



China Beidahuang Industry Group Holdings Limited
中國北大荒產業集團控股有限公司

(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: 00039)

2016
Annual Report
年報



		<i>Page</i> 頁次
Corporate Information	公司資料	2
Management Discussion and Analysis	管理層討論及分析	4
Corporate Governance Report	企業管治報告	19
Directors' and Senior Management's Biographies	董事及高級管理層履歷	37
Environment, Social and Governance Report	環境、社會及管治報告	41
Report of the Directors	董事會報告	61
Independent Auditor's Report	獨立核數師報告	82
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收入報表	92
Consolidated Statement of Financial Position	綜合財務狀況表	94
Consolidated Statement of Changes in Equity	綜合權益變動表	96
Consolidated Statement of Cash Flows	綜合現金流量表	97
Notes to Financial Statements	財務報表附註	100
Five Year Financial Summary	五年財務概要	224

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. JIANG Jianjun (*Chairman*)
Mr. JIANG Jiancheng
Mr. KE Xionghan

Non-executive Directors

Ms. HO Wing Yan
Ms. ZHANG Yujie

Independent Non-executive Directors

Dr. LOKE Yu
Mr. LI Xiaofeng
Mr. HO Man Fai

AUDIT COMMITTEE

Dr. LOKE Yu (*Chairman*)
Mr. LI Xiaofeng
Mr. HO Man Fai

REMUNERATION COMMITTEE

Dr. LOKE Yu (*Chairman*)
Mr. JIANG Jianjun
Mr. HO Man Fai

NOMINATION COMMITTEE

Mr. JIANG Jianjun (*Chairman*)
Dr. LOKE Yu
Mr. HO Man Fai

COMPANY SECRETARY

Mr. CHAN Kwong Leung, Eric

AUDITOR

CHENG & CHENG LIMITED

董事會

執行董事

江建軍先生 (*主席*)
江建成先生
柯雄瀚先生

非執行董事

何詠欣女士
仇玉杰女士

獨立非執行董事

陸海林博士
黎曉峰先生
何文輝先生

審核委員會

陸海林博士 (*主席*)
黎曉峰先生
何文輝先生

薪酬委員會

陸海林博士 (*主席*)
江建軍先生
何文輝先生

提名委員會

江建軍先生 (*主席*)
陸海林博士
何文輝先生

公司秘書

陳鄺良先生

核數師

鄭鄭會計師事務所有限公司

REGISTERED OFFICE

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 1101A, 11/F, East Ocean Centre
98 Granville Road, Tsim Sha Tsui
Kowloon, Hong Kong
Telephone: (852) 2880 5033
Facsimile: (852) 2880 5398
Website: <http://www.irasia.com/listco/hk/chinabeidahuang>

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

**HONG KONG BRANCH SHARE REGISTRAR AND
TRANSFER OFFICE**

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road, North Point
Hong Kong

LISTING INFORMATION/STOCK CODE

The Stock Exchange of Hong Kong Limited: 00039

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China Limited
Agricultural Bank of China Limited
China Guangfa Bank Co., Ltd.

註冊辦事處

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

總辦事處及主要營業地點

香港九龍
尖沙咀加連威老道98號
東海商業中心11樓1101A室
電話：(852) 2880 5033
傳真：(852) 2880 5398
網站：<http://www.irasia.com/listco/hk/chinabeidahuang>

主要股份過戶登記處

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

香港股份過戶登記分處

聯合證券登記有限公司
香港
北角英皇道338號
華懋交易廣場2期
33樓3301-04室

上市資料／股份代號

香港聯合交易所有限公司：00039

主要往來銀行

香港上海滙豐銀行有限公司
中國建設銀行股份有限公司
中國工商銀行股份有限公司
中國農業銀行股份有限公司
廣發銀行股份有限公司

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OVERVIEW

For the year ended 31 December 2016 ("Year"), the Group's revenue from the continuing operations amounted to approximately HK\$654.84 million (2015: HK\$785.70 million), representing a decrease of 16.66% over last year. Gross profit for the continuing operations of the Group was approximately HK\$66.87 million (2015: HK\$10.62 million). The profit (net of tax) from continuing operations was approximately HK\$8.58 million (2015: loss (net of tax) from continuing operations was HK\$41.86 million). Profit attributable to owners of the parent was approximately HK\$7.22 million (2015: HK\$19.41 million). The profit for the Year was mainly because the rental business segment and money lending business segment become mature and the profit in 2015 was mainly due to the gain arose from the disposal of BAPP (Northwest) Limited. Earnings per share from continuing operations and discontinued operations for the Year was HK0.15 cents (2015: HK0.51 cents).

The Group will continue to control the costs and focus on existing resources to further strengthen and grow the Group's businesses both organically and through acquisitions when appropriate opportunities arise. The Group also plans to diversify the business mix and will seek for good investment opportunity with major focus in the People's Republic of China (the "PRC") and Hong Kong. Diversifications would be carefully selected among all the choices we explored and would be operated with experienced business partners.

SEGMENT INFORMATION

Wine and Liquor Business

The Group's wine and liquor business is principally engaged in the sale and distribution of wine and liquor in the PRC. Currently, the Group operates a retail and distribution network for selling wine and liquor in Guangzhou, Harbin and Hunan Province of the PRC. The Group has 8 wine and liquor specialty stores and 19 franchise stores in Guangzhou.

The Group is the exclusive distributor of Diancang Jiugui and Meiming Wenshi in the PRC until May 2020.

概覽

截至二零一六年十二月三十一日止年度（「年內」），本集團持續經營業務取得收入約654,840,000港元（二零一五年：785,700,000港元），較上年減少16.66%。本集團持續經營業務之毛利約為66,870,000港元（二零一五年：10,620,000港元）。來自持續經營業務溢利（除稅後）為約8,580,000港元（二零一五年：持續經營業務之虧損（除稅後）為41,860,000港元）。母公司擁有人應佔溢利約為7,220,000港元（二零一五年：19,410,000港元）。年內溢利乃主要因租賃業務分類及放貸業務分類成熟所致及二零一五年之溢利乃主要因出售BAPP (Northwest) Limited產生之收益所致。年內持續經營業務及終止經營業務之每股盈利為0.15港仙（二零一五年：0.51港仙）。

本集團將繼續控制成本及集中現有資源，透過內部擴展及於適當時機藉收購進一步加強及發展本集團之業務。本集團亦計劃多元化業務組合，並將尋求主要集中於中華人民共和國（「中國」）及香港之任何投資良機。我們將於所尋求之所有選擇中審慎選擇多元化及將與經驗豐富的業務夥伴合作營運。

分類資料

酒類業務

本集團的酒類業務主要為於中國銷售及分銷酒類。目前，本集團於中國廣州、哈爾濱及湖南省經營零售及分銷網絡以銷售酒類。本集團於廣州擁有8間酒類專賣店及19間加盟店。

本集團為典藏酒鬼及美名問世的中國獨家經銷商，直至二零二零年五月為止。

Since 2012, the revenue of this business segment has been hit by the PRC government's calls for cracking down on extravagance in government departments and state-owned institutions and enterprises as well as the plasticiser contamination scandal. The operating environment of the liquor industry in the PRC remained difficult during the Year. The Group will closely monitor the market situations and trends and adopt corresponding measures of risk management to alleviate the negative impacts. Meanwhile, the Group will continue to improve the product mix and focus on higher margin products to grow its business. Apart from strengthening the established markets, the Group will strive to expand its retail and distribution network to other parts of the PRC.

Due to the government policy, revenue of the wine and liquor business declined by 8.63% to approximately HK\$42.66 million (2015: HK\$46.69 million) during the Year, accounting for 6.51% (2015: 5.94%) of the total revenue. Gross profit of this business segment was approximately HK\$5.66 million (2015: HK\$6.71 million), representing a decrease of 15.65% from last year.

Sales of Green Food Products Business

The sales of green food products business recorded a revenue of approximately HK\$296.29 million (2015: HK\$727.29 million), accounting for 45.25% of the total revenue. Gross profit of this business segment for the Year was approximately HK\$3.22 million (2015: HK\$4.15 million).

Rental of Logistic Facilities and Office Facilities Business

The logistic facilities and office facilities renting business recorded a revenue of approximately HK\$59.13 million (2015: HK\$9.53 million), accounting for 9.03% of the total revenue. Gross profit of this business segment for the Year was approximately HK\$27.46 million (2015: Gross loss HK\$2.43 million).

從二零一二年起，政府部門以及國有機構及國有企業響應中國政府號召，厲行節約，反對浪費，加上白酒塑化劑風波，此業務分類的收入受到打擊。中國酒類行業的經營環境於年內仍然困難。本集團將密切監察市況及趨勢，並採取相應的風險管理措施以緩解負面影響。與此同時，本集團將繼續改善產品組合，並專注於較高利潤率的產品，從而帶來業務增長。除鞏固現有市場外，本集團將致力擴展中國其他地區的零售及分銷網絡。

由於政府政策，年內，酒類業務錄得收入約42,660,000港元（二零一五年：46,690,000港元），較上年減少8.63%，佔總收入的6.51%（二零一五年：5.94%）。此業務分類的毛利約為5,660,000港元（二零一五年：6,710,000港元），較上年減少15.65%。

銷售綠色食品業務

綠色食品銷售業務錄得約296,290,000港元（二零一五年：727,290,000港元）收入，佔總收入的45.25%。年內此業務分類的毛利約為3,220,000港元（二零一五年：4,150,000港元）。

租賃物流設施及辦公設施業務

物流設施及辦公設施租賃業務錄得收入約59,130,000港元（二零一五年：9,530,000港元），佔總收入之9.03%。年內此業務分類的毛利約為27,460,000港元（二零一五年：毛損2,430,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Money Lending Business

A wholly-owned subsidiary of the Company incorporated in the PRC is engaged in the money lending business in the PRC. The money lending business recorded a revenue of HK\$24.80 million (2015: HK\$2.19 million), accounting for 3.79% of the total revenue. Gross profit of this business segment for the Year was approximately HK\$24.80 million (2015: HK\$2.19 million).

Construction Business

On 1 March 2016, Shenzhen Penda Rongtong Trading Limited* (深圳市鵬達融通商貿有限公司, "SZPD"), an indirect wholly-owned subsidiary of the Company, entered into the First Share Transfer Agreement with the owner of Shenzhen Tronsin Illuminating Technique Limited* (深圳市創先照明科技有限公司, "SZTI") which is principally engaged in the sales of lighting equipment and urban and road lighting engineering contracting. The owner of SZTI has conditionally agreed to sell 51% equity interest in SZTI to the Group at a consideration of RMB35 million.

On 1 March 2016, SZPD entered into the Second Share Transfer Agreement with the owner of Fujian Fang Run Construction Group Company Limited* (福建省方潤建設集團有限公司, "FJFR") which is principally engaged in general construction contracting for housing and building projects and general construction contracting for municipal public projects. The owner of FJFR has conditionally agreed to sell 51% equity interest in FJFR to the Group at a consideration of RMB50 million.

The First Share Transfer Agreement and the Second Share Transfer Agreement are not interconditional upon one another. On 24 March 2016, the completion of the First Share Transfer Agreement and the Second Share Transfer Agreement took place and SZTI and FJFR have become the subsidiaries of the Group, and henceforth the Group becomes eligible to participate in the construction projects. Details of the above transactions were disclosed in the announcements of the Company dated 23 October 2015, 17 December 2015 and 1 March 2016. Through participating in the construction projects, the Group derived a revenue of approximately HK\$231.97 million (2015: Nil) and accounted for 35.42% (2015: Nil) of the total revenue from the execution of the contractual works contemplated under the construction projects and the provision of ongoing maintenance services in relation to the construction projects during the Year.

* For identification purposes only

放貸業務

本公司於中國註冊成立之全資附屬公司於中國從事放貸業務。放貸業務錄得收入24,800,000港元(二零一五年:2,190,000港元),佔總收入之3.79%。年內此業務分類的毛利約為24,800,000港元(二零一五年:2,190,000港元)。

建設業務

於二零一六年三月一日,深圳市鵬達融通商貿有限公司(「深圳鵬融通」,為本公司之間接全資附屬公司)與深圳市創先照明科技有限公司(「深圳創先照明」,其業務主要是燈光照明設備的銷售和城市及道路照明工程承包)之擁有人訂立第一份股份轉讓協議。深圳創先照明之擁有人有條件同意向本集團出售深圳創先照明之51%股權,代價為人民幣35,000,000元。

於二零一六年三月一日,深圳鵬達與福建省方潤建設集團有限公司(「福建方潤」,其業務主要是房屋建築工程施工總承包及市政公用工程施工總承包)之擁有人訂立第二份股權轉讓協議。福建方潤之擁有人已有條件同意向本集團出售福建方潤之51%股權,代價為人民幣50,000,000元。

第一份股權轉讓協議與第二份股權轉讓協議之間並非互為條件。於二零一六年三月二十四日,第一份股權轉讓協議與第二份股權轉讓協議已完成及深圳創先照明及福建方潤已成為本集團附屬公司,及自此以後本集團有權參與建議項目。上述交易之詳情披露於本公司日期為二零一五年十月二十三日、二零一五年十二月十七日及二零一六年三月一日之公佈。通過參與建設項目,本集團年內自執行建設項目項下擬進行的合約工作及提供與建設項目有關的持續維護服務錄得收入約231,970,000港元(二零一五年:無)及佔總收入的35.42%(二零一五年:無)。

* 僅供識別

ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES

Acquisitions

- (i) On 1 March 2016, SZPD, an indirect wholly-owned subsidiary of the Company, entered into the First Share Transfer Agreement and the Second Share Transfer Agreement with the owner of SZTI and FJFR respectively. The Group has conditionally agreed to acquire from both of the vendors 51% equity interest in SZTI and FJFR at a consideration of RMB35 million and RMB50 million respectively.

Completion of the two agreements took place on 24 March 2016. Accordingly, SZTI and FJFR have become indirect non-wholly owned subsidiaries of the Company and their results will be consolidated into the financial statements of the Company. Details of the above transactions were disclosed in the announcements of the Company dated 23 October 2015, 17 December 2015 and 1 March 2016.

- (ii) On 15 August 2016, Shenzhen Beisiluo Trading Co., Ltd* (深圳市貝斯羅商貿有限公司), an indirect wholly-owned subsidiary of the Company, entered into a share transfer agreement with the owner of Zhongshan Minzhong Waterytown Travel Co., Ltd* (中山市民眾水鄉遊有限公司, "ZSMZ") to acquire 70% equity interest in ZSMZ at a consideration of RMB46 million. ZSMZ held trademarks of Lingnan Watertown and is principally engaged in tourism business.
- (iii) On 1 October 2016, Shenzhen Bichang Trading Co., Ltd* (深圳碧暢貿易有限公司), an indirect wholly-owned subsidiary of the Company, entered into a share transfer agreement with the owner of Shenzhen Zhenhe Investment and Development Co., Ltd* (深圳市臻和投資發展有限公司, "SZZH") to acquire 100% equity interest in SZZH at a consideration of RMB48 million. SZZH held 55% equity interest in each of the three subsidiaries in Beijing which are Beijing Chuangzhan Gudesheng Investment Management Co., Ltd* (北京創展谷德勝投資管理有限公司), Beijing Chuangzhan Guwangxin Investment Management Co., Ltd* (北京創展谷望新投資管理有限公司) and Beijing Mumian Shangyuan Investment Management Co., Ltd* (北京木棉上元投資管理有限公司). The principal activities of SZZH group is renting of office premises and facilities.

* For identification purposes only

收購及出售附屬公司

收購

- (i) 於二零一六年三月一日，深圳鵬達融通（為本公司之間接全資附屬公司）分別與深圳創先照明及福建方潤之擁有人訂立第一份股權轉讓協議及第二份股權轉讓協議。本集團已有條件同意自賣方收購其於深圳創先照明及福建方潤之51%股權，代價分別為人民幣35,000,000元及人民幣50,000,000元。

該兩份協議已於二零一六年三月二十四日完成。因此，深圳創先照明及福建方潤已成為本公司之間接非全資附屬公司及其業績將綜合計入本公司之財務報表。上述交易之詳情披露於本公司日期為二零一五年十月二十三日、二零一五年十二月十七日及二零一六年三月一日之公佈。

- (ii) 於二零一六年八月十五日，深圳市貝斯羅商貿有限公司（本公司之間接全資附屬公司）與中山市民眾水鄉遊有限公司（「中山民眾」）之擁有人訂立股份轉讓協議以收購中山民眾70%股權，代價為人民幣46,000,000元。中山民眾持有嶺南水鄉商標及主要從事旅遊業務。
- (iii) 於二零一六年十月一日，深圳碧暢貿易有限公司（本公司之間接全資附屬公司）與深圳市臻和投資發展有限公司（「深圳臻和」）之擁有人訂立股份轉讓協議以收購深圳臻和100%股權，代價為人民幣48,000,000元。深圳臻和持有三間北京附屬公司（即北京創展谷德勝投資管理有限公司、北京創展谷望新投資管理有限公司及北京木棉上元投資管理有限公司）各自55%股權。深圳臻和集團之主要業務為租賃辦公物業及設施。

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

(iv) Subsequent to the end of the reporting year, on 13 January 2017, the Company entered into an equity transfer agreement (“Equity Transfer Agreement”) with Ms. Chen Xiaoding to acquire the 100% equity interest in Shenzhen Ming Jian Gold Industry Limited* (深圳明建金業有限公司, “Shenzhen Ming Jian”) at a consideration of RMB220 million payable by two instalments, in which RMB190 million to be settled by cash within one month upon signing of the Equity Transfer Agreement and RMB30 million to be settled by way of the Company allotting and issuing 76,686,332 consideration shares at the issue price of HK\$0.44 per consideration share to her or her designated nominee(s).

The conditions precedent to the Equity Transfer Agreement were fulfilled and the completion of the agreement took place on 10 February 2017. Accordingly, Shenzhen Ming Jian has become a wholly-owned subsidiary of the Group and its results will be consolidated into the financial statements of the Company. Details of the above transaction were disclosed in the announcements of the Company dated 13 January 2017, 16 January 2017 and 10 February 2017.

Disposal

Due to the delay of construction projects, the management re-assessed the risk and return concerned, and taking into consideration of other better investment opportunities, the Group disposed the 51% equity interest in SZTI, which was acquired in March 2016, to an independent third party for a cash consideration of RMB35 million in August 2016.

(iv) 於報告年度後，本公司於二零一七年一月十三日與陳小定女士訂立股權轉讓協議（「股權轉讓協議」）以收購深圳明建金業有限公司（「深圳明建」）的全部股權，代價為人民幣220,000,000元，應分兩期結付，其中人民幣190,000,000元將於簽署股權轉讓協議後一個月內以現金結付及人民幣30,000,000元將由本公司以按發行價每股代價股份0.44港元向其指定代名人配發及發行76,686,332股代價股份之方式結付。

股權轉讓協議之先決條件已獲達成及該協議已於二零一七年二月十日完成。因此，深圳明建已成為本集團之全資附屬公司及其業績將綜合計入本公司之財務報表。上述交易之詳情披露於本公司日期為二零一七年一月十三日、二零一七年一月十六日及二零一七年二月十日之公佈。

出售

由於建設項目延遲，管理層重新評估有關風險及回報，經考慮其他更佳投資機遇後，本集團於二零一六年八月以現金代價人民幣35,000,000元向一名獨立第三方出售於二零一六年三月收購之深圳創先照明之51%股權。

* For identification purposes only

* 僅供識別

BUSINESS PROSPECTS

The Group will continue to explore new markets and step up promotion and marketing efforts to expand its existing businesses. The Group will also look for other potential businesses and related profitable businesses for acquisition.

Joint Ventures

- (i) On 22 December 2015, subject to the fulfilment of the conditions precedent, an indirect wholly-owned subsidiary of the Company entered into a joint venture agreement with an independent third party to establish a joint venture company on a 49:51 basis for the development and the operation of a logistic industrial park in Shenzhen, the PRC. Details of the said joint venture agreement were disclosed in the announcement of the Company dated 22 December 2015.
- (ii) On 30 December 2015, the Company and Zhongfa Junrong Technology Joint Stock Company* (中發軍融科技股份有限公司) entered into a strategic cooperation framework agreement, pursuant to which the parties shall cooperate and explore the possibility of developing production industrial parks and logistic industrial parks in the PRC by way of joint venture arrangements. As at the date of this annual report, no joint venture agreement has been signed.
- (iii) On 26 January 2016, the Company entered into a strategic co-operation framework agreement with the People's Government of Jishou and Hunan Xincheng Real Estate Development Group Co., Ltd.* (湖南鑫成置業發展集團有限責任公司). Pursuant to the said agreement, the parties shall co-operate and explore the possibility of expediting certain municipal projects (including city infrastructure facility constructions, road and railway constructions, and lighting) and developing production industrial parks in Jishou, Hunan Province, the PRC by way of joint venture arrangements. It is expected that the Group's investment return from participating in the PPP projects in Jishou would be relatively secured and promising. As at the date of this annual report, no formal agreement has been signed.

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業務前景

本集團將繼續探索新市場，並增加宣傳及市場推廣活動，以擴大其現有業務。本集團亦將尋求其他潛在業務及相關有利可圖的業務以作收購用途。

合營

- (i) 於二零一五年十二月二十二日，本公司之間接全資附屬公司與獨立第三方訂立合營協議，以就發展及營運中國深圳物流產業園按49:51之基準成立合營公司，惟須待先決條件獲達成後方可作實。有關上述合營協議之詳情於本公司日期為二零一五年十二月二十二日之公佈中披露。
- (ii) 於二零一五年十二月三十日，本公司與中發軍融科技股份有限公司訂立策略合作框架協議，據此，訂約方將以合營安排之方式合作及探索於中國發展生產產業園及物流產業園之可能性。於本年報日期，並無簽訂合營協議。
- (iii) 於二零一六年一月二十六日，本公司與吉首市人民政府及湖南鑫成置業發展集團有限責任公司訂立策略合作框架協議。根據上述協議，訂約方須協力合作及探索加快若干市政項目（包括城市基礎設施建設、公路及鐵路建設及照明）及通過合營安排發展中國湖南省吉首市生產產業園的可能性。預期本集團自參與吉首市的PPP項目取得之投資回報相對具有保障及豐厚。於本年報日期，並無簽訂正式協議。

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Business Co-operation

As announced on 28 January 2014, the Group has started to explore co-operation opportunity with CECT-Chinacom Communications Co., Limited* (中電華通通信有限公司, "CECT-Chinacom"), a company incorporated in the PRC with limited liability. CECT-Chinacom and its ultimate beneficial owners are independent of and not connected with the Company and its connected persons. CECT-Chinacom has the development right in respect of a parcel of land in the Beijing Economic and Technological Development Area and will construct a project known as Beijing Wireless Broadband Industrial Park (the "Project") on the parcel of land. An indirect subsidiary of CECT-Chinacom is appointed as the operating company of the Project, and has legally obtained the Land Use Right Certificate, the Planning Permit and the Construction Land Use Permit. The co-operation is still in the discussion stage and no formal agreement has been entered into by the parties at the date of this annual report. The Board expects that the Company will be able to join CECT-Chinacom and its subsidiary to develop the Project for commercial benefits.

FINANCIAL REVIEW

Continuing Operations

The continuing operations of the Group achieved a revenue of approximately HK\$654.84 million (2015: HK\$785.70 million), representing a decrease of 16.66% over last year. Gross profit from the continuing operations of the Group was approximately HK\$66.87 million (2015: HK\$10.62 million). The profit (net of tax) from continuing operations was HK\$8.58 million.

The profit for the Year was mainly because the rental segment and money lending segment became mature and the profit in 2015 was mainly due to the gain arose from the disposal of BAPP (Northwest) Limited. Earnings per share from continuing operations and discontinued operations for the Year was HK0.15 cents (2015: HK0.51 cents).

Selling and Distribution Expenses

Selling and distribution expenses were approximately HK\$7.34 million (2015: HK\$14.24 million), representing a decrease of 48.45% from last year and 1.12% (2015: 1.8%) of the Group's revenue. Decrease in the expenses was mainly due to the closure of several wine and liquor specialty stores during the Year.

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業務合作

誠如於二零一四年一月二十八日所公佈，本集團已開始探索與中電華通通信有限公司（「中電華通」，一間於中國註冊成立之有限公司）之合作機會。中電華通及其最終實益擁有人均獨立於本公司及其關連人士且與彼等概無關連。中電華通擁有北京經濟技術開發區一幅地塊的開發權，並將會在該地塊建設北京無線寬帶產業園項目（「該項目」）。中電華通之間接附屬公司獲委聘為該項目的營運公司，其已合法取得土地使用權證、規劃許可證及建設用地許可證。該合作仍在討論階段，於本年報日期，各方並未訂立正式協議。董事會預期本公司將可與中電華通及其附屬公司共同開發該項目，以取得商業利益。

財務回顧

持續經營業務

本集團持續經營業務取得收入約654,840,000港元（二零一五年：785,700,000港元），較上年減少16.66%。本集團持續經營業務之毛利約為66,870,000港元（二零一五年：10,620,000港元）。持續經營業務之溢利（除稅後）為8,580,000港元。

年內溢利乃主要因租賃分類及放貸分類成熟所致及二零一五年之溢利乃主要因出售BAPP (Northwest) Limited產生之收益所致。年內持續經營業務及終止經營業務之每股盈利為0.15港仙（二零一五年：0.51港仙）。

銷售及分銷開支

銷售及分銷開支約為7,340,000港元（二零一五年：14,240,000港元），較上年減少48.45%，佔本集團收入之1.12%（二零一五年：1.8%）。開支減少乃主要由於年內關停若干酒類專賣店。

* 僅供識別

Administrative Expenses

Administrative expenses were approximately HK\$100.51 million (2015: HK\$108.06 million), representing a decrease of 6.99% over last year. It included the equity-settled share option expenses for grant of share options in 2016 and 2015, which amounted to HK\$27.85 million (2015: HK\$80.3 million).

Finance Costs

Finance costs were approximately HK\$6.93 million (2015: HK\$10.12 million), representing a decrease of 31.46% over last year.

Prepayments, Deposits and Other Receivables

Included in prepayments, deposits and other receivables, there were HK\$60.33 million trade deposits paid to suppliers for the purchase of green food products and wine. Approximately HK\$17.54 million were the progress payments for the investment targets. HK\$6.97 million was paid as rental deposit in respect of the logistic warehouse business and HK\$6.96 million was paid as deposit for the new warehouse construction. Retention money of contract work was approximately HK\$10.41 million. Consideration receivable for the disposal of SZTI was HK\$39.08 million.

Discontinued Operations

There are no discontinued operations during the year of 2016.

The gain on disposal of BAPP (Northwest) Limited amounting to approximately HK\$56.75 million was recorded in 2015.

Liquidity, Financial Resources and Capital Structure

During the Year, the Company issued a total of 2,347,644,876 new shares due to the issue of bonus shares and exercise of subscription rights attaching to the share options by employee and consultants of the Group. In addition, the Company repurchased a total of 15,520,000 shares of the Company of which 12,688,000 shares were cancelled during the Year. As a result, the issued share capital of the Company increased by 2,334,956,876 shares to 4,671,601,752 shares as at 31 December 2016.

行政開支

行政開支約為100,510,000港元(二零一五年: 108,060,000港元),較上年減少6.99%。其包括於二零一六年及二零一五年授出購股權之股權結算購股權開支27,850,000港元(二零一五年: 80,300,000港元)。

融資成本

融資成本約為6,930,000港元(二零一五年: 10,120,000港元),較上年減少31.46%。

預付款項、按金及其他應收款項

計入預付款項、按金及其他應收款項中一筆60,330,000港元之貿易按金,乃就購買綠色食品及酒類支付予供應商之貿易按金。約17,540,000港元為就投資目標作出之分階段付款。就物流倉儲業務支付6,970,000港元作為租金按金及已就新倉儲建設支付6,960,000港元作為按金。合約工程預留款為約10,410,000港元。出售深圳創先照明之應收代價為39,080,000港元。

終止經營業務

於二零一六年概無終止經營業務。

於二零一五年錄得出售BAPP (Northwest) Limited之收益約56,750,000港元。

流動資金、財務資源及資本架構

年內,本公司因發行紅股及本集團僱員及顧問行使購股權隨附之認購權合共發行2,347,644,876股新股份。此外,本公司於年內合共購回本公司之15,520,000股股份,其中12,688,000股股份已註銷。因此,於二零一六年十二月三十一日,本公司之已發行股本增加2,334,956,876股至4,671,601,752股。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 December 2016, the Group had net assets to owners of the parent of approximately HK\$925.43 million (2015: HK\$1,006.85 million). The slightly decrease of the net assets was due to the depreciation of Renminbi. Net current assets of the Group as at 31 December 2016 amounted to approximately HK\$173.39 million (2015: HK\$506.49 million). The current ratio (calculated as current assets to current liabilities) for the Year was 1.49 (2015: 3.78).

The Group's unpledged cash and cash equivalents as at 31 December 2016 amounted to approximately HK\$62.54 million (2015: HK\$363.30 million), which were denominated in Hong Kong dollars and Renminbi.

As at 31 December 2016, the Group's total borrowings amounted to approximately HK\$83.84 million (2015: HK\$118.42 million). The Group's borrowings included bank loans of approximately HK\$83.84 million (2015: HK\$105.64 million). Amounts due to related parties was nil (2015: HK\$12.78 million). All of the Group's borrowings were denominated in Renminbi with the rest in Hong Kong dollars. The bank loans, other borrowings and amounts due to related parties are charged at fixed interest rates. The gearing ratio of the Group as at 31 December 2016, calculated as net debt divided by equity attributable to owners of the parent plus net debt, was 23.89% (2015: 0%). These ratios were at reasonably adequate levels as at 31 December 2016. Having considered the Group's current unpledged cash and cash equivalents, bank and other borrowings, and banking facilities, the management believes that the Group's financial resources are sufficient for its day-to-day operations. The Group did not use financial instruments for financial hedging purposes during the Year. The Group's business transactions, assets and liabilities are principally denominated in Renminbi and Hong Kong dollars. Fluctuations in Renminbi may impact the Group's results and net assets value as the Group's consolidated financial statements are presented in Hong Kong dollars. The Group's treasury policy is to manage its foreign currency exposure only when its potential financial impact is material to the Group. The Group will continue to monitor its foreign exchange position and, if necessary, utilize hedging tools, if available, to manage its foreign currency exposure.

於二零一六年十二月三十一日，本集團的母公司擁有人應佔資產淨值約為925,430,000港元（二零一五年：1,006,850,000港元）。資產淨值之略微減少乃由於人民幣貶值所致。本集團於二零一六年十二月三十一日的流動資產淨值約為173,390,000港元（二零一五年：506,490,000港元）。於年內，流動比率（按流動資產與流動負債之比率計算）為1.49（二零一五年：3.78）。

本集團於二零一六年十二月三十一日的無抵押現金及現金等值物約為62,540,000港元（二零一五年：363,300,000港元），乃以港元及人民幣計值。

於二零一六年十二月三十一日，本集團總借貸約為83,840,000港元（二零一五年：118,420,000港元）。本集團借貸包括銀行貸款約83,840,000港元（二零一五年：105,640,000港元）。應付關連人士款項為零（二零一五年：12,780,000港元）。本集團全部借貸以人民幣計值，其餘則以港元計值。銀行貸款、其他借貸及應付關連人士款項以固定利率計息。於二零一六年十二月三十一日，本集團的資產負債比率（按負債淨額除以母公司擁有人應佔權益加負債淨額計算）為23.89%（二零一五年：0%）。於二零一六年十二月三十一日，該等比率處於合理充足水平。經考慮本集團流動無抵押現金及現金等值物、銀行及其他借貸及銀行融資，管理層相信本集團具備足夠財務資源供日常營運所需。年內，本集團並無採用金融工具作金融對沖用途。本集團的業務交易、資產及負債主要以人民幣及港元計值。因本集團的綜合財務報表以港元呈列，故人民幣波動可能影響本集團的業績及資產淨值。本集團的財政政策是僅於潛在財務影響對本集團而言屬重大的情況下，方管理其外幣風險。本集團將繼續監察其外匯狀況及（如有需要）採用對沖工具（如有），以管理其外幣風險。

Charge on Assets and Contingent Liabilities

As at 31 December 2016, HK\$6.70 million was pledged to banks to secure the Group's bills payable (2015: Nil).

ANALYSIS OF MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the sales to the top 5 customers amounted to HK\$223,973,000, representing an increase of 21.98% from HK\$183,614,000 for the year ended 31 December 2015.

		2016		2015	
		HK\$'000	% to total sales 佔總銷售額的百分比	HK\$'000	% to total sales 佔總銷售額的百分比
Category of products	產品類別	千港元		千港元	
Sales to the largest customer 對最大客戶的銷售額	Construction work 建設工作	106,613	16.28	54,368	6.92
Sales to the top 5 customers 對五大客戶的銷售額	Staple food, construction work 主食品·建設工作	223,973	34.20	183,614	23.37

Our top 5 customers in the Year represented approximately 34.20% of our total revenue as compared to approximately 23.37% in 2015. Our largest customer accounted for approximately 16.28% of our total revenue in the Year as compared to approximately 6.92% in 2015. These changes were mainly due to the increase in the construction business. All of our top 5 customers are located in southern China and are companies engaged in the construction business and the trading of food in the PRC. They are required to prepay for the goods and services at the agreed commercial terms. Therefore, there was no related doubtful debts.

資產抵押及或然負債

於二零一六年十二月三十一日，6,700,000港元已抵押予銀行以取得本集團之應付票據（二零一五年：無）。

主要客戶及供應商分析

年內，對五大客戶的銷售額為223,973,000港元，較截至二零一五年十二月三十一日止年度的183,614,000港元增加21.98%。

年內本集團的五大客戶佔本集團總收入約34.20%，而二零一五年佔約23.37%。年內本集團最大客戶佔本集團總收入約16.28%，而二零一五年佔約6.92%。有關變動主要是由於建設業務增加。本集團的五大客戶均位於華南並為於中國從事建設業務及食品貿易的公司。彼等須按協定的商業條款就貨品及服務預付款，因此，並無有關呆賬。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the Year, the purchases from the top 5 major suppliers amounted to HK\$280,474,000, representing a decrease of about 54.27% from HK\$613,289,000 for the year ended 31 December 2015.

年內，向五大主要供應商的採購額為280,474,000港元，較截至二零一五年十二月三十一日止年度的613,289,000港元減少約54.27%。

Category of products 產品類別		2016		2015	
		HK\$'000 千港元	% to total Purchase 佔總採購額 的百分比	HK\$'000 千港元	% to total Purchase 佔總採購額 的百分比
Purchases from the largest supplier 向最大供應商的採購額	Staple food 主食品	239,926	51.38	252,436	32.85
Purchases from the top 5 suppliers 向五大供應商的採購額	Staple food 主食品	280,474	86.25	613,289	79.82

Our top 5 suppliers in the Year represented approximately 86.25% of our total purchases as compared to approximately 79.82% in 2015. Our largest supplier accounted for approximately 51.38% of our total purchases in the Year as compared to approximately 32.85% in 2015. The Group had always been searching for suppliers with competitive terms. The suppliers significantly differed from previous year. All top 5 suppliers are the suppliers of food in the PRC and the Group is required to prepay for the goods.

年內本集團五大供應商佔本集團總採購額約86.25%，而二零一五年佔約79.82%。年內本集團最大供應商佔本集團總採購額約51.38%，而二零一五年佔約32.85%。本集團不斷物色提供具有競爭力的條款之供應商。供應商與以往年度大為不同。本集團的五大供應商均為中國的食品供應商且本集團須就貨品預付款。

KEY RISKS AND UNCERTAINTIES

Reliance on a Small Number of Key Suppliers

The Group's five largest suppliers, which accounted for 86.25% of the Group's total purchases, are all related to the purchases of staple food. There is no assurance that these major suppliers shall continue to provide the staple food to us at price acceptable to our Group. In the event that our Group were unable to retain these suppliers, or procure replacement suppliers, our business, results of operations, profitability and liquidity might be adversely affected. However, the Group has established strong business relationship with these major suppliers. The Group has also been diversifying its business into other industry including logistic warehouse business and construction business. Therefore, it is expected that the risk of concentration on key suppliers can be reduced in the future.

主要風險及不明朗因素

依賴小部分主要供應商

本集團的五大供應商（佔本集團總採購額的86.25%）均與主食品採購相關。概不保證該等主要供應商將持續按本集團可接受的價格向我們提供主食品。倘本集團無法保持該等供應商或取得代替供應商，則我們的業務、經營業績、盈利能力及流動資金或會受到不利影響。然而，本集團已與該等主要供應商建立穩固業務關係，及本集團一直致力多元化其他業務以擴展至其他行業，包括物流倉儲業務及建設業務，因此，預計日後集中於主要供應商的風險將會有所減少。

Investment Risk

Investment risk can be defined as the likelihood of extension of its return period relative to the expected return or occurrence of losses on any particular investment attributable to changes of external factors. The Group is well aware of the importance of exploring various business opportunities and territories on a continual basis, and has also implemented such strategy as the top agenda of the Year. Key concern of projects investment framework will be balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision process. Proper investment assessment and due diligence procedures have been set up and detailed analysis will be made before approving investments. Regular updates on the progress of the investments of our Group would be submitted to the Board.

Foreign Exchange Risk

The Group mainly operates in the PRC with most of the transactions originally denominated and settled in Renminbi, of which foreign exchange risk is considered insignificant. The Group is exposed to foreign exchange risk primarily with respect to certain of its bank deposits which are denominated in Hong Kong dollars and United States dollars. Renminbi experienced certain fluctuation against Hong Kong dollars and United States dollars during the year 2016 which is the major reason for the exchange loss recognised by the Group. During the year ended 31 December 2016, the Group did not carry out any hedging activity against foreign currency risk. Any substantial exchange rate fluctuation of foreign currencies against Renminbi may have a financial impact on the Group.

OTHER INFORMATION

Issue of Bonus Shares

On 7 September 2015, the Board proposed, inter alia, the Bonus Issue, details of which were disclosed in the announcements of the Company dated 7 September 2015, 2 December 2015 and 28 December 2015, and the circular of the Company dated 4 December 2015. The Bonus Issue was approved by the shareholders at the extraordinary general meeting of the Company held on 22 December 2015 and 2,336,644,876 bonus shares were issued by the Company on 7 January 2016.

投資風險

投資風險乃界定為因各項外在因素變化導致任何某項投資相對其預期回報而延長其回報期或投資項目發生虧損的可能性。本集團深明持續開拓業務機會及區域的重要性，並將此策略落實於年度重點工作任務中。項目投資框架主要考慮的因素將平衡各類投資的風險及回報，因而風險評估乃投資決策過程中的重要一環。本集團已設立適當的投資評估及盡職調查程序，並會於批准投資前進行詳細分析。本集團的投資項目進度會定期更新，並向董事會匯報。

外匯風險

本集團主要於中國營運，大部分交易最初以人民幣計值及結算，而其外匯風險甚微。本集團面臨的外匯風險主要涉及其以港元及美元計值的若干銀行存款。於二零一六年，人民幣兌港元及美元經歷一定的波動，此乃本集團確認外匯虧損的主要原因。截至二零一六年十二月三十一日止年度，本集團並無開展任何對沖外幣風險的活動。外幣兌人民幣的任何重大匯率波動或會對本集團造成財務影響。

其他資料

發行紅股

於二零一五年九月七日，董事會建議（其中包括）紅股發行，其詳情於本公司日期為二零一五年九月七日、二零一五年十二月二日及二零一五年十二月二十八日之公佈及本公司日期為二零一五年十二月四日之通函中披露。紅股發行在本公司於二零一五年十二月二十二日舉行之股東特別大會上獲股東批准及本公司於二零一六年一月七日發行2,336,644,876股紅股。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Adjustments to Outstanding Share Options

On 7 January 2016, according to the terms of the share option scheme adopted by the Company on 23 May 2007 ("Share Option Scheme"), the exercise price of the share options granted under the Share Option Scheme and the number of shares to be allotted and issued upon full exercise of the subscription rights attaching to the 217,730,000 outstanding share options were adjusted in the following manner as a result of the Bonus Issue:

Date of grant	授出日期	Before Bonus Issue 紅股發行前		After Bonus Issue 紅股發行後	
		Number of share options outstanding 尚未行使購股權之數目	Exercise price of each share option 每份購股權之行使價	Adjusted number of share options outstanding 經調整之尚未行使購股權數目	Adjusted exercise price of each share option 經調整之每份購股權行使價
23 July 2014	二零一四年七月二十三日	24,800,000	HK\$0.754港元	49,600,000	HK\$0.377港元
24 July 2015	二零一五年七月二十四日	192,930,000	HK\$2.060港元	385,860,000	HK\$1.030港元

Save for the above adjustments, all other terms and conditions of the outstanding share options granted under the Share Option Scheme remain unchanged. CHENG & CHENG LIMITED, the auditor of the Company, has reviewed and agreed with the adjustments to the outstanding share options granted under the Share Option Scheme as disclosed above and the announcement of the Company dated 7 January 2016.

Grant of Share Options

On 14 October 2016, the Company granted share options to certain eligible persons (including Directors, employees and consultants of the Group) to subscribe at the exercise price of HK\$0.436 per share for a total of 210,000,000 shares in the Company pursuant to the Share Option Scheme. Among the total of 210,000,000 share options granted, 26,000,000 share options were granted to the Directors. Details of the grant of the share options are set out in the announcement of the Company dated 14 October 2016.

調整尚未行使購股權

於二零一六年一月七日，根據本公司於二零一七年五月二十三日採納之購股權計劃（「購股權計劃」）之條款，購股權計劃項下授出之購股權之行使價及於217,730,000份尚未行使購股權附帶之認購權獲悉數行使時將予配發及發行之股份數目因紅股發行而按下列方式作出調整：

Date of grant	授出日期	Before Bonus Issue 紅股發行前		After Bonus Issue 紅股發行後	
		Number of share options outstanding 尚未行使購股權之數目	Exercise price of each share option 每份購股權之行使價	Adjusted number of share options outstanding 經調整之尚未行使購股權數目	Adjusted exercise price of each share option 經調整之每份購股權行使價
23 July 2014	二零一四年七月二十三日	24,800,000	HK\$0.754港元	49,600,000	HK\$0.377港元
24 July 2015	二零一五年七月二十四日	192,930,000	HK\$2.060港元	385,860,000	HK\$1.030港元

除上述調整外，購股權計劃項下授出之尚未行使購股權之所有其他條款及條件維持不變。本公司核數師鄭鄭會計師事務所有限公司已審閱及同意上文及本公司日期為二零一六年一月七日之公佈所披露對購股權計劃項下授出之尚未行使購股權之調整。

授出購股權

於二零一六年十月十四日，本公司根據購股權計劃，向若干合資格人士（包括本集團之董事、僱員及顧問）授出購股權，以每股0.436港元之行使價認購合共210,000,000股本公司股份。於已授出之合共210,000,000份購股權當中，其中26,000,000份購股權乃授予董事。有關授出購股權之詳情載於本公司日期為二零一六年十月十四日之公佈。

Subscription of New Shares under General Mandate

On 1 November 2016, the Company entered into subscription agreements respectively with each of the eight independent subscribers (the “Subscribers”) pursuant to which the Subscribers agreed to conditionally subscribe for a total of 351,599,550 new shares at the subscription price of HK\$0.48 per share in the Company (“Subscription”). The market price is HK\$0.45 per share at the date of the subscription agreements.

The Board considered that the Subscription represented an opportunity to raise additional funding for the Group’s business operation and to strengthen the capital base and financial position for the Group’s future business developments and broaden the shareholder base of the Company. Furthermore, the Board considered that the Subscription is a preferred method of fund raising as compared with other equity fund raising exercises based on time and costs involved.

The Subscription was completed on 12 January 2017 and the Company issued 351,599,550 subscription shares to the Subscribers.

The aggregate proceeds from the Subscription amounted to approximately HK\$168.77 million and the net proceeds and the net price per share was approximately HK\$168.70 million and HK\$0.4798 respectively, after deducting all the professional fees incurred in the Subscription. The Company fully utilized the net proceeds for the Group’s business development, investments, acquisition, repayment of loans and general working capital purposes. Details of the Subscription are set out in the announcements of the Company dated 1 November 2016, 30 November 2016, 30 December 2016 and 12 January 2017.

根據一般授權認購新股份

於二零一六年十一月一日，本公司分別與八名獨立認購方（「認購方」）各自訂立認購協議，據此，認購方有條件同意按認購價每股股份0.48港元認購合共351,599,550股本公司新股份（「認購事項」）。於該認購協議日期之市價為0.45港元。

董事會認為，認購事項為就本集團之業務營運籌集額外資金及為本集團之未來業務發展加強資本基礎及財務狀況以及擴闊本公司之股東基礎之機會。此外，董事會認為，就所涉及之時間及成本而言，與其他股本集資活動比較，認購事項為理想集資方法。

認購事項已於二零一七年一月十二日完成及本公司已向認購方發行351,599,550股認購股份。

認購事項之所得款項總額約為168,770,000港元及所得款項淨額及每股淨價分別約為168,700,000港元及0.4798港元（經扣除認購事項產生之所有專業費用）。所得款項淨額由本公司悉數用作本集團之業務發展、投資、收購、償還貸款及一般營運資金用途。認購事項之詳情載於本公司日期為二零一六年十一月一日、二零一六年十一月三十日、二零一六年十二月三十日及二零一七年一月十二日之公佈。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LITIGATION

On 18 August 2015, the Company received a writ of summons issued by the Registry of the High Court of Hong Kong (the “Writ”) relating to the claim by Mr. Qu Shuncai (“Mr. Qu”), a former Director. Pursuant to the Writ, Mr. Qu, as the plaintiff of the claim, claims against the Company for the sum of HK\$6,069,000 being damages for the Company’s wrongful refusal of the issue of 2,500,000 shares of the Company to him upon exercise of the share options of the Company by Mr. Qu. As at the date of this annual report, the Company is still seeking legal advice in relation to the Writ.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2016, the Group had approximately 148 (2015: 94) employees in Hong Kong and the PRC with total staff costs amounting to approximately HK\$30.61 million (2015: HK\$23.04 million). Remuneration of employees is offered at competitive standards, generally structured with reference to market terms and individual qualifications.

The Company has adopted the Share Option Scheme aiming to provide incentives to participants for their contributions to the Group, and to enable the Group to recruit and retain quality employees to serve the Group on a long-term basis.

訴訟

於二零一五年八月十八日，本公司收到香港高等法院登記處簽發的有關前董事屈順才先生（「屈先生」）提出索償的傳訊令狀（「令狀」）。根據令狀，屈先生（作為索償原告）就本公司於屈先生行使本公司授予其之購股權後不當拒絕向其發行2,500,000股本公司股份而向本公司索償金額6,069,000港元（即損害賠償）。於本年報日期，本公司仍在就該令狀尋求法律意見。

僱員及薪酬政策

於二零一六年十二月三十一日，本集團於香港及中國約有148名（二零一五年：94名）僱員，總員工成本約為30,610,000港元（二零一五年：23,040,000港元）。僱員薪酬維持於具競爭力的水平，一般根據市場水平及個別員工的資歷釐定。

本公司已採納購股權計劃，旨在提供獎勵予參與者，嘉獎其對本集團的貢獻，令本集團可招聘及挽留優質僱員長期為本集團服務。

CORPORATE GOVERNANCE PRACTICES

The Company has always recognised the importance of shareholders' transparency and accountability. It is the belief of the board of directors (the "Board") of the Company that shareholders can maximise their benefits from good corporate governance.

The Company has complied with all code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") during the year ended 31 December 2016, except where otherwise stated.

THE BOARD

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances. Daily operations and execution are delegated to the management. The Board is also responsible for performing the corporate governance duties as set out below:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to directors and employees; and
- (e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

企業管治常規

本公司一貫重視對股東之透明度及責任心。本公司董事會（「董事會」）深信良好的企業管治，能為股東帶來最佳回報。

除另有說明者外，本公司於截至二零一六年十二月三十一日止年度一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載的企業管治守則（「企業管治守則」）的所有守則條文。

董事會

董事會負責領導及管控本公司，兼監察本集團之業務、戰略決策及業績。日常營運及執行職權授予管理層。董事會亦負責履行下列企業管治職責：

- (a) 制定及檢討本公司的企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察董事及僱員適用的操守準則及合規手冊（如有）；及
- (e) 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

The executive directors are responsible for running the Group and executing the strategies adopted by the Board. The non-executive directors provide the Group with a wide range of expertise and experience. Their participation in Board meetings bring independent judgment on issues relating to the Group's strategy, performance, conflicts of interests and management process, to ensure that the interests of all shareholders are taken into account. The independent non-executive directors ensure that the Board accounts for the interests of all shareholders and that all issues are considered in an objective manner.

The Board believes that the balance between executive and non-executive directors is reasonable and adequate to provide checks and balances that safeguard the interests of shareholders and the Group. The Company considers that the Board has the necessary skills and experience appropriate for discharging their duties as directors in the best interests of the Company and that the current Board size is adequate for its present operations.

At 31 December 2016, the Board comprised three executive directors, namely, Mr. Jiang Jianjun (Chairman), Mr. Jiang Jiancheng and Mr. Ke Xionghan; two non-executive directors, namely, Ms. Ho Wing Yan and Ms. Zhang Yujie; and three independent non-executive directors, namely, Dr. Loke Yu, Mr. Li Xiaofeng and Mr. Ho Man Fai. Biographical details of the directors are set out on pages 37 to 40 of this annual report.

