



CHOW SANG SANG HOLDINGS INTERNATIONAL LIMITED

周生生集團國際有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號：116

ANNUAL REPORT **2016** 年報

## CORPORATE INFORMATION

### Board of Directors

#### Executive Directors

Mr. Vincent CHOW Wing Shing  
*Chairman and Group General Manager*  
Dr. Gerald CHOW King Sing  
Mr. Winston CHOW Wun Sing  
*Group Deputy General Manager*

#### Non-executive Directors

Mr. CHOW Kwen Ling  
*Honorary Chairman*  
Dr. CHAN Bing Fun\*  
Mr. Stephen TING Leung Huel  
Mr. CHUNG Pui Lam  
Mr. LEE Ka Lun\*  
Dr. LO King Man\*  
Mr. Stephen LAU Man Lung\*

\* Independent Non-executive Directors

### Company Secretary

Mr. Theodore TAM Shing Chi

### Registered Office

Clarendon House, 2 Church Street  
Hamilton HM 11, Bermuda

### Principal Place of Business

4/F, Chow Sang Sang Building  
229 Nathan Road, Kowloon  
Hong Kong

### Legal Advisers

Baker & McKenzie  
Wilkinson & Grist

### Auditor

Ernst & Young

### Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
The Bank of Nova Scotia  
Industrial and Commercial Bank of China Limited  
Bank of China (Hong Kong) Limited

### Website

[www.chowsangsang.com](http://www.chowsangsang.com)



You may go to our website by scanning this QR code  
如欲瀏覽集團網頁，可掃描此二維條碼

## 公司資料

### 董事會

#### 執行董事

周永成先生  
*主席兼集團總經理*  
周敬成醫生  
周允成先生  
*集團副總經理*

#### 非執行董事

周君令先生  
*名譽董事長*  
陳炳勳醫生\*  
丁良輝先生  
鍾沛林先生  
李家麟先生\*  
盧景文博士\*  
劉文龍先生\*

\* 獨立非執行董事

### 公司秘書

譚承志先生

### 註冊辦事處

Clarendon House, 2 Church Street  
Hamilton HM 11, Bermuda

### 主要營業辦事處

香港  
九龍彌敦道二二九號  
周生生大廈四樓

### 法律顧問

貝克·麥堅時律師事務所  
高露雲律師行

### 核數師

安永會計師事務所

### 主要往來銀行

香港上海滙豐銀行有限公司  
渣打銀行(香港)有限公司  
恒生銀行有限公司  
加拿大豐業銀行  
中國工商銀行股份有限公司  
中國銀行(香港)有限公司

### 網頁

[www.chowsangsang.com](http://www.chowsangsang.com)

Dedicated to the Memory  
of  
**Dr. CHOW Kwen Lim**  
one of the Founders of  
Chow Sang Sang

永遠懷念

尊敬的

周君廉博士

(1926 - 2016)

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The following abbreviations are used in this report:

本年報使用下列簡稱：

|  | <u>Abbreviations</u> |                   | <u>簡稱</u> |
|--|----------------------|-------------------|-----------|
| Chow Sang Sang Holdings International Limited                      | The Company          | 周生生集團國際有限公司       | 本公司       |
| Chow Sang Sang Holdings International Limited and its subsidiaries | The Group            | 周生生集團國際有限公司及其附屬公司 | 本集團       |

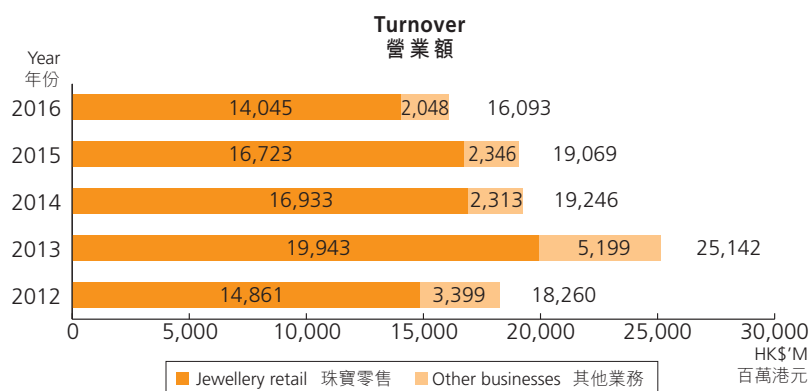
## FINANCIAL HIGHLIGHTS

## 財務摘要

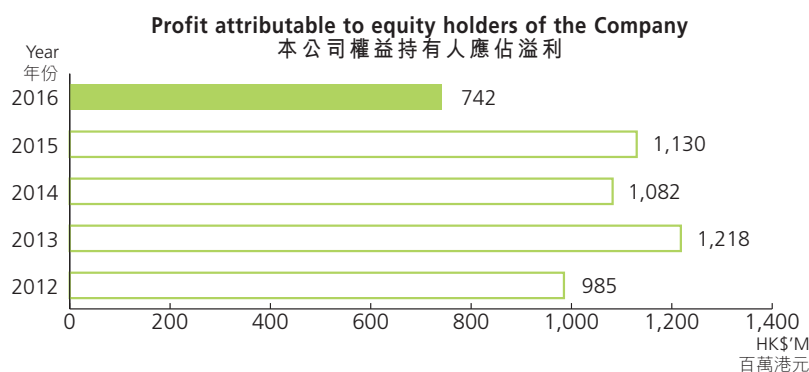
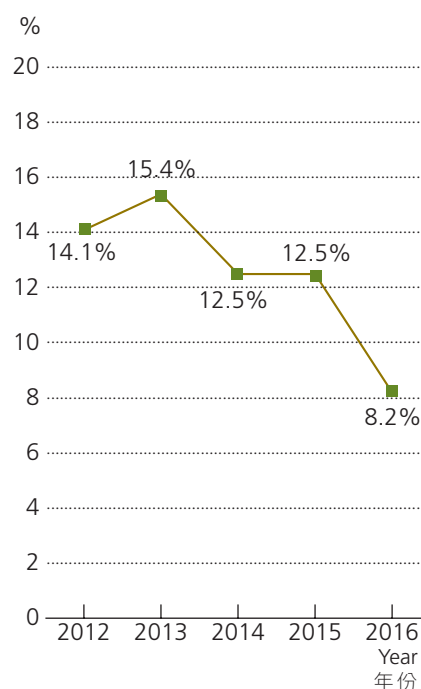
|  |              | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 | Change<br>變動 |
|--|--------------|-------------------------|-------------------------|--------------|
| Turnover   | 營業額          |                         |                         |              |
| Jewellery retail                                     | 珠寶零售         | 14,045,322              | 16,723,183              | -16%         |
| Other businesses                                     | 其他業務         | 2,047,215               | 2,346,074               | -13%         |
|  |              | <b>16,092,537</b>       | <b>19,069,257</b>       | -16%         |
| Profit attributable to equity holders of the Company | 本公司權益持有人應佔溢利 | 742,176                 | 1,130,320*              | -34%         |
| Earnings per share                                   | 每股盈利         |                         |                         |              |
| – Basic  | – 基本         | 109.6 cents 仙           | 167.0 cents 仙           | -34%         |
| – Diluted  | – 攤薄         | 109.6 cents 仙           | 167.0 cents 仙           | -34%         |
| Dividend per share                                   | 每股股息         |                         |                         |              |
| – Interim  | – 中期         | 8.0 cents 仙             | 12.0 cents 仙            |              |
| – Final  | – 末期         | 35.0 cents 仙            | 36.0 cents 仙            |              |
| – Special final                                      | – 特別末期       | –                       | 14.0 cents 仙            |              |
| Total dividend per share for the year                | 全年每股股息總額     | 43.0 cents 仙            | 62.0 cents 仙            |              |
| Dividend payout ratio                                | 派息比率         | 39%                     | 37%                     |              |
| Equity attributable to equity holders of the Company | 本公司權益持有人應佔權益 | 9,037,898               | 9,077,915               | -0.4%        |
| Equity per share                                     | 每股權益         | \$13.4 元                | \$13.4 元                | –            |

\* Profit attributable to equity holders of the Company for the year ended 31 December 2015 included a gain of HK\$246 million on the disposal of shares in Hong Kong Exchanges and Clearing Limited.

\* 截至二零一五年十二月三十一日止年度，本公司權益持有人應佔溢利包括出售香港交易及結算所有限公司股份所得246,000,000港元收益。



**Return on equity holders' equity**  
權益持有人權益回報



## CHAIRMAN'S MESSAGE

The year 2016 turned out to be as difficult as I said it would be when I was writing our 2015 report. The retail market in Hong Kong was hit hard, more so than it was in China. For the first time, profit contribution from our Mainland operation overtook Hong Kong's.

In 2015, the Group made a gain of HK\$246 million on the disposal of part of its holding of shares of Hong Kong Exchanges and Clearing Limited. There was no disposal made in 2016. Excluding this gain, the Group's profit from operations in 2016 dropped by 16% to HK\$742 million.

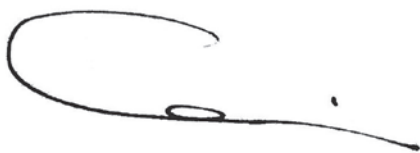
Rental expenses in Hong Kong only started to come down near the end of the year, as some of the major leases were up for renewal then. We do expect more relief in rental and personnel expenses in 2017 as we continue to negotiate renewals for street level shops and close under-performing shops located in tourist areas.

Despite lower sales, our inventory level is healthy, thanks to an on-going regimen of tight control. In the current climate, gemset and other jewellery generally fared better than pure gold products.

Aiming to add value to our securities business, we have partnered with Harvest Fund Management Co., Ltd. to submit an application to the China Securities Regulatory Commission to operate a brokerage on the Mainland, under the CEPA scheme.

I wish to pay tribute to Dr. CHOW Kwen Lim, my father and fellow director, who passed away in September 2016. He and his two brothers founded the Company that led to the Chow Sang Sang Group. In his prime he was tireless in supporting community work and education, and for his efforts he was awarded a doctorate, the BBS, the MBE and named a justice of the peace. He was always eager to help others, garnering a wide circle of friends. He was 89.

As always, I sincerely thank our shareholders, staff and customers for their support and loyalty.



**Vincent CHOW Wing Shing**  
Chairman

Hong Kong  
27 March 2017

## 主席致辭

正如本人在二零一五年年報中提及，二零一六年確是困難重重的一年。本港的零售市場遭受沉重打擊，比內地市場更甚。內地業務的盈利貢獻首次超越香港。

二零一五年集團售出部分香港交易及結算所有限公司的股份，獲利二億四仟六佰萬港元。二零一六年並無售出有關股份。撇除計算此項收益，集團二零一六年的經營溢利下跌16%至七億四仟二佰萬港元。

集團的香港租金開支在接近年底時才開始下降，因部分大型店的租約在那時到期續約。集團正繼續為臨街分店洽談續租，及關閉位於遊客區表現欠佳的分店，期望於二零一七年可進一步節省租金開支及人事費用。

銷售額雖然下跌，全賴集團持續的嚴格監控，使存貨狀況穩健。現時的趨勢，鑲嵌珠寶及其他珠寶飾品的銷售表現較黃金產品理想。

集團旨在為證券業務增值，與嘉實基金管理有限公司合作，以根據《內地與香港關於建立更緊密經貿關係的安排》(CEPA) 框架，向中國證券監督管理委員會申請於中國經營經紀業務。

家父集團董事周君廉博士於二零一六年九月辭世，本人謹此向他致敬。他與兩位兄弟共同創立本公司及帶領發展成為周生生集團，並畢生致力投身公職及教育項目，其貢獻備受肯定，曾獲頒授榮譽博士學位、銅紫荊星章(BBS)、員佐勳章(MBE)及獲委任為太平紳士。他為人樂善好施，廣結良朋，享年八十九歲。

一如既往，本人謹此感謝股東、員工及顧客對集團的忠實支持。



主席  
周永成

香港  
二零一七年三月二十七日

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. CHOW Kwen Ling**, aged 93, is a Non-executive Director of the Company, the Honorary Chairman of the Group and a director of a number of subsidiaries within the Group. As a founder of the Group, Mr. CHOW served as the Group General Manager from 1973 to 1986 and the Group Chairman from 1973 to 1990. He was elected the Honorary Chairman upon retiring as Chairman in 1990. He is well experienced in corporate management.

**Dr. CHAN Bing Fun**, MB, BS, DMRT, aged 83, is an Independent Non-executive Director of the Company, and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He has been with the Group for over 40 years. Dr. CHAN is a medical doctor in private practice in Hong Kong.

**Mr. Vincent CHOW Wing Shing**, BBS, MBE, JP, aged 70, is an Executive Director of the Company, the Chairman of the Board, the Group General Manager and a director of a number of subsidiaries within the Group. Mr. CHOW has been with the Group for over 30 years, having been the Group General Manager and the Chairman since 1998 and 2013 respectively. He is the Deputy Chairman of the Council of the City University of Hong Kong, where he is also the Vice Chairman of the Board of Management of the Community College of City University. Mr. CHOW is appointed by the Home Affairs Bureau's to its Advisory Committee on Arts Development as the Chairman as well as the Performing Arts Committee under the Board of West Kowloon Cultural District Authority as a member. He was made an Honorary Fellow of the Hong Kong Academy for Performing Arts; and he serves as a Director of the Board of The Hong Kong International Film Festival Society Limited, which is a not-for-profit organization. He was a member of the Shunde People's Political Consultative Committee.

**Dr. Gerald CHOW King Sing**, aged 60, is an Executive Director of the Company. He is a member of the Nomination Committee of the Company and a director of a number of subsidiaries within the Group. He has joined the Group for over 30 years. Dr. CHOW is the elder brother of Mr. Winston CHOW Wun Sing and the cousin of Mr. Vincent CHOW Wing Shing. For community services in Hong Kong, Dr. CHOW is a panel member of the Public Affairs Forum under the Home Affairs Bureau, HKSAR. He is also an expert member of the "Managing World Cities" Programme of the Faculty of Social Sciences, University of Hong Kong. He is a former member of the Central Policy Unit of the Hong Kong Government (2009-2011) and a former council member of The Better Hong Kong Foundation (2007-2015). Dr. CHOW also served in the Central and Western District Fight Crime Committee (2009-2011). He is an honorary member of the Hong Kong Fire Services Officers' Mess and the founding President of the Central and Western District Fire Safety Ambassador Honorary Presidents' Association of the Hong Kong Fire Services Department. Dr. CHOW has been a voting member of the Po Leung Kuk Advisory Board since 1997. Dr. CHOW is also a member of the Bauhinia Foundation Research Centre and the Hong Kong Strategy.

## 董事會及高級管理人員

**周君令先生**，九十三歲，本公司之非執行董事、本集團名譽董事長及本集團內多家附屬公司之董事。周先生為本集團創辦人之一，於一九七三年至一九八六年出任本集團總經理，亦於一九七三年至一九九零年出任本集團主席。自一九九零年退任主席後，彼出任本集團名譽董事長。彼於企業管理方面有豐富經驗。

**陳炳勳醫生**，MB·BS·DMRT，八十三歲，本公司之獨立非執行董事、審核委員會、薪酬委員會及提名委員會成員。彼已服務本集團超過四十年。陳醫生為香港私人執業醫生。

**周永成先生**，BBS·MBE，太平紳士，七十歲，本公司之執行董事、董事會主席、本集團總經理及本集團內多家附屬公司之董事。周先生服務本集團超過三十年，彼分別於一九九八年及二零一三年起出任本集團總經理及主席。彼現為香港城市大學校董會副主席、城市大學專上學院管理委員會副主席。周先生獲委任為民政事務局屬下藝術發展諮詢委員會主席及西九文化區管理局董事局下的表演藝術委員會委員。彼獲香港演藝學院頒授榮譽院士銜；彼現為一非牟利機構 – 香港國際電影節協會有限公司之董事。彼曾任中國人民政治協商會佛山市順德區委員。

**周敬成醫生**，六十歲，本公司之執行董事、提名委員會成員及本集團內多家附屬公司之董事。彼服務本集團超過三十年。周醫生為周允成先生之兄及周永成先生之堂弟。在香港社會公職方面，周醫生現擔任香港特區政府民政事務局公共事務論壇成員，亦為香港大學社會科學院國際都會之管理研究會顧問委員。彼為香港特區政府中央政策組前顧問(二零零九年及二零一一年)及香港明天更好基金前理事(二零零七年至二零一五年)。周醫生曾擔任中西區撲滅罪行委員會委員(二零零九年至二零一一年)。彼為香港消防處長官會名譽會員及香港消防處中西區消防安全大使名譽會長會創會會長。周醫生自一九九七年起出任保良局諮詢委員會遴選委員，目前並為智經研究中心與群策學社會員。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

## 董事會及高級管理人員

**Mr. Stephen TING Leung Huel**, MH, FCCA, FCPA (Practising), ACA, CTA(HK), FHKIoD, aged 63, was an Independent Non-executive Director and the Secretary of the Company until September 2004. He was re-designated as a Non-executive Director of the Company on 28 September 2004. Mr. TING is a member of the Audit Committee and Remuneration Committee of the Company. He is an independent non-executive director of seven other listed companies in Hong Kong, namely Tong Ren Tang Technologies Co. Ltd., Tongda Group Holdings Limited, New Silkroad Culturaltainment Limited, Computer And Technologies Holdings Limited, Texhong Textile Group Limited, Dongyue Group Limited and China SCE Property Holdings Limited. He is a member of the 9th, 10th and 11th Chinese People's Political Consultative Conference, Fujian. Mr. TING is an accountant in public practice and has more than 40 years of experience in this field. Currently, he is the Managing Partner of Ting Ho Kwan & Chan, Certified Public Accountants.

**Mr. CHUNG Pui Lam**, GBS, OBE, JP, LL.B (Lond.) (Hons), aged 76, is a Non-executive Director of the Company, and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He was appointed as an Independent Non-executive Director of the Company on 26 June 1995 and re-designated as a Non-executive Director in September 2004. Mr. CHUNG is a solicitor in practice. Apart from being a China-appointed Attesting Officer and a Hong Kong Notary Public, he is also an independent non-executive director of two other listed companies in Hong Kong, namely S E A Holdings Limited and Datronix Holdings Limited.

**Mr. Winston CHOW Wun Sing**, aged 59, is an Executive Director of the Company, the Group Deputy General Manager and a director of a number of subsidiaries within the Group. Mr. CHOW has been with the Group since 1984 (except 1988 to 1992) and has become the Group Deputy General Manager since 1995. Mr. CHOW is the younger brother of Dr. Gerald CHOW King Sing and the cousin of Mr. Vincent CHOW Wing Shing. He has experience in real estate in Canada. Mr. CHOW's key responsibilities include the marketing and staff learning and development of the Group's jewellery business in Greater China. He is a member of the Hong Kong Tourism Board, a Vice-chairman of the Quality Tourism Services Association, a Vice-chairman of the Hong Kong Retail Management Association, the Chairman of the Jewellery Industry Training Advisory Committee, a member of the Steering Committee on Qualifications Framework Fund of the Education Bureau and an Executive Committee member of the Diamond Federation of Hong Kong, China Limited. Mr. CHOW was a member of the Guangzhou Municipal Tianhe District People's Political Consultative Committee.

**丁良輝先生**，MH，FCCA，FCPA (Practising)，ACA，CTA(HK)，FHKIoD，六十三歲，曾為本公司之獨立非執行董事及公司秘書，任期至二零零四年九月。彼於二零零四年九月二十八日調任為本公司之非執行董事。丁先生現為本公司審核委員會及薪酬委員會成員，亦為其他七家香港上市公司之獨立非執行董事，分別為北京同仁堂科技發展股份有限公司、通達集團控股有限公司、新絲路文旅有限公司、科聯系統集團有限公司、天虹紡織集團有限公司、東岳集團有限公司及中駿置業控股有限公司。彼為中國人民政治協商會議第九、第十及第十一屆福建省委員會委員。丁先生為執業會計師，在會計界有超過四十年經驗。彼現任丁何關陳會計師行執行合夥人。

**鍾沛林先生**，GBS，OBE，太平紳士，LL.B (Lond.) (Hons)，七十六歲，本公司之非執行董事、審核委員會、薪酬委員會及提名委員會成員。彼於一九九五年六月二十六日獲委任為本公司之獨立非執行董事，並於二零零四年九月調任為非執行董事。鍾先生為執業律師，除為中國司法部委託公證人及香港國際公證人外，彼亦為其他兩家香港上市公司之獨立非執行董事，分別為爪哇控股有限公司及連達科技控股有限公司。

**周允成先生**，五十九歲，本公司之執行董事、本集團副總經理及本集團內多家附屬公司之董事。周先生自一九八四年起（一九八八年至一九九二年除外）服務本集團，自一九九五年起出任本集團副總經理。周先生為周敬成醫生之弟及周永成先生之堂弟。彼曾於加拿大從事地產業。周先生專責統籌本集團於大中華珠寶業務之市場事務及培訓發展工作。彼現任香港旅遊發展局成員、優質旅遊服務協會副主席、香港零售管理協會副主席、教育局之珠寶行業培訓諮詢委員會主席、資歷架構基金督導委員會委員及香港鑽石總會有限公司常務委員。周先生曾任中國人民政治協商會廣州市天河區委員。



## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. LEE Ka Lun**, FCCA, aged 62, is an Independent Non-executive Director of the Company, and the chairman of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He was appointed as an Independent Non-executive Director of the Company on 28 September 2004. Mr. LEE is an accountant by profession and has over 25 years of experience in banking and auditing. He was the Regional Deputy Chief Executive of Lloyds TSB Bank plc and Regional Director – Finance and Operation of Lloyds TSB's operations in Asia for over 15 years and has extensive experience in corporate banking, private banking, treasury, operations, IT developments and general management. He is also a responsible officer approved by the Securities and Futures Commission and serves as an independent non-executive director of five other listed companies in Hong Kong, namely Yuexiu Property Company Limited, REXLot Holdings Limited, Chong Hing Bank Limited ("Chong Hing"), Medicskin Holdings Limited and Ever Harvest Group Holdings Limited. Mr. LEE is also an independent non-executive director of Yuexiu Financial Holdings Limited, a holding company of Chong Hing.

**Dr. LO King Man**, SBS, BBS, MBE, JP, FRSA, FHKU, UFHKPU, FHKAPA, DocHKAPA, aged 79, is an Independent Non-executive Director, a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He was appointed as an Independent Non-executive Director of the Company on 28 September 2004. Following a career in higher education management, Dr. LO held appointments as Director of the Hong Kong Academy for Performing Arts during 1993 to 2004 and as Principal of the Canton International Summer Music Academy established by the Guangdong Government during 2004 to 2009. His public service included vice-chairmanship of the former Urban Council and membership of the Hong Kong Special Administrative Region Basic Law Consultative Committee, Examination Authority, Broadcasting Authority, Vocational Training Council and Arts Development Council. He has served on governing boards of numerous educational and cultural organizations. Dr. LO is a member of various committees of the University of Hong Kong Council. Dr. LO is also the Director-general of Musica Viva Limited. He is an independent non-executive director of another listed company in Hong Kong – Sing Lee Software (Group) Limited.

## 董事會及高級管理人員

**李家麟先生**，FCCA，六十二歲，本公司之獨立非執行董事、審核委員會、薪酬委員會及提名委員會主席。彼於二零零四年九月二十八日獲委任為本公司之獨立非執行董事。李先生為專業會計師，在銀行及審計界服務超過廿五年。彼曾出任萊斯銀行亞洲區域副行政總裁及財務及營運董事超過十五年，具豐富企業銀行、私人銀行、財務、營運、資訊科技發展及管理經驗。彼現時亦為證券及期貨事務監察委員會核准之負責人員。彼現任其他五家香港上市公司之獨立非執行董事，分別為越秀地產股份有限公司、御泰中彩控股有限公司、創興銀行有限公司(「創興」)、密迪斯肌控股有限公司及永豐集團控股有限公司。李先生亦於創興一家控股公司越秀金融控股有限公司出任獨立非執行董事一職。

**盧景文博士**，SBS，BBS，MBE，太平紳士，FRSA，FHKU，UFHKPU，FHKAPA，DocHKAPA，七十九歲，本公司之獨立非執行董事、審核委員會、薪酬委員會及提名委員會成員。彼於二零零四年九月二十八日獲委任為本公司之獨立非執行董事。盧博士歷任多家大專學院高級行政職位，於一九九三年至二零零四年期間出任香港演藝學校校長，並於二零零四年至二零零九年期間出任廣東省政府創辦之中國廣東國際音樂夏令營校長。彼曾獲委任多項公職，包括前市政局副主席、香港特別行政區基本法諮詢委員會、考試及評核局、廣播事務管理局、職業訓練局及藝術發展局委員，亦出任多家大專學府及文化機構之董事會成員。盧博士現為香港大學多個校務委員會委員。盧博士亦為非凡美樂有限公司總監。彼為另一家香港上市公司 – 新利軟件(集團)股份有限公司之獨立非執行董事。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. Stephen LAU Man Lung**, OBE, JP, aged 71, is an Independent Non-executive Director of the Company, and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He was appointed as an Independent Non-executive Director of the Company on 17 December 2012. Mr. LAU is a qualified electrical engineer, and a member of The Institution of Engineering and Technology, United Kingdom, and with a postgraduate degree of Master of Science from the University of Surrey, England. He has more than 30 years of management and marketing experience, particularly in the textile and apparel field. Mr. LAU is the managing director of The Polyfabrics (Hong Kong) Limited. He was appointed as a member to vice-chairman of the Urban Council from 1978 to 1995. Mr. LAU was also appointed as a member of various committees, boards, and panels, namely the Textiles Advisory Board, the Trade and Industry Advisory Board, the Administrative Appeals Board, the Air Transport Licensing Authority, the Appeal Board Panel (Town Planning), the Board of Review (Inland Revenue Ordinance), the Broadcasting Authority, etc. He also served as a Council Member of the University of Hong Kong from 1985 to 1997. Mr. LAU is active in several charitable organizations and in Chiu Chow community associations.

**Mr. Theodore TAM Shing Chi**, CPA (Aust.), CPA, MBA, aged 58, is the Company Secretary of the Company and the Group's Chief Financial Officer. Mr. TAM joined the Group in 2009 and has over 30 years of experience in finance, accounting and management. Mr. TAM is a member of the Hong Kong Institute of Certified Public Accountants, and the CPA Australia. He holds a Master Degree in Business Administration from the Melbourne University, Australia. Mr. TAM's experiences covered a variety of industries including auditing, business advisory services with one of the Big Four accounting firms in Hong Kong as well as the Regional Chief Financial Officer of one of the top three marketing communication services companies in Asia Pacific.

**Ms. Susan MAK Wei Yee**, FCCA, CPA, aged 60, is the General Manager of Chow Sang Sang Securities Limited. Ms. MAK joined the Group in 2001 and has over 35 years of experience in accounting, banking and finance. Ms. MAK is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

## 董事會及高級管理人員

**劉文龍先生**，OBE，太平紳士，七十一歲，本公司之獨立非執行董事、審核委員會、薪酬委員會及提名委員會成員。彼於二零一二年十二月十七日獲委任為本公司之獨立非執行董事。劉先生為合資格電機工程師，以及英國工程及科技學會會員，並持有英倫University of Surrey理學碩士學位。彼在紡織及成衣界有逾三十年之管理及市場行銷經驗。劉先生為港新企業有限公司之執行董事。彼於一九七八年至一九九五年期間獲委任為市政局議員及至副主席。劉先生亦曾擔任多個政府委員會及專責小組成員，計有紡織業諮詢委員會、工業貿易諮詢委員會、行政上訴委員會、空運牌照局、上訴委員團(城市規劃)、稅務上訴委員會、廣播事務管理局等。彼亦由一九八五年至一九九七年出任香港大學校務委員會委員。劉先生活躍於多個慈善團體及潮州社團。

**譚承志先生**，CPA (Aust.)，CPA，MBA，五十八歲，本公司之公司秘書及本集團首席財務長。譚先生於二零零九年加入本集團，彼於財務、會計及管理方面累積逾三十年經驗。譚先生為香港會計師公會及澳洲會計師公會之會員。彼持有澳洲墨爾本大學工商管理碩士學位。譚先生工作經驗涵蓋不同行業，其中包括於香港四大會計師事務所之一提供審計及商業諮詢服務，以及出任亞太區其中一家三大市場傳訊服務公司之區域首席財務長。

**麥惠怡女士**，FCCA，CPA，六十歲，周生生證券有限公司之總經理。麥女士於二零零一年加入本集團，於會計、銀行及財務方面累積逾三十五年經驗。麥女士為香港會計師公會及英國特許公認會計師公會之會員。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. LAU Hak Bun**, aged 64, is the Group's General Manager – Retail Operations (Greater China). Mr. LAU has been with the Group for over 40 years. He is well-experienced in sales management. Apart from managing the retail operations in Hong Kong and Macau, Mr. LAU is also responsible for the development of operational strategies in Mainland China, Hong Kong, Taiwan and Macau. He also serves as the Vice-chairman of the Hong Kong Jewellers' & Goldsmiths' Association Ltd. and the Chairman of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association.

**Ms. Sandra SHEK Tsang**, aged 48, is the Group's Brand Director. Ms. SHEK is responsible for overseeing the development of the Group's branding, product development, brand marketing, customer service and corporate gift business. Prior to joining the Group in 2013, she was the General Manager of various international jewellery and accessories brands. Ms. SHEK has over 20 years of sales operation and marketing experience in China.

## 董事會及高級管理人員

**劉克斌先生**，六十四歲，本集團之大中華營運總經理。劉先生服務本集團超過四十年，對於銷售管理擁有豐富經驗。除管理港澳零售業務外，劉先生亦負責研究及規劃中港台澳四地的運作策略。彼亦擔任香港珠石玉器金銀首飾業商會副理事長及九龍珠石玉器金銀首飾業商會理事長。

**石嶸小姐**，四十八歲，本集團之品牌總監。石小姐負責監管集團之品牌業務、產品開發、市場推廣、顧客服務及企業禮品之整體發展。於二零一三年加入本集團前，彼曾擔任多家國際飾品及配飾品牌之總經理。石小姐在大中華區品牌營運及市場推廣方面擁有逾二十年經驗。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Overview

During 2016, the uncertainties in the global economic and political environment drove gold price upward to a point by more than 20% in the year. However, we did not see demand for gold jewellery increase as they did in similar hikes in recent years.

Consumer sentiment had been weak. The softness in the property markets and the lack of momentum in the stock markets were limiting consumptions. This is particularly the case for Hong Kong. The strong Hong Kong dollar, as it was pegged to the US dollar, made Hong Kong a less attractive place to visit, especially from Mainland visitors. Overall, we see the number of China visitors dropped by 6.7%. Except for the month of December, we see year on year decline in retail sales value in Hong Kong.

The Group's turnover for the year 2016 reduced 16% to HK\$16,093 million. Profit attributable to equity holders dropped by 34% to HK\$742 million. If the gain from the disposal of part of the long-term holding of shares in Hong Kong Exchanges and Clearing Limited in the year 2015 is excluded, the drop in profit attributable to equity holders will be 16%.

### Jewellery Retail

Operating profit reduced by 6% year-on-year to HK\$947 million. Jewellery retail accounted for 87% of the Group's turnover.

#### *Hong Kong and Macau*

Sales registered a slip of 26%. Same store sales growth was -25%.

As gold price increased, the total weight of gold sales dropped by 34%.

Sales of gem-set jewellery had not reversed its downward trend since 2015.

During the year, three Chow Sang Sang shops in tourist district were closed. Two new shops established, one in Kwun Tong and one in Yuen Long.

Macau was still suffering from a dearth of visitors. Shops located in the shopping arcades performed worse than main street shop.

Lease renewals during the period resulted in small savings as some of the heftier shop leases were renewed in the last quarter of the year. Total shop rental expenditure was flat. For leases renewed, rental adjustment achieved was between +10% to -38%.

Capital expenditure amounted to HK\$33 million, most of which was for new shops and refitting of shops.

### 綜觀

二零一六年環球經濟及政局不明朗，將金價推高，年內升幅一度超過20%。雖然如此，結果並沒有如近年類似金價上漲般令黃金飾品需求增加。

消費意欲疲弱。房地產市道疲軟及股市缺乏動力，令消費受到抑制。香港情況尤其如此。由於港元與美元掛鈎，港元強勢尤其對內地旅客而言令訪港吸引力減弱。整體而言，內地訪港旅客下跌6.7%。除十二月份外，香港的零售銷售價值錄得按年下跌。

二零一六年本集團營業額下跌16%至一億六千零九十三萬港元。權益持有人應佔溢利下跌34%至七億四千二百萬港元。倘將二零一五年出售部分長期持有之香港交易及結算有限公司股份帶來之收益撇除計算，權益持有人應佔溢利跌幅為16%。

### 珠寶零售

經營溢利按年減少6%至九億四千七百萬港元。珠寶零售佔本集團營業額87%。

#### *香港及澳門*

銷售錄得26%下滑。同店銷售增長為-25%。

由於金價上升，出售黃金總重量下跌34%。

鑲嵌珠寶銷售自二零一五年以來還沒有扭轉下降趨勢。

年內共有三家位於遊客區的周生生分店結業。另設立兩家新店，一家位於觀塘及一家位於元朗。

澳門仍然面對遊客減少的衝擊。位於商場的分店表現比大街分店差。

期內的續租減免不多，因大型店租約將在本年度最後一個季度才進行檢討。總租金開支持平。已續租約達成的租金調整在+10%至-38%之間。

資本性開支為三仟三百萬港元，大部分用於新店及店舖裝修。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Jewellery Retail (continued)

#### Mainland China

Total turnover slipped by 5% year-on-year to HK\$7,339 million. Same store sales growth was -4%.

Gold sales also suffered a setback with same store sales growth at -13% while gem-set jewellery maintained a positive momentum.

Online sales continued to grow, and accounted for about 10% of our China sales. Gold products dominate the sales mix.

At year-end, there was a total of 374 shops located in 111 cities. New shops numbered 47, and there were 16 closings.

With new openings and the refitting of 68 stores, setting up of a diamond cutting and polishing factory, and production capacity upgrade, capital expenditure came to RMB136 million.

#### Taiwan

The retail sector remained weak. There is no significant change in the results from the prior year.

### Wholesale of Precious Metals

Turnover decreased by 15% to HK\$1,908 million. Operating profit decreased by HK\$10 million.

### Securities and Futures Broking

The market momentum in 2016 was extremely weak. Market turnover was 37% less with daily turnover averaged at HK\$66.9 billion (2015: HK\$105.6 billion). Our turnover dropped by 48% as our customers, mainly retail investors, became very cautious.

During the year, we completed the relocation of our data centre, further strengthening our customer service as well as backup capabilities. With the launch of Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, clients can now trade A shares online using our internet platform and mobile app.

To further explore the opportunities in China, we entered into a joint venture agreement with Harvest Fund Management Co., Ltd to form a securities company in the PRC under the Mainland and Hong Kong Closer Economic Partnership Arrangement (CEPA) framework.

## 管理層討論及分析

### 珠寶零售(續)

#### 中國內地

總營業額按年下滑5%至七十三億三千九百萬港元。同店銷售增長為-4%。

黃金銷售也遭遇阻滯，同店銷售增長為-13%，而珠寶鑲嵌飾品保持著上升勢頭。

網上銷售持續增長，佔內地銷售約10%。銷售組合中黃金產品佔多。

年底共有三百七十四家分店，位於一百一十一個城市。新店共有四十七家，另有十六家分店結業。

為新店開業及六十八家分店重裝、成立鑽石切割及打磨廠，以及產能提升，資本性開支達一億三千六百萬港元。

#### 台灣

零售市道依然疲弱。業績比對去年沒有重大改變。

### 貴金屬批發

營業額下跌15%至十九億零八百萬港元。經營溢利下跌一仟萬港元。

### 證券及期貨經紀

二零一六年市場氣氛非常疲弱，總成交額減少37%，每日平均成交額為六百六十九億港元(二零一五年：一仟零五十六億港元)。本集團營業額下跌48%，因以散戶為主的客戶入市十分審慎。

年內集團完成數據中心的搬遷工作，進一步加強客戶服務及備份功能。新推出的「滬港通」及「深港通」交易服務，客戶可透過集團的網上平台及手機程式買賣A股。

為進一步開拓中國的機遇，集團與嘉實基金管理有限公司已訂立合資合同，根據《內地與香港關於建立更緊密經貿關係的安排》(CEPA)框架，於中國成立一家證券公司。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Investments

#### Properties

The Group holds various properties that are being used for offices, shops and factories. Rental income from investment properties amounted to HK\$12 million, less than 1% of the Group's turnover.

#### Shares in Hong Kong Exchanges and Clearing Limited ("HKEC")

As at 1 January 2016, the Group had 4,061,800 shares of HKEC, received as distribution from the reorganization of the then exchanges in year 2000. The amount remained unchanged throughout the year under review. As at 31 December 2016, the unrealized gain on the holding amounted to HK\$744 million (2015: HK\$806 million).

### Finance

#### Financial Position and Liquidity

The Group generates strong recurring cashflow from its jewellery business and continues to enjoy a solid cash position. As at 31 December 2016, the Group had cash and cash equivalents of HK\$1,283 million (2015: HK\$1,621 million). Cash is mostly held in Renminbi or Hong Kong dollar and deposited in leading banks with maturity dates falling within one year.

The Group was well supported by over HK\$6,206 million in banking facilities including bank borrowings and bullion loans, out of which HK\$817 million are committed facilities. As at 31 December 2016, the total unutilized banking facilities amounted to HK\$4,318 million (2015: HK\$3,831 million).

As at 31 December 2016, total bank borrowings and bullion loans amounted to HK\$1,086 million and HK\$756 million respectively, most of which were unsecured in accordance with the Group's policy. All the loans are repayable within three years. The gearing ratio was 20%, based on total bank borrowings and bullion loans of HK\$1,842 million as a percentage of total equity of HK\$9,038 million. The current ratio of the Group was 3.9.

The Group manages risk of credit cost and availability by several means: cultivating relationship with a large number of lending banks; diversifying the funding sources by engaging a number of local and overseas banks; putting some loans on a term basis; and fixing interest costs on loans as appropriate. The Group had 29% of its bank loans at fixed rates as at 31 December 2016, increased from 16% as at 31 December 2015.

### 投資

#### 物業

本集團持有之物業包括自用辦公室、商店及廠房。投資物業帶來之租金收入為一仟二佰萬港元，佔本集團營業額少於1%。

香港交易及結算所有限公司(「港交所」)股份於二零一六年一月一日，本集團持有四佰零六萬一仟八百股港交所股份，該等股份乃二零零零年交易所重組而獲分配。本年度內持有之數量維持不變，於二零一六年十二月三十一日，未變現收益為七億四仟四佰萬港元(二零一五年：八億零六佰萬港元)。

### 財務

#### 財務狀況及流動資金

本集團的珠寶零售業務讓集團的現金充裕。於二零一六年十二月三十一日，本集團手頭現金及等同現金為十二億八仟三百萬港元(二零一五年：十六億二仟一佰萬港元)。大部分現金以人民幣或港元以不超過一年期存於具領導地位的銀行。

本集團獲得超過六十二億零六佰萬港元的銀行融資支持，包括銀行貸款及貴金屬借貸，其中八億一仟七佰萬港元為保證融資。於二零一六年十二月三十一日，未動用之銀行融資總額為四十三億一仟八佰萬港元(二零一五年：三十八億三仟一佰萬港元)。

於二零一六年十二月三十一日，本集團總銀行貸款及貴金屬借貸分別為十億八仟六佰萬港元及七億五仟六佰萬港元，按本集團政策大部分以無抵押方式取得。所有借貸期限均不超於三年。按總銀行貸款及貴金屬借貸為十八億四仟二佰萬港元，以權益總額九十億三仟八佰萬港元為基準，資本負債比率為20%。本集團之流動比率為3.9。

本集團以多種方式管理信貸成本風險及可用額度：與多家提供融資的銀行維持良好伙伴關係、分散向數家本地及海外銀行申請融資、將部分借貸轉為長期貸款及按情況固定利息支出。於二零一六年十二月三十一日，本集團的銀行貸款中有29%為定息借貸，較二零一五年十二月三十一日的16%為高。

### Finance (continued)

#### *Financial Position and Liquidity (continued)*

As at 31 December 2016, outstanding derivatives on the books were mainly bullion contracts for hedging the bullion price exposure. The management monitors the hedging policy closely and the hedging level of the Group is approximately 40% of the total gold inventories.

#### *Foreign Exchange Risk Management*

The Group's assets and liabilities, revenue and expenses are mostly denominated in Hong Kong dollar, Renminbi and US dollar. As such, the risk is easily manageable and slight. Simultaneously, the Group maintains an appropriate level of foreign currency borrowings for natural hedge to minimize the foreign exchange exposure. As at 31 December 2016, the borrowings denominated in New Taiwan dollar amounted to NT\$116 million.

#### *Charge on Assets and Contingent Liabilities*

As at 31 December 2016, certain items of properties of the Group with a net carrying value of HK\$217 million (2015: HK\$221 million), and listed equity investments of HK\$660 million (2015: HK\$476 million) were pledged to secure banking facilities granted to certain subsidiaries of the Company.

As at 31 December 2016, the Group had no material contingent liabilities.

### Human Resources

The Group maintains its long-established performance-based remuneration policies. Training has been provided to new and existing staff at a pace commensurate with the expansion of the networks in all territories.

At year-end, the total number of employees of the Group was 8,807. There were 1,447 staff in Hong Kong and 7,113 staff in the mainland.

On 22 July 2016, share options have been granted according to the Company's share option scheme. Details of the scheme can be found in note 34 to the financial statements.

### 財務(續)

#### *財務狀況及流動資金(續)*

於二零一六年十二月三十一日，賬面上未平倉之衍生工具主要為用作對沖貴金屬價格風險的貴金屬合約。管理層密切監控對沖政策，現時本集團的對沖水平約為黃金總存貨的40%。

#### *外匯風險管理*

本集團資產及負債、收入及支出大部分以港元、人民幣及美元結算，此等風險較容易掌握及有限。同時，本集團維持適當水平的外幣借款作自然對沖，以減低外匯風險。於二零一六年十二月三十一日，新台幣的貸款為一億一千六百萬新台幣。

#### *資產抵押及或然負債*

於二零一六年十二月三十一日，本集團以賬面淨值二億一千七百萬港元(二零一五年：二億二千一百萬港元)的若干物業及六億六千萬元(二零一五年：四億七千六百萬港元)的上市股份投資作為本公司若干附屬公司取得銀行信貸之抵押。

於二零一六年十二月三十一日，本集團並無重大或然負債。

### 人力資源

本集團行之已久按表現為分發基準的薪酬制度並無改變。繼續向新入職及現有員工提供培訓，以配合集團各地分店網絡擴展的步伐。

於年底，本集團共有8,807位僱員，其中1,447名為香港員工及7,113名為內地員工。

於二零一六年七月二十二日，本公司按其購股權計劃授出購股權。該計劃詳情可參閱財務報告附註34。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Outlook

For 2017, we remain cautious. Though we had seen very weak consumer sentiment for over 24 months, the recovery is yet to be seen. We will continue to keep tight control over our inventory level.

In Hong Kong, though we will have a lower base to work with, we will continue with the realignment of our network to match the change in consumer pattern and preferences. A few shops in tourist area will be closed. Shop-lease renewal will only be made if it makes strategic and economic sense. Overall, we expect to reduce the amount of floor space with no significant changes in number of shops.

In China, though the economy has slowed down, consumers are getting more and more sophisticated. We see opportunities to grow via product and brand differentiation. As our online sales expand, we are putting more effort into offering a seamless customer experience. We will continue to open new stores, at around 50 per year, and more than half of these will be in shopping malls which will allow more flexibility for providing various services to customers.

## 管理層討論及分析

### 展望

集團對二零一七年保持審慎態度。雖非常疲弱的消費意欲已持續超過二十四個月，暫未見復甦跡象。集團將繼續嚴格監控存貨量。

在本港，雖然去年基數較低，集團會繼續重整分店網絡，以配合消費者模式及取向的改變。幾家處於遊客區的分店將會結業。分店續租必須符合戰略及經濟效益。總而言之，集團計劃減少分店的店面面積，分店數目則無重大改變。

雖然中國經濟放緩，但消費者愈趨精明，集團認為透過產品及品牌差異化可帶來增長機遇。因應網上銷售增加，集團將更致力提供無縫的顧客體驗。集團繼續在中國開設分店，約為每年五十家，超過一半將設於商場內，以便可更靈活提供多元化的顧客服務。



## REPORT OF THE DIRECTORS

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

### Principal Activities

The principal activity of the Company is investment holding. Its subsidiaries are active in the field of the manufacture and retail of jewellery, wholesale of precious metals, and securities and futures broking. Details of the principal activities of the subsidiaries are set out in note 45 to the financial statements.

### Results and Dividends

The Group's profit for the year ended 31 December 2016 and the Group's financial position as at that date are set out in the financial statements on pages 50 to 144.

An interim dividend of HK8.0 cents per ordinary share was paid on 26 September 2016. The Directors recommend the payment of a final dividend of HK35.0 cents per ordinary share in respect of the year to shareholders whose names appear on the register of members on 9 June 2017.

### Business Review

A fair review and the outlook of the Group's business are provided in the Chairman's Message on page 3 and the Management Discussion and Analysis on pages 9 to 13 of this annual report. No important event affecting the Group has occurred since the end of the financial year under review. Certain financial key performance indicators can be found in the Financial Highlights on page 2.

An account of the Group's key relationships with its employees, customers and suppliers as well as the principal risks and uncertainties of the Group are shown in the Corporate Governance Report on pages 31 to 42.

In addition, discussions on the Group's environmental policies and performance, and compliance with relevant laws and regulations are included in the Environmental, Social and Governance Report on pages 23 to 30.

Such discussion forms part of this report.

## 董事會報告

董事會謹此呈交截至二零一六年十二月三十一日止年度之報告及本公司與本集團之經審核財務報告。

### 主要業務

本公司之主要業務為投資控股。其附屬公司活躍於珠寶製造及零售、貴金屬批發，以及證券及期貨經紀範疇。附屬公司之主要業務詳情載於財務報告附註45。

### 業績及股息

本集團截至二零一六年十二月三十一日止年度之溢利及本集團於該日之財政狀況載於財務報告第50至144頁內。

本公司於二零一六年九月二十六日派發中期股息每普通股8.0港仙。董事會建議派發本年度末期股息每普通股35.0港仙予名列於二零一七年六月九日股東名冊上之股東。

### 業務審視

對本集團業務之中肯審視及展望載述於本年報第3頁之主席致辭以及第9至13頁之管理層討論及分析內。自該審視財政年度結束以來，概無發生影響本集團之重要事件。若干財務主要表現指標可參閱第2頁之財務摘要。

有關本集團與其員工、客戶及供應商之重要關係，以及本集團之主要風險及不確定因素載於第31至42頁之企業管治報告。

此外，本集團環保政策及表現之討論，以及相關法律及法規之合規事宜載於第23至30頁之環境、社會及管治報告。

該等討論構成本報告之一部分。

## Five-year Financial Summary

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 reclassified as appropriate, is set out below. This summary does not form part of the audited financial statements.

## 五年財務摘要

下文載列本集團過去五個財政年度之已公布業績、資產、負債及非控股股東權益之概要(乃摘錄自經審核財務報告並按適當情況重新分類)。此概要並不構成經審核財務報告之部分。

## Results

## 業績

|                                     |             | Year ended 31 December<br>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               |
| Turnover                            | 營業額         |  |                   |                   |                   |                   |
| Jewellery retail                    | 珠寶零售        | <b>14,045,322</b>                      | 16,723,183        | 16,932,576        | 19,942,531        | 14,861,040        |
| Other businesses                    | 其他業務        | <b>2,047,215</b>                       | 2,346,074         | 2,313,382         | 5,199,909         | 3,399,192         |
|                                     |             | <b>16,092,537</b>                      | <b>19,069,257</b> | <b>19,245,958</b> | <b>25,142,440</b> | <b>18,260,232</b> |
| Operating profit                    | 經營溢利        | <b>996,055</b>                         | 1,367,603         | 1,360,090         | 1,510,159         | 1,217,488         |
| Share of profits of associates, net | 應佔聯營公司溢利，淨值 | <b>4,207</b>                           | 454               | 2,211             | 1,828             | 4,179             |
| Profit before tax                   | 除稅前溢利       | <b>1,000,262</b>                       | 1,368,057         | 1,362,301         | 1,511,987         | 1,221,667         |
| Income tax                          | 所得稅         | <b>(258,086)</b>                       | (237,737)         | (276,907)         | (288,428)         | (232,853)         |
| Profit for the year                 | 年內溢利        | <b>742,176</b>                         | <b>1,130,320</b>  | <b>1,085,394</b>  | <b>1,223,559</b>  | <b>988,814</b>    |
| Profit attributable to:             | 應佔溢利：       |  |                   |                   |                   |                   |
| Equity holders of the Company       | 本公司權益持有人    | <b>742,176</b>                         | 1,130,320         | 1,082,324         | 1,218,461         | 984,845           |
| Non-controlling interests           | 非控股股東權益     | -                                      | -                 | 3,070             | 5,098             | 3,969             |
|                                     |             | <b>742,176</b>                         | <b>1,130,320</b>  | <b>1,085,394</b>  | <b>1,223,559</b>  | <b>988,814</b>    |

## Assets, Liabilities and Non-controlling Interests

## 資產、負債及非控股股東權益

|                           |         | As at 31 December<br>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              | 總資產     | <b>12,201,400</b>             | 12,011,365       | 12,242,409       | 11,341,983       | 10,425,555       |
| Total liabilities         | 總負債     | <b>(3,163,502)</b>            | (2,933,450)      | (3,595,676)      | (3,323,509)      | (3,342,482)      |
| Non-controlling interests | 非控股股東權益 | -                             | -                | -                | (83,574)         | (76,104)         |
|                           |         | <b>9,037,898</b>              | <b>9,077,915</b> | <b>8,646,733</b> | <b>7,934,900</b> | <b>7,006,969</b> |

## REPORT OF THE DIRECTORS

### Charitable Contributions

During the year, the Group made charitable contributions totalling HK\$2,574,000.

