產及負債使用計量公允價值當日適用的外幣匯率換算。

境外業務的業績按與交易日適用的外幣匯率相若的匯率換算為人民幣(「人民幣」)。財務狀況表項目則按報告期末的收市外幣匯率換算為人民幣。所產生的匯兌差額在其他全面收入中確認，並在權益中的匯兌儲備分開累計。

於出售境外業務時，有關該境外業務的匯兌差額的累計金額於確認出售損益時從權益重新分類至損益。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(t) Related parties

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

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

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

(i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

1 重大會計政策*(續)*

(t) 關聯方

(a) 倘一名人士符合下列條件，則該名人士或其近親與本集團有關聯：

(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的主要管理層成員。

(b) 倘一個實體符合下列任何條件，則該實體與本集團有關聯：

(i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。

(ii) 一個實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(t) Related parties *(Cont'd)*

(b) An entity is related to the Group if any of the following conditions applies: *(Cont'd)*

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third party.

(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 indentified 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).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

1 重大會計政策*(續)*

(t) 關聯方*(續)*

(b) 倘一個實體符合下列任何條件，則該實體與本集團有關聯：*(續)*

(iii) 兩個實體均為同一第三方的合營企業。

(iv) 一個實體為第三方實體的合營企業，而另一實體為該第三方的聯營公司。

(v) 實體為本集團或與本集團有關聯的實體就僱員福利設立的離職福利計劃。

(vi) 實體受(a)所述人士控制或受共同控制。

(vii) (a)(i)所述人士對實體有重大影響或屬該實體(或該實體的母公司)的主要管理層成員。

某名人士的近親指在與該實體進行交易的過程中預計會影響該名人士或受其影響的家庭成員。

1 SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

(u) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial statements provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of services, the type or class of customers, the methods used to provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The directors did not determine the business component/reportable segments as the directors allocated resources to and assessed the performance of the Group's line of business through reviewing the financial information provided by each operating subsidiary.

The Company is an investment holding company and the principal place of the Group's operation is in the PRC. For the purpose of segment information disclosures under HKFRS 8, the Group regarded the PRC as its country of domicile. All the Group's revenue and non-current assets are principally attributable to the PRC, being the single geographical region.

1 重大會計政策*(續)*

(u) 分部報告

經營分部及財報表所呈報的各分部項目金額，乃根據就分配資源予本集團各業務及地區分部及評估其表現而定期提供予本集團最高層管理人員的財務報表而確定。

就財務申報而言，個別重要營運分部不會匯總呈報，除非有關分部具有類似經濟特徵以及在服務性質、客戶類型或類別、提供服務所採用的方式及監管環境性質方面類似。倘獨立而言並非屬重要的營運分部的上述大部分特徵相同，則可匯總呈報。

由於董事透過審閱各營運附屬公司所提供的財務資料而就本集團業務線分配資源及評估表現，故董事並無釐定業務分部／可報告分部。

本公司為投資控股公司及本集團的主要營業地點為中國。就香港財務報告準則第8號下的分部資料披露而言，本集團將中國視作其居住國。所有本集團收益及非流動資產主要歸屬於中國（即單一地區）。

2 ACCOUNTING JUDGEMENT AND ESTIMATES

Notes 24 and 26 contain information about the assumptions and their risk factors relating to fair value of options and financial instruments. Other key sources of estimation uncertainty are as follows:

(a) Provision of guarantee losses

The Group makes reasonable estimate on expense required to fulfil the relevant obligation of guarantee contracts when the Group computes the provisions of guarantee losses. Such estimation is made based on the available information as at the end of each reporting period and is determined by the Group's practical experience, default history of the business, taking into consideration of industry information and market data. It is possible that the practical experience and default history is not indicative of future loss on the guarantees issued. Any increase or decrease in the provision would affect profit or loss in future years.

(b) Impairment of trade and other receivables, factoring receivable and finance lease receivable

As described in Note 1(j), trade and other receivables, factoring receivable and finance lease receivable that are measured at amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. If any such evidence exists, impairment loss is provided. Objective evidence of impairment includes observable data that comes to the attention of the Group about loss events such as a significant decline in the estimated future cash flow of an individual debtor or the portfolio of debtors, and significant changes in the financial condition that have an adverse effect on the debtor. If there is an indication that there has been a change in the factors used to determine the provision for impairment, the impairment loss recognised in prior years is reversed or additional impairment charge is required.

2 會計判斷及估計

附註24及26載有購股權及金融工具公允價值的假設及風險因素，估計不確定因素的其他主要來源如下：

(a) 擔保虧損撥備

本集團於計算擔保虧損撥備時，為履行擔保合約的相關責任所需開支作出合理估計。該估計乃基於各報告期末所獲得的資料及本集團的實際經驗、業務違約記錄作出，經計及行業資料及市場數據。實際經驗及違約記錄可能不可用作未來已發出擔保虧損的指標。撥備的任何增減會影響未來年度的損益。

(b) 貿易及其他應收款項、保理應收款項及融資租賃應收款項減值

如附註1(j)所述，於各報告期末審閱按攤銷成本計量的貿易及其他應收款項、保理應收款項及融資租賃應收款項，以釐定是否有客觀的減值證據。倘存在任何該等證據，則計提減值虧損撥備。客觀的減值證據包括本集團發現有關虧損事件的可觀察數據，如個別債務人或一組債務人的估計未來現金流量大幅減少，對債務人有不利影響的重大財務狀況變動。倘有跡象顯示用於釐定減值撥備的因素變動，會撥回過往年度確認的減值虧損或需要計提額外減值費用。

3 REVENUE

The principal activities of the Group are the provision of financial leasing, guarantee and financial consultancy services. The amount of each significant category of revenue recognised during the year is as follows:

3 收益

本集團的主要業務為提供融資租賃、擔保及財務顧問服務。年內已確認的各重大類別收益的金額如下：

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Interest income from receivables from guarantee payments	應收違約擔保付款利息收入	(a)	**25,472**	—
Interest income from finance leasing	融資租賃利息收入		**16,732**	19,757
Interest income from factoring	保理利息收入		**4,744**	125
Interest income from down payments for investment	投資首付款利息收入		**2,913**	—
Less: interest expenses	減：利息開支		—	(374)
Net interest income	利息收入淨額		**49,861**	19,508
Service fee from consulting services	諮詢服務所得服務費		**26,729**	31,905
Guarantee fee income	擔保費收入			
– Income from financial guarantees	–融資擔保收入		**11,588**	22,008
– Income from litigation guarantees	–訴訟擔保收入		**207**	895
– Income from performance guarantees	–履約擔保收入		**2,400**	508
Less: re-guarantee fee	減：分擔保費		**(454)**	(2,225)
Net guarantee fee income	擔保費收入淨額		**13,741**	21,186
Total	總計		**90,331**	72,599

During 2016, the percentage of the Group's largest single customer's revenue was 29.01% of the Group's revenue (2015: 17.04%); while the percentage of the Group's top 5 customers' revenue was 68.20% (2015: 43.45%).

於二零一六年，本集團最大單一客戶的收益佔本集團收益的百分比為29.01%（二零一五年：17.04%），而本集團五大客戶的收益所佔百分比為68.20%（二零一五年：43.45%）。

(a) Pursuant to the agreements signed by the Group and guarantee customers, an aggregate interest income amounted to RMB25,472,000 was charged as interests of receivables from guarantee payments. On 17 August 2016, the Group received the interests.

(a) 根據本集團與違約擔保客戶簽署的協議，總額人民幣25,472,000元的利息收入乃為應收違約擔保付款而收取的利息。該些利息已於二零一六年八月十七日收取。

4 OTHER REVENUE

4 其他收益

		Note 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Interest income from bank deposits	銀行存款利息收入		**2,477**	4,530
Government grants	政府補助	(a)	**549**	954
Others	其他		**157**	—
Total	總計		**3,183**	5,484

(a) Guangdong Success Finance Guarantee Company Limited ("Success Guarantee") received funding support mainly from Ministry of Finance and the People's Government of Nanhai District of Foshan City. The entitlements of the government grants were under the discretion of the relevant government bureaus. The purpose of the government grants was to grant financial assistance to small and medium enterprises.

(a) 廣東集成融資擔保有限公司(「集成擔保」)主要從佛山市財政局及佛山市南海區人民政府獲取資金支持。政府補助乃由有關政府當局酌情授予。政府補助的目的為向中小型企業提供財務支持。

5 PROFIT BEFORE TAXATION

5 除稅前溢利

Profit before taxation is arrived at after (crediting)/charging:

除稅前溢利乃經(計入)／扣除以下各項後達致：

(a) Impairment and provision-(written back)/charged

(a) 減值及撥備(撥回)／扣除

		Note 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Provision written back for guarantees issued	就已發出擔保撥回撥備	19(a)	**(1,327)**	(4,471)
Impairment provision charged for	就以下各項扣除減值撥備			
– receivables from guarantee payments	–應收違約擔保付款	12(b) (i)	**3,972**	6,099
– factoring receivable	–保理應收款項	13(b)	**838**	237
– finance lease receivable	–融資租賃應收款項	14(b)	**(72)**	440
Total	總計		**3,411**	2,305

5 PROFIT BEFORE TAXATION *(Cont'd)* 5 除稅前溢利

(b) Staff costs (b) 員工成本

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	**23,041**	15,865
Contributions to defined contribution retirement plan	定額退休計劃供款	**1,132**	688
Equity settled share-based payment expenses	以權益結算以股份為基礎的付款開支	**1,160**	2,061
Total	總計	**25,333**	18,614

Pursuant to the relevant labour rules and regulations in the PRC, the PRC subsidiaries participate in defined contribution retirement benefit schemes (the "Schemes") organised by the local authority whereby the PRC subsidiaries are required to make contributions to the Schemes based on certain percentages of the eligible employees' salaries. The local government authority is responsible for the entire pension obligations payable to the retired employees.

根據中國相關勞動規則及規例，中國附屬公司參加了由地方機關組織的定額供款退休福利計劃(「有關計劃」)，據此中國附屬公司須向有關計劃按合資格僱員薪金某一百分比作出供款。地方政府機關負責向退休僱員支付全部退休金。

The Group has no other material obligations for payments of retirement and other post-retirement benefits of employees other than the contributions described above.

除作出上述供款外，本集團對支付退休金及其他僱員退休後福利並無其他重大責任。

(c) Other items (c) 其他項目

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Depreciation and amortisation	折舊及攤銷	**705**	627
Operating lease charges in respect of leasing of properties	物業租賃的經營租賃支出	**8,857**	5,837
Auditors' remuneration	核數師薪酬		
– audit services	－審核服務	**1,480**	1,350
– other services	－其他服務	**854**	864
Net foreign exchange loss	外匯虧損淨額	**1,408**	1,400

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

6 綜合損益表的所得稅

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 綜合損益表內的稅項指：

		Note 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Current tax	**即期稅項**			
Provision for PRC income tax for the year	年內中國所得稅撥備	18(a)	**13,683**	12,215
Deferred tax	**遞延稅項**			
Origination and reversal of temporary differences	產生及轉回暫時差異		**(705)**	(1,332)
Total	總計		**12,978**	10,883

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(b) 按適用稅率計算的稅項開支與會計溢利的對賬：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	**32,023**	35,216
Notional tax on profit before taxation, calculated at the rates applicable in the jurisdictions concerned	除稅前溢利的名義稅項，按所涉司法權區適用的稅率計算	**12,294**	9,950
Effect of non-deductible expenses	不可扣除開支的影響	**684**	933
Actual tax expense	實際稅項開支	**12,978**	10,883

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS *(Cont'd)*

(i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

(ii) No provision for Hong Kong Profits Tax has been made for the Company and the subsidiaries located in Hong Kong as the Company and the subsidiaries had not derived any income subject to Hong Kong Profits Tax during the year.

(iii) According to the PRC Corporate Income Tax ("CIT") Law that took effect on 1 January 2008, the Group's PRC subsidiaries are subject to PRC income tax at the statutory tax rate of 25%.

(iv) Pursuant to the CIT Law and its related regulations, non-PRC-resident enterprises are levied withholding tax at 10% (unless reduced by tax treaties/arrangements) on dividends receivable from PRC enterprises for profits earned since 1 January 2008. Distributions of earnings generated prior to 1 January 2008 are exempt from such withholding tax. As a part of the continuing evaluation of the Group's dividend policy, management considered that for the purpose of business development, the undistributed earnings from 1 January 2008 of the PRC subsidiaries amounted to RMB166,062,000 as at 31 December 2016 (2015: RMB113,418,000) will not be distributed in the foreseeable future. As such, no deferred tax liabilities were recognised in respect of the PRC withholding tax.

6 綜合損益表的所得稅*(續)*

(i) 根據開曼群島及英屬處女群島的規則及規例，本集團毋須在開曼群島及英屬處女群島繳納任何所得稅。

(ii) 於年內，由於本公司及在香港的附屬公司並無錄得任何須繳納香港利得稅的收入，故並未就本公司及附屬公司計提香港利得稅撥備。

(iii) 根據於二零零八年一月一日生效的中國企業所得稅(「企業所得稅」)法，本集團的中國附屬公司須按25%的法定稅率繳納中國所得稅。

(iv) 根據企業所得稅法及其相關法規，非中國居民企業須就中國企業自二零零八年一月一日後賺取的溢利應收股息按10%稅率繳納預扣稅(除非根據稅務條約／安排調低)。於二零零八年一月一日前產生的盈利分派獲豁免繳納有關預扣稅。作為本集團股息政策持續評估的一部分，管理層認為，為業務發展目的，中國附屬公司自二零零八年一月一日起至二零一六年十二月三十一日的未分派盈利人民幣166,062,000元(二零一五年：人民幣113,418,000元)不會於可預見未來分派。因此，並無就中國預扣稅確認遞延稅項負債。

7 DIRECTORS' REMUNERATION

Details of Directors' remuneration of the Group are disclosed as follows:

7 董事薪酬

本集團董事薪酬詳情如下：

		For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度					
		Directors' fees 董事袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼及實物福利 RMB'000 人民幣千元	Retirement scheme contributions 退休計劃供款 RMB'000 人民幣千元	Sub-total 小計 RMB'000 人民幣千元	Share-based payments (note (ii)) 以股份為基礎的付款（附註(ii)） RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Chairman and executive director	**主席兼執行董事**						
Mr. Zhang Tiewei	張鐵偉先生	103	—	—	103	—	103
Executive directors	**執行董事**						
Mr. Chen Hui	陳暉先生	103	2,628	28	2,759	—	2,759
Mr. Li Bin	李斌先生	103	269	25	397	134	531
Mr. Wang Xiong (note (i))	王雄先生（附註(i)）	33	2	—	35	—	35
Mr. Xu Kaiying (note (i))	徐凱英先生（附註(i)）	103	968	—	1,071	—	1,071
Non-executive directors	**非執行董事**						
Mr. He Darong	何達榮先生	103	—	—	103	—	103
Mr. Pang Haoquan	龐浩泉先生	103	—	—	103	—	103
Independent non-executive directors	**獨立非執行董事**						
Mr. Tsang Hung Kei	曾鴻基先生	103	—	—	103	—	103
Mr. Au Tien Chee Arthur	區天旂先生	103	—	—	103	—	103
Mr. Xu Yan	許彥先生	103	—	—	103	—	103
Mr. Zhou Xiaojiang (note (i))	周小江先生（附註(i)）	51	—	—	51	—	51
Total	**總計**	1,011	3,867	53	4,931	134	5,065

7 DIRECTORS' REMUNERATION *(Cont'd)* 7 董事薪酬*(續)*

		For the year ended 31 December 2015 截至二零一五年十二月三十一日止年度					
		Directors' fees 董事袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼及實物福利 RMB'000 人民幣千元	Retirement scheme contributions 退休計劃供款 RMB'000 人民幣千元	Sub-total 小計 RMB'000 人民幣千元	Share-based payments (note (ii)) 以股份為基礎的付款(附註(ii)) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Chairman and executive director	**主席兼執行董事**						
Mr. Zhang Tiewei	張鐵偉先生	96	—	—	96	—	96
Executive directors	**執行董事**						
Mr. Chen Hui	陳暉先生	96	2,458	26	2,580	—	2,580
Mr. Li Bin	李斌先生	96	290	23	409	200	609
Non-executive directors	**非執行董事**						
Mr. He Darong	何達榮先生	96	—	—	96	—	96
Mr. Xu Kaiying (note (i))	徐凱英先生(附註(i))	96	125	—	221	—	221
Mr. Pang Haoquan	龐浩泉先生	96	—	—	96	—	96
Independent non-executive directors	**獨立非執行董事**						
Mr. Tsang Hung Kei	曾鴻基先生	96	—	—	96	—	96
Mr. Au Tien Chee Arthur	區天旂先生	96	—	—	96	—	96
Mr. Xu Yan	許彥先生	96	—	—	96	—	96
Total	**總計**	864	2,873	49	3,786	200	3,986

7 DIRECTORS' REMUNERATION *(Cont'd)*

(i) Mr. Wang Xiong was appointed as an executive director with effect from 4 July 2016 and resigned with effect from 20 October 2016. Mr. Xu Kaiying was re-designated as an executive director with effect from 4 July 2016 and Mr. Zhou Xiaojiang was appointed as an independent non-executive director with effect from 4 July 2016.

(ii) Share-based payments

These represent the estimated value of share options granted to the director under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in Note 1(n) (ii).

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph "Share option scheme" in the Note 24.