執行董事負責本集團的運作及執行董事會採納的策略。非執行董事為本集團提供廣泛的專業知識及豐富經驗。彼等透過參與董事會會議，無論在本集團之策略、表現、利益衝突及管理流程等事宜上，均帶來獨立的判斷，從而確保所有股東的利益均獲得考慮。獨立非執行董事確保董事會考慮到所有股東的利益及客觀考慮所有事宜。

董事會相信執行董事及非執行董事之比例是合理的，並足以提供制衡，保障股東及本集團的權益。本公司認為，董事會具備在符合本公司最佳利益情況下履行彼等的董事職務的必要技能及經驗，及董事會現時的規模就目前營運狀況而言屬適當。

於二零一六年十二月三十一日，董事會包括三位執行董事：江建軍先生（主席）、江建成先生及柯雄瀚先生；兩位非執行董事：何詠欣女士及仇玉杰女士；及三位獨立非執行董事：陸海林博士、黎曉峰先生及何文輝先生。董事之履歷詳情載於本年報第37至40頁。

During the year ended 31 December 2016, the Board at all time met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise. The number of independent non-executive directors also represented at least one-third of the members of the Board.

The Company has received annual confirmation of independence from each of the independent non-executive directors and considers them to be independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of all independent non-executive directors in particular, Dr. Loke Yu, who has served the Board for more than nine years. Dr. Loke Yu does not have any management role in the Company and its subsidiaries since his appointment. He has expressed his willingness clearly to exercise independent judgement and has been giving objective views to the Company. There is no evidence that length of tenure is having any unfavourable influence on his independence. The Board is satisfied that, as well proven by the valuable independent judgement and advice given by Dr. Loke Yu over the years, Dr. Loke Yu has the required character, integrity, independence and experience to perform the role of an independent non-executive director. The Board is not aware of any circumstances that might influence Dr. Loke Yu in exercising his independent judgement and therefore believes he is still independent.

The Board members have no financial, business, family or other material/relevant relationships with each other except as disclosed in "Directors' and Senior Management's Biographies" of this annual report.

The Company has put in place appropriate insurance cover in respect of directors' liability.

於截至二零一六年十二月三十一日止年度內，董事會一直遵守上市規則有關委任至少三位獨立非執行董事（其中至少一位獨立非執行董事須擁有合適的專業資格或會計或有關財政管理專業知識）之規定。獨立非執行董事人數亦佔董事會成員數目最少三分之一。

本公司已收到各位獨立非執行董事就獨立性出具的年度確認，並根據上市規則第3.13條所載獨立性指引認為彼等為獨立人士。提名委員會已評估全體獨立非執行董事之獨立性，尤其是陸海林博士，彼已服務董事會逾九年。陸海林博士自獲委任起並無於本公司及其附屬公司擔任任何管理職務。彼已明確表示願意作出獨立判斷，並一直向本公司提供客觀意見。並無證據顯示服務年資對彼的獨立性有不良影響。董事會相信，且陸海林博士多年來提供之寶貴的獨立判斷及意見亦已證明，陸海林博士具備履行獨立非執行董事角色所需的品格、誠信、獨立性及經驗。董事會並不知悉任何情況可能影響陸海林博士行使其獨立判斷，因此相信陸海林博士仍然獨立。

除本年報「董事及高級管理層履歷」所披露者外，董事會成員相互之間並無財務、業務、家庭或其他重大／相關關係。

本公司已就董事履行責任而投保適當保險。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 of the CG Code requires that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

During the period from 1 January 2016 to 24 June 2016, Mr. Jiang Jianjun was the Chairman of the Company and Mr. Li Jianqing was the Chief Executive Officer of the Company.

The Company did not officially have a position of chief executive officer after Mr. Li Jianqing retired as an executive director and ceased to be the chief executive officer of the Company with effect from 24 June 2016. Mr. Jiang Jianjun, the Chairman of the Company, provides leadership to the Board to ensure that the Board works effectively and all important issues are discussed and dealt with in a timely manner. The Board will continue to review the effectiveness of the Group's structure as business continues to grow and develop in order to assess whether any changes, including the appointment of a chief executive officer, are necessary.

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The procedures of appointment, re-election and removal of directors are laid in the articles of association of the Company. The procedures for shareholders to propose a person for election as a director are available on the website of the Company.

In accordance with article 116 of the Company's articles of association, one-third of the directors, including the non-executive directors, shall retire from office by rotation at each annual general meeting. The non-executive directors and independent non-executive directors are appointed for a period of three years.

Article 99 of the Company's articles of association provides that directors appointed either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting after their appointment, and shall be subject to re-election by the shareholders.

主席及行政總裁

企業管治守則之守則條文第A.2.1條規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。

於自二零一六年一月一日起計至二零一六年六月二十四日止期間，江建軍先生為本公司之主席及李劍青先生為本公司之行政總裁。

本公司於李劍青先生退任執行董事及卸任本公司行政總裁（自二零一六年六月二十四日起生效）後並無正式設立行政總裁之職位，而本公司主席江建軍先生領導董事會，確保董事會有效運作及所有重要議題均獲適時討論及處理。董事會將隨著業務繼續增長及發展而持續檢討本集團架構的成效，以評估是否需要作出任何變動（包括委任行政總裁）。

董事之委任、重選及罷免

委任、重選及罷免董事的程序載於本公司的組織章程細則。股東推舉他人參選董事之程序載於本公司網站。

根據本公司的組織章程細則第116條，每屆股東週年大會上三分之一董事（包括非執行董事）須輪席退任。非執行董事及獨立非執行董事的任期為三年。

本公司的組織章程細則第99條規定，所有為填補臨時空缺或增加董事會席位而委任的董事，任期將直至其獲委任後的下屆股東大會為止，並須經由股東重選。

BOARD COMMITTEES

The Board has set up three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee to oversee different aspects of the Company's affairs. The most up-to-date terms of reference of these committees are available on the websites of the Stock Exchange and the Company.

Audit Committee

The Company has had an Audit Committee since 2001. The Audit Committee is responsible for reviewing the Group's financial statements, overseeing the Group's financial reporting, risk management and internal control systems, and making recommendations to the Board. Meetings of the Audit Committee shall be held at least twice a year.

At 31 December 2016, the Audit Committee comprised three independent non-executive directors, namely, Dr. Loke Yu, Mr. Li Xiaofeng and Mr. Ho Man Fai. Dr. Loke Yu is the chairman of the committee.

For the year ended 31 December 2016, there were two meetings held by the Audit Committee to (i) review with external auditor the audit plan, the external audit findings, the accounting principles and practices adopted by the Group, and the Listing Rules and statutory compliance; (ii) discuss auditing and financial reporting matters, including the review of the audited financial statements for the year ended 31 December 2015 and the unaudited financial statements for the six months ended 30 June 2016 with recommendations to the Board for approval; (iii) review and make recommendations to the Board on the auditor's re-appointment and remuneration, and (iv) review the Group's risk management and internal control systems.

董事委員會

董事會設立三個委員會：審核委員會、薪酬委員會及提名委員會，以監察本公司不同方面之事務。該等委員會之最新職權範圍載於聯交所及本公司網站。

審核委員會

本公司自二零零一年起已設立審核委員會。審核委員會負責審閱本集團的財務報表、監察本集團財務報告、風險管理及內部監控體系以及向董事會提供建議。審核委員會須每年至少舉行兩次會議。

於二零一六年十二月三十一日，審核委員會成員包括三位獨立非執行董事，即陸海林博士、黎曉峰先生及何文輝先生。陸海林博士為該委員會主席。

於截至二零一六年十二月三十一日止年度，審核委員會曾舉行兩次會議，以(i)與外聘核數師審閱審核計劃、外部審計結果、本集團所採納的會計原則及慣例、對上市規則及法規的遵守情況；(ii)就核數及財務報告事宜進行討論（包括審閱截至二零一五年十二月三十一日止年度的經審核財務報表及截至二零一六年六月三十日止六個月的未經審核財務報表）並提呈董事會審批；(iii)檢討及向董事會建議核數師的續聘及薪酬；及(iv)檢討本集團之風險管理及內部監控體系。

Remuneration Committee

The Remuneration Committee was established on 15 September 2005. The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for the remuneration of all directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy. No individual director or any of his/her associates is involved in decisions relating to his/her own remuneration. The Remuneration Committee has adopted the model under code provision B.1.2(c)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. Meetings of the Remuneration Committee shall be held at least once a year.

At 31 December 2016, the Remuneration Committee comprised one executive director, namely, Mr. Jiang Jianjun; and two independent non-executive directors, namely, Dr. Loke Yu and Mr. Ho Man Fai. Dr. Loke Yu is the chairman of the committee.

For the year ended 31 December 2016, there were three meetings held by the Remuneration Committee to (i) review and make recommendations to the Board on the remuneration of the directors and senior management; (ii) review and make recommendations to the Board on the remuneration package of the newly appointed director; (iii) review and make recommendations to the Board on the remuneration of the retired director for his tenure of office in 2016; and (iv) review and make recommendations to the Board on grant of share options.

Details of the remuneration paid to directors and members of senior management by band for the year ended 31 December 2016 are disclosed in notes 8 and 9 to the financial statements.

薪酬委員會

薪酬委員會於二零零五年九月十五日成立。薪酬委員會負責就本公司全體董事及高級管理人員的薪酬政策及架構，以及就設立正規而具透明度的程序制定薪酬政策，向董事會提出建議。並無個別董事或其任何聯繫人參與有關其本身薪酬之決定。薪酬委員會已經採納企業管治守則之守則條文第B.1.2(c)(ii)條所述方式就個別執行董事及高級管理人員的薪酬向董事會提出建議。薪酬委員會須每年至少舉行一次會議。

於二零一六年十二月三十一日，薪酬委員會成員包括一位執行董事（即江建軍先生）以及兩位獨立非執行董事（即陸海林博士及何文輝先生）。陸海林博士為該委員會主席。

於截至二零一六年十二月三十一日止年度，薪酬委員會舉行三次會議，以(i)檢討及向董事會建議董事及高級管理人員之薪酬；(ii)審閱及向董事會建議新委任董事之薪酬組合；(iii)審閱及向董事會建議退任董事於二零一六年任職期間之薪酬；及(iv)審閱及向董事會建議授出購股權。

截至二零一六年十二月三十一日止年度支付予董事及高級管理層成員之薪酬詳情於財務報表附註8及9披露。

Nomination Committee

The Nomination Committee was established on 15 September 2005. The Nomination Committee is responsible for reviewing the structure, size and diversity of the Board, assessing the independence of independent non-executive directors, making recommendations to the Board on nominations, appointment of directors and Board succession. The Board adopted a board diversity policy which aims to set out the approach to achieving diversity on the Board. The Company recognises the benefits of diversity of Board members. The Nomination Committee selects candidates for directorship with reference to a range of diversity perspectives, including but not limited to the candidate's gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Nomination Committee considered that the Board has sufficient diverse expertise, particularly in corporate management, financial control, business development and human resources management, for the Company's business. Meetings of the Nomination Committee shall be held at least once a year.

At 31 December 2016, the Nomination Committee comprised the Chairman of the Board, Mr. Jiang Jianjun, and two independent non-executive directors, namely, Dr. Loke Yu and Mr. Ho Man Fai. Mr. Jiang Jianjun is the chairman of the committee.

For the year ended 31 December 2016, there were two meetings held by the Nomination Committee to (i) review the structure, size and diversity of the Board; (ii) nominate the retiring directors for re-election at the annual general meeting held on 24 June 2016; (iii) assess the independence of independent non-executive directors with reference to the requirements under the Listing Rules; and (iv) nominate a new director for appointment to the Board.

The directors' attendance at the meetings held is set out in the section below.

提名委員會

提名委員會於二零零五年九月十五日成立。提名委員會負責檢討董事會的架構、人數及多元化情況，評估獨立非執行董事的獨立性，就董事的提名、委任以及董事會的繼任向董事會提出建議。董事會已採納董事會多元化政策，該政策旨在載列實現董事會多元化的方式。本公司明白董事會成員多元化之裨益。提名委員會參考多個不同方面（包括但不限於候選人的性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年資）挑選董事候選人。提名委員會認為，董事會在企業管理、財務控制、業務發展及人力資源管理等方面就本公司業務而言具備足夠的多元化專長。提名委員會須每年至少舉行一次會議。

於二零一六年十二月三十一日，提名委員會成員包括董事會主席江建軍先生，以及兩位獨立非執行董事（即陸海林博士及何文輝先生）。江建軍先生為該委員會主席。

於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，以(i)檢討董事會的架構、人數及多元化情況；(ii)提名退任董事於二零一六年六月二十四日舉行之股東週年大會上重選；(iii)根據上市規則的要求，評核獨立非執行董事的獨立性；及(iv)提名一位新董事供委任加入董事會。

董事出席所舉行會議之情況載於下文。

MEETINGS AND DIRECTORS' ATTENDANCE

The Board meets at least four times each year and more frequently as the needs of the business demand. For the year ended 31 December 2016, there were seven Board meetings held by the directors, four of which were regular Board meetings to (i) review and discuss the Group's development strategies, investment projects and the operational and financial performance of the Group, and (ii) approve the annual report for 2015 and the interim report for 2016. The other three Board meetings were held to consider certain ad hoc matters. Under code provision A.1.3 of the CG Code, notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. During the Year, certain regular Board meetings were convened with less than 14 days' notice to enable the directors to react timely and make expeditious decision making in respect of transactions which were of significance to the Group's business. As a result, the aforesaid regular Board meetings were held with a shorter notice period than required with no objection by the directors. The Board will do its best endeavours to meet the requirement of code provision A.1.3 of the CG Code in future. In addition to Board meetings, the Chairman of the Board met with the non-executive directors (including the independent non-executive directors) without the presence of other executive directors.

The Company Secretary assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are followed. The Company Secretary also keeps minutes of each meeting with appropriate details, which are available to all directors. Draft minutes are circulated to all directors for comment and approval after the meetings within the period permitted by the directors.

All directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisers if necessary. They also have unrestricted access to the advice and service of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

會議及董事出席情況

董事會每年至少舉行四次會議，並會因應業務需要增加會議次數。於截至二零一六年十二月三十一日止年度，董事舉行七次董事會會議，其中四次為董事會定期會議，以(i)檢討並討論本集團發展策略、投資項目及本集團營運與財務業績；及(ii)批准二零一五年之年報及二零一六年之中期報告。其他三次董事會會議乃為考慮若干特別事宜而舉行。根據企業管治守則之守則條文第A.1.3條，召開董事會定期會議應發出至少14日之通知，以讓所有董事均有機會騰空出席。於本年度，若干次董事會定期會議以發出少於14日之通知而召開，以讓董事就對本集團業務而言屬重大之交易作出及時回應並迅速作出決策。因此，上述董事會定期會議乃在獲得董事無異議通過的情況下以較規定通知期為短之通知期舉行。董事會將竭盡全力於日後符合企業管治守則之守則條文第A.1.3條之規定。除董事會會議外，董事會主席已於並無其他執行董事出席之情況下與非執行董事（包括獨立非執行董事）會面。

公司秘書協助主席為會議準備議程，並確保遵守所有適用規則及規例。公司秘書亦就每次會議作出詳細適中之會議記錄，所有董事均可查閱。各次會議結束後在董事批准的期間內，會議記錄初稿將給予全體董事傳閱，以供表達意見及批准。

所有董事均掌握有關及適時的資料，並可在有需要的情況下索取進一步資料或尋求獨立專業顧問之意見。所有董事亦可不受限制地取得公司秘書的意見及服務，以確保遵循董事會程序以及所有適用規則及規例。

Should a potential conflict of interest involving a substantial shareholder or director arise, the matter is discussed in an actual meeting, as opposed to being dealt with by written resolution. Independent non-executive directors with no conflict of interest are present at meetings dealing with conflict issues. Board committees, including the Audit, Remuneration and Nomination Committees, follow all the applicable practices and procedures used in Board meetings for committee meetings.

若主要股東或董事涉及潛在利益衝突，有關事宜將於實際會議上討論，並非透過書面決議案處理。並無涉及利益衝突的獨立非執行董事將會出席會議，以處理衝突事宜。董事委員會，包括審核委員會、薪酬委員會及提名委員會，採納董事會會議沿用的所有適用會議常規及程序。

Details of directors' attendance at the Board meetings, Board committees meetings and the annual general meeting held during the year ended 31 December 2016 are set out as follows:

於截至二零一六年十二月三十一日止年度，所舉行之董事會會議、董事委員會會議及股東週年大會之董事出席情況載列如下：

Name of directors	董事姓名	Attended/Eligible to attend 出席次數/合資格出席次數				
		Board Meetings 董事會會議	Audit Committee Meetings 審核委員會會議	Remuneration Committee Meetings 薪酬委員會會議	Nomination Committee Meetings 提名委員會會議	Annual General Meeting 股東週年大會
<i>Executive Directors</i>						
Mr. Jiang Jianjun (Chairman)	江建軍先生 (主席)	7/7	-	3/3	2/2	1/1
Mr. Jiang Jiancheng	江建成先生	7/7	-	-	-	0/1
Mr. Ke Xionghan ^(a)	柯雄瀚先生 ^(a)	3/3	-	-	-	N/A
Mr. Li Jianqing (Chief Executive Officer) ^(b)	李劍青先生 (行政總裁) ^(b)	2/3	-	-	-	0/1
<i>Non-executive Directors</i>						
Ms. Ho Wing Yan	何詠欣女士	6/7	-	-	-	1/1
Ms. Zhang Yujie	仇玉杰女士	0/7	-	-	-	0/1
<i>Independent Non-executive Directors</i>						
Dr. Loke Yu	陸海林博士	6/7	2/2	3/3	2/2	0/1
Mr. Li Xiaofeng	黎曉峰先生	5/7	1/2	-	-	0/1
Mr. Ho Man Fai	何文輝先生	4/7	1/2	3/3	2/2	0/1

- : The director is not a committee member 該董事並非委員會成員

N/A: Not applicable 不適用

Notes:

附註：

(a) Mr. Ke Xionghan was appointed as an executive director of the Company with effect from 24 June 2016.

(a) 柯雄瀚先生自二零一六年六月二十四日起獲委任為本公司之執行董事。

(b) Mr. Li Jianqing retired as an executive director of the Company at the conclusion of the annual general meeting held on 24 June 2016. Following his retirement, Mr. Li also ceased to be the chief executive officer of the Company with effect from 24 June 2016.

(b) 李劍青先生於二零一六年六月二十四日舉行之股東週年大會結束時退任本公司之執行董事。於其退任後，李先生亦不再擔任本公司之行政總裁，自二零一六年六月二十四日起生效。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed director is provided with an induction on the first occasion of his/her appointment so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and the relevant regulatory requirements.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has devised a training record in order to assist the directors to record the training they have undertaken and they are requested to provide a training record to the Company.

According to the records maintained by the Company, the training that the directors received for the year ended 31 December 2016 is summarized as follows:

董事之入職及持續專業發展

每位新任董事在首次接受委任時均會獲得一份入職資料，以確保董事對本公司業務及運作有適當的理解，以及完全明瞭其於上市規則及其他相關監管規定下之責任及義務。

本公司鼓勵董事參加持續專業進修以發展及更新知識及技能。本公司已設定培訓記錄以協助董事記錄彼等所參與的培訓課程，並要求董事向本公司提供培訓記錄。

根據本公司保存之記錄，董事於截至二零一六年十二月三十一日止年度接受之培訓概述如下：

Name of directors	董事姓名	Attending expert briefings/seminars/conferences relevant to the business or directors' duties 參與有關業務或董事職責之專家簡介會／座談會／會議	Reading materials relevant to the business or directors' duties 閱覽有關業務或董事職責之資料
<i>Executive Directors</i>		執行董事	
Mr. Jiang Jianjun	江建軍先生	✓	✓
Mr. Jiang Jiancheng	江建成先生	✓	✓
Mr. Ke Xionghan ^(a)	柯雄瀚先生 ^(a)	✓	✓
Mr. Li Jianqing ^(b)	李劍青先生 ^(b)		
<i>Non-executive Directors</i>		非執行董事	
Ms. Ho Wing Yan	何詠欣女士	✓	
Ms. Zhang Yujie	仇玉杰女士		
<i>Independent Non-executive Directors</i>		獨立非執行董事	
Dr. Loke Yu	陸海林博士	✓	
Mr. Li Xiaofeng	黎曉峰先生	✓	✓
Mr. Ho Man Fai	何文輝先生	✓	✓

Notes:

- (a) Mr. Ke Xionghan was appointed as an executive director of the Company with effect from 24 June 2016.
- (b) Mr. Li Jianqing retired as an executive director of the Company with effect from 24 June 2016.

Under code provision A.6.5 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills, and should provide a record of the training they received to the issuer. The Company did not receive the training record from Ms. Zhang Yujie, a non-executive director, and Mr. Li Jianqing, a former executive director retired on 24 June 2016.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code on ethics and securities transactions (the "Code"), which incorporates a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules. Specified employees who are likely to be in possession of unpublished inside information of the Company are also subject to the compliance with the Code. Having made specific enquiry of all directors, the Company confirms that the directors have complied with the required standard set out in the Code and the Model Code throughout the year ended 31 December 2016.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR ACCOUNTS

The Board is responsible for presenting a clear, balanced assessment of the Group's performance and prospects. It is also responsible for preparing accounts that give a true and fair view of the Group's financial position on a going-concern basis and other inside information announcements and financial disclosures. The management provides the Board with the relevant information it needs to discharge these responsibilities.

The responsibilities of the auditor with respect to these financial statements are set out in the Independent Auditor's Report on pages 82 and 91 of this annual report.

附註：

- (a) 柯雄瀚先生獲委任為本公司之執行董事，自二零一六年六月二十四日起生效。
- (b) 李劍青先生退任本公司之執行董事，自二零一六年六月二十四日起生效。

根據企業管治守則之守則條文第A.6.5條，全體董事須參與持續專業發展，以發展及更新彼等之知識及技能，並須向發行人提供彼等接受培訓的記錄。本公司並無收到非執行董事仇玉杰女士及前任執行董事李劍青先生（於二零一六年六月二十四日退任）之培訓記錄。

董事的證券交易

本公司已採納一項道德及證券交易守則（「守則」），當中載列有關董事進行證券交易的行為守則，其條款並不遜於上市規則項下上市發行人的董事進行證券交易的標準守則（「標準守則」）規定的標準。可能管有本公司未發表的內幕資料的指定僱員亦須遵守守則。經向所有董事作出特定查詢後，本公司確認董事於截至二零一六年十二月三十一日止年度內一直遵守守則及標準守則所規定的準則。

董事及核數師對賬目的責任

董事會負責就本集團的表現及發展前景提呈一個清晰及均衡的評估。董事會亦負責編製能夠真實及公平地持續反映本集團財務狀況的賬目，以及其他內幕資料公佈及財務披露資料。管理層向董事會提供履行該等職責所需的相關資料。

核數師就該等財務報表之責任載於本年報第82至91頁之獨立核數師報告內。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITOR'S REMUNERATION

For the year ended 31 December 2016, the remuneration paid or payable to the Company's auditor, CHENG & CHENG LIMITED, including the followings:

Services rendered	所提供服務	Fee paid/payable
		已付／應付費用
		HK\$
		港元
Audit services	核數服務	850,000
Non-audit services	非核數服務	100,000
Total	總計	950,000

Non-audit services refer to other reporting services related to transactions of the Group.

RISK MANAGEMENT AND INTERNAL CONTROL

Goals and Objectives

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness on an ongoing basis. Such risk management and internal control systems are designed for managing risks rather than eliminating the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board has delegated its responsibilities of risk management and internal control to the Audit Committee. The Audit Committee oversees management in the design, implementation and monitoring of the risk management and internal control systems, and the management has to ensure the effectiveness of these systems.

Main Features of the Risk Management and Internal Control Systems

The Group's risk governance structure and the main responsibilities of each level of the structure are summarized below:

The Board is responsible to determine the business strategies and objectives of the Group, and evaluates and determines the nature and extent of risks it is willing to take in achieving the Group's strategic objectives; ensures that the Group establishes and maintains appropriate and effective risk management and internal control systems; and oversees management in the design, implementation and monitoring of the risk management and internal control systems.

核數師酬金

於截至二零一六年十二月三十一日止年度，已付或應付予本公司核數師鄭會會計師事務所有限公司之酬金包括以下各項：

Services rendered	所提供服務	Fee paid/payable
		已付／應付費用
		HK\$
		港元
Audit services	核數服務	850,000
Non-audit services	非核數服務	100,000
Total	總計	950,000

非核數服務指有關本集團交易的其他申報服務。

風險管理及內部監控

目標及目的

董事會確認其負責風險管理及內部監控體系並持續檢討其成效。該等風險管理及內部監控體系旨在管理而非消除不能達成業務目標的風險，並僅可合理而非絕對保證可防範重大錯誤陳述或虧損。董事會已將其風險管理及內部監控責任轉授予審核委員會。審核委員會監督管理層對風險管理及內部監控體系的設計、實施及監察，且管理層須確保該等體系的成效。

風險管理及內部監控體系的主要特點

本集團的風險管治架構以及架構內各階層的主要職責概述如下：

董事會負責釐定本集團的業務策略及目標，並評估及確定其願意為實現集團策略目標而承受的風險性質及程度；確保本集團設立及維持適當有效的風險管理及內部監控體系；及監督管理層對風險管理及內部監控體系的設計、實施及監察。

Audit Committee is responsible for assisting the Board to perform its responsibilities of risk management and internal control systems; overseeing the Group's risk management and internal control systems on an ongoing basis; reviewing the effectiveness of the Group's risk management and internal control systems at least annually, and such review should cover all material controls including financial, operational and compliance control; ensuring the adequacy of resources, staff qualifications and experience, training programmes and budget for the Group's accounting, internal audit and financial reporting functions; and considering major findings on risk management and internal control matters, and reports and makes recommendations to the Board.

The senior management designs, implements and maintains appropriate and effective risk management and internal control systems; identifies, evaluates and manages the risk that may potentially impact the major processes of the operations; monitors risk and take measures to mitigate risk in the day-to-day operations; gives prompt responses to and follow up the findings on risk management and internal control matters raised by the internal auditor or external risk management and internal control adviser; and provides confirmation to the Board and Audit Committee on the effectiveness of the risk management and internal control systems.

Internal auditor is responsible for reviewing the adequacy and effectiveness of the Group's risk management and internal control systems; and reports to the Audit Committee on the findings of the review and makes recommendations to the Board and management to improve the material systems deficiencies or control weaknesses identified.

The Board has conducted a review of the effectiveness of the risk management and internal control systems for the year ended 31 December 2016 and considers them effective and adequate.

審核委員會負責協助董事會履行風險管理及內部監控體系的職責；持續監察本集團的風險管理及內部監控體系；每年至少檢討一次本集團風險管理及內部監控體系的成效，而有關檢討應涵蓋全部重大監控，包括財務、營運及合規監控；確保本集團會計、內部審核及財務報告職能具備充足的資源、員工資歷及經驗、培訓計劃以及預算；及考慮風險管理及內部監控事宜的主要調查結果，並向董事會報告及提出建議。

高級管理層設計、實施以及維護適當有效的風險管理及內部監控體系；識別、評估及管理可能影響業務主要流程的風險；於日常營運中監控風險及採取措施以減輕風險；及時回應並跟進內部核數師或外聘風險管理及內部監控顧問提出的風險管理及內部監控事宜的調查結果；及向董事會及審核委員會確認風險管理及內部監控體系的成效。

內部核數師負責審閱本集團風險管理及內部監控體系是否充足有效；及向審核委員會報告審閱結果，並向董事會及管理層提出建議，以改善重大體系缺陷或已識別的監控弱點。

董事會已對風險管理及內部監控體系於截至二零一六年十二月三十一日止年度的成效進行檢討並認為其屬有效及充足。

Risk Management Process

In addition to the Board's responsibilities, the Company has developed a risk management process to identify, evaluate and manage significant risks and to resolve material internal control defects. Senior management is responsible for the annual risk reporting process. Internal auditor will meet with various members of the senior management to review and assess risks and discuss solutions to address material internal control defects, including any changes relevant to a given year. Risks are compiled, ratings are assigned and mitigation plans are documented. The risk assessment is reviewed by certain members of senior management and presented to the Audit Committee and the Board for their review.

Risks are evaluated by the Board and senior management based on (i) the severity of the impact of the risk on the Company's financial results; (ii) the probability that the risk will occur; and (iii) the velocity or speed at which a risk could occur.

Based on the risk evaluation, the Company will manage the risks as follows:

- Risk elimination – senior management may identify and implement certain changes or controls that in effect eliminate the risk entirely.
- Risk mitigation – senior management may implement a risk mitigation plan designed to reduce the likelihood, velocity or the severity of the risk to an acceptable level.
- Risk retention – senior management may decide that the risk rating is low enough that the risk is acceptable for the Company and that no action is required. The risk would continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

風險管理程序

除董事會的責任外，本公司已制定風險管理程序，以識別、評估及管理重大風險，並解決重大內部監控缺陷。高級管理層負責年度風險呈報程序。內部核數師將與高級管理層若干成員會面，檢討及評估風險，並探討重大內部監控缺陷的解決方案，包括有關年度適用的任何變動，對風險進行匯總、評級並記錄緩解計劃。風險評估乃由高級管理層若干成員進行審閱，並提呈審核委員會及董事會以供檢討。

董事會及高級管理層根據(i)本公司財務業績風險影響的嚴重程度；(ii)風險發生的概率；及(iii)風險可能發生的速率或速度評估風險。

本公司將根據風險評估結果按以下方式管理風險：

- 排除風險—高級管理層可確認並實施若干變動或控制，完全排除風險。
- 減低風險水平—高級管理層可實施風險緩解計劃，將風險可能性、速度或嚴重性降至可接受水平。
- 維持風險水平—高級管理層可確定，基於風險評級屬低，對本公司屬可接受，毋須採取措施。作為風險管理計劃的一部分，將繼續監控風險以確保風險水平不會上升至不可接受水平。

Internal Audit Function

The Group's internal audit function is performed by the internal auditor who reports directly to the Audit Committee. Internal auditor plays an important part in the assessment of the effectiveness of the risk management and internal control systems of the Group and reports directly to the Audit Committee on a regular basis.

The internal auditor conducts internal reviews on material controls and compliance with policies and procedures of the Group at both operational and corporate levels. Plans and tools for corrective actions and control improvement are identified and communicated with operations management to address an issue, non-compliance or deficiencies identified. The internal auditor monitors the implementation of his recommendations by operations management and reports the outcomes to the Audit Committee.

COMPANY SECRETARY

The Company Secretary of the Company is Mr. Chan Kwong Leung, Eric, who is engaged and appointed by the Company from an external secretarial services provider, and his primary corporate contact person at the Company is Mr. Chai Chung Wai, the Chief Financial Officer of the Company. For the year ended 31 December 2016, Mr. Chan Kwong Leung, Eric has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

內部審核職能

本集團的內部審核職能由內部核數師進行，而內部核數師直接向審核委員會匯報。內部核數師於評估本集團風險管理及內部監控體系的成效方面發揮重要作用，並定期直接向審核委員會匯報。

內部核數師對本集團於營運及企業層面的重大監控及遵守其政策與程序進行內部檢討。內部核數師與營運管理人員溝通，就任何已發現的問題、不遵規或不足之處釐定糾正及改善監控的方案及措施。內部核數師監察營運管理人員執行其建議的情況，並向審核委員會匯報相關結果。

公司秘書

本公司之公司秘書乃陳鄭良先生，彼由本公司自外部秘書服務供應商委聘及委任，及其於本公司之主要公司聯絡人為本公司財務總監齊忠偉先生。於截至二零一六年十二月三十一日止年度，陳鄭良先生已遵守上市規則第3.29條項下之有關專業培訓規定。

SHAREHOLDERS' RIGHTS

Procedures for convening an extraordinary general meeting and putting forward proposals

Pursuant to article 72 of the Company's articles of association, any two or more shareholders or any one shareholder which is a recognised clearing house (or its nominee) holding, as at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company can deposit a written request at the head office and principal place of business of the Company in Hong Kong at Unit 1101A, 11/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong, or the registered office of the Company at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands for the attention of the Board or Company Secretary to convene an extraordinary general meeting ("EGM").

The Company will verify the request with the Company's branch share registrar and transfer office in Hong Kong and upon their confirmation that the request is proper and in order, the Board will be asked to convene an EGM by serving sufficient notice to all the registered shareholders in accordance with the requirements set out in the Listing Rules and the Company's articles of association. In the event that the request has been verified as not in order, the shareholders concerned will be advised of this outcome and accordingly, an EGM will not be convened as requested.

股東之權利

召開股東特別大會及提出建議的程序

根據本公司組織章程細則第72條，任何兩名或以上股東或任何一名為認可結算所（或其代名人）之股東於提呈有關要求當日持有本公司不少於十分之一附帶於本公司股東大會投票權的繳足股本，可以書面要求召開股東特別大會（「股東特別大會」），有關書面呈請須送達本公司之總辦事處及香港主要營業地點（地址為香港九龍尖沙咀加連威老道98號東海商業中心11樓1101A室）或本公司之註冊辦事處（地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands），抬頭致董事會或公司秘書。

本公司將與本公司之香港股份過戶登記分處核對有關要求，並在確定有關要求為合理及適當後，即會要求董事會召開股東特別大會，並根據上市規則及本公司組織章程細則的規定向所有註冊股東發出足夠的通告。倘若有關要求被核實並不適當，有關股東將獲知會有關結果，而本公司不會應有關要求召開股東特別大會。

If within 21 days from the date of deposit of the requisition, the Board does not proceed duly to convene an EGM, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the EGM in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Procedures for sending enquiries to the Board

Shareholders may at any time send their enquiries to the Board in writing for the attention of the Board or Company Secretary via the followings:

Address : Unit 1101A, 11/F, East Ocean Centre
98 Granville Road, Tsim Sha Tsui, Kowloon
Hong Kong
Fax : (852) 2880 5398

CONSTITUTIONAL DOCUMENTS

There was no significant change in the Company's constitutional documents for the year ended 31 December 2016.

COMMUNICATION WITH SHAREHOLDERS

The Company follows a policy of disclosing relevant information to shareholders in a timely manner. The Company also recognises that people other than shareholders, such as potential investors and the investment community generally may have an interest in information about the Company.

如董事會在書面要求送達日期起計21日內，未有妥為安排召開股東特別大會，則該等送呈要求的人士或佔全體送呈要求人士一半以上總表決權的人士，可自行盡可能以接近董事會召開會議的方式召開股東特別大會，惟如此召開的會議不得在上述日期起計三個月屆滿後舉行，且送呈要求人士因董事會未有召開會議而招致的任何合理費用，須由本公司償還送呈要求人士。

向董事會提出查詢之程序

股東可隨時通過下列方式以書面向董事會提出查詢，抬頭致董事會或公司秘書：

地址 : 香港
九龍尖沙咀加連威老道98號
東海商業中心11樓1101A室
傳真 : (852) 2880 5398

組織章程文件

本公司組織章程文件於截至二零一六年十二月三十一日止年度並無重大改動。

與股東的溝通

本公司遵循及時向股東披露相關資料的政策。本公司亦認同股東以外之人士（例如有意投資者及投資團體）可能會對本公司資料有興趣。

CORPORATE GOVERNANCE REPORT

企業管治報告

Annual and interim reports offer comprehensive operational and financial performance information to shareholders and the annual general meeting provides a forum for shareholders to exchange views directly with the Board. The Company regards the annual general meeting as an important event and all directors, senior management and external auditor make an effort to attend the annual general meeting of the Company to address shareholders' queries. All the shareholders of the Company are given a minimum of 20 clear business days' notice of the date and venue of the annual general meeting of the Company. The Company supports the CG Code's principle to encourage shareholders' participation. The Company has also complied with the requirements concerning voting by poll under the Listing Rules. Details of the poll voting procedures and the rights of shareholders to demand a poll are explained by the chairman of general meeting at the meeting. All resolutions proposed at general meeting are voted separately.

All the annual and interim reports, circulars, announcements and notices of general meetings, as well as the terms of reference of Board committees can be downloaded from the websites of the Stock Exchange and the Company.

The shareholder communication policy is reviewed regularly by the Company's management to reflect current regulatory, community and investor requirements. In particular, the policy will be updated in response to the changes in internal structure, legislative, regulatory and market developments.

年報和中期報告向股東提供全面的營運及財務業績資料，而股東週年大會為股東提供與董事會直接交流意見的平台。本公司非常重視股東週年大會，全體董事、高級管理層及外聘核數師均盡力出席本公司股東週年大會以回應股東詢問。本公司最少於股東週年大會舉行足二十個營業日前通知本公司全體股東有關大會的日期及地點。本公司遵循企業管治守則之原則，鼓勵全體股東出席大會。本公司亦已遵守上市規則有關通過投票表決的規定。投票表決程序以及股東要求投票表決的權利的詳情由股東大會主席於會上解釋。所有於股東大會上提呈的決議案均需獨立進行表決。

所有年度及中期報告、通函、公告及股東大會通告以及董事委員會職權範圍均可於聯交所及本公司網站下載。

本公司管理層定期檢討股東溝通政策，以反映現時監管當局、社會及投資者之要求。具體而言，本公司就內部結構、立法、監管及市場發展之變動及時對股東溝通政策作出修訂。

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES 董事及高級管理層履歷

The directors and senior management of the Company as at the date of this annual report are as follows:

DIRECTORS

Mr. JIANG Jianjun, aged 47, was appointed as an executive director of the Company in March 2013, and as the chairman and the managing director of the Company in May 2013. He resigned as the managing director of the Company in March 2014. Mr. Jiang is a director of certain subsidiaries of the Company. He has been engaged in property investment and management since 1995. He also has experience in distribution of wine and liquor. Mr. Jiang is concurrently a committee member of Shenzhen Baoan District of Chinese People's Political Consultative Conference, the vice president of Shenzhen Baoan General Chamber of Commerce and Shenzhen Baoan Shajing Chamber of Commerce. He is the brother of Mr. Jiang Jiancheng, an executive director of the Company.

Mr. JIANG Jiancheng, aged 45, was appointed as an executive director of the Company in April 2014. He graduated from Department of Industrial Control And Automation of Hefei University of Technology. Mr. Jiang is the general manager of Shenzhen Jiangshi Longhui Trading Limited. He has been engaged in real estate leasing industry since 1993 and has extensive experience in marketing and management. Mr. Jiang was previously a consultant of the Company from September 2010 to March 2014. He is the brother of Mr. Jiang Jianjun, the chairman and an executive director of the Company.

Mr. KE Xionghan, aged 52, was appointed as an executive director of the Company in June 2016. He graduated from the Department of Law of Huazhong University of Science and Technology. Mr. Ke is the president of Shenzhen Tiantianwang Taige Technology Co. Ltd.* (深圳天天旺泰格科技有限公司), a company mainly engaged in the import and export business of electronic products and mineral products. He was the general manager of Indonesia Huaming Yang International Trading Company* (印尼華明陽國際貿易公司) and worked in the Bank of China, Zhanjiang Branch for over 20 years, during which period, he served as the Section Chief of Retail Business Department, Company Business Department and Credit Management Department as well as the president of the sub-branch.

* For identification purposes only

於本年報日期，本公司的董事及高級管理層如下：

董事

江建軍先生，47歲，於二零一三年三月獲委任為本公司執行董事，並於二零一三年五月獲委任為本公司主席及董事總經理。彼於二零一四年三月辭任本公司董事總經理。江先生為本公司若干附屬公司之董事。由一九九五年至今，彼一直從事物業投資及管理。彼亦曾從事酒類分銷。江先生現同時擔任深圳市寶安區政協委員、深圳市寶安區總商會副會長及深圳市寶安區沙井商會副會長。彼為本公司執行董事江建成先生之胞兄。

江建成先生，45歲，於二零一四年四月獲委任為本公司執行董事。彼畢業於合肥工業大學工控自動化系。江先生為深圳市江氏龍匯商貿有限公司之總經理。彼自一九九三年以來一直從事房地產租賃行業，並於市場推廣及管理方面擁有豐富經驗。江先生先前於二零一零年九月至二零一四年三月為本公司之顧問。彼為本公司主席兼執行董事江建軍先生之胞弟。

柯雄瀚先生，52歲，於二零一六年六月獲委任為本公司執行董事。彼畢業於華中科技大學法學專業本科。柯先生為深圳天天旺泰格科技有限公司董事長，該公司主營電子產品及礦產品的進出口業務。彼曾任印尼華明陽國際貿易公司總經理及曾於中國銀行湛江分行工作逾20年，期間曾出任零售業務部科長、公司業務部科長、信貸管理部科長及支行行長等職務。

* 僅供識別

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

董事及高級管理層履歷

Ms. HO Wing Yan, aged 35, was appointed as a non-executive director of the Company in April 2015. She holds a Bachelor Degree of Business Administration in Applied Economics from Hong Kong Baptist University and a Master Degree of Corporate Governance from The Open University of Hong Kong. Ms. Ho is an Associate Member of both The Hong Kong Institute of Chartered Secretaries (“HKICS”) and The Institute of Chartered Secretaries and Administrators. She is also a holder of the Practitioner’s Endorsement issued by HKICS. Ms. Ho is a director of BMI Listed Corporate Services Limited and is responsible for managing the business operations of the company secretarial and administrative services for the reputable listed groups in various industries. She has extensive experience in a diversified range of professional corporate services for Hong Kong and offshore companies from various business sectors. Ms. Ho particularly specializes in corporate governance advisory, corporate restructuring, corporate financing and directors’ professional development with emphasis on listed companies and she continues to advise on these matters on a consultancy basis. Ms. Ho actively participates in the formulation and execution of strategy at the companies. She has been providing practical professional services to companies listed on the Main Board and the Growth Enterprise Market of the Stock Exchange for over 10 years.

Ms. ZHANG Yujie, aged 54, was appointed as a non-executive director of the Company in September 2015. Ms. Zhang holds a Bachelor Degree in Accounting from Heilongjiang Commercial College* (黑龍江商學院), she is a senior accountant. Ms. Zhang has extensive experience in corporate management and rich expertise in financial management. Ms. Zhang is the deputy general manager of Heilongjiang Nongken Beidahuang Business Trade Liability Group Co., Ltd.* (黑龍江農墾北大荒商貿集團有限責任公司) (“Heilongjiang Nongken Beidahuang”). She was the accountant of a subsidiary of Jiansanjiang Materials Department* (建三江物資處), general manager of Jiansanjiang Materials Department Fuels Company* (建三江物資處燃料公司) and Jiansanjiang Crude Oil & Fuels Company* (建三江石油燃料公司) respectively, head of finance department of Heilongjiang Nongken Beidahuang, and deputy chief financial officer of PetroChina & NK Fuels Co., Ltd.* (中油黑龍江農墾石油有限公司).

* For identification purposes only

何詠欣女士，35歲，於二零一五年四月獲委任為本公司非執行董事。彼持有香港浸會大學工商管理（應用經濟學）學士學位及香港公開大學企業管治碩士學位。何女士為香港特許秘書公會（「香港特許秘書公會」）及英國特許秘書及行政人員公會會員。彼亦持有香港特許秘書公會頒發之執業者認可證明。何女士為邦盟滙駿上市秘書顧問有限公司之董事，負責管理為多個行業之知名上市集團提供公司秘書及行政服務之業務營運。彼於多個行業之香港及離岸公司之多元化專業企業服務方面具有豐富經驗。何女士特別專門從事企業管治顧問、企業重組、企業融資及董事專業發展，並著重於上市公司，且彼繼續按顧問基準就該等事宜提供意見。何女士積極參與制定及執行公司策略。彼一直為於聯交所主板及創業板上市之公司提供實用專業服務超過10年。

仇玉杰女士，54歲，於二零一五年九月獲委任為本公司非執行董事。仇女士持有黑龍江商學院會計專業本科學歷，彼為高級會計師。仇女士於企業管理方面擁有豐富經驗，並在財務管理方面富有專長。仇女士為黑龍江農墾北大荒商貿集團有限責任公司（「黑龍江農墾北大荒」）副總經理。彼曾擔任建三江物資處屬下公司之會計、建三江物資處燃料公司總經理、建三江石油燃料公司總經理、黑龍江農墾北大荒財務部長，以及中油黑龍江農墾石油有限公司財務副總。

* 僅供識別

Dr. LOKE Yu alias LOKE Hoi Lam, aged 67, was appointed as an independent non-executive director of the Company in June 2005. He holds a Master of Business Administration degree from Universiti Teknologi Malaysia and a Doctor of Business Administration degree from University of South Australia. He is a Fellow Member of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Hong Kong Institute of Chartered Secretaries. Dr. Loke has over 40 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He is the company secretary of Minth Group Limited and serves as an independent non-executive director of V1 Group Limited, Matrix Holdings Limited, China Fire Safety Enterprise Group Limited, Winfair Investment Company Limited, SCUD Group Limited, Zhong An Real Estate Limited, Chiho-Tiande Group Limited, Tianjin Development Holdings Limited, China Household Holdings Limited, Tianhe Chemicals Group Limited, Lamtex Holdings Limited (formerly known as China New Energy Power Group Limited), Forebase International Holdings Limited and Hang Sang (Siu Po) International Holding Company Limited. Dr. Loke was an independent non-executive director of Mega Medical Technology Limited from June 2014 to January 2017. The shares of these companies are listed on the Main Board of the Stock Exchange.

Mr. LI Xiaofeng, aged 39, was appointed as an independent non-executive director of the Company in December 2012. He graduated from Department of Finance of Jinan University. Mr. Li is a supervisor of the credit department of Shenzhen Rural Commercial Bank Shajing branch. He has been engaged in financial services industry since 1998.

陸海林博士，67歲，於二零零五年六月獲委任為本公司獨立非執行董事。彼持有馬來西亞科技大學工商管理碩士學位及南澳洲大學工商管理博士學位。彼為英格蘭及威爾斯特許會計師公會、香港會計師公會、香港董事學會及香港特許秘書公會的資深會員。陸博士於私人及公眾公司的會計及審計工作、財務顧問及企業管理方面擁有逾40年經驗。彼為敏實集團有限公司的公司秘書，並於第一視頻集團有限公司、美力時集團有限公司、中國消防企業集團有限公司、永發置業有限公司、飛毛腿集團有限公司、眾安房產有限公司、齊合天地集團有限公司、天津發展控股有限公司、中國家居控股有限公司、天合化工集團有限公司、林達控股有限公司（前稱中國新能源動力集團有限公司）、申基國際控股有限公司及Hang Sang (Siu Po) International Holding Company Limited出任獨立非執行董事。陸博士於二零一四年六月至二零一七年一月曾出任美加醫學科技有限公司獨立非執行董事。該等公司之股份均於聯交所主板上市。

黎曉峰先生，39歲，於二零一二年十二月獲委任為本公司獨立非執行董事。彼畢業於暨南大學金融學系。黎先生為深圳農村商業銀行股份有限公司沙井支行信貸管理部主任。由一九九八年至今，他一直從事金融服務行業。

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

董事及高級管理層履歷

Mr. HO Man Fai, aged 52, was appointed as an independent non-executive director of the Company in June 2014. He is the chairman of California Restaurant and has extensive experience in catering and management. Mr. Ho is a director of New Territories General Chamber of Commerce, a director of Hong Kong Food Science and Technology Association Limited, a director of Yuen Long Merchants Education Promotion Limited, a school manager of Yuen Long Merchants Association Primary School and a general affairs officer of Hong Kong Love & Care Charity Foundation Limited.

SENIOR MANAGEMENT

Mr. CHAI Chung Wai, aged 50, is the chief financial officer of the Company. He joined the Group in May 2013. Mr. Chai obtained his master degree of Accounting in 2004 and of Business Administration in 2006. Mr. Chai is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Directors, and an associate of the Institute of Chartered Accountants in England and Wales. Mr. Chai has extensive experience of over 20 years in the accounting and financial field in various listed companies in Hong Kong.

何文輝先生，52歲，於二零一四年六月獲委任為本公司獨立非執行董事。彼為加州餐廳之董事長，並於餐飲及管理方面具有豐富經驗。何先生為新界總商會會董、香港食品科技協會有限公司委員、元朗商會教育促進有限公司董事、元朗商會小學校董及香港愛心慈善基金會有限公司總務主任。

高級管理層

齊忠偉先生，50歲，本公司財務總監。彼於二零一三年五月加入本集團。齊先生於二零零四年取得會計碩士學位及於二零零六年取得工商管理碩士學位。齊先生為特許公認會計師公會、香港會計師公會及香港董事學會的資深會員，以及英格蘭及威爾斯特許會計師公會會員。齊先生於香港若干上市公司之會計及金融領域擁有逾20年的豐富經驗。

The Group is committed to promoting sustainable development, which is extremely important to create long-term value for the Group's shareholders, clients, employees, other stakeholders, as well as general public. The Company cares about the impact of its daily operation on environment and society, strives to set a good example for the public, while conducting business operation, it makes effort to meet the interests of all stakeholders, economy, environment, society and corporate governance and does its best to achieve a fine balance.

ENVIRONMENT

A1. Policy on emission of exhaust gas and greenhouse gas, discharging pollution through water and land, producing hazardous and non-hazardous wastes

Protecting environment is one of our key concerns; we are committed to protecting environment and focusing on environmental protection in our operation, hoping that through rigorous supervision and control to reduce our long-term negative impact on environment.