### Property, Plant and Equipment and Investment Properties

Details of movements in the property, plant and equipment and investment properties of the Group during the year are set out in notes 14 and 15 to the financial statements, respectively. Further details of the Group's properties are set out on pages 145 to 148 of this annual report.

### Share Capital

There were no movements in either the Company's authorized or issued share capital during the year.

### Share Option Information

A summary of the Company's share option scheme and details of the movement in share options of the Company during the year are set out in note 34 to the financial statements.

### Emolument Policy

The long-established performance-based emolument policy for the employees of the Group operates on the basis of rewarding performance, with appropriate consideration on experience and prevailing industry practices.

The Company determined the emoluments of the directors on the basis of the comparable companies, time commitment, responsibilities, employment conditions, the Board's corporate goals and objectives, individual performance and comparable market statistics.

Details of the Directors' emoluments and the five highest paid employees of the Group are set out in notes 8 and 10 respectively to the financial statements.

### Pre-emptive Rights

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

### Purchase, Redemption or Sale of Listed Securities of the Company

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

## 董事會報告

### 慈善捐款

年內本集團之慈善捐款共2,574,000港元。

### 物業、機器及設備及投資物業

年內本集團之物業、機器及設備及投資物業之變動詳情分別載於財務報告附註14及15。本集團物業之進一步詳情載於本年報第145至148頁內。

### 股本

年內本公司之法定或已發行股本並無變動。

### 購股權資料

年內本公司購股權計劃之概要，以及本公司購股權變動之詳情載於財務報告附註34。

### 薪酬政策

本集團行之已久按表現為分發基準之僱員薪酬制度以獎勵卓越表現之基準運作，同時適當地考慮僱員之資歷及當時之行業慣例。

本公司按照同類型公司支付之薪酬、需付出之時間、責任、僱用條件、董事會所訂之企業方針及目標、個人表現及可供比較之市場數據來釐定董事之薪酬。

董事酬金及本集團五名最高薪酬僱員之詳細資料分別載於財務報告附註8及10。

### 優先購股權

本公司章程細則或百慕達法例並無規定，本公司必須向現有股東按持股比例提呈新股之優先購股權之條款。

### 購買、贖回或出售本公司之上市證券

年內本公司或其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

### Distributable Reserves

As at 31 December 2016, the Company's reserves available for distribution, calculated in accordance with the provisions of the Bermuda Companies Act 1981, amounted to HK\$1,795,209,000, of which HK\$236,922,000 has been proposed as a final dividend for the year.

### Major Customers and Suppliers

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the total sales for the year. Purchases from the Group's five largest suppliers accounted for 58% of the total purchases for the year and purchases from the largest supplier included therein amounted to 29%.

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 Company's issued share capital) had any beneficial interest in the Group's five largest suppliers.

### Directors

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

#### Executive Directors:

Mr. Vincent CHOW Wing Shing  
Dr. Gerald CHOW King Sing  
Mr. Winston CHOW Wun Sing

#### Non-executive Directors:

Mr. CHOW Kwen Ling  
Dr. CHOW Kwen Lim  
(passed away on 17 September 2016)  
Dr. CHAN Bing Fun\*  
Mr. Stephen TING Leung Huel  
Mr. CHUNG Pui Lam  
Mr. LEE Ka Lun\*  
Dr. LO King Man\*  
Mr. Stephen LAU Man Lung\*

\* Independent Non-executive Directors

### 可分派儲備

於二零一六年十二月三十一日，本公司根據百慕達一九八一年公司法條文計算之可分派儲備達1,795,209,000港元，其中236,922,000港元擬派發為本年度之末期股息。

### 主要客戶及供應商

於本回顧年，本集團五大客戶所佔銷售額佔全年總銷售額少於30%。本集團五大供應商所佔採購額佔全年總採購額58%，當中包括最大供應商所佔採購額達29%。

本公司各董事或其任何緊密聯繫人士或任何股東(據董事會所知，擁有本公司已發行股本逾5%之股東)概無擁有本集團五大供應商之任何實益權益。

### 董事

年內及截至本報告日本公司之董事如下：

#### 執行董事：

周永成先生  
周敬成醫生  
周允成先生

#### 非執行董事：

周君令先生  
周君廉博士  
(於二零一六年九月十七日辭世)  
陳炳勳醫生\*  
丁良輝先生  
鍾沛林先生  
李家麟先生\*  
盧景文博士\*  
劉文龍先生\*

\* 獨立非執行董事

### Directors (continued)

Mr. CHOW Kwen Ling shall retire at the forthcoming annual general meeting (the "2017 AGM") pursuant to his appointment letter with the Company, and Dr. Gerald CHOW King Sing, Mr. LEE Ka Lun and Dr. LO King Man shall retire by rotation at the 2017 AGM pursuant to the Company's bye-laws. All the retiring Directors are eligible for re-election at the 2017 AGM.

### Directors' Service Contracts

No Director proposed for re-election at the 2017 AGM 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' and Senior Management's Biographies

Biographical details of the Directors and senior management up to the date of this report are set out on pages 4 to 8 of this annual report.

### Directors' Material Interests in Transactions, Arrangements or Contracts

Save as detailed in note 39 to the financial statements, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries was a party and in which a Director or his connected entity had a material interest, whether directly or indirectly, subsisted during or at the end of the year.

### Management Contracts

Save for employment contracts, no other contracts relating to the management and administration of the whole or any substantial part of the business of the Company were entered into or in existence during the year.

### Permitted Indemnity

Pursuant to the Company's bye-laws and subject to the provisions of the statutes, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

### 董事(續)

根據本公司與周君令先生訂立之委任函，彼須於應屆股東週年大會(「二零一七年股東週年大會」)上退任，而根據本公司章程細則，周敬成醫生、李家麟先生及盧景文博士須於二零一七年股東週年大會上輪席退任。所有退任董事均合資格於二零一七年股東週年大會上膺選連任。

### 董事之服務合約

擬於二零一七年股東週年大會上膺選連任之董事，概無與本公司訂立本公司不可於一年內無須賠償(法定賠償除外)而終止之服務合約。

### 董事及高級管理人員履歷

董事及高級管理人員截至本報告日之履歷詳情載於本年報第4至8頁內。

### 董事於交易、安排或合約之重大權益

除財務報告附註39所詳述外，於年內或年底概無任何董事或其關連實體直接或間接在本公司之附屬公司參與並與本集團業務有關之重大交易、安排及合約上擁有重大權益。

### 管理合約

除僱傭合約外，年內概無訂立或存在其他與本公司業務整體或任何重要部分有關之管理及行政合約。

### 獲准許彌償

根據本公司章程細則及符合法規條文之情況下，本公司每名董事或其他高級職員就有關彼等履行職務或在其他有關情況所蒙受或產生之所有損失或責任，有權由本公司資產中撥付彌償。本公司已為董事及本集團高級職員安排合適之董事及高級職員責任保險。

**Directors' Interests in Shares**

As at 31 December 2016, the interests of the Directors in the issued share capital 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 of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

**Long positions:****董事於股份之權益**

於二零一六年十二月三十一日，按《證券及期貨條例》第352條本公司須予保存之名冊內所記錄，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）必須向本公司及香港聯合交易所有限公司（「聯交所」）具報之權益，各董事於本公司或其相聯法團（定義見《證券及期貨條例》第XV部）已發行股本中之權益如下：

**好倉：**

| Name of Directors           | 董事姓名  | Number of shares held |                       |                           |                            | Total       | Approximate percentage of shareholding |
|-----------------------------|-------|-----------------------|-----------------------|---------------------------|----------------------------|-------------|--|
|                             |       | Personal interest     | Family interest       | Corporate interest        | Trustee interest           |             |  |
|                             |       | 個人權益                  | 家屬權益                  | 公司權益                      | 信託人權益                      | 合計          | 持股權概約百分比                               |
| Mr. CHOW Kwen Ling          | 周君令先生 | -                     | -                     | 53,909,932 <sup>(1)</sup> | -                          | 53,909,932  | 7.96                                   |
| Dr. CHAN Bing Fun           | 陳炳勳醫生 | 1,320,000             | -                     | -                         | -                          | 1,320,000   | 0.20                                   |
| Mr. Vincent CHOW Wing Shing | 周永成先生 | -                     | -                     | -                         | 136,271,595 <sup>(2)</sup> | 136,271,595 | 20.13                                  |
| Dr. Gerald CHOW King Sing   | 周敬成醫生 | 19,711,680            | 70,398 <sup>(3)</sup> | 56,244,316 <sup>(3)</sup> | -                          | 76,026,394  | 11.23                                  |
| Mr. Winston CHOW Wun Sing   | 周允成先生 | 28,681,104            | 52,800 <sup>(3)</sup> | 14,244,316 <sup>(3)</sup> | 32,616,000 <sup>(3)</sup>  | 75,594,220  | 11.17                                  |

Please refer to the explanatory notes in the section headed "Substantial Shareholders' and Other Persons' Interests in Shares and Underlying Shares".

請參考「主要股東及其他人士於股份及相關股份之權益」一節之附註解釋。

Save as disclosed above, as at 31 December 2016, none of the Directors had registered an interest or short position in the shares, underlying shares or debentures 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.

除上文披露外，於二零一六年十二月三十一日，各董事並無於本公司或其任何相聯法團之股份、相關股份或債券中登記擁有根據《證券及期貨條例》第352條規定須予以記錄或根據標準守則必須向本公司及聯交所具報之權益或淡倉。

**Directors' Rights to Acquire Shares or Debentures**

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

**董事購買股份或債券之權利**

本公司於年內任何時間概無授予任何董事或其各自之配偶或年幼子女可購入本公司股份或債券而獲益之權利；或由彼等行使任何該等權利；或由本公司或其任何附屬公司安排致令董事可於任何其他法人團體獲得該等權利。

**Substantial Shareholders' and Other Persons' Interests in Shares and Underlying Shares**

As at 31 December 2016, the interests of those persons in the issued share capital of the Company as recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO were as follows:

**Long positions:**

| Name                              | Capacity  | Number of shares held      | Approximate percentage of shareholding |
|-----------------------------------|---|----------------------------|--|
| 名稱                                | 身份  | 持股數目                       | 持股權概約百分比                               |
| Everwin Company Limited           | Beneficial Owner<br>實益持有人   | 120,000,000 <sup>(2)</sup> | 17.73                                  |
| The Capital Group Companies, Inc. | Interest of Controlled Corporations<br>受控制公司之權益                           | 74,358,186 <sup>(4)</sup>  | 10.98                                  |
| Happy Inc.                        | Beneficial Owner<br>實益持有人   | 66,000,000                 | 9.75                                   |
| Speed Star Holdings Limited       | Beneficial Owner and Interest of Controlled Corporation<br>實益持有人及受控制公司之權益 | 56,244,316 <sup>(3)</sup>  | 8.31                                   |
| Happy Family Limited<br>快樂家庭有限公司  | Beneficial Owner<br>實益持有人   | 53,909,932 <sup>(1)</sup>  | 7.96                                   |
| Schroders Plc                     | Investment Manager<br>投資管理人   | 47,514,447 <sup>(5)</sup>  | 7.02                                   |

**Notes:**

- (1) 53,909,932 shares in the Company were held by Happy Family Limited, in which Mr. CHOW Kwen Ling had a 20% equity interest and his late spouse had another 20% equity interest.
- (2) 136,271,595 shares in the Company were held by a discretionary trust of which Mr. Vincent CHOW Wing Shing was the beneficiary. The trustee of the trust was Cititrust (Cayman) Limited, which held the interests in the Company through the following companies:

Name of companies  
公司名稱

Everwin Company Limited  
Golden Court Limited

Accordingly, Cititrust (Cayman) Limited was deemed to have interests in the 136,271,595 shares. Mr. Vincent CHOW Wing Shing was deemed to have interests in the 136,271,595 shares in the Company.

**主要股東及其他人士於股份及相關股份之權益**

於二零一六年十二月三十一日，根據《證券及期貨條例》第336條，本公司須予保存之權益名冊記錄內擁有本公司已發行股本人士之權益如下：

**好倉：**

| Name                              | Capacity  | Number of shares held      | Approximate percentage of shareholding |
|-----------------------------------|---|----------------------------|--|
| 名稱                                | 身份  | 持股數目                       | 持股權概約百分比                               |
| Everwin Company Limited           | Beneficial Owner<br>實益持有人   | 120,000,000 <sup>(2)</sup> | 17.73                                  |
| The Capital Group Companies, Inc. | Interest of Controlled Corporations<br>受控制公司之權益                           | 74,358,186 <sup>(4)</sup>  | 10.98                                  |
| Happy Inc.                        | Beneficial Owner<br>實益持有人   | 66,000,000                 | 9.75                                   |
| Speed Star Holdings Limited       | Beneficial Owner and Interest of Controlled Corporation<br>實益持有人及受控制公司之權益 | 56,244,316 <sup>(3)</sup>  | 8.31                                   |
| Happy Family Limited<br>快樂家庭有限公司  | Beneficial Owner<br>實益持有人   | 53,909,932 <sup>(1)</sup>  | 7.96                                   |
| Schroders Plc                     | Investment Manager<br>投資管理人   | 47,514,447 <sup>(5)</sup>  | 7.02                                   |

**附註：**

- (1) 快樂家庭有限公司持有本公司53,909,932股股份，周君令先生擁有該公司20%之股本權益，其已故配偶亦擁有該公司另外20%之股本權益。
- (2) 一項全權信託持有本公司136,271,595股股份，周永成先生為該信託之受益人。而Cititrust (Cayman) Limited為該信託之信託人，其透過下列公司擁有本公司之權益：

No. of shares held  
持股數目

120,000,000  
16,271,595

因此，Cititrust (Cayman) Limited被視為擁有136,271,595股股份權益。周永成先生被視為擁有本公司136,271,595股股份權益。

**Substantial Shareholders' and Other Persons' Interests in Shares and Underlying Shares (continued)**

**主要股東及其他人士於股份及相關股份之權益(續)**

Notes: (continued)

附註：(續)

- (3) 70,398 shares and 52,800 shares in the Company were held by the respective spouse of Dr. Gerald CHOW King Sing and Mr. Winston CHOW Wun Sing.

- (3) 周敬成醫生及周允成先生各自之配偶分別持有本公司70,398股及52,800股股份。

42,000,000 shares in the Company were held by Speed Star Holdings Limited, a company beneficially owned by Dr. Gerald CHOW King Sing and his spouse.

Speed Star Holdings Limited持有本公司42,000,000股股份，該公司由周敬成醫生及其配偶實益擁有。

14,244,316 shares in the Company were held by Eimoling Company Limited, in which Speed Star Holdings Limited and Mr. Winston CHOW Wun Sing owned 44.5% of the equity interest respectively.

Eimoling Company Limited持有本公司14,244,316股股份，Speed Star Holdings Limited及周允成先生分別擁有該公司44.5%之股本權益。

32,616,000 shares in the Company were held by CWS Holdings Limited, a company beneficially owned by a discretionary trust of which Mr. Winston CHOW Wun Sing was the founder and one of the beneficiaries. The trustee of the trust was UBS TC (Jersey) Ltd. and, accordingly, it was deemed to have interests in the 32,616,000 shares in the Company.

CWS Holdings Limited持有本公司32,616,000股股份，該公司由一項全權信託實益擁有，周允成先生為該信託之成立人及其中一名受益人。UBS TC (Jersey) Ltd. 為該信託之信託人，因此被視為擁有本公司32,616,000股股份權益。

Accordingly, Dr. Gerald CHOW King Sing and his spouse were deemed to have interests in the 56,314,714 shares and 75,955,996 shares in the Company respectively. Mr. Winston CHOW Wun Sing and his spouse were deemed to have interests in the 46,913,116 shares and 75,541,420 shares in the Company respectively.

因此，周敬成醫生及其配偶分別被視為擁有本公司56,314,714股及75,955,996股股份權益。周允成先生及其配偶分別被視為擁有本公司46,913,116股及75,541,420股股份權益。

- (4) The Capital Group Companies, Inc. through its subsidiaries, namely Capital Guardian Trust Company, Capital International, Inc., Capital International Limited, Capital International Sarl and Capital Research and Management Company held 3,062,300 shares, 709,235 shares, 83,072 shares, 10,662,279 shares and 59,841,300 shares in the Company respectively, and was accordingly deemed to be interested in the respective shares held by the aforesaid companies.

- (4) The Capital Group Companies, Inc. 透過其附屬公司Capital Guardian Trust Company、Capital International, Inc.、Capital International Limited、Capital International Sarl及Capital Research and Management Company分別持有本公司3,062,300股、709,235股、83,072股、10,662,279股及59,841,300股股份，因此被視為擁有上述公司各自持有之股份權益。

- (5) Schroders Plc through its subsidiaries, namely Schroder Investment Management Limited, Schroder Investment Management (Singapore) Limited and Schroder Investment Management (Hong Kong) Limited held 2,688,000 shares, 25,465,000 shares and 19,361,447 shares in the Company respectively, and was accordingly deemed to be interested in the respective shares held by the aforesaid companies.

- (5) Schroders Plc 透過其附屬公司Schroder Investment Management Limited、Schroder Investment Management (Singapore) Limited及Schroder Investment Management (Hong Kong) Limited分別持有本公司2,688,000股、25,465,000股及19,361,447股股份，因此被視為擁有上述公司各自持有之股份權益。

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 in 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.

除上文披露外，於二零一六年十二月三十一日，除以上「董事於股份之權益」一節所載擁有權益之本公司董事外，並無其他人士於本公司股份或相關股份中登記擁有根據《證券及期貨條例》第336條須予記錄之權益或淡倉。



## REPORT OF THE DIRECTORS

### Connected Transactions

During the year, the Group did not have any connected transactions which were subject to the reporting requirements under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

### Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules throughout the year and up to the date of this report.

### Auditor

The financial statements for the year ended 31 December 2016 have been audited by Ernst & Young, who will retire, and being eligible, offer itself for re-appointment at the 2017 AGM.

On behalf of the Board

**Vincent CHOW Wing Shing**  
Chairman

Hong Kong  
27 March 2017

## 董事會報告

### 關連交易

年內本集團並無任何關連交易須根據聯交所證券上市規則(「上市規則」)第十四A章之要求作出申報。

### 足夠公眾持股量

本公司根據公開資料及就董事所知，於年內及截至本報告日，本公司一直維持上市規則規定之公眾持股量。

### 核數師

安永會計師事務所已審核截至二零一六年十二月三十一日止年度之財務報告，並將於二零一七年股東週年大會上告退，惟符合資格並願膺聘連任。

承董事會命

主席  
**周永成**

香港  
二零一七年三月二十七日

**About the Report**

The Group complies with the Environmental, Social and Governance (“ESG”) Reporting Guide published by The Stock Exchange of Hong Kong Limited (the “HKEx ESG Guide”). The main purpose of the report is to disclose the Group’s current management approach, strategies and performance in social and environmental responsibility as well as its vision for sustainable development strategies.

The report covers our performance for the year ended 31 December 2016. Unless specified otherwise, all policies and management systems as well as ESG impacts described in this report refer to our jewellery retail and manufacturing operations in Hong Kong, Mainland China, Macau and Taiwan.

*Stakeholder Engagement*

The Group has established various means to communicate with internal and external stakeholders comprising employees, customers, investors, suppliers, trade associations, institutions and charitable organizations that we support. The channels used to communicate with these stakeholders include online questionnaires, interviews, feedback forms and courtesy visits.

*Results of Materiality Analysis*

Stakeholders were invited to assess various ESG aspects with reference to the “HKEx ESG Guide”. As a result, the Group was able to identify relative materiality of various ESG subject areas and aspects indicated in the HKEx ESG Guide in the following order:

**有關本報告**

本集團遵守香港聯合交易所有限公司頒布的《環境、社會及管治報告指引》(「港交所環境、社會及管治指引」)。本報告旨在披露本集團在社會及環境責任方面的現行管理方針、策略及表現，以及對可持續發展策略的願景。

本報告記載本集團截至二零一六年十二月三十一日止年度的表現。除另有指明外，本報告所述的所有政策及管理機制，以及環境、社會及管治方面的影響只與本集團於香港、中國內地、澳門及台灣的珠寶零售及製造業務有關。

*持份者的參與*

本集團已建立多個與內部及外部持份者溝通的方法，持份者包括僱員、客戶、投資者、供應商、商會、我們支持的機構及慈善組織。與持份者溝通的渠道包括網上問卷、會晤、意見調查表及拜訪。

*議題重要性分析結果*

我們邀請持份者根據港交所環境、社會及管治指引就著環境、社會及管治各個範疇作出評估，使本集團得以識別出按港交所環境、社會及管治指引對本集團較為重要的各樣環境、社會及管治議題，其次序如下：

| <b>Subject Area</b><br>主要範疇                                | <b>Most material aspects within the subject area</b><br>當中最為重要的議題  |
|--|--|
| Social – Operating practices<br>社會 – 營運守則                  | Ensuring service and product quality<br>確保服務及產品質素<br>Protecting customer data<br>保障客戶資料                                |
| Social – Employment and labour practices<br>社會 – 僱傭關係及勞工守則 | Providing a safe working environment<br>提供安全工作環境<br>Ensuring employees’ occupational safety and health<br>確保僱員的職業安全與健康 |
| Environmental<br>環境  | Energy and wastewater management<br>能源及污水管理  |
| Social – Community<br>社會 – 社區                              | Contribution to community development<br>社區發展的貢獻   |

**About the Report (continued)***Results of Materiality Analysis (continued)*

The remainder of the report relates to the findings of the materiality analysis. While we strive for overall balance in the disclosure of the Group's ESG initiatives and performance, emphasis will be placed on issues which are considered more material to our business.

**Operating Practices**

The Group is committed to ensuring that its products are of premium quality, obtained through verified and ethical sources and that processes are well controlled to prevent the occurrences of corrupt practice.

*Product Responsibility and Service Quality*

The Group has systems in place to ensure that all products marketed are monitored for (a) the fineness and veracity of materials; (b) the presence of toxic elements as prescribed by national standards; and (c) conformance with our defined levels of workmanship.

Protocols in place define the testing methods and sampling procedures for different products and materials. Tests, using both surface spectrometric and destructive methods are done by the Group's externally accredited laboratories located in Hong Kong and Shunde. Workmanship inspection is conducted at several stages on all products as they go through the supply chain.

Well-established procedures are in place to guide the advertising and labelling of our products such that they are in line with applicable laws and regulations. All products are labelled with tags containing information on product specifications.

The Group has a dedicated team of customer relations personnel for quick response to enquiries and complaints. Customers can reach the team via service hotlines, social media platforms including Facebook, Weibo, WeChat, QQ and LIVE CHAT. In addition, all shop staff are trained to handle queries on products, maintenance and repair. All customer correspondence through the proper channels are logged and documented.

*Protecting Customer Data*

The Group places great emphasis on customer relations management in order to maintain a base of loyal customers and to attract new ones. In order to protect the privacy of our customers, we collect and maintain a minimal amount of their personal details in the database. The database is well protected both on policy and technological terms. Even within the Group, customer data are released strictly on a need-to-know basis, and the same will not be released without prior consent to outside parties or even to units within the Group that are not the original data collectors. Relevant details of our privacy policy is readily available on our website.

**有關本報告(續)***議題重要性分析結果(續)*

本報告的餘下部分為議題重要性分析結果。我們力求在披露本集團的環境、社會及管治措施以及表現上達到平衡，我們將重點闡述對業務較為重要的議題。

**營運守則**

本集團致力提供優質產品，其產品必須通過經認證及合法來源取得，過程須受嚴密監控，防止出現不當舞弊行為。

*產品責任及服務質素*

本集團設有機制確保所有推出市面的產品均在下列範疇進行監察：(a) 原材料的純度及達標度；(b) 是否含有國家標準所指的有毒元素；及(c) 符合本集團釐定的工藝水平。

本集團制定標準流程，為不同產品及材料訂立測試方法及抽樣檢查程序。本集團於香港及順德設立經外部認可的實驗室，測試將透過表面光譜法檢測及破壞性檢測。所有產品通過供應鏈時，將進行多重工藝檢查。

本集團制訂完善程序規範產品廣告及標籤，務使產品符合適用法律及規例。所有產品均附有載列產品規格的標籤。

本集團設有專責顧客服務的團隊，迅速回應客戶諮詢及投訴。客戶可透過服務熱線及社交媒體平台(包括Facebook、微博、微信、QQ及LIVE CHAT)與我們的團隊聯絡。此外，所有店舖員工均接受處理有關產品、保養及維修詢問的培訓。所有客戶通訊資料皆通過合適渠道取得及記錄存檔。

*保障客戶資料*

本集團非常重視客戶關係管理，以維持客戶的忠誠度為基礎及吸引新客戶。為保障客戶私隱，於資料庫內我們僅收集及保留最少限度的個人資料。資料庫在政策及技術上均得到充份保障。即使於本集團內部，亦嚴格遵照需要知道才會披露客戶資料的原則，未經事先同意，不會向外界或甚至本集團內並非原有數據收集者的部門發布。我們的網站載有私隱政策的相關詳情。

**Operating Practices (continued)***Supply Chain Management*

The Group has comprehensive procurement and supply-chain management policies which are benchmarked against the highest best practice principles in the trade. Diamond suppliers are required to provide documented proof of the ethical provenance of their goods. All materials and finished goods are monitored as stated earlier in paragraph of product responsibility and service quality and only those that passed the tests are accepted. Suppliers of substandard goods and materials are subject to a system of warnings, temporary or even permanent blocking of orders. Suppliers are similarly monitored for the timeliness of their delivery.

Where possible, the Group maintains relationships with multiple suppliers in order to avoid the risks inherent in over-reliance on suppliers.

*Anti-corruption*

The Group's employees are required to follow the rules in our Employee Handbook, which provide for definitions of permissible and impermissible giving and receiving of advantages and gifts. Employees are required to report receipts and subsequent disposal of gifts.

Employees are given training and information on their expected conduct upon the identification of potential incidences of corruption or bribery within the workplace. Under the whistleblowing policy employees are protected if they submit signed reports on suspicious activities.

**Employment and Labour Practices**

The nature of our business requires the use of skilled and experienced labour, hence training and development programs, employee welfare and relationship building initiatives have always been important to the business.

*Employment*

Being an equal opportunities employer, the Group embraces diversity in its workforce and ensures that the employees are not discriminated against due to their ethnicity, age, gender, marital status, religion or belief. In addition, the Group has zero tolerance for illegal practices such as child and forced labour, which are strictly prohibited. On the other hand, the Group requires employees to comply with its code of conduct as defined in the Employee Handbook.

**營運守則(續)***供應鏈管理*

本集團擁有以業內最佳做法為標準之全面採購及供應鏈管理政策。鑽石供應商需提供文件證明其貨物來源合乎道德標準。所有材料及成品均按照上文「產品責任及服務質素」一段所述進行監控，及只會接受通過測試的產品。提供不合格產品及材料的供應商將受到臨時或甚至永久斷絕訂單的警告制度所規管。供應商的交付時間同樣受到監控。

避免因過度依賴供應商而產生風險，在可行的情況下，本集團與多個供應商維持合作關係。

*反貪污*

本集團員工必須遵守員工手冊的規定，該手冊列明准許及不允許員工給予或接受優惠及禮品的原則。員工亦須申報其所收取禮品及後續的處理。

本集團給予員工有關在工作場所一旦發現潛在貪污或賄賂行為時應有行動的培訓及資訊。根據舉報政策，倘員工署名舉報可疑活動將受到保障。

**僱傭關係及勞工守則**

由於業務性質使然，我們需要聘用有技術及具經驗的勞工，故培訓及發展計劃、僱員福利及建立僱傭關係措施對集團業務尤為重要。

*僱傭關係*

本集團作為平等機會僱主，支持勞動力多元化，並確保員工不會因為種族、年齡、性別、婚姻狀況、宗教或信仰而遭歧視。此外，本集團絕不容許進行違法活動，如嚴禁僱用童工及強制勞工等。另一方面，本集團要求僱員遵守員工手冊所訂立的行為準則。

**Employment and Labour Practices (continued)***Employee Welfare*

The Group maintains an open and standardized framework for employment, salary review, and promotion. Apart from basic salary, employees are rewarded with performance-based bonuses. Benefits such as paid vacation leave and insurance are commensurate with, or better than local practices and legal requirements. Relevant policies are fully communicated to the employees through the Employee Handbook which is provided on the first day of work and available on corporate intranet.

Management level of the Group are required to regularly review employees' goal alignment, job performance and working conditions to ensure that the employees' personal development and job performance improvement are in alignment with business priorities. Grievance procedures are in place for the protection of employees. Personal details of employees are strictly protected.

To strengthen overall communication across various departments and ranks within the Group, the Group has introduced a mobile application "CChat". The application allows employees to receive updates on corporate and training information, as well as personal exchanges.

*Work Safety and Health*

The Group adheres to the principle of "safety and prevention first" to create an accident-free working environment for the employees. Safety risks in various facilities have been identified and assessed, and corresponding preventive measures were subsequently suggested. Regular safety inspections are being conducted as follow up. Safety and health-related awareness building and training are conducted for the benefit of all staff.

The Group ensures compliance with all relevant rules and regulations on safety and health at all locations of operation.

*Development and Training*

A dedicated department within the Group designs, delivers and coordinates internal induction and refresher training courses on numerous topics. These topics include customer service, sales technique, product knowledge, employee supervision, financial risk management and leadership, all of which are designed to support staff at various ranks and functionality to facilitate their daily work and business operations. In addition, the Group supports employees who require professional qualification for specific roles and caters to their specific training needs through arranging third-party professional training or training subsidies. An online training platform, Channel T, has also been established, and is designed for staff to access a variety of information for personal and professional development through training softwares and videos. Occupational safety and health training materials are also available on the platform.

**僱傭關係及勞工守則(續)***僱員福利*

本集團設有公開及統一的僱員薪酬檢討及晉升機制。除基本薪金外，員工亦可享與表現掛鈎的花紅。有薪假期及保險等福利與當地慣例及法律規定相符甚至更佳。員工手冊已詳細列出相關政策供員工參閱，該手冊於員工入職首日提供，並載於本公司內聯網。

本集團管理層須定期檢討調節僱員的工作目標、檢討工作表現及工作環境，以確保僱員個人發展及工作表現提升能配合集團業務。本集團已制定保障員工的申訴程序。而員工的個人資料亦受到嚴格保障。

本集團引入「CChat」手機應用程式，加強本集團各個部門及職級的整體溝通，讓僱員能夠接收企業及培訓資訊，以及交流最新消息。

*工作安全與健康*

本集團堅守「安全第一、預防為主」的原則，為僱員營造零意外的工作環境。本集團已識別及評估各項設施的安全風險，並提出相應預防措施。我們定期進行安全檢查作為後續跟進。而舉行安全及健康意識培訓，以保障員工利益。

本集團確保所有營運地點均符合所有相關安全及健康規則及規例。

*發展及培訓*

本集團有專責部門負責設計、提供及統籌多個專題的內部在職及進修培訓課程。該等課程專題包括客戶服務、銷售技巧、產品知識、僱員監督、財務風險管理及領導能力，全部均為支援不同職級及職責的員工而設，對日常工作及業務營運有所裨益。此外，部分職位需持有專業資格方能出任，為配合僱員的特定培訓需求，本集團透過安排第三方專業培訓或給予培訓津貼為僱員提供資助。本集團亦設立網上培訓平台「Channel T」，使員工可透過培訓軟件及影片獲取各種個人及專業發展資訊，以及有關職業安全與健康的培訓教材。

## Environment

The Group has issued an internal environmental pledge for environmental sustainability, where the Group fulfills its role as a responsible corporate citizen. For example, the Group bans shark fins, humphead wrasse and other endangered species from the menu at corporate functions. Furthermore, employees were encouraged to follow suit in their private life.

### Wastewater Management

The Group's major use of water occurs at its plants in the course of manufacturing jewellery. The wastewater may contain acids, alkali, various chemicals and heavy metals. At the major plant in Shunde, there is an onsite facility for neutralization, deionization and sedimentation of the wastewater. The treated water is certified safe to discharge into the municipal network, and the slag is properly handled by licensed operators. At the smaller plants wastewater is put in safe storage for removal by licensed operators at regular intervals.

### Air Emissions Management

Jewellery manufacturing generates air emissions that may contain acids, alkali, other chemicals or traces of metals and dust. Our workplaces are equipped, depending on the scale of the operation and the nature of the processes employed, with equipment ranging from fume cupboards and filters, to full-scale scrubber networks to render the air clean for discharge into the atmosphere as per the requirement of local regulatory authorities. The Shunde plant has airflow control designed so that cooled room air would not be drawn into the scrubber systems along with noxious emissions.

### Waste Management

Another area of focus in the Group's environmental policies is waste reduction at source. The Group has placed much emphasis on the reusability in the packaging of its products. Customers will find our boxes useful for storing other items if not used for their jewellery. It is ingrained into our culture to reuse suitable containers and boxes for transportation.

There are other measures for small savings but heightened awareness. To cut down the use of paper cups, all staff members are encouraged to use glass and cups for their tea and water; and wherever feasible customers and guests are served with those as well. To reduce the use of printing paper, the Group requires departments to check out their own paper and records total usage. There are guidelines to encourage the use of email and e-chat for company business. Employees receive notices to check online their salary statements in lieu of paper slips.

## 環境

本集團履行作為負責任企業公民的角色，已就環境可持續性作出內部環保承諾。例如，本集團禁止員工於公司活動的菜單加入魚翅、蘇眉和其他瀕危物種。並鼓勵員工在私人生活中也秉持同一理念。

### 污水管理

本集團主要於製造珠寶時在廠房內用水。廢水可能含有酸、鹼、各種化學品及重金屬。在順德的主要廠房建有針對污水進行中和、去離子及沉澱的設施。污水經處理後可以安全排放至市內管道網絡，廢料將由持牌操作員妥善處理。在小型廠房內，廢水將妥善儲存，由持牌操作員定期清理。

### 氣體排放管理

珠寶製造產生的空氣排放可能含有酸、鹼、其他化學物質或金屬及粉塵。我們的工作場所視乎操作規模及所用的工藝性質，設有通風櫃及過濾器，以至全面洗滌網絡，按照地方監管機構規定將清潔空氣排放到大氣中。順德廠房設有氣流控制，經冷卻的室內空氣不會隨著有害排放物吸入洗滌系統。

### 廢物管理

本集團環保政策的另一重點為源頭減廢。本集團極為重視可重覆使用的產品包裝。除存放珠寶外，客戶可將首飾盒作其他存儲用途。而於運輸時我們亦重用合適的容器及箱子，這是我們根深蒂固的文化。

本集團亦採取其他措施，雖節省小額但能提高意識。為減少使用紙杯，本集團鼓勵所有員工享用茶水時使用玻璃杯及茶杯；於可行的情況下，服務客戶及客人時亦會採取相同做法。為減少使用打印紙，本集團要求部門核對及記錄紙張總使用量。此外，亦設有指引鼓勵使用電子郵件及電子聊天工具執行公司業務。員工收到通知後可在網上查閱糧單，代替使用紙張。

**Environment (continued)***Waste Management (continued)*

Recycling bins are generally available and employees are encouraged to make use of them. We have participated in the Hong Kong Awards for Environmental Excellence for several years, with projects ranging from recycling of old uniforms, aluminum can and paper. All recyclables are collected and handled by recognized recycling organizations.

Where options of recycling or reuse have been fully considered, the Group uses authorized or licensed contractors in the disposal of general waste and hazardous waste generated at our manufacturing factories or at our offices.

*Energy and Resources Management*

The Group has proactively adopted measures to minimize the environmental impacts caused by its business operation. Overall reduction in energy use across the Group is also encouraged. Office and factory and even shop lighting (when feasible) standardize on energy saving lights and LED lights. Billboard and exterior lighting at street level stores are controlled by timer.

We have signed up as participants to the External Lighting Charter organized by the Hong Kong government, thereby committing to switching off shop lightings at 11pm. To foster our employees' awareness, tips and information on carbon reduction and energy conservation are disseminated on our intranet.

Where possible, such as at the purpose-built Shunde plant, savings on air-conditioning are achieved by taking measures to mitigate the heating effect of the afternoon sun, to reduce heat generation by eliminating excess lighting, and to isolate furnaces and other heat and emission dissipating equipment from room air.

Energy savings, water conservation, waste reduction and other environmental impact mitigation have all been considered as part of the design specifications in the erection of the Shunde plant; they will be so consider for any building construction in future.

**環境(續)***廢物管理(續)*

本集團一般設有回收箱，鼓勵員工使用。過去數年我們均有參加香港環境卓越大獎，項目範圍涵蓋舊制服、鋁罐及紙張物料循環再造。所有回收物料皆由認可回收組織收集及處理。

在充分考慮回收或重用的選擇後，本集團委托授權或許可承包商，處理生產廠房或辦公室產生的一般廢物及有害廢物。

*能源及資源管理*

本集團積極採納多項措施，盡量減低業務營運對環境的影響。本集團亦提倡整體減少能源消耗。辦公室及廠房以至店舖照明(如可行)一律使用節能燈及LED燈。地舖的廣告牌及室外照明裝置皆由定時器控制。

我們已簽署成為香港政府籌劃的戶外燈光約章的參與者，承諾於晚上11時關掉店舖燈飾裝置。有關減碳及節能的小貼士及資料已於內聯網發布，促進員工對有關事宜的認識。

本集團在可行情況下如順德廠房採用環保建築設計，以減少使用空調；其設計使中午陽光造成的加熱效應減輕、可減少過多照明使熱能損耗減輕，以及把熔爐及其他熱源及排放設備與室內空氣互相隔離。

順德廠房的設計規格包括節約能源、節約用水、減少排放及其他減輕對環境有影響的設施，日後的樓宇建築亦將考慮採用相近的措施。

**Community Involvement**

The Group believes that its involvement in the community can foster social harmony and development, and is simply good corporate citizenship.

*Promotion of Arts and Cultural Development*

The Group is keen to foster the growth and development of Hong Kong's arts and cultural landscape, and we believe this encourages positive societal values for the expression of thoughts and feelings through design and innovation. For example, we have been a corporate partner with Hong Kong Sinfonietta and Maestro Circle member of the Hong Kong Philharmonic Orchestra for several years. The Hong Kong Repertory Theatre has likewise been receiving programme sponsorship.

*Community Development*

The Group has contributed to various charitable themes such as youth education, social service, community care, child and elderly care, care for special needs and groups on raising environmental awareness. During the year, we have supported many charitable organizations through monetary and in-kind donations and through participation in their charitable events. The list of organizations included Hong Kong Love & Care Charity Foundation, Hong Kong Red Cross, St. James' Settlement People's Food Bank, Suicide Prevention Services, Yan Chai Hospital and Yan Oi Tong.

Recognizing the importance of quality education for young people, the Group provides scholarship funds to the City University of Hong Kong, the Hong Kong Academy for Performing Arts, and Hang Seng Management College.

The Group not only supports Hong Kong community but also extends the support to Mainland China, Macau and Taiwan. Our offices in all regions are encouraged to initiate or participate in charitable events targeted to serve local community associations, organizations for child and elderly care and organizations for children with special needs. For example, we have organized visits to elderly and children homes and training centers for disabled children, fundraising and goods donation events for underprivileged students and rehabilitation centers for children, etc.

To encourage participation from our colleagues, the Group sponsors the activities and encourages interested employees to become volunteers. Employees are eligible to apply for volunteer leave, which further encourages the participation of meaningful charitable work.

**社區參與**

本集團相信參與社區的活動有助促進社會和諧及發展，能彰顯本集團履行良好企業公民責任。

*推廣藝術及文化發展*

本集團熱衷於促進香港藝術文化領域的成長及發展，並相信設計及創新意念能表達思想情感，宣揚正面的社會價值。例如，本集團與香港小交響樂團及香港管弦樂團大師會成員已是多年合作夥伴，同期亦贊助香港話劇團。

*社區發展*

本集團捐助多項公益活動，如青年教育、社會服務、關懷社區、兒童及長者護理、關懷有需要人士及提高環保意識團體。年內，我們透過金錢及實物捐助，以及參加他們的公益活動以支持多間公益機構。機構名單包括香港愛心慈善基金會、香港紅十字會、聖雅各福群會眾膳坊、生命熱線、仁濟醫院及仁愛堂。

我們認為提供優質教育予青年尤為重要，故本集團於香港城市大學、香港演藝學院及恒生管理學院設立獎學金。

本集團不但支援香港社區，亦將社區服務擴展至中國內地、澳門及台灣。我們鼓勵各區的辦事處進行或參與公益活動，旨在服務當地的組織、兒童及長者護理社區機構，以及有特殊需要的兒童機構。例如，我們安排探訪老人及兒童之家、殘疾兒童培訓中心，以及為貧困學童及兒童康復中心籌募經費及捐贈物品等。

為鼓勵同事參與社區服務，本集團贊助該等活動及鼓勵有興趣員工成為義工。為更進一步鼓勵員工參與富有意義的慈善工作，員工可申請義工假期。



**Compliance with Laws and Regulations**

The Group recognizes the importance of good governance above and beyond compliance with regulatory requirements. The Group may from time to time be subject to changes in applicable laws and regulations in the jurisdictions where the Group conducts operations. Such matters could have an adverse impact on our ease and freedom of operation, financial wellbeing and the results of our business. Accordingly, compliance procedures are in place to ensure adherence to applicable laws, rules and regulations, in particular those have significant impact on the Group. The management is responsible for ensuring that the conduct of business is in conformity with the applicable laws and regulations.

**遵守法律及法規**

本集團認為良好管治較遵從監管規定更為重要。本集團經營所在司法管轄區的適用法例及法規不時變動，該等變動可以對我們業務運作的自由方便、財務狀況及業績造成不利影響。因此，本集團設有合規程序，確保嚴格遵守適用法例、規定及法規，尤其是對本集團有重大影響的該等規則。管理層負責確保業務過程符合適用法例及法規。

**Corporate Governance Practices**

The Group as a whole strives to adhere to the highest standards of transparency, accountability and corporate governance, balancing and protecting the interests of shareholders, customers and employees. The Company has complied throughout the year 2016 with the applicable code provisions of the Corporate Governance Code (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), except for the derivation from a code provision A.2.1 of the Code and which is explained in the relevant part of this report.

**The Board***Board composition*

The Board comprises ten Directors, of whom three Executive Directors ("ED"), three Non-executive Directors ("NED") and four Independent Non-executive Directors ("INED"). In addition, a list containing the names of the Directors and their roles and functions is available on the websites of the Group and the Stock Exchange.

*Chairman and Group General Manager*

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

Mr. Vincent CHOW Wing Shing holds both positions of the Chairman and the Group General Manager of the Company. The Board is of the opinion that the present board structure provides the Group with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies.

*Independence of Directors*

Save for the relationships disclosed in the biographical details set out on pages 4 to 7 of this annual report, the Directors do not have family, material financial, business or other relationships with one another.

The Company has received from each INED written annual confirmation of their independence as required under the Listing Rules and therefore the Board considers all INEDs to be independent.

*Re-election of Directors*

All NEDs (including INEDs) are appointed for specific terms of not more than three years. In addition, all Directors are subject to retirement by rotation at least once every three years and re-election in annual general meetings of the Company in accordance with the Code and the Company's bye-laws.

**企業管治常規**

本集團全體員工致力維持集團最高標準之透明度、問責制及企業管治，以平衡及保障股東、客戶及員工之利益。本公司於二零一六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」)附錄十四所載之企業管治守則(「守則」)之適用守則條文，惟本報告相關部分說明偏離守則第A.2.1項守則條文之情況除外。

**董事會***董事會組成*

董事會由十名董事組成，包括由三名執行董事、三名非執行董事及四名獨立非執行董事組成。此外，董事名單與彼等角色和職能已載於本集團及聯交所之網站。

*主席及集團總經理*

守則第A.2.1項守則條文訂明，主席與行政總裁之角色應有區分，並不應由一人同時兼任。

周永成先生同時擔任本公司主席兼集團總經理，董事會認為現行之董事會架構為本集團提供穩健而一致之領導，能使本集團有效及高效率地制定規劃，以及執行業務決定及策略。

*董事獨立性*

除了於本年報第4至7頁的董事履歷詳情披露彼等之關係外，董事之間概無親屬、重大財務、業務或其他關係。

本公司已接獲各獨立非執行董事根據上市規則規定就其獨立性發出之年度確認函，因此董事會認同所有獨立非執行董事均屬獨立人士。

*董事重選*

所有非執行董事(包括獨立非執行董事)獲委任之指定任期均不超過三年。此外，根據守則及本公司之章程細則所有董事亦須最少每三年於本公司之股東週年大會上輪席退任及膺選連任。

**The Board (continued)***Securities transactions*

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the Company's code of conduct regarding Directors' securities transactions. Directors are reminded on a regular basis of their obligations under the Model Code.

All Directors have written to confirm that they have complied with the required standard set out in the Model Code throughout the year.

Employees who have access to inside information of the Group are also subject to compliance with written internal guidelines that follow the Model Code.

*Directors' continuous professional development*

Directors have continuously been updated on major developments of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

During the year, the Directors participated in continuous professional development by attending briefings/seminars/workshops, and/or reading materials on the following topics to develop and refresh their knowledge and skills and provided their records of training to the Company:

**董事會(續)***證券交易*

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)，作為本公司董事進行證券交易之行為守則。本公司定期提醒各董事於標準守則下須履行之責任。

全體董事已書面確認，年內彼等均一直遵守標準守則所載之規定標準。

若員工接觸到本集團之內幕消息，亦須遵守按標準守則訂立之書面內部指引。

*董事之持續專業發展*

本公司持續向董事提供有關上市規則及其他適用監管規定之重大發展之最新資料，以確保彼等遵守及秉持良好企業管治常規。

年內董事透過出席簡報／研討會／工作坊，及／或閱讀有關以下主題之資料參與持續專業發展，以發展及更新彼等之知識及技能，並已向本公司提供彼等之培訓紀錄：

| Name of Directors                           | 董事姓名               | Topics on training covered <sup>(Notes)</sup><br>涵蓋之培訓主題 <sup>(附註)</sup> |
|---|--------------------|--|
| <b>Executive Directors:</b>                 |                    |  |
| Mr. Vincent CHOW Wing Shing                 | 執行董事：<br>周永成先生     | (a), (b), (c) & (d)  |
| Dr. Gerald CHOW King Sing                   | 周敬成醫生              | (a), (b) & (d)   |
| Mr. Winston CHOW Wun Sing                   | 周允成先生              | (a), (b), (c) & (d)  |
| <b>Non-executive Directors:</b>             |                    |  |
| Mr. CHOW Kwen Ling                          | 非執行董事：<br>周君令先生    | (a), (b) & (d)   |
| Dr. CHOW Kwen Lim <sup>#</sup>              | 周君廉博士 <sup>#</sup> | N/A 不適用  |
| Mr. Stephen TING Leung Huel                 | 丁良輝先生              | (a), (b), (c) & (d)  |
| Mr. CHUNG Pui Lam                           | 鍾沛林先生              | (a), (b) & (d)   |
| <b>Independent Non-executive Directors:</b> |                    |  |
| Mr. LEE Ka Lun                              | 獨立非執行董事：<br>李家麟先生  | (a), (b), (c) & (d)  |
| Dr. CHAN Bing Fun                           | 陳炳勳醫生              | (a), (b) & (d)   |
| Dr. LO King Man                             | 盧景文博士              | (a), (b) & (d)   |
| Mr. Stephen LAU Man Lung                    | 劉文龍先生              | (a), (b) & (d)   |

<sup>#</sup> Dr. CHOW Kwen Lim passed away on 17 September 2016

<sup>#</sup> 周君廉博士於二零一六年九月十七日辭世

Notes:

- (a) regulatory compliance and corporate governance
- (b) finance, law and taxation
- (c) global and local financial market, investment and business environment
- (d) other information relevant to the Group or its business

附註：

- (a) 合規及企業管治
- (b) 金融、法律及稅務
- (c) 全球及本地金融市場、投資及業務環境
- (d) 其他有關本集團或其業務之資料

### Roles and Responsibilities of the Board

The Board assumes responsibility for leadership and control of the Group. It determines the overall strategic direction and management objectives, oversees significant operational and financial matters and ensures a framework of risk controls is in place.

The Company has provided to each Director a Directors' Manual, which includes the statutory obligations, duties and responsibilities for being a director. The Directors' Manual is updated from time to time to reflect the latest developments in those areas.

Internal guidelines with continuing updates in areas on the Company's and the Directors' obligations under the Listing Rules, and the latest developments or material changes on ordinances, rules or regulations are provided to Directors from time to time.

The Board has delegated day-to-day operations to management, who is responsible for implementing the Group's business strategies and managing the daily business operations under the leadership of the Chairman/Group General Manager and the Group Deputy General Manager, both of whom are EDs.