7 董事薪酬*(續)*

(i) 王雄先生於二零一六年七月四日獲委任為執行董事，並於二零一六年十月二十日辭任。徐凱英先生於二零一六年七月四日調任執行董事，而周小江先生於二零一六年七月四日獲委任為獨立非執行董事。

(ii) 以股份為基礎的付款

該等付款指根據本公司購股權計劃授予董事的購股權的估計價值。該等購股權的價值乃根據附註1(n)(ii)所載的本集團關於以股份為基礎的付款的會計政策計量。

該等實物福利的詳情，包括已授出購股權的主要條款及數目，於附註24的「購股權計劃」一段中披露。

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with highest emolument, two (2015: two) are directors whose emoluments are disclosed in Note 7. The aggregate of the emoluments in respect of the other three (2015: three) individuals are as follows:

8 最高薪酬人士

五名最高薪酬人士中，有兩名(二零一五年：兩名)為董事，其薪酬於附註7披露。有關其他三名(二零一五年：三名)人士的薪酬總額如下：

		2016 **二零一六年** **RMB'000** **人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他薪酬	**3,915**	1,840
Contributions to defined contribution retirement plan	定額退休計劃供款	**67**	73
Share-based payments	以股份為基礎的付款	**63**	94
Total	總計	**4,045**	2,007

The emoluments of the three (2015: three) individuals with the highest emoluments are within the following bands:

三名(二零一五年：三名)最高薪酬人士的薪酬介乎下列範圍：

		2016 **二零一六年**	2015 二零一五年
Nil-HK$1,000,000	零至1,000,000港元	**1**	3
HK$1,000,000-HK$2,000,000	1,000,000港元至2,000,000港元	**1**	—
HK$2,000,000-HK$3,000,000	2,000,000港元至3,000,000港元	**1**	—

9 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB19,353,000 (2015: RMB24,647,000) and the weighted average of 487,336,000 ordinary shares (2015: 447,375,000 ordinary shares) in issue during the year, calculated as follows:

9 每股盈利

(a) 每股基本盈利

每股基本盈利乃根據截至二零一五年十二月三十一日止年度本公司普通股股東應佔溢利人民幣19,353,000元（二零一五年：人民幣24,647,000元）及已發行普通股加權平均數487,336,000股（二零一五年：447,375,000股）計算，如下所示：

Weighted average number of ordinary shares

普通股的加權平均數目

		Note 附註	**2016 二零一六年 '000 千股**	2015 二零一五年 '000 千股
Issued ordinary shares at 1 January	於一月一日的已發行普通股		**474,914**	414,044
Effect of shares issued by share option exercised	已行使購股權所發行股份的影響	25(c) (iii)	**250**	525
Effect of shares issued by placing of new shares	股份配售所發行股份的影響	25(c) (ii)	**12,172**	32,877
Effect of shares repurchased by the Company	本公司所購回股份的影響	25(c) (iv)	—	(71)
Weighted average number of ordinary shares at 31 December	於十二月三十一日的普通股加權平均數目		**487,336**	447,375

9 EARNINGS PER SHARE *(Cont'd)*

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB19,353,000 (2015: RMB24,647,000) and the weighted average number of ordinary shares of 488,006,000 shares (2015: 450,431,000 shares), calculated as follows:

9 每股盈利*(續)*

(b) 每股攤薄盈利

每股攤薄盈利乃根據本公司普通股股東應佔溢利人民幣19,353,000元(二零一五年：人民幣24,647,000元)及488,006,000股(二零一五年：450,431,000股)普通股加權平均數計算如下：

		2016 **二零一六年** **'000** **千股**	2015 二零一五年 '000 千股
Weighted average number of ordinary shares at 31 December	於十二月三十一日的普通股加權平均數目	**487,336**	447,375
Effect of deemed issue of shares under the Group's share option scheme (Note 24)	本集團購股權計劃下視作發行股份的影響(附註24)	**670**	3,056
Weighted average number of ordinary shares (diluted) at 31 December	於十二月三十一日的普通股(攤薄)加權平均數目	**488,006**	450,431

10 CASH AND BANK DEPOSITS

10 現金及銀行存款

		31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Demand deposits and term deposits with banks with original maturity less than three months	活期存款及原到期日少於三個月的定期存款	**156,086**	182,439
Bank deposit with original maturity over three months	原到期日超過三個月的銀行存款	**1,600**	—
Restricted customer pledged deposits	受限制客戶擔保保證金	**67**	72
Cash in hand	現金	**87**	197
Cash and bank deposits in the consolidated statement of financial position	綜合財務狀況表內的現金及銀行存款	**157,840**	182,708
Bank deposit with original maturity over three months	原到期日超過三個月的銀行存款	**(1,600)**	—
Restricted customer pledged deposits	受限制客戶擔保保證金	**(67)**	(72)
Cash and cash equivalents in the consolidated cash flow statement	綜合現金流量表內的現金及現金等價物	**156,173**	182,636

Pursuant to the Implementing Rules for the Administration of Financial Guarantee Companies promulgated by the People's Government of the Guangdong Province on 27 September 2010 and the Notice on Regulating the Management of Customer Pledged Deposits of Financial Guarantee Institutions announced by the Joint Committee for the Regulation of the Financial Guarantee Industry on 15 April 2012, the Group is required to set up certain arrangements to manage the customers' pledged deposits by 31 March 2011. The arrangements include: (i) enter into tripartite custodian agreement among lending bank, customer and the Group for ensuring the entrustment of lending bank to manage the deposits; (ii) deposit the pledged deposit received from the customer into a designated custodian bank account; and (iii) such deposit is not available for use by the Group.

根據廣東省人民政府於二零一零年九月二十七日頒佈的《融資性擔保公司管理暫行辦法》實施細則及融資性擔保業務監管部際聯席會議於二零一二年四月十五日下發的《關於規範融資性擔保機構客戶擔保保證金管理的通知》，本集團須於二零一一年三月三十一日前設立若干安排以管理客戶擔保保證金。有關安排包括：(i)貸款銀行、客戶與本集團間訂立三方託管協議，確保委託貸款銀行管理保證金；(ii)從客戶收取的擔保保證金存入指定託管銀行賬戶；及(iii)本集團不可使用有關保證金。

10 CASH AND BANK DEPOSITS *(Cont'd)*

In order to comply with the aforesaid rules and regulations, the Group had set up internal guidelines which were adopted by the Group in May 2012. However, the aforesaid rules and regulations are not enforceable to banks and the Group could not enter into tripartite custodian arrangement with certain lending banks. As at 31 December 2016 and 2015, customer pledged deposits of RMB62,000 and RMB68,000respectively were deposited into a designated bank account under two tripartite custodian arrangements. For those guarantee services without setting up tripartite custodian arrangements, the Group has maintained the restricted customer pledged deposits received in the Group's bank accounts. As at 31 December, the restricted customer pledged deposits received were maintained as follows:

10 現金及銀行存款*(續)*

為遵守上述規則及法規，本集團已制定並於二零一二年五月採納內部指引。然而，上述規則及法規不可對銀行強制執行，而本集團未能與若干貸款銀行簽訂三方託管安排。於二零一六年及二零一五年十二月三十一日，根據兩份三方託管安排存入指定銀行賬戶的客戶擔保保證金分別為人民幣62,000元及人民幣68,000元。就該等並無設立三方託管安排的擔保服務而言，本集團已於本集團銀行賬戶管理所收取的受限制客戶擔保保證金。於十二月三十一日，維持所收取的受限制客戶擔保保證金如下：

		31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Designated custodian bank accounts	指定託管銀行賬戶	**62**	68
The Group's bank accounts	本集團的銀行賬戶	**5**	4
Total	總計	**67**	72

11 PLEDGED BANK DEPOSITS

Pledged bank deposits represent the deposits pledged to banks for the financial guarantees that the Group provides to the customers for their borrowing from banks.

11 已質押銀行存款

已質押銀行存款指已質押予多家銀行的存款，用作本集團就客戶向多家銀行的借款而向之提供的融資擔保。

12 TRADE AND OTHER RECEIVABLES

12 貿易及其他應收款項

		Note 附註	31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Receivables from guarantee payments	應收違約擔保付款	(i)	**227,380**	177,925
Less: allowances for doubtful debts	減：呆賬撥備	(a)/(b)(i)	**(11,511)**	(12,797)
			215,869	165,128
Trade debtors from guarantees	來自擔保的應收賬款		**195**	42
Trade debtors from consultancy services	來自顧問服務的應收賬款		**10,573**	3,427
			10,768	3,469
Trade receivables	貿易應收款項		**226,637**	168,597
Down payments for investments	投資首付款	(ii)	**74,850**	74,300
Deposit and other receivables (Net of impairment provision)	按金及其他應收款項（扣除減值撥備）	(d)	**24,048**	5,010
Amounts due from related parties	應收關聯方款項		**2,734**	2,730
			328,269	250,637
Prepayments to a related party	支付予一名關聯方的預付款項	(e)	**6,107**	6,107
Deferred expenses	遞延開支		**5,964**	5,984
Prepayment for re-guarantee fees	預付分擔保費		**903**	245
Mortgage assets	抵押資產		**443**	412
Others	其他		**3,262**	2,422
Total	總計		**344,948**	265,807

12 TRADE AND OTHER RECEIVABLES *(Cont'd)*

(i) Receivables from guarantee payments represented payments made by the Group to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurred because the customers fail to make payments when due in accordance with the terms of the corresponding debt instruments. Receivables from guarantee payments were interest bearing and the Group holds certain collaterals over certain customers.

During the twelve months ended 31 December 2016, the Group disposed of receivables from guarantee payments amounted to RMB 36,910,000 (with allowances for doubtful debts of RMB 1,980,000), without recourse at consideration amounted to RMB 34,930,000.

(ii) Down payments for investments represented the down payments for the acquisition projects that the Group is conducting.

(a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables (net of allowances for doubtful debts), based on the guarantee income recognition date or advance payment date, is as follows:

12 貿易及其他應收款項*(續)*

(i) 應收違約擔保付款指由本集團作出的付款，以補償擔保的受益人(「持有人」)因客戶未能根據相應債務工具的條款償付到期債務而產生的損失。應收違約擔保付款為計息款項，且本集團針對若干客戶持有若干抵押品。

截至二零一六年十二月三十一日止十二個月，本集團出售金額為人民幣36,910,000元(其中已計提呆賬撥備人民幣1,980,000元)的應收違約擔保付款，並無追索權，對價為人民幣34,930,000元。

(ii) 投資首付款指本集團正在進行的收購項目的首付款。

(a) 賬齡分析

截至報告期末，按擔保收入確認日期或往來款付款日期計算，貿易應收款項(扣除呆賬撥備)的賬齡分析如下：

		Note 附註	**31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元**	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Within 1 month	1個月內		**1,506**	10,670
Over 1 month but less than 3 months	1個月以上但不超過3個月		**5,860**	9,050
Over 3 months but less than 1 year	3個月以上但不超過1年		**93,278**	114,930
More than 1 year	1年以上		**137,504**	46,744
Total	總計		**238,148**	181,394
Less: allowances for doubtful debts	減：呆賬撥備	(b) (i)	**(11,511)**	(12,797)
Total	總計		**226,637**	168,597

12 TRADE AND OTHER RECEIVABLES *(Cont'd)*

(b) Impairment of trade and other receivables

Impairment losses in respect of trade and other receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against debtors directly (see Note 1(j)).

(i) The movement in the allowances for receivables from guarantee payments during the year is as follows:

12 貿易及其他應收款項*(續)*

(b) 貿易及其他應收款項減值

貿易及其他應收款項的減值虧損採用撥備賬入賬，除非本集團信納不太可能收回有關款項，在該情況下，該減值虧損將直接自應收賬款中撇銷(請參閱附註1(j))。

(i) 年內來自應收違約擔保付款撥備的變動如下：

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日		**12,797**	8,649
Charged	扣除	5(a)	**3,972**	6,099
Written off	核銷		**(3,278)**	(1,951)
Disposal during the year	年內出售		**(1,980)**	—
At 31 December	於十二月三十一日		**11,511**	12,797

At 31 December 2016, the Group's debtors of RMB 31,765,000 (2015: RMB25,664,000) of receivables from guarantee payments were individually determined to be impaired. The individually impaired receivables related to customers or other parties that were in financial difficulties and management assessed that the receivables are not expected to be fully recovered. Consequently, specific allowances for the doubtful debts were recognised.

於二零一六年十二月三十一日，本集團應收違約擔保付款人民幣31,765,000元(二零一五年：人民幣25,664,000元)被釐定為個別減值。個別減值應收款項與出現財政困難的客戶或其他各方有關，而管理層評估該等應收款項預期無法悉數收回。因此，就呆賬確認具體撥備。

12 TRADE AND OTHER RECEIVABLES *(Cont'd)*

(b) Impairment of trade and other receivables *(Cont'd)*

(ii) The movement in the allowances for other receivables during the year is as follows:

At 31 December 2015 and 2016, the Group's other receivables of RMB6,100,000 were individually determined to be impaired. The individually impaired receivables related to debtors that were in financial difficulties and management assessed that the receivables are not expected to be fully recovered. Consequently, specific allowances for the doubtful debts were recognised with consideration of fair value of those debtors' own assets. Based on the management's assessment as at 31 December 2016, there were no changes in the allowances for other receivables as at 31 December 2016.

12 貿易及其他應收款項*(續)*

(b) 貿易及其他應收款項減值*(續)*

(ii) 年內其他應收款項撥備的變動如下：

於二零一五年及二零一六年十二月三十一日，本集團為數人民幣6,100,000元的其他應收款項被釐定為個別減值。個別減值應收款項與出現財政困難的債務人有關，而管理層評估該等應收款項預期無法悉數收回。因此，在計及該等債務人自有資產的公允價值後就呆賬確認具體撥備。根據管理層於二零一六年十二月三十一日的估計，於二零一六年十二月三十一日，其他應收款項的撥備並無變動。

12 TRADE AND OTHER RECEIVABLES *(Cont'd)*

12 貿易及其他應收款項*(續)*

(c) Trade receivables that are not impaired

(c) 未減值的客戶貿易應收款項

		31 December 2016 二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 二零一五年十二月三十一日 RMB'000 人民幣千元
Neither past due nor impaired	既無逾期亦無減值	**3,484**	3,469
Less than 3 months past due	逾期不足3個月	**8,016**	18,502
More than 3 months but less than 12 months past due	逾期超過3個月但不足12個月	**84,987**	107,088
More than 12 months	超過12個月	**109,896**	26,671
Total	總計	**206,383**	155,730

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history default.

既無逾期亦無減值的應收款項與多類並無近期違約記錄的客戶有關。

Receivables that were past due but not impaired relate to a number of independent customers of whom the Group has continuously monitored their credit status. Based on the credit assessment, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and these balances are pledged by certain assets of these customers. Therefore, the balances are still considered fully recoverable.

已逾期但並無減值的應收款項與本集團一直持續監督其信貸狀況的眾多獨立客戶有關。根據信貸評估，由於信貸質素並無重大改變，且有關結餘由該等客戶的若干資產作為抵押，故管理層認為毋須就該等結餘作出任何減值撥備。因此，有關結餘仍被視為可全額收回。

(d) Deposit and other receivables (net of impairment provision)

(d) 按金及其他應收款項(扣除減值撥備)

		Note 附註	**31 December 2016 二零一六年十二月三十一日 RMB'000 人民幣千元**	31 December 2015 二零一五年十二月三十一日 RMB'000 人民幣千元
Deposit and other receivables	按金及其他應收款項		**30,148**	11,110
Less: allowances for other receivables	減：其他應收款項撥備	a/b	**(6,100)**	(6,100)
			24,048	5,010

12 TRADE AND OTHER RECEIVABLES *(Cont'd)*

(e) Prepayments to a related party

On 6 April 2012, Success Guarantee entered into an agreement with Foshan Success Finance Group Co., Ltd. ("Foshan Finance"). On 12 October 2012, Success Asset entered into a tripartite agreement with Foshan Finance and a third party, who is a constructor. These agreements are related to acquisition of properties from Foshan Finance by Success Guarantee and Success Asset at a total consideration of RMB54,300,000. The properties are floors of a commercial building located in Foshan, the PRC, and will be held for own use by the Group. According to the agreements, Foshan Finance acts as the representative to lead the whole tender and development process, while the construction of the commercial building is subcontracted to the constructor by Foshan Finance. The properties will be transferred to the Group upon the expected date of completion of the construction in 2016. On 21 October 2013, Success Guarantee entered into a supplementary agreement with Foshan Finance, and Success Asset entered into a supplementary tripartite agreement with Foshan Finance and the constructor. Pursuant to these supplementary agreements, in the event that the Group revokes the agreements as a result of Foshan Finance's failure or delay in the transfer of the premises, the prepayments of RMB6,107,000 will be fully refundable from Foshan Finance together with a default interest payment of 10% per annum.

In December 2015, Success Guarantee entered into a supplementary memorandum with Foshan Finance. Pursuant to the supplementary memorandum, Success Guarantee agreed to delay the expected date of the transfer of the premises, as the construction progress was delayed by the changes of municipal planning of Foshan in 2015. Success Guarantee reserved the rights of revoking the agreements as a result of Foshan Finance's failure or further delay in the transfer of the premises, and the prepayments of RMB6,107,000 will be fully refundable from Foshan Finance together with a default interest payment of 10% per annum.