1. Energy Management

The indirect greenhouse gas emission, which generated from our daily electricity power consumption, is the main source of the Group's carbon footprint, we will keep monitoring and disclosing the Company's carbon footprint to find out and control the impact of our daily operation on environment. At the same time, we will implement the following energy-saving and energy efficiency measures at various office locations to reduce greenhouse gas emission:

- a. Install high-performance electrical equipments
- b. Purchasing department is required to purchase energy-efficient products
- c. Employ automatic lighting control system
- d. Deploy LED lighting on office floors

本集團致力推動可持續發展，可持續發展對於為本集團股東、客戶、員工、其他持份者，乃至廣大社群創造長期價值極為重要。本公司關注日常運作對環境及社會的影響，力求為社會樹立良好榜樣，在進行業務營運的同時，努力滿足所有持份者、經濟、環境、社會和企業治理之利益，竭力達至最佳平衡。

環境

A1. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的政策

保護環境乃我們重點關注之一，我們承諾保護環境，在營運上以環保為重，並希望透過嚴謹監督及控制工作，減低我們對環境的長遠負面影響。

1. 能源管理

我們日常運作用電產生的間接溫室氣體排放是本集團碳足跡的最主要來源，我們將透過持續監察及公佈本公司的碳足跡來瞭解及監督我們的日常營運對環境的影響。同時，我們將在各辦公地點實行以下各種節能及能源效益措施減低溫室氣體排放：

- a. 安裝高效能的電機裝置
- b. 採購部門必須採購高能源效益產品
- c. 採用自動燈光控制系統
- d. 辦公樓層採用LED照明

- e. The employees must turn off light and unnecessary energy device to reduce energy consumption and avoid unnecessary waste of energy
- f. Deploy natural light as much as possible on office floors
- g. Install auxiliary electricity meter to monitor electricity consumption
- h. Other energy-saving and energy efficiency measures

Our finance department should collect information about usage of electricity annually for the management to disclose in their ESG report in the financial year starts from 1 January, 2017 or later.

2. Waste Management

In order to lighten the load of landfills, we adopt a responsible waste management policy, including waste avoidance, reducing waste from its source and reuse, recycling and responsible disposal of waste. Our offices should post memos and notices everywhere, encouraging the employees to reduce the production of waste. We have introduced waste separation measures from the start:

- a. Waste paper (excluding paper cup, paper plate, etc.)
- b. Metal (aluminum can and other metal cans)
- c. Plastics (plastic bottle, container and packaging materials)
- d. Other recyclables (such as old cloth, electrical appliance, computer, magazine, etc.)

- e. 員工離開時必須關閉燈光及不必要的耗能裝置，以減低能源耗量及避免不必要的能源浪費
- f. 辦公樓層採用更多自然光
- g. 安裝副電錶監督用電
- h. 其他節能及能源效益措施

財務部應每年收集電力的使用情況，供管理人員於二零一七年一月一日或之後開始的財政年度的環境、社會及管治報告中進行披露工作。

2. 廢物管理

為減少堆填區的負荷，我們採取負責任的廢物管理政策，包括避免產生廢物、源頭減廢以及重用、回收及負責任地處置廢物。辦公室應在各處張貼告示及備忘，鼓勵員工減少製造廢物。我們推行廢物源頭分類措施：

- a. 廢紙（不包括紙杯、紙碟等）
- b. 金屬（鋁罐和其他金屬罐）
- c. 塑料（膠樽、容器和塑膠包裝物料）
- d. 其他可回收物品（如舊衣服、電器、電腦及雜誌等）

A2. Policy on effective use of resources (including energy, water and other raw materials)

1. *Reducing electricity consumption*
Comply with the Group's policy on emission of exhaust gas and greenhouse gas, discharging pollution through water and land, producing hazardous and non-hazardous wastes to reduce electricity consumption.

2. *Paper reduction*
In order to reduce waste paper, we have developed the following measures:
 - a. Deploy recycling bins to collect used paper products such as waste paper, poster, letter and envelope;
 - b. Place waste paper recycling bin next to printer and set aside the papers that already printed once so that you can choose whether reuse it or put it into the bin;
 - c. Saving paper by double-sided printing;
 - d. Writing on both sides of papers;
 - e. Bring your own cup and avoid using paper cup;
 - f. Reuse stationeries such as file folder and envelope;
 - g. Reuse packaging box; and
 - h. Other than the waste paper that contains confidential information, waste paper should be shipped to paper mill or scrap paper company so as to be recycled into new paper.

Each year, our finance department shall collect information about the paper products the Company purchased and the waste paper that shipped to scrap paper company or paper mill for the management to disclose in their ESG report in the financial year starts from 1 January, 2017 or later.

A2. 有效使用資源（包括能源、水及其他原材料）的政策

1. *減少用電*
根據本集團「有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的政策」要求減少用電。

2. *減少用紙*
減少廢紙的產生，我們制定以下措施：
 - a. 擺放廢紙、海報、信函及公文袋回收箱，收集不能再用的紙類製品；
 - b. 打影機旁擺放單面廢紙及廢紙回收箱，將紙張分類重用；
 - c. 雙面影印；
 - d. 一紙兩面書寫；
 - e. 自備水杯，避免使用紙杯；
 - f. 重複使用檔案夾和信封等文具；
 - g. 重複使用包裝盒；及
 - h. 除載有機密資料之廢紙外，廢紙將供給廢紙公司或造紙廠，以便循環再造。

財務部應每年收集紙類製品的採購及將廢紙供給廢紙公司或造紙廠情況，供管理人員於二零一七年一月一日或之後開始的財政年度的環境、社會及管治報告中進行披露工作。

3. *Water conservation*

In Hong Kong, fresh water is a precious resource, we should economize water, try to protect water resource, and for which we have developed the following measures:

- a. Repair dripping faucet or hose in a timely manner
- b. Adopt effective water-saving production methods and instruments
- c. Check water consumption regularly
- d. Minimize water pressure

4. *Green procurement*

Green procurement is based on reducing environmental load. Quality, cost, delivery time are the main focuses when the Company procures goods or chooses supplier, but other than that, we give priority to environmentally friendly and energy-saving products.

- a. Give priority to energy-efficient products at the highest level
- b. Give priority to effective water-saving products
- c. We require the suppliers to reduce packaging material
- d. Send the message to suppliers that we value environmental protection, energy saving

3. *節約用水*

在香港，淡水是一種珍貴的資源，所以我們應當節約用水，盡力保護水資源，為此我們制定以下措施：

- a. 立即修理滴漏的水龍頭及水喉
- b. 採用能有效節省用水的生產方法及器械
- c. 經常查驗耗水量
- d. 儘量降低水壓

4. *綠色採購*

綠色採購是基於減輕環境負荷作前提，除根據質量、成本、交貨期考慮採購的物品及供應商外，我們進行採購時，應優先採購環保、節能產品。

- a. 優先考慮最高級別能源效益產品
- b. 優先考慮能有效節省用水產品
- c. 採購時要求減少包裝材料
- d. 向供應商反映我們對環保、節能的要求

A3. Policy on mitigating the Group's significant impact on environment and natural resources

The Group manages and minimizes the impact it may cause environment, directly or indirectly, through the following methods:

1. Make sure its business operation comply with the environmental law in Hong Kong and its operating locations
2. Establish and improve environmental protection mechanism to ensure its operation does not pollute water and land
3. Monitor gas emission and use of resource, establish emission reduction target
4. Make sure that in our daily business operation, with all efforts, we conserve energy, water and other raw materials to reduce direct impact on environment
5. Whenever the Company holds banquet, shark fin is out of question and sustainable seafood should be served. Order reasonable quantity and reduce waste
6. Urge the employees to reduce paper usage and adopt other energy-saving measures
7. Cooperate with government agencies and support environmental organizations' activities

A3. 減低本集團對環境及天然資源造成重大影響的政策

本集團透過以下方式管理及減低可能對環境產生的直接或間接的影響

1. 確保業務運作會根據香港及運作地區的環保法
2. 建立和完善環保機制確保業務運作沒有污染水及土地
3. 監察氣體的排放及資源運用，設立減排目標
4. 確保日常業務運作中，盡量節約能源、水及其他原材料，以減少對環境的直接影響
5. 在公司宴會中，不食用魚翅及安排可持續發展海鮮。訂購適合份量，減少浪費
6. 鼓勵員工減少用紙及其他節能措施
7. 與政府機關合作及支持環保機構活動

SOCIETY

Employment and Labor convention

Employee is an important asset of the Company, we care about their well-being, respect their personal traits, make sure that all employees are subject to legislative protection and have equal opportunity in their career path, also, we strive to increase their sense of belonging.

B1. Policy on salary, dismissal, recruitment, promotion, working hours, day off, equal opportunity, diversity, anti-discrimination and other benefits

1. Salary

We offer competitive pay and benefits to the employees according to their job requirement and individual performance. We will annually review the overall salary and benefits to ensure the Company's competitiveness in local market, we even refer to the relevant industries and similar organizations. Each year, KPIs will provide direction and guidance to the employees' individual work plan. We also assess the achievements and contributions of the employees to appraise and reward them.

2. Dismissal

We ensure that all employees under the employment protection laws of Hong Kong, including:

- a. Whenever an employee offers to resign or being laid off, human resource should interview him or her before quitting to find out the reason of quitting;
- b. It is required to issue employment verification document to the dismissed employee;
- c. When the employer terminates employment contract, the dismissed employee shall be given due notice or wages in lieu of notice, and the notice should not be given during his or her annual leave and maternity leave;

社會

僱傭及勞工常規

員工為公司重要資產，我們關心他們的福祉、尊重他們的個人特質、確保所有員工都會受到法例保障、亦確保員工在工作上發展及增加員工的歸屬感。

B1. 薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的政策

1. 薪酬

我們按職位要求和個人工作表現提供具競爭力的薪酬及福利予僱員。我們每年會檢討僱員整體薪酬及福利，以確保在本地市場具競爭力，特別是與有關行業和同類型機構相比。每年，我們的主要績效指標會為僱員的個人工作計劃提供方向和指引。我們亦會根據僱員的成就和貢獻，作出評估及獎勵。

2. 解僱

我們確保所有員工根據香港法例的僱傭保障，包括：

- a. 人力資源部在員工主動提出離職或員工被解僱時進行離職面談，瞭解員工離職的原因；
- b. 必需向被解僱員工發出具工作證明的文件；
- c. 僱主在終止僱傭合約時，須給予對方適當的通知期或代通知金，當中有薪年假及產假不可作為終止僱傭合約時的通知期；

- d. An employee cannot be dismissed when she has been confirmed pregnant or given notice of pregnancy;
 - e. An employee cannot be dismissed when he or she takes a paid sick leave;
 - f. An employee cannot be dismissed because he or she gives evidence or information in any legal proceeding relating to enforcement of labor laws, industrial accident or breach of work safety regulation;
 - g. An employee cannot be dismissed because he or she joins in labor union or participates in labor union activities; and
 - h. If an employee is injured on duty, if a compensation agreement has not yet been reached or the relevant evaluation certificate has not yet been issued, the employee cannot be dismissed.
- d. 不可解僱已證實懷孕及已發出懷孕通知的僱員；
 - e. 不可在僱員的有薪病假期間解僱僱員；
 - f. 不可由於僱員曾在有關執行勞工法例、工業意外或違反工作安全規例而進行的法律程序中提供證據或資料而解僱僱員；
 - g. 不可因僱員參與職工會或職工會的活動而解僱僱員；及
 - h. 在未與因工受傷的僱員達成工傷補償的協議之前，或在有關的評估證明書仍未發出之前，不可解僱僱員。

3. *Recruitment and promotion*

In the Company, recruitment and promotion should be fair and open for all employees, and cannot be affected by age, sex, physical or mental health status, marital status, family status, race, skin colour, nationality, religion, political affiliation and sexual orientation and other factors, the employees will be recognized and rewarded by their contribution, work performance and skills, the Company will do its best to provide them with good working environment and development opportunity.

4. *Working hours and day-off*

The employees shall enjoy deserved days-off under the laws of Hong Kong or the location they work at.

3. *招聘及晉升*

在公司招聘及晉升時，會對員工公平及公開，不受年齡、性別、身體健康或精神狀況、婚姻狀況、家庭崗位、種族、膚色、國籍、宗教、政治聯繫和性取向等因素所影響，按僱員的貢獻、工作表現和技能作出嘉許及獎勵，為員工提供良好的工作環境及發展機會。

4. *工作時數及假期*

員工應按香港或員工所在地區的勞動法例要求，享有其應得之假期。

Hong Kong employees are entitled to enjoy the following days-off:

- a. Each employee can take a day off in every 7 days;
- b. If the day-off falls on a statutory holiday, compensatory time off shall be offered on the following day;
- c. Manager can ask employee to work on the day off, but employee can choose not to. If the employee agrees, a day off can be arranged in other time, but the said day off shall be planned before the scheduled day off in the same month, or within 30 days after it;
- d. Statutory holidays;
- e. Paid annual leave prescribed by employment contract;
- f. Sick leave;
- g. Female employee can take maternity leave so long as she complies with the continuous contract to serve the employer and give notice of pregnancy before the leave; and
- h. Maternity leave cannot be substituted by wage.

5. *Policy on equal opportunity, diversity, anti-discrimination and other benefits*
Sex Discrimination Ordinance, Disability Discrimination Ordinance, Family Status Discrimination Ordinance must be complied with, equal opportunity must be provided on recruitment, training, promotion, transfer, remuneration, benefits and termination of contract. Such opportunities shall not be affected by factors such as age, gender, physical or mental health status, marital status, family status, race, skin colour, nationality, religion, political affiliation and sexual orientation.

以下為香港員工應得之假期：

- a. 員工在工作期間，每7天內可享有1天休息日；
- b. 如休息日適逢法定假日，應於翌日補假；
- c. 管理人員可求員工在休息日工作，但員工可自由決定。如果員工同意，可另定休息日，但另定之休息日須安排在同一個月內的原定休息日之前，或於原定休息日後30天內享用；
- d. 法定假日的日期；
- e. 按僱用合同所訂有薪年假；
- f. 病假；
- g. 女性僱員只要在產假前按連續性合約為僱主服務，並給予懷孕通知，便可享有產假；及
- h. 不能以工資代替分娩假。

5. 平等機會、多元化、反歧視以及其他待遇及福利的政策
必須遵守《性別歧視條例》、《殘疾歧視條例》、《家庭崗位歧視條例》要求，在招聘、培訓、晉升、調職、薪酬、福利及終止合約等事項提供平等的機會。此等機會不受年齡、性別、身體健康或精神狀況、婚姻狀況、家庭崗位、種族、膚色、國籍、宗教、政治聯繫和性取向等因素所影響。

B2. Policy on safe working environment and safeguarding the employees from occupational hazards

We are committed to protecting the health and safety of the employees and the community, we require all employees to comply with all relevant occupational health and safety regulations, and do our utmost to provide them with safe and healthy working environment, as a result, we have implemented the following methods:

1. Develop internal guidelines to ensure that office and work environment is in line with or higher than the requirements of relevant laws;
2. Establish safety procedures for the recognized dangerous work;
3. Provide necessary protective equipment and medical insurance to the employees;
4. Ensure that office and working environment is healthy and safe, regularly check machinery and equipment;
5. Establish emergency measures such as fire or explosion emergency plan;
6. Regularly arrange rescue, fire and evacuation drills;
7. Establish mechanism to record industrial injury and analyze the cause;
8. Provide and maintain an environmental, healthy and safe working condition;
9. Unless prior approval, purchasing alcoholic beverage and illegal drugs is prohibited in the workplace;
10. Actively promote environmental protection, health and safety awareness of the employees, and support development of environmental protection, health and safety in the industry; and
11. Provide all employees with needed job information, guidance, training and supervision.

B2. 安全工作環境及保障僱員避免職業性危害的政策

我們致力保障僱員及社區的健康和安全，我們要求所有員工遵守所有相關職業健康及安全條例，為僱員提供一個安全健康的工作環境，並按此實施以下政策：

1. 制定內部準則，務求辦公室及工作環境符合或高於相關法律要求；
2. 為已識別為危險的工作定立安全執程序；
3. 為員工提供必需的保護裝備及為員工提供醫療保障；
4. 提供並確保辦公室及工作環境衛生安全、機器及設備會定期檢查；
5. 建立緊急事件諸如發生火災或爆炸時的應急措施；
6. 定期安排急救、防火和疏散逃生演習；
7. 設立機制以記錄及分析工傷意外的發生和原因；
8. 提供及維持一個環保、健康及安全的工作場所；
9. 除非預先得得到批准，員工禁止在工作間使用及購買含酒精飲品及違禁藥物；
10. 積極推動員工的環境保護、健康及安全意識，並支持行業內環境保護、健康及安全之發展；及
11. 為所有員工提供所需的工作資訊、指導、訓練及監督。

B3. Policy on improving the employees' knowledge and skills to perform their responsibilities

Talent development is an important part of our human resource strategy. We understand that the employees' knowledge and skills are essential to the Company's operation and business growth, good development plan lays a good foundation for the employees to face business challenge in the future, it also helps them to grasp promotion opportunities, fulfill their career aspirations. We provide the employees with effective training and develop a clear promotion ladder, ensuring that the employees have the required skills; we also nurture outstanding successors for the Group and breed academic atmosphere. The Group conducts performance evaluation annually, and based on the assessment result to provide the staff with appropriate training, and offer job, development and promotion opportunities for outstanding employees. Under the Group's Human Resource Management System requirements, HR manager is responsible for carrying out related assessment and training.

B4. Policy on preventing child labor or forced labor

The Group firmly adopts a zero-tolerance policy on child labor and forced labor, such conduct is prohibited by international standard and relevant domestic legislation and shall never be tolerated in here. In any part of the business process (including our subcontractors or suppliers), child labor or forced labor is not allowed. We see child labor or forced labor as a serious crime. The following is the policy on preventing child labor or forced labor:

1. Child labor refers to employment of people under 16 years of age, if any country or region in which the Company or its subsidiary operates has a more stringent definition of child labor, the definition shall prevail;
2. Forced labor refers to people who provide labor or service against their will and under the threat of punishment;

B3. 提升僱員履行工作職責的知識及技能的政策

人才發展是我們人力資源策略中重要的一環。我們瞭解到僱員的知識和技能對於公司營運及業務增長方面極為重要，良好的工作發展計劃亦為僱員面對日後的業務挑戰作好準備，更可協助他們把握晉升機會，實踐自己的事業抱負。我們為員工提供有效的培訓，制定明確的晉升階梯，以確保僱員具備所需技能，以及為集團培養優秀的接班人及孕育學習文化。本集團每年進行績效評估，並按評估結果為員工提供合適的培訓，並為表現優秀的員工提供工作發展及晉升機會。人力資源部經理負責按本集團之人力資源管理制度要求進行有關的評估及培訓工作。

B4. 防止童工或強制勞工的政策

本集團對使用童工及強制勞工堅決採取零容忍政策，堅決不允許出現國際標準及相關的國內法規所禁止的使用童工或強制勞工的行為。業務過程中的任何一個環節（包括任何分包商或供應商）均不可使用童工或強制勞工，我們視使用童工或強制勞工的做法為嚴重的犯罪行為。以下是禁止使用童工或強制勞工的政策：

1. 童工指未滿16周歲就業年齡而被僱傭的人士，若任何本公司之子公司所處／營運的國家或地區對童工有更嚴格之定義，則以該定義為準；
2. 強制勞工是指人們在違背自己的意願下，以懲罰或威脅的方式做任何工作服務；

3. The hired employees must be at least 16 years of age, the Group shall never recruit child labor and forced labor, and if it knows child labor or forced labor exists in its suppliers or subcontractors, the Group will not conduct business with them anymore;
 4. The employees under 18 may not engage in any possible hazardous work and prohibited to work at night, because it might affect their education;
 5. Before hiring any job applicant, HR should take effective procedures to verify their age. HR should check documents that prove the age of the applicant, including government-issued photo identification and birth certificate, driver's license, household register, academic certificates or any other credentials that prove the date of birth. And HR must ensure that the applicant's looks is consistent with the photograph on the ID card;
 6. HR department should carry out prevention training about child labor and forced labor, especially those responsible for recruitment;
 7. If employment of child labor under the legal minimum age is found in the Group, we will see to the best interests of the child, and take the following measures in line with relevant legislations:
 - a. Take the child away from workplace immediately, ensure the safety of the child;
 - b. Immediately notify the person in charge of HR to verify all relevant information, confirm whether the child under 16 years of age, sever labor relations with the child, notify the local social welfare institution, and take remedial measures to protect the child's best interest;
3. 聘用員工必須年滿16周歲，本集團禁止招用童工及強制勞工，亦禁止從已知使用童工或強制勞工的任何供應商或分包商進行採購；
 4. 未滿18歲的員工不得從事有可能危險性的工作，並禁止可能影響其教育需求的夜間工作；
 5. 在聘用任何應聘者之前，人力資源部應採取有效程序核實其年齡。人力資源部應檢查可證明應聘者年齡的文件，包括政府簽發的帶有照片的身份證、出生證明、駕駛證、戶口本、學歷證書或者其它任何能夠證明出生日期的有效證件。並確保身份證上的照片與應聘者的長相相符；
 6. 針對人力資源部門，特別是負責招聘人員，開展童工及強制勞工預防培訓；
 7. 如在集團中發現未滿法定最低就業年齡的童工，我們將始終從最符合該童工利益的角度出發，按照相關法律的要求採取以下措施：
 - a. 立即將該名童工帶離工作場所，以確保童工本人的安全；
 - b. 立即通知人力資源部門負責人，核實所有相關資料，證實當事人是否屬於未滿16周歲的童工，與該名童工解除勞動關係，通知當地社會福利機構，並且採取補救措施以最大程度的保護其利益；

- c. Send the child to a special occupational health labor inspection institution to do medical check-up, it is required to confirm the child's physical and mental health, and conduct investigation to fully understand the child's situation;
 - d. When the child reaches legal minimum age for employment, we will provide the child with re-employment opportunity; and
 - e. Immediately find out the problems that exist in the hiring process of the operating location and take improvement measures within 90 working days.
8. If forced labor is found in the Group, we will take the following measures in accordance with the requirements of the relevant legislation:
- a. Take the labor away from workplace immediately, ensure the safety of the labor;
 - b. Immediately notify the person in charge of HR to verify all relevant information, confirm whether the person is subject to compulsory labor;
 - c. Send the labor to a special occupational health labor inspection institution to do medical check-up, it is required to confirm the labor's physical and mental health, and conduct investigation to fully understand the labor's situation; and
 - d. Immediately find out the problems exist in the hiring process of the operating location and take improvement measures within 90 working days.
- c. 將該名童工送專門的職業勞動健康檢查機構進行體檢，需確認該兒童的身心健康狀況，並進行調查走訪，充分瞭解其處境；
 - d. 當該兒童達到法定最低就業年齡之後，將為其提供再就業的機會；及
 - e. 立刻查明該問題營業地點招聘流程中存在的問題，並在90個工作日之內採取改善措施。
8. 如在集團中發現強制勞工，我們將按照相關法律的要求採取以下措施：
- a. 立即將該名勞工帶離工作場所，以確保勞工本人的安全；
 - b. 立即通知人力資源部門負責人，核實所有相關資料，證實當事人是否屬於強制勞工；
 - c. 將該名勞工送專門的職業勞動健康檢查機構進行體檢，需確認其身心健康狀況，及充分瞭解其處境；及
 - d. 立刻查明該問題營業地點招聘流程中存在的問題，並在90個工作日之內採取改善措施。

OPERATING PRACTICE

B5. Policy on controlling environmental and social risk in supply chain

We attach importance to developing and maintaining long-term relationships with our suppliers, looking forward to forming long-term partnerships with them. We will take a fair and open principle on procurement of materials and services. We will only cooperate with the suppliers that share common moral values and standards with us, the Company also supports and encourages the suppliers to promote efficient use of resources and environmental protection and fulfill corporate social responsibility:

1. We advocate the principle of fair and open competition, and based on mutual trust, we develop and maintain long-term relationships with the suppliers and contractors;
2. We have strict ethical standards in procurement of materials and services to ensure the quality of the finished products and maintain the continued confidence of the clients, suppliers and general public;
3. We review our suppliers, assess them based on price, quality, suitability and demands, only those being rated as qualified are our approved suppliers, we only purchase from the approved suppliers;
4. We conduct follow-up assessment on the suppliers, and, if necessary, review them through a third party organization. When a supplier is found to be inconsistent with the Company's policy or contractual requirements, the Company will terminate future cooperation until the situation has been improved;
5. In an unprejudiced way, we choose appropriate, responsible and capable suppliers;
6. Support and encourage the suppliers to improve their environmental products and services, and their employees' benefits and protection;

營運慣例

B5. 管理供應鏈的環境及社會風險政策

我們重視與供應商發展及維持長遠關係，形成長期合作夥伴關係。我們會以公平及公開為原則採購物料及服務。我們只會與具有共同道德價值及標準的供應商合作，公司亦支持及鼓勵供應商提高資源運用和推動環保以及履行社會企業責任：

1. 我們提倡以公平及公開為原則之競爭，並以互信為基礎與供應商及承辦商發展及維持長遠關係；
2. 我們以嚴格的道德標準採購物料及服務，以保證製成品之品質，及維持客戶、供應商及公眾對集團之持續信心；
3. 我們對供應商進行審查，根據價格、品質、合適度及需要作出評估，只有評定為合格方可成為我們的認可供應商，我們只向認可供應商採購；
4. 定期對供應商進行跟進評估，及在必要時由第三方機構進行審核。當供應商被發現有不合乎公司之政策或合約要求，公司會終止往後的合作直到情況有所改善；
5. 我們需要公正地選擇合適、有能力及負責任之供應商；
6. 支持及鼓勵供應商提升環保產品及服務，以及員工福利及保障；

7. The suppliers must comply with the relevant laws, regulations and contractual obligations; and
8. We shall adopt effective monitoring and management system to detect and prevent bribery, fraud or other misconducts in procurement and bidding processes.

B6. Policy on health, safety, advertising, labeling, privacy and remedies of the products and services

Health and safety of products and services

We are committed to providing the customers with high-quality products and services and settling customer complaints effectively, continuously improving service level and ensuring customer satisfaction.

1. Make sure that the products and services comply with related laws and guidelines;
2. Provide the customers with accurate product information and high-quality products, and develop recovery policy and after-sale service for related products;
3. If there is a problem with a product, we will take the initiative to explain the problem and find a mutually satisfactory solution for the customers; and
4. After handling a customer complaint, a document should be archived properly, and the relevant department shall review the complaint and develop measures to prevent the recurrence of similar complaints, so that the Company's service quality keeps improving.

Advertising, labeling and protection of customer information

Customer information will only be used for business purpose, not for other unrelated purposes. All employees should handle and use customer information with extreme caution, protect customer information, and comply with statutory requirements in privacy law.

7. 供應商必須遵守有關法律、條例及合約責任；及
8. 我們需採用有效之監察系統及管理監控，偵查及防止採購及招標過程中發生賄賂、欺詐或其他不正當行為。

B6. 產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的政策

產品和服務的健康與安全

我們承諾向客戶提供高質素的产品與服務，有效處理客戶投訴，持續改善服務水平及確保客戶滿意度。

1. 確保產品及服務符合相關法律及準則；
2. 為客戶提供準確的產品訊息及品質優良的產品，並制定相關產品回收政策及售後服務；
3. 當發現產品出現問題時，會主動向客戶解釋及尋找雙方滿意的解決方案；及
4. 在處理客戶投訴後妥善存檔，與相關部門檢討有關投訴並制定對策，防止同類投訴再次發生，使公司的服務質素得以不斷提升。

廣告及標籤及保障客戶資料

客戶資料只會用於業務列明的用途，而不會作與此無關的其他用途。所有僱員應小心處理及使用客戶資料，保障客戶資料，以及遵守個人資料（私隱）條例的法定要求。

B7. Policy on preventing bribery, extortion, fraud and money laundering

Ethics and integrity is the cornerstone of the Company's success, we adopts a Zero Tolerance approach to bribery, extortion, fraud and money laundering, in their daily work, the directors, management and staff must comply with related national and local government laws and regulations on prevention of bribery, extortion, fraud and money laundering. All employees not only have responsibility to understand and comply with the above regulations, but also have obligation to report violation to the fit and appropriate person. Any person, who contravenes the regulations, will be subject to disciplinary sanction. We will make every effort to protect the informer and received information. However, if an informer's intention is to harm others, they may be subject to disciplinary punishment.

1. *Soliciting or accepting benefit*

Any employee (including the directors, management and all full-time, part-time, hourly, temporary workers) cannot directly, indirectly, or in any form, solicit or accept any form of benefits or do anything that might be seen as bribe from a third party, including, but not limited to, money, gift, excessive entertainment and hospitality, subsidized travel and accommodation, loan, pledging as guarantor, extending preferential credit terms, fee, reward, position, employment, contract, service, privilege, exemption of all or part of the responsibilities that ought to be fulfilled. The employees should reject any direct or indirect interests and benefits relating to the Group's business, should such benefits being accepted, their objective attitude would hamper, or the interests of the Company would be harmed or invaded, or causing bias or misconduct.

B7. 防止賄賂、勒索、欺詐及洗黑錢的政策

道德及誠信，是公司成功的基石，本公司對賄賂、勒索、欺詐及洗黑錢行為採取「零容忍」的態度，所有董事、管理層及員工在日常工作中必須遵守國家及地方政府在防止賄賂、勒索、欺詐及洗黑錢相關的所有法律法規。所有員工都有責任明白及遵守以上防止賄賂、勒索、欺詐及洗黑錢的政策，也有義務向適當人士舉報違反守則的行為。任何人違反守則，將會受到紀律處分。我們會竭力保護作出舉報的員工和所收到的資料。然而，若任何人作出舉報的目的是傷害他人，他們可能會受到紀律處分。

1. *索取或接受利益*

任何員工（包括董事、管理層及所有全職、兼職、時薪、臨時員工）不可直接、間接或以任何形式，向第三方索取或接受任何形式的利益或做出任何可能被視為賄賂的行為，包括但不限於金錢、禮物、過度的酬酢及款待、旅遊及住宿資助、貸款及作擔保人、延伸的信貸優惠條款、費用、報酬、職位、受僱工作、合約、服務、優待、免除應履行之全部或部分責任等。僱員應拒絕接受任何直接或間接與集團業務有關之利益，倘若接受該等利益會妨礙其客觀處事、誘使其違反或損害公司利益、引致偏私或不當行為。

In social events such as festivals, activities, entertainments and other daily routine, refusing to accept a modest gift may be considered impolite or lack of social grace, with that in mind, under the following principles, the employees may consider accepting benefits on a voluntary basis:

- a. Receiving related benefits will not affect performance and decision of the employee;
- b. The employee will not feel the need to reciprocate;
- c. The employee can openly discuss the benefits;
- d. Holiday or banquet gift, prize or souvenir, its value shall not more than HKD500.

For gift, prize or souvenir worth more than HKD500, the employee shall file a declaration form, if the employee has questions about admissibility of the related benefits, he or she could consult HR manager or general manager.

If the Company finds out any employee's inappropriate behavior of soliciting or accepting benefits, it will call the police and terminate labor relations with the employee.

2. *Providing benefits*

In any case, any employee shall not provide bribe or improper benefits to any person or organization in order to seek personal gain or group interests. If the Company finds out any employee has conducted bribery, it will call the police and terminate labor relations with the employee.

考慮到在節日、活動、酬酢等日常工作可能會發生的社交中，拒絕接受適度的饋贈會被視為欠缺社交禮儀或不禮貌。為此，員工可在下列原則下考慮接受對方自願提供之利益：

- a. 接受有關利益不會影響員工之工作表現及決定；
- b. 員工不會感到有需要向饋贈人作出任何回報；
- c. 員工可毫不保留地公開討論有關利益；
- d. 屬於節日或宴會性質的禮物、獎品或紀念品，而其價值不超過五百港元。

對於價值超過五百港元的禮物、獎品或紀念品，員工應進行書面利益申報，如員工對是否可接受有關利益有疑問，應向人力資源經理或總經理請示處理方式。

本公司如發現任何員工進行不當的索取或接受利益行為，將會報警處理以及終止與其勞動關係。

2. *提供利益*

在任何情況下，任何員工不得向任何人士或機構提供賄賂或不正當利益，以謀取個人私利或集團利益。本公司如發現任何員工進行提供賄賂行為，將會報警處理以及終止與其勞動關係。

3. *Extortion*

Any person who seeks for benefit for his own or another person, or with intent to cause loss to another person, and makes any unwarranted demand by extortion, such conduct shall be considered as extortion. All employees shall not participate in, assist, cover up any kind of extortion, if the Company finds out any employee has conducted extortion, it will call the police and terminate labor relations with the employee.

4. *Fraud*

Any person, who uses any means of deception to benefit himself or another person, or with intent to cause loss to another person, such conduct shall be considered fraud, the common employee fraud includes embezzlement, wage fraud and stealing company assets. All employees shall not participate in, assist, cover up any fraud, if the Company finds out any employee has conducted fraud, it will call the police and terminate labor relations with the employee.

5. *Money Laundering*

Money laundering refers to an individual or institution attempts to conceal the source of illicit money, or makes such money look legitimate in any way. The Company will not tolerate any employee conduct, support, and assist any form of money laundering.

The Company should establish an anti money laundering team, general manager should be the team leader and responsible for organizing the anti money laundering team. The team's main responsibilities include organizing, implementing anti money laundering task, investigating reported money laundering, arranging anti money laundering training, working with regulatory and judiciary authorities to investigate suspicious transactions of funds, as well as paying attention to requirements and updates in anti money laundering laws and regulations.

3. 勒索

任何人如為使自己或另一人獲益，或意圖使另一人遭受損失，而以恫嚇的方式作出任何不當的要求，即屬犯勒索罪。所有員工不得參與、協助、掩飾任何勒索行為，本公司如發現任何員工進行勒索行為，將會報警處理以及終止與其勞動關係。

4. 欺詐

任何人如使用任何欺騙手段，使自己或另一人獲益，或意圖使另一人遭受損失，即屬犯欺詐罪，常見員工欺詐包括挪用公款、工資詐騙和盜竊任何公司資產。所有員工不得參與、協助、掩飾任何欺詐行為，本公司如發現任何員工進行欺詐行為，將會報警處理以及終止與其勞動關係。

5. 洗黑錢

洗黑錢指個人或機構，試圖以任何途徑掩飾非法資金來源，或使這些資金看似合法的過程。本公司不會容忍任何員工進行、協助、支援任何形式的洗黑錢行為。

公司應建立反洗黑錢領導小組，總經理任領導小組組長並負責組織反洗黑錢領導小組。反洗黑錢領導小組主要職責包括組織、落實反洗黑錢工作、跟進調查懷疑洗黑錢舉報，組織反洗黑錢培訓、配合監管機關和司法機關對可疑交易資金的調查，以及留意反洗黑錢法律、法規的要求及更新。

Anti money laundering procedures include identifying clients, keeping transaction record, reporting and follow-up investigating of suspicious transaction, and anti money laundering training.

a. *Identifying clients*

In the development of clients, sales people must establish a high degree of awareness of anti money laundering, through communication with prospective clients to comprehensively grasp the clients' information, running the first check on the clients. After successful client acquisition, regular contact is required to grasp the clients' updates. If an abnormal situation occurs, the sales person needs to timely communicate with the relevant departments.

b. *Keeping transaction record*

Sales people and accounting personnel should keep customer identification information, including registering customer identification and related information, all sorts of records and information reflecting payment authority's customer identification process, and keep transaction records such as each transaction's information, business voucher, ledger and documents reflecting real situation of each transaction and other relevant information to ensure that each transaction is traceable.

反洗黑錢程序包括識別客戶身份、保存交易記錄、報告及跟進調查可疑交易及反洗錢培訓。

a. *識別客戶身份*

業務人員在開發客戶時必須樹立高度的反洗錢意識，通過與準客戶的交流，全面瞭解客戶基本信息，把好客戶識別的第一關。客戶成功開發後，亦要跟客戶保持經常性聯繫，及時把握客戶最新情況。發現異常情形，及時跟相關部門進行溝通。

b. *保存交易記錄*

業務人員及會計人員應當保存的客戶身份資料包括記載客戶身份信息、資料以及反映支付機構開展客戶身份識別工作情況的各種記錄和資料，亦應當保存的交易記錄包括關於每筆交易的信息、業務憑證、帳簿以及有關規定要求的反映交易真實情況和其他資料，確保足以重現每筆交易。

c. *Reporting and follow-up investigating of suspicious transaction*

Sales people and accounting staff, should they find out a suspicious transaction, need to report it immediately to the corporate headquarter. The headquarter analyzes and investigates all suspicious transaction reported, if there are reasonable grounds to believe that the transaction or the customer has ties with money-laundering, terrorism and other criminal activities, the HKSAR Government JFIU should be notified.

d. *Anti money laundering training*

All employees should join in anti money laundering training at least once a year, the training includes learning the danger of money laundering, anti money laundering regulations, the role of the employees in anti-money laundering, how to identify suspicious transactions, ways to report suspicious transaction, the consequences if one fails to comply with anti money laundering regulations.

c. 報告及跟進調查可疑交易

業務人員及會計人員若發現可疑交易，應當及時向公司總部反洗錢領導小組報告。反洗錢領導小組對所有可疑交易報告涉及的交易，進行分析、識別，若有合理理由認為該交易或者客戶與洗錢、恐怖主義活動及其他違法犯罪活動有關，應向香港特別行政區政府聯合財富情報組(JFIU)舉報。

d. 反洗黑錢培訓

全體員工應至少每年進行一次反洗黑錢培訓，培訓內容包括洗黑錢的危害、反洗錢法規、員工在反洗黑錢工作的角色、如何識別可疑交易、舉報可疑交易途徑、未遵守反洗黑錢法規可能導致的後果。

COMMUNITY

B8. Policy on finding out the needs of the community, at which the Company operates, by means of community involvement, and ensuring that its business activities will take into account the interests of the community

For the Company's long-term development, community participation is important, we are committed to promoting development and construction activities of the community, at which we operate. We benefit the community through a variety of actions, such as investment, contributing money, time, products, services, influence, management knowledge and other resources.

We participate in community building through three main ways:

1. Organize, facilitate and support the staff to take part in volunteer services, such as regularly visiting people who need help, arranging outdoor activities for disadvantaged groups, holding Blood Donation Day.
2. By means of donation, we donate money, goods or services, directly supporting or funding projects of various social service agencies. In addition to donation itself, we also appeal to the Company's stakeholders (including the employees and customers) to donate.
3. We endeavor to provide employment opportunities for the disadvantaged and create a win-win situation. The Company is willing to hire the disabled people who have completed retraining courses, and give priority to purchasing from the suppliers who hired the said disabled people, or participate in a variety of mentorship programs.

社區

B8. 透過社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策

社區參與對於公司長遠發展有著重要的價值，我們致力參與促進所處社區的發展及建設活動。我們透過各式各樣的行動來造福社羣，包括進行投資或捐獻金錢、時間、產品、服務、影響力、管理知識等資源。

我們透過以下三種主要途徑參與建設社區：

1. 組織、推動和支持員工參與義務工作，例如定期探訪需要幫助的人、為弱勢社群安排戶外活動、舉辦公司捐血日等。
2. 獻贈，我們以捐贈金錢、物資或服務的方式，直接支持或資助各個社會服務機構的項目。除本身捐贈外，亦會呼籲公司的持份者（包括僱員和客戶）捐贈予慈善機構。
3. 我們盡力為弱勢人士提供就業機會，並藉此建立雙贏的局面。公司可透過僱用已經完成再培訓課程的人士或傷殘人士、優先向僱用該些人士的供應商採購，或參與各種導師計劃。

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 41 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the Year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2016 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 92 to 223.

The directors do not recommend the payment of any dividend in respect of the Year.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 224. This summary does not form part of the audited financial statements.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2016 is provided in the section headed "Management Discussion and Analysis" of this annual report.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the Year are set out in notes 31 and 32 to the financial statements.

董事謹此提呈報告，連同本公司及本集團截至二零一六年十二月三十一日止年度的經審核財務報表。

主要業務

本公司主要業務為投資控股。附屬公司主要業務的詳情載於財務報表附註41。本集團之主要業務性質於年內並無重大變動。

業績及股息

本集團於截至二零一六年十二月三十一日止年度的溢利以及本公司及本集團於該日的財務狀況載於財務報表第92至223頁。

董事不建議就本年度派付任何股息。

財務資料概要

本集團過去五個財政年度的已公佈業績、資產、負債及非控股權益概要載於第224頁。有關資料摘錄自經審核財務報表，並予以適當重列／重新分類。該概要並非經審核財務報表的組成部分。

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業務回顧載於本年報「管理層討論及分析」一節。

物業、廠房及設備

本集團於本年度的物業、廠房及設備變動詳情載於財務報表附註13。

股本及購股權

本公司於本年度的股本及購股權變動詳情載於財務報表附註31及32。

REPORT OF THE DIRECTORS

董事會報告

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2016, the Company repurchased a total of 15,520,000 shares of the Company on the Stock Exchange at an aggregate consideration of approximately HK\$7,075,000, of which 12,688,000 shares were cancelled during the Year and the number of issued shares of the Company was reduced accordingly. The details of the repurchased shares are as follows:

Month	月份	Total number of shares repurchased 購回股份總數	Purchase price per share 每股購買價		Aggregate consideration 總代價
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
January 2016	二零一六年一月	5,000,000	0.590	0.445	2,431,182
February 2016	二零一六年二月	2,488,000	0.490	0.485	1,217,840
March 2016	二零一六年三月	1,000,000	0.465	0.460	463,240
May 2016	二零一六年五月	4,200,000	0.420	0.405	1,748,160
December 2016	二零一六年十二月	2,832,000	0.440	0.420	1,213,840
Total	總計	15,520,000			7,074,262

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the listed securities of the Company during the Year.

RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in note 42 to the financial statements and in the consolidated statement of changes in equity, respectively.

優先購買權

本公司的組織章程細則及開曼群島法例並無訂有任何有關優先購買權的規定，要求本公司須按比例向現有股東提呈發售新股。

購買、贖回或出售本公司上市證券

截至二零一六年十二月三十一日止年度，本公司於聯交所合共購回本公司之15,520,000股股份，總代價約為7,075,000港元，其中12,688,000股股份於年內註銷及相應削減本公司之已發行股份數目。購回股份之詳情如下：

除上文所披露者外，年內，本公司及其任何附屬公司概無購買、贖回或出售任何本公司上市證券。

儲備

本公司及本集團於本年度的儲備變動詳情分別載於財務報表附註42及綜合權益變動表。

DISTRIBUTABLE RESERVES

At 31 December 2016, the Company's reserves available for distribution amounted to approximately HK\$505.10 million, representing the share premium account of the Company of approximately HK\$1,312.15 million less the accumulated losses as at 31 December 2016 of approximately HK\$807.05 million. Under the Companies Law, Cap. 22 (as amended) of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2016, sales attributable to the largest customer of the Group amounted to approximately 16.28% of the total sales for the Year and the five largest customers of the Group accounted for 34.20% of the Group's total sales for the Year.

For the year ended 31 December 2016, purchases attributable to the largest supplier of the Group amounted to approximately 51.38% of the total purchases for the Year and the five largest suppliers of the Group accounted for 86.25% of the Group's total purchases for the Year.

None of the directors of the Company or any of their close associates or any shareholders (which to the knowledge of the directors own more than 5% of the total number of issued shares of the Company) had any interest in the Group's five largest customers and suppliers.

可供分派儲備

於二零一六年十二月三十一日，本公司的可供分派儲備約為505,100,000港元，相當於本公司的股份溢價賬約1,312,150,000港元扣除於二零一六年十二月三十一日的累計虧損約807,050,000港元。根據開曼群島第22章公司法（經修訂），本公司的股份溢價賬可供分派予本公司股東，惟於緊隨建議分派股息之日後，本公司須有資金償付在其日常業務過程中到期應付的債務。股份溢價賬亦可以繳足股款紅股的方式派發。

主要客戶及供應商

截至二零一六年十二月三十一日止年度，本集團最大客戶應佔銷售額佔本年度總銷售額約16.28%，本集團五大客戶應佔銷售額佔本年度本集團總銷售額之34.20%。

截至二零一六年十二月三十一日止年度，本集團最大供應商應佔採購額佔本年度總採購額約51.38%，本集團五大供應商應佔採購額佔本年度本集團總採購額之86.25%。

本公司董事或彼等的任何緊密聯繫人或（據董事所知擁有本公司已發行股份總數5%以上的）任何股東概無於本集團五大客戶及供應商中擁有任何權益。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

The directors of the Company during the Year and up to the date of this report were:

Executive Directors

Mr. Jiang Jianjun
Mr. Jiang Jiancheng
Mr. Ke Xionghan *(appointed on 24 June 2016)*

Mr. Li Jianqing *(retired on 24 June 2016)*

Non-executive Directors

Ms. Ho Wing Yan
Ms. Zhang Yujie

Independent Non-executive Directors

Dr. Loke Yu
Mr. Li Xiaofeng
Mr. Ho Man Fai

In accordance with article 116 of the Company's articles of association, Mr. Jiang Jianjun, Dr. Loke Yu and Mr. Ho Man Fai will retire by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting. The term of office for the executive directors is the period up to their retirement in accordance with the Company's articles of association. The non-executive directors and independent non-executive directors are appointed for a period of three years.

In accordance with article 99 of the Company's articles of association, Mr. Ke Xionghan will retire and being eligible, will offer himself for re-election at the forthcoming annual general meeting.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors and senior management of the Company are set out on pages 37 to 40 of this annual report.

董事

於年內及直至本報告日期，本公司董事如下：

執行董事

江建軍先生
江建成先生
柯雄瀚先生 *(於二零一六年六月二十四日獲委任)*

李劍青先生 *(於二零一六年六月二十四日退任)*

非執行董事

何詠欣女士
仇玉杰女士

獨立非執行董事

陸海林博士
黎曉峰先生
何文輝先生

根據本公司的組織章程細則第116條，江建軍先生、陸海林博士及何文輝先生將輪席告退，惟彼等符合資格並願意於即將舉行的股東週年大會上膺選連任。根據本公司的組織章程細則，執行董事的任期為直至彼等的退任期間。非執行董事及獨立非執行董事的任期為三年。

根據本公司的組織章程細則第99條，柯雄瀚先生將退任，惟彼符合資格並願意於即將舉行的股東週年大會上膺選連任。

董事及高級管理層履歷

本公司董事及高級管理層的履歷詳情載於本年報第37至40頁。

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 38 to the financial statements, no director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party subsisted at any time during the Year or at the end of the Year.

MANAGEMENT CONTRACTS

No contracts concerning management or administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

There was no contract of significance between the Company or any of its subsidiaries and a controlling shareholder or any of its subsidiaries during the Year.

董事的服務合約

擬於即將舉行的股東週年大會上膺選連任的董事概無與本公司訂有本公司不可於一年內毋須作出補償（法定補償除外）而終止的任何服務合約。

董事薪酬

董事袍金須經股東於股東大會上批准後，方可作實。其他酬金由本公司董事會參考董事的職責、責任及表現以及本集團業績後釐定。

董事的合約權益

除財務報表附註38所披露者外，各董事概無在本公司或其任何附屬公司所訂立對本集團業務有重大影響的任何於年內任何時間或年末仍然有效的合約中直接或間接擁有重大權益。

管理合約

於本年度，概無訂立或存在有關本公司全部或任何重大部分業務的管理或行政合約。

於本年度，本公司或其任何附屬公司並無與控股股東或其任何附屬公司訂立重大合約。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 December 2016, the interests and short positions of the directors in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

Long positions in ordinary shares of the Company:

董事於股份及相關股份的權益及淡倉

於二零一六年十二月三十一日，各董事於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）股份及相關股份中擁有記錄於證券及期貨條例第352條規定本公司須予保存之登記名冊，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之標準守則（「標準守則」）須另行知會本公司及聯交所之權益及淡倉如下：

於本公司普通股之好倉：

Name of directors	董事姓名	Number of shares held, capacity and nature of interest 持有股份數目、身份及權益性質			Total	Approximate percentage of the Company's issued shares 佔本公司已發行股份之概約百分比
		Directly beneficially owned 直接實益擁有	Through spouse 透過配偶	Through controlled corporation 透過受控制法團		
Mr. Jiang Jianjun	江建軍先生	242,460,000	5,840,000 ^(a)	346,459,044 ^(b)	594,759,044	12.73%
Mr. Jiang Jiancheng	江建成先生	500,000	–	–	500,000	0.01%
Mr. Ke Xionghan	柯雄瀚先生	1,000,000	–	–	1,000,000	0.02%
Mr. Li Xiaofeng	黎曉峰先生	500,000	–	–	500,000	0.01%
Mr. Ho Man Fai	何文輝先生	2,000,000	–	–	2,000,000	0.04%
		<u>246,460,000</u>	<u>5,840,000</u>	<u>346,459,044</u>	<u>598,759,044</u>	<u>12.81%</u>

Notes:

附註：

(a) These 5,840,000 shares were held by Ms. Li Zhuoxun, the spouse of Mr. Jiang Jianjun.

(a) 該5,840,000股股份由江建軍先生的配偶黎卓勳女士持有。

(b) These 346,459,044 shares were held by King Wei Group (China) Investment Development Limited ("King Wei") as to 253,259,044 shares and China Silver Investments Development Limited ("China Silver") as to 93,200,000 shares. As King Wei and China Silver were wholly owned by Mr. Jiang Jianjun, Mr. Jiang Jianjun was deemed to be interested in the 253,259,044 shares held by King Wei and the 93,200,000 shares held by China Silver respectively by virtue of the SFO.