#### *Management support*

All Directors were provided with monthly updates on the Group's business, operations, and financial matters as well as timely information that may have affected the Group's businesses. Comprehensive Board papers are prepared and distributed quarterly to Directors to keep them informed.

Directors have free access to management for additional information, as and when required and may solicit independent professional advice at the Company's expenses.

### 董事會角色及責任

董事會負責領導及管控本集團。其釐定整體策略性方向及管理目標、監督重大運作及財務事宜，並確保本集團具備風險管控架構。

本公司已向各董事提供董事手冊，當中載有作為董事之法定責任、職務及職責。本公司不時更新董事手冊，以反映相關部分之最新發展。

本公司不時向董事提供持續更新之內部指引，當中載有本公司及董事根據上市規則之責任，以及條例、規則或法規之最新發展或重要變動。

董事會將日常運作授權予管理層負責，管理層在均為執行董事之董事會主席／集團總經理及集團副總經理領導下，負責執行本集團之業務策略及管理日常業務運作。

#### *管理層支援*

所有董事均獲得有關本集團業務、營運及財務事宜之每月最新資料，以及可能影響本集團業務之適時資料。管理層每季皆編製及向各董事提供詳盡之董事會文件，使彼等獲得有關資料。

董事可隨時接觸管理層以取得額外資料，如有需要時亦可尋求獨立專業意見，費用由本公司承擔。

**Board Committees**

The Board is supported by three committees, namely Audit Committee, Remuneration Committee and Nomination Committee, whose respective terms of reference are available on the websites of the Group and the Stock Exchange.

The participation of members of the Board in the three committees and their attendance record of the relevant meetings in 2016, are set out as follows:

**董事委員會**

董事會由三個委員會支援，分別為審核委員會、薪酬委員會及提名委員會，其相關職權範圍已載於本集團及聯交所之網站。

董事會成員於三個委員會之參與及彼等於二零一六年相關會議之出席紀錄載列如下：

|  |                          | Attendance/Number of Meetings<br>會議出席次數/舉行次數 |                             |                                    |                                  |        | Annual<br>General<br>Meeting |
|--|--------------------------|--|-----------------------------|------------------------------------|----------------------------------|--------|------------------------------|
| Name of Directors  | 董事姓名                     | Board<br>董事會                                 | Audit<br>Committee<br>審核委員會 | Remuneration<br>Committee<br>薪酬委員會 | Nomination<br>Committee<br>提名委員會 | 股東週年大會 |                              |
| <b>Executive Directors:</b>  |                          | <b>執行董事：</b>                                 |                             |                                    |                                  |        |                              |
| Mr. Vincent CHOW Wing Shing<br><i>Chairman and Group General Manager</i> | 周永成先生<br><i>主席兼集團總經理</i> | 4/4  | -                           | -                                  | -                                | 1/1    |                              |
| Dr. Gerald CHOW King Sing  | 周敬成醫生                    | 3/4  | -                           | -                                  | 1/1                              | 0/1    |                              |
| Mr. Winston CHOW Wun Sing<br><i>Group Deputy General Manager</i>         | 周允成先生<br><i>集團副總經理</i>   | 4/4  | -                           | -                                  | -                                | 1/1    |                              |
| <b>Non-executive Directors:</b>  |                          | <b>非執行董事：</b>                                |                             |                                    |                                  |        |                              |
| Mr. CHOW Kwen Ling<br><i>Honorary Chairman</i>                           | 周君令先生<br><i>名譽董事長</i>    | 0/4  | -                           | -                                  | -                                | 0/1    |                              |
| Dr. CHOW Kwen Lim <sup>#</sup>   | 周君廉博士 <sup>#</sup>       | 0/4  | -                           | -                                  | -                                | 0/1    |                              |
| Mr. Stephen TING Leung Huel  | 丁良輝先生                    | 4/4  | 2/2                         | 2/2                                | -                                | 1/1    |                              |
| Mr. CHUNG Pui Lam  | 鍾沛林先生                    | 4/4  | 2/2                         | 2/2                                | 1/1                              | 1/1    |                              |
| <b>Independent Non-executive Directors:</b>                              |                          | <b>獨立非執行董事：</b>                              |                             |                                    |                                  |        |                              |
| Mr. LEE Ka Lun<br><i>Chairman of the three Committees</i>                | 李家麟先生<br><i>三個委員會之主席</i> | 4/4  | 2/2                         | 2/2                                | 1/1                              | 1/1    |                              |
| Dr. CHAN Bing Fun  | 陳炳勳醫生                    | 4/4  | 2/2                         | 2/2                                | 1/1                              | 1/1    |                              |
| Dr. LO King Man  | 盧景文博士                    | 4/4  | 1/2                         | 2/2                                | 1/1                              | 1/1    |                              |
| Mr. Stephen LAU Man Lung   | 劉文龍先生                    | 4/4  | 2/2                         | 2/2                                | 1/1                              | 1/1    |                              |

- The Director is not a member

- 董事並非成員

<sup>#</sup> Dr. CHOW Kwen Lim passed away on 17 September 2016

<sup>#</sup> 周君廉博士於二零一六年九月十七日辭世

Directors who are considered having conflict of interests or material interests in proposed transactions or contemplated issues are required to abstain from voting on the relevant resolution.

若董事於建議交易或擬進行事項中存有利益衝突或擁有重大權益，則須就相關決議案放棄投票。

**Board Committees (continued)***Audit Committee*

The principal duties are to monitor the integrity of the Group's financial statements, oversee the Group's financial reporting systems, internal control and risk management procedures and the relationship with the external auditor. Members possess appropriate professional qualifications, accounting or management expertise as required under the Listing Rules.

In 2016, the Committee reviewed the Group's accounting principles and practices, development in accounting standards and associated impacts on the Group, risk management issues, audit findings, compliance, strategy summary and financial reporting matters, and the effectiveness of the Group's risk management and internal control systems. The Committee discussed the above matters, where appropriate, with management and external auditor.

*Remuneration Committee*

The principal functions include reviewing and making recommendations to the Board for approval on the remuneration policies and packages for Directors and senior management.

The remuneration of Directors consists of a basic annual fee with additional payments for serving on Committees. It is not set individually. EDs receive additional pay packages by virtue of their positions in management.

During the year, the Committee reviewed the remuneration package of Directors and senior management, staff bonus scheme and Directors' fees. It also reviewed the proposal for grant of share options to employees of the Group pursuant to the share option scheme of the Company.

*Nomination Committee*

The main duties include reviewing the structure, size and composition of the Board, assessing the independence of INEDs, making recommendations to the Board on the appointment or re-appointment of Directors and determining the policy for nomination of Directors. In carrying out the responsibility for identifying suitably qualified candidates to become members of the Board, the Committee gives adequate consideration to the board diversity policy. Its aim is to ensure that the Board is appropriately constituted with a balance of knowledge, skills and experience.

**董事委員會(續)***審核委員會*

其主要職責為監察本集團財務報告完整性、監督本集團財務匯報制度、內部管控及風險管理程序，以及與外聘核數師之關係。委員會成員皆具備上市規則規定之合適專業資格、會計或管理專長。

二零一六年委員會已審閱本集團之會計原則及慣例、會計準則發展及對本集團之相關影響、風險管理事項、審計結果、法規遵守、策略概要及財務報告事宜，以及本集團風險管理及內部管控系統之有效性。委員會已適當地與管理層及外聘核數師討論上述事宜。

*薪酬委員會*

其主要職能包括審閱董事及高級管理人員之薪酬政策及待遇，以及提出建議予董事會批核。

董事薪酬包括基本年度袍金及出任委員會成員之額外酬金。該薪酬並非以個別董事釐定。執行董事按彼等在管理層之職位而獲取額外薪酬待遇。

年內委員會已就董事及高級管理人員之薪酬待遇、員工花紅計劃及董事袍金作出檢討。委員會亦檢討根據本公司購股權計劃向本集團僱員授出購股權之建議。

*提名委員會*

其主要職責包括檢討董事會之架構、人數及組合、評核獨立非執行董事之獨立性、就董事委任或重新委任向董事會提出建議，以及釐定提名董事之政策。委員會履行物色具備合適資格可擔任董事之人選之職責時，會充分考慮董事會成員多元化政策。委員會旨在確保董事會能恰當地組成並擁有均衡知識、技能及經驗。

**Board Committees (continued)***Nomination Committee (continued)*

During the year, the Nomination Committee reviewed the structure, size and composition of the Board. It also assessed and confirmed the independence of an INED, and recommended to the Board the nomination of Mr. CHOW Kwen Ling, Dr. CHOW Kwen Lim, Mr. Winston CHOW Wun Sing, Mr. Stephen TING Leung Huel and Mr. Stephen LAU Man Lung for re-appointment as Directors by the shareholders at the annual general meeting of the Company held on 7 June 2016.

The Board adopted the board diversity policy in August 2013. The Company recognizes and embraces the benefits of diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's corporate strategy. All Board appointments are based on meritocracy, and candidates are considered against objective criteria, having due regards for the benefits of diversity on the Board.

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

**Corporate Governance Functions**

The Board of Directors is responsible for determining the policy for the corporate governance of the Company and keeping up to date with the latest requirements of the Code and the Listing Rules.

In 2016, the Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements.

**董事委員會(續)***提名委員會(續)*

年內提名委員會已檢討董事會之架構、人數及組合。委員會亦已評核及確認獨立非執行董事之獨立性，並建議董事會提名周君令先生、周君廉博士、周允成先生、丁良輝先生及劉文龍先生供股東於本公司二零一六年六月七日舉行之股東週年大會上重新委任為董事。

董事會於二零一三年八月採納董事會成員多元化政策。本公司認同及深信董事會成員多元化的好處，可確保董事會就適合集團企業策略所需之技能、經驗及多元化方面取得平衡。為有效達致董事會成員多元化，所有董事會成員委任乃基於用人唯才，及考慮候選人之客觀條件。

甄選候選人將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及區域經驗。最終按獲選人之長處及其可為董事會提供之貢獻而作決定。

**企業管治職能**

董事會負責釐定本公司企業管治之政策，並掌握守則及上市規則之最新規定。

二零一六年董事會檢討本公司之企業管治政策及常規、董事及高級管理人員之培訓及持續專業發展，以及本公司在遵守法律及監管規定方面之政策及常規。

**Financial Reporting***Directors' responsibilities*

The Board of Directors, through its Audit Committee, is responsible for overseeing the preparation of the Group's financial statements which give a true and fair view of the Group's state of affairs, results and cash flows in accordance with statutory requirements and applicable accounting standards.

*External auditor*

The reporting responsibilities of the Group's independent external auditor, Ernst & Young, on the Group's financial statements are set out in the Independent Auditor's Report on pages 43 to 49 of this annual report.

The Board is satisfied with the audit fees, process and effectiveness of Ernst & Young and has recommended its reappointment as the Company's external auditor at the forthcoming annual general meeting. The services provided by Ernst & Young and the associated fees thereof for 2016 were as follows:

|          |    |
|----------|----|
| Audit    | 審計 |
| Taxation | 稅務 |
| Others   | 其他 |

**財務匯報***董事責任*

董事會透過其審核委員會負責監督本集團之財務報告乃根據法定要求及適用之會計準則編製，以真實和公平地反映本集團之財政狀況、業績及現金流量。

*外聘核數師*

本集團之獨立外聘核數師安永會計師事務所對本集團財務報告之申報責任載於本年報第43至49頁之獨立核數師報告內。

董事會信納安永會計師事務所之審計費用、審計過程及有效性，並建議於即將舉行之股東週年大會上續聘其出任為本公司之外聘核數師。安永會計師事務所於二零一六年提供之服務及其相關費用如下：

| <b>2016</b>         | 2015                |
|---------------------|---------------------|
| <b>HK\$'000</b>     | HK\$'000            |
| 千港元                 | 千港元                 |
| <b>3,610</b>        | 3,437               |
| <b>1,018</b>        | 989                 |
| <b>538</b>          | 123                 |
| <b><u>5,166</u></b> | <b><u>4,549</u></b> |



**Risk Management and Internal Control**

The Board is responsible for ensuring that adequate risk management and internal controls are in place to safeguard the Group's assets and manage risks. Policies and procedures are designed for providing reasonable assurance against material misstatement or loss and managing risks of failure in operational systems and achievement of the Group's objectives.

*Risk Management*

The management is delegated to identify, analyze, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority. For risk control and monitoring, it involves making decisions regarding which risks are acceptable and how to address those that are not. The management develops contingency plans for possible loss scenarios. Accidents and other situations involving loss or near-loss will be investigated and properly documented as part of the effort to manage risks.

**風險管理及內部管治**

董事會負責確保本集團有足夠風險管理及內部管治，以保障本集團資產及管理風險。政策及程序乃為重大誤報或損失提供合理保障，並管理運作系統失靈及無法達成本集團目標之風險而設計。

*風險管理*

管理層獲委派在其職責及權力範圍內，就有關任何活動、職能或程序的風險進行識別、分析、評估、應對、監控及溝通。就風險監控及監察而言，當中涉及就可承受風險作出決定及如何解決不能承受的風險。管理層對可能出現損失的情況制定應急方案。意外及其他引致虧損或近虧的情況將被調查及妥為存檔作為致力管理風險的一部份。

*Principal risks and uncertainties facing the Group are set out as follows:*

本集團面對的主要風險及不確定因素如下：

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>• Retail market suffers from the uncertainties in the global economic and political environment and the weakened consumer demand. We see opportunities to grow and increase customer loyalty via product and brand differentiation</li> <li>• The Group's operations will be affected by multiple risk factors related to the manufacture and retail of jewellery, wholesale of precious metals, and securities and futures broking. Policies and procedures are designed to minimize the risks</li> <li>• Adverse effects which may arise from changes in laws and regulations affecting our businesses. Legal and regulatory compliance policies are in place to mitigate against the risks</li> <li>• Details of financial risk management objectives and policies can be found in note 42 to the financial statements</li> </ul> | <ul style="list-style-type: none"> <li>• 零售市場受全球經濟及政治環境的不確定性，以及疲弱的消費意欲所影響。本集團認為透過產品及品牌差異化可增加及提升客戶忠誠度</li> <li>• 本集團業務將受有關珠寶製造及零售、貴金屬批發，以及證券及期貨經紀的多項風險因素所影響。本集團制定的政策及程序旨在盡量減低該等風險</li> <li>• 法律及法規的變動可能影響集團業務而產生不利影響。本集團已制定法律及法規的合規政策以減輕該等風險</li> <li>• 有關財務風險管理目標及政策詳情，可參閱財務報告附註42</li> </ul> |
|---|---|

**Risk Management and Internal Control (continued)***Internal Control*

The purpose of internal control is to reasonably guarantee the compliance of its operation and management with regulations and laws, assets security, and authenticity and integrity of financial report and related information, improve the efficiency and effectiveness of operating activities and promote the realization of development strategy of the Group.

**風險管理及內部管控(續)***內部管控*

內部管控之目的為合理保證本集團的經營及管理符合法規及法律、資產安全性、財務報告及相關資料真確完整、提高經營活動效率及成效，以及推動本集團實施發展策略。

Major internal controls currently in place within the Group included the following:

本集團現有之主要內部管控包括以下各項：

- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li>• An Internal Audit team conducts regular audits of different aspects of the operations and reports any findings to the Audit Committee</li> <li>• All inventory movements are properly recorded and reconciled, and verification and cross-checking with source documents procedures are in place</li> <li>• Policies are set to cover the integrity of trading practices, safekeeping of customer assets, and credit control for the securities and futures broking business and wholesale of precious metals</li> <li>• Major or material connected transactions require pre-approval of INEDs and all continuing connected transactions are reviewed on an annual basis</li> <li>• Business plans are prepared annually. Income and expenditure are subject to regular budgetary review</li> <li>• Information access is managed on a need-to-know basis. Guidelines and procedures are in place to protect personal data and to ensure the integrity of communication systems</li> <li>• The Group strictly prohibits unauthorized use of confidential or inside information. Disclosure of inside information guide has been established and only the authorized staff are allowed to communicate with parties outside the Group</li> </ul> | <ul style="list-style-type: none"> <li>• 系統稽核團隊對業務運作定期進行各方面審核，並向審核委員會報告所有調查結果</li> <li>• 所有存貨流動均妥善記錄及核對，亦訂有程序與源文件核證及對證</li> <li>• 證券及期貨經紀業務及貴金屬批發業務均有政策管理交易之完整性、妥善保管客戶資產及信貸控制</li> <li>• 本集團主要或重大關連交易必須獲得獨立非執行董事預先批准，並每年檢討所有持續關連交易</li> <li>• 每年編制業務計劃。收入及開支受定期預算檢討之管控</li> <li>• 查閱資訊乃按應知方知基準管理。已制訂指引及程序以保障個人資料及確保溝通系統之完整性</li> <li>• 本集團嚴禁未經授權使用機密或內部資料，並制定披露內部資料的指引，僅允許獲授權員工向外界人士披露相關資料</li> </ul> |
|--|---|

The Board and the Audit Committee have reviewed the Group's risk management and internal control systems for the year ended 31 December 2016, with reference to the risk management and internal audit reports and the representations made by management and concluded that adequate and effective risk management and internal control systems of the Group are being maintained. The annual review also considers the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. There were no significant areas of concern identified during the year.

董事會及審核委員會已檢閱截至二零一六年十二月三十一日止年度本集團之風險管理及內部管控系統，經參考風險管理及內部稽核報告及管理層作出之陳述後，確認現有足夠及有效風險管理及內部管控系統。年度之檢討亦考慮到本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠、以及彼等所接受之培訓課程及有關預算是否充足。年內並無發現重大須關注事項。

**Constitutional Documents**

During the year, there was no change in the Company's memorandum of association and bye-laws. A copy of the latest consolidated version of the memorandum of association and bye-laws is available on the websites of the Group and the Stock Exchange.

**Key Relationships with Employees, Customers and Suppliers**

The Group recognizes that human capital is a key asset to sustainable business growth. The objective of the Group's human resources management is to reward and recognize performing staff by providing a complete remuneration package and implementing a performance appraisal system with appropriate incentives, and to promote career development and progression by appropriate training and providing opportunities within the Group for career advancement. We believe these measures could further enhance employee involvement and engagement as part of a team.

The Group is committed to providing high-quality products and services to its customers. Apart from our professional sale representatives in shops, we also have a dedicated team of customer relations personnel for quick response to enquiries and complaints. We believe that customer satisfaction is the key to our long-term success.

The Group values mutually beneficial long-term relationships with its suppliers. Steady supply of high-quality raw materials are crucial for us. The Group is committed to developing stable and sustainable partnership among its suppliers.

**Corporate Communication***Shareholder communication*

The Board recognizes the importance of good communication with the Company's shareholders and other stakeholders. A shareholders' communication policy with the objectives of ensuring a transparent and timely communication with shareholders and other stakeholders via various means, has been established. The general meetings of the Company provide a forum for communication between the Board and the Shareholders. The chairman of the Board as well as the chairman of the three Committees and other members of the respective committees are available to answer questions at the general meetings.

*Investor communication*

Aside from annual reports and interim reports, the Group disseminates timely information on its websites to investors and consumers alike.

Management also attends meetings with financial analysts and fund managers from time to time. These meetings allow management to maintain close contact with investors which facilitate their understanding of the Group's strategies and operations.

**憲章文件**

年內本公司之組織章程大綱及章程細則概無變動。該組織章程大綱及章程細則之最新綜合版本載於本集團及聯交所網站。

**與員工、客戶及供應商的重要關係**

本集團深明人力資本乃可持續業務增長的重要資產。本集團人力資源管理的目標為透過提供完善薪酬方案及實施具有適當激勵措施的表現評估制度，獎勵及表彰表現良好的員工，並在本集團內透過適當培訓，使員工有事業發展及晉升的機會。我們相信該等措施可進一步加強員工作為團隊一分子的參與及投入。

本集團致力為客戶提供優質產品及服務。除商舖的專業銷售代表外，我們亦設有專責顧客服務的團隊，迅速回應客戶諮詢及投訴。我們相信令客戶滿意為我們長遠成功的關鍵因素。

本集團重視與供應商互惠互利的長遠關係。優質原材料的穩定供應對我們十分重要。本集團致力與供應商建立穩定及可持續的夥伴關係。

**企業傳訊***股東傳訊*

董事會深明與本公司股東及其他各界相關人士保持良好溝通之重要性。本集團已制定股東傳訊政策，旨在確保透過多種方式與股東及其他各界相關人士保持透明及適時之溝通。本公司之股東大會為董事會與股東提供交流平台。董事會主席、三個委員會之主席及各委員會之其他成員皆會出席股東大會以回答提問。

*投資者傳訊*

除年報及中期報告外，本集團亦適時於其網站發布消息，供投資者及客戶參閱。

管理層亦不時出席財務分析員及基金經理之會議。此等會議令管理層與投資者保持密切聯繫，有助彼等了解本集團之策略及運作。

**Corporate Communication (continued)***Internal communication*

The Group's staff members are linked by the Group's intranet for prompt sharing of information. Regular meetings of staff members from Hong Kong, Mainland China and Taiwan are held to share and discuss issues on achieving the Group's strategic objectives, actual operational practices, local rules and regulations and compliance practices.

**Shareholders' Rights**

Shareholders shall have the right to request the Board to convene a special general meeting ("SGM") of the Company. Shareholders holding in aggregate of not less than one-tenth (10%) of the paid-up capital of the Company may send a written request to the Board of the Company to request for an SGM.

The written requisition, duly signed by the shareholders concerned, must state the purposes of the meeting and must be deposited at the Company's registered office for the attention of the Company Secretary.

The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under section 74 of the Bermuda Companies Act 1981 (the "Companies Act") once a valid requisition is received.

The following shareholders are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (a) any number of members representing not less than one-twentieth (5%) of the total voting rights of the Company on the date of the requisition; or
- (b) not less than 100 members holding shares in the Company.

**企業傳訊(續)***內部傳訊*

本集團員工透過本集團之內聯網互相連繫，以即時交流資訊。香港、中國內地及台灣之同事共同參與定期舉行之會議，以分享及討論達成本集團之策略性目標、實際經營慣例、當地規則及法規，以及遵守法規慣例等事宜。

**股東權利**

股東有權要求董事會召開本公司之股東特別大會。持有本公司繳足股本合共不少於十分之一(10%)之股東，可向本公司董事會發送請求書，要求召開股東特別大會。

經有關股東簽妥之請求書須列明會議目的，並送交本公司之註冊辦事處，請註明收件人為公司秘書。

本公司於接獲有效請求書時，將採取適當行動及作出必要安排，有關股東須根據百慕達一九八一年公司法(「公司法」)第74條之規定承擔由此產生之費用。

以下股東有權於本公司股東大會提呈建議(可於會議上正式提呈的建議)，以供考慮：

- (a) 於請求日期佔本公司總投票權不少於二十分之一(5%)之任何成員數目；或
- (b) 不少於100位持有本公司股份之股東。

### Shareholders' Rights (continued)

The requisition specifying the proposal, duly signed by the shareholders concerned, together with a statement of not more than 1,000 words with respect to the matter referred to in the proposal must be deposited at the Company's registered office for the attention of the Company Secretary. The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under sections 79 and 80 of the Companies Act once valid documents are received.

As regards, proposing a person for election as a director, please refer to the procedures available on the website of the Group.

Shareholders may send their enquiries and concerns to the Board in writing through the Company Secretary at 27/F, 9 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong (email: [ir@chowsangsang.com](mailto:ir@chowsangsang.com)).

### 股東權利(續)

經有關股東簽妥並載列建議之請求書，連同不多於1,000字關於建議內的所述事宜，須送交本公司之註冊辦事處，請註明收件人為公司秘書。本公司於接獲有效請求書時，將採取適當行動及作出必要安排，有關股東須根據公司法第79及80條之規定承擔由此產生之費用。

有關提名他人參選董事之程序，請參閱本集團網站所載之程序。

股東可透過公司秘書以書面方式向董事會提出查詢及關注，並送交香港九龍長沙灣永康街九號二十七樓(電郵：[ir@chowsangsang.com](mailto:ir@chowsangsang.com))。



To the shareholders of  
**Chow Sang Sang Holdings International Limited**  
 (Incorporated in Bermuda with limited liability)

### Opinion

We have audited the consolidated financial statements of Chow Sang Sang Holdings International Limited (the "Company") and its subsidiaries (the "Group") set out on pages 50 to 144, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and 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.

致周生生集團國際有限公司  
 (於百慕達註冊成立之有限公司)  
 全體股東

### 意見

本核數師(以下簡稱「我們」)已審計列載於第50至144頁周生生集團國際有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報告，此綜合財務報告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賬、綜合全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報告附註，包括主要會計政策。

我們認為，該等綜合財務報告已根據香港會計師公會頒布之香港財務報告準則真實而公允地反映了貴集團於二零一六年十二月三十一日之綜合財政狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵守香港公司條例之披露規定妥為擬備。

### 意見之基礎

我們已根據香港會計師公會頒布之香港審計準則進行審計。我們在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報告承擔之責任」部分中作進一步闡述。根據香港會計師公會頒布之專業會計師道德守則(「守則」)，我們獨立於貴集團，並已履行守則中之其他專業道德責任。我們相信，我們所獲得之審計憑證能充足和適當地為我們之審計意見提供基礎。

**Key audit matters**

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

**關鍵審計事項**

關鍵審計事項是根據我們之專業判斷，認為對本期綜合財務報告之審計最為重要之事項。這些事項是在對綜合財務報告整體進行審計並形成意見的背景下進行處理的。我們不對這些事項提供單獨之意見。我們對下述每一事項在審計中是如何應對之描述也以此為背景。

我們已履行本報告「核數師就審計綜合財務報告承擔之責任」部份闡述之責任，包括與這些關鍵審計事項相關之責任。相應地，我們之審計工作包括執行為應對綜合財務報告重大錯報風險而設之程序。我們執行審計程序之結果，包括應對下述關鍵審計事項所執行之程序，為綜合財務報告整體發表審計意見提供了基礎。

**Key audit matters****關鍵審計事項****Inventory provision****存貨撥備**

The Group manufactures and sells jewellery products, which are subject to changing consumer demands and fashion trends. Significant judgement was required to assess the appropriate level of inventory provision for these jewellery products which might be sold below cost. This took into account factors that included but were not limited to, economic outlook, sales forecasts and the forecast market value of raw materials for the jewellery products.

The write-down of inventories to net realizable value and the carrying amount of inventories (net of inventory provision) amounted to HK\$5,006,000 and HK\$6,557,877,000, respectively.

Further details about the Group's inventory provision are included in note 3 to the consolidated financial statements.

貴集團因應客戶需求及潮流趨勢變化製造及銷售珠寶產品。評估該等可能以低於成本價格出售之珠寶產品之合適存貨撥備水平須作出重大判斷。其計及(包括但不限於)經濟前景、銷售預測及預期珠寶產品之原材料市值等因素。

撇銷存貨至可變現淨值及存貨賬面值(扣除存貨撥備)分別為5,006,000港元及6,557,877,000港元。

有關 貴集團存貨撥備之進一步詳情載於綜合財務報告附註3。

**Valuation of investment properties****投資物業估值**

The Group owned a portfolio of investment properties in Hong Kong and outside of Hong Kong, which was valued at HK\$295,573,000 as at 31 December 2016.

Significant estimation was required to determine the fair value of the investment properties, which reflected market conditions at the end of the reporting period. The management engaged an independent professionally qualified valuer to estimate the value of investment properties at the end of the reporting period.

Further details about the Group's investment properties are included in notes 3 and 15 to the consolidated financial statements.

貴集團於香港及香港境外擁有投資物業組合，其於二零一六年十二月三十一日之估值為295,573,000港元。

釐定投資物業之公平價值須作出重大估計，其反映於報告期末之市場狀況。管理層委聘獨立專業合資格估值師估計投資物業於報告期末之價值。

有關 貴集團投資物業之進一步詳情載於綜合財務報告附註3及15。

**How our audit addressed the key audit matters****該事項在審計中是如何應對的**

We reviewed the bases adopted by the Group for its inventory provision policy with reference to historical inventory losses, and evaluated whether the inventory provision was made in accordance with the policy. We obtained an understanding of management's processes for the initial identification of slow moving or obsolete jewellery products. We also assessed the inventory provision by comparing the subsequent selling prices of the finished goods to their costs.

In addition to the above, an independent gemologist was engaged by the Group to assess the net realizable values of certain jewellery items held by the Group at the end of the reporting period. We reviewed the sampling approach adopted by the gemologist, which was based on a mix of material and random items. For diamond products assessed by the independent gemologist, we also evaluated the net realizable value with reference to independently published sales prices.

我們審閱 貴集團就存貨撥備政策所採用之基準，並參考歷史存貨虧損，以及評價存貨撥備是否按照該政策實施。我們了解管理層初步識別滯銷或陳舊珠寶產品之過程。我們亦透過比較製成品之成本及其後售價，評估存貨撥備。

除上述者外，貴集團於報告期末委聘獨立寶石鑑定師評估貴集團持有之若干珠寶產品之可變現淨值。我們已審閱寶石鑑定師採用之抽樣法，其乃根據重大及隨機項目進行抽樣。就獨立寶石鑑定師所評估之鑽石產品，我們亦參考個別公布之售價評估可變現淨值。

We evaluated the objectivity, independence and competency of the valuer. We also involved our internal valuation specialists to assist us in reviewing the bases and assumptions adopted in the valuation for estimating the fair value of the investment properties and performed the benchmarking of the value of investment properties held by the Group to other comparable properties. We also assessed the related disclosures in the notes to the financial statements.

我們評價估值師之客觀性、獨立性及勝任能力。我們亦委聘內部估值專家協助評估為估計投資物業公平價值而進行之估值中所採用基礎及假設，並參考其他可比較物業為貴集團持有之投資物業價值訂定標準。我們亦評估財務報告附註之有關披露。



### Other information included in the Annual Report

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Directors for the consolidated financial statements

The Directors 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.

In preparing the consolidated financial statements, the Directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

### 刊載於年報內之其他信息

董事須對其他信息負責。其他信息包括刊載於年報內之信息，但不包括綜合財務報告及我們之核數師報告。

我們對綜合財務報告之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之鑒證結論。

結合我們對綜合財務報告之審計，我們之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告或我們在審計過程中所瞭解之情況存在重大抵觸，或者似乎存在重大錯誤陳述。基於我們已執行之工作，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。

### 董事就綜合財務報告須承擔之責任

董事須負責根據香港會計師公會頒布之香港財務報告準則及香港公司條例之披露規定擬備真實而公允之綜合財務報告並對其認為使綜合財務報告之擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報告時，董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，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，或別無其他實際之替代方案。

審計委員會協助董事履行職責監督貴集團的財務報告過程。

### 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. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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 judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

### 核數師就審計綜合財務報告承擔之責任

我們之目標，是對綜合財務報告整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具包括我們意見之核數師報告。我們僅根據百慕達一九八一年公司法第90條對全體股東作出報告，除此之外本報告並無其他用途。我們不會就報告之內容向任何其他人士負上或承擔任何責任。

合理保證是高水平之保證，但不能保證按照香港審計準則進行之審計，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告使用者依賴綜合財務報告所作出之經濟決定，則有關之錯誤陳述可被視作重大。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報告存在重大錯誤陳述之風險，設計及執行審計程序以應對這些風險，以及獲取充足及適當之審計憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部管控之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險較高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 瞭解與審計相關之內部管控，以設計適當之審計程序，但目的並非對貴集團內部管控之有效性發表意見。

**Auditor's responsibilities for the audit of the consolidated financial statements (continued)**

- 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.

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.

**核數師就審計綜合財務報告承擔之責任(續)**

- 評價董事所採用會計政策之恰當性及作出會計估計及相關披露信息之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事件或情況有關之重大不確定性，從而可能導致對貴集團持續經營之能力產生重大疑慮。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告中之相關披露，假若有關披露不足，則我們當發表非無保留意見。我們之結論是基於截至核數師報告日止所取得之審計憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報告之整體列報方式、結構及內容，包括披露，以及綜合財務報告是否公允反映交易及事項。
- 就貴集團實體或業務活動之財務信息獲取充足、適當之審計憑證，以便對綜合財務報告發表意見。我們負責貴集團審計之方向、監督及執行。我們對審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃之審計範圍、時間安排、重大審計發現等，包括我們於審計中識別出內部管控之任何重大缺陷。

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之相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性之所有關係及其他事項，以及在適用之情況下，相關之防範措施。

**Auditor's responsibilities for the audit of the consolidated financial statements (continued)**

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.

The engagement partner on the audit resulting in this independent auditor's report is Leung Chi Ying.

**Ernst & Young**

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

27 March 2017

**核數師就審計綜合財務報告承擔之責任(續)**

從與審核委員會溝通之事項中，我們確定哪些事項對本期綜合財務報告之審計最為重要，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，或在極端罕見之情況下，如果合理預期在我們報告中溝通某事項造成之負面後果超過其產生之公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目合夥人為梁智英。

**安永會計師事務所**

執業會計師  
香港中環  
添美道1號  
中信大廈22樓

二零一七年三月二十七日

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2016

## 綜合損益賬

截至二零一六年十二月三十一日止年度

|  |                       | Note | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|-----------------------|------|-------------------------|-------------------------|
|  |                       | 附註   |                         |                         |
| <b>TURNOVER</b>  | <b>營業額</b>            | 5    |                         |                         |
| Jewellery retail   | 珠寶零售                  |      | <b>14,045,322</b>       | 16,723,183              |
| Other businesses   | 其他業務                  |      | <b>2,047,215</b>        | 2,346,074               |
|  |                       |      | <b>16,092,537</b>       | 19,069,257              |
| Cost of sales  | 銷售成本                  |      | <b>(12,042,321)</b>     | (14,841,158)            |
| Gross profit   | 毛利                    |      | <b>4,050,216</b>        | 4,228,099               |
| Other income, net  | 其他收入，淨值               |      | <b>78,009</b>           | 89,804                  |
| Selling and distribution costs   | 銷售及分銷費用               |      | <b>(2,594,159)</b>      | (2,708,693)             |
| Administrative expenses  | 行政費用                  |      | <b>(517,629)</b>        | (518,077)               |
| Other gains/(losses), net  | 其他收益/(虧損)，淨值          |      | <b>(1,342)</b>          | 58,338                  |
| Gain on disposal of available-for-sale investments                       | 出售可供出售投資之收益           |      | -                       | 245,501                 |
| Finance costs  | 財務費用                  | 7    | <b>(19,040)</b>         | (27,369)                |
| Share of profit of an associate  | 應佔聯營公司溢利              | 19   | <b>4,207</b>            | 454                     |
| <b>PROFIT BEFORE TAX</b>   | <b>除稅前溢利</b>          | 6    | <b>1,000,262</b>        | 1,368,057               |
| Income tax   | 所得稅                   | 11   | <b>(258,086)</b>        | (237,737)               |
| <b>PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b> | <b>本公司權益持有人應佔年內溢利</b> |      | <b>742,176</b>          | 1,130,320               |
| <b>EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>  | <b>本公司權益持有人應佔每股盈利</b> | 13   |                         |                         |
| Basic  | 基本                    |      | <b>109.6 cents 仙</b>    | 167.0 cents 仙           |
| Diluted  | 攤薄                    |      | <b>109.6 cents 仙</b>    | 167.0 cents 仙           |

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2016

## 綜合全面收益表

截至二零一六年十二月三十一日止年度

|   |                    | Note | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|---|--------------------|------|-------------------------|-------------------------|
|   |                    | 附註   |                         |                         |
| <b>PROFIT FOR THE YEAR</b>  | 年內溢利               |      | <b>742,176</b>          | 1,130,320               |
| <b>OTHER COMPREHENSIVE LOSS</b>   | 其他全面虧損             |      |                         |                         |
| <b>Items that may be reclassified subsequently to profit or loss:</b>                                     | 日後可能重新分類至損益賬之項目：   |      |                         |                         |
| Available-for-sale investments:   | 可供出售投資：            |      |                         |                         |
| Changes in fair value   | 公平價值變動             | 20   | <b>(61,779)</b>         | 201,493                 |
| Reclassification adjustment for gain on disposal included in the consolidated statement of profit or loss | 重新分類調整至綜合損益賬之出售收益  |      | –                       | (245,501)               |
|   |                    |      | <b>(61,779)</b>         | (44,008)                |
| Exchange differences:   | 匯兌差額：              |      |                         |                         |
| Exchange differences on translation   | 換算產生之匯兌差額          |      | <b>(331,198)</b>        | (242,209)               |
| Reclassification adjustment upon deregistration of a subsidiary   | 註銷一家附屬公司後之重新分類調整   |      | <b>(1,172)</b>          | –                       |
|   |                    |      | <b>(332,370)</b>        | (242,209)               |
| <b>Other comprehensive loss for the year</b>  | 年內其他全面虧損           |      | <b>(394,149)</b>        | (286,217)               |
| <b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>              | 本公司權益持有人應佔年內全面收益總額 |      | <b>348,027</b>          | 844,103                 |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2016

## 綜合財務狀況表

於二零一六年十二月三十一日

|  |                      | Note | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|----------------------|------|-------------------------|-------------------------|
|  |                      | 附註   |                         |                         |
| <b>NON-CURRENT ASSETS</b>  | <b>非流動資產</b>         |      |                         |                         |
| Property, plant and equipment  | 物業、機器及設備             | 14   | 704,191                 | 720,808                 |
| Investment properties  | 投資物業                 | 15   | 295,573                 | 296,067                 |
| Prepaid land lease payments  | 預付土地租賃款項             | 16   | 11,356                  | 12,422                  |
| Intangible assets  | 無形資產                 | 17   | 271                     | 271                     |
| Other assets   | 其他資產                 | 18   | 240,423                 | 239,359                 |
| Investment in an associate   | 於聯營公司之投資             | 19   | 28,388                  | 24,739                  |
| Available-for-sale investments   | 可供出售投資               | 20   | 763,180                 | 824,959                 |
| Deferred tax assets  | 遞延稅項資產               | 32   | 13,381                  | 11,410                  |
| Total non-current assets   | 總非流動資產               |      | <b>2,056,763</b>        | 2,130,035               |
| <b>CURRENT ASSETS</b>  | <b>流動資產</b>          |      |                         |                         |
| Inventories  | 存貨                   | 21   | 6,557,877               | 6,676,380               |
| Accounts receivable  | 應收賬款                 | 22   | 791,681                 | 775,000                 |
| Receivables arising from securities and futures broking                      | 證券及期貨經紀產生之<br>應收賬款   | 23   | 826,332                 | 187,018                 |
| Prepayments, deposits and other receivables                                  | 預付款項、按金及<br>其他應收賬款   | 24   | 224,250                 | 188,376                 |
| Investments at fair value through profit or loss                             | 按公平價值訂定盈虧之<br>投資     | 25   | 33,078                  | 36,686                  |
| Derivative financial instruments   | 衍生金融工具               | 29   | 18                      | 5,798                   |
| Tax recoverable  | 可收回稅項                |      | 2,590                   | 410                     |
| Cash held on behalf of clients   | 代客戶持有現金              | 26   | 426,002                 | 390,680                 |
| Cash and cash equivalents  | 現金及等同現金              | 26   | 1,282,809               | 1,620,982               |
| Total current assets   | 總流動資產                |      | <b>10,144,637</b>       | 9,881,330               |
| <b>CURRENT LIABILITIES</b>   | <b>流動負債</b>          |      |                         |                         |
| Accounts payable   | 應付賬款                 | 27   | 263,387                 | 86,864                  |
| Payables arising from securities and futures broking                         | 證券及期貨經紀產生之<br>應付賬款   | 27   | 419,717                 | 413,145                 |
| Other payables and accruals  | 其他應付賬款及應計項目          | 28   | 343,237                 | 412,975                 |
| Derivative financial instruments   | 衍生金融工具               | 29   | 558                     | –                       |
| Interest-bearing bank borrowings   | 計息銀行貸款               | 30   | 496,268                 | 561,233                 |
| Interest-bearing bank borrowings arising from securities and futures broking | 證券及期貨經紀產生之<br>計息銀行貸款 | 30   | 230,000                 | 15,520                  |
| Bullion loans  | 貴金屬借貸                | 31   | 756,390                 | 795,023                 |
| Tax payable  | 應付稅項                 |      | 96,325                  | 94,995                  |
| Total current liabilities  | 總流動負債                |      | <b>2,605,882</b>        | 2,379,755               |
| <b>NET CURRENT ASSETS</b>  | <b>流動資產淨值</b>        |      | <b>7,538,755</b>        | 7,501,575               |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>                                 | <b>總資產減流動負債</b>      |      | <b>9,595,518</b>        | 9,631,610               |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2016

## 綜合財務狀況表

於二零一六年十二月三十一日

|                                  |              | Note | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|----------------------------------|--------------|------|-------------------------|-------------------------|
|                                  |              | 附註   |                         |                         |
| <b>NON-CURRENT LIABILITIES</b>   | <b>非流動負債</b> |      |                         |                         |
| Interest-bearing bank borrowings | 計息銀行貸款       | 30   | <b>360,154</b>          | 383,397                 |
| Deferred tax liabilities         | 遞延稅項負債       | 32   | <b>197,466</b>          | 170,298                 |
| Total non-current liabilities    | 總非流動負債       |      | <b>557,620</b>          | 553,695                 |
| <b>Net assets</b>                | <b>資產淨值</b>  |      | <b>9,037,898</b>        | 9,077,915               |
| <b>EQUITY</b>                    | <b>權益</b>    |      |                         |                         |
| Issued capital                   | 已發行股本        | 33   | <b>169,230</b>          | 169,230                 |
| Reserves                         | 儲備           | 35   | <b>8,868,668</b>        | 8,908,685               |
| <b>Total equity</b>              | <b>總權益</b>   |      | <b>9,037,898</b>        | 9,077,915               |

Vincent CHOW Wing Shing  
Director

周永成  
董事

Winston CHOW Wun Sing  
Director

周允成  
董事



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2016

|   |                          |      | Issued capital | Share premium     |
|---|--------------------------|------|----------------|-------------------|
|   |                          | Note | 已發行股本          | 股份溢價              |
|   |                          | 附註   | HK\$'000       | HK\$'000          |
|   |                          |      | 千港元            | 千港元               |
| At 1 January 2015   | 於二零一五年一月一日               |      | 169,230        | 1,051,502         |
| Profit for the year   | 年內溢利                     |      | –              | –                 |
| Other comprehensive loss for the year:  | 年內其他全面虧損：                |      |                |                   |
| Changes in fair value of available-for-sale investments   | 可供出售投資之公平價值變動            |      | –              | –                 |
| Reclassification adjustment for gain on disposal of available-for-sale investments included in the consolidated statement of profit or loss | 重新分類調整至綜合損益賬之出售可供出售投資之收益 |      | –              | –                 |
| Exchange differences on translation   | 換算產生之匯兌差額                |      | –              | –                 |
| Total comprehensive income for the year   | 年內全面收益總額                 |      | –              | –                 |
| Transfer from retained profits  | 轉自保留溢利                   |      | –              | –                 |
| Dividends declared and paid during the year   | 年內宣派及繳付股息                | 12   | –              | –                 |
| At 31 December 2015   | 於二零一五年十二月三十一日            |      | <u>169,230</u> | <u>1,051,502*</u> |
| At 1 January 2016   | 於二零一六年一月一日               |      | <b>169,230</b> | <b>1,051,502</b>  |
| Profit for the year   | 年內溢利                     |      | –              | –                 |
| Other comprehensive loss for the year:  | 年內其他全面虧損：                |      |                |                   |
| Changes in fair value of available-for-sale investments   | 可供出售投資之公平價值變動            |      | –              | –                 |
| Exchange differences on translation   | 換算產生之匯兌差額                |      | –              | –                 |
| Reclassification adjustment upon deregistration of a subsidiary   | 註銷一家附屬公司後之重新分類調整         |      | –              | –                 |
| Total comprehensive income for the year   | 年內全面收益總額                 |      | –              | –                 |
| Equity-settled share option arrangements  | 權益結算之購股權安排               | 34   | –              | –                 |
| Transfer from retained profits  | 轉自保留溢利                   |      | –              | –                 |
| Dividends declared and paid during the year   | 年內宣派及繳付股息                | 12   | –              | –                 |
| At 31 December 2016   | 於二零一六年十二月三十一日            |      | <u>169,230</u> | <u>1,051,502*</u> |

\* These reserve accounts comprise the consolidated reserves of HK\$8,868,668,000 (2015: HK\$8,908,685,000) in the consolidated statement of financial position.

## 綜合權益變動表

截至二零一六年十二月三十一日止年度

| Share option reserve | Leasehold land and buildings revaluation reserve | Investment revaluation reserve | Difference arising from acquisition of non-controlling interests | Exchange fluctuation reserve | Reserve funds | Retained profits | Total equity |
|----------------------|--|--------------------------------|--|------------------------------|---------------|------------------|--------------|
| 購股權儲備                | 租賃土地及樓宇重估儲備                                      | 投資重估儲備                         | 收購非控股股東權益產生之差額   | 外匯變動儲備                       | 儲備金           | 保留溢利             | 總權益          |
| 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          |
| (Note 34)            |  |                                |  |                              | (Note 35)     |                  |              |
| (附註34)               |  |                                |  |                              | (附註35)        |                  |              |
| -                    | 339,449  | 866,940                        | 4,897  | 290,310                      | 214,303       | 5,710,102        | 8,646,733    |
| -                    | -  | -                              | -  | -                            | -             | 1,130,320        | 1,130,320    |
| -                    | -  | 201,493                        | -  | -                            | -             | -                | 201,493      |
| -                    | -  | (245,501)                      | -  | -                            | -             | -                | (245,501)    |
| -                    | -  | -                              | -  | (242,209)                    | -             | -                | (242,209)    |
| -                    | -  | (44,008)                       | -  | (242,209)                    | -             | 1,130,320        | 844,103      |
| -                    | -  | -                              | -  | -                            | 28,395        | (28,395)         | -            |
| -                    | -  | -                              | -  | -                            | -             | (412,921)        | (412,921)    |
| -*                   | 339,449*   | 822,932*                       | 4,897*   | 48,101*                      | 242,698*      | 6,399,106*       | 9,077,915    |
| -                    | 339,449  | 822,932                        | 4,897  | 48,101                       | 242,698       | 6,399,106        | 9,077,915    |
| -                    | -  | -                              | -  | -                            | -             | 742,176          | 742,176      |
| -                    | -  | (61,779)                       | -  | -                            | -             | -                | (61,779)     |
| -                    | -  | -                              | -  | (331,198)                    | -             | -                | (331,198)    |
| -                    | -  | -                              | -  | (1,172)                      | -             | -                | (1,172)      |
| -                    | -  | (61,779)                       | -  | (332,370)                    | -             | 742,176          | 348,027      |
| 4,570                | -  | -                              | -  | -                            | -             | -                | 4,570        |
| -                    | -  | -                              | -  | -                            | 51,118        | (51,118)         | -            |
| -                    | -  | -                              | -  | -                            | -             | (392,614)        | (392,614)    |
| 4,570*               | 339,449*   | 761,153*                       | 4,897*   | (284,269)*                   | 293,816*      | 6,697,550*       | 9,037,898    |

\* 此等儲備賬目組成綜合財務狀況表之綜合儲備8,868,668,000港元(二零一五年: 8,908,685,000港元)。

## CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2016

## 綜合現金流量表

截至二零一六年十二月三十一日止年度

|  | Note<br>附註 | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|------------|-------------------------|-------------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |            |                         |                         |
| <b>經營業務之現金流量</b>   |            |                         |                         |
| Profit before tax  |            | <b>1,000,262</b>        | 1,368,057               |
| Adjustments for:   |            |                         |                         |
| Finance costs  | 7          | <b>19,040</b>           | 27,369                  |
| Share of profit of an associate  | 19         | <b>(4,207)</b>          | (454)                   |
| Interest income  | 6          | <b>(39,714)</b>         | (36,224)                |
| Dividend income from listed investments  | 6          | <b>(21,630)</b>         | (21,708)                |
| Dividend income from unlisted investments  | 6          | <b>(1,468)</b>          | (944)                   |
| Net loss on disposal of items of property, plant and equipment   |            |                         |                         |
| Net loss/(gain) on disposal of derivative financial instruments  | 6          | <b>2,174</b>            | 4,113                   |
| Net loss/(gain) on bullion loans designated as at fair value through profit or loss                    | 6          | <b>89,692</b>           | (11,632)                |
| Net fair value gain on investment properties   | 6          | <b>144,090</b>          | (84,840)                |
| Net fair value gain on bullion loans designated as at fair value through profit or loss                | 6          | <b>(900)</b>            | (15,144)                |
| Net fair value loss/(gain) on investments at fair value through profit or loss                         | 6          | <b>(9,083)</b>          | (21,013)                |
| Net fair value loss/(gain) on derivative financial instruments – transactions not qualifying as hedges | 6          | <b>3,608</b>            | (1,998)                 |
| Gain on disposal of available-for-sale investments   | 6          | <b>6,239</b>            | (10,512)                |
| Gain on bargain purchase   | 6          | <b>–</b>                | (245,501)               |
| Depreciation   | 6          | <b>(913)</b>            | –                       |
| Amortization of prepaid land lease payments  | 6          | <b>181,987</b>          | 186,838                 |
| Impairment/(reversal of impairment) of accounts receivable   | 6          | <b>276</b>              | 292                     |
| Reversal of impairment of receivables arising from securities and futures broking, net                 | 6          | <b>(1,010)</b>          | 1,066                   |
| Equity-settled share option expense  | 34         | <b>(706)</b>            | (56)                    |
| Write-down of inventories to net realizable value  | 6          | <b>4,570</b>            | –                       |
|  |            | <b>5,006</b>            | 19,078                  |
|  |            | <b>1,377,313</b>        | 1,156,787               |
| Decrease/(increase) in inventories   |            | <b>(55,918)</b>         | 563,677                 |
| Increase in accounts receivable  |            | <b>(31,897)</b>         | (68,639)                |
| Decrease/(increase) in receivables arising from securities and futures broking                         |            | <b>(638,608)</b>        | 61,035                  |
| Decrease/(increase) in prepayments, deposits and other receivables                                     |            | <b>(48,992)</b>         | 29,243                  |
| Decrease/(increase) in cash held on behalf of clients  |            | <b>(35,322)</b>         | 34,288                  |
| Increase/(decrease) in accounts payable  |            | <b>156,216</b>          | (53,166)                |
| Increase/(decrease) in payables arising from securities and futures broking                            |            | <b>6,572</b>            | (74,024)                |
| Changes in derivative financial instruments  |            | <b>(89,692)</b>         | 11,632                  |
| Decrease in other payables and accruals  |            | <b>(116,570)</b>        | (145,139)               |
| Cash generated from operations   |            | <b>523,102</b>          | 1,515,694               |
| Interest received  |            | <b>39,706</b>           | 36,062                  |
| Interest paid  |            | <b>(1,926)</b>          | (2,162)                 |
| Hong Kong profits tax paid   |            | <b>(71,058)</b>         | (23,945)                |
| Mainland China and elsewhere taxes paid  |            | <b>(162,854)</b>        | (122,562)               |
| Net cash flows from operating activities   |            | <b>326,970</b>          | 1,403,087               |

## CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2016

## 綜合現金流量表

截至二零一六年十二月三十一日止年度

|  | Note<br>附註 | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|------------|-------------------------|-------------------------|
| <b>CASH FLOWS FROM INVESTING<br/>ACTIVITIES</b>  |            |                         |                         |
| Purchases of items of property, plant and equipment                                      | 14         | (196,605)               | (172,224)               |
| Proceeds from disposal of items of property, plant and equipment                         |            | 119                     | 34                      |
| Deposits paid for purchases of items of property, plant and equipment                    | 18         | (8,802)                 | –                       |
| Proceeds from disposal of available-for-sale investments                                 |            | –                       | 245,601                 |
| Decrease/(increase) in other assets  |            | 7,738                   | (4,493)                 |
| Acquisition of a subsidiary  | 36         | 2,877                   | –                       |
| Dividend received from an associate  |            | 558                     | 476                     |
| Dividends received from listed investments   |            | 21,630                  | 408                     |
| Dividends received from unlisted investments   |            | 1,468                   | 944                     |
| Net cash flows from/(used in) investing activities                                       |            | (171,017)               | 70,746                  |
| <b>CASH FLOWS FROM FINANCING<br/>ACTIVITIES</b>  |            |                         |                         |
| New bank loans   |            | 2,122,414               | 2,671,842               |
| Repayment of bank loans  |            | (1,996,142)             | (2,935,670)             |
| Repayment of bullion loans, net  |            | –                       | (117,471)               |
| New bullion loans  |            | 1,105,790               | –                       |
| Repayment of bullion loans   |            | (1,261,927)             | –                       |
| Interest paid  |            | (17,556)                | (27,083)                |
| Dividends paid   |            | (392,614)               | (412,921)               |
| Net cash flows used in financing activities  |            | (440,035)               | (821,303)               |
| <b>NET INCREASE/(DECREASE) IN CASH AND<br/>CASH EQUIVALENTS</b>                          |            | (284,082)               | 652,530                 |
| Cash and cash equivalents at beginning of year   |            | 1,620,982               | 1,008,636               |
| Effect of foreign exchange rate changes, net   |            | (54,091)                | (40,184)                |
| <b>CASH AND CASH EQUIVALENTS AT END<br/>OF YEAR</b>                                      |            | <b>1,282,809</b>        | <b>1,620,982</b>        |
| <b>ANALYSIS OF BALANCES OF CASH<br/>AND CASH EQUIVALENTS</b>                             |            |                         |                         |
| Cash and bank balances   | 26         | 1,236,311               | 1,566,666               |
| Non-pledged time deposits with original maturity of less than three months when acquired | 26         | 46,498                  | 54,316                  |
|  |            | <b>1,282,809</b>        | <b>1,620,982</b>        |

**1. Corporate Information**

Chow Sang Sang Holdings International Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

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

- manufacture and retail of jewellery
- wholesale of precious metals
- securities and futures broking

Particulars of the Company's subsidiaries are detailed in note 45.