12 貿易及其他應收款項*(續)*

(e) 支付予一名關聯方的預付款項

於二零一二年四月六日，集成擔保與佛山市集成金融集團有限公司(「佛山金融」)訂立一份協議。於二零一二年十月十二日，集成資產與佛山金融及一名第三方(為建築商)訂立一份三方協議。該等協議與集成擔保及集成資產以總代價人民幣54,300,000元向佛山金融收購物業有關。有關物業指一幢位於中國佛山市的商業樓宇的數個樓層，將由本集團持作自用。根據該等協議，佛山金融會擔任代表，負責整個投標及開發過程，且佛山金融會將商業樓宇的建設工程分包予建築商。有關物業將於二零一六年預期建設完工日期轉交予本集團。於二零一三年十月二十一日，集成擔保與佛山金融訂立一份補充協議，而集成資產與佛山金融及建築商訂立一份補充三方協議。根據該等補充協議，倘本集團因佛山金融未能轉交該物業或有所延誤而撤回協議，預付款項人民幣6,107,000元連同每年10%的違約利息付款將悉數從佛山金融退回。

於二零一五年十二月，集成擔保與佛山金融訂立一份補充備忘錄。根據該補充備忘錄，由於二零一五年建設進度因佛山市的市政規劃變更而推遲，集成擔保同意將移交物業的預計日期延期。集成擔保保留因佛山金融未能移交物業或再次延誤而撤回有關協議的權利，而預付款項人民幣6,107,000元連同每年10%的違約利息付款將悉數從佛山金融退回。

12 TRADE AND OTHER RECEIVABLES *(Cont'd)*

(d) Prepayments to a related party *(Cont'd)*

On 25 January 2017, Success Guarantee entered into the JV Agreement with seven entities, pursuant to which the parties agreed to establish the JV Company in the PRC and transfer their respective interests in the above properties to the JV Company. The parties expect to invest a total of RMB200,000,000 into the JV Company by contributing to its registered capital. Pursuant to the JV Agreement, Success Guarantee agreed to contribute RMB7,000,000 representing 3.5% of the registered capital of the JV Company, comprising the contribution of a 3.5% interest in the above properties and RMB159,000 in cash to the JV Company. The main purpose of establishing the JV Company is to increase the efficiency of the construction and development of the above properties.

12 貿易及其他應收款項*(續)*

(e) 支付予一名關聯方的預付款項*(續)*

二零一七年一月二十五日，集成擔保與七家實體訂立合營企業協議，據此，各訂約方同意在中國設立合營企業，並將各自於上述物業的權益轉讓予合營企業。各訂約方預期通過向註冊資本出資，於合營企業投資合共人民幣200,000,000元。根據合營企業協議，集成擔保同意出資人民幣7,000,000元（包括向合營企業提供上述物業的3.5%權益及現金人民幣159,000元），佔合營企業註冊資本的3.5%。成立合營企業主要旨在加快上述物業的建設及開發進度。

13 FACTORING RECEIVABLE

13 保理應收款項

		Note 附註	**31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元**	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Factoring receivable	保理應收款項		**91,950**	20,000
Interest receivable from factoring receivable	保理應收款項應收利息		**1,394**	125
Less: allowances for factoring receivable	減：保理應收款項撥備	(a)/(b)	**(1,075)**	(237)
			92,269	19,888

13 FACTORING RECEIVABLE *(Cont'd)*

13 保理應收款項*(續)*

(a) Ageing analysis

(a) 賬齡分析

As of the end of the reporting period, the ageing analysis of factoring receivable, based on the agreed date in contracts, is as follows:

截至報告期末，按合約內協定日期計算，保理應收款項的賬齡分析如下：

		31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Within 1 month	1個月內	**1,264**	20,125
Over 1 month but less than 3 months	1個月以上但不超過3個月	**10,680**	—
Over 3 months but less than 1 year	3個月以上但不超過1年	**61,400**	—
More than 1 year	1年以上	**20,000**	—
Total	總計	**93,344**	20,125
Less: allowances for factoring receivable	減：保理應收款項撥備	**(1,075)**	(237)
Total	總計	**92,269**	19,888

13 FACTORING RECEIVABLE *(Cont'd)*

(b) Impairment of factoring receivable

Impairment losses in respect of factoring receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against debtors directly (see Note 1(j)).

The movement in the allowances for factoring receivable during the year is as follows:

13 保理應收款項*(續)*

(b) 保理應收款項減值

保理應收款項的減值虧損採用撥備賬入賬，除非本集團信納不太可能收回有關款項，在該情況下，該減值虧損將直接自應收賬款中撇銷(請參閱附註1(j))。

年內保理應收款項撥備的變動如下：

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日		**237**	—
Charged	扣除	5(a)	**838**	237
At 31 December	於十二月三十一日		**1,075**	237

At 31 December 2016, the Group's debtors of RMB91,950,000 (31 December 2015:RMB20,000,000) of factoring receivable were collectively determined to be impaired.

於二零一六年十二月三十一日，本集團保理應收款項人民幣91,950,000元(二零一五年十二月三十一日：人民幣20,000,000元)被釐定為共同減值。

14 FINANCE LEASE RECEIVABLE

14 融資租賃應收款項

		31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Amount due from lessees	應收承租人款項	**176,666**	187,047
Less: unearned finance income	減：未實現融資收入	**(9,281)**	(15,987)
Less: allowances for finance lease receivable	減：融資租賃應收款項撥備	**(1,957)**	(2,029)
		165,428	169,031

(a) The table below analyses the Group's finance lease receivable by relevant maturity grouping at the end of the reporting period:

(a) 下表分析於報告期末按相關到期組別劃分的本集團融資租賃應收款項：

		2016 二零一六年		2015 二零一五年	
		Present value of the minimum lease payments 最低租賃款項現值	**Total minimum lease payments 最低租賃款項總額**	Present value of the minimum lease payments 最低租賃款項現值	Total minimum lease payments 最低租賃款項總額
Overdue	逾期	**25,586**	**25,586**	—	—
Within 1 year	一年內	**123,844**	**132,464**	93,185	105,091
After 1 year but within 5 years	一年後但於五年內	**17,955**	**18,616**	77,875	81,956
Total	總計	**167,385**	**176,666**	171,060	187,047
Impairment allowances: collectively assessed	減值撥備：綜合評估	**(1,957)**	**(1,957)**	(2,029)	(2,029)
Net investment in finance lease receivable	融資租賃投資淨額應收款項	**165,428**	**174,709**	169,031	185,018

14 FINANCE LEASE RECEIVABLE *(Cont'd)*

14 融資租賃應收款項*(續)*

(b) Impairment provision charged for finance lease receivable

(b) 就融資租賃應收款項扣除減值撥備

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日		**2,029**	1,589
(Written back)/charged	（撥回）／扣除	5(a)	**(72)**	440
At 31 December	於十二月三十一日		**1,957**	2,029

(c) An analysis of the overdue finance lease receivable is as follows:

(c) 已逾期融資租賃應收款項的分析如下：

		2016 二零一六年				2015 二零一五年			
		Overdue within 3 months 逾期不足三個月	**Overdue over 3 months but within 1 year 逾期三個月以上但不足一年**	**Over 1 year 一年以上**	**Total 總計**	Overdue within 3 months 逾期不足三個月	Overdue over 3 months but within 1 year 逾期三個月以上但不足一年	Over 1 year 一年以上	Total 總計
Finance lease receivables	融資租賃應收款項	**18,080**	**7,506**	**—**	**25,586**	—	—	—	—

15 INVESTMENTS IN SUBSIDIARIES

The following list contains the particulars of subsidiaries of the Group.

15 於附屬公司的投資

以下列表載有本集團附屬公司的詳情。

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立／成立的地點及日期	Fully paid up capital 已繳足資本	Proportion of ownership interest 所有權權益比例 Group's effective interest 本集團的實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	Principal activities 主要業務
Double Chance Developments Limited ("Double Chance")	BVI 8 February 2012 英屬處女群島 二零一二年二月八日	1 share of USD1 each 1股每股面值1美元股份	100%	100%	—	Investment holding 投資控股
Yes Success Limited ("Yes Success")	BVI 3 June 2015 英屬處女群島 二零一五年六月三日	1 share of USD1 each 1股每股面值1美元的股份	100%	100%	—	Investment holding 投資控股
China Success Capital Limited ("Success Capital")	BVI 29 June 2016 英屬處女群島 二零一六年六月二十九日	1 share of USD1 each 1股每股面值1美元的股份	100%	100%	—	Investment holding 投資控股
China Success Finance Holdings Limited ("Success Finance") 中國集成金融控股有限公司(「集成金融」)	Hong Kong 18 November 2011 二零一一年十一月十八日	10,000 shares of HKD1 each 10,000股每股面值1港元的股份	100%	—	100%	Investment holding 投資控股
China Success Capital (HK) Limited ("Success Capital (HK)") 中國金融發展(香港)有限公司(「中金發展(香港)」)	Hong Kong 1 August 2016 香港 二零一六年八月一日	—	100%	—	100%	Provision of asset management and merger services outside the PRC 於中國境外提供資產管理及合併服務
Guangdong Success Asset Management Company Limited ("Success Asset") 廣東集成資產管理有限公司(「集成資產」)	The PRC 23 June 2004 中國 二零零四年六月二十三日	RMB125,270,000 人民幣125,270,000元	99%	—	99%	Provision of asset management and financial consultancy services in the PRC 投資控股

15 INVESTMENTS IN SUBSIDIARIES *(Cont'd)* 15 於附屬公司的投資*(續)*

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立／成立的地點及日期	Fully paid up capital 已繳足資本	Proportion of ownership interest: Group's effective interest 本集團的實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	Principal activities 主要業務
Guangdong Success Finance Guarantee Company Limited ("Success Guarantee") 廣東集成融資擔保有限公司(「集成擔保」)	The PRC 26 December 1996 中國 一九九六年十二月二十六日	RMB330,000,000 人民幣 330,000,000元	99%	—	100%	Provision of financial guarantee services in the PRC 在中國提供融資擔保服務
Shenzhen Success Financial Leasing Company Limited ("Success Financial Leasing") 深圳市集成融資租賃有限公司(「集成融資租賃」)	The PRC 6 June 2014 中國 二零一四年六月六日	USD28,000,000 28,000,000美元	100%	—	100%	Provision of financial leasing services in the PRC 在中國提供融資租賃服務
Shenzhen Success Equity Investment Fund Management Limited ("Success Equity Fund") 深圳集成股權投資基金管理有限公司(「集成股權基金」)	The PRC 6 September 2014 中國 二零一四年九月六日	RMB15,000,000 人民幣 15,000,000元	100%	—	100%	Equity investment in the PRC 在中國進行股權投資
Shenzhen Success Number One Equity Investment Fund ("Success Fund") 深圳市集成一號股權投資基金中心(「集成基金」)	The PRC 14 January 2015 中國 二零一五年一月十四日	RMB129,000,000 人民幣 129,000,000元	100%	—	100%	Equity investment in the PRC 在中國進行股權投資
Shenzhen Qianhai Success Housing Wealth Management Company Limited ("Qianhai Success Housing") 深圳前海集成房圈財富管理有限公司(「前海集成房圈」)	The PRC 8 July 2015 中國 二零一五年七月八日	RMB41,000,000 人民幣 41,000,000元	100%	—	100%	Provision of real estate financial services in the PRC 在中國提供房地產融資服務
Foshan Success Financial Services Outsouring Limited ("Success Financial Services") 佛山市集成金融服務外包有限公司(「集成金服」)	The PRC 15 October 2015 中國 二零一五年十月十五日	RMB30,000,000 人民幣 30,000,000元	60%	—	60%	Provision of real estate financial services in the PRC 在中國提供房地產融資服務

16 INTEREST IN ASSOCIATES

The following list contains the particulars of the associates, which are unlisted corporate entities whose quoted market price is not available:

16 於聯營公司的權益

以下列表載有該聯營公司的詳情，該聯營公司為非上市公司實體，無法獲取其市場報價：

Name of associate 聯營公司名稱	Form of business structure 商業架構形式	Place of incorporation and operation 註冊成立及營運地點	Fully paid up capital 繳足資本	Proportion of ownership interest 所有權權益比例 Group's effective interest 本集團的實際權益	Proportion of ownership interest 所有權權益比例 Held by a subsidiary 由附屬公司持有	Principal activity 主要業務
Foshan Chancheng Success Micro Credit Co., Ltd. ("Success Credit") 佛山市禪城集成小額貸款有限公司*（「集成貸款」）	Incorporated 註冊成立	The PRC 中國	RMB250,000,000 人民幣250,000,000元	27.01%	27.28%	Micro credit financing 小額信貸融資
Guangzhou Hengsheng Fund Management Co., Ltd. ("Guangzhou Hengsheng") 廣州恒晟基金管理有限公司*（「廣州恒晟」）	Incorporated 註冊成立	The PRC 中國	RMB20,000,000 人民幣20,000,000元	40% (Note 1) （附註1）	40%	Equity Fund Management 股權基金管理
Guangzhou Chenghuijiin Investment Management Partnership ("Guangzhou Chenghuijin") 廣州成匯金投資管理合夥企業*（「廣州成匯金」）	Partnership 合夥企業	The PRC 中國	RMB10,000,000 人民幣10,000,000元	32%	32%	Investment Management (Note 2) 投資管理 （附註2）

16 INTEREST IN ASSOCIATES *(Cont'd)*

16 於聯營公司的權益*(續)*

Name of associate 聯營公司名稱	Form of business structure 商業架構形式	Place of incorporation and operation 註冊成立及營運地點	Fully paid up capital 繳足資本	Proportion of ownership interest 所有權權益比例 Group's effective interest 本集團的實際權益	Proportion of ownership interest 所有權權益比例 Held by a subsidiary 由附屬公司持有	Principal activity 主要業務
Guangzhou Rongdacheng Information Technology Service Co., Ltd. ("Guangzhou Rongdacheng") 廣州融達成信息技術服務有限公司* (「廣州融達成」)	Incorporated 註冊成立	The PRC 中國	RMB8,000,000 人民幣8,000,000元	30% (Note 3) (附註3)	30%	Information Technology 信息技術
Foshan Foying Shunyang Construction Co.Ltd. ("Foying Shunyang") 佛山市佛盈順洋建築工程有限公司* (「佛盈順洋」)	Incorporated 註冊成立	The PRC 中國	—	30% (Note 4) (附註4)	30%	Construction 建造

* The English translation of the names is for reference only. The official names of the entities are in Chinese.

* 英文翻譯僅供參考。該些公司的官方名稱為中文。

Note 1 Together with the other two entities, Success Fund established Guangzhou Hengsheng on 23 November 2015. Success Fund had fully paid up its subscribed capital of RMB20,000,000, accounted for 40% of the total subscribed capital of three shareholders.

附註1 二零一五年十一月二十三日，集成基金與其他兩家實體成立廣州恒晟。集成基金已繳足其認繳的人民幣20,000,000元，佔三位股東總認繳的40%。

Note 2 Together with the other three partners, Success Fund entered into a partnership agreement and established Guangzhou Chenghuijin as a general partner on 1 February 2016.

附註2 二零一六年二月一日，集成基金作為普通合夥人與其他三名合作夥伴簽訂合夥協議並成立廣州成匯金。

Note 3 Together with the other two entities and two persons, Success Fund established Guangzhou Rongdacheng on 20 July 2016. Success Fund had fully paid up its subscribed capital of RMB3,000,000, accounted for 30% of the total subscribed capital.

附註3 二零一六年七月二十日，集成基金與其他兩家實體及兩名人士成立廣州融達成。集成基金已繳足其認繳的人民幣3,000,000元，佔認繳總額的30%。

Note 4 Together with the other two entities, Success Fund established Foying Shunyang on 25 August 2016. Success Fund had subscribed capital of RMB2,400,000, accounted for 30% of the total subscribed capital.

附註4 二零一六年八月二十五日，集成基金與其他兩家實體成立佛盈順洋。集成基金已認繳人民幣2,400,000元，佔認繳總額的30%。

All of the above associates are accounted for using the equity method in the consolidated financial statements.

上述所有聯營公司乃使用權益法於綜合財務報表入賬。

16 INTEREST IN ASSOCIATES *(Cont'd)*

(a) Summarised financial information of the Success Credit as a material associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

16 於聯營公司的權益*(續)*

(a) 下文披露重要聯營公司集成貸款的財務資料概要，其已就會計政策的差異作出調整且與綜合財務報告所載賬面值對賬：

		31 December 2016 於二零一六年十二月 三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月 三十一日 RMB'000 人民幣千元
Gross amounts of the associate's	*聯營公司的總額*		
Current assets	流動資產	**366,345**	417,511
Non-current assets	非流動資產	**41,645**	42,433
Current liabilities	流動負債	**(124,601)**	(175,927)
Equity	權益	**283,389**	284,017

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Revenue	收益	**41,268**	70,029
Expenses	開支	**(41,896)**	(50,944)
Total comprehensive income	全面收入總額	**(628)**	19,085

16 INTEREST IN ASSOCIATES *(Cont'd)*

(a) Summarised financial information of the Success Credit as a material associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below: *(Cont'd)*

16 於聯營公司的權益*(續)*

(a) 下文披露重要聯營公司集成貸款的財務資料概要，其已就會計政策的差異作出調整且與綜合財務報告所載賬面值對賬：*(續)*

		2016 **二零一六年** **RMB'000** **人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Reconciled to the Group's interests in the associate	*與本集團於聯營公司的權益對賬*		
Gross amounts of net assets of the associate	聯營公司資產淨值總額	**283,389**	284,017
Group's effective interest	本集團的實際權益	**27.01%**	27.01%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	**76,535**	76,705
Non-controlling interests in the net assets of the associate	於聯營公司資產淨值中的非控股權益	**773**	775
Goodwill	商譽	**4,232**	4,232
Carrying amount in the consolidated financial statements	綜合財務報表所載賬面值	**81,540**	81,712

Interest in Success Credit was acquired by Success Guarantee at totaling consideration of RMB37,827,000 on 18 December 2012, of which 9.09% was acquired from a related party. Revenue and profit for the period ended 31 December 2016 represented the income of Success Credit since the date of acquisition.

於集成貸款的權益乃於二零一二年十二月十八日由集成擔保按總代價人民幣37,827,000元收購，其中9.09%購自一名關聯方。截至二零一六年十二月三十一日止期間的收益及溢利指集成貸款自收購日期起的收入。

16 INTEREST IN ASSOCIATES *(Cont'd)*

(a) Summarised financial information of the Success Credit as a material associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below: *(Cont'd)*

On 13 December 2013, the board of shareholders of Success Credit approved to capitalise retained earnings and payables of RMB32,000,000 and RMB18,000,000, respectively, as paid-in capital. Success Guarantee acquired capitalised payables of RMB3,272,000 (represent dilutive effect of 1.5% interest in the associate held by Success Guarantee) at a consideration of RMB3,272,000 and acquired 0.91% interest in the associate at a consideration of RMB2,275,000 from a shareholder of the associate. The diluted interest in the associate of 0.75% was acquired from a related party.