(b) 該346,459,044股股份由經緯集團（中國）投資發展有限公司（「經緯」）與華銀集團投資發展有限公司*（「華銀」）分別持有253,259,044股及93,200,000股。由於經緯及華銀由江建軍先生全資擁有，因此，根據證券及期貨條例，江建軍先生被視為分別於經緯持有的253,259,044股股份及華銀持有的93,200,000股股份中擁有權益。

* For identification purposes only

* 僅供識別

Long positions in share options of the Company:

於本公司購股權之好倉：

Name of directors	董事姓名	Number of options directly beneficially owned 直接實益擁有之 購股權數目
Mr. Jiang Jianjun	江建軍先生	4,760,000
Mr. Jiang Jiancheng	江建成先生	21,500,000
Mr. Ke Xionghan	柯雄瀚先生	10,000,000
Ms. Ho Wing Yan	何詠欣女士	2,000,000
Ms. Zhang Yujie	仇玉杰女士	10,000,000
Dr. Loke Yu	陸海林博士	2,500,000
Mr. Li Xiaofeng	黎曉峰先生	2,500,000
Mr. Ho Man Fai	何文輝先生	2,000,000
		55,260,000

Save as disclosed above, as at 31 December 2016, none of the directors had registered an interest or short position in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一六年十二月三十一日，各董事概無於本公司或其任何相聯法團之股份及相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

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

At 31 December 2016, the following interests in shares or underlying shares of 5% or more of the issued shares of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

主要股東及其他人士於股份及相關股份的權益

於二零一六年十二月三十一日，以下於本公司已發股份中的股份或相關股份5%或以上的權益已記錄於本公司根據證券及期貨條例第336條而存置的權益登記冊內：

好倉：

Name	Capacity and nature of interest	Number of ordinary shares or underlying shares held	Approximate percentage of the Company's issued shares
姓名／名稱	身份及權益性質	持有普通股或相關股份數目	佔本公司已發行股份之概約百分比
Beidahuang (HK) International Trade Co., Limited 北大荒(香港)國際貿易有限公司	Beneficial owner 實益擁有人	660,000,000	14.13%
黑龍江農墾北大荒商貿集團 有限責任公司	Interest of controlled corporation 受控制法團權益	660,000,000 ^(a)	14.13%
黑龍江北大荒農墾集團總公司	Interest of controlled corporation 受控制法團權益	660,000,000 ^(a)	14.13%
Li Zhuoxun 黎卓勛	Beneficial owner 實益擁有人	5,840,000	0.13%
	Interest of spouse 配偶權益	593,679,044 ^(b)	12.71%

Name	Capacity and nature of interest	Number of ordinary shares or underlying shares held	Approximate percentage of the Company's issued shares
姓名／名稱	身份及權益性質	持有普通股或相關股份數目	佔本公司已發行股份之概約百分比
Able Turbo Enterprises Limited	Beneficial owner 實益擁有人	225,783,474	4.83%
	Interest of controlled corporation 受控制法團權益	154,396,526 ^(c)	3.31%
Chen Hua 陳華	Interest of controlled corporations 受控制法團權益	380,180,000 ^(d)	8.14%
Li Xianggen 李向根	Interest of controlled corporations 受控制法團權益	380,180,000 ^(d)	8.14%
King Wei Group (China) Investment Development Limited 經緯集團(中國)投資發展有限公司	Beneficial owner 實益擁有人	253,259,044	5.42%

Notes:

(a) These 660,000,000 shares were held by Beidahuang (HK) International Trade Co., Limited, which was wholly owned by 黑龍江農墾北大荒商貿集團有限責任公司 which in turn was wholly owned by 黑龍江北大荒農墾集團總公司. Accordingly, each of 黑龍江農墾北大荒商貿集團有限責任公司 and 黑龍江北大荒農墾集團總公司 was deemed to be interested in the 660,000,000 shares held by Beidahuang (HK) International Trade Co., Limited by virtue of the SFO.

附註：

(a) 該660,000,000股股份由北大荒(香港)國際貿易有限公司持有。北大荒(香港)國際貿易有限公司由黑龍江農墾北大荒商貿集團有限責任公司全資擁有，而黑龍江農墾北大荒商貿集團有限責任公司由黑龍江北大荒農墾集團總公司全資擁有。因此，根據證券及期貨條例，黑龍江農墾北大荒商貿集團有限責任公司及黑龍江北大荒農墾集團總公司均被視為於北大荒(香港)國際貿易有限公司持有之660,000,000股股份中擁有權益。

REPORT OF THE DIRECTORS 董事會報告

- (b) These 593,679,044 shares and underlying shares were held by Mr. Jiang Jianjun (“Mr. Jiang”), the spouse of Ms. Li Zhuoxun, as to 242,460,000 shares and 4,760,000 share options, King Wei Group (China) Investment Development Limited (“King Wei”) as to 253,259,044 shares and China Silver Investments Development Limited (“China Silver”) as to 93,200,000 shares. As King Wei and China Silver were wholly owned by Mr. Jiang, Mr. Jiang was deemed to be interested in the 253,259,044 shares held by King Wei and the 93,200,000 shares held by China Silver respectively by virtue of the SFO. Accordingly, Ms. Li Zhuoxun was deemed to be interested in the shares and the underlying shares held by Mr. Jiang, King Wei and China Silver by virtue of the SFO.
- (c) These 154,396,526 shares were held by China Food and Beverage Group Limited (“China Food”), which was wholly owned by Able Turbo Enterprises Limited (“Able Turbo”). Accordingly, Able Turbo was deemed to be interested in the 154,396,526 shares held by China Food by virtue of the SFO.
- (d) These 380,180,000 shares were held by Able Turbo as to 225,783,474 shares and China Food as to 154,396,526 shares. As China Food was wholly owned by Able Turbo, Able Turbo was deemed to be interested in the 154,396,526 shares held by China Food by virtue of the SFO. As Able Turbo was 60.31% owned by Mr. Chen Hua and 39.69% owned by Mr. Li Xianggen, each of Mr. Chen Hua and Mr. Li Xianggen was deemed to be interested in the shares held by Able Turbo and China Food by virtue of the SFO.

Save as disclosed above, as at 31 December 2016, no person, other than the directors of the Company whose interests are set out in the section headed “Directors’ Interests and Short Positions in Shares and Underlying Shares” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

- (b) 該593,679,044股股份及相關股份由江建軍先生（「江先生」，為黎卓勛女士的配偶）擁有242,460,000股股份及4,760,000份購股權、經緯集團（中國）投資發展有限公司（「經緯」）擁有253,259,044股股份及華銀集團投資發展有限公司*（「華銀」）擁有93,200,000股股份。由於經緯及華銀由江先生全資擁有，因此，根據證券及期貨條例，江先生被視為分別於經緯持有的253,259,044股股份及華銀持有的93,200,000股股份中擁有權益。故此，根據證券及期貨條例，黎卓勛女士被視為於江先生、經緯及華銀持有的股份及相關股份中擁有權益。
- (c) 該154,396,526股股份由中國食品飲品集團有限公司*（「中國食品」）持有，而中國食品由Able Turbo Enterprises Limited（「Able Turbo」）全資擁有。故此，根據證券及期貨條例，Able Turbo被視為於中國食品持有的154,396,526股股份中擁有權益。
- (d) 該380,180,000股股份由Able Turbo持有225,783,474股及中國食品持有154,396,526股。由於中國食品由Able Turbo全資擁有，故根據證券及期貨條例，Able Turbo被視為於中國食品持有的154,396,526股股份中擁有權益。由於Able Turbo由陳華先生擁有60.31%權益及由李向根先生擁有39.69%權益，故根據證券及期貨條例，陳華先生及李向根先生各自被視為於Able Turbo及中國食品持有的股份中擁有權益。

除上文所披露外，於二零一六年十二月三十一日，概無任何人士（除本公司董事外，彼等的權益載於上文「董事於股份及相關股份的權益及淡倉」一節）於本公司的股份或相關股份中擁有根據證券及期貨條例第336條須予登記的權益或淡倉。

* For identification purposes only

* 僅供識別

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Group. The Scheme was adopted on 23 May 2007 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Further details of the Scheme are disclosed in note 32 to the financial statements.

The following table discloses movements in the Company's share options outstanding during the Year:

購股權計劃

本公司設有一項購股權計劃（「該計劃」），旨在就合資格參與者為本集團所作貢獻及持續努力促進本集團利益提供鼓勵及獎賞。該計劃於二零零七年五月二十三日獲採納，除非已作註銷或作出修訂，否則將自該日起10年內一直生效。有關該計劃的進一步詳情於財務報表附註32內披露。

下表披露年內未行使的本公司購股權變動：

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目						At 31 December 2016 於二零一六年 十二月三十一日	Date of grant of share options ^(a) 購股權 授出日期 ^(a)	Exercise period of share options	Exersice price/ Adjusted exercise price ^(b) 行使價／經調整 行使價 ^(b) HK\$ per share 每股港元
	At 1 January 2016 於二零一六年 一月一日	Adjustment during the Year ^(c) 年內調整 ^(c)	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				
Directors 董事										
Mr. Jiang Jianjun 江建軍先生	50,000	50,000	-	-	-	-	100,000	23-07-14	23-07-15 – 22-07-17	0.754/0.377
	915,000	915,000	-	-	-	-	1,830,000	24-07-15	24-07-15 – 23-07-18	2.060/1.030
	457,500	457,500	-	-	-	-	915,000	24-07-15	24-07-16 – 23-07-18	2.060/1.030
	457,500	457,500	-	-	-	-	915,000	24-07-15	24-07-17 – 23-07-18	2.060/1.030
	-	-	300,000	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	300,000	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	-	-	400,000	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	1,880,000	1,880,000	1,000,000	-	-	-	4,760,000			
Mr. Jiang Jiancheng 江建成先生	250,000	250,000	-	-	-	-	500,000	23-07-14	23-07-15 – 22-07-17	0.754/0.377
	5,000,000	5,000,000	-	-	-	-	10,000,000	24-07-15	24-07-15 – 23-07-18	2.060/1.030
	2,500,000	2,500,000	-	-	-	-	5,000,000	24-07-15	24-07-16 – 23-07-18	2.060/1.030
	2,500,000	2,500,000	-	-	-	-	5,000,000	24-07-15	24-07-17 – 23-07-18	2.060/1.030
	-	-	300,000	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	300,000	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	-	-	400,000	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	10,250,000	10,250,000	1,000,000	-	-	-	21,500,000			
Mr. Ke Xionghan 柯雄瀚先生	-	-	3,000,000	-	-	-	3,000,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	3,000,000	-	-	-	3,000,000	14-10-16	14-10-17 – 13-10-19	0.436
	-	-	4,000,000	-	-	-	4,000,000	14-10-16	14-10-18 – 13-10-19	0.436
	-	-	10,000,000	-	-	-	10,000,000			

REPORT OF THE DIRECTORS

董事會報告

Number of share options 購股權數目

Name or category of participant 參與者姓名或類別	At 1 January 2016 於二零一六年一月一日	Adjustment during the Year ^(a) 年內調整 ^(a)	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效	31 December 2016 於二零一六年十二月三十一日	At grant of share options ^(a) 購股權授出日期 ^(a)	Exercise period of share options 購股權行使期	Exersice price/ Adjusted exercise price ^(b) 行使價/經調整行使價 ^(b) HK\$ per share 每股港元
Ms. Ho Wing Yan 何詠欣女士	250,000	250,000	-	-	-	-	500,000	24-07-15	24-07-15 – 23-07-18	2.060/1.030
	125,000	125,000	-	-	-	-	250,000	24-07-15	24-07-16 – 23-07-18	2.060/1.030
	125,000	125,000	-	-	-	-	250,000	24-07-15	24-07-17 – 23-07-18	2.060/1.030
	-	-	300,000	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	300,000	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	-	-	400,000	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	500,000	500,000	1,000,000	-	-	-	2,000,000			
Ms. Zhang Yujie 仇玉杰女士	-	-	3,000,000	-	-	-	3,000,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	3,000,000	-	-	-	3,000,000	14-10-16	14-10-17 – 13-10-19	0.436
	-	-	4,000,000	-	-	-	4,000,000	14-10-16	14-10-18 – 13-10-19	0.436
	-	-	10,000,000	-	-	-	10,000,000			
Dr. Loke Yu 陸海林博士	250,000	250,000	-	-	-	-	500,000	23-07-14	23-07-15 – 22-07-17	0.754/0.377
	250,000	250,000	-	-	-	-	500,000	24-07-15	24-07-15 – 23-07-18	2.060/1.030
	125,000	125,000	-	-	-	-	250,000	24-07-15	24-07-16 – 23-07-18	2.060/1.030
	125,000	125,000	-	-	-	-	250,000	24-07-15	24-07-17 – 23-07-18	2.060/1.030
	-	-	300,000	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	300,000	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	750,000	750,000	1,000,000	-	-	-	2,500,000			
Mr. Li Xiaofeng 黎曉峰先生	250,000	250,000	-	-	-	-	500,000	23-07-14	23-07-15 – 22-07-17	0.754/0.377
	250,000	250,000	-	-	-	-	500,000	24-07-15	24-07-15 – 23-07-18	2.060/1.030
	125,000	125,000	-	-	-	-	250,000	24-07-15	24-07-16 – 23-07-18	2.060/1.030
	125,000	125,000	-	-	-	-	250,000	24-07-15	24-07-17 – 23-07-18	2.060/1.030
	-	-	300,000	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	300,000	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	750,000	750,000	1,000,000	-	-	-	2,500,000			
Mr. Ho Man Fai 何文輝先生	250,000	250,000	-	-	-	-	500,000	24-07-15	24-07-15 – 23-07-18	2.060/1.030
	125,000	125,000	-	-	-	-	250,000	24-07-15	24-07-16 – 23-07-18	2.060/1.030
	125,000	125,000	-	-	-	-	250,000	24-07-15	24-07-17 – 23-07-18	2.060/1.030
	-	-	300,000	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	300,000	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	-	-	400,000	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	500,000	500,000	1,000,000	-	-	-	2,000,000			
	14,630,000	14,630,000	26,000,000	-	-	-	55,260,000			

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目						At 31 December 2016 於二零一六年十二月三十一日	Date of grant of share options ^(a) 購股權授出日期 ^(a)	Exercise period of share options 購股權行使期	Exercise price/ Adjusted exercise price ^(b) 行使價/經調整行使價 ^(b) HK\$ per share 每股港元
	At 1 January 2016 於二零一六年一月一日	Adjustment during the Year ^(c) 年內調整 ^(c)	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				
Ex-director^(d) 前董事 ^(d)										
Mr. Li Jianqing 李劍青先生	2,500,000	2,500,000	-	-	-	(5,000,000)	-	24-07-15	24-07-15 – 23-07-18	2.060/1.030
	1,250,000	1,250,000	-	-	-	(2,500,000)	-	24-07-15	24-07-16 – 23-07-18	2.060/1.030
	1,250,000	1,250,000	-	-	-	(2,500,000)	-	24-07-15	24-07-17 – 23-07-18	2.060/1.030
	5,000,000	5,000,000	-	-	-	(10,000,000)	-			
Other employees 其他僱員										
In aggregate 總額	1,000,000	1,000,000	-	(2,000,000)	-	-	-	23-07-14	23-07-14 – 22-07-16	0.754/0.377
	2,000,000	2,000,000	-	-	-	-	4,000,000	23-07-14	23-07-15 – 22-07-17	0.754/0.377
	2,050,000	2,050,000	-	-	-	-	4,100,000	24-07-15	24-07-15 – 23-07-18	2.060/1.030
	1,025,000	1,025,000	-	-	-	-	2,050,000	24-07-15	24-07-16 – 23-07-18	2.060/1.030
	1,025,000	1,025,000	-	-	-	-	2,050,000	24-07-15	24-07-17 – 23-07-18	2.060/1.030
	-	-	17,250,000	-	-	-	17,250,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	17,250,000	-	-	-	17,250,000	14-10-16	14-10-17 – 13-10-19	0.436
	-	-	23,000,000	-	-	-	23,000,000	14-10-16	14-10-18 – 13-10-19	0.436
	7,100,000	7,100,000	57,500,000	(2,000,000)	-	-	69,700,000			
Consultants 顧問										
In aggregate 總額	4,500,000	4,500,000	-	(9,000,000)	-	-	-	23-07-14	23-07-14 – 22-07-16	0.754/0.377
	16,500,000	16,500,000	-	-	-	-	33,000,000	23-07-14	23-07-15 – 22-07-17	0.754/0.377
	85,000,000	85,000,000	-	-	-	(120,000,000)	50,000,000	24-07-15	24-07-15 – 23-07-18	2.060/1.030
	42,500,000	42,500,000	-	-	-	(60,000,000)	25,000,000	24-07-15	24-07-16 – 23-07-18	2.060/1.030
	42,500,000	42,500,000	-	-	-	(60,000,000)	25,000,000	24-07-15	24-07-17 – 23-07-18	2.060/1.030
	-	-	37,950,000	-	-	-	37,950,000	14-10-16	01-07-17 – 13-10-19	0.436
	-	-	37,950,000	-	-	-	37,950,000	14-10-16	14-10-17 – 13-10-19	0.436
	-	-	50,600,000	-	-	-	50,600,000	14-10-16	14-10-18 – 13-10-19	0.436
	191,000,000	191,000,000	126,500,000	(9,000,000)	-	(240,000,000)	259,500,000			
	217,730,000	217,730,000	210,000,000	(11,000,000)	-	(250,000,000)	384,460,000			

REPORT OF THE DIRECTORS

董事會報告

Notes to the table of share options outstanding during the Year:

- (a) The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- (b) Adjustment was made as a result of the bonus issue of shares of the Company on the basis of one bonus share of the Company for every one existing share of the Company on 7 January 2016.
- (c) Mr. Li Jianqing retired as an executive director of the Company on 24 June 2016.
- (d) The closing price of the Company's shares immediately before the date on which the share options were granted during the Year was HK\$0.42 per share.
- (e) The weighted average closing price of the Company's shares immediately before the date on which the share options were exercised during the Year was HK\$0.39 per share.

The Group recognised a share option expense of approximately HK\$27,851,000 during the Year (2015: HK\$80,287,000).

The directors have estimated the values of the share options granted during the Year, calculated by using the binomial option pricing model as at the date of grant of the options:

年內未行使購股權列表附註：

- (a) 購股權的歸屬期為由授出日期起直至行使期開始為止。
- (b) 調整乃因本公司於二零一六年一月七日按每持有一股本公司現有股份獲發一股紅股之基準進行紅股發行而作出。
- (c) 李劍青先生於二零一六年六月二十四日退任本公司之執行董事。
- (d) 年內，於緊接購股權授出當日前，本公司股份之收市價為每股0.42港元。
- (e) 年內，於緊接購股權獲行使當日前，本公司股份之加權平均收市價為每股0.39港元。

年內，本集團已確認購股權開支約27,851,000港元（二零一五年：80,287,000港元）。

董事已估計年內所授出購股權於授出購股權日期之價值（使用二項式期權定價模型計算）：

Grantees	Number of options granted during the Year 年內授出 購股權數目	Theoretical value of share options 購股權理論價值 HK\$ 港元
Mr. Jiang Jianjun	1,000,000	164,173
Mr. Jiang Jiancheng	1,000,000	164,173
Mr. Ke Xionghan	10,000,000	1,642,726
Ms. Ho Wing Yan	1,000,000	164,173
Ms. Zhang Yujie	10,000,000	1,642,726
Dr. Loke Yu	1,000,000	164,173
Mr. Li Xiaofeng	1,000,000	164,173
Mr. Ho Man Fai	1,000,000	164,173
Other employees	57,500,000	9,275,752
Consultants	126,500,000	20,767,835

The binomial option pricing model is a generally accepted method of valuing options. The significant assumptions used in the calculation of the values of the share options are set out in note 32 to the financial statements. The measurement dates used in the valuation calculations were the dates on which the options were granted.

The values of share options calculated using the binomial model are subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself. The value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of the fair value of an option.

Save as disclosed above, at no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the directors or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

CONNECTED AND CONTINUING CONNECTED TRANSACTIONS

Details of the connected transactions are disclosed in note 37 to the financial statements.

During the Year, the Group's bank loan of HK\$43,997,000 (2015: HK\$54,910,000) was secured by properties held by Linxianghuayin Properties Investment and Development Co., Ltd. (臨湘華銀置業投資發展有限公司), a related party of the Group, and guaranteed by Mr. Jiang Jianjun and Mr. Jiang Jiancheng, directors of the Group, Linxianghuayin Properties Investment and Development Co., Ltd., Ningxia West Bright New Resource Technology Company Limited, Harbin China Distillery Company Limited and the Company.

二項式期權定價模型為對期權估值之公認方法。計算購股權價值時使用的重大假設載於財務報表附註32。計算估值時使用的計量日期為授出購股權之日期。

受有關模型預期未來表現輸入資料假設的主觀性及不確定性以及模型自身若干內在限制影響，使用二項式模型計算的購股權價值受到若干基本限制。若干主觀假設的變量不同會令期權價值不同。所使用變量的任何變化可能對期權公平值估計產生重大影響。

除上文所披露外，於年內任何時間，任何董事或彼等各自的配偶或未滿十八歲的子女概無獲授透過收購本公司股份或債券獲取利益的權利，彼等亦無行使任何有關權利；本公司或其任何附屬公司概無訂立任何安排，致使董事可取得任何其他法人團體的有關權利。

關連及持續關連交易

關連交易詳情於財務報表附註37披露。

年內，本集團的銀行貸款43,997,000港元（二零一五年：54,910,000港元）以臨湘華銀置業投資發展有限公司（本集團的關連人士）所持有的物業作抵押，並由本集團董事江建軍先生及江建成先生、臨湘華銀置業投資發展有限公司、寧夏西部光彩新能源高新技術有限公司、哈爾濱中國釀酒有限公司及本公司作擔保。

REPORT OF THE DIRECTORS 董事會報告

Besides, during the Year, the Group paid HK\$268,713 as rental to Guangzhou Tian Tian Friendship Co., Ltd. (“Guangzhou Tian Tian”) for the warehouse services in the PRC. The Group also paid HK\$70,140 as rental to Shenzhen Jianlai Industrial Co., Ltd. (“Jianlai”) for 2 office premises in the PRC.

Mr. Jiang Jianjun (an executive director, the chairman and a substantial shareholder of the Company) and Mr. Jiang Jiancheng (an executive director of the Company) are directors of Guangzhou Tian Tian.

Mr. Jiang Jianjun and Mr. Jiang Jiancheng are shareholders of Jianlai.

Accordingly, the transactions contemplated under the above agreements were continuing connected transactions for the Company under the Listing Rules. However, since these continuing connected transactions were de minimis transactions, they were exempted from reporting, announcement and independent shareholders’ approval requirements.

Set out below is information in relation to connected transactions which were disclosed in the Company’s announcements and are required under Chapter 14A of the Listing Rules to be included in this annual report.

此外，年內本集團就在中國提供的倉儲服務，向廣州天天友誼食品有限公司（「廣州天天」）支付租金268,713港元。本集團亦向深圳市建萊實業有限公司（「建萊」）支付70,140港元，作為中國2處辦公場所的租金。

江建軍先生（本公司執行董事、主席及主要股東）及江建成先生（本公司執行董事）為廣州天天的董事。

江建軍先生及江建成先生為建萊的股東。

因此，根據上市規則，該等前述協議項下擬進行之交易為本公司的持續關連交易。然而，由於該等持續關連交易為符合最低豁免水平的交易，故獲豁免遵守申報、公告及獨立股東批准規定。

下文所載為有關本公司公佈所披露的關連交易的資料，須根據上市規則第14A章納入本年報。

On 13 May 2015, the Company entered into a framework agreement (“Framework Agreement”) with Heilongjiang Nongken Beidahuang Business Trade Liability Group Co., Ltd (the “Supplier”) and its subsidiaries (the “Supplier Group”) in relation to the supply of green and organic food products including but not limited to corn, cooking oil, and cereals and oils. The Supplier is the holding company of Beidahuang Marketing Co. Ltd. which is a substantial shareholder of Shenzhen Beidahuang Green Food Distribution Limited (a non-wholly owned subsidiary of the Company). Thus, the Supplier Group is a connected person of the Company and the transactions contemplated under the Framework Agreement constitute continuing connected transactions for the Company under Listing Rules.

Annual review of continuing connected transaction

The proposed annual cap for transactions contemplated under the Framework Agreement for the year ended 31 December 2016 is RMB950,000,000 as disclosed in the announcement of the Company dated 13 May 2015.

The independent non-executive directors of the Company have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

- a) in the ordinary and usual course of business of the Group;
- b) on normal commercial terms; and
- c) according to the agreement governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

於二零一六年五月十三日，本公司與黑龍江農墾北大荒商貿集團有限責任公司（「供應商」）及其附屬公司（統稱「供應商集團」）訂立框架協議（「框架協議」），內容有關供應綠色有機食品，包括但不限於玉米、食用油及穀類食品及油料。供應商為北大荒營銷股份有限公司的控股公司，而北大荒營銷股份有限公司為深圳北大荒綠色食品配送有限公司（本公司的非全資附屬公司）的主要股東。因此，供應商集團為本公司的關連人士，根據上市規則，框架協議項下擬進行之交易構成本公司的持續關連交易。

持續關連交易的年度審閱

誠如本公司日期為二零一五年五月十三日之公佈所披露，截至二零一六年十二月三十一日止年度，框架協議項下擬進行之交易的建議年度上限為人民幣950,000,000元。

本公司的獨立非執行董事已審閱上述持續關連交易並確認該等交易乃：

- a) 於本集團的一般及日常業務過程中訂立；
- b) 按正常商業條款訂立；及
- c) 依規管該等交易的相關協議的屬公平合理且符合本公司股東之整體利益的條款進行。

REPORT OF THE DIRECTORS

董事會報告

For the purpose of Rule 14A.56 of the Listing Rules, the Company's auditor, CHENG & CHENG LIMITED, has been engaged to report on the continuing connected transactions for the year ended 31 December 2016 in accordance with Hong Kong Standard on Assurance Engagement 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions of the Group in accordance with Rule 14A.56 of the Listing Rules. The auditor has confirmed the above continuing connected transactions as follows:

1. nothing has come to its attention that causes it to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors;
2. for transactions involving the provision of goods or services by the Group, nothing has come to its attention that causes it to believe that the disclosed continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group;
3. nothing has come to its attention that causes it to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
4. with respect to the aggregate amount of the continuing connected transactions, nothing has come to its attention that causes it to believe that the continuing connected transactions disclosed above have exceeded the annual cap made by the Company.

就上市規則第14A.56條而言，本公司的核數師鄭鄭會計師事務所有限公司已獲委聘根據香港鑒證業務準則第3000號「非審核或審閱過往財務資料之鑒證工作」，並參考香港會計師公會頒佈的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」對截至二零一六年十二月三十一日止年度的持續關連交易進行報告。核數師已按照上市規則第14A.56條就本集團的持續關連交易發出無保留意見函件，當中載有其調查結果及結論。核數師已確認上述持續關連交易如下：

1. 未注意到任何事項使其相信已披露的持續關連交易未經本公司董事會核准；
2. 就本集團提供商品或服務的交易，未注意到任何事項使其相信已披露的持續關連交易在各重大方面未有按照本集團的定價政策進行；
3. 未注意到任何事項使其相信已披露的持續關連交易在各重大方面未有根據規管有關交易的協議訂立；及
4. 就持續關連交易的總額，其並未注意到任何事項使其相信，上文所披露的持續關連交易已超過本公司訂立的年度上限。

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total number of issued shares was held by the public as at the date of this report.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

At 31 December 2016, none of the directors was interested in any business, apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

AUDITOR

CHENG & CHENG LIMITED will retire and, being eligible, offer themselves for re-appointment. A resolution to re-appoint CHENG & CHENG LIMITED as the auditor of the Company will be proposed at the forthcoming annual general meeting.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme and the Subscription announced on 1 November 2016, the Company has not entered into any equity-linked agreement during the Year.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Group is committed to contributing to the sustainability of the environment and maintaining a high standard of corporate social governance essential for creating a framework for motivating staff, and contributes to the community in which we conduct our businesses and creating a sustainable return to the Group.

足夠公眾持股量

根據本公司透過公開途徑取得的資料及就董事所知，於本報告日期，公眾人士至少持有本公司已發行股份總數的25%。

董事於競爭業務之權益

於二零一六年十二月三十一日，概無董事於直接或間接與本集團業務競爭或可能競爭之任何業務（本集團業務除外）擁有任何權益。

核數師

鄭鄭會計師事務所有限公司將退任，並符合資格及願意獲續聘。即將舉行的股東週年大會上將提呈一項決議案，以續聘鄭鄭會計師事務所有限公司為本公司核數師。

股本掛鈎協議

除購股權計劃及於二零一六年十一月一日公佈之認購事項外，年內本公司並無訂立任何股本掛鈎協議。

環境、社會及社會治理

本集團致力為環境的可持續發展作出貢獻，及維持高水準的企業社會管治以為激勵員工建立良好框架，並為業務經營所在社區作出貢獻，從而為本集團創造持續回報。

REPORT OF THE DIRECTORS

董事會報告

RELATIONSHIPS WITH EMPLOYEES

Employees are one of the most important assets and stakeholders of the Group, their contribution and support are values at all times. The Group regularly reviews compensation and benefits policies accordingly to industry benchmark as well as the individual performance of employees. Share options are granted to retain loyal employees with the aim to form a professional staff and management team that can bring the Group to different levels of success.

The Group encourages its staff to participate in external seminars and lectures to keep abreast of changes and updates on areas of legal, compliance, financial accounting and reporting, and market industry practices. Through these types of training, we believe that the Group can increase its efficiency and productivity while in general, the risk and uncertainties of the Group can be reduced.

The Company encourages continuous professional development training for the directors and senior management to develop and refresh their knowledge and skills which includes seminars and workshops, updates on regulatory requirements and development and corporate governance practices.

HEALTH AND SAFETY

The Group strives to provide a healthy and safe working environment to the employees.

ENVIRONMENT PROTECTION

Conservation of the environment is a key focus for the Group. The Group complies with environmental legislation, encourages environmental protection and promotes environmental protection awareness to all employees of the Group.

僱員關係

僱員為本集團最重要資產及利益相關者之一，彼等之貢獻及支持一直屬至關重要。本集團根據行業標準及僱員之個人表現定期檢討報酬及福利政策。本集團授出購股權以挽留忠誠僱員，旨在形成可令本集團取得不同層面成功之專業僱員及管理團隊。

本集團鼓勵僱員參加外界研討會及講座以掌握法律、合規、財務會計及報告與市場行業慣例方面的變動及最新情況。通過該等類型培訓，我們認為本集團能提高效率與生產力，同時全面降低本集團風險與不明朗因素。

本公司鼓勵向董事及高級管理層提供持續專業發展培訓以豐富及更新彼等的知識與技能，包括研討會及專題討論會、最新監管規定及發展與企業管治常規。

健康及安全

本集團盡力為僱員提供健康及安全的工作環境。

環境保護

環境保護為本集團關注之重點。本集團遵循環境法例、鼓勵環境保護並提升本集團全體僱員的環保意識。

COMMUNITY INVOLVEMENT

The Group is committed to participating in community events from time to time, and to the improvement of community well-being and social services. The Group supports and encourages staff to actively participate in a wide range of charitable events outside working hours, to raise awareness and concern for the community, and to inspire more people to take part in serving the community.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has adopted compliance and risk management policies and procedures, and members of the senior management are delegated with the continuing responsibility to monitor adherence and compliance with all significant legal and regulatory requirements.

As far as the Company is aware, it has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries.

INDEMNITY OF DIRECTORS

A permitted indemnity provision that provides for indemnity against liability incurred by directors and other officers of the Group is currently in force and was in force throughout the year ended 31 December 2016.

On behalf of the Board

Jiang Jianjun
Chairman

Hong Kong, 24 March 2017

深入社區

本集團致力於不時參與社區活動及改善社區生活及社會服務。本集團支持及鼓勵員工利用工作以外時間積極參與廣泛的慈善活動，提高社區意識及關注度並激勵更多人參與社區服務。

遵守法律及法規

本集團已採納合規及風險管理政策及程序，及高級管理層成員獲授權持續負責監察堅守重大法律及監管規定。

據本公司所知，其已於重大方面遵守對本公司及其附屬公司業務及營運有重大影響的相關法律及法規。

董事彌償保證

訂明本集團董事及其他高級職員責任產生的彌補保證的獲准彌償保證條文現時生效及於截至二零一六年十二月三十一日止年度整年內有效。

代表董事會

江建軍
主席

香港，二零一七年三月二十四日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



CHENG & CHENG LIMITED
CERTIFIED PUBLIC ACCOUNTANTS
鄭鄭會計師事務所有限公司

10/F., Allied Kajima Building,
138 Gloucester Road, Wanchai, Hong Kong

香港灣仔告士打道138號
聯合鹿島大廈10樓

To the members of CHINA BEIDAHUANG INDUSTRY GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

致中國北大荒產業集團控股有限公司全體股東
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of CHINA BEIDAHUANG INDUSTRY GROUP HOLDINGS LIMITED (the "Company") and its subsidiaries ("the Group") set out on pages 92 to 223, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and 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"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師已審核列載於第92至223頁中國北大荒產業集團控股有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，此等綜合財務報表包括於二零一六年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收入報表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表按照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實及公平地反映 貴集團於二零一六年十二月三十一日的綜合財務狀況，及 貴集團截至該日止年度的綜合財務業績及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

意見的基礎

我們的審核工作乃按照香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行。我們在該等準則下的責任已在本報告核數師就審核綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已根據守則履行我們的其他道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。該等事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨意見。

Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們的審核如何處該事項
<i>Acquisition of subsidiaries</i> 收購附屬公司	
Refer to note 33 in the consolidated financial statements 請參閱綜合財務報表附註33	
<p>In March 2016, the Group completed the acquisition of 51% equity interest in Fujian Fang Run Construction Group Company Limited and Shenzhen Tronsin Illuminating Technique Limited for a consideration of RMB50 million and RMB35 million respectively which are engaged in construction business.</p> <p>於二零一六年三月，貴集團分別以代價人民幣50,000,000元及人民幣35,000,000元完成收購福建省方潤建設集團有限公司及深圳市創先照明科技有限公司之51%股權，其從事建設業務。</p> <p>In August 2016, the Group completed the acquisition of 70% equity interest of 中山市民眾水鄉遊有限公司 at a consideration of RMB46 million which is engaged in tourism business.</p> <p>於二零一六年八月，貴集團以代價人民幣46,000,000元完成收購中山市民眾水鄉遊有限公司之70%股權，該公司從事旅遊業務。</p> <p>In October 2016, the Group completed the acquisition of 100% equity interest of 深圳市臻和投資發展有限公司 which held 55% each of 3 Beijing subsidiaries at a consideration of RMB48 million which are engaged in renting of office premises.</p> <p>於二零一六年十月，貴集團以代價人民幣48,000,000元完成收購深圳市臻和投資發展有限公司之100%股權，該公司持有3間從事租賃辦公場所之北京附屬公司各自之55%權益。</p>	<p>Our procedures in relation to the acquisitions included:</p> <p>我們有關收購之程序包括：</p> <ul style="list-style-type: none"> - evaluation of the independent external valuers' competence, capabilities and objectivity; - 評估獨立外部估值師之資歷、能力及客觀性； - reviewing the appropriateness of the acquisition accounting applied, including the timing at which control was deemed to have passed; - 檢討所應用之收購會計處理之適當性，包括控制被視作已通過之時間； - reviewing and considering the appropriateness of the fair values ascribed to assets and liabilities of the acquired business; and - 檢討及考慮所收購業務之資產及負債所賦予之公平值之適當性；及

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們的審核如何處理該事項
<i>Acquisition of subsidiaries (continued)</i> 收購附屬公司(續)	
Refer to note 33 in the consolidated financial statements (continued) 請參閱綜合財務報表附註33(續)	
<p>Significant judgement has been exercised by management in establishing the initial estimates of the fair values of the identifiable assets acquired and liabilities assumed together with the goodwill arising on acquisition in preparing their purchase price allocation. The Group engaged an independent external valuer to assist in the valuation of the goodwill arising.</p> <p>管理層於確立對所收購可識別資產及所承擔負債之公平值以及於編製其購買價分配時收購所產生之商譽之初步估計須行使重大判斷。貴集團委聘一名獨立外部估值師以協助評估所產生之商譽。</p>	<ul style="list-style-type: none"> - challenging the assumptions in the valuation report supporting goodwill with the independent external valuer. - 與獨立外部估值師質疑支持商譽之估值報告中之假設。 <p>We also considered the adequacy of the related disclosures in the notes to the consolidated financial statements.</p> <p>我們亦考慮綜合財務報表附註中是否作出足夠之有關披露。</p>

Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們的審核如何處理該事項
<i>Goodwill</i> 商譽	
Refer to note 18 in the consolidated financial statements 請參閱綜合財務報表附註18	
<p>The Group has goodwill of HK\$87 million relating to the acquisitions of subsidiaries during the year. 貴集團於年內擁有有關收購附屬公司之商譽87,000,000港元。</p> <p>On an annual basis, management are required to perform an impairment assessment for goodwill, these assessments involve significant management judgment in the application of valuation models and assumptions. 按年基準，管理層須就商譽進行減值評估，該等評估涉及管理層於應用估值模式及假設時作出之重大判斷。</p> <p>As a consequence, there is a greater risk of misstatement in these balances, either by fraud or error, including through the potential override of controls by management. 因此，該等結餘中由於欺詐或錯誤（包括透過管理層可能凌駕於控制之上）存在較大之錯誤陳述風險。</p> <p>Management has concluded that there is no impairment in respect of the goodwill. This conclusion was based on a value in use model that required significant management judgment with respect to the discount rate and the underlying cash flows, in particular future revenue growth. 管理層已斷定概無有關無商譽之減值。該結論乃根據使用價值模式得出，當中涉及管理層須對貼現率及相關現金流量（尤其是未來收益增長）作出重大判斷。</p>	<p>Our procedures in relation to management's impairment assessment included: 我們有關管理層減值評估之程序包括：</p> <ul style="list-style-type: none"> - evaluation of the independent external valuers' competence, capabilities and objectivity; 評估獨立外部估值師之資歷、能力及客觀性； - assessing the valuation methodology in the valuation report supporting goodwill with the independent external valuer; 與獨立外部估值師評估支持商譽之估值報告中之估值方法； - challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and 根據業務及行業知識質疑關鍵假設是否合理；及 - reconciling input data to supporting evidence, such as approved budgets and considering the reasonableness of these budgets. 對比輸入數據與支持憑證，例如經批准之預算及考慮該等預算及是否合理。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們的審核如何處理該事項
<i>Other intangible assets</i> 其他無形資產	
Refer to note 19 in the consolidated financial statements 請參閱綜合財務報表附註19	
<p>Other intangible assets included trademarks and contract. 其他無形資產包括商標及合約。</p> <p>Management has concluded that there is no impairment in respect of the intangible assets. This conclusion was based on a value-in-use calculation with reference to a valuation performed by an independent valuer that required significant management judgment with respect to the discount rate and the underlying cash flows, in particular future revenue growth.” 管理層已斷定概無有關無形資產之減值。該結論乃參考獨立估值師進行之估值按使用價值計算法得出，當中涉及管理層須對貼現率及相關現金流量（尤其是未來收益增長）作出重大判斷。</p>	<p>Our procedures in relation to management's impairment assessment included: 我們有關管理層減值評估之程序包括：</p> <ul style="list-style-type: none"> - evaluation of the independent external valuers' competence, capabilities and objectivity; 評估獨立外部估值師之資歷、能力及客觀性； - assessing the valuation methodology in the valuation report supporting goodwill with the independent external valuer; 與獨立外部估值師評估支持商譽之估值報告中之估值方法； - challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and 根據業務及行業知識質疑關鍵假設是否合理；及 - reconciling input data to supporting evidence, such as approved budgets and considering the reasonableness of these budgets. 對比輸入數據與支持憑證，例如經批准之預算及考慮該等預算及是否合理。

Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 我們的審核如何處理該事項
<i>Revenue recognition for construction contracts</i> 建築合約之收益確認	
Refer to note 5 in the consolidated financial statements 請參閱綜合財務報表附註5	
<p>For construction companies there is considerable judgement in assessing the appropriate contract revenue and margin to recognise. 就建築公司而言，於評估適當合約收益及待確認按金時須進行大量判斷。</p> <p>Revenue and margin are recognised based on the stage of completion of individual contracts, calculated on the proportion of total costs at the reporting date compared to the estimated total costs of the contract. 收益及按金於個別合約階段完成時確認，以報告日期總成本與估計合約總成本之比例計算。</p> <p>This involves the assessment of the valuation of work performed, the completeness and accuracy of forecast costs to complete; and in turn the evaluation of the related receivables and liabilities at each reporting date. 此牽涉評估進行之估值工作，是否完工及完工成本預測是否準確；及繼而評估於各報告日期之有關應收款項及負債。</p>	<p>Our procedures in relation to the revenue recognition included: 我們有關收益確認之程序包括：</p> <ul style="list-style-type: none"> - reviewed the terms and conditions of the contracts involved and examined whether the revenue and costs were recognized in accordance to HKAS 11; - 檢討涉及之合約之條款及條件並檢查收益及成本是否根據香港會計準則第11號予以確認； - validating the construction costs incurred to date to estimated total costs of contracts; and - 驗證迄今估計合約總成本之已產生建築成本；及 - validating the estimated total costs of contracts to the main sub-contractor agreements and other supporting documents to assess the appropriateness of the estimated costs of contracts - 驗證主要分包商協議及其他支持文件之估計合約總成本以評估估計合約成本是否適當

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report but does not include 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 DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company 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.

綜合財務報表及其核數師報告以外的信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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.

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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, we exercise professional judgment and maintain professional skepticism 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.

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督 貴集團的財務報告過程的責任。

核數師就審核綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- 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.
- 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.
- 了解與審核相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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 to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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.

CHENG & CHENG LIMITED
Certified Public Accountants

Hong Kong, 24 March 2017

Chan Shek Chi
Practising Certificate number P05540

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

鄭鄭會計師事務所有限公司
執業會計師

香港，二零一七年三月二十四日

陳碩智
執業證書編號P05540

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入報表

Year ended 31 December 2016

截至二零一六年十二月三十一日止年度

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收入	5	654,843	785,700
Cost of sales	銷售成本		(587,971)	(775,079)
Gross profit	毛利		66,872	10,621
Other income and gains	其他收入及收益	5	51,359	99,612
Selling and distribution expenses	銷售及分銷開支		(7,338)	(14,236)
Administrative expenses	行政開支		(100,513)	(108,057)
Profit/(loss) from operation	經營溢利／(虧損)		10,380	(12,060)
Finance costs	融資成本	7	(6,933)	(10,115)
Share of profit of associates	分佔聯營公司溢利		1,380	2,113
(Loss)/gain on disposal of subsidiaries	出售附屬公司之 (虧損)／收益	34	(1,603)	624
Profit/(loss) before tax	除稅前溢利／(虧損)	6	3,224	(19,438)
Income tax credit/(expenses)	所得稅抵免／(開支)	10	5,353	(22,421)
Profit/(loss) from continuing operations	持續經營業務 溢利／(虧損)		8,577	(41,859)
Discontinued operations	終止經營業務			
Profit from discontinued operations, net of tax	終止經營業務 溢利(除稅後)	26	–	56,751
PROFIT FOR THE YEAR	本年度溢利		8,577	14,892
Other comprehensive loss Items that may be reclassified subsequently to profit or loss:	其他全面虧損 其後可能重新分類至 損益之項目：			
Release of exchange differences upon disposal of subsidiaries	出售附屬公司時撥回 匯兌差額		(227)	(5,339)
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額		(93,652)	(44,643)
Total comprehensive loss for the year	本年度全面虧損總額		(85,302)	(35,090)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入報表

Year ended 31 December 2016

截至二零一六年十二月三十一日止年度

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Profit/(loss) attributable to:	下列應佔溢利／(虧損)：		
Owners of the parent	母公司擁有人	7,217	19,412
Non-controlling interests	非控股權益	1,360	(4,520)
		8,577	14,892
Total comprehensive (loss)/income attributable to:	下列應佔全面 (虧損)／收入總額：		
Owners of the parent	母公司擁有人	(85,326)	(30,170)
Non-controlling interests	非控股權益	24	(4,920)
		(85,302)	(35,090)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權 持有人應佔 每股盈利／(虧損)		
Basic and diluted	基本及攤薄		
From continuing and discontinued operations	來自持續及終止經營 業務	HK0.15 cents港仙	HK0.51 cents港仙
From continuing operations	來自持續經營業務	HK0.15 cents港仙	HK(0.98) cents港仙

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2016

二零一六年十二月三十一日

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	84,801	66,761
Investment property	投資物業	14	97,448	88,370
Financial assets at fair value through profit or loss	透過損益按公平值列賬的金融資產	15	63,997	76,252
Loan receivables	應收貸款	16	31,798	13,700
Rental deposit paid	已付租金按金	17	20,592	–
Goodwill	商譽	18	90,098	3,169
Other intangible assets	其他無形資產	19	136,863	2,271
Interests in associates	於聯營公司之權益	20	322,684	276,276
Total non-current assets	非流動資產總值		848,281	526,799
CURRENT ASSETS	流動資產			
Inventories	存貨	21	23,273	28,676
Trade receivables	應收貿易賬款	22	35,582	11,835
Amounts due from contract customers	應收合約客戶款項	23	78,707	–
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	24	266,080	205,852
Due from non-controlling shareholders of subsidiaries	應收附屬公司非控股股東款項		132	14,100
Due from related parties	應收關連人士款項	37	4,497	41,346
Loan receivables	應收貸款	16	50,644	23,305
Pledged deposits	已抵押存款	25	6,700	–
Cash and cash equivalents	現金及現金等值物	25	62,539	363,300
Total current assets	流動資產總值		528,154	688,414
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易賬款	27	120,016	5,708
Other payables and accruals	其他應付款項及應計費用	28	149,115	57,500
Interest-bearing bank and other borrowings	銀行及其他計息借貸	29	83,837	105,643
Due to related parties	應付關連人士款項	37	–	12,781
Tax payable	應付稅項		1,801	288
Total current liabilities	流動負債總額		354,769	181,920
NET CURRENT ASSETS	流動資產淨值		173,385	506,494
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		1,021,666	1,033,293

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2016

二零一六年十二月三十一日

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	30	42,109	21,495
Total non-current liabilities	非流動負債總額		42,109	21,495
Net assets	資產淨值		979,557	1,011,798
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	31	467,160	233,664
Reserves	儲備		458,265	773,188
			925,425	1,006,852
Non-controlling interests	非控股權益		54,132	4,946
Total equity	權益總額		979,557	1,011,798

Jiang Jianjun
Director

江建軍
董事

Jiang Jiancheng
Director

江建成
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2016

截至二零一六年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔										
		Issued capital	Share premium account	Share option reserve	Convertible bond reserve	Warrant reserve	Merger reserve	Exchange fluctuation reserve	Accumulated losses	Sub-total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	購股權儲備	債券儲備	儲備	合併儲備	匯率波動儲備	累計虧損	小計	非控股權益	權益總額
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2015	於二零一五年一月一日	162,669	920,424	9,421	19,968	-	(535)	3,060	(821,219)	293,788	4,115	297,903
Profit/(loss) for the year	年度溢利/(虧損)	-	-	-	-	-	-	-	19,412	19,412	(4,520)	14,892
Other comprehensive income/(loss) for the year:	年度其他全面收入/(虧損):											
Release of exchange differences upon disposal of subsidiaries	出售附屬公司時撥回匯兌差額	-	-	-	-	-	-	(5,339)	-	(5,339)	-	(5,339)
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	(44,243)	-	(44,243)	(400)	(44,643)
Total comprehensive income/(loss) for the year	年度全面收入/(虧損)總額	-	-	-	-	-	-	(49,582)	19,412	(30,170)	(4,920)	(35,090)
Conversion of convertible bonds	兌換可換股債券	31	12,800	88,943	(19,968)	-	-	-	-	81,775	-	81,775
Issue of share by allotment	透過配發而發行股份	31	33,980	372,709	-	-	-	-	-	406,689	-	406,689
Exercise of share option	行使購股權	-	6,215	55,480	(15,012)	-	-	-	-	46,683	-	46,683
Issue of warrants	發行認股權證	-	-	-	-	1,800	-	-	-	1,800	-	1,800
Exercise of warrants	行使認股權證	-	18,000	109,800	-	(1,800)	-	-	-	126,000	-	126,000
Acquisition of subsidiary	收購附屬公司	-	-	-	-	-	-	-	-	-	5,751	5,751
Equity-settled share option arrangements	股權結算購股權安排	32	-	80,287	-	-	-	-	-	80,287	-	80,287
Transfer of share option reserve upon the lapse of share options	於購股權失效時自購股權儲備轉撥	-	-	(1,449)	-	-	-	-	1,449	-	-	-
At 31 December 2015	於二零一五年十二月三十一日	233,664	1,547,356*	73,247*	-	-	(535)*	(46,522)*	(800,358)*	1,006,852	4,946	1,011,798
At 1 January 2016	於二零一六年一月一日	233,664	1,547,356	73,247	-	-	(535)	(46,522)	(800,358)	1,006,852	4,946	1,011,798
Profit/(loss) for the year	年度溢利/(虧損)	-	-	-	-	-	-	-	7,217	7,217	1,360	8,577
Other comprehensive income/(loss) for the year:	年度其他全面收入/(虧損):											
Release of exchange differences upon disposal of subsidiaries	出售附屬公司時撥回匯兌差額	-	-	-	-	-	-	(116)	-	(116)	(111)	(227)
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	(92,427)	-	(92,427)	(1,225)	(93,652)
Total comprehensive income/(loss) for the year	年度全面收入/(虧損)總額	-	-	-	-	-	-	(92,543)	7,217	(85,326)	24	(85,302)
Issue of share by bonus issue	透過紅股發行而發行股份	31	233,664	(233,664)	-	-	-	-	-	-	-	-
Exercise of share option	行使購股權	-	1,100	3,047	-	-	-	-	-	4,147	-	4,147
Repurchase of shares	購回股份	-	(1,268)	(4,591)	-	-	-	-	-	(5,859)	-	(5,859)
Acquisition of subsidiary	收購附屬公司	-	-	-	-	-	-	-	-	-	46,613	46,613
Disposal of subsidiary	出售附屬公司	-	-	-	-	-	-	-	-	-	2,549	2,549
Equity-settled share option arrangements	股權結算購股權安排	32	-	27,851	-	-	-	-	-	27,851	-	27,851
Transfer of share option reserve upon the lapse of share options	於購股權失效時自購股權儲備轉撥	-	-	(49,352)	-	-	-	-	27,112	(22,240)	-	(22,240)
At 31 December 2016	於二零一六年十二月三十一日	467,160	1,312,148*	51,746*	-	-	(535)*	(139,065)*	(766,029)*	925,425	54,132	979,557

* These reserve accounts comprise the consolidated reserves of HK\$458,265,000 (2015: HK\$773,188,000) in the consolidated statement of financial position.