**2.1 Basis of Preparation**

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements have been prepared under the historical cost convention, except for investment properties, certain buildings classified as property, plant and equipment, customer gold deposits, bullion loans, derivative financial instruments and certain equity investments which have been measured at fair value as further explained in note 2.4 to the financial statements. These financial statements are presented in Hong Kong dollar ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

**Basis of consolidation**

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

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

**1. 公司資料**

周生生集團國際有限公司乃於百慕達註冊成立之有限公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

年內本集團從事之主要業務如下：

- 珠寶製造及零售
- 貴金屬批發
- 證券及期貨經紀

本公司附屬公司詳情載於附註45。

**2.1 編製基準**

本財務報告乃按照香港會計師公會頒布之香港財務報告準則(包括所有香港財務報告準則、香港會計準則及詮釋)、香港普遍採納之會計原則及香港公司條例之披露規定而編製。除本財務報告附註2.4所進一步解釋，以公平價值計量之投資物業、分類為物業、機器及設備之若干樓宇、客戶存金、貴金屬借貸、衍生金融工具及若干股份投資外，本財務報告乃按歷史成本慣例編製。本財務報告以港元呈報，除另有指明者外，所有價值均調整至最接近千元。

**綜合基準**

本綜合財務報告包括截至二零一六年十二月三十一日止年度之本集團財務報告。附屬公司乃一間由本公司直接或間接控制之實體(包括結構性實體)。當本集團通過參與被投資方的相關活動而承擔可變動回報的風險或有權享有可變動回報，並且有能力運用對被投資方的權力(即是使本集團目前有能力主導被投資方的相關活動的現有權利)影響該等回報時，即取得控制權。

當本公司直接或間接擁有少於被投資方大多數投票權或類似權利時，本集團考慮所有相關因素及情況以評估其是否擁有對被投資方的權力，包括：

- (a) 與被投資方其他投票權持有者之合約安排；
- (b) 從其他合約安排中產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司的財務報告按本公司之相同報告期間及採用與本公司一致的會計政策編製。附屬公司之業績自本集團取得其控制權之日起綜合計算，至有關控制權終止之日止。

**2.1 Basis of Preparation (continued)****Basis of consolidation (continued)**

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

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

If the Group loses control over a subsidiary, it derecognizes (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 recognizes (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 recognized in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

**2.2 Changes in Accounting Policies and Disclosures**

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements:

|   |  |
|---|--|
| Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011) | Investment Entities: Applying the Consolidation Exception            |
| Amendments to HKFRS 11                              | Accounting for Acquisitions of Interests in Joint Operations         |
| HKFRS 14  | Regulatory Deferral Accounts   |
| Amendments to HKAS 1                                | Disclosure Initiative  |
| Amendments to HKAS 16 and HKAS 38                   | Clarification of Acceptable Methods of Depreciation and Amortization |
| Amendments to HKAS 16 and HKAS 41                   | Agriculture: Bearer Plants   |
| Amendments to HKAS 27 (2011)                        | Equity Method in Separate Financial Statements                       |
| Annual Improvements 2012-2014 Cycle                 | Amendments to a number of HKFRSs                                     |

The adoption of the above new and revised standards has had no significant financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.

**2.1 編製基準(續)****綜合基準(續)**

損益賬及其他全面收益項目之各組成部分歸屬於本公司權益持有人及非控股股東權益，即使這會導致非控股股東權益結餘出現虧損結餘。所有集團內公司間之資產與負債、權益、收入、開支及現金流量，均於綜合賬目內全數對銷。

倘事實及情況顯示上文所述之三項控制權元素之一項或多項出現變動，本集團會重新評估其是否控制投資對象。附屬公司所有權益變動，而並無失去控制權，則作權益交易入賬處理。

倘本集團失去對附屬公司之控制權，則不再確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股股東權益之賬面值；及(iii)計入權益之累計匯兌差額；並確認(i)已收代價之公平價值；(ii)任何獲保留投資之公平價值及(iii)損益賬中任何因此產生之盈餘或虧損。先前已於其他全面收益確認之本集團應佔部分，按假設本集團直接出售相關資產或負債所須採用之相同基準，視乎情況重新分類至損益賬或保留溢利。

**2.2 會計政策及披露之變動**

本集團於本年度之財務報告首次採納下列新訂及經修訂香港財務報告準則：

|  |                    |
|--|--------------------|
| 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(二零一一年)修訂本 | 投資實體：應用編製綜合報告之例外情況 |
| 香港財務報告準則第11號修訂本                                | 收購聯合營運權益之會計處理      |
| 香港財務報告準則第14號                                   | 監管遞延賬目             |
| 香港會計準則第1號修訂本                                   | 披露主動性              |
| 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受方法      |
| 香港會計準則第16號及香港會計準則第41號修訂本                       | 農業：結果實的植物          |
| 香港會計準則第27號(二零一一年)修訂本                           | 獨立財務報告內之權益法        |
| 二零一二年至二零一四年週期之年度修改                             | 多項香港財務報告準則之修訂      |

採納上述新訂及經修訂準則對本財務報告並無重大財務影響，而本財務報告應用之會計政策概無重大變動。

### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards

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

|   |  |
|---|--|
| Amendments to HKFRS 2                     | Classification and Measurement of Share-based Payment Transactions <sup>2</sup>                    |
| Amendments to HKFRS 4                     | Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts <sup>2</sup>               |
| HKFRS 9                                   | Financial Instruments <sup>2</sup>   |
| Amendments to HKFRS 10 and HKAS 28 (2011) | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup> |
| HKFRS 15                                  | Revenue from Contracts with Customers <sup>2</sup>   |
| Amendments to HKFRS 15                    | Clarifications to HKFRS 15 Revenue from Contracts with Customers <sup>2</sup>                      |
| HKFRS 16                                  | Leases <sup>3</sup>  |
| Amendments to HKAS 7                      | Disclosure Initiative <sup>1</sup>   |
| Amendments to HKAS 12                     | Recognition of Deferred Tax Assets for Unrealized Losses <sup>1</sup>                              |
| Annual Improvements 2014-2016 Cycle       | Amendments to a number of HKFRSs <sup>5</sup>  |

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2017

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>4</sup> No mandatory effective date yet determined but available for adoption

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2017 or 2018, as appropriate

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

The HKICPA issued amendments to HKFRS 2 in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet the employees' tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employees' tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The Group expects to adopt the amendments from 1 January 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

### 2.3 已頒布但尚未生效之香港財務報告準則

本集團尚未於本財務報告採用以下已頒布但尚未生效之新訂及經修訂香港財務報告準則：

|                                   |  |
|-----------------------------------|--|
| 香港財務報告準則第2號修訂本                    | 股份支付的交易之分類及計量 <sup>2</sup>                     |
| 香港財務報告準則第4號修訂本                    | 採用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約 <sup>2</sup> |
| 香港財務報告準則第9號                       | 金融工具 <sup>2</sup>                              |
| 香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本 | 投資者與其聯營公司或合營公司之間的資產出售或注資 <sup>4</sup>          |
| 香港財務報告準則第15號                      | 來自客戶合約之收入 <sup>2</sup>                         |
| 香港財務報告準則第15號修訂本                   | 澄清香港財務報告準則第15號來自客戶合約之收入 <sup>2</sup>           |
| 香港財務報告準則第16號                      | 租賃 <sup>3</sup>                                |
| 香港會計準則第7號修訂本                      | 披露主動性 <sup>1</sup>                             |
| 香港會計準則第12號修訂本                     | 確認未變現虧損之遞延稅項資產 <sup>1</sup>                    |
| 二零一四年至二零一六年週期之年度修改                | 多項香港財務報告準則之修訂 <sup>5</sup>                     |

<sup>1</sup> 於二零一七年一月一日或以後開始之會計期間生效

<sup>2</sup> 於二零一八年一月一日或以後開始之會計期間生效

<sup>3</sup> 於二零一九年一月一日或以後開始之會計期間生效

<sup>4</sup> 尚未釐定強制生效日期惟可供採納

<sup>5</sup> 於二零一七年或二零一八年一月一日或以後開始之會計期間生效(如適用)

有關預期適用於本集團之香港財務報告準則之進一步資料如下：

香港會計師公會於二零一六年八月頒布之香港財務報告準則第2號修訂本闡述三大範疇：歸屬條件對計量以現金結算以股份支付交易之影響；對附有預提若干金額之淨額結算特質以滿足與以股份支付相關之僱員稅務責任之以股份支付交易作出分類；以及對因修訂以股份支付交易之條款及條件而導致其分類由現金結算變為權益結算時之會計處理方法。該等修訂釐清，於計量以權益結算以股份支付之交易時，用於計入歸屬條件之方法亦適用於以現金結算以股份支付之交易。該等修訂引入一個例外情況，致使在符合若干條件之情況下，附有預提若干金額之淨額結算特質以滿足僱員稅務責任之以股份支付之交易乃完整分類為以權益結算以股份支付之交易。此外，該等修訂釐清，倘以現金結算以股份支付交易之條款及條件有所修訂，導致其變為以權益結算以股份支付之交易，該交易自修訂日期起乃入賬列為以權益結算之交易。本集團預期自二零一八年一月一日起採納該等修訂。該等修訂預期不會對本集團財務報告產生任何重大影響。

### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (continued)

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

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognized in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for application now.

### 2.3 已頒布但尚未生效之香港財務報告準則(續)

於二零一四年九月，香港會計師公會頒布香港財務報告準則第9號之最終版本，匯集金融工具項目之所有階段，以取代香港會計準則第39號及香港財務報告準則第9號之所有先前版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團預期自二零一八年一月一日起採納香港財務報告準則第9號。本集團現正評估採納該準則之影響及預期採納香港財務報告準則第9號將對本集團財務資產之分類及計量產生影響。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)於處理投資者與其聯營公司或合營公司之間的資產出售或注資兩者規定的不一致性。該等修訂規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須確認全數損益。當交易資產不構成一項業務時，該項交易產生之損益於投資者之損益確認，惟僅以不相關投資者於該聯營公司或合營公司之權益為限。該等修訂將於生效之後始適用。香港會計師公會已於二零一六年一月廢除香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本之前的強制生效日期，而新強制生效日期將於完成對聯營公司及合營公司會計處理作更廣泛檢討後釐定。然而，該等修訂本現時可供應用。



### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (continued)

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognizing revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group expects to adopt HKFRS 15 on 1 January 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

HKFRS 16 replaces HKAS 17 Leases, HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease, HK(SIC)-Int 15 Operating Leases – Incentives and HK(SIC)-Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. The Group expects to adopt HKFRS 16 on 1 January 2019 and certain portion of the operating lease commitments will be required to be recognized as right-of-use assets and lease liabilities upon adoption of HKFRS 16. The Group will perform a more detailed analysis upon the adoption of HKFRS 16.

### 2.3 已頒布但尚未生效之香港財務報告準則(續)

香港財務報告準則第15號建立一個全新之入賬五步模式，以確認來自客戶合約之收入。根據香港財務報告準則第15號，收入確認之金額反映實體預期向客戶轉讓貨品或服務而有權換取之代價。香港財務報告準則第15號的準則提供了計量及確認收入之更具結構性方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收入總額、有關履行責任、不同期間之合約資產及負債賬目結餘的變動以及主要判斷及估計之資料。該準則將取代香港財務報告準則項下所有現有收入確認的規定。於二零一六年六月，香港會計師公會頒布香港財務報告準則第15號修訂本，以處理各項實施問題，包括識別履約責任、主事人與代理人之應用指引及知識產權許可以及過渡之處理。該等修訂本亦擬協助確保實體於採納香港財務報告準則第15號時能更一致地應用及降低應用有關準則之成本及複雜程度。本集團預期於二零一八年一月一日採納香港財務報告準則第15號，而目前正在評估香港財務報告準則第15號於採納後的影響。

香港財務報告準則第16號取代香港會計準則第17號租約、香港(國際財務報告詮釋委員會) – 詮釋第4號釐定安排是否包括租約、香港(準則詮釋委員會) – 詮釋第15號經營租約 – 優惠及香港(準則詮釋委員會) – 詮釋第27號評估涉及租約法律形式之交易之內容。該準則載列確認、計量、呈列及披露租約之原則，並要求承租人就大多數租約確認資產及負債。該準則包括就兩類租約給予承租人確認豁免 – 低價值資產租約及短期租約。於租約開始日期，承租人將確認於租期內作出租約付款為負債(即租約負債)及反映於租期內可使用相關資產之權利為資產(即有使用權資產)。除非有使用權資產符合香港會計準則第40號有關投資物業之定義，否則有使用權資產其後按成本減累計折舊及任何減值虧損計量。租約負債將於其後增加，以反映租約負債之利息；以及減少以反映租約付款。承租人將須個別確認租約負債之利息開支及有使用權資產之折舊開支。承租人亦須於若干事件發生(例如租約年期變更或因用於釐定租約付款之一項指數或比率變更而引致未來租約付款變更)時重新計量租約負債。承租人一般將租約負債之重新計量金額確認為有使用權資產之調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人之會計處理方式。出租人將繼續使用與香港會計準則第17號相同之分類原則對所有租約進行分類，並將之分為經營租約及融資租約。本集團預期於二零一九年一月一日起採納香港財務報告準則第16號，而若干經營租約承擔將於採納香港財務報告準則第16號後確認為有使用權資產及租約負債。本集團將於採納香港財務報告準則第16號後進行更詳盡分析。

### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (continued)

Amendments to HKAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments will result in additional disclosure to be provided in the financial statements. The Group expects to adopt the amendments from 1 January 2017.

Amendments to HKAS 12 were issued with the purpose of addressing the recognition of deferred tax assets for unrealized losses related to debt instruments measured at fair value, although they also have a broader application for other situations. The amendments clarify that an entity, when assessing whether taxable profits will be available against which it can utilize a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The Group expects to adopt the amendments from 1 January 2017.

Annual Improvements to HKFRSs 2014-2016 Cycle issued in March 2017 sets out amendments to a number of HKFRSs. Details of the applicable amendments are as follows:

HKFRS 12 Disclosure of Interest in Other entities: Clarified the scope of the standard by specifying that certain disclosure requirements is not required for subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

HKAS 28 Investments in Associates and Joint Ventures: Clarified that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is a venture capital organization, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition.

### 2.3 已頒布但尚未生效之香港財務報告準則(續)

香港會計準則第7號修訂本要求實體作出披露，以讓財務報告使用者可評估融資活動所產生之負債變動，包括現金流量產生之變動及非現金變動。該等修訂本須於財務報告內作額外披露。本集團預期自二零一七年一月一日起採納該等修訂本。

雖然香港會計準則第12號修訂本可更廣泛應用於其他情況，但其頒布目的乃為說明就與以公平價值計量之債務工具相關之未變現虧損確認遞延稅項資產。該等修訂本釐清實體於評估是否有應課稅溢利可用作抵扣可扣除暫時性差異時，需要考慮稅法是否對於可扣除暫時性差異轉回時可用作抵扣之應課稅溢利之來源有所限制。此外，該等修訂就實體應如何釐定未來應課稅溢利提供指引，並解釋應課稅溢利可包括收回超過賬面值之部分資產之情況。本集團預期自二零一七年一月一日起採納該等修訂本。

於二零一七年三月頒布之香港財務報告準則二零一四年至二零一六年週期年度修改載有若干香港財務報告準則之修訂。有關適用修訂之詳情載列如下：

香港財務報告準則第12號其他實體之權益披露：通過訂明若干分類為持作出售（如根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務）之附屬公司、合營企業或聯營公司（或其於合營企業或聯營公司之部分權益）無須遵守若干披露規定澄清該準則之範圍。

香港會計準則第28號於聯營公司及合營企業之投資：澄清風險資本企業或其他有資質的企業可在初始確認投資時按逐項投資選擇將其所持有之於聯營公司及合營企業的投資按公平價值訂定盈虧計量。

## 2.4 Summary of Significant Accounting Policies

### Investment in an associate

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. 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 Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and other comprehensive income of associate is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in the associate, except where unrealized losses provide evidence of an impairment of the assets transferred.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

### Business combinations and goodwill

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

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

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

## 2.4 主要會計政策概要

### 於聯營公司之投資

聯營公司乃本集團長期持有其一般不少於20%之股份投票權，及對其有重大影響力之實體。重大影響力為參與被投資方財務及營運決策之權力，惟並非對該等政策之控制權或共同控制權。

本集團於聯營公司之投資以權益會計法按本集團應佔淨資產減任何減值虧損於綜合財務狀況表列賬。本集團所佔聯營公司購入後之業績及其他全面收益已分別計入綜合損益賬及綜合其他全面收益內。此外，如有直接於聯營公司之權益確認之變動，本集團在適用時於綜合權益變動表確認其應佔之任何變動。本集團與其聯營公司之間之交易所產生之未變現收益及虧損以本集團於聯營公司之投資為限予以對銷，惟倘有證據顯示未變現虧損為已轉讓出現減值之資產則除外。

倘於聯營公司之投資成為於合營公司之投資(反之亦然)，則保留權益不會重新計量，而該項投資會繼續以權益法入賬。在所有其他情況下，於失去對聯營公司之重大影響力，本集團按其公平價值計量並確認任何保留投資。於失去重大影響力後之聯營公司賬面值與保留投資公平價值及出售事項所得款項之任何差異，於損益賬中確認。

### 商業合併及商譽

商業合併乃以收購法入賬。所轉讓代價按收購日期的公平價值計量，即本集團對被收購方原擁有人所轉讓資產、本集團所承擔負債以及本集團為換取被收購方控制權所發行股權於收購日期之公平價值總和。就各項商業合併，本集團選擇是否以公平價值或被收購方可識別資產淨值的應佔比例，計量於被收購方的非控股股東權益，即賦予持有人在清盤時按比例應佔被收購方的資產淨值的現有所有權權益。非控股股東權益的所有其他組成部分乃按公平價值計量。收購相關成本於產生時支銷。

當本集團收購業務時，根據合約條款、收購日期的經濟狀況及相關條件，評估財務資產及所承擔負債，以作出適合的分類及指定。

收購方所轉讓的任何或然代價於收購日期按公平價值確認。分類為資產或負債的或然代價按公平價值計量，公平價值的變動於損益賬確認。分類為權益之或然代價無須重新計量，其後結算在權益中入賬。

## 2.4 Summary of Significant Accounting Policies (continued)

### Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognized 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, recognized in profit or loss as a gain on bargain purchase.

#### *Goodwill previously eliminated against consolidated retained profits*

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

### Fair value measurement

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

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

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

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

## 2.4 主要會計政策概要(續)

### 商業合併及商譽(續)

商譽初次按成本計量，成本乃所轉讓代價、就非控股股東權益確認之金額與本集團以往所持有被收購方之股本權益之任何公平價值總和，超出所購入可識別資產淨值及所承擔負債之差額。倘該代價與其他項目之總和少於收購所得資產淨值之公平價值，在重新評估後，差額於損益賬確認為議價購買收益。

#### *過往自綜合保留溢利撇銷之商譽*

於二零零一年採納香港會計師公會之會計實務準則第30號商業合併前，因收購產生之商譽須於收購年度自綜合保留溢利撇銷。在採納香港財務報告準則第3號後，該等商譽繼續自綜合保留溢利撇銷，及不會於與商譽有關之全部或部分業務出售或與商譽有關之現金產生單位減值時於損益賬中確認。

### 公平價值計量

本集團於每個報告期末按公平價值計量其投資物業、客戶存款、貴金屬借貸、衍生金融工具及若干股份投資。公平價值為市場參與者間於計量日期進行之有序交易中，出售資產所收取或轉讓負債所支付之價格。公平價值計量假設出售資產或轉讓負債之交易於該資產或負債之主要市場，或(在無主要市場之情況下)於對該資產或負債最有利之市場進行。本集團必須可於該主要市場或最有利市場進行交易。資產或負債之公平價值乃採用該市場參與者為資產或負債定價時所用之假設計量，即假設市場參與者按其最佳經濟利益行事。

非財務資產之公平價值計量計入市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

本集團採用在各情況下適當之估值技術，而其有足夠資料以計量公平價值，以盡量使用相關可觀察之數據及盡量避免使用難以觀察之數據。

所有於財務報告中計量或披露公平價值之資產及負債，乃按對整體公平價值計量具重大影響之最低層數據分類至下述之公平價值等級：

級別一 – 按相同資產或負債在活躍市場報價(未經調整)計量

**2.4 Summary of Significant Accounting Policies (continued)****Fair value measurement (continued)**

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

**Impairment of non-financial assets**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets, investment properties and goodwill), 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 recognized only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized 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/amortization) had no impairment loss been recognized for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

**2.4 主要會計政策概要(續)****公平價值計量(續)**

級別二 – 按估值技術計量，而該技術採用對公平價值計量具重大影響之最低層數據可直接或間接觀察得出

級別三 – 按估值技術計量，而該技術採用對公平價值計量具重大影響之最低層數據難以觀察得出

就於財務報告按經常基準確認之資產及負債而言，本集團於每個報告期末按對整體公平價值計量具重大影響之最低層數據重新評估分類，以釐定各等級之間有否出現轉移。

**非財務資產減值**

倘若有跡象顯示出現減值或須就資產進行年度減值測試(不包括存貨、遞延稅項資產、財務資產、投資物業及商譽)，則估計資產之可收回金額。資產之可收回金額為資產或現金產生單位之使用價值與公平價值減出售成本之較高者，並就個別資產而釐定，除非有關資產並無產生在頗大程度上獨立於其他資產或資產組別產生之現金流入，在此情況下，可收回金額就資產所屬之現金產生單位而釐定。

如資產之賬面值超逾其可收回金額時，減值虧損予確認。於評估使用價值時，估計日後現金流量按反映現時市場評估之貨幣時間價值及資產特定風險之稅前折現率折現至現值。任何減值虧損於產生當期之損益賬內扣除，除非該資產以重估金額列賬，則該重估資產之減值虧損應根據其相關會計政策處理。

於每個報告期末均會評估是否有跡象顯示過往年度確認之減值虧損不再存在或可能已經減少。倘存有任何該等跡象，便估計可收回金額。除商譽外，僅於釐定該資產之可收回金額之估計出現變動時，於先前已確認之減值虧損方可撥回，惟倘若於過往年度該資產並無確認任何減值虧損，則對比經折舊／攤銷之賬面值，高出金額不得撥回。任何減值虧損之撥回於產生當期計入損益賬內，除非該資產以重估金額列賬，則該重估資產之減值虧損撥回應根據其相關會計政策處理。

**2.4 Summary of Significant Accounting Policies (continued)****Related parties**

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

- (a) the party is a person or a close member of that person's family and that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

**2.4 主要會計政策概要(續)****關連人士**

在下列情況下，一方將視為與本集團有關連：

- (a) 該方為一名人士或該人士之直系親屬，而該人士：
- (i) 對本集團擁有控制權或共同控制權；
  - (ii) 對本集團擁有重大影響力；或
  - (iii) 為本集團或本集團母公司之主要管理層成員；

或

- (b) 該方為實體，而任何以下條件適用：
- (i) 該實體及本集團為同一集團之成員公司；
  - (ii) 一實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營公司；
  - (iii) 該實體及本集團為同一第三者之合營公司；
  - (iv) 一實體為一第三者之合營公司，而另一實體為該第三者之聯營公司；
  - (v) 該實體為本集團或與本集團有關連的實體的僱員而設的受僱後福利計劃；
  - (vi) 該實體受(a)所識別人士控制或共同控制；
  - (vii) (a)(i)所識別之人士對該實體有重大影響力，或為該實體(或該實體之母公司)之主要管理層成員；及
  - (viii) 該實體或其所屬集團之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。

## 2.4 Summary of Significant Accounting Policies (continued)

## Property, plant and equipment and depreciation

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

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalized 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 recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost or valuation 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:

|   |  |
|---|--|
| Freehold land   | Not depreciated                              |
| Leasehold land and buildings                              | Over the shorter of the lease terms and 2.5% |
| Plant and machinery                                       | 10% to 30%                                   |
| Leasehold improvements, furniture, fixtures and equipment | 20% to 33%                                   |
| Motor vehicles  | 30%  |

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation 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 recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognized in the statement of profit or loss in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

## 2.4 主要會計政策概要(續)

## 物業、機器及設備及折舊

物業、機器及設備按成本或估值減累計折舊及任何減值虧損後列賬。物業、機器及設備項目成本包括購入價及使資產處於擬定用途之運作狀況及地點之任何直接應佔成本。

物業、機器及設備項目投入運作後所產生之支出，如維修及保養，一般於產生該筆支出期間從損益賬中扣除。倘符合確認準則，則重大檢查支出會於資產賬面值中資本化作為替換。倘須定期替換大部分物業、機器及設備，則本集團會將該等部分確認為有特定可使用年期之個別資產，並相應地計提折舊。

折舊以直線法計算，按每項物業、機器及設備項目之估計可使用年期撇銷其成本或估值至其剩餘價值。就此而言，所使用之主要年度折舊率如下：

|                 |                 |
|-----------------|-----------------|
| 永久業權土地          | 不予折舊            |
| 租賃土地及樓宇         | 按租賃年期與2.5%兩者較低者 |
| 機器及設備           | 10%至30%         |
| 租賃物業裝修、傢俬、裝置及設備 | 20%至33%         |
| 汽車              | 30%             |

倘若物業、機器及設備項目之組件可使用年期有所不同，該項目之成本或估值按合理基準予以分配至各組件，而每組件個別計算折舊。剩餘價值、可使用年期及折舊方法於每個財政年度末檢核及作適當調整。

物業、機器及設備項目包括任何經初次確認之主要部分於出售或估計其使用或出售不再產生未來經濟利益時，不再確認入賬。任何出售或棄用之盈虧以出售時所得款項淨額及有關資產賬面值之差額計算，並於不再確認資產之年度在損益賬內確認。

**2.4 Summary of Significant Accounting Policies (continued)****Property, plant and equipment and depreciation (continued)**

The transitional provisions set out in paragraph 80A of HKAS 16 Property, Plant and Equipment have been adopted for property, plant and equipment stated at valuation. As a result, those assets stated at revalued amounts based on revaluations which were reflected in the financial statements for the year ended 31 December 1993 have not been revalued by class at the end of the reporting period. On disposal of a revalued asset, the relevant portion of the leasehold land and buildings revaluation reserve realized in respect of the previous valuations is transferred to retained profits as a movement in reserves.

For a transfer from owner-occupied properties to investment properties, the related revaluation surplus is retained in the leasehold land and buildings revaluation reserve and remains there until the subsequent disposal or retirement of the property, where by that time the revaluation surplus is transferred to retained profits.

**Investment properties**

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

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

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

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

**2.4 主要會計政策概要(續)****物業、機器及設備及折舊(續)**

按估值列賬之物業、機器及設備已採納香港會計準則第16號物業、機器及設備第80A段所載之過渡條款。因此，該等按截至一九九三年十二月三十一日止年度財務報告所述重估以重估金額列賬之資產，於報告期末並無按其類別再作重估。出售經重估之資產時，就過往估值而需予變現之相關租賃土地及樓宇重估儲備部分，由儲備撥往保留溢利內，作為儲備之變動。

自用物業轉撥為投資物業，有關重估盈餘保留於租賃土地及樓宇重估儲備中，直至該物業日後出售或棄用，屆時重估盈餘撥往保留溢利。

**投資物業**

投資物業指持作賺取租金收入及／或獲得資本升值之租賃土地及樓宇權益，包括符合投資物業定義屬經營租約之租賃物業權益，其非用作生產或提供貨品或服務或行政用途，或於日常業務過程中出售。該等物業初次按成本計量，包括交易成本。於初次確認後，投資物業按公平價值列賬。

投資物業公平價值變動所產生之盈虧計入產生年度之損益賬。

任何棄用或出售投資物業之盈虧在棄用或出售當年之損益賬中確認。

由投資物業轉撥為自用物業之物業，用作日後會計處理之視作成本為其於更改用途當日之公平價值。倘本集團之自用物業轉為投資物業，則在用途變更當日之前，本集團根據「物業、機器及設備及折舊」所規定之政策將該物業入賬，於該日之物業賬面值與公平價值之任何差額根據上述「物業、機器及設備及折舊」所規定之重估政策入賬。



## 2.4 Summary of Significant Accounting Policies (continued)

### Intangible assets (other than goodwill)

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

The Group's intangible assets, representing eligibility rights to trade on or through The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Futures Exchange Limited (the "Futures Exchange"), have indefinite useful lives and are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net sales proceeds and the carrying amount of the relevant asset and are recognized in the statement of profit or loss when the asset is derecognized.

### Operating leases

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

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

## 2.4 主要會計政策概要(續)

### 無形資產(商譽除外)

個別購入之無形資產於初次確認時按成本計量。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每個財政年度末作檢核。

本集團之無形資產乃可於或透過香港聯合交易所有限公司(「聯交所」)及香港期貨交易所有限公司(「期交所」)進行交易之權利，具無限可使用年期並於每年按個別或於現金產生單位檢核作減值測試。該等無形資產並不予以攤銷。具無限年期之無形資產之可使用年期於每年作評估，以釐定無限可使用年期之評估是否持續可靠。如否定，則可使用年期之評估自此由按無限年期更改為按有限年期計量。

不再確認無形資產所產生盈虧按出售所得款項淨額與有關資產賬面值差額計算，並於不再確認該資產時在損益賬內確認。

### 經營租約

倘若資產擁有權之全部回報及風險絕大部分保留於出租人之租約，以經營租約處理。倘若本集團為出租人時，本集團於經營租約下租出資產包括在非流動資產內，於經營租約下之應收租金以直線法按租期計入損益賬內。倘若本集團為承租人時，於經營租約下之應付租金扣除收到出租人之任何優惠，以直線法按租期於損益賬扣除。

經營租約之預付土地租賃付款最初按成本列報，並於其後以直線法在租約年期確認。當租賃金額無法可靠地分配為土地部分及樓宇部分，全部租賃金額乃計入租賃土地及樓宇成本，列作物業、機器及設備之融資租賃。

## 2.4 Summary of Significant Accounting Policies (continued)

## Investments and other financial assets

*Initial recognition and measurement*

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

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

*Subsequent measurement*

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

- (a) Financial assets at fair value through profit or loss  
Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss. These net fair value changes do not include any dividends on these financial assets, which are recognized in accordance with the policy set out for "Revenue recognition" below.
- (b) 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 amortized cost using the effective interest rate method less any allowance for impairment. Amortized 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 amortization is included in other income in the statement of profit or loss. The loss arising from impairment is recognized in the statement of profit or loss.

## 2.4 主要會計政策概要(續)

## 投資及其他財務資產

*初次確認及計量*

財務資產於初次確認時適當地分類為按公平價值訂定盈虧之財務資產、貸款及應收賬款或可供出售財務資產。財務資產於初次確認時按公平價值加購入財務資產應佔之交易成本計量，惟按公平價值訂定盈虧之財務資產除外。

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

*其後計量*

財務資產之其後計量根據其分類進行，方式如下：

- (a) 按公平價值訂定盈虧之財務資產  
按公平價值訂定盈虧之財務資產包括持作買賣之財務資產。為於近期內作出售用途而購入之財務資產，均列為持作買賣。除非已列作香港會計準則第39號所界定之有效對沖工具，否則衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣。按公平價值訂定盈虧之財務資產乃按公平價值於財務狀況表列賬，公平價值淨變動於損益賬確認。該等淨公平價值變動並不包括該等財務資產之任何股息，該等股息根據下文「收入確認」所載之政策確認。
- (b) 貸款及應收賬款  
貸款及應收賬款乃附有固定或可釐定付款金額而沒有在活躍市場中報價之非衍生財務資產。初次計量後，該等資產其後以實質利息法計算攤銷成本減任何減值撥備後入賬。攤銷成本乃於計入任何收購之折讓或溢價後計算，並包括組成實質利率之費用及成本。實質利率攤銷包括於損益賬之其他收入內。減值產生之虧損於損益賬確認。

## 2.4 Summary of Significant Accounting Policies (continued)

## Investments and other financial asset (continued)

## Subsequent measurement (continued)

## (c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets in listed and unlisted equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

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

When the fair value of unlisted equity investments cannot be reliably measured because (i) the variability in the range of reasonable fair value estimates is significant for that investment or (ii) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating the fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortized cost and any previous gain or loss on that asset that has been recognized in equity is amortized to profit or loss over the remaining life of the assets using the effective interest rate. Any difference between the new amortized cost and the maturity amount is also amortized over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

## 2.4 主要會計政策概要(續)

## 投資及其他財務資產(續)

## 其後計量(續)

## (c) 可供出售財務資產

可供出售財務資產乃於上市及非上市股份投資之非衍生財務資產。分類為可供出售之股份投資為非分類為持作買賣亦非指定為按公平價值訂定盈虧者。

初次確認後，可供出售財務資產其後以公平價值計量，其未變現收益或虧損於投資重估儲備確認為其他全面收益，直至可供出售財務資產不再確認，屆時累計收益或虧損於損益賬確認，或直至可供出售財務資產被釐定為須減值，屆時累計收益或虧損由投資重估儲備重新分類至損益賬。持有可供出售財務資產期間所賺取之利息及股息分別呈報為利息收入及股息收入，並根據下文「收入確認」所載之政策於損益賬確認為其他收入。

當因(i)有關投資之合理公平價值估計之變化範圍很大；或(ii)於該範圍內之各估計數之概率無法合理評估及應用，而未能可靠計算非上市股份投資之公平價值時，有關投資均按成本減去任何減值虧損列賬。

本集團評估於近期內出售可供出售財務資產之能力及意向是否仍然適當。當在罕見之情況下，本集團因市場不活躍而無法買賣該等財務資產，倘管理層能夠及有意於可見將來持有該等資產或持有至到期，則本集團可選擇重新分類該等財務資產。

就從可供出售類別重新分類為其他類別之財務資產而言，重新分類當日之公平價值賬面金額成為其新攤銷成本，而該資產之任何已於權益確認之過往收益或虧損採用實質利率於資產剩餘年期內於損益賬攤銷。新攤銷成本與到期金額之任何差額亦採用實質利率於資產剩餘年期內攤銷。倘該資產其後被釐定為須減值，則已於權益記錄之金額重新分類至損益賬。

**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 primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

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

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

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

**Impairment of financial assets**

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

**2.4 主要會計政策概要(續)****不再確認財務資產**

財務資產(或如適用,財務資產其中一部分或一組類似之財務資產其中一部分)主要在下列情況下不再確認(即從本集團之綜合財務狀況表移除):

- 自該資產收取現金流量之權利已屆滿;或
- 本集團已轉讓其收取來自該資產現金流量之權利,或已根據「轉遞」安排就向第三者承擔責任全數支付已收取現金流量並無重大延誤;及(a)本集團已轉讓該資產之大部分風險及回報,或(b)本集團無轉讓或保留該資產之大部分風險及回報,惟已轉讓該資產之控制權。

倘若本集團已轉讓其自資產收取現金流量之權利,或已訂立轉遞安排,其評估其有否保留該資產所有權之風險及回報,以及其保留該等風險及回報之程度。倘若並無轉讓或保留資產之大部分風險及回報,亦無轉讓資產之控制權之情況下,則本集團繼續以其持續參與該已轉讓資產之程度為限確認該資產。在該情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留權利及義務之基準計量。

就已轉讓資產作出擔保形式之持續參與,按該項資產之原有賬面值及本集團或須償付代價之上限金額(以較低者為準)計量。

**財務資產減值**

本集團於每個報告期末評估是否存在客觀證據顯示一項或一組財務資產出現減值。倘於初次確認資產後發生一項或多項事件對該項或該組財務資產之估計未來現金流量造成能可靠地估計之影響,則存在減值。減值證據可包括一名或一群債務人正面臨重大財政困難、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,以及有可觀察數據顯示估計未來現金流量出現可計量之減少,例如欠款數目變動或出現與違約相關之經濟狀況。

## 2.4 Summary of Significant Accounting Policies (continued)

### Impairment of financial assets (continued)

#### *Financial assets carried at amortized cost*

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

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

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognized in the statement profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realized 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 recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

#### *Assets carried at cost*

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, 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 discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

## 2.4 主要會計政策概要(續)

### 財務資產減值(續)

#### *按攤銷成本入賬之財務資產*

就按攤銷成本入賬之財務資產而言，本集團首先評估個別屬重大之財務資產是否個別存在減值，或個別非重大之財務資產是否綜合存在減值。倘本集團釐定個別評估之財務資產，無論具重要性與否，並無客觀證據顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性之財務資產內，並綜合評估該組財務資產是否存在減值。經個別評估減值之資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

任何已識別減值虧損金額按該資產賬面值與估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之差額計算。估計未來現金流量之現值以財務資產之初始實質利率(即初次確認時計算之實質利率)折現。

該資產之賬面值通過使用備抵賬而減少，而虧損於損益賬確認。利息收入繼續按減少後之賬面值計提，乃採用計量減值虧損時用以折現未來現金流量之利率計算。若日後收回之機會渺茫，而所有抵押品已變現或已轉讓予本集團，貸款及應收賬款連同任何相關撥備則予以撇銷。

倘其後期間估計減值虧損金額由於確認減值以後發生之事項增加或減少，則透過調整撥備賬增加或減少先前確認之減值虧損。倘撇銷其後收回，該項收回計入損益賬。

#### *按成本入賬之資產*

因公平價值未能可靠計量而不按公平價值入賬之無報價股份工具倘有客觀證據顯示其出現減值虧損，則該虧損金額為資產賬面值與按當時市場相類似財務資產之回報率折現之估計未來現金流量現值兩者之差額。此等資產之減值虧損不可撥回。

**2.4 Summary of Significant Accounting Policies (continued)****Impairment of financial assets (continued)***Available-for-sale financial assets*

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

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

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in the statement of profit or loss – is removed from other comprehensive income and recognized in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognized directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

**Financial liabilities***Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or loans and borrowings, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

**2.4 主要會計政策概要(續)****財務資產減值(續)***可供出售財務資產*

就可供出售財務資產而言，本集團於每個報告期末評估是否存在客觀證據顯示一項或一組資產出現減值。

倘可供出售資產出現減值，則其成本(扣除任何本金及攤銷)與當前公平價值之差額，再扣減以往於損益賬確認之任何減值虧損之金額，從其他全面收益移除，並於損益賬確認。

如屬分類為可供出售之股份投資，客觀證據包括投資公平價值出現重大或持續性下跌至低於其成本。「重大」對投資之原有成本作出評估，而「持續性」則對公平價值跌至低於其原有成本之期間作出評估。如有減值證據，累計虧損 – 按收購成本與當前公平價值之差額扣減該項投資以往於損益賬確認之任何減值虧損計量 – 從其他全面收益移除，並於損益賬確認。分類為可供出售之權益工具之減值虧損不可於損益賬撥回。減值後之公平價值增加直接於其他全面收益確認。

釐定「重大」或「持續性」時須作出判斷。在作出該判斷時，本集團評估(其中包括其他因素)投資之公平價值低於其成本的持續期間或程度。

**財務負債***初次確認及計量*

財務負債於初次確認時適當地分類為按公平價值訂定盈虧之財務負債或借貸及貸款。

所有財務負債初次按公平價值確認，如屬借貸及貸款，則扣除直接應佔交易成本。

**2.4 Summary of Significant Accounting Policies (continued)****Financial liabilities (continued)***Subsequent measurement*

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

- (a) Financial liabilities at fair value through profit or loss  
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Gains or losses on liabilities held for trading are recognized in the statement of profit or loss. The net fair value gain or loss recognized in the statement of profit or loss does not include any interest charged on these financial liabilities.

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

- (b) Loans and borrowings  
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized 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 recognized in the statement of profit or loss when the liabilities are derecognized as well as through the effective interest rate amortization process.

Amortized 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 amortization is included in finance costs in the statement of profit or loss.

**Derecognition of financial liabilities**

A financial liability is derecognized 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 recognized in the statement of profit or loss.

**2.4 主要會計政策概要(續)****財務負債(續)***其後計量*

財務負債之其後計量根據其分類進行，方式如下：

- (a) 按公平價值訂定盈虧之財務負債  
按公平價值訂定盈虧之財務負債包括持作買賣財務負債及於初次確認時指定為按公平價值訂定盈虧之財務負債。

為於近期內作購回用途而購入之財務負債，均列為持作買賣。此類別包括本集團所訂立根據香港會計準則第39號所界定未被指定為對沖關係中對沖工具之衍生金融工具。持作買賣負債之收益或虧損於損益賬確認。於損益賬確認之公平價值淨收益或虧損不包括任何對該等財務負債徵收之利息。

初次確認時指定為按公平價值訂定盈虧之財務負債(包括貴金屬借貸)只會在符合香港會計準則第39號之條件下於初次確認當日指定。

- (b) 借貸及貸款  
初次確認後，計息借貸及貸款其後採用實質利率法按攤銷成本計量，除非折現影響不大，在該情況下則按成本列賬。於負債不再確認時以及透過實質利率法計量之攤銷過程之收益及虧損於損益賬確認。

攤銷成本之計算包括收購產生之任何折價或溢價以及屬於實質利率組成部分之費用或成本。按實質利率法計量之攤銷包括在損益賬之財務費用內。

**不再確認財務負債**

財務負債於負債之責任已解除或註銷或屆滿時不再確認。

當現有財務負債為同一貸款人以大致上不同條款之負債取代時，或現有負債之條款有重大修改時，此等取代或修改會被視為不再確認為原有負債及確認為一項新負債，而有關賬面值之差額乃於損益賬確認。

**2.4 Summary of Significant Accounting Policies (continued)****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 recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

**Derivative financial instruments***Initial recognition and subsequent measurement*

The Group uses derivative financial instruments, such as bullion contracts and forward currency contracts, to hedge its bullion price risk and foreign currency risk. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

**Inventories**

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of production overheads. Net realizable 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 recognized 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 recognized 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 statement of profit or loss.

**2.4 主要會計政策概要(續)****抵銷金融工具**

倘實體具有抵銷已確認金額之現時可執行法定權利，且有意以淨額結算或同時變現該財務資產及清償該財務負債時，財務資產與財務負債方可相互抵銷，並以抵銷後淨額於財務狀況表內呈報。

**衍生金融工具***初次確認及其後計量*

本集團使用貴金屬合約及遠期外幣合約等衍生金融工具對沖其貴金屬價格風險及外匯風險。該等衍生金融工具初次按訂立衍生合約當日之公平價值確認，其後再按公平價值重新計量。當衍生工具在公平價值為正數時以資產列賬，為負數時以負債列賬。

衍生工具公平價值變動所產生之任何收益或虧損乃直接計入損益賬。

**存貨**

存貨乃按成本與可變現淨值兩者中之較低者列賬。成本乃按先進先出法計算及(倘為在製品及製成品)包括直接原料、直接工資及適當比例之生產費用。可變現淨值是根據估計售價扣除直至完成及出售所需之任何估計成本計算。

**現金及等同現金**

就綜合現金流量表而言，現金及等同現金包括流動現金及活期存款及一般於購入後三個月內到期，可隨時轉換為已知金額現金及承受價值改變風險不大之短期高流動性投資，扣除須按要求償還之銀行透支，為本集團現金管理之組成部分。

就綜合財務狀況表而言，現金及等同現金包括流動現金及銀行存款(包括定期存款)，均無使用限制。

**撥備**

倘因過往事件而產生現時責任(法律或推定)，且將來極可能需要付出資源以應付有關責任時，則確認為撥備，惟所涉及責任數額必須能可靠地估計。

當折現之影響屬重大時，就撥備而確認之數額乃預期於日後解決該責任所需開支於報告期末之現值。因時間流逝而導致折現之現值增加數額計入損益賬之財務費用。



## 2.4 Summary of Significant Accounting Policies (continued)

## Income tax

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

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

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

Deferred tax liabilities are recognized 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 and associates, 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.

Deferred tax assets are recognized for all deductible temporary differences, the carryforward of unused tax credits and unused tax losses. Deferred tax assets are recognized 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 utilized, 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 and associates, deferred tax assets are only recognized 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 utilized.

## 2.4 主要會計政策概要(續)

## 所得稅

所得稅包括本期及遞延稅項。有關損益外確認項目之所得稅於損益外確認，不論是於其他全面收益或直接於權益內確認。

本期稅項資產及負債乃按預期可自稅務機關收回或繳付之金額計算，按於報告期末已經生效或大致上已經生效之稅率(及稅法)為基準，並考慮本集團經營所在司法管轄區之現行詮釋及慣例。

於報告期末之資產及負債之稅基與其在財務報告賬面值之間所有暫時性差異，須按負債法計提遞延稅項撥備。

除下述外，所有應課稅暫時性差異均確認為遞延稅項負債：

- 倘若由於一項非商業合併交易之中初次確認商譽或資產或負債所產生之遞延稅項負債，而在交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 對涉及附屬公司及聯營公司之投資之應課稅暫時性差異而言，倘若撥回暫時性差異之時間可以控制，以及暫時性差異不大可能在可見將來撥回。

所有可扣除暫時性差異、承前未用稅項撥回及未用稅項虧損，均確認為遞延稅項資產。除下述外，如日後有可能出現應課稅溢利，可用作抵銷該等可扣除暫時性差異、承前未用稅項撥回及未用稅項虧損，均確認為遞延稅項資產：

- 當在非商業合併之交易中初次確認資產或負債所產生之有關可扣除暫時性差異之遞延稅項資產，而在交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 對涉及附屬公司及聯營公司之投資之可扣除暫時性差異而言，只在暫時性差異有可能在可見將來撥回，以及日後可用該等暫時性差異抵銷可能出現之應課稅溢利，才確認遞延稅項資產。

**2.4 Summary of Significant Accounting Policies (continued)****Income tax (continued)**

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 utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized 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 realized 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.