On 23 December 2013, the registered and paid-in share capital of Success Credit increased from RMB200,000,000 to RMB250,000,000, and the proportion of ownership interest in the associate held by Success Guarantee increased to 19.09%.

On 16 May 2014, Success Guarantee entered into Equity Transfer Agreements with Ms. Feng and Guangdong Xinmingzhu respectively pursuant to which Success Guarantee agreed to purchase and Ms. Feng and Guangdong Xinmingzhu agreed to sell 3.64% and 4.55% of the equity interests in Success Credit for a consideration of RMB9,507,500 and RMB11,884,400, respectively. The transfer of stock right had been approved by Foshan Municipal People's Government Finance Bureau on 8 July 2014. As at 31 December 2016, the proportion of ownership interest in the associate held by Success Guarantee was 27.28%.

16 於聯營公司的權益*(續)*

(a) 下文披露重要聯營公司集成貸款的財務資料概要，其已就會計政策的差異作出調整且與綜合財務報告所載賬面值對賬：*(續)*

於二零一三年十二月十三日，集成貸款股東會批准分別將保留盈利及應付款項人民幣32,000,000元及人民幣18,000,000元資本化為已繳足資本。集成擔保以人民幣3,272,000元的代價收購資本化應付款項人民幣3,272,000元(攤薄影響為集成擔保所持有於聯營公司的1.5%權益)以及以人民幣2,275,000元的代價向聯營公司的一名股東收購於聯營公司的0.91%權益。已攤薄的於聯營公司0.75%權益乃向一名關聯方收購。

於二零一三年十二月二十三日，集成貸款的註冊及繳足股本由人民幣200,000,000元增至人民幣250,000,000元，而集成擔保所持於聯營公司的所有權權益比例增至19.09%。

於二零一四年五月十六日，集成擔保分別與馮女士及廣東新明珠各訂立一份股本轉讓協議，據此集成擔保同意購買及馮女士及廣東新明珠分別同意出售集成貸款3.64%及4.55%股權，代價分別為人民幣9,507,500元及人民幣11,884,400元。佛山市人民政府金融工作局已於二零一四年七月八日批准股權轉讓。於二零一六年十二月三十一日，集成擔保於聯營公司所持擁有權的比例為27.28%。

16 INTEREST IN ASSOCIATES *(Cont'd)*

(a) Summarised financial information of the Success Credit as a material associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below: *(Cont'd)*

The recoverable amount of the Group's interest in Success Credit estimated using the value in use method was greater than the total carrying amount of the Group's interest in Success Credit. As a result, interest in Success Credit was not impaired as at 31 December 2015 and 31 December 2016. The value in use was determined using dividend discount model under income approach based on cash flow projections of Success Credit. A terminal growth rate of 3% was applied. A cost of equity of 15.41% was used as the discount rate in the value in use calculations.

16 於聯營公司的權益*(續)*

(a) 下文披露重要聯營公司集成貸款的財務資料概要，其已就會計政策的差異作出調整且與綜合財務報告所載賬面值對賬：*(續)*

本集團所持集成貸款權益的可收回金額採用使用價值方法估計，高於本集團所持集成貸款權益的賬面總值。因此，二零一五年十二月三十一日及二零一六年十二月三十一日，於集成貸款的權益並無減值。使用價值乃採用收入法項下的股息貼現模型，基於集成貸款的現金流量預測釐定。永久增長率3%已獲採用。股權成本15.41%已用作計算使用價值的貼現率。

16 INTEREST IN ASSOCIATES *(Cont'd)*

16 於聯營公司的權益*(續)*

(b) Aggregate information of associates that are not individually material

(b) 個別非重大聯營公司的綜合資料：

		31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	綜合財務報表中個別非重大聯營公司的賬面總值	**25,979**	20,000

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Aggregate amounts of the Group's share of those associates	本集團分佔該等聯營公司總額		
Loss from operations	經營虧損	**(221)**	—
Other comprehensive income	其他全面收入	—	—
Total comprehensive income	全面收入總額	**(221)**	—

17 EQUIPMENT 17 設備

		Motor vehicles 汽車 RMB'000 人民幣千元	Office and other equipment 辦公及其他設備 RMB'000 人民幣千元	Total equipment 設備總值 RMB'000 人民幣千元
Cost	成本：			
At 1 January 2015	於二零一五年一月一日	2,934	2,058	4,992
Additions	添置	458	524	982
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	3,392	2,582	5,974
Additions	添置	829	459	1,288
Disposal	出售	—	(154)	(154)
At 31 December 2016	於二零一六年十二月三十一日	4,221	2,887	7,108
Accumulated depreciation	累計折舊			
At 1 January 2015	於二零一五年一月一日	(2,363)	(682)	(3,045)
Charge for the year	年內折舊	(226)	(395)	(621)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	(2,589)	(1,077)	(3,666)
Charge for the year	年內折舊	(231)	(467)	(698)
Written back on disposal	出售時撥回	—	146	146
At 31 December 2016	於二零一六年十二月三十一日	(2,820)	(1,398)	(4,218)
Net book value	賬面淨值			
At 31 December 2016	於二零一六年十二月三十一日	1,401	1,489	2,890
At 31 December 2015	於二零一五年十二月三十一日	803	1,505	2,308

18 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

18 綜合財務狀況表內所得稅

(a) Current taxation in the consolidated statement of financial position represents:

(a) 綜合財務狀況表內即期稅項指：

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日		**5,708**	8,400
Provision for PRC income tax for the year	年內中國所得稅撥備	6(a)	**13,683**	12,215
PRC income tax paid	已付中國所得稅		**(9,328)**	(14,907)
At 31 December	於十二月三十一日		**10,063**	5,708

(b) Deferred tax assets and liabilities recognised

(b) 已確認遞延稅項資產及負債

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

於年內，於綜合財務狀況表確認的遞延稅項資產／(負債)組成部分及變動如下：

		Deferred income 遞延收入 RMB'000 人民幣千元	Provision of financial guarantee losses 融資擔保虧損撥備 RMB'000 人民幣千元	Impairment provision for trade and other receivables 貿易及其他應收款項減值撥備 RMB'000 人民幣千元	Accrued expenses 應計開支 RMB'000 人民幣千元	Share of profit of an associate 分佔聯營公司溢利 RMB'000 人民幣千元	Government grants 政府補貼 RMB'000 人民幣千元	Interest receivables 應收利息 RMB'000 人民幣千元	Re-guarantee fee 分擔保費 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	3,393	(4,628)	4,085	669	(1,480)	(7,254)	(318)	(250)	(5,783)
(Charged)/credited to profit or loss	(扣自)／計入損益	(1,610)	1,471	1,421	295	(1,302)	795	68	194	1,332
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	1,783	(3,157)	5,506	964	(2,782)	(6,459)	(250)	(56)	(4,451)
Credited/(Charged) to profit or loss	計入／(扣自)損益	209	(905)	(345)	(331)	43	1,924	110	—	705
At 31 December 2016	於二零一六年十二月三十一日	1,992	(4,062)	5,161	633	(2,739)	(4,535)	(140)	(56)	(3,746)

18 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Cont'd)*

18 綜合財務狀況表內所得稅 *(續)*

(c) Reconciliation to the consolidated statement of financial position

(c) 綜合財務狀況表的對賬

		31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	綜合財務狀況表中確認的遞延稅項資產淨值	**1,135**	1,488
Net deferred tax liabilities recognised in the consolidated statement of financial position	綜合財務狀況表中確認的遞延稅項負債淨額	**(4,881)**	(5,939)
		(3,746)	(4,451)

(d) Deferred tax assets not recognised

In accordance with the accounting policy set out in Note 1(o), the Group has not recognised deferred tax assets of RMB2,391,000 (2015: RMB472,000) in respect of cumulative tax losses of RMB11,649,000(2015: RMB1,892,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The remaining unused tax losses were mainly from Success Capital (HK), Success Equity Fund and Success Financial Services and do not expire under current tax legislation.

(d) 未確認的遞延稅項資產

根據附註1(o)所載會計政策，本集團就累計稅項虧損人民幣2,391,000元(二零一五年：人民幣472,000元)未確認的遞延稅項資產為人民幣11,649,000元(二零一五年：人民幣1,892,000元)，原因是相關稅務機關及實體不大可能擁有可用以抵銷虧損的未來應課稅溢利。餘下的未動用稅項虧損均來自中金發展(香港)、集成股權基金及集成金服，根據現行稅項法律並無屆滿。

18 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Cont'd)*

18 綜合財務狀況表內所得稅 *(續)*

(e) Deferred tax liabilities not recognised

At 31 December 2016, temporary differences relating to the undistributed profits of the PRC subsidiaries amounted to RMB166,062,000 (2015: RMB113,418,000). Deferred tax liabilities of RMB16,606,000 (2015: RMB11,342,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that these profits will not be distributed in the foreseeable future (Note 6(b) (iv)).

(e) 未確認的遞延稅項負債

於二零一六年十二月三十一日，與中國附屬公司的未分配溢利有關的暫時差額為人民幣166,062,000元(二零一五年：人民幣113,418,000元)。尚未就於分派該等保留溢利時應支付的稅項確認遞延稅項負債人民幣16,606,000元(二零一五年：人民幣11,342,000元)，乃由於本公司控制該等附屬公司的股息政策及該等溢利於可預見未來將不會分派的決定已做出(附註6(b)(iv))。

19 LIABILITIES FROM GUARANTEES

19 擔保負債

		31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Deferred income	遞延收入	**7,969**	7,133
Provision of guarantee losses	擔保虧損撥備	**1,210**	2,537
		9,179	9,670

(a) Provision of guarantee losses

(a) 擔保虧損撥備

		Note 附註	**31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元**	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
At 1 January	於一月一日		**2,537**	7,008
Written back for the year	年內撥回	5(a)	**(1,327)**	(4,471)
At 31 December	於十二月三十一日		**1,210**	2,537

20 CUSTOMER PLEDGED DEPOSITS RECEIVED

Customer pledged deposits received represent deposits received from customers as collateral security for the financial guarantees issued by the Group. These deposits will be refunded to the customers upon expiry of the corresponding guarantee contracts. According to the contract, these deposits are expected to be settled within one year.

20 已收客户擔保保證金

已收客戶擔保保證金指向客戶收取的保證金，作為本集團發出融資擔保的抵押品。該等保證金將於相應擔保合約屆滿後退還予客戶。根據合約，該等保證金將於一年內結清。

21 ACCRUALS AND OTHER PAYABLES

21 應計費用及其他應付款項

		Note 附註	**31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元**	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Dividends payable	應付股息		**—**	2,099
Other accruals and payables	其他應計費用及應付款項	(i)	**9,871**	9,953
Total	總計		**9,871**	12,052

(i) Accruals and other payables are expected to be settled within one year and are repayable on demand.

(i) 應計費用及其他應付款項預期將於一年內結清，並按要求須即時償還。

22 RECEIPTS IN ADVANCE

Receipts in advance of below balances' contracts that have not been effective, as at the reporting date are analysed as follows:

22 預收款項

於報告日期未生效的結餘合約預收款項分析如下：

		31 December 2016 於二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 於二零一五年十二月三十一日 RMB'000 人民幣千元
Guarantee customers	擔保客戶	**35**	396
Consultancy customers	顧問客戶	**1**	2,275
Total	總計	**36**	2,671

23 OBLIGATIONS UNDER FINANCE LEASES

23 融資租賃負債

At 31 December 2016, the Group had obligations under finance leases repayable as follows:

於二零一六年十二月三十一日，本集團應償還的融資租賃負債如下：

		31 December 2016 二零一六年 十二月三十一日		31 December 2015 二零一五年 十二月三十一日	
		Present value of the minimum lease payments 最低租賃款項現值 RMB'000 人民幣千元	**Total minimum lease payments 最低租賃款項總額 RMB'000 人民幣千元**	Present value of the minimum lease payments 最低租賃款項現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃款項總額 RMB'000 人民幣千元
Within 1 year	一年內	**169**	**174**	—	—
After 1 year but within 2 years	一年後但於兩年內	**159**	**175**	—	—
After 2 years but within 5 years	兩年後但於五年內	**359**	**437**	—	—
After 5 years	五年後	—	—	—	—
		518	**612**	—	—
		687	**786**	—	—
Less: total future interest expenses	減：未來利息開支總額		**(99)**		—
Present value of lease obligations	租賃負債現值		**687**		—

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company adopted a share option scheme on 18 October 2013 (the "Share Option Scheme") whereby one director and 49 employees in the Group are invited, to take up options at HKD1 to subscribe for shares of the Company. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

24 以股權計算以股份為基礎的交易

本公司於二零一三年十月十八日採納購股權計劃(「購股權計劃」)，據此，本集團的一名董事及49名僱員獲邀以1港元接納購股權以認購本公司的股份。每份購股權授予持有人認購本公司一股普通股的權利並以股份全數結算。

(a) The terms and conditions of the grants are as follows:

(a) 授出的條款及條件如下：

Date granted 授出日期	Vesting date 歸屬日期	Expiry date 到期日	Number of share options granted 授出購股權數目			Contractual life of options 購股權的合約期限
			Director 董事	Employees 僱員	Total 總計	
6 November 2013 二零一三年十一月六日	30 June 2014 二零一四年六月三十日	5 November 2023 二零二三年十一月五日	500,000	4,500,000	5,000,000	10 years 10年
	30 June 2016 二零一六年六月三十日	5 November 2023 二零二三年十一月五日	300,000	2,700,000	3,000,000	10 years 10年
	30 June 2018 二零一八年六月三十日	5 November 2023 二零二三年十一月五日	200,000	1,800,000	2,000,000	10 years 10年
			1,000,000	9,000,000	10,000,000	

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Cont'd)*

24 以股權計算以股份為基礎的交易*(續)*

(b) The number and weighted average exercise prices of share options are as follows:

(b) 購股權的數目及加權平均行使價如下：

		2016 二零一六年		2015 二零一五年	
		Exercise price 行使價	**Number of options 購股權數目**	Exercise price 行使價	Number of options 購股權數目
Granted and outstanding at the beginning of the year	年初已授出但尚未發行	**HKD1.90 1.90港元**	**8,705**	HKD1.90 1.90港元	9,810
Forfeited during the year	年內已沒收	**HKD1.90 1.90港元**	**(326)**	HKD1.90 1.90港元	(35)
Exercised during the year	年內已行使	**HKD1.90 1.90港元**	**(891)**	HKD1.90 1.90港元	(1,070)
Granted and outstanding at the end of the year	年末已授出但尚未發行	**HKD1.90 1.90港元**	**7,488**	HKD1.90 1.90港元	8,705
Exercisable at the end of the year	年末可行使	**HKD1.90 1.90港元**	**5,880**	HKD1.90 1.90港元	3,930

Note: The options outstanding at 31 December 2016 had an exercise price of HKD1.90 and a weighted average remaining contractual life of 6.8 years (2015: 7.8 years).

附註： 於二零一六年十二月三十一日的未行使的購股權的行使價為1.90港元及其加權平均尚餘合約期限為6.8年(二零一五年：7.8年)。

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Cont'd)*

24 以股權計算以股份為基礎的交易*(續)*

(c) Fair value of share options and assumptions:

(c) 購股權的公允價值及假設：

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial lattice model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial lattice model.

授出購股權而收取的服務的公允價值是參照所授出購股權的公允價值計算。所授出購股權的公允價值估算是根據二項式矩陣模式計算。購股權的合約年期已應用在該模式。二項式矩陣模式已包括預計提早行使的影響。

Fair value of share options and assumptions

購股權的公允價值及假設：

Fair value (weighted average) per share option at measurement date	於計量日每份購股權的公允價值（加權平均）	HKD1.60 1.60港元
Share price	股份價格	HKD2.68 2.68港元
Exercise price	行使價	HKD1.90 1.90港元
Expected volatility rate	預期波幅	64.861%
Option life	購股權年期	10 years 10年
Expected dividends	預期股息	0%
Risk-free interest rate (based on Exchange Fund Notes)	無風險利率（外匯基金債券）	1.874%

The expected volatility is based on the historic volatilities of the share prices of the comparable companies in recent years. Changes in the subjective input assumptions could materially affect the fair value estimate.

預期波幅是依據近些年度可比較公司股份價格的歷史波幅而得出。有關的主觀假設輸入的變動可能嚴重影響所估計的公允價值。

The risk-free rate of interest with expected term shown above was taken to be the linearly interpolated yields of the Hong Kong Exchange Fund Notes as at the grant date.

上文所示預期期限的無風險利率被視為於授出日期香港外匯基金債券線性插補收益率。

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no other market conditions associated with the share options.