* 該等儲備賬包含於綜合財務狀況表之綜合儲備458,265,000港元(二零一五年: 773,188,000港元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2016

截至二零一六年十二月三十一日止年度

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
CASH FLOWS GENERATED FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit/(loss) before tax	除稅前溢利／(虧損)		
From continuing operations	來自持續經營業務	3,224	(19,438)
From a discontinued operations	來自終止經營業務	–	56,751
Adjustments for:	經以下調整：		
Finance costs	融資成本	7	7,091
Share of profit of associates	分佔聯營公司溢利	(1,380)	(2,113)
Bank interest income	銀行利息收入	(135)	(105)
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損／(收益)	6	65
Net loss/(gain) on disposal of subsidiaries	出售附屬公司之淨虧損／(收益)	34	1,603
Depreciation	折舊	13	9,213
Amortisation of prepaid land lease payments	預付土地租金攤銷		–
Amortisation of other intangible assets	其他無形資產攤銷	19	1,982
Fair value change on investment properties	投資物業之公平值變動	14	(15,470)
Fair value change on financial assets at fair value through profit or loss	透過損益按公平值列賬的金融資產之公平值變動		20,978
Imputed interest	算定利息	7	–
Reversal of provision for inventories	存貨撥備撥回	6	(998)
Equity-settled share option expense	股權結算購股權開支	32	27,851
Lapse of share option	購股權失效		(22,240)
		31,626	(15,070)
Decrease in inventories	存貨減少	30,378	7,965
Increase in trade receivables	應收貿易賬款增加	(1,150)	(2,635)
Increase in amounts due from contract customers	應收合約客戶款項增加	(78,707)	–
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	34,127	29,888
Increase in loan receivables	應收貸款增加	(45,437)	–
Increase/(decrease) in trade payables	應付貿易賬款增加／(減少)	107,662	(3,541)
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用(減少)／增加	(3,663)	34,987
Cash generated from operations	經營活動所得現金	74,836	51,594
Tax paid	已付稅項	(1,255)	(5,176)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2016

截至二零一六年十二月三十一日止年度

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Net cash generated from operating activities	經營活動所得現金淨額	73,581	46,418
CASH FLOWS GENERATED FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Bank interest received	已收銀行利息	135	105
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(25,157)	(69,583)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	1	31
Purchases of investment property	購買投資物業	–	(24,385)
Purchases of financial assets at fair value through profit or loss	購買透過損益按公平值列賬的金融資產	(12,703)	(41,660)
Loans to customers	向客戶提供貸款	–	(37,005)
Net cash outflow arising on acquisition of a subsidiary	收購附屬公司產生之現金流出淨額	(203,160)	(2,439)
Net cash (outflow)/inflow from disposal of subsidiaries	出售附屬公司之現金(流出)/流入淨額	(94)	50,640
Net cash outflow arising on acquisition of associates	收購聯營公司產生的現金流出淨額	(52,538)	(237,427)
Capital contribution to a subsidiary by a non-controlling interests	非控股權益向一間附屬公司注資	–	5,945
Decrease/(increase) in amounts due from/(to) related parties	應收/(應付)關連人士款項之減少/(增加)	24,068	(24,430)
(Increase)/decrease in advances to associates	墊付予聯營公司款項之(增加)/減少	(10,251)	47,445
Net cash flows used in investing activities	投資活動所用現金流量淨額	(279,699)	(332,763)
CASH FLOWS GENERATED FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Proceeds from issue of shares	發行股份所得款項	–	406,689
Proceeds from exercise of shares options	行使購股權所得款項	4,147	46,683
Proceed from issue of warrants	發行認股權證所得款項	–	127,800
Repurchase of shares	購回股份	(5,859)	–
New bank and other borrowings	新增銀行及其他借貸	83,837	105,643
Repayment of bank and other borrowings	償還銀行及其他借貸	(105,643)	(61,216)
Increase in bills payable	應付票據之增加	6,700	–
Deposits pledged to bank	抵押予銀行之存款	(6,700)	–
Interest paid	已付利息	(6,933)	(12,997)
Net cash flows (used in)/generated from financing activities	融資活動(所用)/所得現金流量淨額	(30,451)	612,602

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2016

截至二零一六年十二月三十一日止年度

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物 (減少)／增加淨額	(236,569)	326,257
Cash and cash equivalents at beginning of year	年初的現金及現金等值物	363,300	79,167
Effect of foreign exchange rate changes, net	外幣匯率變動的影響淨額	(64,192)	(42,124)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終的現金及現金等值物	62,539	363,300
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘 分析		
Cash and cash equivalents as stated in the consolidated statement of financial position	於綜合財務狀況表呈列之 現金及現金等值物	62,539	363,300
	25		

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

1. CORPORATE INFORMATION

China Beidahuang Industry Group Holdings Limited is a limited liability company incorporated in the Cayman Islands. The registered address of the Company is P.O. Box 309, Uglad House, Grand Cayman, KY1-1104, Cayman Islands. The address of its principal place of business is Unit 1302B, 13/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 41 to the financial statements.

2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain financial instruments and investment properties are stated at their fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2016. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

1. 公司資料

中國北大荒產業集團控股有限公司為一間在開曼群島註冊成立之有限公司。本公司註冊地址為P.O. Box 309, Uglad House, Grand Cayman, KY1-1104, Cayman Islands。其主要營業地點為香港九龍尖沙咀加連威老道98號東海商業中心13樓1302B室。

本公司為一間投資控股公司，其附屬公司的主要業務載於財務報表附註41。

2.1 編製基準

此等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例的披露規定編製而成。除若干金融工具及投資物業乃按公平值列賬外，此等財務報表乃根據歷史成本法編製，並以港元呈列，而除另有註明者外，所有數值皆四捨五入至最接近之千位數。

綜合基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至二零一六年十二月三十一日止年度的財務報表。附屬公司財務報表的申報期間與本公司相同，並按一致會計政策編製。附屬公司的業績自收購日期（即本集團取得控制權之日）起綜合列賬，並繼續綜合列賬，直至控制權終止之日止。所有集團內公司間之結餘、交易、集團內公司間交易產生之未變現盈虧及股息均於綜合賬目內悉數對銷。

一間附屬公司的全面收入總額將歸屬於非控股權益，即使會導致虧絀結餘。

一間附屬公司的所有權權益產生變動，而並無失去控制權，則作權益交易入賬處理。

2.1 BASIS OF PREPARATION (continued)**Basis of consolidation (continued)**

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

2.2 ADOPTION OF NEW OR AMENDED HKFRSs

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

Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle

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

2.1 編製基準 (續)**綜合基準 (續)**

倘本集團失去對一間附屬公司的控制權，則其終止確認(i)該附屬公司的資產(包括商譽)及負債，(ii)任何非控股權益的賬面值；及(iii)權益內記錄的累計換算差額；及確認(i)已收代價的公平值，(ii)所保留任何投資的公平值及(iii)損益內任何因此產生的盈餘或虧絀。之前於其他全面收入內確認的本集團應佔部分將重新分類為損益或保留溢利(如適用)。

2.2 採納新訂或經修訂香港財務報告準則

本集團已於本年度首次應用下列由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則之修訂本：

香港財務報告準則第11號 (修訂本)	收購共同營運權益的會計處理
香港會計準則第1號 (修訂本)	披露措施
香港會計準則第16號及香港會計準則第38號 (修訂本)	澄清折舊及攤銷的可接納方法
香港會計準則第16號及香港會計準則第41號 (修訂本)	農業：生產性植物
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號 (修訂本)	投資實體：應用綜合入賬的例外情況
香港財務報告準則 (修訂本)	二零一二年至二零一四年週期的香港財務報告準則年度改進

於本年度應用上述香港財務報告準則之修訂本對本集團於當前及過往年度之財務表現及狀況及／或本綜合財務報表所載之披露並無重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.3 NEW AND AMENDMENTS TO HKFRSS ISSUED BUT NOT YET EFFECTIVE

The Group has not early applied the following new and amendments to HKFRSSs that have been issued but are not yet effective:

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers and the related Amendments ¹
HKFRS 16	Leases ²
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 7	Disclosure Initiative ⁴
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ⁴

¹ Effective for annual periods beginning on or after 1 January 2018.

² Effective for annual periods beginning on or after 1 January 2019.

³ Effective for annual periods beginning on or after a date to be determined.

⁴ Effective for annual periods beginning on or after 1 January 2017.

2.3 已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂本

本集團並無提早應用以下已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂本：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	客戶合約收益及相關修訂本 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第2號(修訂本)	以股份為基準的付款交易的分類及計量 ¹
香港財務報告準則第4號(修訂本)	與香港財務報告準則第4號保險合約一併應用的香港財務報告準則第9號金融工具 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或出資 ³
香港會計準則第7號(修訂本)	披露措施 ⁴
香港會計準則第12號(修訂本)	確認未變現虧損的遞延稅項資產 ⁴

¹ 於二零一八年一月一日或之後開始的年度期間生效。

² 於二零一九年一月一日或之後開始的年度期間生效。

³ 於將釐定的日期或之後開始的年度期間生效。

⁴ 於二零一七年一月一日或之後開始的年度期生效。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Company. The Company 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 Company has power, only substantive rights (held by the Company 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 flow 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 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.

2.4 主要會計政策概要

附屬公司及非控股權益

附屬公司指本公司控制的實體。當本公司因其參與該實體的可變回報而面臨風險或擁有權利，並有能力透過其對該實體的權力影響該等回報時，即表示本公司控制該實體。在評估本公司是否有權力時，只考慮（本公司及其他方持有的）實質性權利。

於附屬公司的投資由控制開始之日起綜合入綜合財務報表，直至控制終止之日止。集團內部公司間結餘、交易及現金流以及因集團內部公司間產生的任何未變現溢利於編製綜合財務報表時悉數對銷。因集團內部公司間產生的任何未變現虧損按與未變現收益相同的方式對銷，但僅以並無減值證據之情況為限。

非控股權益指非直接或間接歸屬於本公司之附屬公司權益，且本集團就此並無就符合金融負債定義的該等權益協定任何額外合約責任。就各業務合併而言，本集團可選擇按公平值或按非控股權益佔附屬公司可識別淨資產之比例而計量任何非控股權益。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Subsidiaries and non-controlling interests (continued)

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

Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests, that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

2.4 主要會計政策概要 (續)

附屬公司及非控股權益 (續)

附屬公司的業績列入本公司的損益表內，以已收及應收股息為限。本公司於附屬公司的投資倘根據香港財務報告準則第5號並非分類為持作出售，則按成本減去任何減值虧損列賬。

聯營公司

聯營公司為本集團對之有重要影響之實體，且既非附屬公司亦非於合營公司之權益。具重要影響乃指參與被投資公司之財務及經營政策決策之權力而不是控制或共同控制該等政策。

聯營公司之業績及資產與負債以權益會計法計入綜合財務報表內，惟當投資或其部分分類為持作出售時，則根據香港財務報告準則第5號入賬。根據權益法，聯營公司投資初次按成本於綜合財務狀況表內確認及隨後調整確認本集團分佔聯營公司之損益及其他全面收入。當本集團所佔聯營公司虧損超過本集團於該聯營公司權益（其中包括任何實質上構成本集團之聯營公司投資淨額之任何長期權益）時，本集團終止確認其所佔之進一步虧損。倘本集團須承擔法律或推定義務，或須代表該聯營公司支付款項，則會確認額外虧損。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Associates (continued)

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after re-assessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognize any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal with its carrying amount). Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

2.4 主要會計政策概要 (續)

聯營公司 (續)

於投資對象成為一家聯營公司當日，對聯營公司的投資採用權益法入賬。於收購一間聯營公司的投資時，投資成本超出本集團應佔可辨識資產及負債的公平值淨額的任何差額，確認為商譽，計入投資的賬面值。本集團應佔可辨識資產及負債的公平值淨額超出投資成本的任何差額，於重新評估後即時於收購投資期間的損益確認。

應用香港會計準則第39號之規定以釐定本集團之聯營公司投資是否需要確認任何減值虧損。如有需要，根據香港會計準則第36號「資產減值」測試投資（包括商譽）賬面值之減值，視為單一項資產以比較其可收回金額（使用價值與公平值減出售成本之較高者）及其賬面值。任何已確認之減值虧損會成為投資之部份賬面值。根據香港會計準則第36號所確認之任何減值虧損之撥回乃按該投資隨後可收回金額之增加為限。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Associates (continued)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

2.4 主要會計政策概要 (續)

聯營公司 (續)

自投資不再為聯營公司之日起，本集團終止使用權益法。當本集團保留於前聯營公司的權益，且保留權益為財務資產時，則本集團於當日按公平值計量保留權益，而公平值則被視為根據香港會計準則第39號首次確認時的公平值。聯營公司於終止使用權益法當日的賬面值與任何保留權益的公平值及出售聯營公司部份權益任何所得款項之間的差額，乃計入釐定出售聯營公司的損益。此外，倘該聯營公司直接出售相關資產或負債，則本集團按應會被要求的相同基準入賬有關該聯營公司的以往於其他全面收入確認的所有金額。因此，倘聯營公司以往於其他全面收入確認的損益重新分類為出售相關資產或負債的損益，則本集團將於終止使用權益法時將權益盈虧重新分類至損益（列作重新分類調整）。

當本集團於一間聯營公司之擁有權權益被削減，但本集團仍應用權益法時，則先前於其他全面收入中就該擁有權權益削減確認之收益或虧損按比例重新分類至損益（倘該收益或虧損就出售有關資產或負債被重新分類至損益）。

當集團實體與本集團聯營公司進行交易時，與聯營公司交易所產生之損益，僅會於本集團之綜合財務報表內確認與本集團沒有關連之聯營公司權益部分。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill

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

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

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

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

2.4 主要會計政策概要 (續)

業務合併及商譽

業務合併乃以購買法入賬。轉讓的代價乃以收購日期之公平值計算，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方的前度擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和。就各業務併購中，本集團選擇是否以公平值或非控股權益應佔被收購方可識別資產淨值的比例計量非控股權益。收購相關成本在產生時列支。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的金融資產及負債，以作出適當的分類及指定，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘業務合併分階段進行，先前持有的股權按收購日期的公平值重新計量，而任何收益或虧損於損益中確認。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前持有的被收購方股權的公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。倘總代價及其他項目低於所收購資產淨值的公平值，於評估後其差額將於損益內確認為議價購買收益。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

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

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

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

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行檢討。本集團於十二月三十一日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生之協同效益中獲益的本集團各個現金產出單位或現金產出單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值乃通過評估與商譽有關之現金產出單位（現金產出單位組別）的可收回金額釐定。當現金產出單位（現金產出單位組別）的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

倘商譽已分配予現金產出單位（或現金產出單位組別）的部份而該單位的部份業務已出售，則在釐定所出售業務的收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該情況下出售的商譽，乃根據所出售業務的相對價值及該現金產出單位的保留份額進行計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

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

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

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

2.4 主要會計政策概要(續)

非金融資產減值

倘若出現任何減值跡象，或當有需要為資產進行每年減值測試，則會估計該資產的可回收金額。除非資產產生的現金流量不能獨立於其他資產或多項資產所產生的現金流量（在此情況下，可回收金額按資產所屬的現金產出單位釐定），否則資產的可回收金額按資產或現金產出單位的使用價值與其公平值減出售成本淨額較高者計算，並按個別資產釐定。

減值虧損僅會在資產的賬面值高於其可收回金額時予以確認。評估使用價值時乃以除稅前的折扣率計算預計未來的現金流量的現值，而該折扣率反映當時市場對金錢時間值的評估及該項資產的特有風險。減值虧損於出現期間在損益內於符合減值資產功能的支出類別中列支。

本集團於各個報告期末均會作出評估，以確定是否有跡象顯示於過往年度確認的減值虧損不再存在或可能已經減少。如有任何上述跡象，則會估計可收回的金額。先前就某項資產（商譽除外）已確認的減值虧損僅會在用作釐定資產可收回金額的估計出現變動時予以撥回，惟撥回的數額不得超出倘於過往年度並無就有關資產確認減值虧損而可能已釐定的賬面值（扣除任何折舊／攤銷）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

2.4 主要會計政策概要 (續)

關連人士

任何一方如屬以下情況，即視為本集團的關連人士：

- (a) 該方為個人或其親密的家庭成員並
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團行使重大影響力；或
 - (iii) 為本集團或其母公司的主要管理人員中其中一名成員；或
- (b) 該方為下列任何條件適用的實體：
 - (i) 該實體與本集團為相同集團的成員；
 - (ii) 一個實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營企業；
 - (iii) 該實體與本集團為相同第三方的合營企業；
 - (iv) 一個實體為第三方實體的合營企業，而一個實體為該第三方實體的聯營公司；

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

- (b) (continued)
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Property, plant and equipment and depreciation

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

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

2.4 主要會計政策概要 (續)

關連人士 (續)

- (b) (續)
- (v) 該實體為本集團或與本集團有關實體為僱員福利設立的退休福利計劃；
 - (vi) 該實體受(a)所指個人控制或共同控制；
 - (vii) (a)(i)所指個人對該實體行使重大影響力或為該實體(或該實體母公司)主要管理人員中其中一名成員；及
 - (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

物業、廠房及設備和折舊

物業、廠房及設備(在建工程除外)乃按成本值減除累計折舊及任何減值虧損後列賬。物業、廠房及設備項目成本包括其購買價及任何令該項資產達至運作狀況及將之運至擬定用途地點之直接應計成本。

物業、廠房及設備項目投入運作後產生之開支,例如維修及保養費用,一般於該等開支產生之期間於損益內扣除。在符合確認條件的情況下,大型檢驗的開支於資產的賬面值資本化為重置資產。倘物業、廠房及設備的主要部份須分段重置,則本集團將該等部份確認為獨立資產,並根據特定的可使用年期相應計提折舊。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

Buildings	3%-5%
Plant and machinery	6%-32%
Leasehold improvements, furniture and fixtures	Over the shorter of the lease terms and 33%
Motor vehicles	10%-25%
Infrastructure	10%

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

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

Construction in progress represents buildings, plant and machinery and other fixed assets under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing cost on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 主要會計政策概要 (續)

物業、廠房及設備和折舊 (續)

每項物業、廠房及設備項目之折舊以直線法按其成本值於估計可用年期撇銷至其剩餘價值。就此目的而採用之主要年率如下：

樓宇	3%-5%
廠房及機器	6%-32%
租賃物業裝修、傢俬及裝置	租賃年期及33% (兩者之較短者)
汽車	10%-25%
基礎設施	10%

倘一項物業、廠房及設備各部分之可使用年期並不相同，該項目各部分之成本將按合理基礎分配，而每部分將作個別折舊。剩餘價值、可使用年期及折舊方法至少會於各財政年結日進行審核及調整（如適用）。

一項物業、廠房及設備（包括任何初步已確認重大部份）於出售或估計其使用或出售不再產生經濟利益時，將終止確認。於資產終止確認年度因其出售或報廢並在損益確認之任何盈虧乃有關資產之出售所得款項淨額與賬面值之差額。

在建工程指處於建造中之物業、廠房及設備和其他固定資產，乃按成本減累計減值準備列賬，且不予折舊。成本包括建造之直接成本，以及建造期間發生的可予資本化的相關借貸成本。當在建工程已完成並可供使用時，在建工程將轉入適當類別之物業、廠房及設備項下。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

Intangible assets (other than goodwill)

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

Trademarks

Trademarks with definite useful lives are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 to 30 years.

Trademarks with indefinite useful lives are not amortised and is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset.

Contracts

Contracts are stated at cost less any impairment losses and are amortised on the straight-line basis over 5 years.

2.4 主要會計政策概要 (續)

投資物業

投資物業為持作賺取租金及／或資本增值的物業。

投資物業初步以成本(包括任何直接應佔開支)計量。於初步確認後,投資物業按公平值計量。本集團全部根據經營租約持有以賺取租金或作為資本增值之物業權益已作分類並入賬記作投資物業並以公平值模式測量。投資物業公平值變動所產生的盈虧於產生期間計入損益。

投資物業在出售時或永久不再被使用且預期其出售不會產生未來經濟利益時取消確認。取消確認資產產生的任何盈虧(按出售所得款項淨額與資產賬面值的差額計算)計入該項目取消確認期間的損益。

無形資產(商譽除外)

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

商標

具明確可使用年限之商標乃按成本減任何減值虧損列賬,並以直線法於其估計之10至30年可使用年內攤銷。

具不確定可使用年限之商標並不予攤銷而每年進行檢討以釐定事件及情況是否繼續支持該資產之不確定可使用年限評估。

合約

合約乃按成本減任何減值虧損列賬並按五年以直線法攤銷。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Non-current assets held for sale and discontinued operations

(i) *Non-current assets held for sale*

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

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

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

2.4 主要會計政策概要 (續)

持作出售之非流動資產及已終止經營業務

(i) *持作出售之非流動資產*

倘一項非流動資產 (或出售組別) 之賬面值極可能透過出售交易而非持續使用收回, 以及該資產 (或出售組別) 可在現況下出售, 則分類為持作出售。出售組別為一組於單一交易將予出售之資產組別, 以及與將於交易轉讓之相關資產直接有關之負債。

若本集團執行涉及失去於附屬公司之控制權之銷售計劃, 該附屬公司之所有資產及負債, 在達致上述持作出售之分類標準時被分類為持作出售, 且不論本集團會否於出售後保留於該附屬公司之非控股權益。

緊接分類為持作出售前, 非流動資產 (及出售組別之所有獨立資產及負債) 於分類前根據會計政策重新計量。其後, 於初步分類為持作出售及直至出售前, 非流動資產 (下文闡述之若干資產除外) 或出售組別按其賬面值及公平值減銷售成本之較低者確認。就本集團及本公司之財務報表而言, 毋須採用此計量政策之主要例外項目為遞延稅項資產、僱員福利所產生之資產、財務資產 (於附屬公司、聯營公司及合營企業之投資除外) 及投資物業。此等資產即使為持作出售, 仍會繼續按附註2其他分節所載政策計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Non-current assets held for sale and discontinued operations (continued)

(i) *Non-current assets held for sale (continued)*
Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

(ii) *Discontinued operations*
A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see (i) above) if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the consolidated statement of profit or loss and other comprehensive income, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

2.4 主要會計政策概要 (續)

持作出售之非流動資產及已終止經營業務 (續)

(i) *持作出售之非流動資產 (續)*
於初始分類為持作出售及持作出售期間其後重新計量之減值虧損於損益確認。只要非流動資產仍被分類為持作出售或列入分類為持作出售之出售組別，非流動資產均不予折舊或攤銷。

(ii) *已終止經營業務*
已終止經營業務為本集團業務之一部份，其營運及現金流量可與本集團其他業務清楚區分，且代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部份，或為一間純粹為轉售而收購之附屬公司。

倘業務被出售或符合列為持作出售項目之準則（如較早）（見上文(i)），則分類為已終止經營業務。撤出業務時，有關業務亦會分類為已終止經營業務。

倘一項業務被分類為已終止業務，則會於綜合損益及其他全面收入報表按單一數額呈列，當中包含：

- 已終止經營業務之除稅後溢利或虧損；及
- 就構成已終止經營業務之資產或出售組別，計算公平值減銷售成本或於出售時確認之除稅後損益。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Operating leases

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

Investments and other financial assets

Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as “financial assets at fair value through profit or loss” (“FVTPL”), and loans and receivables as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

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

2.4 主要會計政策概要 (續)

經營租賃

凡資產所有權之絕大部份回報及風險歸出租人所有之租約，均列為經營租賃。當本集團為出租人時，本集團根據經營租賃出租之資產被列作非流動資產，在經營租賃下應收之租金於租約期內以直線法計入損益內。當本集團為承租人時，在經營租賃下應繳付之租金於租約期內以直線法在損益內扣除。

投資及其他金融資產

初步確認及計量

香港會計準則第39號範圍內的金融資產，乃分類為透過損益按公平值列賬（「透過損益按公平值列賬」）的金融資產以及貸款及應收款項（如適用）。本集團於初步確認金融資產時會釐定其分類。金融資產於初次確認時以公平值及交易成本計量，惟以公平值列值計入損益的金融資產除外。

所有定期買賣的金融資產概於交易日（即本集團承諾購買或出售該資產的日期）確認。定期買賣是指於市場規定或慣例一般規定的期間內交付資產的金融資產買賣。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Financial assets at FVTPL

These assets include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term.

Financial assets may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; (ii) the assets are part of a group of financial assets which is managed and its performance evaluated on a fair value basis according to a documented management strategy; or (iii) the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in statement of profit or loss and other comprehensive income in the period in which they arise.

Loans and receivables

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

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

透過損益按公平值列賬的金融資產

該等資產包括持作買賣的金融資產及指定於首次確認時透過損益按公平值列賬的金融資產。為於短期內出售而購入的金融資產均列為持作買賣。

倘符合以下條件，則可於初步確認時將金融資產指定為透過損益按公平值列賬：(i)該分類消除或大幅減少按不同基準計量資產或確認其盈虧所導致之不一致入賬方法；(ii)該等資產為根據明文規定之風險管理政策按公平值基準管理及評估表現之金融資產組別一部分；或(iii)金融資產包括需獨立列賬之嵌入式衍生工具。

於初步確認後，透過損益按公平值列賬的金融資產將按公平值計量，其公平值變動於產生期間在損益及其他全面收入報表確認。

貸款及應收款項

貸款及應收款項為具有固定或可確定付款，但在活躍市場中無報價的非衍生金融資產。於首次計量後，此類資產其後用實際利率法減任何減值準備按攤銷成本計量。攤銷成本在計及任何收購折讓或溢價後計算，包括屬於實際利率固有組成部份的費用或成本。實際利率攤銷計入損益內的其他收入及收益。減值所產生的虧損於損益內的其他開支確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

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

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

2.4 主要會計政策概要 (續)

終止確認金融資產

金融資產 (或, 如適用, 一項金融資產的一部份或一組類似金融資產的一部份) 在下列情況將被終止確認:

- 從資產收取現金流量之權利已屆滿; 或
- 本集團已轉讓其收取該項資產所得現金流量的權利, 或已根據一項「轉付」安排, 在並無嚴重延遲的情況下, 負責向第三方全數支付所收取現金流量; 以及(a)本集團已轉讓該項資產的絕大部份風險及回報; 或(b)本集團並無轉讓或保留該項資產絕大部份風險及回報, 但已轉讓該項資產的控制權。

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排, 會評估其是否及保留資產風險及回報與程度。倘其並無轉讓或保留該項資產的絕大部份風險及回報, 且並無轉讓該項資產的控制權, 該項資產將按本集團於資產的持續參與而確認入賬。在此情況下, 本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

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

Financial assets carried at amortised cost

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

2.4 主要會計政策概要 (續)

金融資產減值

本集團於各報告期末評估是否有客觀證據表明一項金融資產或一組金融資產出現減值。倘且僅倘因首次確認資產後發生的一宗或多宗事件導致存在客觀減值跡象(一項已發生的「虧損事件」),而該項虧損事件對該項或該組金融資產的估計未來現金流量所造成的影響能可靠地估計,則該項或該組金融資產會被視為減值。減值證據可包括一名或一組借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組,以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少,例如欠款數目變動或出現與違約相關的經濟狀況。

以攤銷成本列賬的金融資產

就按攤銷成本列賬的金融資產而言,本集團首先會按個別基準就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產,個別評估是否存在客觀減值跡象。倘本集團釐定按個別基準經評估的金融資產(無論具重要性與否)並無客觀跡象顯示存有減值,則該項資產會歸入一組具有相似信貸風險特性的金融資產內,並共同評估減值。經個別評估減值的資產,且其減值虧損會予以確認或繼續確認入賬,則不會納入共同減值評估之內。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

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

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

Financial liabilities and equity instruments

Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at amortised cost. The Group determines the classification of its financial liabilities at initial recognition.

2.4 主要會計政策概要 (續)

金融資產減值 (續)

以攤銷成本列賬的金融資產 (續)

如果有客觀證據顯示已產生減值虧損，則按資產的賬面值與估算未來的現金流量（不包括尚未產生的未來信貸損失）的現值之間差額計算減值虧損金額。估算未來的現金流量的現值以該金融資產原來的實際利率（即首次確認時計算的實際利率）折現。如貸款附帶浮動利率，則計算任何減值虧損的折現率為當時的實際利率。

有關資產的賬面值可通過撥備賬目而減少，而虧損金額於損益確認。利息收入繼續按減少後的賬面值計提，並採用計算減值虧損時用以折現未來現金流量之利率累計。若日後收回不可實現及所有抵押品已變現或已轉讓予本集團，則貸款及應收款項連同任何相關撥備一併撇銷。

倘其後估計減值虧損金額因確認減值後發生的事件而增加或減少，則透過調整撥備賬增加或減少先前確認的減值虧損。若撇銷其後撥回，則該項收回計入損益的其他開支內。

金融負債及權益工具

初步確認及計量

香港會計準則第39號範圍內之金融負債分類為按攤銷成本計量的金融負債。本集團於初步確認時釐定其金融負債之分類。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities and equity instruments (continued)

Initial recognition and measurement (continued)

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

The Group's financial liabilities include trade and bills and other payables, amounts due to related parties, convertible bonds and interest-bearing bank loans and other borrowings.

Subsequent measurement

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

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

Equity and compound instruments

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

An entity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognized at the proceeds received, net of direct issue costs.

2.4 主要會計政策概要 (續)

金融負債及權益工具 (續)

初步確認及計量

所有金融負債按公平值初次確認，而如屬按攤銷成本計量的金融負債，則扣除直接應佔交易成本。

本集團之金融負債包括應付貿易賬款及票據及其他應付款項、應付關連人士款項、可換股債券及計息銀行貸款及其他借貸。

隨後計量

於初步確認後，金融負債其後則以實際利率法按攤銷成本計值，惟倘折讓之影響並不重大，於此情況下，則按成本列賬。收益及虧損在負債終止確認時及按實際利率攤銷程序於損益中確認。

攤銷成本乃透過收購所產生之任何折讓或溢價或作為實際利率整體一部份的費用或成本計算。實際利率攤銷乃計入損益之融資成本中。

權益及複合工具

集團實體發行的債務及權益工具按照合約安排的實質與金融負債及權益工具的定義，分類為金融負債或權益。

實體工具指證明扣除所有負債後於實體資產中的剩餘權益之合約。集團實體發行的權益工具扣除直接發行成本後按所收取款項確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities and equity instruments (continued)

Equity and compound instruments (continued)

The component parts of compound instruments (convertible bonds) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion upon classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognized in equity will be transferred to share premium. When the conversion option remains unexercised at the maturity date of the convertible bond, the balance recognized in equity will be transferred to retained profits. No gain or loss is recognized in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible bonds using the effective interest method.

2.4 主要會計政策概要 (續)

金融負債及權益工具 (續)

權益及複合工具 (續)

本公司發行的複合工具部分(可換股債券)按照合約安排的實質以及金融負債與權益工具的定義,分別分類為金融負債及權益。將透過以固定金額現金或其他金融資產交換固定數目的本公司自有權益工具的轉換權,即為權益工具。

於發行日期,負債部分的公平值使用類似不可轉換工具的現行市場利率估計。該金額使用實際利率法按攤銷成本作為負債入賬,直至於轉換時或於工具到期日清償為止。

分類為權益時之轉換乃經從複合工具整體公平值中扣除負債部分的金額而釐定。該金額在扣除所得稅影響後計入權益,且隨後不予重新計量。此外,分類為權益之轉換選擇權將仍然留在權益中,直到轉換權獲行使時為止,在此情況下,於權益確認的結餘將轉入股份溢價。如轉換選擇權可換股債券到日仍未行使,則於權益確認的結餘將轉入保留溢利。並無因獲轉換或轉換選擇權屆滿而於損益確認任何收益或虧損。

與發行可換股債券相關的交易成本按照所得款項總額分配比例分配至負債及權益部分。與權益部分有關的交易成本直接於損益確認。與負債部分有關的交易成本計入負債部分賬面值,使用實際利率法於可換股債券年期內攤銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

2.4 主要會計政策概要 (續)

終止確認金融負債

金融負債於該負債之責任解除或取消或屆滿時終止確認。

當現有金融負債被另一項來自相同借貸人按重大不同條款之金融負債所取代，或現有負債之條款被重大修訂，該等交換或修訂視為終止確認原來負債，並按確認為一項新負債處理，相關賬面值之差異於損益內確認。

抵銷金融工具

倘目前擁有可合法執行權利以抵銷已確認的款項，且有意清償該款項的淨額，或變現該等資產及同時清償該等負債，則可抵銷財務資產及財務負債，並於財務狀況表內呈列淨額。

金融工具的公平值

倘金融工具於活躍市場交易，則其公平值將參考市場報價或交易商報價（好倉的買入價及淡倉的沽盤價）釐定，且毋須扣除任何交易成本。如金融工具並無活躍市場，其公平值將採用合適的估值技術釐定。該等技術包括使用近期的公平市場交易、參考另一大致相同金融工具的現行市價、分析貼現現金流及期權定價模型。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

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

Cash and cash equivalents

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

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

Provisions

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

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

2.4 主要會計政策概要 (續)

存貨

存貨乃按成本值及可變現淨值兩者中較低者列賬。成本乃按加權平均基準釐定。就在製品及製成品而言，成本包括直接物料、直接勞工及適當比例分攤的間接費用。可變現淨值乃按估計售價，減去估計完成及出售將產生的任何成本而計算。

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物乃指手頭現金、活期存款及高度流通性之短期投資（可隨時套現為已知數額之現金，而其價值變更風險低，且購入時之到期日較短，一般而言為三個月內），該等金額扣除按要求付還之銀行透支並構成本集團現金管理之一組成部份。

就綜合財務狀況表而言，現金及現金等值物乃指不受限制動用之手頭及銀行現金，包括定期存款。

撥備

因過往事件產生現有法定或推定責任，且有可能需要動用日後資源流出以履行責任時，撥備方予以確認，惟可就責任金額作出可靠的估計。

倘折現影響重大，就撥備確認之金額為預期須用作履行責任之日後開支於報告期末之現值。因時間流逝而導致已折現現值增加則計入損益中之融資成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax

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

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

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

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

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

2.4 主要會計政策概要 (續)

所得稅

所得稅包括即期及遞延稅項。與於損益以外確認之項目相關之所得稅於損益以外確認，於其他全面收入或直接於權益確認。

即期或過往期間之即期稅項資產及負債乃根據於報告期末已頒佈或實際施行之稅率（及稅法），計及本集團營運所在國家當前之詮釋及慣例，按預期可自稅務機關收回或向稅務機關繳付之金額計算。

就於報告期末資產及負債之稅基與彼等就財務申報而言之賬面值之所有暫時性差額，乃以負債法提撥遞延稅項撥備。

遞延稅項負債乃就所有應課稅暫時性差額確認入賬，惟：

- 遞延稅項負債乃因商譽或進行非業務合併之交易之時初步確認交易之資產或負債而產生，且不影響會計溢利或應課稅溢利或虧損除外；及
- 就與於附屬公司投資有關之應課稅暫時性差額而言，當暫時性差額之撥回時間可予控制及暫時性差額可能不會在可見將來撥回除外。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

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

2.4 主要會計政策概要 (續)

所得稅 (續)

所有可扣減暫時性差額及未動用稅項抵免與稅務虧損結轉，均被確認為遞延稅項資產。只限於在應有應課稅利潤可供對銷可扣減暫時性差額、結轉的未動用稅項抵免及未動用稅務虧損可予動用的情況下，方確認遞延稅項資產，惟：

- 由初次確認一項交易（非業務合併）中的資產或負債所產生並於交易時對會計溢利或應課稅溢利或虧損不構成影響的有關可扣減暫時性差額的遞延稅項資產除外；及
- 有關於附屬公司投資的可扣減暫時性差額，只限於暫時性差額可能於可見將來撥回及應有應課稅溢利可供抵扣暫時性差額時，方會確認遞延稅項資產除外。

遞延稅項資產之賬面值將於各報告期末檢討，並削減至不再可能有足夠應課稅溢利以動用全部或部份遞延稅項資產之水平。未確認之遞延稅項資產乃於各報告期末重估，並於可能有足夠應課稅溢利以收回全部或部份遞延稅項資產為限，予以確認。

遞延稅項資產及負債乃根據報告期末已頒佈或實際施行之稅率（及稅法），按預期適用於資產變現或負債清償期間之適用稅率計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the consolidated statement of profit or loss and other comprehensive income over the expected useful life of the relevant asset by equal annual instalments.

Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset;

2.4 主要會計政策概要 (續)

所得稅 (續)

倘現有可依法執行權利，容許即期稅項資產抵銷即期稅項負債，而該遞延稅項涉及同一稅務實體及同一稅務機關，則遞延稅項資產及遞延稅項負債可予以抵銷。

政府補助

政府補助於可合理確定將可收取並且符合所有附帶條件時，按公平值確認入賬。該項補助如與開支項目有關，則按該項補助擬補貼成本予以支出之期間內有系統地確認為收入。該項補助如與資產有關，則其公平值乃計入遞延收入賬項，再於有關資產之預期可使用年期內按等額每年分期計入綜合損益及其他全面收入報表。

收益確認

倘收益會為本集團帶來經濟利益且收益及成本（如適用）能可靠計算時，方會按下列基準予以確認：

- (a) 從貨物銷售取得之收入，在貨物重大風險及回報之擁有權已轉予買家，而本集團對其再無參與和擁有權相關之管理，亦對已售出貨物再無實際控制權之時確認；
- (b) 利息收入以實際利率法，採用於財務工具預期年期將估計未來現金收入準確折現至金融資產賬面值淨額的利率，按應計基準確認；

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

- (c) rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease; and
- (d) Contract revenue is recognised when the outcome of a construction contract can be estimated reliably. Revenue from a fixed price contract is recognised using the percentage of completion method, measured by reference to the percentage of contract costs incurred to date to estimated total contract costs for the contract.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable.

- (e) other income not stated above is recognised whenever received or receivable.

Share-based payments

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

The fair value is determined by an external valuer using a binomial model, further details of which are given in note 32 to the financial statements.

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

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

2.4 主要會計政策概要 (續)

收益確認 (續)

- (c) 經營租賃項下的租金收入乃於相關租賃期內按直線基準確認；及
- (d) 合約收益乃當建設合約結果能夠可靠估計時確認。固定價格合約之收入乃使用完成百分比方法確認，並參考迄今已產生合約成本佔該合約之總合約成本之百分比計量。

當建設合約結果無法可靠計量時，收益僅以產生之合約成本將可能收回之程度為限確認。

- (e) 並未於上文列示之其他收入於已收或應收時確認。

以股份支付款項

本公司實施購股權計劃，為對本集團業務成功作出貢獻之合資格參與者，提供激勵與獎勵。本集團僱員（包括董事）以股份支付款項之方式收取報酬，僱員提供服務作為收取權益工具之代價（「以權益結算交易」）。

公平值乃由外聘估值師使用二項式模式釐定，其進一步詳情載於財務報表附註32。

以權益結算交易之成本，連同權益相應增加部分，在績效及／或服務條件獲達成之期間內確認。在歸屬日期前之各報告期末就以股權結算交易確認之累計支出反映歸屬期屆滿之程度及本集團對於最終將歸屬之股本工具數量之最佳估計。在某一期間內在損益內扣除或進賬，乃反映累積開支於期初與期終確認時之變動。

對於已授出但尚未歸屬之購股權，不會確認任何開支，但視乎市場條件或非歸屬條件而決定歸屬與否之以權益結算交易除外，對於該類購股權而言，只要所有其他績效及／或服務條件已經達成，不論市場條件或非歸屬條件是否達成，均會被視為已歸屬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

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

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

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

2.4 主要會計政策概要 (續)

以股份支付款項 (續)

在權益結算獎勵之條款有所變更之情況下，倘獎勵之原有條款已獲達致，所確認之開支最少須達到猶如條款並無任何變更之水平。此外，倘若按變更日期之計量，任何變更導致以股份支付款項之總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若權益結算獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認之授予獎勵之開支，均應立刻確認。是項包括非歸屬條件於本集團或僱員控制範圍內未能達成之任何獎勵。然而，若授予新獎勵代替已註銷之獎勵，並於授出日期指定為替代獎勵，則已註銷之獎勵及新獎勵，均應被視為原獎勵之變更，一如前段所述。

於計算每股盈利時，尚未行使購股權之攤薄影響反映為額外股份攤薄。

其他僱員福利

退休金計劃

本集團根據強制性公積金計劃條例為符合資格參與界定供款強制性公積金退休福利計劃（「強積金計劃」）的僱員設立強積金計劃。供款乃根據僱員基本薪金的一定百分比作出，並於按強積金計劃規定須予支付時自損益內扣除。強積金計劃資產與本集團資產分開，於獨立管理的基金內持有。本集團的僱主供款一旦注入強積金計劃，即悉數歸屬僱員。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Pension schemes (continued)

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

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

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

2.4 主要會計政策概要 (續)

其他僱員福利 (續)

退休金計劃 (續)

本集團於中國大陸經營之附屬公司之僱員須參加由當地市政府所運作的中央退休計劃。該等附屬公司須按其薪金成本的一定百分比向該中央退休計劃供款。有關供款於根據該中央退休計劃之規則須支付時計入損益。

借貸成本

因收購或建設合資格資產(需於一段長時間方能達致其擬定用途或出售者)而直接產生之借貸成本乃作為該等資產之部份成本而予以資本化。倘資產已大致上可作其擬定用途或出售,則該等借貸成本將會停止資本化。將有待用於合資格資產之特定借貸作短期投資所賺取之投資收入乃從資本化之借貸成本中扣除。全部其他借貸成本於彼等產生之期間列作開支。借貸成本包括利息及實體於籌集資金時產生之其他成本。

外幣

該等財務報表以港元呈報,即本公司之功能及呈報貨幣。本集團內之實體各自決定其功能貨幣,各實體之財務報表項目均以所訂功能貨幣計量。本集團內之實體錄得之外幣交易初步按交易日之有關功能貨幣之現行匯率換算入賬。以外幣為計價單位之貨幣資產及負債,按有關功能貨幣於報告期末之匯率換算。貨幣項目的結算或匯兌所產生差額均於損益確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

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

The functional currency of subsidiaries in Mainland China is Renminbi ("RMB"). As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

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

2.4 主要會計政策概要 (續)

外幣 (續)

按歷史成本列賬、以外幣計量之非貨幣項目，採用初步交易日期之匯率換算。按公平值計量、以外幣列賬之非貨幣項目，採用釐定公平值日期之匯率換算。換算以公平值計量之非貨幣項目所產生的收益或虧損與確認該項目公平值變動的盈虧的處理方法一致（換言之，於其他全他全面收入或損益確認公平值盈虧的項目的匯兌差額，亦分別於其他全面收入或損益中確認）。

於中國大陸之附屬公司之功能貨幣為人民幣（「人民幣」）。於報告期末，該等實體之資產與負債，按報告期末之現行匯率換算為本公司之呈報貨幣，其溢利或虧損則按當年度之加權平均匯率換算為港元。因此而產生之匯兌差額於其他全面收入中確認，並累計為匯率波動儲備。出售海外業務時，與該項特定海外業務有關之其他全面收入之部份在損益中確認。

收購海外業務產生之任何商譽及對收購產生之資產及負債賬面金額作出之任何公平值調整作海外業務之資產及負債處理，並按收市匯率換算。

就綜合現金流量表而言，中國大陸附屬公司之現金流量按現金流量日期之匯率換算為港元。海外附屬公司於年內經常產生之現金流量則按當年度之加權平均匯率換算為港元。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Construction contracts

Construction contracts are contracts specifically negotiated with a customer for the construction of an asset or a group of assets, where the customer is able to specify the major structural elements of the design.

When the outcome of a construction contract can be estimated reliably, contract costs are recognised as an expense by reference to the stage of completion of the contract at the end of the reporting period. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

Construction contracts in progress at the end of the reporting period are recorded at the net amount of costs incurred plus recognised profit less recognised losses and progress billings, and are presented in the statement of financial position as the "Amounts due from contract customers" (as an asset) or the "Amounts due to contract customers" (as a liability), as applicable.

3. SIGNIFICANT ACCOUNTING ESTIMATES

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

Estimation uncertainty

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2016 was HK\$90,098,000 (2015: HK\$3,169,000) was arising from acquisition of a subsidiary during the year. Further details are presented in note 18.

2.4 主要會計政策概要 (續)

建設合約

建設合約為與客戶就一項資產或資產組合所特別磋商且就此客戶能夠指定設計之主要結構成份之合約。

當建設合約結果能夠可靠估計時，合約成本乃參照於報告期末完成合約階段確認為開支。當總合約成本可能超過總合約收入時，預期虧損乃即時確認為開支。當建設合約結果無法可靠估計時，合約成本乃於其產生期間確認為開支。

於報告期末之進行中建設合約乃入賬為產生之成本淨額加已確認溢利減已確認虧損及進度付款，並於財務狀況表內呈列為「應收合約客戶款項」（作為資產）或「應付合約客戶款項」（作為負債）（視適用情況而定）。

3. 重大會計估計

本集團財務報表之編製，需要管理層作出會影響所呈報收益、開支、資產及負債之金額及相關披露，以及或然負債披露之判斷、估計及假設。由於有關該等假設及估計之不明朗因素，可能導致須就日後受影響之資產或負債之賬面值作出重大調整。

估計不明朗因素

很大可能導致下一個財政年度資產及負債賬面值須作出重大調整之未來主要假設及於報告期末之估計不明朗因素之其他主要來源於下文載述。

商譽減值

本集團至少每年釐定商譽是否減值，此需估計獲分配商譽之現金產出單位之使用價值。於估計使用價值時，本集團需估計現金產出單位之預期未來現金流量及選取合適之貼現率，以計算有關現金流量之現值。於二零一六年十二月三十一日，商譽的賬面值為90,098,000港元（二零一五年：3,169,000港元），乃由於年內收購一間附屬公司而產生。進一步詳情呈列於附註18。

3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of property, plant and equipment

The Group assesses at the end of each reporting period whether there is an indication that property, plant and equipment may be impaired. If any such indication exists, the Group makes an estimate of the recoverable amount of property, plant and equipment. The recoverable amount of the property, plant and equipment is the greater of the fair value less costs of disposal and value in use. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. No impairment of property, plant and equipment (2015: Nil) was recognised in the consolidated statement of profit or loss and other comprehensive income during the year. The carrying amount of property, plant and equipment as at 31 December 2016 was HK\$84,801,000 (2015: HK\$66,761,000). Further details are presented in note 13.

Useful lives of property, plant and equipment

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will revise the depreciation charge where useful lives are different to previously estimated, or will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

Useful lives of other intangible assets

The Group determines the estimated useful lives and related amortisation charges for its intangible assets other than goodwill. This estimate is based on the expected pattern of consumption of the future economic benefits embodied in the asset or the contractual or other legal rights associated with the assets. The Group will revise the amortisation period and the amortisation method for an intangible asset where the useful life is different to that previously estimated.

3. 重大會計估計 (續)

估計不明朗因素 (續)

物業、廠房及設備減值

本集團於各報告期末評估是否有跡象顯示物業、廠房及設備出現減值。倘有任何減值跡象，本集團會估計物業、廠房及設備之可收回款金額。物業、廠房及設備之可收回金額為其公平值減去出售成本或其使用價值兩者中的較高者。估計使用價值須由本集團估計現金產出單位的預計未來現金流量，且亦須選擇合適的貼現率以計算該等現金流量現值。本年度於綜合損益及其他全面收入報表內並無確認物業、廠房及設備減值（二零一五年：無）。於二零一六年十二月三十一日，物業、廠房及設備之賬面值為84,801,000港元（二零一五年：66,761,000港元）。進一步詳情呈列於附註13。

物業、廠房及設備之可使用年期

本集團釐定物業、廠房及設備的估計可使用年期及相關折舊支出。該估計基於性質及功能相若的物業、廠房及設備的實際可使用期記錄計算。管理層會於可使用年期有別於原先估計時修訂折舊支出，或會撇銷或撇減技術陳舊或已廢棄或出售的非戰略性資產。

其他無形資產之可使用年期

本集團就其無形資產（商譽除外）釐定估計可使用年期及有關攤銷開支。此估計根據資產所附未來經濟利益之預計消耗模式或（如適用）與資產相關之合約或其他法律權利作出。本集團將於可使用年期有別於以往估計情況下，修改無形資產之攤銷期間及攤銷方法。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

Estimation uncertainty (continued)

Equity-settled share option expense

The Company operates a share option scheme under which employees (including directors) of the Group receive remuneration in the form of share-based payment transactions. The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted, using assumptions including expected volatility, dividend yield and the risk-free interest rate. Such cost is recognised, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

Provision for inventories

Provision for inventories is made based on the assessment of net realisable value. Estimates of net realisable value are based on the latest invoice prices and current market conditions. Where the actual outcome or expectation in future is different from the original estimates, such differences will have an impact on the carrying amounts of inventories and the amount of provision/reversal of provision in the periods in which such estimates have been changed.

Provision for other receivables

Provision for other receivables is made based on an assessment of the recoverability of other receivables and the timing of their recovery. The identification of provision for other receivables requires management judgement and estimation. Where the actual outcome or expectation in future is different from the original estimates, such differences will have an impact on the carrying amounts of other receivables and the amount of provision/reversal of provision in the periods in which such estimates have been changed.

Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using appropriate valuation techniques and making assumptions that are based on market condition's existing at each reporting date. Refer to Note 40 for the fair value measurement of financial instruments.