**Revenue recognition**

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the rendering of services, in the period in which such services are provided;
- (c) commission on securities and futures broking, on the transaction dates when the relevant contract notes are executed;
- (d) rental income, on a time proportion basis over the lease terms;
- (e) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset;
- (f) dividend income, when the shareholders' right to receive payment has been established; and
- (g) income from the sale of investments at fair value through profit or loss and available-for-sale investments, on the transaction dates when the relevant contract notes are executed.

**2.4 主要會計政策概要(續)****所得稅(續)**

遞延稅項資產之賬面值於每個報告期末予以審閱，倘不再可能有足夠應課稅溢利用作抵銷相關遞延稅項資產之全部或部分，則減少遞延稅項資產賬面值。不予確認之遞延稅項資產於每個報告期末予以審閱，如可能有足夠應課稅溢利用作抵銷相關遞延稅項資產之全部或部分時，則予以確認。

遞延稅項資產及負債以預期適用於變現資產或償還負債之當期稅率計量，按於每個報告期末已經生效或大致上已經生效之稅率(及稅法)為基準。

**收入確認**

當本集團可能有經濟收益並能作出可靠計算，收入按下列基準予以確認：

- (a) 銷售貨品方面，當擁有權之主要風險及回報轉予買家，即本集團對已售貨品已無一般擁有權應有之管理參與權及有效管轄權；
- (b) 提供服務方面，於提供服務期內；
- (c) 證券及期貨經紀佣金收入，於有關合約執行之交易日期；
- (d) 租金收入，按租賃期時間比例基準；
- (e) 利息收入，採用實質利息法，按應計基準，以有關利率在有關金融工具之預計年期或較短期間(按適用情況)內準確折現估計未來現金收入至有關財務資產之賬面淨值；
- (f) 股息收入，當股東收取股息權利確立；及
- (g) 出售按公平價值訂定盈虧之投資及可供出售投資收入，於有關合約執行之交易日期。

## 2.4 Summary of Significant Accounting Policies (continued)

### 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 Group's operations. 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 cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 34 to the financial statements.

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

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

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

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

## 2.4 主要會計政策概要(續)

### 股份支付

本公司設有一項購股權計劃，藉此向為本集團業務成就作出貢獻之合資格參與者給予獎勵及獎賞。本集團僱員(包括董事)以股份支付方式收取薪酬，而僱員提供服務作為權益工具代價(「權益結算交易」)。

與僱員之權益結算交易中，於二零零二年十一月七日後授出權益工具之成本乃參考其於授出日期之公平價值而計量。公平價值乃由外聘估值師採用二項式模型釐定，其進一步詳情載於財務報告附註34。

權益結算交易之成本連同相應權益增加在達成表現及／或服務條件的期間於僱員福利開支確認。於每個報告期末至歸屬日期，就權益結算交易確認的累計開支反映歸屬期間已屆滿之情況，以及本集團對最終將予歸屬的權益工具數目之最佳估計。於某一期間在損益賬中扣除或計入之金額，為該期間期初及期末確認之累計開支變動。

於釐定獎賞於授出日期的公平價值時並無計及服務及非市場表現條件，惟達成條件的可能性會被評估為本集團對最終將會歸屬的權益工具數目所作最佳估計的一部分。市場表現條件反映於授出日期之公平價值內。獎賞隨附而並無涉及相關服務要求的任何其他條件，會被視為非歸屬條件。除非當中亦包含服務及／或表現條件，否則非歸屬條件反映於獎賞的公平價值內並會導致獎賞即時列作開支。

對由於非市場表現及／或服務條件尚未達成而未能最終歸屬的獎賞不會確認為開支。倘獎賞包括市場或非歸屬條件，不論市場或非歸屬條件是否獲達成，有關交易均被視作歸屬，惟所有其他表現及／或服務條件必須已獲達成。

未行使購股權之攤薄影響於計算每股盈利時反映為新增股份之攤薄。

**2.4 Summary of Significant Accounting Policies (continued)****Employee benefits***Paid leave carried forward*

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

*Pension schemes and other retirement benefits*

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance in Hong Kong for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' relevant income and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China and Taiwan are required to participate in central pension schemes operated by the respective local municipal governments. These subsidiaries are required to contribute certain percentages of their payroll costs to the central pension schemes. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the respective central pension schemes.

**Borrowing costs**

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

**Dividends**

Final dividends proposed by the Directors are recognized as liabilities when these dividends have been approved by the shareholders in general meetings.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association and bye-laws grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognized immediately as a liability when they are proposed and declared.

**2.4 主要會計政策概要(續)****僱員福利***結轉有薪假期*

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

*退休金計劃及其他退休福利*

本集團根據香港的強制性公積金計劃條例實施一項界定供款強制性公積金退休福利計劃(「強積金計劃」)，供所有合資格參與強積金計劃之僱員參與。供款按僱員有關入息之某一百分比提撥，並於根據強積金計劃規定應付時自損益賬扣除。強積金計劃資產乃與本集團資產分開，由獨立管理基金持有。

根據強積金計劃規定，本集團作出之僱主供款利益全數歸屬於僱員，至於本集團作出之僱主自願性供款則除外，當僱員在供款利益完全歸屬於僱員前離職，供款會退回本集團。

本集團於中國內地及台灣運作之附屬公司之僱員均須參加由當地市政府運作的中央退休金計劃。此等附屬公司須提撥薪金費用之若干百分比為中央退休金計劃供款，並根據中央退休金計劃規定應付時於損益賬扣除。

**貸款成本**

貸款成本包括本集團就借用資金而產生之利息及其他成本，乃於產生期間支銷。

**股息**

董事建議派發之末期股息在獲股東於股東大會上批准後始確認為負債。

中期股息乃同時予以建議派發及宣派，此乃本公司組織章程大綱及章程細則授予董事宣派中期股息之權力。因此，中期股息於建議派發及宣派時即確認為負債。

## 2.4 Summary of Significant Accounting Policies (continued)

## Foreign currencies

These financial statements are presented in Hong Kong dollar, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognized in the statement of profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognized in other comprehensive income or profit or loss is also recognized in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollar at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollar at the weighted average exchange rates for the year. The resulting exchange differences are recognized 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 recognized in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollar 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 dollar at the weighted average exchange rates for the year.

## 2.4 主要會計政策概要(續)

## 外幣

本財務報告乃以本公司之功能貨幣港元列報。本集團內每個實體均自行決定其功能貨幣，而每實體之財務報告所包含之項目均採用該功能貨幣計量。本集團實體記錄之外幣結算交易最初以交易當日之有關功能貨幣之現行匯率記錄。以外幣計算之貨幣資產及負債按報告期末之功能貨幣匯率換算。因貨幣項目結算或換算而產生之差額乃於損益賬確認。以外幣歷史成本計算之非貨幣項目按初次交易當日之匯率換算。以外幣公平價值計算之非貨幣項目按計量公平價值當日之匯率換算。換算以公平價值計量之非貨幣項目而產生之收益或虧損，按確認該項目之公平價值變動之收益或虧損一致之方法處理(即公平價值盈虧於其他全面收益或損益賬確認之項目，其換算差額亦分別於其他全面收益或損益賬確認)。

若干海外附屬公司之功能貨幣並非港元。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港元，其損益賬則按該年度之加權平均匯率換算為港元。由此而產生之匯兌差額，在其他全面收益中確認並於外匯變動儲備中累計。倘出售海外業務，與該項海外業務有關之其他全面收益部分於損益賬中確認。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期之匯率換算為港元。海外附屬公司整年經常產生之現金流量則按該年度之加權平均匯率換算為港元。

### 3. Significant Accounting Judgements and Estimates

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

#### Judgements

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

- (a) *Operating lease commitments – Group as lessor*  
The Group has entered into property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.
- (b) *Classification between investment properties and owner-occupied properties*  
The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

### 3. 主要會計判斷及估計

管理層須就編製本集團之財務報告時對影響收入、開支、資產及負債之呈報數額、其隨附披露事項以及或然負債披露事項作出判斷、估計及假設。此等假設及估計之不確定性，可能引致日後須就受影響之資產或負債賬面值作出重大調整之後果。

#### 判斷

應用本集團之會計政策時，除涉及之估計外，管理層作出下列對財務報告已確認金額影響重大之判斷：

- (a) *經營租約承擔 – 本集團作為出租人*  
本集團訂有與其投資物業組合有關之物業租約。本集團根據對該等安排之條款及條件作出之評估釐定，其保留該等根據經營租約租出之物業之所有重大風險及回報。
- (b) *投資物業與自用物業之分類*

本集團須判斷物業是否屬於投資物業，並就有關判斷制訂準則。投資物業乃持作收取租金或獲取資本升值或兩者之物業。因此，本集團考慮一物業是否大致獨立於本集團所持其他資產帶來現金流量。某些物業一部分持作賺取租金或獲取資本升值，另一部分用作生產或供應貨品或服務或作行政用途。倘此等部分可獨立出售或根據融資租約單獨出租，本集團將該等部分個別入賬。倘該等部分不可獨立出售，惟用作生產或供應貨品或服務或作行政用途之部分不大，有關物業方可列作投資物業。管理層已就個別物業作出判斷，以釐定有關配套設施是否重大至足以使該物業不符合列作投資物業之資格。

## 3. Significant Accounting Judgements and Estimates (continued)

## 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.

## (a) Fair value of an unlisted equity investment

The Group's unlisted equity investment has been valued using the income capitalization method. This valuation requires the Group to make estimates about capitalization rates, and hence they are subject to uncertainty. The fair value of the unlisted equity investment as at 31 December 2016 was HK\$18,798,000 (2015: HK\$18,431,000). Further details are included in note 20 to the financial statements.

## (b) Estimation of impairment of receivables

The Group determines the impairment of accounts receivable, receivables arising from securities and futures broking and other receivables based on objective evidence of impairment and historical loss experience of the respective individual balances of the counterparties. If the financial condition of its debtors was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance and its future results would be affected.

## (c) Deferred tax assets

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 32 to the financial statements.

## (d) Impairment of non-financial assets (other than goodwill)

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

## 3. 主要會計判斷及估計(續)

## 估計不明朗因素

於報告期末就未來及其他主要估計不明朗因素所作之主要假設，具有重大風險引致須於下一個財政年度就資產及負債賬面值作出重大調整者載述如下。

## (a) 非上市股份投資之公平價值

本集團之非上市股份投資已採用收入資本化法進行估值。該項估值要求本集團對資本化比率作出估計，因此，有關估值具有不確定性。於二零一六年十二月三十一日，非上市股份投資之公平價值為18,798,000港元(二零一五年：18,431,000港元)。進一步詳情載於財務報告附註20。

## (b) 應收賬款減值之估計

本集團根據減值客觀證據及交易對手各自結餘之過往虧損經驗釐定應收賬款、證券及期貨經紀產生之應收賬款及其他應收賬款之減值。倘其債務人之財政狀況轉差以致實際減值虧損可能較預期者為高，則本集團將須修訂撥備基準，而其未來業績將受到影響。

## (c) 遞延稅項資產

未用稅項虧損，如日後可用作抵銷有可能出現之應課稅溢利，均確認為遞延稅項資產。釐定可確認之遞延稅項資產金額時，管理層須根據未來應課稅溢利之可能時間及水平以及未來稅務規劃策略作出重大判斷。進一步詳情載於財務報告附註32。

## (d) 非財務資產減值(商譽除外)

本集團於每個報告期末評估全部非財務資產是否存在任何減值跡象。具有無限年期之無形資產每年或出現減值跡象時進行減值測試。其他非財務資產於有跡象顯示賬面值可能不能收回時進行減值測試。倘資產或現金產生單位之賬面值超逾其可收回金額(為其公平價值減出售成本與其使用價值之較高者)，即存在減值。公平價值減出售成本乃按類似資產之公平原則交易中具約束力銷售交易所得數據或可觀察市價扣除出售資產之遞增成本計算。於採用使用價值計算時，管理層預期須估計來自資產或現金產生單位之未來現金流量，及選擇適當折現率以計算該等現金流量之現值。

**3. Significant Accounting Judgements and Estimates (continued)****Estimation uncertainty (continued)**

- (e) *Measurement of fair value of investment properties*  
Investment properties are carried in the statement of financial position at their fair value. The fair value was based on valuation on these properties conducted by an independent firm of professionally qualified valuers using property valuation techniques which involve making assumptions on certain market conditions. Favorable or unfavorable changes to these assumptions would result in changes in the fair value of the Group's investment properties and the corresponding adjustments to the gain or loss recognized in the statement of profit or loss.
- (f) *Net realizable value of inventories*  
Net realizable value of inventories is based on estimated selling prices less any estimation costs to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience in selling goods of similar nature. It could change significantly as a result of changes in market conditions. The Group reassesses the estimation at the end of each reporting period.

**4. Operating Segment Information**

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

- (a) the manufacture and retail of jewellery segment produces jewellery products for the Group's retail business and operates retail stores mainly in Hong Kong, Macau, Mainland China and Taiwan;
- (b) the wholesale of precious metals segment trades precious metals to wholesale customers;
- (c) the securities and futures broking segment provides brokering and dealing services for securities and futures; and
- (d) the other businesses segment comprises, principally, the investment in properties for their rental income and capital appreciation potential, and other jewellery related businesses.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that certain dividend income, gain on disposal of available-for-sale investments and share of profit of an associate are excluded from such measurement.

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

**3. 主要會計判斷及估計(續)****估計不明朗因素(續)**

- (e) *投資物業之公平價值計量*  
投資物業按其公平價值於財務狀況表列值。公平價值乃根據獨立專業合資格測量師行採用物業估值方法(涉及對若干市場狀況作出假設)對該等物業進行之估值而計算。該等假設之有利或不利變動將導致本集團投資物業之公平價值出現變動及對損益賬確認之收益或虧損作出相應調整。
- (f) *存貨之可變現淨值*  
存貨之可變現淨值乃根據估計售價減去完成及出售時將產生之任何估計成本計算。此等估計乃以現時市況及類似性質貨品之過往銷售經驗為基準。可變現淨值可能因市況變動而出現重大變動。本集團於每個報告期末重新評估該估計。

**4. 經營分部資料**

就管理而言，本集團乃按其產品及服務劃分業務單位，管理以下四個可呈報經營分部：

- (a) 珠寶製造及零售分部為本集團之零售業務製造珠寶產品，並主要於香港、澳門、中國內地及台灣經營零售店；
- (b) 貴金屬批發分部與批發客戶買賣貴金屬；
- (c) 證券及期貨經紀分部提供證券及期貨之經紀及買賣服務；及
- (d) 其他業務分部主要為投資物業以賺取租金收入及資本增值潛力，以及其他珠寶相關業務。

管理層分別監控本集團經營分部之業績，以作出資源分配及表現評估之決策。分部表現乃按可呈報分部溢利進行評估，即經調整除稅前溢利之計算。經調整除稅前溢利之計算方式與本集團除稅前溢利計算方式貫徹一致，惟若干股息收入、出售可供出售投資之收益及應佔聯營公司溢利不包括在其計算當中。

內部銷售及轉讓乃根據銷售予第三者之售價作為通用市價。



## 4. Operating Segment Information (continued)

## 4. 經營分部資料(續)

|  |                           | Manufacture<br>and retail<br>of jewellery<br>珠寶製造<br>及零售<br>HK\$'000<br>千港元 | Wholesale<br>of precious<br>metals<br>貴金屬<br>批發<br>HK\$'000<br>千港元 | Securities<br>and futures<br>broking<br>證券及<br>期貨經紀<br>HK\$'000<br>千港元 | Other<br>businesses<br>其他<br>業務<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|--|---------------------------|---|--|--|--|--------------------------------|
| <b>Year ended</b><br><b>31 December 2016</b>                   | 截至二零一六年<br>十二月三十一日<br>止年度 |   |  |  |  |                                |
| <b>Segment revenue</b>   | 分部收益                      |   |  |  |  |                                |
| Sales to external<br>customers                                 | 銷售予外來客戶                   | 14,045,322  | 1,907,604  | 26,231   | 113,380  | 16,092,537                     |
| Intersegment sales   | 內部銷售                      | —   | 869,670  | —  | 3,084  | 872,754                        |
|  |                           | <u>14,045,322</u>   | <u>2,777,274</u>   | <u>26,231</u>  | <u>116,464</u>                                     | 16,965,291                     |
| <i>Reconciliation:</i><br>Elimination of<br>intersegment sales | 調節：<br>對銷內部銷售             |   |  |  |  | (872,754)                      |
|  |                           |   |  |  |  | <u>16,092,537</u>              |
| <b>Segment results</b>   | 分部業績                      | 946,526   | 13,668   | 6,325  | 7,434  | 973,953                        |
| <i>Reconciliation:</i><br>Dividend income                      | 調節：<br>股息收入               |   |  |  |  | 22,102                         |
| Share of profit of<br>an associate                             | 應佔聯營公司<br>溢利              |   |  |  |  | 4,207                          |
| Profit before tax  | 除稅前溢利                     |   |  |  |  | <u>1,000,262</u>               |

## 4. Operating Segment Information (continued)

## 4. 經營分部資料(續)

|   |  | Manufacture<br>and retail<br>of jewellery<br>珠寶製造<br>及零售<br>HK\$'000<br>千港元 | Wholesale<br>of precious<br>metals<br>貴金屬<br>批發<br>HK\$'000<br>千港元 | Securities<br>and futures<br>broking<br>證券及<br>期貨經紀<br>HK\$'000<br>千港元 | Other<br>businesses<br>其他<br>業務<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|---|--|---|--|--|--|--------------------------------|
| Year ended<br>31 December 2016  | 截至二零一六年<br>十二月三十一日<br>止年度              |   |  |  |  |                                |
| Other segment<br>information  | 其他分部資料                                 |   |  |  |  |                                |
| Interest income   | 利息收入                                   | (11,436)  | (1)  | (28,265)   | (12)   | (39,714)                       |
| Dividend income   | 股息收入                                   | -   | -  | (996)  | -  | (996)                          |
| Net fair value gain on<br>investment properties   | 投資物業之公平價值<br>淨收益                       | -   | -  | -  | (900)  | (900)                          |
| Net fair value gain on<br>bullion loans designated<br>as at fair value through<br>profit or loss            | 指定為按公平價值<br>訂定盈虧之貴金屬<br>借貸之公平價值<br>淨收益 | (9,083)   | -  | -  | -  | (9,083)                        |
| Net fair value loss on<br>derivative financial<br>instruments –<br>transactions not<br>qualifying as hedges | 衍生金融工具之<br>公平價值淨虧損 –<br>不符合對沖定義之<br>交易 | 6,201   | 38   | -  | -  | 6,239                          |
| Net fair value loss on<br>investments at fair value<br>through profit or loss                               | 按公平價值訂定盈虧<br>之投資之公平價值<br>淨虧損           | -   | -  | 3,608  | -  | 3,608                          |
| Net loss on bullion loans<br>designated as at fair<br>value through profit or<br>loss                       | 指定為按公平價值<br>訂定盈虧之貴金屬<br>借貸淨虧損          | 144,090   | -  | -  | -  | 144,090                        |
| Net loss on disposal of<br>derivative financial<br>instruments  | 出售衍生金融工具<br>淨虧損                        | 85,293  | 4,399  | -  | -  | 89,692                         |
| Net loss/(gain) on disposal<br>of items of property,<br>plant and equipment                                 | 出售物業、機器及設<br>備項目淨虧損/<br>(收益)           | 2,176   | -  | (2)  | -  | 2,174                          |
| Depreciation  | 折舊                                     | 180,237   | -  | 1,588  | 162  | 181,987                        |
| Amortization of prepaid<br>land lease payments  | 攤銷預付土地租賃<br>款項                         | 276   | -  | -  | -  | 276                            |
| Reversal of impairment of<br>accounts receivable  | 應收賬款減值撥回                               | (1,010)   | -  | -  | -  | (1,010)                        |
| Reversal of impairment of<br>receivables arising from<br>securities and futures<br>broking, net             | 證券及期貨經紀產生<br>之應收賬款減值<br>撥回，淨值          | -   | -  | (706)  | -  | (706)                          |
| Write-down of inventories<br>to net realizable value  | 撇銷存貨至可變現<br>淨值                         | 5,006   | -  | -  | -  | 5,006                          |
| Finance costs   | 財務費用                                   | 17,037  | -  | 2,003  | -  | 19,040                         |
| Capital expenditure   | 資本性開支                                  | 194,203   | -  | 2,402  | -  | 196,605                        |

## 4. Operating Segment Information (continued)

## 4. 經營分部資料(續)

|  |  | Manufacture<br>and retail<br>of jewellery<br>珠寶製造<br>及零售<br>HK\$'000<br>千港元 | Wholesale<br>of precious<br>metals<br>貴金屬<br>批發<br>HK\$'000<br>千港元 | Securities<br>and futures<br>broking<br>證券及<br>期貨經紀<br>HK\$'000<br>千港元 | Other<br>businesses<br>其他<br>業務<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|--|--|---|--|--|--|--------------------------------|
| <b>Year ended</b><br><b>31 December 2015</b>                   | <b>截至二零一五年</b><br><b>十二月三十一日</b><br><b>止年度</b> |   |  |  |  |                                |
| <b>Segment revenue</b>   | <b>分部收益</b>                                    |   |  |  |  |                                |
| Sales to external<br>customers                                 | 銷售予外來客戶  | 16,723,183  | 2,243,735  | 50,671   | 51,668   | 19,069,257                     |
| Intersegment sales   | 內部銷售   | –   | 1,231,736  | –  | 3,013  | 1,234,749                      |
|  |  | <u>16,723,183</u>   | <u>3,475,471</u>   | <u>50,671</u>  | <u>54,681</u>                                      | <u>20,304,006</u>              |
| <i>Reconciliation:</i><br>Elimination of<br>intersegment sales | <i>調節:</i><br>對銷內部銷售                           |   |  |  |  | (1,234,749)                    |
|  |  |   |  |  |  | <u>19,069,257</u>              |
| <b>Segment results</b>   | <b>分部業績</b>                                    | 1,006,505   | 23,366   | 26,777   | 43,267   | 1,099,915                      |
| <i>Reconciliation:</i><br>Dividend income                      | <i>調節:</i><br>股息收入                             |   |  |  |  | 22,187                         |
| Gain on disposal of<br>available-for-sale<br>investments       | 出售可供出售投資<br>之收益                                |   |  |  |  | 245,501                        |
| Share of profit of<br>an associate                             | 應佔聯營公司<br>溢利                                   |   |  |  |  | 454                            |
| Profit before tax  | 除稅前溢利  |   |  |  |  | <u>1,368,057</u>               |

## 4. Operating Segment Information (continued)

## 4. 經營分部資料(續)

|   |  | Manufacture<br>and retail<br>of jewellery<br>珠寶製造<br>及零售<br>HK\$'000<br>千港元 | Wholesale<br>of precious<br>metals<br>貴金屬<br>批發<br>HK\$'000<br>千港元 | Securities<br>and futures<br>broking<br>證券及<br>期貨經紀<br>HK\$'000<br>千港元 | Other<br>businesses<br>其他<br>業務<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|---|--|---|--|--|--|--------------------------------|
| <b>Year ended<br/>31 December 2015</b>  | <b>截至二零一五年<br/>十二月三十一日<br/>止年度</b>           |   |  |  |  |                                |
| <b>Other segment<br/>information</b>  | <b>其他分部資料</b>                                |   |  |  |  |                                |
| Interest income   | 利息收入   | (14,319)  | (2)  | (21,829)   | (74)   | (36,224)                       |
| Dividend income   | 股息收入   | -   | -  | (465)  | -  | (465)                          |
| Net fair value gain on<br>investment properties   | 投資物業之公平價值<br>淨收益                             | -   | -  | -  | (15,144)   | (15,144)                       |
| Net fair value gain on<br>bullion loans designated<br>as at fair value through<br>profit or loss                    | 指定為按公平價值<br>訂定盈虧之貴金屬<br>借貸之公平價值<br>淨收益       | (21,013)  | -  | -  | -  | (21,013)                       |
| Net fair value loss/<br>(gain) on derivative<br>financial instruments<br>- transactions not<br>qualifying as hedges | 衍生金融工具之<br>公平價值淨虧損/<br>(收益) - 不符合對<br>沖定義之交易 | (10,814)  | 302  | -  | -  | (10,512)                       |
| Net fair value gain on<br>investments at fair value<br>through profit or loss                                       | 按公平價值訂定盈虧<br>之投資之公平價值<br>淨收益                 | -   | -  | (1,998)  | -  | (1,998)                        |
| Net gain on bullion loans<br>designated as at fair<br>value through profit or<br>loss                               | 指定為按公平價值<br>訂定盈虧之貴金屬<br>借貸淨收益                | (84,327)  | (513)  | -  | -  | (84,840)                       |
| Net gain on disposal of<br>derivative financial<br>instruments  | 出售衍生金融工具<br>淨收益                              | (9,390)   | (2,242)  | -  | -  | (11,632)                       |
| Net loss on disposal of<br>items of property, plant<br>and equipment  | 出售物業、機器及設<br>備項目淨虧損                          | 4,113   | -  | -  | -  | 4,113                          |
| Depreciation  | 折舊   | 185,296   | -  | 1,542  | -  | 186,838                        |
| Amortization of prepaid<br>land lease payments  | 攤銷預付土地租賃<br>款項                               | 292   | -  | -  | -  | 292                            |
| Impairment of accounts<br>receivable  | 應收賬款減值                                       | 1,066   | -  | -  | -  | 1,066                          |
| Reversal of impairment of<br>receivables arising from<br>securities and futures<br>broking, net                     | 證券及期貨經紀產生<br>之應收賬款減值<br>撥回，淨值                | -   | -  | (56)   | -  | (56)                           |
| Write-down of inventories<br>to net realizable value  | 撇銷存貨至可變現<br>淨值                               | 18,975  | 103  | -  | -  | 19,078                         |
| Finance costs   | 財務費用   | 24,046  | -  | 3,323  | -  | 27,369                         |
| Capital expenditure   | 資本性開支  | 170,927   | -  | 1,297  | -  | 172,224                        |

## 4. Operating Segment Information (continued)

## (a) Geographical information

Revenue from external customers

|                     |       |
|---------------------|-------|
| Hong Kong and Macau | 香港及澳門 |
| Mainland China      | 中國內地  |
| Taiwan              | 台灣    |

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

Non-current assets

|                     |       |
|---------------------|-------|
| Hong Kong and Macau | 香港及澳門 |
| Mainland China      | 中國內地  |
| Taiwan              | 台灣    |

The non-current asset information above is based on the locations of the assets and excludes available-for-sale investments and deferred tax assets.

## (b) Information about major customers

The turnover from the Group's largest customer amounted to less than 10% of the Group's total turnover for the current and prior years.

## 4. 經營分部資料(續)

## (a) 地區資料

銷售予外來客戶之收益

| 2016              | 2015              |
|-------------------|-------------------|
| HK\$'000          | HK\$'000          |
| 千港元               | 千港元               |
| 8,653,601         | 11,262,353        |
| 7,339,783         | 7,690,270         |
| 99,153            | 116,634           |
| <b>16,092,537</b> | <b>19,069,257</b> |

上述收益資料乃按客戶所在地區劃分。

非流動資產

| 2016             | 2015             |
|------------------|------------------|
| HK\$'000         | HK\$'000         |
| 千港元              | 千港元              |
| 751,249          | 793,557          |
| 503,455          | 471,810          |
| 25,498           | 28,299           |
| <b>1,280,202</b> | <b>1,293,666</b> |

上述非流動資產資料乃按資產所在地區劃分，並不包括可供出售投資及遞延稅項資產。

## (b) 有關主要客戶之資料

於本年度及過往年度來自本集團最大客戶之營業額佔本集團總營業額均少於10%。

**5. Turnover**

Turnover, which is also the Group's revenue, represents the net invoiced value of goods sold, after allowances for returns, trade discounts and value-added tax; commission on securities and futures broking and gross rental income earned during the year.

Revenue from the following activities has been included in turnover:

|  |             |
|--|-------------|
| Sale of goods                                | 貨品銷售        |
| Commission on securities and futures broking | 證券及期貨經紀佣金收入 |
| Gross rental income                          | 總租金收入       |

**5. 營業額**

營業額，即本集團之收益，指年內在撇除退回、交易折扣與增值稅後售出貨品之發票淨值；證券及期貨經紀佣金收入及總租金收入。

營業額包括以下業務之收益：

|  | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|-------------------------|-------------------------|
|  | <b>16,054,769</b>       | 19,007,356              |
|  | <b>26,231</b>           | 50,671                  |
|  | <b>11,537</b>           | 11,230                  |
|  | <b>16,092,537</b>       | 19,069,257              |

**6. Profit before Tax**

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

|  |                   |
|--|-------------------|
| Cost of inventories sold   | 銷貨成本              |
| Write-down of inventories to net realizable value*                   | 撇銷存貨至可變現淨值*       |
| Depreciation   | 折舊                |
| Amortization of prepaid land lease payments                          | 攤銷預付土地租賃款項        |
| Operating lease payments in respect of leasehold land and buildings: | 有關租賃土地及樓宇之經營租約付款： |
| Minimum lease payments   | 最低租賃付款            |
| Contingent rents   | 或然租金              |

**6. 除稅前溢利**

本集團之除稅前溢利已扣除/(計入)：

| Note<br>附註 | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|------------|-------------------------|-------------------------|
|            | <b>11,803,533</b>       | 14,918,552              |
|            | <b>5,006</b>            | 19,078                  |
| 14         | <b>181,987</b>          | 186,838                 |
| 16         | <b>276</b>              | 292                     |
|            | <b>930,155</b>          | 911,579                 |
|            | <b>17,091</b>           | 27,513                  |
|            | <b>947,246</b>          | 939,092                 |
|            | <b>3,778</b>            | 3,611                   |
|            | <b>1,051,796</b>        | 1,073,521               |
| 34         | <b>4,570</b>            | -                       |
|            | <b>169,170</b>          | 160,341                 |
|            | <b>(55)</b>             | (329)                   |
|            | <b>169,115</b>          | 160,012                 |
|            | <b>1,225,481</b>        | 1,233,533               |

## 6. Profit before Tax (continued)

| Impairment/(reversal of impairment) of accounts receivable  | 應收賬款減值/(減值撥回)                                 | 22 | (1,010)  |
|---|---|----|----------|
| Reversal of impairment of receivables arising from securities and futures broking, net                              | 證券及期貨經紀產生之應收賬款減值撥回，淨值                         | 23 | (706)    |
| Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties       | 可收取租金之投資物業直接經營開支(包括維修及保養)                     |    | 673      |
| Net fair value gain on investment properties <sup>#</sup>   | 投資物業之公平價值淨收益 <sup>#</sup>                     | 15 | (900)    |
| Net fair value gain on bullion loans designated as at fair value through profit or loss <sup>#</sup>                | 指定為按公平價值訂定盈虧之貴金屬借貸的公平價值淨收益 <sup>#</sup>       |    | (9,083)  |
| Net fair value loss/(gain) on derivative financial instruments – transactions not qualifying as hedges <sup>#</sup> | 衍生金融工具之公平價值淨虧損/(收益) – 不符合對沖定義之交易 <sup>#</sup> |    | 6,239    |
| Net fair value loss/(gain) on investments at fair value through profit or loss <sup>#</sup>                         | 按公平價值訂定盈虧之投資的公平價值淨虧損/(收益) <sup>#</sup>        |    | 3,608    |
| Net loss/(gain) on bullion loans designated as at fair value through profit or loss <sup>^</sup>                    | 指定為按公平價值訂定盈虧之貴金屬借貸淨虧損/(收益) <sup>^</sup>       |    | 144,090  |
| Net loss/(gain) on disposal of derivative financial instruments <sup>^</sup>  | 出售衍生金融工具淨虧損/(收益) <sup>^</sup>                 |    | 89,692   |
| Net loss on disposal of items of property, plant and equipment  | 出售物業、機器及設備項目淨虧損                               |    | 2,174    |
| Gain on bargain purchase <sup>#</sup>   | 議價購買收益 <sup>#</sup>                           | 36 | (913)    |
| Interest income   | 利息收入  |    | (39,714) |
| Dividend income from listed investments   | 上市投資之股息收入                                     |    | (21,630) |
| Dividend income from unlisted investments   | 非上市投資之股息收入                                    |    | (1,468)  |
| Foreign exchange differences, net   | 匯兌差額，淨值                                       |    | 11,397   |

\* This balance is included in "Cost of sales" on the face of the consolidated statement of profit or loss.

\*\* The employee benefit expense included an amount of HK\$3,341,000 (2015: HK\$3,192,000) paid to a Director's family members as employee emoluments.

# These balances are included in "Other gains/(losses), net" on the face of the consolidated statement of profit or loss.

^ These balances are included in "Cost of sales" on the face of the consolidated statement of profit or loss. The purpose of the above bullion transactions and foreign currency contracts entered into by the Group is to manage the Group's bullion price risk and foreign currency risk. Such loans and contracts did not meet the criteria for hedge accounting.

## 6. 除稅前溢利(續)

| Note | 2016     | 2015     |
|------|----------|----------|
| 附註   | HK\$'000 | HK\$'000 |
|      | 千港元      | 千港元      |
|      | (1,010)  | 1,066    |
|      | (706)    | (56)     |
|      | 673      | 824      |
|      | (900)    | (15,144) |
|      | (9,083)  | (21,013) |
|      | 6,239    | (10,512) |
|      | 3,608    | (1,998)  |
|      | 144,090  | (84,840) |
|      | 89,692   | (11,632) |
|      | 2,174    | 4,113    |
|      | (913)    | -        |
|      | (39,714) | (36,224) |
|      | (21,630) | (21,708) |
|      | (1,468)  | (944)    |
|      | 11,397   | 3,892    |

\* 此結餘包含在綜合損益賬上「銷售成本」中。

\*\* 僱員福利開支包括支付予一名董事之家族成員作為僱員酬金之金額3,341,000港元(二零一五年: 3,192,000港元)。

# 此等結餘包含在綜合損益賬上「其他收益/(虧損), 淨值」中。

^ 此等結餘包含在綜合損益賬上「銷售成本」中。本集團訂立上述貴金屬交易及外幣合約旨在管理本集團之貴金屬價格風險及外匯風險。該等借貸及合約並不符合對沖會計處理之條件。

## 7. Finance Costs

Interest on bank loans, overdrafts  
and other loans

銀行貸款、透支及  
其他貸款之利息

2016  
HK\$'000  
千港元

2015  
HK\$'000  
千港元

**19,040**

**27,369**

## 8. Directors' Emoluments

Directors' emoluments for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

Fees

袍金

2016  
HK\$'000  
千港元

2015  
HK\$'000  
千港元

**3,512**

3,590

Other emoluments:

其他酬金：

Salaries and allowances

薪金及津貼

**6,007**

5,871

Discretionary bonuses paid and payable

已付及應付酌情花紅

**695**

1,200

Pension scheme contributions

退休金計劃供款

**93**

90

**6,795**

7,161

**10,307**

**10,751**

## 7. 財務費用

2016  
HK\$'000  
千港元

2015  
HK\$'000  
千港元

**19,040**

**27,369**

## 8. 董事酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)部以及公司(披露董事利益資料)規例第2部，本年度之董事酬金披露如下：

2016  
HK\$'000  
千港元

2015  
HK\$'000  
千港元

**3,512**

3,590

**6,007**

5,871

**695**

1,200

**93**

90

**6,795**

7,161

**10,307**

**10,751**



## 8. Directors' Emoluments (continued)

An analysis of the emoluments paid and payable to the Directors during the year is as follows:

## 8. 董事酬金(續)

年內已付及應付予董事之酬金分析如下：

|                                 | Fees                  | Salaries and allowances  | Discretionary bonuses paid and payable | Pension scheme contributions | Total                 |
|---------------------------------|-----------------------|--------------------------|--|------------------------------|-----------------------|
|                                 | 袍金<br>HK\$'000<br>千港元 | 薪金及津貼<br>HK\$'000<br>千港元 | 已付及應付酌情花紅<br>HK\$'000<br>千港元           | 退休金計劃供款<br>HK\$'000<br>千港元   | 合計<br>HK\$'000<br>千港元 |
| <b>2016</b>                     | <b>二零一六年</b>          |                          |  |                              |                       |
| <b>Executive Directors:</b>     | <b>執行董事：</b>          |                          |  |                              |                       |
| Mr. Vincent CHOW Wing Shing     | 400                   | 2,974                    | 360                                    | -                            | 3,734                 |
| Dr. Gerald CHOW King Sing       | 330                   | 291                      | 25                                     | 15                           | 661                   |
| Mr. Winston CHOW Wun Sing       | 270                   | 2,400                    | 310                                    | 78                           | 3,058                 |
|                                 | <u>1,000</u>          | <u>5,665</u>             | <u>695</u>                             | <u>93</u>                    | <u>7,453</u>          |
| <b>Non-executive Directors:</b> | <b>非執行董事：</b>         |                          |  |                              |                       |
| Mr. CHOW Kwen Ling              | 270                   | 342                      | -                                      | -                            | 612                   |
| Dr. CHOW Kwen Lim <sup>#</sup>  | 192                   | -                        | -                                      | -                            | 192                   |
| Mr. Stephen TING Leung Huel     | 330                   | -                        | -                                      | -                            | 330                   |
| Mr. CHUNG Pui Lam               | 330                   | -                        | -                                      | -                            | 330                   |
| Dr. CHAN Bing Fun*              | 330                   | -                        | -                                      | -                            | 330                   |
| Mr. LEE Ka Lun*                 | 400                   | -                        | -                                      | -                            | 400                   |
| Dr. LO King Man*                | 330                   | -                        | -                                      | -                            | 330                   |
| Mr. Stephen LAU Man Lung*       | 330                   | -                        | -                                      | -                            | 330                   |
|                                 | <u>2,512</u>          | <u>342</u>               | <u>-</u>                               | <u>-</u>                     | <u>2,854</u>          |
|                                 | <u>3,512</u>          | <u>6,007</u>             | <u>695</u>                             | <u>93</u>                    | <u>10,307</u>         |
| <b>2015</b>                     | <b>二零一五年</b>          |                          |  |                              |                       |
| <b>Executive Directors:</b>     | <b>執行董事：</b>          |                          |  |                              |                       |
| Mr. Vincent CHOW Wing Shing     | 400                   | 2,898                    | 620                                    | -                            | 3,918                 |
| Dr. Gerald CHOW King Sing       | 330                   | 291                      | 35                                     | 15                           | 671                   |
| Mr. Winston CHOW Wun Sing       | 270                   | 2,340                    | 545                                    | 75                           | 3,230                 |
|                                 | <u>1,000</u>          | <u>5,529</u>             | <u>1,200</u>                           | <u>90</u>                    | <u>7,819</u>          |
| <b>Non-executive Directors:</b> | <b>非執行董事：</b>         |                          |  |                              |                       |
| Mr. CHOW Kwen Ling              | 270                   | 342                      | -                                      | -                            | 612                   |
| Dr. CHOW Kwen Lim <sup>#</sup>  | 270                   | -                        | -                                      | -                            | 270                   |
| Mr. Stephen TING Leung Huel     | 330                   | -                        | -                                      | -                            | 330                   |
| Mr. CHUNG Pui Lam               | 330                   | -                        | -                                      | -                            | 330                   |
| Dr. CHAN Bing Fun*              | 330                   | -                        | -                                      | -                            | 330                   |
| Mr. LEE Ka Lun*                 | 400                   | -                        | -                                      | -                            | 400                   |
| Dr. LO King Man*                | 330                   | -                        | -                                      | -                            | 330                   |
| Mr. Stephen LAU Man Lung*       | 330                   | -                        | -                                      | -                            | 330                   |
|                                 | <u>2,590</u>          | <u>342</u>               | <u>-</u>                               | <u>-</u>                     | <u>2,932</u>          |
|                                 | <u>3,590</u>          | <u>5,871</u>             | <u>1,200</u>                           | <u>90</u>                    | <u>10,751</u>         |

<sup>#</sup> Dr. CHOW Kwen Lim was re-designated from Executive Director to Non-executive Director with effect from 2 June 2015 and passed away on 17 September 2016

<sup>#</sup> 周君廉博士於二零一五年六月二日起由執行董事調任為非執行董事，並於二零一六年九月十七日辭世

\* Independent Non-executive Directors

\* 獨立非執行董事

**8. Directors' Emoluments (continued)**

There were no other emoluments payable to the Independent Non-executive Directors during the year (2015: Nil).

There was no arrangement under which a Director waived or agreed to waive any emoluments during the year (2015: Nil).

**9. Senior Management's Emoluments**

The emoluments paid to the members of senior management by band are as follows:

|                                |                            |
|--------------------------------|----------------------------|
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001 港元至 1,500,000 港元 |
| HK\$1,500,001 to HK\$2,000,000 | 1,500,001 港元至 2,000,000 港元 |
| HK\$2,000,001 to HK\$2,500,000 | 2,000,001 港元至 2,500,000 港元 |
| HK\$2,500,001 to HK\$3,000,000 | 2,500,001 港元至 3,000,000 港元 |
| HK\$3,000,001 to HK\$3,500,000 | 3,000,001 港元至 3,500,000 港元 |
| HK\$3,500,001 to HK\$4,000,000 | 3,500,001 港元至 4,000,000 港元 |

**10. Five Highest Paid Employees**

The five highest paid employees of the Group during the year included two (2015: two) Directors, details of whose emoluments are set out in note 8 above. Details of the emoluments for the year of the remaining three (2015: three) non-Director highest paid employees are as follows:

|  |            |
|--|------------|
| Salaries and allowances                | 薪金及津貼      |
| Discretionary bonuses paid and payable | 已付及應付酌情花紅  |
| Equity-settled share option expense    | 權益結算之購股權開支 |
| Pension scheme contributions           | 退休金計劃供款    |

**8. 董事酬金(續)**

年內並無其他酬金應付予獨立非執行董事(二零一五年：零)。

年內董事並無訂立任何放棄或同意放棄任何酬金的安排(二零一五年：零)。

**9. 高級管理人員酬金**

按組別向高級管理人員支付之酬金如下：

**Number of individuals**  
人數

2016                      2015

|          |          |
|----------|----------|
| 1        | –        |
| 1        | 2        |
| 1        | –        |
| 1        | –        |
| –        | 2        |
| 1        | 1        |
| <b>5</b> | <b>5</b> |

**10. 五名最高薪酬僱員**

年內本集團五名最高薪酬僱員包括兩名(二零一五年：兩名)董事，其詳細酬金資料載於上述附註8。本年度其餘三名(二零一五年：三名)最高薪酬非董事僱員之詳細酬金資料如下：

|                 |               |
|-----------------|---------------|
| <b>2016</b>     | 2015          |
| <b>HK\$'000</b> | HK\$'000      |
| 千港元             | 千港元           |
| <b>7,430</b>    | 7,123         |
| <b>960</b>      | 2,568         |
| <b>270</b>      | –             |
| <b>371</b>      | 356           |
| <b>9,031</b>    | <b>10,047</b> |

**10. Five Highest Paid Employees (continued)**

The number of non-Director highest paid employees whose emoluments fell within the following bands is as follows:

|                                |                            |
|--------------------------------|----------------------------|
| HK\$2,000,001 to HK\$2,500,000 | 2,000,001 港元至 2,500,000 港元 |
| HK\$2,500,001 to HK\$3,000,000 | 2,500,001 港元至 3,000,000 港元 |
| HK\$3,000,001 to HK\$3,500,000 | 3,000,001 港元至 3,500,000 港元 |
| HK\$3,500,001 to HK\$4,000,000 | 3,500,001 港元至 4,000,000 港元 |

**11. Income Tax**

Hong Kong profits tax has been provided at the rate of 16.5% (2015: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Under the Law of the People's Republic of China on Corporate Income Tax (the "CIT Law") and Implementation Regulation of the CIT law, the tax rate of the Mainland China subsidiaries is 25% (2015: 25%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

|  |              |
|--|--------------|
| Current – Hong Kong                    | 本期 – 香港      |
| Charge for the year                    | 年內稅項         |
| Overprovision in prior years           | 過往年度超額撥備     |
| Current – Mainland China and elsewhere | 本期 – 內地及其他地區 |
| Charge for the year                    | 年內稅項         |
| Overprovision in prior years           | 過往年度超額撥備     |
| Deferred (note 32)                     | 遞延(附註32)     |
| Total tax charge for the year          | 年內稅項總額       |

**10. 五名最高薪酬僱員(續)**

酬金介乎以下組別之最高薪酬非董事僱員之人數如下：

| Number of individuals<br>人數 |          |
|-----------------------------|----------|
| 2016                        | 2015     |
| 1                           | –        |
| 1                           | –        |
| –                           | 2        |
| 1                           | 1        |
| <b>3</b>                    | <b>3</b> |

**11. 所得稅**

香港利得稅乃按年內於香港產生之估計應課稅溢利以稅率 16.5% (二零一五年：16.5%) 撥備。根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施細則，內地附屬公司之稅率為 25% (二零一五年：25%)。其他地區應課稅溢利之稅項乃按本集團於各營運司法管轄區之通用稅率計算。

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| 18,773                  | 71,093                  |
| (2,408)                 | (154)                   |
| 217,526                 | 157,374                 |
| (829)                   | (17,475)                |
| 25,024                  | 26,899                  |
| <b>258,086</b>          | <b>237,737</b>          |

## 11. Income Tax (continued)

A reconciliation of the tax charge applicable to profit before tax at the statutory rate for the jurisdiction in which major operating subsidiaries of the Group are domiciled to the tax charge at the effective tax rate is as follows:

|   |  |                  |                  |
|---|--|------------------|------------------|
| Profit before tax   | 除稅前溢利  | <b>1,000,262</b> | <b>1,368,057</b> |
| Tax charge at the Hong Kong statutory tax rate of 16.5% (2015: 16.5%)   | 按香港法定稅率 16.5% (二零一五年：16.5%) 計算稅項                             | <b>165,043</b>   | 225,729          |
| Difference in tax rates applied for specific provinces or enacted by local authorities  | 應用於特定省份或當地機關之稅率差異  | <b>71,871</b>    | 53,548           |
| Adjustments in respect of current tax of previous periods   | 就過往期間之稅項作本期調整  | <b>(3,237)</b>   | (17,629)         |
| Profit attributable to an associate   | 歸屬於聯營公司之溢利   | <b>(694)</b>     | (75)             |
| Estimated income not subject to tax   | 無須繳稅之估計收入  | <b>(27,203)</b>  | (84,204)         |
| Estimated expenses not deductible for tax   | 不可扣稅之估計支出  | <b>18,399</b>    | 42,431           |
| Effect of withholding tax at 5% or 10% (2015: 5% or 10%) on the distributable profits of the Group's subsidiaries established in the People's Republic of China | 按本集團於中華人民共和國成立之附屬公司之可分派溢利 5% 或 10% (二零一五年：5% 或 10%) 計算預提稅之影響 | <b>28,810</b>    | 15,865           |
| Tax losses utilized from previous periods   | 使用過往期間之稅項虧損  | <b>(100)</b>     | (224)            |
| Estimated tax losses not recognized   | 尚未確認之估計稅項虧損  | <b>5,197</b>     | 2,296            |
| Tax charge at the Group's effective rate  | 按本集團實質稅率計算之稅項  | <b>258,086</b>   | <b>237,737</b>   |

The Group's share of tax charge attributable to the associate amounted to HK\$96,000 (2015: HK\$89,000) is included in "Share of profit of an associate" on the face of the consolidated statement of profit or loss.