購股權是根據一項服務條件授出。計算所收取服務在授出日的公允價值時並無考慮這項條件。購股權不受相關的其他市場條件限制。

25 SHARE CAPITAL AND RESERVES

25 股本及儲備

(a) Movements in components of equity

(a) 權益部分的變動

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

本集團綜合權益各部分的期初與期末結餘之間的對賬載於綜合權益變動表內。於年初及年末，本公司個別權益部分的變動詳情載列如下：

		The Company 本公司					
		Share capital 股本 RMB'000 人民幣千元 25(c)	Share premium 股份溢價 RMB'000 人民幣千元 25(d)	Capital reserve 資本儲備 RMB'000 人民幣千元 25(e)	Exchange reserve 外匯儲備 RMB'000 人民幣千元 25(h)	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2015	於二零一五年一月一日的結餘	3,276	223,797	7,636	(601)	(9,947)	224,161
Changes in equity for 2015:	二零一五年的權益變動：						
Loss for the year	年內虧損	—	—	—	—	(18,494)	(18,494)
Exchange differences on translation of financial statement	財務報表換算所產生的匯兑差異	—	—	—	20,945	—	20,945
Total comprehensive income	全面收入總額	—	—	—	20,945	(18,494)	2,451
Issuance of shares by placing of new shares	透過股份配售發行股份	473	124,743	—	—	—	125,216
Dividends approved in respect of the previous year	批准的上年股息	—	—	—	—	(6,529)	(6,529)
Purchase of own shares	購買自有股份	(2)	(495)	—	—	—	(497)
Shares issued under share option scheme	根據購股權計劃發行的股份	8	2,820	(1,218)	—	—	1,610
Equity settled share-based transactions	以股權結算以股份為基礎的交易	—	—	2,061	—	—	2,061
Balance at 31 December 2015	於二零一五年十二月三十一日的結餘	3,755	350,865	8,479	20,344	(34,970)	348,473

25 SHARE CAPITAL AND RESERVES *(Cont'd)* 25 股本及儲備*(續)*

(a) Movements in components of equity *(Cont'd)* (a) 權益部分的變動*(續)*

		The Company 本公司					
		Share capital 股本 RMB'000 人民幣千元 25(c)	Share premium 股份溢價 RMB'000 人民幣千元 25(d)	Capital reserve 資本儲備 RMB'000 人民幣千元 25(e)	Exchange reserve 外匯儲備 RMB'000 人民幣千元 25(h)	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2016	於二零一六年一月一日的結餘	3,755	350,865	8,479	20,344	(34,970)	348,473
Changes in equity for 2016:	二零一六年的權益變動：						
Loss for the year	年內虧損	—	—	—	—	(22,265)	(22,265)
Exchange differences on translation of financial statement	財務報表換算所產生的匯兑差異	—	—	—	25,214	—	25,214
Total comprehensive income	全面收入總額	—	—	—	25,214	(22,265)	2,949
Insurance of shares by placing of new shares	透過股份配售發行股份	478	93,988	—	—	—	94,466
Dividends approved in respect of the previous year	批准的上年股息	—	—	—	—	(8,015)	(8,015)
Shares issued under share option scheme	根據購股權計劃發行的股份	8	2,619	(1,172)	—	—	1,455
Equity settled share-based transactions	以股權結算以股份為基礎的交易	—	—	1,160	—	—	1,160
Balance at 31 December 2016	於二零一六年十二月三十一日的結餘	4,241	447,472	8,467	45,558	(65,250)	440,488

25 SHARE CAPITAL AND RESERVES *(Cont'd)*

(b) Dividends

The Company declared a final dividend of HKD0.02 (2015: HKD0.02) per ordinary share for the year 2015 on 19 May 2016. There were a total of 474,914,000 ordinary shares (2015: 414,044,000 ordinary shares) outstanding at the date of announcement, giving a total final dividend amount of HKD9,498,280 (2015: HKD8,280,880). During 2016, an approximate amount of HKD12,003,280 (2015: HKD5,775,880) was paid, leaving no dividend payable as at 31 December 2016 (31 December 2015: HKD2,505,000 or RMB2,099,000).

Subsequent to 31 December 2016, the directors proposed a final dividend of HKD0.02 per ordinary share, approximately amounting to a total of HKD10,616,100.00, subject to the approval of the shareholders at the annual general meeting of the Company. The final dividend proposed after the end of the reporting period has not been recognised as a liability as at 31 December 2016.

25 股本及儲備*(續)*

(b) 股息

本公司於二零一六年五月十九日宣派二零一五年末期股息每股普通股0.02港元(二零一五年：0.02港元)。於該公告日期共有474,914,000股普通股(二零一五年：414,044,000股普通股)發行在外，故末期股息總額為9,498,280港元(二零一五年：8,280,880港元)。於二零一六年，約12,003,280港元(二零一五年：5,775,880港元)的款項已支付，故於二零一六年十二月三十一日並無剩餘應付股息(二零一五年十二月三十一日：2,505,000港元或人民幣2,099,000元)。

於二零一六年十二月三十一日後，董事擬宣派末期股息每股普通股0.02港元，約合共為數10,616,100.00港元，惟須經股東於本公司股東週年大會上批准。於報告期後擬派末期股息於二零一六年十二月三十一日尚未確認為負債。

25 SHARE CAPITAL AND RESERVES *(Cont'd)*

25 股本及儲備*(續)*

(c) Share capital

(c) 股本

(i) Authorised and issued share capital

(i) 法定及已發行股本

		Note 附註	2016 二零一六年 No. of shares 股份數目 '000 千股	Share capital 股本 HKD'000 千港元	Share capital 股本 RMB'000 人民幣千元	2015 二零一五年 No. of shares 股份數目 '000 千股	Share capital 股本 HKD'000 千港元	Share capital 股本 RMB'000 人民幣千元
Authorised:	**法定：**							
Ordinary shares of HKD0.01 each	每股面值0.01港元的普通股		**800,000**	**8,000**	**6,512**	800,000	8,000	6,512
Ordinary shares, issued and fully paid:	**已發行及繳足普通股：**							
At 1 January	於一月一日		**474,914**	**4749**	**3755**	414,044	4,140	3,276
Issuance of shares by placing of new shares	透過股份配售發行股份	25(c) (ii)	**55,000**	**550**	**478**	60,000	600	473
Shares issued under share option scheme	根據購股權計劃發行的股份	25(c) (iii)	**891**	**9**	**8**	1,070	11	8
Shares repurchased	購回股份	25(c) (iv)	—	—	—	(200)	(2)	(2)
At 31 December	於十二月三十一日		**530,805**	**5,308**	**4,241**	474,914	4,749	3,755

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派的股息，並且於本公司大會上每股可投一票。所有普通股就本公司的剩餘資產享有同等地位。

25 SHARE CAPITAL AND RESERVES *(Cont'd)*

(c) Share capital *(Cont'd)*

(ii) Issuance of shares by placing of new shares

On 15 June 2015, the Company issued 60,000,000 additional ordinary shares of HKD0.01 each at the placing price of HKD2.68 per share. After offsetting the placing cost of HKD1,596,000, net proceeds from the share placing amounted to HKD159,204,000 (equivalent to RMB125,216,000), out of which HKD600,000 (equivalent to RMB473,000) and HKD158,604,000 (equivalent to RMB124,743,000) were recorded in share capital and share premium, respectively. On 12 October 2016, the Company issued 55,000,000 additional ordinary shares of HKD0.01 each at the placing price of HKD2.00 per share. After offsetting the placing cost of HKD1,100,000, net proceeds from the share placing amounted to HKD108,900,000 (equivalent to RMB94,466,000), out of which HKD550,000 (equivalent to RMB478,000) and HKD108,350,000 (equivalent to RMB93,988,000) were recorded in share capital and share premium, respectively.

25 股本及儲備*(續)*

(c) 股本*(續)*

(ii) 透過股份配售發行股份

於二零一五年六月十五日，本公司按配售價每股2.68港元發行額外60,000,000股每股面值0.01港元的普通股。於抵銷配售成本1,596,000港元後，配售股份所得款項淨額合共為159,204,000港元(相當於人民幣125,216,000元)，當中600,000港元(相當於人民幣473,000元)及158,604,000港元(相當於人民幣124,743,000元)分別於股本及股份溢價入賬。於二零一六年十月十二日，本公司按配售價每股2.00港元發行額外55,000,000股每股面值0.01港元的普通股。於抵銷配售成本1,100,000港元後，配售股份所得款項淨額合共為108,900,000港元(相當於人民幣94,466,000元)，當中550,000港元(相當於人民幣478,000元)及108,350,000港元(相當於人民幣93,988,000元)分別於股本及股份溢價入賬。

25 SHARE CAPITAL AND RESERVES *(Cont'd)*

(c) Share capital *(Cont'd)*

(iii) Shares issued under share option scheme

891,000 units (2015: 1,070,000 units) of share option were exercised in 2016 at the exercise price of HKD1.90 (2015:HKD1.90). Further details of these options are set in Note 24 to the financial statement.

(iv) Shares repurchased

During 2015, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

Month/Year	年份／月份	Number of shares repurchased 購回股份數目	Highest price paid per share 每股已付最高價	Lowest price paid per share 每股已付最低價	Aggregate price paid 總支付價格 HKD' 000 千港元
August 2015	二零一五年八月	200,000	HKD 3.00 3.00港元	HKD 2.97 2.97港元	599

On 25 August 2015, the Company repurchased 200,000 ordinary shares of the Company (the "Share Repurchase") with funded from internal resources of the Company on the Stock Exchange of Hong Kong Limited.

25 股本及儲備*(續)*

(c) 股本*(續)*

(iii) 根據購股權計劃發行的股份

二零一六年，891,000份購股權單位(二零一五年：1,070,000份單位)獲行使，行使價為1.90港元(二零一五年：1.90港元)。有關該等購股權的進一步詳情載於財務報表附註24。

(iv) 購回股份

本公司於二零一五年在香港聯合交易所有限公司購回的自身普通股如下：

二零一五年八月二十五日，本公司以內部資源於香港聯合交易所有限公司購回本公司200,000股普通股(「股份購回」)。

25 SHARE CAPITAL AND RESERVES *(Cont'd)*

(d) Share premium

Under the Companies Law of the Cayman Islands, the funds in the Company's share premium account are distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(e) Capital reserve

The capital reserve comprises the following:

- the difference between the nominal value of share capital of the Company and the paid-up capital of Success Guarantee, plus the net assets acquired from the Inserting Companies pursuant to the Reorganisation; and
- the portion of the grant date fair value of unexercised share options granted to employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payment in Note 1(n) (ii).

(f) Surplus reserve

Surplus reserve comprises statutory surplus reserve and discretionary surplus reserve.

The entities established in the PRC are required to appropriate 10% of its net profit, as determined under the China Accounting Standards for Business Enterprises (2006) and other relevant regulations issued by the Ministry of Finance of the PRC ("MOF"), to the statutory surplus reserve until the balance reaches 50% of the registered capital.

25 股本及儲備*(續)*

(d) 股份溢價

根據開曼群島公司法，本公司股份溢價賬的資金可分派予股東，惟緊隨擬分派股息日期後，本公司能償還其於日常業務中到期的債務。

(e) 資本儲備

資本儲備包括以下各項：

- 本公司的股本面值與集成擔保的繳足資本之間的差額，另加根據重組向插入公司收購的資產淨值；及
- 授予本公司僱員的尚未行使購股權於授出日期的公允價值部分根據附註1(n)(ii)內以股份為基礎的付款所採納的會計政策確認。

(f) 盈餘儲備

盈餘儲備包括法定盈餘儲備及任意盈餘儲備。

於中國成立的實體須將其純利的10%（根據中國財政部（「財政部」）頒佈的中國企業會計準則（二零零六年）及其他相關規例釐定）劃撥至法定盈餘儲備，直至結餘達到註冊資本的50%。

25 SHARE CAPITAL AND RESERVES *(Cont'd)*

(f) Surplus reserve *(Cont'd)*

Subject to the approval of equity holders of the entities established in the PRC, statutory surplus reserves may be used to net off with accumulated losses, if any, and may be converted into capital, provided that the balance of statutory surplus reserve after such capitalisation is not less than 25% of the registered capital.

After making the appropriation to the statutory surplus reserve, the Group may also appropriate its net profit to the discretionary surplus reserve upon approval by shareholders. Subject to the approval of shareholders, discretionary surplus reserves may be used to make good previous years' losses, if any, and may be converted into capital.

(g) Regulatory reserve

According to the Interim Measures for the Administration of Financial Guarantee Companies ("Interim Measures") issued at 8 March 2010 by the relevant government authorities in the PRC, financial guarantee companies shall establish unearned premium reserve equal to 50% of guarantee premium recognised during the year, and indemnification reserve of no less than 1% of the outstanding guarantee balances undertaken by the entities established in the PRC. The Group started to accrue the required amounts set by relevant government authorities less the provision of financial guarantee losses as regulatory reserve from 2011. According to the details implementation guidance No. 149 issued by the People's Government of Guangdong Province on the Interim Measures, the use of the aforementioned regulatory reserve is subject to further guidance from the Financial Work Office of People's Government of Guangdong Province.

25 股本及儲備*(續)*

(f) 盈餘儲備*(續)*

在獲於中國成立的實體的權益持有人批准的情況下，法定盈餘儲備可用於彌補累計虧損(如有)，亦可轉撥至資本，惟在該資本化後法定盈餘儲備結餘不得低於註冊資本的25%。

在劃撥法定盈餘儲備後，本集團亦可於獲股東批准後劃撥純利至任意盈餘儲備。待股東批准後，任意盈餘儲備可用於彌補過往年度的虧損(如有)，並可轉換為資本。

(g) 監管儲備

根據中國相關政府部門於二零一零年三月八日發佈的《融資性擔保公司管理暫行辦法》(「暫行辦法」)規定，融資性擔保公司須設立未到期責任準備金(相當於年內確認的擔保收入的50%)，以及擔保賠償準備金(不低於在中國成立的實體所承擔未到期擔保結餘的1%)。本集團已於二零一一年開始計提相關政府部門規定的數額於扣除融資擔保虧損撥備後作為監管儲備。根據廣東省人民政府令第149號暫行辦法實施細則，上述監管儲備的使用須遵守廣東省人民政府金融工作辦公室的進一步指引。

25 SHARE CAPITAL AND RESERVES *(Cont'd)*

(h) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations with functional currency other than RMB. The reserve is dealt with in accordance with the accounting policies set out in Note 1(s).

(i) Distributability of reserves

At 31 December 2016, the aggregate amounts of reserves available for distribution to equity shareholders of the Company was RMB436,247,000 (2015: RMB344,718,000). Details of dividends payable to equity shareholders of the Company refer to Note 25(b).

Subsequent to 31 December 2016, the directors proposed a final dividend of HKD0.02 per ordinary share, amounting to a total of HKD10,616,100.00, subject to the approval of the shareholders at the annual general meeting of the Company. The final dividend proposed after the end of the reporting period has not been recognised as a liability as at 31 December 2016 (2015:HKD0.02 per ordinary share).

25 股本及儲備*(續)*

(h) 匯兑儲備

匯兑儲備包括所有因換算以人民幣以外功能貨幣計值的業務財務報表而產生的外匯差額。該儲備已根據附註1(s)所載的會計政策處理。

(i) 儲備的可分派性

於二零一六年十二月三十一日，可供分派予本公司權益股東的儲備總額為人民幣436,247,000元(二零一五年：344,718,000元)。有關應付予本公司權益股東的股息詳情，請參閱附註25(b)。

於二零一六年十二月三十一日後，董事建議派付末期股息每股普通股0.02港元，合共10,616,100.00港元，須經股東於本公司股東週年大會上批准。於報告期後建議派付的末期股息(二零一五年：每股普通股0.02港元)並未於二零一六年十二月三十一日確認為負債。

25 SHARE CAPITAL AND RESERVES *(Cont'd)*

(j) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure, monitors the returns on capital, and makes adjustments to the capital structure in light of changes in economic conditions.

During 2016, there were no changes in the Group's approach to capital management from 2015.

Pursuant to the Interim Measures and the Implementing Rules, the outstanding financial guarantee amount provide by a financial guarantee company for a single customer shall not exceed 10% of its net assets and the aggregate outstanding financial guarantee amount provided by such company shall not exceed 10 times of its net assets.

Particularly, the Group monitors regularly the residual balance of outstanding guarantees for single customers and multiples of the total outstanding guarantees in relation to net assets and paid-in capital of Success Guarantee, which is the principal operation entity of the Group, so as to keep the capital risk within an acceptable limit. The decision to manage the net assets and registered capital of Success Guarantee to meet the needs of developing guarantee business rests with the directors.

25 股本及儲備*(續)*

(j) 資本管理

本集團資本管理的主要目標是維持本集團的持續經營能力，根據風險水平進行相稱的產品及服務定價並以合理成本取得融資，繼續為股東提供回報及為其他利益相關者提供福利。

本集團積極定期檢討及管理資本結構，監察資本回報，並根據經濟狀況的變動調整資本架構。

於二零一六年期間，本集團進行資本管理的方式與二零一五年相比並無變動。

根據暫行辦法及實施細則，一家融資擔保公司為單一客戶提供的未到期融資擔保額不得超過其淨資產的10%，而該公司提供的未到期融資擔保額不得超過其淨資產的10倍。

尤其是，本集團定期監察單一客戶的未到期擔保餘額及有關集成擔保(為本集團的主要運營實體)資產淨值及已繳足資本的未到期擔保總額的倍數，從而將資本風險控制在可接受的範圍內。管理集成擔保的資產淨值及註冊資本以滿足發展擔保業務的需求的決定取決於董事。

25 SHARE CAPITAL AND RESERVES *(Cont'd)*

(j) Capital management *(Cont'd)*

As at 31 December, multiples of the total outstanding guarantees in relation to net assets and paid-in capital of Success Guarantee are as follows:

25 股本及儲備*(續)*

(j) 資本管理*(續)*

於十二月三十一日，有關集成擔保資產淨值及已繳資本的未到期擔保總額的倍數如下：

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Outstanding guarantees	未到期擔保		**1,077,282**	665,795
Net assets of Success Guarantee	集成擔保的資產淨值	(i)	**436,923**	432,408
Registered/paid-in capital of Success Finance Guarantee	集成融資擔保的註冊資本／已繳資本	(i)	**330,000**	330,000
Multiples of – net assets	倍數 －資產淨值		**2.47**	1.54
– paid-in capital	－已繳資本		**3.26**	2.02

(i) The amounts of net assets and registered/paid-in capital as at 31 December 2015 are extracted from the audited PRC statutory financial statements of Success Guarantee. The amount as at 31 December 2016 is extracted from the unaudited PRC management accounts of Success Guarantee.

(i) 於二零一五年十二月三十一日的資產淨值及註冊／已繳股本金額乃摘錄自集成擔保的經審核中國法定財務報表。於二零一六年十二月三十一日，該金額乃摘錄自集成擔保的未經審核中國管理賬目。

The Group has no other material exposure to capital requirements externally imposed with regard to the Group entities other than Success Guarantee described above.