3. 重大會計估計 (續)

估計不明朗因素 (續)

股權結算購股權開支

本公司設有一項購股權計劃，據此，本集團僱員（包括董事）可以股份為基礎之付款交易形式收取報酬。該等與僱員進行之以股權結算交易之成本乃參照購股權授出日期之公平值，並已就預期波幅、股息率及無風險利率等作出假設。有關成本連同權益之相應增加在服務條件獲達成之期間內確認。在歸屬日期前之各報告期末就以股權結算交易確認之累計支出反映歸屬期屆滿之程度及本集團對於最終將歸屬之股本工具數量之最佳估計。

存貨撥備

存貨撥備是根據存貨的可變現淨值評估計提。對可變現淨值的估計是根據最新發票價格及現時市況。若日後的實際結果與原來的估計有別，這些差額將於有關估計變動的期間影響存貨的賬面金額及撥備／撥備撥回金額。

其他應收款項撥備

應收款項撥備是根據其他應收款項的可收回性及收回時間評估。識別其他應收款項撥備需要管理層作出判斷及估計。若日後的實際結果或預期與原來估計有別，這些差額將於有關估計變動的期間影響其他應收款項的賬面金額及撥備／撥備撥回金額。

金融工具公平值

並無於活躍市場買賣的金融工具之公平值使用適當的估值技術並基於各報告日期的現有市況作出假設而釐定。有關金融工具的公平值計量，請參閱附註40。

3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

Estimation uncertainty (continued)

Control over subsidiaries

The Company controlled over certain entities of which the majority, but less than or equal to 50% of the total equity interests. The Company holds majority of members in the board of directors which is the governing body of these companies and therefore has the power to direct the relevant activities of these companies, and is exposed, or has rights, to variable returns from the involvement with the investee, and has the ability to use its power to affect the amount of those returns.

Construction contracts

Revenue and profit recognition on an uncompleted project is dependent on estimating the total outcome of the construction contract, as well as the work done to date. Based on the group's recent experience and the nature of the construction activity undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. As a result, until this point is reached the amounts due from contract customers as disclosed in note 23 will not include profit which the group may eventually realise from the work done to date. In addition, actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

3. 重大會計估計 (續)

估計不明朗因素 (續)

對附屬公司的控制

本公司對若干實體之大部份權益擁有控制權，但少於或相等於總權益之50%。本公司在董事會擁有多數席位，董事會為該等公司之監管機構，故擁有權力對該等公司之相關活動作出指示，並可透過參與投資對象之業務享有或有權獲得可變回報，且有能力行使其權力而影響該等回報金額。

建設合約

未完成項目的收益及溢利確認視乎如何估計建築合約的總結果及目前已完成的工程而定。根據本集團最近的經驗及本集團所承接建築活動的性質，本集團就何時足以讓本集團可靠地估計竣工成本及收益的時點作出估計。因此，直至達到相關時點前，附註23所披露的應收合約客戶款項不會納入本集團最後可能從目前已完成工程可變現的溢利。此外，總成本或收益的實際結果可能高於或者低於報告期末的估計，而有關差異將對截至當日所記錄的數額作出調整，從而影響於未來年度確認的收益及溢利。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

Estimation uncertainty (continued)

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the directors of the Company have determined that all of the Group's investment properties as at 31 December 2016 amounting to HK\$97,448,000 (2015: HK\$88,370,000) situated in the PRC are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. The presumption that the carrying amounts of certain of the Group's investment properties situated in the PRC are recovered entirely through sale has been rebutted and the deferred tax on the changes in fair value of these investment properties is recognised according to the relevant tax rules.

4. OPERATING SEGMENT INFORMATION

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

- (a) the ethanol segment is engaged in the production and sale of ethanol products and ethanol by-products (this segment was classified as discontinued operations);
- (b) the wine and liquor segment is engaged in the sale and distribution of wine and liquor;
- (c) the sales of green food products segment is engaged in wholesaling and retailing of staple food, cooking oil, alcohol and beverage, frozen and fresh food manufactured by Heilongjiang Beidahuang Agribusiness Group Corporation;
- (d) the construction segment is engaged in the construction for municipal public projects;

3. 重大會計估計 (續)

估計不明朗因素 (續)

投資物業之遞延稅項

就計量以公平值模型計量的投資物業產生之遞延稅項負債而言，本公司董事確定，於二零一六年十二月三十一日，本集團位於中國之97,448,000港元（二零一五年：88,370,000港元）之投資物業以通過時間之推移而非通過銷售消耗該投資物業所含絕大部分經濟利益為目標之商業模式持有。本集團位於中國之若干投資物業賬面值乃透過出售予以悉數收回之推定已被推翻及該等投資物業之公平值變動之遞延稅項乃根據相關稅務規則確認。

4. 經營分類資料

就管理而言，本集團乃根據產品及服務性質將業務單位分類，而可予申報經營分類乃下列六項：

- (a) 乙醇分類，從事生產及銷售乙醇產品及乙醇副產品（該分類為終止經營業務）；
- (b) 酒類分類，從事銷售及分銷酒類；
- (c) 銷售綠色食品分類，從事批發及零售黑龍江北大荒農墾集團總公司生產之主食品、食用油、酒類及飲料、冷藏及新鮮食品；
- (d) 建設分類，從事市政公共項目建設；

4. OPERATING SEGMENT INFORMATION (continued)

- (e) the rental segment is engaged in the leasing of logistic facilities in Hong Kong and office facilities in PRC; and
- (f) the money lending segment is engaged in the provision of money lending services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment results. Segment results are measured consistently with the Group's profit before tax except that interest income, finance costs as well as head office and corporate expenses are excluded from such measurement.

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

Segment liabilities exclude interest-bearing bank and other borrowings, amounts due to related parties and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

4. 經營分類資料 (續)

- (e) 租賃分類，從事於香港租賃物流設施及於中國租賃辦公設施；及
- (f) 放貸分類，從事提供放貸業務。

管理層獨立監察本集團各經營分類之業績，以作出有關資源分配及表現評估之決策。分類表現乃根據可報告分類業績予以評估。分類業績乃貫徹以本集團之除稅前溢利計量，惟利息收入、融資成本以及總部及企業行政費用不包含於該計量。

分類資產不包括已抵押存款、現金及現金等值物及其他未分配總部及企業資產，乃由於該等資產以集團為基準管理。

分類負債不包括銀行及其他計息借貸、應付關連人士款項及其他未分配總部及企業負債，乃由於該等負債以集團為基準管理。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分類資料 (續)

		Wine and liquor	Sales of green food products	Construction	Rental	Money lending	Continuing operations	Discontinued operations	Total
		酒類	銷售綠色食品	建設	租賃	放貸	持續經營業務	終止經營業務	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度								
Segment revenue:	分類收入:								
Sales to external customers	銷售予外界客戶	42,658	296,290	231,967	59,125	24,803	654,843	-	654,843
Other revenue	其他收益	999	1,915	-	21,778	333	25,025	-	25,025
		43,657	298,205	231,967	80,903	25,136	679,868	-	679,868
Segment results	分類業績	1,698	4,328	5,721	48,531	24,621	84,899	-	84,899
<i>Reconciliation:</i>	<i>對賬:</i>								
Interest income	利息收入						135	-	135
Unallocated other operating income	未分配其他經營收入						26,199	-	26,199
Corporate and other unallocated expenses	企業及其他未分配開支						(99,473)	-	(99,473)
Finance costs	融資成本						(6,933)	-	(6,933)
Loss on disposal of subsidiaries (note 34)	出售附屬公司之虧損 (附註34)						(1,603)	-	(1,603)
Profit before tax	除稅前溢利						3,224	-	3,224
Income tax credit	所得稅抵免						5,353	-	5,353
Profit for the year	年度溢利						8,577	-	8,577
Segment assets	分類資產	98,221	47,424	220,165	318,427	107,055	791,292	-	791,292
<i>Reconciliation:</i>	<i>對賬:</i>								
Elimination of intersegment receivables	撇銷分類間應收款項						(16,736)	-	(16,736)
Corporate and other unallocated assets	企業及其他未分配資產						601,879	-	601,879
Total assets	資產總值						1,376,435	-	1,376,435
Segment liabilities	分類負債	36,955	7,663	107,846	93,786	28,957	275,207	-	275,207
<i>Reconciliation:</i>	<i>對賬:</i>								
Elimination of intersegment payables	撇銷分類間應付款項						(16,736)	-	(16,736)
Corporate and other unallocated liabilities	企業及其他未分配負債						138,407	-	138,407
Total liabilities	負債總額						396,878	-	396,878
Other segment information	其他分類資料								
Share of profit of associates	分佔聯營公司溢利						1,380	-	1,380
Loss on disposal of subsidiaries	出售附屬公司之虧損						(1,603)	-	(1,603)
Reversal of provision for inventories	撥回存貨撥備						998	-	998
Depreciation and amortisation	折舊及攤銷						(11,195)	-	(11,195)
Interests in associates	於聯營公司之權益						322,684	-	322,684
Capital expenditure*	資本開支*						(25,157)	-	(25,157)
Fair value loss on financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產之公平值虧損						(20,978)	-	(20,978)
Valuation gain on investment properties	投資物業之估值收益						15,470	-	15,470

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分類資料 (續)

		Wine and liquor	Sales of green food products	Construction	Rental	Money lending	Continuing operations	Discontinued operations	Total
		酒類	食品	建設	租賃	放貸	持續經營 業務	終止經營 業務	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Year ended 31 December 2015	截至二零一五年 十二月三十一日止年度								
Segment revenue:	分類收入:								
Sales to external customers	銷售予外界客戶	46,690	727,291	-	9,526	2,193	785,700	-	785,700
Other revenue	其他收益	48,759	48,795	-	-	1,108	98,662	256	98,918
		95,449	776,086	-	9,526	3,301	884,362	256	884,618
Segment results	分類業績	26,585	58,730	-	(5,689)	1,480	81,106	(105)	81,001
<i>Reconciliation:</i>	<i>對賬:</i>								
Interest income	利息收入						105	-	105
Unallocated other operating income	未分配其他經營收入						845	-	845
Corporate and other unallocated expenses	企業及其他未分配開支						(92,003)	-	(92,003)
Finance costs	融資成本						(10,115)	-	(10,115)
Gain on disposal of subsidiaries (note 34)	出售附屬公司之 收益(附註34)						624	56,856	57,480
(Loss)/profit before tax	除稅前(虧損)/溢利						(19,438)	56,751	37,313
Income tax expenses	所得稅開支						(22,421)	-	(22,421)
(Loss)/profit for the year	年度(虧損)/溢利						(41,859)	56,751	14,892
Segment assets	分類資產	400,060	433,846	-	52,715	228,310	1,114,931	-	1,114,931
<i>Reconciliation:</i>	<i>對賬:</i>								
Elimination of intersegment receivables	撤銷分類間應收款項						(68,201)	-	(68,201)
Corporate and other unallocated assets	企業及其他未分配資產						168,483	-	168,483
Total assets	資產總值						1,215,213	-	1,215,213
Segment liabilities	分類負債	110,488	149,533	-	7,198	463	267,682	-	267,682
<i>Reconciliation:</i>	<i>對賬:</i>								
Elimination of intersegment payables	撤銷分類間應付款項						(68,201)	-	(68,201)
Corporate and other unallocated liabilities	企業及其他未分配負債						3,934	-	3,934
Total liabilities	負債總額						203,415	-	203,415
Other segment information	其他分類資料								
Share of profit of associates	分佔聯營公司溢利						2,113	-	2,113
Gain on disposal of subsidiaries	出售附屬公司之收益						624	56,856	57,480
Reversal of provision for inventories	撥回存貨撥備						315	-	315
Depreciation and amortisation	折舊及攤銷						(4,942)	-	(4,942)
Interests in associates	於聯營公司之權益						276,276	-	276,276
Capital expenditure*	資本開支*						(93,968)	-	(93,968)
Fair value gain on financial assets at fair value through profit or loss	透過損益按公平值列賬的 金融資產之公平值收益						36,076	-	36,076
Valuation gain on investment properties	投資物業之估值收益						53,299	-	53,299

* Capital expenditure consists of additions to property, plant and equipment and investment property.

* 資本開支包括添置物業、廠房及設備及投資物業。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

Geographical information

Over 90% of the Group's customers are located in Mainland China and revenue of the Group is mainly derived from operations in Mainland China. The management considers that it is impracticable to allocate the assets, revenue and segment results to geographical locations.

Information about a major customer

During the year, there was one external customer accounted for more than 10% of the Group's total revenue of continuing operations (2015: Nil). Revenue from this customer amounted to HK\$106,613,000 which related to construction segment. No revenue from discontinued operations during the year (2015: HK\$Nil) was derived from sales to a single customer.

5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold and services rendered, after allowances for returns and trade discounts; the gross rental income from logistic warehouse and subleasing fee income, net of business tax and income from loan receivable during the year.

4. 經營分類資料 (續)

地區資料

本集團90%以上的客戶位於中國內地，本集團收入主要來自中國內地的經營業務。管理層認為按地區劃分資產、收入及分類業績乃不可行。

主要客戶之資料

於本年度內，一名外界客戶佔本集團持續經營業務總收入10%以上（二零一五年：無）。來自該客戶之收入為106,613,000港元，其與建設分類有關。年內，終止經營業務概無收入來自向單一客戶的銷售（二零一五年：零港元）。

5. 收入、其他收入及收益

收入亦即本集團的營業額，指出售貨品及提供服務的發票價值淨額，經計及退貨撥備及貿易折扣；年內來自物流倉儲的租金收入及分租費收入總額（扣除營業稅及應收貸款收入）。

5. REVENUE, OTHER INCOME AND GAINS
(continued)

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

5. 收入、其他收入及收益 (續)

收入、其他收入及收益的分析如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Continuing operations	持續經營業務		
Revenue	收入		
Construction income	建設收入	231,967	–
Sale of goods	銷售貨物	338,948	773,981
Rental income	租金收入	59,125	9,526
Interest income	利息收入	24,803	2,193
		654,843	785,700
Other income and gains	其他收入及收益		
Compensation income	補償收入	7,029	1,668
Exchange gain	匯兌收益	1,068	1,108
Fair value gain on financial assets at fair value through profit or loss	透過損益按公平值列賬的 金融資產之公平值收益	–	36,076
Interest income	利息收入	135	105
Lapse of share options	購股權失效	22,240	–
Rental income	租金收入	–	72
Reversal of provision for Inventories	撥回存貨撥備	998	315
Royalty income	特許權收入	–	564
Valuation gains on investment properties	投資物業之估值收益	15,470	53,299
Others	其他	4,419	6,405
		51,359	99,612
Discontinued operations	終止經營業務		
Other income and gains	其他收入及收益		
Amortisation of deferred income	攤銷遞延收入	–	256

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

6. PROFIT/(LOSS) BEFORE TAX

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

6. 除稅前溢利／（虧損）

本集團的除稅前溢利／（虧損）經扣除下列各項後計算得出：

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Continuing operations	持續經營業務		
Cost of inventories sold	已售存貨的成本	301,596	763,119
Depreciation	折舊	9,213	4,797
Amortisation of other intangible assets	其他無形資產攤銷	1,982	145
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇經營租賃項下的最低租金付款	6,120	7,409
Auditor's remuneration	核數師酬金	950	1,070
Employee benefit expense (including directors' emoluments):	僱員福利開支（包括董事酬金）：		
Wages and salaries	工資及薪酬	17,817	11,804
Equity-settled share option expense	股權結算購股權開支	27,851	80,287
Pension scheme contributions	退休金計劃供款	1,462	1,071
		47,130	93,162
Other (income)/expenses:	其他（收入）／開支：		
Foreign exchange differences, net	外匯差額淨值	(1,064)	(1,108)
Reversal of provision for inventories	撥回存貨撥備	(998)	(315)
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損／（收益）	65	(18)
Loss/(gain) on disposal of subsidiaries	出售附屬公司之虧損／（收益）	1,603	(624)
Interest income	利息收入	(135)	(105)
Fair value loss/(gain) on financial assets at fair value through profit or loss	透過損益按公平值列賬的金融資產之公平值虧損／（收益）	20,978	(36,076)
Valuation gain on investment properties	投資物業之估值收益	(15,470)	(53,299)
Rental receivable from investment properties less direct outgoings	來自投資物業之應收租金減直接開支	(2,097)	(1,225)
Discontinued operations	終止經營業務		
Amortisation of other intangible assets	其他無形資產攤銷	–	195
Gain on disposal of subsidiaries	出售附屬公司之收益	–	(56,856)

7. FINANCE COSTS

7. 融資成本

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest on bank loans and other loans	銀行貸款及其他貸款的利息	6,933	7,091
Imputed financial cost on convertible bond	可換股債券之算定融資成本	-	3,024
		6,933	10,115

8. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to Section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of information about Benefits of Directors) Regulation are as follows:

8. 董事薪酬

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露之董事薪酬如下:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Fees	袍金	5,070	1,741
Other emoluments:	其他酬金:		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	360	462
Equity-settled share option expense	股權結算購股權開支	5,787	9,071
Pension scheme contributions	退休金計劃供款	18	18
		6,165	9,551
		11,235	11,292

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

8. DIRECTORS' REMUNERATION (continued) (a) Independent non-executive directors

8. 董事薪酬(續) (a) 獨立非執行董事

Notes 附註	2016 Equity-settled share option			2015 Equity-settled share option		
	Fees	expense	Total	Fees	expense (Note)	Total
	袍金	股權結算 購股權開支	總計	袍金	股權結算 購股權開支 (附註)	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Dr. Loke Yu 陸海林博士	100	121	221	100	380	480
Mr. Ho Man Fai 何文輝先生	50	121	171	50	380	430
Mr. Li Xiaofeng 黎曉峰先生	50	153	203	50	380	430
	200	395	595	200	1,140	1,340

There were no other emoluments payable to the independent non-executive directors during the year (2015: Nil).

年內並無應付獨立非執行董事之其他酬金(二零一五年:無)。

8. DIRECTORS' REMUNERATION (continued)
(b) Executive directors and non-executive directors

8. 董事薪酬(續)
(b) 執行董事及非執行董事

		Notes	Fees	Salaries, allowances and benefits in kind	Equity-settled share option expense (Note)	Pension scheme contributions	Total remuneration
		附註	袍金 HK\$'000 千港元	薪金、津貼及實物利益 HK\$'000 千港元	購股權開支(附註) HK\$'000 千港元	退休金計劃供款 HK\$'000 千港元	薪酬總額 HK\$'000 千港元
2016	二零一六年						
Executive directors:	執行董事:						
Mr. Jiang Jiancheng	江建成先生		1,200	-	3,886	-	5,086
Mr. Jiang Jianjun	江建軍先生		2,790	360	738	18	3,906
Mr. Li Jianqing	李劍青先生	(vi)	500	-	-	-	500
Mr. Ke Xionghan	柯雄瀚先生		180	-	323	-	503
			4,670	360	4,947	18	9,995
Non-executive directors:	非執行董事:						
Ms. Ho Wing Yan	何詠欣女士	(iv)	100	-	121	-	221
Ms. Zhang Yujie	仇玉杰女士		100	-	323	-	423
			4,870	360	5,391	18	10,639
2015	二零一五年						
Executive directors:	執行董事:						
Mr. Jiang Jiancheng	江建成先生		440	-	3,312	-	3,752
Mr. Jiang Jianjun	江建軍先生		480	462	608	18	1,568
Mr. Li Jianqing	李劍青先生		440	-	3,536	-	3,976
Mr. Qu Shuncaï	屈順才先生	(ii)	50	-	96	-	146
			1,410	462	7,552	18	9,442
Non-executive directors:	非執行董事:						
Mr. Huang Qingxi	黃慶璽先生	(iii)	24	-	96	-	120
Ms. Ho Wing Yan	何詠欣女士	(iv)	75	-	283	-	358
Ms. Zhang Yujie	仇玉杰女士	(v)	32	-	-	-	32
			131	-	379	-	510
			1,541	462	7,931	18	9,952

Note: These represent the estimated fair value of share options granted to the directors 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 2.4. 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 report of the directors and note 32.

附註：該等數額指根據本公司的購股權計劃授予董事的購股權的估計公平值。該等購股權的價值根據附註2.4所載本集團有關以股份為基礎之付款交易的會計政策計量。該等實物利益詳情(包括主要條款及獲授購股權數目)披露於董事會報告購股權計劃一段及附註32。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

8. DIRECTORS' REMUNERATION (continued) (b) Executive directors and non-executive directors (continued)

Notes:

- (i) Appointed on 24 June 2016.
- (ii) Retired on 23 June 2015.
- (iii) Resigned on 27 March 2015.
- (iv) Appointed on 11 April 2015.
- (v) Appointed on 7 September 2015.
- (vi) Retired on 24 June 2016.

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

8. 董事薪酬 (續) (b) 執行董事及非執行董事 (續)

附註：

- (i) 於二零一六年六月二十四日獲委任。
- (ii) 於二零一五年六月二十三日停任。
- (iii) 於二零一五年三月二十七日辭任。
- (iv) 於二零一五年四月十一日獲委任。
- (v) 於二零一五年九月七日獲委任。
- (vi) 於二零一六年六月二十四日退任。

年內並無任何董事放棄或同意放棄任何薪酬之安排。

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year include three (2015: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two (2015: two), highest paid employees who are not a director of the Company, are as follows:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,267	3,172
Equity-settled share option expense	股權結算購股權開支	121	7,739
Pension scheme contributions	退休金計劃供款	30	86
		2,418	10,997

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

		Number of employees	
		僱員數目	
		2016	2015
Nil to HK\$1,000,000	零至1,000,000港元	1	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	–	–
Over HK\$2,000,000	2,000,000港元以上	–	–
		2	2

During the year and in prior years, share options were granted to certain non-director, highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 32 to the financial statements. The fair value of such options, which has been recognised in the consolidated statement of profit or loss and other comprehensive income over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director, highest paid employees' remuneration disclosures.

9. 五名最高薪僱員

年內，五名最高薪僱員包括三名（二零一五年：三名）董事，其薪酬詳情已載列於上文附註8。於本年度內，其餘兩名（二零一五年：兩名）最高薪僱員（並非本公司董事）之薪酬詳情如下：

酬金介乎下列範圍之最高薪非董事僱員數目如下：

本年度內及以往年度，若干最高薪非董事僱員就彼等向本集團作出之服務而獲授購股權，進一步詳情載於財務報表附註32。就於歸屬期內在綜合損益及其他全面收入報表確認的購股權，其公平值於授出日期釐定，計入本年度財務報表的金額載入上述最高薪非董事僱員酬金披露事項內。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

10. INCOME TAX (CREDIT)/EXPENSES

During the year, no Hong Kong profits tax is arrived at 16.5% on the estimated assessable profits for the year (2015: 16.5%). Taxes on profits assessable elsewhere have been calculated at the rate of tax prevailing in the Mainland China in which the Group operates.

10. 所得稅(抵免)/開支

年內，並無香港利得稅乃按年內估計應課稅溢利之16.5%計算(二零一五年：16.5%)。其他地區應課稅溢利之稅項，已按本集團營運所在中國內地當前稅率計算。

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Current	即期	2,975	93
Deferred	遞延	(8,328)	22,328
Total tax (credit)/expenses for the year	本年度稅項(抵免)/開支總額	(5,353)	22,421

A reconciliation of the tax (credit)/expenses applicable to loss before tax at the statutory rate for Hong Kong in which the Company and its subsidiaries are domiciled to the tax credit at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

採用香港(本公司及其附屬公司的註冊地)法定稅率適用於除稅前虧損的稅項(抵免)/開支與按實際稅率計算的稅項抵免對賬，以及適用稅率(即法定稅率)與實際稅率對賬如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Continuing operations	持續經營業務		
Profit/(loss) before tax	除稅前溢利/(虧損)	3,224	(19,438)
Tax at the statutory tax rate	按法定稅率計算的稅項	532	(3,207)
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	6,375	24,163
Income not taxable for tax	毋須課稅收入	(9,008)	-
Tax effect of unrecognised temporary difference	未確認暫時差額之稅務影響	487	-
Utilization of tax losses previously not recognised	動用先前未確認之稅項虧損	(6,488)	-
Expenses not deductible for tax	不可扣稅的開支	3,023	1,478
Tax losses not recognised	未確認的稅項虧損	71	515
Profit attributable to an associate	聯營公司應佔溢利	(345)	(528)
Tax (credit)/expenses at the Group's effective rate	按本集團實際稅率計算的稅項(抵免)/開支	(5,353)	22,421

10. INCOME TAX (CREDIT)/EXPENSES (continued)

10. 所得稅(抵免)/開支(續)

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Discontinued operations	終止經營業務		
Profit before tax	除稅前溢利	-	56,751
Tax at the statutory tax rate	按法定稅率計算的稅項	-	9,364
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	-	(7,591)
Expenses not deductible for tax	不可扣稅的開支	-	(1,773)
Tax expense at the Group's effective rate	按本集團實際稅率計算的稅項開支	-	-

The share of tax attributable to an associate amounting to HK\$345,000 (2015: HK\$528,000) is included in "Share of profit of associates" in the consolidated statement of profit or loss and other comprehensive income.

分佔聯營公司應佔稅項為345,000港元(二零一五年: 528,000港元)已計入綜合損益及其他全面收入報表之「分佔聯營公司溢利」項下。

11. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 31 December 2016 (2015: Nil).

11. 股息

董事不建議就截至二零一六年十二月三十一日止年度派付任何股息(二零一五年: 無)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

12. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

12. 每股盈利／（虧損）

每股基本盈利／（虧損）乃按本公司股權持有人應佔溢利／（虧損）除以年內已發行普通股之加權平均數計算。

For continuing and discontinued operations

持續經營業務及終止經營業務

		2016	2015
Profit attributable to the equity holders of the Company (HK\$'000)	本公司股權持有人應佔溢利（千港元）	7,217	19,412
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數（千股）	4,666,986	3,801,032
Basic earnings per share (HK cents)	每股基本盈利（港仙）	0.15	0.51

For continuing operations

持續經營業務

		2016	2015
Profit attributable to the equity holders of the Company (HK\$'000)	本公司股權持有人應佔溢利（千港元）	7,217	19,412
Add: Profit attributable to the equity holders of the Company from discontinued operations (HK\$'000)	加：本公司股權持有人應佔來自終止經營業務之溢利（千港元）	—	(56,751)
Profit/(loss) attributable to the equity holders of the Company from continuing operations (HK\$'000)	本公司股權持有人應佔來自持續經營業務之溢利／（虧損）（千港元）	7,217	(37,339)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數（千股）	4,666,986	3,801,032
Basic earnings/(loss) per share (HK cents)	每股基本盈利／（虧損）（港仙）	0.15	(0.98)

12. EARNINGS/(LOSS) PER SHARE (continued)**For discontinued operations***Basic earnings per share***12. 每股盈利／（虧損）（續）****終止經營業務***每股基本盈利*

		2016	2015
Profit attributable to the equity holders of the Company from discontinued operations (HK\$'000)	本公司股權持有人應佔終止經營業務溢利（千港元）	–	56,751
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數（千股）	4,666,986	3,801,032
Basic earnings per share (HK cents)	每股基本盈利（港仙）	–	1.49

For continuing operations*Diluted earnings per share***持續經營業務***每股攤薄盈利*

		2016
Profit attributable to the equity holders of the Company (HK\$'000)	本公司股權持有人應溢利（千港元）	7,217
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數（千股）	4,666,986
Effect of dilutive potential ordinary shares ('000)	潛在攤薄普通股之影響（千股）	6,665
Weighted average number of shares for diluted earnings per share ('000)	用於計算每股攤薄盈利之股份加權平均數（千股）	4,673,651
Diluted earnings per share (HK cents)	每股攤薄盈利（港仙）	0.15

No diluted earnings/(loss) per share has been presented for the years ended 31 December 2015 as there was no dilutive potential ordinary share outstanding and the exercise price of the Company's outstanding share options was higher than the average market price for the Company's share.

由於年內並無已發行攤薄潛在普通股及本公司尚未行使購股權的行使價高於本公司股份的平均市價，故並無呈列截至二零一五年十二月三十一日止年度的每股攤薄盈利／（虧損）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Buildings	Leasehold improvements, furniture and fixtures	Motor vehicles	Construction in progress	Infrastructure	Total
		樓宇	租賃物業裝修、傢俬及裝置	汽車	在建工程	基礎設施	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
31 December 2016	二零一六年十二月三十一日						
At 1 January 2016:	於二零一六年一月一日:						
Cost	成本	-	47,070	2,921	22,680	-	72,671
Accumulated depreciation and impairment	累計折舊及減值	-	(4,570)	(1,340)	-	-	(5,910)
Net carrying amount	賬面淨值	-	42,500	1,581	22,680	-	66,761
At 1 January 2016, net of accumulated depreciation and impairment	於二零一六年一月一日，扣除累計折舊及減值	-	42,500	1,581	22,680	-	66,761
Additions	添置	-	25,157	-	-	-	25,157
Disposals	出售	-	(53)	(13)	-	-	(66)
Acquisition of a subsidiary (note 33)	收購一間附屬公司 (附註33)	-	4,071	288	-	-	4,359
Disposal of a subsidiary (note 34)	出售一間附屬公司 (附註34)	-	(256)	-	-	-	(256)
Depreciation provided during the year	年內計提折舊	-	(7,672)	(430)	-	(1,111)	(9,213)
Transfer to from construction in progress to infrastructure	自在建工程轉撥至基礎設施	-	-	-	(22,680)	22,680	-
Exchange realignment	匯兌調整	-	(507)	(21)	-	(1,413)	(1,941)
At 31 December 2016, net of accumulated depreciation and impairment	於二零一六年十二月三十一日，扣除累計折舊及減值	-	63,240	1,405	-	20,156	84,801
At 31 December 2016:	於二零一六年十二月三十一日:						
Cost	成本	-	77,551	3,004	-	21,217	101,772
Accumulated depreciation and impairment	累計折舊及減值	-	(14,311)	(1,599)	-	(1,061)	(16,971)
Net carrying amount	賬面淨值	-	63,240	1,405	-	20,156	84,801

13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

		Buildings	Leasehold improvements, furniture and fixtures 租賃物業裝修、傢俬及裝置	Motor vehicles	Construction in progress	Total
		樓宇 HK\$'000 千港元	HK\$'000 千港元	汽車 HK\$'000 千港元	在建工程 HK\$'000 千港元	總計 HK\$'000 千港元
31 December 2015	二零一五年十二月三十一日					
At 1 January 2015:	於二零一五年一月一日:					
Cost	成本	18,871	11,061	1,726	–	31,658
Accumulated depreciation and impairment	累計折舊及減值	(4,579)	(10,380)	(984)	–	(15,943)
Net carrying amount	賬面淨值	14,292	681	742	–	15,715
At 1 January 2015, net of accumulated depreciation and impairment	於二零一五年一月一日，扣除累計折舊及減值	14,292	681	742	–	15,715
Additions	添置	–	45,761	1,142	22,680	69,583
Disposals	出售	–	(13)	–	–	(13)
Acquisition of a subsidiary (note 33)	收購一間附屬公司 (附註33)	–	17	21	–	38
Disposal of a subsidiary (note 34)	出售一間附屬公司 (附註34)	–	(293)	–	–	(293)
Depreciation provided during the year	年內計提折舊	(811)	(3,674)	(312)	–	(4,797)
Transfer to investment property	轉撥至投資物業	(13,430)	–	–	–	(13,430)
Exchange realignment	匯兌調整	(51)	21	(12)	–	(42)
At 31 December 2015, net of accumulated depreciation and impairment	於二零一五年十二月三十一日，扣除累計折舊及減值	–	42,500	1,581	22,680	66,761
At 31 December 2015:	於二零一五年十二月三十一日:					
Cost	成本	–	47,070	2,921	22,680	72,671
Accumulated depreciation and impairment	累計折舊及減值	–	(4,570)	(1,340)	–	(5,910)
Net carrying amount	賬面淨值	–	42,500	1,581	22,680	66,761

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

14. INVESTMENT PROPERTY

14. 投資物業

		HK\$'000 千港元
FAIR VALUE	公平值	
Addition	添置	24,385
Transfer from property, plant and equipment (note 13)	自物業、廠房及 設備轉撥(附註13)	13,430
Valuation gain on arising from changes in fair value	公平值變動產生的 估值收益	53,299
Exchange realignment	匯兌調整	(2,744)
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	88,370
Addition	添置	-
Transfer from property, plant and property (note 13)	自物業、廠房及設備轉撥 (附註13)	-
Valuation gain on arising from changes in fair value	公平值變動產生的 估值收益	15,470
Exchange realignment	匯兌調整	(6,392)
At 31 December 2016	於二零一六年十二月三十一日	97,448

At 31 December 2016, the fair value of the Group's investment properties of HK\$97,448,000 (2015: HK\$88,370,000) were arrived at on the basis of a valuation carried out by 深圳市尊量行土地房地產估價有限公司, an independent qualified professional valuers not connected with the Group, which has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

In estimating the fair value of the properties, highest and best use of the properties is their current use.

All the investment properties is situated in the PRC under medium lease term to long-term lease arrangement.

於二零一六年十二月三十一日，根據深圳市尊量行土地房地產估價有限公司(與本集團並無關連的獨立合資格專業估值師，其擁有合適專業資格及在有關地點的類似物業有近期估值經驗)進行的估值達致的本集團投資物業的公平值為97,448,000港元(二零一五年：88,370,000港元)。

於估計物業之公平值時，物業的目前用途為其最高及最佳用途。

全部投資物業均位於中國，享有中長期租賃安排。

14. INVESTMENT PROPERTY (continued)

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

14. 投資物業 (續)

下表呈報於報告期末本集團按持續基準計量的投資物業之公平值(分為香港財務報告準則第13號公平值計量界定的三級公平值層級)。公平值計量分類的級別乃參考估值技術使用的輸入數據之可觀察性及重大性,按以下方式釐定:

- 第一級估值: 僅使用第一級輸入數據(即於計量日期活躍市場上相同資產或負債的未調整報價)計量的公平值。
- 第二級估值: 使用第二級輸入數據(即不符合第一級的可觀察輸入數據)及不使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據指無市場數據的輸入數據。
- 第三級估值: 使用重大不可觀察輸入數據計量的公平值。

		2016		
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
Investment properties	投資物業	-	97,448	-
		2015		
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
Investment properties	投資物業	-	88,370	-

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

14. INVESTMENT PROPERTY (continued)

During the year ended 31 December 2016, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2015: nil). The group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The fair value of investment properties located in PRC is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis using market data which is publicly available.

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at FVTPL as at 31 December 2016 comprise:

Listed equity investments, at fair value:	上市股本投資，按公平值：
– in PRC	– 於中國
Unlisted equity investments, designated as at fair value through profit and loss upon initial recognition (Note)	非上市股本投資，於首次確認後指定透過損益按公平值列賬（附註）
– in PRC	– 於中國

Note:

The unlisted equity investment at 31 December 2016 and 2015 was, upon initial recognition, designated by the Group as financial assets at fair value through profit or loss. The unlisted equity investment and the listed equity investments form a group of financial assets which are managed and their performances are evaluated on a fair value basis, in accordance with the Group's investment strategy. Their performances are regularly reviewed by the key management personnel of the Group.

14. 投資物業（續）

截至二零一六年十二月三十一日止年度，第一級與第二級之間並無轉移，亦並無轉入或轉出第三級（二零一五年：無）。本集團的政策是將公平值層級之間的轉移於所發生的報告期末確認。

位於中國之投資物業之公平值乃參考可資比較物業之近期售價（每平方呎之價格）使用可公開獲取之市場數據按市場比較法釐定。

15. 透過損益按公平值列賬的金融資產

於二零一六年十二月三十一日，透過損益按公平值列賬的金融資產包括：

	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Listed equity investments, at fair value:		
– in PRC	57,408	70,403
Unlisted equity investments, designated as at fair value through profit and loss upon initial recognition (Note)		
– in PRC	6,589	5,849
	63,997	76,252

附註：

於首次確認後，本集團將於二零一六年及二零一五年十二月三十一日之非上市股本投資指定為透過損益按公平值列賬之金融資產。構成金融資產組別之非上市股本投資及上市股本投資乃根據本集團之投資策略進行管理及其表現乃按公平值基準進行評估。本集團關鍵管理人員定期檢討其表現。

16. LOAN RECEIVABLES

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Loan to customers	向客戶貸款	82,442	37,005
Less: non-current portion	減：非即期部分	(31,798)	(13,700)
Current portion	即期部分	50,644	23,305

Loan receivables related to money lending business on the PRC which carries interest from 5% – 18% per annum, secured by machinery equipment and repayable from 1 year to 3 years.

As at 31 December 2016, the loan receivables were all neither past due nor impaired.

The loan receivables outstanding as at 31 December 2016 (2015: Nil) are denominated in Renminbi.

16. 應收貸款

應收貸款與中國之放貸業務有關，其按介乎每年5%至18%之利率計息，以機器設備作抵押及應於一至三年內償還。

於二零一六年十二月三十一日，應收貸款均既未逾期亦未減值。

尚未清償之應收貸款於二零一六年十二月三十一日以人民幣計值（二零一五年：無）。

17. RENTAL DEPOSITS PAID

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Rental deposits paid	已付租金按金	20,592	–

Rental deposits paid related to rental deposits paid to landlord for tenancy agreement more than 1 year in PRC premises.

17. 已付租金按金

已付租金按金與就於中國物業超過一年之租賃協議向業主支付之租金按金有關。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

18. GOODWILL

18. 商譽

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
At 1 January:	於一月一日：		
Cost	成本	74,879	71,557
Accumulated impairment	累計減值	(71,557)	(71,557)
Exchange realignment	匯兌調整	(153)	-
Net carrying amount	賬面值淨額	3,169	-
Cost at 1 January, net of accumulated impairment	於一月一日之成本，扣除累計減值	3,169	-
Acquisition of subsidiaries	收購附屬公司	130,270	3,322
Disposal of a subsidiary	出售一間附屬公司	(43,341)	-
Exchange realignment	匯兌調整	-	(153)
Cost and net carrying amount at 31 December	於十二月三十一日之成本及賬面值淨額	90,098	3,169
At 31 December:	於十二月三十一日：		
Cost	成本	161,808	74,726
Accumulated impairment	累計減值	(71,557)	(71,557)
Exchange realignment	匯兌調整	(153)	-
Net carrying amount	賬面值淨額	90,098	3,169

Goodwill acquired through business combinations has been allocated to cash-generating unit of construction business, rental business in PRC and the sales of green food products for impairment testing.

透過業務合併收購之商譽已分配至中國建設業務、租賃業務及銷售綠色食品之現金產出單位以進行減值測試。

18. GOODWILL (continued)

Impairment testing of goodwill

The recoverable amount has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period prepared by independent valuers and approved by senior management.

Construction business

The discount rate applied to the cash flow projections was 19% and cash flows beyond the five-year period were extrapolated using a growth rate of 5%.

Rental business in PRC

The discount rate applied to the cash flow projections was 10% and cash flows beyond the five-year period were extrapolated using a growth rate of 5%.

Sales of green food products

The discount rate applied to the cash flow projections was 15% and cash flows beyond the five-year period were extrapolated using a growth rate of 5%.

Other key assumptions for value in use calculation related to the estimation of cash inflows which included budgeted sales and gross margin. Such estimation is prepared by independent valuers based on past performance and management's expectations.

No impairment loss (2015: Nil) was recognised and allocated to goodwill in the consolidated statement of profit or loss and other comprehensive income for the year.

18. 商譽 (續)

商譽之減值測試

可收回金額乃根據由獨立估值師編製及經高級管理層批准之涵蓋五年期之財務預算採用現金流量預測按使用價值計算而釐定。

建設業務

應用於現金流量預測之貼現率為19%，而超過五年期之現金流量乃採用增長率5%予以推測。

中國之租賃業務

應用於現金流量預測之貼現率為10%，而超過五年期之現金流量乃採用增長率5%予以推測。

銷售綠色食品

應用於現金流量預測之貼現率為15%，而超過五年期之現金流量乃採用增長率5%予以推測。

有關使用價值計算之其他主要假設乃關於現金流入估計，其包括預算銷售及毛利率。有關估計乃由獨立估值師基於過往表現及管理層期望而作出。

並無減值虧損於本年度之綜合損益及其他全面收入報表確認及分配至商譽（二零一五年：無）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

19. OTHER INTANGIBLE ASSETS

19. 其他無形資產

		Trademarks 商標 HK\$'000 千港元	Contract 合同 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2016	二零一六年 十二月三十一日			
Cost at 1 January 2016, net of accumulated amortisation and impairment	於二零一六年一月一日 的成本，扣除累計 攤銷及減值	2,271	–	2,271
Acquisition of subsidiaries	收購附屬公司	83,993	52,631	136,624
Amortisation provided during the year	年內攤銷撥備	(145)	(1,837)	(1,982)
Exchange realignment	匯兌調整	(132)	82	(50)
At 31 December 2016	於二零一六年 十二月三十一日	85,987	50,876	136,863
At 31 December 2016:	於二零一六年 十二月三十一日：			
Cost	成本	86,785	52,631	139,416
Accumulated amortisation and impairment	累計攤銷及減值	(798)	(1,755)	(2,553)
Net carrying amount	賬面值淨額	85,987	50,876	136,863

19. OTHER INTANGIBLE ASSETS (continued)

19. 其他無形資產(續)

		Trademarks 商標 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2015	二零一五年 十二月三十一日		
Cost at 1 January 2015, net of accumulated amortisation and impairment	於二零一五年一月一日的成本，扣除累計攤銷及減值	2,522	2,522
Amortisation provided during the year	年內攤銷撥備	(145)	(145)
Exchange realignment	匯兌調整	(106)	(106)
At 31 December 2015	於二零一五年十二月三十一日	<u>2,271</u>	<u>2,271</u>
At 31 December 2015:	於二零一五年十二月三十一日：		
Cost	成本	2,984	2,984
Accumulated amortisation and impairment	累計攤銷及減值	(713)	(713)
Net carrying amount	賬面值淨額	<u>2,271</u>	<u>2,271</u>

Amortisation of other intangible assets amounting to HK\$1,982,000 (2015: HK\$145,000) have been recognised as an expenses in the year, within the 'administrative expenses' line item in the consolidated statement of profit or loss and other comprehensive income.

其他無形資產攤銷1,982,000港元(二零一五年:145,000港元)已於綜合損益及其他全面收入報表的「行政開支」項下確認為年內開支。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

19. OTHER INTANGIBLE ASSETS (continued)

Impairment testing of goodwill

Trademark

Trademark acquired during the year has an indefinite useful life. The recoverable amount has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period prepared by an independent valuer and approved by senior management. The discount rate applied to the cash flow projections was 14% and cash flows beyond the five-year period were extrapolated using a growth rate of 5%.

Other key assumptions for value in use calculation related to the estimation of cash inflows which included budgeted sales and gross margin. Such estimation is prepared by an independent valuers based on past performance and management's expectations.

No impairment loss (2015: Nil) was recognised in the consolidated statement of profit or loss and other comprehensive income for the year.

20. INTERESTS IN ASSOCIATES

19. 其他無形資產(續)

商譽之減值測試

商標

年內收購之商標具有無限可使用年期。可收回金額乃根據由獨立估值師編製及經高級管理層批准之涵蓋五年期之財務預算採用現金流量預測按使用價值計算而釐定。應用於現金流量預測之貼現率為14%，而超過五年期之現金流量乃採用增長率5%予以推測。

有關使用價值計算之其他主要假設乃關於現金流入估計，其包括預算銷售及毛利率。有關估計乃由獨立估值師基於過往表現及管理層期望而作出。

並無減值虧損於本年度之綜合損益及其他全面收入報表確認及分配至商譽(二零一五年：無)。

20. 於聯營公司之權益

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Share of net assets	分佔資產淨值	283,186	247,587
Advances to associates	墊付予聯營公司之款項	39,498	28,689
		322,684	276,276

20. INTERESTS IN ASSOCIATES (continued)

On 22 January 2015, a wholly-owned subsidiary of the Company entered into the Joint Venture Agreement with a limited company incorporated in the PRC to form a new company, Shenzhen Qianhai Dahuangyuan E-Commerce Company Limited (“Shenzhen E-Commerce”), formerly known as Shenzhen Dahuangyuan E-Commerce Company Limited, to be principally engaged in E-commerce business in Qianhai area in the PRC. The wholly-owned subsidiary contributed RMB60,000,000, representing 30% of the total registered capital of Shenzhen E-Commerce. Shenzhen E-Commerce became an associate of the Group.

Shenzhen E-Commerce has acquired the interests of Shenzhen Dahuangyuan International Trading Company Limited (“Shenzhen Dahuangyuan”), Shenzhen Qianhai Dahuangyuan Non-Financing Guarantee Company Limited (“Shenzhen Non-Financing”) and Heilongjiang Dahuangyuan E-Commerce Company Limited (“Heilongjiang E-Commerce”) which were newly set up. All the above companies are owned by Shenzhen E-Commerce as at 31 December 2015.

On 22 December 2015, an indirect wholly owned subsidiary of the Company entered into the JV Agreement with a limited company incorporated in the PRC to form a new company on a 49:51 basis, Shenzhen Pengrongan Logistics Industrial Park Company Limited (“Shenzhen Pengrongan”), to be principally engaged in logistic business in Shenzhen. The indirect wholly-owned subsidiary contributed RMB102,900,000, representing 49% of the total registered capital of Shenzhen Pengrongan. Shenzhen Pengrongan became an associate of the Group.

20. 於聯營公司之權益 (續)

於二零一五年一月二十二日，本公司之全資附屬公司與一間於中國註冊成立的有限公司訂立合資協議，以成立一間新公司深圳市前海大荒緣電子商務有限公司（「深圳電子商務」）（前稱深圳市大荒緣電子商務有限公司），在中國前海區域從事電子商務業務。全資附屬公司出資人民幣60,000,000元，相當於深圳電子商務註冊資本總額之30%。深圳電子商務成為本集團之聯營公司。

深圳電子商務已收購深圳市大荒緣國際貿易有限公司（「深圳大荒緣」）、深圳市前海大荒緣非融資性擔保有限公司（「深圳非融資」）及黑龍江大荒緣電子商務有限公司（「黑龍江電子商務」）（彼等均為新設立之公司）之權益。於二零一五年十二月三十一日，所有上述公司均由深圳電子商務擁有。

於二零一五年十二月二十二日，本公司之間接全資附屬公司與一間於中國註冊成立之有限公司訂立合營協議，按49:51之比例成立一間新公司深圳市鵬融安物流產業園有限公司（「深圳鵬融安」），主要在深圳從事物流業務。間接全資附屬公司出資人民幣102,900,000元，相當於深圳鵬融安註冊資本總額之49%。深圳鵬融安成為本集團之聯營公司。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

20. INTERESTS IN ASSOCIATES (continued)

On 6 June 2016, Shenzhen Penda Rongtong Trading Limited (“SZPRT”), an indirect wholly owned subsidiary of the Company entered into the sales and purchases agreement with an independent third party to acquire 40% of equity interest of 深圳市聖思銘商貿有限公司 (“SZSSM”). SZSSM is principle engaged in general trading in the PRC. SZPRT contributed RMB20,000,000, representing 40% of the total registered capital of SZSSM. SZSSM became an associate of the Group.

The Group’s interests in its principal associates, which are unlisted, are as follows:

20. 於聯營公司之權益 (續)

於二零一六年六月六日，深圳市鵬達融通商貿有限公司(「深圳鵬融通」)(為本公司之間接全資附屬公司)與獨立第三方訂立買賣協議以收購深圳市聖思銘商貿有限公司(「深圳聖思銘」)之40%股權。深圳聖思銘主要於中國從事一般貿易業務。深圳鵬融通注資人民幣20,000,000元，相當於深圳聖思銘註冊資本總額之40%。深圳聖思銘成為本集團之聯營公司。

本集團於其主要聯營公司(非上市)之權益如下：

Name	Registered share capital	Place of registration	Percentage of ownership interest attributable to the Group 本集團應佔擁有權權益百分比	Principal activities
名稱	註冊股本	註冊地點		主要業務
Hunan Laohanzun Liquor Sales Company Limited (i) 湖南老行尊酒銷售股份有限公司(i)	RMB79,600,000 人民幣79,600,000元	PRC/Mainland China 中國／中國內地	48.99	Trading of wine 酒類貿易
Xianxi Autonomous Prefecture Laohanzun Liquor Company Limited (i) 湘西自治州老行尊酒業有限公司(i)	RMB600,000 人民幣600,000元	PRC/Mainland China 中國／中國內地	46.54	Trading of wine 酒類貿易
Hunan Diancang Jiugui Liquor Company Limited (i) 湖南典藏酒鬼酒銷售有限公司(i)	RMB2,000,000 人民幣2,000,000元	PRC/Mainland China 中國／中國內地	48.99	Trading of wine 酒類貿易
Shenzhen Huayin Jinshajiang Investment Development Company Limited (i) 深圳市華銀金沙江投資發展有限公司(i)	RMB10,000,000 人民幣10,000,000元	PRC/Mainland China 中國／中國內地	48.99	Investment holding 投資控股
Shenzhen Qianhai Dahuangyuan E-commerce Group Company Limited (i),(ii) (Formerly known as Shenzhen Dahuangyuan E-commerce Group Company Limited) 深圳市前海大荒緣電子商務集團有限公司(i)、(ii) (前稱深圳市大荒緣電子商務有限公司)	RMB200,000,000 人民幣200,000,000元	PRC/Mainland China 中國／中國內地	30	Sales of food and fertilizer 銷售食品及肥料

20. INTERESTS IN ASSOCIATES (continued)

20. 於聯營公司之權益(續)

Name	Registered share capital	Place of registration	Percentage of ownership interest attributable to the Group	Principal activities
名稱	註冊股本	註冊地點	本集團應佔擁有權權益百分比	主要業務
Shenzhen Dahuangyuan International Trading Company Limited (i),(ii) (Formerly known as Shenzhen Dahuangyuan Green Food Distribution Company Limited)	RMB50,800,000	PRC/Mainland China	30	Sales of food fertilizer, wine and steel
深圳市大荒緣國際貿易有限公司(i)·(ii) (前稱深圳大荒緣綠色食品配送有限公司)	人民幣50,800,000元	中國/中國內地		銷售食品、肥料、酒類及鋼材
Shenzhen Qianhai Dahuangyuan Non-Financing Guarantee Company Limited (i), (ii) 深圳市前海大荒緣非融資性擔保有限公司(i)·(ii)	RMB50,000,000 人民幣50,000,000元	PRC/Mainland China 中國/中國內地	30	Investment holding 投資控股
Heilongjiang Dahuangyuan E-commerce Company Limited (i), (ii) 黑龍江大荒緣電子商務有限公司(i)·(ii)	RMB100,000,000 人民幣100,000,000元	PRC/Mainland China 中國/中國內地	21.9	Money Lending 放貸
Shenzhen Pengrongan Logistics Industrial Park Company Limited (i), (ii) 深圳市鵬融安物流產業園有限公司(i)·(ii)	RMB210,000,000 人民幣210,000,000元	PRC/Mainland China 中國/中國內地	49	Investment holding 投資控股
深圳市聖思銘商貿有限公司(i), (ii)	RMB50,000,000 人民幣50,000,000元	PRC/Mainland China 中國/中國內地	30	General trading 一般貿易

Notes:

- (i) Not audited by CHENG & CHENG LIMITED.
- (ii) The English name of the above PRC companies is for identification purpose only.