## 11. 所得稅(續)

下表按本集團主要營運附屬公司註冊成立所在司法管轄區之法定稅率計算並適用於除稅前溢利之稅項，以及按實質稅率計算之稅項進行對賬：

| 2016             | 2015             |
|------------------|------------------|
| HK\$'000         | HK\$'000         |
| 千港元              | 千港元              |
| <b>1,000,262</b> | <b>1,368,057</b> |
| <b>165,043</b>   | 225,729          |
| <b>71,871</b>    | 53,548           |
| <b>(3,237)</b>   | (17,629)         |
| <b>(694)</b>     | (75)             |
| <b>(27,203)</b>  | (84,204)         |
| <b>18,399</b>    | 42,431           |
| <b>28,810</b>    | 15,865           |
| <b>(100)</b>     | (224)            |
| <b>5,197</b>     | 2,296            |
| <b>258,086</b>   | <b>237,737</b>   |

本集團應佔聯營公司稅項為96,000港元(二零一五年：89,000港元)，已包含在綜合損益賬上「應佔聯營公司溢利」中。

## 12. Dividends

**Dividends recognized as distribution during the year:**

|   |  |
|---|--|
| Final dividend for 2015: HK36.0 cents<br>(2014: HK49.0 cents) per ordinary share  | 二零一五年末期股息：<br>每普通股36.0港仙<br>(二零一四年：49.0港仙) |
| Special final dividend for 2015: HK14.0 cents<br>(2014: Nil) per ordinary share   | 二零一五年特別末期股息：<br>每普通股14.0港仙<br>(二零一四年：零)    |
| Interim dividend for 2016: HK8.0 cents<br>(2015: HK12.0 cents) per ordinary share | 二零一六年中期股息：<br>每普通股8.0港仙<br>(二零一五年：12.0港仙)  |

**Dividends proposed after the end of the reporting period:**

|  |  |
|--|--|
| Final dividend for 2016: HK35.0 cents<br>(2015: HK36.0 cents) per ordinary share | 二零一六年末期股息：<br>每普通股35.0港仙<br>(二零一五年：36.0港仙) |
| Special final dividend for 2016: Nil<br>(2015: HK14.0 cents) per ordinary share  | 二零一六年特別末期股息：<br>每普通股零港仙<br>(二零一五年：14.0港仙)  |

The proposed final dividend for 2016 was recommended after the end of the reporting period and has not been recognized as a liability at the end of the reporting period, and it is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

## 13. Earnings per Share Attributable to Equity Holders of the Company

The calculation of the basic earnings per share amount is based on the profit for the year attributable to equity holders of the Company of HK\$742,176,000 (2015: HK\$1,130,320,000), and the weighted average number of ordinary shares of 676,920,000 (2015: 676,920,000) in issue during the year.

No adjustment has been made to the basic earnings per share amount presented for the year ended 31 December 2016 in respect of a dilution as the impact of the share options outstanding had no dilutive effect on the basic earnings per share amount presented. The Group had no potentially dilutive ordinary shares in issue during the year ended 31 December 2015.

## 12. 股息

|   | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|---|-------------------------|-------------------------|
| <b>Dividends recognized as distribution during the year:</b>                      |                         |                         |
| Final dividend for 2015: HK36.0 cents<br>(2014: HK49.0 cents) per ordinary share  | 243,691                 | 331,691                 |
| Special final dividend for 2015: HK14.0 cents<br>(2014: Nil) per ordinary share   | 94,769                  | -                       |
| Interim dividend for 2016: HK8.0 cents<br>(2015: HK12.0 cents) per ordinary share | 54,154                  | 81,230                  |
|   | <u>392,614</u>          | <u>412,921</u>          |
| <b>Dividends proposed after the end of the reporting period:</b>                  |                         |                         |
| Final dividend for 2016: HK35.0 cents<br>(2015: HK36.0 cents) per ordinary share  | 236,922                 | 243,691                 |
| Special final dividend for 2016: Nil<br>(2015: HK14.0 cents) per ordinary share   | -                       | 94,769                  |
|   | <u>236,922</u>          | <u>338,460</u>          |

二零一六年擬派發之末期股息於報告期末後建議派發，並未於報告期末確認為負債，及有待本公司股東於即將舉行之股東週年大會上批准，方可作實。

## 13. 本公司權益持有人應佔每股盈利

每股基本盈利金額乃按年內本公司權益持有人應佔溢利742,176,000港元(二零一五年：1,130,320,000港元)及年內已發行加權平均股份676,920,000股(二零一五年：676,920,000股)普通股計算。

由於尚未行使的購股權對所呈列每股基本盈利金額並無攤薄影響，故未有就截至二零一六年十二月三十一日止年度所呈列的每股基本盈利金額作出調整。本集團截至二零一五年十二月三十一日止年度概無潛在攤薄普通股。

## 14. Property, Plant and Equipment

## 14. 物業、機器及設備

|   |                          | Freehold land             | Leasehold land and buildings | Plant and machinery      | Leasehold improvements, furniture, fixtures and equipment<br>租賃物業裝修、傢俬、裝置及設備 | Motor vehicles<br>汽車  | Total<br>合計           |
|---|--------------------------|---------------------------|------------------------------|--------------------------|--|-----------------------|-----------------------|
|   | Note                     | 永久業權土地<br>HK\$'000<br>千港元 | 租賃土地及樓宇<br>HK\$'000<br>千港元   | 機器及設備<br>HK\$'000<br>千港元 | 租賃物業裝修、傢俬、裝置及設備<br>HK\$'000<br>千港元   | 汽車<br>HK\$'000<br>千港元 | 合計<br>HK\$'000<br>千港元 |
|   | 附註                       |                           |                              |                          |  |                       |                       |
| <b>As at 31 December 2016</b>                               | 於二零一六年十二月三十一日            |                           |                              |                          |  |                       |                       |
| 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: |                           |                              |                          |  |                       |                       |
| Cost or valuation   | 成本或估值                    | 18,164                    | 527,843                      | 100,814                  | 899,013  | 10,906                | 1,556,740             |
| Accumulated depreciation                                    | 累計折舊                     | -                         | (165,567)                    | (58,789)                 | (603,556)  | (8,020)               | (835,932)             |
| <b>Net carrying amount</b>                                  | <b>賬面淨值</b>              | <b>18,164</b>             | <b>362,276</b>               | <b>42,025</b>            | <b>295,457</b>   | <b>2,886</b>          | <b>720,808</b>        |
| At 1 January 2016, net of accumulated depreciation          | 於二零一六年一月一日，扣除累計折舊        | 18,164                    | 362,276                      | 42,025                   | 295,457  | 2,886                 | 720,808               |
| Additions   | 添置                       | -                         | -                            | 26,468                   | 167,233  | 2,904                 | 196,605               |
| Acquisition of a subsidiary                                 | 收購一家附屬公司                 | -                         | -                            | 64                       | -  | 5                     | 69                    |
| Disposals   | 出售                       | -                         | -                            | (129)                    | (2,164)  | -                     | (2,293)               |
| Depreciation provided during the year                       | 年內折舊撥備                   | -                         | (21,951)                     | (15,101)                 | (143,392)  | (1,543)               | (181,987)             |
| Exchange realignment  | 匯兌調整                     | 224                       | (11,624)                     | (2,213)                  | (15,225)   | (173)                 | (29,011)              |
| <b>At 31 December 2016, net of accumulated depreciation</b> | 於二零一六年十二月三十一日，扣除累計折舊     | <b>18,388</b>             | <b>328,701</b>               | <b>51,114</b>            | <b>301,909</b>   | <b>4,079</b>          | <b>704,191</b>        |
| At 31 December 2016:  | 於二零一六年十二月三十一日:           |                           |                              |                          |  |                       |                       |
| Cost or valuation   | 成本或估值                    | 18,388                    | 513,121                      | 121,407                  | 966,270  | 12,834                | 1,632,020             |
| Accumulated depreciation                                    | 累計折舊                     | -                         | (184,420)                    | (70,293)                 | (664,361)  | (8,755)               | (927,829)             |
| <b>Net carrying amount</b>                                  | <b>賬面淨值</b>              | <b>18,388</b>             | <b>328,701</b>               | <b>51,114</b>            | <b>301,909</b>   | <b>4,079</b>          | <b>704,191</b>        |

## 14. Property, Plant and Equipment (continued)

## 14. 物業、機器及設備(續)

|  |                              | Freehold<br>land              | Leasehold<br>land and<br>buildings | Plant and<br>machinery       | Leasehold<br>improvements,<br>furniture,<br>fixtures and<br>equipment<br>租賃物業<br>裝修、傢俬、<br>裝置及設備 | Motor<br>vehicles<br>汽車 | Total<br>合計     |
|--|------------------------------|-------------------------------|------------------------------------|------------------------------|--|-------------------------|-----------------|
|  |                              | 永久<br>業權土地<br>HK\$'000<br>千港元 | 租賃土地<br>及樓宇<br>HK\$'000<br>千港元     | 機器<br>及設備<br>HK\$'000<br>千港元 | HK\$'000<br>千港元  | HK\$'000<br>千港元         | HK\$'000<br>千港元 |
| <b>As at 31 December 2015</b>                              | <b>於二零一五年<br/>十二月三十一日</b>    |                               |                                    |                              |  |                         |                 |
| At 1 January 2015:   | 於二零一五年<br>一月一日:              |                               |                                    |                              |  |                         |                 |
| Cost or valuation  | 成本或估值                        | 18,865                        | 538,506                            | 91,832                       | 835,041  | 11,483                  | 1,495,727       |
| Accumulated depreciation                                   | 累計折舊                         | -                             | (144,746)                          | (48,581)                     | (534,355)  | (7,733)                 | (735,415)       |
| Net carrying amount  | 賬面淨值                         | <u>18,865</u>                 | <u>393,760</u>                     | <u>43,251</u>                | <u>300,686</u>   | <u>3,750</u>            | <u>760,312</u>  |
| At 1 January 2015,<br>net of accumulated<br>depreciation   | 於二零一五年<br>一月一日，<br>扣除累計折舊    | 18,865                        | 393,760                            | 43,251                       | 300,686  | 3,750                   | 760,312         |
| Additions  | 添置                           | -                             | 246                                | 15,107                       | 155,767  | 1,104                   | 172,224         |
| Disposals  | 出售                           | -                             | -                                  | (106)                        | (4,041)  | -                       | (4,147)         |
| Depreciation provided<br>during the year                   | 年內折舊撥備                       | -                             | (22,579)                           | (14,966)                     | (147,432)  | (1,861)                 | (186,838)       |
| Exchange realignment                                       | 匯兌調整                         | (701)                         | (9,151)                            | (1,261)                      | (9,523)  | (107)                   | (20,743)        |
| At 31 December 2015,<br>net of accumulated<br>depreciation | 於二零一五年<br>十二月三十一日，<br>扣除累計折舊 | <u>18,164</u>                 | <u>362,276</u>                     | <u>42,025</u>                | <u>295,457</u>   | <u>2,886</u>            | <u>720,808</u>  |
| At 31 December 2015:                                       | 於二零一五年<br>十二月三十一日:           |                               |                                    |                              |  |                         |                 |
| Cost or valuation  | 成本或估值                        | 18,164                        | 527,843                            | 100,814                      | 899,013  | 10,906                  | 1,556,740       |
| Accumulated depreciation                                   | 累計折舊                         | -                             | (165,567)                          | (58,789)                     | (603,556)  | (8,020)                 | (835,932)       |
| Net carrying amount  | 賬面淨值                         | <u>18,164</u>                 | <u>362,276</u>                     | <u>42,025</u>                | <u>295,457</u>   | <u>2,886</u>            | <u>720,808</u>  |

Certain of the Group's leasehold land and buildings were revalued on 31 December 1993 by Knight Frank & Kan, independent professionally qualified valuers. The leasehold land and buildings were revalued on an open market, existing use basis. Since 1995, no further revaluations of the Group's leasehold land and buildings have been carried out, as the Group has relied upon the exemption, provided under the transitional provisions of HKAS 16, from the requirement to carry out future revaluations of its property, plant and equipment which were stated at valuation at that time.

本集團若干租賃土地及樓宇於一九九三年十二月三十一日經獨立專業合資格測量師簡福齡測量行重估。該等租賃土地及樓宇根據現時用途按公開市值基準重估。本集團自一九九五年採納香港會計準則第16號之過渡條款賦予之豁免，無須對以當時估值列賬之物業、機器及設備進行未來重估，故並無為其租賃土地及樓宇再作重估。

**14. Property, Plant and Equipment (continued)**

Had these leasehold land and buildings been carried at historical cost less accumulated depreciation, their carrying amount would have been approximately HK\$18,081,000 (2015: HK\$19,629,000).

As at 31 December 2016, certain of the Group's leasehold land and buildings with an aggregate net carrying amount of approximately HK\$39,000,000 (2015: HK\$42,900,000) were pledged to secure general banking facilities granted to the Group (notes 30 and 31).

**15. Investment Properties**

|                                       |              |
|---------------------------------------|--------------|
| Carrying amount at 1 January          | 於一月一日之賬面值    |
| Net gain from a fair value adjustment | 公平價值調整之淨收益   |
| Exchange realignment                  | 匯兌調整         |
| Carrying amount at 31 December        | 於十二月三十一日之賬面值 |

The management has determined that the investment properties consist of two classes of asset, i.e., properties held in Hong Kong and properties held outside Hong Kong, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued at HK\$295,573,000 on 31 December 2016 based on valuations performed by DTZ Cushman & Wakefield Limited, independent professionally qualified valuers.

The investment properties are leased to third parties under operating leases, further details of which are included in note 37(a) to the financial statements.

As at 31 December 2016, the Group's investment properties with an aggregate carrying amount of HK\$178,000,000 (2015: HK\$178,000,000) were pledged to secure general banking facilities granted to the Group (notes 30 and 31).

Further particulars of the Group's investment properties are included on pages 145 to 148.

**14. 物業、機器及設備(續)**

倘若此等租賃土地及樓宇以歷史成本減累計折舊列賬，其賬面值約為18,081,000港元(二零一五年：19,629,000港元)。

於二零一六年十二月三十一日，本集團以若干總賬面淨值約39,000,000港元(二零一五年：42,900,000港元)之租賃土地及樓宇作抵押，為本集團所獲一般銀行信貸作擔保(附註30及31)。

**15. 投資物業**

| Note | 2016<br>HK\$'000 | 2015<br>HK\$'000 |
|------|------------------|------------------|
| 附註   | 千港元              | 千港元              |
|      | <b>296,067</b>   | 281,924          |
| 6    | <b>900</b>       | 15,144           |
|      | <b>(1,394)</b>   | (1,001)          |
|      | <b>295,573</b>   | <b>296,067</b>   |

管理層已根據各項物業之性質、特性及風險釐定投資物業包括兩類資產，即於香港持有之物業及於香港境外持有之物業。於二零一六年十二月三十一日，本集團之投資物業根據由獨立專業合資格測量師戴德梁行有限公司進行之估值重估為295,573,000港元。

該等投資物業以經營租約租予第三者，進一步詳情載於財務報告附註37(a)內。

於二零一六年十二月三十一日，本集團以賬面總值178,000,000港元(二零一五年：178,000,000港元)之投資物業作抵押，為本集團所獲一般銀行信貸作擔保(附註30及31)。

有關本集團投資物業之進一步詳情載於第145至148頁。



## 15. Investment Properties (continued)

## Fair value hierarchy

All investment properties were classified under Level 3 in the fair value hierarchy. During the years ended 31 December 2016 and 2015, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3. The Group has assessed that the highest and best use of its properties did not differ from their existing use.

Reconciliation of fair value measurements categorized within Level 3 of the fair value hierarchy:

## 15. 投資物業(續)

## 公平價值等級

所有投資物業均分類為公平價值等級之級別三。截至二零一六年及二零一五年十二月三十一日止年度內級別一與級別二之間並無公平價值計量轉移，亦無轉入或轉出級別三。本集團已評定其物業之最高及最佳用途與其現有用途並無分別。

分類為公平價值等級之級別三內之公平價值計量調節：

|   |                                     | Properties<br>held in<br>Hong Kong<br>於香港持有<br>之物業<br>HK\$'000<br>千港元 | Properties<br>held outside<br>Hong Kong<br>於香港境外<br>持有之物業<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|---|-------------------------------------|---|--|--------------------------------|
| Carrying amount at 1 January 2015                                     | 於二零一五年一月一日之賬面值                      | 260,190   | 21,734   | 281,924                        |
| Net gain from a fair value adjustment<br>recognized in profit or loss | 於損益賬中確認的公平價值<br>調整之淨收益              | 14,280  | 864  | 15,144                         |
| Exchange realignment  | 匯兌調整                                | -   | (1,001)  | (1,001)                        |
| Carrying amount at 31 December 2015<br>and 1 January 2016             | 於二零一五年十二月三十一日<br>及二零一六年一月一日<br>之賬面值 | <b>274,470</b>  | <b>21,597</b>  | <b>296,067</b>                 |
| Net gain from a fair value adjustment<br>recognized in profit or loss | 於損益賬中確認的公平價值<br>調整之淨收益              | 900   | -  | 900                            |
| Exchange realignment  | 匯兌調整                                | -   | (1,394)  | (1,394)                        |
| Carrying amount at 31 December 2016                                   | 於二零一六年十二月三十一日<br>之賬面值               | <b>275,370</b>  | <b>20,203</b>  | <b>295,573</b>                 |

## 15. Investment Properties (continued)

## Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

|   | Valuation techniques<br>估值技術      | Significant unobservable inputs<br>重大難以觀察數據 | Range (weighted average)<br>範圍(加權平均)<br>HK\$<br>港元 |
|---|-----------------------------------|---|--|
| <b>As at 31 December 2016</b><br>於二零一六年十二月三十一日  |                                   |   |  |
| Properties held in Hong Kong<br>於香港持有之物業        | Market comparison method<br>市場比較法 | Price per square foot<br>每平方呎價格             | 7,000 to 至 51,000<br>(10,000)                      |
| Properties held outside Hong Kong<br>於香港境外持有之物業 | Market comparison method<br>市場比較法 | Price per square foot<br>每平方呎價格             | 200  |

**As at 31 December 2015**  
於二零一五年十二月三十一日

|   |                                   |                                 |                               |
|---|-----------------------------------|---------------------------------|-------------------------------|
| Properties held in Hong Kong<br>於香港持有之物業        | Market comparison method<br>市場比較法 | Price per square foot<br>每平方呎價格 | 7,000 to 至 51,000<br>(10,000) |
| Properties held outside Hong Kong<br>於香港境外持有之物業 | Market comparison method<br>市場比較法 | Price per square foot<br>每平方呎價格 | 200                           |

A significant increase/decrease in the price per square foot would result in a significant increase/decrease in the fair value of the investment properties.

每平方呎價格大幅上升/下跌將導致投資物業之公平價值大幅增加/減少。

The investment properties are valued by the market comparison method having regard to comparable sales transactions as available in the relevant market. The valuations take into account the characteristics of the properties which included the location, size, floor level, year of completion and other factors collectively.

投資物業乃參考有關市場上之可比較銷售交易後，以市場比較法進行估值。估值整體計及物業之特性，包括地點、大小、樓層、完工年份及其他因素。

## 16. Prepaid Land Lease Payments

|   |                       | Note<br>附註 | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|---|-----------------------|------------|-------------------------|-------------------------|
| Carrying amount at 1 January  | 於一月一日之賬面值             |            | 12,704                  | 13,595                  |
| Amortization  | 攤銷                    | 6          | (276)                   | (292)                   |
| Exchange realignment  | 匯兌調整                  |            | (808)                   | (599)                   |
| Carrying amount at 31 December  | 於十二月三十一日之賬面值          |            | 11,620                  | 12,704                  |
| Current portion included in prepayments, deposits and other receivables | 計入預付款項、按金及其他應收賬款之流動部分 |            | (264)                   | (282)                   |
| Non-current portion   | 非流動部分                 |            | 11,356                  | 12,422                  |

## 16. 預付土地租賃款項

## 17. Intangible Assets

## Trading rights

Cost at 1 January and 31 December, net of accumulated amortization

At 31 December:

Cost (gross carrying amount)

Accumulated amortization

Net carrying amount

## 交易權

於一月一日及十二月三十一日之成本，扣除累計攤銷

於十二月三十一日：

成本(賬面總值)

累計攤銷

賬面淨值

Upon the adoption of HKAS 38, trading rights are considered to have indefinite lives because they are expected to contribute to the net cash flows of the Group indefinitely, which are not amortized.

## 17. 無形資產

2016

HK\$'000

千港元

2015

HK\$'000

千港元

271

271

524

524

(253)

(253)

271

271

採納香港會計準則第38號後，由於交易權預期為本集團無限期帶來現金流量淨額，故被視為擁有無限年期而不作攤銷。

## 18. Other Assets

Cost of membership for a seat at The Chinese Gold and Silver Exchange Society ("CGSE")

Statutory deposits in respect of securities and futures broking

Rental deposits\*

Deposits paid for purchases of items of property, plant and equipment

金銀業貿易場(「金銀業貿易場」)會籍成本

有關證券及期貨經紀之法定按金

租賃按金\*

購買物業、機器及設備項目之已付按金

\* The rental deposits are related to office properties and retail shops leased by the Group (note 37(b)) and the majority of the terms of the lease arrangements are over one year. Included in this total is an aggregate amount of approximately HK\$96 million (2015: approximately HK\$55 million) relating to operating leases expiring within one year. The Directors are of the opinion that such deposits are of a long term nature on the basis that the related leases are expected to be renewed upon their respective expiry dates. Accordingly, the Directors consider it appropriate to classify such deposits as non-current assets.

## 18. 其他資產

2016

HK\$'000

千港元

2015

HK\$'000

千港元

1,500

1,500

3,012

3,076

227,109

234,783

8,802

—

240,423

239,359

\* 此乃本集團之辦公室及零售店租約(附註37(b))之相關租賃按金，大部分租約為期超過一年，其中合共約96,000,000港元(二零一五年：約55,000,000港元)屬一年內到期之經營租約。董事認為，按有關租約預期於各自到期時續約之基準，此等按金應屬長期性質。因此，董事認為宜將此等按金分類為非流動資產。

## 19. Investment in an Associate

Share of net assets 應佔淨資產

Particulars of the associate are as follows:

| Name<br>名稱  | Particulars of<br>issued shares held<br>所持已發行<br>股本詳情 | Place of<br>incorporation<br>and business<br>成立及<br>營業地點 | Percentage<br>of ownership<br>interest<br>attributable<br>to the Group<br>本集團所佔<br>權益百分比 | Principal<br>activity<br>主要業務  |
|---|---|--|--|--------------------------------|
| Foo Sang Enterprises Company<br>Limited<br>富生置業有限公司 | Ordinary shares<br>普通股                                | Hong Kong<br>香港  | 36.63  | Property<br>investment<br>物業投資 |

The above associate is indirectly held by the Company and has been accounted for using the equity method in these financial statements.

The following table illustrates the financial information of the Group's associate:

|  |                  | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|------------------|-------------------------|-------------------------|
| Share of the associate's profit for the year                         | 應佔聯營公司年內溢利       | 4,207                   | 454                     |
| Share of the associate's total comprehensive income                  | 應佔聯營公司全面收益總額     | 4,207                   | 454                     |
| Aggregate carrying amount of the Group's investment in the associate | 本集團於聯營公司之投資之賬面總值 | <u>28,388</u>           | <u>24,739</u>           |

## 19. 於聯營公司之投資

2016  
HK\$'000  
千港元

2015  
HK\$'000  
千港元

28,388

24,739

聯營公司之詳情如下：

上述聯營公司由本公司間接持有，在本財務報告以權益法作會計處理。

下表呈列本集團聯營公司之財務資料：

## 20. Available-for-sale Investments

|   |               |
|---|---------------|
| Listed equity investments, at market value* | 上市股份投資，按市值*   |
| Unlisted equity investment, at fair value   | 非上市股份投資，按公平價值 |
| Unlisted equity investments, at cost        | 非上市股份投資，按成本   |

During the year, the gross loss in respect of the Group's available-for-sale investments recognized in other comprehensive loss amounted to HK\$61,779,000 (2015: gross gain of HK\$201,493,000).

The above investments consist of equity securities which have no fixed maturity date or coupon rate.

As at 31 December 2016, certain unlisted equity investments with an aggregate carrying amount of HK\$260,000 (2015: HK\$260,000) were stated at cost because there is a wide range of possible fair value measurements so that the Directors are of the opinion that their fair value cannot be measured reliably. The Group does not intend to dispose of them in the near future.

As at 31 December 2016, the Group's listed equity investments with a carrying value of HK\$659,520,000 (2015: HK\$476,400,000) were pledged to secure general banking facilities granted to the Group (note 30).

\* On 6 March 2000, under the Schemes of Arrangements of the Stock Exchange and the Futures Exchange and pursuant to the Exchanges and Clearing Houses (Merger) Ordinance, the Group received 6,223,500 shares of Hong Kong Exchanges and Clearing Limited ("HKEC"), six exchange trading rights in the Stock Exchange and one exchange trading right in the Futures Exchange as a consideration for the cancellation of its 6 shares held in the Stock Exchange and 1 share held in the Futures Exchange. As at 1 January 2016 and 31 December 2016, the Group held 4,061,800 shares of HKEC, five exchange trading rights in the Stock Exchange and one exchange trading right in the Futures Exchange.

## 20. 可供出售投資

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| <b>744,122</b>          | 806,268                 |
| <b>18,798</b>           | 18,431                  |
| <b>260</b>              | 260                     |
| <b>19,058</b>           | 18,691                  |
| <b>763,180</b>          | 824,959                 |

年內，於其他全面虧損確認之本集團可供出售投資總虧損為61,779,000港元(二零一五年：總收益201,493,000港元)。

上述投資包括並無固定到期日或票面息率之股份證券。

於二零一六年十二月三十一日，由於可採用之公平價值計量方法種類眾多，董事認為無法可靠地計量其公平價值，故賬面總值260,000港元(二零一五年：260,000港元)之若干非上市股份投資乃按成本列賬。本集團無意於可見未來出售該等投資。

於二零一六年十二月三十一日，本集團以上市股份投資賬面值659,520,000港元(二零一五年：476,400,000港元)作抵押，為本集團所獲一般銀行信貸作擔保(附註30)。

\* 於二零零零年三月六日，根據交易所及結算所(合併)條例之股份合併計劃，本集團取得香港交易及結算所有限公司(「港交所」)6,223,500股股份、六個聯交所交易權及一個期交所交易權，以取代原在聯交所持有之6股股份及在期交所持有之1股股份。於二零一六年一月一日及二零一六年十二月三十一日，本集團持有港交所4,061,800股股份、五個聯交所交易權及一個期交所交易權。

## 21. Inventories

Goods held for sale 持作銷售之貨品

## 21. 存貨

2016  
HK\$'000  
千港元

2015  
HK\$'000  
千港元

**6,557,877** **6,676,380**

## 22. Accounts Receivable

Trade and credit card receivables 應收貿易及信用卡賬款  
Impairment 減值

Accounts receivable 應收賬款

## 22. 應收賬款

2016  
HK\$'000  
千港元

2015  
HK\$'000  
千港元

**792,781** 777,207  
**(1,100)** (2,207)

**791,681** **775,000**

The Group's trading terms with its retail customers are mainly on cash and credit card settlement while trading terms with corporate clients and wholesale customers are on credit with credit period generally up to 60 days. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

本集團與其零售客戶訂立的交易條款主要以現金及信用卡結算，而與企業客戶及批發客戶訂立的交易條款，除賬期一般最多可達六十天。逾期結餘由高層管理人員定期審視。應收貿易賬款為免息。

An ageing analysis of the accounts receivable at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

於報告期末，應收賬款根據發票日期及扣除撥備後之賬齡分析如下：

Within 1 month 1個月內  
1 to 2 months 1至2個月  
2 to 3 months 2至3個月  
Over 3 months 超過3個月

2016  
HK\$'000  
千港元

2015  
HK\$'000  
千港元

**682,677** 663,788  
**87,509** 92,917  
**14,237** 14,954  
**7,258** 3,341

**791,681** **775,000**

**22. Accounts Receivable (continued)**

The movements in provision for impairment of accounts receivable due from customers arising from jewellery operations are as follows:

|                                     |              |
|-------------------------------------|--------------|
| At 1 January                        | 於一月一日        |
| Impaired losses recognized (note 6) | 已確認減值虧損(附註6) |
| Impairment losses reversed (note 6) | 已撥回減值虧損(附註6) |
| Exchange realignment                | 匯兌調整         |
| At 31 December                      | 於十二月三十一日     |

Included in the above provision for impairment of accounts receivable is a provision for individually impaired trade receivables of HK\$1,100,000 (2015: HK\$2,207,000) with a carrying amount before provision of HK\$1,100,000 (2015: HK\$2,207,000).

An ageing analysis of the accounts receivable not impaired at the end of the reporting period, based on the due date, is as follows:

|                               |         |
|-------------------------------|---------|
| Neither past due nor impaired | 並無逾期或減值 |
| Less than 1 month past due    | 逾期少於1個月 |
| 1 to 3 months past due        | 逾期1至3個月 |
| Over 3 months past due        | 逾期超過3個月 |

Receivables that were neither past due nor impaired relate to a large number of diversified customers/debtors for whom there was no recent history of default. Receivables that were past due but not impaired relate to a number of independent customers/debtors that have a good track record with the Group. Based on 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. 應收賬款(續)**

珠寶業務產生之應收客戶賬款之減值撥備變動如下：

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| 2,207                   | 1,231                   |
| -                       | 1,066                   |
| (1,010)                 | -                       |
| (97)                    | (90)                    |
| <b>1,100</b>            | <b>2,207</b>            |

上述應收賬款減值撥備中包括個別已減值應收賬款撥備為1,100,000港元(二零一五年：2,207,000港元)，其撥備前賬面值為1,100,000港元(二零一五年：2,207,000港元)。

於報告期末，無須減值之應收賬款根據到期日之賬齡分析如下：

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| 669,582                 | 675,437                 |
| 95,377                  | 79,997                  |
| 25,561                  | 19,550                  |
| 1,161                   | 16                      |
| <b>791,681</b>          | <b>775,000</b>          |

未逾期及無減值之應收賬款與大量並無最近欠賬紀錄之分散客戶/債務人有關。已逾期惟無減值之應收賬款與多名於本集團擁有良好信貸紀錄之獨立客戶/債務人有關。根據經驗，本公司董事認為由於信貸質素並無重大轉變，且結餘仍然被視為可全數收回，故無須就該等結餘作出減值撥備。

## 23. Receivables arising from Securities and Futures Broking

|  |                |
|--|----------------|
| Cash clients   | 現金客戶           |
| Clearing houses  | 結算所            |
| Clients for subscription of initial public offering (“IPO”) shares | 認購首次公開招股客戶     |
| Loans to margin clients  | 孖展客戶貸款         |
| Impairment   | 減值             |
| Receivables arising from securities and futures broking            | 證券及期貨經紀產生之應收賬款 |

The receivables are settled two days after the trade date or at specific terms agreed with clearing houses, brokers and dealers. Futures deals are normally settled on a cash basis. Receivables from margin and cash clients arising from the business of dealing in securities and futures broking are repayable on demand subsequent to settlement date.

An ageing analysis of the receivables arising from securities and futures broking at the end of the reporting period, based on the due date and net of provisions, is as follows:

|   |                         |
|---|-------------------------|
| Not yet due   | 未逾期                     |
| Within 1 month past due                             | 逾期1個月內                  |
| 1 to 2 months past due                              | 逾期1至2個月                 |
| 2 to 3 months past due                              | 逾期2至3個月                 |
| Over 3 months past due                              | 逾期超過3個月                 |
| Loans to margin clients <sup>#</sup>                | 孖展客戶貸款 <sup>#</sup>     |
| Clients for subscription of IPO shares <sup>*</sup> | 認購首次公開招股客戶 <sup>*</sup> |

<sup>#</sup> The loans to margin clients are secured by the underlying pledged securities, repayable on demand and bear interest at commercial rates. No ageing analysis is disclosed as, in the opinion of the Directors, an ageing analysis is not relevant in view of the nature of the business of securities margin financing. As at 31 December 2016, the total market value of securities pledged as collateral in respect of the loans to margin clients was HK\$1,492,212,000 (2015: HK\$405,351,000).

<sup>\*</sup> As at 31 December 2015, receivables from clients for subscription of IPO shares of HK\$21,598,000 were due when the corresponding allotment results of the related IPO shares had been publicly announced and bore interest at commercial rates.

## 23. 證券及期貨經紀產生之應收賬款

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| 71,439                  | 47,090                  |
| 10,059                  | 9,774                   |
| –                       | 21,598                  |
| 744,834                 | 109,262                 |
| 826,332                 | 187,724                 |
| –                       | (706)                   |
| <b>826,332</b>          | <b>187,018</b>          |

應收賬款在交易日期後兩天或按與結算所、經紀及經銷商協定的特定條款進行結算。期貨交易一般以現金結算。來自證券及期貨買賣業務的孖展及現金客戶的應收賬款於結算日期後按要求償還。

於報告期末，證券及期貨經紀產生之應收賬款根據到期日及扣除撥備後之賬齡分析如下：

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| 17,411                  | 22,881                  |
| 36,637                  | 18,282                  |
| 22,430                  | 4,156                   |
| 366                     | 1,209                   |
| 4,654                   | 9,630                   |
| 81,498                  | 56,158                  |
| 744,834                 | 109,262                 |
| –                       | 21,598                  |
| <b>826,332</b>          | <b>187,018</b>          |

<sup>#</sup> 孖展客戶貸款以相關已抵押證券作抵押，須於要求時償還及按商業條款計息。董事認為鑑於證券孖展借貸業務性質賬齡分析並不相關，故無披露賬齡分析。於二零一六年十二月三十一日，有關孖展客戶貸款以證券抵押作抵押品之總市值為1,492,212,000港元(二零一五年：405,351,000港元)。

<sup>\*</sup> 於二零一五年十二月三十一日，就認購首次公開招股的應收客戶金額為21,598,000港元，乃於相關首次公開招股之相應配發結果公布時到期，並按商業條款計息。



**23. Receivables arising from Securities and Futures Broking (continued)**

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 experience, the Directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

The movements in provision for impairment of receivables arising from securities and futures broking are as follows:

|                                       |              |  |  |
|---------------------------------------|--------------|--|--|
| At 1 January                          | 於一月一日        |  |  |
| Impairment losses recognized (note 6) | 已確認減值虧損(附註6) |  |  |
| Impairment losses reversed (note 6)   | 已撥回減值虧損(附註6) |  |  |
| At 31 December                        | 於十二月三十一日     |  |  |

As at 31 December 2015, included in the above provision for impairment of receivables arising from securities and futures broking was a provision for individually impaired receivables of HK\$706,000 with a carrying amount before provision of HK\$706,000. Such provision was determined after taking into account the ageing of the respective receivable balances, the creditworthiness of the debtors, their repayment history and their historical write-off experience. These balances were not expected to be recoverable.

**24. Prepayments, Deposits and Other Receivables**

|                   |        |  |  |
|-------------------|--------|--|--|
| Prepayments       | 預付款項   |  |  |
| Deposits          | 按金     |  |  |
| Other receivables | 其他應收賬款 |  |  |

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.

**23. 證券及期貨經紀產生之應收賬款(續)**

未逾期及無減值之應收賬款與大量並無最近欠賬紀錄之分散客戶有關。已逾期惟無減值之應收賬款與多名於本集團擁有良好信貸紀錄之獨立客戶有關。根據經驗，本公司董事認為由於信貸質素並無重大轉變，且結餘仍然被視為可全數收回，故無須就該等結餘作出減值撥備。

證券及期貨經紀產生之應收賬款之減值撥備變動如下：

| 2016         | 2015        |
|--------------|-------------|
| HK\$'000     | HK\$'000    |
| 千港元          | 千港元         |
| 706          | 762         |
| -            | 36          |
| <b>(706)</b> | <b>(92)</b> |
| <b>-</b>     | <b>706</b>  |

於二零一五年十二月三十一日，上述證券及期貨經紀產生之應收賬款減值撥備中包括個別已減值應收賬款撥備為706,000港元，其撥備前賬面值為706,000港元。有關撥備乃經考慮各項應收賬款結餘之賬齡、債務人之信譽、彼等之還款紀錄及過往撇銷紀錄後釐定。預期此等結餘將不可收回。

**24. 預付款項、按金及其他應收賬款**

| 2016           | 2015           |
|----------------|----------------|
| HK\$'000       | HK\$'000       |
| 千港元            | 千港元            |
| 182,698        | 121,913        |
| 38,319         | 48,261         |
| <b>3,233</b>   | <b>18,202</b>  |
| <b>224,250</b> | <b>188,376</b> |

上述資產概無逾期或已減值。包含在上述結餘之財務資產為近期並無不履約紀錄之應收賬款。

## 25. Investments at Fair Value through Profit or Loss

|  |            |
|--|------------|
| Listed equity investments, at market value | 上市股份投資，按市值 |
|--|------------|

The above equity investments were held for trading.

## 26. Cash and Cash Equivalents/Cash held on behalf of Clients

An analysis of cash and cash equivalents is as follows:

|  |                     |
|--|---------------------|
| Cash and bank balances   | 現金及銀行存款             |
| Non-pledged time deposits with original maturity of less than three months when acquired | 存放時到期日少於三個月之無抵押定期存款 |
| Cash and cash equivalents  | 現金及等同現金             |

At the end of the reporting period, the cash and bank balances of the Group's subsidiaries operating in Mainland China denominated in Renminbi ("RMB") amounted to RMB750,090,000 (approximately HK\$837,250,000) (2015: RMB684,786,000 (approximately HK\$817,087,000)). 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 authorized 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 two-week to one-month periods, and earn interest at the respective time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

The Group maintains segregated trust accounts with licensed banks to hold securities and futures clients' monies arising from its normal course of business. The Group has classified the clients' monies as "Cash held on behalf of clients" under the current assets section of the consolidated statement of financial position and recognized the corresponding accounts payable to the respective clients on the grounds that the Group is liable for any loss or misappropriation of the clients' monies. The Group is not allowed to use the clients' monies to settle its own obligations.

## 25. 按公平價值訂定盈虧之投資

|                 |          |
|-----------------|----------|
| <b>2016</b>     | 2015     |
| <b>HK\$'000</b> | HK\$'000 |
| 千港元             | 千港元      |

|               |               |
|---------------|---------------|
| <b>33,078</b> | <b>36,686</b> |
|---------------|---------------|

上述股份投資乃持作買賣用途。

## 26. 現金及等同現金／代客戶持有現金

現金及等同現金之分析如下：

|                 |          |
|-----------------|----------|
| <b>2016</b>     | 2015     |
| <b>HK\$'000</b> | HK\$'000 |
| 千港元             | 千港元      |

|                  |           |
|------------------|-----------|
| <b>1,236,311</b> | 1,566,666 |
|------------------|-----------|

|               |        |
|---------------|--------|
| <b>46,498</b> | 54,316 |
|---------------|--------|

|                  |                  |
|------------------|------------------|
| <b>1,282,809</b> | <b>1,620,982</b> |
|------------------|------------------|

於報告期末，本集團在中國內地營運之附屬公司以人民幣為單位之現金及銀行存款為750,090,000元人民幣(約837,250,000港元)(二零一五年：684,786,000元人民幣(約817,087,000港元))。人民幣不能自由兌換為其他貨幣，然而，根據中國內地之外匯管制條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金根據每日銀行存款利率按浮動利率賺取利息。短期定期存款之存款期為兩個星期至一個月不等，並按相應之定期存款利率賺取利息。銀行存款存於信譽良好而近期並無不履約紀錄之銀行。

本集團於持牌銀行開設獨立信託賬戶，以存放證券及期貨客戶於日常業務產生之款項。本集團已將此等客戶款項分類於綜合財務狀況表內為流動資產項下之「代客戶持有現金」，並根據本集團負上客戶款項之任何損失或挪用之責任而確認為應付予相關客戶賬款。本集團不可使用客戶款項償還集團之債務。

## 27. Accounts Payable/Payables arising from Securities and Futures Broking

|  |                       |
|--|-----------------------|
| Accounts payable   | 應付賬款                  |
| Payables arising from securities and futures broking conducted in the ordinary course of business: | 在日常業務中證券及期貨經紀產生之應付賬款： |
| Cash clients <sup>#</sup>  | 現金客戶 <sup>#</sup>     |
| Margin clients <sup>*</sup>  | 孖展客戶 <sup>*</sup>     |
| Clearing houses  | 結算所                   |
| Payables arising from securities and futures broking   | 證券及期貨經紀產生之應付賬款        |
| Total accounts payable and payables arising from securities and futures broking                    | 應付賬款及證券及期貨經紀產生之應付賬款總額 |

<sup>#</sup> Included in the cash client accounts payable arising from dealing in securities conducted in the ordinary course of business is an amount of approximately HK\$310,478,000 (2015: HK\$326,840,000) representing those clients' undrawn monies/excess deposits placed with the Group. As at 31 December 2016, the cash client accounts payable included an amount of HK\$7,040,000 (2015: HK\$4,879,000) in respect of securities transactions undertaken for the accounts of certain Directors. The cash client accounts payable are repayable on demand and bear interest at commercial rates.

<sup>\*</sup> The margin client accounts payable are repayable on demand and bear interest at commercial rates.

An ageing analysis of the accounts payable and payables arising from securities and futures broking at the end of the reporting period, based on the invoice date, is as follows:

|   |                             |
|---|-----------------------------|
| Within 1 month  | 1個月內                        |
| 1 to 2 months   | 1至2個月                       |
| Over 2 months   | 超過2個月                       |
| Accounts payable  | 應付賬款                        |
| Payables arising from securities and futures broking <sup>*</sup> | 證券及期貨經紀產生之應付賬款 <sup>*</sup> |

<sup>\*</sup> No ageing analysis is disclosed as, in the opinion of the Directors, an ageing analysis is not meaningful in view of the nature of such business.

## 27. 應付賬款／證券及期貨經紀產生之應付賬款

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| <b>263,387</b>          | 86,864                  |
| <b>359,843</b>          | 349,440                 |
| <b>59,874</b>           | 58,877                  |
| —                       | 4,828                   |
| <b>419,717</b>          | 413,145                 |
| <b>683,104</b>          | 500,009                 |

<sup>#</sup> 包括在日常業務中進行證券買賣產生之應付現金客戶賬款內約310,478,000港元(二零一五年：326,840,000港元)為該等客戶存於本集團之未提取款項／額外繳付按金。於二零一六年十二月三十一日，應付現金客戶賬款包括為若干董事賬戶進行證券交易之款項7,040,000港元(二零一五年：4,879,000港元)。應付現金客戶賬款須於要求時償還及按商業條款計息。

<sup>\*</sup> 應付孖展客戶賬款須於要求時償還及按商業條款計息。

於報告期末，應付賬款及證券及期貨經紀產生之應付賬款根據發票日期之賬齡分析如下：

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| <b>248,762</b>          | 80,782                  |
| <b>14,625</b>           | 5,655                   |
| —                       | 427                     |
| <b>263,387</b>          | 86,864                  |
| <b>419,717</b>          | 413,145                 |
| <b>683,104</b>          | 500,009                 |

<sup>\*</sup> 董事認為鑑於此業務性質令賬齡分析意義不大，故無披露賬齡分析。

## 28. Other Payables and Accruals

|                        |        |
|------------------------|--------|
| Accruals               | 應計項目   |
| Other payables         | 其他應付賬款 |
| Customer gold deposits | 客戶存金   |

The Group provides gold deposit services to its customers. Under this arrangement, customers deposit physical gold with the Group and can withdraw the same units of gold together with a fixed amount of fee on the maturity date. The customer gold deposits are estimated based on the fair value of gold deposits outstanding at the end of the reporting period. The basis of estimation is reviewed on an ongoing basis and revised where appropriate. As at 31 December 2016, gold deposits from customers also included approximately 2,800 (2015: 4,800) taels of gold from certain management personnel of the Group.

## 29. Derivative Financial Instruments

|                            |           |
|----------------------------|-----------|
| <b>Assets</b>              | <b>資產</b> |
| Bullion contracts          | 貴金屬合約     |
| Forward currency contracts | 遠期外幣合約    |
|                            |           |
| <b>Liabilities</b>         | <b>負債</b> |
| Bullion contracts          | 貴金屬合約     |

The bullion contracts and forward currency contracts are stated at their fair values. The above transactions involving derivative financial instruments are conducted with reputable financial institutions or top bullion trading companies. As at 31 December 2016, the aggregate contractual amount of the bullion contracts was HK\$178,320,000 (2015: HK\$280,147,000).

In addition, the Group has entered into foreign currency contracts to manage its foreign currency risk. These forward currency contracts are measured at fair value through profit or loss. Changes in the fair value thereof amounted to HK\$18,000 were charged to the statement of profit or loss during the year (2015: Nil).

The purpose of the above contracts entered into by the Group is to manage the Group's bullion price risk and foreign currency risk. Such contracts did not meet the criteria for hedge accounting.

## 28. 其他應付賬款及應計項目

|  |                |                |
|--|----------------|----------------|
|  | 2016           | 2015           |
|  | HK\$'000       | HK\$'000       |
|  | 千港元            | 千港元            |
|  | 73,283         | 88,542         |
|  | 234,167        | 271,919        |
|  | 35,787         | 52,514         |
|  | <u>343,237</u> | <u>412,975</u> |

本集團向其客戶提供存金服務。根據此安排，客戶向本集團存入實金，於到期日可提取相同單位之黃金連定額費用。客戶存金乃按於報告期末尚餘存金之公平價值作出估計。估計基準會持續檢討，並在適當時作出修訂。於二零一六年十二月三十一日，客戶存金亦包括本集團若干管理人員之存金約2,800兩(二零一五年：4,800兩)。

## 29. 衍生金融工具

|  |           |              |
|--|-----------|--------------|
|  | 2016      | 2015         |
|  | HK\$'000  | HK\$'000     |
|  | 千港元       | 千港元          |
|  | -         | 5,798        |
|  | 18        | -            |
|  | <u>18</u> | <u>5,798</u> |
|  | 558       | -            |

貴金屬合約及遠期外幣合約按其公平價值列賬。上述涉及衍生金融工具之交易乃與信譽良好之金融機構或頂級貴金屬貿易公司進行。於二零一六年十二月三十一日，貴金屬合約之合約數額總值為178,320,000港元(二零一五年：280,147,000港元)。

此外，本集團訂立外幣合約管理其外匯風險。該等外幣合約按公平價值訂定盈虧計量。年內於損益賬扣除其公平價值變動的金額為18,000港元(二零一五年：無)。

本集團訂立上述合約旨在管理本集團之貴金屬價格風險及外匯風險。該等合約並不符合對沖會計處理之條件。

## 30. Interest-bearing Bank Borrowings/Interest-bearing Bank Borrowings arising from Securities and Futures Broking

## 30. 計息銀行貸款／證券及期貨經紀產生之計息銀行貸款

|   |                         | 2016                                |                 |                  | 2015                                |                 |                 |
|---|-------------------------|-------------------------------------|-----------------|------------------|-------------------------------------|-----------------|-----------------|
|   |                         | Contractual interest rate<br>合約利率 % | Maturity<br>到期日 | HK\$'000<br>千港元  | Contractual interest rate<br>合約利率 % | Maturity<br>到期日 | HK\$'000<br>千港元 |
| <b>Current</b>  | <b>流動</b>               |                                     |                 |                  |                                     |                 |                 |
| Portion of term loans from banks due for repayment within one year      | 來自銀行須於一年內到期償還之部分定期貸款    |                                     |                 |                  |                                     |                 |                 |
| - unsecured   | - 無抵押                   | 1.5 - 1.8                           | 2017            | 39,701           | 0.8 - 2.1                           | 2016            | 45,244          |
| - secured   | - 有抵押                   | 1.5 - 1.7                           | 2017            | 230,000          | -                                   | -               | -               |
|   |                         |                                     |                 | <b>269,701</b>   |                                     |                 | <b>45,244</b>   |
| Current portion of bank loans due for repayment within one year         | 須於一年內到期償還之銀行貸款之流動部分     |                                     |                 |                  |                                     |                 |                 |
| - unsecured   | - 無抵押                   | 2.0 - 3.0                           | 2017            | 456,567          | 1.9 - 3.0                           | 2016            | 531,509         |
|   |                         |                                     |                 | <b>726,268</b>   |                                     |                 | <b>576,753</b>  |
| <b>Non-current</b>  | <b>非流動</b>              |                                     |                 |                  |                                     |                 |                 |
| Non-current portion of bank loans due for repayment within a period of: | 須於以下期間內到期償還之銀行貸款之非流動部分: |                                     |                 |                  |                                     |                 |                 |
| More than one year but less than two years                              | 一年以上但少於兩年               |                                     |                 |                  |                                     |                 |                 |
| - unsecured   | - 無抵押                   | 2.0 - 3.0                           | 2018            | 227,654          | 1.9 - 3.0                           | 2017            | 306,360         |
| More than two years but less than five years                            | 兩年以上但少於五年               |                                     |                 |                  |                                     |                 |                 |
| - unsecured   | - 無抵押                   | 2.0 - 3.0                           | 2019            | 132,500          | 1.9 - 2.1                           | 2018            | 77,037          |
|   |                         |                                     |                 | <b>360,154</b>   |                                     |                 | <b>383,397</b>  |
|   |                         |                                     |                 | <b>1,086,422</b> |                                     |                 | <b>960,150</b>  |

The interest-bearing bank borrowings, including the term loans repayable on demand, are carried at amortized cost. None of the portion of the term loans due for repayment after one year which contain a repayment on demand clause and that are classified as current liabilities is expected to be settled within one year.

As at 31 December 2016, the Group's banking facilities amounted to HK\$3,142,771,000 (2015: HK\$2,861,021,000), of which HK\$1,086,422,000 (2015: HK\$960,150,000) had been utilized at the end of the reporting period. Certain of the banking facilities amounted to HK\$720,500,000 (2015: HK\$780,500,000) are secured by certain assets of the Group as disclosed in notes 14, 15 and 20 to the financial statements.

計息銀行貸款(包括按要求償還之定期貸款)乃按攤銷成本列賬。預計概無於一年後到期償還且包含按要求償還條款及分類為流動負債之部分定期貸款將於一年內清償。

於二零一六年十二月三十一日，本集團之銀行信貸額為3,142,771,000港元(二零一五年：2,861,021,000港元)，於報告期末已動用其中1,086,422,000港元(二零一五年：960,150,000港元)。若干銀行信貸額720,500,000港元(二零一五年：780,500,000港元)以本集團於財務報告附註14、15及20披露之若干資產作為抵押。

### 30. Interest-bearing Bank Borrowings/Interest-bearing Bank Borrowings arising from Securities and Futures Broking (continued)

All of the banking facilities, including bank borrowings and bullion loans (note 31), are subject to the fulfillment of covenants relating to certain of the Group's financial ratios, as are commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the drawn down facilities would become repayable on demand. In addition, certain of the Group's term loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time, irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The Group regularly monitors its compliance with these covenants for all the outstanding bank borrowings and bullion loans. Accordingly, the Group does not consider it is probable that the bank will exercise its discretion to demand repayment so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in note 42(a). As at 31 December 2016 and 2015, none of the covenants relating to drawn down facilities had been breached.