除上文所述集成擔保外，本集團並無就本集團實體面臨有關外界所訂資本規定的其他重大風險。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, market and liquidity risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practice used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk primarily arises from the possibility that a customer or counterparty in the transaction may default, leading to losses. Credit risk is primarily attributable to unexpired financial guarantees (Note 28) issued by the Group, financial leasing service, factoring receivable, down payments for investments and other receivables.

The Group has entered into financial guarantee contracts in which it has guaranteed the banks the repayment of loans entered into by customers of the Group. The Group has the obligation to compensate banks for the losses they would suffer if customers fail to repay.

Risk management committees of Success Guarantee and Success Financial Leasing under the leadership of the executive directors are tasked with organising and coordinating the risk management and internal control for guarantee business, financial leasing business and factoring business, respectively. The committees are comprised of the Group's internal personnel. The committees are responsible for (i) designing and implementation of overall risk management internal control policies and procedures and establishing appropriate risk appetite; (ii) designing and execution of due diligence procedures; (iii) reviewing the creditworthiness of customers before submitting to the executive directors for final approval.

26 財務風險管理及公允價值

於正常業務過程中，本集團面臨信貸、市場及流動資金風險。本集團所面臨的該等風險以及本集團管理該等風險所採用的財務風險管理政策及慣例説明如下。

(a) 信貸風險

信貸風險主要源於客戶或交易對手方在交易中可能存在違約情況，從而導致損失。信貸風險主要來自本集團發出的未到期融資擔保(附註28)、融資租賃業務、保理應收款項、投資首付款及其他應收款項。

本集團已訂立融資擔保合約，該合約就本集團客戶償還貸款向多家銀行提供擔保。倘客戶未能償還，則本集團有責任就銀行可能遭受的損失向銀行作出補償。

集成擔保及集成融資租賃的風險管理委員會在執行董事的領導下，負責組織及協調擔保業務、融資租賃業務及保理業務的風險管理及內部控制。委員會由本集團的內部人員組成。該委員會負責(i)設計及實施全面風險管理的內部控制政策及程序，並設定適當的風險承受能力；(ii)設計及執行盡職調查程序；(iii)審查客戶的信貸情況，然後提交予執行董事以作最終批准。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(a) Credit risk *(Cont'd)*

The Group has taken measures to identify credit risks arising from financial guarantees issued, finance lease receivable and factoring receivable. The Group manages credit risk at every stage along the approval process, including pre-transaction, in-transaction and post-transaction monitoring processes. The Group conducts due diligence and evaluates customers by internal credit assessment system during the pre-approval process. Financial guarantees issuance, finance leases issuance and factoring issuance are subject to approval of the risk management committees and the executive Directors.

The project managers assigned to each case monitor the post-transaction status of the customers. Each manager is responsible for a number of customers. They visit the customers regularly to understand their operation and financial status by checking their financial reports, sale contracts, sale invoices, value added tax filing documents, utility bills and bank statements and other relevant documents.

The Group has established guidelines on the acceptability of various classes of collateral and determined the corresponding valuation parameters. The guidelines and collateral valuation parameters are subject to regular reviews to ensure their effectiveness over credit risk management. The extent of collateral coverage over the Group's outstanding guarantees depends on the type of customers and the product offered. Types of collateral mainly include land use rights, machineries and equipment, properties and vehicles, etc. As at 31 December 2016, the carrying value of outstanding guarantees of RMB279,898,000 (2015: RMB545,537,000) is fully or partially covered by collateral.

26 財務風險管理及公允價值 *(續)*

(a) 信貸風險*(續)*

本集團已採取措施識別所發出融資擔保、融資租賃應收款項及保理應收款項的信貸風險。本集團於融資擔保審批過程中的各階段(包括交易前、交易中及交易後監察程序)管理信貸風險。在預審階段，本集團透過內部信用評估體系對客戶進行盡職調查及評估。簽發融資擔保、融資租賃及保理須經風險管理委員會及執行董事批准。

項目經理會被指派負責各個個案，以監察客戶的交易後狀況。每名經理負責關注多名客戶，定期拜訪客戶，通過核查其財務報告、銷售合約、銷售發票、增值稅備案文件、公用事業賬單及銀行結單以及其他相關文件以了解其營運及財務狀況。

本集團已制訂可接受不同類別抵押品的指引，並釐定相關估值參數。本集團會定期檢討指引及抵押品估值參數，以確保信貸風險管理的成效。本集團的未到期擔保抵押品範圍乃視乎客戶類別及所提供產品而定。抵押品類別主要包括土地使用權、機器及設備、物業及車輛等。於二零一六年十二月三十一日，未到期擔保的賬面值人民幣279,898,000元(二零一五年：545,537,000元)由抵押品悉數或部分覆蓋。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

26 財務風險管理及公允價值 *(續)*

(a) Credit risk *(Cont'd)*

(a) 信貸風險*(續)*

(i) Risk concentration

When a certain number of clients undertake the same business activities, stay in the same geographical locations, or bear similar economic features for their industries, their ability to fulfil contracts will be affected by the same economic changes. Concentration of credit risk reflects the sensitivity of the Group's operating results to specific industries or geographical locations. As the Group mainly operates its businesses in Guangdong Province of the PRC, there exists a certain level of geographical concentration risk for its guarantee portfolios in that it might be affected by changes in the local economic conditions.

(i) 風險的集中

倘若干客戶在相同地區從事相同業務活動，或在行業中具有類似的經濟特徵，其履行合約的能力將受到相同經濟變動的影響。信貸風險的集中反映本集團經營業績對具體行業或地理位置的敏感性。由於本集團主要於中國廣東省經營業務，其融資擔保組合存在一定程度的地區集中風險，可能受到當地經濟狀況變動的影響。

The maximum exposure to credit risk in respect of these guarantees as at 31 December is as follows:

於十二月三十一日有關該等擔保的最高信貸風險額度如下：

		2016 二零一六年		2015 二零一五年	
		RMB'000 人民幣千元	**% %**	RMB'000 人民幣千元	% %
Construction and installation	建築及安裝	**723,603**	**67%**	82,062	12%
Wholesale and retailing	批發及零售	**106,476**	**10%**	103,853	16%
Manufacturing and processing	製造及加工	**83,054**	**8%**	255,641	38%
Transportation	運輸	**13,000**	**1%**	28,885	4%
Financial services	金融服務	**4,947**	**1%**	71,096	11%
Others	其他	**146,202**	**13%**	124,258	19%
Total	總計	**1,077,282**	**100%**	665,795	100%

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

26 財務風險管理及公允價值 *(續)*

(a) Credit risk *(Cont'd)*

(a) 信貸風險*(續)*

(i) Risk concentration (Cont'd)

The maximum exposure to credit risk in respect of financial leasing service, factoring receivable, down payments for investments and other receivables as at 31 December is as follows:

(i) 風險的集中(續)

於十二月三十一日有關融資租賃服務、保理應收款項、投資首付款及其他應收款項的最高信貸風險額度如下：

		2016 二零一六年		2015 二零一五年	
		RMB'000 人民幣千元	**%**	RMB'000 人民幣千元	%
Construction and installation	建築及安裝	**170,658**	**60%**	142,247	73%
Business service	商業服務	**60,072**	**21%**	48,938	25%
Wholesale and retailing	批發及零售	**42,000**	**15%**	—	—
Others	其他	**12,047**	**4%**	5,010	2%
Total	總計	**284,777**	**100%**	196,195	100%

(ii) Guarantee loss assessment

The Group makes provision on guarantees issued if there is objective evidence of impairment as a result of one or more events that occur after initial recognition (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the guarantees or group of guarantees that can be reliably estimated.

(ii) 擔保損失評估

倘因初始確認後發生的一項或多項事件(「損失事件」)而出現客觀減值證據且該損失事件(或該等事件)對擔保或一組擔保能夠可靠地估計的未來現金流量產生影響，則本集團就所授出的擔保計提撥備。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(a) Credit risk *(Cont'd)*

(ii) Guarantee loss assessment (Cont'd)

Basis of provision against the outstanding guarantees issued

The Group assesses (either individually or collectively) the contingent liabilities arise from its outstanding guarantees issued in accordance with HKFRS 37 and HKFRS 39. If it is determined that the Group has a legal or constructive obligation arising as a result of past event (i.e. contingent liabilities) and if it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made, then a "provision of guarantee losses" is recognised and the loss is recognised in the consolidated statement of profit or loss. The provisions are determined by using individual and collective assessments for the outstanding guarantees as at the end of the reporting period. Provisions are stated at the present value of the expenditure expected to settle the obligation.

For all non-financial guarantees (i.e. performance and litigation guarantees) and those financial guarantees which are considered individually significant, the Group performs individual credit evaluation on the customers to determine whether the Group has a legal or constructive obligation arising as a result of past event (i.e. contingent liabilities).

26 財務風險管理及公允價值 *(續)*

(a) 信貸風險*(續)*

(ii) 擔保損失評估(續)

未到期已發出擔保的撥備基準

本集團根據香港財務報告準則第37號及香港財務報告準則第39號(個別或組合地)評估其未到期已發出擔保產生的或有負債。倘釐定本集團因過往事件須承擔法定或推定責任(即或有負債)，而履行責任很可能導致經濟利益流出且履行責任的金額能夠可靠地估計，則會確認「擔保損失撥備」，而損失將於綜合損益表中確認。撥備乃按照報告期末未到期擔保的個別或組合評估釐定。撥備按履行責任的預期開支的現值入賬。

就所有非融資擔保(即履約及訴訟擔保)及該等被視為屬個別重大的融資擔保而言，本集團會對客戶進行個別信用評估以釐定本集團是否須對過往的事件承擔法定或推定責任(即或有負債)。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(a) Credit risk *(Cont'd)*

(ii) Guarantee loss assessment (Cont'd)

The historical default rate, loss rate and economy cycle are considered by the Group to be indicators of losses from its financial guarantee business. Default rate is the rate at which guarantee holders default on the guaranteed loans amount that they owe. Loss rate is the rate at which loss incurred by the Group for the defaulted amounts.

For those financial guarantees that are not considered individually significant and those financial guarantees that have been individually assessed, but for which there is no objective evidence of losses, the Group adopts a methodology to collectively assess whether there is objective evidence that losses on group of financial guarantees are already incurred. For the purposes of a collective evaluation of losses, financial guarantees are grouped on the basis of similar risk characteristics and the Group use a methodology which utilizes a statistical analysis of historical trends of probability of default and amount of consequential loss, as well as an adjustment of observable data that reflects the current economic and credit environment and judgment on inherent loss based on management's historical experience.

If it is probable that an outflow of economic benefits will be required to settle the obligation arising from the individual and collective assessments, provisions will be recognised as liabilities in the consolidated statement of financial position item "Liabilities from guarantees" and the losses are included in "Impairment and provision (charged)/written back" in the consolidated statement of profit or loss.

26 財務風險管理及公允價值 *(續)*

(a) 信貸風險*(續)*

(ii) 擔保損失評估(續)

本集團將過往違約率、損失率及經濟週期視為其融資擔保業務產生損失指標。違約率指擔保持有人就彼等所欠付的擔保貸款違約的概率。損失率指本集團就拖欠的金額所遭致的損失比率。

就該等不被視為屬個別重大的融資擔保及該等已個別評估但並無客觀損失證據的融資擔保而言，本集團採用的方法為組合評估是否存在客觀證據顯示已就融資擔保組合產生損失。就組合評估損失而言，融資擔保的分組基準為類似的風險特徵，而本集團所採用的方法為對違約可能性的過往趨勢及所導致損失的金額進行統計分析，以及對反映現時經濟及信貸環境的可觀察數據進行調整及根據管理層的過往經驗對固有損失進行判斷。

倘履行個別及組合評估產生的責任很可能會導致經濟利益流出，則撥備將於綜合財務狀況表的「擔保負債」項目內確認為負債，而損失則計入綜合損益表的「減值及撥備(扣除)／撥回」。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(a) Credit risk *(Cont'd)*

(ii) Guarantee loss assessment (Cont'd)

Basis of provision of impairment for "Receivables from guarantee payments"

When customers default on settling the loans advanced from banks, the Group is required to honor the guarantee contracts and required to settle the loans on behalf of customer. Accordingly, the Group records the "Receivables from guarantee payments" as "Trade receivables".

The Group performs individual credit assessments for those recorded trade receivables. If there is objective evidence of impairment of trade receivables, the loss is measured as the excess of its carrying amount over the present value of the estimated future cash inflows, discounted at the original effective interest rate. The calculation of the present value of the estimated future cash flows focuses on individual customer's financial status and information specific to the customers, including cash flows generated from operation or insurance claims, foreclosure less costs for obtaining and selling the collateral, and any customers' pledged deposits received.

26 財務風險管理及公允價值 *(續)*

(a) 信貸風險*(續)*

(ii) 擔保損失評估(續)

「應收違約擔保付款」的減值撥備基準

倘客戶拒不清償銀行提供的貸款，本集團須履行擔保合約並須代客戶清償貸款。因此，本集團將「應收違約擔保付款」列作「貿易應收款項」。

本集團會對該等入賬的貿易應收款項進行個別信用評估。倘存在客觀證據顯示貿易應收款項出現減值，則會根據其賬面值超出估計未來現金流量的現值(按原實際利率貼現)的差額計量損失。估計未來現金流量的現值的計算著重個別客戶財務狀況及客戶的特定資料，包括經營所得現金流量或保險索賠、沒收抵押品減取得及出售該抵押品的成本及任何已收客戶擔保保證金。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(a) Credit risk *(Cont'd)*

(ii) Guarantee loss assessment (Cont'd)

For those trade receivables that have been individually assessed, but for which there is no objective evidence of losses, the Group groups these receivables on the basis of similar risk characteristics and collectively assesses for losses. The collective assessment utilizes a statistical analysis of historical trends of probability of default and amount of consequential loss, as well as an adjustment of observable data that reflects the current economic and credit environment and judgment on inherent loss based on management's historical experience.

The losses arising from individual and collective assessments are deducted from the carrying value of the "trade receivables" on the consolidated statement of financial position and the losses are included in "Impairment and provision (charged)/written back" in the consolidated statement of profit or loss.

(iii) Provision assessment on finance lease receivable, factoring receivable, down payments for investments and other receivables

In accordance with accounting policies and regulations, if there is objective evidence that indicates the cash flow for a particular finance lease receivable, factoring receivable, down payments for investments and other receivables is expected to decrease, and the amount can be estimated, the receivable is recorded as an impaired receivable and the impairment loss is recognised in the statements of profit or loss.

26 財務風險管理及公允價值*(續)*

(a) 信貸風險*(續)*

(ii) 擔保損失評估(續)

就該等已個別進行評估但無客觀證據顯示會出現損失的貿易應收款項而言，本集團按類似風險特徵將該等應收款項分類，並組合進行損失評估。組合評估方法為對違約可能性的過往趨勢及所導致損失金額進行統計分析，以及對反映現時經濟及信貸環境的可觀察數據進行調整及根據管理層的過往經驗對固有損失進行判斷。

個別及組合評估產生的損失乃從綜合財務狀況表「貿易應收款項」的賬面值中扣除，而損失計入綜合損益表的「減值及撥備(扣除)／撥回」。

(iii) 有關融資租賃應收款項、保理應收款項、投資首付款及其他應收款項的撥備評估

根據會計政策及法規，倘有客觀證據表明來自融資租賃的特定融資租賃應收款項、保理應收款項、投資首付款及其他應收款項的現金流量預期減少且金額能夠估計，應收款項入賬列為已減值應收款項，減值虧損於損益表確認。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(a) Credit risk *(Cont'd)*

(iii) Provision assessment on finance lease receivable, factoring receivable, down payments for investments and other receivables (Cont'd)

The Group's policy requires regular review of the quality of individually significant financial assets. For assets for which an allowance for impairment loss is provided individually, the amount is determined by an evaluation of the incurred loss at reporting date on a case-by-case basis. In making such assessments, the Group considers the value of the residual value of the leased assets (effectively the collateral held) and expected future cash flows from the asset.

Impairment allowances are provided for the following portfolios according to historical data, experience and statistical techniques: (i) those consisting of homogeneous assets that are individually below materiality thresholds; and (ii) those where losses that have been incurred but have not yet been individually identified with any specific asset within the portfolio.

The Group's other credit risk is attributable to bank deposits and security deposits. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The bank deposits and security deposits of the Group are mainly held with well-known financial institutions. Management does not foresee any significant credit risks from these deposits and does not expect that these financial institutions may default and cause losses to the Group.

26 財務風險管理及公允價值 *(續)*

(a) 信貸風險*(續)*

(iii) 有關融資租賃應收款項、保理應收款項、投資首付款及其他應收款項的撥備評估(續)

本集團對單筆金額重大的金融資產的資產質量進行定期審閱。對個別計提資產減值損失的資產，本集團在報告日期逐筆評估其損失情況以確定準備金的計提金額。在評估過程中，本集團通常會考慮租賃資產(尤其是所持抵押品)的餘值及預期來自資產的未來現金流量的狀況。

本集團根據歷史數據、經驗判斷和統計技術對下列資產組合計提減值準備：(i)單筆金額不重大的資產；及(ii)組合內資產減值損失已經發生但尚未就任何特定資產個別識別的資產。

本集團的其他信貸風險來自銀行存款及保證金。管理層已實施信貸政策，並持續監察該等信貸風險。

本集團的銀行存款及保證金主要由知名金融機構持有。管理層預計該等款項並無任何重大信貸風險，並預期該等金融機構不會違約及對本集團造成損失。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(b) Market risk

Market risk arises when the adverse changes in market prices (interest rates, exchange rates, as well as equity prices and other prices) lead to losses from the Group's on-balance sheet and off-balance sheet businesses. The Group's market risk mainly arises from currency risk and interest rate risk.