附註:

- (i) 並非由鄭鄭會計師事務所有限公司進行審核。
- (ii) 上述中國公司的英文名稱僅供識別之用。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

20. INTERESTS IN ASSOCIATES (continued)

The Group's shareholdings in the associates are held through wholly-owned subsidiaries of the Company.

Summarised financial information of the material associates, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

20. 於聯營公司之權益 (續)

本集團乃透過本公司之全資附屬公司持有該聯營公司。

已就任何會計政策差異作出調整，主要聯營公司的財務資料概要以及綜合財務報表中賬面值對賬披露如下：

		Hunan Laohanzun Liquor Sales Company Limited	Shenzhen Huayin Investment Development Company Limited	Shenzhen (Formerly known as Shenzhen Dahuangyuan E-commerce Group Company Limited)	Heilongjiang Dahuangyuan E-commerce Company Limited	Shenzhen Pengrongan Logistics Industrial Park Company Limited	
		湖南老行尊酒 銷售股份 有限公司	深圳市華銀 金沙江投資 發展有限公司	(前稱深圳市 大荒緣電子商務 集團有限公司)	黑龍江大荒緣 電子商務 有限公司	深圳市蘭融安 物流產業園 有限公司	深圳市聖思銘 商貿有限公司
		2016	2016	2016	2016	2016	2016
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Non-current assets	非流動資產	45,618	-	33,830	199	119,599	55,835
Current assets	流動資產	78,538	80,396	189,576	35,227	114,908	13
Current liabilities	流動負債	(37,261)	(69,526)	(7)	(263)	(1)	(15)
Net assets	資產淨值	86,895	10,870	223,399	35,163	234,506	55,833
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司之權益對賬：						
Proportion of the Group's ownership	佔本集團擁有權比例	48.99%	48.99%	30%	21.90%	49%	40%
Carrying amount of the investment	投資賬面值	42,570	5,325	67,020	7,701	114,908	22,333
Revenues	收益	450	-	31,191	713	-	-
(Loss)/profit for the year	年度(虧損)/溢利	(74)	(314)	43	(5,603)	(1)	(15)
Total comprehensive (loss)/ income for the year	年度全面(虧損)/收入總額	(74)	(314)	43	(5,603)	(1)	(15)

20. INTERESTS IN ASSOCIATES (continued)

20. 於聯營公司之權益 (續)

		Hunan Laohanzun Liquor Sales Company Limited	Shenzhen Huayin Jinshajiang Investment Development Company Limited	Shenzhen Qianhai Dahuangyuan E-commerce Group Company Limited (Formerly known as Shenzhen Dahuangyuan E-commerce Group Company Limited) 深圳市前海 大荒緣電子商務 集團有限公司 (前稱深圳市 大荒緣電子商務 有限公司)	Heilongjiang Dahuangyuan E-commerce Company Limited	Shenzhen Pengrongan Logistics Industrial Park Company Limited
		湖南老行尊酒 銷售股份 有限公司 2015 HK\$'000 千港元	深圳市華銀 金沙江投資 發展有限公司 2015 HK\$'000 千港元	黑龍江大荒緣 電子商務 有限公司 2015 HK\$'000 千港元	黑龍江大荒緣 電子商務 有限公司 2015 HK\$'000 千港元	深圳市騰融安 物流產業園 有限公司 2015 HK\$'000 千港元
Non-current assets	非流動資產	53,456	-	12,146	279	-
Current assets	流動資產	44,618	43,574	83,654	43,567	250,677
Current liabilities	流動負債	(40,554)	(1,792)	(285)	(538)	-
Net assets	資產淨值	57,520	41,782	95,515	43,308	250,677
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司之權益對賬					
Proportion of the Group's ownership	佔本集團擁有權比例	48.99%	48.99%	30.00%	21.90%	49.0%
Carrying amount of the investment	投資賬面值	28,179	20,469	28,655	9,484	122,832
Revenues	收益	960	-	188,043	1,606	-
(Loss)/profit for the year	年度(虧損)/溢利	(1,274)	177	20	(896)	-
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入總額	(1,274)	177	20	(896)	-

The following table illustrates the financial information of the Group's associates that are not individually material:

下表顯示本集團之並非個別重大之聯營公司之財務資料：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Share of the associate's loss for the year	分佔本年度聯營公司虧損	3,081	-
Share of the associate's total comprehensive loss	分佔聯營公司全面虧損總額	3,081	-
Aggregate carrying amount of the Group's investments in the associate	本集團於聯營公司投資之總賬面值	23,329	37,968

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

21. INVENTORIES

Finished goods	產成品
Provision for inventories	存貨撥備

21. 存貨

2016 HK\$'000 千港元	2015 HK\$'000 千港元
23,273	29,695
–	(1,019)
23,273	28,676

22. TRADE RECEIVABLES

Trade receivables are mainly arisen from sale of goods, receivables for contract works, rental income derived from renting business and interest income derived from money lending.

Other than the cash and credit card sales, the Group allows a credit period which is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group does not hold any collateral or other credit enhancements over its trade receivables balances. Trade receivables are non-interest-bearing.

Receivables for contract works is received based on progress billing to customers.

Rental income is received in accordance with the terms of the relevant lease agreement, normally within 30 days from issuance of invoices.

Interest income from money lending is recognised in accordance with the loan agreement.

None of the trade receivables is impaired. An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

Within 1 month	一個月內
1 to 2 months	一至兩個月
2 to 3 months	兩至三個月
Over 3 months	超過三個月

22. 應收貿易賬款

應收貿易賬款主要來自銷售貨品、應收合約工程款項、放租業務產生的租金收入及放貸業務產生的利息收入。

除現金及信用卡銷售外，本集團之信貸期一般為一個月，而重大客戶則會延長至三個月。每位客戶均設有最高信貸限額。本集團並無就其應收貿易賬款結餘持有任何抵押物或其他信貸保證。應收貿易賬款均不計息。

應收合約工程款項乃基於應收客戶進度款項收取。

租金收入乃根據相關租賃協議的條款收取，通常自發出發票起30日內收取。

放貸業務的利息收入乃根據貸款協議確認。

概無應收貿易賬款為已減值。於報告期末，應收貿易賬款按發票日期計算的賬齡分析如下：

	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within 1 month	28,807	3,962
1 to 2 months	85	1,299
2 to 3 months	846	1,288
Over 3 months	5,844	5,286
	35,582	11,835

22. TRADE RECEIVABLES (continued)

The aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Neither past due nor impaired	未逾期亦未減值	28,807	6,352
Less than 1 month past due	逾期少於一個月	85	1,291
1 to 2 months past due	逾期一至兩個月	846	719
Over 3 months past due	逾期超過三個月	5,844	3,473
		35,582	11,835

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

22. 應收貿易賬款 (續)

個別或共同被認為不出現減值之應收貿易賬款之賬齡分析如下：

未逾期亦未減值之應收款項與大量近期並無違約記錄之多樣化客戶有關。

逾期但未減值之應收款項與同本集團有良好往績記錄之若干獨立客戶有關。根據過往經驗，本公司董事認為無需就該等結餘作減值撥備，原因為信貸質素並無重大變動及該等結餘仍被認為可悉數收回。

23. AMOUNTS DUE FROM CONTRACT CUSTOMERS

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Construction contracts	建設合約		
Amounts due from contract customers	應收合約客戶款項	78,707	-

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Accumulated contract costs incurred plus recognised profits less recognised losses to date	所產生累計合約成本加已確認之溢利減現時已確認之虧損	212,815	-
Less: Accumulated progress billing received and receivable	減：累計已收及應收進度付款	(134,108)	-
		78,707	-

23. 應收合約客戶款項

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Prepayments	預付款項
Deposits and other receivables	按金及其他應收款項
Tax recoverable	可收回稅項

Included in "Deposits and other receivables" of the Group, approximately HK\$65,116,000 as at 31 December 2016 (31 December 2015: Nil) were unsecured, interest-bearing at monthly rate ranging from 1.7% to 3%, due from independent third parties and will be repaid within one year.

As at 31 December 2016, approximately HK\$60,330,000 (2015: HK\$116,771,000) was paid as trade deposit for trading goods of wine and liquor business and green food products.

Rental deposits and construction deposit for the warehouse amounting to HK\$6,969,000 (2015: HK\$4,264,000) and HK\$6,960,000 were paid for the warehouse logistic business for the year ended 31 December 2016 respectively.

Approximately HK\$17,535,000 (2015: HK\$62,000,000) were the progress payment for the investment targets. Retention money of contract work paid for construction business was approximately HK\$10,411,000 (2015: Nil).

The consideration for the disposal of Shenzhen Tronsin Illuminating Technique Ltd. ("SZTI") was not fully received as at 31 December 2016. HK\$39,085,000 was outstanding and was fully received on March 2017.

At the end of the reporting period, there was no provision for other receivables (2015: Nil).

Save as disclosed above, none of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

24. 預付款項、按金及其他應收款項

2016 HK\$'000 千港元	2015 HK\$'000 千港元
14,252	724
251,828	204,788
–	340
266,080	205,852

於二零一六年十二月三十一日，計入本集團「按金及其他應收款項」之約65,116,000港元乃無抵押、按介乎於1.7%至3%之月利率計息、應收獨立第三方款項及將於一年內償還。

於二零一六年十二月三十一日，約60,330,000港元（二零一五年：116,771,000港元）已支付作為買賣酒類業務貨品及綠色食品之貿易按金。

倉儲物流業務之租金按金及建造按金分別6,969,000港元（二零一五年：4,264,000港元）及6,960,000港元已於截至二零一六年十二月三十一日止年度支付。

約17,535,000港元（二零一五年：62,000,000港元）為投資目標作出之分階段付款。就建造業務已付之合約工程預留款約為10,411,000港元（二零一五年：無）

出售深圳市創先照明科技有限公司（「深圳創先照明」）之代價於二零一六年十二月三十一日尚未悉數收取。39,085,000港元未償還及於二零一七年三月悉數收取。

於報告期末，並無就其他應收款項作出撥備（二零一五年：無）。

除上述披露外，概無以上資產為逾期或已減值。上述結餘包括之金融資產乃與最近並無拖欠記錄之應收款項有關。

25. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

25. 現金及現金等值物及已抵押存款

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	62,539	363,300
Time deposits	定期存款	6,700	-
		69,239	363,000
Less: Pledged for bill payable	減：就應付票據抵押	(6,700)	-
		62,539	363,300
Cash and cash equivalents	現金及現金等值物	62,539	363,300

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to HK\$31,208,000 (2015: HK\$243,638,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between 1 day and 6 months depending on the immediate cash equivalents of the Group and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

26. DISCONTINUED OPERATIONS

On 26 March 2014, BAPP Ethanol Holdings Limited (the "BAPP"), a wholly-owned subsidiary of the Group, entered into the Agreement with an independent third party (the "Purchaser"), the BAPP has conditionally agreed to sell all 100% equity interest in the BAPP (Northwest) Limited held by the BAPP, which hold 100% equity interest of Ningxia West Bright New Resource Technology Company Limited at the consideration of RMB40 million (the "Disposal of BAPP"). All the conditions precedent to completion have been satisfied and completion took place on 15 June 2015. Details of the completion of the disposal could be referred to the announcement published on the same date.

於報告期末，本集團按人民幣計值的現金及銀行結餘為31,208,000港元（二零一五年：243,638,000港元）。然而，根據中國大陸的外匯管制條例及外匯條例的結匯、售匯及付匯管理，人民幣不可自由兌換為其他貨幣，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率之浮動利率賺取利息。短期定期存款按1天至6個月期間作出（視乎本集團即時現金等值物而定），並按各自短期定期存款利率賺取利息。銀行結餘及已抵押存款乃存放於近期並無違約記錄之有信譽之銀行。

26. 終止經營業務

於二零一四年三月二十六日，本集團之全資附屬公司BAPP Ethanol Holdings Limited（「BAPP」）與一名獨立第三方（「買方」）訂立協議，BAPP已有條件同意出售BAPP所持有之BAPP (Northwest) Limited（其持有寧夏西部光彩新能源高新技術有限公司之100%股權）之全部100%股權，代價為人民幣40,000,000元（「BAPP出售事項」）。完成之所有先決條件已獲達成及完成已於二零一五年六月十五日生效。有關完成出售之詳情可參考於同日刊發之公佈。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

26. DISCONTINUED OPERATIONS (continued)

The results of the discontinued operations for the year are presented below:

		2015 HK\$'000 千港元
Revenue	收入	256
Expenses	開支	(361)
Finance costs	融資成本	—
Loss before tax from the discontinued operations	終止經營業務之除稅前虧損	(105)
Income tax	所得稅	—
Loss for the year from the discontinued operations	終止經營業務之年度虧損	(105)
Add: Gain on disposal of discontinued operations	加：出售終止經營業務之收益	56,856
Profit from discontinued operations, net of tax	終止經營業務之溢利（除稅後）	56,751

27. TRADE PAYABLES

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

26. 終止經營業務（續）

本年度已終止經營業務之業績呈列如下：

27. 應付貿易賬款

於報告期末之應付貿易賬款按發票日期計算的賬齡分析如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within 1 month	一個月內	112,652	2,016
1 to 2 months	一至兩個月	1,117	546
2 to 3 months	兩至三個月	—	83
Over 3 months	超過三個月	6,247	3,063
		120,016	5,708

27. TRADE PAYABLES (continued)

The trade payables are non-interest-bearing and are normally settled on 30-day terms (2015: 30-day terms).

As at 31 December 2016, bills payable of approximately HK\$6,700,000 (2015: Nil) were secured by the pledged deposits of the Group.

All the trade payables are denominated in Renminbi.

28. OTHER PAYABLES AND ACCRUALS

Other payables 其他應付款項
Accruals 應計費用

Other payables are non-interest-bearing and have an average term of three months.

Included in other payable, there are HK\$21,631,000 (2015: HK\$30,920,000) trade deposits received from customers for the sales of green food products, HK\$48,091,000 (2015: HK\$7,200,000) rental deposits received from the tenants of logistic warehouse and office in PRC, HK\$17,344,000 related to leasehold improvement payable from office in PRC and HK\$33,579,000 subscription shares amount from subscriber.

27. 應付貿易賬款 (續)

應付貿易賬款為免息，一般按30日期限（二零一五年：30日期限）結算。

於二零一六年十二月三十一日，應付票據約6,700,000港元（二零一五年：無）以本集團之已抵押存款作擔保。

所有應付貿易賬款均以人民幣計值。

28. 其他應付款項及應計費用

	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Other payables	143,766	53,880
Accruals	5,349	3,620
	149,115	57,500

其他應付款項為免息且平均期限為三個月。

計入其他應付款項的金額中，21,631,000港元（二零一五年：30,920,000港元）為就銷售綠色食品自客戶收取的貿易按金、48,091,000港元（二零一五年：7,200,000港元）為自中國物流倉儲及辦公室租戶收取的租賃按金、17,344,000港元與中國辦公室租賃物業裝修應付款項有關及33,579,000港元為來自認購方之認購股份金額。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

29. INTEREST-BEARING BANK AND OTHER BORROWINGS

29. 計息銀行及其他借貸

		2016			2015		
		Effective interest rate 實際利率 (%)	Maturity 到期日	HK\$'000 千港元	Effective interest rate 實際利率 (%)	Maturity 到期日	HK\$'000 千港元
Current	即期						
Bank loans – secured (a)	銀行貸款 – 已抵押(a)	7.98	2017 二零一七年 On demand 按要求	43,997	5.14-9.06	2016 二零一六年 On demand 按要求	67,444
Other loans – unsecured (b)	其他貸款 – 無抵押(b)	4.09		39,840	4.97		38,199
				83,837			105,643

Notes:

附註：

- (a) As at 31 December 2016, the Group's bank loans of continuing operations amounting to HK\$43,997,000 (2015: HK\$67,444,000) is secured by properties held by a related party of the Group and guaranteed by directors of the Group.
- (b) The unsecured loans were borrowed from Beidahuang Marketing Co. Ltd., the non-controlling shareholder of a group company. The purpose for the loans were for purchasing staple food and liquor wine.
- (c) The Group's bank and other borrowings are all denominated in Renminbi.

- (a) 於二零一六年十二月三十一日，本集團持續經營業務之銀行貸款為43,997,000港元（二零一五年：67,444,000港元）乃以本集團一名關連方持有之物業作抵押及由本集團董事擔保。
- (b) 無抵押貸款乃借自集團公司非控股股東北大荒營銷股份有限公司。該貸款乃用作採購主食及酒類產品用途。
- (c) 本集團的銀行及其他借貸全部以人民幣計值。

30. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

30. 遞延稅項負債

年內遞延稅項負債之變動如下：

		Revaluation of investment property	Revaluation of financial assets at fair value through profit or loss	Fair value adjustments arising from acquisition of subsidiaries	Accumulated losses recognized	Total
		重估 投資物業	重估透過損益 按公平值列賬 的金融資產	收購 附屬公司 產生的 公平值調整	已確認 累計虧損	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元
Deferred tax liabilities at 1 January 2015	於二零一五年一月一日之 遞延稅項負債	-	-	89	-	89
Deferred tax charged/(credited) to the consolidated statement of profit or loss and other comprehensive income during the year (note 10)	年內扣除/(計入)綜合 損益及其他全面收入 報表之遞延稅項 (附註10)	13,325	9,019	(16)	-	22,328
Exchange realignment	匯兌調整	(548)	(371)	(3)	-	(922)
Deferred tax liabilities 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之 遞延稅項負債	12,777	8,648	70	-	21,495
Deferred tax charged/(credited) to the consolidated statement of profit or loss and other comprehensive income during the year (note 10)	年內扣除/(計入)綜合 損益及其他全面收入 報表之遞延稅項 (附註10)	3,868	(5,244)	(15)	-	(1,391)
Recognized losses	已確認虧損	-	-	-	(6,937)	(6,937)
Acquisition of subsidiaries	收購附屬公司	-	-	29,956	-	29,956
Exchange realignment	匯兌調整	(998)	(324)	(3)	311	(1,014)
Deferred tax liabilities at 31 December 2016	於二零一六年 十二月三十一日之 遞延稅項負債	15,647	3,080	30,008	(6,626)	42,109

The Group has tax losses arising in Mainland China of HK\$8,247,000 (2015: HK\$49,809,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

本集團有中國大陸產生之稅項虧損8,247,000港元(二零一五年: 49,809,000港元), 所產生之虧損可於一至五年內用作抵免未來應課稅溢利。概無就該等虧損確認遞延稅項資產, 原因是有關虧損乃來自於已虧損一段時間之附屬公司, 其未來並無足夠應課稅溢利可用作抵免稅項虧損。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

31. SHARE CAPITAL Shares

31. 股本 股份

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Authorised:	法定：		
8,000,000,000	8,000,000,000股（二零一五年：		
(2015: 8,000,000,000)	8,000,000,000股）		
ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股	800,000	800,000
Issued and fully paid:	已發行及繳足股款：		
4,671,601,752	4,671,601,752股（二零一五年：		
(2015: 2,336,644,876)	2,336,644,876股）		
ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股	467,160	233,664

During 2016, the movements in share capital were as follows:

於二零一六年，股本變動如下：

- (a) 11,000,000 share options were exercised at the exercise price HK\$0.377 per share, resulting in the issue of 11,000,000 shares of HK\$0.1 each for a total cash consideration, before expenses, of HK\$4,147,000.
- (a) 11,000,000份購股權已按每股0.377港元之行使價獲行使，導致發行11,000,000股每股面值0.1港元之股份，總現金代價（扣除開支前）為4,147,000港元。
- (b) References are made to the circular dated 4 December 2015 and the announcement of the Company dated 22 December 2015 in relation to the poll results of the extraordinary general meeting of the Company, the Bonus Issue was made on the basis of one Bonus Share for every one existing Share held by the Qualifying Shareholders on 5 January 2016. As at 5 January 2016, the Company had a total of 2,336,644,876 Shares in issue and therefore, an aggregate of 2,336,644,876 Bonus Shares were issued by the Company under the Bonus Issue on 7 January 2016. An amount of HK\$233,664,487 was transferred from the share premium account to the share capital account upon the issue of shares by bonus issue.
- (b) 茲提述本公司日期為二零一五年十二月四日之通函及日期為二零一五年十二月二十二日之公佈，內容有關本公司股東特別大會之投票結果及按合資格股東於二零一六年一月五日每持有一股現有股份獲發一股紅股之基準作出之紅股發行。於二零一六年一月五日，本公司有合共2,336,644,876股已發行股份，因此，本公司於二零一六年一月七日根據紅股發行發行合共2,336,644,876股紅股。於根據紅股發行發行股份後，233,664,487港元款項自股份溢價賬轉撥至股本賬。
- (c) On 8 March 2016, the Company cancelled 7,488,000 shares in respect of shares repurchased on 7 January 2016, 14 January 2016, 28 January 2016, 29 January 2016, 16 February 2016 and 19 February 2016.
- (c) 於二零一六年三月八日，本公司就於二零一六年一月七日、二零一六年一月十四日、二零一六年一月二十八日、二零一六年一月二十九日、二零一六年二月十六日及二零一六年二月十九日購回之股份註銷7,488,000股股份。

31. SHARE CAPITAL (continued)

On 27 June 2016, the Company cancelled 5,200,000 shares in respect of shares repurchased on 31 March 2016, 10 May 2016 and 11 May 2016.

During the year, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

31. 股本(續)

於二零一六年六月二十七日，本公司就於二零一六年三月三十一日、二零一六年五月十日及二零一六年五月十一日購回之股份註銷5,200,000股股份。

於年內，本公司於香港聯合交易所有限公司購回之其本身普通股如下：

Month	月份	Total number of shares repurchased 購回股份總數	Purchase price per share 每股購買價		Aggregate consideration 總代價
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
January 2016	二零一六年一月	5,000,000	0.590	0.445	2,431,182
February 2016	二零一六年二月	2,488,000	0.490	0.485	1,217,840
March 2016	二零一六年三月	1,000,000	0.465	0.460	463,240
May 2016	二零一六年五月	4,200,000	0.420	0.405	1,748,160
December 2016	二零一六年十二月	2,832,000	0.440	0.420	1,213,840
Total	總計	15,520,000			7,074,262

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

31. SHARE CAPITAL (continued)

A summary of the transactions during the year and last year with reference to the above movements in the Company's issued share capital is as follows:

		Number of shares in issue 發行股份數目	Issued capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	1,626,694,876	162,669	920,424	1,083,093
Subscription shares allotted and issued	配發及發行認購股份	339,800,000	33,980	372,709	406,689
Conversion of convertible bonds	兌換可換股債券	128,000,000	12,800	88,943	101,743
Share options exercised	已行使的購股權	62,150,000	6,215	55,480	61,695
Warrants exercised	已行使的認股權證	180,000,000	18,000	109,800	127,800
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	2,336,644,876	233,664	1,547,356	1,781,020
Issue of shares by bonus issue	透過紅股發行而發行股份	2,336,644,876	233,664	(233,664)	-
Repurchase of shares	購回股份	(12,688,000)	(1,268)	(4,591)	(5,859)
Exercise of share option	行使購股權	11,000,000	1,100	3,047	4,147
At 31 December 2016	於二零一六年 十二月三十一日	4,671,601,752	467,160	1,312,148	1,779,308

31. 股本(續)

經參照本公司已發行股本的以上變動，年內及去年的交易概要如下：

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 32 to the financial statements.

購股權

本公司購股權計劃及計劃項下之已發行的購股權詳情載列於財務報表附註32。

32. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, the Company's shareholders, and any non-controlling shareholder in the Company's subsidiaries. The Scheme became effective on 23 May 2007 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

32. 購股權計劃

本公司設立購股權計劃（「計劃」），旨在提供獎勵及報酬予對本集團營運成就作出貢獻的合資格參與者。計劃的合資格參與者包括本公司的董事（包括獨立非執行董事）、本集團其他僱員、本集團貨品或服務供應商、本集團客戶、本公司股東及本公司附屬公司任何非控股股東。計劃於二零零七年五月二十三日起生效，除非另有取消或修訂，否則將自該日起有效10年。

現時獲准根據計劃授出的未行使購股權最高數目為於行使後相當於本公司任何時候已發行股份的10%。於任何12個月期間向計劃各合資格參與者根據購股權可發行的股份最高數目限於本公司該期間任何時候已發行股份的1%。額外授出超過此限額的購股權須經股東於股東大會上批准。

向本公司董事、行政總裁或主要股東或彼等的任何聯繫人授出購股權須經獨立非執行董事事先批准。此外，向本公司主要股東或獨立非執行董事或彼等的任何聯繫人授出的購股權於任何12個月期間超過本公司任何時候已發行股份0.1%或總值（根據於授出日期本公司股份價格計算）超過5,000,000港元，須經股東於股東大會上事先批准。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

32. SHARE OPTION SCHEME (continued)

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period and ends on a date which is not later than 1 to 3 years from the date of offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer, and (iii) the nominal value of the Company's shares on the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the year:

		2016		2015	
		Weighted Average exercise price per share 加權平均每股行使價 HK\$ 港元	Number of options 購股權數目 '000 千股	Weighted average exercise price per share 加權平均每股行使價 HK\$ 港元	Number of options 購股權數目 '000 千股
At 1 January	於一月一日	1.911	217,730	0.754	90,200
Adjustment during the year	年內調整	-	217,730	-	-
Granted during the year	年內授出	0.436	210,000	2.060	192,930
Exercised during the year	年內行使	0.754	(11,000)	0.754	(62,150)
Lapsed during the year	年內失效	1.030	(250,000)	0.807	(3,250)
At 31 December	於十二月三十一日	0.640	384,460	1.911	217,730

The weighted average closing price of the Company's shares immediately before the dates on which the share options were exercised during the year was HK\$0.39 (2015: HK\$3.54) per share.

32. 購股權計劃 (續)

承授人總共支付1港元象徵式代價後，可於提呈日期起計21日內接受授出購股權的提呈。授出購股權的行使期由董事釐定，於歸屬期後開始，結束日期不遲於提呈購股權日期或計劃到期日（以較早者為準）起計1至3年。

購股權的行使價由董事釐定，但不可低於以下較高者：(i)本公司股份於提呈購股權日期的聯交所收市價；(ii)本公司股份於緊接提呈日期前五個交易日的聯交所平均收市價；及(iii)本公司股份於提呈日期的面值。

購股權並無賦予持有人收取股息或於股東大會上投票的權利。

於年內，下列計劃項下購股權尚未行使：

年內緊接行使購股權日期前本公司股份的加權平均收市價為每股0.39港元（二零一五年：3.54港元）。

32. SHARE OPTION SCHEME (continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2016 Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	二零一六年	Exercise period 行使期
'000 千股			
38,600	0.377		23-07-2015 to 22-07-2017 23-07-2015至22-07-2017
24,600	1.03		24-07-2015 to 23-07-2018 24-07-2015至23-07-2018
77,295	1.03		24-07-2016 to 23-07-2018 24-07-2016至23-07-2018
33,965	1.03		24-07-2017 to 23-07-2018 24-07-2017至23-07-2018
63,000	0.436		01-07-2017 to 13-10-2019 01-07-2017至13-10-2019
63,000	0.436		14-10-2017 to 13-10-2019 14-10-2017至13-10-2019
84,000	0.436		14-10-2018 to 13-10-2019 14-10-2018至13-10-2019
384,460			

2015 Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	二零一五年	Exercise period 行使期
'000 千股			
5,500	0.754		23-07-2014 to 22-07-2016 23-07-2014至22-07-2016
19,300	0.754		23-07-2015 to 22-07-2017 23-07-2015至22-07-2017
12,300	2.060		24-07-2015 to 23-07-2018 24-07-2015至23-07-2018
132,398	2.060		24-07-2016 to 23-07-2018 24-07-2016至23-07-2018
48,232	2.060		24-07-2017 to 23-07-2018 24-07-2017至23-07-2018
217,730			

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

* 在供股或紅股發行或本公司股本其他類似變動的情況下，購股權的行使價須作出調整。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

32. SHARE OPTION SCHEME (continued)

The fair value of the share options granted during the year was HK\$34,476,000 (range from HK\$0.16 to HK\$0.17 each) (2015: HK\$162,900,000 (range from HK\$0.83 to HK\$0.89 each)). The Group recognised a share option expense of HK\$27,851,000 during the year ended 31 December 2016 (2015: HK\$80,287,000).

The fair value of equity-settled share options granted during the year was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Dividend yield (%)	股息收益(%)
Expected volatility (%)	預期波幅(%)
Historical volatility (%)	歷史波幅(%)
Risk-free interest rate (%)	無風險利率(%)
Expected life of options (years)	購股權預期年期(年)
Weighted average share price (HK\$ per share)	加權平均股價(每股港元)

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

32. 購股權計劃(續)

年內授出購股權的公平值為34,476,000港元(介於每股0.16港元至0.17港元)(二零一五年:162,900,000港元(介於每股0.83港元至0.89港元))。本集團於截至二零一六年十二月三十一日止年度確認購股權開支27,851,000港元(二零一五年:80,287,000港元)。

於本年度授出股權結算購股權公平值於授出日期採用二項式模式作出估計,經考慮購股權授出的條款及條件。下表載列所用模式的數據資料:

2016 Grant date 授出日期 14-10-2016	2015 Grant date 授出日期 24-7-2015
–	–
58	71
58	71
0.58	0.61
3	3
0.436	1.03

購股權的預期年期根據過往三年的歷史數據計算,不一定是行使模式的指標。預期波幅反映歷史波幅可指示未來趨勢的指標的假設,亦不一定是實際結果。

授出購股權概無其他特質被納入公平值的計算。

32. SHARE OPTION SCHEME (continued)

At the end of the reporting period, the Company had 384,460,000 (2015: 217,730,000) share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 384,460,000 (2015: 217,730,000) additional ordinary shares of the Company and additional share capital of HK\$38,446,000 (2015: HK\$21,773,000) and share premium of HK\$207,602,000 (2015: HK\$394,362,000) (before issue expenses).

At the date of approval of these financial statements, the Company had 384,460,000 share options outstanding under the Scheme, which represented approximately 8% of the Company's shares in issue as at that date.

33. ACQUISITION OF SUBSIDIARIES

- a) On 1 March 2016, Shenzhen Penda Rongtong Trading Limited, an indirect wholly-owned subsidiary of the Company entered into the First Share Transfer Agreement and the Second Share Transfer Agreement with the owner of SZTI and Fujian Fang Run Construction Group Company Limited ("FJFR") respectively. The Company has conditionally agreed to acquire from both of the vendors 51% equity interest in SZTI and FJFR at a consideration of RMB35 million and RMB50 million respectively.

The precedent conditions to the First and Second Transfer Agreements were fulfilled and the completion of the two agreements took place on 24 March 2016. By acquiring SZTI and FJFR, the Group will have opportunity to participate in construction projects. It is expected that the Group can derive revenue from the execution of contractual works and the provision of on-going maintenance services related to the construction projects.

32. 購股權計劃 (續)

於報告期末，本公司於計劃項下未行使的購股權為384,460,000份（二零一五年：217,730,000份）。在本公司現有資本結構下，悉數行使尚未行使購股權將導致本公司發行384,460,000股（二零一五年：217,730,000股）額外普通股、額外股本38,446,000港元（二零一五年：21,773,000港元）及股份溢價207,602,000港元（二零一五年：394,362,000港元）（未扣除發行開支）。

於該等財務報表批准日期，本公司根據計劃有384,460,000份購股權尚未行使，相當於本公司於該日之已發行股份約8%。

33. 收購一間附屬公司

- a) 於二零一六年三月一日，深圳市鵬達融通商貿有限公司（為本公司之間接全資附屬公司）分別與深圳創先照明及福建省方潤建設集團有限公司（「福建方潤」）之擁有人訂立第一份股權轉讓協議及第二份股權轉讓協議。本公司已有條件同意自賣方收購其於深圳創先照明及福建方潤之51%股權，代價分別為人民幣35,000,000元及人民幣50,000,000元。

第一份及第二份股權轉讓協議之先決條件已獲達成及該兩份協議於二零一六年三月二十四日完成。通過收購深圳創先照明及福建方潤，本集團將有機會參與建築工程。預期本集團可自執行合約工程及提供有關該等建築項目之持續維護服務產生收益。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

33. ACQUISITION OF SUBSIDIARIES (continued)

a) (continued)

The fair value of the identifiable assets and liabilities of SZTI and FJFR at the date of acquisition were as follows:

Property, plant and equipment	物業、廠房及設備	281	3,696	3,977
Inventories	存貨	225	23,967	24,192
Trade receivables	應收貿易賬款	2,950	-	2,950
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	1,924	24,784	26,708
Cash and cash equivalents	現金及現金等值物	98	36	134
Other payables and accruals	其他應付款項及應計費用	(10,339)	(24,713)	(35,052)
Total identifiable net (liabilities)/assets	可識別(負債)/資產淨值總額	(4,861)	27,770	22,909
Less: Non-controlling interest upon acquisition	減: 於收購時非控股權益	(2,382)	13,607	11,225
Total identifiable net (liabilities)/assets subject to acquisition	收購後可識別(負債)/資產淨值總額	(2,479)	14,163	11,684
Goodwill on acquisition	收購時之商譽	43,342	44,212	87,554
Satisfied by cash consideration	以現金代價支付	40,863	58,375	99,238

The fair values and gross contractual amount of trade receivables and other receivables of SZTI as at the date of acquisition amounted to HK\$2,950,000 and HK\$1,917,000 respectively.

The fair values and gross contractual amount of other receivables of FJFR as at the date of acquisition amounted to HK\$24,744,000.

No trade receivables and other receivables were expected to be uncollectible.

33. 收購一間附屬公司(續)

a) (續)

深圳創先照明及福建方潤於收購日期之可識別資產及負債之公平值如下:

	2016		Total 總計
	SZTI 深圳 創先照明 HK\$'000 千港元	FJFR 福建方潤 HK\$'000 千港元	
Property, plant and equipment	281	3,696	3,977
Inventories	225	23,967	24,192
Trade receivables	2,950	-	2,950
Prepayment, deposits and other receivables	1,924	24,784	26,708
Cash and cash equivalents	98	36	134
Other payables and accruals	(10,339)	(24,713)	(35,052)
Total identifiable net (liabilities)/assets	(4,861)	27,770	22,909
Less: Non-controlling interest upon acquisition	(2,382)	13,607	11,225
Total identifiable net (liabilities)/assets subject to acquisition	(2,479)	14,163	11,684
Goodwill on acquisition	43,342	44,212	87,554
Satisfied by cash consideration	40,863	58,375	99,238

深圳創先照明於收購日期之應收貿易賬款及其他應收款項之公平值及總合約金額分別為2,950,000港元及1,917,000港元。

福建方潤於收購日期之其他應收款項之公平值及總合約金額為24,744,000港元。預計並無應收貿易賬款及其他應收款項不可收回。

預期並無應收貿易賬款及其他應收款項為不可收回。

33. ACQUISITION OF SUBSIDIARIES (continued)

a) (continued)

The non-controlling interests recognised at the acquisition date was measured by reference to the non-controlling interests proportionate share of the recognised amounts of acquiree's identifiable net assets.

The goodwill arising from the acquisition of SZTI and FJFR is attributable to the future growth and profitability in relation to the construction business. None of the goodwill is expected to be deductible for income tax purposes.

As analysis of the cash flows in respect of the acquisitions of SZTI and FJFR are as follows:

		2016		
		SZTI	FJFR	Total
		深圳	福建方潤	總計
		創先照明	福建方潤	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cash consideration	現金代價	40,863	58,375	99,238
Cash and bank balance acquired	收購之現金及銀行結餘	(98)	(36)	(134)
Net outflow of cash and cash equivalents included in cash flows used in investing activities	計入投資活動所用現金流量之現金及現金等值物之淨流出	40,765	58,339	99,104

b) On 15 August 2016, 深圳市貝斯羅商貿有限公司, an indirect wholly-owned subsidiary of the Company entered into a share transfer agreement with the owner of 中山市民眾水鄉游有限公司 ("ZSMZ") to acquire 70% equity interest of ZSMZ at a consideration of RMB46 million. ZSMZ held trademarks of 嶺南水鄉 and is principally engaged in tourism business. The acquisition was completed on 31 August 2016. The management considers that the acquisition enables the Group to diversity its business into tourism business and broaden revenue sources of the Group.

33. 收購一間附屬公司 (續)

a) (續)

於收購日期確認之非控股權益乃參照非控股權益於被收購方可識別資產淨值之已確認金額之比例份額計量。

收購深圳創先照明及福建方潤產生之商譽乃歸因於有關建築業務之未來增長及盈利能力。預計並無商譽可自所得稅開支扣減。

深圳創先照明及福建方潤之收購之現金流量分析如下：

		2016		
		SZTI	FJFR	Total
		深圳	福建方潤	總計
		創先照明	福建方潤	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cash consideration	現金代價	40,863	58,375	99,238
Cash and bank balance acquired	收購之現金及銀行結餘	(98)	(36)	(134)
Net outflow of cash and cash equivalents included in cash flows used in investing activities	計入投資活動所用現金流量之現金及現金等值物之淨流出	40,765	58,339	99,104

b) 於二零一六年八月十五日，深圳市貝斯羅商貿有限公司（本公司之間接全資附屬公司）與中山市民眾水鄉游有限公司（「中山民眾」）之擁有人訂立股份轉讓協議以收購中山民眾70%股權，代價為人民幣46,000,000元。中山民眾持有嶺南水鄉商標及主要從事旅遊業務。收購已於二零一六年八月三十一日完成。管理層認為，收購可令本集團多元化發展其業務至旅遊業務並擴闊本集團之收入來源。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

33. ACQUISITION OF SUBSIDIARIES (continued)

b) (continued)

The fair value of the identifiable assets and liabilities of ZSMZ as the date of acquisition were as follows:

		2016 ZSMZ 中山民眾 HK\$'000 千港元
Intangible assets – trademark	無形資產－商標	83,993
Cash and cash equivalents	現金及現金等值物	1
Deferred tax	遞延稅項	(16,798)
Other payables and accruals	其他應付款項及應計費用	(593)
Total identifiable net assets	可識別資產淨值總額	66,603
Less: Non-controlling interest upon acquisition	減：於收購時非控股權益	15,370
Satisfied by cash consideration	以現金代價支付	51,233
The non-controlling interests recognised at the acquisition date were measured by fair value of the acquiree's identifiable net assets.	於收購日期確認之非控股權益按被收購方之可識別資產淨值之公平值確認。	
As analysis of the cash flows in respect of the acquisition of ZSMZ is as follows:	收購中山民眾之現金流量分析如下：	
Cash consideration	現金代價	51,233
Cash and bank balance acquired	收購之現金及銀行結餘	(1)
Net outflow of cash and cash equivalents included in cash flows used in investing activities	計入投資活動所用現金流量之現金及現金等值物之淨流出	51,232

33. 收購一間附屬公司（續）

b) （續）

中山民眾於收購日期之可識別資產及負債之公平值如下：

33. ACQUISITION OF SUBSIDIARIES (continued)

- c) On 1 October 2016, 深圳碧暢貿易有限公司, an indirect wholly-owned subsidiary of the Company entered into a share transfer agreement with the owner of 深圳市臻和投資發展有限公司 (“SZZH”) to acquire 100% equity interest of SZZH at a consideration of RMB48 million. SZZH held 55% each of 3 Beijing subsidiaries which are 北京創展谷德勝投資管理有限公司, 北京創展谷望新投資管理有限公司 and 北京木棉上元投資管理有限公司. The principal activities of SZZH group is renting of office premises and facilities. The acquisition was completed on 31 October 2016.

The management considers that the acquisition enables the Group to strengthen its rental business segment and generate a stable and recurrent rental income.

33. 收購一間附屬公司 (續)

- c) 於二零一六年十月一日, 深圳碧暢貿易有限公司 (本公司之間接全資附屬公司) 與深圳市臻和投資發展有限公司 (「深圳臻和」) 之擁有人訂立股份轉讓協議以收購深圳臻和100%股權, 代價為人民幣48,000,000元。深圳臻和持有三間北京附屬公司 (即北京創展谷德勝投資管理有限公司、北京創展谷望新投資管理有限公司及北京木棉上元投資管理有限公司) 各自55%權益。深圳臻和集團之主要業務為租賃辦公物業及設施。收購已於二零一六年十月三十一日完成。

管理層認為, 收購可令本集團增強其租賃業務分類及帶來穩定及經常性租金收入。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

33. ACQUISITION OF SUBSIDIARIES (continued)

c) (continued)

The fair value of the identifiable assets and liabilities of SZZH group as the date of acquisition were as follows:

33. 收購一間附屬公司(續)

c) (續)

深圳臻和集團於收購日期之可識別資產及負債之公平值如下：

		2016 SZZH 深圳臻和 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	382
Intangible assets – contract	無形資產—合約	52,631
Trade receivables	應收貿易賬款	22,469
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	37,369
Cash and cash equivalents	現金及現金等值物	777
Trade payables	應付貿易賬款	(2)
Deferred tax	遞延稅項	(13,158)
Other payables and accruals	其他應付款項及應計費用	(69,564)
Total identifiable net assets	可識別資產淨值總額	30,904
Less: Non-controlling interest upon acquisition	減：於收購時非控股權益	20,018
Total identifiable net assets subject to acquisition	收購後可識別資產淨值總額	10,886
Goodwill on acquisition	收購時之商譽	42,716
Satisfied by cash consideration	以現金代價支付	53,602

33. ACQUISITION OF SUBSIDIARIES (continued)

c) (continued)

The fair values and gross contractual amount of trade receivables and other receivables of SZZH as at the date of acquisition amounted to HK\$22,469,000 and HK\$35,961,000 respectively.

The non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interests proportionate share of the recognised amounts of acquiree's identifiable net assets.

The goodwill arising from the acquisition of SZZH is attributable to the future growth and profitability of the rental business. None of the goodwill is expected to be deductible for income tax purposes.

As analysis of the cash flows in respect of the acquisition of SZZH is as follows:

33. 收購一間附屬公司 (續)

c) (續)

深圳臻和於收購日期之應收貿易賬款及其他應收款項之公平值及總合約金額分別為22,469,000港元及35,961,000港元。

於收購日期確認之非控股權益乃參照非控股權益於被收購方可識別資產淨值之已確認金額之比例份額計量。

收購深圳臻和產生之商譽乃歸因於租憑業務之未來增長及盈利能力。預期就所得稅而言並無商譽可扣稅。

收購深圳臻和之現金流量分析如下：

		2016
		SZZH
		深圳臻和
		HK\$'000
		千港元
Cash consideration	現金代價	53,602
Cash and bank balance acquired	收購之現金及銀行結餘	(777)
Net outflow of cash and cash equivalents included in cash flows used in investing activities	計入投資活動所用現金流量之現金及現金等值物之淨流出	52,825

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

33. ACQUISITION OF SUBSIDIARIES (continued)

c) (continued)

The transaction costs of the acquisitions have been excluded from the consideration transferred and included in "administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

On 25 August 2014, Shenzhen Meiming Wenshi Trading Limited ("SZMM"), a wholly-owned subsidiary of the Company, entered into a share transfer agreement with independent third parties whereby the Company has agreed to acquire 50% equity interest in Shenzhen Beidahuang Green Food Distribution Limited ("SZBDH") from the vendors at an aggregate consideration of RMB2.5 million. The transaction was completed on 4 March 2015 and after that day, SZBDH became a subsidiary of the Group.

SZBDH is principally engaged in the wholesaling and retailing of staple food, cooking oil, alcohol and beverage, frozen and fresh food manufactured by Heilongjiang Beidahuang Agribusiness Group Corporation.

33. 收購一間附屬公司(續)

c) (續)

收購之交易成本乃自所轉讓代價中扣除並計入綜合損益及其他全面收益表中「行政開支」內。

於二零一四年八月二十五日，深圳市美名問世商貿有限公司（「深圳美名」，本公司之全資附屬公司）與獨立第三方訂立股份轉讓協議，據此，本公司同意向賣方收購深圳北大荒綠色食品配送有限公司（「深圳北大荒」）之50%股權，總代價為人民幣2,500,000元。交易已於二零一五年三月四日完成及於該日後，深圳北大荒成為本集團之附屬公司。

深圳北大荒主要從事批發及零售黑龍江北大荒農墾集團總公司生產之主食品、食用油、酒類及飲料、冷藏及新鮮食品。

33. ACQUISITION OF SUBSIDIARIES (continued)

c) (continued)

The fair value of the identifiable assets and liabilities of SZBDH as at date of acquisition were as follows:

		2015 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	38
Inventories	存貨	937
Trade and bills receivable	應收貿易賬款及票據	275
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	10,955
Cash and cash equivalents	現金及現金等值物	688
Trade and bills payable	應付貿易賬款及票據	(38)
Other payables and accruals	其他應付款項及應計費用	(13,244)
Total identifiable net liabilities	可識別淨負債總額	(389)
Add: Non-controlling interest upon acquisition	加：於收購時非控股權益	194
Total identifiable net liabilities subject to acquisition	收購後可識別淨負債總額	(195)
Goodwill on acquisition	收購時之商譽	3,322
Satisfied by cash consideration	以現金代價支付	3,127

An analysis of the cash flows in respect of the acquisitions of SZBDH is as follows:

深圳北大荒於收購日期之可識別資產及負債之公平值如下：

深圳北大荒之收購之現金流量分析如下：

		2015 HK\$'000 千港元
Cash consideration	現金代價	3,127
Cash and bank balances acquired	收購之現金及銀行結餘	(688)
Net outflow of cash and cash equivalents included in cash flows used in investing activities	計入投資活動所用現金流量之現金及現金等值物之淨流出	2,439

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

33. ACQUISITION OF SUBSIDIARIES (continued)

Impact of acquisition on the results of the Group

SZTI and FJFR

SZTI contributed turnover of approximately HK\$9,185,000 and net loss of approximately of HK\$342,000 respectively to the Group for the period from the acquisition date to the disposal date.

If the acquisition had been completed on 1 January 2016, SZTI would have contributed turnover of approximately HK\$9,185,000 and net loss of approximately HK\$2,511,000 to the Group for the year ended 31 December 2016.

FJFR contributed turnover of approximately HK\$222,782,000 and net loss of approximately of HK\$586,000 respectively to the Group for the period from the acquisition date to 31 December 2016.

If the acquisition had been completed on 1 January 2016, FJFR would have contributed turnover of approximately HK\$226,824,000 and net loss of approximately HK\$2,362,000 to the Group for the year ended 31 December 2016.

SZZH

SZZH contributed turnover of approximately HK\$15,911,000 and net profit of approximately HK\$6,259,000 to the Group for the period from the acquisition date to 31 December 2016.

If the acquisition had been completed on 1 January 2016, SZZH would have contributed turnover of approximately HK\$75,254,000 and net loss of approximately HK\$29,105,000 to the Group for the year ended 31 December 2016. Loss of SZZH before acquisition mainly because not all the office premises were rented out but SZZH still had to pay rent to the landlord.

33. 收購一間附屬公司(續)

收購對本集團業績之影響

深圳創先照明及福建方潤

自收購日期至出售日期止期間，深圳創先照明為本集團分別貢獻營業額約9,185,000港元及淨虧損約342,000港元。

倘收購已於二零一六年一月一日完成，深圳創先照明於截至二零一六年十二月三十一日止年度則將為本集團貢獻營業額約9,185,000港元及淨虧損約2,511,000港元。

自收購日期至二零一六年十二月三十一日止期間，福建方潤為本集團分別貢獻營業額約222,782,000港元及淨虧損約586,000港元。

倘收購已於二零一六年一月一日完成，福建方潤於截至二零一六年十二月三十一日止年度則將為本集團貢獻營業額約226,824,000港元及淨虧損約2,362,000港元。

深圳臻和

自收購日期至二零一六年十二月三十一日止期間，深圳臻和為本集團分別貢獻營業額約15,911,000港元及純利約6,259,000港元。

倘收購已於二零一六年一月一日完成，深圳臻和於截至二零一六年十二月三十一日止年度則將為本集團貢獻營業額約75,254,000港元及淨虧損約29,105,000港元。於收購前深圳臻和之虧損主要是由於並非所有辦公物業均租出而深圳臻和仍須向業主支付租金。

33. ACQUISITION OF SUBSIDIARIES (continued)
Impact of acquisition on the results of the Group (continued)

SZZH (continued)

The unaudited pro-forma financial information set out above is for illustrative purpose only on the effect of the acquisition of SZTI, FJFR and SZZH having been completed at the beginning of the year ended 31 December 2016. The unaudited pro-forma financial information set out above is not necessarily an indication of turnover and results of the continuing operations of the Group nor is it intended to be a projection of future results.

SZBDH

Goodwill arose in the acquisition of SZBDH because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled work force of SZBDH. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on the acquisitions is expected to be deductible for tax purposes.

Included in the profit for the year is HK\$922,000 attributable to the additional business generated by SZBDH. Revenue for the year includes HK\$566 million generated by SZBDH.