The carrying amounts of the bank loans at the end of the reporting period are denominated in the following currencies:

|                   |     |
|-------------------|-----|
| Hong Kong dollar  | 港元  |
| New Taiwan dollar | 新台幣 |

### 31. Bullion Loans

|               |       |
|---------------|-------|
| Bullion loans | 貴金屬借貸 |
| – unsecured   | – 無抵押 |
| – secured     | – 有抵押 |

|                            |         |
|----------------------------|---------|
| Bullion trading facilities | 貴金屬交易信貸 |
|----------------------------|---------|

|                           |      |
|---------------------------|------|
| Contractual interest rate | 合約利率 |
| Original maturity         | 原到期日 |

The amounts represented borrowings from banks or top bullion trading companies and the amounts payable are pegged with bullion prices.

### 30. 計息銀行貸款／證券及期貨經紀產生之計息銀行貸款(續)

所有銀行信貸(包括銀行貸款及貴金屬借貸(附註31))須本集團符合若干財務比率, 這常見於與金融機構訂立之借貸安排。倘本集團違反協議, 所提取信貸將須按要求償還。此外, 本集團之若干定期貸款協議包含給予放款人權利可全權酌情隨時要求立即償還之條款, 不論本集團是否已遵守協議及履行預定還款責任。

本集團就所有未償還銀行貸款及貴金屬借貸定期監察其遵守該等協議之情況。因此本集團認為只要繼續遵守該等規定, 銀行將不會行使其酌情權要求償還貸款。有關本集團管理流動資金風險之進一步詳情載於附註42(a)。於二零一六年及二零一五年十二月三十一日, 本集團並無違反有關動用信貸之協議。

銀行貸款於報告期末之賬面值以下列貨幣為單位:

| 2016             | 2015           |
|------------------|----------------|
| HK\$'000         | HK\$'000       |
| 千港元              | 千港元            |
| 1,058,721        | 930,427        |
| 27,701           | 29,723         |
| <b>1,086,422</b> | <b>960,150</b> |

### 31. 貴金屬借貸

| 2016           | 2015           |
|----------------|----------------|
| HK\$'000       | HK\$'000       |
| 千港元            | 千港元            |
| 702,236        | 705,816        |
| 54,154         | 89,207         |
| <b>756,390</b> | <b>795,023</b> |

|                  |                  |
|------------------|------------------|
| <b>3,062,758</b> | <b>2,768,074</b> |
|------------------|------------------|

|              |              |
|--------------|--------------|
| 1.2% – 3.0%  | 1.3% – 3.5%  |
| 1 – 6 months | 1 – 3 months |

該款項指從銀行或頂級貴金屬貿易公司借貸, 而應付款項與貴金屬價格掛鈎。

**31. Bullion Loans (continued)**

As at 31 December 2016, certain of the bullion loan facilities amounted to HK\$200,000,000 (2015: HK\$200,000,000) are secured by certain assets of the Group as disclosed in notes 14 and 15 to the financial statements. Certain of the bullion loan facilities are subject to fulfillment of covenants under the Group's banking facilities. Details of which are disclosed in note 30 to the financial statements.

Bullion loans were borrowed to reduce the impact of fluctuation of bullion prices on bullion inventories. However, the criteria for hedge accounting were not fully met. Bullion loans were designated as financial liabilities at fair value through profit or loss as they are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management and investment strategy, and information about the bullion loans is provided on that basis to the Group's key management personnel.

The carrying amounts of the bullion loans at the end of the reporting period are denominated in the following currencies:

|                      |     |
|----------------------|-----|
| Renminbi             | 人民幣 |
| United States dollar | 美元  |

**31. 貴金屬借貸(續)**

於二零一六年十二月三十一日，誠如財務報告附註14及15所披露，為數200,000,000港元(二零一五年：200,000,000港元)之若干貴金屬借貸融資以本集團若干資產作為抵押。若干貴金屬借貸融資須符合本集團銀行信貸之協議，詳情於財務報告附註30披露。

借入貴金屬借貸目的為減低貴金屬價格波動對貴金屬存貨之影響。然而，未能完全符合對沖會計處理之條件。鑑於貴金屬借貸乃根據既定風險管理及投資策略按公平價值基準管理及評估表現，故獲指定為按公平價值訂定盈虧之財務負債，而有關該等貴金屬借貸之資料乃按相關基準向本集團之主要管理人員提供。

該等貴金屬借貸於報告期末之賬面值以下列貨幣為單位：

|  | 2016           | 2015     |
|--|----------------|----------|
|  | HK\$'000       | HK\$'000 |
|  | 千港元            | 千港元      |
|  | <b>263,095</b> | 250,007  |
|  | <b>493,295</b> | 545,016  |
|  | <b>756,390</b> | 795,023  |

## 32. Deferred Tax

The movements in deferred tax liabilities and assets during the year are as follows:

| Deferred tax liabilities  | 遞延稅項負債                           | Depreciation allowance in excess of related depreciation<br>折舊免稅額超過有關折舊<br>HK\$'000<br>千港元 | Withholding taxes<br>預提稅<br>HK\$'000<br>千港元 | Others<br>其他<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|---|----------------------------------|--|---|---------------------------------|--------------------------------|
| At 1 January 2015   | 於二零一五年一月一日                       | 39,654   | 120,396                                     | 941                             | 160,991                        |
| Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year                   | 年內於綜合損益賬扣除／(計入)之遞延稅項             | (798)  | 9,717                                       | 398                             | 9,317*                         |
| Exchange realignment  | 匯兌調整                             | (6)  | -   | (4)                             | (10)                           |
| 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          | <b>38,850</b>  | <b>130,113</b>                              | <b>1,335</b>                    | <b>170,298</b>                 |
| Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year                   | 年內於綜合損益賬扣除／(計入)之遞延稅項             | (848)  | 28,810                                      | (784)                           | 27,178*                        |
| Exchange realignment  | 匯兌調整                             | (11)   | -   | 1                               | (10)                           |
| Gross deferred tax liabilities recognized in the consolidated statement of financial position at 31 December 2016 | 於二零一六年十二月三十一日於綜合財務狀況表確認之遞延稅項負債總額 | <b>37,991</b>  | <b>158,923</b>                              | <b>552</b>                      | <b>197,466</b>                 |

## 32. 遞延稅項

年內遞延稅項負債及資產變動如下：



## 32. Deferred Tax (continued)

## Deferred tax assets

## 遞延稅項資產

|   |  | Decelerated tax<br>depreciation<br>減速稅項折舊<br>HK\$'000<br>千港元 | Others<br>其他<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|---|--|--|---------------------------------|--------------------------------|
| At 1 January 2015   | 於二零一五年一月一日                                       | 8,755  | 20,552                          | 29,307                         |
| Deferred tax credited/(charged)<br>to the consolidated statement of<br>profit or loss during the year                 | 年內於綜合損益賬計入/<br>(扣除)之遞延稅項                         | 3,280  | (20,862)                        | (17,582)*                      |
| Exchange realignment  | 匯兌調整   | 2  | (317)                           | (315)                          |
| At 31 December 2015 and<br>1 January 2016   | 於二零一五年<br>十二月三十一日及<br>二零一六年一月一日                  | <b>12,037</b>  | <b>(627)</b>                    | <b>11,410</b>                  |
| Deferred tax credited/(charged)<br>to the consolidated statement of<br>profit or loss during the year                 | 年內於綜合損益賬計入/<br>(扣除)之遞延稅項                         | <b>(188)</b>   | <b>2,342</b>                    | <b>2,154*</b>                  |
| Exchange realignment  | 匯兌調整   | <b>(4)</b>   | <b>(179)</b>                    | <b>(183)</b>                   |
| Gross deferred tax assets<br>recognized in the consolidated<br>statement of financial position<br>at 31 December 2016 | 於二零一六年<br>十二月三十一日<br>於綜合財務<br>狀況表確認之<br>遞延稅項資產總額 | <b>11,845</b>  | <b>1,536</b>                    | <b>13,381</b>                  |

\* Net deferred tax charged to the consolidated statement of profit or loss during the year amounted to HK\$25,024,000 (2015: HK\$26,899,000) (note 11).

The Group has tax losses arising in Hong Kong of HK\$6,604,000 (2015: HK\$6,087,000), Mainland China of HK\$15,284,000 (2015: HK\$2,845,000) and Macau of HK\$34,495,000 (2015: HK\$15,748,000). The tax losses arising in Hong Kong are available indefinitely for offsetting against future taxable profits of the companies in which the tax losses arose, whilst those arising in Macau and Mainland China will expire in three years and five years, respectively, for offsetting against future taxable profits. Deferred tax assets have not been recognized in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is uncertain whether taxable profit will be available against which the tax losses can be utilized.

## 32. 遞延稅項(續)

\* 年內於綜合損益賬扣除之遞延稅項淨額為25,024,000港元(二零一五年: 26,899,000港元)(附註11)。

本集團於香港產生之稅項虧損為6,604,000港元(二零一五年: 6,087,000港元)、於中國內地產生之稅項虧損為15,284,000港元(二零一五年: 2,845,000港元)及於澳門產生之稅項虧損為34,495,000港元(二零一五年: 15,748,000港元)。於香港產生之稅項虧損可無限期用作抵銷該等產生稅項虧損公司之未來應課稅溢利，而於澳門及中國內地產生之稅項虧損將分別於三年及五年內屆滿，其後不得用作抵銷未來應課稅溢利。由於此等虧損乃來自虧損已一段時間之附屬公司，以及並未能確定是否有應課稅溢利可運用稅項虧損抵銷，故並無就此等虧損確認遞延稅項資產。

**32. Deferred Tax (continued)**

Pursuant to the PRC CIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the People's Republic of China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group's subsidiaries established in the People's Republic of China, the applicable rate is 5% or 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in the People's Republic of China in respect of earnings generated from 1 January 2008.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

**33. Share Capital**

Authorized:  
1,000,000,000 ordinary shares of  
HK\$0.25 each

法定：  
1,000,000,000 股每股面值  
0.25 港元之普通股

Issued and fully paid:  
676,920,000 ordinary shares of  
HK\$0.25 each

已發行及繳足：  
676,920,000 股每股面值  
0.25 港元之普通股

**34. Share Option Scheme**

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives or rewards to eligible participants for their contribution to the Group and enabling the Group to recruit and retain valuable employees.

Pursuant to the Scheme, the Board of Directors of the Company may, at its discretion, invite any employees, Executive or Non-executive Directors (including Independent Non-executive Directors), advisers, consultants, shareholders of any member of the Group or such other persons from time to time to be an eligible person to whom share options will be granted as an incentive to attract and retain them for their contributions to the business development of the Group. The Scheme was approved and adopted by the shareholders of the Company on 7 December 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

At the date of approval of these financial statements, the maximum number of shares available for issue was 67,692,000, representing 10% of the shares of the Company in issue.

**32. 遞延稅項(續)**

根據中國企業所得稅法，於中華人民共和國成立之外商投資企業向外國投資者宣派股息須按10%徵收預提稅。此規定由二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之溢利。如中國內地與外國投資者所在司法管轄區訂有稅收協定，則可能適用較低的預提稅稅率。就本集團於中華人民共和國成立之附屬公司而言，適用稅率為5%或10%。因此，本集團有責任就該等於中華人民共和國成立之附屬公司於二零零八年一月一日起產生之溢利所分派之股息繳付預提稅。

本公司向其股東派發之股息並無涉及所得稅。

**33. 股本**

| 2016     | 2015     |
|----------|----------|
| HK\$'000 | HK\$'000 |
| 千港元      | 千港元      |

|                |                |
|----------------|----------------|
| <b>250,000</b> | <b>250,000</b> |
|----------------|----------------|

|                |                |
|----------------|----------------|
| <b>169,230</b> | <b>169,230</b> |
|----------------|----------------|

**34. 購股權計劃**

本公司設有一項購股權計劃(「該計劃」)，為了向合資格參與者對本集團作出之貢獻給予獎勵或獎賞，以及令本集團能招攬並挽留對本集團具有價值之僱員。

根據該計劃之規定，本公司董事會可不時酌情邀請任何僱員、執行董事或非執行董事(包括獨立非執行董事)、顧問、諮詢人、本集團任何成員公司之股東或該等其他人士為合資格人士，其將可獲授購股權，作為因彼等對本集團業務發展作出貢獻而吸引並挽留彼等之獎勵。該計劃於二零一零年十二月七日獲本公司股東批准及採納，除非該計劃被另行取消或修訂，否則將自該日期起計十年內有效。

於本財務報告獲批核當日，可供發行之股份數目上限為67,692,000股，相等於本公司已發行股份之10%。

**34. Share Option Scheme (continued)**

The maximum number of shares issued and to be issued upon exercise of options granted under the Scheme and any other share option scheme of the Company to each participant in any 12-month period up to the date of grant shall not exceed 1% of total shares of the Company in issue.

An option may be exercised in accordance with the terms of the Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the Directors may determine in granting the option and expiring at the close of business on such date as the Directors may determine in granting the option but in any event shall not exceed 10 years from the date of grant (which is the date of offer of grant if the offer for the grant of the option is accepted).

An offer for the grant of options must be accepted within 30 days inclusive of the day on which such offer was made. The amount payable on acceptance of the offer for the grant of an option is HK\$1.00.

The exercise price of share options is determinable by the Directors provided always that it shall be at least the higher of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of offer; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 trading days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company.

During the year, the movements in the share options to subscribe for the Company's shares under the Scheme were as follows:

| Eligible person   | Date of grant | Exercise price per share | Number of share options<br>購股權數目       |                                 |                                |   |
|---|---------------|--------------------------|--|---------------------------------|--------------------------------|---|
|   |               |                          | Balance as at 1/1/2016<br>於二零一六年一月一日結餘 | Granted during the year<br>年內授出 | Lapsed during the year<br>年內失效 | Balance as at 31/12/2016<br>於二零一六年十二月三十一日結餘 |
| Continuous contract employees <sup>#</sup><br>持續合約僱員 <sup>#</sup> | 22/7/2016     | 14.89                    | —                                      | 7,531,000                       | (66,000)                       | 7,465,000                                   |

<sup>#</sup> Continuous contract employees include an associate of a director, Ms. Genevieve CHOW Karwing who held 105,000 share options.

**34. 購股權計劃(續)**

每名參與者在任何十二個月內(直至授出購股權當日止),根據該計劃及本公司任何其他購股權計劃獲授之購股權予以行使時,所發行及將發行之股份數目上限不得超過本公司已發行股份總數之1%。

購股權可根據該計劃條款之規定,於董事授出購股權時,決定授出之購股權當日或其後日子開始行使,直至董事授出購股權時已決定之日期營業時間結束時屆滿;惟於任何情況下,由授出購股權當日(即提出授出購股權要約當日,而該購股權要約獲接受)起計不可超過十年。

購股權獲授人接受授出購股權之要約,必須於提出要約之日起三十日內(包括提出要約當日)接受有關之要約。於接受授出購股權之要約時,須繳付1.00港元。

購股權之行使價乃由董事釐定,惟其行使價須至少為以下較高者:(i)本公司股份於要約日期在聯交所每日報價表所列之收市價;(ii)本公司股份於緊接要約日期前5個交易日在聯交所每日報價表所列之平均收市價;及(iii)本公司每股股份之面值。

年內,該計劃下認購本公司股份之購股權變動如下:

**34. Share Option Scheme (continued)**

Notes:

- (1) Share options granted in July 2016 are exercisable during the period from 31 December 2017 to 30 December 2020 in two batches, being:
- 31 December 2017 to 30 December 2020 (up to 50% of the share options granted are exercisable)
  - 31 December 2018 to 30 December 2020 (all share options granted are exercisable)
- (2) The closing price of the Company's share immediately before the date on which the share options were granted on 22 July 2016 was HK\$14.50.
- (3) No share options were exercised and cancelled during the year ended 31 December 2016.
- (4) The fair value of the share options granted during the year was HK\$20,774,000, of which the Group recognized a share option expense of HK\$4,570,000 (note 6) during the year ended 31 December 2016.

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 (%)                            | 股息收益率 (%)     | <b>3.9371</b>  |
| Expected volatility (%)                       | 預期波幅 (%)      | <b>31.3810</b> |
| Risk-free interest rate (%)                   | 無風險利率 (%)     | <b>0.6203</b>  |
| Expected life of options (year)               | 購股權預計年期 (年)   | <b>4.44</b>    |
| Weighted average share price (HK\$ per share) | 加權平均股價 (每股港元) | <b>14.80</b>   |

The expected life of the options is based on the historical data over the past five 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.

At the end of the reporting period, the Company had 7,465,000 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 7,465,000 additional ordinary shares of the Company and additional share capital of HK\$1,866,000 and share premium of HK\$109,288,000 (before share issue expenses).

At the date of approval of these financial statements, the Company had 7,327,000 share options outstanding under the Scheme, which represented approximately 1.1% of the Company's shares in issue as at that date.

**34. 購股權計劃(續)**

附註：

- (1) 於二零一六年七月授出之購股權可於二零一七年十二月三十一日至二零二零年十二月三十一日期間分兩批予以行使，即：
- 二零一七年十二月三十一日至二零二零年十二月三十一日(可行使最多50%已授出購股權)
  - 二零一八年十二月三十一日至二零二零年十二月三十一日(可行使全部已授出購股權)
- (2) 於緊接購股權於二零一六年七月二十二日授出日期前之本公司股份收市價為14.50港元。
- (3) 截至二零一六年十二月三十一日止年度，並無購股權行使及註銷。
- (4) 年內授出購股權之公平價值為20,774,000港元，其中本集團截至二零一六年十二月三十一日止年度確認之購股權開支為4,570,000港元(附註6)。

年內所授出之權益結算之購股權之公平價值乃於授出日期採用二項式模型估計，經考慮所授出購股權之條款及條件後而計算。下表呈列所採用模型之計入項目：

|               |                |
|---------------|----------------|
| 股息收益率 (%)     | <b>3.9371</b>  |
| 預期波幅 (%)      | <b>31.3810</b> |
| 無風險利率 (%)     | <b>0.6203</b>  |
| 購股權預計年期 (年)   | <b>4.44</b>    |
| 加權平均股價 (每股港元) | <b>14.80</b>   |

購股權之預計年期乃根據過去五年之歷史數據釐定，未必能反映可能出現之購股權行使模式。預期波幅反映歷史波動之未來趨勢指標假設，故亦未必為實際結果。

所授出購股權概無將其他特點計入公平價值計量中。

於報告期末，本公司在該計劃下擁有7,465,000份尚未行使之購股權。根據本公司現有股本架構，悉數行使尚未行使之購股權，本公司將發行7,465,000股額外普通股，並新增股本1,866,000港元及股份溢價為109,288,000港元(未扣除股份發行開支)。

於本財務報告獲批核當日，本公司根據該計劃擁有7,327,000份尚未行使之購股權，佔本公司於該日之已發行股份約1.1%。

**35. Reserves**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 54 and 55 of the financial statements.

Pursuant to the relevant laws and regulations for wholly-foreign-invested enterprises, a portion of the profits of the Group's subsidiaries which are established in the People's Republic of China has been transferred to reserve funds which are restricted as to use.

**36. Business Combination**

On 6 February 2016, the Group acquired a 100% equity interest in Foshan Shunde Jinpeng Jewelry Company Limited ("Shunde Jinpeng") from independent third parties. Shunde Jinpeng is engaged in the manufacture and sale of jewellery. The acquisition was made as part of the Group's strategy to strengthen the Group's production capacity. The purchase consideration for the acquisition was in form of cash, with RMB1,370,000 (equivalent to HK\$1,573,000) paid on 31 October 2016.

The fair values of the identifiable assets and liabilities of Shunde Jinpeng at the date of acquisition were as follows:

Property, plant and equipment  
Inventories  
Accounts receivable  
Other receivables  
Cash and cash equivalents  
Accounts payable  
Other payables and accruals

Total identifiable net assets at fair value

Less:

Gain on bargain purchase recognized in other gains/  
(losses), net in the consolidated statement of profit  
or loss

Satisfied by cash

物業、機器及設備  
存貨  
應收賬款  
其他應收賬款  
現金及等同現金  
應付賬款  
其他應付賬款及應計項目

按公平價值計量之總可識別資產淨值

減：

於綜合損益賬之其他收益／(虧損)，  
淨值確認之議價購買收益

以現金償付

Fair value  
recognized  
on acquisition  
就收購事項  
確認之  
公平價值  
HK\$'000  
千港元

69

9,578

117

284

4,450

(9,264)

(2,748)

2,486

913

1,573

The fair values of the accounts receivable and other receivables at the date of acquisition amounted to HK\$117,000 and HK\$284,000 respectively.

**35. 儲備**

本集團之儲備額及年內及過往年度之變動列載於財務報告第54及55頁之綜合權益變動表內。

根據適用於全外商投資企業之相關法律及法規，本集團於中華人民共和國成立之附屬公司之部分溢利已轉撥往用途受限制之儲備金。

**36. 商業合併**

於二零一六年二月六日，本集團向獨立第三方收購佛山市順德區金鵬珠寶首飾有限公司(「順德金鵬」)之100%權益。順德金鵬從事珠寶製造及銷售。該收購事項為本集團加強生產能力之策略其中一環。該收購事項之收購代價於二零一六年十月三十一日以現金支付1,370,000元人民幣(等值於1,573,000港元)。

順德金鵬於收購日之可識別資產及負債公平價值如下：

物業、機器及設備  
存貨  
應收賬款  
其他應收賬款  
現金及等同現金  
應付賬款  
其他應付賬款及應計項目

按公平價值計量之總可識別資產淨值

減：

於綜合損益賬之其他收益／(虧損)，  
淨值確認之議價購買收益

以現金償付

應收賬款及其他應收賬款於收購日之公平價值分別為117,000港元及284,000港元。

**36. Business Combination (continued)**

During the year, the Group incurred transaction costs of HK\$280,000 for this acquisition. These transaction costs are expensed and included in the consolidated statement of profit or loss.

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

|  |                          |                |
|--|--------------------------|----------------|
| Cash consideration   | 現金代價                     | <b>(1,573)</b> |
| Cash and bank balances acquired  | 所收購現金及銀行存款               | <b>4,450</b>   |
| Net inflow of cash and cash equivalents included in cash flows from investing activities | 計入投資活動之現金流量之現金及等同現金之流入淨額 | <b>2,877</b>   |
| Transaction costs of the acquisition included in cash flows from operating activities    | 計入經營業務之現金流量之收購事項之交易成本    | <b>(280)</b>   |
|  |                          | <b>2,597</b>   |

Shunde Jinpeng is one of the Group's production facilities which carries out internal manufacturing of jewellery for Group companies. Since all intra-group income and expenses relating to transactions between members of the Group are eliminated in full on consolidation, in the opinion of the Directors of the Company, the disclosure of revenue and profit or loss of Shunde Jinpeng since the acquisition date and for the period had the combination taken place at the beginning of the year is impracticable.

**37. Operating Lease Arrangements****(a) As lessor**

The Group leases its investment properties (note 15) under operating lease arrangements, with leases negotiated for terms ranging from one to three years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

As at 31 December 2016, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

|   |               | <b>2016</b>     | 2015     |
|---|---------------|-----------------|----------|
|   |               | <b>HK\$'000</b> | HK\$'000 |
|   |               | 千港元             | 千港元      |
| Within one year                         | 一年內           | <b>7,469</b>    | 10,358   |
| In the second to fifth years, inclusive | 二至五年，首尾兩年包括在內 | <b>2,299</b>    | 5,507    |
|   |               | <b>9,768</b>    | 15,865   |

**36. 商業合併(續)**

年內，本集團就該收購事項產生之交易成本為280,000港元。該等交易成本於綜合損益賬支銷及入賬。

收購一家附屬公司之現金流量分析如下：

|  |                 |
|--|-----------------|
|  | <b>HK\$'000</b> |
|  | 千港元             |
|  | <b>(1,573)</b>  |
|  | <b>4,450</b>    |
|  | <b>2,877</b>    |
|  | <b>(280)</b>    |
|  | <b>2,597</b>    |

順德金鵬為本集團生產工場之一，旨在為集團公司進行內部珠寶製造。鑑於所有集團內公司間之收入與開支均於綜合賬目內全數對銷，本公司董事認為，披露順德金鵬自收購日起及倘合併於年初已進行之營業額及損益賬均屬不可行。

**37. 經營租約安排****(a) 出租人**

本集團以經營租約安排租出其投資物業(附註15)，經磋商訂定租期為一至三年。租約條款一般要求租客支付保證按金及根據當時市場環境作定期租金調整。

於二零一六年十二月三十一日，本集團就與租客訂定不可撤銷之經營租約，按到期日，未來最低租賃應收款總額如下：

**37. Operating Lease Arrangements (continued)****(b) As lessee**

The Group leases certain of its office properties and retail shops under operating lease arrangements. Leases for these properties and shops are negotiated for terms ranging from one to ten years.

As at 31 December 2016, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

|   |               |
|---|---------------|
| Within one year                         | 一年內           |
| In the second to fifth years, inclusive | 二至五年，首尾兩年包括在內 |
| After five years                        | 五年後           |

In addition to the minimum future rental payments disclosed above, the Group has commitments to pay contingent rents based on a proportion of turnover for certain leased retail shops. Contingent rents are not included in the above commitments as it is not possible to estimate the amounts which may be payable.

Certain of these leases have escalation clauses and renewal rights.

**38. Commitments**

In addition to the operating lease commitments detailed in note 37(b) above, the Group had the following capital commitments at the end of the reporting period:

|  |            |
|--|------------|
| Contracted, but not provided for                 | 已簽訂，但未撥備   |
| Property, plant and equipment                    | 物業、機器及設備   |
| Capital contributions payable to a joint venture | 應付注資一家合營公司 |

**37. 經營租約安排(續)****(b) 承租人**

本集團以經營租約安排承租若干辦公室物業及零售店舖。此等物業及店舖租期經磋商訂定為期一至十年。

於二零一六年十二月三十一日，本集團就不可撤銷之經營租約，按到期日，未來最低租賃應付款總額如下：

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| 717,229                 | 881,953                 |
| 827,984                 | 799,823                 |
| 16,949                  | –                       |
| <b>1,562,162</b>        | <b>1,681,776</b>        |

除上文披露之最低未來租賃應付款外，本集團有若干承租的零售店舖須承擔按營業額百分比支付的或然租金。由於不可能預計可能支付的金額，或然租金並不計入以上承擔。

該等若干租約附帶調整條款及續約權。

**38. 承擔**

除上述附註37(b)詳載之經營租約承擔外，本集團於報告期末有以下之資本承擔：

| 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|-------------------------|-------------------------|
| 4,551                   | 5,024                   |
| 452,061                 | –                       |
| <b>456,612</b>          | <b>5,024</b>            |

## 39. Connected and Related Party Transactions

- (a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with connected and/or related parties during the year at mutually agreed terms:

| Nature of transactions<br>交易性質   | Relationship<br>關係   | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|--|-------------------------|-------------------------|
| Rental expenses for the lease of a retail shop<br>租賃零售店舖之租金開支  | Certain Directors of the Company who have beneficial interests in the property<br>本公司若干董事於該物業擁有實益權益                        | 3,960                   | 3,750                   |
| Rental expenses for the lease of quarters of the Company's Directors<br>租賃本公司董事宿舍之租金開支                 | Related companies in which certain Directors of the Company have beneficial interests<br>本公司若干董事擁有實益權益之關連公司                | 960                     | 960                     |
| Consultancy expenses for the provision of image consultancy services to the Group<br>向本集團提供形象顧問服務之顧問開支 | A related company in which family members of a Director of the Company have beneficial interests<br>本公司一名董事家族成員擁有實益權益之關連公司 | 1,564                   | 436                     |

All of the above related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. The above transactions are exempted from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Rule 14A.33 of the Listing Rules.

## (b) Emoluments of key management personnel of the Group

The aggregate amount of emoluments paid and payable to key management personnel during the year, including the amounts paid and payable to the Company's Executive Directors, is as follows:

|  |            | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|------------|-------------------------|-------------------------|
| Fees                                   | 袍金         | 1,000                   | 1,113                   |
| Salaries and allowances                | 薪金及津貼      | 36,999                  | 32,646                  |
| Discretionary bonuses paid and payable | 已付及應付酌情花紅  | 5,466                   | 9,009                   |
| Equity-settled share option expense    | 權益結算之購股權開支 | 1,367                   | —                       |
| Pension scheme contributions           | 退休金計劃供款    | 1,427                   | 1,173                   |
|  |            | <b>46,259</b>           | <b>43,941</b>           |

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

## 39. 關連人士交易

- (a) 除已於本財務報告其他部分詳載之交易及結餘外，本集團於年內與關連人士按共同協商之條款進行以下重大交易：

|  | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|-------------------------|-------------------------|
|  | 3,960                   | 3,750                   |
|  | 960                     | 960                     |
|  | 1,564                   | 436                     |

上述所有關連人士交易亦構成上市規則第十四A章所界定之持續關連交易。上述交易根據上市規則第14A.33條獲豁免申報、年度審核、公告及獨立股東批准之規定。

## (b) 本集團主要管理人員酬金

年內已付及應付主要管理人員之酬金總額，包括已付及應付本公司執行董事之金額，載列如下：

|  | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|--|-------------------------|-------------------------|
|  | 1,000                   | 1,113                   |
|  | 36,999                  | 32,646                  |
|  | 5,466                   | 9,009                   |
|  | 1,367                   | —                       |
|  | 1,427                   | 1,173                   |
|  | <b>46,259</b>           | <b>43,941</b>           |

董事酬金進一步詳情載於財務報告附註8。



## 40. Financial Instruments by Category

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

2016 二零一六年

## Financial assets

## 財務資產

|  |                        | Financial assets at fair value through profit or loss – held for trading<br>按公平價值訂定盈虧之財務資產 – 持作買賣<br>HK\$'000<br>千港元 | Loans and receivables<br>貸款及應收賬款<br>HK\$'000<br>千港元 | Available-for-sale financial assets<br>可供出售財務資產<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|--|------------------------|--|---|--|--------------------------------|
| Other assets   | 其他資產                   | –  | 231,621   | –  | 231,621                        |
| Available-for-sale investments   | 可供出售投資                 | –  | –   | 763,180  | 763,180                        |
| Accounts receivable  | 應收賬款                   | –  | 791,681   | –  | 791,681                        |
| Receivables arising from securities and futures broking                  | 證券及期貨經紀產生之應收賬款         | –  | 826,332   | –  | 826,332                        |
| Financial assets included in prepayments, deposits and other receivables | 包含在預付款項、按金及其他應收賬款之財務資產 | –  | 41,552  | –  | 41,552                         |
| Investments at fair value through profit or loss                         | 按公平價值訂定盈虧之投資           | 33,078   | –   | –  | 33,078                         |
| Derivative financial instruments   | 衍生金融工具                 | 18   | –   | –  | 18                             |
| Cash held on behalf of clients   | 代客戶持有現金                | –  | 426,002   | –  | 426,002                        |
| Cash and cash equivalents  | 現金及等同現金                | –  | 1,282,809   | –  | 1,282,809                      |
|  |                        | <u>33,096</u>  | <u>3,599,997</u>                                    | <u>763,180</u>   | <u>4,396,273</u>               |

## Financial liabilities

## 財務負債

|   |                     | Financial liabilities at fair value through profit or loss<br>按公平價值訂定盈虧之財務負債   |   | Financial liabilities at amortized cost<br>按攤銷成本入賬之財務負債 | Total<br>合計<br>HK\$'000<br>千港元 |
|---|---------------------|--|---|---|--------------------------------|
|   |                     | Designated as such upon initial recognition<br>於初次確認時指定為此類別<br>HK\$'000<br>千港元 | Held for trading<br>持作買賣<br>HK\$'000<br>千港元 |   |                                |
| Accounts payable  | 應付賬款                | –  | –   | 263,387   | 263,387                        |
| Payables arising from securities and futures broking          | 證券及期貨經紀產生之應付賬款      | –  | –   | 419,717   | 419,717                        |
| Financial liabilities included in other payables and accruals | 包含在其他應付賬款及應計項目之財務負債 | –  | –   | 191,313   | 191,313                        |
| Derivative financial instruments                              | 衍生金融工具              | –  | 558   | –   | 558                            |
| Interest-bearing bank borrowings                              | 計息銀行貸款              | –  | –   | 1,086,422   | 1,086,422                      |
| Bullion loans   | 貴金屬借貸               | 756,390  | –   | –   | 756,390                        |
|   |                     | <u>756,390</u>   | <u>558</u>                                  | <u>1,960,839</u>  | <u>2,717,787</u>               |

## 40. 按類別分類之金融工具

於報告期末，各類別之金融工具賬面值如下：

## 40. Financial Instruments by Category (continued)

2015

二零一五年

## Financial assets

## 財務資產

|  |                        | Financial assets at fair value through profit or loss – held for trading<br>按公平價值訂定盈虧之財務資產<br>– 持作買賣<br>HK\$'000<br>千港元 | Loans and receivables<br>貸款及應收賬款<br>HK\$'000<br>千港元 | Available-for-sale financial assets<br>可供出售財務資產<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|--|------------------------|---|---|--|--------------------------------|
| Other assets   | 其他資產                   | –   | 239,359   | –  | 239,359                        |
| Available-for-sale investments   | 可供出售投資                 | –   | –   | 824,959  | 824,959                        |
| Accounts receivable  | 應收賬款                   | –   | 775,000   | –  | 775,000                        |
| Receivables arising from securities and futures broking                  | 證券及期貨經紀產生之應收賬款         | –   | 187,018   | –  | 187,018                        |
| Financial assets included in prepayments, deposits and other receivables | 包含在預付款項、按金及其他應收賬款之財務資產 | –   | 66,463  | –  | 66,463                         |
| Investments at fair value through profit or loss                         | 按公平價值訂定盈虧之投資           | 36,686  | –   | –  | 36,686                         |
| Derivative financial instruments   | 衍生金融工具                 | 5,798   | –   | –  | 5,798                          |
| Cash held on behalf of clients   | 代客戶持有現金                | –   | 390,680   | –  | 390,680                        |
| Cash and cash equivalents  | 現金及等同現金                | –   | 1,620,982   | –  | 1,620,982                      |
|  |                        | <u>42,484</u>   | <u>3,279,502</u>                                    | <u>824,959</u>   | <u>4,146,945</u>               |

## Financial liabilities

## 財務負債

|   |                     | Financial liabilities at fair value through profit or loss<br>按公平價值訂定盈虧之財務負債 | Designated as such upon initial recognition<br>於初次確認時指定為此類別<br>HK\$'000<br>千港元 | Held for trading<br>持作買賣<br>HK\$'000<br>千港元 | Financial liabilities at amortized cost<br>按攤銷成本入賬之財務負債<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|---|---------------------|--|--|---|--|--------------------------------|
| Accounts payable  | 應付賬款                | –  | –  | 86,864                                      | 86,864   |                                |
| Payables arising from securities and futures broking          | 證券及期貨經紀產生之應付賬款      | –  | –  | 413,145                                     | 413,145  |                                |
| Financial liabilities included in other payables and accruals | 包含在其他應付賬款及應計項目之財務負債 | –  | –  | 225,728                                     | 225,728  |                                |
| Interest-bearing bank borrowings                              | 計息銀行貸款              | –  | –  | 960,150                                     | 960,150  |                                |
| Bullion loans   | 貴金屬借貸               | 795,023  | –  | –   | 795,023  |                                |
|   |                     | <u>795,023</u>   | <u>–</u>   | <u>1,685,887</u>                            | <u>2,480,910</u>   |                                |

**41. Fair Value and Fair Value Hierarchy of Financial Instruments**

At the end of the reporting period, the carrying amounts of the Group's financial assets and liabilities approximated to their fair values.

Management has assessed that the fair values of accounts receivable, receivables arising from securities and futures broking, financial assets included in prepayments, deposits and other receivables, cash held on behalf of clients, cash and cash equivalents, accounts payable, payables arising from securities and futures broking, financial liabilities included in other payables and accruals and bank borrowings due for repayment within one year approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of other assets and bank borrowings due for repayment after one year approximate to their carrying amounts, which have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank borrowings, bullion loans and other borrowings as at 31 December 2016 was assessed to be insignificant.

The fair values of listed equity investments are based on quoted market prices. The fair value of the unlisted available-for-sale equity investment stated at fair value has been estimated using the income capitalization method. The valuation requires the management to make estimate about the capitalization rates. The management believes that the estimated fair value resulting from the valuation technique, which is recorded in the consolidated statement of financial position, and the related change in fair value, which is recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

The fair value of bullion loans and customer gold deposits is based on open market prices of bullion.

As at 31 December 2016, certain unlisted equity investments with an aggregate carrying amount of HK\$260,000 (2015: HK\$260,000) were stated at cost because there is a wide range of possible fair value measurements so that the Directors are of the opinion that their fair values cannot be measured reliably.

**41. 金融工具之公平價值及公平價值等級**

於報告期末，本集團之財務資產及負債之賬面值與其公平價值相若。

管理層已評定應收賬款、證券及期貨經紀產生之應收賬款、包含在預付款項、按金及其他應收賬款之財務資產、代客戶持有現金、現金及等同現金、應付賬款、證券及期貨經紀產生之應付賬款、包含在其他應付賬款及應計項目之財務負債及須於一年內到期償還之銀行貸款之公平價值與其賬面值相若，主要由於該等工具將於短期內到期。

財務資產及負債之公平價值，除了強迫或清盤出售，乃以各方自願的當前交易中該工具可交換之金額入賬。估計公平價值時使用了以下方法及假設：

其他資產及須於一年後到期償還之銀行貸款之公平價值與其賬面值相若，有關賬面值乃採用具有類似條款、信貸風險及餘下到期日之工具之現時適用利率折現計算預期未來現金流量。本集團於二零一六年十二月三十一日就計息銀行貸款、貴金屬借貸及其他貸款面對之不履約風險被評估為並不重大。

上市股份投資之公平價值乃根據市場報價計算。按公平價值列賬之非上市可供出售股份投資之公平價值乃採用收入資本化法作出估計。該項估值要求管理層對資本化比率作出估計。管理層認為就估值技術產生之估計公平價值已於綜合財務狀況表記賬及相關公平價值變動已於其他全面收益記賬，並屬合理，及為於報告期末最適當之價值。

貴金屬借貸及客戶存金之公平價值乃按貴金屬之公開市價計算。

於二零一六年十二月三十一日，由於可採用之公平價值計量方法種類眾多，董事認為無法可靠地計量其公平價值，故賬面總值260,000港元(二零一五年：260,000港元)之若干非上市股份投資乃按成本列賬。

#### 41. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

The Group enters into derivative financial instruments with reputable financial institutions or top bullion trading companies. As at 31 December 2016, derivative financial instruments represented bullion contracts and foreign currency contracts which are measured based on bullion market prices and forward pricing respectively. The carrying amounts of bullion contracts and forward currency contracts are the same as their fair values.

Below is a summary of significant unobservable input to the valuation of financial instruments together with a quantitative sensitivity analysis:

|  | Valuation technique<br>估值技術  | Significant unobservable input<br>重大難以觀察數據 | Range<br>範圍  | Sensitivity of the input to fair value<br>數據對公平價值之敏感度   |
|--|------------------------------|--|--------------|---|
| <b>As at 31 December 2016</b><br>於二零一六年十二月三十一日 |                              |  |              |   |
| Unlisted available-for-sale equity investment  | Income capitalization method | Capitalization rate                        | 4.3% to 5.4% | 1% increase/decrease in capitalization rate would result in decrease/increase in fair value by HK\$188,000  |
| 非上市可供出售股份投資                                    | 收入資本化法                       | 資本化比率                                      | 4.3% 至 5.4%  | 資本化比率增加/減少1% 將導致公平價值減少/增加 188,000 港元  |
| <b>As at 31 December 2015</b><br>於二零一五年十二月三十一日 |                              |  |              |   |
| Unlisted available-for-sale equity investment  | Income capitalization method | Capitalization rate                        | 4.5% to 5.5% | 1% increase/ decrease in capitalization rate would result in decrease/increase in fair value by HK\$184,000 |
| 非上市可供出售股份投資                                    | 收入資本化法                       | 資本化比率                                      | 4.5% 至 5.5%  | 資本化比率增加/減少1% 將導致公平價值減少/增加 184,000 港元  |

#### 41. 金融工具之公平價值及公平價值等級(續)

本集團與信譽良好之金融機構或頂級貴金屬貿易公司訂立衍生金融工具。於二零一六年十二月三十一日，衍生金融工具指分別按貴金屬市場價格計算之貴金屬合約及遠期價格計算之外幣合約。貴金屬合約及外幣合約之賬面值與其公平價值相同。

以下為金融工具估值之重大難以觀察數據概要連同量化敏感度分析：

## 41. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

## Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments.

Assets measured at fair value:

## 41. 金融工具之公平價值及公平價值等級(續)

## 公平價值等級

下表呈列本集團金融工具之公平價值計量等級：

按公平價值計量之資產：

|   |                   | Fair value measurement using<br>採用以下項目之公平價值計量  |   |  |                                |
|---|-------------------|--|---|--|--------------------------------|
|   |                   | Quoted prices<br>in active<br>markets<br>(Level 1)<br>活躍市場<br>報價<br>(級別一)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>(Level 2)<br>重大可觀察<br>數據<br>(級別二)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>(Level 3)<br>重大難以觀察<br>數據<br>(級別三)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
| <b>As at 31 December 2016</b>                       | 於二零一六年<br>十二月三十一日 |  |   |  |                                |
| Available-for-sale investments:                     | 可供出售投資：           |  |   |  |                                |
| Equity investments                                  | 股份投資              | 744,122  | –   | 18,798   | 762,920                        |
| Investments at fair value<br>through profit or loss | 按公平價值訂定<br>盈虧之投資  | 33,078   | –   | –  | 33,078                         |
| Derivative financial instruments                    | 衍生金融工具            | –  | 18  | –  | 18                             |
|   |                   | <b>777,200</b>   | <b>18</b>   | <b>18,798</b>  | <b>796,016</b>                 |
| <b>As at 31 December 2015</b>                       | 於二零一五年<br>十二月三十一日 |  |   |  |                                |
| Available-for-sale investments:                     | 可供出售投資：           |  |   |  |                                |
| Equity investments                                  | 股份投資              | 806,268  | –   | 18,431   | 824,699                        |
| Investments at fair value<br>through profit or loss | 按公平價值訂定<br>盈虧之投資  | 36,686   | –   | –  | 36,686                         |
| Derivative financial instruments                    | 衍生金融工具            | –  | 5,798   | –  | 5,798                          |
|   |                   | <b>842,954</b>   | <b>5,798</b>  | <b>18,431</b>  | <b>867,183</b>                 |

## 41. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

## Fair value hierarchy (continued)

The movements in fair value measurements in Level 3 during the year are as follows:

|   |                 | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|---|-----------------|-------------------------|-------------------------|
| Unlisted available-for-sale investments             | 非上市可供出售投資       |                         |                         |
| At 1 January  | 於一月一日           | 18,431                  | 18,291                  |
| Total gain recognized in other comprehensive income | 於其他全面收益中確認之收益總額 | 367                     | 140                     |
| At 31 December                                      | 於十二月三十一日        | <u>18,798</u>           | <u>18,431</u>           |

Liabilities measured at fair value:

## 41. 金融工具之公平價值及公平價值等級(續)

## 公平價值等級(續)

年內級別三之公平價值計量變動如下：

|   | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|---|-------------------------|-------------------------|
| At 1 January  | 18,431                  | 18,291                  |
| Total gain recognized in other comprehensive income | 367                     | 140                     |
| At 31 December                                      | <u>18,798</u>           | <u>18,431</u>           |

按公平價值計量之負債：

Fair value measurement using  
採用以下項目之公平價值計量

|                                  |                           | Quoted prices<br>in active<br>markets<br>(Level 1)<br>活躍市場<br>報價<br>(級別一)<br>HK\$'000<br>千港元 | Significant<br>observable<br>inputs<br>(Level 2)<br>重大可觀察<br>數據<br>(級別二)<br>HK\$'000<br>千港元 | Significant<br>unobservable<br>inputs<br>(Level 3)<br>重大難以觀察<br>數據<br>(級別三)<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|----------------------------------|---------------------------|--|---|--|--------------------------------|
| <b>As at 31 December 2016</b>    | <b>於二零一六年<br/>十二月三十一日</b> |  |   |  |                                |
| Bullion loans                    | 貴金屬借貸                     | 756,390  | -   | -  | 756,390                        |
| Derivative financial instruments | 衍生金融工具                    | -  | 558   | -  | 558                            |
| Customer gold deposits           | 客戶存金                      | 35,787   | -   | -  | 35,787                         |
|                                  |                           | <u>792,177</u>   | <u>558</u>  | <u>-</u>   | <u>792,735</u>                 |
| <b>As at 31 December 2015</b>    | <b>於二零一五年<br/>十二月三十一日</b> |  |   |  |                                |
| Bullion loans                    | 貴金屬借貸                     | 795,023  | -   | -  | 795,023                        |
| Customer gold deposits           | 客戶存金                      | 52,514   | -   | -  | 52,514                         |
|                                  |                           | <u>847,537</u>   | <u>-</u>  | <u>-</u>   | <u>847,537</u>                 |

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

年內，財務資產及財務負債之級別一及級別二之間均無公平價值計量轉移，亦無轉入或轉出級別三。

## 42. Financial Risk Management Objectives and Policies

## (a) Financial risk factors

The Group's principal financial instruments comprise bank borrowings, and cash and bank deposits. 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 accounts receivable and accounts payable, which arise directly from its operations.

The Group's overall risk management policies focus on the unpredictability of financial markets and seek to minimize potential adverse effects on the Group's financial performance. Risk management is carried out by management under the policies approved by the Board and it identifies, evaluates and monitors financial risks in close co-operation with the Group's operating units.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk, equity price risk and commodity price risk. The Board reviews and agrees policies for managing each of these risks and they are summarized below.

*Interest rate risk*

The Group is exposed to interest rate risk due to potential changes in interest rates of interest-bearing financial assets and liabilities. Interest-bearing financial assets are mainly loans to margin clients whereas interest-bearing financial liabilities are primarily bank borrowings with primarily floating interest rates which expose the Group to cash flow interest rate risk.

For Hong Kong dollar floating-rate borrowings, assuming that the amount of liability outstanding at the end of the reporting period was outstanding for the whole year, a 50-basis point increase/decrease in interest rates at 31 December 2016 and 2015 would have decreased/increased the Group's profit before tax by HK\$3,710,000 and HK\$3,902,000, respectively. The sensitivity to the interest rate used is considered reasonable, with all other variables held constant.

The Group's interest rate risk exposure also arises from margin financing and other lending activities. The Group has the legal capacity to quickly recall such loans or re-price its loans to an appropriate level. A 50 basis-point increase/decrease in interest rates at 31 December 2016 and 2015 would have increased/decreased the Group's profit before tax by HK\$4,012,000 and HK\$668,000 respectively. The analysis is prepared assuming the amount of assets carried at the end of the reporting period was carried for the whole year. The sensitivity to interest rate used is considered reasonable, with all other variables held constant.

## 42. 財務風險管理目標及政策

## (a) 財務風險因素

本集團之主要金融工具包括銀行貸款與現金及銀行存款。此等金融工具之主要用途乃為本集團之業務籌集資金。本集團有若干其他財務資產及負債來自其經營業務直接產生，例如應收賬款及應付賬款。

本集團之整體風險管理政策針對金融市場之難以預測性，並尋求減低對本集團財務表現構成之潛在不利影響。風險管理乃由管理層根據董事會批核之政策進行，而管理層與本集團之營運單位緊密合作，以識別、評估及監察財務風險。

本集團金融工具所產生之主要風險為利率風險、外匯風險、信貸風險、流動資金風險、股份價格風險及商品價格風險。董事會審閱並同意下文所概述管理各項此等風險之政策。

*利率風險*

本集團因計息財務資產及負債之利率潛在變動而承受利率風險。計息財務資產主要為孖展客戶貸款，而計息財務負債主要為銀行貸款，主要按浮動利率計息，導致本集團承受現金流量利率風險。

就港元浮動利率貸款而言，假設於報告期末結欠之負債金額乃於整個年度結欠，利率於二零一六年及二零一五年十二月三十一日增加／減少50個基點，將分別減少／增加本集團除稅前溢利3,710,000港元及3,902,000港元。在所有其他變數維持不變之情況下，本集團認為對所用利率之敏感度乃屬合理。

本集團之利率風險亦來自孖展借貸及其他貸款活動。本集團擁有法定能力要求即時收回有關貸款或重訂其貸款至適當水平。利率於二零一六年及二零一五年十二月三十一日增加／減少50個基點，將分別增加／減少本集團除稅前溢利4,012,000港元及668,000港元。此分析乃假設於報告期末列賬之資產金額乃於整個年度列賬而達致。在所有其他變數維持不變之情況下，本集團認為對所用利率之敏感度乃屬合理。

## 42. Financial Risk Management Objectives and Policies (continued)

## (a) Financial risk factors (continued)

*Interest rate risk (continued)*

The Group's policy is to obtain the most favorable interest rates available without increasing its foreign currency exposures. In addition, the Group monitors the level of interest rate exposure and considers utilizing hedging instruments should the need arise.