(i) Currency risk

The Group's businesses are principally conducted in RMB, while most of the Group's monetary assets and liabilities are denominated in HKD and RMB. At the end of the reporting period, the recognised assets or liabilities are mainly denominated in the functional currency of the Group entity to which they relate. Accordingly, the directors considered the Group's exposure to foreign currency risk is not significant during the year.

On the other hand, RMB is not a freely convertible currency and the PRC government may at its discretion restrict to foreign currencies for current account transactions in the future. Changes in the foreign exchange control system may prevent the Group from satisfying sufficient foreign currency demands and the Group may not be able to pay dividend in foreign currencies to its equity shareholders.

26 財務風險管理及公允價值 *(續)*

(b) 市場風險

市場風險是指因市場價格(利率、匯率、股票價格及其他價格)發生不利變動而使本集團資產負債表內和表外業務遭受損失的風險。本集團的市場風險主要來自貨幣風險及利率風險。

(i) 貨幣風險

本集團的業務主要以人民幣進行，而本集團的大部分貨幣資產及負債乃以港元及人民幣計值。於報告期末，已確認資產或負債主要以與其相關的本集團實體的功能貨幣計值。因此，董事認為，本集團於年內面臨的外匯風險並不重大。

另一方面，人民幣並非可自由兑換的貨幣，中國政府日後可能酌情限制使用外幣進行往來賬目交易。外匯管制制度的變動或會阻礙本集團應付充分的外幣需求，而本集團亦未必能夠以外幣向其權益股東支付股息。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(b) Market risk *(Cont'd)*

(ii) Interest risk

The Group is principally engaged in the provision of guarantee service, finance lease service, factoring service and related consulting services to SME enterprises in the PRC. Its interest rate risk arises primarily from deposits with banks, factoring receivable, finance lease receivable and obligations under finance leases.

The Group has adopted a series of core indicators for interest rate risk management, standards for interest rate sensitivity gap analysis and guidelines for its interest rate risk management. The analysis of the Group's interest rate risk includes an assessment of the incremental gaps between interest-sensitive assets and liabilities as a result of an interest rate change. The Group manages its interest rate risk exposure by adjusting the structure of its assets and liabilities based on an assessment of potential changes in interest rate using gap analysis, which provides a measure of repricing characteristics of the Group's assets and liabilities.

26 財務風險管理及公允價值 *(續)*

(b) 市場風險*(續)*

(ii) 利率風險

本集團主要於中國從事向中小企業提供擔保、融資租賃、保理及相關顧問服務。本集團的利率風險主要源自銀行存款、保理應收款項、融資租賃應收款項及融資租賃負債。

本集團已採納一系列利率風險管理的核心指標、利率敏感度缺口分析標準及利率風險管理指引。本集團的利率風險分析包括評核利息敏感資產及負債因利率變動而產生的增量缺口。本集團以缺口分析(計量本集團資產及負債的重新定價特徵)評核利率的潛在變動，並根據結果調整其資產及負債架構。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

26 財務風險管理及公允價值*（續）*

(b) Market risk *(Cont'd)*

(b) 市場風險*（續）*

(ii) Interest risk (Cont'd)

(ii) 利率風險（續）

(i) Interest rate profile

The following tables detail the interest rate profile of the Group's assets and liabilities as of the end of the years:

(i) 利率風險概況

本集團於年末資產及負債的利率風險概況如下：

		31 December 2016 二零一六年十二月三十一日 RMB'000 人民幣千元	31 December 2015 二零一五年十二月三十一日 RMB'000 人民幣千元
Fixed interest rate	固定利率		
Financial assets	金融資產		
– Cash and bank deposits	－現金及銀行存款	**157,686**	182,439
– Pledged bank deposits	－已質押銀行存款	**119,043**	135,974
– Factoring receivable	－保理應收款項	**91,950**	20,000
– Finance lease receivable	－融資租賃應收款項	**167,385**	171,060
		536,064	509,473
Financial liabilities	金融負債		
– Obligations under finance leases	－融資租賃負債	**(687)**	—
		(687)	—
Net	淨值	**535,377**	509,473

(ii) Sensitivity analysis

At 31 December 2016, it is estimated that a general increase of 50 basis points in interest rates, with all other variables held constant, would have increased the Group's profit after tax and retained profits for the next 12 months by approximately RMB1,322,000 (2015: RMB1,215,000).

(iii) 敏感性分析

於二零一六年十二月三十一日，在其他變量不變的情況下，假定利率上浮50個基點，將會導致本集團於未來12個月的稅後利潤及留存利潤將上升約人民幣1,322,000元（二零一五年：人民幣1,215,000元）。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

26 財務風險管理及公允價值 *(續)*

(c) Liquidity risk

Management regularly monitors the Group's liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay:

(c) 流動資金風險

管理層定期監察本集團的流動資金需求，確保其維持充足的現金儲備，以滿足短期及較長期的流動資金需求。下表列示於報告期末本集團金融負債的餘下合約到期情況，乃根據未貼現合約現金流量及本集團可能被要求償還的最早日期釐定：

			Contractual undiscounted cash outflows as at 31 December 2016 於二零一六年十二月三十一日未貼現合約現金流出					
		Carrying amount 賬面值 RMB'000 人民幣千元	Contractual undiscounted cash outflows 未貼現合約現金流出 RMB'000 人民幣千元	Repayable on demand 即時償還 RMB'000 人民幣千元	Within six months 六個月以內 RMB'000 人民幣千元	One year or less but over six months 六個月以上至一年 RMB'000 人民幣千元	Two years or less but over one year 一年以上至兩年 RMB'000 人民幣千元	Five years or less but over two years 兩年以上至五年 RMB'000 人民幣千元
Non-derivatives financial liabilities	**非衍生金融負債**							
Receipts in advance	預付款項	36	36	—	36	—	—	—
Accruals and other payables	應計費用及其他應付款項	9,871	9,871	1,957	7,614	300	—	—
Customer pledged deposits received	已收客戶擔保保證金	67	67	64	—	3	—	—
Obligations under finance leases	融資租賃負債	687	786	—	87	87	175	437
Total	總計	10,661	10,760	2,021	7,737	390	175	437
Guarantees	**擔保**							
Maximum guarantees exposure	最高擔保額度	1,077,282	1,077,282	129,595	164,496	254,807	334,853	193,531

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

26 財務風險管理及公允價值 *(續)*

(c) Liquidity risk *(Cont'd)*

(c) 流動資金風險*(續)*

		Contractual undiscounted cash outflows as at 31 December 2015 於二零一五年十二月三十一日未貼現合約現金流出						
		Carrying amount 賬面值 RMB'000 人民幣千元	Contractual undiscounted cash outflows 未貼現合約現金流出 RMB'000 人民幣千元	Repayable on demand 即時償還 RMB'000 人民幣千元	Within six months 六個月以內 RMB'000 人民幣千元	One year or less but over six months 六個月以上至一年 RMB'000 人民幣千元	Two years or less but over one year 一年以上至兩年 RMB'000 人民幣千元	Five years or less but over two years 兩年以上至五年 RMB'000 人民幣千元
Non-derivatives financial liabilities	**非衍生金融負債**							
Receipts in advance	預收款項	2,671	2,671	—	2,671	—	—	—
Accruals and other payables	應計費用及其他應付款項	12,052	12,052	1,997	6,942	234	2,152	727
Customer pledged deposits received	已收客戶擔保保證金	72	72	—	—	72	—	—
Total	總計	14,795	14,795	1,997	9,613	306	2,152	727
Guarantees	**擔保**							
Maximum guarantees exposure	最高擔保額度	665,795	665,795	125,058	277,620	161,944	52,376	48,797

(d) Fair values

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2016 and 2015.

(d) 公允價值

於二零一六年及二零一五年十二月三十一日，本集團按成本或攤銷成本列賬的金融工具的賬面值與其公允價值並無重大差異。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(e) Estimation of fair value

The following summarises the major methods and assumptions used in estimating the fair value of financial instruments.

(i) Trade and other receivables, factoring receivable and finance lease receivable

Trade receivables, factoring receivable and finance lease receivable are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debts. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the balance sheet date.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate is a market related rate for a similar instrument at the balance sheet date.

(ii) Guarantees issued

The fair value of guarantees issued is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made.

26 財務風險管理及公允價值 *(續)*

(e) 公允價值估計

以下概述估計金融工具公允價值所用的主要方法及假設。

(i) 貿易及其他應收款項、保理應收款項及融資租賃應收款項

貿易應收款項、保理應收款項及融資租賃應收款項初始按公允價值確認，其後按攤銷成本減呆賬減值撥備列賬。公允價值按未來本金及利息現金流量的現值(以資產負債表日的市場利率貼現)計算。

倘採用貼現現金流量法，估計未來現金流量乃基於管理層的最佳估計，而貼現率是類似工具於資產負債表日的市場相關利率。

(ii) 已發出的擔保

已發出擔保的公允價值乃參考類似服務公平交易下收取的費用(如可獲得有關資料)，或經比較貸方於有擔保下收取的實際利率與於並無擔保下貸方應收取的估計利率(如有關資料可作出可靠估計)後，參考利率差額以其他方式估計而釐定。

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(Cont'd)*

(e) Estimation of fair value *(Cont'd)*

(iii) Interest rates used for determining fair value

The market interest rates adopted for determining the fair value of trade and other receivables are ranging from 2.82% to 3.06% as at 31 December 2016 (2015: 2.32% to 2.73%).

26 財務風險管理及公允價值 *(續)*

(e) 公允價值估計*(續)*

(iii) 釐定公允價值所用的利率

於二零一六年十二月三十一日，釐定貿易及其他應收款項公允價值所採納的市場利率分別介乎2.82%至3.06%（二零一五年：2.32%至2.73%）。

27 COMMITMENTS

Operating leases commitments

At 31 December, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

27 承擔

經營租賃承擔

於十二月三十一日，根據不可撤回經營租約應付的日後最低租賃付款總額如下：

		2016 **二零一六年** **RMB'000** **人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Within 1 year	一年以內	**8,490**	4,681
After 1 year but less than 5 years	一年以上，五年以內	**25,464**	10,757
After 5 years	五年以上	**6,422**	10,312
Total	總計	**40,376**	25,750

The Group is the lessee in respect of a number of properties held under operating leases. None of the leases includes contingent rentals.

本集團為多項根據經營租約持有物業的承租人。概無租約含或有租金。

28 GUARANTEES ISSUED

At 31 December, the total maximum guarantees issued are as follows:

28 已發出的擔保

於十二月三十一日，已發出的最高擔保總額如下：

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Financial guarantees	融資擔保	(i)	**282,898**	537,767
Litigation guarantees	訴訟擔保		**127,191**	120,258
Performance guarantees	履約擔保		**670,193**	16,470
Gross guarantee amount	總擔保金額		**1,080,282**	674,495
Proportional re-guarantee amount	按比例分擔保金額		**(3,000)**	(8,700)
Total maximum guarantees issued	已發出的最高擔保總額		**1,077,282**	665,795

(i) Since 18 November 2013, the Group has provided guarantees to customers who obtained funding from lenders through peer-to-peer lending services platform -Jiayou Network, and the lenders are the guarantee holders. Pursuant to the relevant agreement between the Group and the borrowers, and the one between Jiayou Network and the borrowers, the Group is charging guarantee fee to the borrowers based on the borrowing amount while the Jiayou Network is charging a service fee to the borrowers. The Group is required to make payments on behalf of the customers to reimburse the beneficiary of the guarantee holder for a loss the holder incurs when the borrowers fail to make payment when due in accordance with the terms of the relevant agreements.

The guarantees provided by the Group through Jiayou Network as at 31 December 2016 were RMB62,220,000 (2015: RMB111,650,000). Guarantee fee income received from the customers for guarantee services provided through Jiayou Network during the year ended 31 December 2016 and 2015 were RMB1,795,000 and RMB4,240,000.

(ii) The total maximum guarantees issued represent the maximum potential loss that would be recognised if counterparties failed completely to perform as contracted.

(i) 自二零一三年十一月十八日以來，本集團向透過個體對個體貸款服務平台－嘉友網絡向獲得資金的客戶提供擔保，貸款人為擔保受益人。根據本集團與借款人之間的相關協議及嘉友網絡與借款人之間的相關協議，本集團根據借款款項向借款人收取擔保費，而嘉友網絡向借款人收取服務費。倘借款人不能根據相關協議的條款於到期時支付款項，則本集團須就擔保受益人所承受的損失代表客戶支付款項以補償擔保受益人。

於二零一六年十二月三十一日，本集團透過嘉友網絡提供的擔保為人民幣62,220,000元(二零一五年：人民幣111,650,000元)。截至二零一六年及二零一五年十二月三十一日止年度向透過嘉友網絡提供擔保服務的客戶收取的擔保費用收入分別為人民幣1,795,000元及人民幣4,240,000元。

(ii) 已發出的最高擔保總額指交易對手未能完全按合約履行責任時應確認的最高潛在虧損。

29 MATERIAL RELATED PARTY TRANSACTIONS

(a) Name and relationship with related parties

During the year, transactions with the following parties are considered as related parties:

Name of related party	*Relationship*
Mr. Zhang Tiewei	A substantial shareholder, chairman and executive director
Mr. Chen Hui	Executive director
Mr. Li Bin	Executive director
Mr. Wang Xiong (note7(i))	Executive director
Mr. Xu Kaiying (note7(i))	A substantial shareholder and executive director
Mr. He Darong	A substantial shareholder and non-executive director
Mr. Pang Haoquan	A substantial shareholder and non-executive director
Mr. Chen Guoxian	A substantial shareholder
Foshan Finance	A company of which 100% interest is held by Mr. Zhang Tiewei, Mr. Xu Kaiying and Mr. Pang Haoquan
Success Credit	Associate of the Group since 18 December 2012

29 重大關聯方交易

(a) 姓名／名稱及與關聯方的關係

於年內，與以下各方的交易被視為關聯方交易：

關聯方姓名／名稱	*關係*
張鐵偉先生	主要股東、主席兼執行董事
陳暉先生	執行董事
李斌先生	執行董事
王雄先生（附註7(i))	執行董事
徐凱英先生（附註7(i))	主要股東兼執行董事
何達榮先生	主要股東兼非執行董事
龐浩泉先生	主要股東兼非執行董事
陳國顯先生	主要股東
佛山金融	張鐵偉先生、徐凱英先生及龐浩泉先生持有其100%權益的公司
集成貸款	自二零一二年十二月十八日起為本集團的聯營公司

29 MATERIAL RELATED PARTY TRANSACTIONS *(Cont'd)*

(a) Name and relationship with related parties *(Cont'd)*

Name of related party	*Relationship*
Guangzhou Chenghuijin	Associate of the Group since 1 February 2016
China Success Credit Rating Co., Ltd.* ("Success Credit Rating")	A company of which 100% interest is held by Foshan Finance
Guangdong Jiayou Network Technologies Co., Ltd.* ("Jiayou Network")	A company of which 100% interest is held by Mr. Zhang Tiewei, Mr. Xu Kaiying and Mr. Pang Haoquan

* The English translation of the name is for reference only. The official name of the entity is in Chinese.

29 重大關聯方交易*(續)*

(a) 姓名／名稱及與關聯方的關係*(續)*

關聯方姓名／名稱	*關係*
廣州成匯金	自二零一六年二月一日起為本集團的聯營公司
佛山市集成資信評估有限公司（「集成資信評估」）	佛山金融持有其100%權益的公司
廣東嘉友網絡科技有限公司（「嘉友網絡」）	張鐵偉先生、徐凱英先生及龐浩泉先生持有其100%權益的公司

* 本公司的官方名稱為中文。英文翻譯僅供參考。

29 MATERIAL RELATED PARTY TRANSACTIONS *(Cont'd)*

29 重大關聯方交易*(續)*

(b) Key management personnel remuneration

(b) 主要管理人員薪酬

Remuneration for key management personnel of the Group, including amounts paid to the Group's directors as disclosed in Note 7 and certain of the highest paid employees as disclosed in Note 8, is as follows:

本集團的主要管理人員薪酬包括已付本集團董事款項(披露於附註7)及已付若干最高薪酬僱員款項(披露於附註8)，如下：

		2016 **二零一六年** **RMB'000** **人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Salaries, allowances and other benefits	薪金、津貼及其他福利	**9,848**	6,474
Contributions to defined contribution retirement plan	向定額供款退休計劃供款	**233**	190
Equity compensation benefits	股權報酬福利	**493**	761
Total	總計	**10,574**	7,425

Total remuneration is included in "staff costs"(Note 5(b)).

薪酬總額計入「員工成本」(附註5(b))。

(c) Related parties transactions

(c) 關聯方交易

		2016 **二零一六年** **RMB'000** **人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Service fee paid to Jiayou Network	向嘉友網絡支付的服務費	—	36
Service fee paid to Success Credit Rating	向集成資信評估支付的服務費	**10**	—
Advance to Guangzhou Chenghuijin	向廣州成匯金作出的墊款	**4**	—

29 MATERIAL RELATED PARTY TRANSACTIONS *(Cont'd)*

29 重大關聯方交易*(續)*

(d) Balances with other related parties

At the end of the reporting period, the Group had the following balances with related parties:

(d) 與其他關聯方的結餘

於各報告期末，本集團與關聯方有以下結餘：

Amounts due from related parties

應收關聯方款項

		Note 附註	**2016 二零一六年 RMB'000 人民幣千元**	2015 二零一五年 RMB'000 人民幣千元
Foshan Finance	佛山金融	12(e)	**6,107**	6,107
Success Credit	集成貸款	(a)	**2,730**	2,730
Advance to Guangzhou Chenghuijin	向廣州成匯金作出的墊款		**4**	—
Total	總計		**8,841**	8,837

(a) On 20 March 2014, the board of shareholders of Success Credit approved to make a dividend with an amount of RMB15,000,000 to its shareholders. Success Guarantee was entitled to receive the dividend with an amount of RMB2,730,000.