Had this business combination been effected at 1 January 2015, the revenue of the Group from continuing operations would have been HK\$860 million, and the profit for the year from continuing operations would have been HK\$15 million. The directors of the Group consider these 'pro-forma' numbers to represent an approximate measure of the performance of the combined group on an annualised basis and to provide a reference point for comparison in future periods.

Acquisition-related costs have been excluded from the consideration transferred and have been recognised as an expense in the period, within the "administration expense" line item in the consolidated statement of profit or loss and other comprehensive income.

33. 收購一間附屬公司 (續)
收購對本集團業績之影響 (續)

深圳臻和 (續)

上文所載未經審核備考財務資料乃僅供說明收購深圳創先照明、福建方潤及深圳臻和已於截至二零一六年十二月三十一日止年度開始時完成之影響。上文所載未經審核備考財務資料並不表示本集團持續經營業務之營業額及業績，亦非未來業績之預測。

深圳北大荒

由於合併成本包括控制權溢價，故收購深圳北大荒產生商譽。此外，已付合併代價實際上包括有關預期協同效益、收益增長、未來市場發展及深圳北大荒既有團隊的利益金額。該等利益不會與商譽分開確認，乃由於該等利益並不符合可識別無形資產的確認標準。

預期收購不會產生任何可扣稅商譽。

年內溢利包括深圳北大荒產生額外業務應佔的922,000港元。年內收益包括深圳北大荒產生的566,000,000港元。

倘此業務合併於二零一五年一月一日生效，本集團自持續經營業務產生的收益將為860,000,000港元，而持續經營業務產生的年內溢利將為15,000,000港元。本集團董事認為，該等「備考」數字為合併組別按年化基準計量的概約表現，並可為未來期間提供比較的參考點。

收購相關成本已自轉讓代價中剔除，並已於綜合損益及其他全面收入報表的「行政開支」項下確認為期內開支。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

34. DISPOSAL OF SUBSIDIARIES

- (i) As disclosed in note 33, the Group acquired Shenzhen Tronsin Illuminating Technique Limited ("SZTI") during the year. However, due to the delay of construction projects, the management re-assessed the risk and return concerned, and taking into consideration of other better investment opportunities, the Group disposed the 51% equity interest of SZTI to independent third parties for a cash consideration of RMB35,000,000 in August 2016.

34. 出售附屬公司

- (i) 誠如附註33所披露，本集團於年內收購深圳市創先照明科技有限公司（「深圳創先照明」）。然而，由於建設項目延遲，管理層重新評估有關風險及回報並計及其他更優投資機會，本集團於二零一六年八月以現金代價人民幣35,000,000元向獨立第三方出售深圳創先照明之51%股權。

		2016 HK\$'000 千港元
Total consideration	總代價	39,085
Less: Net assets including in assets of disposed groups of:	減：下列各項之資產淨值 (計入出售組別之資產)：	
Property, plant and equipment	物業、廠房及設備	256
Goodwill	商譽	43,341
Inventories	存貨	215
Trade receivables	應收貿易賬款	2,822
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,625
Cash and cash equivalents	現金及現金等值物	94
Trade payables	應付貿易賬款	(56)
Other payables and accruals	其他應付款項及應計費用	(9,931)
		38,366
Add: Release of exchange difference upon disposal	加：於出售時撥回匯兌差額	116
Add: Non-controlling interests upon disposal	加：於出售時之非控股權益	(2,438)
Loss on disposal of the subsidiary	出售附屬公司之虧損	(1,603)

34. DISPOSAL OF SUBSIDIARIES (continued)

(i) (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal is as follows:

34. 出售附屬公司 (續)

(i) (續)

出售產生之現金及現金等值物流入淨額分析如下：

		2016 HK\$'000 千港元
Cash receivable	應收現金	39,085
Cash and cash equivalents disposed of	所出售之現金及現金等值物	(94)
Net outflow of cash and cash equivalents in respect of the disposal of the subsidiary	出售附屬公司產生之現金及現金等值物流出淨額	(94)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

34. DISPOSAL OF SUBSIDIARIES (continued)

- (ii) The Group disposed the entire issued capital held of BAPP (Northwest) Limited ("BAPP Northwest") to an independent third party for a cash consideration of RMB40,000,000. On 15 June 2015, BAPP completed the disposal of BAPP Northwest and the Group lost the control of BAPP Northwest and its wholly owned subsidiary Ningxia West Bright New Resource Technology Company Limited. The two disposed companies were the discontinued operations of the Group (Note 26).

34. 出售附屬公司(續)

- (ii) 本集團以現金代價人民幣40,000,000元向獨立第三方出售所持BAPP (Northwest) Limited (「BAPP Northwest」)全部已發行股本。於二零一五年六月十五日，BAPP完成出售BAPP Northwest，而本集團失去對BAPP Northwest及其全資附屬公司寧夏西部光彩新能源高新技術有限公司之控制權。此兩間已出售公司為本集團之終止經營業務(附註26)。

		2015 HK\$'000 千港元
Total consideration	總代價	49,659
Less: Net liabilities including in assets of disposed groups of:	減：下列各項之負債淨額 (計入出售組別之資產)：	
Property, plant and equipment	物業、廠房及設備	613
Prepaid land lease payments	預付土地租賃款項	15,655
Inventories	存貨	38
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	615
Due from related parties	應收關連人士款項	75
Cash and cash equivalents	現金及現金等值物	13
Other payables and accruals	其他應付款項及應計費用	(7,931)
Deferred income	遞延收入	(10,895)
		(1,817)
Add: Release of exchange difference upon disposal	加：於出售時撥回匯兌差額	5,380
Gain on disposal of the subsidiary	出售附屬公司之收益	56,856

34. DISPOSAL OF SUBSIDIARIES (continued)

(ii) (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal is as follows:

		2015 HK\$'000 千港元
Cash consideration	現金代價	49,659
Cash and cash equivalents disposed of	所出售之現金及現金等值物	(13)
Net inflow of cash and cash equivalents in respect of the disposal	出售產生之現金及現金等值物流入淨額	49,646

(iii) On 12 June 2015, the Company entered into an agreement with an independent third party, pursuant to which the Company agreed to sell all its 100% equity interest in Bio-Dynamic China Limited for a cash consideration of HK\$1,000,000. Upon the completion of the disposal, the Group lost the control of Bio-Dynamic China Limited and its wholly owned subsidiary Harbin Niu Wang Muye Management Company Limited.

34. 出售附屬公司 (續)

(ii) (續)

出售產生之現金及現金等值物流入淨額分析如下：

		2015 HK\$'000 千港元
Cash consideration	現金代價	49,659
Cash and cash equivalents disposed of	所出售之現金及現金等值物	(13)
Net inflow of cash and cash equivalents in respect of the disposal	出售產生之現金及現金等值物流入淨額	49,646

(iii) 於二零一五年六月十二日，本公司與一名獨立第三方訂立協議，據此，本公司同意以現金代價1,000,000港元出售其於生物動力中國有限公司之全部股權。於完成出售後，本集團失去對生物動力中國有限公司及其全資附屬公司哈爾濱牛旺牧業管理有限公司之控制權。

		2015 HK\$'000 千港元
Total consideration	總代價	1,000
Less: Net liabilities including in assets of disposed groups of:	減：下列各項之負債淨額 (計入出售組別之資產)：	
Property, plant and equipment	物業、廠房及設備	293
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	92
Cash and cash equivalents	現金及現金等值物	6
Other payables and accruals	其他應付款項及應計費用	(56)
Add: Release of exchange difference upon disposal	加：於出售時撥回匯兌差額	335
Gain on disposal of subsidiaries	出售附屬公司之收益	624

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

34. DISPOSAL OF SUBSIDIARIES (continued)

(iii) (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal is as follows:

		2015 HK\$'000 千港元
Cash consideration	現金代價	1,000
Cash and cash equivalents disposed of	所出售之現金及現金等值物	(6)
Net inflow of cash and cash equivalents in respect of the disposal	出售產生之現金及現金等值物流入淨額	994

35. PLEDGE OF ASSETS

Details of the Group's bank loans, which are secured by the assets of the Group, are included in notes 27 and 29, respectively to the financial statements.

34. 出售附屬公司 (續)

(iii) (續)

出售產生之現金及現金等值物流入淨額分析如下：

35. 資產抵押

本集團以本集團資產作抵押之銀行貸款詳情分別載於財務報表附註27及29。

36. OPERATING LEASE ARRANGEMENTS

The Group leases certain properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to five years.

As Lessees

At 31 December 2016, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	25,916	21,404
In the second to fifth years	於第二至第五年	40,136	54,645
Beyond five years	超過五年	187	418
		66,239	76,467

As Lessors

At 31 December 2016, the Group has contracted with tenants for the following future minimum lease payments:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	49,607	14,945
In the second to fifth years	於第二至第五年	131,479	28,902
		181,086	43,847

36. 經營租賃安排

本集團根據經營租賃安排租賃其若干物業。物業租賃協定為一至五年租期。

作為承租人

於二零一六年十二月三十一日，本集團根據不可撤銷經營租約須支付未來最低租金總額如下：

作為出租人

於二零一六年十二月三十一日，本集團與租戶就以下未來最低租賃付款訂約：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

37. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Transactions with related parties and connected transactions

- (i) The Group's bank loans of HK\$43,997,000 (2015: HK\$67,444,000 consisted of two bank loans) consisted of one bank loan.

The bank loan of HK\$43,997,000 was secured by properties held by Linxianghuayin Properties Investment and Development Co., Ltd. ("臨湘華銀置業投資發展有限公司"), a related party of the Group, and guaranteed by Mr. Jiang Jianjun and Mr. Jiang Jiancheng, directors of the Group.

- (ii) On 13 May 2015, the Company entered into the Framework Agreement with the supplier to the supply of the products. Beidahuang Marketing Co. is a connected person of the Company at the subsidiary level. The Supplier is the group company of Beidahuang Marketing Co., which is also a connected person of the Company at the subsidiary level. Therefore, the transactions contemplated under the Framework Agreement constitute continuing connected transactions for the Company. The aggregated annual caps for transactions contemplated under the Framework Agreement for each of the three years ending 31 December 2015, 2016 and 2017 are HK\$576 million, HK\$950 million and HK\$1,045 million respectively. During the year ending 31 December 2016, there was a total purchase of staple food amounting HK\$12,642,000 million (2015: HK\$252 million).

In addition to the purchase of staple food from Beidahuang Marketing Co., the Company has paid interest expenses HK\$1,698,000 during the year ending 31 December 2016 (2015: HK\$1,366,000).

37. 關連人士交易及結餘

(a) 與關連人士進行之交易及關連交易

- (i) 本集團的銀行貸款43,997,000港元(二零一五年:67,444,000港元,包括兩批銀行貸款)包括一批銀行貸款。

銀行貸款43,997,000港元以臨湘華銀置業投資發展有限公司(本集團的關連方)所持之物業作抵押,並由本集團董事江建軍先生及江建成先生作擔保。

- (ii) 於二零一五年五月十三日,本公司與供應商訂立框架協議,以供應產品。北大荒營銷股份有限公司為本公司附屬公司層次的關連人士。供應商為北大荒營銷股份有限公司的集團公司,而北大荒營銷股份有限公司亦為本公司附屬公司層次的關連人士。因此,框架協議項下擬進行的交易構成本公司的持續關連交易。截至二零一五年、二零一六年及二零一七年十二月三十一日止三個年度各年,框架協議項下擬進行交易的總年度上限分別為576,000,000港元、950,000,000港元及1,045,000,000港元。截至二零一六年十二月三十一日止年度,主食品的總採購額為12,642,000港元(二零一五年:252,000,000港元)。

截至二零一六年十二月三十一日止年度,除向北大荒營銷股份有限公司採購主食品外,本公司已支付利息開支1,698,000港元(二零一五年:1,366,000港元)。

37. RELATED PARTY TRANSACTIONS AND BALANCES
(continued)

(b) Outstanding balances with related parties:

37. 關連人士交易及結餘(續)

(b) 與關連人士之尚未償還結餘:

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Due from related parties	應收關連人士款項		
Shenzhen Jianlai Industrial Co., Ltd.	深圳市建萊實業有限公司 (iii)	-	13,131
Harbin China Distillery Company Limited	哈爾濱中國釀酒有限公司 (iv)	-	3,819
Guangdong Tat Chun Electric Technology Company Limited*	廣東達進電子科技有限公司 (iv)	-	21,739
ShenZhen Guangshenhang Wine Company Limited	深圳市廣深行酒業有限公司 (iii)	-	2,388
Hunan Nanshan Mineral Water Company Limited	湖南南山礦泉水有限公司 (i)	4,245	-
		4,245	41,077
Due to related parties	應付關連人士款項		
Guangzhou TianTian Friendship Co., Ltd.	廣州天天友誼食品有限公司 (i)	-	(10,146)
Mr. Qu Shuncaï	屈順才先生 (ii)	-	(294)
Mr. Jiang Jianjun	江建軍先生 (ii)	-	(2,341)
		-	(12,781)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

37. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(c) Outstanding balances with related parties: (continued)

Notes:

- (i) Companies under significant influence of Mr. Jiang Jianjun.
 - (ii) A director or ex-director of the Company.
 - (iii) Companies controlled by Mr. Jiang Jianjun.
 - (iv) Companies under significant influence of a shareholder of the Company.
- * The balance is unsecured, interest bearing at 1.5% per month and repayable within 6 months.

The balances with other related parties are unsecured, interest free and have no fixed terms of repayment.

(d) Compensation of key management personnel

Short term employee benefits	短期僱員福利
Post-employment benefits	離職後福利
Equity-settled share option expense	以股權結算之購股權開支
Total compensation paid to key management personnel	支付予主要管理人員之補償總額

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

37. 關連人士交易及結餘 (續)

(c) 與關連人士之尚未償還結餘: (續)

附註:

- (i) 該等公司乃受江建軍先生重大影響。
 - (ii) 本公司董事或前任董事。
 - (iii) 江建軍先生控制之公司。
 - (iv) 該等公司乃本公司一名股東對其有重大影響之公司
- * 結餘為無抵押、按每月1.5%計息並須於6個月內償還。

與關連人士之結餘為無抵押、免息及無固定還款期。

(d) 本集團主要管理人員之補償

	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Short term employee benefits	5,430	2,203
Post-employment benefits	18	18
Equity-settled share option expense	5,786	9,071
Total compensation paid to key management personnel	11,234	11,292

有關董事酬金之進一步詳情載於綜合財務報表附註8。

38. BENEFITS AND INTERESTS OF DIRECTORS

The information about loans, quasi-loans and other dealings entered into by the Company or subsidiary undertaking of the Company, where applicable, in favour of a controlled body corporate of directors is as follows:

38. 董事利益及權益

有關本公司或其附屬企業所訂立的以董事的受控法團為受益人的貸款、準貸款及其他交易（如適用）的資料載列如下：

Name of borrower	Total amount payable	Outstanding amount at the beginning of the year	Outstanding amount at the end of the year	Maximum outstanding amount during the year	Amount due but not paid
		年初尚 未償還之 款項	年末尚 未償還之 款項	年內尚 未償還 款項上限	
借款人名稱	應付 款項總額	未償還之 款項	未償還之 款項	未償還 款項上限	到期款項 但尚未支付
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
As at 31 December 2016					
Loans:-					
Shenzhen Jianlai Industrial Co., Ltd. (Connected director: Jiang Jianjun)					
深圳市建萊實業有限公司 (關連董事: 江建軍)	13,131	13,131	-	13,131	-
Shenzhen Guangshenhong Wine Company Limited (Connected director: Jiang Jiancheng)	2,388	2,388	-	2,388	-
深圳廣深行酒業有限公司 (關連董事: 江建成)					
As at 31 December 2015					
Loans:-					
Shenzhen Jianlai Industrial Co., Ltd. (Connected director: Jiang Jianjun)	13,131	13,867	13,131	13,131	-
深圳市建萊實業有限公司 (關連董事: 江建軍)					
Shenzhen Huaqin Investment and Development Co., Ltd. (Connected director: Jiang Jiancheng)	-	1,041	-	1,041	-
深圳華欽投資發展有限公司 (關連董事: 江建成)					
Shenzhen Guangshenhong Wine Company Limited (Connected director: Jiang Jianjun)	2,388	-	2,388	28,782	-
深圳廣深行酒業有限公司 (關連董事: 江建軍)					

39. FINANCIAL INSTRUMENTS BY CATEGORY
(continued)

Financial liabilities

			2016 Financial liabilities at amortised cost 按攤銷成本 列賬之 金融負債 HK\$'000 千港元	2015 Financial liabilities at amortised cost 按攤銷成本 列賬之 金融負債 HK\$'000 千港元
Trade payables	應付貿易賬款	27	120,016	5,708
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用之金融負債	28	149,115	56,634
Interest-bearing bank and other borrowings	銀行及其他計息借貸	29	83,837	105,643
Due to related parties	應付關連人士款項	37	–	12,781
			352,968	180,766

The carrying amounts of the above balances approximate to their fair values.

上述結餘之賬面值與其公平值相若。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank and other borrowings, amounts due from/to related parties and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

40. 金融風險管理之目標及政策

本集團之主要金融工具包括銀行及其他計息借貸、應收／應付關連人士款項及現金及現金等值物。該等金融工具之主要目的為籌集本集團經營所需資金。本集團有諸如應收貿易賬款及應付貿易賬款等多項其他金融資產及負債，該等金融資產及負債乃於其業務中直接產生。

本集團金融工具之主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會檢討及協定管理有關風險之政策，有關風險概述如下。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

The Group's interest rate profile as monitored by management is set out in (i) below.

(i) *Interest rate profile*

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

	2016		2015	
	Effective interest rate	HK\$'000	Effective interest rate	HK\$'000
	p.a. %		p.a. %	
	實際年利率		實際年利率	
	%	千港元	%	千港元
Variable rate borrowings: 浮息借貸:				
Bank loans – secured 銀行貸款—有抵押	7.98	43,997	5.14-9.06	67,444
Other loans-unsecured 其他貸款—無抵押	5.60	39,840	4.97	38,199

At 31 December 2016, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately HK\$350,000 (2015: HK\$528,000).

40. 金融風險管理之目標及政策 (續)

利率風險

本集團的利率風險主要來自計息借貸。按浮息及定息發出的借貸分別使本集團面對現金流利率風險及公平值利率風險。

管理層監察本集團的利率情況，載於下文(i)。

(i) *利率情況*

下表詳述報告期末本集團借貸的利率情況：

於二零一六年十二月三十一日，估計利率整體上升／下降50個基點，而所有其他變數保持不變情況下，本集團除稅後溢利及保留溢利將減少／增加約350,000港元（二零一五年：528,000港元）。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk (continued)

(i) Interest rate profile (continued)

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax and retained profits that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The analysis is performed on the same basis for 2015.

Foreign currency risk

The Group's businesses are located in Mainland China and all transactions are conducted in RMB. Most of the Group's assets and liabilities are denominated in RMB, except for certain bank balances denominated in Hong Kong dollars ("HKD") and United States dollars ("USD"). The Group has not hedged its foreign exchange rate risk.

The Group currently does not expect any significant movements in the exchange rate of USD to HKD and it is mainly exposed to the effects of fluctuation in RMB. The Group currently does not have a foreign currency hedging policy, however, the management monitors the foreign exchange exposure and will consider hedging significant foreign currently exposure should the need arise.

40. 金融風險管理之目標及政策 (續)

利率風險 (續)

(i) 利率情況 (續)

上述敏感度分析顯示，假設報告期末發生利率變動並應用於當日存在的非衍生金融工具承受的利率風險時，本集團除稅後溢利及保留溢利將產生的即時變動。按二零一五年的相同基準進行分析。

外幣風險

本集團之業務位於中國大陸，而所有交易均以人民幣進行。本集團大部分資產及負債以人民幣列值，惟若干銀行結餘以港元（「港元」）及美元（「美元」）列值除外。本集團並無對沖其外幣匯率風險。

本集團現時預計美元對港元之匯率將不會出現任何重大變動及其主要受人民幣波動之影響。本集團現時並無制定外幣對沖政策，然而，管理層監察外匯風險並將於需時時考慮對沖有關風險。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

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

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, pledged deposits loan receivables, amounts due from related parties and non-controlling shareholders of subsidiaries and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these assets.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different sectors and industries.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and other receivables are disclosed in notes 22 and 24 to the financial statements, respectively.

40. 金融風險管理之目標及政策 (續)

信貸風險

本集團僅與獲認可且信譽良好之第三方進行交易。按本集團採用之政策，客戶若想取得交易信貸期，須經過信用認證程序。此外，本集團不時監控應收款項結餘，因此，本集團需面對壞賬之風險並不重大。

本集團其他金融資產（包括現金及現金等值物、已抵押存款、應收貸款、應收關連人士及附屬公司之非控股股東之款項以及其他應收款項）之信貸風險主要來自對方之拖欠，所面臨之最大風險相等於該等資產之賬面值。

由於本集團僅與獲認可且信譽良好之第三方進行貿易，因此並無牽涉按押資產之需要。信貸風險之集中情況乃按對方、地區及行業管理。由於本集團應收貿易賬款由大量分散於不同階層及行業的客戶組成，本集團內並無顯著集中的信貸風險。

有關本集團來自應收貿易賬款及其他應收款項之信貸風險之進一步定量數據分別於財務報表附註22及附註24披露。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade and bills receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and other interest-bearing loans.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		2016			2015		
		Within 1 year 一年內 HK\$'000 千港元	1 to 2 years 一至兩年 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Within 1 year 一年內 HK\$'000 千港元	1 to 2 years 一至兩年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Trade payables	應付貿易賬款	120,016	-	120,016	5,708	-	5,708
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用之金融負債	149,115	-	149,115	56,634	-	56,634
Interest-bearing bank and other borrowings	銀行及其他計息借貸	83,837	-	83,837	105,643	-	105,643
Due to related parties	應付關連人士款項	-	-	-	12,781	-	12,781
		352,968	-	352,968	180,766	-	180,766

Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2016 and 31 December 2015.

40. 金融風險管理之目標及政策 (續)

流動資金風險

本集團利用經常性流動規劃工具監控資金短缺風險。該工具衡量金融工具及金融資產(如應收貿易賬款及票據)的到期日期及預測營運產生的現金流。

本集團之目標為運用銀行貸款及其他計息貸款平衡資金的持續性及靈活性。

於報告期末,本集團基於已訂約但未貼現付款之金融負債到期情況如下:

資本管理

本集團資本管理的首要目標,為確保本集團具備持續經營的能力,且維持穩健的資本比率,以支持其業務運作,爭取最大的股東價值。

本集團根據經濟情況的變動及有關資產之風險特質,管理其資本結構並作出調整。為維持或調整資本結構,本集團可能會調整股東股息、向股東退還資本或發行新股。本集團並不受任何外來施加之資本規定所限。截至二零一六年十二月三十一日及二零一五年十二月三十一日止年度內,本集團並無更改其管理資本之目標、政策或程序。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the capital plus net debt. The Group's policy is to maintain an optimal capital structure which reduces cost of capital. Net debt includes trade and bills payables, other payables and accruals, interest-bearing bank and other borrowings, amounts due to related parties and a non-controlling shareholder of a subsidiary, convertible bonds less cash and cash equivalents and pledged deposits. Capital includes equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Interest-bearing bank and other borrowings	銀行及其他計息借貸	83,837	105,643
Trade payables	應付貿易賬款	120,016	5,708
Other payables and accruals	其他應付款項及應計費用	149,115	57,500
Due to related parties	應付關連人士款項	-	12,781
Less: Cash and cash equivalents	減：現金及現金等值物	(62,539)	(363,300)
Pledged deposits	已抵押存款	(6,700)	-
Net debt/(assets)	淨債務／(資產)	283,729	(181,668)
Capital	資本	925,425	1,006,852
Capital and net debt	資本及債務淨額	1,209,154	825,184
Gearing ratio	資本負債比率	23%	N/A 不適用

Fair value measurement

Inputs to valuation techniques used to measure the Group's financial assets at fair value through profit or loss had been categorised as level 1 and level 3 within the fair value hierarchy which is defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).

40. 金融風險管理之目標及政策 (續)

資本管理 (續)

本集團以資本負債比率(債務淨額除以資本加債務淨額)監控資本的情況。本集團的政策為維持最佳的資本架構，削減資本成本。債務淨額包括應付貿易賬款及票據、其他應付款項及應計費用、銀行及其他計息借貸、應付關連人士及一間附屬公司非控股股東款項、可換股債券，並減去現金及現金等值物及已抵押存款。資本包括母公司擁有人應佔權益。於報告期末，資本負債比率如下：

公平值計量

計量本集團透過損益按公平值列賬的金融資產所使用的估值技術之輸入數據在公平值層級中分為第一級及第三級，公平值層級定義如下：

- 相同資產或負債於活躍市場的報價(未經調整)(第一級)。
- 除第一級所包括的報價以外並可就資產或負債直接(如價格)或間接(即源自價格)觀察的輸入數據(第二級)。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Fair value measurement (continued)

- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The financial assets and liabilities measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

40. 金融風險管理之目標及政策(續)

公平值計量(續)

- 並非基於可觀察市場數據的資產或負債之輸入數據(即不可觀察輸入數據)(第三級)。

於綜合財務狀況表中按公平值計量的金融資產及負債分為以下公平值層級：

		2016			
		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Assets	資產				
Financial assets at fair value through profit or loss	透過損益按公平值列賬	57,408	–	6,589	63,997
		2015			
		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Assets	資產				
Financial assets at fair value through profit or loss	透過損益按公平值列賬	70,403	–	5,849	76,252

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Fair value measurement (continued)

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets	2016	Fair value hierarchy	Valuation technique(s)	Significant unobservable inputs 重大不可觀察輸入數據	Range	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值之關係
金融資產	二零一六年 HK\$'000 千港元	公平值層級	估值技術		範圍	
Financial assets at FVTPL						
透過損益按公平值列賬之金融資產						
Listed securities 上市證券	57,408	Level 1 第一級	Quoted bid price in an active market 活躍市場所報買入價	N/A 不適用	N/A 不適用	N/A 不適用
Unlisted securities 非上市證券	6,589	Level 3 第三級	Discounted cash flow 貼現現金流	Free cash flow 自由現金流	N/A 不適用	The higher the free cash flow, the higher the fair value 自由現金流越大，公平值越大
				Weighted averaged cost of capital 資金之加權平均成本	19%	The higher the weighted average cost of capital, the lower the fair value 資金之加權平均成本越高，公平值越小

During the year ended 31 December 2016 and 2015, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

40. 金融風險管理之目標及政策 (續)

公平值計量 (續)

本集團若干金融資產於各報告期末按公平值計量。下表列示有關如何釐定該等金融資產公平值之資料 (尤其是所用估值技術及輸入數據)。

截至二零一六年及二零一五年十二月三十一日止年度，第一級與第二級之間並無轉移，亦並無轉入或轉出第三級。本集團的政策是將公平值層級之間的轉移於所發生的報告期末確認。

41. INTERESTS IN SUBSIDIARIES

Particulars of the subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營運地點	Value of issued ordinary/registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
China Silver Group Holdings Limited 中華銀集團控股有限公司	Hong Kong 香港	HK\$100 100港元	100	–	Investment holding 投資控股
Most Success Corporation Limited 偉成興業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	40	–	Lending of logistic facilities 租賃物流設施
BAPP Ethanol Holdings Limited	BVI/Hong Kong 英屬維爾京群島/ 香港	US\$4,450,682 4,450,682美元	100	–	Investment holding 投資控股
Keen Vitality Holdings Limited	BVI/Hong Kong 英屬維爾京群島/ 香港	US\$50,000 50,000美元	100	–	Inactive 不活躍
Rightsouth Limited	BVI/Hong Kong 英屬維爾京群島/ 香港	US\$4,694,001 4,694,001美元	100	–	Investment holding 投資控股
Guangzhou Wine and Liquor Franchised Stores Ltd. (ii) 廣州酒類專賣店連鎖有限公司(ii)	PRC/Mainland China 中國/中國內地	RMB12,500,000 人民幣12,500,000元	–	70	Retail sales and distribution of wine and liquor 零售及分銷酒類
Power Range Holdings Limited 力榮控股有限公司	BVI/Hong Kong 英屬維爾京群島/ 香港	US\$2 2美元	–	100	Investment holding 投資控股
JGJ (China) Group Limited 美名問世(中國)集團有限公司	Hong Kong 香港	HK\$1 1港元	–	100	Investment holding 投資控股
Shenzhen Meiming Wenshi Trading Limited (i) 深圳市美名問世商貿有限公司(i)	PRC/Mainland China 中國/中國內地	RMB55,000,000 人民幣55,000,000元	–	100	Distribution of wine and liquor 分銷酒類
Hunan Meiming Wenshi Jiuguijiu Sales Limited (i) 湖南美名問世酒鬼酒銷售有限公司(i)	PRC/Mainland China 中國/中國內地	RMB15,000,000 人民幣15,000,000元	–	100	Distribution of wine and liquor 分銷酒類

41. 於附屬公司的權益

附屬公司詳情如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

41. INTERESTS IN SUBSIDIARIES (continued)

41. 於附屬公司的權益 (續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營運地點	Value of issued ordinary/registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Harbin Meiming Wenshi Spirit Sales Co., Limited (i) 哈爾濱美名問世酒業銷售有限公司(i)	PRC/Mainland China 中國/中國內地	RMB5,000,000 人民幣5,000,000元	–	100	Distribution of wine and liquor 分銷酒類
Shenzhen Beidahuang Green Food Distribution Limited (i), (iii) 深圳北大荒綠色食品配送有限公司(i), (iii)	PRC/Mainland China 中國/中國內地	RMB10,000,000 人民幣10,000,000元	–	50	Sales of green food products 銷售綠色食品
Ningxia Dahuangyuan New Energy Agricultural Science and Technology Development Company Limited (iv) 寧夏大荒園新能源農業科技發展有限公司(iv)	PRC/Mainland China 中國/中國內地	RMB92,000,000 人民幣92,000,000元	–	97.82	Inactive 不活躍
Shenzhen Guanghengya Trading Company Limited (i), (iv) (Formerly known as Shenzhen Jianlai Meiming Wenshi Investment and Development Company Limited) 深圳市廣恒雅貿易有限公司(i), (iv) (前稱深圳市建萊美名問世投資發展有限公司)	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣1,000,000元	–	80	Investment holding 投資控股
Skymax International Investment Enterprise Limited (Formerly known as China Beidahuang Industry Group Holdings Limited) 天沛國際投資企業有限公司 (前稱中國北大荒產業集團控股有限公司)	Hong Kong 香港	HK\$1 1港元	100	–	Inactive 不活躍
China Phoenix Group Limited 中國鳳凰集團有限公司	Hong Kong 香港	HK\$1 1港元	100	–	Inactive 不活躍
Shenzhen Pengda Rongtong Trading Limited (iv) 深圳市鵬達融通商貿有限公司(iv)	PRC/Mainland China 中國/中國內地	RMB10,000,000 人民幣10,000,000元	–	100	Investment holding and money leading 投資控股及放貸
Hong Kong Beidahuang Investment Limited 香港北大荒投資有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	–	Investment holding 投資控股

41. INTERESTS IN SUBSIDIARIES (continued)

41. 於附屬公司的權益(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營運地點	Value of issued ordinary/registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shenzhen Qianhai Dahuangyuan Financing Lease Company Limited (iv) 深圳市前海大荒緣融資租賃 有限公司(iv)	PRC/Mainland China 中國/中國內地	USD10,000,000 10,000,000美元	100	–	Money lending 放貸
China Beidahuang Logistics Limited 中國北大荒物流有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	–	Inactive 不活躍
Shenzhen Beisiluo Trading Co., Ltd 深圳市貝斯羅商貿有限公司	PRC/Mainland China 中國/中國內地	RMB45,880,000 人民幣45,880,000元	–	100	Investment holding 投資控股
Fujian Fang Run Construction Group Company Limited (iv) 福建省方潤建築集團有限公司(iv)	PRC/Mainland China 中國/中國內地	RMB50,000,000 人民幣50,000,000元	–	51	Construction business 建設業務
Shenzhen Bichang Trading Co., Ltd 深圳市碧暢貿易有限公司	PRC/Mainland China 中國/中國內地	RMB10,000,000 人民幣10,000,000元	–	100	Investment holding 投資控股
Zhongshan Shuixiang Tourism Development Co., Ltd 中山市水鄉旅遊開發有限公司	PRC/Mainland China 中國/中國內地	RMB10,000,000 人民幣10,000,000元	–	99	Tourism business 旅遊業務
Zhongshan Minzhong Shuixiang Tourism Co., Ltd 中山市民眾水鄉游有限公司	PRC/Mainland China 中國/中國內地	RMB500,000 人民幣500,000元	–	70	Tourism business 旅遊業務
Shenzhen Zhenhe Investment Development Co., Ltd 深圳市臻和投資發展有限公司	PRC/Mainland China 中國/中國內地	RMB48,000,000 人民幣48,000,000元	–	100	Investment holding 投資控股
Beijing Chuangzhangu Desheng Investment Management Co., Ltd 北京創展谷德勝投資管理有限公司	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣1,000,000元	–	55	Renting of office premises and facilities in PRC 於中國租賃辦公物業及設 施
Beijing Chuangzhangu Wangxin Investment Management Co., Ltd 北京創展谷望新投資管理有限公司	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣1,000,000元	–	55	Renting of office premises and facilities in PRC 於中國租賃辦公物業及設 施
Beijing Mumian Shangyuan Investment Management Co., Ltd 北京木棉上元投資管理有限公司	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣1,000,000元	–	55	Renting of office premises and facilities in PRC 於中國租賃辦公物業及設 施

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

41. INTERESTS IN SUBSIDIARIES (continued)

Notes:

- (i) Registered as a wholly-owned foreign enterprise under the PRC law.
- (ii) Registered as a sino-foreign equity joint venture under the PRC law.
- (iii) The Company holds majority of members in the board of directors which is the governing body of these companies and therefore has the power to direct the relevant activities of these companies, and is exposed, or the rights, to variable returns from the investment with the investee, and has the ability the are its power to affect the amount of those returns.
- (iv) The English name of the above PRC companies is for identification purpose only.

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

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

41. 於附屬公司的權益 (續)

附註：

- (i) 根據中國法律註冊為外商獨資企業。
- (ii) 根據中國法律註冊為中外合資企業。
- (iii) 本公司持有其董事會（該等公司的管理機構）多數席位，因此，有權力指導該等公司的相關活動，並享有或有權享有來自被投資公司投資的可變回報，且有影響該等回報金額。
- (iv) 上述中國公司的英文名稱僅供識別之用。

上述表格列示在董事認為主要影響年度業績或構成本集團資產淨值主要部分之本公司附屬公司。董事認為提供其他附屬公司之詳情將過於冗長。

本集團擁有重大非控股權益之附屬公司之詳情載列如下：

		2016	2015
Percentage of equity interest held by non-controlling interests:	非控股權益所持股權百分比：		
Guangzhou Wine and Liquor Franchised Stores Limited	廣州酒類專賣店連鎖有限公司	30%	30%
Shenzhen Beidahuang Green Food Distribution Limited	深圳北大荒綠色食品配送有限公司	50%	50%
Most Success Corporation Limited	偉成興業有限公司	60%	60%
Fujian Fang Run Construction Group Company Limited *	福建省方潤建築集團有限公司*	51%	N/A
Beijing Chuangzhangu Desheng Investment Management Co., Ltd*	北京創展谷德勝投資管理有限公司*	55%	N/A
Beijing Chuangzhangu Wangxin Investment Management Co., Ltd*	北京創展谷望新投資管理有限公司*	55%	N/A
Beijing Mumian Shangyuan Investment Management Co., Ltd*	北京木棉上元投資管理有限公司*	55%	N/A

41. INTERESTS IN SUBSIDIARIES (continued)

41. 於附屬公司的權益(續)

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Loss for the year allocated to non-controlling interests:	分配予非控股權益之年度虧損：		
Guangzhou Wine and Liquor Franchised Stores Limited	廣州酒類專賣店連鎖有限公司	(480)	(1,567)
Shenzhen Beidahuang Green Food Distribution Limited	深圳北大荒綠色食品配送有限公司	235	461
Most Success Corporation Limited	偉成興業有限公司	202	(369)
Fujian Fang Run Construction Group Company Limited *	福建省方潤建築集團有限公司*	(92)	-
Beijing Chuangzhangu Desheng Investment Management Co., Ltd*	北京創展谷德勝投資管理有限公司*	1,399	-
Beijing Chuangzhangu Wangxin Investment Management Co., Ltd*	北京創展谷望新投資管理有限公司*	544	-
Beijing Mumian Shangyuan Investment Management Co., Ltd*	北京木棉上元投資管理有限公司*	873	-
Accumulated balances of non-controlling interests at the reporting dates:	於報告日期非控股權益之累計結餘：		
Guangzhou Wine and Liquor Franchised Stores Limited	廣州酒類專賣店連鎖有限公司	1,813	2,428
Shenzhen Beidahuang Green Food Distribution Limited	深圳北大荒綠色食品配送有限公司	5,767	5,925
Most Success Corporation Limited	偉成興業有限公司	(2,074)	(2,272)
Fujian Fang Run Construction Group Company Limited *	福建省方潤建築集團有限公司*	(92)	-
Beijing Chuangzhangu Desheng Investment Management Co., Ltd*	北京創展谷德勝投資管理有限公司*	1,399	-
Beijing Chuangzhangu Wangxin Investment Management Co., Ltd*	北京創展谷望新投資管理有限公司*	544	-
Beijing Mumian Shangyuan Investment Management Co., Ltd*	北京木棉上元投資管理有限公司*	873	-

* The subsidiaries were acquired during the year.

* 該等附屬公司已於年內收購。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

41. INTERESTS IN SUBSIDIARIES (continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

41. 於附屬公司的權益 (續)

下表列示上述附屬公司之財務資料概要。所披露金額乃於任何公司間撇銷之前：

		Guangzhou Wine and Liquor Franchised Stores Limited 廣州酒類 專賣店連鎖 有限公司 HK\$'000 千港元	Shenzhen Beidahuang Green Food Distribution Limited 深圳北大荒 綠色食品配送 有限公司 HK\$'000 千港元	Most Success Corporation Limited 偉成興業 有限公司 HK\$'000 千港元	Fujian Fang Run Construction Group Company Limited 福建省方潤 建築集團 有限公司 HK\$'000 千港元	Beijing Chuangzhang Desheng Investment Management Co., Ltd 北京創展 谷德勝投資 管理有限公司 HK\$'000 千港元	Beijing Chuangzhang Wangxin Investment Management Co., Ltd 北京創展 谷望新投資 管理有限公司 HK\$'000 千港元	Beijing Mumian Shangyuan Investment Management Co., Ltd 北京木棉 上元投資管理 有限公司 HK\$'000 千港元
2016	二零一六年							
Revenue	收入	35,169	192,196	38,177	223,365	6,171	5,534	9,332
Total expense	開支總額	(36,769)	(191,479)	(37,673)	(223,553)	(3,062)	(4,325)	(7,391)
(Loss)/profit for the year	年度(虧損)/溢利	(1,600)	717	504	(188)	3,109	1,209	1,941
Total comprehensive (loss)/ income for the year	年度全面(虧損)/ 收入總額	(1,600)	717	504	(188)	3,109	1,209	1,941
Current assets	流動資產	11,124	53,447	9,013	130,127	6,707	5,086	14,667
Non-current assets	非流動資產	71	6	52,711	8,927	19,806	17,476	34,560
Current liabilities	流動負債	(5,152)	(41,919)	(66,898)	(115,104)	(12,592)	(17,051)	(19,949)
Net cash flows from operating activities	經營活動所得現金 流量淨額	8,359	(3,042)	15,687	(27,501)	(2,755)	(1,703)	1,949
Net cash flows from/(used in) investing activities	投資活動所得/(所用) 現金流量淨額	9	-	(17,686)	(631)	(235)	(5)	(166)
Net cash flows from financing activities	融資活動所得現金 流量淨額	-	-	-	29,810	582	(574)	(1,714)
Net increase in cash and cash equivalents	現金及現金等值物 增加淨額	8,350	(3,042)	(1,999)	1,678	(2,408)	(2,282)	69

41. INTERESTS IN SUBSIDIARIES (continued)

41. 於附屬公司的權益(續)

2015	二零一五年	Guangzhou Wine and Liquor Franchised Stores Limited 廣州酒類 專賣店連鎖 有限公司 HK\$'000 千港元	Shenzhen Beidahuang Green Food Distribution Limited 深圳北大荒 綠色食品配送 有限公司 HK\$'000 千港元	Most Success Corporation Limited 偉成興業 有限公司 HK\$'000 千港元
Revenue	收入	45,795	705,885	9,526
Total expense	開支總額	(51,019)	(704,941)	(15,215)
(Loss)/profit for the year	年度(虧損)/溢利	(5,224)	944	(5,689)
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入總額	(5,224)	944	(5,689)
Current assets	流動資產	14,820	76,804	12,243
Non-current assets	非流動資產	60	19	54,790
Current liabilities	流動負債	(17,113)	(64,972)	(72,712)
Net cash flows generated from operating activities	經營活動所得現金流量淨額	790	9,845	59,921
Net cash flows generated from/(used in) investing activities	投資活動所得/(所用)現金流量淨額	27	31	(57,534)
Net cash flows generated from financing activities	融資活動所得現金流量淨額	-	9,254	10
Net increase in cash and cash equivalents	現金及現金等值物增加淨額	817	19,130	2,397

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

42. 本公司財務狀況表及儲備

本公司於報告期末的財務狀況表資料包括：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	522	121
Interests in subsidiaries	於附屬公司的權益	1,022,697	999,335
Total non-current assets	非流動資產總值	1,023,219	999,456
CURRENT ASSETS	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	9,047	1,098
Cash and cash equivalents	現金及現金等值物	29,592	34,329
Total current assets	流動資產總值	38,639	35,427
CURRENT LIABILITIES	流動負債		
Due to related parties	應付關連人士款項	-	1,934
Other payable and accruals	其他應付款項及應計費用	36,684	1,924
Total current liabilities	流動負債總額	36,684	3,858
NET CURRENT ASSETS	淨流動資產	1,955	31,569
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	1,025,174	1,031,025
EQUITY	權益		
Issued capital	已發行股本	467,160	233,664
Reserves	儲備	558,014	797,361
Total equity	權益總額	1,025,174	1,031,025

Jiang Jianjun
Director

江建軍
董事

Jiang Jiancheng
Director

江建成
董事

42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

Movement of the reserves of the company is as follows:

42. 本公司財務狀況表及儲備(續)

本公司儲備變動如下:

		Share premium account	Share option reserve	Convertible bonds reserve	Warrant reserve	Accumulated losses	Total
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元	千港元
		股份溢價賬	購股權儲備	可換股債券儲備	認股權證儲備	累計虧損	總計
Balance at 1 January 2015	於二零一五年 一月一日的結餘	920,424	9,421	19,968	-	(730,998)	218,815
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	(93,693)	(93,693)
Issue of warrants	發行認股權證	-	-	-	1,800	-	1,800
Conversion of convertible bonds	兌換可換股債券	88,943	-	(19,968)	-	-	68,975
Issue of share by allotment	通過配發而發行股份	372,709	-	-	-	-	372,709
Exercise of share option	行使購股權	55,480	(15,012)	-	-	-	40,468
Exercise of warrants	行使認股權證	109,800	-	-	(1,800)	-	108,000
Transfer of share option reserve upon the lapse of share options	於購股權失效時自購股 權儲備轉撥	-	(1,449)	-	-	1,449	-
Equity-settled share option arrangements	股權結算購股權安排	-	80,287	-	-	-	80,287
At 31 December 2015	於二零一五年 十二月三十一日	1,547,356	73,247	-	-	(823,242)	797,361
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	(9,750)	(9,750)
Issue of shares by bonus issue	通過紅股發行而 發行股份	(233,664)	-	-	-	-	(233,664)
Exercise of share option	行使購股權	3,047	-	-	-	-	3,047
Repurchase of shares	購回股份	(4,591)	-	-	-	-	(4,591)
Transfer of share option reserve upon the lapse of share options	於購股權失效時自購股 權儲備轉撥	-	(49,352)	-	-	27,112	(22,240)
Equity-settled share option arrangements	股權結算購股權安排	-	27,851	-	-	-	27,851
At 31 December 2016	於二零一六年 十二月三十一日	1,312,148	51,746	-	-	(805,880)	558,014

Under the Companies Law (Revised) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

根據開曼群島公司法(經修訂),本公司股份溢價賬的資金可供分派予本公司股東,惟於緊隨建議分派股息日後,本公司須有能力償還其於日常業務過程中到期的債務。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2016

二零一六年十二月三十一日

42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

The share option reserve and warrant reserve comprises the fair value of share options and warrants granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the consolidated financial statements. The amount will either be transferred to the share premium account when the related options and warrants are exercised, or be transferred to accumulated losses should the related options and warrants expire or be forfeited.

43. EVENT AFTER THE REPORTING PERIOD

(i) Subscription of new shares

On 1 November 2016, the Company entered into subscription agreements respectively with each of the eight independent subscribers (the "Subscribers") pursuant to which the Subscribers agreed to conditionally subscribe for a total of 351,599,550 new shares at the subscription price of HK\$0.48 per share in the Company ("Subscription"). The Subscription was completed on 12 January 2017 and the Company issued 351,599,550 subscription shares to the Subscribers.

The aggregate proceeds from the Subscription amounted to approximately HK\$168.77 million and the net proceeds and the net price per share was approximately HK\$168.70 million and HK\$0.4798 respectively, after deducting all the professional fees incurred in the Subscription.

42. 本公司財務狀況表及儲備 (續)

購股權儲備及認股權證儲備包括已授出但尚未行使購股權及認股權證之公平值，詳情載於綜合財務報表附註2.4有關以股份支付款項之會計政策內。有關款項將於相關購股權及認股權證獲行使時轉撥至股份溢價賬，或倘相關購股權及認股權證屆滿或被沒收時則轉撥至累計虧損。

43. 報告期後事項

(i) 認購新股份

於二零一六年十一月一日，本公司分別與八名獨立認購方（「認購方」）各自訂立認購協議，據此，認購方有條件同意按認購價每股股份0.48港元認購合共351,599,550股本公司新股份（「認購事項」）。認購事項已於二零一七年一月十二日完成及本公司已向認購方發行351,599,550股認購股份。

認購事項之所得款項總額約為168,770,000港元及所得款項淨額及每股淨價分別約為168,700,000港元及0.4798港元（經扣除認購事項產生之所有專業費用）。

43. EVENT AFTER THE REPORTING PERIOD (continued)

(ii) Acquisition of a subsidiary

on 13 January 2017, the Company entered into an equity transfer agreement (“Equity Transfer Agreement”) with Ms. Chen Xiaoding to acquire the 100% equity interest in Shenzhen Ming Jian Gold Industry Limited (深圳明建金業有限公司, “Shenzhen Ming Jian”) at a consideration of RMB220 million payable by two instalments, in which RMB190 million to be settled by cash within one month upon signing of the Equity Transfer Agreement and RMB30 million to be settled by way of the Company allotting and issuing 76,686,332 consideration shares at the issue price of HK\$0.44 per consideration share to her or her designated nominee(s).

The conditions precedent to the Equity Transfer Agreement were fulfilled and the completion of the agreement took place on 10 February 2017. Accordingly, Shenzhen Ming Jian has become a wholly-owned subsidiary of the Group and its results will be consolidated into the financial statements of the Company.

44. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 24 March 2017.

43. 報告期後事項 (續)

(ii) 收購一間附屬公司

於二零一七年一月十三日，本公司與陳小定女士訂立股權轉讓協議（「股權轉讓協議」）以收購深圳明建金業有限公司（「深圳明建」）的全部股權，代價為人民幣220,000,000元，應分兩期結付，其中人民幣190,000,000元將於簽署股權轉讓協議後一個月內以現金結付及人民幣30,000,000元將由本公司以按發行價每股代價股份0.44港元向其指定代名人配發及發行76,686,332股代價股份之方式結付。

股權轉讓協議之先決條件已獲達成及該協議已於二零一七年二月十日完成。因此，深圳明建已成為本集團之全資附屬公司及其業績將綜合計入本公司之財務報表。

44. 批准綜合財務報表

綜合財務報表已於二零一七年三月二十四日由董事會批准並授權刊發。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

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

下表概述本集團過去五個財政年度之業績及資產、負債及非控股權益，乃摘錄自己刊發之經審核財務報表，並已作適當重列／重新分類。

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2016	2015	2014	2013	2012
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入	654,843	785,956	195,260	440,785	199,325
Profit/(loss) before tax	除稅前溢利／(虧損)	3,224	37,313	101,043	(161,594)	(334,586)
Income tax credit/(expenses)	所得稅抵免／(開支)	5,353	(22,421)	16	(395)	12,928
Profit/(loss) for the year	年度溢利／(虧損)	8,577	14,892	101,059	(161,989)	(321,658)
Attributable to:	下列應佔：					
Owners of the parent	母公司擁有人	7,217	19,412	117,810	(126,770)	(277,800)
Non-controlling interests	非控股權益	1,360	(4,520)	(16,751)	(35,219)	(43,858)
		8,577	14,892	101,059	(161,989)	(321,658)

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股權益

		As at 31 December 於十二月三十一日				
		2016	2015	2014	2013	2012
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
TOTAL ASSETS	資產總值	1,376,435	1,215,213	505,479	560,599	520,543
TOTAL LIABILITIES	負債總額	(396,878)	(203,415)	(207,576)	(619,041)	(427,729)
NON-CONTROLLING INTERESTS	非控股權益	(54,132)	(4,946)	(4,115)	17,253	(10,694)
		925,425	1,006,852	293,788	(41,189)	82,120



China Beidahuang Industry Group Holdings Limited
中國北大荒產業集團控股有限公司