*Foreign currency risk*

The Group has transactional currency exposures mainly arising from sales and purchases by operating units in currencies other than the units' functional currency. Management conducted periodical review of exposures and requirements of various currencies, and uses foreign exchange forward contracts to manage certain of its foreign currency exposures on significant and recurring future commercial transactions mainly relating to its United States dollar-denominated purchases. Hedging is only considered for firm commitments.

The Group's assets and liabilities are mainly denominated in Hong Kong dollar, Renminbi and United States dollar. Currency risk is managed by partly financing non-Hong Kong dollar assets with loans denominated in the relevant currencies.

*Credit risk*

The accounts receivable and receivables arising from securities and futures broking represent the Group's major exposure to the credit risk arising from default of the counterparty, with a maximum exposure equal to the carrying amounts of these financial assets in the consolidated statement of financial position. The Group's retail sales on jewellery are usually transacted on a cash basis, via popular credit cards or through reputable and dispersed department stores. The Group's credit sales to corporate clients and wholesale customers are generally on credit terms within 60 days. The Group has no significant concentrations of credit risk with respect to its jewellery retail business as it has a large number of diversified customers. For accounts receivable arising from the wholesale of diamonds and precious metals, the Group trades only with recognized and creditworthy third parties and bullion banks. The Group's receivables from margin clients arising from the ordinary course of business of dealing in securities are secured by the underlying pledged securities. The Group seeks to maintain strict control over its outstanding receivables and has its credit control policy to minimize the credit risk. In addition, all receivable balances are monitored on an ongoing basis and overdue balances are followed up by senior management. Accordingly, the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which mainly comprise cash and cash equivalents, cash held on behalf of clients, other assets, deposits and other receivables, and derivative financial instruments, arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

## 42. 財務風險管理目標及政策(續)

## (a) 財務風險因素(續)

*利率風險(續)*

本集團之政策乃在不增加其外匯風險之情況下爭取最有利之利率。此外，本集團監察利率風險承擔水平，及於有需要時考慮採用對沖工具。

*外匯風險*

本集團之交易貨幣風險主要來自業務單位以其功能貨幣以外之貨幣進行之買賣。管理層就不同貨幣的風險及需要進行定期檢討，並利用外匯遠期合約管理其重大及經常性未來商業交易之若干外幣風險，該等交易主要為以美元為單位之採購。本集團僅就確定承擔進行對沖。

本集團之資產及負債主要以港元、人民幣及美元為單位。管理外匯風險方法是以外幣貸款為手上同幣資產進行部分融資。

*信貸風險*

應收賬款及證券及期貨經紀產生之應收賬款乃本集團由於交易對手不履約而產生之主要信貸風險，最高風險相等於綜合財務狀況表中此等財務資產之賬面值。本集團之珠寶零售銷售通常以現金、通過普及信用卡或透過信譽良好及分散之百貨公司進行交易。本集團向企業客戶及批發客戶進行之信貸銷售一般按六十日內之除賬期進行。由於珠寶零售業務擁有大量分散客戶，故並無重大集中之信貸風險。就鑽石及貴金屬批發產生之應收賬款，本集團僅與獲確認及有信譽之第三者及金商進行交易。本集團來自日常業務中證券買賣產生之應收孖展客戶賬款以有關已抵押證券作抵押。本集團對逾期應收賬款維持嚴格控制，並設有信貸控制政策以減低信貸風險。此外，所有應收賬款結餘均受持續監察，逾期結餘由高級管理人員跟進。因此，本集團之壞賬風險並不重大。

本集團其他財務資產，主要包括現金及等同現金、代客戶持有現金、其他資產、按金及其他應收賬款及衍生金融工具，其信貸風險產生自交易對手不履約，而最高風險相等於此等工具之賬面值。



## 42. Financial Risk Management Objectives and Policies (continued)

## (a) Financial risk factors (continued)

*Credit risk (continued)*

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable and receivables arising from securities and futures broking are disclosed in notes 22 and 23 to the financial statements.

*Liquidity risk*

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuation in cash flows. The responsibility of the Group's treasury department is to maintain a balance between continuity of funding and flexibility through the use of banking facilities in order to meet its liquidity requirements both in the short term and long term. The Group maintains significant flexibility to respond to opportunities and events by ensuring that committed credit lines are available. All debts of the Group as at 31 December 2016 would mature within three years.

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

| 2016  | 二零一六年               | No fixed terms of repayment/repayable on demand | 3 months or less | 1 year or less but over 3 months | 5 years or less but over 1 year | Undated   | Total            |
|---|---------------------|---|------------------|----------------------------------|---------------------------------|-----------|------------------|
|   |                     | 無固定償還期/須按<br>要求償還                               | 三個月或以下           | 三個月以上至一年                         | 一年以上至五年                         | 無期限       | 合計               |
|   |                     | 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              |
| Accounts payable  | 應付賬款                | 146,989   | 116,398          | -                                | -                               | -         | 263,387          |
| Payables arising from securities and futures broking          | 證券及期貨經紀產生之應付賬款      | 370,352   | 49,365           | -                                | -                               | -         | 419,717          |
| Financial liabilities included in other payables and accruals | 包含在其他應付賬款及應計項目之財務負債 | 76,851  | 114,462          | -                                | -                               | -         | 191,313          |
| Derivative financial instruments                              | 衍生金融工具              | -   | 478              | -                                | -                               | 80        | 558              |
| Term loans subject to repayment on demand clause              | 按<br>要求償還<br>之定期貸款  | 269,701   | -                | -                                | -                               | -         | 269,701          |
| Other interest-bearing bank borrowings                        | 其他計息銀行貸款            | -   | 147,269          | 324,788                          | 368,418                         | -         | 840,475          |
| Bullion loans   | 貴金屬借貸               | -   | 675,825          | 80,565                           | -                               | -         | 756,390          |
|   |                     | <b>863,893</b>                                  | <b>1,103,797</b> | <b>405,353</b>                   | <b>368,418</b>                  | <b>80</b> | <b>2,741,541</b> |

## 42. 財務風險管理目標及政策(續)

## (a) 財務風險因素(續)

*信貸風險(續)*

本集團承受之信貸風險由應收賬款及證券及期貨經紀產生之應收賬款產生，有關信貸風險之進一步量化資料於財務報告附註22及23內披露。

*流動資金風險*

本集團監控並維持現金及等同現金於管理人員認為足夠水平，為本集團運作提供資金及緩和現金流量波動之影響。本集團財政部門之責任為透過使用銀行信貸在資金之持續性及靈活性之間取得平衡，以配合其短期及長期流動資金需求。本集團透過確保擁有可動用之已承諾信貸額度，維持充裕靈活性以回應商機及事件。於二零一六年十二月三十一日，本集團所有債項均於三年內到期。

於報告期末，本集團之財務負債按已訂約但未折現款項計算之到期情況如下：

## 42. Financial Risk Management Objectives and Policies (continued)

## (a) Financial risk factors (continued)

## Liquidity risk (continued)

| 2015  | 二零一五年                | No fixed terms of repayment/repayable on demand | 3 months or less | 1 year or less but over 3 months | 5 years or less but over 1 year | Undated  | Total            |
|---|----------------------|---|------------------|----------------------------------|---------------------------------|----------|------------------|
|   |                      | 無固定償還期/須按<br>要求償還                               | 三個月<br>或以下       | 三個月以上<br>至一年                     | 一年以上<br>至五年                     | 無期限      | 合計               |
|   |                      | 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              |
| Accounts payable  | 應付賬款                 | 22,843  | 64,021           | -                                | -                               | -        | 86,864           |
| Payables arising from securities and futures broking          | 證券及期貨經紀產生之應付賬款       | 385,716   | 27,429           | -                                | -                               | -        | 413,145          |
| Financial liabilities included in other payables and accruals | 包含在其他應付賬款及應計項目之財務負債  | 92,489  | 133,239          | -                                | -                               | -        | 225,728          |
| Term loans subject to repayment on demand clause              | 按<br>要求償還條款之<br>定期貸款 | 45,244  | -                | -                                | -                               | -        | 45,244           |
| Other interest-bearing bank borrowings                        | 其他計息銀行<br>貸款         | -   | 152,189          | 393,129                          | 388,759                         | -        | 934,077          |
| Bullion loans   | 貴金屬借貸                | -   | 795,023          | -                                | -                               | -        | 795,023          |
|   |                      | <u>546,292</u>                                  | <u>1,171,901</u> | <u>393,129</u>                   | <u>388,759</u>                  | <u>-</u> | <u>2,500,081</u> |

## Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The fair values of these listed equity investments are affected by market forces and other factors. The Group is exposed to equity price risk arising from individual equity investments classified as available-for-sale investments (note 20) and investments at fair value through profit or loss (note 25) as at 31 December 2016. The Group's listed investments are listed on the Stock Exchange and are valued at quoted market prices at the end of the reporting period. The majority of the listed equity investments are held for non-trading purposes.

## 股份價格風險

股份價格風險指股份證券之公平價值因股份指數水平及個別證券價值出現變動而下跌之風險。此等上市股份投資之公平價值受市場力量及其他因素影響。本集團於二零一六年十二月三十一日被分類為可供出售投資(附註20)及按公平價值訂定盈虧之投資(附註25)之個別股份投資因而承受股份價格風險。本集團之上市投資於聯交所上市，以報告期末所報市價計值。大部分上市股份投資乃持作非買賣用途。

## 42. Financial Risk Management Objectives and Policies (continued)

## (a) Financial risk factors (continued)

*Equity price risk (continued)*

The following table demonstrates the sensitivity to every 10% change in the fair values of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, the impact with respect to the available-for-sale equity investments is deemed to be on the investment revaluation reserve and no account is given for factors such as impairment which might impact on the statement of profit or loss.

2016

二零一六年

Investments listed in Hong Kong:  
Available-for-sale  
Held-for-trading

於香港上市之投資：  
可供出售  
持作買賣

744,122  
33,078

–  
3,308

74,412  
–

2015

二零一五年

Investments listed in Hong Kong:  
Available-for-sale  
Held-for-trading

於香港上市之投資：  
可供出售  
持作買賣

806,268  
36,686

–  
3,669

80,627  
–

*Commodity price risk*

The Group is engaged in the sales of jewellery including bullion products. The bullion market is influenced by global as well as regional supply and demand conditions. A significant decline in prices of bullion could adversely affect the Group's financial performance. In order to reduce the commodity price risk, the Group uses bullion loans as well as derivative financial instruments, such as bullion contracts to reduce its exposure to fluctuation in the bullion price on bullion inventory. The bullion price exposures are monitored by the management.

For the bullion loans and bullion contracts, assuming that the amount outstanding at the end of the reporting period was outstanding for the whole year, a 10% increase/decrease in market prices of bullion at 31 December 2016 and 2015 would have decreased/increased the Group's profit before tax by HK\$93,527,000 and HK\$112,735,000 respectively. The sensitivity to the market prices of bullion used is considered reasonable, with all other variables held constant. This information has not taken into account potential financial impact on other financial statement line items.

## 42. 財務風險管理目標及政策(續)

## (a) 財務風險因素(續)

*股份價格風險(續)*

下表顯示按於報告期末之賬面值計算，於所有其他變數不變及計入任何稅項影響前對股份投資公平價值每10%變動之敏感度。就本分析而言，對可供出售股份投資之有關影響被視為對投資重估儲備造成影響，且並無計及減值等可能影響損益賬之因素。

| Carrying amount of equity investments<br>股份投資之賬面值<br>HK\$'000<br>千港元 | Increase/decrease in profit before tax<br>除稅前溢利增加/減少<br>HK\$'000<br>千港元 | Increase/decrease in equity<br>權益增加/減少<br>HK\$'000<br>千港元 |
|--|---|---|
|--|---|---|

*商品價格風險*

本集團從事銷售珠寶，包括貴金屬產品。貴金屬市場受全球以及地區性供求情況影響。貴金屬價格大跌可能對本集團之財務狀況構成不利影響。為降低商品價格風險，本集團使用貴金屬借貸以及貴金屬合約等衍生金融工具，以減低貴金屬價格波動對貴金屬存貨之風險承擔。管理層會監察貴金屬價格之風險承擔。

就貴金屬借貸及貴金屬合約而言，假設於報告期末結欠之金額乃於整個年度結欠，貴金屬市價於二零一六年及二零一五年十二月三十一日增加/減少10%，將分別減少/增加本集團除稅前溢利93,527,000港元及112,735,000港元。在所有其他變數維持不變之情況下，本集團認為對所用貴金屬市價之敏感度乃屬合理。此資料並無考慮對其他財務報告項目之潛在財務影響。

## 42. Financial Risk Management Objectives and Policies (continued)

## (b) 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 a healthy capital ratio in order to support its business and to enhance shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and business strategies. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, raise and repay debts or issue new shares. The Group is required to comply with certain externally imposed capital requirements set out in certain of its banking facility agreements. Additionally, certain subsidiaries engaged in securities and futures dealing and broking, which are regulated entities under the Securities and Futures Commission of Hong Kong ("SFC"), and a subsidiary which is a member of the CGSE, are required to comply with respective minimum capital requirements imposed by the SFC and the CGSE. During the two years, these subsidiaries complied with respective minimum capital requirements imposed by the SFC and the CGSE. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2016 and 2015.

The Group monitors capital using a gearing ratio, which is total borrowings to total equity. Total borrowings include interest-bearing bank borrowings, interest-bearing bank borrowings arising from securities and futures broking and bullion loans. Total equity comprises all components of equity attributable to equity holders of the Company. The Group's policy is to maintain the gearing ratio at a reasonable level. The gearing ratios at the end of the reporting periods were as follows:

## 42. 財務風險管理目標及政策(續)

## (b) 資本管理

本集團資本管理之主要目標為保障本集團持續經營業務之能力，並維持穩健之資本比率，以支持其業務及增加股東之價值。

本集團按經濟狀況及業務策略之變動管理其資本架構，並對其作出調整。為維持或調整資本架構，本集團可能調整向股東派付之股息、增加及償還債項或發行新股。本集團須遵守其若干銀行融資協議所載之若干外在資本規定。此外，若干附屬公司從事證券及期貨買賣及經紀業務並為香港證券及期貨事務監察委員會(「證監會」)所指之受規管實體，以及一家附屬公司為金銀業貿易場之會員，該等公司須遵守證監會及金銀業貿易場實施之有關最低資本規定。於該兩個年度內，該等附屬公司遵守證監會及金銀業貿易場各自實施之最低資本規定。截至二零一六年及二零一五年十二月三十一日止年度，本集團管理資本之目標、政策或程序並無作出變動。

本集團按資本負債比率(即總借貸對比總權益)監控資本。總借貸包括計息銀行貸款、證券及期貨經紀產生之計息銀行貸款及貴金屬借貸。總權益包括本公司權益持有人應佔權益之所有部分。本集團之政策為將資本負債比率維持在合理水平。於報告期末之資本負債比率如下：

|                  |        | 2016<br>HK\$'000<br>千港元 | 2015<br>HK\$'000<br>千港元 |
|------------------|--------|-------------------------|-------------------------|
| Total borrowings | 總借貸    | <u>1,842,812</u>        | <u>1,755,173</u>        |
| Total equity     | 總權益    | <u>9,037,898</u>        | <u>9,077,915</u>        |
| Gearing ratio    | 資本負債比率 | <u>20.4%</u>            | <u>19.3%</u>            |

43. Offsetting Financial Assets and Financial Liabilities

The following tables set out details of financial instruments subject to offsetting at the end of the reporting periods.

|   |                | 2016  |  |   |                         |            |                  |
|---|----------------|---|--|---|-------------------------|------------|------------------|
|   |                | Gross amounts of recognized financial liabilities set off in the consolidated statement of financial position | Net amounts of financial assets presented in the consolidated statement of financial position      | Related amounts not set off in the consolidated statement of financial position |                         | Net amount |                  |
|   |                | 於綜合財務狀況表中   | 於綜合財務狀況表中  | 未有於綜合財務狀況表中抵銷之相關金額  |                         |            |                  |
|   |                | 已確認財務資產總額   | 呈報之財務資產淨額  | Financial instruments   | Cash collateral pledged |            |                  |
|   |                | 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        |                  |
| Assets  | 資產             |   |  |   |                         |            |                  |
| Accounts receivable                                     | 應收賬款           | 791,742   | (61)   | 791,681   | -                       | -          | 791,681          |
| Receivables arising from securities and futures broking | 證券及期貨經紀產生之應收賬款 | 903,347   | (77,015)   | 826,332   | -                       | -          | 826,332          |
|   |                | <u>1,695,089</u>  | <u>(77,076)</u>  | <u>1,618,013</u>  | <u>-</u>                | <u>-</u>   | <u>1,618,013</u> |
|   |                | Gross amounts of recognized financial assets set off in the consolidated statement of financial position      | Net amounts of financial liabilities presented in the consolidated statement of financial position | Related amounts not set off in the consolidated statement of financial position |                         | Net amount |                  |
|   |                | 於綜合財務狀況表中   | 於綜合財務狀況表中  | 未有於綜合財務狀況表中抵銷之相關金額  |                         |            |                  |
|   |                | 已確認財務負債總額   | 呈報之財務負債淨額  | Financial instruments   | Cash collateral pledged |            |                  |
|   |                | 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        |                  |
| Liabilities   | 負債             |   |  |   |                         |            |                  |
| Accounts payable  | 應付賬款           | 263,448   | (61)   | 263,387   | -                       | -          | 263,387          |
| Payables arising from securities and futures broking    | 證券及期貨經紀產生之應付賬款 | 496,732   | (77,015)   | 419,717   | -                       | -          | 419,717          |
|   |                | <u>760,180</u>  | <u>(77,076)</u>  | <u>683,104</u>  | <u>-</u>                | <u>-</u>   | <u>683,104</u>   |

## 43. Offsetting Financial Assets and Financial Liabilities (continued)

## 43. 抵銷財務資產及財務負債(續)

2015

|   |                | Gross amounts of recognized financial assets      | Gross amounts of recognized financial liabilities set off in the consolidated statement of financial position | Gross amounts of recognized financial assets set off in the consolidated statement of financial position | Net amounts of financial assets presented in the consolidated statement of financial position      | Related amounts not set off in the consolidated statement of financial position |                             | Net amount            |
|---|----------------|---|---|--|--|---|-----------------------------|-----------------------|
|   |                |   |   |  |  | Financial instruments   | Cash collateral pledged     |                       |
|   |                | 已確認財務資產總額<br>HK\$'000<br>千港元                      | 抵銷之已確認財務負債總額<br>HK\$'000<br>千港元   | 於綜合財務狀況表中<br>抵銷之已確認財務資產總額<br>HK\$'000<br>千港元   | 於綜合財務狀況表中<br>呈報之財務資產淨額<br>HK\$'000<br>千港元  | 金融工具<br>HK\$'000<br>千港元   | 已抵押現金抵押品<br>HK\$'000<br>千港元 | 淨額<br>HK\$'000<br>千港元 |
| <b>Assets</b>   | <b>資產</b>      |   |   |  |  |   |                             |                       |
| Accounts receivable                                     | 應收賬款           | 777,793   | (2,793)   |  | 775,000  | -   | -                           | 775,000               |
| Receivables arising from securities and futures broking | 證券及期貨經紀產生之應收賬款 | 248,203   | (61,185)  |  | 187,018  | -   | -                           | 187,018               |
|   |                | <u>1,025,996</u>                                  | <u>(63,978)</u>   |  | <u>962,018</u>   | <u>-</u>  | <u>-</u>                    | <u>962,018</u>        |
|   |                |   |   | Gross amounts of recognized financial assets set off in the consolidated statement of financial position | Net amounts of financial liabilities presented in the consolidated statement of financial position | Related amounts not set off in the consolidated statement of financial position |                             |                       |
|   |                | Gross amounts of recognized financial liabilities | Gross amounts of recognized financial assets set off in the consolidated statement of financial position      | Gross amounts of recognized financial assets set off in the consolidated statement of financial position | Net amounts of financial liabilities presented in the consolidated statement of financial position | Related amounts not set off in the consolidated statement of financial position |                             |                       |
|   |                | 已確認財務負債總額<br>HK\$'000<br>千港元                      | 抵銷之已確認財務資產總額<br>HK\$'000<br>千港元   | 於綜合財務狀況表中<br>抵銷之已確認財務資產總額<br>HK\$'000<br>千港元   | 於綜合財務狀況表中<br>呈報之財務負債淨額<br>HK\$'000<br>千港元  | 金融工具<br>HK\$'000<br>千港元   | 已抵押現金抵押品<br>HK\$'000<br>千港元 | 淨額<br>HK\$'000<br>千港元 |
| <b>Liabilities</b>                                      | <b>負債</b>      |   |   |  |  |   |                             |                       |
| Accounts payable  | 應付賬款           | 89,657  | (2,793)   |  | 86,864   | -   | -                           | 86,864                |
| Payables arising from securities and futures broking    | 證券及期貨經紀產生之應付賬款 | 474,330   | (61,185)  |  | 413,145  | -   | -                           | 413,145               |
|   |                | <u>563,987</u>                                    | <u>(63,978)</u>   |  | <u>500,009</u>   | <u>-</u>  | <u>-</u>                    | <u>500,009</u>        |

## 44. Statement of Financial Position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

**NON-CURRENT ASSETS**

Interests in subsidiaries

**非流動資產**

於附屬公司之權益

2016  
HK\$'000  
千港元2015  
HK\$'000  
千港元**3,020,129**

3,347,731

**CURRENT ASSETS**

Prepayments

Cash and cash equivalents

**流動資產**

預付款項

現金及等同現金

**290**

290

**6,991**

6,329

Total current assets

總流動資產

**7,281**

6,619

**CURRENT LIABILITIES**

Other payables and accruals

Tax payable

**流動負債**

其他應付賬款及應計項目

應付稅項

**6,846**

6,975

**53**

10

Total current liabilities

總流動負債

**6,899**

6,985

**NET CURRENT ASSETS/(LIABILITIES)**

流動資產 / (負債)淨值

**382**

(366)

**Net assets**

資產淨值

**3,020,511**

3,347,365

**EQUITY**

Issued capital

Reserves (note)

**權益**

已發行股本

儲備(附註)

**169,230**

169,230

**2,851,281**

3,178,135

Total equity

總權益

**3,020,511**

3,347,365

Vincent CHOW Wing Shing  
Director周永成  
董事Winston CHOW Wun Sing  
Director周允成  
董事

## 44. Statement of Financial Position of the Company (continued)

Note:

A summary of the Company's reserves is as follows:

|  |                                     | Share premium<br>股份溢價<br>HK\$'000<br>千港元 | Share option<br>reserve<br>購股權儲備<br>HK\$'000<br>千港元 | Contributed<br>surplus<br>繳入盈餘<br>HK\$'000<br>千港元 | Retained<br>profits<br>保留溢利<br>HK\$'000<br>千港元 | Total<br>合計<br>HK\$'000<br>千港元 |
|--|-------------------------------------|--|---|---|--|--------------------------------|
| At 1 January 2015  | 於二零一五年<br>一月一日                      | 1,051,502                                | -   | 975,582   | 1,062,739                                      | 3,089,823                      |
| Profit and total<br>comprehensive income<br>for the year | 年內溢利及全面收益<br>總額                     | -  | -   | -   | 501,233  | 501,233                        |
| Dividends declared and<br>paid during the year           | 年內宣派及繳付股息                           | -  | -   | -   | (412,921)                                      | (412,921)                      |
| At 31 December 2015 and<br>1 January 2016                | 於二零一五年<br>十二月三十一日<br>及二零一六年<br>一月一日 | <b>1,051,502</b>                         | -   | <b>975,582</b>                                    | <b>1,151,051</b>                               | <b>3,178,135</b>               |
| Profit and total<br>comprehensive income<br>for the year | 年內溢利及全面收益<br>總額                     | -  | -   | -   | 61,190   | 61,190                         |
| Equity-settled share option<br>arrangements              | 權益結算之購股權<br>安排                      | -  | 4,570   | -   | -  | 4,570                          |
| Dividends declared and<br>paid during the year           | 年內宣派及<br>繳付股息                       | -  | -   | -   | (392,614)                                      | (392,614)                      |
| At 31 December 2016                                      | 於二零一六年<br>十二月三十一日                   | <b>1,051,502</b>                         | <b>4,570</b>  | <b>975,582</b>                                    | <b>819,627</b>                                 | <b>2,851,281</b>               |

The Company's contributed surplus arose in 1992 as a result of the Group's reorganization and represents the difference between the nominal value of the Company's shares allocated under the reorganization scheme and the then consolidated net asset value of the acquired subsidiaries.

Under the Bermuda Companies Act 1981, the contributed surplus is distributable to shareholders under certain circumstances.

## 44. 本公司財務狀況表(續)

附註：

本公司儲備之概要如下：

本公司於一九九二年產生之繳入盈餘來自本集團重組，乃根據重組計劃配發之本公司股份面值與被收購附屬公司當時之綜合資產淨值之差額計算。

根據百慕達一九八一年公司法，在若干情況下，繳入盈餘可分派予股東。



## 45. Particulars of Subsidiaries

Information about subsidiaries is as follows:

| Name<br>名稱   | Place of<br>incorporation/<br>registration<br>and business<br>成立/<br>註冊及營業地點 | Issued ordinary<br>share capital/<br>registered capital<br>已發行普通股本/<br>註冊股本 | Percentage<br>of equity<br>attributable to<br>the Company<br>本公司所佔<br>股權百分比 |                | Principal<br>activities<br>主要業務              |
|--|--|---|---|----------------|--|
|  |  |   | Direct<br>直接  | Indirect<br>間接 |  |
| Acclaim Holdings Limited<br>雅慶有限公司                                 | British Virgin Islands<br>英屬維爾京群島  | US\$600,000<br>600,000 美元   | –   | 100            | Investment holding<br>投資控股                   |
| Chow Sang Sang Bullion<br>Dealers Limited<br>周生生金號有限公司             | Hong Kong<br>香港  | HK\$5,000,000<br>5,000,000 港元   | –   | 100            | Investment holding<br>投資控股                   |
| Chow Sang Sang (China) Company<br>Limited*<br>周生生(中國)商業有限公司*       | People's Republic of<br>China/Mainland China<br>中華人民共和國/<br>中國內地             | HK\$1,500,000,000<br>1,500,000,000 港元                                       | –   | 100            | Sale of jewellery<br>珠寶銷售                    |
| Chow Sang Sang<br>Commodities Limited<br>周生生商品有限公司                 | Hong Kong<br>香港  | HK\$5,000,000<br>5,000,000 港元   | –   | 100            | Dormant<br>暫無營業                              |
| Chow Sang Sang<br>Corporate Gift Limited<br>周生生企業禮品有限公司            | Hong Kong<br>香港  | HK\$1,000,000<br>1,000,000 港元   | –   | 100            | Sale of corporate<br>gift products<br>企業禮品銷售 |
| Chow Sang Sang Diamond<br>(Guangdong) Co., Ltd.*<br>周生生鑽石(廣東)有限公司* | People's Republic of<br>China/Mainland China<br>中華人民共和國/<br>中國內地             | RMB10,000,000<br>10,000,000 元人民幣  | –   | 100            | Diamond polishing<br>鑽石打磨                    |
| Chow Sang Sang Diamond<br>(Shanghai) Co., Ltd.*<br>周生生鑽石(上海)有限公司*  | People's Republic of<br>China/Mainland China<br>中華人民共和國/<br>中國內地             | US\$10,000,000<br>10,000,000 美元   | –   | 100            | Diamond trading<br>鑽石買賣                      |
| Chow Sang Sang Finance Limited<br>周生生財務有限公司                        | Hong Kong<br>香港  | HK\$15,000,000<br>15,000,000 港元   | –   | 100            | Group financing<br>集團融資                      |
| Chow Sang Sang Futures Limited<br>周生生期貨有限公司                        | Hong Kong<br>香港  | HK\$5,000,000<br>5,000,000 港元   | –   | 100            | Futures broking<br>期貨經紀                      |
| Chow Sang Sang Holdings (BVI)<br>Limited<br>周生生集團(英屬維爾京群島)<br>有限公司 | British Virgin Islands<br>英屬維爾京群島  | US\$50,000<br>50,000 美元   | 100   | –              | Investment holding<br>投資控股                   |
| Chow Sang Sang Holdings Limited<br>周生生集團有限公司                       | Hong Kong<br>香港  | HK\$250<br>250 港元   | –   | 100            | Investment holding<br>投資控股                   |
| Chow Sang Sang International<br>(Shunde) Limited<br>周生生國際(順德)有限公司  | Hong Kong/<br>Mainland China<br>香港/中國內地                                      | HK\$2<br>2 港元   | –   | 100            | Property investment<br>物業投資                  |

## 45. 附屬公司詳情

附屬公司之資料如下：

## 45. Particulars of Subsidiaries (continued)

## 45. 附屬公司詳情(續)

| Name<br>名稱   | Place of<br>incorporation/<br>registration<br>and business<br>成立/<br>註冊及營業地點 | Issued ordinary<br>share capital/<br>registered capital<br>已發行普通股本/<br>註冊股本 | Percentage<br>of equity<br>attributable to<br>the Company<br>本公司所佔<br>股權百分比 |                | Principal<br>activities<br>主要業務  |
|--|--|---|---|----------------|--|
|  |  |   | Direct<br>直接  | Indirect<br>間接 |  |
| Chow Sang Sang<br>Investments Limited<br>周生生投資有限公司                       | Hong Kong<br>香港  | HK\$2,500,000<br>2,500,000 港元   | –   | 100            | Investment holding<br>投資控股   |
| Chow Sang Sang Jewellery<br>(China) Co. Ltd.<br>周生生珠寶金行(中國)有限公司          | British Virgin Islands<br>英屬維爾京群島  | US\$1<br>1 美元   | –   | 100            | Investment holding<br>投資控股   |
| Chow Sang Sang Jewellery<br>(China) Limited<br>周生生珠寶(中國)有限公司             | Hong Kong<br>香港  | HK\$1<br>1 港元   | –   | 100            | Provision of<br>marketing services<br>and<br>investment holding<br>提供市場推廣服務<br>及投資控股 |
| Chow Sang Sang Jewellery<br>Company Limited<br>周生生珠寶金行有限公司               | Hong Kong<br>香港  | HK\$30,000,000<br>30,000,000 港元   | –   | 100            | Manufacture and<br>retail of jewellery<br>珠寶製造及零售                                    |
| Chow Sang Sang Jewellery<br>(Foshan) Co., Ltd.*<br>周生生珠寶(佛山)有限公司*        | People's Republic of<br>China/Mainland China<br>中華人民共和國/<br>中國內地             | HK\$275,307,500<br>275,307,500 港元   | –   | 100            | Manufacture and<br>sale of jewellery<br>珠寶製造及銷售                                      |
| Chow Sang Sang Jewellery Pte Ltd   | Singapore<br>新加坡   | SG\$2<br>2 坡元   | –   | 100            | Dormant<br>暫無營業  |
| Chow Sang Sang Jewellery<br>(Qingdao) Co., Ltd.*<br>周生生珠寶(青島)有限公司*       | People's Republic of<br>China/Mainland China<br>中華人民共和國/<br>中國內地             | RMB20,000,000<br>20,000,000 元人民幣  | –   | 100            | Manufacture and<br>sale of jewellery<br>珠寶製造及銷售                                      |
| Chow Sang Sang Jewellery<br>(Shaanxi) Co., Ltd.*<br>周生生珠寶金行(陝西)<br>有限公司* | People's Republic of<br>China/Mainland China<br>中華人民共和國/<br>中國內地             | HK\$24,400,000<br>24,400,000 港元   | –   | 100            | Manufacture and<br>sale of jewellery<br>珠寶製造及銷售                                      |
| Chow Sang Sang Jewellery (Taiwan)<br>Limited<br>周生生珠寶行股份有限公司             | British Virgin Islands/<br>Taiwan<br>英屬維爾京群島/<br>台灣                          | US\$50,000<br>50,000 美元   | –   | 100            | Sale of jewellery<br>珠寶銷售  |
| Chow Sang Sang Manufacturing<br>International Limited<br>周生生首飾廠國際有限公司    | British Virgin Islands<br>英屬維爾京群島  | US\$1<br>1 美元   | –   | 100            | Investment holding<br>投資控股   |

## 45. Particulars of Subsidiaries (continued)

| Name<br>名稱   | Place of<br>incorporation/<br>registration<br>and business<br>成立/<br>註冊及營業地點 | Issued ordinary<br>share capital/<br>registered capital<br>已發行普通股本/<br>註冊股本 | Percentage<br>of equity<br>attributable to<br>the Company<br>本公司所佔<br>股權百分比 |                | Principal<br>activities<br>主要業務                 |
|--|--|---|---|----------------|---|
|  |  |   | Direct<br>直接  | Indirect<br>間接 |   |
| Chow Sang Sang Nominees Limited<br>周生生代理人有限公司                                | Hong Kong<br>香港  | HK\$1,000,000<br>1,000,000 港元   | –   | 100            | Provision of<br>nominee services<br>提供代理人服務     |
| Chow Sang Sang Property<br>Holdings N.V.                                     | Netherlands Antilles/<br>Hong Kong<br>荷蘭安的列斯/香港                              | US\$30,000<br>30,000 美元   | –   | 100            | Property investment<br>物業投資                     |
| Chow Sang Sang Properties Limited<br>周生生置業有限公司                               | Hong Kong<br>香港  | HK\$10,000,000<br>10,000,000 港元   | –   | 100            | Property investment<br>物業投資                     |
| Chow Sang Sang Securities Limited<br>周生生證券有限公司                               | Hong Kong<br>香港  | HK\$10,000,000<br>10,000,000 港元   | –   | 100            | Securities broking<br>證券經紀                      |
| Emphasis Jewellery<br>Company Limited<br>點睛品珠寶有限公司                           | Macau<br>澳門  | MOP25,000<br>25,000 澳門元   | –   | 100            | Retail of jewellery<br>珠寶零售                     |
| Foshan Shunde Jinpeng Jewelry<br>Company Limited*<br>佛山市順德區金鵬珠寶首飾<br>有限責任公司* | People's Republic of<br>China/Mainland China<br>中華人民共和國/<br>中國內地             | RMB1,000,000<br>1,000,000 元人民幣  | –   | 100            | Manufacture and<br>sale of jewellery<br>珠寶製造及銷售 |
| Fullink Developments Inc.  | British Virgin Islands<br>英屬維爾京群島  | US\$1<br>1 美元   | –   | 100            | Dormant<br>暫無營業                                 |
| Tsin Chuk Kam Manufactory Ltd.<br>千足金製造廠有限公司                                 | British Virgin Islands/<br>Mainland China<br>英屬維爾京群島/<br>中國內地                | US\$100,000<br>100,000 美元   | –   | 100            | Processing of<br>jewellery<br>珠寶加工              |
| World Commercial Sales<br>Company Limited<br>世界批發行有限公司                       | Hong Kong<br>香港  | HK\$2,500,000<br>2,500,000 港元   | –   | 100            | Wholesale of<br>precious metals<br>貴金屬批發        |
| 338.Net Limited  | Hong Kong<br>香港  | HK\$2<br>2 港元   | –   | 100            | Dormant<br>暫無營業                                 |

\* These companies were registered as wholly-foreign-invested enterprises under the law of the People's Republic of China

# Acquired during the year

\* 此等公司乃根據中華人民共和國法律註冊之全外商投資企業

# 於年內收購

## 46. Approval of the Financial Statements

The financial statements were approved and authorized for issue by the Board of Directors on 27 March 2017.

## 46. 財務報告之批核

本財務報告於二零一七年三月二十七日經董事會批核及授權刊發。

## PARTICULARS OF PROPERTIES HELD

As at 31 December 2016

## 所持物業詳情

於二零一六年十二月三十一日

Particulars of major properties held by the Group are as follows:

本集團持有的主要物業詳情如下：

| Description<br>摘要   | Lot Number<br>地段號數                      | Use<br>用途               | Gross<br>Floor Area<br>建築面積  | Type<br>種類        | Lease<br>Term<br>租期 |
|---|---|-------------------------|------------------------------|-------------------|---------------------|
|   |   |                         | (Sq. ft. approx.)<br>(大約平方呎) |                   |                     |
| <b>Hong Kong</b><br>香港  |   |                         |                              |                   |                     |
| # 229 Nathan Road, Kowloon<br>九龍彌敦道二二九號全幢   | K.I.L. 6357                             | Rental/own use<br>出租／自用 | 31,225*                      | Commercial<br>商業  | Medium<br>中         |
| # G/F & M/F, 326-328 Castle Peak Road,<br>Kowloon<br>九龍青山道三二六至三二八號地下連閣樓   | N.K.I.L. 2507 &<br>2177                 | Rental/own use<br>出租／自用 | 2,790*                       | Commercial<br>商業  | Medium<br>中         |
| # G/F & 1/F, 99-101 Wuhu Street, Hunghom,<br>Kowloon<br>九龍紅磡蕪湖街九十九至一零一號地下及一樓  | H.H.I.L. 472,<br>471 & 447 s A          | Own use<br>自用           | 2,345*                       | Commercial<br>商業  | Medium<br>中         |
| # Roof, G/F & 1/F, 432 Prince Edward Road<br>West, Kowloon<br>九龍太子道西四三二號地下、一樓及天台  | N.K.I.L. 2266 R.P.                      | Rental/own use<br>出租／自用 | 1,788*                       | Commercial<br>商業  | Medium<br>中         |
| Flat A, 11/F and Roof, 199 Nam Cheong<br>Street, Kowloon<br>九龍南昌街一九九號十一樓A座連天台   | N.K.I.L. 1230<br>s.A.R.P. &<br>s.B.ss.2 | Rental<br>出租            | 551*                         | Residential<br>住宅 | Medium<br>中         |
| 2/F, Flats A & B, 3/F, 4/F, 5/F & Flat A,<br>6/F, 231 Nathan Road, Kowloon<br>九龍彌敦道二三一號二樓、三樓A及B座、<br>四樓、五樓及六樓A座   | K.I.L. 6642                             | Rental/own use<br>出租／自用 | 10,836*                      | Commercial<br>商業  | Medium<br>中         |
| Units A1, A2, A3, A4, A6, A8, A11, A13,<br>1/F, Unit A6, 2/F, Unit A4, 8/F & Unit A3,<br>10/F, Block A, 489-491 Castle Peak Road,<br>Kowloon<br>九龍青山道四八九至四九一號A座一樓A1、<br>A2、A3、A4、A6、A8、A11、A13室、<br>二樓A6室、八樓A4室及十樓A3室 | N.K.I.L. 3515 s C,<br>D & F             | Own use<br>自用           | 38,440                       | Industrial<br>工業  | Medium<br>中         |

## PARTICULARS OF PROPERTIES HELD

As at 31 December 2016

## 所持物業詳情

於二零一六年十二月三十一日

| Description<br>摘要   | Lot Number<br>地段號數               | Use<br>用途               | Gross<br>Floor Area<br>建築面積  | Type<br>種類       | Lease<br>Term<br>租期 |
|---|----------------------------------|-------------------------|------------------------------|------------------|---------------------|
|   |                                  |                         | (Sq. ft. approx.)<br>(大約平方呎) |                  |                     |
| <b>Hong Kong</b><br>香港  |                                  |                         |                              |                  |                     |
| Car Ports No. 7 & 22 on G/F, Car Ports No. 26 & 57 in Basement, Ho On Mansion, 107-109 Austin Road, Kowloon<br>九龍柯士甸道一零七至一零九號好安樓地下車位七及二十二號及地庫車位二十六及五十七號 | K.I.L. 10223                     | Rental/own use<br>出租/自用 | N/A<br>不適用                   | Car park<br>車位   | Medium<br>中         |
| Car Parking Space No. B162 in Basement, Balwin Court, 154-164 Argyle Street, Kowloon<br>九龍亞皆老街一五四至一六四號寶雲閣地庫B162號車位                                      | R.P. of K.I.L. 4208              | Rental<br>出租            | N/A<br>不適用                   | Car park<br>車位   | Long<br>長           |
| # G/F-3/F, 691-693 Nathan Road, Kowloon<br>九龍彌敦道六九一至六九三號地下至三樓   | K.I.L. 2444 s.A.R.P. & 2444 R.P. | Rental/own use<br>出租/自用 | 9,890*                       | Commercial<br>商業 | Medium<br>中         |
| # 85 Castle Peak Road, Yuen Long, New Territories<br>新界元朗青山公路八十五號全幢   | Lot No. 3640 in D.D. 120         | Own use<br>自用           | 3,255                        | Commercial<br>商業 | Medium<br>中         |
| # Shop B, G/F, 428-430 Prince Edward Road West, Kowloon<br>九龍太子道西四二八至四三零號地下B舖   | N.K.I.L. 2267 R.P. & 2268 R.P.   | Own use<br>自用           | 1,078*                       | Commercial<br>商業 | Medium<br>中         |
| # Shop B, G/F, 70-78 Kwong Fuk Road, Tai Po, New Territories<br>新界大埔廣福道七十至七十八號地下B舖  | Tai Po Town Lot No. 28           | Own use<br>自用           | 2,089*                       | Commercial<br>商業 | Medium<br>中         |
| Shop No. 305, G/F, Lok Hin Terrace, 350 Chai Wan Road, Hong Kong<br>香港柴灣道三五零號樂軒台地下三五號舖  | Chai Wan Inland Lot No. 149      | Rental<br>出租            | 175*                         | Commercial<br>商業 | Medium<br>中         |

## PARTICULARS OF PROPERTIES HELD

As at 31 December 2016

## 所持物業詳情

於二零一六年十二月三十一日

| Description<br>摘要  | Lot Number<br>地段號數 | Use<br>用途     | Gross<br>Floor Area<br>建築面積  | Type<br>種類                         | Lease<br>Term<br>租期 |
|--|--------------------|---------------|------------------------------|------------------------------------|---------------------|
|  |                    |               | (Sq. ft. approx.)<br>(大約平方呎) |                                    |                     |
| <b>Mainland China</b><br>中國內地  |                    |               |                              |                                    |                     |
| Unit 501, Block 4, Meile Village, Rongshan Community Association, Ronggui Street Representative Office, Shunde District, Foshan City, Guangdong Province<br>廣東省佛山市順德區容桂街道辦事處容山居委會美樂村四座五零一室                 | 100100-047         | Own use<br>自用 | 1,010                        | Residential<br>住宅                  | Medium<br>中         |
| East of Guangzhu Highway, Licun Management Zone, Licun District, Lunjiao Town, Shunde District, Foshan City, Guangdong Province<br>廣東省佛山市順德區倫教鎮荔村管理區廣珠路東側  | 154077-014         | Rental<br>出租  | 123,700                      | Industrial/<br>commercial<br>工業/商業 | Medium<br>中         |
| # Unit No. 1-1, Fulihua Mansion, No. 150 Qinghui Road, Daliang Town, Shunde District, Foshan City, Guangdong Province<br>廣東省佛山市順德區大良鎮清暉路一五零號富麗華大廈一號之一  | 134092-003         | Own use<br>自用 | 1,906                        | Commercial<br>商業                   | Long<br>長           |
| 16/F, Block B, R&F Yingtai Plaza, Section 2, No. 100 Huangpu Avenue West, Tianhe District, Guangzhou City, Guangdong Province<br>廣東省廣州市天河區黃埔大道西一零零號二段富力盈泰廣場B座十六層   | 2310-7-50          | Own use<br>自用 | 23,686                       | Commercial<br>商業                   | Medium<br>中         |
| Car Parking Space Nos. 200 and 201, 2nd Basement, R&F Yingtai Plaza, Section 2, No.100 Huangpu Avenue West, Tianhe District, Guangzhou City, Guangdong Province<br>廣東省廣州市天河區黃埔大道西一零零號二段富力盈泰廣場負二層二零零及二零一號車位 | 2310-7-50          | Own use<br>自用 | N/A<br>不適用                   | Car park<br>車位                     | Medium<br>中         |
| Unit Nos. 1601-1602, 16/F, Block B, Vanmetropolis, No.1 Tangyan Road, High-tech District, Xian City, Shaanxi Province<br>陝西省西安市高新區唐延路一號旺座國際城B座十六層一六零一至一六零二室  | 10501060004-17     | Own use<br>自用 | 5,025                        | Commercial<br>商業                   | Medium<br>中         |

## PARTICULARS OF PROPERTIES HELD

As at 31 December 2016

## 所持物業詳情

於二零一六年十二月三十一日

| Description<br>摘要  | Lot Number<br>地段號數 | Use<br>用途         | Gross<br>Floor Area<br>建築面積  | Type<br>種類           | Lease<br>Term<br>租期  |
|--|--------------------|-------------------|------------------------------|----------------------|----------------------|
|  |                    |                   | (Sq. ft. approx.)<br>(大約平方呎) |                      |                      |
| <b>Mainland China</b>  |                    |                   |                              |                      |                      |
| <b>中國內地</b>  |                    |                   |                              |                      |                      |
| Car Parking Space No. D010, 1st Basement and<br>Car Parking Space No. F061, 2nd Basement,<br>Vanmetropolis, No.1 Tangyan Road, High-<br>tech District, Xian City, Shaanxi Province<br>陝西省西安市高新區唐延路一號旺座國際城<br>地下一層車庫D區零一零號車位及地下<br>二層車庫F區零六一號車位 | 10501060004-17     | Own use<br><br>自用 | N/A<br><br>不適用               | Car park<br><br>車位   | Medium<br><br>中      |
| No. 3 Xinxi 4th Road North, Lunjiao Town,<br>Shunde District, Foshan City,<br>Guangdong Province<br>廣東省佛山市順德區倫教鎮新熹四路北三號  | 164084-189         | Own use<br><br>自用 | 377,726                      | Industrial<br><br>工業 | Medium<br><br>中      |
| <b>Taiwan</b>  |                    |                   |                              |                      |                      |
| <b>台灣</b>  |                    |                   |                              |                      |                      |
| Units 1-2, 7/F, No. 21, Sec. 6, Zhongxiao E.<br>Rd., Nangang Dist., Taipei, Taiwan, R.O.C.<br>中華民國台灣台北市南港區忠孝東路六段<br>二十一號七樓一至二單位  | 0568-0000          | Own use<br><br>自用 | 6,847                        | Commercial<br><br>商業 | Freehold<br><br>永久業權 |
| Car Parking Space Nos. 132 and 133 in B5, No.<br>21, Sec. 6, Zhongxiao E. Rd., Nangang Dist.,<br>Taipei, Taiwan, R.O.C.<br>中華民國台灣台北市南港區忠孝東路六段<br>二十一號地下五層一三二及一三三號車位  | 0568-0000          | Own use<br><br>自用 | N/A<br><br>不適用               | Car park<br><br>車位   | Freehold<br><br>永久業權 |

# Location of branches  
分行地點

\* Saleable area  
可售賣面積

## INFORMATION FOR SHAREHOLDERS

### Financial Calendar

|  |  |
|--|--|
| Announcement of 2016 interim results:                      | 29 August 2016                                 |
| 2016 interim dividend payment:                             | 26 September 2016                              |
| Announcement of 2016 annual results:                       | 27 March 2017                                  |
| Closure of register of members for annual general meeting: | 26 May to 1 June 2017<br>(both days inclusive) |
| Annual general meeting:                                    | 1 June 2017                                    |
| Closure of register of members for final dividend:         | 7 June to 9 June 2017<br>(both days inclusive) |
| 2016 final dividend payment:                               | 16 June 2017                                   |

### Share Information

|  |              |
|--|--------------|
| Stock code on The Stock Exchange of Hong Kong Limited: | 116          |
| Board lot size:  | 1,000 shares |

### Bermuda Principal Share Registrar

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building,  
69 Pitts Bay Road,  
Pembroke HM 08,  
Bermuda

### Hong Kong Branch Share Registrar

Tricor Tengis Limited  
Level 22, Hopewell Centre  
183 Queen's Road East, Hong Kong  
Telephone: +852 2980-1333  
Facsimile: +852 2810-8185  
Email: is-enquiries@hk.tricorglobal.com

### Investor Relations

Corporate Office  
27/F, 9 Wing Hong Street  
Cheung Sha Wan, Kowloon, Hong Kong  
Telephone: +852 2991-0366  
Facsimile: +852 2730-9683  
Email: ir@chowsangsang.com

## 股東資訊

### 財務日誌

|                        |                           |
|------------------------|---------------------------|
| 公布二零一六年中期業績:           | 二零一六年八月二十九日               |
| 派發二零一六年中期股息:           | 二零一六年九月二十六日               |
| 公布二零一六年全年業績:           | 二零一七年三月二十七日               |
| 暫停辦理股份過戶登記手續 (股東週年大會): | 二零一七年五月二十六日至六月一日 (包括首尾兩天) |
| 股東週年大會:                | 二零一七年六月一日                 |
| 暫停辦理股份過戶登記手續 (末期股息):   | 二零一七年六月七日至六月九日 (包括首尾兩天)   |
| 派發二零一六年末期股息:           | 二零一七年六月十六日                |

### 股份資料

|                    |        |
|--------------------|--------|
| 於香港聯合交易所有限公司之股份代號: | 116    |
| 每手買賣單位:            | 1,000股 |

### 百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building,  
69 Pitts Bay Road,  
Pembroke HM 08,  
Bermuda

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港皇后大道東一八三號  
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