(a) 於二零一四年三月二十日，集成貸款股東會批准向其股東派發人民幣15,000,000元的股息。集成擔保有權收取人民幣2,730,000元的股息。

Balances with these related parties are unsecurd. Except for the amounts due from Foshan Finance, the balances with these related parties are interest-free and have no fixed repayment terms.

與該等關聯方的結餘為無抵押。惟應收佛山金融款項除外，與該等關聯方的結餘為免息及無固定還款期限。

30 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

30 公司級財務狀況表

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Assets	**資產**		
Cash and bank deposits	現金及銀行存款	**103,798**	30,533
Trade and other receivables	貿易及其他應收款項	**324,497**	309,850
Investment in subsidiaries	於附屬公司的投資	**12,112**	10,152
Equipment	設備	**375**	146
Intangible assets	無形資產	**11**	—
Total assets	**資產總值**	**440,793**	350,681
Liability	**負債**		
Accruals and other payables	應計費用及其他應付款項	**305**	2,208
Total liability	**負債總額**	**305**	2,208
NET ASSETS	**資產淨值**	**440,488**	348,473
CAPITAL AND RESERVES	**資本及儲備**		
Share capital	股本	**4,241**	3,755
Reserves	儲備	**436,247**	344,718
TOTAL EQUITY	**權益總額**	**440,488**	348,473

Approved and authorised for issue by the board of directors on 29 March 2017.

董事會批准及授權於二零一七年三月二十九日刊發。

張鐵偉
Zhang Tiewei
Director
董事

傅潔
Fu Jie
Director
董事

31 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016

Up to the date of issue of these financial statements, the HKICPA has issued a few amendments and a new standard which are not yet effective for the year ended 31 December 2016 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響

截至本財務報表刊發日期，香港會計師公會已頒佈多項修訂及新訂準則，該等修訂及新訂準則於截至二零一六年十二月三十一日止年度尚未生效，且於本財務報表並未採用。以下為可能與本集團相關的有關準則。

	Effective for accounting periods beginning on or after 於以下日期或之後開始的會計期間生效
Amendments to HKAS 7, *Statement of cash flows: Disclosure initiative* 香港會計準則第7號的修訂，*現金流量表：披露計劃*	1 January 2017 二零一七年一月一日
Amendments to HKAS 12, *Income taxes: Recognition of deferred tax assets for unrealised losses* 香港會計準則第12號的修訂，*所得稅：就未變現虧損確認遞延稅項資產*	1 January 2017 二零一七年一月一日
HKFRS 9, *Financial instruments* 香港財務報告準則第9號，*金融工具*	1 January 2018 二零一八年一月一日
HKFRS 15, *Revenue from contracts with customers* 香港財務報告準則第15號，*來自客戶合約收益*	1 January 2018 二零一八年一月一日
Amendments to HKFRS 2, *Share-based payment: Classification and measurement of share-based payment transactions* 香港財務報告準則第2號的修訂，*以股份為基礎的付款：以股份為基礎的付款交易的分類及計量*	1 January 2018 二零一八年一月一日
HKFRS 16, *Leases* 香港財務報告準則第16號，*租賃*	1 January 2019 二零一九年一月一日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. As the Group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards.

本集團正評估該等修訂及新訂準則於首次應用期間預期帶來的影響。迄今本集團已識別新訂準則的若干方面可能對綜合財務報表造成重大影響。有關預期影響的進一步詳情於下文論述。由於本集團尚未完成其評估，故本集團可於適當時候識別進一步影響，並將於決定於該等新規定生效日期前是否採納任何該等新規定及根據新訂準則有替代方法可用時採用何種過渡方法時考慮該等影響。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(a) HKFRS 9, Financial instruments

HKFRS 9 will replace the current standard on accounting for financial instruments, HKAS 39, *Financial instruments: Recognition and measurement*. HKFRS 9 introduces new requirements for classification and measurement of financial assets, calculation of impairment of financial assets and hedge accounting. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification of financial liabilities. Expected impacts of the new requirements on the Group's financial statements are as follows:

(i) Classification and measurement

HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised cost, (2) fair value through profit or loss (FVTPL) and (3) fair value through other comprehensive income (FVTOCI) as follows:

- The classification for debt instruments is determined based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the asset. If a debt instrument is classified as FVTOCI then effective interest, impairments and gains/losses on disposal will be recognised in profit or loss.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(a) 香港財務報告準則第9號，金融工具

香港財務報告準則第9號將取代有關金融工具會計處理方法的現有準則香港會計準則第39號，*金融工具：確認及計量*。香港財務報告準則第9號引入分類及計量金融資產、計算金融資產減值及對沖會計處理的新規定。另一方面，香港財務報告準則第9號納入(並無實質性更改)香港會計準則第39號有關確認及終止確認金融工具及金融負債分類的規定。本集團財務報表方面的新規定的預期影響如下：

(i) 分類及計量

香港財務報告準則第9號包括金融資產的三個主要分類方法：(1)按攤銷成本；(2)按公平值計入損益(按公平值計入損益)；及(3)按公平值計入其他全面收益(按公平值計入其他全面收益)計量如下：

- 債務工具之分類乃基於實體管理金融資產的業務模式及該資產的合約現金流特點而釐定。倘債務工具分類為按公平值計入其他全面收益計量，則實際權益、減值及出售收益／虧損將於損益內確認。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(a) HKFRS 9, Financial instruments *(Cont'd)*

(i) Classification and measurement (Cont'd)

- For equity securities, the classification is FVTPL regardless of the entity's business model. The only exception is if the equity security is not held for trading and the entity irrevocably elects to designate that security as FVTOCI. If an equity security is designated as FVTOCI then only dividend income on that security will be recognised in profit or loss. Gains, losses and impairments on that security will be recognised in other comprehensive income without recycling.

Based on the preliminary assessment, the Group expects that its financial assets currently measured at amortised cost will continue with their classification and measurements upon the adoption of HKFRS 9.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(a) 香港財務報告準則第9號，金融工具*(續)*

(i) 分類及計量(續)

- 就股本證券而言，不論實體採用何種業務模式均分類為按公平值計入損益計量，惟股本證券並非持作買賣及該實體不可撤回地選擇指定該證券為按公平值計入其他全面收益計量則例外。倘股本證券獲指定為按公平值計入其他全面收益計量，則僅該證券的股息收入將於損益內確認。該證券之收益、虧損及減值將於其他全面收益內確認且不可撥回。

根據初步評估，本集團預期其現時按攤銷成本計量的金融資產將會於採納香港財務報告準則第9號後繼續延用彼等的分類及計量。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(a) HKFRS 9, Financial instruments *(Cont'd)*

(i) Classification and measurement (Cont'd)

The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVTPL that is attributable to changes of that financial liability's own credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group currently does not have any financial liabilities designated at FVTPL and therefore this new requirement may not have any impact on the Group on adoption of HKFRS 9.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(a) 香港財務報告準則第9號，金融工具*(續)*

(i) 分類及計量(續)

香港財務報告準則第9號有關金融負債之分類及計量規定與香港會計準則第39號相較基本保持不變，惟香港財務報告準則第9號規定因指定為按公平值計入損益計量之金融負債信貸風險有變而導致其公平值變動之部分乃於其他全面收益內確認(不會重新分類至損益)。本集團現時並無任何指定為按公平值計入損益計量之金融負債，因此於採納香港財務報告準則第9號時，該新規定不會對本集團造成任何影響。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(a) HKFRS 9, Financial instruments *(Cont'd)*

(ii) Impairment

The new impairment model in HKFRS 9 replaces the "incurred loss" model in HKAS 39 with an "expected credit loss" model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure expected credit losses as either 12-month expected credit losses or lifetime expected credit losses, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group's trade and other receivable, finance lease receivable and liabilities from guarantee. However, a more detailed analysis is required to determine the extent of the impact.

(iii) Hedge accounting

HKFRS 9 does not fundamentally change the requirements relating to measuring and recognising ineffectiveness under HKAS 39. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(a) 香港財務報告準則第9號，金融工具*(續)*

(ii) 減值

香港財務報告準則第9號內的新減值模式以「預期信貸虧損」模式取代香港會計準則第39號內的「已發生虧損」模式。根據預期信貸虧損模式，毋須再待發生虧損事件方確認減值虧損。相反，實體須根據資產以及事實及情況確認及計量預期信貸虧損為12個月預期信貸虧損或永久預期信貸虧損。新減值模式可能導致提早就本集團貿易應收款項及其他金融資產確認信貸虧損。然而，仍需更詳細的分析以釐定影響之程度。

(iii) 對沖會計法

香港財務報告準則第9號並未從根本上改變香港會計準則第39號下對有關計量及確認無效性的規定。然而，對適用於對沖會計的交易類別已增加彈性。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(b) HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, *Revenue*, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, *Construction contracts*, which specifies the accounting for revenue from construction contracts. The Group is currently assessing the impacts of adopting HKFRS 15 on its financial statements. Based on the preliminary assessment, the Group has identified the following areas which are likely to be affected:

(i) Timing of revenue recognition

The Group's revenue recognition policies are disclosed in Note 1(r). Currently, revenue arising from the provision of services is recognised over time, whereas revenue from the sale of goods is generally recognised when the risks and rewards of ownership have passed to the customers.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(b) 香港財務報告準則第15號，來自客戶合約收益

香港財務報告準則第15號建立確認來自客戶合約收益的全面框架。香港財務報告準則第15號將會取代香港會計準則第18號*收入*(其涵蓋因銷售商品及提供服務而產生的收入)及香港會計準則11號*建造合約*(其規定了建造合約收入的會計處理)的現有收入準則。本集團目前正在評估採納香港財務報告準則第15號對其財務報表的影響。根據初步評估，本集團已識別下列可能受到影響的範疇：

(i) 收入確認的時間

本集團的收入確認政策披露於附註1(r)。目前，提供一系列服務產生的收入隨時間轉移確認，而銷售貨物所得收入通常於所售貨物所有權上的風險及回報轉移予客戶時確認。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(b) HKFRS 15, Revenue from contracts with customers *(Cont'd)*

(i) Timing of revenue recognition (Cont'd)

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. HKFRS 15 identifies 3 situations in which control of the promised good or service is regarded as being transferred over time:

- When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(b) 香港財務報告準則第15號，來自客戶合約收益*(續)*

(i) 收入確認的時間(續)

根據香港財務報告準則第15號，收入於客戶獲得合約之承諾貨物或服務之控制權時確認。香港財務報告準則第15號確定了以下對承諾貨物或服務之控制被視為隨時間轉移之三種情況：

- 當客戶於主體履約時同時接受及使用主體履約所提供之利益時；
- 當主體履約創造或增強一項於資產被創造或增強時由客戶控制之資產(如在建工程)時；
- 當主體之履約並無創造對實體而言具替代用途之資產，且該主體對迄今完成之履約付款具有可執行權利時。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(b) HKFRS 15, Revenue from contracts with customers *(Cont'd)*

(i) Timing of revenue recognition (Cont'd)

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs.

As a result of this change from the risk-and-reward approach to the contract-by-contract transfer-of-control approach, it is possible that once the Group adopts HKFRS 15 some of the Group's contracts the point in time when revenue is recognised may be earlier or later than under the current accounting policy. However, further analysis is required to determine whether this change in accounting policy may have a material impact on the amounts reported in any given financial reporting period.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(b) 香港財務報告準則第15號，來自客戶合約收益*(續)*

(i) 收入確認的時間(續)

如合約條款及實體活動並不屬於該等三種情況的任何一種，則根據香港財務報告準則第15號規定，該實體就銷售商品或服務按單個時間點(即控制權已轉移時)確認收入。所有權的風險及回報的轉移僅為釐定何時發生控制權轉移時將會考慮的指標之一。

由於從風險及回報法向按合約轉讓控制權法轉變，一旦本集團採納香港財務報告準則第15號，本集團部分目前按時間點確認的合約於收入確認時亦可能早於或晚於當前會計政策所規定者。然而，釐定會計政策變動是否可能對任何指定財務報告期間所報告金額產生重大影響需要進一步的分析。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(b) HKFRS 15, Revenue from contracts with customers *(Cont'd)*

(ii) Significant financing component

HKFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance or in arrears.

Currently, the Group would only apply such a policy when payments are significantly deferred, which is currently not common in the Group's arrangements with its customers. Currently, the Group does not apply such a policy when payments are received in advance.

Advance payments are not common in the Group's arrangements with its customers.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(b) 香港財務報告準則第15號，來自客戶合約收益*(續)*

(ii) 重大融資成分

香港財務報告準則第15號要求實體於合約包含重大融資部分時就貨幣時間價值調整交易價格，而不管來自客戶之付款將大部分提前收取或延後收取。

目前，本集團僅在付款遭嚴重延誤時適用該政策，而該情況目前在本集團與客戶的安排中並不常見。現時，本集團概無在提前收到付款時適用該政策。

墊款在本集團與客戶的安排中並不常見。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(c) HKFRS 16, Leases

As disclosed in Note 1(i), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(c) 香港財務報告準則第16號，租賃

如附註1(i)所披露，本集團目前將租賃分類為融資租賃及經營租賃，並視乎租賃分類區別入賬租賃安排。本集團部分租約以出租人身份訂立，其他則以承租人身份訂立。

香港財務報告準則第16號預期不會對出租人於租約項下的權利及義務進行入賬的方式產生重大影響。然而，一旦採納香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，在可行權宜方法規限下，承租人將會按與當前融資租賃會計處理相若的方法將所有租賃入賬，即在租賃開始日期，承租人將會按未來最低租賃付款的現值確認及計量租賃負債並確認相應的使用權資產。在初始確認該項資產及負債後，承租人將會就租賃負債結餘確認應計利息開支及使用權資產折舊，取代於租期內系統化地確認經營租賃項下產生的租金開支的現時政策。作為可行權宜方法，承租人可選擇對短期租賃(即租期為12個月或以下)及低價值資產租賃不應用此會計處理模式，在此情況下，將會繼續按租賃期限系統化地確認租金開支。

31 POSSIBLE IMPACT OF AMENDMENTS,NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 *(Cont'd)*

(c) HKFRS 16, Leases *(Cont'd)*

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. As disclosed in Note 27, at 31 December 2016 the Group's future minimum lease payments under non-cancellable operating leases amount to RMB40,376,000 for properties, the majority of which is payable either between 1 and 5 years after the reporting date or in more than 5 years. Some of these amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

The Group is considering whether to adopt HKFRS 16 before its effective date of 1 January 2019. However, early adoption of HKFRS 16 is only permitted if this is no earlier than the adoption of HKFRS 15. It is therefore unlikely that HKFRS 16 will be adopted before the effective date of HKFRS 15, being 1 January 2018.

31 於截至二零一六年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響*(續)*

(c) 香港財務報告準則第16號，租賃*(續)*

香港財務報告準則第16號將主要影響本集團作為承租人就物業的租賃(目前分類為經營租賃)進行的會計處理。預期應用新會計模式將導致資產及負債均有增加，及對租期內在損益表內確認開支的時間產生影響。如附註27所披露，於二零一六年十二月三十一日，本集團根據不可撤回經營租約的物業未來最低租賃付款為人民幣40,376,000元，大多數應於報告日期後一至五年內或五年以上支付。因此，一旦採納香港財務報告準則第16號，部分該等款項可能被確認為租賃負債，並附帶相應使用權資產。經考慮可行權宜方法的適用性並就目前與採納香港財務報告準則第16號期間訂立或終止的任何租賃及折現影響進行調整後，本集團將會進行更為詳盡的分析，以釐定於採納香港財務報告準則第16號時經營租賃承擔所產生的新資產及負債的金額。

本集團正考慮是否於香港財務報告準則第16號生效日期二零一九年一月一日前採納該準則。然而，香港財務報告準則第16號僅可於採納香港財務報告準則第15號後方可提前採納。因此，香港財務報告準則第16號不大可能於香港財務報告準則第15號之生效日期(即二零一八年一月一日)前獲採納。

32 COMPARATIVE FIGURES

Certain comparative figures have been adjusted to conform to current year's presentation and to provide comparative amounts in respect of items disclosure for the first time in 2016.

32 可比較數字

若干可比較數字已作出調整以符合本年度呈列方式，以就二零一六年首次項目披露提供可比較金額。

33 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

After the end of the reporting period the directors proposed a final dividend. Further details are disclosed in Note 25(b).

On 26 January 2017, Success Guarantee, together with Foshan Shengshi Success Investment Company Limited ("Shengshi Success Investment"), Foshan Shengshi Jiayou Investment Company Limited ("Shengshi Jiayou Investment"), Foshan Qiya Enterprise Management Limited ("Qiya Enterprise Management"), Foshan Shunde Success Investment Development Company Limited ("Shunde Success Investment"), Foshan Finance, Success Futures Company Limited ("Success Futures") and Success Credit established Foshan Shengshi Junen Enterprise Management Company Limited with paid-in-capital of RMB200,000,000, in which Success Guarantee holds 3.5% equity interest. Each of Shengshi Success Investment, Shengshi Jiayou Investment, Qiya Enterprise Management, Shunde Success Investment, Foshan Finance and Success Futures is an associate of Mr. Zhang, a Director and a substantial shareholder of the Company.

33 報告期後非調整事件

董事於報告期後建議派付末期股息。進一步詳情於附註25(b)披露。

於二零一七年一月二十六日，集成擔保與佛山市盛世集成投資有限公司(「盛世集成投資」)、佛山市盛世嘉友投資有限公司(「盛世嘉友投資」)、佛山市奇雅企業管理有限公司(「奇雅企業管理」)、佛山市順德集成投資發展有限公司(「順德集成投資」)、佛山金融、集成期貨股份有限公司(「集成期貨」)及集成貸款成立佛山市盛世隽恩企業管理有限公司，繳足股本為人民幣200,000,000元，集成擔保持有3.5%股權。盛世集成投資、盛世嘉友投資、奇雅企業管理、順德集成投資、佛山金融及集成期貨均為本公司董事兼主要股東張先生的聯營公司。

中國集成金融集團控股有限公司
China Success Finance Group Holdings Limited